

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- ☒ Preliminary Information Statement
☐ Definitive Information Statement

2. Name of Registrant as specified in its charter

SP New Energy Corporation

3. Province, country or other jurisdiction of incorporation or organization

Metro Manila, Philippines

4. SEC Identification Number

CS201627300

5. BIR Tax Identification Code

009 468 103

6. Address of principal office

Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Philippines
Postal Code
1604

7. Registrant's telephone number, including area code

(0917) 560 7351

8. Date, time and place of the meeting of security holders

26 May 2025; 4:00 PM; MERALCO Board Room, 13th floor, Lopez Building, MERALCO Center, Ortigas Ave., Pasig City, Philippines; the annual meeting will also be conducted by remote communication

9. Approximate date on which the Information Statement is first to be sent or given to security holders

May 5, 2025

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

n.a.

Address and Telephone No.

n.a.

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| Common | 50,073,050,000 |
| Preferred "B" | 19,404,202,552 |

13. Are any or all of registrant's securities listed on a Stock Exchange?

☒ Yes ☐ No

If yes, state the name of such stock exchange and the classes of securities listed therein:

The common shares of SP New Energy Corporation are listed on The Philippine Stock Exchange, Inc. (PSE)

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

SP New Energy Corporation
SPNEC

**PSE Disclosure Form 17-5 - Information Statement for Annual or
Special Stockholders' Meeting**
*References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules*

| | |
|-------------------------------|------------------------|
| Date of Stockholders' Meeting | May 26, 2025 |
| Type (Annual or Special) | Annual |
| Time | 4:00 PM |
| Venue | Via video conferencing |
| Record Date | May 6, 2025 |

Inclusive Dates of Closing of Stock Transfer Books

| | |
|------------|-----|
| Start Date | N/A |
| End date | N/A |

| |
|--|
| Other Relevant Information |
| The Company is resubmitting the SEC Form 20-IS [Preliminary Information Statement] in compliance with the directive of the Securities and Exchange Commission. This version has been updated and includes the Company's Audited Financial Statements for the year ended 31 December 2024 as an attachment. |

Filed on behalf by:

| | |
|-------------|---|
| Name | Arrenz Joseph Magnabihon |
| Designation | Head, Investor Relations and Corporate Communications |

COVER SHEET

C S 2 0 1 6 2 7 3 0 0

S.E.C. Registration Number

S P N E W E N E R G Y C O R P O R A T I O N
(f o r m e r l y S o l a r P h i l i p p i n e s
N u e v a E c i j a C o r p o r a t i o n)

(Company's Full Name)

R o c k w e l l B u s i n e s s C e n t e r ,
O r t i g a s A v e n u e , B a r a n g a y
U g o n g , P a s i g C i t y 1 6 0 4

(Business Address of the Company)

Jo Marianni P. Ocampo-Jalbuena

Contact Person

0 9 1 7 - 5 6 0 7 3 5 1

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

SEC Form 20-IS

Form Type

1st Monday of May each year

Regular Meeting

Certificate of Permit to Offer Securities for Sale (Pursuant to SEC MSRD Order No. 87, Series of 2021)

Secondary License type, if applicable

MSRD/CMD/ICTD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

Remarks = Pls. use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

☒ Preliminary Information Statement
☐ Definitive Information Statement

2. Name of Issuer as specified in its charter: **SP NEW ENERGY CORPORATION**
3. Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**
4. SEC Identification Number: **CS201627300**
5. BIR Tax Identification Code: **009-468-103-00000**
6. Address of principal office: **Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Philippines**
7. Postal Code: **1604**
8. Issuer's telephone number, including area code: **+63 (917) 560-7351**
9. Date, time and place of the meeting of security holders: **26 May 2025, 4:00 PM; MERALCO Boardroom, 13th Floor, Lopez Building, MERALCO Center, Ortigas Avenue, Pasig City, Philippines; the annual meeting will also be conducted by remote communication**
10. Approximate date on which the information statement is first to be sent or given to security holders: **5 May 2025**

11. In case of proxy solicitation:

Name of the person filing the statement/solicitor: **N.A.**

Mailing address and telephone no.: **N.A.**

12. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code ("SRC") or Sections 4 and 8 of the Revised Securities Act (information on number of shares and amount of debt is applicable only to corporate issuers):

| Title of Each Class | Number of Voting Shares and Amount of Debt Outstanding |
|----------------------|--|
| Common | 50,073,050,000¹ shares |
| Preferred "B" | 19,404,202,552 shares |

13. Are there securities of the Issuer listed on a stock exchange?

Yes.

If yes, disclose the name of such stock exchange and the class of securities listed therein:

The common shares² of SP New Energy Corporation are listed on The Philippine Stock Exchange, Inc. ("PSE").

¹ Out of the 50,073,050,000 common shares of the Company, only 8,124,350,005 shares are registered with the Securities and Exchange Commission ("SEC"). The remaining common shares are not registered as at the time of their issuance they were exempt from the registration requirement under the SRC.

² A total of 50,071,878,397 common shares are listed as of the date of this Information Statement. The remaining 1,171,603 common shares cannot be listed as they were not fully paid by their subscribers.

NOTICE OF 2025 ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting (the "**Annual Meeting**") of **SP NEW ENERGY CORPORATION** (the "**Company**") will be presided over and called from the MERALCO Boardroom, 13th Floor, Lopez Building, MERALCO Center, Ortigas Avenue, Pasig City, Philippines and conducted by remote communication **on Monday, 26 May 2025 at 4:00 PM**. Below you will find the agenda for the Annual Meeting:

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
4. Annual Report of the President and Approval of the Audited Financial Statements for the Fiscal Year Ended 31 December 2024
5. Election of Directors
6. Appointment of External Auditor
7. Amendment of Article I [Meetings of Stockholders], Section 1 [Regular Meetings] of the By-Laws for the Purpose of Changing the Date of the Annual Stockholders' Meeting
8. Ratification of Acts, Resolutions, and Decisions of the Board of Directors and Management from 23 January 2025 up to 26 May 2025
9. Other Matters
10. Adjournment

Only stockholders of record **as of 6 May 2025** are entitled to attend and to vote in the Annual Meeting.

Stockholders may attend and/or vote in the meeting by appointing a proxy or via remote communication. Stockholders intending to participate by remote communication should notify the Company by registering online at <https://conveneagm.com/ph/SPNEC2025ASM>³ **on or before 16 May 2025**. Please be informed that there will be an audio and visual recording of the Annual Meeting.

Further details on the procedures for participating in the meeting through remote communication will be set forth in the Information Statement. The Information Statement and other meeting materials will be downloadable from the Company's website at <https://spnec.ph> and the PSE Electronic Disclosure Generation Technology at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=688.

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, on 16 May 2025** to the Corporate Secretary, Atty. Jo Marianni P. Ocampo-Jalbuena, at the 14th Floor, Tower 2, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Philippines. Soft copies of the proxies can be e-mailed in advance to mgengrp_sec@meralcopowergen.com. Validation of proxies is set for **21 May 2025, starting at 9:00 AM**.

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

In accordance with the SEC Memorandum Circular ("**M.C.**") No. 14, series of 2020, shareholders of record who, as of 6 May 2025, hold at least five percent (5%) of the outstanding capital stock of the Company, shall have the right to propose items for inclusion in the agenda which must be submitted **on or before 21 May 2025**.

The Organizational Meeting of the new Board of Directors will be held immediately after the Annual Meeting.

Stockholders may e-mail questions or comments to mgengrp_sec@meralcopowergen.com.

Pasig City, 4 and 5 May 2025.


JO MARIANNI P. OCAMPO-JALBUENA
Corporate Secretary

³ The registration/video conferencing link will become live on 5 May 2025.

EXPLANATION OF AGENDA ITEMS

I. CALL TO ORDER

The Chairman will formally open the meeting at approximately 4:00 PM.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary will certify that written notice of the meeting was sent to stockholders and that a quorum exists for the transaction of corporate business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code (“RCC”), the Company will set up a designated online web address which may be accessed by the stockholders to register and to vote on matters presented and discussed at the meeting. A stockholder participating by remote communication shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

1. Stockholders may attend the meeting remotely through <https://conveneagm.com/ph/SPNEC2025ASM>.⁴ Questions and comments on the agenda items may be sent to mgengrp_sec@meralcopowergen.com or through <https://conveneagm.com/ph/SPNEC2025ASM>⁵ and shall be limited to the items in the Agenda.
2. Stockholders must notify the Company of their intention to participate in the meeting by (i) registering themselves on the online platform for the meeting or (ii) sending an accomplished proxy form to the Corporate Secretary, both not later than 16 May 2025.
3. Stockholders participating by remote communication must register online at <https://conveneagm.com/ph/SPNEC2025ASM>.⁶ Only stockholders who have registered online prior to the meeting may cast their votes electronically using the system.
4. Each of the proposed resolutions will be shown on the screen as the agenda items are taken up at the meeting.
5. To be approved, all the agenda items will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock of the Company present or represented at the meeting, unless the law or the Company’s Articles of Incorporation or By-Laws require a different threshold.
6. The Company’s accredited service provider will tabulate all the votes received per agenda item. The Corporate Secretary or Assistant Corporate Secretary will validate the results. The Corporate Secretary or Assistant Corporate Secretary will announce the voting results.
7. The proceedings will be recorded in audio and video format.

III. APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDERS’ MEETING

The document containing the minutes of the Special Stockholders’ Meeting held on 23 January 2025 is attached hereto as **Annex “A.”** Below is the text of the proposed resolution:

*“RESOLVED, as it is hereby resolved, to approve, as it is hereby **APPROVED**, the minutes of the Company’s Special Stockholders’ Meeting held on 23 January 23, 2025.”*

IV. ANNUAL REPORT OF THE PRESIDENT AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED 31 DECEMBER 2024

The President will report on the milestones and key achievements of the Company in 2024, and its plans moving forward.

⁴ The registration/video conferencing link will become live on 5 May 2025.

⁵ The registration/video conferencing link will become live on 5 May 2025.

⁶ The registration/video conferencing link will become live on 5 May 2025.

The Audited Financial Statements for the fiscal year ended 31 December 2024, as approved by the Board of Directors, will be presented to the stockholders for approval. Below are the proposed resolutions:

“RESOLVED, that the Audited Financial Statements of SP NEW ENERGY CORPORATION (the ‘Company’) for the year ended 31 December 2024, be, as they are hereby, APPROVED;

“RESOLVED, FURTHER, that MR. ROCHEL DONATO R. GLORIA, the Chief Financial Officer and Treasurer, be, as he is hereby, AUTHORIZED to release the said Audited Financial Statements on behalf of the Company and to sign and execute certifications, statements, or such other documents and instruments that may be required or necessary in relation to the foregoing authority.”

V. ELECTION OF DIRECTORS

The stockholders shall elect the individuals who will compose the Company’s Board of Directors for the ensuing year, to be chosen from the nominees pre-qualified by the Corporate Governance Committee.

VI. APPOINTMENT OF EXTERNAL AUDITOR

The Board of Directors will endorse to the stockholders the appointment of SyCip Gorres Velayo & Co. as the Corporation’s external auditor for the ensuing fiscal year. The external auditor of the Corporation conducts an independent verification of the financial statements and provides an objective assurance of their accuracy. The profile of the external auditor is found under Item 7 of the Information Statement. Below is the text of the proposed resolution:

“RESOLVED, that SYCIP GORRES VELAYO & CO., Certified Public Accountants, be, as they hereby are, APPOINTED as external auditors of the Company for the year 2025.”

VII. AMENDMENT OF ARTICLE I [MEETINGS OF STOCKHOLDERS], SECTION 1 [REGULAR MEETINGS] OF THE BY-LAWS FOR THE PURPOSE OF CHANGING THE DATE OF THE ANNUAL STOCKHOLDERS’ MEETING

Stockholders’ approval is being sought for the amendment of Article I [Meetings of Stockholders], Section 1 [Regular Meetings] of the By-Laws for the purpose of changing the date of the Company’s annual stockholders’ meeting from the first Monday of May every year to the fourth Monday of May every year. The change is being sought to ensure that Management has sufficient time to prepare and finalize the Company’s financial statements and management report, which are required attachments to the information statement. The information statement is a pre-requisite for the holding of a stockholders’ meeting by a listed corporation. Below is the text of the proposed resolution:

“RESOLVED, as it is hereby resolved, to approve, as it is hereby APPROVED, the amendment of Article I [Meetings of Stockholders], Section 1 [Regular Meetings] of the By-Laws for the purpose of changing the date of the Company’s annual stockholders’ meeting from first Monday of May every year to every fourth Monday of May every year, such that Article I, Section 1 of the By-Laws shall now read as follows:

‘ARTICLE I MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings – The annual meeting of stockholders, for the purpose of electing directors and for the transaction of such businesses which may properly come before the meeting, shall be held on every fourth Monday of May every year, if not a holiday, and if a holiday, then on the day following. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting.”

VIII. RATIFICATION OF ACTS, RESOLUTIONS, AND DECISIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM 23 JANUARY 2025 UP TO 26 MAY 2025

The acts, resolutions, and decisions of the Board of Directors and its committees for ratification are those taken and adopted since the previous stockholders’ meeting held on 23 January 2025 up to 26 May 2025. These include the approval of agreements, projects, investments, treasury-related matters, and other matters

covered by disclosures to the SEC and the PSE. The acts, resolutions, and decisions of the Company's officers are those taken and adopted to implement the resolutions of the Board of Directors or its committees and/or those made in the general conduct of business. Below is the text of the proposed resolution:

***"RESOLVED**, that the stockholders hereby **APPROVE, CONFIRM, and RATIFY** all acts, resolutions, and decisions of the Board of Directors and Management, as well as all contracts and transactions entered into by the Company, since the Special Stockholders' Meeting held on 23 January 2025 up to present."*

IX. OTHER MATTERS

These include such other matters that may arise before or during the meeting. Stockholders may e-mail questions or comments to mgengrp_sec@meralcopowergen.com. The taking up of matters raised after the distribution of the Information Statement to stockholders or during the meeting shall be subject to existing laws, rules and regulations, and the Company's internal guidelines.

X. ADJOURNMENT

After all agenda items have been considered and resolved, the Chairman will declare the meeting adjourned.

[Proxy form follows]

WE ARE NOT SOLICITING YOUR PROXY. STOCKHOLDERS WHO WILL NOT OR ARE UNABLE OR DO NOT EXPECT TO ATTEND THE MEETING BUT WOULD LIKE TO BE REPRESENTED THEREAT MAY CHOOSE TO EXECUTE AND SEND A PROXY TO THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE 5:00 PM ON 16 MAY 2025. A SOFT COPY OF THE PROXY CAN BE E-MAILED IN ADVANCE TO MGENGRP_SEC@MERALCOPOWERGEN.COM. A SAMPLE PROXY FORM IS PROVIDED BELOW.

P R O X Y

The undersigned stockholder of **SP NEW ENERGY CORPORATION** (the “**Company**”) hereby appoints the Chairman of the meeting as attorney-in-fact and proxy to represent and to vote all shares registered in the name of the undersigned at the Annual Stockholders’ Meeting of the Company on 26 May 2025 and at any postponement or adjournment thereof for the purpose of acting on the following matters:

| # | Agenda Item | Yes | No | Abstain |
|---|--|-----|----|---------|
| 1 | Approval of Minutes of the Special Stockholders’ Meeting held on 23 January 2025 | | | |
| 2 | Approval of the Audited Financial Statements for the Year Ended 31 December 2024 | | | |
| 3 | Election of Directors: *Note: Indicate the number of votes per nominee. The total number of votes that may be cast by a stockholder is computed as follows: <u>No. of Shares Held x Nine (9) Directors</u>. A stockholder may distribute his/her/its votes equally among all nominees, cumulate all the votes and give them to a nominee, or distribute them as he/she may see fit among the nominees. | | | |
| | a. Mr. Manuel V. Pangilinan | | | |
| | b. Mr. Leandro Antonio L. Leviste | | | |
| | c. Mr. Lance Y. Gokongwei | | | |
| | d. Mr. Emmanuel V. Rubio | | | |
| | e. Ms. Hazel Iris P. Lafuente | | | |
| | f. Mr. Ryan Jerome T. Chua | | | |
| | g. Ms. Lydia B. Echauz (for Independent Director) | | | |
| | h. Mr. Benjamin I. Espiritu (for Independent Director) | | | |
| 4 | Appointment of SyCip Gorres Velayo & Co. as the Company’s External Auditor for the Ensuing Calendar Year | | | |
| 5 | Amendment of Article I [Meetings of Stockholders], Section 1 [Regular Meetings] of the By-Laws for the Purpose of Changing the Date of the Annual Stockholders’ Meeting | | | |
| 6 | Ratification of Acts, Resolutions, and Decisions of the Board of Directors and Management from 23 January 2025 up to 26 May 2025 | | | |

Place/Date : _____

Name of Shareholder : _____

Signature : _____

Number of Shares : _____

The duly accomplished and signed proxy form must be submitted **on or before 5:00 PM, on 16 May 2025** to the Corporate Secretary, Atty. Jo Marianni P. Ocampo-Jalbuena, at the 14th Floor, Tower 2, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Philippines. A soft copy of the signed proxy can be e-mailed in advance to mgengrp_sec@meralcopowergen.com. Validation of proxies is set for 21 May 2025, starting at 9:00 AM.

Stockholders who are natural persons must submit this proxy together with competent evidence of identity, e.g., passport, driver’s license, and other valid government-issued ID. Proxies of corporate shareholders or juridical entities must be accompanied by a duly sworn secretary’s certificate or equivalent document showing his/her authority to represent the corporation/entity.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder. If no direction is made, this proxy will be voted for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by the Board of Directors or Management. A stockholder giving a proxy has the power to revoke such proxy in accordance with the Company's By-Laws. A proxy is also considered revoked if the stockholder who issued the same attends the meeting.

A. GENERAL INFORMATION

Item 1. Date, Time, and Place of Meeting of Security Holders

The meeting of the stockholders of the Company will be held on **26 May 2025, at 4:00 PM**. It will be called and presided from the MERALCO Boardroom, 13th Floor, Lopez Building, MERALCO Center, Ortigas Avenue, Pasig City, Philippines, and conducted by remote communication via video conferencing.

- a. Communications in connection with the 2025 Annual Stockholders' Meeting (the "**Annual Meeting**") may be sent to Atty. Jo Marianni P. Ocampo-Jalbuena at the 14th Floor, Tower 2, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Philippines.
- b. The approximate date on which this Information Statement, form of proxy, and other materials are first to be sent or given to security holders is on **5 May 2025**.

Item 2. Dissenters' Right of Appraisal

Under Section 80 of the Revised Corporation Code, any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his or her shares only in the following instances:

- a. In case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class or of extending or shortening the term of corporate existence;
- b. In case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- c. In case of merger or consolidation; and
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

None of the matters to be acted upon at this Special Meeting of the Stockholders qualify under Section 80 of the Revised Corporation Code. As such, the right of appraisal will not be relevant to any shareholder in the said Annual Meeting of the Stockholders.

In any event, the stockholder must have voted against the proposed corporate action in order for such stockholder to invoke the appraisal right provided under the law.

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken excluding any appreciation or depreciation in anticipation of such corporate action.

If within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment. Provided further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation. (Revised Corporation Code, Section 81)

The costs and expenses of appraisal shall be borne by the corporation, unless the fair value ascertained by the appraisers is approximately the same as the price which the corporation may have offered to pay the stockholder, in which case they shall be borne by the latter. In the case of an action to recover such fair value, all costs and expenses shall be assessed against the corporation, unless the refusal of the stockholder to receive payment was unjustified. (Revised Corporation Code, Section 84)

From the time of demand for payment of the fair value of a stockholder's shares until either the abandonment of the corporate action involved or the purchase of the said shares by the corporation, all rights accruing to such shares, including voting and dividend rights, shall be suspended in accordance with the provisions of the Revised Corporation Code, except the right of such stockholder to receive payment of the fair value thereof; provided, that if the dissenting stockholder is not paid the value of the said shares

within thirty (30) days after the award, the voting and dividend rights shall immediately be restored. (Revised Corporation Code, Section 82)

No demand for payment of the fair value of a dissenting stockholder's shares may be withdrawn unless the corporation consents thereto. If, however, such demand for payment is withdrawn with the consent of the corporation, or if the proposed corporate action is abandoned or rescinded by the corporation or disapproved by the Securities and Exchange Commission ("SEC") where such approval is necessary, or if the SEC determines that such stockholder is not entitled to the appraisal right, then the right of the stockholder to be paid the fair value of the shares shall cease, the status of the stockholder shall be restored and all dividend distributions which would have accrued on the shares shall be paid to the stockholder. (Revised Corporation Code, Section 83)

Within ten (10) days after demanding payment for shares held, a dissenting stockholder shall submit the certificates of stock representing the shares to the corporation for notation that such shares are dissenting shares. Failure to do so shall, at the option of the corporation, terminate the appraisal right of the dissenting stockholder. If shares represented by the certificates bearing such notation are transferred, and the certificates consequently cancelled, the rights of the transferor as a dissenting stockholder shall cease and the transferee shall have all the rights of a regular stockholder; and all dividend distributions which would have accrued on such shares shall be paid to the transferee. (Revised Corporation Code, Section 85)

The Issuer's By-Laws have no special provisions different from or giving any stockholder any special appraisal or dissenter's rights.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

None of the Company's directors or officers nor any of their associates have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon during the Annual Meeting.

Further, no Director has informed the Company of his/her opposition to any matter to be acted upon during the Annual Meeting to be held on 26 May 2025.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- a. As of 31 March 2025, the Company's issued and outstanding capital stock consists of 50,073,050,000 common shares and 19,404,202,552 preferred "B" shares. Each outstanding common and preferred "B" share held as of the record date is entitled to one (1) vote.
- b. The record date with respect to the Annual Meeting is fixed at 6 May 2025. Only persons, natural and juridical, recorded in the books of the Company as stockholders as of 6 May 2025 shall be entitled to notice and allowed to vote at the Annual Meeting on 26 May 2025 or any adjournment thereof.
- c. Security Ownership of Certain Record and Beneficial Owners and Management:

As of 31 March 2025, the following persons or groups own more than five percent (5%) of the Corporation's voting securities:

| Title of Class | Name and Address of Record Owner and Relationship with Issuer | Name of Beneficial Owner and Relationship with Record Owner | Citizenship | No. of Shares Held | Percent of Total Voting Shares |
|-----------------------|--|--|--------------------|-----------------------------|---------------------------------------|
| Common | MGEN Renewable Energy, Inc. ("MGreen") | Same as record owner | Filipino | 17,873,912,999 ⁷ | 53.65% |

⁷ Composed of 15,699,999,999 common shares that are directly held and registered in the name of MGreen and 2,173,913,000 common shares which are scripless and indirectly held or currently under the name of PCD Nominee Corporation (Filipino).

| Title of Class | Name and Address of Record Owner and Relationship with Issuer | Name of Beneficial Owner and Relationship with Record Owner | Citizenship | No. of Shares Held | Percent of Total Voting Shares |
|----------------------|--|---|-------------|-----------------------------|--------------------------------|
| Voting Preferred "B" | The Rockwell Business Center, Tower 1, Ortigas Avenue, Barangay Ugong, Pasig City Parent Corporation | | | 19,404,202,552 | |
| Common | Solar Philippines Power Project Holdings, Inc. ("SP Project Holdings") 20 th Floor, AIA Tower (formerly PhilamLife Tower), 8767 Paseo de Roxas, Barangay Bel-Air, Makati City 1226, Philippines | Mr. Leandro Antonio L. Leviste owns 100% of SP Project Holdings' outstanding capital stock | Filipino | 18,993,622,998 ⁸ | 27.34% |
| Common | PCD Nominee Corporation (Filipino) 29 th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City, Philippines Stockholder of record for shares lodged with the Philippine Depository and Trust Corporation, Inc. ("PDTIC") | PCD Nominee Corporation, a wholly owned subsidiary of the PDTC, is the registered owner of the shares in the books of the Company's Stock Transfer Agent. The beneficial owner of such shares entitled to vote the same are PDTC's participants who hold the shares either in their own behalf or on behalf of their clients. | Filipino | 4,137,663,997 ⁹ | 5.95% |
| Common | Asia Pacific Institute for Green Development Inc. 48 Dunwoody Street, University Hills, Malabon City | Same as record owner | Filipino | 4,150,000,000 | 5.97% |

The following table shows the ownership of the following directors and officers in the Company's voting shares as of 31 March 2025:

| Title of Class | Name of Beneficial Owner | Citizen ship | Amount and Nature of Beneficial Ownership | | Percent of Total Outstanding Shares |
|----------------|----------------------------|--------------|---|------------|-------------------------------------|
| Common | Manuel V. Pangilinan | Filipino | 1 | Direct* | 0% |
| | | | 0 | Indirect | |
| Common | Leandro Antonio L. Leviste | Filipino | 1 | Direct* | 27.34% |
| | | | 18,993,622,998 | Indirect** | |
| Common | Lance Y. Gokongwei | Filipino | 0 | Direct | 0% |
| | | | 1 | Indirect | |
| Common | Emmanuel V. Rubio | Filipino | 1 | Direct*** | 0% |

⁸ Composed of 18,643,050,000 common shares that are certificated and directly held or registered in the name of SP Project Holdings and 350,572,998 common shares which are scripless and indirectly held or currently under the name of PCD Nominee Corporation (Filipino).

⁹ Excludes shares owned by SP Project Holdings and MGreen.

| Title of Class | Name of Beneficial Owner | Citizen ship | Amount and Nature of Beneficial Ownership | | Percent of Total Outstanding Shares |
|----------------|--------------------------------|--------------|---|---------------|-------------------------------------|
| | | | 2,000,000 | Indirect | |
| Common | Hazel Iris P. Lafuente | Filipino | 0 | Direct | 0% |
| | | | 5,360,001 | Indirect**** | |
| Common | Ryan Jerome T. Chua | Filipino | 0 | Direct | 0% |
| | | | 1 | Indirect*** | |
| Common | Benjamin I. Espiritu | Filipino | 1 | Direct | 0% |
| | | | 0 | Indirect | |
| Common | Lydia B. Echauz | Filipino | 0 | Direct | 0% |
| | | | 250,000 | Indirect***** | |
| Common | Rochel Donato R. Gloria | Filipino | 1 | Direct* | 0% |
| | | | 0 | Indirect | |
| N.A. | Dennis B. Jordan | Filipino | 0 | Direct | 0% |
| | | | 0 | Indirect | |
| N.A. | Minette O. Co | Filipino | 0 | Direct | 0% |
| | | | 0 | Indirect | |
| N.A. | Mary Ann D. Ballesteros | Filipino | 0 | Direct | 0% |
| | | | 500,000 | Indirect | |
| N.A. | Jo Marianni P. Ocampo-Jalbuena | Filipino | 0 | Direct | 0% |
| | | | 0 | Indirect | |
| N.A. | Doris S. Te | Filipino | 0 | Direct | 0% |
| | | | 0 | Indirect | |
| Total | | | 19,001,733,006 | | 27.35% |

*The single shares of Mr. Pangilinan, Mr. Leviste, and Mr. Gloria are held in trust for SP Project Holdings.

** Mr. Leviste holds 18,993,622,998 shares through SP Project Holdings.

***The single shares of Mr. Rubio and Mr. Chua are held in trust for MGreen.

****Ms. Lafuente's entire shareholding is currently lodged with the PDTC under PCD Nominee Corporation (Filipino), including the qualifying share she holds in trust for SP Project Holdings.

*****The shares of Ms. Echauz are currently lodged with the PDTC under PCD Nominee Corporation (Filipino).

The aggregate number of voting shares directly and indirectly owned by all officers and directors as a group as of 31 March 2025 is **19,001,733,006 shares** or **27.35%** of the Company's total voting shares.

Voting Trust Holders of 5% or More

The Company is not aware of any person holding more than 5% of voting shares under a voting trust or similar agreement.

Changes in Control

MGEN Renewable Energy, Inc. ("MGreen"), the renewable energy development arm of MERALCO Powergen Corporation ("MGen"), announced on 12 October 2023 that it has agreed with the Company and its then parent, Solar Philippines Power Project Holdings, Inc. ("SP Project Holdings"), to invest ₱15.9 billion to subscribe to 15.7 billion common shares and 19.4 billion redeemable preferred voting shares in the Company. MGen is a wholly owned subsidiary of the Manila Electric Company, the country's largest private sector electric distribution utility company. The transaction will support the expansion of the Company's project portfolio, including the development of a planned 3,500MW solar photovoltaic power plant and 4,500MWh battery energy storage system in Bulacan and Nueva Ecija.

The 15.7 billion SPNEC common shares have a total subscription price of ₱15.7 billion and represent 31.35% of the issued and outstanding common shares of the Company. The 19,404,202,552 redeemable preferred voting shares have a total subscription price of ₱194.04202552 million and will not earn economic returns nor dividends.

Upon full payment of the subscription price, MGreen's nominees were elected as directors and officers of the Company. However, MGreen's shares and the corresponding share certificates were not issued until 19 January 2024, when the Company received from the SEC the approval of its application for increase in authorized capital stock.

Subsequently, on 26 January 2024, MGreen purchased an additional 2,173,913,000 common shares held by SP Project Holdings for a total consideration of ₱2,499,999,950.00. With this, MGreen's resulting ownership in the Company is now at 53.66%.

Item 5. Directors and Executive Officers

As of the date of this Information Statement, the following are the Directors and Corporate Officers of the Company:

| Name | Position | Nationality | Age | Term of Office | Period Served |
|--------------------------------|---|-------------|-----|----------------|-----------------|
| Manuel V. Pangilinan | Chairman | Filipino | 78 | < 2 years | 2023 to present |
| Leandro Antonio L. Leviste | Vice Chairman | Filipino | 32 | < 9 years | 2016 to present |
| Lance Y. Gokongwei | Director | Filipino | 58 | < 1 year | 2024 to present |
| Emmanuel V. Rubio | Director and President/CEO | Filipino | 60 | < 1 year | 2024 to present |
| Ryan Jerome T. Chua | Director | Filipino | 38 | < 1 year | 2024 to present |
| Hazel Iris P. Lafuente | Director | Filipino | 37 | < 9 years | 2016 to present |
| Benjamin I. Espiritu | Independent Director | Filipino | 71 | < 4 years | 2021 to present |
| Lydia B. Echauz | Lead Independent Director | Filipino | 77 | < 1 year | 2024 to present |
| Rochel Donato R. Gloria | Treasurer and Chief Financial Officer | Filipino | 59 | < 2 years | 2023 to present |
| Dennis B. Jordan | Chief Operations Officer | Filipino | 55 | < 1 year | 2024 to present |
| Minette O. Co | Head of Controllershship | Filipino | 45 | < 1 year | 2025 |
| Mary Ann D. Ballesteros | Chief Compliance Officer and Data Privacy Officer | Filipino | 46 | < 1 year | 2025 |
| Jo Marianni P. Ocampo-Jalbuena | Corporate Secretary | Filipino | 40 | < 1 year | 2024 to present |
| Doris S. Te | Assistant Corporate Secretary | Filipino | 44 | < 1 year | 2024 to present |
| Anthony Vergel B. Velasco | Chief Audit Executive | Filipino | 49 | < 1 year | 2025 |

Background of Directors and Corporate Officers

The profiles and the business experiences of the foregoing directors and key officers for the last five (5) years are indicated below:

Manuel V. Pangilinan, 78, Filipino, Chairman

Mr. Manuel V. Pangilinan currently sits as the Chairman and President of Metro Pacific Investments Corporation. He is the incumbent Chairman and Chief Executive Officer (CEO) of Manila Electric Company. Mr. Pangilinan is the CEO and Managing Director of First Pacific Company Limited. He also serves as the Chairman of PLDT Inc., Smart Communications, Inc., PLDT Communications and Energy Ventures Inc., Lanco Pacific Corporation; Metro Pacific Hospital Holdings, Inc., Maynilad Water Services, Inc., Mediaquest, Inc., Associated Broadcasting Corporation (TV5), Makati Medical Center, Cardinal Santos Medical Center, Our Lady of Lourdes Hospital, Philex Mining Corporation, PXP Energy Corporation, NLEX Corporation, Digital Telecommunications Phils. Inc., Digitel Mobile Philippines, Inc. and Meralco PowerGen Corporation. In 2012, he was appointed as Vice Chairman of Roxas Holdings Incorporated which owns and operates the largest sugar milling operations in the Philippines. Effective 1 January 2024, Mr. Pangilinan assumed the role of Chairman, President and CEO of PLDT Group. He is the incumbent Chairman of the Board of Trustees of San Beda College, Hongkong Bayanihan Trust, Philippine Disaster Resilience Foundation, Disaster Recovery Foundation, Inc. and Philippine Business for Social

Progress. Mr. Pangilinan serves as Co-Chairman of the U.S.-Philippine Society. He also serves as the Vice Chairman of the Foundation for Crime Prevention. As a known patron of sports, he was named Chairman Emeritus of the Samahang Basketbol ng Pilipinas and Chairman of the Amateur Boxing Association of the Philippines. Mr. Pangilinan is also a Member of the Board of Overseers of The Wharton School of the University of Pennsylvania. Mr. Pangilinan earned his Bachelor of Arts in Economics Degree from Ateneo de Manila University where he graduated cum laude. He pursued his Master of Business Administration in the Wharton School of Finance and Commerce as a Procter & Gamble Fellow.

Leandro Antonio L. Leviste, 32, Filipino, Vice Chairman

Mr. Leandro Antonio L. Leviste founded Solar Philippines in 2013 with a mission to accelerate the development of solar energy in the Philippines. He has received numerous awards, including being ranked at the top of Forbes Magazine's inaugural "30 Under 30" List for Asia in 2016 and being named the Young Entrepreneur of the Year Philippines 2022 by Ernst & Young. His first solar project completed in 2014 was awarded the "2016 Sustainable Energy Finance Award" by The International Finance Corporation of the World Bank. His pioneering innovations won for the company the Asian Power Awards for Independent Power Producer of the Year and Solar Power Project of the Year in 2017. He led the Solar Philippines Nueva Ecija Corporation during its Initial Public Offering in 2021, becoming the youngest ever Chairman, President, and CEO of a Philippine-listed company.

He is the youngest ever member of the Management Association of the Philippines and Makati Business Club. He currently serves as Chairman, President, and CEO of the Solar Philippines Group.

Lance Y. Gokongwei, 58, Filipino, Director

Mr. Lance Y. Gokongwei is the Chairman of Universal Robina Corporation, Robinsons Land Corporation, Robinsons Retail Holdings, Inc., Cebu Air, Inc., JG Summit Olefins Corporation and Gokongwei Brothers Foundation, Inc. He also serves as a director and the President and Chief Executive Officer of JG Summit Holdings, Inc. and Robinsons Land Corporation.

He is a member of the Board of Directors of Manila Electric Company, Altus Property Ventures, Inc., Cebu Air, Inc., RL Commercial REIT, Inc., Shakey's Asia Pizza Ventures, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Endeavor Acquisition Corporation, JE Holdings, Inc., AB Capital and Investment Corporation, JG Digital Equity Ventures, Inc. and Data Analytic Ventures, Inc.

Mr. Gokongwei received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

Emmanuel V. Rubio, 60, Filipino, Director and President and Chief Executive Officer

Mr. Emmanuel V. Rubio serves as the President of SP New Energy Corporation (SPNEC). Concurrently, he serves as the President and CEO of Meralco PowerGen Corporation, a wholly owned subsidiary of Manila Electric Company (Meralco). He is a seasoned executive bringing in a wealth of experience and expertise having served as the President and CEO Aboitiz Power Corporation where he led the company's transformation towards sustainable energy sources by driving significant growth in its renewable energy and balancing its power generation portfolio.

Mr. Rubio completed several advanced leadership and management programs from Columbia University, Nanyang Technological University – Singapore, and Singapore Management University – Singapore Institute of Directors. He holds a Master of Business Administration from De La Salle University Graduate School of Business. He graduated with a Bachelor of Science degree, majoring in Industrial Management Engineering and minor in Mechanical Engineering from De La Salle University - Manila.

Ryan Jerome T. Chua, 38, Filipino, Director

Mr. Ryan Jerome T. Chua has served as Vice President for Business Development for Metro Pacific Investments Corporation (MPIC) since November 2021. He has close to 20 years of end-to-end experience in direct investments, with broad-based experience across the Asia Pacific consumer, industrials, and infrastructure sectors. His experience also includes post-investment initiatives including post-merger integration, development plan and execution, and strategic planning.

Mr. Chua earned his Bachelor of Science in Management Engineering from Ateneo de Manila University where he graduated cum laude and obtained his MBA from INSEAD. He is also a CFA charterholder.

Hazel Iris P. Lafuente, 37, Filipino, Director

Ms. Lafuente leads the project development, execution, and operations teams of Solar Philippines. With a background in both the private and public sectors, Ms. Lafuente brings over 15 years of experience in project development, management, land acquisition, permitting, and regulatory compliance. Prior to joining Solar Philippines, she worked at the Philippine Senate as a legislative staff. Ms. Lafuente graduated from the University of the Philippines with a degree in Social Sciences (Area Studies) cum laude. She is also a Certified Project Manager and a lifetime Pi Gamma Mu International Honor Society in Social Sciences member.

Benjamin I. Espiritu, 71, Filipino, Independent Director

Dr. Espiritu is a Certified Public Accountant, President of Risks, Opportunities Assessment and Management (ROAM) Inc., Chairman of Banco de Mindoro, Inc., President of EC Ventures Corporation, and heads several other private corporations and two (2) family foundations. He is also an independent director of other publicly listed corporations, Central Azucarera de Tarlac, Dizon Copper-Silver Mines, Inc., NiHao Mineral Resources International, Inc., and of an insurance company, Intrastrata Assurance Corporation. He is also President of the Mindoro Chamber of Commerce and Industry, Inc. and Chairman of the Board of Advisers of the Philippine Marine Corps.

He served as a Provincial Governor of Oriental Mindoro and a Brigadier General AFP (Res) and former Commander of the 7th Marine Brigade for three consecutive years from 2013 to 2015 and Philippines Navy Reserve Unit of the Year for six consecutive years from 2012 to 2017.

In the academe, he was the former Chairman of the Board of Regents of Pamantasan ng Lungsod ng Maynila concurrent Chairman of the Board of Trustees of Ospital ng Maynila Medical Center, President of Don Bosco Technical College Mandaluyong, and Dean of Far Eastern University – Makati. He was also Chairman of the Accounting, Finance, Business and Governance Department of De La Salle University Graduate School of Business, Program Coordinator of the Doctor of Business Administration program, and Course Director of the Corporate Governance and Risk Management program. He earned his Doctor of Philosophy Major in Public Administration degree from the University of Santo Tomas, Master in National Security Administration from the National Defense College of the Philippines, Master of Business Administration from De La Salle University, Bachelor of Science in Commerce, Major in Accounting from De La Salle University, and completed the Naval Command and General Staff Course at the Naval Command and Staff College.

Lydia B. Echauz, 77, Filipino, Lead Independent Director

Dr. Lydia B. Echauz serves as an independent director of publicly listed companies Meralco, D&L Industries, Inc., and Shell Pilipinas Corp.

She is also a director of FERN Realty Corporation; Riverside College, Inc.; and NBS Educational Services, Inc. and trustee of SM Foundation, Inc.; Akademyang Filipino Association, Inc.; Mano Amiga Academy, Inc. and Museo del Galeon Foundation, Inc. She is also the executive director of Henry Sy Foundation, Inc.

She was president of publicly listed Far Eastern University and of its three affiliate schools for 10 years and was dean of DLSU Graduate School of Business. She was a trustee of De La Salle College of St. Benilde, and Immaculate Conception Academy. She was also a director of Manila Tytana College, MCO Foundation, Inc., and executive director of the Association of Deans of Southeast Asian Graduate Schools of Management, and Philippine council president of the Association of Deans of Southeast Asian Institutes of Higher Learning. She also served as director of the Development Bank of the Philippines, DBP Brokerage Insurance, Inc., and DBP Data Center, Inc.; executive director of Jaime V. Ongpin Institute of Business and Government, and consultant to SM Prime Holdings, Inc. Dr. Echauz earned her Doctor of Business Administration from De La Salle University, MBA from Ateneo de Manila University, and AB Economics and Mathematics from St. Theresa's College.

Rochel Donato R. Gloria, 59, Filipino, Treasurer and Chief Finance Officer

Mr. Rochel Donato R. Gloria serves as Senior Vice President and the Chief Finance Officer (CFO) of MGreen. Prior to this, he was Senior Vice President, CFO and Chief Risk Officer of GBP. He is a seasoned executive bringing in 37 years of leadership experience in corporate finance, business development, and marketing from various industries, including energy, telecommunications, private equity, among others. Prior to joining GBP, he served as Vice President and Head of Business Development and Corporate Planning for First Philec, Inc. He also served as First Vice President and Head for Energy Trading and Sales

for Aboitiz Power Corporation. Mr. Gloria holds a Master of Business Administration from the Ateneo de Manila University Graduate School of Business. He graduated with a Bachelor of Science, majoring in Industrial Management and minor in Mechanical Engineering from De La Salle University.

Dennis B. Jordan, 55, Filipino, Chief Operations Officer

Mr. Dennis B. Jordan serves as the President of Terra Solar Philippines, Inc., a wholly owned subsidiary of SPNEC. Mr. Jordan is a seasoned energy and infrastructure executive with over two decades of leadership experience in strategy, project management, and sales & marketing gained from Australia and the Philippines.

Prior to joining the Company, he was the President & CEO of GNPowder Mariveles Energy Center Ltd. Co. and President & COO of AP Renewables, Inc. Mr. Jordan also held key leadership roles in Hearing Australia, JG Summit Petrochemical Corporation, and the Linde Group through BOC South Pacific.

Mr. Jordan holds a Master of Business Administration from De La Salle University Graduate School of Business and earned his Bachelor of Arts in Philosophy Degree from the University of the Philippines - Diliman.

Minette O. Co, 45, Filipino, Head of Controllershship

Ms. Minette O. Co is an accomplished finance and accounting professional with over 20 years of experience in the power and FMCG industries. She has held key roles in both the Philippines and Singapore, gaining extensive expertise in management reporting, financial modeling and analysis, forecasting, general and cost accounting, and cash management. Additionally, she holds a certification in internal audit. Prior to joining the Company, she held key roles in finance and controllership in Aboitiz Power Corporation.

Ms. Co graduated Magna Cum Laude from Ateneo de Manila University, earning a double degree in Bachelor of Science in Mathematics and Management Engineering.

Mary Ann D. Ballesteros, 46, Filipino, Chief Compliance Officer and Data Privacy Officer

Atty. Mary Ann D. Ballesteros heads the Compliance Division of Meralco PowerGen Corporation (MGEN). In addition to her role, she serves as the Chief Legal Counsel of MGEN. Her role is key in providing strategic directions for the Company. She is a seasoned and highly respected energy professional given her extensive experience in her profession and the industry. Prior to joining MGEN, Atty. Ballesteros led the legal teams for Renewables in Prime Infrastructure Capital, Inc., Aboitiz Power Corporation, and AC Energy, Inc. In these various roles, she provided direction and oversight on compliance matters from pre-development to operation stages of power projects. These include assets which were funded by the Philippines Investment Alliance for Infrastructure (PINAI), and assets which received funding approval from the International Finance Corporation (IFC). She managed the legal team that successfully received the maiden endorsement for Feed-In-Tariff eligibility from the Department of Energy under the Renewable Energy Law of 2008. Atty. Ballesteros earned her Bachelor of Arts in Philosophy and Bachelor of Laws degrees from the University of the Philippines and began her career as a lawyer with De Borja Medialdea Bello Guevarra & Gerodias.

Jo Marianni P. Ocampo-Jalbuena, 40, Filipino, Corporate Secretary

Atty. Jo Marianni P. Ocampo-Jalbuena serves as a legal counsel of Meralco PowerGen Corporation (“MGen”) and Global Business Power Corporation. She is a seasoned legal professional bringing in her expertise in legal advisory, due diligence, and transaction negotiation. She is highly adept in contract drafting and review, whether in the ordinary course of business or in relation to big-ticket projects covering mergers and acquisitions, and loans and financings, among others.

Prior to joining MGen in 2022, she was the head of Legal for MetroPac Movers, Inc., the logistics arm of Metro Pacific Investments Corporation. Atty. Ocampo-Jalbuena received her primary legal practice training from SyCip Salazar Hernandez & Gatmaitan.

Atty. Ocampo-Jalbuena completed her Juris Doctor degree from the Ateneo de Manila University. She completed her Bachelor of Science in Business Administration Degree at the University of the Philippines – Diliman.

Doris S. Te, 44, Filipino, Assistant Corporate Secretary

Atty. Doris S. Te serves as a legal counsel of Global Business Power Corporation (GBP). She has extensive experience in corporate governance and corporate housekeeping, having previously served as Assistant Corporate Secretary of Filinvest Land, Inc., Filinvest Development Corporation, United Coconut Planters Bank and Landbank Securities, Inc. She was also previously the Corporate Secretary of Philippine National Bank and various entities affiliated with Vena Energy Shared Services Pte. Ltd. ROHQ.

Atty. Te obtained her degree in Bachelor of Science in Management in 2001 and earned her Juris Doctor in 2005 from Ateneo de Manila University.

Anthony Vergel B. Velasco,¹⁰ 49, Filipino, Chief Audit Executive

Mr. Velasco is a highly experienced internal audit professional with over twenty-five (25) years experience in financial, operational, compliance, and information technology audits. He is a Certified Internal Auditor, Certified Information Systems Auditor, and Certified ISO-31000 Lead Risk Manager. He is skilled in implementing risk-based audit methodologies and frameworks such as COSO, COBIT, and ISPPA. He is a former board member of IIA-Philippines and WiSAP.

Mr. Velasco holds a Masters in Business Administration degree in Financial Management from the National College for Business and Arts (NCBA).

Term of Office of Directors

The directors are elected by the stockholders entitled to vote. Each director holds office for a period of one (1) year and until the next annual election when his/her successor is duly elected and qualified, unless he/she resigns, dies, or is removed prior to said next annual election.

Mr. Emmanuel V. Rubio was elected in a board meeting held on 11 July 2024, to replace Mr. Rochel Donato R. Gloria, who had resigned as a Director on the same date. Mr. Rubio will serve only for the remainder of Mr. Gloria's term.

Mr. Pedro O. Roxas resigned as Director on 10 June 2024 due to personal reasons.

Nomination of Candidates for Election to the Board of Directors

Under the Corporation's Manual on Corporate Governance, any stockholder may nominate candidates for election to the Board of Directors, including independent directors, by sending a nomination letter to the Corporate Governance Committee stating therein, among other things, the nominee's name, age, principal occupation, number of shares of the Company owned, and interests in and positions held in other corporations. The Corporate Governance Committee shall then determine whether the nominees have all the qualifications and none of the disqualifications pursuant to relevant laws and regulations.

The nominees for election to the Board of Directors on 26 May 2025 are as follows:

1. Mr. Manuel V. Pangilinan
2. Mr. Leandro Antonio L. Leviste
3. Mr. Lance Y. Gokongwei
4. Mr. Emmanuel V. Rubio
5. Ms. Hazel Iris P. Lafuente
6. Mr. Ryan Jerome T. Chua
7. Ms. Lydia B. Echauz (for Independent Director)
8. Mr. Benjamin I. Espiritu (for Independent Director)

The profiles of the foregoing are provided in this Information Statement.

The nominees meet the qualifications and none of the disqualifications to serve as directors of the Company.

Attached as **Annex "B"** is the certification issued by the Corporate Secretary that none of the current members of the Board of Directors and Corporate Officers and none of the nominees to the Board of Directors are appointed/employed in any government agency.

¹⁰ Only elected on 11 April 2025.

Likewise attached hereto as **Annex “C”** and **Annex “D”** are the certifications of the candidates for election as independent directors of the Company for the ensuing year pertaining to their compliance with Securities Regulation Code Rule 38 on the qualifications and disqualifications of independent directors.

Resignation of Directors

To date, no incumbent Director declined to stand for re-election due to a disagreement with the Company on any matter relating to the Company’s operations, policies, or practices, and the required disclosures relevant to the existence thereof.

Attendance of Directors in Board and Committee Meetings

Below is the record of attendance of the Directors in 2024:

a. Attendance in Board Meetings

| Directors | No. of Meetings Attended/Held During Their Incumbency | Percent Present During Their Incumbency |
|--|---|---|
| Manuel V. Pangilinan | 11/11 | 100% |
| Leandro Antonio L. Leviste | 11/11 | 100% |
| Lance Y. Gokongwei (Elected on 10 May 2024) | 8/9 | 88.89% |
| Rochel Donato R. Gloria (Resigned on 11 July 2024) | 4/4 | 100% |
| Amanda Roselle A. Bengson (Term ended on 10 May 2024) | 2/2 | 100% |
| Hazel Iris P. Lafuente | 10/11 | 90.91% |
| Ryan Jerome T. Chua (Elected on 10 May 2024) | 9/9 | 100% |
| Benjamin I. Espiritu | 11/11 | 100% |
| Pedro Emilio O. Roxas (Resigned on 10 June 2024) | 3/3 | 100% |
| Lydia B. Echauz (Elected on 10 May 2024) | 9/9 | 100% |
| Emmanuel V. Rubio (Elected on 11 July 2024) | 6/6 | 100% |

b. Attendance in Committee Meetings

| Directors | Audit and Risk Management Committee | Corporate Governance Committee | Related Party Transactions Committee |
|--|-------------------------------------|--------------------------------|--------------------------------------|
| Manuel V. Pangilinan | N.A. | N.A. | N.A. |
| Leandro Antonio L. Leviste | 4/6 | 1/1 | 1/1 |
| Lance Y. Gokongwei (Elected on 10 May 2024) | N.A. | N.A. | N.A. |
| Rochel Donato R. Gloria (Resigned on 11 July 2024) | N.A. | N.A. | N.A. |
| Amanda Roselle A. Bengson (Term ended on 10 May 2024) | N.A. | N.A. | N.A. |
| Hazel Iris P. Lafuente | N.A. | N.A. | N.A. |
| Ryan Jerome T. Chua (Elected on 10 May 2024) | 6/6 | 1/1 | 1/1 |
| Benjamin I. Espiritu | 6/6 | 1/1 | 1/1 |

| Directors | Audit and Risk Management Committee | Corporate Governance Committee | Related Party Transactions Committee |
|---|--|---------------------------------------|---|
| Pedro Emilio O. Roxas (Resigned on 10 June 2024) | N.A. | N.A. | N.A. |
| Lydia B. Echauz (Elected on 10 May 2024) | 6/6 | 1/1 | 1/1 |
| Emmanuel V. Rubio (Elected on 11 July 2024) | N.A. | N.A. | N.A. |

Significant Employees

The Company considers the collective efforts of all its employees as instrumental to the overall success of its performance. There is no employee who is not an executive officer who is expected to make, on his/her own, a significant contribution to the business.

Family Relationships

There are no known family relationships up to the fourth (4th) civil degree either by consanguinity or affinity among the current members of the Board of Directors and key officers of the Company.

Involvement in Legal Proceedings

To the best of the Company's knowledge, there has been no occurrence during the past five (5) years up to the date of this Information Statement of any of the following events that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, or executive officer:

- Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer, either at the time of the bankruptcy or within two (2) years prior to that time;
- Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- Being subject to any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting his/her involvement in any type of business, securities, commodities, or banking activities; and
- Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Certain Relationships and Related Transactions

Pursuant to the Company's Material Related Party Transactions ("RPT") Policy, the RPT Committee shall review and consider the following factors for RPTs:

- The terms of the transaction;
- The aggregate value of the transaction;
- Whether the transaction is arm's length;
- Whether the transaction will benefit the Company or expose it to unwarranted risks or contingencies, taking into account the size of the transaction and the overall financial position of the related party;
- The extent of the related party's interest in the transaction;
- Whether the transaction is properly supported and documented through transfer pricing documentation; and
- Other factors the Related Party Transactions Committee deems relevant.

The RPT Committee is entitled to request for documentation and information it deems necessary to complete its review.

In the event of a favorable recommendation, the RPT Committee shall endorse the material RPT to the Board of Directors for approval. The Board of Directors should appoint an external independent party to evaluate the fairness of the terms of the material RPT. An external independent party may be an auditing/accounting firm, third-party consultant, or appraiser.

The Company has no other transactions with other parties (outside the definition of “related parties”) that enable the parties to negotiate terms of material transactions that may not be available from other, more clearly independent parties on an arm’s length basis.

Parties are considered to be related if, among others, one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions, the parties are subject to common control, or the party is an associate or a joint venture. Parties are also considered to be related if they are subject to common control or common significant influence which include affiliates.

Affiliates are related entities of the group by virtue of common ownership and representation to management where significant influence is apparent.

Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed upon by the parties.

a. SP Project Holdings

Management Services Agreement (“MSA”) between SPNEC and SP Project Holdings

On April 30, 2021, the Parent Company entered into a MSA with SP Project Holdings to provide executive and leadership support and execute its strategic direction while managing its business operations for a period from May 1, 2021 to April 30, 2024, for a monthly fee of ₱2.0 million, subject to 5% annual escalation. The MSA was not renewed upon expiration.

The MSA covers all necessary administrative and advisory services on management, investment and technical matters involving the Parent Company’s operations, including but not limited to human resources, legal, finance, and information technology.

The key administrative and finance functions are performed by SP Project Holdings through the MSA. Management fee recognized for the years ended December 31, 2024, 2023 and six-month period ended December 31, 2022 amounted to ₱11.0 million, ₱26.0 million and ₱12.8 million, respectively, presented as “Management fees” under “General and administrative expenses” in the consolidated statements of income.

Construction Support Services Agreement (“CSSA”) with SP Project Holdings

On September 30, 2022, the Parent Company entered into a CSSA with SP Project Holdings wherein SP Project Holdings shall provide support services, including engineering, procurement and construction (“EPC”), logistics, warehousing and other contractor-related services during the construction of the Parent Company’s Phase 1 Project.

Construction support services billed for the years ended December 31, 2024 and 2023 amounted to ₱12.0 million and ₱38.0 million, respectively, which were capitalized as part of CIP.

Administrative Services Contract (“ASC”) between SP Calatagan and SP Project Holdings

On May 27, 2020, SP Calatagan entered into an administrative service contract with SPCRPI, an affiliate, to provide necessary and advisory services on management, investment and technical matters involving SP Calatagan’s operations, including but not limited to human resources, legal, finance and information technology. Under the contract, SP Calatagan shall pay SPCRPI a monthly fee of ₱1.0 million for a period of ten (10) years from January 1, 2020. On January 22, 2021, SPCRPI executed a Deed of Assignment transferring all of its rights and obligations under the administrative service contract to SP Project Holdings. SP Calatagan recognized professional fees amounting to ₱9.0 million and ₱12 million in 2024 and 2023, respectively, which is presented as part of “Management fees” under “General and administrative expenses” in the consolidated statements of income.

Intercompany Advance Agreement (“IAA”) between SPNEC, SP Project Holdings and Terra Nueva

In May 2023, the BOD of the Parent Company approved the authority to enter in a loan arrangement with SP Project Holdings in which SP Project Holdings may lend to the Parent Company an amount up to the net proceeds of the Share Purchase Agreement with MPIC (net of taxes, costs, and fees), under the terms and conditions approved and recommended for board approval by the Related Party

Transactions Committee of the Parent Company, and the proposed on-lending from the Parent Company to Terra Nueva of the proceeds of this loan.

In June 2023, the Parent Company executed an IAA with SP Project Holdings whereby SP Project Holdings extended a one (1) year loan to the Parent Company wherein the latter shall exclusively use the proceeds of the loan for on-lending to Terra Nueva. Per IAA, the Parent Company shall not directly or indirectly use the proceeds of the Loan for any other purpose without SP Project Holdings' prior written consent.

On the same date, SPNEC executed an IAA with Terra Nueva whereby the Parent Company extended a one (1) year loan to Terra Nueva which was used exclusively to acquire Project Lands, as defined in the IAA. Per IAA, Terra Nueva shall not directly or indirectly use the proceeds of the Loan for any other purpose without the Lender's prior written consent.

In 2023, the Parent Company received advances from SP Project Holdings amounting to ₱300.0 million which were then subsequently advanced to Terra Nueva. In 2024, the Parent Company fully settled these advances from SP Project Holdings.

Service Agreement with Terra Solar and SP Project Holdings

On April 19, 2024, Terra Solar and SP Project Holdings entered into a Service Agreement to assist in securing permits, licenses and clearances from relevant government agencies. Terra Solar paid ₱688.0 million which was capitalized as part of "Construction in progress".

On April 11, 2025, SP Project Holdings confirmed that the shareholder advances it made to SP Tarlac amounting to ₱322.4 million have been assigned to the Parent Company when it subscribed to 24.37 billion of SPNEC shares in exchange for assets, which included SP Project Holdings' shares in the Company in February 2022.

b. LHHC

MOA with LHHC

On April 19, 2021, the Parent Company entered into a MOA with LHHC to secure land covering a total area of 56.81 hectares for a total amount of ₱270.0 million. As of December 31, 2024 and 2023, title to the land has not been turned over to the Parent Company. Accordingly, ₱270.0 million continues to be presented as part of "Deposits for land acquisition" in the consolidated statements of financial position.

c. PIC

MOA with PIC

On February 20, 2021, the Parent Company entered into a MOA with PIC, which was later amended on March 3, 2021, to secure land covering a total area of 68.62 hectares for a total amount of ₱267.0 million. As of December 31, 2024 and 2023, title to the land has not been turned over to the Parent Company. Accordingly, ₱267.0 million continues to be presented as part of "Deposits for land acquisition" in the consolidated statement of financial position.

d. Solar Maintenance Services Corporation ("SMSC")

Support Services Agreement between the Parent Company and SMSC

On September 29, 2022, the Parent Company entered into a Support Services Agreement with SMSC, an affiliate of the Parent Company, wherein SMSC shall provide support services during the construction and development of the Parent Company's Phase 1 Project. Manpower services recognized for the years ended December 31, 2024 and 2023 amounted to ₱19.2 million and ₱43.6 million, respectively, which were capitalized in CIP.

Property Management Agreement between SP Calatagan and SMSC

SP Calatagan has annual property management agreement with SMSC to maintain and manage the solar power plant. In January 2022, SP Calatagan renewed its contract for a period of one year until December 31, 2022. The agreement was automatically renewed and extended for another period of

one year, subject to standard escalation of service fee. In 2024 and 2023, SP Calatagan recognized outside services amounting to ₱20.7 million and ₱9.9 million, respectively, presented as part of “Costs of sales and services” in the consolidated statements of income.

Operation and Maintenance Agreement between SP Tarlac and SMSC

SP Tarlac entered into an Operation and Maintenance Agreement with SMSC for the latter to operate, maintain and manage SP Tarlac’s solar power plant for 20 years. For the years ended December 31, 2024 and 2023, SP Tarlac recognized manpower services amounting to ₱23.5 million and ₱14.5 million, respectively, which is presented as part of “Costs of sales and services” in the consolidated statements of income.

d. Meralco Industrial Engineering Services Corporation (“MIESCOR”)

Contract for Works for Terra Solar

On March 1, 2024, Terra Solar and MIESCOR executed the Contract for Works to conduct geotechnical investigations for the Terra Solar Project for a contract price of ₱62.4 million.

On August 20, 2024, the parties executed the Contract for Engineering, Design, Supply, Construction, Testing and Commissioning for the Connection Assets to carry out various works for the Terra Solar Project for a contract price of ₱7.8 billion and ₱6.7 billion (US\$116.9 million) for onshore and offshore works, respectively. The construction of the connection assets is expected to be completed by October 2025.

In 2024, Terra Solar issued Limited Notices to Proceed to commence work on certain portions of the scope of works specified in the contracts.

Engineering, Procurement and Construction Contract for the Transmission Lines for SPNEC

In relation to the NE 2 Project, the Parent Company entered into an EPC contract with MIESCOR in July 2022, for the 11.4 km 230 kV transmission line necessary to connect the Parent Company’s Power Plant to the NGCP Cabanatuan Substation, and provide the necessary services, equipment and materials.

e. Global Business Power Corporation (“GBPC”)

Service Agreement for Terra Solar

On July 29, 2024, Terra Solar entered into a Service Agreement with GBPC, a subsidiary of MGreen, to provide support services for project development and business operations until December 31, 2024.

Service fees incurred from GBPC amounted to ₱27.2 million presented as part of “Management fees” under “General and administrative expenses”.

The service agreement was extended until June 30, 2025.

f. MGreen

Service Agreement for Terra Solar

On July 29, 2024, Terra Solar entered into a Service Agreement with MGreen, to provide support services for project development and business operations until December 31, 2024. Terra Solar paid a monthly fee based on actual cost of services plus 5.0% margin. In 2024, service fees incurred amounted to ₱110.7 million, of which ₱81.3 million was capitalized as part of construction in progress (see Note 8) and ₱29.4 million was presented as part of “Management fees” under “General and administrative expenses”. The service agreement is extended until June 30, 2025.

g. MNEC

Master Agreement between Terra Nueva and MNEC

In 2024, Terra Nueva executed a Master Agreement with MNEC to acquire rights, interests and title over parcels of land covering a total land area of 547.25 hectares from MNEC, subject to terms and conditions, for a total contract price of ₱922.4 million.

Upon execution of the agreement, Terra Nueva paid ₱445.6 million to MNEC. Of this amount, DOAS and transfer of titles of the parcels of land amounting to ₱78.7 million have not yet been executed. Accordingly, Terra Nueva recognized a non-trade receivable from MNEC as of December 31, 2024.

h. Individual Stockholder

MOA Individual Stockholder for SP Calatagan

On February 12, 2019, SP Calatagan entered into a MOA an Individual Stockholder to purchase 87.50 hectares of land for ₱421.6 million as part of land-related costs under “Deposits for land acquisition” account. As of December 31, 2024 and 2023, title to the land has not been turned over to SP Calatagan. Accordingly, ₱421.6 million continues to be presented as “Deposits for land acquisition” in the consolidated statement of financial position.

On June 28, 2019, the 87.50 hectares of land specified in the MOA were pledged as part of the securities to obtain a loan facility of SP Tarlac.

Item 6. Compensation of Directors and Executive Officers

There are no matters or actions to be taken up in the meeting with regard to: (i) any bonus, profit sharing, or other compensation plan, contract, or arrangement in which any director, nominee for election as a director, or executive officer of the Corporation will participate, (iii) any pension or retirement plan in which any such person will participate, or (iii) the granting or extension to any such person of any option/s, warrant/s, or right/s to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis. Neither is a solicitation to be made on behalf of persons, including the Corporation.

The Corporation did not employ any personnel from 31 December 2017 to 30 April 2021. During this period, the Corporation’s operations, business development, administrative, and finance functions were handled by its then parent corporation, SP Project Holdings. On 30 April 2021, the Corporation entered into a Management Service Agreement with SP Project Holdings to provide executive and leadership support and execute its strategic direction while managing its business operations from 1 May 2021 to 30 April 2024 for a monthly fee of ₱2,000,000.00 or ₱24,000,000.00 per year. The Management Service Agreement covered all necessary administrative and advisory services on management, investment, and technical matters involving the Corporation’s operations, including but not limited to human resources, legal, finance, and information technology. The executive compensation of the Corporation’s officers is part of the Management Service Agreement paid to SP Project Holdings for its executive and leadership support.

With the management transition brought about by the entry of MGreen, agreements are being put into place to cover the provision of management services in favor of the Company, taking into consideration, among others, executive compensation. Such approach will apply for both 2024 and 2025, subject to Related Party Transactions Committee endorsement and board approval.

Regular Directors do not receive per diem or monthly compensation. Below are the fees received by the Company’s Independent Directors:

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| | Year | Fees | Bonus | Other Compensation |
|---|---------------------------------------|----------------------------|-------|--------------------|
| Aggregate directors' fee for Independent Directors | Actual FY 30 June 2021 | N.A. | N.A. | N.A. |
| | Actual FY 30 June 2022 | ₱1.8 million | | |
| | Actual FY 31 December 2022 (6 months) | ₱1.8 million | | |
| | Actual FY 31 December 2023 | ₱3.6 million | | |
| | Actual FY 31 December 2024 | ₱1.9 million ¹¹ | | |

Employment Contracts and Other Arrangements

As of the date of this Information Statement, the Corporation has no existing arrangements with members of the Board of Directors, executive officers, and employees other than the Management Service Agreement. There are no special employment contracts between the Corporation and its executive officers. Further, there are no special retirement plans for executives. There is also no special compensation to be received from the Corporation.

Warrants and Options Outstanding

As of the date of this Information Statement, there are no outstanding warrants or options held by directors and officers nor are there any adjustments in the exercise price of said warrants or options.

Item 7. Independent Public Accountants

SyCip Gorres Velayo & Co. ("SGV") is a public accounting firm accredited by the SEC as a Group A auditing firm for public companies. Aside from the SEC, it is also accredited as an auditing firm by the Board of Accountancy, Bangko Sentral ng Pilipinas, Insurance Commission, and the Bureau of Internal Revenue. Globally, SGV is a member firm of Ernst & Young Global Limited.

SGV has acted as the Corporation's external auditor since its incorporation. The Audited Financial Statements of the Corporation have been audited by SGV. The Corporation has not had any material disagreements on accounting matters or financial disclosure matters with SGV & Co.

There are no plans to change independent auditors for the succeeding years.

Pursuant to SRC Rule 68(3)(b)(iv), the appointment of a signing partner of an auditing firm shall not exceed seven (7) consecutive years. Mr. Dexter Allan Noel Madamba commenced as engagement partner of the Issuer in 2024. Hence, the engagement of SGV & Co. as the Issuer's external auditor complies with the requirement on rotation of external auditors under SRC Rule 68(3)(b)(iv).

Representatives of SGV & Co. are expected to be present at the Annual Stockholders' Meeting on 26 May 2025 at 4:00 PM to respond to appropriate questions and will be given the opportunity to make a statement if they desire to do so.

Changes in and Disagreements with Accountants on Accounting Policies and Financial Disclosure

There are no changes in, or disagreements with accountants on, accounting policies and financial disclosure.

Audit and Non-Audit Related Fees

The following table sets out the aggregate fees billed for each of the last three (3) calendar years, for the 30 June 2021 and 2022 fiscal year, for professional services rendered by SGV & Co.:

¹¹ Booked and paid in 2025.

| <i>Amounts in Thousands of Philippine Pesos</i> | June 30, 2021 | June 30, 2022 | December 31, 2022 | December 31, 2023 | December 31, 2024 |
|--|--------------------------|--------------------------|------------------------------|------------------------------|------------------------------|
| Audit and Audit-Related Fees¹² | 1,500 | 5,905 | 3,695 | 4,238 | 2,364 |
| Non-Audit Services¹³ | - | - | - | 1,091 | 2,206 |
| Total | 1,500 | 5,905 | 3,695 | 5,329 | 4,570 |

Audit and Risk Management Committee¹⁴

Under its Manual on Corporate Governance, the Corporation's Audit and Risk Management Committee assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations. It is responsible for, among others: (i) recommending the appointment of external auditors whose report they review, (ii) monitoring the system of internal controls and corporate compliance with laws, regulations, and code of ethics, and (iii) and serving as a direct channel of communication to the Board of Directors for the internal auditors. The Audit and Risk Management Committee also performs oversight functions over the Company's external auditors. It ensures that the internal and external auditors act independently of each other, and that both are given unrestricted access to all records, properties, and personnel to enable it to perform their respective audit functions. Further, prior to the commencement of the audit, the Audit and Risk Management Committee shall discuss with the external auditor the nature, scope, and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts.

The Audit and Risk Management Committee is also responsible for evaluating and pre-approving the non-audit work, if any, of the external auditor, and reviewing periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with their duties as an external auditor or may pose a threat to their independence. The non-audit work, if allowed, should be disclosed in the Company's annual report.

The current members of the Issuer's Audit and Risk Management Committee are as follows:

| | |
|----------|----------------------------------|
| Chairman | - Ms. Lydia B. Echauz |
| Member | - Mr. Leandro Antonio L. Leviste |
| Member | - Mr. Ryan Jerome T. Chua |
| Member | - Mr. Benjamin I. Espiritu |

Item 8. Compensation Plans

No action will be taken during the Annual Meeting as regards any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other Than for Exchange

No action is to be taken with respect to the authorization or issuance of securities other than for exchange.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification or exchange of the Company's securities.

¹² This category includes the audit of annual and interim financial statements and services and issuance of comfort letters in respect to the initial public offering and stock rights offering that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years. The fees presented above include out-of-pocket expenses incidental to the independent auditors' work, the amounts of which do not exceed 15% of the agreed-upon engagement fees.

¹³ This category includes the services rendered for transfer pricing, securing eCAR for the acquisition of Solar Assets and agreed upon procedure for the increase in capital stock of the Company.

¹⁴ On 11 April 2025, the Board of Directors, upon the recommendation of the Corporate Governance Committee, approved the reorganization of the Board Committees by (i) creating a separate committee focused on enterprise risk management and risk governance to be called the Board Risk Oversight Committee, and (ii) combining the Audit Committee and Related Party Transactions Committee to form a new committee to be called the Audit and Related Party Transactions Committee, which shall be composed of the same individuals who currently comprise the Audit and Risk Management Committee and Related Party Transactions Committee, with Ms. Lydia B. Echauz as Chairperson. The restructuring will be implemented upon creation of the Board Risk Oversight Committee and the approval of the latter's charter.

D. MANAGEMENT REPORT

Item 11. Financial and Other Information

The summary of financial information is based on the Consolidated Financial Statements as of 31 December 2024 and 2023, and for the twelve (12)-months period ended 31 December 2024, which were prepared in accordance with the Philippine Financial Reporting Standards (“PFRS”) and should be read in conjunction with the financial statements and notes contained in this report.

Description of General Nature and Scope of Business

SP New Energy Corporation (“SPNEC,” the “Corporation,” the “Company” or the “Issuer”), formerly Solar Philippines Nueva Ecija Corporation, was incorporated and registered with the Securities and Exchange Commission (“SEC”) on 23 November 2016, primarily to construct, erect, assemble, commission, operate, and maintain power-generating plants, installations, shops, laboratories, pipelines, repair shops, electrical works, powerhouses, warehouses, terminals, and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution; to promote and undertake research, development, utilization, manufacture, sale, marketing, distribution, and commercial application of new, renewable, non-conventional, and environment-friendly energy sources and systems, including, but not limited to, solar, wind, water, heat, steam, ocean, tidal, biomass, biogas, chemical, mechanical, electrical, synthetic, agricultural, and other natural, fossil or non-fossil fuel-based, artificial, organic, or otherwise, and of energy systems that use new, renewable, and any energy resource applying new and efficient energy conversion and/or utilization technologies for commercial application, and to perform other ancillary and incidental activities as may be provided by and under contract with the government of the Republic of the Philippines or any subdivision, instrumentality, or agency thereof, or any government-owned and controlled corporation, or other entity engaged in the development, supply, and distribution of renewable energy.

SPNEC holds 100% and, therefore, absolute controlling interest in Terra Nueva, Inc. (TNI). TNI was incorporated and registered with the SEC on 31 August 2022, primarily to purchase, or otherwise acquire the stocks, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefor its own stocks, bonds, or other obligations or to pay therefor in cash, or otherwise; to hold or own, use, sell, issue, deal in, dispose of, and turn to account, any such stocks, warrants, options, bonds, or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership including the right to vote thereon for any purpose; to acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association, or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in business which the corporation is or may become authorized to carry on or which may be appropriate or suitable for any and all of the purposes of the corporation or otherwise, and to pay for the same in cash or in stocks, bonds or securities of the corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisition, and to exercise all the powers necessary or convenient for the conduct and management thereof; provided that the corporation shall not act as dealer and broker of securities.

Material Events

Acquisition and Buy-Back of Solar Philippines Assets

In 2023, SPNEC executed several Deeds of Absolute Sale of Shares with certain affiliates for the following transactions:

| Date | Counterparty | Asset Acquired | Consideration (in millions) |
|------------------|---------------------|--|--------------------------------|
| 15 May 2023 | SP Project Holdings | SPTC | P2,241.7 |
| | | SP Rooftop | P100.7 |
| 9 June 2023 | | Solar Philippines Assets ¹⁵ | P80.0 |
| 29 June 2023 | | SPCC | P502.8 |
| 20 November 2023 | Leandro L. Leviste | SPCC | P245.9 |

¹⁵ Comprised of Solar Philippines Batangas Corporation, Solar Philippines Batangas Baseload Corporation, Solar Philippines Central Luzon Corporation, Solar Philippines Central Visayas Corporation, Solar Philippines Eastern Corporation, Solar Philippines Retail Electricity, Inc., Solar Philippines South Luzon Corporation, Solar Philippines Southern Mindanao Corporation, Solar Philippines Southern Tagalog Corporation, Solar Philippines Tarlac Baseload Corporation, Solar Philippines Visayas Corporation, Solar Philippines Western Corporation, Laguna Rooftop Solar Corporation and Terra Solar Philippines, Inc.

On 9 November 2023, SPNEC entered into a Deed of Donation and Acceptance with Countryside Investments Holdings Corporation (“Countryside”), whereby Countryside donated and conveyed all its rights and obligations in SP Holdings, Inc. (“SP Holdings”) to SPNEC.

Pursuant to the Option Agreement dated 12 October 2024, executed by and among SPNEC, SP Project Holdings and MGreen (as assignee of MGen under the Deed of Assignment and Assumption), SPNEC has the right and option to require SP Project Holdings to purchase certain assets comprising of shares in SPNEC subsidiaries, excluding SP Calatagan, SP Tarlac and Terra Solar (the “Put Option”). On 12 August 2024, the BOD of SPNEC approved the exercise of the Put Option.

Pursuant to SPNEC’s exercise of the Put Option as set out in its notice dated 28 August 2024, SPNEC and SP Project Holdings executed a Deed of Absolute Sale of Shares dated 2 September 2024, covering SPNEC’s full equity interest in the following entities for a total consideration of ₱ 80.0 million:

- Solar Philippines Rooftop Corporation
- Solar Philippines Batangas Corporation
- Solar Philippines Batangas Baseload Corporation
- Solar Philippines Central Luzon Corporation
- Solar Philippines Central Visayas Corporation
- Solar Philippines Eastern Corporation
- Solar Philippines Retail Electricity, Inc.
- Solar Philippines Southern Mindanao Corporation
- Solar Philippines Southern Tagalog Corporation
- Solar Philippines South Luzon Corporation
- Solar Philippines Tarlac Baseload Corporation
- Solar Philippines Visayas Corporation
- Solar Philippines Western Corporation
- Laguna Rooftop Solar Corporation

(the “Solar Philippines Assets”).

Mr. Leandro L. Leviste is the major shareholder of SP Project Holdings and Countryside.

Investment of Metro Pacific Investments Corporation (“MPIC”)

On 27 March 2023, MPIC entered into a Share Purchase Agreement (“SPA”) with SPPPHI to acquire its rights, title and interest in and to SPNEC for a total of 1,600.0 million common shares (Sale Shares) for a total consideration of ₱2,000.0 million.

On 5 May 2023, SPNEC entered into an Option Agreement with SPPPHI and MPIC, which grants the MPIC Group the option to acquire up to 17,400.0 million shares of the SPNEC, comprising up to 10,000.0 million primary shares for up to ₱12,500.0 million (Primary Option) and up to 7,400.0 million secondary shares for up to ₱9,250.0 million (Secondary Option), supported by the approval of SPNEC’s increase in authorized capital stock from 10,000.0 million to 50,000.0 million shares. Together with the initial acquisition by MPIC from SPPPHI of the Sale Shares, a full exercise of these options may result in the MPIC Group investing a total of ₱23,750.0 million for 19,000.0 million shares and becoming the largest shareholder with approximately 42.82% ownership in SPNEC. The Option Agreement was terminated effective 12 October 2023.

Investment by MGen Renewable Energy, Inc. (“MGreen”)

On 30 November 2023, SPNEC entered into a Subscription Agreement with MGreen, the renewable energy development arm of Meralco Powergen Corporation (“MGen”), to subscribe (i) 15.7 billion common shares with par value of ₱1.0 per share and (ii) 19.4 billion preferred shares with par value of ₱0.01 per share for a total subscription price of ₱15.9 billion. MGen is a wholly owned subsidiary of the Manila Electric Company, the country’s largest private sector electric distribution utility company. The transaction will support the expansion of the Company’s project portfolio, including the development of a planned 3.5 GW solar power plant and 4.5 GWh of battery storage.

On the same date, SPNEC received partial cash subscription from MGreen amounting to ₱7.0 billion, and the balance amounting to ₱8.9 billion was received on 27 December 2023.

On 6 December 2023, SPNEC filed its application for an increase in authorized capital stock (the “ACS Increase Application”) with the SEC. On 17 January 2024, the SEC approved SPNEC’s ACS Increase Application, which approval was received by SPNEC on 19 January 2024. On the same day, SPNEC issued the subscription shares to MGreen, resulting in the latter owning 50.53% of the total outstanding capital stock of SPNEC.

Subsequently, on 26 January 2024, MGreen purchased 2,173,913,000 common shares held by SPPPHI for a total consideration of PhP2,499,999,950.00. With this, MGreen’s resulting ownership in SPNEC is now at 53.66%.

Acquisition of Controlling Interest in Terra Solar Philippines, Inc. (“TSPI”) from Prime Infrastructure, Inc. (“Prime”)

On 11 December 2023, SPNEC executed a DOAS to acquire 100% of the shares of Prime in TSPI for ₱6,000.0 million. Together with SPNEC’s previously acquired shares in TSPI, SPNEC is now the legal and beneficial owner of 100% of TSPI.

Execution of Omnibus Loan and Security Agreement between TSPI and Local Banks

In February 2025, TSPI signed a ₱150 billion, fifteen (15)-year term Omnibus Loan and Security Agreement (“OLSA”) with six (6) local banks, namely: BDO Unibank Inc., Bank of the Philippine Islands, Philippine National Bank, Security Bank Corporation, China Banking Corporation, and Metropolitan Bank and Trust Company. The OLSA will fund the ongoing development of its integrated solar photovoltaic facility and Battery Energy Storage System.

Management Discussion and Analysis of Financial Condition and Results of Operations

Material Changes to the Consolidated Statements of Financial Position as of December 31, 2024, compared to the Consolidated Statements of Financial Position as of December 31, 2023

| Horizontal and Vertical Analysis of Financial Position December 31, 2024 vs. December 31, 2023 | | | | | | |
|--|-----------------------|-----------------------|------------------------|----------------|-------------------|-------------------|
| Amounts in ₱0.00 | December 31, 2024 | December 31, 2023 | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 31, 2024 | December 31, 2023 |
| | | | Amount | Percentage | | |
| Assets | | | | | | |
| Cash and cash equivalents | 5,539,532,868 | 10,040,424,627 | (4,500,891,759) | -44.83% | 6.06% | 19.62% |
| Trade receivables | 290,041,454 | 286,288,062 | 3,753,392 | 1.31% | 0.32% | 0.56% |
| Subscription receivable | 1,319,056 | 1,319,056 | - | 0.00% | 0.00% | 0.00% |
| Inventories | - | 24,800,913 | (24,800,913) | -100.00% | 0.00% | 0.05% |
| Due from related parties | 147,156,423 | 126,920,310 | 20,236,113 | 15.94% | 0.16% | 0.25% |
| Other current assets | 664,373,800 | 744,366,136 | (79,992,336) | -10.75% | 0.73% | 1.45% |
| TOTAL CURRENT ASSETS | 6,642,423,601 | 11,224,119,104 | (4,581,695,503) | -40.82% | 7.27% | 21.93% |
| Property, plant and equipment | | | | | | |
| At cost | 18,392,981,434 | 10,136,123,220 | 8,256,858,214 | 81.46% | 20.13% | 19.80% |
| At Revalued Amount | 49,362,804,400 | 12,467,340,000 | 36,895,464,400 | 295.94% | 54.03% | 24.36% |
| Deposits for land acquisition | 2,955,531,170 | 3,396,776,396 | (441,245,226) | -12.99% | 3.23% | 6.64% |
| Intangible assets | 13,261,891,642 | 13,261,891,642 | - | 0.00% | 14.51% | 25.91% |
| Goodwill | 9,954,384 | 9,954,384 | - | 0.00% | 0.01% | 0.02% |
| Deferred Tax Asset | 9,291,007 | 9,646,601 | (355,594) | -3.69% | 0.01% | 0.02% |
| Other noncurrent assets | 732,280,143 | 676,962,959 | 55,317,184 | 8.17% | 0.80% | 1.32% |
| TOTAL NONCURRENT ASSETS | 84,724,734,180 | 39,958,695,202 | 44,766,038,978 | 112.03% | 92.73% | 78.07% |
| TOTAL ASSETS | 91,367,157,781 | 51,182,814,306 | 40,184,343,475 | 78.51% | 100.00% | 100.00% |

| Horizontal and Vertical Analysis of Financial Position December 31, 2024 vs. December 31, 2023 | | | | | | |
|--|-----------------------|-----------------------|-----------------------|----------------|-------------------|-------------------|
| Amounts in ₱0.00 | December 31, 2024 | December 31, 2023 | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 31, 2024 | December 31, 2023 |
| | | | Amount | Percentage | | |
| Liabilities and Equity | | | | | | |
| Trade and other payables | 9,393,971,077 | 482,626,040 | 8,911,345,037 | 1846.43% | 10.28% | 0.94% |
| Due to related parties | 386,861,905 | 608,442,826 | (221,580,921) | -36.42% | 0.42% | 1.19% |
| Current portion of lease liabilities | 25,399,496 | 8,962,861 | 16,436,635 | 183.39% | 0.03% | 0.02% |
| Current portion of notes payable | 235,889,777 | 366,847,748 | (130,957,971) | -35.70% | 0.26% | 0.72% |
| TOTAL CURRENT LIABILITIES | 10,042,122,255 | 1,466,879,475 | 8,575,242,780 | 584.59% | 10.99% | 2.87% |
| Lease liabilities - net of current portion | 365,048,472 | 381,109,300 | (16,060,828) | -4.21% | 0.40% | 0.74% |
| Notes payable - net of current portion | 2,493,789,567 | 2,729,695,924 | (235,906,357) | -8.64% | 2.73% | 5.33% |
| Deferred Tax Liabilities | 12,347,590,016 | 4,086,521,200 | 8,261,068,816 | 202.15% | 13.51% | 7.98% |
| Other noncurrent liabilities | 97,824,505 | 98,633,404 | (808,899) | -0.82% | 0.11% | 0.19% |
| TOTAL NONCURRENT LIABILITIES | 15,304,252,560 | 7,295,959,828 | 8,008,292,732 | 109.76% | 16.75% | 14.25% |
| TOTAL LIABILITIES | 25,346,374,815 | 8,762,839,303 | 16,583,535,512 | 189.25% | 27.74% | 17.12% |
| Common stock | 5,007,305,000 | 3,437,305,000 | 1,570,000,000 | 45.68% | 5.48% | 6.72% |
| Preferred stock | 194,042,026 | - | 194,042,026 | 100.00% | 0.21% | 0.00% |
| Additional Paid-in Capital | 19,794,017,013 | 5,713,764,409 | 14,080,252,604 | 246.43% | 21.66% | 11.16% |
| Deposit for future stock subscription | - | 15,894,042,026 | (15,894,042,026) | -100.00% | | 31.05% |
| Equity reserve | 688,902,762 | 525,755,142 | 163,147,620 | 31.03% | 0.75% | 1.03% |
| Revaluation Surplus | 33,051,297,709 | 8,268,091,263 | 24,783,206,446 | 299.75% | 36.17% | 16.15% |
| Retained Earnings | 3,942,292,359 | 5,546,151,067 | (1,603,858,708) | -28.92% | 4.31% | 10.84% |
| TOTAL EQUITY | 62,677,856,869 | 39,385,108,907 | 23,292,747,962 | 59.14% | 68.60% | 76.95% |
| Non-controlling interest | 3,342,926,097 | 3,034,866,096 | 308,060,001 | 10.15% | 3.66% | 5.93% |
| TOTAL LIABILITIES AND EQUITY | 91,367,157,781 | 51,182,814,306 | 40,184,343,475 | 78.51% | 100.00% | 100.00% |

Cash

As of December 31, 2024, the SPNEC Group held cash and cash equivalents totaling ₱5,539.5 million. During the year, net cash from operations amounted to ₱1,503.6 million and the Group obtained a short-term loan of ₱7,200.0 million. In addition to the beginning cash balance, these funds were primarily utilized for ₱8,794.5 million of construction-related expenditures and ₱3,183.3 million of deposits for land acquisitions.

Trade Receivables

Trade receivable arises from the revenue from the sale of electricity, and sale of goods and services of the subsidiaries. These are either interest or non-interest bearing depending on the clause indicated in the contract and generally collectible within 40 to 60 days.

Outstanding receivable as of December 31, 2024, pertains to receivable by SPCC from National Transmission Corporation (“Transco”) amounting to ₱123.6 million, receivable by SPTC from Manila Electric Company (“MERALCO”) and WESM amounting to ₱77.4 million.

Subscription Receivable

Subscription receivable represents shares of stock subscribed to and issued by the Parent Company but payment from the shareholders has not yet been received.

As of December 31, 2024, no collections for subscription receivable were made.

Inventories

As of December 31, 2024, SP Tarlac inventories of ₱51.1 million were transferred to noncurrent assets as plant construction materials. These are intended to be used in the construction of the Project.

Due from Related Parties

As of December 31, 2024, the balance of the Parent Company's advances to related parties is ₱52.1 million, while the subsidiaries' balance of advances to related parties amounted to ₱95.1 million.

Other Current Assets

This account mainly consists of short-term investments amounting to ₱588.7 million that are restricted interest-bearing accounts opened and established by SPCC and SPTC in accordance with certain loan and service agreements that will serve as a cash reserve or deposit for the principal and/or interest payments due on the loans. This also includes prepayments such as insurance, taxes, rent, and trust fees of ₱58.7 million, cash bond deposits of ₱15.0 million and creditable withholding taxes of ₱2.0 million.

Property, Plant, and Equipment (At Cost)

The substantial increase in this account is due to the addition of the Solar Power Plants of SPTC and SPCC totaling a net book value of ₱6,757.8 million as of December 31, 2024, and Construction in Progress (CIP) of Terra Solar for its 3,500 MW_p Solar Power Plant. During the period, the SPNEC group incurred a total amount of ₱8,794.5 million which was capitalized costs related mainly to the Terra Solar project.

The Parent Company's Right of Use Assets ("ROU Assets") has a total land area of 352.42 hectares with a net book value of ₱243.2 million. Also, added to this account are the ROU Assets of SPTC comprising of 102.49 hectares of land with a net book value as of December 31, 2024 of ₱189.9 million.

As of December 31, 2024, the total land area under lease of the Group, including the Parent and SPTC is at 454.92 hectares.

Property, Plant, and Equipment (At Fair Value)

This pertains to the parcels of land currently owned by the Group, including SPNEC, TNI, SPCC and SPTC, which was reported at their fair market value as of December 31, 2024.

As of December 31, 2024, the Group has a total area of 2,689.59 hectares of land.

Deposits for Land Acquisition (DFLA)

For the twelve-month period ended December 31, 2024, the Group made deposits for land acquisition including land-related costs to various landowners amounting to ₱3,183.3 million. Some of which eventually became land assets for the Group.

Other Noncurrent Assets

This account mainly consists of long-term receivable by SPCC from Transco related to the FIT adjustments amounting to ₱319.0 million; input VAT of ₱279.6 million of SPNEC, TNI and SPTC; construction materials of ₱51.1 million; supplier advances of ₱46.0 million; Security Bonds of ₱20.3 million; long-term security deposits on leased properties of ₱6.7 million; Right-of-Way ("ROW") contracts of ₱6.3 million and prepaid rent noncurrent portion of ₱3.3 million.

Intangible Assets

The intangible assets recorded as of December 31, 2024, pertain to the fair values of the identifiable assets of TSPI, which is mainly attributable to the Power Supply Agreement of TSPI that existed at the time of the acquisition amounting to ₱13,261.9 million.

Goodwill

Goodwill arose in the acquisition of TSPI because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies and future market growth. The total goodwill recognized as of December 31, 2024, amounted to ₱9.9 million which is the difference between fair value of the identifiable net assets and the total consideration.

Trade and Other Payables

Trade and other payables include (i) Accounts payable are non-interest bearing and are normally settled within one year (ii) withholding tax payable pertains to withholding taxes on professional fees and various payments to contractors for services rendered (iii) accrued expenses consist mainly of accrual for benefits to host communities, light and water, professional fees, and (iv) differential cost of replacement energy charged by MERALCO to SP Tarlac.

The third-party payables for the purchase of goods and services by the Group totaling ₱507.0 million, accrued expenses totaling ₱1,307.7 million, accrued interests for the loan facilities of SPTC and SPCC amounting to ₱147.9 million, short-term loans totaling ₱7,200.0 million, related party payables amounting to ₱138.4 million as a result of business combination, withholding taxes of ₱77.1 million, and income tax payable of ₱15.9 million.

Due to Related Parties

As of December 31, 2024, SPNEC's balance of advances from SPPPHI and Countryside are ₱348.2 million and ₱37.6 million, respectively. Also, as a result of the consolidation with MGen Renewable, an amount of ₱1.0 million was added to this account.

Lease Liabilities

As of December 31, 2024, the total land area under lease of the Group, including the Parent and SPTC is at 454.92 hectares. The outstanding lease liabilities of the Parent and SPTC are ₱291.2 million and ₱99.3 million, respectively.

Notes Payable

This account pertains to the loans payable of SPTC and SPCC which was recorded in the Group's financial statements as of December 31, 2024 totaling ₱2,729.7 million.

SPCC – Omnibus Loan and Security Agreement (“OLSA”) (₱3,400.0 million Loan)

On February 14, 2017, SPCC signed an OLSA with BDO, PBB and United Coconut Planters Bank (UCPB) (collectively referred to as the “SPCC Lenders”) for a long-term loan facility of ₱3,400.0 million to finance the repayment of short-term loan facility, including accrued interests, and its Project advances from SPPPHI and Solar Philippines Commercial Rooftop Projects, Inc. (“SPCRPI”), which were used to partially finance the construction of the Project. The long-term loan from the OLSA carries an interest rate of 6.85% per annum up to April 3, 2022, at which a fixed repricing of the rate has been made to 7.96% per annum for the remainder of the long-term loan. The principal repayment period shall be semi-annual from October 3, 2018 up to April 3, 2029.

As of December 31, 2024 the loan has an outstanding balance of ₱976.1 million.

SPTC – Omnibus Loan and Security Agreement (₱2,225.0 million Loan)

On June 18, 2019, SP Tarlac signed an OLSA with BDO Unibank, Inc. (BDO) for a long-term loan facility of ₱2,225.0 million to solely finance the construction of the Concepcion Solar Project.

The proceeds of the loan amounting ₱2,002.5 million and ₱222.5 million were received on July 3, 2019 and July 25, 2019, respectively. The principal repayment period shall be semi-annual beginning on January 3, 2021 up to July 25, 2031.

As of December 31, 2024, the loan has an outstanding balance of ₱1,753.5 million.

Deferred Tax Liabilities

This account arises from the recognition of ROU Assets, lease liabilities, and fair value measurement of the Group's land.

Other Noncurrent Liabilities

This account consists primarily of the noncurrent portion of replacement energy costs payable by SPTC to MERALCO of ₱89.1 million. The current portion of this replacement energy amounting to ₱8.0 million was presented as part of the trade and other payables.

Capital Stock

On 15 May 2023, SPPPHI and the Parent Company entered into a Subscription Agreement, whereby SPPPHI agreed to subscribe for 24,373,050,000 common shares at the par value of ₱0.10 per share out of the Parent Company's increase in authorized capital stock upon its approval by the SEC.

On 31 May 2023, the Parent Company filed with the SEC its application for an increase of the authorized capital stock and the corresponding Amended Articles of Incorporation of SPNEC increasing the authorized capital stock from One Billion Pesos (₱1,000,000,000.00) divided into 10 billion common shares at par value of ₱0.10 per share to Five Billion Pesos (₱5,000,000,000.00) divided into 50 billion common shares at par value of ₱0.10 per share.

On 1 June 2023, the SEC approved the Parent Company's application for an increase of its authorized capital stock.

On January 17, 2024, the SEC approved the Parent Company's application for increase in authorized capital stock from 50 billion common shares with par value of ₱0.10 per share to 75 billion common shares with par value of ₱0.10 per share and 25 billion preferred shares with par value of ₱0.01 per share, divided into Class A preferred shares and Class B preferred shares

As of December 31, 2024, with the abovementioned transactions during the period, the outstanding capital stock of SPNEC increased from ₱3,437.3 million to ₱5,201.3 million.

Additional Paid-in Capital

On January 17, 2024, upon the SEC's approval of the application for increase in authorized capital stock, the subscribed shares were issued to MGreen. Upon approval of the SEC of the Parent Company's application for increase in authorized capital stock, the Parent Company reclassified the "Deposits for future stock subscription" and issued 15.7 billion common shares with par value of ₱1.0 per share and 19.4 billion preferred shares with par value of ₱0.01 per share. The amount in excess of par value totaling to ₱14.1 billion is presented as additional paid-in capital, net of stock issuance costs amounting to ₱50.0 million.

Deposit for Future Stock Subscription

In 2024, the company issued shares after converting the existing ₱15.9 billion in Deposits for future stock subscription.

As of December 31, 2024, there was no balance in Deposit for Future Stock Subscription.

Equity Reserves

This represents the impact of the common control business combination as a result of the Parent Company's modified acquisition of 100% of the outstanding shares of SPPPHI in various entities (i.e., Solar Philippines Assets.)

Revaluation Surplus

The Group's land is comprised of parcels of land with a total land area of 2,689.58 hectares as of December 31, 2024, which was recorded at fair value.

As of December 31, 2024, the fair value increment amounting to ₱24,783.2 million, net of deferred income tax, is recognized in other comprehensive income, and accumulated in equity under "Revaluation surplus" account amounting to ₱33,051.3 million, net of deferred income tax.

Retained Earnings

The Group's Retained Earnings decreased by ₱1,603.9 million driven by the net loss of ₱1,167.2 million for the twelve-month period ended December 31, 2024.

Material Changes to the Consolidated Statements of Comprehensive Income for the Twelve (12)-months ended December 31, 2024, compared to the Statements of Comprehensive Income for the Six (6)-months ended December 31, 2023

As of December 31, 2024, the Parent Company has subsidiaries that are in commercial operations.

| Horizontal and Vertical Analysis of Comprehensive Income December 30, 2024 vs. December 30, 2023 | | | | | | |
|---|--|--------------------------------------|------------------------|-----------------|-------------------|----------------|
| Amounts in ₱0.00 | December 31, 2024 (1 year) (Unaudited) | December 31, 2023 (1 year) (Audited) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2024 | December 2023 |
| | | | Amount | Percentage | | |
| Revenue | 1,200,134,185 | 635,451,217 | 564,682,968 | 88.86% | 5.08% | 5.30% |
| Cost of Sales | (563,911,783) | (327,103,277) | (236,808,506) | 72.40% | -2.39% | -2.73% |
| GROSS PROFIT | 636,222,402 | 308,347,940 | 327,874,462 | 106.33% | 2.69% | 2.57% |
| General and Administrative Expenses | (1,734,976,491) | (207,914,077) | (1,527,062,414) | 734.47% | -7.35% | -1.73% |
| Other Income (Expense) | (56,123,910) | 6,008,335,292 | (6,064,459,202) | -100.93% | -0.24% | 50.11% |
| Finance Costs | (282,199,197) | (167,232,021) | (114,967,176) | 68.75% | -1.19% | -1.39% |
| Interest Income | 343,559,643 | 29,993,447 | 313,566,196 | 1045.45% | 1.45% | 0.25% |
| LOSS BEFORE TAX | (1,093,517,553) | 5,971,530,581 | (7,065,048,134) | -118.31% | -4.63% | 49.81% |
| Provisions for Income Tax | (73,641,155) | (23,949,830) | (49,691,325) | 207.48% | -0.31% | -0.20% |
| NET LOSS AFTER TAX | (1,167,158,708) | 5,947,580,751 | (7,114,739,459) | -119.62% | -4.94% | 49.61% |
| Other Comprehensive Income | 24,783,206,446 | 6,041,693,185 | 18,741,513,261 | 310.20% | 104.94% | 50.39% |
| TOTAL COMPREHENSIVE INCOME (LOSS) | 23,616,047,738 | 11,989,273,936 | 11,626,773,802 | 96.98% | 100.00% | 100.00% |

Revenue

From the date of the acquisition of Solar Philippines Assets and up to December 31, 2024, the Group has recorded a total of ₱1,200.1 million revenue, mainly contributed by SPCC and SPTC from the sale of electricity.

| Horizontal and Vertical Analysis of Comprehensive Income December 31, 2024 vs. December 31, 2023 | | | | | | |
|---|--|--------------------------------------|---------------------|------------|-------------------|---------------|
| Amounts in ₱0.00 | December 31, 2024 (1 year) (Unaudited) | December 31, 2023 (1 year) (Audited) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2024 | December 2023 |
| | | | Amount | Percentage | | |
| Depreciation and amortization | 376,205,762 | 210,672,075 | 165,533,687 | 78.57% | 1.59% | 1.76% |
| Insurance | 49,931,799 | 26,389,038 | 23,542,761 | 89.21% | 0.21% | 0.22% |
| Contracted Services | 26,571,148 | 37,733,780 | (11,162,632) | -29.58% | 0.11% | 0.31% |
| Salaries and wages | 19,738,077 | 11,123,826 | 8,614,251 | 77.44% | 0.08% | 0.09% |
| Rentals | 799,698 | 6,731,915 | (5,932,217) | -88.12% | 0.00% | 0.06% |

| Horizontal and Vertical Analysis of Comprehensive Income December 31, 2024 vs. December 31, 2023 | | | | | | |
|--|--|--------------------------------------|---------------------|---------------|-------------------|---------------|
| Amounts in ₱0.00 | December 31, 2024 (1 year) (Unaudited) | December 31, 2023 (1 year) (Audited) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2024 | December 2023 |
| | | | Amount | Percentage | | |
| Inventories issued | 3,158,135 | 8,714,838 | (5,556,703) | -63.76% | 0.01% | 0.07% |
| Others | 87,507,164 | 25,737,805 | 61,769,359 | 239.99% | 0.37% | 0.21% |
| Cost of Sales | 563,911,783 | 327,103,277 | 236,808,506 | 72.40% | 2.39% | 2.73% |

Cost of Sales

Cost of Sales of electricity includes expenses incurred by those directly attributable to the generation of revenues from solar energy. For the 12-month ended December 31, 2024, the Group has recorded a total cost of sales of ₱563.9 million. This account is mainly comprised of depreciation of the solar power plant and amortization of ROU Assets which accounted for 67% of the total Cost of Sales. Other components are plant insurance, plant maintenance, power plant preventive maintenance schedule, salaries and wages, utilities, and others.

General and Administrative Expenses

| Horizontal and Vertical Analysis of Comprehensive Income December 31, 2024 vs. December 31, 2023 | | | | | | |
|--|--|--------------------------------------|----------------------|----------------|-------------------|---------------|
| Amounts in ₱0.00 | December 31, 2024 (1 year) (Unaudited) | December 31, 2023 (1 year) (Audited) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2024 | December 2023 |
| | | | Amount | Percentage | | |
| Contracted Services | 76,680,607 | 32,040,000 | 44,640,607 | 139.33% | 0.32% | 0.27% |
| Taxes and licenses | 196,329,393 | 40,924,882 | 155,404,511 | 379.73% | 0.83% | 0.34% |
| Professional fees | 1,323,251,871 | 67,000,766 | 1,256,251,105 | 1874.98% | 5.60% | 0.56% |
| Depreciation and amortization | 3,530,910 | 5,560,646 | (2,029,736) | -36.50% | 0.01% | 0.05% |
| Insurance | 5,728,985 | 7,503,489 | (1,774,504) | -23.65% | 0.02% | 0.06% |
| Rentals | 1,881,144 | 8,252,107 | (6,370,963) | -77.20% | 0.01% | 0.07% |
| Others | 127,573,581 | 46,632,187 | 80,941,394 | 173.57% | 0.54% | 0.39% |
| General and Administrative Expenses | 1,734,976,491 | 207,914,077 | 1,527,062,414 | 734.47% | 7.35% | 1.73% |

General and Administrative Expenses include expenses that are not related to power generation activities. For the 12-month ended December 31, 2024, the Group recorded a total of cost of ₱1,735.0 million, an increase of ₱1,527.1 million versus the previous year. This significant increase pertains to legal fees incurred by TNI and TSPI and recorded under Professional Fees. Professional Fees account for 76% of the total General and Administrative Expenses. Other components include management fees, permits and licensing fees, bank charges, rent, and insurance not related to power generation activities.

Finance Costs

This account includes interest accretion on lease liabilities, accruals of interest on loan facilities of the Group, and others.

Other Income (Expense)

This account is mainly attributable to losses on the disposal of investments and exercise of put options amounting to ₱95.9 million, with foreign exchange gains also recognized during the period.

Net Income (Loss)

For the twelve-month period ended December 31, 2024, the Group's net loss of ₱1,167.1 million.

Other Comprehensive Income

For the twelve-month period ended December 31, 2024, the fair value increment amounting to ₱24,483.2 million, net of deferred income tax, pertains to the land of SPNEC, TNI, SPCC and SPTC.

Key Performance Indicators

| Financial Ratios | Formula | December 2024 | December 2023 |
|------------------------------|--|---------------|---------------|
| Current Ratio | Dividing total current assets over total current liabilities | 0.66 | 7.65 |
| Quick Ratio | Dividing total current assets less inventory over current liabilities | 0.66 | 7.63 |
| Solvency Ratio | Dividing net income excluding depreciation and non-cash provisions over debt obligations | -0.06 | 0.70 |
| Debt-to-Equity Ratio | Dividing total liabilities over stockholders' equity | 0.38 | 0.21 |
| Asset-to-Equity Ratio | Dividing total assets over total stockholders' equity | 1.38 | 1.21 |
| Interest Rate Coverage Ratio | Dividing earnings before interest and taxes of one period over interest of the same period | -2.87 | 36.71 |
| Net Debt-to-Equity Ratio | Dividing total interest-bearing debts less cash and cash equivalents over total stockholders' equity | 0.07 | -0.16 |
| Return on Equity | Dividing the net income (annual basis) by total stockholders' equity (average) | -2.15% | 14.02% |
| Return on Assets | Dividing the net income (annual basis) by the total assets (average) | -1.64% | 11.62% |

The key factor influencing the change in the ratios is the Group's investment activities related to the TSPI project. The ratios are expected to improve upon commencement of TSPI's commercial operations.

Material Changes to the Consolidated Statements of Financial Position as of December 31, 2023, compared to the Consolidated Statements of Financial Position as of December 31, 2022

| Horizontal and Vertical Analysis of Financial Position December 31, 2023 vs. December 31, 2022 | | | | | | |
|--|-----------------------------|-----------------------------|----------------------|----------------|-------------------|---------------|
| Amounts in ₱0.00 | December 31, 2023 (Audited) | December 31, 2022 (Audited) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2023 | December 2022 |
| | | | Amount | Percentage | | |
| Assets | | | | | | |
| Cash | 10,040,424,627 | 37,232,084 | 10,003,192,543 | 26867.13% | 19.62% | 0.60% |
| Accounts receivable | 286,288,062 | - | 286,288,062 | 100.00% | 0.56% | 0.00% |
| Subscription receivable | 1,319,056 | 651,115,661 | (649,796,605) | -99.80% | 0.00% | 10.50% |
| Inventories | 24,800,913 | - | 24,800,913 | 100.00% | 0.05% | 0.00% |
| Due from related parties | 126,920,310 | 821,388,320 | (694,468,010) | -84.55% | 0.25% | 13.24% |
| Other current assets | 744,366,136 | 18,638,843 | 725,727,293 | 3893.63% | 1.45% | 0.30% |
| TOTAL CURRENT ASSETS | 11,224,119,104 | 1,528,374,908 | 9,695,744,196 | 634.38% | 21.93% | 24.64% |
| Property, plant and equipment | 10,136,123,220 | 1,671,233,624 | 8,464,889,596 | 506.51% | 19.80% | 26.94% |
| Land | 12,467,340,000 | - | 12,467,340,000 | 100.00% | 24.36% | 0.00% |
| Investment property | - | 312,626,010 | (312,626,010) | -100.00% | 0.00% | 5.04% |
| Deposits for land acquisition | 3,396,776,396 | 2,026,892,396 | 1,369,884,000 | 67.59% | 6.64% | 32.67% |
| Deferred tax asset | 9,646,601 | 10,201,126 | (554,525) | -5.44% | 0.02% | 0.16% |

| Horizontal and Vertical Analysis of Financial Position December 31, 2023 vs. December 31, 2022 | | | | | | |
|--|-----------------------------------|-----------------------------------|-----------------------|-----------------|-------------------|------------------|
| Amounts in ₱0.00 | December 31, 2023 (Audited) | December 31, 2022 (Audited) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2023 | December 2022 |
| | | | Amount | Percentage | | |
| Other noncurrent assets | 676,962,959 | 654,395,146 | 22,567,813 | 3.45% | 1.32% | 10.55% |
| Intangible assets | 13,261,891,642 | - | 13,261,891,642 | 100.00% | 25.91% | 0.00% |
| Goodwill | 9,954,384 | - | 9,954,384 | 100.00% | 0.02% | 0.00% |
| TOTAL NONCURRENT ASSETS | 39,958,695,202 | 4,675,348,302 | 35,283,346,900 | 754.67% | 78.07% | 75.36% |
| TOTAL ASSETS | 51,182,814,306 | 6,203,723,210 | 44,979,091,096 | 725.03% | 100.00% | 100.00% |
| Liabilities and Equity | | | | | | |
| Accounts payable and accrued expenses | 482,626,040 | 65,218,072 | 417,407,968 | 640.02% | 0.94% | 1.05% |
| Due to related parties | 608,442,826 | 22,770,229 | 585,672,597 | 2572.10% | 1.19% | 0.37% |
| Current portion of notes payable | 366,847,748 | - | 366,847,748 | 100.00% | 0.72% | 0.00% |
| Current portion of lease liabilities | 8,962,861 | 4,538,676 | 4,424,185 | 97.48% | 0.02% | 0.07% |
| TOTAL CURRENT LIABILITIES | 1,466,879,475 | 92,526,977 | 1,374,352,498 | 1485.35% | 2.87% | 1.49% |
| Lease liabilities - net of current portion | 381,109,300 | 298,599,744 | 82,509,556 | 27.63% | 0.74% | 4.81% |
| Notes payable - net of current portion | 2,729,695,924 | - | 2,729,695,924 | 100.00% | 5.33% | 0.00% |
| Deferred tax liabilities | 4,086,521,200 | - | 4,086,521,200 | 100.00% | 7.98% | 0.00% |
| Other noncurrent liabilities | 98,633,404 | - | 98,633,404 | 100.00% | 0.19% | 0.00% |
| TOTAL NONCURRENT LIABILITIES | 7,295,959,828 | 298,599,744 | 6,997,360,084 | 2343.39% | 14.25% | 4.81% |
| TOTAL LIABILITIES | 8,762,839,303 | 391,126,721 | 8,371,712,582 | 2140.41% | 17.12% | 6.30% |
| Capital stock | 3,437,305,000 | 1,000,000,000 | 2,437,305,000 | 243.73% | 6.72% | 16.12% |
| Additional paid-in capital | 5,713,764,409 | 4,938,722,430 | 775,041,979 | 15.69% | 11.16% | 79.61% |
| Deposit for future stock subscription | 15,894,042,026 | - | 15,894,042,026 | 100.00% | 31.05% | 0.00% |
| Equity reserve | 525,755,142 | - | 525,755,142 | 100.00% | 1.03% | 0.00% |
| Revaluation surplus | 8,268,091,263 | - | 8,268,091,263 | 100.00% | 16.15% | 0.00% |
| Retained earnings (Deficit) | 5,546,151,067 | (126,125,941) | 5,672,277,008 | -4497.31% | 10.84% | -2.03% |
| Non-Controlling Interest | 3,034,866,096 | - | 3,034,866,096 | 100.00% | 5.93% | 0.00% |
| TOTAL EQUITY | 42,419,975,003 | 5,812,596,489 | 36,607,378,514 | 629.79% | 82.88% | 93.70% |
| TOTAL LIABILITIES AND EQUITY | 51,182,814,306 | 6,203,723,210 | 44,979,091,096 | 725.03% | 100.00% | 100.00% |

Cash

As of 31 December 2023, the Parent Company collected its subscription receivables amounting to ₱649.8 million and received a net advance from a related party of ₱163.3 million. These amounts were used for the payment of construction-related expenses of ₱468.0 million, and deposits for land acquisition amounting to ₱297.5 million.

On 10 May 2023, SPNEC received ₱2,437.3 million from SP Project Holdings for the subscription of 24,373.05 million common shares at ₱0.10 par value. Further, in 2023, SPNEC accepted a cash infusion from SP Project Holdings amounting to ₱776.9 million as additional paid-in capital to SP Project Holdings' existing subscription in SPNEC. The proceeds were used for the purchase of Solar Philippines Assets.

In November and December 2023, the Parent Company received the full subscription of MGreen amounting to ₱15,894.0 million, which was partially used to acquire 100% of the shares of Prime in TSPI for ₱6,000.0 million, and payment for the Parent Company's general and administrative expenses. The balance of the proceeds will be used for the development of the TSPI project.

During the period, the Parent Company's subsidiaries including SPCC, SPTC and SPRC received payments from customers amounting to ₱1,122.3 million, of which ₱339.3 million were used for its operating expenses. SPCC and SPTC made loan payments amounting to ₱328.4 million and ₱285.7 million, respectively. As of 31 December 2023, SPCC paid dividends to its shareholders amounting to ₱95.1 million and capital expenditures amounting to ₱47.5 million.

Trade Receivables

Trade receivable arises from the revenue from the sale of electricity, and sale of goods and services of the subsidiaries. These are either interest or non-interest bearing depending on the clause indicated in the contract and generally collectible within 40 to 60 days.

Outstanding receivable as of 31 December 2023, pertains to receivable by SPCC from National Transmission Corporation ("Transco") amounting to ₱178.7 million, receivable by SPTC from Manila Electric Company ("MERALCO") amounting to ₱78.8 million and the balance is SPRC's transactions from its Power Purchase Agreement (PPA) and Engineering, Procurement, Construction (EPC) services.

Subscription Receivable

Subscription receivable represents shares of stock subscribed to and issued by the Parent Company but payment from the shareholders has not yet been received.

As of 31 December 2023, the Parent Company made collections for subscription receivable amounting to ₱649.8 million.

Inventories

This account pertains to the inventories on hand of SPRC which are to be used for the construction of its contracted Projects amounting to ₱24.8 million.

Due from Related Parties

As of 31 December 2023, the balance of the Parent Company's advances to related parties is ₱29.9 million, while the subsidiaries' balance of advances to related parties amounted to ₱97.0 million.

Other Current Assets

This account mainly consists of short-term investments amounting to ₱575.8 million that are restricted interest-bearing accounts opened and established by SPCC and SPTC in accordance with certain loan and service agreements that will serve as a cash reserve or deposit for the principal and/or interest payments due on the loans. This also includes prepayments such as insurance, taxes, rent, and trust fees of ₱50.3 million, input VAT of ₱35.5 million, cash bond deposits of ₱20.3 million, advance payment to suppliers of ₱15.3 million, performance bond of ₱15.8 million, VAT Receivable of SPTC and SPCC of ₱16.5 million, creditable withholding taxes of ₱8.7 million and other non-trade receivables of ₱6.3 million.

Property, Plant, and Equipment (At Cost)

The substantial increase in this account is due to the addition of the Solar Power Plants of SPTC, SPCC and SPRC totaling a net book value of ₱7,037.6 million as of 31 December 2023, and Construction in Progress (CIP) of SPTC for its 15MW Solar Power Plant; SPRC and LRSC for its PPA Projects, totaling to ₱779.7 million. During the period, the Parent Company incurred a total amount of ₱468.0 million which was capitalized to CIP for the ongoing construction of its 50MW Solar Power Plant.

The Parent Company's Right of Use Assets ("ROU Assets") has a total land area of 352.42 hectares with a net book value of ₱254.0 million. Also, added to this account are the ROU Assets of SPTC comprising of 102.49 hectares of land with a net book value as of 31 December 2023 of ₱200.1 million.

As of 31 December 2023, the total land area under lease of the Group, including the Parent and SPTC is at 454.26 hectares.

Property, Plant, and Equipment (At Fair Value)

This pertains to the parcels of land currently owned by the Group, including TNI, SPCC and SPTC, which was reported at their fair market value as of 31 December 2023.

As of 31 December 2023, the Group has a total area of 670.43 hectares of land.

Deposits for Land Acquisition

For the twelve (12)-month period ended 31 December 2023, the Group made deposits for land acquisition including land-related costs to various landowners amounting to ₱887.3 million. The total amount of ₱434.2 million paid by SPTC and SPCC was added to this account.

Other Noncurrent Assets

This account mainly consists of long-term receivable by SPCC from Transco related to the FIT adjustments amounting to ₱319.0 million, input VAT of ₱216.5 million of SPNEC, TNI and SPTC, TSPI project development cost of ₱75.1 million, construction materials of ₱50.6 million, long-term security deposits on leased properties of ₱9.4 million and Right-of-Way contracts of ₱6.3 million.

Intangible Assets

The intangible assets recorded as of 31 December 2023, pertain to the fair values of the identifiable assets of TSPI, which is mainly attributable to the Power Supply Agreement of TSPI that existed at the time of the acquisition amounting to ₱13,261.9 million.

Goodwill

Goodwill arose in the acquisition of TSPI because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies and future market growth. The total goodwill recognized as of 31 December 2023, amounted to ₱9.9 million which is the difference between the fair value of the identifiable net assets and the total consideration.

Trade and Other Payables

Trade and other payables include (i) Accounts payable are non-interest bearing and are normally settled within one year (ii) withholding tax payable pertains to withholding taxes on professional fees and various payments to contractors for services rendered (iii) accrued expenses consist mainly of accrual for benefits to host communities, light and water, professional fees, and (iv) differential cost of replacement energy charged by MERALCO to SPTC.

The third-party payables for the purchase of goods and services by the Group totaling ₱50.0 million, accrued interests for the loan facilities of SPTC and SPCC amounting to ₱99.3 million, related party payables amounting to ₱185.1 million as a result of business combination, accrued expenses totaling ₱100.3 million, income tax payable of ₱21.7 million, withholding taxes of ₱13.0 million, deferred output VAT of ₱8.9 million, and statutory payables of ₱4.4 million.

Due to Related Parties

As of 3, December 2023, SPNEC's balance of the advances from SP Project Holdings amounted to ₱129.8 million. Also, as a result of the consolidation of Solar Philippines Assets, the amount of ₱478.4 million was also added to this account.

Lease Liabilities

As of 31 December 2023, the total land area under lease of the Group, including the Parent and SPTC is at 454.26 hectares. The outstanding lease liabilities of the Parent and SPTC are ₱291.0 million and ₱99.1 million, respectively.

Notes Payable

This account pertains to the loans payable of SPTC and SPCC which were recorded in the Group's financial statements as of 31 December 2023 totaling ₱3,096.5 million.

SPCC – Omnibus Loan and Security Agreement (“OLSA”) (₱3,400.0 million Loan)

On 14 February 2017, SPCC signed an OLSA with BDO Unibank, Inc. (“**BDO**”), Philippine Business Bank and United Coconut Planters Bank (collectively referred to as the “SPCC Lenders”) for a long-term loan facility of ₱3,400.0 million to finance the repayment of short-term loan facility, including accrued interests, and its Project advances from SP Project Holdings and Solar Philippines Commercial Rooftop Projects, Inc. (“**SPCRPI**”), which were used to partially finance the construction of the Calatagan Solar Power Project. The long-term loan from the OLSA carries an interest rate of 6.85% per annum up to 3 April 2022, at which a fixed repricing of the rate has been made to 7.96% per annum for the remainder of the long-term loan. An increase in the Gross Receipts Tax rate is expected on 3 April 2024. The principal repayment period shall be semi-annual from 3 October 2018 up to 3 April 2029.

As of 31 December 2023, the loan has an outstanding balance of ₱1,192.6 million.

SPTC – OLSA (₱2,225.0 million Loan)

On 18 June 2019, SPTC signed an OLSA with BDO for a long-term loan facility of ₱2,225.0 million to solely finance the construction of the Concepcion Solar Project.

The proceeds of the loan amounting ₱2,002.5 million and ₱222.5 million were received on 3 July 2019 and 25 July 2019, respectively. The principal repayment period shall be semi-annual beginning on 3 January 2021 up to 25 July 2031.

As of 31 December 2023, the loan has an outstanding balance of ₱1,903.9 million.

Deferred Tax Liabilities

This account arises from the recognition of ROU Assets, lease liabilities, and fair value measurement of the Group's land.

Other Noncurrent Liabilities

This account consists of the noncurrent portion of replacement energy costs payable by SPTC to MERALCO of ₱95.4 million. The current portion of this replacement energy amounting to ₱12.1 million was presented as part of the trade and other payables.

Capital Stock

On 15 May 2023, SP Project Holdings and the Parent Company entered into a Subscription Agreement, whereby SP Project Holdings agreed to subscribe to 24,373,050,000 common shares at the par value of ₱0.10 per share out of the Parent Company's increase in authorized capital stock (“**ACS Increase**”) upon its approval by the SEC.

On 31 May 2023, the Parent Company filed with the SEC its application for ACS Increase and the corresponding amendment of its Articles of Incorporation increasing the authorized capital stock from One Billion Pesos (₱1,000,000,000.00) divided into 10 billion common shares at par value of ₱0.10 per share to Five Billion Pesos (₱5,000,000,000.00) divided into 50 billion common shares at par value of ₱0.10 per share.

On 1 June 2023, the SEC approved the Parent Company's ACS Increase application.

As of 31 December 2023, with the abovementioned transactions during the period, the outstanding capital stock of SPNEC increased from ₱1,000.0 million to ₱3,437.3 million.

Additional Paid-in Capital

In 2023, SPNEC received a cash infusion from SP Project Holdings amounting to ₱776.9 million as additional paid-in capital to SP Project Holdings' existing subscription in SPNEC. This was recognized as additional paid-in capital under equity.

Deposit for Future Stock Subscription

On 30 November 2023, SPNEC entered into a Subscription Agreement with MGreen to subscribe to (i) 15.7 billion common shares with par value of ₱0.10 per share and (ii) 19.4 billion preferred shares with par value of ₱0.01 per share for a total subscription price of ₱15.9 billion. On the same date, SPNEC received partial cash subscription from MGreen amounting to ₱7.0 billion, and the balance amounting to ₱8.9 billion was received on 27 December 2023.

On 6 December 2023, SPNEC filed an application with the SEC an increase in authorized capital stock, from which proposed increase the subscription shares of MGreen will be issued. As of 31 December 2023, SPNEC presented the cash subscription amounting to ₱15.9 billion as "Deposits for future stock subscription" under Equity.

Equity Reserves

This represents the impact of the common control business combination as a result of the Parent Company's modified acquisition of 100% of the outstanding shares of SP Project Holdings in various entities (i.e., Solar Philippines Assets.)

Revaluation Surplus

The Group's land is comprised of parcels of land with a total land area of 670.43 hectares as of 31 December 2023, which was recorded at fair value.

As of 31 December 2023, the fair value increment amounting to ₱6,041.4 million, net of deferred income tax, is recognized in other comprehensive income, and accumulated in equity under "Revaluation surplus" account amounting to ₱8,268.1 million, net of deferred income tax.

Retained Earnings

The Group has gained a net income of ₱5,947.6 million and incurred ₱55.0 million in stock issuance costs which was charged against APIC for the twelve-month period ending 31 December 2023.

Material Changes to the Consolidated Statements of Comprehensive Income for the Twelve (12)-months ended 31 December 2023, compared to the Statements of Comprehensive Income for the Six (6)-months ended 31 December 2022

As of 31 December 2023, the Parent Company has subsidiaries that are in commercial operations.

| Horizontal and Vertical Analysis of Comprehensive Income December 31, 2023 vs. December 31, 2022 | | | | | | |
|--|----------------------------------|---------------------------------|---------------------|----------------|-------------------|---------------|
| Amounts in ₱0.00 | December 31, 2023 (12 months) | December 31, 2022 (6 months) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2023 | December 2022 |
| | | | Amount | Percentage | | |
| Revenue | 635,451,217 | - | 635,451,217 | 100.00% | 5.30% | 0.00% |
| Cost of sales | (327,103,277) | - | (327,103,277) | 100.00% | -2.73% | 0.00% |
| GROSS PROFIT | 308,347,940 | - | 308,347,940 | 100.00% | 2.57% | 0.00% |
| General and administrative expenses | (207,914,077) | (38,010,960) | (169,903,117) | 446.98% | -1.73% | 94.06% |

| | | | | | | |
|--|-----------------------|---------------------|-----------------------|------------------|----------------|----------------|
| Other income (Expense) | 6,008,335,292 | - | 6,008,335,292 | 100.00% | 50.12% | 0.00% |
| Finance costs | (167,232,021) | (4,532,695) | (162,699,326) | 3589.46% | -1.39% | 11.22% |
| Interest income | 29,993,447 | 2,398,960 | 27,594,487 | 1150.27% | 0.25% | -5.94% |
| INCOME (LOSS) BEFORE TAX | 5,971,530,581 | (40,144,695) | 6,011,675,276 | - | 49.81% | 99.34% |
| | | | | 14975.02% | | |
| Provision for income tax | 23,949,830 | 265,138 | 23,684,692 | 8932.97% | 0.20% | -0.66% |
| NET INCOME (LOSS) AFTER TAX | 5,947,580,751 | (40,409,833) | 5,987,990,584 | - | 49.61% | 100.00% |
| | | | | 14818.15% | | |
| Other comprehensive income | 6,041,394,357 | - | 6,041,394,357 | 100.00% | 50.39% | 0.00% |
| TOTAL COMPREHENSIVE INCOME (LOSS) | 11,988,975,107 | (40,409,833) | 12,029,384,940 | - | 100.00% | 100.00% |
| | | | | 29768.46% | | |

Revenue

From the date of the acquisition of Solar Philippines Assets and up to 31 December 2023, the Group has recorded a total of ₱635.5 million revenue, mainly contributed by SPCC, SPRC, and SPTC from the sale of electricity.

Cost of Sales

| Horizontal and Vertical Analysis of Comprehensive Income December 31, 2023 vs. December 31, 2022 | | | | | | |
|---|--------------------------------------|-------------------------------------|----------------------------|-------------------|--------------------------|----------------------|
| Amounts in ₱0.00 | December 31, 2023 (12 months) | December 31, 2022 (6 months) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2023 | December 2022 |
| | | | <i>Amount</i> | <i>Percentage</i> | | |
| Depreciation and amortization | 210,672,075 | - | 210,672,075 | 100.00% | 1.76% | 0.00% |
| Insurance | 26,389,038 | - | 26,389,038 | 100.00% | 0.22% | 0.00% |
| Manpower services | 25,163,828 | - | 25,163,828 | 100.00% | 0.21% | 0.00% |
| Security services | 12,569,952 | - | 12,569,952 | 100.00% | 0.10% | 0.00% |
| Salaries and wages | 11,123,826 | - | 11,123,826 | 100.00% | 0.09% | 0.00% |
| Inventories issued | 8,714,838 | - | 8,714,838 | 100.00% | 0.07% | 0.00% |
| Rental | 6,731,915 | - | 6,731,915 | 100.00% | 0.06% | 0.00% |
| Others | 25,737,805 | - | 25,737,805 | 100.00% | 0.21% | 0.00% |
| Cost of Sales | 327,103,277 | - | 327,103,277 | 100.00% | 2.73% | 0.00% |

Costs of sale of electricity include expenses incurred by those directly attributable to the generation of revenues from solar energy. From the date of the acquisition of Solar Philippines Assets and up to 31 December 2023, the Group has recorded total cost of sales of ₱327.1 million. This account mainly comprised of depreciation of the solar power plant and amortization of ROU Assets which accounted for 64% of the total Cost of Sales. Other components are plant insurance, plant maintenance, power plant preventive maintenance schedule, salaries and wages, utilities, and others.

General and Administrative Expenses

| Horizontal and Vertical Analysis of Comprehensive Income December 31, 2023 vs. December 31, 2022 | | | | | | |
|--|-------------------------------------|------------------------------------|---------------------|----------------|-------------------|------------------|
| Amounts in ₱0.00 | December 31, 2023 (12 months) | December 31, 2022 (6 months) | Horizontal Analysis | | Vertical Analysis | |
| | | | Increase/(Decrease) | | December 2023 | December 2022 |
| | | | Amount | Percentage | | |
| Taxes and licenses | 40,924,882 | 6,848,628 | 34,076,254 | 497.56% | 0.34% | -16.95% |
| Management fees | 32,040,000 | 12,800,000 | 19,240,000 | 150.31% | 0.27% | -31.68% |
| Professional fees | 67,000,766 | 6,401,289 | 60,599,477 | 946.68% | 0.56% | -15.84% |
| Depreciation and amortization | 5,560,646 | 2,584,193 | 2,978,453 | 115.26% | 0.05% | -6.39% |
| Bid related cost | 7,499,277 | - | 7,499,277 | 100.00% | 0.06% | 0.00% |
| Penalties and surcharges | 6,180,173 | 1,819,212 | 4,360,961 | 239.72% | 0.05% | -4.50% |
| Insurance | 7,503,489 | - | 7,503,489 | 100.00% | 0.06% | 0.00% |
| Trust fees | 3,218,271 | - | 3,218,271 | 100.00% | 0.03% | 0.00% |
| Rental | 8,252,107 | - | 8,252,107 | 100.00% | 0.07% | 0.00% |
| Government share | 3,620,537 | - | 3,620,537 | 100.00% | 0.03% | 0.00% |
| Benefits to host communities | 2,346,121 | - | 2,346,121 | 100.00% | 0.02% | 0.00% |
| Others | 23,767,808 | 7,557,638 | 16,208,170 | 214.46% | 0.20% | -18.70% |
| General and Administrative Expenses | 207,914,077 | 38,010,960 | 169,903,117 | 446.98% | 1.73% | -94.06% |

Taxes and Licenses

This account consists of the Group's payments for corporate business permit renewal, insurance-related taxes, land-related payments such as real property taxes, CTC of titles, tax declarations, DAR filing fees, etc. This also includes PSE listing maintenance fees.

Management Fee

For the twelve (12)-month periods ended 31 December 2023, and 2022, the management fees recorded amounted to ₱32.0 million and ₱12.8 million, respectively. The increase pertains to the recorded management fee for SPCC.

Professional Fees

These are audit fees, appraisal fees on properties of the Group, directors' fees, legal, and other consultancy services incurred by the Group. The significant increase to this account pertains to the legal fees related to the TSPI project.

Depreciation and Amortization

For the twelve (12)-month period ended 31 December 2023, the Group recognized amortization of ROU assets amounting to ₱5.2 million and the balance for the depreciation of other fixed assets.

Penalties and Surcharges

This pertains to the Group's payment of interest on tax deficiencies, amendments of 2022 BIR returns and PSE penalties for late disclosures.

Trust Fees

These are fees for the maintenance of the Group's trust accounts, specifically for SPNEC, SPTC and SPCC.

Rental

These are mostly vehicle rentals that the Group incurred in relation to the land acquisition for project development.

Government Share

The government share shall be equal to one percent (1%) of the gross income from the sale of electricity generated from solar energy operations. The amount recorded to this account pertains to SPCC and SPTC.

Benefits to Host Communities

Energy Regulations (E.R.) No. 1-94, grant financial benefits to the host communities/local government units (LGUs) of the energy-generation company and/or energy sources. This requires all energy generation companies and/or energy resource developers to provide financial benefits equivalent to one centavo per kilowatt-hour (₱0.01/kWh) of the total electricity sales of the generation facility to the region, province, city or municipality and barangay that host the generation facility, as well as establishment of corresponding trust accounts and the administration thereof by the Department of Energy. The amount recorded to this account pertains to SPCC and SPTC.

Bid Related Costs / Insurance

This account pertains to the amortization of performance/surety bond fees of the Group's various projects.

Others

This account consists of supplies, utilities, accommodations, repairs and maintenance, couriers and postages, and other operating expenses for plant operations of the Group. This also included provisions for impairment losses that the Group has recognized for the period.

Finance Costs

This account includes interest accretion on lease liabilities, accruals of interest on loan facilities of the Group, and others.

Other Income (Expense)

This account is mainly attributable to the remeasurement of its previously held interest in TSPI based on the provisional fair value which resulted in a remeasurement gain of ₱5,964.0 million.

Net Income

For the twelve-month period ended 31 December 2023, the Group has gained a net income of ₱5,947.6 million, which is basically due to the remeasurement gain of ₱5,964.0 million as discussed in the other income (expense) account.

Other Comprehensive Income

For the twelve (12)-month period ended 31 December 2023, the fair value increment amounting to ₱6,041.7.0 million, net of deferred income tax, pertains to the land of TNI, SPCC and SPTC.

Key Performance Indicators

| Ratio | Formula | December 2023 | December 2022 |
|-----------------|---|---------------|---------------|
| Current ratio | Dividing total current assets over total current liabilities | 7.65 | 16.52 |
| Acid test ratio | Dividing total current assets less inventory over total current liabilities | 7.63 | 16.52 |

| Ratio | Formula | December 2023 | December 2022 |
|------------------------------|--|---------------|---------------|
| Solvency ratio | Dividing net income excluding depreciation and non-cash provisions over total debt obligations | 0.70 | N/A |
| Debt-to-equity ratio | Dividing total liabilities over stockholders' equity | 0.21 | 0.07 |
| Asset-to-equity ratio | Dividing total assets over total stockholders' equity | 1.21 | 1.07 |
| Interest rate coverage ratio | Dividing earnings before interest and taxes of one period over interest expense of the same period | 36.70 | N/A |
| Net debt-to-equity Ratio | Dividing total interest-bearing debts less cash and cash equivalents over total stockholders' equity | -0.16 | N/A |
| Return on equity (%) | Dividing the net income (annual basis) by total stockholders' equity (average) | 14.02% | N/A |
| Return on assets (%) | Dividing the net income (annual basis) by the total assets (average) | 11.62% | N/A |

Market for Issuer's Common Equity and Related Stockholder Matters

Securities

As of the date of this Information Statement, the Issuer has an authorized capital stock of ₱7,750,000,000.00 divided into 75,000,000,000 common shares with a par value ₱0.10 per share and 25,000,000,000 preferred shares with a par value of ₱0.01 per share divided into 5,595,797,448 Class A preferred shares and 19,404,202,552 Class B preferred shares.

The total issued and subscribed capital stock of the Corporation is ₱5,201,347,025.52, divided into 50,073,050,000 common shares with a par value of ₱0.10 per share and 19,404,202,552 Class B preferred shares with a par value of ₱0.01 per share.

The Articles of Incorporation delegated to the Board of Directors of the Corporation the determination of the features of Class A Preferred Shares. Class B Preferred Shares, on the other hand, are (1) voting; (2) non-cumulative; (3) not entitled to any economic returns or dividends; (4) redeemable at the option of the Corporation, at issue price, and at such other terms and conditions as may be determined by the Board of Directors (and shall be immediately retireable upon redemption thereof); and (5) in the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), have preference over the Common Shares in respect of the assets of the Corporation available for distribution after payment of the liabilities of the Corporation.

Common shares are not entitled to pre-emptive rights.

Except for those exempt from the registration requirement under the Securities Regulation Code, no sales of unregistered securities were made in the past three (3) years.

No debt securities were registered or contemplated to be registered.

Stock Rights Offering

On 28 March 2022, pursuant to the approval of its BOD, SPNEC confirmed its plan to file the SRO based on its current unissued authorized capital stock of 1,875,649,995 shares, at an entitlement ratio of 1 share for every 1.28 shares held (from its current public float of 2,399,614,000 shares), at an offer price range that has been fixed at ₱1.60 to ₱1.76 per share, with the middle of this range being ₱1.68 per share.

On 8 April 2022, SPNEC filed with the SEC an application for Confirmation of Exempt Transaction covering the common shares to be issued relative to the SRO, pursuant to Section 10.1I (in respect of the Rights Offer) and 10.1(l) (in respect of the QB Take-Up) of the Securities Regulation Code ("SRC") under which the exemption is based. The SEC issued the Confirmation of Exempt Transaction on 19 July 2022.

On 18 August 2022, SPNEC notified the PSE of the final offer price of ₱1.50 per share, and offered the option to pay in installments, with a down payment of 25% and the balance of 75% within three months of the offer period.

On 15 September 2022, SPNEC completed its SRO and issued 1,875,649,995 new common shares for a total consideration of ₱2,813.5 million or at ₱1.50 par value. This resulted to an additional paid-in capital of ₱2,591.4 million, net of transaction costs of ₱34.5 million.

On 1 December 2022, SPNEC extended the payment period for partially paid Right Shares for a period of three months, from 5 December 2022 to 5 March 2023.

As of 31 December 2023 and 2022, subscription receivables resulting from those that subscribed on installment payment amounted to ₱1.3 million and ₱651.1 million, respectively.

As of 31 March 2025, 1,171,603 Rights Shares remain partially paid. The Issuer deems the remaining partially paid shares as delinquent shares in accordance with the terms of the Final Prospectus for the Rights Offer and the Revised Corporation Code. Specifically, all delinquent shares will be sold at auction pursuant to law. In case there are no bidders at such auction, the Issuer may purchase the delinquent shares, in which case they will become its treasury shares. Downpayments made on delinquent shares shall be forfeited in favor of the Issuer.

As of 31 March 2025, 50,071,878,397 of the Issuer's common shares are listed with the PSE.

Market Information

The Corporation's shares are traded on the Philippine Stock Exchange. The high and low sales prices of SPNEC shares for each quarter for the last two fiscal years and the first quarter of 2025 are as follows:

| | 2023 | | 2024 | | 2025 | |
|----------------|-------------|------------|-------------|------------|-------------|------------|
| | <i>High</i> | <i>Low</i> | <i>High</i> | <i>Low</i> | <i>High</i> | <i>Low</i> |
| Jan-Mar | 1.79 | 1.17 | 1.40 | 1.02 | 1.30 | 1.02 |
| Apr-Jun | 1.76 | 1.36 | 1.16 | 0.89 | - | - |
| Jul-Sep | Not Traded | Not Traded | 1.39 | 0.91 | - | - |
| Oct-Dec | 1.40 | 1.04 | 1.25 | 0.99 | - | - |

The closing price of the Corporation's common shares as of 31 March 2025 is ₱1.15 per share.

Holders

As of 31 March 2025, the Company had 29 stockholders. Below is the list of the Company's top twenty (20) stockholders as of 31 March 2025:

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| # | Stockholder | No. of Shares Held | Ownership Percentage |
|----|--|------------------------------|----------------------|
| 1 | Solar Philippines Power Project Holdings, Inc. | 18,643,050,000 ¹⁶ | 37.23% |
| 2 | MGen Renewable Energy, Inc. | 15,699,999,999 ¹⁷ | 31.35% |
| 3 | PCD Nominee Corporation (Filipino) | 6,663,321,598 ¹⁸ | 13.31% |
| 4 | Asia Pacific Institute for Green Development Inc. | 4,150,000,000 | 8.29% |
| 5 | PCD Nominee Corporation (Non-Filipino) | 1,735,493,929 | 3.47% |
| 6 | Metro Pacific Investments Corporation | 1,600,000,000 | 3.19% |
| 7 | Pamulinawen Holdings OPC | 1,580,000,000 | 3.15% |
| 8 | Myra P. Villanueva | 210,125 | 0.00% |
| 9 | Jose Ivan T. Justiniano or Ma. Jema V. Justiniano | 200,000 | 0.00% |
| 10 | Elvira M. Cruz or Bernardo A. Cruz | 200,000 | 0.00% |
| 11 | Johanna Theresa A. Cid | 100,000 | 0.00% |
| 12 | Mark Louie Apao | 100,000 | 0.00% |
| 13 | Myrna P. Villanueva | 89,062 | 0.00% |
| 14 | Milagros P. Villanueva | 89,062 | 0.00% |
| 15 | Richard Y. Tan | 50,000 | 0.00% |
| 16 | Marietta V. Cabreza | 44,531 | 0.00% |
| 17 | Juan Carlos V. Cabreza | 44,531 | 0.00% |
| 18 | Deme Rafael V. Abayon | 28,156 | 0.00% |
| 19 | Arturo B. Pagdonsolan or Evelyn Basilia D. Pagdonsolan | 15,000 | 0.00% |
| 20 | Josemaria Gabriel D. Fadri | 5,000 | 0.00% |

The public float of the Issuer as of 31 March 2025 is 11.719%. The drop in the Company's public float from 20.01% to 11.72% is temporary and solely due to the locking up of 4,150,000,000 common shares of Asia Pacific Institute for Green Development, Inc. pursuant to Article V, Part A, Section 8 of the Consolidated Listing and Disclosure Rules, as amended, of The Philippine Stock Exchange, Inc. The locking up of the shares is a condition to the continued listing of a total of 40,073,050,000 common shares (which include the 4,150,000,000 shares) owned by Solar Philippines Power Project Holdings, Inc., MGen Renewable Energy, Inc., Asia Pacific Institute for Green Development, Inc., and Pamulinawen Holdings OPC. The Company's public float will return to at least 20.01% when the lock-up period ends on 2 September 2025.

Note that the agenda for the Annual Stockholders' Meeting does not relate to an acquisition, business combination, or other reorganization. Also, no securities will be issued in connection with an acquisition, business combination, or other reorganization.

Background of Shareholders Owning At Least 10% of the Total Outstanding Stock

1. MGen Renewable Energy, Inc.

MGen Renewable Energy, Inc. ("**MGreen**") is the renewable energy arm of Meralco PowerGen Corporation ("**MGen**"), which is focused on investing in and developing energy projects that utilize clean and sustainable energy sources. MGreen plays a vital role in the attainment of MGen's goal of building a balanced power generation portfolio.

Currently, MGreen has an RE portfolio that includes the PowerSource First Bulacan Solar Inc. (BulacanSol), a 55MWac solar plant in San Miguel, Bulacan in partnership with PowerSource Energy Holdings Corporation; the Nuevo Solar Energy Corp. (NSEC), a 68MWac solar farm in Currimaos, Ilocos Norte with Vena Energy's Pasuquin Energy Holdings Inc. and the PH Renewables, Inc. (PHRI), a 75MWac solar farm in Baras, Rizal with Mitsui & Co.'s Mit-Renewables Philippine Corporation. The Company is also developing a 49 MWac solar power plant in Cordon, Isabela and an 18.75 MWac solar power plant in

¹⁶ Does not include 350,572,998 common shares which are scrippless and indirectly held or currently under the name of PCD Nominee Corporation (Filipino).

¹⁷ Does not include 2,173,913,000 common shares, which are scrippless and indirectly held or currently under the name of PCD Nominee Corporation (Filipino), and 19,404,202,552 voting Class B preferred shares which are unlisted.

¹⁸ Includes 1,171,603 partially paid shares which remain unlisted.

Bongabon, Nueva Ecija. MGreen also signed an investment agreement with Vena Energy (Vena) to jointly develop, construct and operate the 450MW Bugallon Solar Power Project in Bugallon, Pangasinan.

2. Solar Philippines Power Project Holdings, Inc.

SP Project Holdings is a domestic holding corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at 112 Legaspi Street, Legaspi Village, Barangay San Lorenzo, Makati City. Among others, it was primarily created to invest in, hold, purchase, acquire, lease, contract, or otherwise, within the limits allowed by law, any and all real and personal properties of every kind and description whatsoever which it may deem necessary or appropriate. However, SP Project Holdings shall not act as dealer and broker of securities.

3. PCD Nominee Corporation

PCD Nominee Corporation is a wholly owned subsidiary of the PDTC, a corporation established to improve operations in securities transactions and to provide a fast, safe, and highly efficient system for securities settlement in the Philippines. PCD Nominee Corporation acts as trustee-nominee for all shares lodged in the PDTC system, where trades effected on the PSE are finally settled with the PDTC.

PDTC is a private institution established in March 1995 to improve operations in securities transactions. Regulated by the SEC, PDTC is owned by major capital market players in the Philippines, namely the PSE, Bankers Association of the Philippines, Financial Executives Institute of the Philippines, Development Bank of the Philippines, Investment House Association of the Philippines, Social Security System, and Citibank N.A.

All PSE-member brokers are participants of the PDTC. Other participants include custodian banks, institutional investors, and other corporations or institutions that are active players in the Philippine equities market.

Dividends

The Issuer is authorized to distribute dividends out of its surplus profit, in cash, properties of the Issuer, shares of stock, and/or securities of other companies belonging to the Issuer. Dividends paid in the form of cash or property are subject to approval of the Board of Directors. Dividends paid in the form of additional shares are subject to the approval of the Board of Directors and stockholders that own at least two-thirds (2/3) of the outstanding capital stock of the Issuer. In case the stock dividends will be coming from an increase in authorized capital stock, such declaration shall be subject to SEC approval. Holders of outstanding common shares as of a dividend record date will be entitled to full dividends declared without regard to any subsequent transfer of such shares.

On 6 September 2021, the Board of Directors approved its dividend policy that gave the Board of Directors the discretion to declare dividends as they see fit after considering the funding requirements for future projects subject to the requirements of applicable laws and regulations, capital expenditure requirements, compliance with the Issuer's covenants, if any, and other circumstances that may restrict the payment of dividends. There can be no guarantee that the Issuer will pay any dividends in the future. Dividends may be declared only from the Issuer's unrestricted retained earnings.

The Issuer has not declared any kind of dividend to its shareholders since its incorporation.

Exempt Transactions

On 19 July 2022, the Corporation received a letter from the SEC confirming that its planned SRO as previously described is a transaction exempt from the registration requirements of the Securities Regulation Code (the "SRC").

The shares offered for subscription exclusively to existing eligible shareholders in proportion to their percentage of shares being held as of the record date set (the "**Rights Offer**"), provided that no commission or other remuneration shall be paid or given directly or indirectly in connection with the said subscription, is an exempt transaction under Section 10.1 (e) of the SRC. Further, the subscription of shares not subscribed to after the mandatory second round of the Rights Offer by the Institutional Investors is likewise an exempt transaction under Section 10.1 (l) of the SRC. The SEC's confirmation of exemption was made subject to certain conditions and requirements under the implementing rules and regulations of the SRC.

On 30 November 2023, the Corporation entered into a Subscription Agreement with MGreen for the latter to subscribe to 15,700,000,000 common shares of stock at a subscription price of One Peso (Php1.00) per share and 19,404,202,552 preferred shares at a subscription price of One Centavo (Php0.01) per share, subject to the approval of the Corporation's increase in authorized capital stock by the SEC which was obtained on 19 January 2024. This is an exempt transaction under Sections 10.1 (i) and (k) of the Securities Regulation Code as an issuance to support an increase in authorized capital stock and issuance of securities to fewer than 20 persons in the Philippines during any twelve-month period, respectively.

Item 12. Legal Proceedings

To the best of the Company's knowledge, it is not involved in any material legal proceedings and is not aware of any such proceedings pending or threatened against it or any of its properties, which are or might be material.

Its affiliates are involved in a few routine criminal cases for complaints of theft or pilferage of company property. The group does not consider any of these as material as these legal proceedings will not affect the daily operations of its business, nor will they have a material effect on the present financial position of the group.

The Company and another subsidiary, SPTC, have filed applications for rate approval before the Energy Regulatory Commission ("ERC") which are required in the ordinary course of business for a company engaged in the business of renewable energy development, operation, and production. The Company and SPTC have been issued interim reliefs by the ERC for its power supply agreements with load customers.

The Company's subsidiary, TSPI, has a pending application with the ERC for the approval of a dedicated point-to-point limited transmission facilities, but it does not consider this material as the filing of such applications is done in the ordinary course of business.

Item 13. Mergers, Consolidations, Acquisitions, and Similar Matters

There is no action or matter to be taken up in the Annual Meeting with respect to merger, consolidation, acquisition, sale, liquidation, dissolution, and similar matters.

Item 14. Acquisition or Disposition of Property

There is no action or matter to be taken up in the Annual Meeting with respect to the acquisition or disposition that constitutes all or substantially all the assets or property of the Company.

Item 15. Restatement of Accounts

There is no action or matter to be taken up with respect to the restatement of any asset, capital, or surplus account of the Company.

E. CORPORATE GOVERNANCE

As a leading player in the renewable energy sector, the Company strives to operate with a strong commitment to corporate governance principles to ensure transparency, accountability and ethical conduct across all its operations.

Board of Directors

The Company's Board of Directors is responsible for providing strategic guidance, overseeing management, and safeguarding the interests of stakeholders. Comprising seasoned professionals with diverse expertise in energy, finance, legal, and environmental sectors, the Board operates with the highest standards of integrity and independence.

The key functions of the Board of Directors include:

- **Strategic Oversight:** The Board actively participates in the formulation and review of corporate strategy, ensuring alignment with the company's long-term goals and interests of stakeholders.
- **Risk Management:** Through regular risk assessments and mitigation strategies, the Board identifies and addresses potential risks to the company's operations, financial performance, and reputation.
- **Compliance and Ethics:** The Board oversees compliance efforts and promotes a culture of ethics and integrity throughout the organization.

Executive Management

The Company's Executive Management team is responsible for day-to-day operations and implementing the strategic directives set by the Board of Directors.

The key responsibilities of Management include:

- **Operational Excellence:** The management team focuses on optimizing operational efficiency and maximizing the performance of the Company's solar power projects, ensuring reliable and sustainable energy generation.
- **Financial Stewardship:** Through prudent financial management and strategic investments, the management team aims to drive revenue growth, profitability, and long-term value creation for shareholders.
- **Stakeholder Engagement:** Management maintains open communication channels with stakeholders, including investors, employees, customers, and communities, to address concerns, gather feedback, and foster trust and collaboration.
- **Sustainability and Innovation:** The Company is committed to driving innovation in renewable energy technologies and practices. Management seeks initiatives to enhance environmental sustainability, minimize carbon footprint, and contribute to the transition to a low-carbon economy.

Corporate Governance Policies and Practices

The Company is dedicated to upholding the highest standards of corporate governance to safeguard the interests of its stakeholders and drive sustainable growth in the renewable energy sector. Through effective oversight, transparent practices, and ethical leadership, the Company remains committed to achieving its mission of advancing clean energy solutions for a greener future.

The Company upholds robust corporate governance policies and practices to ensure transparency, accountability, and ethical behavior at all levels of the organization. In line with this, the Corporation adopted its Manual on Corporate Governance which embodies the guiding principles for the Board, its committees, and management. The Audit and Risk, Corporate Governance, and Related Party Transactions Committees were created to oversee specific areas of corporate governance and provide informed recommendations to the Board of Directors.

The Company further adopted an Ethics Policy and Employee Code of Conduct and Ethics to set forth the ethical standards and principles that govern the conduct of all employees to ensure that all employees practice sound judgment, fairness, honesty, integrity, and trustworthiness. These policies include provisions against conflict of interest, anti-bribery and insider trading.

The Company's Environmental, Health and Safety Management Manual outlines its programs, rules, and regulations covering workplace efforts to protect the health and safety of employees, the public, and the environment from hazards that may arise from operations.

The Company maintains open and transparent communication with stakeholders by regularly disclosing relevant information through financial reports, press releases, and corporate filings, in accordance with regulatory requirements.

Deviations from the Manual on Corporate Governance

The Corporate Governance Manual states that the chairperson of the Audit and Risk Management Committee should not be the chairperson of any other committees. Initially, the Company had three (3) independent directors who each chaired one of the three (3) board committees. However, with the resignation of one of the independent directors, Mr. Pedro Emilio O. Roxas, the Corporate Governance Committee was left without a chairperson. Pending his replacement, Ms. Lydia B. Echauz, who is the Chairperson of the Audit and Risk Management Committee, has been acting as chairperson of the meetings of the Corporate Governance Committee.

The Board of Directors did not perform an annual self-evaluation and performance appraisal in 2024 as the policy and forms are still in the process of being drafted and reviewed. They are targeted to be accomplished within the year. The directors have not made any disclosures on self-dealing and related party transactions other than those discussed under the section on related party transactions.

Plans to Improve Corporate Governance

The Company is currently in the process of transition due to the changes in control and management, and as such, the Company is actively evaluating changes to its Manual on Corporate Governance, charters, and policies for further improvement and to align with industry standards and best practices. The Board Committees are currently undergoing restructuring and their charters are under review with the view of enabling them to take a more proactive role in safeguarding corporate governance practices within the Company.

Continuous training is also being undertaken by members of the Board of Directors and Management for better understanding and appreciation of the corporate governance principles and best practices. For the year 2024, the following directors and officers have submitted their corporate governance training certificates to the SEC and the PSE:

1. Mr. Manuel V. Pangilinan
2. Mr. Emmanuel V. Rubio
3. Mr. Lance Y. Gokongwei
4. Ms. Lydia B. Echauz
5. Mr. Ryan Jerome T. Chua
6. Mr. Benjamin I. Espiritu
7. Mr. Dennis B. Jordan
8. Mr. Rochel Donato R. Gloria
9. Atty. Amanda Roselle A. Bengson¹⁹
10. Atty. Jo Marianni P. Ocampo-Jalbuena
11. Atty. Doris S. Te

F. OTHER MATTERS

Item 16. Action with Respect to Reports

The following reports will be presented to the stockholders present or represented at the meeting for them to take note of and/or approve:

1. Minutes of the Special Meeting of the Stockholders held on 23 January 2025,
2. Annual Report of the President, and
3. Audited Financial Statements for the fiscal year ended 31 December 2024.

A copy of (1) is attached hereto as Annex “A,” while a copy of (3) is attached hereto as **Annex “E.”**

The following matters approved by the Board of Directors will be presented to the stockholders for approval:

1. Appointment of SGV as the Company’s external auditor for the ensuing year,
2. Amendment of Article I [Meetings of Stockholders], Section 1 [Regular Meetings] of the By-Laws for the purpose of changing the date of the annual stockholders’ meeting, and
3. Ratification of acts, resolutions, and decisions of the Board of Directors and Management from 23 January 2025 up to 26 May 2025.

Item 17. Amendment of Charter, By-Laws, or Other Documents

Amendment of the By-Laws to Change the Date of the Annual Stockholders’ Meeting

The amendment pertains to Article I [Meetings of Stockholders], Section 1 [Regular Meetings] of the By-Laws to change the date of the annual stockholders’ meeting from the first Monday of May each year to the fourth Monday of May each year. The proposed amendment is being suggested to give the Company sufficient time to prepare reportorial requirements such as financial statements that are needed in relation to the holding of the Company’s annual stockholders’ meeting and to align with the holding by other corporations within the conglomerate of their respective annual meetings.

¹⁹ Resigned effective 3 February 2025.

Item 18. Other Proposed Action

1. Election of the members of the Board of Directors, including the independent directors, for the ensuing year,
2. Appointment of SGV as external auditor of the Company for the ensuing fiscal year, and
3. Ratification of acts, resolutions, and decisions of the Board of Directors and Management beginning 23 January 2025 up to 26 May 2025

Item 19. Voting Procedures

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

1. All stockholders of record as of 6 May 2025 are entitled to participate and vote in the Annual Meeting. Questions and comments may be sent to mgengrp_sec@meralcopowergen.com not later than 22 May 2025 and shall be limited to the items in the Agenda.
2. Stockholders entitled to participate and vote in the Annual Meeting may vote in person, by proxy, or by remote communication or *in absentia* as provided in this Information Statement, subject to validation procedures. The URL for the online voting platform is <https://conveneagm.com/ph/SPNEC2025ASM>.²⁰ A stockholder voting via remote communication or *in absentia* shall be deemed present for purposes of quorum.
3. Each of the proposed resolutions will be posted on the online voting platform for those voting *in absentia*. For those voting during the meeting, each proposed resolution will be shown on the screen as the same is taken up.
4. Election of directors shall be by plurality of votes and every stockholder entitled to vote has the option to cumulate his/her votes. Specifically, a stockholder may vote such number of shares registered in his/her name as of the record date for as many persons as there are directors to be elected or he/she may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his/her shares shall equal, or he/she may distribute them on the same principle among as many candidates as he/she may see fit; provided, that the total number of votes cast by him/her shall not exceed the number of shares owned by him/her as shown in the books of the Company and records of its Stock Transfer Agent multiplied by the whole number of directors to be elected (Revised Corporation Code, Section 23). There are no stated conditions precedent to the exercise of cumulative rights. Each outstanding share of stock shall be counted as one (1) vote. The total number of votes that may be cast by a stockholder of the Company is computed as follows: No. of Shares Held on Record as of Record Date x No. of Directors to be Elected. The nominees receiving the highest number of votes will be declared elected.
5. For motions on the amendment of the Articles of Incorporation in connection with the change in date of the Company's annual stockholders' meeting, each stockholder entitled to vote shall be entitled to one (1) vote per share. Pursuant to the Revised Corporation Code, a vote comprising two-thirds (2/3) of the Company's issued and outstanding capital stock shall be required to approve a motion to amend the Company's Articles of Incorporation.
6. For the remaining agenda items, majority vote of shares present or represented at the Annual Meeting shall be sufficient for approval.
7. The Company's accredited service provider will tabulate all votes received and the Stock Transfer Agent and the Corporate Secretary or Assistant Corporate Secretary will validate the results. The Corporate Secretary or Assistant Corporate Secretary will report the results of the voting during the meeting.

Votes Required for the Amendment of By-Laws

Approval by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock will be required for the above subject.

Votes Required for Other Items on the Agenda

Approval by the stockholders representing at least a majority of the outstanding capital stock present or represented at the meeting will be required for other items on the agenda.

²⁰ The registration/video conferencing link will become live on 5 May 2025.

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER WITH A PRINTED COPY OF THIS INFORMATION STATEMENT AND THE COMPANY'S ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2024 FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED HERETO AND THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF THIS INFORMATION STATEMENT AND THE ANNUAL REPORT SHALL BE ADDRESSED TO THE COMPANY'S CORPORATE SECRETARY, ATTY. JO MARIANNI P. OCAMPO-JALBUENA, AND E-MAILED AT MGENGRP_SEC@MERALCOPOWERGEN.COM.

[Signature page follows]

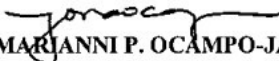
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Information Statement is true, complete, and correct.

Pasig City, Philippines, 16 April 2025.

SP NEW ENERGY CORPORATION

By:


JO MARIANNI P. OCAMPO-JALBUENA
Corporate Secretary

ANNEXES

1. ANNEX A – Minutes of the Special Stockholders' Meeting Held on 23 January 2025
2. ANNEX B – Corporate Secretary's Certification
3. ANNEX C – Independent Director's Certification
4. ANNEX D – Independent Director's Certification
5. ANNEX E – Consolidated Audited Financial Statements for the Year Ended 31 December 2024

ANNEX “A”

**Minutes of the Special Meeting of the Stockholders
dated 23 January 2025**

[Attached]

**MINUTES OF THE SPECIAL MEETING
OF THE STOCKHOLDERS OF
SP NEW ENERGY CORPORATION¹**

Held via remote communication (Convene),
on 23 January 2025 at 10:00 in the morning

ATTENDANCE:

| | |
|--|---|
| Total Number of Shares Present: | 36,885,832,004 common shares 19,404,202,552 preferred shares |
| Total Number of Outstanding Voting Shares: | 50,073,050,000 common shares 19,404,202,552 preferred shares |
| Percentage of Shares Present: | 81.02% |

Directors Present:

| | |
|----------------------------|-----------------------------|
| Manuel V. Pangilinan | - Chairman |
| Leandro Antonio L. Leviste | - Vice Chairman |
| Lance Y. Gokongwei | - Director (via Convene) |
| Emmanuel V. Rubio | - Director |
| Hazel Iris P. Lafuente | - Director (via Convene) |
| Ryan Jerome T. Chua | - Director |
| Lydia B. Echauz | - Lead Independent Director |
| Benjamin I. Espiritu | - Independent Director |

Also Present:

| | |
|--|---|
| Rochel Donato R. Gloria | - Treasurer and Chief Financial Officer |
| Jo Marianni P. Ocampo-Jalbuena | - Corporate Secretary |
| Doris S. Te | - Assistant Corporate Secretary |
| Representatives from the Trust Banking Group-Fiduciary Services Division of the Philippine National Bank | Stock Transfer Agent |
| Representatives from Picazo Buyco Tan Fider & Santos | - External Counsel |
| Representatives from Azeus | - Platform and virtual solutions provider |

I. CALL TO ORDER

Mr. Manuel V. Pangilinan, the Chairman, called the meeting to order at 10:05 AM, and presided over the same. Atty. Jo Marianni P. Ocampo-Jalbuena, the Corporate Secretary, acted as secretary and recorded the minutes thereof. The Chairman welcomed the attendees to the meeting and acknowledged the presence of the board of directors, and the corporate officers, as well as the representatives of Trust Banking Group-Fiduciary Services Division of the Philippine National Bank, the stock transfer agent; Picazo Buyco Tan Fider & Santos, the external counsel; and Azeus, the platform and virtual solutions provider for the meeting. He also informed those present that the proceedings were being digitally recorded.

II. CERTIFICATION OF NOTICE AND QUORUM

¹ Subject to the approval of stockholders in the next stockholders' meeting.

The Chairman asked the Corporate Secretary if notices were duly sent to the stockholders of record as of the record date and if there was a quorum present in the meeting.

The Corporate Secretary explained that, in accordance with the Corporation's by-laws and the rules of the Securities and Exchange (SEC) Commission, written notice of the meeting was published in the business sections of Manila Times and Business Mirror, both in print and online format, on December 26 and 27, 2024. The supporting Affidavits of Publication were submitted for the record. She added that the notice with agenda, together with a copy of the Definitive Information Statement and the Audited Financial Statements, was posted on the company's website and disclosed through the Philippine Stock Exchange (PSE) EDGE. Thereafter, the Corporate Secretary certified that the notice of meeting was duly provided to all stockholders of record as of 3 January 2025, the record date fixed by the board of directors.

Further, the Corporate Secretary reported that based on the tally of those who successfully registered for the meeting and the validated proxies, a total of 36,885,832,004 common shares and 19,404,202,552 preferred shares or 81.02% of the Corporation's total outstanding capital stock was present. Thus, she certified that a quorum existed for the valid transaction of business.

The mode of attendance of the stockholders present and the respective percentages of the outstanding shares are set forth below:

| Mode of Attendance | Number of Shares | % of Total Outstanding Shares |
|--|------------------|-------------------------------|
| Via Proxy | 56,276,156,549 | 81.00% |
| Remote communication/ voting <i>in absentia</i> | 13,878,002 | 0.02% |
| In person | 5 | 0.00% |

III. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING ON 10 MAY 2024

The next item on the agenda was the approval of the minutes of the previous Annual Stockholders' Meeting held on 10 May 2024. The Corporate Secretary confirmed that a copy of the minutes was made available on the website of the Corporation and attached to the Information Statement which was also posted on the website, as well as on PSE EDGE.

The Chairman informed the stockholders that if they had any questions on this item, they may submit the same through the stockholders' portal. He further stated that the stockholders may vote through the online portal, with the results to be reported at the end of the meeting.

IV. CREATION OF SECURITY INTEREST OVER SPNEC SHARES IN TERRA SOLAR PHILIPPINES INC. ("TSPI") AND IN TERRA NUEVA INC. ("TNI") IN RELATION TO THE PROJECT FINANCING, EXECUTION OF THE NECESSARY DOCUMENTATION, AND DESIGNATION OF AUTHORIZED REPRESENTATIVES FOR THE TRANSACTION

The Chairman proceeded to the next item on the agenda which was the creation of security interest over SPNEC shares in Terra Solar Philippines Inc. ("TSPI") and in Terra Nueva Inc. ("TNI") in relation to the project financing, the execution of the necessary documentation, and the designation of authorized representatives for the transaction.

Mr. Rochel Donato R. Gloria, Treasurer and Chief Financial Officer, presented an overview of the “Terra Solar Project”, which is the Philippines’ largest integrated Solar PV + BESS project, that is being developed by TSPI, a wholly owned subsidiary of the Corporation. On the other hand, TNI, also a wholly owned subsidiary of the Corporation, will own approximately 3,500 ha of land that will be leased by TSPI to be used for the Terra Solar Project.

Mr. Gloria presented the following highlights and the key terms and conditions of the project financing:

Highlights

- ✓ Largest planned PV and BESS installation in the world – to be constructed on an optimal land plot of c.3,500 hectares of land, equipped with favorable conditions for solar generation
- ✓ Secured a 20-year Power Supply Agreement with MERALCO with an approved tariff by the Energy Regulatory Commission
- ✓ Executed EPC contracts for onshore and offshore scopes of work
- ✓ Ongoing discussions for a 15-year senior secured term loan facility of up to P150Bn from a syndicate of six (6) banks with 75% debt-to-equity ratio
- ✓ Project has secured key permits and licenses including SEOC, BOI, and ECC
- ✓ TNI’s acquisition of lands for the project site is ongoing.

Key Terms and Conditions

TSPI and TNI to enter into separate Omnibus Loan and Security Agreements with syndicate of lenders to provide senior secured term loan facility to finance construction of the Terra Solar Project and acquisition of project site, respectively.

| | TSPI | TNI |
|-----------------------------------|--|---|
| Facility Amount | Up to P150 Billion | Up to P15 Billion |
| Lead Arranger/s | BDO Capital | SB Capital, PNB Capital and CBC Capital |
| Facility Agent/Security Trustee | BDO Trust and Investment Group | SB Trust and Asset Management Group |
| Tenor | 15 years from Initial Drawdown | 15 years from Initial Drawdown |
| Benchmark Rate (5yrs, 7 or 8yrs) | Applicable BVAL | Applicable BVAL |
| Initial Spread | 130bps | 115 bps |
| Step-Down Rates | | |
| Phase 1 COD | Less 20 bps | None |
| Phase 2 COD | Less 5 bps | Less 15 bps |
| Spread after COD | 105 bps | 100 bps |
| Floor | BSP Overnight RRP Rate plus 25 bps | BSP Overnight RRP Rate plus 25 bps |
| Security | (1) Pledge of Shares (2) REM on Leasehold Rights and other Real Properties (3) PPSA on Personal Properties (other than shares) (with interim CHM registration) | (1) Pledge of Shares (2) REM on Lands and other Real Properties (3) PPSA on Personal Properties (other than shares) (with interim CHM registration) |
| Financial Covenants | (1) DSCR 1.05x (2) DER 75:25 | (1) DSCR 1.05x (2) DER 75:25 |

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The Chairman informed the stockholders that if they had any questions on this item, they may submit the same through the stockholders’ portal. He further stated that the stockholders may already vote through the online portal, with the results to be reported at the end of the meeting.

V. RATIFICATION OF ACTS, RESOLUTIONS AND DECISIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT BEGINNING 10 MAY 2024

The Chairman next discussed the ratification of acts, resolutions and decisions of the Board of Directors and Management since the last stockholders’ meeting. These actions were taken in the general conduct of business.

The Chairman informed the stockholders that if they had any questions on this item, they may submit the same through the stockholders' portal. He further stated that the stockholders may already vote through the online portal, with the results to be reported at the end of the meeting.

VI. OTHER MATTERS

The Chairman inquired if there were any questions coming from the stockholders, who were given time to send in their questions and comments in the online platform's chatbox. The Corporate Secretary reported that there was only one question received from Mr. Cheyenne Francis B. Batnag, sent through the online portal. His query was:

What is the status in the compliance with certain conditions, including securing the necessary government approvals on or before March 31, 2025, under the Share Subscription Agreement between Terra Solar and Actis? And kindly provide a road map of when you will be able to fully deploy the investment from Actis.

This was referred to the Chief Financial Officer, who replied that certain conditions for the acquisition of Actis of 40% stake in TSPI have already been met, such as the approval of the Philippine Competition Commission and approval of the increase in authorized capital stock by the Securities and Exchange Commission. Another requirement is the drawdown condition for the financing of the Terra Solar project which was the subject of discussion that morning. With regard to the second part of the query, he said that they have a cash flow projection representing several milestones as provided in the various engineering, procurement and construction and supply agreements. Based on the forecast, it was estimated that the Actis investment would be fully utilized by the completion of the construction of the Terra Solar Project.

After thanking the Chief Financial Officer, the Chairman asked the Corporate Secretary to announce the results of voting.

Voting Results

(I) APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING

The Corporate Secretary stated that for the approval of the minutes of the previous Annual Stockholders' Meeting held on 10 May 2024, which required majority vote of shares present or represented at the meeting, 56,281,674,550 shares or 99.99% of the Corporation's outstanding capital stock present or represented at the meeting voted to approve.

| Total Shares Present | Total Votes Cast | Votes in Favor | Votes Against | Abstention | % of Total Shares Present |
|-----------------------------|-------------------------|-----------------------|----------------------|-------------------|----------------------------------|
| 56,290,034,556 | 56,281,674,550 | 56,281,674,550 | 0 | 0 | 99.99% |

Since only a majority vote of those present was necessary to carry the motion, the following resolutions were thus approved:

RESOLVED, that the stockholders of the Corporation approve, as they hereby approve, the Minutes of the Annual Stockholders' Meeting held on 10

May 2024.

(2) 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

For the creation of security interest over SPNEC shares in TSPI and TNI for the project financing, which required at least two-thirds (2/3) vote of the outstanding capital stock of the Corporation, the Corporate Secretary reported that 56,281,674,550 shares or 81.01% of the Corporation’s outstanding capital stock voted to approve.

| Total Outstanding Capital Stock | Total Votes Cast | Votes in Favor | Votes Against | Abstention | % of Total Outstanding Capital Stock |
|--|-----------------------------|---------------------------|--------------------------|-------------------|---|
| 69,477,252,552 | 56,281,674,550 | 56,281,674,550 | 0 | 0 | 81.01% |

Since more than two-thirds of the outstanding capital stock voted in favor of the proposal, the following resolutions were **APPROVED**:

For TSPI

WHEREAS, SP NEW ENERGY CORPORATION (“SPNEC” or the “Corporation”) is the legal and/or beneficial owner of 100% of the outstanding capital stock of **TERRA SOLAR PHILIPPINES, INC. (“TSPI”)**;

WHEREAS, the Board of Directors of TSPI has authorized TSPI to finance, and procure syndicated secured long-term financing under such terms and conditions agreed upon between TSPI and the lender/s (the “**Financing**”) for (i) the acquisition, design, development, construction, completion, financing, testing and start-up of an approximately 3,500 megawatt solar photovoltaic power plant and 4,500 MWh battery energy storage system project, including the transmission lines, located in the Provinces of Nueva Ecija and Bulacan (the “**Project**”); (ii) the costs for obtaining such Financing, including but not limited to the principal amount, interest, financing fees, upfront fees, commitment fees, legal costs, professional fees, development costs, development fees and all incidental fees, costs and expenses in connection therewith; and/or (iii) refinancing of existing indebtedness incurred for the Project;

NOW THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized, to grant a security interest over its relevant assets in favor of the lender/s under the Financing, and in this regard, authorizes and empowers the Corporation to:

- (i) enter into, negotiate, approve, execute, deliver, and perform its obligations under the Omnibus Loan and Security Agreement (the “**Omnibus Agreement**”) and all their relevant constitutive parts and sub-parts, including, without limitation, general provisions, loan facility agreement, personal property security agreement, mortgage agreement, project accounts agreement, and security supplement

agreements, if any, with (1) TSPI as Borrower, and Mortgagor and Security Grantor, (2) the Corporation as the Sponsor and Shares Security Grantor, (3) BDO Unibank, Inc., Security Bank Corporation, China Banking Corporation, Philippine National Bank, Bank of the Philippine Islands, and Metropolitan Bank & Trust Company as the Lenders; (4) BDO Capital & Investment Corporation as Lead Arranger; and (5) BDO Unibank, Inc. – Trust and Investments Group as Facility Agent and Security Trustee, for an aggregate principal amount of up to PHP150,000,000,000.00 or seventy five percent (75%) of the Project Costs (the “**Loan**”), and such further agreements, instruments, schedules, annexes, exhibits, supplements, amendments, notices, deeds, certifications, and/or documents related, connected, antecedent, supplemental, consequential, or amendments to the foregoing, and as may be required, necessary, convenient, or appropriate for purposes of giving effect to, consummating, completing, or procuring the performance, completion, and implementation of all or any of the transactions contemplated by, referred to in, arising under, from or related to the Omnibus Agreement (collectively, “**Related Documents**”) with any such persons or entities expressed to be parties to such Related Documents;

- (ii) Authorize the registration of the Omnibus Agreement, the relevant Related Documents, and any and all security interests created therein with the relevant Registries of Deeds, the electronic registry contemplated under the Personal Property Security Act and other competent authority for and on behalf of the Corporation; and
- (iii) Engage the services of professional advisors, legal counsels and other agents to assist the Corporation in negotiating the terms of the Omnibus Agreement and Related Documents;

RESOLVED, FURTHER, that the Stockholders of the Corporation hereby approve, affirm, confirm and ratify the authority of the Corporation to enter into, negotiate, execute, approve, affirm, confirm, ratify, deliver, and perform its obligations under the Omnibus Agreement and any Related Documents with any such persons or entities expressed to be parties to such Related Documents, under such terms and conditions as the parties or entities thereto may agree upon;

RESOLVED, FURTHER, that pursuant to the Financing, the Stockholders of the Corporation hereby authorize the Corporation to provide support to TSPI and the Project by constituting a first priority lien and security interest, in favor of the Security Trustee (for the benefit of the Secured Parties), over all of the Corporation’s shares of the capital stock, existing or future/after-acquired shares, in TSPI (“**Borrower Shares**”), and any present or future stockholder advances to TSPI, and to do any act or execute any document or certification to give effect to the foregoing under the terms of the Omnibus Agreement, including the delivery of the stock certificates, irrevocable proxies, stock powers duly executed in blank, and other documents required under the Omnibus Agreement covering the Borrower’s Shares to the Security Trustee;

RESOLVED, FURTHER, that the Corporation authorizes the Corporate Secretary and/or Assistant Corporate Secretary of the Borrower to annotate

the security interest granted in favor of the Security Trustee (for the benefit of the Secured Parties) under the Financing with respect to the Borrower Shares, in the stock and transfer book of the Borrower and to submit to the Security Trustee (for the benefit of the Secured Parties), the sworn certification of the Corporate Secretary or Assistant Corporate Secretary attesting to and confirming such recordation and a certified copy of the relevant page of the Borrower's stock and transfer book reflecting such record;

RESOLVED, FURTHER, that any two (2) of the following directors or officers of the Corporation, whose specimen signatures appear in Annex "A", acting jointly, be as they are hereby, authorized to review, evaluate and negotiate the terms of all agreements, documents and undertakings to give effect to the Financing, and to sign, execute and deliver, for and on behalf of the Corporation, all deeds, documents, contracts, agreements, and instruments necessary for, or in connection with, the Financing, as the following directors or officers may deem to be beneficial to the Corporation, and to perform such further acts and deeds as may be necessary, convenient or appropriate to give force and effect to these the foregoing resolutions:

| NAME | POSITION |
|----------------------|--------------------------|
| Emmanuel V. Rubio | President/CEO |
| Dennis B. Jordan | Chief Operations Officer |
| Rochel Donato Gloria | Treasurer and CFO |

RESOLVED, FURTHER, that if the above-named signatories deem it necessary for administrative convenience, Jo Marianni P. Ocampo-Jalbuena is hereby authorized to sign and to initial each and every page of all documents, contracts, agreements, instruments, and deeds necessary for or in connection with the Financing;

RESOLVED, FURTHER, that the authority granted and any delegation made hereunder, shall remain in full force and effect until revoked by the Stockholders of the Corporation and shall be valid and binding against the Corporation, and any amending resolution as may be approved hereafter by the Stockholders of the Corporation shall only have prospective effect and be binding on the agents only upon receipt by such agents of a certification from the Corporate Secretary or Assistant Corporate Secretary of the Corporation on such amending resolution;

RESOLVED, FURTHER, that the Stockholders of the Corporation ratify and confirm any and all acts which the directors or officers have done or shall lawfully do or cause to be done in accordance with the terms of the foregoing resolutions; and

RESOLVED, FINALLY, that the Corporation acknowledges that the support given to TSPI and the Project is beneficial to the interests of the Corporation.

For TNI

WHEREAS, SP NEW ENERGY CORPORATION ("SPNEC" or the "Corporation") is the legal and/or beneficial owner of 100% of the outstanding capital stock of **TERRA NUEVA, INC. ("TNI")**;

WHEREAS, the Board of Directors of TNI has authorized TNI to finance, and procure syndicated secured long-term financing under such terms and

conditions agreed upon between TNI and the lender/s (the “**Financing**”) for (i) the acquisition of lands to be used for an approximately 3,500 megawatt solar photovoltaic power plant and 4,500 MWh battery energy storage system project, including the transmission lines, located in the Provinces of Nueva Ecija and Bulacan (the “**Project**”) and other fees and costs in relation to the acquisition, conversion, and titling of said lands in the name of TNI; (ii) the costs for obtaining such Financing, including but not limited to the principal amount, interest, financing fees, upfront fees, commitment fees, legal costs, professional fees, development costs, development fees and all incidental fees, costs and expenses in connection therewith; (iii) the funding of payment of capital commitments to Terra Solar Philippines, Inc.; and/or (iv) refinancing of existing indebtedness for the Project;

NOW THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized, to grant a security interest over its relevant assets in favor of the lender/s under the Financing, and in this regard, authorizes and empowers the Corporation to:

- (i) Enter into, negotiate, approve, execute, deliver, and perform its obligations under the Omnibus Loan and Security Agreement (the “**Omnibus Agreement**”) and all their relevant constitutive parts and sub-parts, including, without limitation, general provisions, loan facility agreement, personal property security agreement, mortgage agreement, project accounts agreement, and security supplement agreements, if any, with (1) TNI as Borrower and Mortgagor and Security Grantor (2) the Corporation as the Sponsor and Shares Security Grantor, (3) Security Bank Corporation, China Banking Corporation, and Philippine National Bank as the Lenders; (4) China Bank Capital Corporation, PNB Capital and Investment Corporation, and Security Bank Capital Investment Corporation as Mandated Lead Arrangers and Bookrunners; and (5) Security Bank Corporation- Trust and Asset Management Group (SBC-TAMG) as Facility Agent and Security Trustee, for an aggregate principal amount of up to PHP15,000,000,000.00) or seventy five percent (75%) of the Project Costs (the “**Loan**”), and such further agreements, instruments, schedules, annexes, exhibits, supplements, amendments, notices, deeds, certifications, and/or documents related, connected, antecedent, supplemental, consequential, or amendments to the foregoing, and as may be required, necessary, convenient, or appropriate for purposes of giving effect to, consummating, completing, or procuring the performance, completion, and implementation of all or any of the transactions contemplated by, referred to in, arising under, from or related to the Omnibus Agreement (collectively, “**Related Documents**”) with any such persons or entities expressed to be parties to such Related Documents;
- (ii) Authorize the registration of the Omnibus Agreement, the relevant Related Documents, and any and all security interests created therein with the relevant Registries of Deeds, the electronic registry contemplated under the Personal Property Security Act and other competent authority for and on behalf of the Corporation; and

- (iii) Engage the services of professional advisors, legal counsels and other agents to assist the Corporation in negotiating the terms of the Omnibus Agreement and Related Documents;

RESOLVED, FURTHER, that the Stockholders of the Corporation hereby approve, affirm, confirm and ratify the authority of the Corporation to enter into, negotiate, execute, approve, affirm, confirm, ratify, delivery, and perform its obligations under the Omnibus Agreement, and any Related Documents with any such persons or entities expressed to be parties to such Related Documents, under such terms and conditions as the parties or entities thereto may agree upon;

RESOLVED, FURTHER, that pursuant to the Financing, the Stockholders of the Corporation hereby authorize the Corporation to provide support to TNI and the Project by constituting a first priority lien and security interest, in favor of the Security Trustee (for the benefit of the Secured Parties), over all of the Corporation's shares of the capital stock, existing or future/ after-acquired shares, in TNI ("**Borrower Shares**") and any present or future stockholder advances to TNI, and to do any act or execute any document or certification to give effect to the foregoing under the terms of the Omnibus Agreement, including the delivery of the stock certificates, irrevocable proxies, stock powers duly executed in blank, and other documents required under the Omnibus Agreement covering the Borrower's Shares to the Security Trustee;

RESOLVED, FURTHER, that the Corporation authorizes the Corporate Secretary and/or Assistant Corporate Secretary of the Borrower to annotate the security interest granted in favor of the Security Trustee (for the benefit of the Secured Parties) under the Financing with respect to the Borrower Shares in the stock and transfer book of the Borrower and to submit to the Security Trustee (for the benefit of the Secured Parties), the sworn certification of the Corporate Secretary and/or Assistant Corporate Secretary attesting to and confirming such recordation and a certified copy of the relevant page of the Borrower's stock and transfer book reflecting such record;

RESOLVED, FURTHER, that any two (2) of the following directors or officers of the Corporation, whose specimen signatures appear in Annex "A", acting jointly, be as they are hereby, authorized to review, evaluate and negotiate the terms of all agreements, documents and undertakings to give effect to the Financing, and to sign, execute and deliver, for and on behalf of the Corporation, all deeds, documents, contracts, agreements, and instruments necessary for, or in connection with, the Financing, as the following directors or officers may deem to be beneficial to the Corporation, and to perform such further acts and deeds as may be necessary, convenient or appropriate to give force and effect to these resolutions:

| NAME | POSITION |
|----------------------|--------------------------|
| Emmanuel V. Rubio | President/CEO |
| Dennis B. Jordan | Chief Operations Officer |
| Rochel Donato Gloria | Treasurer and CFO |

RESOLVED, FURTHER, that if the above-named signatories deem it necessary for administrative convenience, Jo Marianni P. Ocampo-Jalbuena is hereby authorized to sign and to initial each and every page of all documents, contracts, agreements, instruments, and deeds necessary for or in connection with the Financing;

RESOLVED, FURTHER, that the authority granted and any delegation made hereunder, shall remain in full force and effect until revoked by the Stockholders of the Corporation, and any amending resolution as may be approved hereafter by the Stockholders of the Corporation shall only have prospective effect and be binding on the agents only upon receipt by such agents of a certification from the Corporate Secretary or Assistant Corporate Secretary of the Corporation on such amending resolution;

RESOLVED, FURTHER, that the Stockholders of the Corporation ratify and confirm any and all acts which the directors or officers have done or shall lawfully do or cause to be done in accordance with the terms of the foregoing resolutions; and

RESOLVED, FINALLY, that the Corporation acknowledges that the support given to TNI and the Project is beneficial to the interests of the Corporation.

(3) RATIFICATION OF ACTS, RESOLUTIONS AND DECISIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT BEGINNING 10 MAY 2024

Lastly, for the ratification of the acts of the Board of Directors and Management, which required a majority vote of shares present or represented at the meeting, 56,281,674,550 shares or 99.99% of the Corporation's outstanding capital stock present or represented at this meeting voted to approve.

| Total Shares Present | Total Votes Cast | Votes in Favor | Votes Against | Abstention | % of Total Shares Present |
|-----------------------------|-------------------------|-----------------------|----------------------|-------------------|----------------------------------|
| 56,290,034,556 | 56,281,674,550 | 56,281,674,550 | 0 | 0 | 99.99% |

Since only a majority vote of those present was necessary to carry the motion, the following resolutions were thus approved:

RESOLVED, that all acts, resolutions and deeds of the Board of Directors and Management of the Company from the Annual Stockholders' Meeting held on 10 May 2024, up to the date of this meeting be, as they are hereby, confirmed, ratified and approved.

VII. ADJOURNMENT

There being no other matters to discuss, upon motion duly made, seconded and unanimously carried, the meeting was adjourned. The Chairman, on behalf of the Board and Management, thanked the stockholders for attending the meeting and for their continued trust and confidence in the Corporation and its management.

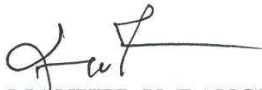
[signature page follows]

Prepared by:



JO MARIANNI P. OCAMPO-JALBUENA
Corporate Secretary/Secretary of the Meeting

Attested by:



MANUEL V. PANGILINAN
Chairman

ANNEX “B”

Corporate Secretary’s Certification

[Attached]

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATION

I, **JO MARIANNI P. OCAMPO-JALBUENA**, of legal age, Filipino, with office address at the 14th Floor, Tower 2, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City 1604, Philippines, after having been duly sworn in accordance with the law do hereby certify that:


1. I am the duly elected and qualified Corporate Secretary of **SP NEW ENERGY CORPORATION** (the "**Company**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City 1604, Philippines.

2. As Corporate Secretary, I have access to the corporate records of the Company.

3. Based on available corporate records, I certify that none of the members of the Board of Directors, including the Independent Directors and officers of the Company, are appointed/employees in any government agency as of the date of this Certification. I further certify that none of the nominees to the Board of Directors in the 2025 Annual Stockholders' Meeting, including the Independent Directors and officers of the Company, are appointed to or are employees in any government agency as of the date of this Certification.


4. This Certification is being issued in compliance with the directives of the Markets and Securities Regulation Department of the Securities and Exchange Commission.

APR 16 2025
IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____ in PASIG CITY, Philippines.


JO MARIANNI P. OCAMPO-JALBUENA
Corporate Secretary

APR 16 2025
SUBSCRIBED AND SWORN TO before me on this ____ day of _____ in PASIG CITY, Philippines, affiant appeared and exhibited to me her competent evidence of identity bearing her photograph and signature, Passport No. P211285C, issued by the Department of Foreign Affairs in the City of Manila on 21 October 2022.

Doc. No. 27;
Page No. 2;
Book No. 3;
Series of 2025.


ATTY. ANTONIO B. BETITO
Notary for Pasig City
Commission No. 100 (2025 - 2026)
799 Mega Plaza, ADB Ave., Pasig City
Attorney's Roll No. 27614
ISP No. 432636/1/05/25/Rizal
PTR No. 2980250/1/03/25/Pasig City
MCLE Compliance No. V-0006638 April 24, 2025

ANNEX “C”

Certification of Independent Director

[Attached]

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Lydia B. Echauz**, Filipino, of legal age, and with residence address at 836 Torres Street, Barangay Addition Hills, Mandaluyong City, Philippines, after having been duly sworn in accordance with the law, do hereby declare that:

1. I am a nominee for Independent Director of SP New Energy Corporation (formerly Solar Philippines Nueva Ecija Corporation) (the “**Corporation**”), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Rockwell Business Center Ortigas Ave., Barangay Ugong 1604 City of Pasig, Second District NCR, Philippines and have been its independent director since 10 May 2024.
2. I am affiliated with the following companies or organizations:

| COMPANY/ORGANIZATION | POSITION/ RELATIONSHIP | PERIOD OF SERVICE |
|--|---------------------------|----------------------------|
| 1. Manila Electric Company | Independent Director | May 25, 2021 to present |
| 2. Shell Pilipinas Corporation | Independent Director | May 16, 2017 to present |
| 3. D&L Industries, Inc. | Independent Director | 2017 to present |
| 4. FERN Realty Corporation | Director | 2002 to present |
| 5. Riverside College, Inc. | Director | 2015 to present |
| 6. NBS Educational Services, Inc. | Director | 2017 to present |
| 7. SM Foundation, Inc. | Trustee | 1992 to present |
| 8. Akademyang Filipino Association, Inc. | Trustee | 2017 to present |
| 9. Mano Amiga Academy, Inc. | Trustee | 2016 to present |
| 10. Museo del Galeon Foundation, Inc. | Trustee | 2016 to present |
| 11. Henry Sy Foundation, Inc. | Executive Director | 2014 to present |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other issuances of the Securities and Exchange Commission (“SEC”).
4. To the best of my knowledge, I am not related in any capacity or degree to any director, officer, or substantial shareholder of the Corporation, any of its related companies, or any of its substantial shareholders.
5. To the best of my knowledge, I am not subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service nor affiliated with a government agency or government-owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, The Code of Corporate Governance for Publicly Listed Companies, and other issuances of the SEC.

8. I shall inform the Corporate Secretary of the Corporation of any changes in the above-mentioned information within five (5) days from its occurrence.

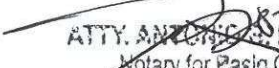
[Signature page follows.]

IN WITNESS WHEREOF, I have hereunto signed this Certification this APR 14 2025
in PASIG CITY, Philippines.


Lydia B. Echauz
Affiant

PASIG CITY **SUBSCRIBED AND SWORN** to before me this APR 14 2025 in
PASIG CITY, Philippines, affiant appeared and exhibited to me her Passport No. P5609490A
issued by DFA NCR East, valid until 14 January 2028.

Doc. No. 4 ;
Page No. 2 ;
Book No. 3 ;
Series of 2025.


ATTY. ANTONIO S. BETITO
Notary for Pasig City
Commission No. 188 (2025 - 2026)
788 Mega Plaza, ADS Ave., Pasig City
Attorney's Roll No. 27614
IBF No. 493536/1/05/25/Rizal
PTR No. 298230/1/03/25/Pasig City
MCLE Compliance No. VII-0088638 April 24, 2025

ANNEX “D”

Certification of Independent Director

[Attached]

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Benjamin I. Espiritu**, Filipino, of legal age, and with residence address at 6 Fernsville Street, White Plains, Quezon City, Philippines, after having been duly sworn in accordance with the law, do hereby declare that:

1. I am a nominee for Independent Director of SP New Energy Corporation (formerly Solar Philippines Nueva Ecija Corporation) (the “**Corporation**”), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Rockwell Business Center Ortigas Ave., Barangay Ugong 1604 City of Pasig, Second District NCR, Philippines, and have been its independent director since 02 July 2021.
2. I am affiliated with the following companies or organizations:

| Company/Organization | Position/Relationship | Period of Service |
|--|---------------------------------------|--------------------------|
| Change Management International, Inc. | President and Chief Executive Officer | 1998 to Present |
| Banco de Mindoro, Inc. | Chairman | 2005 to Present |
| Risks, Opportunities, Assessment & Management (ROAM), Inc. | President | 2014 to Present |
| Central Azucarera de Tarlac, Inc. | Independent Director | 2013 to Present |
| Ormin Realty Corporation | Chairman and President | 2000 to Present |
| Konstruktura Development Resources Corp. | Chairman and President | 2015 to Present |
| Intrastrata Assurance Corporation | Independent Director | 2015 to Present |
| The Laudibus League Holdings, Inc. | Chairman | 2014 to Present |
| B5 Group Corporation | Chairman and President | 2006 to Present |
| EC Ventures Corporation | President | 2006 to Present |
| A&A Realty Development Enterprises, Inc. | Managing Director | 2005 to Present |
| Gov. Arturo Arce Ignacio, Sr. Foundation, Inc. | Chairman and President | 2006 to Present |
| Doña Lilia San Agustin Foundation, Inc. | Chairman and President | 2006 to Present |
| Dizon Copper Silver Mines, Inc. | Independent Director | 2014 to Present |
| Mindoro Chamber of Commerce & Industry, Inc. | President | 2018 to Present |
| Philippine Marine Corps Board of Advisers | Chairman | 2017 to Present |
| National Defense College of the Philippines Alumni Association, Inc. | President | 2017 to 2023 |
| Philippine Marine Corps Foundation, Inc. | Trustee | 2018 to Present |

| | | |
|---|----------------------|-----------------|
| NiHao Mineral Resources International, Inc. | Independent Director | 2019 to Present |
|---|----------------------|-----------------|

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other issuances of the Securities and Exchange Commission (“SEC”).
4. To the best of my knowledge, I am not related in any capacity or degree to any director, officer, or substantial shareholder of the Corporation, any of its related companies, or any of its substantial shareholders.
5. To the best of my knowledge, I am not subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service nor affiliated with a government agency or government-owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, The Code of Corporate Governance for Publicly Listed Companies, and other issuances of the SEC.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the above-mentioned information within five (5) days from its occurrence.

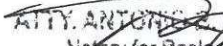
[Signature page follows.]

IN WITNESS WHEREOF, I have hereunto signed this Certification this APR 11 2025
in PASIG CITY, Philippines.


Benjamin I. Espiritu
Affiant

APR 11 2025
SUBSCRIBED AND SWORN to before me this APR 11 2025 in
PASIG CITY, Philippines, affiant appeared and exhibiting to me his Passport No. P7362258A
issued by DFA NCR Central, valid until 28 May 2028.

Doc. No. 5 ;
Page No. 3 ;
Book No. 5 ;
Series of 2025.


ATTY. ANTONIO E. DATTO
Notary for Pasig City
Commission No. 168 (2025 - 2026)
709 Mega Plaza, ADB Ave., Pasig City
Attorney's Roll No. 27614
IBP No. 003538/1/05/25/Rizal
PTR No. 2992230/1/03/25/Pasig City
MCLE Compliance No. VII-0098638 April 24, 2025

ANNEX “E”

**Consolidated Audited Financial Statements
for the Year Ended 31 December 2024**

[Attached]

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| C | S | 2 | 0 | 1 | 6 | 2 | 7 | 3 | 0 | 0 |
|---|---|---|---|---|---|---|---|---|---|---|

COMPANY NAME

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| S | P | | N | E | W | | E | N | E | R | G | Y | | C | O | R | P | O | R | A | T | I | O | N | | A | N | D | |
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PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

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| G | A | S | | A | V | E | N | U | E | , | | B | R | G | Y | . | | U | G | O | N | G | , | | 1 | 6 | 0 | 4 | |
| P | A | S | I | G | | C | I | T | Y | , | | P | H | I | L | I | P | P | I | N | E | S | | | | | | | |
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Department requiring the report

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| C | G | F | D |
|---|---|---|---|

Secondary License Type, If Applicable

Certificate of Permit to
Offer Securities for Sale

COMPANY INFORMATION

Company's Email Address

spnec@solarphilippines.ph

Company's Telephone Number

(02) 8817-2585

Mobile Number

(+63) 998 888 9326

No. of Stockholders

29

Annual Meeting (Month / Day)

First Monday of May

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Rochel R. Gloria

Email Address

CorpSec@mgreen.ph

Telephone Number/s

(02) 8817-2585

Mobile Number

(+63) 917 881 6684

CONTACT PERSON'S ADDRESS

Rockwell Business Center Ortigas Ave., Ugong, 1604 City of Pasig, Second District, National Capital Region (NCR)

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of NotiSce of Deficiencies shall not excuse the corporation from liability for its deficiencies.



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
SP New Energy Corporation
Rockwell Business Center
Ortigas Avenue, Brgy. Ugong
Pasig City 1604, Philippines

Opinion

We have audited the consolidated financial statements of SP New Energy Corporation, a subsidiary of MGen Renewable Energy, Inc., and its Subsidiaries (collectively referred to as “the Group”), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2024 and 2023 and for the six-month period ended December 31, 2022, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2024 and 2023 and for the six-month period ended December 31, 2022 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Recoverability of Deposits for Land Acquisition

As of December 31, 2024, the Group has deposits for land acquisition with a carrying value of ₪2,955.5 million for the acquisition of parcels of land. Under PAS 36, *Impairment of Assets*, an entity shall assess at the end of each reporting period whether there is any indication that an asset may be impaired. Management's assessment of impairment considers several factors, including land acquisition process and the related requirements, the current status of land acquisition, the timeline of activities and factors that may affect the timing of completion of the transaction. We considered this as a key audit matter because of the materiality of the amount involved, and the significant management judgment required in assessing whether there is any indication of impairment.

The related disclosures on the Group's deposits for land acquisition are included in Notes 3 and 9 to the consolidated financial statements.

Audit Response

We obtained management's assessment on whether there is any indication that the deposits for land acquisition may be impaired. We read the contracts entered into by the Group and obtained an understanding of the significant provisions relevant to the assessment, such as the subject properties, payment terms, and rights and obligations of the contracting parties. In addition, we obtained supporting documents on the payments made by the Group, and inquired of the land acquisition process and the related requirements, the current status of land acquisition, the timeline of activities and factors that may affect the timing of completion of the transaction, and evaluated how management considered these information in their impairment assessment.

Other Information

Management is responsible for the other information. The other information comprises the SEC Form 17-A for the year ended December 31, 2024 but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the SEC Form 20-IS (Definitive Information Statement) and Annual Report for the year ended December 31, 2024, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.



If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



The engagement partner on the audit resulting in this independent auditor's report is
Leovina Mae V. Chu.

SYCIP GORRES VELAYO & CO.

Leovina Mae V. Chu

Leovina Mae V. Chu

Partner

CPA Certificate No. 99910

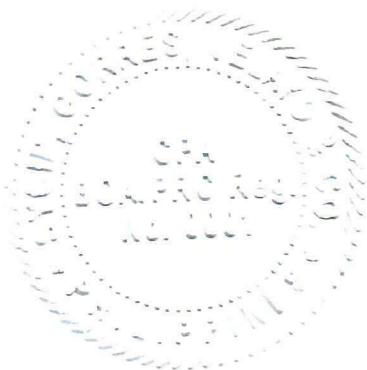
Tax Identification No. 209-316-911

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-096-2023, September 12, 2023, valid until September 11, 2026

PTR No. 10465284, January 2, 2025, Makati City

April 11, 2025



SP NEW ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | December 31 | |
|--|------------------------|-----------------|
| | 2024 | 2023 |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents (Notes 4 and 21) | ₱5,539,532,868 | ₱10,040,424,627 |
| Trade and other receivables (Notes 5 and 21) | 290,041,454 | 286,288,062 |
| Subscriptions receivable (Note 14 and 21) | 1,319,056 | 1,319,056 |
| Inventories (Note 6) | — | 24,800,913 |
| Due from related parties (Notes 13 and 21) | 147,156,423 | 126,920,310 |
| Other current assets (Notes 7 and 21) | 664,373,800 | 744,366,136 |
| Total Current Assets | 6,642,423,601 | 11,224,119,104 |
| Noncurrent Assets | | |
| Property, plant and equipment (Note 8) | | |
| At cost | 18,392,981,434 | 10,136,123,220 |
| At revalued amount | 49,362,804,400 | 12,467,340,000 |
| Deposits for land acquisition (Note 9) | 2,955,531,170 | 3,396,776,396 |
| Intangible assets (Note 20) | 13,261,891,642 | 13,261,891,642 |
| Goodwill (Note 20) | 9,954,384 | 9,954,384 |
| Deferred income tax assets - net (Note 17) | 9,291,007 | 9,646,601 |
| Other noncurrent assets (Notes 10 and 21) | 732,280,143 | 676,962,959 |
| Total Noncurrent Assets | 84,724,734,180 | 39,958,695,202 |
| TOTAL ASSETS | ₱91,367,157,781 | ₱51,182,814,306 |
| LIABILITIES AND EQUITY | | |
| Current Liabilities | | |
| Trade and other payables (Notes 11 and 21) | ₱2,178,079,045 | ₱460,918,733 |
| Short-term loans (Note 12) | 7,200,000,000 | — |
| Due to related parties (Notes 13 and 21) | 386,861,905 | 608,442,826 |
| Current portions of: | | |
| Long-term debts (Notes 12 and 21) | 235,889,777 | 366,847,748 |
| Lease liabilities (Notes 18 and 21) | 25,399,496 | 8,962,861 |
| Income tax payable | 15,892,032 | 21,707,307 |
| Total Current Liabilities | 10,042,122,255 | 1,466,879,475 |
| Noncurrent Liabilities | | |
| Noncurrent portions of: | | |
| Long-term debts (Notes 12 and 21) | 2,493,789,567 | 2,729,695,924 |
| Lease liabilities (Notes 18 and 21) | 365,048,472 | 381,109,300 |
| Deferred income tax liabilities (Notes 17) | 12,347,590,016 | 4,086,521,200 |
| Other noncurrent liabilities (Note 27) | 97,824,505 | 98,633,404 |
| Total Noncurrent Liabilities | 15,304,252,560 | 7,295,959,828 |
| TOTAL LIABILITIES | 25,346,374,815 | 8,762,839,303 |

(Forward)



| | December 31 | |
|--|------------------------|------------------------|
| | 2024 | 2023 |
| Equity Attributable to Equity Holders of the Parent Company | | |
| Common stock (Note 14) | ₱5,007,305,000 | ₱3,437,305,000 |
| Preferred stock (Note 14) | 194,042,026 | — |
| Additional paid-in capital | 19,794,017,013 | 5,713,764,409 |
| Deposit for future stock subscription (Note 14) | — | 15,894,042,026 |
| Equity reserve (Note 21) | 688,902,762 | 525,755,142 |
| Revaluation surplus - net (Notes 8 and 21) | 33,051,297,709 | 8,268,091,263 |
| Retained earnings | 3,942,292,359 | 5,546,151,067 |
| | 62,677,856,869 | 39,385,108,907 |
| Non-controlling Interests | 3,342,926,097 | 3,034,866,096 |
| Total Equity | 66,020,782,966 | 42,419,975,003 |
| TOTAL LIABILITIES AND EQUITY | ₱91,367,157,781 | ₱51,182,814,306 |

See accompanying Notes to Consolidated Financial Statements.



SP NEW ENERGY CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF INCOME****FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 AND FOR THE SIX-MONTH PERIOD ENDED DECEMBER 31, 2022**

| | 2024 | 2023 | 2022 (Six Months, Note 2) |
|---|-------------------------|-----------------------|---------------------------------|
| REVENUE FROM CONTRACTS WITH CUSTOMERS (Notes 3 and 27) | ₱1,200,134,185 | ₱635,451,217 | ₱– |
| COSTS OF SALES AND SERVICES (Note 15) | (563,911,783) | (327,103,277) | – |
| GROSS PROFIT | 636,222,402 | 308,347,940 | – |
| GENERAL AND ADMINISTRATIVE EXPENSES (Note 16) | (1,734,976,491) | (207,914,077) | (38,010,960) |
| FINANCE COSTS (Notes 12 and 18) | (282,199,197) | (167,232,021) | (4,532,695) |
| INTEREST INCOME - net (Note 4 and 7) | 343,559,643 | 29,993,447 | 2,398,960 |
| OTHER INCOME (CHARGES) - net (Notes 8, 13 and 19) | (56,123,910) | 6,008,335,292 | – |
| INCOME (LOSS) BEFORE INCOME TAX | (1,093,517,553) | 5,971,530,581 | (40,144,695) |
| PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 17) | | | |
| Current | 73,285,561 | 24,680,990 | – |
| Deferred | 355,594 | (731,160) | 265,138 |
| | 73,641,155 | 23,949,830 | 265,138 |
| NET INCOME (LOSS) | (₱1,167,158,708) | ₱5,947,580,751 | (₱40,409,833) |
| Net income (loss) attributable to: | | | |
| Equity holders of the Parent Company | (₱1,603,858,708) | ₱5,706,730,751 | (₱40,409,833) |
| Non-controlling interests | 436,700,000 | 240,850,000 | – |
| | (₱1,167,158,708) | ₱5,947,580,751 | (₱40,409,833) |
| Basic/Diluted Earnings (Loss) Per Share (Note 22) | (₱0.0321) | ₱0.2356 | (₱0.0043) |

See accompanying Notes to Consolidated Financial Statements.

SP NEW ENERGY CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 AND FOR THE SIX-MONTH
PERIOD ENDED DECEMBER 31, 2022**

| | December 31 | | |
|--|-------------------------|------------------------|---------------------------------|
| | 2024 | 2023 | 2022 (Six Months, Note 2) |
| NET INCOME (LOSS) | (₱1,167,158,708) | ₱5,947,580,751 | (₱40,409,833) |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | |
| <i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i> | | | |
| Revaluation increment on land (net of tax effect amounting to ₱8,261.1 million and ₱2,013.9 million in 2024 and 2023, respectively) (Note 8) | 24,783,206,446 | 6,041,693,185 | — |
| Remeasurement loss on retirement benefits (net of tax effect amounting to ₱0.1 million in 2023) | — | (298,828) | — |
| | 24,783,206,446 | 6,041,394,357 | — |
| TOTAL COMPREHENSIVE INCOME (LOSS) | 23,616,047,738 | 11,988,975,108 | (40,409,833) |
| Total comprehensive income (loss) attributable to: | | | |
| Equity holders of the Parent Company | 23,179,347,738 | 11,748,125,108 | (40,409,833) |
| Non-controlling interests | 436,700,000 | 240,850,000 | — |
| | ₱23,616,047,738 | ₱11,988,975,108 | (₱40,409,833) |

See accompanying Notes to Consolidated Financial Statements.



SP NEW ENERGY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 AND FOR THE SIX-MONTH PERIOD ENDED DECEMBER 31, 2022

| | Equity Attributable to Equity Holders of the Parent Company | | | | | | | | | Non-controlling Interests | Total |
|---|---|------------------------------|---|--|---------------------|---------------------------------|--------------------------------|------------------------|-----------------------|---------------------------|------------------------|
| | Common Stock (Note 14) | Preferred Stock (Note 14) | Additional Paid-in Capital (Note 14) | Deposit for Future Stock Subscription (Note 14) | Equity Reserve | Revaluation Surplus (Note 8) | Retained Earnings (Deficit) | | | | |
| Balances at January 1, 2024 | P3,437,305,000 | P- | P5,713,764,409 | P15,894,042,026 | P525,755,142 | P8,268,091,263 | P5,546,151,067 | P39,385,108,907 | P3,034,866,096 | | P42,419,975,003 |
| Issuance of shares (Note 14) | 1,570,000,000 | 194,042,026 | 14,130,000,000 | (15,894,042,026) | - | - | - | - | - | - | - |
| Stock issuance cost (Note 14) | - | - | (49,747,396) | - | - | - | - | (49,747,396) | - | - | (49,747,396) |
| | 1,570,000,000 | 194,042,026 | 14,080,252,604 | (15,894,042,026) | - | - | - | (49,747,396) | - | - | (49,747,396) |
| Net loss for the year | - | - | - | - | - | - | (1,603,858,708) | (1,603,858,708) | 436,700,000 | | (1,167,158,708) |
| Other comprehensive income (loss) | - | - | - | - | - | 24,783,206,446 | - | 24,783,206,446 | - | - | 24,783,206,446 |
| Effect of deconsolidation (Note 20) | - | - | - | - | 163,147,620 | - | - | 163,147,620 | (128,639,999) | | 34,507,621 |
| Total comprehensive income (loss) | - | - | - | - | 163,147,620 | 24,783,206,446 | (1,603,858,708) | 23,342,495,358 | 308,060,001 | | 23,650,555,359 |
| Balances at December 31, 2024 | P5,007,305,000 | P194,042,026 | P19,794,017,013 | P- | P688,902,762 | P33,051,297,709 | P3,942,292,359 | P62,677,856,869 | P3,342,926,097 | | P66,020,782,966 |
| Balances at January 1, 2023 | P1,000,000,000 | P- | P4,938,722,430 | P- | P- | P- | (P126,125,941) | P5,812,596,489 | P- | | P5,812,596,489 |
| Issuance of shares (Note 14) | 2,437,305,000 | - | - | - | - | - | - | 2,437,305,000 | - | | 2,437,305,000 |
| Stock issuance cost (Note 14) | - | - | - | - | - | - | (34,891,365) | (34,891,365) | - | | (34,891,365) |
| Equity infusion (Note 14) | - | - | 775,041,979 | - | - | - | - | 775,041,979 | - | | 775,041,979 |
| Deposit for future stock subscription (Note 14) | - | - | - | 15,894,042,026 | - | - | - | 15,894,042,026 | - | | 15,894,042,026 |
| Effect of business combination under common control (Note 19) | - | - | - | - | 525,755,142 | 2,226,398,078 | 736,450 | 2,752,889,670 | 2,794,016,096 | | 5,546,905,766 |
| | 2,437,305,000 | - | 775,041,979 | 15,894,042,026 | 525,755,142 | 2,226,398,078 | (34,154,915) | 21,824,387,310 | 2,794,016,096 | | 24,618,403,406 |
| Net income for the year | - | - | - | - | - | - | 5,706,730,751 | 5,706,730,751 | 240,850,000 | | 5,947,580,751 |
| Other comprehensive income (loss) | - | - | - | - | - | 6,041,693,185 | (298,828) | 6,041,394,357 | - | | 6,041,394,357 |
| Total comprehensive income | - | - | - | - | - | 6,041,693,185 | 5,706,431,923 | 11,748,125,108 | 240,850,000 | | 11,988,975,108 |
| Balances at December 31, 2023 | P3,437,305,000 | P- | P5,713,764,409 | P15,894,042,026 | P525,755,142 | P8,268,091,263 | P5,546,151,067 | P39,385,108,907 | P3,034,866,096 | | P42,419,975,003 |
| Balances at July 1, 2022 | P812,435,001 | P- | P2,347,338,021 | P- | P- | P- | (P85,716,108) | P3,074,056,914 | P- | | P3,074,056,914 |
| Issuance of shares (Note 14) | 187,564,999 | - | 2,625,909,994 | - | - | - | - | 2,813,474,993 | - | | 2,813,474,993 |
| Stock issuance cost (Note 14) | - | - | (34,525,585) | - | - | - | - | (34,525,585) | - | | (34,525,585) |
| | 187,564,999 | - | 2,591,384,409 | - | - | - | - | 2,778,949,408 | - | | 2,778,949,408 |
| Total comprehensive loss (Note 24) | - | - | - | - | - | - | (40,409,833) | (40,409,833) | - | | (40,409,833) |
| Balances at December 31, 2022 | P1,000,000,000 | P- | P4,938,722,430 | P- | P- | P- | (P126,125,941) | P5,812,596,489 | P- | | P5,812,596,489 |

See accompanying Notes to Consolidated Financial Statements.



SP NEW ENERGY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 AND FOR THE SIX-MONTH PERIOD ENDED DECEMBER 31, 2022

| | December 31 | | |
|---|------------------|-----------------|---------------------------------|
| | 2024 | 2023 | 2022 (Six Months, Note 2) |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Income (Loss) before income tax | (P1,093,517,553) | P5,971,530,581 | (P40,144,695) |
| Adjustments for: | | | |
| Depreciation and amortization (Notes 8, 15 and 16) | 379,736,670 | 216,232,722 | 2,584,193 |
| Interest income (Note 4) | (343,559,643) | (29,993,447) | (2,398,960) |
| Finance costs (Notes 12 and 18) | 282,199,197 | 167,232,021 | 4,532,695 |
| Loss on deconsolidation (Note 20) | 95,896,920 | — | — |
| Reversal of impairment (Notes 5 and 16) | (5,525,078) | — | — |
| Unrealized foreign exchange loss (gain) | 494,753 | 234,726 | (545,388) |
| Retirement benefit expense | 76,851 | 383,870 | — |
| Gain on sale of solar power plant (Note 8) | — | (17,834,545) | — |
| Gain on remeasurement of previously existing equity interest in Terra Solar (Note 20) | — | (5,964,035,242) | — |
| Gain on assignment of investment and deposit (Note 27) | — | (25,960,000) | — |
| Provision for impairment loss (Notes 5,7 and 16) | — | 756,172 | — |
| Operating income (loss) before working capital changes | (684,197,883) | 318,546,858 | (35,972,155) |
| Decrease (increase) in: | | | |
| Trade receivables (Notes 5, 20 and 25) | (153,440,436) | 126,788,719 | — |
| Inventories (Notes 6 and 20) | 1,041,470 | (745,862) | — |
| Other current assets (Notes 7 and 20) | 53,953,141 | (22,654,765) | 2,150,545 |
| Increase (decrease) in trade and other payables (Notes 11 and 25) | 2,021,736,617 | (358,754,383) | 52,217,812 |
| Net cash flows from (used in) operations | 1,239,092,909 | 63,180,567 | 18,396,202 |
| Interest received | 343,559,643 | 29,993,447 | 2,398,960 |
| Income tax paid | (79,101,385) | — | — |
| Net cash flows from operating activities | 1,503,551,167 | 93,174,014 | 20,795,162 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Additions to: | | | |
| Property, plant and equipment (Notes 8 and 25) | | | |
| At cost | (8,870,216,144) | (677,884,677) | (460,794,829) |
| At revalued amount | (226,674,184) | (26,892,762) | — |
| Deposits for land acquisition (Note 9) | (3,183,269,728) | (723,096,532) | (1,405,392,463) |
| Investment properties (Note 8) | — | — | (312,626,010) |

(Forward)



| | December 31 | | |
|--|-------------------------|-----------------|--|
| | 2024 | 2023 | 2022 (Six Months, Note 2) |
| Decrease (increase) in: | | | |
| Due from related parties (Notes 13 and 20) | (₱82,835,017) | ₱960,420,010 | (₱279,710,439) |
| Other noncurrent assets (Notes 10 and 20) | (144,733,908) | 107,779,964 | (540,176,775) |
| Net cash inflow from transfer of ownership of investees (Note 20) | 70,144,364 | — | — |
| Acquisition of Solar Philippines Assets, net of cash acquired (Note 21 and 22) | — | (8,987,411,875) | — |
| Proceeds from disposal of property, plant and equipment | — | 33,928,571 | — |
| Net cash flows used in investing activities | (12,437,584,617) | (9,313,157,301) | (2,998,700,516) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from short-term loans | 7,200,000,000 | — | — |
| Payments of: | | | |
| Long-term debt (Note 12) | (372,883,029) | (166,261,855) | — |
| Interest | (216,311,429) | (136,800,476) | — |
| Lease liabilities (Note 18) | (26,834,544) | (18,526,229) | — |
| Deferred stock issuance cost | (18,137,305) | — | — |
| Stock issuance cost (Note 15) | (17,640,421) | — | — |
| Dividends | — | (61,570,424) | — |
| Increase (decrease) in: | | | |
| Other noncurrent liabilities (Notes 19 and 27) | 338,120 | — | — |
| Due to related parties (Notes 13 and 21) | (114,894,947) | (114,724,705) | — |
| Deposit for future stock subscription | — | 15,894,042,026 | — |
| Proceeds from issuance of shares, net of stock issuance cost | — | 2,402,413,635 | 2,127,833,748 |
| Equity infusion | — | 775,041,979 | — |
| Collection of subscription receivable | — | 649,796,605 | — |
| Net cash flows from financing activities | 6,433,636,445 | 19,223,410,556 | 2,127,833,748 |
| EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS | (494,754) | (234,726) | 545,388 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (4,500,891,759) | 10,003,192,543 | (849,526,218) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | 10,040,424,627 | 37,232,084 | 886,758,302 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR (Notes 3 and 16) | ₱5,539,532,868 | ₱10,040,424,627 | ₱37,232,084 |

See accompanying Notes to Consolidated Financial Statements.



SP NEW ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

(a) Organization

SP New Energy Corporation (the “Parent Company” or “SPNEC”) was incorporated and registered with the Philippine Securities and Exchange Commission (“SEC”) on November 23, 2016, primarily to engage in the construction, operation and maintenance of all types of renewable energy plants and related services.

The common shares of the Parent Company are listed on the Philippine Stock Exchange (“PSE”) beginning December 17, 2021 and traded under the ticker, “SPNEC”.

On November 30, 2023, MGen Renewable Energy, Inc. (“MGreen”) and the Parent Company entered into a Subscription Agreement, whereby MGreen subscribed to (i) 15.7 billion common shares with subscription price of ₱1.00 per share and (ii) 19.4 billion preferred shares with subscription price of ₱0.01 per share for a total subscription price of ₱15.9 billion. MGreen is a wholly-owned subsidiary of MERALCO PowerGen Corporation (“MGen”), which in turn is a wholly-owned by Manila Electric Company (“Meralco”). Meralco, MGen and MGreen are registered with the SEC. The shares of Meralco are listed in the PSE under the ticker, “MER”.

On January 17, 2024, the SEC approved the Parent Company’s application for increase in authorized capital stock from 50 billion common shares with par value of ₱0.10 per share to 75 billion common shares with par value of ₱0.10 per share and 25 billion preferred shares with par value of ₱0.01 per share, divided into Class A preferred shares and Class B preferred shares. On January 26, 2024, MGreen purchased 2,173,913,000 common shares held by Solar Philippines Power Project Holdings, Inc. (“SP Project Holdings”) for a total consideration of ₱2.5 billion. Consequently, MGreen is considered as the controlling shareholder of the Parent Company with a total voting interest of 53.66%.

(b) Principal Office Address

On April 12, 2024, the Board of Directors (“BOD”) approved the change of the Company’s principal office from 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1229, Philippines to Rockwell Business Center, Ortigas Avenue, Brgy. Ugong, 1604 Pasig City, Philippines. This was subsequently approved by the Parent Company’s stockholders on May 10, 2024. The change in the Parent Company’s principal office address was approved by the SEC on November 29, 2024. Amendment of new address is still pending with the Bureau of Internal Revenue (BIR).

(c) Authorization for the Issuance of the Consolidated Financial Statements

The consolidated financial statements of the Parent Company and its subsidiaries (the “Group”) as of and for the years ended December 31, 2024 and 2023 and for the six-month period ended December 31, 2022 were authorized for issue by the BOD on April 11, 2025.



2. Basis of Preparation, Statement of Compliance and Material Accounting Policy Information

Basis of Preparation

The consolidated financial statements have been prepared using the historical cost basis, except for land carried at revalued amount. The consolidated financial statements are presented in Philippine Peso (₱), the Group's functional and presentation currency. All amounts are rounded to the nearest ₱, unless otherwise indicated.

The amounts in the consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows and the related notes, as of and for the six-month period ended December 31, 2022 were presented for the fractional period due to the change of the reporting period of the Parent Company from fiscal year beginning July 1 and ending June 30 to calendar year January 1 and ending December 31 that was approved by the BOD/stockholders, SEC and BIR on August 30, 2022, October 24, 2022 and January 11, 2023, respectively. As a result, the amounts presented in the consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows and the related notes for the six-month period ended December 31, 2022 are not comparable with those statements for the years ended December 31, 2024 and 2023.

The consolidated financial statements have been prepared under the going concern assumption.

Statement of Compliance

The consolidated financial statements of the Group are prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards as issued by the Philippine Financial and Sustainability Reporting Standards Council (FSRSC) and adopted by the Philippine SEC.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as of December 31, 2024 and 2023 the years then ended and for the six-month period ended December 31, 2022. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using uniform accounting policies. When necessary, adjustments are made to the separate financial statements of the subsidiaries to bring its accounting policies in line with the Parent Company's accounting policies.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investees and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and,
- The Group's voting rights and potential voting rights.



The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (“OCI”) are attributed to the equity holders of the parent of the Group and to the non-controlling interests (“NCI”), even if this results in the NCI having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interests and other components of equity, while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

NCI represents the interests in the subsidiaries not held by the Parent Company and are presented separately in the consolidated statement of income and within equity in the consolidated statement of financial position, separately from equity attributable to holders of the Parent Company. NCI shares in losses even if the losses exceed the NCI in the subsidiary.

Subsidiaries

The following are the subsidiaries and the respective percentages of ownership as of December 31, 2024 and 2023:

| Subsidiaries | Percentage of Ownership (%) | |
|--|-----------------------------|------|
| | 2024 | 2023 |
| <i>A. Existing Active Investments</i> | | |
| Solar Philippines Calatagan Corporation (SP Calatagan) ¹ | 62 | 62 |
| Solar Philippines Tarlac Corporation (SP Tarlac) | 100 | 100 |
| Terra Solar Philippines, Inc. (Terra Solar) ³ | 100 | 100 |
| Terra Nueva, Inc. (Terra Nueva) ² | 100 | 100 |
| SP Holdings, Inc. (SP Holdings) ² | 100 | 100 |
| <i>B. Investments Put to SP Project Holdings</i> | | |
| Solar Philippines Rooftop Corporation (SP Rooftop) ³ | – | 100 |
| Solar Philippines Batangas Corporation (SP Batangas) ³ | – | 100 |
| Solar Philippines Batangas Baseload Corporation (SP Batangas Baseload) ³ | – | 100 |
| Solar Philippines Central Visayas Corporation (SP Central Visayas) ³ | – | 100 |

(Forward)



| Subsidiaries | Percentage of Ownership (%) | |
|--|-----------------------------|------|
| | 2024 | 2023 |
| Solar Philippines Eastern Corporation (SP Eastern) ³ | – | 100 |
| Solar Philippines Retail Electricity, Inc. (SP Retail) ³ | – | 100 |
| Solar Philippines Southern Mindanao Corporation (SP Southern Mindanao) ³ | – | 100 |
| Solar Philippines Southern Tagalog Corporation (SP Southern Tagalog) ³ | – | 100 |
| Solar Philippines South Luzon Corporation (SP South Luzon) ³ | – | 100 |
| Solar Philippines Tarlac Baseload Corporation (SP Tarlac Baseload) ³ | – | 100 |
| Solar Philippines Visayas Corporation (SP Visayas) ³ | – | 100 |
| Solar Philippines Western Corporation (SP Western) ³ | – | 100 |
| Laguna Rooftop Solar Corporation (Laguna Rooftop) ³ | – | 60 |

¹Economic interest is 100% after dividend to preferred stock

²Investment holding entities

³Not started operations as of December 31, 2024

Significant transaction that affected the Parent Company's investments in subsidiaries is disclosed in Notes 19 and 20.

As at December 31, 2024, SPNEC investees are limited to five (5) investees. All other subsidiaries were subjected to a put option with SP Project Holdings executed in 2024.

SP Calatagan

SP Calatagan is an entity registered with the Board of Investments ("BOI"). As a registered enterprise, the Company is entitled to seven (7) years income tax holiday ("ITH") from start of actual operations or two (2) months from the date of commissioning or testing, whichever comes earlier, duty-free importation of machineries for a period of 10 years and exemption from VAT, among others. The SP Calatagan began commercial operations on March 11, 2016.

The Parent Company acquired the shares of SP Project Holdings and Leandro L. Leviste in SP Calatagan on June 29, 2023 and November 20, 2023, respectively (see Note 19).

All of the common shares of SP Calatagan are held by the Parent Company while the preferred shares by KEPCO Philippines Holdings, Inc. ("KEPCO"). Under this structure, the voting interest is shared, 62% and 38%, in favor of the Parent Company. The preferred shares are voting, non-participating and earn cumulative dividends at ₱0.08 per share until December 31, 2035 subject to availability of retained earnings and approval of the BOD. These are convertible to common stock at the option of KEPCO through December 31, 2022 and at the option of SP Calatagan after December 31, 2035, provided the cumulative dividends are paid. Unpaid dividends are entitled to compounded interest at 9.5% per annum until fully paid. As at December 31, 2024 and 2023, undeclared dividends on the SP Calatagan preferred shares amounted to ₱513.4 million and ₱256.7 million, and accumulated interest recorded amounted to ₱36.7 million and ₱12.3 million, respectively.

SP Tarlac

SP Tarlac is also registered with the BOI and is entitled to 7-year ITH beginning September 12, 2019.

The Parent Company acquired the shares of SP Project Holdings in SP Tarlac on May 15, 2023 (see Note 19).



All of the common shares of SP Tarlac are held by the Parent Company while all redeemable preferred shares totaling ₱1,500.0 million are held by Prime Metro Holdings Corporation (“Prime Metro”). Such redeemable preferred shares are non-voting and entitled to cumulated fixed dividend at a rate of 12% per annum, subject to availability of retained earnings and approval of the BOD. These shares are redeemable at the option of SP Tarlac after five (5) years from issuance date and convertible to common stock equivalent to 50% equity at the option of Prime Metro.

As at December 31, 2024 and 2023, cumulative undeclared dividends on SP Tarlac’s preferred shares amounted to ₱769.9 million and ₱589.9 million, respectively.

The following are the summarized financial information of SP Calatagan and SP Tarlac as of and for the years ended December 31, 2024 and 2023.

| | December 31, 2024 | |
|--|--------------------------|----------------------|
| | SP Calatagan | SP Tarlac |
| Summarized financial position information | | |
| Current assets | ₱859,152,911 | ₱525,701,423 |
| Noncurrent assets | 5,690,597,484 | 6,671,328,194 |
| Current liabilities | 191,130,160 | 647,200,795 |
| Noncurrent liabilities | 1,322,340,073 | 2,169,293,680 |
| Summarized comprehensive income information | | |
| Revenue from contracts with customers | 722,876,607 | 469,113,095 |
| Costs of sale of electricity | (260,261,285) | (281,078,908) |
| Gross profit | 462,615,322 | 188,034,187 |
| Finance costs | (94,762,290) | (166,064,788) |
| General and administrative expenses | (75,484,817) | (35,784,998) |
| Other income | 21,942,502 | 14,450,459 |
| Benefit from income tax | (42,293,284) | — |
| Net income | 272,017,433 | 634,860 |
| Other comprehensive income | 78,950,475 | 21,682,275 |
| Total comprehensive income | 350,967,908 | 22,317,135 |
| Summarized cash flows information | | |
| Operating | 388,877,699 | 324,022,013 |
| Investing | (93,563,336) | (35,061,908) |
| Financing | (387,411,284) | (257,839,043) |
| Exchange rate effect on cash | (104,354) | 606,859 |
| Net increase (decrease) in cash | (₱92,201,275) | ₱31,727,921 |



| | December 31, 2023 | |
|--|-------------------|---------------|
| | SP Calatagan | SP Tarlac |
| Summarized financial position information | | |
| Current assets | ₱697,606,656 | ₱483,642,795 |
| Noncurrent assets | 5,674,606,019 | 6,765,727,668 |
| Current liabilities | 288,533,947 | 591,246,084 |
| Noncurrent liabilities | 1,403,366,474 | 2,299,906,373 |
| Summarized comprehensive income information | | |
| Revenue from contract with customer | 699,281,878 | 430,568,929 |
| Costs of sale of electricity | (225,986,476) | (267,640,960) |
| Gross profit | 473,295,402 | 162,927,969 |
| Finance costs | (106,336,371) | (167,762,523) |
| General and administrative expenses | (51,953,283) | (33,030,536) |
| Other income | 28,638,095 | 16,791,424 |
| Provision for (benefit from) income tax | (26,761,760) | 8,225,408 |
| Net income (loss) | 316,882,083 | (29,299,074) |
| Other comprehensive income | 78,381,150 | 22,450,093 |
| Total comprehensive income (loss) | 395,263,233 | (6,848,981) |
| Summarized cash flows information | | |
| Operating | 457,619,789 | 240,993,169 |
| Investing | (47,455,146) | (18,449,129) |
| Financing | (334,360,453) | (277,861,215) |
| Exchange rate effect on cash and cash equivalents | 83,580 | 255,736 |
| Net increase (decrease) in cash and cash equivalents | ₱75,887,770 | (₱55,061,439) |

NCI

The NCI in the consolidated financial statements represents mainly the ownership of KEPCO in SP Calatagan and Prime Metro in SP Tarlac.

New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of amendments to existing standards effective in 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The adoption of these amendments did not have an impact on the consolidated financial statements.

- Amendments to PAS 1, *Classification of Liabilities as Current or Noncurrent*

The amendments clarify:

- That only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or non-current.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.



- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*

The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

Summary of Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the Group's consolidated financial statements, unless otherwise indicated.

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any NCI in the acquiree. For each business combination, the Group elects whether to measure the NCI in the acquiree at fair value or at the proportionate share of the acquiree's identifiable assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses.

When a business is acquired, an assessment is made of the identifiable assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is remeasured at its acquisition date and any resulting gain or loss is recognized in the consolidated statements of income.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in the consolidated statement of income. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for NCI, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the consolidated statement of income.

If the initial accounting for a business combination is incomplete by the end of the reporting date in which the business combination occurs, the provisional amounts of the items for which the accounting is incomplete are reported in the consolidated financial statements. During the



measurement period, which shall be no longer than one (1) year from the acquisition date, the provisional amounts recognized at acquisition date are retrospectively adjusted to reflect new facts and circumstances obtained that existed as at the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. During the measurement period, additional assets or liabilities are also recognized if new information is obtained about facts and circumstances that existed as at the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as at that date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGU") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Business Combination of Entities under Common Control

Business combination of entities under common control are accounted for by applying the pooling-of-interests method. The pooling-of-interests method generally involved the following:

- The assets and liabilities of the combining entities are reflected in the consolidated financial statements at their carrying amounts. No adjustments are made to reflect fair value or recognize any new assets or liabilities at the date of combination. The only adjustments that are made are those adjustments to harmonize the accounting policies.
- No new goodwill is recognized as a result of the combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the entity acquired is reflected within equity.
- The consolidated statements of income, comprehensive income and cash flows reflect the result of the combining entities from the date when the combination takes place.
- Comparative financial information are presented as if the entities had always been combined, or on date the common control existed on the combining entities, whichever comes earlier.
- The effects of any intercompany transactions are eliminated to the extent possible.
- Equity reserve is recognized for the difference between considerations paid or transferred and the net assets of the entity acquired through business combinations involving entities under common control.

Presentation of Consolidated Financial Statements

The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statements of income) and a second statement beginning with profit or loss and displaying components of OCI (consolidated statements of comprehensive income).

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statements of financial position based on the current/noncurrent classification. An asset is current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle;



- expected to be realized within 12 months after the reporting period;
- held primarily for the purpose of trading; or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity do not affect its classification.

The Group classifies all other liabilities as noncurrent.

Deferred income tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Cash and Cash Equivalents

Cash and cash equivalents in the consolidated statements of financial position comprise cash on hand and in banks and short-term deposits with original maturities of three (3) months or less from dates of acquisition and that are subject to insignificant risk of changes in value.

Short-term Investments

Short-term investments are short-term placements with maturities of more than three (3) months but less than one (1) year from the date of acquisition. These earn interest at the respective short-term investment rates.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at amortized cost, fair value through other comprehensive income (“FVOCI”), or fair value through profit or loss (“FVPL”).

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are “solely payments of principal and interest (“SPPI”)” on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.



The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVPL

Financial assets at amortized cost (Debt Instruments)

The Group measures financial assets at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognized in the consolidated statements of comprehensive income when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost include cash and cash equivalents (excluding cash on hand), trade and other receivables, subscriptions receivable, short term investments and bonds (under other current assets), due from related parties, and long-term receivables (under other noncurrent assets) as of December 31, 2024 and 2023 (see Notes 4, 5, 7, 10, 13 and 21).

The Group has no financial assets at FVOCI and FVPL.

Financial liabilities

Loans and borrowings

Financial liabilities are classified in this category if these are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings.

Loans and borrowings are initially recognized at fair value of the consideration received, less directly attributable transaction costs. After initial recognition, such loans and borrowings are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any related issue costs, discount or premium. Gains and losses are recognized in the consolidated statement of comprehensive income when the liabilities are derecognized, as well as through the amortization process.

The Group's loans and borrowings include trade and other payables (excluding statutory liabilities),



short-term loans, due to related parties, long-term debt and lease liabilities (including future interest payments) as of December 31, 2024 and 2023 (see Notes 11, 12, 13, 18 and 21).

As of December 31, 2024 and 2023, the Group has no financial liabilities at FVPL.

Derecognition of Financial Assets and Liabilities

Financial asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of financial assets) is derecognized when:

- the right to receive cash flows from the asset has expired; or
- the Group retains the right to receive cash flows from the asset, but has assumed obligation to pay them in full without material delay to a third party under a “pass-through” arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained the risks and rewards of the asset but has transferred the control of the asset.

Where the Group has transferred its right to receive cash flows from an asset or has entered into a “pass-through” arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group’s continuing involvement in the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liability

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

Impairment of Financial Assets

The Group recognizes an allowance for expected credit losses (“ECLs”) for all financial assets except debt instruments held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two (2) stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position, if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle



the liability simultaneously. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Fair Value Measurement

Fair value is the estimated price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Inventories

Inventories are valued at the lower of cost (weighted average method) and net realizable value ("NRV"). The NRV of finished goods and work-in-process is based on estimated selling price, less estimated costs of completion (for work-in-process) and the estimated costs necessary to make sale.



The NRV for raw materials is the current replacement cost. In determining NRV, the Group considers any adjustment for obsolescence.

Plant Construction Materials

Plant construction materials are carried at cost and are presented as noncurrent assets as these are intended to be used in the construction of a project.

Advances to Suppliers

Advances to suppliers pertain to advance payments made for purchases of construction materials, other services, and rental of equipment. Advances to suppliers is measured on initial recognition at cost, and is reclassified to the proper asset or expense account and deducted from the suppliers' billings as specified on the provision of the contract.

Property, Plant and Equipment

Property, plant and equipment, except for land and construction in progress, is stated at cost less accumulated depreciation, amortization and impairment in value, if any. The initial cost of property, plant and equipment consists of the purchase price including import duties, borrowing costs (during construction period) and other costs directly attributable to bringing the assets to its working condition and location for its intended use. Cost also includes the cost of replacing part of the property, plant and equipment, and the borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives, depreciation and amortization. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation and amortization of an item of property, plant and equipment begin when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation and amortization cease at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Noncurrent Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized. Leasehold improvements are amortized over the lease term or the economic life of the related asset, whichever is shorter.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

An item of property, plant and equipment, and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.



The useful lives of property, plant and equipment are reviewed at each financial year-end and adjusted, prospectively, if appropriate. The estimated useful lives of property, plant and equipment are as follows:

| Category | Number of Years |
|--------------------------------|---|
| Solar power plant | 30 |
| Right-of-use assets | 25 - 30 |
| Machinery and equipment | 8 |
| Land improvement | 5 |
| Office and warehouse equipment | 5 |
| Transportation equipment | 5 |
| Furniture and fixtures | 5 |
| Leasehold improvements | 5 or term of the lease, whichever is shorter |

Land

Land is measured at fair value less impairment losses, if any. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation deficit is recognized in the consolidated statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognized in the revaluation surplus. Upon disposal, any revaluation increment relating to the particular asset being sold is transferred to retained earnings. The appraisal increment, net of the related tax effect, is credited to the "Revaluation surplus" account included as OCI in the consolidated statement of comprehensive income and as other component of equity in the equity section of the consolidated statement of financial position, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the consolidated statement of income, in which case the increase is recognized in the consolidated statement of income.

Construction in progress ("CIP")

CIP represents structures under construction and is stated at cost, net of accumulated impairment losses, if any. This includes costs of construction and other direct costs. Costs also include interest on lease liability and amortization of right-of-use assets incurred during the construction period. CIP is not depreciated until such time that the assets are put into operational use.

Right-of-use ("ROU") assets

ROU assets are included as part of property, plant and equipment. The Group recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of ROU assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. ROU assets are subject to impairment (refer to Impairment of Nonfinancial Assets policy).



Intangible Asset

Intangible asset pertains to the Power Supply Agreement (PSA) of Terra Solar that was existing at the time of the acquisition (see Notes 26 and 27).

Intangible assets acquired separately are initially measured at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment loss. The useful lives of intangible assets are assessed at the individual asset level as having either finite or indefinite useful lives.

Intangible assets with finite lives are amortized over the useful economic lives of 20 years using the straight-line method and assessed for impairment whenever there is an indication that the intangible assets may be impaired. At a minimum, the amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at each reporting date. Changes in the expected useful life or the expected consumption pattern of future economic benefit embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and treated as change in accounting estimates. The amortization expense of intangible assets with finite lives is recognized in the consolidated statement of income once it becomes available for use.

Intangible assets with indefinite useful lives are not amortized, but are assessed for impairment annually either individually or at the cash-generating unit level. The assessment of intangible assets with indefinite useful life is done annually at every reporting date to determine whether such indefinite useful life continues to exist. Otherwise, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statement of income.

Intangible assets generated within the business are not capitalized and expenditures are charged to profit or loss in the year these are incurred.

Project Development Costs

Project development costs pertain to power plant project in the development phase which meet the “identifiability” requirement under PAS 38, *Intangible Assets*, as they are separable and susceptible to individual sale and are carried at acquisition cost. These assets are transferred to “Property, plant and equipment” when construction of the power plant commences. During the period of development, the asset is tested for impairment annually.

Value-Added Tax (“VAT”)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable. When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

Retirement Benefit Obligation

The Group has an unfunded, non-contributory defined benefit plan covering substantially all of its qualified employees.



The defined benefit obligation is the aggregate of the present value of the defined benefit obligation at the end of the reporting period. The cost of providing benefits under the defined benefit plan is actuarially determined by an independent qualified actuary using the projected unit credit method.

Defined benefit costs comprise the following:

- Current service cost
- Remeasurements of net defined benefit liability or asset

Current service costs are recognized as expense in profit or loss.

Remeasurements, comprising actuarial gains and losses, are recognized immediately in the consolidated statements of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods, but are closed directly to retained earnings at the end of every reporting period.

Deposits for Land Acquisition

Deposits for land acquisition pertain to non-refundable deposits and payments made in relation to the acquisition of parcels of land that are intended for future expansion, and are stated at the amount paid less any impairment in value. Upon successful transfer of title, the deposits for land acquisition shall be reclassified to land as part of either investment property or property, plant and equipment.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that these nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates these nonfinancial assets' recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises. In the case of input VAT, an allowance is provided for any portion of the input VAT that cannot be claimed against output VAT or recovered as tax credit against future income tax liability.

An assessment is made at each reporting date To determine whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. Any previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior periods. Such reversal is recognized in the consolidated statement of comprehensive income.

Capital Stock

Capital stock is measured at par value and is classified as equity for all shares of stocks issued.



Additional paid-in capital ("APIC")

When the shares of stock are sold at premium, the difference between the proceeds and the par value is credited to the APIC account.

Direct costs incurred related to equity issuance, such as underwriting, accounting and legal fees, printing costs and taxes are reduction to the APIC. If APIC is not sufficient, the excess is charged against the "Retained earnings" account.

Deposits for Future Stock Subscriptions

Deposits for future stock subscriptions represent funds received as payment for additional issuance of shares.

The Parent Company classifies a contract to deliver its additional equity instruments as a "Deposit for future stock subscriptions" if and only if, all of the following elements are present as of the reporting period:

- a. the unissued authorized capital stock of the Parent Company is insufficient to cover the amount of shares indicated in the contract;
- b. there is BOD's approval on the proposed increase in authorized capital stock;
- c. there is stockholders' approval of the said proposed increase; and
- d. the application for the approval of the proposed increase was presented for filing or has been filed with the SEC.

Retained Earnings (Deficit)

Retained earnings (deficit) represent the cumulative balance of periodic net income or loss, prior period adjustments, effect of changes in accounting policy and other capital adjustments. When the retained earnings account has a debit balance, it is called "deficit". A deficit is not an asset but a deduction from equity.

Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group assesses at contract inception all arrangements to determine whether it is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a Lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) ROU assets

Refer to ROU assets policy.



ii) *Lease liabilities*

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of vehicle (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Revenue from Contracts with Customers

Sale of electricity

Revenue from sale of electricity is based on the Renewable Energy Payment Agreement (“REPA”), PSAs and Power Purchase Agreements (“PPAs”). Sale of electricity is recognized over time as the power generated by the Group is transmitted through the transmission line designated by the buyer for a consideration and is presented as “Revenue from contracts with customers” in the consolidated statement of comprehensive income. Revenue from sale of electricity is based on sales price and recognized monthly based on the actual energy delivered.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

Significant financing component

Revenue from installation services included in contracts with customers have significant financing component considering the period between the customer’s payment of the price of the revenue from installation services and time of the transfer of control over of the installed asset, which is more than one year. The transaction price for such contracts is determined by discounting the amount of promised consideration using the appropriate discount rate. The Group concluded that there is a significant financing component for those contracts where the customer elects to pay in arrears considering the length of time between the customer’s payment and the transfer of installed asset to the customer, as well as the prevailing interest rates in the market.

Interest income

Interest income is recognized as interest accrues, using the EIR method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.



Costs and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Costs and expenses are generally recognized when the services are used or the expenses arise.

Costs of sale of goods

Costs of sale of goods include direct materials, personnel expenses, utilities, and other manufacturing costs. This is recognized when the inventories are sold and title is transferred to the buyer.

Costs of sale of electricity

These include expenses incurred by those directly responsible for the generation of revenues from solar energy (i.e., plant operations, plant maintenance and power plant preventive maintenance schedule), at operating project location. Costs of sales of electricity are expensed when incurred.

Costs of installation services

Costs of installation services mainly consist of costs of personnel directly engaged in providing installation services. These also include construction costs such as direct materials and those indirect costs related to contract performance. These are generally recognized when the installation services are used or the expenses arise.

General and administrative expenses

General and administrative expenses are incurred in the direction and general administration of day-to-day operations of the Group. General and administrative expenses are generally recognized when the services are used or the expenses arise.

Foreign Currency Transactions

Transactions in foreign currencies are initially recorded by the Group's entities in the respective functional currency spot rate prevailing at the date of transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of the reporting period. All differences are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.



Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expenses relating to any provision are presented in profit or loss, net of any reimbursement.

If the effect of the time value of money is material, provisions are made by discounting the expected future cash flows at a pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Income Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the income tax returns with respect to situations in which applicable income tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Income Tax

Deferred income tax is provided using the balance sheet liability method on temporary differences between the income tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred income tax liabilities are recognized for all taxable temporary differences.

Deferred income tax assets are recognized for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.



Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Earnings (Loss) Per Share (“EPS”)

Basic EPS is computed by dividing net income for the year attributable to common shareholders of the Group with the weighted average number of common shares outstanding during the year, after giving retroactive effect to any stock dividends or stock splits, if any, declared during the year.

Diluted EPS is computed in the same manner, with the net income for the year attributable to common shareholders of the Group and the weighted average number of common shares outstanding during the year, adjusted for the effect of all dilutive potential common shares.

Operating Segments Reporting

Operating segments are components of the Group that are engaged in business activities from which they may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group’s Chief Operating Decision Maker (“CODM”) to make decisions about how resources are to be allocated to the segment and assess their performances, and for which discrete financial information is available.

The Group’s operating businesses are organized and managed separately on a per company basis, with each company representing a strategic business segment. As of and for the six-month period ended December 31, 2022, the Group did not present operating segments as it has not yet started commercial operations. Financial information on operating segments are presented in Note 24 to the consolidated financial statements.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes when an inflow of economic benefits is probable.

Events After the Financial Reporting Date

Events after the financial reporting date that provide additional information about the Group’s position at the balance sheet date (adjusting events) are reflected in the consolidated financial statements. Events after the financial reporting date that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

Future Changes in Accounting Policies

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements to have a significant impact on the consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.



Effective beginning on or after January 1, 2025

- Amendments to PAS 21, *Lack of Exchangeability*

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.

Effective beginning on or after January 1, 2026

- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*

The amendments clarify that a financial liability is derecognized on the ‘settlement date’, i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. They also introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.

The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features. Furthermore, the amendments clarify the treatment of non-recourse assets and contractually linked instruments.

- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*

The amendments clarify the application of ‘own-use’ requirements for in-scope contracts that reference nature-dependent electricity and expose an entity to variability in an underlying amount of electricity. With respect to hedge accounting requirements, the amendments now allow an entity to designate a contract referencing nature-dependent electricity as the hedging instrument in a hedge of forecast electricity transactions.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026. Earlier adoption is permitted and that fact must be disclosed.

The amendments are not expected to have any material impact on First Gen Group’s consolidated financial statements.

- Annual Improvements to PFRS Accounting Standards - Volume 11

The amendments are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversight or conflicts between the requirements in the Accounting Standards. The following is the summary of the Standards involved and their related amendments.

- Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*

The amendments included in paragraphs B5 and B6 of PFRS 1 cross references to the qualifying criteria for hedge accounting in paragraph 6.4.1(a), (b) and (c) of PFRS 9. These are intended to address potential confusion arising from an inconsistency between the wording in PFRS 1 and the requirements for hedge accounting in PFRS 9.



- Amendments to PFRS 7, *Gain or Loss on Derecognition*

The amendments updated the language of paragraph B38 of PFRS 7 on unobservable inputs and included a cross reference to paragraphs 72 and 73 of PFRS 13.

- Amendments to PFRS 9

- Lessee Derecognition of Lease Liabilities

The amendments to paragraph 2.1 of PFRS 9 clarified that when a lessee has determined that a lease liability has been extinguished in accordance with PFRS 9, the lessee is required to apply paragraph 3.3.3 and recognize any resulting gain or loss in profit or loss.

- Transaction Price

The amendments to paragraph 5.1.3 of PFRS 9 replaced the reference to ‘transaction price as defined by PFRS 15 *Revenue from Contracts with Customers*’ with ‘the amount determined by applying PFRS 15’. The term ‘transaction price’ in relation to PFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of PFRS 9.

- Amendments to PFRS 10, *Determination of a ‘De Facto Agent’*

The amendments to paragraph B74 of PFRS 10 clarified that the relationship described in B74 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor.

- Amendments to PAS 7, *Cost Method*

The amendments to paragraph 37 of PAS 7 replaced the term ‘cost method’ with ‘at cost’, following the prior deletion of the definition of ‘cost method’.

Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts



On December 15, 2021, the FSRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB. On February 14, 2025, the FSRSC further amended the mandatory effective date of PFRS 17 from January 1, 2025 to January 1, 2027. This is consistent with Circular Letter No. 2025-04 issued by the Insurance Commission which deferred the implementation of PFRS 17 to January 1, 2027.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2027, with comparative figures required. Early application is permitted.

- PFRS 18, *Presentation and Disclosure in Financial Statements*

The standard replaces PAS 1 Presentation of Financial Statements and responds to investors' demand for better information about companies' financial performance. The new requirements include:

- Required totals, subtotals and new categories in the statement of profit or loss
- Disclosure of management-defined performance measures
- Guidance on aggregation and disaggregation

- PFRS 19, *Subsidiaries without Public Accountability*

The standard allows eligible entities to elect to apply PFRS 19's reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other PFRS accounting standards. The application of the standard is optional for eligible entities.

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial and Sustainability Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the IASB completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

3. Significant Accounting Judgements, Estimates and Assumptions

The consolidated financial statements prepared in accordance with PFRSs require management to make judgments and estimates that affect amounts reported in the consolidated financial statements and related notes. The judgments and estimates used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.



Judgments and estimates are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The items are those matters which the Group assess to have significant risks arising from estimation uncertainties:

Judgments

In the process of applying the Group's accounting policies, management has made the following judgment, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements. This judgment is based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements.

Determination of Control Over an Investee Company

Control is presumed to exist when an investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Group has established that it has the ability to control its subsidiaries by virtue of either 100% or a majority of the voting interest in the investee company.

Determination of Acquisition Date in Business Combinations

The acquisition date is the date the acquirer obtains control of the acquiree, generally the specified closing or completion date of the business combination.

The date on which control passes is a matter of fact. In determining the acquisition date, the Group considers all the terms and conditions of the arrangements and their economic effects. One or more of pertinent facts and circumstances surrounding a business combination are considered in assessing when the acquirer has obtained control of the acquiree:

- When the consideration is transferred;
- When acquiree shares or underlying net assets are acquired;
- When the acquirer is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee;
- Agreement date designed to achieve an overall commercial effect of business combination and economically justified by the parties;

The date on which the Group obtains control over the Solar Philippines Assets is the date on which the Group legally transfers the consideration, acquires the assets, and assumes the liabilities of Solar Philippines Assets.

Assessment of Acquisition as Business Combination

Where asset is acquired through the acquisition of corporate interests, management considers the substance of the assets and activities of the acquired entity in determining whether the acquisition represents an acquisition of a business. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the asset.

Where such acquisitions are not judged to be an acquisition of a business, they are not treated as business combinations. Rather, the cost to acquire the corporate entity is allocated between the identifiable assets and liabilities of the entity based on their relative fair values at the acquisition date. Otherwise, corporate acquisitions are accounted for as business combinations. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognized.



The Parent Company's acquisition of Terra Solar have been accounted for as business combination (see Note 19).

Business Combination of Entities under Common Control

A combination involving entities or businesses under common control is 'a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory'. This will include transactions such as the transfer of subsidiaries or businesses between entities within a group, provided the transaction meets the definition of a business combination in PFRS 3.

Change in Operating Segments

The Group changed the structure of its internal organization that caused the composition of its reportable segments to change. Prior to 2023, the Group has no operating segments as it has not yet commenced its commercial operations. As of December 31, 2024 and 2023, the Group's operating businesses are organized and managed separately on a per company basis, with each company representing a strategic business segment. Financial information on operating segments are presented in Note 24 of the consolidated financial statements. The reported operating segment information is in accordance with PFRS 8, *Operating Segments*.

Recoverability of Deposits for Land Acquisition

The Group assesses at each financial reporting date whether there is indication that the deposits for land acquisition may be impaired. Management's assessment of impairment considers information from various sources, including those from the land acquisition process and the related requirements, the current status of land acquisition, the timeline of activities and factors that may affect the timing of completion of the transaction.

As of December 31, 2024 and 2023, management has assessed that there were no indicators that the deposits for land acquisition may be impaired. The carrying value of deposits for land acquisition amounted to ₱2,955.5 million and ₱3,396.8 million as of December 31, 2024 and 2023, respectively (see Note 9).

Evaluating Revenue from Contracts with Customers

The Group applied the following judgments in the determination of the amount and timing of revenue recognition:

- *Identifying Performance Obligations*

The Group identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Group's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract.

The Group assesses performance obligations as a series of distinct goods and services that are substantially the same and have the same pattern of transfer if:

1. each distinct good or services in the series are transferred over time; and
2. the same method of progress will be used (i.e., units of delivery) to measure the entity's progress towards complete satisfaction of the performance obligation



For sale of electricity, the obligation under each contract is a single performance obligation.

For installation services where the Group has to deliver the components of solar photovoltaic (“PV”) systems and perform installation services, the obligations are combined and considered as a single performance obligation since these are not distinct within the context of PFRS 15 as the Group provides a significant service of integrating the goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output for which the customer has contracted. The risk of transferring individual goods or services is inseparable because substantial part of the Group’s promise to the customer is to ensure the individual goods or services are incorporated into the combined output.

For revenue from manufacturing of goods performance obligation is comprised of non-distinct goods or services, which include issuance of materials to production, assembly, testing and packaging considered as single performance obligation.

Further, allocation of transaction prices is not necessary as the obligation under each contract with customers are accounted for as a single performance obligation and the Group does not have any other ancillary services to be performed in connect to all the contracts with customers (see Note 27).

- *Revenue Recognition*

The Group recognizes revenue when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. The Group determines, at contract inception, whether it will transfer control of a promised good or service over time. If the Group does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time.

For sale of electricity, the Group concluded that sale of electricity is to be recognized over time, since the customer simultaneously receives and consumes the benefits as the Group supplies electricity.

Revenue from manufacturing of goods is recognized over time or at a point in time. For turnkey contracts where in the products created have no alternative use to the Group and the Group has right to payment for performance completed to date including the related profit margin, in case of termination for reasons other than the Group’s failure to perform as promised, revenue is recognized over time. For goods manufactured not covered by customer purchase orders or firm delivery schedule, revenues are recognized at a point in time.

For revenue from sale of installation services, the Group concluded that revenue from sale of installation services is recognized over time as the satisfaction of the performance obligations creates assets that the customers control as the assets are created.

- *Identifying Methods for Measuring Progress of Revenue recognized over Time*

The Group determines the appropriate method of measuring progress which is either through the use of input or output methods. Input method recognizes revenue on the basis of the efforts or inputs to the satisfaction of a performance obligation while output method recognizes revenue on the basis of direct measurements of the value to the customer of the goods or services transferred to date.



For sale of electricity, the Group determined that the output method is the best method in measuring progress as actual electricity is supplied to customer. The Group recognizes revenue based on the actual renewable energy generation (see Note 27).

For revenue from manufacturing of goods, the Group measures progress towards complete satisfaction of the performance obligation using an input method (i.e., costs incurred). Management believes that this method provides a faithful depiction of the transfer of goods or services to the customer because the Group provides integration service to produce a combined output and each item in the combined output may not transfer an equal amount of value to the customer.

For installation services, the Group determined that the input method (on the basis of cost incurred) is the best method in measuring progress towards complete satisfaction of the performance obligation.

Set out below is the disaggregation of the Group's revenue from contracts with customers:

| | 2024 | 2023 |
|---|-----------------------|--------------|
| Sale of electricity | ₱1,200,054,994 | ₱619,252,204 |
| Sale of installation services | 79,191 | 16,199,013 |
| Total revenue from contracts with customers | ₱1,200,134,185 | ₱635,451,217 |

Estimates

Estimating Impairment of Financial Assets

The measurement of impairment losses under PFRS 9 across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows, including collectability, collateral values and other credit enhancements, when determining impairment losses. Increases or decreases to the allowance balance are recorded as general and administrative expenses in the consolidated statement of comprehensive income.

Under PFRS 9, *Financial Instruments*, additional judgments are also made in assessing a significant increase in credit risk in the case of financial assets measured using the general approach. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's impairment calculations are outputs of statistical models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the impairment models that are considered accounting judgments and estimates include:

- The Group's criteria for defining default and for assessing if there has been a significant increase in credit risk;
- The segmentation of financial and contract assets when impairment is assessed on a collective basis;
- The choice of inputs and the various formulas used in the impairment calculation;
- Determination of relationships between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EADs and LGDs; and,
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the impairment models.



It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

Measurement of ECL

ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:

- *Financial assets that are not credit-impaired at the reporting date:* as the present value of all cash shortfalls over the expected life of the financial asset discounted by the effective interest rate. The cash shortfall is the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive.
- *Financial assets that are credit-impaired at the reporting date:* as the difference between the gross carrying amount and the present value of estimated future cash flows discounted by the effective interest rate.

The Group leverages existing risk management indicators (e.g., internal credit risk classification and restructuring triggers), credit risk rating changes and reasonable and supportable information which allows the Group to identify whether the credit risk of financial assets has significantly increased.

As of December 31, 2024 and 2023, the total allowance for ECL recognized on trade receivables amounted to ₱0.075 million and ₱69.3 million, respectively (see Note 5). The aggregate carrying amounts of cash and cash equivalents (excluding cash on hand), trade receivables, subscriptions receivables, short-term investments and bonds (under other current assets), due from related parties and long-term receivables (under other noncurrent assets) amounted to ₱6,600.9 million and ₱10,972.1 million as of December 31, 2024 and 2023, respectively (see Notes 4, 5, 7, 10 and 13).

Fair Value Assessment as a result of the step-acquisition of Terra Solar

The Group's acquisition of Terra Solar was accounted for using the acquisition method which require extensive use of accounting estimates and judgments to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities at acquisition date. It also requires the acquirer to recognize gain on bargain purchase or goodwill. The Group's acquisition of Terra Solar has resulted in goodwill. The Group valued certain assets acquired and liabilities assumed, including any identifiable intangible assets from the acquisition. As of December 31, 2024, the Group has finalized the accounting for the step-acquisition of Terra Solar. See Note 20 for the detailed information on the transaction.

Revaluation of Land

The Group carries its land at revalued amount with changes in fair value recognized in OCI. The fair value of the Group's land measured using the fair value model is based on the valuation carried out by an independent appraiser as of December 31, 2024 and 2023. The valuation was arrived by reference to market evidence of transaction prices of similar properties.

External appraisers used market approach to value the land properties by using sales comparison method in particular. The valuation analysis involved key assumptions such as listing prices of reasonably comparable properties and adjustments related to the characteristics of the land properties such as size, location, utility, and other relevant conditions.



The total increase in land as a result of revaluation as of December 31, 2024 and 2023 amounted to ₱44,068.4 million and ₱11,024.1 million, respectively. In 2024 and 2023, the total revaluation surplus amounted to ₱24,783.21 million and ₱6,041.7 million, respectively, net of the deferred income tax liability. As of December 31, 2024 and 2023, carrying value of revalued land amounted to ₱49,362.8 million and ₱12,467.3 million (see Note 8).

Estimating useful lives of Property, Plant and Equipment (except Land and CIP)

The Group estimates the useful lives of property, plant and equipment (except land and CIP) based on the period over which these assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of these assets. In addition, estimation of the useful lives is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

The carrying values of property, plant and equipment (except land and CIP) amounted to ₱7,226.4 million and ₱7,497.9 million as of December 31, 2024 and 2023, respectively (see Note 8).

Estimating Impairment of Nonfinancial Assets

The Group assesses impairment of nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of assets in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For impairment loss on specific assets, the recoverable amount represents the fair value less costs to sell.

The carrying amounts of assets that are subject to impairment testing when impairment indicators are present (such as obsolescence, physical damage, significant changes to the manner in which the asset is used, worse than expected economic performance, or other external indicators) are as follows:

| | 2024 | 2023 |
|--|------------------------|-----------------|
| Other current assets* (Note 7) | ₱159,062,504 | ₱168,555,877 |
| Property, plant and equipment - at cost (Note 8) | 18,392,981,434 | 10,136,123,220 |
| Deposits for land acquisition (Note 9) | 2,955,531,170 | 3,396,776,396 |
| Intangible assets (Note 20) | 13,261,891,642 | 13,261,891,642 |
| Other noncurrent assets** (Note 10) | 329,943,190 | 357,985,321 |
| | ₱35,099,409,940 | ₱27,321,332,456 |

*Excluding short-term investments

**Excluding long-term receivables



There were no indicators of impairment of nonfinancial assets as of and for the years ended December 31, 2024 and 2023.

Estimating the Realizability of Deferred Income Tax Assets

Deferred income tax asset is recognized for all deductible temporary differences to the extent that it is probable that sufficient future taxable income will be available in the future against which the deductible temporary differences can be utilized. Significant management estimate is required to determine the amount of deferred income tax asset that can be recognized, based upon the likely timing and level of future taxable income together with future tax planning strategies. The carrying value of recognized deferred income tax assets amounted to ₱9.3 million and ₱9.6 million as of December 31, 2024 and 2023, respectively (see Note 17).

The Group did not recognize deferred income tax assets on the carryforward benefits of unused net operating loss carryover (“NOLCO”) amounting to ₱1,554.3 million and ₱479.2 million as of December 31, 2024 and 2023, respectively, as management believes that there is no sufficient future taxable income to allow all or part of the deductible temporary difference to be utilized before its expiration (Note 17).

4. Cash and Cash Equivalents

| | 2024 | 2023 |
|-------------------------------------|-----------------------|-----------------|
| Cash on hand and in banks (Note 21) | ₱507,451,210 | ₱9,934,772,578 |
| Short-term deposits | 5,032,081,658 | 105,652,049 |
| | ₱5,539,532,868 | ₱10,040,424,627 |

Short-term deposits are made for varying periods of up to three (3) months and earn interest at the prevailing short-term deposit interest rates.

Cash in banks earn interest at the respective bank deposit rates. Total interest earned from the Group’s cash and cash equivalents, net of final tax, amounted to ₱15.6 million, ₱9.5 million and ₱2.4 million for the years ended December 31, 2024 and 2023 and for the six-month period ended December 31, 2022, respectively.

Cash in banks include the balance of escrow account where the net proceeds of the Initial Public Offering (“IPO”) and Stock Rights Offering (“SRO”) of the Parent Company are deposited. As provided in the escrow agreement, the escrow agent shall release to the Parent Company the offer proceeds within five (5) banking days from the receipt of an instruction letter from the Parent Company directing such release and certifying that the amount released shall be used solely in accordance with the purpose stated in the use of proceeds of IPO and/or SRO.

In the event of any change in the use of proceeds, the Parent Company shall provide the escrow agent with a copy of the certification by the Parent Company’s corporate secretary of the board resolution approving such new use of proceeds and a certification by the Parent Company’s corporate secretary that the new use of proceeds has been disclosed to the PSE in accordance with applicable PSE rules. As of December 31, 2024, all IPO and SRO proceeds have been utilized in accordance with the certified use of proceeds.



5. Trade and Other Receivables

| | 2024 | 2023 |
|---|---------------------|--------------|
| Trade receivables | | |
| Third parties | ₱125,337,286 | ₱276,991,126 |
| Related parties (Note 13) | 75,692,579 | 78,595,394 |
| Non-trade receivables (Note 13) | 89,086,869 | – |
| | 290,116,734 | 355,586,520 |
| Less allowance for expected credit losses | 75,280 | 69,298,458 |
| | ₱290,041,454 | ₱286,288,062 |

Movements in allowance for expected credit losses are as follows:

| | 2024 | 2023 |
|---|---------------------|-------------|
| Balance at beginning of year | ₱69,298,458 | ₱– |
| Allowance of deconsolidated accounts (Note 20) | (65,569,401) | – |
| Reversal of expected credit loss (Note 16) | (3,653,777) | (422,375) |
| Provision for expected credit loss (Note 16) | – | 75,280 |
| Effect of business combination under common control (Note 19) | – | 69,645,553 |
| Balance at end of year | ₱75,280 | ₱69,298,458 |

Trade receivable arises from the revenue from the sale of electricity, sale of goods and services. These are either interest or non-interest bearing depending on the clause indicated in the contract and generally collectible within 40 to 60 days.

6. Inventories

The Group's inventories at NRV as of December 2023 is as follows:

| | 2023 |
|------------------------------------|--------------------|
| Mounting structures | ₱19,423,306 |
| Panels and inverters | 12,924,499 |
| Cables | 10,297,327 |
| Others | 9,696,238 |
| | 52,341,370 |
| Less allowance for impairment loss | (27,540,457) |
| | ₱24,800,913 |

As of December 31, 2024, the Group has no inventories as a result of the deconsolidation due to the exercise of the Put Option (see Note 20).



Movements in allowance for impairment loss on inventories follow:

| | 2024 | 2023 |
|---|---------------------|--------------------|
| Balance at beginning of year | ₱27,540,457 | ₱— |
| Effects of: | | |
| Deconsolidation (Note 20) | (27,540,457) | — |
| Business combination under common control (Note 19) | — | 29,382,300 |
| Reversal | — | (1,841,843) |
| Balance at end of year | ₱— | ₱27,540,457 |

Inventories charged to costs of sales and services for the years ended December 31, 2024 and 2023 amounted to ₱3.2 million and ₱8.7 million, respectively (see Note 15).

7. Other Current Assets

| | 2024 | 2023 |
|---|---------------------|---------------------|
| Short-term investments | ₱588,670,612 | ₱575,810,259 |
| Prepaid real property taxes | 28,803,698 | 10,747,560 |
| Deferred stock issuance cost (Note 14) | 18,137,305 | 32,106,975 |
| Bonds (Notes 21 and 27) | 15,000,000 | 35,267,363 |
| Input VAT | 3,715,504 | 41,086,277 |
| Creditable withholding taxes | 1,997,747 | 6,748,265 |
| Advances to suppliers | — | 15,330,330 |
| Others | 8,201,655 | 32,878,931 |
| | 664,526,521 | 749,975,960 |
| Less allowance for impairment loss on input VAT | (152,721) | (5,609,824) |
| | ₱664,373,800 | ₱744,366,136 |

Movements in allowance for impairment loss on input VAT are as follows:

| | 2024 | 2023 |
|---|--------------------|-------------------|
| Balance at beginning of the year | ₱5,609,824 | ₱— |
| Impairment loss on deconsolidated accounts (Note 20) | (3,585,802) | — |
| Reversal of impairment loss | (1,871,301) | (204,934) |
| Effect of business combination under common control (Note 19) | — | 5,133,866 |
| Provision for impairment loss (Note 16) | — | 680,892 |
| Balance at end of the year | ₱152,721 | ₱5,609,824 |

Bonds pertain to (a) cash bond deposits with the Department of Agrarian Reform (DAR) in connection with SP Tarlac's application for conversion of land from agricultural to industrial use. The total amount of cash bond deposit is refundable upon compliance with the conditions set forth in the DAR Conversion Order (see Note 10); and (b) the Parent Company's performance bond with Angeles Electric Corporation ("AEC") in relation to the 15 MW_p solar power project. The performance bond was initially valid until August 10, 2024 and subsequently renewed until November 26, 2025 (see Note 27).



Short-term investments includes restricted interest-bearing accounts opened and established by SP Calatagan and SP Tarlac in accordance with certain loan and service agreements that will serve as a cash reserve or deposit to service the principal and/or interest payments due on the long-term debt, and as performance security to their respective PSAs (see Note 12). Restricted short-term investments amounted to ₱573.7 million and ₱575.8 million as of December 31, 2024 and 2023, respectively. For the years ended December 31, 2024 and 2023, interest earned from short-term investments amounted to ₱19.5 million and ₱14.9 million, respectively.

Advances to suppliers pertain to advance payments made by the Group to third-party suppliers for the purchase of materials.

Others include prepaid insurance, other prepaid expenses, security deposit and advances to employees, among others.



8. Property, Plant and Equipment

At cost

December 31, 2024

| | Solar Power Plants | Land and Leasehold Improvements | Transportation Equipment | Office and Warehouse Equipment | Furniture and Fixtures | ROU Assets (see Note 18) | Building | Construction in Progress | Total |
|--|-----------------------|---------------------------------------|-----------------------------|--------------------------------------|---------------------------|-----------------------------|-------------------|-----------------------------|------------------------|
| Cost | | | | | | | | | |
| Balances at beginning of year | ₱8,540,278,396 | ₱2,367,764 | ₱701,082 | ₱4,045,867 | ₱385,031 | ₱534,653,539 | ₱1,543,512 | ₱2,652,776,839 | ₱11,736,752,030 |
| Additions | 93,463,337 | 46,440 | 21,012,411 | 8,644,313 | 704,119 | — | — | 8,794,469,066 | 8,918,339,686 |
| Reclassification (Note 10) | 68,147,200 | — | — | — | — | — | — | (20,141,274) | 48,005,926 |
| Effect of deconsolidation as a result of Put Option exercised (Note 20) | (88,219,969) | — | — | — | — | — | — | (258,533,690) | (346,753,659) |
| Balances at end of year | 8,613,668,964 | 2,414,204 | 21,713,493 | 12,690,180 | 1,089,150 | 534,653,539 | 1,543,512 | 11,168,570,941 | 20,356,343,983 |
| Accumulated depreciation, amortization, and impairment losses | | | | | | | | | |
| Balances at beginning of year | 1,502,652,704 | 777,099 | 422,938 | 1,353,425 | 364,427 | 80,481,090 | 20,580 | 14,556,547 | 1,600,628,810 |
| Depreciation and amortization (Notes 15 and 16) | 360,783,721 | 331,449 | 1,602,631 | 1,322,980 | 93,312 | 15,036,837 | 61,740 | — | 379,232,670 |
| Amortization capitalized to construction in progress | — | — | — | — | — | 5,670,355 | — | — | 5,670,355 |
| Effect of deconsolidation as a result of Put Option exercised (Note 20) | (7,612,739) | — | — | — | — | — | — | (14,556,547) | (22,169,286) |
| Balances at end of year | 1,855,823,686 | 1,108,548 | 2,025,569 | 2,676,405 | 457,739 | 101,188,282 | 82,320 | — | 1,963,362,549 |
| Net book value | ₱6,757,845,278 | ₱1,305,656 | ₱19,687,924 | ₱10,013,775 | ₱631,411 | ₱433,465,257 | ₱1,461,192 | ₱11,168,570,941 | ₱18,392,981,434 |



December 31, 2023

| | Solar Power Plants | Land and Leasehold Improvements | Transportation Equipment | Office and Warehouse Equipment | Furniture and Fixtures | ROU Assets | Building | Construction in Progress | Total |
|--|-----------------------|---------------------------------------|-----------------------------|--------------------------------------|---------------------------|--------------|------------|-----------------------------|-----------------|
| Cost | | | | | | | | | |
| Balances at beginning of the year | P– | P– | P207,600 | P– | P– | P301,837,803 | P– | P1,389,549,741 | P1,691,595,144 |
| Effect of business combination under common control (Note 19) | 8,558,032,873 | 722,248 | 493,482 | 1,244,417 | 385,031 | 249,432,583 | – | 571,815,714 | 9,382,126,348 |
| Additions | 937,305 | 1,645,516 | – | 2,801,450 | – | – | 1,543,512 | 691,411,384 | 698,339,167 |
| Disposal | (18,691,782) | – | – | – | – | – | – | – | (18,691,782) |
| Adjustments | – | – | – | – | – | (16,616,847) | – | – | (16,616,847) |
| Balances at end of the year | 8,540,278,396 | 2,367,764 | 701,082 | 4,045,867 | 385,031 | 534,653,539 | 1,543,512 | 2,652,776,839 | 11,736,752,030 |
| Accumulated depreciation, amortization, and impairment losses | | | | | | | | | |
| Balances at beginning of the year | – | – | 15,840 | – | – | 20,347,680 | – | – | 20,363,520 |
| Effect of business combination under common control (Note 19) | 1,299,392,700 | 722,248 | 318,618 | 1,169,828 | 319,674 | 42,911,325 | – | 14,556,547 | 1,359,390,940 |
| Depreciation and amortization (Note 15 and 16) | 205,857,760 | 54,851 | 88,480 | 183,597 | 44,753 | 9,982,700 | 20,580 | – | 216,232,721 |
| Amortization capitalized to construction-in- progress | – | – | – | – | – | 7,239,385 | – | – | 7,239,385 |
| Disposal | (2,597,756) | – | – | – | – | – | – | – | (2,597,756) |
| Balances at end of the year | 1,502,652,704 | 777,099 | 422,938 | 1,353,425 | 364,427 | 80,481,090 | 20,580 | 14,556,547 | 1,600,628,810 |
| Net book value | P7,037,625,692 | P1,590,665 | P278,144 | P2,692,442 | P20,604 | P454,172,449 | P1,522,932 | P2,638,220,292 | P10,136,123,220 |



Solar Power Plants

As of December 31, 2024 and 2023, solar power plants of SP Calatagan and SP Tarlac (“Solar Power Plants”) are pledged as collateral for their respective project financing (see Note 12).

In 2023, the Group recognized gain on sale of the solar power plant of SP Rooftop amounting to ₱17.8 million presented as part of “Other income (charges) - net” in the 2023 consolidated statement of comprehensive income.

CIP

This pertains to capitalized costs related mainly to the SPNEC’s Phase 1, SP Tarlac’s expansion project and Terra Solar’s project (see Note 26).

ROU assets

The Group entered into various non-cancellable land lease agreements in Concepcion, Tarlac, and Sta. Rosa, Nueva Ecija with various third-party lessors for the development of various projects.

The costs of ROU assets are amortized using the straight-line method over the lease term. As of December 31, 2024 and 2023, the remaining terms of the leases range between 20 to 30 years (including extension of five (5) years) (see Note 18).

Land - At revalued amount

| | 2024 | 2023 |
|---|------------------------|------------------------|
| Balances at beginning of year | ₱12,467,340,000 | ₱— |
| Additions | 226,674,186 | 36,070,190 |
| Reclassifications from: | | |
| Investment properties | — | 312,626,010 |
| Deposits for land acquisition (Note 9) | 3,624,514,954 | 287,506,687 |
| Revaluation surplus during the year | 33,044,275,260 | 8,055,590,913 |
| Effect of business combination under common control (Note 19) | — | 3,775,546,200 |
| | ₱49,362,804,400 | ₱12,467,340,000 |

In 2023, as part of the business combination under common control, a total of 135.68 hectares of land of SP Calatagan and SP Tarlac with combined fair value of ₱3,775.5 million were transferred to the Parent Company (see Note 19).

As a result of the consolidation of Terra Solar (see Note 20), land previously classified as investment properties were reclassified to property, plant and equipment and carried at revalued amount as of December 31, 2023.



The Parent Company opted to adopt the appraisal accounting consistent with the provisions of PFRS 13, *Fair Value Measurement*. Consequently, it engaged an independent firm of appraisers to conduct a revaluation of the consolidated land area of the Group. The valuations undertaken were based on market value approach wherein fair value, supported by market evidence, is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. Key unobservable inputs (Level 3) used to measure the fair value of the land is the price per square meter from ₱1,500 - ₱5,000 per square meter in 2024 and ₱2,300 - ₱4,900 per square meter in 2023, depending on the property. The resulting values are as follows:

| 2024 | | | | |
|--------------|----------------------------|-----------------------------------|--|---------------------|
| Entity | Land Area (in hectares) | Acquisition cost (In millions) | Appraised value as of December 31, 2024 | Revaluation surplus |
| Terra Nueva | 2,060.41 | ₱3,962.6 | ₱35,027.0 | ₱31,064.4 |
| SPNEC | 493.50 | 524.8 | 10,290.4 | 9,765.6 |
| SP Calatagan | 105.26 | 704.8 | 2,526.4 | 1,821.6 |
| SP Tarlac | 30.41 | 102.2 | 1,519.0 | 1,416.8 |
| | 2,689.58 | ₱5,294.4 | ₱49,362.8 | ₱44,068.4 |

| 2023 | | | | |
|--------------|----------------------------|-----------------------------------|--|---------------------|
| Entity | Land Area (in hectares) | Acquisition cost (In millions) | Appraised value as of December 31, 2023 | Revaluation surplus |
| Terra Nueva | 534.76 | ₱636.2 | ₱8,556.1 | ₱7,919.9 |
| SP Calatagan | 105.26 | 704.8 | 2,421.1 | 1,716.3 |
| SP Tarlac | 30.41 | 102.2 | 1,490.1 | 1,387.9 |
| | 670.43 | ₱1,443.2 | ₱12,467.3 | ₱11,024.1 |

Significant increases (decreases) in estimated price per square meter in isolation would result in a significantly higher (lower) fair value on a linear basis.

For the years ended December 31, 2024 and 2023, there were no transfers between Level 1 and 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

9. Deposits for Land Acquisition

Following is a summary of the deposits for land acquisition of the Group:

| Land Owner | 2024 | | 2023 | |
|---|----------------------------|-----------------------|----------------------------|-----------------------|
| | Land Area (in hectares) | Amount | Land Area (in hectares) | Amount |
| Provincia Investments Corporation ("PIC") (Note 13) | 68.62 | ₱270,000,000 | 68.62 | ₱270,000,000 |
| Lupang Hinirang Holdings Corporation ("LHHC") (Note 13) | 56.81 | 267,000,000 | 56.81 | 267,000,000 |
| Leandro L. Leviste (Notes 12 and 13) | 87.50 | 421,618,085 | 87.50 | 421,618,085 |
| Various landowners* | 1,174.95 | 1,996,913,085 | 2,092.72 | 2,438,158,311 |
| | 1,387.88 | ₱2,955,531,170 | 2,305.65 | ₱3,396,776,396 |

*Includes land acquisition-related costs

The 87.50-hectares property with deposits for land acquisition to Leandro L. Leviste is pledged to a local bank for the loan obtained by SP Tarlac (see Note 12).



Following are the movements in the Group's deposits for land acquisition with various landowners:

| | 2024 | 2023 |
|---|------------------------|----------------|
| Balances at beginning of the year | ₱2,424,726,680 | ₱1,489,892,396 |
| Additions | 3,196,701,359 | 723,096,532 |
| Reclassifications from (to): | | |
| Refundable deposit | — | 500,000,000 |
| Land (Note 8) | (3,624,514,954) | (287,506,687) |
| Effect of business combination under common control (Note 19) | — | 12,676,070 |
| Balances at end of the year | ₱1,996,913,085 | ₱2,438,158,311 |

In 2023, upon receipt of land conversion orders from the DAR, Terra Nueva reclassified refundable deposits pertaining to land-related costs amounting to ₱500.0 million to deposits for land acquisition.

The remaining balance of deposits for land acquisition as of December 31, 2024 and 2023 amounting to ₱876.46 million and ₱1,111.8 million, respectively, will be payable when the conditions under the contracts to sell are satisfied.

10. Other Noncurrent Assets

| | 2024 | 2023 |
|--|---------------------|--------------|
| Long-term receivables (Note 27) | ₱318,977,637 | ₱318,977,637 |
| Input VAT | 213,661,724 | 138,451,932 |
| Deferred input VAT | 66,082,155 | 78,188,325 |
| Plant construction materials | 51,101,492 | 50,624,254 |
| Advances to suppliers | 46,042,772 | — |
| Bonds (Note 7) | 20,267,363 | — |
| Project development costs | — | 75,062,130 |
| Others | 16,275,168 | 15,786,849 |
| | 732,408,311 | 677,091,127 |
| Less allowance for impairment of input VAT | (128,168) | (128,168) |
| | ₱732,280,143 | ₱676,962,959 |

Project development costs pertain to pre-development costs incurred by Terra Solar in relation to the construction of its solar power project (see Note 20). Project development costs amounting to ₱48.1 million have been reclassified to "Construction in progress" upon commencement of construction of Terra Solar's power plant, while ₱27.1 million costs were written off since they will no longer be utilized (see Note 8).



11. Trade and Other Payables

| | 2024 | 2023 |
|--|-----------------------|--------------|
| Accounts payable | | |
| Third parties | ₱507,035,623 | ₱49,127,667 |
| Related parties (Note 13) | 138,379,177 | 185,013,429 |
| Interest payable (Note 12) | 111,194,508 | 99,315,778 |
| Withholding tax payable | 77,114,209 | 13,793,524 |
| Retention payable (Note 13) | 34,878,519 | — |
| Current portion of replacement energy cost payable (Note 27) | 8,028,019 | 12,183,924 |
| Accrued expenses: | | |
| Financial advisor fee (Note 16) | 1,219,848,000 | — |
| Interest on undeclared dividends (Notes 2 and 16) | 36,679,968 | 12,293,468 |
| Purchases | 15,193,754 | 10,743,183 |
| Taxes | 14,425,815 | 10,883,957 |
| Regulatory fees | 6,649,622 | 6,552,545 |
| Legal and other professional fees | 1,000,000 | 28,404,579 |
| Others | 7,651,831 | 32,606,679 |
| | ₱2,178,079,045 | ₱460,918,733 |

Accounts payable are non-interest bearing and settled within one (1) year in the normal course of business.

Accrued regulatory fees pertain to unbilled liabilities for costs of benefits to host communities provided under Department of Energy (“DOE”) Energy Regulations No. 1-94.

Retention payable pertains to amounts owed to subcontractors arising from the construction of power plant and are normally settled upon receipt of billing.

12. Borrowings

a. Short-term loans

Following are the details of the short-term loans obtained from local banks:

| | Interest rate | Amount |
|-------------|---------------|-----------------------|
| Terra Solar | 6.85% - 6.94% | ₱4,200,000,000 |
| Terra Nueva | 6.74% | 3,000,000,000 |
| | | ₱7,200,000,000 |

The loans are obtained from local banks and are secured by the Parent Company’s shares in these entities. The loans are not subject to any significant covenants and warranties.



In 2024, interest expense on short-term loan obtained by Terra Solar amounting to ₱5.9 million was capitalized as part of “Construction in progress” in the consolidated statement of financial position (see Note 8). On the other hand, interest expense incurred by Terra Nueva amounting to ₱11.9 million is recorded as part of “Finance costs” in the consolidated statement of income.

Interest payable as of December 31, 2024 amounted to ₱17.8 million (see Note 11).

b. Long-term debt

Following are the details of the long-term debt:

| Entity | Original Loan Amount (In millions) | Interest rate | Repayment schedule | Outstanding balance as of | |
|--|--|---|--|---------------------------|----------------------|
| | | | | December 31, 2024 | December 31, 2023 |
| SP Tarlac | ₱2,225.0 | 8.62%, subject to second repricing in July 2029 | 20 semi-annual installments starting January 3, 2021 until July 3, 2031 | ₱1,753.5 | ₱1,935.8 |
| SP Calatagan | 3,400.0 | 5-year benchmark plus a pre-agreed spread | 24 semi-annual installments starting October 3, 2018 until April 3, 2029 | 1,008.2 | 1,198.8 |
| Total | | | | 2,761.7 | 3,134.6 |
| Less unamortized debt transaction cost | | | | (32.0) | (38.0) |
| | | | | 2,729.7 | 3,096.6 |
| Current portion | | | | 235.9 | 366.9 |
| Long-term debt, net of current portion | | | | ₱2,493.8 | ₱2,729.7 |

Movements in the debt transaction costs are as follows:

| | 2024 | 2023 |
|------------------------------|-------------|-------------|
| Balance at beginning of year | ₱38,006,328 | ₱43,244,473 |
| Amortization during the year | (6,018,701) | (5,238,145) |
| Balance at end of year | ₱31,987,627 | ₱38,006,328 |

SP Tarlac

Omnibus Loan and Security Agreement (OLSA) - ₱2,225.0 million Loan

SP Tarlac’s 100MW project was funded by a 12-year term loan payable in 22 installments with a balloon payment for the balance in July 2031. Under the terms of the OLSA, SP Tarlac shall maintain certain financial ratios which include, debt-to-equity ratio of 50:50; debt service coverage ratio (DSCR) of at least 1.20x.

The loan is secured by the power plant, land where facilities are constructed, leasehold rights of the project, parcels of land owned by an individual stockholder of SPNEC and the shares held by SPNEC in SP Tarlac. As of December 31, 2024, SP Tarlac is in compliance with the terms of the OLSA. Total interest expense amounted to ₱156.6 million and ₱163.3 million in 2024 and 2023, respectively.



SP Calatagan

OLSA - ₱3,400.0 million Loan

SP Calatagan drew a 12-year term loan amounting to ₱3,400.0 million to finance the 63,359 MW Project. The loan is payable in 24 equal installments with a balloon payment on September 8, 2017.

The OLSA requires maintenance of debt-to-equity ratio of 70:30 and DSCR of at least 1.20x. As of December 31, 2024, SP Calatagan is compliant with the covenants of the OLSA. Total interest expense amounted to ₱93.6 million in 2024 and ₱51.3 million in 2023.

The loan is secured by the project asset and land where the power plant is constructed and the shares held by SPNEC in SP Calatagan.

13. Related Party Transactions

Parties are considered to be related if, among others, one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions, the parties are subject to common control, or the party is an associate or a joint venture. Parties are also considered to be related if they are subject to common control or common significant influence which include affiliates.

Affiliates are related entities of the Group by virtue of common ownership and representation to management where significant influence is apparent.

Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed upon by the parties.

Following are the Group's related party transactions for the years ended December 31, 2024 and 2023 and the related outstanding balances as of December 31, 2024 and 2023:

| | Transactions during the year | | Balance as of December 31 | | Terms | Conditions |
|--|------------------------------|--------------|---------------------------|--------------|--|---------------------------------------|
| | 2024* | 2023 | 2024 | 2023 | | |
| Trade and other receivables (Note 5) | | | | | | |
| Meralco | ₱465,458,405 | ₱– | ₱75,692,579 | ₱78,595,394 | Trade receivables | Unsecured and will be settled in cash |
| Metro Nueva Ecija Corporation (“MNEC”) | 445,570,585 | – | 78,684,200 | – | Non-trade receivables | On demand; unsecured; no impairment |
| PIC | 2,871,392 | – | 2,871,392 | – | -do- | -do- |
| | | | ₱157,248,171 | ₱78,595,394 | | |
| Deposits for land acquisition (Note 9) | | | | | | |
| Individual Stockholder | ₱– | ₱421,618,085 | ₱421,618,085 | ₱421,618,085 | Deposits; non-interest bearing | Unsecured; Not impaired |
| LHHC | – | – | 270,000,000 | 270,000,000 | -do- | -do- |
| PIC | – | – | 267,000,000 | 267,000,000 | -do- | -do- |
| | | | ₱958,618,085 | ₱958,618,085 | | |
| Due from related parties | | | | | | |
| <i>Intermediate Parent Company</i> | | | | | | |
| MGreen | ₱3,868,729 | ₱– | ₱3,868,729 | ₱– | Due and demandable; non-interest bearing | Unsecured; Not impaired |

(Forward)



| | Transactions during the | | Balance as of December 31 | | Terms | Conditions |
|---|-------------------------|--------------|---------------------------|--------------|---|--|
| | 2024* | 2023 | 2024 | 2023 | | |
| Affiliates | | | | | | |
| SP Project Holdings | ₱– | ₱81,433,396 | ₱85,708,958 | ₱87,967,930 | -do- | -do- |
| Solar Philippines Commercial Rooftop Projects, Inc. ("SPCRPI")* | – | 2,100,000 | 31,398,913 | 31,654,070 | -do- | -do- |
| SP Rooftop* | 1,570,382 | – | 14,472,361 | – | -do- | -do- |
| Individual Stockholder | – | 7,293,310 | 7,293,310 | 7,293,310 | -do- | -do- |
| SP Batangas Baseload* | 64,680 | – | 3,264,680 | – | -do- | -do- |
| Laguna Rooftop* | 352,996 | – | 352,996 | – | -do- | -do- |
| SP Eastern* | 111,744 | – | 131,744 | – | -do- | -do- |
| SP South Luzon* | 111,745 | – | 111,745 | – | -do- | -do- |
| SP Visayas* | 54,320 | – | 65,320 | – | -do- | -do- |
| SP Batangas* | 61,744 | – | 62,744 | – | -do- | -do- |
| SP Central Visayas* | 113,488 | – | 113,488 | – | -do- | -do- |
| SP Southern Tagalog* | 51,744 | – | 51,744 | – | -do- | -do- |
| SP Tarlac Baseload* | 61,744 | – | 61,744 | – | -do- | -do- |
| SP Western* | 61,744 | – | 61,744 | – | -do- | -do- |
| SP Retail* | 54,459 | – | 54,459 | – | -do- | -do- |
| SP Southern Mindanao* | 51,744 | – | 51,744 | – | -do- | -do- |
| Solar Philippines Central Luzon Corporation (SP Central Luzon)* | 15,000 | 5,000 | 20,000 | 5,000 | -do- | -do- |
| SP Southern Tagalog Corporation* | 10,000 | – | 10,000 | – | -do- | -do- |
| | | | ₱147,156,423 | ₱126,920,310 | | |
| Due to related parties | | | | | | |
| | | | | | Due and demandable; non- interest bearing | Unsecured |
| SP Project Holdings | ₱24,600 | ₱326,103,072 | ₱344,858,749 | ₱536,656,775 | -do- | -do- |
| Countryside | 3,316,905 | 37,552,682 | 40,869,587 | 37,552,682 | -do- | -do- |
| MGen | 697,838 | – | 697,838 | – | -do- | -do- |
| MGreen | 21,908,858 | – | 221,373 | – | -do- | -do- |
| GBPC | 141,504 | – | 123,444 | – | -do- | -do- |
| PIC | 90,914 | – | 90,914 | – | -do- | -do- |
| TRHI | – | 33,988,926 | – | 33,988,926 | -do- | -do- |
| DGA | – | 244,443 | – | 244,443 | -do- | -do- |
| | | | ₱386,861,905 | ₱608,442,826 | | |
| Advances to supplier (Note 11) | | | | | | |
| | | | | | | Will be settled thru performance of services |
| MIESCOR | ₱1,368,660,855 | ₱– | ₱– | ₱– | EPC Contract | -do- |
| Retention payable (Note 11) | | | | | | |
| | | | | | | Upon issuance of the Provisional Acceptance Certificate |
| MIESCOR | ₱32,623,051 | ₱– | ₱32,623,051 | ₱– | EPC Contract | -do- |
| Accounts payable and accrued expenses | | | | | | |
| SP Project Holdings | ₱719,037,700 | ₱36,000,000 | ₱91,195,400 | ₱10,157,700 | Various terms not longer than one year; non-interest bearing | Unsecured |
| Meralco | 24,502,682 | – | 32,530,701 | 12,183,924 | -do- | -do- |
| MGreen | 110,753,920 | – | 23,683,272 | – | -do- | -do- |
| SMSC | 36,951,147 | 85,454,482 | 22,238,121 | 32,869,361 | -do- | -do- |
| GBPC | 27,256,279 | – | 4,465,579 | – | -do- | -do- |
| SPCRPI | – | 85,714,453 | – | 85,714,453 | -do- | -do- |
| SPMMC | – | – | – | 547,956 | -do- | -do- |
| MIESCOR Builders Inc. | 92,078,535 | – | – | – | -do- | -do- |
| | | | ₱174,113,073 | ₱141,473,394 | | |
| Other noncurrent liabilities | | | | | | |
| Meralco (Note 27) | ₱– | ₱– | ₱89,070,870 | ₱95,428,850 | Offset against revenue collections | -do- |

*Prior to September 3, 2024, transactions of these affiliates were eliminated during consolidation (Note 20).



a. SP Project Holdings

Management Services Agreement (“MSA”) between SPNEC and SP Project Holdings

On April 30, 2021, the Parent Company entered into a MSA with SP Project Holdings to provide executive and leadership support and execute its strategic direction while managing its business operations for a period from May 1, 2021 to April 30, 2024, for a monthly fee of ₱2.0 million, subject to 5% annual escalation. The MSA was not renewed upon expiration.

The MSA covers all necessary administrative and advisory services on management, investment and technical matters involving the Parent Company’s operations, including but not limited to human resources, legal, finance, and information technology.

The key administrative and finance functions are performed by SP Project Holdings through the MSA. Management fee recognized for the years ended December 31, 2024, 2023 and six-month period ended December 31, 2022 amounted to ₱11.0 million, ₱26.0 million and ₱12.8 million, respectively, presented as “Management fees” under “General and administrative expenses” in the consolidated statements of income (see Note 16).

Construction Support Services Agreement (“CSSA”) with SP Project Holdings

On September 30, 2022, the Parent Company entered into a CSSA with SP Project Holdings wherein SP Project Holdings shall provide support services, including engineering, procurement and construction (“EPC”), logistics, warehousing and other contractor-related services during the construction of the Parent Company’s Phase 1 Project.

Construction support services billed for the years ended December 31, 2024 and 2023 amounted to ₱12.0 million and ₱38.0 million, respectively, which were capitalized as part of CIP (see Note 8).

Administrative Services Contract (“ASC”) between SP Calatagan and SP Project Holdings

On May 27, 2020, SP Calatagan entered into an administrative service contract with SPCRPI, an affiliate, to provide necessary and advisory services on management, investment and technical matters involving SP Calatagan’s operations, including but not limited to human resources, legal, finance and information technology. Under the contract, SP Calatagan shall pay SPCRPI a monthly fee of ₱1.0 million for a period of ten (10) years from January 1, 2020. On January 22, 2021, SPCRPI executed a Deed of Assignment transferring all of its rights and obligations under the administrative service contract to SP Project Holdings. SP Calatagan recognized professional fees amounting to ₱9.0 million and ₱12 million in 2024 and 2023, respectively, which is presented as part of “Management fees” under “General and administrative expenses” in the consolidated statements of income (see Note 16).

Intercompany Advance Agreement (“IAA”) between SPNEC, SP Project Holdings and Terra Nueva

In May 2023, the BOD of the Parent Company approved the authority to enter in a loan arrangement with SP Project Holdings in which SP Project Holdings may lend to the Parent Company an amount up to the net proceeds of the Share Purchase Agreement with MPIC (net of taxes, costs, and fees), under the terms and conditions approved and recommended for board approval by the Related Party Transactions Committee of the Parent Company, and the proposed on-lending from the Parent Company to Terra Nueva of the proceeds of this loan.



In June 2023, the Parent Company executed an IAA with SP Project Holdings whereby SP Project Holdings extended a one (1) year loan to the Parent Company wherein the latter shall exclusively use the proceeds of the loan for on-lending to Terra Nueva. Per IAA, the Parent Company shall not directly or indirectly use the proceeds of the Loan for any other purpose without SP Project Holdings' prior written consent.

On the same date, SPNEC executed an IAA with Terra Nueva whereby the Parent Company extended a one (1) year loan to Terra Nueva which was used exclusively to acquire Project Lands, as defined in the IAA. Per IAA, Terra Nueva shall not directly or indirectly use the proceeds of the Loan for any other purpose without the Lender's prior written consent.

In 2023, the Parent Company received advances from SP Project Holdings amounting to ₱300.0 million which were then subsequently advanced to Terra Nueva. In 2024, the Parent Company fully settled these advances from SP Project Holdings.

Service Agreement with Terra Solar and SP Project Holdings

On April 19, 2024, Terra Solar and SP Project Holdings entered into a Service Agreement to assist in securing permits, licenses and clearances from relevant government agencies. Terra Solar paid ₱688.0 million which was capitalized as part of "Construction in progress" (see Note 8).

On April 11, 2025, SP Project Holdings confirmed that the shareholder advances it made to SP Tarlac amounting to ₱322.4 million have been assigned to the Parent Company when it subscribed to 24.37 billion of SPNEC shares in exchange for assets, which included SP Project Holdings' shares in the Company in February 2022.

b. LHHC

MOA with LHHC

On April 19, 2021, the Parent Company entered into a MOA with LHHC to secure land covering a total area of 56.81 hectares for a total amount of ₱270.0 million. As of December 31, 2024 and 2023, title to the land has not been turned over to the Parent Company. Accordingly, ₱270.0 million continues to be presented as part of "Deposits for land acquisition" in the consolidated statements of financial position (see Note 9).

c. PIC

MOA with PIC

On February 20, 2021, the Parent Company entered into a MOA with PIC, which was later amended on March 3, 2021, to secure land covering a total area of 68.62 hectares for a total amount of ₱267.0 million. As of December 31, 2024 and 2023, title to the land has not been turned over to the Parent Company. Accordingly, ₱267.0 million continues to be presented as part of "Deposits for land acquisition" in the consolidated statement of financial position (see Note 9).



d. Solar Maintenance Services Corporation (“SMSC”)

Support Services Agreement between the Parent Company and SMSC

On September 29, 2022, the Parent Company entered into a Support Services Agreement with SMSC, an affiliate of the Parent Company, wherein SMSC shall provide support services during the construction and development of the Parent Company’s Phase 1 Project. Manpower services recognized for the years ended December 31, 2024 and 2023 amounted to ₱19.2 million and ₱43.6 million, respectively, which were capitalized in CIP (see Note 8).

Property Management Agreement between SP Calatagan and SMSC

SP Calatagan has annual property management agreement with SMSC to maintain and manage the solar power plant. In January 2022, SP Calatagan renewed its contract for a period of one year until December 31, 2022. The agreement was automatically renewed and extended for another period of one year, subject to standard escalation of service fee. In 2024 and 2023, SP Calatagan recognized outside services amounting to ₱20.7 million and ₱9.9 million, respectively, presented as part of “Costs of sales and services” in the consolidated statements of income (see Note 15).

Operation and Maintenance Agreement between SP Tarlac and SMSC

SP Tarlac entered into an Operation and Maintenance Agreement with SMSC for the latter to operate, maintain and manage SP Tarlac’s solar power plant for 20 years. For the years ended December 31, 2024 and 2023, SP Tarlac recognized manpower services amounting to ₱23.5 million and ₱14.5 million, respectively, which is presented as part of “Costs of sales and services” in the consolidated statements of income (see Note 15).

e. Meralco Industrial Engineering Services Corporation (“MIESCOR”)

Contract for works for Terra Solar

On March 1, 2024, Terra Solar and MIESCOR executed the Contract for Works to conduct geotechnical investigations for the Terra Solar Project for a contract price of ₱62.4 million.

On August 20, 2024, the parties executed the Contract for Engineering, Design, Supply, Construction, Testing and Commissioning for the Connection Assets to carry out various works for the Terra Solar Project for a contract price of ₱7.8 billion and ₱6.7 billion (US\$116.9 million) for onshore and offshore works, respectively. The construction of the connection assets is expected to be completed by October 2025.

In 2024, Terra Solar issued Limited Notices to Proceed to commence work on certain portions of the scope of works specified in the contracts.

Engineering, Procurement and Construction Contract for the Transmission Lines for SPNEC

In relation to the NE 2 Project, the Parent Company entered into an EPC contract with MIESCOR in July 2022, for the 11.4 km 230 kV transmission line necessary to connect the Parent Company’s Power Plant to the NGCP Cabanatuan Substation, and provide the necessary services, equipment and materials.



f. Global Business Power Corporation (“GBPC”)

Service Agreement for Terra Solar

On July 29, 2024, Terra Solar entered into a Service Agreement with GBPC, a subsidiary of MGreen, to provide support services for project development and business operations until December 31, 2024. Service fees incurred from GBPC amounted to ₱27.2 million presented as part of “Management fees” under “General and administrative expenses” (see Note 16). The service agreement was extended until June 30, 2025.

g. MGreen

Service Agreement for Terra Solar

On July 29, 2024, Terra Solar entered into a Service Agreement with MGreen, to provide support services for project development and business operations until December 31, 2024. Terra Solar paid a monthly fee based on actual cost of services plus 5.0% margin. In 2024, service fees incurred amounted to ₱110.7 million, of which ₱81.3 million was capitalized as part of construction in progress (see Note 8) and ₱29.4 million was presented as part of “Management fees” under “General and administrative expenses”. The service agreement is extended until June 30, 2025.

h. MNEC

In 2024, Terra Nueva executed a Master Agreement with MNEC to acquire rights, interests and title over parcels of lands covering a total land area of 547.25 hectares from MNEC, subject to terms and conditions, for a total contract price of ₱922.4 million.

Upon execution of the agreement, Terra Nueva paid ₱445.6 million to MNEC. Of this amount, DOAS and transfer of titles of the parcels of land amounting to ₱78.7 million has not yet been executed. Accordingly, Terra Nueva recognized a non-trade receivable from MNEC as of December 31, 2024.

i. Individual Stockholder

MOA Individual Stockholder for SP Calatagan

On February 12, 2019, SP Calatagan entered into a MOA an Individual Stockholder to purchase 87.50 hectares of land for ₱421.6 million as part of land-related costs under “Deposits for land acquisition” account. As of December 31, 2024 and 2023, title to the land has not been turned over to SP Calatagan. Accordingly, ₱421.6 million continues to be presented as “Deposits for land acquisition” in the consolidated statement of financial position (see Note 9).

On June 28, 2019, the 87.50 hectares of land specified in the MOA were pledged as part of the securities to obtain a loan facility of SP Tarlac (see Note 12).



14. Equity

Capital Stock and Additional Paid-in Capital

The details of the Parent Company's capital stock as of December 31, 2024 and 2023 are as follows:

| | 2024 | | | | 2023 | | | |
|--------------------------------------|----------------------------------|-----------------|--------------------------------------|----------------|----------------------------------|----------------|--------------------------------------|--------|
| | Common stock (₱0.1 par value) | | Preferred stock (₱0.01 par value) | | Common stock (₱0.1 par value) | | Preferred stock (₱0.01 par value) | |
| | Number of Shares | Amount | Number of Shares | Amount | Number of Shares | Amount | Number of Shares | Amount |
| Authorized: | | | | | | | | |
| Balances at beginning of year | 50,000,000,000 | ₱5,000,000,000 | – | ₱– | 10,000,000,000 | ₱1,000,000,000 | – | ₱– |
| Increase in authorized capital stock | 25,000,000,000 | 2,500,000,000 | 25,000,000,000 | 250,000,000 | 40,000,000,000 | 4,000,000,000 | – | – |
| Balances at end of year | 75,000,000,000 | ₱7,500,000,000 | 25,000,000,000 | ₱250,000,000 | 50,000,000,000 | ₱5,000,000,000 | – | ₱– |
| Issued and outstanding: | | | | | | | | |
| Balances at beginning of year | 34,373,050,000 | ₱3,437,305,000 | – | ₱– | 10,000,000,000 | ₱1,000,000,000 | – | ₱– |
| Issuance of shares | 15,700,000,000 | 1,570,000,000 | 19,404,202,552 | 194,042,026 | 24,373,050,000 | 2,437,305,000 | – | – |
| Balances at end of year | 50,073,050,000 | ₱5,007,305,000 | 19,404,202,552 | ₱194,042,026 | 34,373,050,000 | ₱3,437,305,000 | – | ₱– |
| | | | | | | | | |
| | 2024 | | 2023 | | | | | |
| | | | | | | | | |
| Additional Paid-in Capital | | | | | | | | |
| Balances at beginning of year | | ₱5,713,764,409 | | ₱4,938,722,430 | | | | |
| From issuance during the year | | 14,080,252,604 | | 775,041,979 | | | | |
| Balances at end of year | | ₱19,794,017,013 | | ₱5,713,764,409 | | | | |



IPO

On December 17, 2021, the Parent Company completed its IPO and was listed in the PSE under the stock symbol “SPNEC”.

SRO

On September 15, 2022, the Parent Company completed its SRO and issued 1,875,649,995 new common shares for a total consideration of ₱2,813.5 million or at ₱1.50 par value. The Parent Company offered the option to pay in installments, with a down payment of 25% and the balance of 75% within three (3) months of the offer period. This resulted in an additional paid-in capital of ₱2,591.4 million, net of transaction costs of ₱34.5 million.

On December 1, 2022, the Parent Company extended the payment period for partially paid Right Shares for a period of three (3) months, from December 5, 2022 to March 5, 2023.

As of December 31, 2024 and 2023, subscriptions receivable resulting from those that subscribed on installment payment amounted to ₱1.3 million.

Capital Infusion

On June 1, 2023, the SEC approved the Parent Company’s application for increase in authorized capital stock from ₱1.0 billion divided into 10.0 billion common shares at ₱0.10 per share, to ₱5.0 billion divided into 50.0 billion common shares at ₱0.10 per share.

In 2023, the Parent Company received a total cash infusion from SP Project Holdings amounting to ₱3,212.3 million for the subscription of 24,373.05 million common shares. This resulted in an additional paid-in capital of ₱775.0 million and recognition of transaction costs of ₱34.9 million as direct charge against “Deficit” account in the consolidated statement of financial statement.

Increase in Authorized Capital Stock

At its October 11, 2023 meeting, the BOD of the Parent Company approved the following:

- a. Amendment of its Articles of Incorporation to increase its authorized capital stock from 50 billion common shares with par value of ₱0.10 per share to 75 billion common shares with par value of ₱0.10 per share and 25 billion preferred shares with par value of ₱0.01 per share, divided into Class A preferred shares and Class B preferred shares.
 - i. The BOD shall determine: (a) the features of the Class A preferred shares (whether voting or non-voting) at each issuance of the Class A preferred shares; (b) the frequency of issuance of Class A preferred shares (which may be issued in one or more series), and (c) the preference as to redemption, dividends and other preferences for each issuance of Class A preferred shares. The Class A preferred shares shall not have pre-emptive rights over other issuances or re-issuance of preferred shares or common shares
 - ii. Class B preferred shares shall be (a) voting; (b) non-cumulative; (c) not entitled to any economic returns or dividends; (d) redeemable at the option of the Parent Company, at issue price, at such terms and conditions as may be determined by the BOD (and shall be immediately retireable upon redemption thereof); and (e) in the event of the liquidation, dissolution or winding up of the Parent Company (whether voluntary or involuntary), Class B preferred shares shall have preference over the common shares in respect of the assets of the Parent Company available for distribution after payment of the liabilities of the Parent Company;



- b. Authorization to execute an agreement for an investor to subscribe to shares in the Parent Company to support the above-mentioned increase in authorized capital stock.
- c. Conduct of a Follow-On Offering with an aim to support the expansion of the Parent Company's project portfolio and increase the public ownership of its shares.

These were subsequently approved by the stockholders of the Parent Company on December 4, 2023.

On December 6, 2023, the Parent Company filed its application for the aforementioned increase in authorized capital stock with the SEC which was approved by the SEC on January 17, 2024.

In 2023, the Parent Company paid filing fees amounting to ₱32.1 million, which was presented as "Deferred stock issuance cost" under "Other current assets" (see Note 7) as at December 31, 2023, and was charged against additional paid-in capital.

Investment by MGreen

On October 12, 2023, the Parent Company and SP Project Holdings entered into an Option Agreement with MGen which grants MGen the option to subscribe, out of the second increase in authorized capital stock, (i) 15.7 billion common shares with subscription price of ₱1.0 per share and (ii) 19.4 billion preferred shares with subscription price of ₱0.01 per share for a total subscription price of ₱15.9 billion. On the same date, MGen, by virtue of a Deed of Assignment and Assumption, assigned all its rights and obligations under the Option Agreement to MGreen. On November 30, 2023, the Parent Company executed the related Subscription Agreement with MGreen.

On December 27, 2023, MGreen completed the acquisition of 50.53% voting equity interest of the Parent Company with the full payment of the common and redeemable voting preferred shares subscription price. On the same date, MGreen appointed its five (5) nominees in the BOD of SPNEC, out of the total nine (9) directors, while SP Project Holdings retained its two (2) appointed directors.

As of December 31, 2023, the Parent Company presented the cash subscription amounting to ₱15.9 billion as "Deposits for future stock subscription" under Equity in the consolidated statement of financial position. Upon the SEC's approval of the application for increase in authorized capital stock in January 2024, the Parent Company issued the 15.7 million common shares at subscription price of ₱1.0 per share and 19.4 billion preferred shares with subscription price of ₱0.01 per share. Consequently, the amount in excess of par value totaling to ₱14.1 billion is presented as additional paid-in capital, net of stock issuance costs amounting to ₱50.0 million.

On January 26, 2024, MGreen has acquired an additional 2.17 billion common shares or equivalent to ₱2.5 billion from SP Project Holdings, which increased MGreen's voting equity interest in the Parent Company to 53.66%.

On June 10, 2024, the BOD of the Parent Company approved the filing of its listing applications with the PSE covering a total of 40,073,050,000 common shares, which the PSE issued a notice of approval for the listing application on October 23, 2024. The shares were listed on March 6, 2025. Pursuant to Article V, Part A, Section 8 of the PSE Consolidated Listing and Disclosure Rules, as amended and shall be locked up and, therefore, not available for trading for 180 days or until September 2, 2025.



As of December 31, 2024 and 2023, the Parent Company has 31 and 25 common stockholders, respectively.

15. Costs of Sales and Services

| | 2024 | 2023 | 2022 (Six Months, see Note 2) |
|--|---------------------|--------------|-------------------------------------|
| Depreciation and amortization (Note 8) | ₱376,205,760 | ₱210,672,075 | ₱— |
| Insurance | 49,931,799 | 26,389,038 | — |
| Manpower services | 44,121,427 | 25,163,828 | — |
| Security services | 26,571,148 | 12,569,952 | — |
| Salaries, wages and employee benefits | 19,738,077 | 11,123,826 | — |
| Purchased power | 13,688,552 | 9,410,093 | — |
| Transmission and ancillary charges | 5,852,044 | 5,795,782 | — |
| Independent Electricity Market Operator of the Philippines ("IEMOP") market fees | 5,781,339 | 5,595,317 | — |
| Inventories issued (Note 6) | 3,158,135 | 8,714,838 | — |
| Rentals (Note 18) | 799,698 | 6,731,915 | — |
| Others | 18,063,804 | 4,936,613 | — |
| | ₱563,911,783 | ₱327,103,277 | ₱— |

16. General and Administrative Expenses

| | 2024 | 2023 | 2022 (Six Months, see Note 2) |
|---|-----------------------|--------------|-------------------------------------|
| Professional services | ₱1,323,251,871 | ₱67,000,766 | ₱6,401,289 |
| Taxes and licenses | 196,329,393 | 40,924,882 | 6,848,628 |
| Management fees (Note 13) | 76,680,607 | 32,040,000 | 12,800,000 |
| Bank charges | 43,151,121 | 247,984 | — |
| Interest on undeclared dividends (Note 2) | 24,386,500 | 12,543,468 | — |
| Insurance | 5,728,985 | 7,503,489 | — |
| Depreciation and amortization (Note 8) | 3,530,910 | 5,560,646 | 2,121,316 |
| Rentals (Note 18) | 1,881,144 | 8,252,107 | — |
| Bid-related costs | 126,785 | 7,499,277 | 2,598,033 |
| Penalties and surcharges | — | 6,180,173 | 1,819,212 |
| Provision for (reversal of) provision for expected credit loss (Note 5) | (3,653,777) | 756,172 | — |
| Others (Note 27) | 63,562,952 | 19,405,113 | 5,422,482 |
| | ₱1,734,976,491 | ₱207,914,077 | ₱38,010,960 |



In 2024, the Parent Company and TNI engaged a third party financial advisor in relation to the investment of Actis Rubyred (Singapore) Pte. Ltd. in Terra Solar (see Note 28). Total professional fees to the third party amounted to ₱1,219.8 million. The amount remains outstanding as of December 31, 2024 (see Note 11).

In 2024, Terra Solar incurred Registry of Deeds fees for its lease agreement with Terra Nueva amounting to ₱108.5 million lodged under “Taxes and licenses” account.

Others include employee-related costs, notarial fees, trust fees, utilities, representation, travel and transportation and other miscellaneous expenses.

17. Income Taxes

- a. A reconciliation between statutory income tax and effective income tax are as follows:

| | 2024 | 2023 | 2022 (Six Months, see Note 2) |
|---|--------------------|--------------------|-------------------------------------|
| Income tax benefit at statutory income tax rate | (₱84,443,098) | (₱1,280,445) | (₱4,170,289) |
| Adjustments for: | | | |
| Movements in unrecognized deferred income tax assets | 145,111,477 | 31,893,033 | 8,254,469 |
| Nondeductible expenses | 59,537,953 | 3,078,311 | 377,665 |
| Interest income subject to final tax | (43,921,182) | (2,384,139) | (744,149) |
| Income from ITH-registered activity | (2,492,280) | 1,641,858 | — |
| Nontaxable income | (151,715) | (3,583,334) | — |
| Transaction costs charged to APIC and retained earnings | — | (5,415,454) | (3,452,558) |
| | ₱73,641,155 | ₱23,949,830 | ₱265,138 |

- b. The Group’s deferred income tax assets and liabilities presented in the consolidated statements of financial position are as follows:

| | 2024 | 2023 |
|---------------------------------|-------------------------|-----------------|
| Deferred income tax assets | ₱9,291,007 | ₱9,646,601 |
| Deferred income tax liabilities | (12,347,590,016) | (4,086,521,200) |



The components of the Group's recognized deferred tax assets and liabilities are as follows:

| | 2024 | 2023 |
|----------------------------------|--------------------------|------------------|
| Deferred income tax assets: | | |
| Lease liabilities | ₱37,081,548 | ₱37,081,548 |
| Long-term receivables | 3,697,680 | 3,626,393 |
| Retirement benefit obligation | 107,224 | 320,455 |
| Contract liabilities | — | 209,658 |
| Others | 141,943 | 145,936 |
| | 41,028,395 | 41,383,990 |
| Deferred income tax liabilities: | | |
| Revaluation of land | (11,017,099,235) | (2,756,030,419) |
| Intangible asset | (1,326,189,164) | (1,326,189,164) |
| ROU Assets | (36,039,005) | (36,039,006) |
| | (12,379,327,404) | (4,118,258,589) |
| | (₱12,338,299,009) | (₱4,076,874,599) |

As of December 31, 2024, the Group has NOLCO for which no deferred income tax assets have been recognized as follows:

| Period Incurred | Valid Until | Amount |
|-----------------------------------|-------------------|-----------------------|
| January 1 to December 31, 2024 | December 31, 2027 | ₱1,086,697,887 |
| January 1 to December 31, 2023 | December 31, 2026 | 224,836,886 |
| July 1, 2022 to December 31, 2022 | December 31, 2025 | 56,627,013 |
| July 1, 2021 to June 30, 2022 | June 30, 2027 | 172,229,330 |
| January 1 to June 30, 2021 | June 30, 2026 | 6,762,211 |
| January 1 to December 31, 2020 | December 31, 2025 | 7,162,169 |
| | | ₱1,554,315,496 |

The movements in NOLCO are as follows:

| | 2024 | 2023 |
|-------------------------------|-----------------------|--------------|
| Balances at beginning of year | ₱479,212,138 | ₱254,375,252 |
| Additions | 1,086,697,887 | 224,836,886 |
| Application | (11,594,529) | — |
| Balances at end of year | ₱1,554,315,496 | ₱479,212,138 |

No deferred tax asset was recognized on the carryforward benefits of NOLCO as of December 31, 2024 and 2023 as management estimates that there would be no sufficient future taxable income yet to allow all or part of the deductible temporary difference to be utilized prior to their expiration.

Bayanihan to Recover as One Act (Bayanihan 2)

On September 30, 2020, the BIR issued Revenue Regulations ("RR") No. 25-2020 implementing Section 4 (bbb) of Bayanihan 2 which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.



18. Leases

Lease liabilities as of December 31, 2024 and 2023 are as follows:

| | 2024 | 2023 |
|---|---------------------|--------------|
| Balances at beginning of year | ₱390,072,161 | ₱303,138,420 |
| Interest expense capitalized to CIP* (Note 8) | 10,030,450 | 13,213,102 |
| Interest expense | 17,179,901 | 10,743,700 |
| Payments | (26,834,544) | (18,526,228) |
| Additions through business combination under common control (Note 19) | — | 98,120,014 |
| Adjustments | — | (16,616,847) |
| Total lease liabilities | 390,447,968 | 390,072,161 |
| Current portion of lease liabilities | 25,399,496 | 8,962,861 |
| Noncurrent portion of lease liabilities | ₱365,048,472 | ₱381,109,300 |

*Incurred during the construction period

SPNEC as a lessee

In 2019, the Parent Company entered into a land lease agreement with various landowners to develop solar farm projects in Peñaranda, Nueva Ecija for a total area of 95.8 hectares. The land was made available for use on January 1, 2019 with a one (1) year rent-free period plus 25-year term. Further, the lease is subject for renewal of 5 years upon mutual agreement by the parties.

On January 11, 2021, a Deed of Assignment was entered between the Parent Company, as the assignee, and SP Project Holdings, as the assignor, whereby, the latter assigned all of its rights and obligations under the September 6, 2016 lease agreement for certain parcels of land with a total area of 179.6 hectares in Peñaranda, Nueva Ecija. The Parent Company accepted and assumed all of the said rights and obligations thus assigned, in pursuance of the said Deed of Assignment. Further, as agreed by the parties, the lease of the updated total land area of 169.9 hectares commenced in March 2021.

In May 2021, the Parent Company entered into a land lease agreement with various landowners to develop solar farm projects in Peñaranda, Nueva Ecija for a total land area of 81.75 hectares. The land was made available for use on the execution date of the contract with a one (1) year rent-free period plus 25-year term. Further, the lease is subject for renewal of five (5) years upon mutual agreement by the parties.

As of April 11, 2025, leased land that have DAR Orders equal to 352.42 hectares of leased land, of which 169.9 hectares of leased land have DAR Certificate of Finality Order.

SP Tarlac as a lessee

SP Tarlac has lease contracts for various items of land and other equipment used in its operations. SP Tarlac's obligations under its leases are secured by the title to the leased assets. Generally, SP Tarlac is restricted from assigning and subleasing the leased assets and some contracts require SP Tarlac to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.



Set out below are the amounts recognized in the consolidated statements of income:

| | 2024 | 2023 | 2022 (Six Months, see Note 2) |
|---|--------------------|-------------|-------------------------------------|
| Interest accretion of lease liabilities | ₱17,179,901 | ₱10,743,700 | ₱4,532,695 |
| Amortization of ROU assets | 15,422,011 | 9,982,698 | 2,584,193 |
| Expenses relating to leases of low-value assets in: | | | |
| Costs of sales and services (Note 15) | 799,698 | 6,731,915 | — |
| General and administrative expenses (Note 16) | 1,881,144 | 8,252,107 | — |
| Total amounts recognized in the consolidated statements of income | ₱35,282,754 | ₱35,710,420 | ₱7,116,888 |

19. Business Combination of Entities under Common Control

Acquisition of Solar Philippines Assets

On February 24, 2022, the BOD of the Parent Company approved the acquisition of 100% of the outstanding shares of SP Project Holdings and affiliates in the Solar Philippines Assets.

On May 5, 2023, the BOD of the Parent Company approved the modified acquisition by the Parent Company of 100% of the shares of SP Project Holdings in various Solar Philippines Assets to be at cost and paid in cash using the proceeds the Parent Company received from the subscription of SP Project Holdings of 24.37 billion common shares of the Parent Company.

On May 15, 2023, SPNEC entered into a Contract to Sell Shares with SP Project Holdings and Individual Stockholder (“Sellers”) for the Parent Company to purchase Sellers’ rights, titles, and interests in and to the Solar Philippines Assets, using the proceeds of SP Project Holdings’s subscription of 24.37 billion of the Parent Company’s common shares, premised on the approval of the Parent Company’s first increase in authorized capital stock (see Note 14).

On the same date, SPNEC entered into DOASS with SP Project Holdings for the former to purchase the latter’s rights, titles, and interests in SP Tarlac and SP Rooftop for a total purchase price of ₱2,342.4 million.

On June 9, 2023, the Parent Company entered into another DOASS with SP Project Holdings for the former to purchase the latter’s rights, titles, and interests in and to the following Solar Philippines Assets for a total purchase price of ₱80.0 million.

- SP Batangas
- SP Batangas Baseload
- SP Central Luzon
- SP Central Visayas
- SP Eastern
- SP Retail
- SP South Luzon



- SP Southern Mindanao
- SP Southern Tagalog
- SP Tarlac Baseload
- SP Visayas
- SP Western
- Laguna Rooftop
- Terra Solar

On June 29, 2023, the Parent Company entered into a DOASS with SP Project Holdings for the former to purchase the latter's rights, titles, and interests in and to SP Calatagan for a purchase price of ₱502.8 million. Consequently, on November 20, 2023, SPNEC entered into a DOASS with the Individual Stockholder to acquire the latter's rights, titles, and interests in and to SP Calatagan for ₱249.9 million.

On November 9, 2023, the Parent Company entered into a Deed of Donation and Acceptance with Countryside for the latter to cede, transfer and convey SP Holdings shares by way of donation, including any and all liabilities and obligations attached to such shares.

Leandro L. Leviste is the major shareholder of SP Project Holdings and Countryside.

Prior to the transactions, the Parent Company has no existing interests in and to the Solar Philippines Assets. The aforementioned transactions resulted in SPNEC owning 100% interest in the Solar Philippines Assets, except for SP Calatagan, Laguna Rooftop and SP Central Luzon in which the Parent Company acquired 62%, 60%, and 1% interests, respectively, and excluding preferred shares in SP Tarlac.

The Parent Company acquired the Solar Philippines Assets through the transfer of shares with SP Project Holdings and Countryside. As the transactions were outside the scope of PFRS 3, the acquisitions and donation of shares were accounted for using the pooling-of-interests method. In applying the pooling-of-interests method, the assets and liabilities of acquired entities are taken into the merged business at their carrying value at their respective acquisition and donation dates. Likewise, no goodwill was recognized in the business combination of entities under common control (see Note 2).

In August 2024, the Parent Company has obtained the Certificates Authorizing Registration ("CARs") covering the shares of the assets transferred.

| Name of entities to be transferred | Ownership % prior to acquisition of | | | | SPNEC's interest after acquisition |
|------------------------------------|-------------------------------------|------------------------|-------------|-------|------------------------------------|
| | SP Project Holdings | Individual Stockholder | Countryside | SPNEC | |
| SP Calatagan | 55.35 | 6.65 | — | — | 62 |
| SP Tarlac | 100 | — | — | — | 100 |
| SP Rooftop | 100 | — | — | — | 100 |
| SP Batangas | 100 | — | — | — | 100 |
| SP Batangas Baseload | 100 | — | — | — | 100 |
| SP Central Visayas | 100 | — | — | — | 100 |
| SP Eastern | 100 | — | — | — | 100 |
| SP Retail | 100 | — | — | — | 100 |
| SP Southern Mindanao | 100 | — | — | — | 100 |
| SP Southern Tagalog | 100 | — | — | — | 100 |
| SP South Luzon | 100 | — | — | — | 100 |
| SP Tarlac Baseload | 100 | — | — | — | 100 |
| SP Visayas | 100 | — | — | — | 100 |
| SP Western | 100 | — | — | — | 100 |
| SP Holdings | — | — | 100 | — | 100 |
| Laguna Rooftop | 60 | — | — | — | 60 |



Details of the balances of the Solar Philippines Assets which were consolidated to the Group at the respective acquisition and donation dates are as follows:

| | |
|--|-----------------------|
| Assets | |
| Cash and cash equivalents | ₱187,150,952 |
| Trade receivables | 413,076,781 |
| Inventories | 24,055,051 |
| Due from related parties | 265,952,000 |
| Other current assets | 648,137,129 |
| Property, plant and equipment | |
| At cost | 8,022,735,408 |
| At revalued amount | 3,775,546,200 |
| Deposits for land acquisition | 434,194,156 |
| Deferred income tax assets - net | 1,107,678 |
| Other noncurrent assets | 559,216,378 |
| | <u>14,331,171,733</u> |
| Liabilities | |
| Trade and other payables | 542,958,643 |
| Other current liabilities | 122,494,306 |
| Long-term debt | 3,262,805,527 |
| Lease liabilities | 98,120,014 |
| Dividends payable | 61,570,424 |
| Due to related parties | 666,408,376 |
| Deferred income tax liabilities - net | 748,221,668 |
| Other noncurrent liabilities | 105,898,267 |
| | <u>5,608,477,225</u> |
| Total Identifiable Net Assets | <u>8,722,694,508</u> |
| Less: Non-controlling interests | 2,794,016,096 |
| Other comprehensive income closed to Revaluation surplus | 2,226,398,078 |
| Other comprehensive income closed to Deficit | 736,450 |
| | <u>3,701,543,884</u> |
| Consideration paid | <u>3,175,788,740</u> |
| Equity reserve | <u>₱525,755,144</u> |

From acquisition dates to December 31, 2023, the contribution of the acquired Solar Philippines Assets to revenue and net loss are as follows:

| | |
|---|---------------------|
| Revenue from contracts with customers | ₱637,329,666 |
| Costs of sales and services | (327,103,279) |
| Gross profit | 310,226,387 |
| General and administrative expenses | (70,217,345) |
| Finance costs | (157,434,925) |
| Interest income | 22,876,610 |
| Other income - net | 22,292,474 |
| Net income | <u>₱127,743,201</u> |
| Net income (loss) attributable to: | |
| Equity holders of the Parent Company | (₱113,106,799) |
| Non-controlling interests | 240,850,000 |
| | <u>₱127,743,201</u> |



If the transactions had taken place at the beginning of 2023, the contribution of the Solar Philippines Assets to revenue and net loss would have been ₱1,154.7 million and ₱22.9 million, respectively.

Consideration transferred was paid in cash on the respective acquisition dates of the subsidiaries. Net cash outflow on acquisition is as follows:

| | |
|--|----------------|
| Cash consideration | ₱3,175,788,740 |
| Less: cash acquired with the subsidiaries ¹ | (187,150,952) |
| Net cash outflow | ₱2,988,637,788 |

¹Included in cash flows from investing activities

20. Group Restructuring

a. Acquisition of controlling interest in Terra Solar from Prime Infrastructure, Inc. (“Prime Infra”)

On December 11, 2023, the Parent Company acquired the 50.01% interest in Terra Solar for ₱6,000.0 million from its original partner in said project. Thereafter, Terra Solar became a wholly owned subsidiary of the Parent Company.

Prior to the acquisition, the Parent Company has 49.99% interest in Terra Solar and Prime Infra has 50.01% interest in Terra Solar. The aforementioned acquisition resulted to the Parent Company owning 100% equity interest in Terra Solar. The transaction was accounted for using the acquisition method under PFRS 3, *Business Combination*.

As allowed by PFRS Accounting Standards, the Group has provisionally assessed the fair values of the assets acquired and liabilities assumed as of December 31, 2023. The provisional fair values will be adjusted within one year from the acquisition date once relevant information has been obtained. On December 1, 2024, the Group has finalized the fair values of the assets acquired and liabilities assumed. No changes were made to the fair values that were provisionally determined in 2023.

The Group remeasured its previously held interest in Terra Solar based on the provisional fair value which resulted in a remeasurement gain of ₱5,964.0 million presented as part of “Other income (charges) - net” in the 2023 consolidated statement of income.

Details of the provisional fair values of the identifiable net assets of Terra Solar which were consolidated to the Group at December 11, 2023 are as follows:

| | |
|--------------------------------------|----------------|
| Assets | |
| Cash and cash equivalents | ₱1,276,287 |
| Other current assets | 4,192,447 |
| Project development costs | 75,062,130 |
| Intangible assets | 13,261,891,642 |
| Other noncurrent assets | 3,334,133 |
| | 13,345,756,639 |
| Liabilities | |
| Trade and other payables | 5,487,317 |
| Deferred tax liability | 1,326,189,164 |
| Due to related parties | 33,988,926 |
| | 1,365,665,407 |
| Total Identifiable Net Assets | 11,980,091,232 |
| Consideration | 11,990,045,616 |
| Goodwill | ₱9,954,384 |



The cost of the business combination is made up as follows:

| | |
|--|------------------------|
| Cash paid to Prime Infra | ₱6,000,000,000 |
| Fair value of equity interest in Terra Solar prior to business combination | 5,990,045,616 |
| Total consideration | ₱11,990,045,616 |

Goodwill arose in the acquisition of Terra Solar because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies and future market growth. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Net cash outflow on acquisition is as follows:

| | |
|--|-----------------------|
| Cash consideration | ₱6,000,050,374 |
| Less: cash acquired with the subsidiaries ¹ | (1,276,287) |
| Net cash outflow | ₱5,998,774,087 |

¹Included in cash flows from investing activities

No profit and loss for the year was attributable to the additional business generated by Terra Solar. If the business combination had taken place at the beginning of 2023, Terra Solar would have contributed a net loss that will reduce the Group's net income by ₱3.3 million. As of April 11, 2025, Terra Solar has not yet started its commercial operations.

b. Transfer of ownership interest in investees to SP Project Holdings

Pursuant to the Option Agreement executed by and among the Parent Company, SP Project Holdings and MGreen (as assignee of MGen under the Deed of Assignment and Assumption), the Parent Company has the right and option to require SP Project Holdings to purchase certain assets comprising of shares in the Parent Company's subsidiaries, excluding SP Calatagan, SP Tarlac, Terra Nueva, Terra Solar and SP Holdings (the "Put Option").

On September 3, 2024, the Parent Company executed a Deed of Absolute Sale of Shares with SP Project Holdings to sell the Parent Company's shares in the following entities ("Subject Companies") for ₱80.0 million.

- SP Rooftop
- SP Batangas
- SP Batangas Baseload
- SP Central Luzon
- SP Visayas
- SP Eastern
- SP Retail
- SP South Luzon
- SP Southern Mindanao
- SP Southern Tagalog
- SP South Luzon



- SP Tarlac Baseload
- SP Visayas
- SP Western
- Laguna Rooftop

As a result of the exercise of the Put Option, the Subject Companies' accounts have been deconsolidated from the Group's consolidated financial statements as at September 3, 2024 as follows:

| | |
|---|----------------------------|
| Assets | |
| Cash and cash equivalents | ₱9,849,636 |
| Trade and other receivables | 153,340,821 |
| Inventories | 23,759,443 |
| Due from related parties | 62,598,904 |
| Other current assets | 13,863,975 |
| Property, plant and equipment | 324,584,373 |
| Deferred income tax assets | 355,594 |
| Other noncurrent assets | 14,354,595 |
| | <u>602,707,341</u> |
| Liabilities | |
| Trade and other payables | 353,135,004 |
| Due to related parties | 106,685,974 |
| Equity | |
| Remeasurement gain on retirement benefits | 1,503,064 |
| | <u>461,324,042</u> |
| Total Identifiable Net Assets | <u><u>₱141,383,299</u></u> |

As a result of the sale to SP Project Holdings, the Group has fully divested its interest in the Subject Companies which resulted in a loss on deconsolidation amounting to ₱95.9 million, after considering the effects of equity reserve and non-controlling interest, recognized under "Other income (charges) - net" in the 2024 consolidated statement of income.

Net cash inflow on the sale is as follows:

| | |
|---|---------------------------|
| Cash consideration | ₱79,994,000 |
| Less: cash surrendered by the subsidiaries ¹ | (9,849,636) |
| Net cash inflow | <u><u>₱70,144,364</u></u> |

¹Included in cash flows from investing activities

21. Financial Instruments and Financial Risk Management

Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents (excluding cash on hand), trade receivables, subscriptions receivable, short-term investments and bonds (under other current assets), long-term receivables (under other noncurrent assets) and due to and from related parties, trade and other payables (excluding statutory liabilities), long-term debt and lease liabilities. The main purpose of these financial instruments is to finance the Group's operations.



The BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and manage the Group's exposure to financial risks, to set appropriate transaction limits and controls, and to monitor and assess risks and compliance to internal control policies. Risk management policies and structure are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group has exposure to liquidity and credit risks from the uses of its financial instruments. The BOD reviews and approves the policies for managing this risk as summarized below:

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Cash and cash equivalents (excluding cash on hand)

The Group applies the low credit risk simplification for cash and cash equivalents. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from the external credit rating agencies to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

Trade receivables

One of the Group's sale of electricity is with National Transmission Corporation ("TransCo"), a government-owned and controlled corporation, which accounts for 21% of the total trade receivables. Any failure on the part of TransCo to pay their obligations to the Group would significantly affect the Group's business operations. As a practice, the Group monitors closely its collections from TransCo and may charge interest on delayed payments following the provision of the REPA. Receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to bad debts is not significant.

Due from related parties and Bonds

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty. The credit quality is further classified and assessed by reference to historical information about each of the counterparty's historical default rates. Based on assessment of qualitative and quantitative factors that are indicative of the risk of default, the Group has assessed that the outstanding balances are exposed to low credit risk. ECL on these balances have therefore been assessed as insignificant.

With respect to the credit risk arising from other financial assets, the Group's exposure to credit risk arises from default of the counterparty, with maximum exposure equal to the carrying amount of these instruments. The Group's cash and cash equivalents (excluding cash on hand), trade and other receivables, subscriptions receivable, due from related parties, short-term investments and bonds (under other current assets) and long-term receivables (under other noncurrent assets) amounted to ₱6,919.9 million and ₱11,454.3 million as of December 31, 2024 and 2023, respectively.



Credit Quality of Financial Assets

Financial assets are classified as high grade if the counterparties are not expected to default in settling their obligations. Thus, the credit risk exposure is minimal. These counterparties normally include customers, banks and related parties who pay on or before due date. Financial assets are classified as a standard grade if the counterparties settle their obligation with the Group with tolerable delays. Low grade accounts are accounts, which have probability of impairment based on historical trend. These accounts show propensity of default in payment despite regular follow-up actions and extended payment terms. As of December 31, 2024 and 2023, financial assets categorized as neither past due nor impaired are viewed by management as high grade, considering the collectability of the receivables and the credit history of the counterparties. Meanwhile, past due but not impaired financial assets are classified as standard grade.

With respect to the credit risk arising from other financial assets of the Group, which comprise of cash and cash equivalents (excluding cash on hand), trade and other receivables, subscriptions receivable, short term investments and bonds (under other current assets), due from related parties, and long-term receivables (under other noncurrent assets), the Group's exposure to credit risk arises from default of the counterparty, with maximum exposure equal to the carrying amount of these instruments.

As of December 31, 2024 and 2023, the aging analysis per class of financial assets that were past due is as follows:

December 31, 2024

| | Neither past due nor impaired | Past due but not impaired | | | Impaired | Total |
|--|-------------------------------------|---------------------------|------------------|----------------------|----------|------------|
| | | Less than 30 days | 30 to 60 days | More than 60 days | | |
| <i>(In Thousand Pesos)</i> | | | | | | |
| Cash and cash equivalents ¹ | ₱5,538,434 | ₱— | ₱— | ₱— | ₱— | ₱5,538,434 |
| Trade and other receivables | 290,041 | — | — | — | 75 | 290,116 |
| Subscriptions receivable | 1,319 | — | — | — | — | 1,319 |
| Short term investments ² | 588,671 | — | — | — | — | 588,671 |
| Bonds ² | 35,267 | — | — | — | — | 35,267 |
| Due from related parties | 147,156 | — | — | — | — | 147,156 |
| Long-term receivables ³ | 318,978 | — | — | — | — | 318,978 |
| | ₱6,919,866 | ₱— | ₱— | ₱— | ₱75 | ₱6,919,941 |

¹Excludes cash on hand

²Included under other current assets

³Included under other noncurrent assets

December 31, 2023

| | Neither past due nor impaired | Past due but not impaired | | | Impaired | Total |
|--|----------------------------------|---------------------------|------------------|----------------------|----------|-------------|
| | | Less than 30 days | 30 to 60 days | More than 60 days | | |
| <i>(In Thousand Pesos)</i> | | | | | | |
| Cash and cash equivalents ¹ | ₱10,040,120 | ₱— | ₱— | ₱— | ₱— | ₱10,040,120 |
| Trade and other receivables | 286,288 | — | — | — | 69,596 | 355,884 |
| Subscriptions receivable | 1,319 | — | — | — | — | 1,319 |
| Short term investments ² | 575,810 | — | — | — | — | 575,810 |
| Bonds ² | 35,267 | — | — | — | — | 35,267 |
| Due from related parties | 126,920 | — | — | — | — | 126,920 |
| Long-term receivables ³ | 318,978 | — | — | — | — | 318,978 |
| | ₱11,384,702 | ₱— | ₱— | ₱— | ₱69,596 | ₱11,454,298 |

¹Excludes cash on hand

²Included under other current assets

³Included under other noncurrent assets



Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's objectives to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking adverse effect to the Group's credit standing.

The Group Manages liquidity risk by maintaining a balance between continuity of funding and flexibility. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows.

The tables below summarize the maturity profile as of December 31, 2024 and 2023 of the Group's financial assets used for liquidity purposes based on contractual undiscounted cash flows, and financial liabilities based on contractual undiscounted payments:

| | December 31, 2024 | | | | |
|--|---------------------|------------|--------------|-------------------|-------------|
| | On Demand | < 1 Year | 1 to 5 Years | More than 5 Years | Total |
| | (In Thousand Pesos) | | | | |
| Financial assets at amortized cost: | | | | | |
| Cash and cash equivalents ¹ | ₱5,538,434 | ₱– | ₱– | ₱– | ₱5,538,434 |
| Trade and other receivables | 290,041 | – | – | – | 290,041 |
| Short-term investments ² | 588,671 | – | – | – | 588,671 |
| Subscription receivable | 1,319 | – | – | – | 1,319 |
| Bonds ² | 35,267 | – | – | – | 35,267 |
| Due from related parties | 147,156 | – | – | – | 147,156 |
| Long-term receivables ³ | – | – | 318,978 | – | 318,978 |
| | ₱6,600,888 | ₱– | ₱318,978 | ₱– | ₱6,919,866 |
| Financial liabilities at amortized cost: | | | | | |
| Trade and other payables ⁴ | ₱15,194 | ₱2,162,885 | ₱– | ₱– | ₱2,178,079 |
| Short-term loans | 7,200,000 | – | – | – | 7,200,000 |
| Due to related parties | 386,862 | – | – | – | 386,862 |
| Lease liabilities ⁵ | – | 28,855 | 120,320 | 652,749 | 801,924 |
| Long-term debt ⁵ | – | 235,890 | 2,493,790 | – | 2,729,680 |
| | ₱7,602,056 | ₱2,427,630 | ₱2,614,110 | ₱652,749 | ₱13,296,545 |

¹Excludes cash on hand

²Included under other current assets

³Included under other noncurrent assets

⁴Excludes statutory liabilities

⁵Includes future interest payments

| | December 31, 2023 | | | | |
|--|---------------------|----------|--------------|-------------------|-------------|
| | On Demand | < 1 Year | 1 to 5 Years | More than 5 Years | Total |
| | (In Thousand Pesos) | | | | |
| Financial assets at amortized cost: | | | | | |
| Cash and cash equivalents ¹ | ₱10,040,120 | ₱— | ₱— | ₱— | ₱10,040,120 |
| Trade and other receivables | 191,893 | 94,395 | — | — | 286,288 |
| Short-term investments ² | 575,810 | — | — | — | 575,810 |
| Subscription receivable | 1,319 | — | — | — | 1,319 |
| Due from related parties | 126,920 | — | — | — | 126,920 |
| Bonds ² | 36,037 | — | — | — | 36,037 |
| Long-term receivables ³ | — | — | 318,978 | — | 318,978 |
| | ₱10,972,099 | ₱94,395 | ₱318,978 | ₱— | ₱11,385,472 |
| Financial liabilities at amortized cost: | | | | | |
| Trade and other payables ⁴ | ₱— | ₱323,732 | ₱— | ₱— | ₱323,732 |
| Due to related parties | 608,443 | — | — | — | 608,443 |
| Lease liabilities ⁵ | — | 23,527 | 128,834 | 677,113 | 829,474 |
| Long-term debt ⁵ | — | 374,150 | 1,554,450 | 1,205,950 | 3,134,550 |
| | ₱608,443 | ₱721,409 | ₱1,683,284 | ₱1,883,063 | ₱4,896,199 |

¹Excludes cash on hand

²Included under other current assets

³Included under other noncurrent assets

⁴Excludes statutory liabilities

⁵Includes future interest payments



Fair Value and Category of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value:

Cash and cash equivalents (excluding cash on hand), Trade and other receivables, Subscriptions receivables, Bonds and short-term investments (under other current assets), Long-term receivables (under other noncurrent assets), Trade and other payables (excluding statutory liabilities, Short-term loans, and Due to and from related parties.

The carrying amounts of these financial instruments approximate their fair values due to their short-term maturities.

Long-term Receivables

The fair value of long-term receivables was computed by discounting the expected cash flows using the applicable rate.

Long-term Debt

The fair value of long-term debt was calculated based on the discounted value of future cash flows using the applicable risk-free rates for similar types of loans adjusted for credit risk (Level 3 of the fair value hierarchy).

Lease Liabilities

The fair values for the Group's lease liabilities are estimated using the discounted cash flow methodology adjusted for credit risk (Level 3 of the fair value hierarchy).

Capital Management

The Group manages its capital structure and makes adjustments to it, in light of changes in business and economic conditions. To maintain or adjust the capital structure, the Group may issue new shares. No significant changes have been made in the objectives, policies and processes of the Group for the for the nine-month periods ended December 31, 2024 and 2023.

The Group considers the following as its core capital:

| | 2024 | 2023 |
|---------------------------------------|------------------------|-----------------|
| Common stock | ₱5,007,305,000 | ₱3,437,305,000 |
| Additional paid-in capital | 19,794,017,013 | 5,713,764,409 |
| Equity reserve | 688,902,762 | 525,755,142 |
| Revaluation surplus | 33,051,297,709 | 8,268,091,263 |
| Retained earnings | 3,942,292,359 | 5,546,151,067 |
| Deposit for future stock subscription | — | 15,894,042,026 |
| | ₱62,483,814,843 | ₱39,385,108,907 |

The Parent Company and its subsidiaries, except for SP Calatagan and SP Tarlac, are not subject to any externally imposed capital requirement. SP Calatagan and SP Tarlac were able to meet their capital management objectives as of December 31, 2024 (see Note 12).



22. Basic/Diluted Loss Per Share

The basic/diluted loss per share amounts were computed as follows:

| | 2024 | 2023 | 2022 (Six Months, see Note 2) |
|--|------------------|----------------|-------------------------------------|
| (a) Net income (loss) attributable to equity holders of the Parent Company | (P1,603,858,708) | P5,706,730,751 | (P40,409,833) |
| (b) Weighted average number of common shares outstanding | 50,007,305,000 | 24,217,612,500 | 9,374,783,335 |
| Basic/diluted earnings (loss) per share (a/b) | (P0.0321) | P0.2356 | (P0.0043) |

The Group does not have any dilutive potential common shares for the years ended December 31, 2024 and 2023 and the six-month period ended December 31, 2022.

23. Significant Laws

Renewable Energy Act of 2008

On January 30, 2009, Republic Act No. 9513, An Act Promoting the Development, Utilization and Commercialization of Renewable Energy Resources and for Other Purposes, otherwise known as the “Renewable Energy Act of 2008” (the “Act”), became effective.

The Act aims to:

- accelerate the exploration and development of renewable energy resources such as, but not limited to, biomass, solar, wind, hydro, geothermal and ocean energy sources, including hybrid systems, to achieve energy self-reliance, through the adoption of sustainable energy development strategies to reduce the country’s dependence on fossil fuels and thereby minimize the country’s exposure to price fluctuations in the international markets, the effects of which spiral down to almost all sectors of the economy;
- increase the utilization of renewable energy by institutionalizing the development of national and local capabilities in the use of renewable energy systems, and promoting its efficient and cost-effective commercial application by providing fiscal and non-fiscal incentives;
- encourage the development and utilization of renewable energy resources as tools to effectively prevent or reduce harmful emissions and thereby balance the goals of economic growth and development with the protection of health and environment; and
- establish the necessary infrastructure and mechanism to carry out mandates specified in the Act and other laws.



As provided in the Act, RE developers of RE facilities, including hybrid systems, in proportion to and to the extent of the RE component, for both power and non-power applications, as duly certified by the DOE, in consultation with the BOI, shall be entitled to the following incentives, among others:

- i. Income Tax Holiday (“ITH”) – For the first seven (7) years of its commercial operations, the duly registered RE developer shall be exempt from income taxes levied by the National Government;
- ii. Duty-free Importation of RE Machinery, Equipment and Materials – Within the first ten years upon issuance of a certification of an RE developer, the importation of machinery and equipment, and materials and parts thereof, including control and communication equipment, shall not be subject to tariff duties;
- iii. Special Realty Tax Rates on Equipment and Machinery – Any law to the contrary notwithstanding, realty and other taxes on civil works, equipment, machinery, and other improvements of a registered RE developer actually and exclusively used for RE facilities shall not exceed one and a half percent (1.5%) of their original cost less accumulated normal depreciation or net book value;
- iv. NOLCO – the NOLCO of the RE developer during the first three (3) years from the start of commercial operation which had not been previously offset as deduction from gross income shall be carried over as deduction from gross income for the next seven (7) consecutive taxable years immediately following the year of such loss;
- v. Corporate Tax Rate – After seven (7) years of ITH, all RE developers shall pay a corporate tax of ten percent (10%) on its net taxable income as defined in the National Internal Revenue Code of 1997, as amended by Republic Act No. 9337;
- vi. Accelerated Depreciation – If, and only if, an RE project fails to receive an ITH before full operation, it may apply for accelerated depreciation in its tax books and be taxed based on such;
- vii. Zero Percent VAT Rate – The sale of fuel or power generated from renewable sources of energy, the purchase of local goods, properties and services needed for the development, construction and installation of the plant facilities, as well as the whole process of exploration and development of RE sources up to its conversion into power shall be subject to zero percent (0%) VAT;
- viii. Cash Incentive of RE Developers for Missionary Electrification – An RE developer, established after the effectivity of the Act, shall be entitled to a cash generation-based incentive per kilowatt-hour rate generated, equivalent to fifty percent (50%) of the universal charge for power needed to service missionary areas where it operates the same;
- ix. Tax Exemption of Carbon Credits – All proceeds from the sale of carbon emission credits shall be exempt from any and all taxes; and
- x. Tax Credit on Domestic Capital Equipment and Services – A tax credit equivalent to one hundred percent (100%) of the value of the VAT and custom duties that would have been paid on the RE machinery, equipment, materials and parts had these items been imported shall be given to an RE operating contract holder who purchases machinery, equipment, materials, and parts from a domestic manufacturer for purposes set forth in the Act. RE developers and local manufacturers, fabricators and suppliers of locally produced RE equipment shall register with the DOE, through the Renewable Energy Management Bureau (“REMB”). Upon registration, a certification shall be issued to each RE developer and local manufacturer, fabricator and supplier of locally-



produced renewable energy equipment to serve as the basis of their entitlement to the incentives provided for in the Act. All certifications required to qualify RE developers to avail of the incentives provided for under the Act shall be issued by the DOE through the REMB.

As provided in the Act, all manufacturers, fabricators and suppliers of locally-produced RE equipment and components duly recognized and accredited by the DOE, in consultation with DOST, DOF and DTI, shall, upon registration with the BOI, be entitled to the privileges set forth under this section:

- i. **Tax and Duty-free Tax and Duty-free Importation of Components, Parts and Materials.** – All shipments necessary for the manufacture and/or fabrication of RE equipment and components shall be exempted from importation tariff and duties and value added tax: *Provided, however,* That the said components, parts and materials are: (i) not manufactured domestically in reasonable quantity and quality at competitive prices; (ii) directly and actually needed and shall be used exclusively in the manufacture/fabrication of RE equipment; and (iii) covered by shipping documents in the name of the duly registered manufacturer/fabricator to whom the shipment will be directly delivered by customs authorities: *Provided, further,* That prior approval of the DOE was obtained before the importation of such components, parts and materials;
- ii. **Tax Credit on Domestic Capital Components, Parts and Materials.** – A tax credit equivalent to one hundred percent (100%) of the amount of the value-added tax and customs duties that would have been paid on the components, parts and materials had these items been imported shall be given to an RE equipment manufacturer, fabricator, and supplier duly recognized and accredited by the DOE who purchases RE components, parts and materials from a domestic manufacturer: *Provided,* That such components, and parts are directly needed and shall be used exclusively by the RE manufacturer, fabricator and supplier for the manufacture, fabrication and sale of the RE equipment: *Provided, further,* That prior approval by the DOE was obtained by the local manufacturer;
- iii. **Income Tax Holiday and Exemption.** – For seven (7) years starting from the date of recognition/accreditation, an RE manufacturer, fabricator and supplier of RE equipment shall be fully exempt from income taxes levied by the National Government on net income derived only from the sale of RE equipment, machinery, parts and services; and
- iv. **Zero-rated value added tax transactions** – All manufacturers, fabricators and suppliers of locally produced renewable energy equipment shall be subject to zero-rated value added tax on its transactions with local suppliers of goods, properties and services.

Department Circular No. 2022-11-0034

In November 2022, the DOE issued Department Circular No. 2022-11-0034 which amends the Implementing Rules and Regulations of the Act. The amendment removes the nationality requirement imposed on the business engaged in the exploration, development, and utilization of solar, wind, hydropower and ocean energy, thereby allowing the entry of foreign capital into the country's renewable energy industry.



BIR Ruling OT-323-2021

On December 27, 2021, IEMOP released its guidelines and procedures for the implementation of the BIR Ruling OT-323-2021 published last August 24, 2021. Changes to Transco's FIT billing system/FIT revenue payment process are effective on January 2022 billing month and March 2022 payment date. A significant change brought about by the BIR ruling includes invoicing requirements whereby the ruling has recognized that the distribution utilities ("Dus") are the customers/ buyers of the electricity generated and sold by the RE developers, who are the generator/ seller, to the market. Therefore, the RE developers should issue the official receipts under the names of the Dus based on the settlement statements and payments/remittances made by the IEMOP payment facility.

Resolution Adopting the 2023 Revised Rules for the Issuance of Certificates of Compliance ("COCs") for Generation Facilities

On October 12, 2023, ERC published Resolution No. 2023-17 that outlines the revised rules on application for COC and the standards, requirements and procedures for its issuance. Article IX Transitory Provisions of the resolution stated that for existing generation facilities with pending application for renewal of COC filed before the ERC, the validity period of such COC is extended until 2024, and the date of which shall be the day and month of its original expiry. Generation facilities with issued Provisional Authority to Operate ("PAO"), the validity period of such PAO is extended until 2024, and the date of which shall be the day and month of its original expiry. After which the generation company shall apply for issuance of COC or PAO not later than 60 calendar days prior to the expiration of the extended validity period.

24. Operating Segment Information

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment revenue and segment expenses are measured in accordance with PFRS Accounting Standards. The classification of segment revenue is consistent with the unaudited interim condensed consolidated statement of income. Segment expenses pertain to the costs and expenses presented in the unaudited interim condensed consolidated statement of income excluding interest expense and financing charges, depreciation and amortization expense and income taxes which are managed on a per company basis.

The Group has only one geographical segment as all of its operating assets are currently located in the Philippines. The Group operates and derives principally all of its revenue from domestic operations. Thus, geographical business information is not required.



Financial information on the business segments are summarized as follows:

| | December 30, 2024 | | | | | |
|---|-------------------|---------------|---------------|---------------|----------------|------------------|
| | SPNEC | SP Calatagan | SP Tarlac | Others | Adjustments* | Total |
| Segment revenue | P– | P722,876,607 | P469,113,095 | P– | P8,144,483 | P1,200,134,185 |
| Segment expenses | (1,372,834,238) | (146,133,642) | (137,292,271) | (261,220,220) | (6,368,776) | (1,923,849,147) |
| Segment results | (1,372,834,238) | 576,742,965 | 331,820,824 | (261,220,220) | 1,775,707 | (723,714,962) |
| Interest income | 299,627,656 | 24,653,742 | 14,340,884 | 4,590,467 | 346,894 | 343,559,643 |
| Finance costs | (9,501,770) | (94,762,290) | (166,064,788) | (11,870,349) | – | (282,199,197) |
| Depreciation and amortization | (5,209,905) | (189,612,460) | (179,571,635) | (2,402,005) | – | (376,796,005) |
| Other income (expense) | (100,436,396) | (2,711,240) | 109,575 | 396,962,265 | (348,291,238) | (54,367,034) |
| Net income (loss) before tax | (1,188,354,653) | 314,310,717 | 634,860 | 126,060,158 | (346,168,637) | (1,093,517,555) |
| Benefit from (provision for) income tax | – | (42,293,283) | – | (31,347,870) | – | (73,641,153) |
| Net income (loss) | (P1,188,354,653) | P272,017,434 | P634,860 | P94,712,288 | (P346,168,637) | (P1,167,158,708) |

*Pertains to eliminating entries and other consolidation adjustments

| | December 31, 2023 | | | | | | |
|---|-------------------|--------------|---------------|--------------|---------------|----------------|----------------|
| | SPNEC | SP Calatagan | SP Tarlac | SP Rooftop | Others | Adjustments* | Total |
| Segment revenue | P– | P351,071,791 | P265,601,831 | P20,656,044 | P– | (P1,878,449) | P635,451,217 |
| Segment expenses | (125,535,724) | (66,399,849) | (78,703,955) | (26,839,415) | (23,907,693) | 2,604,000 | (318,782,636) |
| Segment results | (125,535,724) | 284,671,942 | 186,897,876 | (6,183,371) | (23,907,693) | 725,551 | 316,668,581 |
| Interest income | 7,104,690 | 14,324,506 | 8,050,936 | 500,357 | 12,958 | – | 29,993,447 |
| Finance costs | (9,241,144) | (51,304,308) | (106,130,617) | – | (555,952) | – | (167,232,021) |
| Depreciation and amortization | (5,209,905) | (99,711,981) | (110,544,227) | (768,608) | – | – | (216,234,721) |
| Other income (expense) | 28,805,035 | (4,456) | 679,563 | 17,719,875 | 2,604,036 | 5,958,531,242 | 6,008,335,295 |
| Net income (loss) before tax | (104,077,048) | 147,975,703 | (21,046,469) | 11,268,253 | (21,846,651) | 5,959,256,793 | 5,971,530,581 |
| Benefit from (provision for) Income tax | (916,815) | (20,734,846) | 23,055 | (2,321,224) | – | – | (23,949,830) |
| Net income (loss) | (P104,993,863) | P127,240,857 | (P21,023,414) | P8,947,029 | (P21,846,651) | P5,959,256,793 | P5,947,580,751 |

*Pertains to eliminating entries and other consolidation adjustments



| | December 31, 2024 | | | | | |
|-------------------------------|------------------------|-----------------------|-----------------------|------------------------|--------------------------|------------------------|
| | SPNEC | SP Calatagan | SP Tarlac | Others | Adjustments* | Total |
| Current assets | ₱7,742,038,032 | ₱854,152,911 | ₱525,701,423 | ₱2,342,350,266 | (₱4,821,819,031) | ₱6,642,423,601 |
| Noncurrent assets | 17,614,220,769 | 5,690,597,484 | 6,671,328,194 | 31,912,362,607 | 22,836,225,126 | 84,724,734,180 |
| Total | ₱25,356,258,801 | ₱6,544,750,395 | ₱7,197,029,617 | ₱34,254,712,873 | ₱18,014,406,095 | ₱91,367,157,781 |
| Current liabilities | ₱1,535,583,775 | ₱191,130,160 | ₱647,200,795 | ₱13,913,644,723 | (₱6,245,437,198) | ₱10,042,122,255 |
| Noncurrent liabilities | 275,269,195 | 1,322,340,073 | 2,169,293,680 | 15,915,206,704 | (4,377,857,092) | 15,304,252,560 |
| Total | ₱1,810,852,970 | ₱1,513,470,233 | ₱2,816,494,475 | ₱29,828,851,427 | (₱10,623,294,290) | ₱25,346,374,815 |

*Pertains to eliminating entries and other consolidation adjustments

| | December 31, 2023 | | | | | | |
|-------------------------------|------------------------|-----------------------|-----------------------|---------------------|------------------------|-------------------------|------------------------|
| | SPNEC | SP Calatagan | SP Tarlac | SP Rooftop | Others | Adjustments* | Total |
| Current assets | ₱12,224,875,406 | ₱696,287,698 | ₱487,397,004 | ₱258,298,000 | ₱191,704,735 | (₱2,634,443,739) | ₱11,224,119,104 |
| Noncurrent assets | 13,029,874,184 | 5,675,924,976 | 6,761,973,459 | 92,303,787 | 10,333,450,332 | 4,065,168,464 | 39,958,695,202 |
| Total | ₱25,254,749,590 | ₱6,372,212,674 | ₱7,249,370,463 | ₱350,601,787 | ₱10,525,155,067 | ₱1,430,724,725 | ₱51,182,814,306 |
| Current liabilities | ₱184,722,370 | ₱288,533,947 | ₱591,246,084 | ₱348,965,791 | ₱2,687,855,022 | (₱2,634,443,739) | ₱1,466,879,475 |
| Noncurrent liabilities | 286,519,338 | 1,403,366,474 | 2,299,906,373 | – | 1,979,978,479 | 1,326,189,164 | 7,295,959,828 |
| Total | ₱471,241,708 | ₱1,691,900,421 | ₱2,891,152,457 | ₱348,965,791 | ₱4,667,833,501 | (₱1,308,254,575) | ₱8,762,839,303 |

*Pertains to eliminating entries and other consolidation adjustments



25. Changes in Liabilities Arising From Financing Activities

| | December 31, 2023 | Effect of Deconsolidation (Note 20) | Cash flows | Others | December 31, 2024 |
|--|-----------------------|---|-----------------------|---------------------|------------------------|
| Due to related parties | ₱608,442,826 | (₱106,685,974) | (₱114,894,947) | ₱— | ₱386,861,905 |
| Long-term debt | 3,096,543,672 | — | (372,883,029) | 6,018,701 | 2,729,679,344 |
| Short-term loans | — | — | 7,200,000,000 | — | 7,200,000,000 |
| Accrued interest | 99,315,778 | — | (216,311,429) | 228,190,159 | 111,194,508 |
| Lease liabilities | 390,072,161 | — | (26,834,544) | 27,210,351 | 390,447,968 |
| Total liabilities from financing activities | ₱4,194,374,437 | (₱106,685,974) | ₱6,469,076,051 | ₱261,419,211 | ₱10,818,183,725 |

| | December 31, 2022 | Effect of Business Combination under Common Control (Note 19) | Cash flows | Others | December 31, 2023 |
|--|----------------------|--|-----------------------|---------------------|-----------------------|
| Due to related parties | ₱22,770,229 | ₱632,419,450 | (₱114,724,705) | ₱67,977,852 | ₱608,442,826 |
| Long-term debt | — | 3,262,805,527 | (166,261,855) | — | 3,096,543,672 |
| Interest | — | 79,627,929 | (136,800,476) | 156,488,325 | 99,315,778 |
| Lease liabilities | 303,138,420 | 98,120,014 | (18,526,229) | 7,339,956 | 390,072,161 |
| Total liabilities from financing activities | ₱325,908,649 | ₱4,072,972,920 | (₱436,313,265) | ₱231,806,133 | ₱4,194,374,437 |

26. Service Contracts with the DOE

The Group has the following Solar Energy Service Contracts (SESC), Solar Energy Operating Contracts (SEOC) and Wind Energy Service Contract (WESC) with the DOE.

SPNEC

Sta. Rosa Nueva Ecija 2 Solar Power Project (“NE 2 Project”)

The Parent Company is developing a two-phase 500 MW_p (“MW_{dc}”) solar power plant located in Nueva Ecija and is divided into two (2) Phases. Solar Energy Service Contract (“SESC”) No. 2017-06-404 was assigned by an affiliate, SPCRPI on December 29, 2017. The assignment was approved by the DOE with the issuance of a new Certificate of Registration (“COR”) and a Certificate of Confirmation of Commerciality.

The first phase of the NE 2 Project is a 225 MW_{dc} solar power plant (“Phase 1”) in Barangay Las Piñas, Peñaranda, Nueva Ecija with sub-phases of Phase 1A at 50 MW_{dc} and Phase 1B at 175 MW_{dc}. The Parent Company targets that Phase 1A shall be commissioned by mid-2024 while Phase 1B is planned to be commissioned by end of 2025. The second phase of the NE 2 Project is a 275 MW_{dc} solar power plant (“Phase 2”).

The Parent Company began construction of Phase 1A on December 27, 2021 and is 61.09% complete as at December 31, 2024.



Green Energy Auction Program (“GEAP”)

On June 24, 2022, the Parent Company was awarded as one of the winning bidders by the DOE on its First Green Energy Auction Round. The Parent Company will supply the electricity from the 280MW_{dc} NE 2 Project. The winning bids under the GEAP, which are expected to commence operations between 2023 and 2025, will be awarded 20-year power supply agreements. In 2022, the Parent Company submitted a surety bond as one of the requirements for the bidding process. Also, the Parent Company submitted a performance bond amounting to ₱2,765.8 million valid until August 1, 2024. This was renewed until November 26, 2025.

Total premiums paid were ₱3.0 million and ₱5.0 million in 2024 and 2023, respectively. The unamortized portion of the premium included as prepaid premium amounted to nil and ₱3.0 million as of December 31, 2024 and 2023, respectively (see Note 7).

SP Calatagan

SP Calatagan owns and operates a 63.4 MW_{ac} solar photovoltaic (“PV”) facility situated in Calatagan, Batangas. It has an Energy Regulatory Commission (“ERC”) awarded Feed-in-Tariff (“FIT”) Certificate of Compliance (“COC”), which entitles SP Calatagan to a base FIT rate of ₱8.69 per kWh, subject to an annual escalation, to be approved by the ERC.

WESC

On December 23, 2019, SP Calatagan entered into WESC No. 2019-10-126 with the DOE granting SP Calatagan the exclusive right to explore, develop and utilize the wind energy resource with the contract area covering a total of 486 hectares. The WESC allows for five years non-extendable term for pre-development within which the developer should be able to declare commerciality.

A Certificate of Confirmation of Commerciality shall be issued by the DOE to affirm the declaration. The contract shall remain in force for the balance of a period of 25 years from the effective date. One year before the expiration of the initial 25-year period, SP Calatagan may submit to the DOE an extension of the WESC for another 25 years under the same terms and conditions so long as SP Calatagan is not in default of any material obligations under the WESC.

GEAP

On June 24, 2022, SP Calatagan was awarded as one of the winning bidders by the DOE on its First Green Energy Auction Round. SP Calatagan will supply the electricity from the 30 MW Calatagan Wind Project. The winning bids under the GEAP, which are expected to commence operations between 2023 and 2025, will be awarded 20-year power supply agreements. SP Calatagan submitted a performance bond amounting to ₱571.1 million valid until August 1, 2024 only.

SP Tarlac

SESC

On August 15, 2017, SPCRPI, an affiliate of SP Tarlac, entered into a SESC with the DOE granting SPCRPI the exclusive right to explore, develop and utilize the energy resource with the contract area covering a total of 646.0 hectares. The SESC allows for two years non-extendable term for pre-development within which the developer should be able to declare commerciality.

A Certificate of Confirmation of Commerciality shall be issued by the DOE to affirm the declaration. The contract shall remain in force for the balance of a period of 25 years from the effective date. One year before the expiration of the initial 25-year period, SP Tarlac may submit to the DOE an extension of the SESC for another 25 years under the same terms and conditions so long as SP Tarlac is not in default of any material obligations under the SESC.



On September 27, 2017, SPCRPI executed a Deed of Assignment transferring all its rights and obligations under the SESC No. 2017-07-442, including all of its annexes to SP Tarlac which has been approved. On October 6, 2017, the DOE acknowledged and approved the Deed of Assignment between SPCRPI and SP Tarlac. On that same day, the DOE issued a COR under the name of SP Tarlac as an RE Developer of Solar Energy Resources in Concepcion, Tarlac which covers SESC No. 2017-07-442.

On October 20, 2017, SP Tarlac issued its Declaration of Commerciality stating the commercial viability of the Tarlac 1A Project and was confirmed and approved by the DOE by issuing a Confirmation of Commerciality on December 6, 2017.

Terra Solar

Terra Solar Project

On May 27, 2024, the DOE awarded Terra Solar the SEOC No. 2024-05-872 with a contract period of 25 years for the exclusive right to explore and develop the Terra Solar Project located in Gapan City, General Trio and Penaranda, Nueva Ecija and San Miguel and Dona Remedios, Bulacan. On the same date, the DOE issued the Certificate of Registration (“COR”) under the name of Terra Solar.

The Terra Solar Project is a 3,500 MW_p solar project which comprises of 2,500 MW_{ac} solar project and 1,125 MW Battery Energy Storage System (“BESS”). Terra Solar targets the Terra Solar Project to commence operations by February 2026.

On August 13, 2024, the BOI issued COR No. 2024-230 to Terra Solar in accordance with the Republic Act No. 9513, or the Renewable Energy Act of 2008.

In November 2024, Terra Solar began the construction of the Terra Solar Project.

SESCs assigned to Terra Solar

The following SESC were awarded to SPCRPI, an affiliate of Terra Solar.

| SESC No. | Award Date | Project Name |
|-----------------|-------------------|--------------------------------|
| 2017-02-365 | February 9, 2017 | 100 MW Iba-Palauig 1 |
| 2017-06-421 | August 22, 2017 | 100 MW Maragondon-Naic 1 |
| 2017-06-407 | August 22, 2017 | 140 MW San Ildelfonso, Bulacan |
| 2017-06-405 | August 22, 2017 | 140 MW San Rafael 1 Bulacan |
| 2017-07-434 | April 11, 2019 | 100 MW Santa Rosa Nueva Ecija |

On June 30, 2021, SPCRPI executed a Deed of Assignment transferring all its rights and obligations to Terra Solar. On March 27, 2023, Terra Solar applied with the DOE for the approval of the assignment of the SESC. As of April 11, 2025, Terra Solar awaits the approval of DOE.



27. Contracts and Commitments

SPNEC

MOA between SP Project Holdings, Prime Infra and Prime Metro

On February 9, 2023, the BOD of the Parent Company approved the MOAs between SP Project Holdings and Prime Infra for their joint ventures in Terra Solar, Solar Tanauan Corporation (“Solar Tanauan”), and SP Tarlac. The MOAs cover the following, among others:

- Redemption or purchase of preferred shares in SP Tarlac of Prime Metro by SP Tarlac or SP Project Holdings for ₱1.5 billion plus accrued dividends on or before March 31, 2024, which, with additional equity, would result in SP Project Holdings (or the Parent Company after the share swap) owning 100% of SP Tarlac. SP Tarlac has a PSA with Meralco for 85 MW_{ac}, has secured over 140 hectares of land, and currently has 100 MW operating and 50 MW under construction.

Terms of the MOAs applied to the Parent Company upon the completion of its share swap with SP Project Holdings.

Acquisition by SPNEC of Prime Infrastructure, Inc.’s 50.01% interest in Terra Solar

In December 2023, the following were concluded as a result of the transaction (see Note 20):

- a. The Memorandum of Agreement with Release, Waiver and Quit Claim executed with Prime was terminated and cancelled.
- b. Deposit for future stock subscriptions totaling ₱26.0 million from each of Prime and SPNEC (as assigned by SP Project Holdings) were converted to additional paid-in capital with both parties executing an Agreement to Terminate agreements covering such deposits.
- c. Advances received from Terra Renewables Holdings, Inc., an affiliate, in 2023 amounting to ₱34.0 million were waived as a result of the Agreement to Terminate the Terra Solar Agreements entered into by Terra Solar, SPNEC, Prime Infra, Prime Metro Power Holdings Corporation and SP Project Holdings.

Deed of Assignment between SP Project Holdings and SPNEC

On May 16, 2023, a Deed of Assignment was entered between the Parent Company, as the assignee, and SP Project Holdings, as the assignor, whereby the latter assigned all its rights and obligations under the February 9, 2023 MOA with SP Project Holdings, Prime Infra, Prime Metro and SP Tarlac, including but not limited to SP Project Holdings’ right to purchase Prime Metro’s preferred shares in SP Tarlac on or before March 31, 2024. As of April 11, 2025, there have been no changes regarding SP Project Holdings right to purchase Prime Metro’s preferred shares in SP Tarlac.

Renewable Power Supply Agreement with Angeles Electric Corporation (“AEC”)

On February 7, 2022, the Parent Company secured a 10-year Offtake Agreement with AEC, distribution utility in Pampanga Province, under which the Parent Company will supply AEC 97.8 MWh daily, representing a portion of the NE 2 Project’s capacity to supply energy once completed. The Offtake Agreement awarded is for a term of ten (10) years commencing on March 26, 2023, or upon ERC approval, whichever comes later.



On January 23, 2023, the Parent Company and AEC jointly filed the PSA with the ERC. ERC issued an interim relief promulgated June 6, 2023, docketed August 30, 2024, and received by the parties on September 2, 2024. This interim relief is put in effect for a period of one year beginning November 26, 2024.

The Parent Company provided a performance bond in relation to the PSA with AEC amounting to ₱15.0 million valid until August 10, 2024. This was renewed until November 26, 2025.

As of December 31, 2024 and 2023, performance bond amounted to ₱15.0 million was presented as part of “Bonds” under “Other current assets” in the Parent Company statements of financial position (see Note 7).

Supply of Replacement Power between Greentech Solar Energy, Inc. (GSEI), AEC and SPNEC

The Parent Company entered into a supply of replacement power agreement with GSEI commencing November 26, 2024 and shall be effective until June 20, 2025 or until the Renewable Energy Power Agreement under the GEA-2 commences, whichever is later.

GSEI shall deliver replacement power to AEC from the 19.8MW Solar Power Facility located in Brgy. Pesa, Bongabon, Nueva Ecija, for and on behalf of the Parent Company at the price of ₱4.2380/kWh and in accordance with the nomination instruction of the AEC. Any difference in the cost of procurement of replacement power shall be billed and paid by the Parent Company.

Exchangeable Note Facility Agreement between MGreen and SP Project Holdings

On September 2, 2024, MGreen extended a loan to SP Project Holdings amounting to ₱6,700,000,050, to be repaid at maturity by 5.8 billion SPNEC common shares currently held by SP Project Holdings. An additional loan of ₱800.0 million will be extended to SP Project Holdings upon the occurrence of either:

- SPNEC’s Follow-on Offering or Equity Offering at a price per share equal to or greater than ₱1.45; or
- Terra Solar Sale at a price per share equal to or greater than the price implied by a 100% equity valuation of Terra Solar of ₱12,000.0 million.

On March 2025, MGen extended the additional ₱800.0 million loan to SP Project Holdings with the closing of the Investment Agreement with Actis in Terra Solar (see Note 28).

SP Calatagan

Connection Agreement

In 2015, the Connection Agreement was entered between SPCRPI, an affiliate of SP Calatagan, and National Grid Corporation of the Philippines (“NGCP”) wherein the Calatagan Solar Power Plant’s generation facility shall connect to NGCP’s transmission system. SPCRPI assigned to SP Calatagan all of its rights and obligations under this agreement through a deed of assignment executed on February 3, 2017. A copy of the Connection Agreement was sent to the NGCP on the same day.

Transmission Service Agreement

Transmission Service Agreement dated May 24, 2016 was entered between SPCRPI and NGCP for the 69 kilovolt (“kV”) line of NGCP along the Calatagan, Batangas area. SPCRPI assigned to SP Calatagan all of its rights and obligations under this agreement through a deed of assignment executed on February 3, 2017.



Metering Service Agreement

The Metering Service Agreement dated May 24, 2016 was entered between SPCRPI and NGCP wherein the latter is authorized to act as the metering service provider of the Calatagan Solar Power Plant which requires revenue metering facilities and services for measuring the energy consumed and/or generated by its grid-connected facilities. The term of the agreement started on February 26, 2016 and would expire on February 25, 2026, unless earlier terminated in accordance with the terms and conditions of the agreement. SPCRPI assigned to SP Calatagan all of its rights and obligations under this agreement through a deed of assignment executed on February 3, 2017.

The Connection Agreement, Transmission Agreement, and Metering Service Agreement of SP Calatagan with NGCP are governed by the rules, terms and conditions for the Provision of Open Access Transmission Service (“OATS”) rules, which govern the provision of transmission services to qualified grid users.

FIT System

FIT is an incentive scheme under the RE Act of 2009 to attract investments and hasten the deployment of renewable energy sources. FIT provides priority treatment to renewable energy developers in terms of connection to the grid, purchase and transmission of and payment for by grid operators, and a fixed premium rate for a specified period of time. On March 14, 2016, the DOE issued COE-FIT No. S-2016-03-05, which entitles SP Calatagan to a base FIT rate of ₱8.69 per kWh for 20 years as approved by ERC.

All eligible RE plants shall be entitled to the appropriate FITs as established and such FITs shall be paid by all on-grid electricity consumers in accordance with FIT system. An RE plant shall be deemed eligible upon issuance of COC authorizing to operate as FIT-eligible RE plant, subject to the term and conditions attached to it, among them, in compliance with the Philippine Grid Code (PGC) and other pertinent laws, rules and regulations of the ERC. SP Calatagan obtained its COC with No. 16-06-M-00072L from the ERC on June 29, 2016 valid from June 28, 2016 to June 27, 2021.

On June 24, 2021, SP Calatagan received a letter from the ERC granting a Provisional Authority to Operate (“PAO”) for a period of one year from June 28, 2021 to June 27, 2022. On August 28, 2022, the ERC grant an extension of PAO for a period of one year from June 28, 2022 to June 27, 2023, pending SP Calatagan’s compliance and submission of the necessary requirements. On August 15, 2023, ERC issued a certification for the second extension of PAO valid for a period of six months from the date of its issuance or until February 14, 2024. As of April 11, 2025, ERC is still in the process of evaluating the requirements for the renewal submitted by SP Calatagan.

On May 26, 2020, the ERC approved Resolution No. 06, Series of 2020 which adopted FIT rate adjustments, for the years 2016 to 2020 using 2014 as the base year for the consumer price index and foreign exchange. The said resolution was published in a newspaper of general circulation on November 17, 2020 and became effective 15 days after.

While waiting for the approval of the FIT rates for the years 2021 to 2023, management has assessed that the lower between the ERC approved 2020 FIT rates and the TransCo forecasted FIT rates for the years 2021 to 2023, represent the best estimate of the transaction price SP Calatagan will be entitled to in exchange of the delivered energy. It is expected that the adjusted FIT rates applicable for the years 2021 to 2023 will also be collected in arrears in accordance with the approval of the ERC.

As of December 31, 2024 and 2023, the long-term receivable from TransCo amounted to ₱319.0 million (see Note 10).



REPA

On March 17, 2016, SP Calatagan and TransCo, designated as the FIT-All Fund Administrator, entered into a REPA. The REPA-0037 dated March 17, 2016 for the 63.359 MW_p Calatagan Solar Power Plant was deemed effective as of July 4, 2016 through a letter signed by TransCo Officer-in-Charge. The REPA governs the rights and obligation of the parties in respect to the full payment of all actual renewable energy generation of SP Calatagan from March 11, 2016 to March 10, 2036, the period of SP Calatagan's FIT Eligibility Period.

WESM

Under Section 30 of Electric Power Industry Reform Act ("EPIRA"), the ERC may authorize entities to become eligible as members, either directly or indirectly, of the WESM. All generating companies, distribution utilities, suppliers, bulk consumers/end-users and other similar entities authorized by the ERC, whether direct or indirect members of the WESM shall be bound by the WESM spot market rules with respect to transactions in the market.

On February 24, 2016, SP Calatagan registered with Philippines Electricity Market System ("PEMC") as Direct WESM Member and Trading Participant-Generator Category.

Energy Regulations No. 1-94 (ER 1-94)

On March 10, 2016, SP Calatagan entered into a Memorandum of Agreement with the DOE for the establishment of Trust Accounts for Accrued Financial Benefits from the commercial operations of the 63.359 MW_p Solar Power Plant. This is in compliance with the provision in the EPIRA under R.A. 9136 and more importantly to help recognize the contributions of the host communities and the people affected by the project thereby lessening conflict and promoting cooperation among the stakeholders. Under this agreement, SP Calatagan should set aside one centavo per kilowatt hour (₱0.01/kWh) of the total electricity sales as financial benefit to its host community.

In 2024 and 2023, benefits to host communities amounted to ₱0.8 million and ₱0.7 million, respectively, which is presented under "General and administrative expenses" in the consolidated statements of income (see Note 16).

SP Tarlac

PSAs with Meralco 75 MW to 85MW PSA

On August 25, 2017, SP Tarlac entered into a PSA with Meralco for the sale of 75 MW up to 85 MW of electricity for a period of 20 years from the commencement date at a price of ₱2.9999 per kWh subject to 2% annual escalation. SP Tarlac received the final approval of the 85MW PSA from the ERC on March 4, 2019. In accordance with the PSA, the commencement is nine months from the receipt of the provisional approval from ERC which is on August 20, 2018. SP Tarlac and Meralco agreed that the Commercial Operation Date ("COD") of the Tarlac 1A Project was on September 26, 2020. SP Tarlac obtained its COC No. 19-09-M-00182L on September 12, 2019 from ERC.

In accordance with the provision of the 75 MW to 85 MW PSA, SP Tarlac shall supply or deemed supply replacement energy to Meralco from the provisional approval of the PSA on August 20, 2018 up to the COD of the Tarlac 1A Project.

As of December 31, 2024 and 2023, the current portion of the replacement energy cost payable were presented under "Trade and other payables" account amounted to ₱8.0 million and ₱12.2 million, respectively (see Note 11). As of December 31, 2024 and 2023, the noncurrent portion of replacement energy cost payable presented under "Other noncurrent liabilities" and amounted to ₱89.1 million and ₱95.4 million, respectively.



50 MW PSA at ₱2.3456/kWh

On August 17, 2018, Meralco awarded another PSA to SP Tarlac for the sale of 50 MW of electricity for a period of 20 years from the commencement date a price of ₱2.3456 per kWh subject to annual escalation rate of 16% starting on the 11th contract year. In March 2019, SP Tarlac and Meralco then jointly requested for the approval with the ERC. On December 4, 2024, SP Tarlac filed a motion to withdraw the application on grounds of the lapse of the long stop date. As of April 11, 2025, the Company is still waiting for the approval of ERC.

Connection Agreement

In 2017, SP Tarlac entered into Connection Agreement with NGCP where the former's Tarlac 1A solar power plant's generation facility shall connect to NGCP's transmission system valid until December 25, 2026.

Transmission Service Agreement

SP Tarlac has Transmission Service Agreement dated November 26, 2018 with NGCP for the 69 kV line of NGCP along the Concepcion, Tarlac area, which is valid until November 25, 2028.

Metering Service Agreement

SP Tarlac has a Metering Service Agreement with NGCP wherein the latter is authorized to act as the metering service provider of the Tarlac 1A Project which requires revenue metering facilities and services for measuring the energy consumed and/or generated by its grid-connected facilities. The agreement is valid until March 25, 2029, unless earlier terminated in accordance with the terms and conditions of the agreement.

Energy Regulations No. 1-94

On June 29, 2020 and January 20, 2021, SP Tarlac entered into Memorandum of Agreements with host communities in Brgy. Sta. Rosa and Municipality of Concepcion, Tarlac for the establishment of Trust Accounts for Accrued Financial Benefits from the commercial operations of the Tarlac 1A Project. This is in compliance with the provision in the EPIRA under R.A. 9136. Under this agreement, SP Tarlac should set aside one centavo per kilo watt hour (₱0.01/kWh) of the total electricity sales as financial benefit to the host communities. In 2024 and 2023, benefits to host communities amounted to ₱1.3 million and ₱2.5 million, respectively, which is presented under "General and administrative expenses" in the consolidated statements of income (see Note 16).

Terra Solar

PSA with Meralco

On October 24, 2022, Terra Solar entered into a PSA with Meralco to provide and sell electricity for 850 MW. This shall be delivered to Meralco into two phases: Phase 1 or 600 MW is scheduled to be delivered by February 26 2026, and the Phase 2 or 250 MW is scheduled to be delivered by February 26 2027. The PSA shall commence on the COD of Phase 1 and shall expire on the last day of the 20th year following the COD of Phase 2, renewable for additional period of up to one (1) year, at the option of Meralco.

On February 15, 2023, Terra Solar and Meralco filed a joint application of the PSA dated November 2, 2022 for the approval with the ERC. Terra Solar and Meralco obtained the ERC's approval of the PSA on August 18, 2023.



Engineering, Procurement, and Construction (“EPC”) Contracts

Summary of contracts executed by Terra Solar with various contractors in 2024 follows:

| Date | Contract | Contract Price |
|-------------------|--|---|
| March 1, 2024 | Contract for Works | ₱62.4 million |
| August 20, 2024 | Contract for Engineering, Design, Supply, Construction, Testing and Commissioning for the Connection Assets | ₱7.8 billion - onshore ₱6.7 billion (US\$116.9 million) - offshore |
| August 1, 2024 | Contract for Engineering, Design, Supply, Construction, Testing and Commissioning of the 500k Transmission Lines and Associated Facilities | ₱1.1 billion - onshore ₱1.6 billion (US\$28.4 million) - offshore |
| October 15, 2024 | Early Works (“EW”) Agreement - West | ₱17.4 million (US\$0.3 million) - offshore |
| October 17, 2024 | EW Agreement - East | ₱1.2 billion - onshore ₱558.0 million |
| November 18, 2024 | EPC Contract - Offshore Works (West) | ₱25.3 billion (US\$ 439.7 million) |
| November 18, 2024 | EPC Contract - Onshore Works (West) | ₱10.0 billion |
| November 29, 2024 | EPC Contract - Offshore Works (East) | ₱15.3 billion (US\$ 267.0 million) |
| November 29, 2024 | EPC Contract – Onshore Works (East) | ₱10.8 billion |

BESS Supply Agreement with Huawei International, Pte. Ltd. (“Huawei”)

On November 30, 2024, Terra Solar and Huawei executed the contract to supply equipment for the BESS Project, subdivided into Phase 1 (3,313.75 MWh) and Phase 2 (1,202.97 MWh) with contract price of US\$358.1 million and US\$128.3 million, respectively.

On December 5, 2024, the parties executed a Service Agreement to provide installation and other equipment-related services for a contract price totaling to US\$21.7 million, exclusive of VAT.

28. Events After the Financial Reporting Date

Investment by Actis Singapore

On September 6, 2024, the Parent Company, Actis Singapore and Terra Solar executed a Share Subscription Agreement wherein Terra Solar will issue, out of the increase in authorized capital stock, shares (common and preferred) (the “Shares”) to Actis Singapore equivalent to 40% equity stake in Terra Solar for a total consideration of US\$600 million, subject to compliance with certain conditions, including securing the necessary government approvals on or before March 31, 2025.

Pursuant to the Shareholders’ Agreement executed on the same date, the BOD of Terra Solar shall consist of a maximum of five (5) directors, with each shareholder group having the right to appoint one director for every 20% of the shares it holds based on its shareholding percentage.

On March 17, 2025, Actis Rubyred (Singapore) Pte. Ltd. (“Actis Singapore”), through its wholly-owned subsidiary Actis Rubyred (Philippines) Holdings, Inc. (“Actis”), executed a subscription agreement with Terra Solar where Actis subscribed (i) 4,116,666 common shares with par value of one peso (₱1.00) per share and (ii) 398,200,000 redeemable preferred shares with par value of one peso (₱1.00) per share, for a total subscription price of ₱29.9 billion



As of April 11, 2025, Terra Solar is 60% owned by the Parent Company and 40% owned by Actis.

OLSA

In February 2025, Terra Solar signed a ₱150.00 billion, 15-year term OLSA with six (6) local banks, namely: BDO Unibank Inc., Bank of the Philippine Islands, Philippine National Bank, Security Bank Corporation, China Banking Corporation, and Metropolitan Bank & Trust Company (Metrobank). The OLSA will fund the ongoing development of its integrated solar PV facility and BESS.

BDO Capital & Investment Corporation served as lead arranger and bookrunner, while BDO Unibank Inc. Trust and Investments Group served as facility agent and security trustee.

