

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Sep 19, 2025
2. SEC Identification Number
CS201627300
3. BIR Tax Identification No.
009-468-103
4. Exact name of issuer as specified in its charter
SP New Energy Corporation
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Second District, National Capital Region, Philippines
Postal Code
1604
8. Issuer's telephone number, including area code
+63288172585
9. Former name or former address, if changed since last report
N.A.
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| Common | 50,073,050,000 |
11. Indicate the item numbers reported herein
Item 9

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 4-30 - Material Information/Transactions

**References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Results of the Meeting of the Board of Directors dated 19 September 2025

Background/Description of the Disclosure

Please be informed that the Board of Directors of SP New Energy Corporation ("SPNEC" or the "Company"), at its meeting held today, 19 September 2025, approved the following, among others:

- a. In relation to the term loan facility of up to Php3.78 billion to be extended by the Philippine National Bank to Solar Philippines Tarlac Corporation ("SPTC"), (i) creation of a security interest over shares of SPTC owned by the Company, (ii) the Company acting as sponsor for the issuance of a Standby Letter of Credit for Debt Service Reserve Account purposes, and (iii) appointment of authorized signatories for the purpose; and
- b. In connection with the capital restructuring and quasi-reorganization of SPTC, (i) authority of the SPTC Board of Directors to approve the amendment of SPTC's Articles of Incorporation to decrease its authorized capital stock for the purpose of eliminating all its treasury shares and to increase its authorized capital stock by Php3,576,000.00 divided into 3,576,000 preferred "A" shares (redeemable by SPTC, non-voting, non-cumulative, and non-participating) with a par value of Php1.00 per share, and to approve the issuance of 894,000 preferred "A" shares out of the increase at Php1,000.00 per share to be paid through conversion of advances amounting to Php894,000,000.00, (ii) authority of the Company to subscribe for the said 894,000 preferred "A" shares, (iii) authority of the SPTC Board of Directors to approve the quasi-reorganization of SPTC by offsetting its existing deficit with the additional paid-in capital, (iv) appointment of SyCip Gorres Velayo & Co. as external auditor, and (v) appointment of authorized signatories for the purpose.

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

| | |
|-------------|-----------------------------|
| Name | Jo Marianni Ocampo-Jalbuena |
| Designation | Corporate Secretary |

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 17-C

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.

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OF THE SECURITIES REGULATION CODE
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1. 19 September 2025
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201627300 3. BIR Tax Identification No. 009-468-103
4. SP New Energy Corporation
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City 1604
Address of principal office, with postal code
8. (02) 8817-2585
Issuer's telephone number, including area code
9. N.A.
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding

Common

50,073,050,000*

**Note: The Company's voting stock is composed of 69,477,252,552 shares, broken down as follows: 50,073,050,000 common shares and 19,404,202,552 preferred "B" shares. Out of the 69,477,252,552 shares, 8,124,350,005 common shares are registered with the Securities and Exchange Commission ("SEC"). The rest of the shares were exempt from the registration requirement under the Securities Regulation Code at the time of their issuance.*

11. Indicate the item numbers reported herein:

Item 9. Other Events

Please be informed that the Board of Directors of SP New Energy Corporation ("SPNEC" or the "Company"), at its meeting held today, 19 September 2025, approved the following, among others:

- a. In relation to the term loan facility of up to PhP3.78 billion to be extended by the Philippine National Bank to Solar Philippines Tarlac Corporation ("SPTC"), (i) creation of a security interest over shares of SPTC owned by the Company, (ii) the Company acting as sponsor for the issuance of a Standby Letter of Credit for Debt Service Reserve Account purposes, and (iii) appointment of authorized signatories for the purpose; and

- b. In connection with the capital restructuring and quasi-reorganization of SPTC, (i) authority of the SPTC Board of Directors to approve the amendment of SPTC's Articles of Incorporation to decrease its authorized capital stock for the purpose of eliminating all its treasury shares and to increase its authorized capital stock by PhP3,576,000.00 divided into 3,576,000 preferred "A" shares (redeemable by SPTC, non-voting, non-cumulative, and non-participating) with a par value of PhP1.00 per share, and to approve the issuance of 894,000 preferred "A" shares out of the increase at PhP1,000.00 per share to be paid through conversion of advances amounting to PhP894,000,000.00, (ii) authority of the Company to subscribe for the said 894,000 preferred "A" shares, (iii) authority of the SPTC Board of Directors to approve the quasi-reorganization of SPTC by offsetting its existing deficit with the additional paid-in capital, (iv) appointment of SyCip Gorres Velayo & Co. as external auditor, and (v) appointment of authorized signatories for the purpose.

[This space was intentionally left blank.]

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SP NEW ENERGY CORPORATION

Issuer

19 September 2025

Date

A handwritten signature in black ink, appearing to read "Jomao", with a long horizontal flourish extending to the right.

JO MARIANNI P. OCAMPO-JALBUENA

Corporate Secretary