

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 Registrant as specified in its charter: **ALTERNERGY HOLDINGS CORPORATION**
3. Province, country or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **CS200909233**
5. BIR Tax Identification Number : **007-315-916**
6. Address of principal office : **Level 3B, 111 Paseo de Roxas Building, Paseo de Roxas Avenue corner Legazpi Street, Legaspi Village, Makati City**
7. Registrant's telephone number, including area code : **(02) 88134678**
8. Date of meeting : **13 December 2023**
Time of meeting : **10:00 a.m.**
Place of meeting : **Virtual meeting via Zoom videoconference**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **20 November 2023**
10. 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 Registrant):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock	3,933,840,480
Preferred Shares	370,398,637

11. Are any or all Registrant's securities listed in a Stock Exchange?
Yes [☒]¹ No [☐]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange / Common Stock

¹ Only the Corporation's Common Shares are listed with the Philippine Stock Exchange. The 370,398,637 issued and outstanding Preferred Shares of the Corporation are registered with the Commission but not listed with the Philippine Stock Exchange.

INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of stockholders

- | | | | |
|-----|------------------------------------|---|--|
| (a) | Date | : | 13 December 2023 |
| | Time | : | 10:00 a.m. |
| | Place | : | Virtual meeting via Zoom videoconference |
| | Mailing address of the Corporation | : | Level 3B, 111 Paseo de Roxas Building,
Paseo de Roxas Avenue corner Legazpi
Street, Legaspi Village, Makati City |

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

The presiding officer shall call and preside over the Annual Stockholders' Meeting at the principal office of Alternergy Holdings Corporation (the "Corporation" or "Alternergy") or, if not practicable, in the city or municipality where the principal office of the Corporation is located.

Item 2. Dissenter's Right of Appraisal

Title X, Section 80 of the Revised Corporation Code of the Philippines grants in favor of the stockholder the right to dissent and demand payment of the fair value of his shares in certain instances, to wit: (1) in case any 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; (2) in case of the sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets; (3) in case of merger or consolidation; or (4) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

None of the proposed corporate actions to be discussed at the forthcoming Stockholders' Meeting qualifies as an instance for the exercise of the appraisal right by any stockholder.

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

- (a) None of the incumbent Directors and Officers of the Corporation or any associate of the foregoing have any substantial interest, direct or indirect, by security holding or otherwise, in any matter to be acted upon in the Annual Stockholders' Meeting, other than election to office.

- (b) The Corporation has not received any information from any Director that he/she intends to oppose any matter to be acted upon in the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) The number of shares outstanding and entitled to vote in the stockholders' meeting as of 30 September 2023 is 3,933,840,480 Common Shares and 370,398,637 Preferred Shares.

As stated in Article Seventh of the Corporation's Articles of Incorporation and Section 2, Article I of the Corporation's By-Laws, all Common Shares and Preferred Shares have full voting rights.

- (b) All stockholders of record as of the close of business on 20 November 2023 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.
- (c) Security ownership of certain record and beneficial owners (more than 5% of voting securities) as of 30 September 2023:

Title of class	Name, address of record owner and relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	PCD Nominee Corporation¹ 29 th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City	Vespers Holdings Corporation² (Vicente S. Pérez, Jr.)	Filipino	1,700,386,338	39.50%
		Odin Holdings Corporation 12F Laguna Tower, The Residences at Greenbelt, A. Arnaiz Avenue, San Lorenzo, Makati City (Knud Hedeager)	Filipino	366,812,285	8.52%
		Penhurst Kinetic Corp. Unit 3D, Penhurst Parkplace, 1 st Avenue corner 30 th Avenue, Fort Bonifacio, Taguig City (Gerry P. Magbanua)	Filipino	255,793,680	5.94%

		PCD participants acting on their behalf or for their customers	Filipino	1,411,640,167	32.80%
Preferred	Vespers Holdings Corporation Level 3B, 111 Paseo de Roxas Bldg., Paseo de Roxas cor. Legazpi Street, Legaspi Village, Makati City	Vicente S. Pérez, Jr.	Filipino	370,398,637 ³	8.61%

¹PCD is the registered owner of shares held by participants in the Philippine Depository and Trust Co. ("PDTC"), which handles automated securities transactions in the Philippines. Except for One Hundred Thousand (100,000) Common Shares, all other Common Shares of the Corporation are lodged with the PDTC and registered under the name of PCD. PCD is not related to the Company.

²Stockholder who, to the knowledge of the Corporation, beneficially owns at least five percent (5%) of the Corporation's voting securities.

³Inclusive of 150,000 Preferred Shares (as a result of the decrease in par value of the Preferred Shares approved by the SEC on 16 November 2022) transferred to VHC and pending Certificate Authorizing Registration

The above Common Shares are electronically lodged with the Philippine Depository & Trust Corp.

(d) Security Ownership of Management as of 30 September 2023

Title of Class	Name of Beneficial Owner	Position	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common and Preferred	Vicente S. Perez, Jr.	Chairman and Director	1,747,140,691 Common Shares and 370,398,637 Preferred Shares	Filipino	44.41% of Common Shares 100.00% of Preferred Shares
Common	Gerry P. Magbanua	President and Director	130,454,787	Filipino	3.32% of Common Shares
Common	Eduardo Martinez Miranda	Director	96,029,073	Filipino	2.44% of Common Shares
Common	Knud Hedeager	Director	358,008,800	Danish	9.10% of Common Shares
Common	Michael James Lichtenfeld	Director	48,119,129	American	1.22% of Common Shares
Common	Maria Theresa dela Pena Marcial	Independent Director	1	Filipino	Nil
Common	Gregory L. Domingo	Independent Director	1	Filipino	Nil

Common	Luisito S. Pangilinan	Treasurer	10,000	Filipino	Nil
Common	Annette M. Rafael	Vice President for Government Affairs	7,443,737	Filipino	0.19% of Common Shares
Common	Janina C. Arriola	Vice President and General Counsel	1,000,000	Filipino	0.03% of Common Shares
Common	Maria Carmen De Gala Diaz	Chief Financial Officer and Chief Sustainability Officer	N/A	Filipino	Nil
Common	Anna Melissa R. Lichaytoo	Corporate Secretary	N/A	Filipino	N/A
Common	Sherleen Lourds R. Macatangay	Assistant Corporate Secretary	N/A	Filipino	N/A
Total			2,388,206,219 Common Shares 370,398,637 Preferred Shares		60.71% of Common Shares 100% of Preferred Shares

The above list of ownership includes the shares beneficially owned by the Corporation's Directors and Officers.

(e) Voting Trust Holders of 5% or More

The Corporation has no stockholder of record holding more than 5% of the Corporation's Common Shares and Preferred Shares under a voting trust agreement.

(f) Changes in Control

There are no arrangements which may result in a change in control of the Corporation.

Item 5. Directors and Executive Officers

(a) Directors, Executive Officers, Promoters and Control Persons

The Corporation has seven (7) incumbent directors.

Below are the Corporation's incumbent directors and executive officers:

Name	Age	Position
Vicente S. Pérez, Jr.	65	Chairman and Director
Gerry P. Magbanua	50	President and Director
Knud Hedeager	64	Director
Michael James Lichtenfeld	44	Director
Eduardo Martinez Miranda	63	Director
Maria Theresa Dela Peña Marcial	53	Independent Director
Gregory L. Domingo.	69	Independent Director
Ephyro Luis B. Amatong	51	Board Advisor
Maria Victoria C. España	58	Independent Board Advisor
Janina C. Arriola	53	Vice President and General Counsel
Maria Carmen G. Diaz	48	Vice President and Chief Financial Officer and Chief Sustainability Officer
Annette M. Rafael	54	Vice President for Government Affairs
Luisito S. Pangilinan	49	Treasurer
Anna Melissa R. Lichaytoo	58	Corporate Secretary
Sherleen Lourds R. Macatangay	35	Assistant Corporate Secretary

Below are the profiles of the Corporation's Directors and Executive Officers:

Vicente S. Pérez, Jr. (*Chairman and Director*) is the Founder and current Chairman of Alternergy. He has been a director of the Corporation since its incorporation in 2009 to date. He was Philippine Energy Secretary from June 2001 to March 2005. He promoted clean indigenous energy and crafted a ten-year renewable energy policy framework. Vince played a key role in President Arroyo's economic diplomacy, by forging strategic energy partnerships with several Asian countries, the UK and USA. He served briefly in early 2001 as Undersecretary at the Department of Trade and Industry. Prior to his government service, Vince had 17 years' experience in debt restructuring, capital markets, and private equity in emerging markets. He joined Mellon Bank in Pittsburgh in 1983 as Latin American credit analyst and Mexico desk officer. In 1987, Vince joined Lazard Brothers' debt trading team in London. The following year he moved to Lazard Frères in New York and formed its emerging markets team. At 35, he became the first Asian General Partner at Lazard Frères. He was Managing Director of Lazard Asia from 1995 to 1997. Vince founded Next Century Partners in 1997, a private equity firm, and launched the Philippine Discovery Fund and the Asian Conservation Company. He assisted several investee companies with their Singapore Stock Exchange listings. He was also Chairman of Merritt Partners, an energy advisory firm focused on Asia. He has served as independent director of Energy Development Corporation and SM Investments and is currently an independent director of Banco de Oro Universal Bank and Double Dragon Properties. He is on the advisory boards of

Pictet Clean Energy Fund and Yale Center for Business in the Environment. He was chairman of WWF-Philippines and trustee of WWF-International and was vice chairman of National Renewable Energy Board from 2009 to 2010. Vince obtained an MBA from the Wharton Business School of the University of Pennsylvania and a Bachelor's Degree in Business Economics from the University of the Philippines. He was a World Fellow at Yale University, where he lectured an MBA class on renewable power in emerging countries.

Gerry P. Magbanua (*President and Director*) is a co-founder and President of Alternergy Holdings Corporation. He has been a director of the Corporation since its incorporation in 2009 to date and was the Corporation's Treasurer from 2009 to 2017. Prior to joining Alternergy in June 2007, Gerry spent nine years with InterGen, a leading global green-field power developer with plants in Australia, Mexico, Netherlands, Philippines, Singapore and UK. Gerry worked as Commercial Manager for InterGen in the Philippines for four years, responsible for financial modeling and planning, asset management, and contracts management. He also served as Controller responsible for accounting, tax and treasury. Before joining InterGen, he spent 4 years with SGV, an affiliate company of Ernst & Young, as an auditor for the power, oil and gas industry. Gerry completed his degree in Bachelor of Science in Accountancy at the Philippine School of Business Administration and is a Certified Public Accountant. He served briefly as CFO of NorthWind in 2008 and 2009.

Knud Hedeager (*Director*) is a co-founder of Alternergy Holdings Corporation. He was a director of the Corporation from 2009 to 2014 and from 2018 to date. Prior to joining Alternergy in January 2007, he gained extensive experience in management and has worked in the wind industry for 11 years initially as Senior Vice President in NEG Micon, one of the world's leading wind turbine manufacturers, with responsibility for its business in Southeast Asia and its worldwide hybrid power business (combining diesel and wind turbines in off-grid applications). In 2004, when he took up residence in Manila, Knud founded the Moorland Group investing in renewable power projects primarily in Asia. Until March 2011, Moorland had a 28% equity stake in NorthWind Power which successfully developed, built and operates the first commercial wind farm in Southeast Asia in northern Philippines. He also developed a 1.8MW mini hydro project for Smith Bell Mini Hydro Corporation. Knud graduated with a degree in Mechanical Engineering from Aarhus Technical University in Denmark.

Michael James Lichtenfeld (*Director*) is the co-founder of Solar Pacific. He has been a director of the Corporation since 6 March 2023 to date. Prior to co-founding Solar Pacific in 2013, he served as Director of Utility Solar Development at SunEdison, LLC. He had also held leadership positions in US solar company MMA Renewable Ventures LLC and Spanish solar IPP Fotowatio SL (FRV). He has managed a portfolio of over 300MW of solar development assets and has closed more than \$250 million in solar project financings. His background includes investment banking with UBS, private equity investing at Blue Wolf Capital Management in New York, and conservation finance at The Nature Conservancy in Indonesia. Mike holds an MBA and MEM from Yale University.

Eduardo Martinez-Miranda (*Director*) is the President of Alternergy Mini Hydro Holdings Corporation. He has been a director of the Corporation since 2018 to date. Prior to joining Alternergy in 2014, Eduardo has extensive experience in banking and management. Eduardo has more than 30 years of experience working in commercial banking, investment banking, private equity and multilateral finance firms both in the Philippines, Hong Kong and New York. He started as an Assistant Secretary at the Far East Bank and Trust Company, and then joined Irving Trust Company based in New York as a Syndications Representative where he successfully initiated analysis to restructure, securitize and price the bank's mortgage and retail portfolios. He later joined Drexel Burnham Lambert Inc. also based in New York, as an Associate of the firm's Capital Markets Strategies Group where he actively managed investment portfolios ranging from \$25 million to \$2 billion for various U.S. financial institutions. Back in Manila, he became the Senior Vice President and Managing Director of PCI Capital Corporation, Director and Head of Corporate Finance of Merrill Lynch Securities Philippines, Managing Director of NCP Advisors Philippines, and Managing Director and Head of Philippine Investment Banking operations of Macquarie Securities Philippines. He later became the Senior Investment Officer and Hub Leader for the International Finance Corporation (IFC) Financial Institutions Group in the Philippines.

Maria Theresa Dela Peña Marcial (*Independent Director*) seasoned banker and has 27 years of experience in banking and finance. She has been a director of the Corporation since 16 November 2022 to date. Ms. Marcial is President & CEO of BPI Asset Management & Trust Corporation, providing a wide range of investment, trust and wealth management solutions to corporate, institutional, high net worth, mass affluent and retail client segments. Ms. Marcial has held senior leadership positions in BPI. From April 2017 to May 2022, Ms. Marcial served as BPI's Chief Finance Officer, responsible for driving the bank's strategic planning and budget process, performance management, capital structure and sustainability agenda, and was concurrent Chief Sustainability Officer of the bank. She is currently a Board Director of BPI Europe Plc. Prior to her banking career, Ms. Marcial worked at the Agricultural Policy Credit Council and the National Economic and Development Authority. In 2014, Ms. Marcial was recognized as one of the Top 25 Most Influential Women in Asset Management in Asia by Asian Investor, Most Outstanding Alumnus of the University of the Philippines Los Baños in 2006, and received the CEM Centennial Outstanding Alumni Award from the University of the Philippines Los Baños in 2019. Ms Marcial is an advocate of marine conservation and renewable energy. She is a Trustee and Treasurer of WWF Philippines, a member of WWF Asia Pacific Council, a Board Director of Philippines Inter-Island Sailing Federation and a fellow of the Foundation for Economic Freedom. She obtained the Royal Yachting Association Skipper Certification in Sydney, Australia in 2015. In 2018, she participated in the Rolex Middle Sea Race, a 606-nautical mile Category 2 offshore yacht race around Sicily organized by the Royal Malta Yacht Club. She obtained her master's degree in economics from the University of the Philippines Diliman in 1994 and graduated cum laude with a Bachelor's Degree

in Economics from the University of the Philippines Los Baños in 1990. She completed the Advanced Management Program at Harvard Business School in 2010 and the CFA Institute Investment Management Workshop at the Harvard Business School in 2006.

Gregory L. Domingo (*Independent Director*) has been a director of the Corporation since 16 November 2022 to date. He served as Department of Trade and Industry (DTI) Secretary from July 2010 to December 2015 and previously was the DTI Industry and Investments Group Undersecretary and Board of Investments Managing Head from May 2001 to April 2004. Mr. Domingo is currently Senior Adviser to SM Investments Corporation and is a director of BDO Private Bank and a few other companies. He has served as director of Belle Corporation, Pico de Loro Beach & Country Club, Pampanga Sugar Development Company, Carmelray JTCI Corp, and Manila Electric Company. He has a distinguished banking career for over 15 years, with Chase Manhattan Bank (Manila), Chemical Bank (New York), and other financial institutions in Philadelphia, Pittsburgh, and New York including First Boston, Drexel Burnham Lambert, and Mellon Bank. He finished his Bachelor of Science in Management Engineering at the Ateneo de Manila University, graduated with distinction at the Asian Institute of Management (AIM) with his Masters in Business Administration, and completed his diploma for Master of Science in Operations Research at the Wharton School at the University of Pennsylvania. To better understand digitalization, in 2016 he took a 12-week data science bootcamp in New York.

Ephyro Luis B. Amatong (*Board Adviser*) has been a Board Adviser of the Corporation since 23 March 2023 to date. He is a corporate and securities lawyer, sustainable finance advocate, and former regulator. From May 2014 to March 2022, Mr. Amatong was Supervising Commissioner of the Markets and Securities Regulation Department and the Economic Research and Training Department of the Philippine Securities and Exchange Commission (SEC). He was also the Philippine SEC's representative to the ASEAN Capital Markets Forum (ACMF), the high-level grouping of capital market regulators of the Association of Southeast Asian Nations (ASEAN). Mr. Amatong also participated in the development of the Roadmap for ASEAN Sustainable Capital Markets (2020); and was part of the ASEAN Sustainable Finance Taxonomy project, which resulted in the creation of the ASEAN Taxonomy Board and the issuance of Version 1 of the ASEAN Taxonomy for Sustainable Finance in 2021. As Supervising Commissioner of the Markets and Securities Regulation Department, he led the finalization of 2015 Implementing Rules and Regulations (IRR) of the Securities Regulation Code (SRC), the development of the SEC's Sustainability Reporting Guidelines for Publicly Listed Companies, the revision of the Implementing Rules and Regulations (IRR) for Real Estate Investment Trusts (REITs) and the development of the SEC's Crowdfunding Rules to improve access to financing for SMEs. Currently, he is a consultant for the World Bank Group, particularly the Sustainable Banking and Finance Network (SBFN). He is also Advisor to the Chair of the ACMF, and a consultant for the Government Securities Roadmap project of the Bureau of Treasury (BTr). He is also a Professorial Lecturer with the LL.M. Program of the University of the Philippines College of Law; a Trustee of the Andres

Bonifacio College; an Independent Director of Asialink Finance Corporation, Global Dominion Finance Corporation and the South Asialink Finance Corporation.

Maria Victoria C. España (*Independent Director*) has been a Board Advisor of the Corporation since 1 July 2023 to date. She is a Certified Public Accountant, a Certified Management Accountant and a Certified GRI Professional. Her wide range of expertise covers the fields of accounting, audit and risk management, change management, corporate strategy and governance. Ms. España first joined Punongbayan & Araullo in 1997 and was admitted to the partnership in 1999. She was appointed COO in 2009 and became Chair and CEO in 2011 until her retirement from the accounting firm in June 2023. She has worked with the Department of Finance, Senate of the Philippines, and Atlantic, Gulf & the Pacific. She completed her Masters degree in Accountancy at the Polytechnic University of the Philippines and had attended various executive programs at the Asian Institute of Management, Wharton Business School of the University of Pennsylvania, and the Said School of Business at Oxford University. She was also former Governor of the Management Association of the Philippines and Grant Thornton International Ltd., Chair of Financial Executive Institute of the Philippines (FINEX) and National Director of the Philippine Institute of Certified Public Accountants (PICPA) for the Public Practice. Aside from being an Independent Director of Alternergy, Marivic is also a member of the Board of Trustees of St. Paul University Philippines.

Janina C. Arriola is Vice President and General Counsel of Alternergy and as such acts as internal legal, regulatory, and contractual advisor to the Corporation. She has held the position since May 2021 to date. Her experience and expertise span all stages of power plant project development, as well as energy and electric power industry regulation. Ina started her career as an associate at Puno Law Offices and then went on to work as in-house counsel (Assistant Vice President) at First Gen Corporation and the First Gas Group of Companies, where she also served as Corporate Secretary. She was later seconded to Energy Development Corporation after its acquisition by First Gen in 2007. Ina established an independent consultancy after her stint at EDC, advising clients engaged in developing and operating natural gas, geothermal, hydro, wind, and solar power plants. Prior to joining Alternergy in May 2021, Ina was Legal Group Head at Federal Land, Inc., one of the largest real estate developers in the country, and co-founded Winnergy Holdings Corp., the renewable energy company that built and operated the first ever floating solar farm in the Philippines. Ina has a Juris Doctor Degree from the Ateneo de Manila College of Law and a Bachelor of Arts degree in Comparative Literature from the University of the Philippines, Diliman.

Maria Carmen G. Diaz is Vice President and Chief Financial Officer and Chief Sustainability Officer of Alternergy. She has held the position since 5 June 2023 to date. Prior to joining Alternergy in June 2023, Carmen was an international commercial and development banker with 25 years of experience. Her vast hands-on experience in sustainable finance, risk management, development of sustainable finance banking products, risk assessment on Environment Social

Governance (ESG), credit risk on debt and equity transactions, and investor relations are strong attributes as we beef up our team as a publicly listed entity. Carmen started her banking career as a Trust Credit Officer at Equitable PCI Bank. She then held various positions as Credit Risk Department Head at the French investment bank Calyon, as AVP for Corporate Banking at Mizuho, the Japanese commercial bank, and as Senior Risk Management Officer at ADB. Carmen's last position before joining Alternergy was with RCBC as Vice President and Sustainable Finance Officer under RCBC's Risk Management Group. Carmen earned an MBA from Ateneo-Regis Graduate School of Business and was an Academic Scholar at the University of Asia and the Pacific with a B.A. in Business Administration.

Annette Rafael is Alternergy's Vice President for Government Affairs and has held the position since December 2014 to date. She was a director of the Corporation from 10 June 2022 to 6 March 2023. In the role of VP for Government Affairs, she views herself as a springboard for technical considerations, regulatory matters and contractual work, providing the insight and resources needed to empower her teammates with the tools they need to address the issues at hand. A beacon for the highest ethical standards, Annette is dedicated to showcasing Alternergy's unwavering commitment to the highest ethical standards. Before joining Alternergy in 2014, Annette served in the Philippine Government for 17 years. She worked at the National Economic and Development Authority (NEDA), and became a Director at the Department of National Defense (DND) and at the Department of Interior and Local Government (DILG). She was an Assistant Secretary of the Department of Environment and Natural Resources (DENR) and Assistant Secretary of the Department of Energy (DOE). After her civil service career, Annette had eight years of extensive experience in the renewable energy industry with Constellation Energy and Sunwest, where she focused on government permitting and regulatory compliance issues. Annette earned a Master of Science degree in Geo Information Systems for urban applications from the International Institute for Geo Information Systems and Earth Observation of the University of Twente in the Netherlands, and a Bachelor of Science in Information Technology, cum laude, from the Polytechnic University of the Philippines.

Luisito S. Pangilinan is Alternergy's Treasurer, responsible for managing company finances and maintaining budget accounts. He has held the position since 2018 to date. He ensures Alternergy is in compliance with reporting requirements and on time when it comes to billing and payments. Louie is responsible for supervising and training Alternergy's administrative and accounting staff, as well as developing new systems and processes that increase efficiency and accuracy. Louie has nearly two decades of experience in the accounting field, spanning industries including property development, energy, tourism, and renewable power. He has honed his accounting expertise at firms including Rockwell Land Corporation, Caltex Asia, and Ten Knots Development Group, the developer for El Nido Resorts. Louie received his Bachelor of Science in Accountancy from San Sebastian College – Recoletos. A marathoner and triathlete, he trades counting receivables for counting kilometers in his pre-dawn runs across Manila.

Anna Melissa R. Lichaytoo is the Corporate Secretary of Alternergy and has held the position since 2010 to date. She was a director of the Corporation from 2011 to 2018. She is the Founding Partner and Managing Partner of Roxas de los Reyes Laurel Rosario & Gonzales Law Offices, established in 1996. Atty. Lichaytoo has been engaged for more than 30 years in the general practice of corporate law such as: corporate restructuring, securities registration, corporate governance, mergers and acquisitions, commercial and information technology contracts, proxy contests, and intra corporate disputes. She has acted as Counsel for various companies engaged in energy, information technology, manufacturing, real estate, insurance, pharmaceutical, banking and environment conservation. A member of the Philippine Bar Association, Integrated Bar of the Philippines, and Shareholders Association of the Philippines, Atty. Lichaytoo graduated with a Bachelor of Science, Major in Legal Management from Ateneo de Manila University and a Bachelor of Laws from Ateneo Law School.

Sherleen Lourds R. Macatangay is the Assistant Corporate Secretary of Alternergy and has held the position since 2018 to date. She is a Senior Associate of Roxas de los Reyes Laurel Rosario & Gonzales Law Offices, established in 1996. Atty. Macatangay has been engaged in the general practice of law specializing in corporate law and estate settlement. Her specific legal work is in areas such as establishment of corporations and corporate vehicles, acquisitions, corporate governance, contract negotiations, and corporate restructuring. Atty. Macatangay has acted as Counsel for various companies engaged in energy, banking, airline, insurance, food, tobacco, financing, real estate, environment conservation, stock transfer agency and holding companies, and as Corporate Secretary and Assistant Corporate Secretary of various companies. A member of the Philippine Bar Association, Atty. Macatangay graduated with a Bachelor of Science, Management, Major in Legal Management from Ateneo de Manila University and a Juris Doctor from Ateneo Law School.

During the Meeting of the Board of Directors held last 4 August 2023 and the Special Meeting of the Stockholders last 10 October 2023, the Board of Directors and the stockholders, respectively, approved the increase in the Corporation's number of directors from seven (7) to nine (9). In view thereof, the Nomination and Compensation Committee, in its meeting held on 23 October 2023, recommended the nomination of the following to the Board of Directors in the forthcoming Annual Stockholders' Meeting upon determination that they possess all of the qualifications and none of the disqualifications of a director provided for in the Code of Corporate Governance for Publicly-Listed Companies and the Manual of Corporate Governance of the Corporation:

1. Mr. Vicente S. Pérez, Jr.;
2. Mr. Gerry P. Magbanua;
3. Mr. Knud Hedeager;
4. Mr. Eduardo Martinez Miranda;
5. Mr. Michael James Lichtenfeld;

6. Ms. Maria Theresa Dela Peña Marcial;
7. Mr. Gregory L. Domingo;
8. Ms. Maria Victoria C. España; and
9. Atty. Janina C. Arriola.

Except for Ms. Maria Victoria C. España and Atty. Janina C. Arriola, the foregoing nominees to the Board of Directors are also incumbent directors of the Corporation. The election of Ms. Maria Victoria C. España and Atty. Janina C. Arriola as directors of the Corporation are, however, subject to the approval of the Securities and Exchange Commission of the Corporation's increase in the number of directors from seven (7) to nine (9).

The profiles of the nominees are listed in pages 6 – 10 hereof.

The information above addresses the requirements of Section 49 of the Revised Corporation Code for the presentation of the profiles of the directors and the directors nominated or seeking election or re-election.

The nominees for Independent Directors, Mr. Gregory L. Domingo, Ms. Maria Theresa dela Peña Marcial and Ms. Maria Victoria C. España, have been duly evaluated by the Nomination and Compensation Committee which has certified that said nominees are duly qualified in accordance with Rule 38 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code (the "2015 IRR of the SRC"), and suffer from no disqualification under Rule 38.6.2 of the 2015 IRR of the SRC and the Corporation's Revised Manual on Corporate Governance. The above-named nominees for Independent Directors were nominated by Vespers Holdings Corporation who is not related to any of the nominees.

The Certificates of Qualification of the nominees for independent Director are submitted together with the Corporation's Information Statement and before the election of such Independent Directors.

(b) Significant Employees

Marie Franchesca Amatong, 50, Filipino, is Alternergy's Treasury Officer responsible for corporate finance, debt management, treasury, and foreign exchange and has held the position since October 2008 to date. She works across the spectrum of the Corporation's treasury work, including loan structuring, pricing, and operations. At Alternergy, she enjoys bringing together her interest in banking and her desire to protect the environment through the building of innovative financial models. She also serves as the Executive Director for the Asian Conservation Foundation (ACF), an NGO committed to conserving biological diversity and developing sustainable communities. Prior to joining Alternergy in 2008, she was part of the management team that advised several foreign investment funds under the Next Century Partners group, a Philippine-based investment advisory firm co-founded by Vicente Pérez, Jr. and Eduardo Martinez-Miranda. In the early years of her career, she was a fixed income trader in both Peso and USD denominated debt securities, and later on, traded

in the Japanese Government Bond futures market. She received a Bachelor of Science degree in Economics from the University of the Philippines.

Arman Lyle Ang, 35, Filipino, is Alternergy's Financial Controller and has held the position since July 2023 to date. His responsibilities include monitoring of implementation of budgets and plans and maintaining integrity of accounting records and reports provided to management for decision-making and to regulatory bodies for compliance. Arman is also in-charge of tax planning, internal controls, compliance with regulatory bodies, preserving and supervising cash resources, managing and training of the accounting team, and working with external auditors and advisors. Prior to joining Alternergy in July 2023, Arman was briefly Group Financial Comptroller for Roxas Holdings after a decade long career with SGV & Co., where he started off as an Associate in November 2010 and left as a Director in February 2022. He has extensive knowledge of accounting, auditing and regulatory requirements, which he polished during his 11-year stint with SGV, where he served publicly-listed and private companies under various industries. He was also heavily involved in various administrative responsibilities within SGV, including training junior managers and associates. Arman earned his Bachelor of Science degree in Accountancy from University of the Philippines-Visayas at Iloilo City and is a Certified Public Accountant.

Beatriz Naomi Bathan, 26, Filipino, is Alternergy's Investor Relations Officer and is responsible for building long-standing and trusted relationships with stakeholders as she conveys Alternergy's growth strategy through investor briefings, non-deal roadshows, and shareholder meetings. She has held the position since July 2023 to date. Aside from responding to investor and analyst queries, Bea also assists with financial modelling and capital raising activities. Prior to joining Alternergy in July 2023, Bea was an Institutional Equities Trader with Daiwa Capital Markets and with CLSA Philippines. She earned her Bachelor's Degree in Business Management with a minor in International Business from Ateneo de Manila University, where as an undergraduate, Bea was part of the United Nations Youth Assembly delegation to the UN Headquarters in New York where she learned practical skills on how to realize the vision of a sustainable world. Bea is currently pursuing the CFA program.

Charles S. Flores, 38, Filipino, is Alternergy's Transmission and Electrical Systems Manager and has held the position since March 2016 to date. In his role, Charles provides technical and administrative support relating to the grid interconnection, compliance and electrical systems design of Alternergy's renewable power projects. He is responsible for getting the maximum amount of electricity to the grid while ensuring that overloading does not occur. Safety is at the core of Charles' approach to his work, and he is determined to maintain the physical integrity of both the grid and Alternergy's assets. Before joining Alternergy in 2016, Charles was a Cadet Engineer with the National Transmission Corporation. Before that, he spent five years as an Electrical Maintenance Engineer at SunPower Manufacturing Philippines. Charles was an Electrical Quality Control Engineer of Saudi Integrated Group (2012-2014), and Electrical Quality Control of Meralco Industrial Engineering Services Corporation (2014-2016). He is a licensed Electrical Engineer and a licensed

Master Electrician. Charles earned his Bachelor of Science degree in Electrical Engineering from the Don Mariano Marcos Memorial State University, La Union Campus.

Maria Martha V. Garay, 51, Filipino, is Alternergy's Human Resources Manager, where she leads recruitment, administration of payroll and benefits, policy creation and implementation, and training and development initiatives. She has held the position since January 2010 to date. In the eleven years Martha has been with Alternergy, the Corporation has grown from 10 to 60 employees, and Martha has been at the forefront of the talent identification and hiring processes associated with this growth. Martha is committed to making sure team members feel heard and valued, and her approach to her work embodies the openness and sincerity that define Alternergy's company culture. She believes that great candidates in the renewable power space are first and foremost resilient, ready to take on any challenge that comes their way. Before joining Alternergy in 2010, Martha honed her perspectives on people management as Human Resources Head with Nittan Capital Finance. Her career also includes executive secretary posts with Del Monte Fresh Produce and Security Bank. Martha has completed her Master's Degree in Strategic Human Resources at Miriam College, where she also earned her Bachelor's Degree in International Studies.

Servillano D. Haboc, 60, Filipino, is Alternergy's Project Director for the Dupinga Hydro Project in Gabaldon Nueva Ecija and has held the position since May 2023 to date. With three decades of experience in developing hydro projects, he is providing leadership and supervision for the successful execution of project performance and performing overall management of the Dupinga project. Prior to joining Alternergy in May 2023, he was Assistant Vice President of Stakeholder Relations and Compliance in Aboitiz Power Corporation from 2017 to 2022 where he was responsible for leading the team in the acquisition of various government permits, lands, right of ways needed for hydro and solar projects such as the 20MW Sablan Hydro, the 40MW Kibungan Hydro, the 94MW Bugallon Solar, and the 159MW Aguilar Solar. Previously he was Assistant Vice President for Project Development and Execution of Hedcor Group of Aboitiz Power, where he was responsible for developing potential hydro projects in the Mindanao area. He was Project Director for 68.9MW Manolo Fortich Hydro in Bukidnon, the 6.9MW Tudaya 1 Hydro and 7MW Tudaya2 Hydro both located in Davao del Sur, and the 42.5MW Sibulan Hydro project. Bill earned his Bachelor of Science degree in Civil Engineering in Saint Louis University. He enjoys playing musical instruments, bowling, basketball, and backyard gardening.

Oliver G. Labares, 52, Filipino, is Plant Manager of the 10 MWac Kirahon Solar plant in Brgy. San Martin, Villanueva, Misamis Oriental where he manages the plant's operation, maintenance, safety, and spare parts inventory. He has held the position since October 2019 to date. He is also responsible for compliance reporting to national and local government agencies and coordinating with stakeholders CEPALCO and MINERGY. Before joining Solar Pacific in 2019, Oliver was in project development of utility scale photovoltaic at PHINMA Energy (2017-2019) and in product development of

solar, run-of river and biomass projects at MINERGY (2012-2016). Furthermore, he was in charge of operation & maintenance of the ever first 1-MWp PV plant in the Philippines in Indahag, Cagayan de Oro City from 2004 to 2012. Oliver graduated with dual BS degrees in Electrical Engineering and Electrical Technology (honors) from Mindanao Polytechnic State College and is a licensed Electrical Engineer and licensed Master Electrician.

Jose Manuel R. Lopa Jr., 37, Filipino, is External Relations and Engagement Manager for Alternergy and has held the position since October 2023 to date. He manages relationships with external stakeholders including government agencies, regulatory bodies, community groups, and industry associations. He coordinates with regulatory agencies for permitting and compliance of Alternergy's projects. Snap also facilitates needs assessments of host communities and liaises with the CSR team to allocate resources to address the identified needs. He engages with local stakeholders in the acquisition of land rights and for speedy resolutions of host community issues. Prior to joining Alternergy in October 2023, Snap was with ACEN (formerly AC Energy) from 2017 to September 2023, most recently as External Affairs Manager, was a member of ACEN's Legal and Regulatory team and previously a Marketing and Communications Officer. He earned a degree in BS Business Administration from the E.T. Yuchengco School of Business Management at Mapua University and was the graduating class president. He took his master's in business at the Ateneo Graduate School of Business. In 2021, he was part of the pioneer batch that finished the Circular Economy and Sustainability Strategies program of the Cambridge Judge Business School.

Reyfel Niño G. Maglines, 34, Filipino, is the Surveys and Mapping Manager at Alternergy and has held the position since August 2017 to date. In his role, he conducts land surveys and contributes technical support for Alternergy's projects. Working in close partnership with the legal team, Reyfel's work provides baseline information needed for land acquisition and site placement. By surveying prospective areas for renewable projects around the country, Reyfel is inspired by the chance to help the Philippines mitigate the effects of climate change. Prior to joining Alternergy in 2017, Reyfel was a Geodetic Engineer for Certeza Infosys from 2011 to 2014, where part of his role involved mapping the Pililla Rizal wind farm. Reyfel is recognized for his pioneering efforts in the use of LiDAR technology, which offers unparalleled technical understanding of terrain and resources. His LiDAR technology skills were developed in his role as head of the Visayas State University team involved in the DOST Phil-LiDAR Program, which created a flood hazard map in the country - the first time LiDAR technology was used in the Philippines. Reyfel is a licensed Geodetic Engineer and holds a Bachelor of Science degree in Geodetic Engineering from Visayas State University (Main Campus). He has spoken on the topic of resource maps at the Asian Conference on Remote Sensing.

Evangeline L. Moises, 48, Filipino, is Alternergy's Strategic Initiatives and Communications Manager and has held the position since April 2018 to date. She is responsible for guiding the permitting process across all government agencies, serving as a bridge between Alternergy's work and civil service

institutions. Over the course of her career, she has developed significant rapport with people at all levels of government agencies. The relationships and knowledge she has acquired through this approach help smooth out and speed up the processes needed for Alternergy to reach its next milestones. Prior to her work with Alternergy in 2018, Vangie worked with Merritt Advisory Partners as Energy Specialist. Before that, she was based in Jakarta as part of the ASEAN Centre for Energy, serving in a regional cooperation role and as Assistant to the Executive Director. Vangie's first public sector-related role was with the Department of Energy, where she was Executive Assistant to the Energy Secretary, working to manage public affairs and media relations. Vangie's career started in journalism. She served as a reporter at Baguio City's Community News Cable and Newspaper, and as Energy Beat Reporter in the Manila-based BusinessWorld publication, when she first met then Energy Secretary Vicente Pérez in 2001. Vangie graduated with a degree in Journalism from University of the Philippines Baguio.

Kimberly Rose L. Pagdilao, 39, Filipino, is Corporate Legal Counsel, where she is mainly responsible for contract review, legal research, and local stakeholder engagement. She has held the position since November 2017 to date. Her work thrives on having a 'pulse on the people', including her colleagues, the community members she works with, and government representatives. She strives to find points of connection when working through legal issues, creating outcomes that benefit everyone involved. Prior to joining Alternergy in 2017, Kim worked for five years in the power industry. She spent two years at KEPCO Philippines as a Business Development Lawyer handling both renewable and conventional power projects. She started out as a paralegal for SN-Aboitiz Power, working on hydro power projects for three years. Kim graduated with magna cum laude honors from the University of the Philippines-Diliman with a Bachelor of Arts degree in Philosophy. Subsequently, Kim earned a Juris Doctor degree also from the University of the Philippines-Diliman.

William Z. Refina, 55, Filipino, is a Senior Project Manager for Alternergy's wind and hydro projects, where he serves as a bridge between local governments, landowners, and project contractors. He has held the position since January 2013 to date. Butch cites his strong community relationships as key to Alternergy's ability to bring wind farms to life within budget and on schedule. In his role, he takes care to understand the needs of the communities he works with, and makes sure projects truly benefit the people they are intended to serve. Prior to joining Alternergy in 2013, Butch served as Assistant Manager for Mechanical Design for JEC Philippines for the Libingan ng mga Bayani water treatment project of Manila Water Company. Before that, he was Assistant Building Administrator for one of the properties of San Miguel Corporation in Pasig City. For a seven-year period, Butch worked in the Philippines and across global locations as Project Engineer for Angelo Cremona Asia. Butch is a licensed Mechanical Engineer and holds a Bachelor of Science degree in Mechanical Engineering from the University of Santo Tomas.

Reyma Rufo-Alolod, 37, Filipino, is the Senior Project Development Officer for Solar Pacific and has held the position since April 2018 to date. She leads

Solar Pacific's project development efforts, bringing more than 10 years of power generation experience throughout the Philippines. Prior to joining Solar Pacific in 2018, Reyma formerly served at Alsons Power Group where she managed more than 900MW of coal-fired, modular diesel power plants and hydro power projects, including site acquisition, permitting and compliance. She has worked with all key regulatory agencies including DOE, ERC, NCIP, DENR, BOI, DAR, and others. Reyma holds a Juris Doctor from Mindanao State University and a Master of Environment and Natural Resources Management from University of the Philippines.

Alexander R. Santella, 46, Filipino, is Director of Technical Operations for Solar Pacific and has held the position since July 2018 to date. He manages all technical aspects of solar systems design, engineering, and installation together with his team. Additionally, he leads equipment selection, EPC contracting, and construction management of all solar projects. Alex led the technical design for the Palau solar and battery energy storage Project. Prior to joining Solar Pacific in 2018, Engr. Santella has had extensive experience in engineering and major construction works internationally, including in the Middle East and APAC. Engr. Santella has personally managed the design and construction of more than 100MWp of solar and wind projects in the Philippines. He is also a Professional Electrical Engineer.

Julius Sturm, 64, Danish, is Technical Consultant for Hydropower Development and has held the position since November 2016 to date. Prior to joining Alternergy since 2013, he was the Managing Director (Southeast Asia) for Aarslef (Thailand) Ltd., a subsidiary of Per Aarseleff A/S in Denmark. Thereafter, he became the Sector Manager for Pacific Consultants International Asia, Inc. where he promoted the company's services in the water and power industry through donor organizations such as the World Bank, Asian Development Bank and the Department of International Development. He now holds a position as Chief Operating Officer in PacificTech Solutions which provides specialized services within a variety of architectural and engineering fields to clients mainly outside of the Philippines through a combination of international and Filipino staff input. Julius has over 15 years of experience in providing consultancy services in power, water, wastewater and industrial sector projects. With extensive business management and technical skills, he oversees projects in the design, implementation and operation stages as completed in several countries. His most recent projects, being the owner's representative in hydropower development, include the Operation and Maintenance of the 1.8MW Commonal-Uddiawan Mini Hydropower in Nueva Vizcaya, Philippines.

Neil Richard P. Tanguilig, 37, Filipino, is Senior Project Manager for Alternergy's wind projects, where he manages wind resource assessment campaigns and assesses the technical feasibility of proposed project locations. He has held the position since July 2012 to date. Within his role, Neil manages the construction of meteorological towers, collects and manages data, and works with geodetic engineers to map out project site requirements. Neil had the opportunity to apply his skills to the end-to-end process of bringing the landmark Pililla Rizal wind project to commercial operations. Prior to joining

Alternergy in 2012, Neil was a Graduate Structural Engineer at Hyder Consulting Middle East. He earned a Master of Science degree in Energy Engineering and a Bachelor of Science degree in Civil Engineering from the University of the Philippines-Diliman. Neil is a licensed Civil Engineer. Neil has published a technical paper on small wind energy systems in the Journal of Pure and Applied Sciences.

(c) Family Relationships

Except for spouses Atty. Ephyro Luis B. Amatong, the Corporation's Board Advisor, and Ms. Marie Franchesca Amatong, the Corporation's Treasury Officer, there are no known family relationships between the current members of the Board, Executives and Significant Employees.

(d) Involvement in Certain Legal Proceedings

To the knowledge and/or information of the Corporation, none of its present members of the Board, Executives, or its Significant Officers have been involved in any of the events below for the past five (5) years:

- i. 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 years prior to that time;
- ii. 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;
- iii. 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
- iv. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the 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.

A Certification that none of the directors or officers of the Corporation are connected with any government agency or instrumentality and the Certificates of Qualification of the Independent Directors are attached as Annexes "D" and "E – E2", respectively.

(e) Certain Relationships and Related Transactions

The Corporation, in its regular conduct of business, has entered into transactions with related parties. 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.

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

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

Related party balances and transactions as at 30 June 2023 and 2022, and for the year ended 30 June 2023 and for the six-month period ended 30 June 2022 are summarized below (refer to Exhibit C for the full disclosure in the Audited Consolidated Financial Statements):

	Transactions During the Year/Period		Outstanding Balances as of	
	2023	2022	2023	2022
Due from Related Parties				
Cash advances	₱4,239,065	₱14,535,068	₱31,808,250	₱28,454,769
Management and advisory services	3,313,080	6,042,927	—	2,704,225
Assignment of shares or receivables	—	28,727,967	28,269,080	28,727,967
Development costs	—	50	69,510,484	91,072,979
Others	—	—	600	—
Due to Related Parties				
Cash advances	₱88,489	₱2,452,917	₱2,541,406	₱6,859,442
Purchase of shares of KSEC	—	187,635,896	—	187,635,896
Others	707,636	—	707,636	—

Item 6. Compensation of Directors and Executive Officers

(a) Executive Compensation

Under the By-Laws of the Corporation, each director and board advisor shall receive a per diem allowance for their attendance at each meeting of the Board. Currently, as compensation, each of the independent directors and board advisors receive ₱50,000.00 and ₱40,000.00,

respectively, per diem per meeting, and the other directors, including the Chairman, are not entitled to any per diem allowance.

There are no other arrangements for compensation by way of payments for committee participation or special assignments. There are also no outstanding warrants or options held by the Directors, Executives and Significant Officers. There are no special employment contracts between the Corporation and its Executives.

The above information is disclosed pursuant to the requirements of Sections 29 and 49 of the Revised Corporation Code.

For the year ended 30 June 2023, six-month period ended 30 June, 2022 and for the year ended 31 December, 2021, the total salaries, bonuses and allowances paid to the Executives of the Corporation are as follows:

	Year	Salary*	Bonus	Others
Top five (5) Executives with highest compensation: Gerry P. Magbanua Knud Hedeager Michael Lichtenfeld Eduardo Martinez Miranda Janina C. Arriola	2023	₱27,612,000	₱–	₱–
	2022	₱12,723,875	₱–	₱–
	2021	₱23,839,700	₱–	₱–
Per diem of directors	2023	₱–	₱–	₱240,000.00
	2022	₱–	₱–	₱–
	2021	₱–	₱–	₱–
All officers and directors as a group	2023	₱35,050,100	₱–	₱–
	2022	₱16,213,425	₱–	₱–
	2021	₱31,252,200	₱–	₱–

**Note: Salary includes compensation and transportation and communication allowances.*

The Executives of the Corporation, who are engaged under NCP Advisors Philippines, Inc., are seconded to the Corporation and its subsidiaries and affiliates to perform management, project development, technical, administrative and finance functions.

In compliance with Sections 29 and 49 of the Revised Corporation Code, a report on the total compensation of each director will be presented at the Annual Stockholders' Meeting of the Corporation.

The above information complies with the requirements under Sections 29 and 49 of the Revised Corporation Code.

(b) Compensation of Directors

- (i) Standard Arrangements – Under the By-Laws of the Corporation, each director and board advisor shall receive a per diem allowance for their attendance at each meeting of the Board. Currently, as compensation, each of the independent

director and board advisor receive ₱50,000.00 and ₱40,000.00, respectively, per diem per meeting, and the other directors, including the Chairman, are not entitled to any per diem allowance.

(ii) Other Arrangements – None.

(c) Employment Contracts and Termination of Employment and Change-in-Control

There are no compensatory plan or arrangements between the Corporation and its Executives in case of resignation or any other termination of employment or from a change in the management or control of the Corporation.

Item 7. Independent Public Accountants

(a) The Corporation's current auditor, SyCip, Gorres, Velayo & Co. ("SGV"), has been the Company's auditor since its incorporation. The key audit partner in charge of the Corporation, Ms. Leovina Mae V. Chu, was first appointed for the audit period of December 2017.

Under the Revised Securities Regulation Code (SRC) Rule 68, the external auditor shall comply with the provisions on the long association of personnel (including partner rotation) with an audit client as prescribed in the Code of Ethics for Professional Accountants in the Philippines adopted by the Board of Accountants and by the Professional Regulation Commission and such other standards as may be adopted by the Securities and Exchange Commission.

The key audit partner is required to be rotated after having served seven (7) years as the key audit partner of a company. As an exception, however, the Code of Ethics for Professional Accountants provide that if the individual has served as the key audit partner for a period of six (6) or more cumulative years at the time a company becomes a public interest entity, the same individual may continue to serve as the key audit partner for a maximum of two (2) additional years, with the concurrence of those charged with governance before being replaced.

(b) There have been no disagreements between Management and the Corporation's auditor for any matter pertaining to accounting principles or practices, financial statement disclosures, or audit scope or procedures.

(c) Representatives from SGV & Co. are expected to be present at the upcoming Annual Stockholders Meeting, where they will have the opportunity to make a statement if they desire to do so and/or respond to appropriate questions raised by stockholders.

(d) Information on Independent Accountant and Other Related Matters

(i) Audit and Audit-Related Fees

The audit of the Corporation's annual financial statements or services is normally provided by the external auditor in connection with statutory and regulatory filings or engagements for 2021 to 2023.

	Audit Fee
Year Ended 30 June 2023	₱3,000,000.00
Six-Month Period ended 30 June 2022	₱900,000.00
Year Ended 31 December 2021	₱600,000.00

(ii) Tax Fees

The Corporation made no payments to its external auditors in tax fees for the years ending 2021 to 2023.

(iii) All Other Fees

	All Other Fees
Year Ended 30 June 2023	₱700,000.00
Six-Month Period ended 30 June 2022	₱4,900,000.00

Non-audit services in 2022 include services rendered for the initial public offering of the Corporation's Common Shares in March 2023.

(iv) Audit Committee's approval policy and procedures for the above services

SGV discusses the nature and scope of the audit with the Corporation's Audit Committee before the audit commences, as well as during the closing of the audit. The Audit Committee also examines and evaluates non-audit services that SGV may provide to the Corporation, and pre-approves such services, after which, the Audit Committee delegates to the President, CFO and Comptroller any discussion or negotiation with regards to such non-audit services that the Corporation and its subsidiaries may enter into with SGV.

Item 8. Compensation Plans

No action shall be taken at the Annual Stockholders' Meeting with respect to 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

(a) State the title and amount of securities to be authorized or issued

In a meeting held on 7 November 2023, the Corporation's Board of Directors approved the issuance of One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares of the Corporation to Government Service Insurance System ("GSIS") subject to the following:

- (i) Approval by the Securities and Exchange Commission of the reclassification of the Corporation's Preferred Shares to Perpetual Preferred Shares 1, Perpetual Preferred Shares 2 – Series A, Perpetual Preferred Shares 2 – Series B, and Perpetual Preferred Shares 2 – Series C;
- (ii) Fulfillment of the conditions agreed upon between the Corporation and GSIS; and
- (iii) Compliance with any and all other requirements of law for the issuance of shares, including the payment of taxes.

Since the Perpetual Preferred Shares 2 – Series A shares of the Corporation shall be issued from the unissued capital stock of the Corporation, the issuance of the aforementioned shares does not require stockholders' approval at the Annual Stockholders' Meeting. Although not required to be submitted to the stockholders, it will, nevertheless, be among the acts, resolutions and transactions entered into by the Corporation's Board of Directors and Management to be presented for ratification of the stockholders for good corporate governance.

(b) Description of Registrant's Securities

- (i) State the amount of capital stock of each class issued or included in the shares of stock to be offered*

The Corporation shall be issuing One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares of the Corporation to GSIS subject to the abovementioned conditions.

- (ii) If the registrant is offering Preferred Shares, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions*

The salient features of the One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares of the Corporation to be issued to GSIS are as follows:

- (1) With dividend rate to be determined by the Board at the time of issuance;
- (2) Cumulative in terms of payment of current and unpaid back dividends;
- (3) Non-voting (except in matters mandatorily required by law);
- (4) Non-participating in (x) any other further cash, property or stock dividends beyond that specifically determined at the time of issuance, and (y) distribution of corporate assets beyond the issue price specifically determined at the time of issuance;
- (5) Non-convertible to Common Shares;
- (6) With issue value to be determined by the Board of Directors at the time of issuance;
- (7) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance;
- (8) With preference over holders of Common Shares in the distribution of corporate assets and in the payment of dividends at the rate specified at the time of issuance;
- (9) With no pre-emptive rights to any issue of shares, whether Common or Preferred;
- (10) Re-issuable under such terms as the Board of Directors may approve at the time of re-issuance; and
- (11) May be transferred to foreign citizens, corporations or associations.

(iii) *Describe any other material rights of the Preferred stockholders*

There are no other material rights granted to the holders of the Perpetual Preferred Shares 2 – Series A other than as described above.

(iv) *Describe any provision in the charter or by-laws that would delay, defer or prevent a change in control of the registrant*

Article Seventh of the Corporation's Articles of Incorporation denies stockholders of the Corporation of their pre-emptive right to purchase or subscribe to any shares of stock of the Corporation of any class now or hereafter authorized.

(c) *Describe briefly the transaction in which the securities are to be issued*

The One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares of the Corporation to be issued to GSIS is under a private placement. The shares shall be issued at a subscription price of Fourteen Pesos and Fifty Centavos (PhP14.50) per share or a total subscription price of One Billion Four Hundred Fifty Million Pesos (PhP1,450,000,000.00).

(d) *Reasons for the proposed issuance and the general effect upon the rights of the existing security holders*

The issuance of the One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares of the Corporation is part of the capital raising activities of the Corporation to fund the various projects of the Corporation and

its subsidiaries and affiliates. The equity infusion from GSIS will significantly boost the Corporation's equity base as part of the Corporation's medium-term capital raising program.

Item 10. Modification or Exchange of Securities

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to the modification of any class of securities of the Corporation, or the issuance or authorization for issuance of one class of securities of the Corporation in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Corporation has incorporated by reference the Audited and Unaudited Financial Statements, Management's Discussion and Analysis, and other data related to the Corporation's financial information for the period ending 30 June 2023 and 30 September 2023, as may be applicable, in its latest Management Report prepared in accordance with the Revised Securities Regulation Code (SRC) Rule 68.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting with respect to (i) the merger or consolidation of the Corporation with any other person, (ii) acquisition by the Corporation or any of its stockholders of securities of another person, (iii) acquisition by the Corporation of any other going business or of the assets thereof, (iv) the sale or transfer of all or any substantial part of the assets of the Corporation, nor (v) liquidation or dissolution of the Corporation.

Item 13. Acquisition or Disposition of Property

No action will be presented for stockholders' approval at the Annual Stockholder's Meeting with respect to acquisition or disposition of property of the Corporation.

Item 14. Restatement of Accounts

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting which involves the restatement of any of the Corporation's assets, capital or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

- (a) *Reading and Approval of the Minutes of the Previous Stockholders' Meetings*

The minutes of the previous meetings of the stockholders will be presented for approval at the 2023 Annual Stockholders' Meeting. The following were the significant matters discussed at the meetings:

- (i) At the Annual Stockholders' Meeting held on 1 June 2022
 - The Minutes of the Annual Stockholders' Meeting held on 21 December 2021 and the Special Stockholders' Meeting held on 26 April 2022;
 - Ratification of all acts and resolutions of the Board of Directors and Management;
 - Election of Directors;
 - Increase in authorized capital stock and corresponding amendment of the Articles of Incorporation;
 - Election of the external auditor;
- (ii) At the Special Stockholders' Meeting held on 10 June 2022
 - (1) Decrease in par value of Preferred Shares and corresponding amendment of Articles of Incorporation;
 - (2) Increase in Authorized Capital Stock and corresponding amendment of the Articles of Incorporation;
 - (3) Amendment of various provisions of the Articles of Incorporation;
 - (4) Amendment of By-Laws;
 - (5) Financing from Oversea-Chinese Banking Corporation Limited;
 - (6) Election of Ms. Annette Rafael as Director;
 - (7) Election of Independent Directors;
- (iii) At the Special Stockholders' Meeting held on 21 June 2022, 16 September 2022 and 14 October 2022
 - (1) Filing of Registration Statement and Listing Application;
- (iv) At the Special Stockholders' Meeting on 6 February 2023
 - (1) Amendment of Article III of the Articles of Incorporation;
 - (2) Amendment of the By-Laws;
 - (3) Delegation to the Board of the power to amend the By-Laws;
- (v) At the Special Stockholders' Meeting on 10 October 2023
 - (1) Reclassification of Preferred Shares and amendment of Article Seventh of the Amended Articles of Incorporation;
 - (2) Increase in the number of directors from seven (7) to nine (9) and the amendment of Article Sixth of the Amended Articles of Incorporation

A copy of the Minutes of the Special Stockholders' Meeting held on 10 October 2023, the first Stockholders' Meeting after the listing of the Corporation's shares on 24 March 2023, was uploaded in the Corporation's website on 17 October 2023. The Minutes were prepared in accordance with the requirements of Section 49 of the Revised Corporation Code.

(b) *Approval of the President's Report on the Results of Operations and Management Reports for the year 2023*

A report on the significant business transactions undertaken and the financial targets and achievements by the Corporation in 2023 will be presented to the stockholders. Included in the Management Report is the Corporation's performance for the year 2023 in compliance with Section 49 of the Revised Corporation Code which requires a presentation to the stockholders of a descriptive, balance and comprehensible assessment of the Corporation's performance and a financial report for the preceding year. The Audited Consolidated Financial Statements for the period ending 30 June 2023 of the Corporation are reflected in the accompanying Annual Report sent to the stockholders.

Item 16. Matters Not Required to be Submitted

(a) *Ratification of Acts, Resolutions and Transactions Entered into by the Board of Directors and Management of the Corporation*

The acts of Management during the fiscal year, although not required to be submitted to the stockholders, are nevertheless presented for good corporate governance. A summary of all legal acts, resolutions and proceedings taken by the Directors and corporate officers since the 2023 Annual Stockholders' Meeting is attached hereto as Annex "C". These actions are subjected to the annual review by the Corporation's external auditor.

Copies of the Minutes of the Meetings of the Board of Directors may be examined by the stockholders of record as of 20 November 2023 at the Office of the Corporate Secretary during business hours.

(b) *Subscription of GSIS to Perpetual Preferred Series 2 – Series A shares*

In a meeting held on 7 November 2023, the Corporation's Board of Directors approved the issuance of One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares to Government Service Insurance System ("GSIS") at a subscription price of Fourteen Pesos and Fifty Centavos (PhP14.50) per share or a total subscription price of One Billion Four Hundred Fifty Million Pesos (PhP1,450,000,000.00). Since the Perpetual Preferred Shares 2 – Series A shares of the Corporation shall be issued from the unissued capital stock of the Corporation, the issuance of the aforementioned shares does not require stockholders' approval at the Annual Stockholders' Meeting.

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

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to the amendment of the Corporation's Articles of Incorporation or By-Laws.

Item 18. Other Proposed Action

Election of Directors

A Board composed of nine (9) directors will be elected for the year 2023-2024 at the meeting, with the election of two (2) directors subject to the approval of the SEC of the increase in the Corporation's number of directors from seven (7) to nine (9).

Item 19. Voting Procedures

- (a) All Common Shares and Preferred Shares shall have full voting rights.
- (b) Required Voting:

Agenda Item No.	Subject Matter	Vote Required
4	Approval of the Minutes of the Previous Stockholders' Meetings	Affirmative vote of majority of the stockholders present
5	Approval of the Audited Financial Statements as of the period ending 30 June 2023	Affirmative vote of majority of the stockholders present
6	Ratification of all acts, transactions and resolutions by the Board of Directors and Management since the 2022 Annual Stockholders' Meeting	Affirmative vote of majority of the stockholders present
7	Election of Directors	The nine (9) nominees garnering the highest number of votes shall be elected directors. A stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected

		multiplied by the number of shares owned, or he may distribute them on the same principle among as many candidates as he shall see fit; provided the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.
8	Appointment of External Auditor	Affirmative vote of majority of the stockholders present

- (c) Voting shall be done by remote communication and *in absentia* in accordance with the Guidelines for Registration and Participation attached as Annex “B” of this Information Statement. The counting of votes shall be conducted by the Corporate Secretary (or his duly authorized representative) to be assisted by the Corporation’s Stock Transfer Agent.

The foregoing addresses the requirement of Section 49 of the Revised Corporation Code to disclose to the stockholders material information on the current stockholders and their voting rights.

The Corporation undertakes to provide without charge to each shareholder, upon written request by the shareholder, a copy of the Corporation’s Annual Report on SEC Form 17-A. Please direct all such requests to the Corporate Secretary, Atty. Anna Melissa R. Lichaytoo, 19th Floor BDO Plaza, Paseo de Roxas, Makati City, Philippines.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 14 November 2023.

ALTERNERGY HOLDINGS CORPORATION

By:


ANNA MELISSA R. LICHAYTOO
Corporate Secretary

Details and Rationale of the Agenda

1. **Call to Order.** The Chairman of the Board, or in his absence, the chairman of the meeting, shall call the meeting to order.
2. **Secretary’s Proof of the Required Notice.** The Corporate Secretary, Atty. Anna Melissa R. Lichaytoo, is expected to submit evidence of publication of the Notice in accordance with existing regulations of the Securities and Exchange Commission.
3. **Proof of the Presence of a Quorum.** As required by law, a quorum is necessary for the valid conduct of business at the meeting. Based on the corporate By-Laws, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum.
4. **Approval of the Minutes of the Previous Stockholders’ Meetings.** The Corporation’s stockholders convened meetings on the following dates:
 - 1 June 2022;
 - 10 June 2022;
 - 21 June 2022;
 - 16 September 2022;
 - 14 October 2022;
 - 6 February 2023; and
 - 10 October 2023.

The minutes of the previous Stockholders’ Meetings of the Corporation are submitted for the approval of stockholders. Copies of the minutes are available with the Office of the Corporate Secretary and a summary of the matters approved thereat are provided for in the Information Statement. A copy of the last Special Stockholders’ Meeting is posted on the Corporation’s website.

5. **Report of Management and the Board of Directors.** The highlights of the Corporation’s performance for the year 2023 will be presented to the stockholders for which, the Corporation’s Audited Financial Statements for the period ending 30 June 2023 will be submitted to the stockholders for approval.
6. **Ratification of All Acts, Transactions and Resolutions by the Board of Directors and Management since the 2022 Annual Stockholders’ Meeting.** The acts, resolutions and proceedings of the Board of Directors and Corporate Officers since the 2022 Annual Stockholders’ Meeting, a summary of which is provided for in the Information Statement, is submitted to the stockholders for approval and ratification.
7. **Election of Directors.** The Corporate Secretary will present to the stockholders the nominees for election as members of the Board of Directors of the Corporation. The profiles of the nominees are included in the Information Statement. A total of 9 directors

will be elected, subject to the approval by the Commission of the increase in the number of seats in the Board from seven (7) to nine (9).

8. **Appointment of External Auditor.** The appointment of SGV & Co. as the Corporation's external auditor for the year 2024 will be presented to the stockholders for confirmation and ratification.
9. **Other Matters.** Other matters arising subsequent to the sending out of the Notice of the Meeting and the Agenda, and as may be relevant to the Annual Stockholders' Meeting, may be presented to the stockholders for consideration.
10. **Adjournment.** Upon consideration of all matters included in the Agenda, the Chairman shall declare the meeting adjourned.

ALTERNERGY HOLDINGS CORPORATION
(GUIDELINES FOR ANNUAL STOCKHOLDERS’ MEETING 2023)

As provided in the Notice to Stockholders released on 20 and 21 November 2023, the Annual Stockholders’ Meeting of the Corporation shall be held via remote communication using the Zoom videoconferencing platform.

The steps to registration, voting, and validation are as follows:

STEP 1: REGISTRATION

To participate, Stockholders are requested to register through https://bit.ly/registerAHCASM_2023-12-13 no later than 1 December 2023. The information required for the initial registration are as follows:

a. For Individual Stockholders:

- Complete name of the Stockholder;
- Valid and active e-mail address of the Stockholder;
- Valid and active contact number (landline or mobile number) of the Stockholder;
- Tax Identification Number (TIN) of the Stockholder;

b. For Stockholders with Joint Accounts:

- Complete name of the Stockholders with Joint Accounts;
- Valid and active e-mail address of the Stockholders with Joint Accounts;
- Valid and active contact number (landline or mobile number) of the Stockholders with Joint Accounts;
- Tax Identification Number (TIN) of the Stockholders with Joint Accounts;
- Valid and active e-mail address of the representative of the Stockholders with Joint Accounts;

c. For Corporate Stockholders:

- Complete name of the Stockholder;
- Valid and active e-mail address of the Stockholder’s representative;
- Valid and active contact number of the Stockholder’s representative (landline or mobile number);
- Tax Identification Number (TIN) of the Stockholder;

d. For Stockholders represented by Proxy or Authorized Person:

- Complete name of the Stockholder;
- Valid and active e-mail address of the Stockholder’s representative;
- Valid and active contact number of the Stockholder’s representative;
- Tax Identification Number (TIN) of the Stockholder;

e. For Stockholders under Broker Accounts:

- Complete name of the Stockholder;
- Valid and active e-mail address of the Stockholder;

- Valid and active contact number (landline or mobile number) of the Stockholder;
- TIN of the stockholder;
- **If Corporate under Broker Accounts:** valid and active e-mail address of the Stockholder's representative

After registration pursuant to the first step above, the registered Stockholders shall send the required documentation enumerated in Step 2 below. The Stockholders are to send their respective supporting documents to ahc.shareholderregistration@alternergy.com for validation.

STEP 2: STOCKHOLDER SUPPORTING DOCUMENTS TO BE SENT TO THE CORPORATION VIA EMAIL

a. For Individual Stockholder

- A scanned copy of the front and back portions of the Stockholder's valid government issued photo ID with residential address. (This must be in a digital, JPG or PDF format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID, Postal ID, Voter's ID and GSIS ID.)
- **If voting via Proxy:** A scanned copy of the duly notarized Proxy Form signed by the Stockholder to cast the vote for the account. (This must also be in a digital, JPG or PDF format with a file size no larger than 2MB.)

b. For Stockholders with Joint Accounts

- In addition to the requirements for individual stockholders, a scanned copy of the authorization letter signed by all Stockholders owning the shares jointly providing who among them is authorized to cast the vote for the account. (This must also be in a digital, JPG or PDF format with a file size no larger than 2MB.)

c. For Corporate Stockholders

- A scanned copy of a board resolution/Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the corporation. (This must be in a digital, JPG format with a file size no larger than 2MB.);
- A scanned copy of the front and back portions of the valid government-issued photo ID of the Stockholder's representative with residential address. (This must be in a digital, JPG format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID, Postal ID, Voter's ID and GSIS ID.)
- A scanned copy of the duly notarized Proxy Form (which form is attached in this Information Statement for the Stockholders' consideration) signed by the Stockholder to cast the vote for the account. (This must also be in a digital, JPG or PDF format with a file size no larger than 2MB.)

d. Stockholders under Broker Accounts

- If an individual stockholder:
 - i. A scanned copy of the front and back portions of the Stockholder's valid government issued photo ID with residential address. (This must be in a digital, JPG or PDF format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID, Postal ID, Voter's ID and GSIS ID.)
 - ii. A scanned copy of the broker's certification, signed by the duly authorized signatory/ies of the broker, regarding the Stockholder's number of shareholdings. (This must be in a digital, JPG format with a file size no larger than 2MB.);
- If a Stockholder with Joint Accounts:
 - i. A scanned copy of the authorization letter signed by all Stockholders owning the shares jointly providing who among them is authorized to cast the vote for the account. (This must also be in a digital, JPG or PDF format with a file size no larger than 2MB.)
 - ii. A scanned copy of the front and back portions of the representative's valid government issued photo ID with residential address. (This must be in a digital, JPG or PDF format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID, Postal ID, Voter's ID and GSIS ID.)
 - iii. A scanned copy of the broker's certification, signed by the duly authorized signatory/ies of the broker, regarding the Stockholder's number of shareholdings. (This must be in a digital, JPG format with a file size no larger than 2MB.);
- If a corporate stockholder:
 - i. A scanned copy of a board resolution/Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the Corporation. (This must be in a digital, JPG format with a file size no larger than 2MB.);
 - ii. A scanned copy of the front and back portions of the valid government-issued photo ID of the Stockholder's representative with residential address. (This must be in a digital, JPG format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID, Postal ID, Voter's ID and GSIS ID.)
 - iii. A scanned copy of the duly notarized Proxy Form (which form is attached in this Information Statement for the Stockholders' consideration) signed by the Stockholder to cast the vote for the account. (This must also be in a digital, JPG or PDF format with a file size no larger than 2MB.)
 - iv. A scanned copy of the broker's certification, signed by the duly authorized signatory/ies of the broker, regarding the Stockholder's number of

shareholdings. (This must be in a digital, JPG format with a file size no larger than 2MB.);

STEP 3: VALIDATION AND VOTING

- All successfully registered individual stockholders, having submitted to the Corporation their supporting documentation, will receive an electronic mail with an official ballot form, which they must accomplish and submit to ahc.shareholderregistration@alternergy.com on or before 5 December 2023.
- Individual and Corporate stockholders voting via Proxy should accomplish and submit their duly executed Proxy Forms on or before 5 December 2023.
- Validation of the proxies shall be held on 7 December 2023. Please take note that the Corporation is not asking for or soliciting proxies.

REMINDERS

- All successfully registered stockholders, having submitted to the Corporation their supporting documentation, will receive an electronic mail containing the official ballot form set forth above as well as the Meeting ID and password, including the rules and procedures for the meeting.
- We advise all Stockholders to log onto the meeting link at least forty five (45) minutes before the meeting starts, to avoid any technical difficulty.
- Only Stockholders who have notified the Corporation of his/her/its intention to participate in the Meeting by remote communication, have registered therewith or sent in their proxies, will be included in the determination of the existence of a quorum.

QUESTIONS

Inquiries and/or comments limited to the items in the Agenda of the Meeting may be sent to investorrelations@alternergy.com or beatriz.bathan@alternergy.com on or before 11 December 2023. Inquiries and/or comments received after the deadline shall be referred to the Corporation's Investor Relations Office for the appropriate response.

Legal Acts, Resolutions and Proceedings Since the 2022 Annual Stockholders’ Meeting

The major resolutions approved by the Board of Directors and Executive Committee from the last Annual Stockholders’ Meeting to the present are as follows:

Date/ Type of Meeting	Action/s Taken
1 June 2022/ Organizational Board Meeting	• Election of Officers • Increase in authorized capital stock and corresponding amendment of the Articles of Incorporation
8 June 2022/ Special Board Meeting	• Purchase of Shares in Kirahon Solar Energy Corporation
10 June 2022/ Special Board Meeting	• Decrease in par value of Preferred Shares and corresponding amendment of the Articles of Incorporation • Further increase in authorized capital stock and corresponding amendment of the Articles of Incorporation • Amendment of various provisions of the Amended Articles of Incorporation • Amendment of various provisions of the Amended By-Laws • Financing from Oversea-Chinese Banking Corporation Limited up to the aggregate amount of USD3,000,000.00 • Approval of dividend policy • Equity restructuring to offset PhP125,062,665.00 deficit with the Corporation’s additional paid-in capital (“APIC”)

21 June 2022/ Special Board Meeting	• Approval of the Manual on Corporate Governance and adoption of the Fit and Proper Rule • Filing of Registration Statement and Listing Application • Engagement of Stock Transfer Service, Inc. (“STSI”) as transfer agent and undertaking of liability with STSI • Ensuring transparency of proceeds for the sale of the shares and disclosure via PSE Edge of matters relating to the proceeds of the sale and allocation of funds generated through capital raising activities • Appointment of designated persons for the Corporation’s listing application • Engagement of Investment & Capital Corporation of the Philippines and BDO Capital & Investment Corporation as Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners
24 June 2022/ Special Board Meeting	• Approval of 2021 Audited Financial Statements
2 August 2022/ Regular Board Meeting	• Establishment of Employee Incentive Plan and Trust Account • Deposit of PhP4,550,000.00 with BDO Trust for the Employee Incentive Plan and Trust Account • Subscription of BDO Trust to shares of the Corporation (in relation to the Employee Incentive Plan) • Issuance of Common Shares to Independent Directors, Ms. Maria Theresa dela Peña Marcial and Mr. Gregory L. Domingo • Acquisition of Common Shares of Sant Charitable Foundation, Inc., Mr. Michael James Lichtenfeld and NCP Advisors Philippines, Inc. in SolarPacific Energy Corporation • Issuance of Common Shares to Sant Charitable Foundation, Inc. and Mr. Michael James Lichtenfeld
29 August 2022/ Special Board Meeting	• Approval of 2022 Audited Financial Statements
1 September 2022/ Regular Board Meeting	• Application of Certificate Authorizing Registration for donation of shares in Alternergy Philippine Investments Corporation to Vespers Holdings Corporation (“VHC”) and the assignment and sale of shares in Alternergy Philippine Holdings Corporation to VHC • Approval of Data Privacy Policy
10 September 2022/ Special Board Meeting	• Approval of re-issued 2022 Audited Financial Statements

16 September 2022/ Special Board Meeting	• Filing of Registration Statement and Listing Application
14 October 2022/ Special Board Meeting	• Opening of an Escrow Account with RCBC Trust and Investments Group (“RCBC Trust”) and appointment of RCBC Trust as escrow agent for the use of proceeds of the initial public offering (“IPO”) and lock-up of the Corporation’s IPO shares • Appointment of STSI as transfer agent and receiving agent • Ratification of the Corporation’s consent for the donation of the rights, title and interest of Alternergy Philippine Holdings Corporation, Alternergy Philippine Investments Corporation and Pililla AVPC Corporation to Promissory Notes 0001, 0002, and 0003, all dated 27 February 2022 • Appointment of BDO Securities Corporation (“BDO Securities”) as the Corporation’s broker and to open a broker account with BDO Securities • Filing of Registration Statement and Listing Application
1 December 2022/ Regular Board Meeting	• Filing and submission to, and receipt of the loose-leaf books of account from the BIR
16 January 2023/ Special Board Meeting	• Appointment of Members of the Audit Committee, Risk Management Committee, Corporate Governance Committee, Related Parties Transaction Committee
19 January 2023/ Regular Board Meeting	• Approval of Minutes of Previous Meeting • Ratification of acts of Management • Approval of Corporate Policies • Approval of the Audited Consolidated Financial Statements as of 30 September 2022 • Approval of the revised and updated Preliminary Prospectus for filing with the SEC • Amendment of the Articles of Incorporation to reflect current address • Amendment of the Amended By-Laws to change the date of the Annual Stockholders’ Meeting to every second Wednesday of December of each year and inclusion of an Executive Committee • Appointment of Members of the Executive Committee • Delegation to the Board of the power to amend the Amended By-Laws • Calling of Special Stockholders’ Meeting

20 January 2023/ Special Board Meeting	• Equity restructuring to offset PhP120,257,406.00 deficit with the Corporation's APIC • Authorizing and ratifying the SEC's authority to examine the bank accounts of the Corporation and to access, inspect and copy the bank accounts of the Corporation, its subsidiaries, affiliates and persons under common control with, or by, the Corporation
6 March 2023/ Special Board Meeting	• Resignation of Ms. Annette M. Rafael as Director and member of the Corporate Governance Committee and election of Mr. Michael James Lichtenfeld as Director and member of the Corporate Governance Committee
23 March 2023/ Special Board Meeting	• Filing of Petition of Correction of Articles of Incorporation • Delegation to Management of authority to negotiate for the issuance of medium term bonds • Appointment of Atty. Ephyro Luis B. Amatong as Board Advisor
10 May 2023/ Regular Board Meeting	• Approval of the Unaudited Financial Statements for the quarter ending 31 March 2023 • Publication of the media/press release of the issuance of the Unaudited Financial Statements for the quarter ending 31 March 2023 • Reallocation of the use of the proceeds from the initial public offering
1 June 2023/ Special Board Meeting	• Issuance of a corporate guarantee in favor of Alternergy Tanay Wind Corporation, SolarPacific Energy Corporation and Siena Solar Power Corporation for GEA-2 projects
5 June 2023/ Special Board Meeting	• Appointment of Ms. Carmen G. Diaz as Chief Financial Officer and Chief Sustainability Officer
23 June 2023/ Special Board Meeting	• Subscription to 975,000 Common Shares of Liberty Solar Energy Corporation ("LSEC") • Issuance of a corporate guarantee in favor of LSEC for the GEA-2 project
3 July 2023/ Special Board Meeting	• Appointment of Ms. Maria Victoria Españo as Board Advisor effective 1 July 2023

4 August 2023/ Special Board Meeting	• Reclassification of the Preferred Shares to “Perpetual Preferred Shares 1”, “Perpetual Preferred Shares 2 – Series A”, “Perpetual Preferred Shares 2 – Series “B”, and “Perpetual Preferred Shares 2 – Series “C” and the corresponding amendment of the Amended Articles of Incorporation • Negotiation with a potential investor, for the issuance of the Perpetual Preferred Shares • Increase in the number of directors from seven (7) to nine (9) and corresponding amendment of the Amended Articles of Incorporation • Calling of a Special Stockholders’ Meeting and setting of record date
5 October 2023/ Regular Board Meeting	• Approval of Minutes of previous Board meetings • Approval of the Audited Financial Statements for the year ending 30 June 2023 • Equity restructuring to offset PhP42,271,540.00 deficit with the Corporation’s APIC • Appointment of SGV as external auditor • Reallocation of the proceeds from the initial public offering • Calling of Annual Stockholders’ Meeting and setting of record date
23 October 2023/ Special Board Meeting	• Approval of Nominees for Directors for the 2023 Annual Stockholders’ Meeting
7 November 2023/ Regular Board Meeting	• Approval of the Unaudited Financial Statements for the quarter ending 30 September 2023 • Subscription to, and issuance of, One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A shares of the Corporation to Government Service Insurance System

SECRETARY'S CERTIFICATE

I, **ANNA MELISSA R. LICHAYTOO**, Filipino, of legal age, and with office address at the 19th Floor BDO Plaza, 8737 Paseo de Roxas, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **ALTERNERGY HOLDINGS CORPORATION (Formerly: Alternergy Viento Partners Corporation)** (hereinafter referred to as 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 Level 3B, 111 Paseo de Roxas corner Legazpi St., Legaspi Village, Makati City 1229.

2. The following are the incumbent directors of the Corporation:

- a. Vicente S. Pérez, Jr.;
- b. Gerry P. Magbanua;
- c. Knud Hedeager;
- d. Eduardo Martinez Miranda;
- e. Michael James Lichtenfeld;
- f. Maria Theresa dela Peña Marcial; and
- g. Gregory L. Domingo.

3. To the best of my knowledge, none of the incumbent directors and officers of the Corporation is currently employed with any agency of the Government of the Republic of the Philippines.

4. The foregoing are in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have executed this Secretary's Certificate this 13th day of November 2023 in Makati City.


ANNA MELISSA R. LICHAYTOO
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me this 13th day of November 2023 in Makati City, affiant exhibited to me her Passport No. P6791318A issued on 14 April 2018 at DFA NCR South.

Doc. No. 286 ;
Page No. 59 ;
Book No. II ;
Series of 2023.


ATTY. ANNA LAUREN MARIE D. ORTEGA
Notary Public until 31 December 2023
19th Floor BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 9566297, Makati City, 03 January 2023
IBP No. 259734, Makati, 19 December 2022
Roll No. 79021, Appointment No. M-322

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MARIA THERESA DELA PEÑA MARCIAL**, Filipino, of legal age and a resident of Unit ED-GV315, Edades Tower and Garden Villas, 18 Amorsolo Drive, Rockwell Center, Poblacion, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Alternergy Holdings Corporation and have been its Independent Director since 16 November 2022.
2. I am currently affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
BPI Wealth – A Trust Corporation	President	15 June 2022 - present
Bank of the Philippine Islands Europe PLC	Director	1 December 2019 - present
World Wide Fund for Nature Philippines	Trustee and Treasurer	1 October 2019 - present
Philippine Inter-Island Sailing Federation	Director	1 January 2020 - present
BPI AIA Life Assurance Corporation	Director	28 July 2022 - present
BPI International Finance Limited	Director	1 December 2022 - present
Ocean Racing Club of the Philippines	Director	31 October 2023 - present

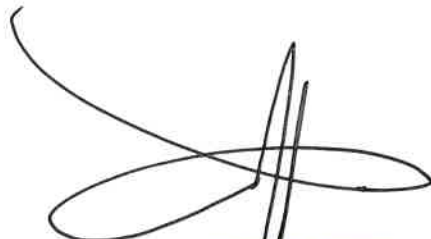
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Alternergy Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer, or substantial shareholder of Alternergy Holdings Corporation, its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. 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, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Alternergy Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.


MARIA THERESA DELA PEÑA MARCIAL
 Affiant

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

SUBSCRIBED AND SWORN to before me this NOV 14 2023 at
CITY OF MAKATI, affiant personally appeared before me and exhibited to me her
 Passport No. P7958774A issued on 16 July 2018 at DFA Manila.

Doc. No. 204 ;
 Page No. 42 ;
 Book No. XLV ;
 Series of 2023.



ATTY. GERVACIO B. ORTIZ JR.
 Notary Public City of Makati
 Until December 31, 2024
 IBP No. 05729-Lifetime Member
 MCLE Compliance No. VII-0022734
 valid until April 14, 2025
 Appointment No. M-39 (2023-2024)
 PTR No. 9563522 Jan. 3, 2023/ Makati
 Makati City Roll No. 40091
 101 Urban Ave. Campos Rueda Bldg.
 Brgy. Pio Del Pilar, Makati City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **GREGORY L. DOMINGO**, Filipino, of legal age and a resident of 2372 Mabolo St., Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Alternergy Holdings Corporation and have been its Independent Director since 16 November 2022.
2. I am currently affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
SM Investments Corporation	Board Advisor	2017 – current
BDO Private Bank	Director	2016 – current
Alsons/AWS Information Systems, Inc.	Director	2018 – current
Confiar Land, Inc.	Director	2021 – current

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Alternergy Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer, or substantial shareholder of Alternergy Holdings Corporation, its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. 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, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Alternergy Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

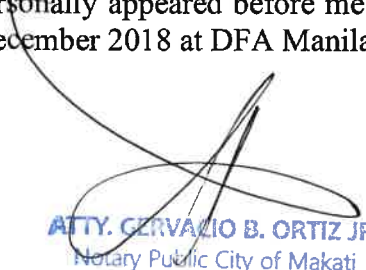
Done, this _____, at _____.


GREGORY L. DOMINGO
 Affiant

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

SUBSCRIBED AND SWORN to before me this NOV 13 2023 at
CITY OF MAKATI, affiant personally appeared before me and exhibited to me his
 Passport No. P9861169A issued on 7 December 2018 at DFA Manila.

Doc. No. 118;
 Page No. 25;
 Book No. XLVII;
 Series of 2023.


ATTY. GERVALIO B. ORTIZ JR.
 Notary Public City of Makati
 Until December 31, 2024
 IBP No. 05729-Lifetime Member
 MCLE Compliance No. VII-0022734
 valid until April 14, 2025
 Appointment No. M-39 (2023-2024)
 PTR No. 9563522 Jan. 3, 2023/ Makati
 Makati City Roll No. 40091
 101 Urban Ave. Campos Rueda Bldg.
 Brgy. Pio Del Pilar, Makati City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MARIA VICTORIA C. ESPAÑO**, Filipino, of legal age and a resident of No. 17 West de Leon Drive, North Susana, Executive Village, Matandang Balara, Quezon City, Philippines after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Alternergy Holdings Corporation.
2. I am currently affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
St. Paul University, Philippines	Board Trustee	2023 – current
Institute of Corporate Directors	Board Trustee	2020 – current
Shareholders Association of the Philippines	Board Trustee	2023 – current

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Alternergy Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer, or substantial shareholder of Alternergy Holdings Corporation, its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. 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, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Alternergy Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this _____, at _____.


MARIA VICTORIA C. ESPAÑO
 Affiant

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SUBSCRIBED AND SWORN to before me this NOV 10 2023 at **MAKATI CITY**, affiant personally appeared before me and exhibited to me her Passport No. P7225558B issued on July 19, 2021 at DFA Manila.

Doc. No. 61;
 Page No. 14;
 Book No. XLV;
 Series of 2023.


ATTY. GERVACIO B. ORTIZ JR.
 Notary Public, City of Makati
 Until December 31, 2024
 IBP No. 05729-Lifetime Member
 MCLE Compliance No. VII-0022734
 valid until April 14, 2025
 Appointment No. M-39 (2023-2024)
 PTR No. 9563522 Jan. 3, 2023/ Makati
 Makati City Roll No. 40091
 101 Urban Ave. Campos Rueda Bldg.
 Brgy. Pio Del Pilar, Makati City

ALTERNERGY HOLDINGS CORPORATION (“AHC”) is **not soliciting proxies** and a stockholder is NOT required to submit a proxy to AHC. This Proxy form is being provided only for the convenience, and upon request, of a stockholder.

PROXY FORM

THE UNDERSIGNED shareholder of **ALTERNERGY HOLDINGS CORPORATION** hereby appoints:

or in its/his/her absence, the Chairman of the Meeting, as its/his/her true and lawful attorney-in-fact or proxy to represent one hundred percent (100%) of its/his/her voting rights and to vote on its/his/her behalf at the Annual Stockholders' Meeting of the Corporation to be held on 13 December 2023, as follows:

	For	Against	Abstain
1. Approval of the Minutes of the Previous Stockholders' Meetings held on the following dates: • 1 June 2022 • 10 June 2022 • 21 June 2022 • 16 September 2022 • 14 October 2022 • 6 February 2022 • 10 October 2023	☐	☐	☐
2. Approval of the Audited Financial Statements as of 30 June 2023	☐	☐	☐
3. Ratification of All Acts, Transactions and Resolutions by the Board of Directors and Management since the 2022 Annual Stockholders' Meeting	☐	☐	☐
4. Appointment of External Auditor (SGV & Co.)	☐	☐	☐
	VOTE FOR	NUMBER OF VOTES	
5. Election of Directors			
Vote shares as follows (Please check one):			
☐ Equally to all nine (9) nominees for directors;			
☐ Abstain for all nine (9) nominees for directors;			
☐ Distribute or cumulate shares to the nominees as follows:			
1. Vicente S. Pérez, Jr.	☐		
2. Gerry P. Magbanua	☐		
3. Knud Hedeager	☐		

- | | | |
|---|--------------------------|--|
| 4. Eduardo Martinez Miranda | ☐ | |
| 5. Michael James Lichtenfeld | ☐ | |
| 6. Gregory L. Domingo (Independent Director) | ☐ | |
| 7. Maria Theresa dela Peña Marcial (Independent Director) | ☐ | |
| 8. Maria Victoria España (Independent Director) | ☐ | |
| 9. Janina C. Arriola | ☐ | |

For any other matter arising during the meeting, the above-named proxy is authorized to vote as he/she may deem fit. This proxy revokes and supersedes any proxy or proxies the undersigned may have previously executed and shall not apply in instances where the undersigned personally attends such stockholders' meeting.

IN WITNESS WHEREOF, the undersigned stockholder has executed this proxy this _____ day of _____ 2023 in _____.

(name in print below signature)

SIGNED IN THE PRESENCE OF:

REPUBLIC OF THE PHILIPPINES)
) SS.

SUBSCRIBED AND SWORN to before me this this _____ in _____, affiant exhibited to me his/her _____ issued on _____ at _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2023.