

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 : **10 October 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 : **18 September 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

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

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|-----|------------------------------------|---|--|
| (a) | Date | : | 10 October 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 Special Stockholders' Meeting at the principal office of the Corporation 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.

The proposed reclassification of the Corporation's Preferred Shares discussed under item 10 of this Information Statement qualifies as an instance for the exercise of the appraisal right by any stockholder. Any dissenting stockholder may exercise the right of appraisal in accordance with Title X, Section 81 of the Revised Corporation Code of the Philippines.

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 Special Stockholders' Meeting.

- (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 31 July 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 19 September 2023 are entitled to notice of, and to vote at, the Special Stockholders' Meeting.
- (c) Security ownership of certain record and beneficial owners (more than 5% of voting securities) as of 31 July 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 and Preferred	Vespers Holdings Corporation Level 3B, 111 Paseo de Roxas Bldg., Paseo de Roxas cor. Legazpi Street, Legaspi Village, Makati City	Vicente S. Perez, Jr.	Filipino	1,700,386,338 Common Shares and 370,398,637 Preferred Shares	48.11%
Common	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%
Common	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%

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

(d) Security Ownership of Management as of 31 July 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	255,793,690	Filipino	6.50% of Common Shares
Common	Eduardo Martinez Miranda	Director	129,663,881	Filipino	3.30% of Common Shares
Common	Knud Hedeager	Director	366,812,295	Danish	9.32% 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	10,000	Filipino	Nil
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			2,548,549,688 Common Shares 370,398,637 Preferred Shares		64.79% 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

The agenda for the Special Stockholders' Meeting does not include the election of directors.

Item 6. Compensation of Directors and Executive Officers

No action will be presented for stockholders' approval at the Special Stockholders' Meeting that involves (i) election of directors, (ii) any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the registrant will participate, (iii) any pension or retirement plan in which any such person will participate, or (iv) the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis.

Item 7. Independent Public Accountants

No action will be presented for stockholders' approval at the Special Stockholders' Meeting that involves the election, approval or ratification of the Corporation's accountant.

Item 8. Compensation Plans

No action shall be taken at the Special 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

No action will be presented for stockholders' approval at the Special Stockholders' Meeting that involves the authorization or issuance of any securities other than for exchange.

Item 10. Modification or Exchange of Securities

(a) State the Class and Amount thereof

To be presented for approval of the stockholders is the proposal to create a new class of Preferred Shares by way of reclassifying a portion of the existing Preferred Shares of the Corporation such that the current One Billion Four Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,481,594,548) Preferred Shares with a par value of Ten Centavos (PhP0.10) per share shall be sub-divided as follows:

- (i) One Billion One Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,181,594,548) Preferred Shares shall be known as "Perpetual Preferred Shares 1" with a par value of Ten Centavos (PhP0.10) per share, which shall have the same features as the current Preferred Shares of the Corporation;
- (ii) The remaining Three Hundred Million (300,000,000) Preferred Shares shall be known as "Perpetual Preferred Shares 2" with a par value of Ten Centavos (PhP0.10) per share and shall be further sub-divided into:
 - (1) One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A with a par value of Ten Centavos (PhP0.10) per share;

- (2) One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series B with a par value of Ten Centavos (PhP0.10) per share; and
- (3) One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series C with a par value of Ten Centavos (PhP0.10) per share.

(b) Describe the material difference between the outstanding securities and the modified or new securities

The new Perpetual Preferred Shares 1 shall have the same rights as the current Preferred Shares of the Corporation. All the current issued and outstanding Preferred Shares shall be reclassified as Perpetual Preferred Shares 1.

The new Perpetual Preferred Shares 2 shall have the following features:

- (i) With dividend rate to be determined by the Board at the time of issuance;
- (ii) Cumulative in terms of payment of current and unpaid back dividends;
- (iii) Non-voting (except in matters mandatorily required by law);
- (iv) 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;
- (v) Non-convertible to Common Shares;
- (vi) With issue value to be determined by the Board of Directors at the time of issuance;
- (vii) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance;
- (viii) 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;
- (ix) With no pre-emptive rights to any issue of shares, whether Common or Preferred; and
- (x) Re-issuable under such terms as the Board of Directors may approve at the time of re-issuance.

The Perpetual Preferred Shares 2 may be transferred to foreign citizens, corporations or associations. The features of the Perpetual Preferred Shares 2 shall be reflected in the Corporation's Articles of Incorporation.

Below is a comparative table of the features of the Perpetual Preferred Shares 1, which have the same features as the current Preferred Shares, and the Perpetual Preferred Shares 2:

Features of the Perpetual Preferred Shares 1	Features of the Perpetual Preferred Shares 2
- Entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Corporation's Board, cumulative dividends at the rate of eight percent (8%) of the par value of the Perpetual Preferred Shares 1, accrued from the date of issuance of the Perpetual Preferred Shares 1 up to the date of issuance of the Perpetual Preferred Shares 2, before any dividends shall be set aside and paid to holders of the Perpetual Preferred Shares 2 and Common Shares. Any dividends remaining after such payment to the Perpetual Preferred Shares 1 shall be set aside and paid to the holders of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 on a pro rata basis before the holders of the Common Shares. Holders of the Perpetual Preferred Shares 1 shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation.	- With dividend rate to be determined by the Board at the time of issuance - Cumulative in terms of payment of current and unpaid back dividends
- Have full voting rights	- Non-voting (except in matters mandatorily required by law)
- Shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation	- Non-participating in (i) any other further cash, property or stock dividends beyond that specifically determined at the time of issuance, and (ii) distribution of corporate assets beyond the issue price specifically determined at the time of issuance
- Not convertible to any shares of stock of the Corporation of any class now or hereafter authorized	- Non-convertible to Common Shares
- Subscribers to the capital stock of the corporation shall pay the value of the	- With issue value to be determined by the Board

stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.	of Directors at the time of issuance
- The Corporation may redeem the Perpetual Preferred Shares 1 at par value (i) when the foreign equity limits imposed by the Philippine Constitution on entities engaged in the exploration, development, utilization and operation of natural resources for renewable energy projects in the Philippines shall have been removed; and (ii) the Corporation is not engaged in any other activity likewise reserved exclusively to Filipino citizens, or corporations or associations at least sixty per centum (60%) of whose capital is owned by Filipino citizens that would otherwise require the Corporation to maintain the ownership of the Preferred Shares by such Filipino citizens - On transfer restrictions, after the issuance by original subscription, shall not be transferred, conveyed, or assigned except as follows: - o Any holder of the Perpetual Preferred Shares 1 may sell his Perpetual Preferred Shares 1 back to the Corporation, which shall have the authority to redeem the Perpetual Preferred Shares 1 at par value within sixty (60) days following written notice from the selling holder of the Perpetual Preferred Shares 1 - o In case an individual holder of the Perpetual Preferred Shares 1 passes away, the Corporation shall have the first option to redeem the Perpetual Preferred Shares 1	- Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance

at par value within sixty (60) days following written notice of the individual holder's death being given to the Corporation by his executor/administrator of heirs; falling which, the Perpetual Preferred Shares 1 of the deceased holder may be conveyed through hereditary succession to his compulsory heirs who must also be Philippine citizens In all cases of redemption under the above three paragraphs, the Corporation will only exercise its authority or option to redeem the Perpetual Preferred Shares 1 on the condition that the Corporation first pays in full all cumulative dividends then outstanding on the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2, and on the further condition that the Corporation shall not, as a result of the redemption, reduce the ownership of Filipino citizens in the Corporation to less than the percentage of capital stock required by the law. For this purpose, the Corporation shall have the authority to designate qualified Philippine holders to purchase directly from the transferors the Perpetual Preferred Shares 1 subject to the Corporation's redemption right. Once redeemed by the Corporation, the Perpetual Preferred Shares 1 shall become treasury shares which may be reissued or resold by the Corporation on the same terms as their original issuance	
- In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, the Corporation, except in	- With preference over holders of Common Shares in the distribution of corporate assets and in

connection with a merger or consolidation, holders of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 shall be entitled to be paid in full, or pro rata insofar as the assets and properties of the Corporation will permit, the par value of each Perpetual Preferred Share 1 and the offer price of each Perpetual Preferred Share 2 before any distribution shall be made to holders of the Common Shares, and shall not be entitled to be paid in full, or pro rata insofar as any remaining assets and properties of the Corporation will permit, the par value of each Common Share. After the distributions pursuant to the above paragraph shall have been made, the remaining assets and properties of the Corporation shall be distributed pro rata to the holders of the Common Shares. - Entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Corporation's Board, cumulative dividends at the rate of eight percent (8%) of the par value of the Perpetual Preferred Shares 1, accrued from the date of issuance of the Perpetual Preferred Shares 1 up to the date of issuance of the Perpetual Preferred Shares 2, before any dividends shall be set aside and paid to holders of the Perpetual Preferred Shares 2 and Common Shares. Any dividends remaining after such payment to the Perpetual Preferred Shares 1 shall be set aside and paid to the holders of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 on a pro rata basis before the holders of the Common	the payment of dividends at the rate specified at the time of issuance
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Shares. Holders of the Perpetual Preferred Shares 1 shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation.	
- Have no pre-emptive right to purchase or subscribe for any shares of stock of the Corporation of any class now or hereafter authorized, or reissued from treasury	- With no pre-emptive rights to any issue of shares, whether Common or Preferred
- On transfer restrictions, after the issuance by original subscription, shall not be transferred, conveyed, or assigned except as follows: ○ Any holder of the Perpetual Preferred Shares 1 may sell his Perpetual Preferred Shares 1 back to the Corporation, which shall have the authority to redeem the Perpetual Preferred Shares 1 at par value within sixty (60) days following written notice from the selling holder of the Perpetual Preferred Shares 1 ○ In case an individual holder of the Perpetual Preferred Shares 1 passes away, the Corporation shall have the first option to redeem the Perpetual Preferred Shares 1 at par value within sixty (60) days following written notice of the individual holder's death being given to the Corporation by his executor/administrator of heirs; falling which, the Perpetual Preferred Shares 1 of the deceased holder	- Re-issuable under such terms as the Board of Directors may approve at the time of re-issuance

may be conveyed through hereditary succession to his compulsory heirs who must also be Philippine citizens In all cases of redemption under the above three paragraphs, the Corporation will only exercise its authority or option to redeem the Perpetual Preferred Shares 1 on the condition that the Corporation first pays in full all cumulative dividends then outstanding on the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2, and on the further condition that the Corporation shall not, as a result of the redemption, reduce the ownership of Filipino citizens in the Corporation to less than the percentage of capital stock required by the law. For this purpose, the Corporation shall have the authority to designate qualified Philippine holders to purchase directly from the transferors the Perpetual Preferred Shares 1 subject to the Corporation's redemption right. Once redeemed by the Corporation, the Perpetual Preferred Shares 1 shall become treasury shares which may be reissued or resold by the Corporation on the same terms as their original issuance	
- May only be issued or transferred to Filipino citizens, or corporations or associations at least sixty percent per annum (60%) of whose capital is owned by Filipino citizens	- May be transferred to foreign citizens, corporations and associations

- (c) State the reason for the proposed modification or exchange and the general effect thereof upon the rights of the security holders

The reclassification of the Corporation's Preferred Shares is proposed in anticipation of the Corporation's upcoming capital raising exercise to fund the various projects of the Corporation and its subsidiaries / affiliates.

- (d) Outline briefly any other material features of the proposed modification or exchange

Apart from the features set out in paragraph (b) above, the proposed reclassified Preferred Shares have no other material features.

- (e) Furnish the information required by item 11(a)

See item 11 (a) below.

- (f) State whether the registrant intends to apply for listing and registration of the new or reclassified shares with the Exchange

The Corporation does not intend to list the new or reclassified shares with the Exchange nor to apply for registration with the Commission of the same.

Item 11. Financial and Other Information

- (a) Financial statements meeting the requirements of SRC Rule 68, as amended

The Corporation's unaudited quarterly report for the quarter ending 31 March 2023 is attached to this Information Statement.

- (b) Part III, paragraph (A) of Annex "C", management's discussion and analysis and plan of operation

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED 31 MARCH 2023

Alternergy Holdings Corporation and Subsidiaries (the "Group") posted a consolidated net income of PhP12.8 million for the third quarter 2023, reversing its net loss of PhP271 million recorded in the same period in 2022. This was largely due to an increase of PhP41 million as a result of consolidation activities brought about by the acquisition of Kirahon Solar Energy Corporation (KSEC) in June of 2022.

The Group's cash ballooned by 132% to PhP1.45 billion as of March 2023, boosted by the net Initial Public Offering (IPO) proceeds of PhP1.62 billion. From the IPO proceeds, PhP720 million was allocated to the pre-development of six renewable projects totaling 183MW under the Group's Triple Play pipeline of wind, solar, and hydro projects.

An additional PhP522 million was allocated to settle liabilities from the purchase of majority control of the 12.5MWac KSEC's Kirahon Solar Farm operating since 2015, and PhP157 million was set aside for general working capital requirements.

Liabilities declined due to repayment of KSEC liabilities, repayment of a bank working capital facility, and a loan mortgaged against the Solana Solar Alpha Inc. (SSAI) property.

As a result, consolidated assets of the Group surged by 47% to PhP4.8 billion in March 2023 from PhP3.2 billion in June 2022, as continued investments were injected into the Group's three projects under construction totaling 35MW. These projects were the solar farm and battery project in Palau and two run of river hydro projects in Nueva Ecija and Ifugao.

Key Performance Indicators

With total equity expanded by 160% to PhP2.5 billion after the IPO, the Group's consolidated Debt to Equity ratio for the quarter improved to 0.62:1 from 1.38:1 in same period last year.

The Group's Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) for the quarter ended 31 March 2023 was positive at PhP47 million from a negative EBITDA of PhP277 million in the same period during the previous year. EBITDA for the first nine months was positive as well at PhP96 million, a reversal of the Group's negative EBITDA of PhP134 million for the same period in 2022.

One of the Group's solar power projects is near the end of construction. The 13.2MWac Palau solar farm and 12.9 MWh battery project achieved energization on 25 July 2023.

KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS

- a) Trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

On 24 March 2023, the Group listed 1.265 million Common Shares in the Philippine Stock Market at PhP1.28/share. The Group was able to raise PhP1.62 billion from its initial public offering. By end of March 2023, the public ownership of AHC stood at 33%.

- b) Events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration or an obligation.

As of 31 March 2023, there were no events which may trigger a direct or contingent financial obligation that is material to the Group.

- c) Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

There were no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created as of 31 March 2023.

- d) Material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures

For the period of 1 January 2023 to 31 March 2023, there were no commitments for capital expenditures.

- e) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on.

As of 31 March 2023, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's net sales/revenues/income from continuing operations.

- f) Any significant elements of income or loss that did arise from the issuer's continuing operations.

As of 31 March 2023, there were no significant elements of income or loss that did arise from the issuer's continuing operations.

- g) Causes for material changes in the Financial Statements

Statements of Financial Position 31 March 2023 (Unaudited) vs. 30 June 2022 (Audited)

- Current assets increased by PhP987 million from PhP813 million as of 30 June 2022 to PhP1.8 billion as of 31 March 2023, mainly attributable to PhP1.62 billion gross proceeds from the recently concluded IPO listing. The increase was partially offset by payment of accrued liabilities on the acquired KSEC shares, investments in SSAI, and repayment of working capital loan.
- Recognized additional contract assets amounting PhP462 million representing the costs incurred in the on-going construction activities of the Palau solar farm and battery project.
- Current liabilities decreased by PhP308 million from PhP969 million as of 30 June 2022 to PhP662 million as of 31 March 2023. This was due to the payment of the accrued liabilities on the acquired KSEC shares and repayment of short-term loan.

- h) Seasonal aspects that had a material effect on the financial condition or results of operations.

As of 31 March 2023, there were no seasonal aspects that had a material effect on the financial condition or results of operations.

- (c) Part III, paragraph (B) of Annex “C”, changes in and disagreements with accountants on accounting and financial disclosures

There were no changes in, or disagreements with, the Corporation’s accountants on any accounting and financial disclosure during the past two years ended 30 June 2023 or during any subsequent interim period.

- (d) A statement as to whether or not representatives of the principal accountants for the current year and for the most recently completed fiscal year are (i) expected to be present at the Special Stockholders’ Meeting, (ii) will have the opportunity to make a statement if they desire to do so, and (iii) are expected to be available to respond to appropriate questions

Representatives from SGV & Co., the Corporation’s external auditor, are expected to be present at the upcoming Special 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.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be presented for stockholders’ approval at the Special 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 Special 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 Special 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

No action will be presented for stockholders' approval at the Special Stockholders' Meeting which involves any report of the Corporation or of its Directors, Officers or Committees or Minutes of any meeting of the stockholders.

Item 16. Matters Not Required to be Submitted

No action will be presented for stockholders' approval at the Special Stockholders' Meeting which involves any matter which is not required to be submitted to a vote of the stockholders.

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

To be presented for consideration of the stockholders is the amendment of the Corporation's Amended Articles of Incorporation as follows:

- a. Amendment of Article Sixth to increase the number of directors from Seven (7) to Nine (9); and
- b. Amendment of Article Seventh to reclassify a portion of the existing Preferred Shares of the Corporation such that the current One Billion Four Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,481,594,548) Preferred Shares with a par value of Ten Centavos (PhP0.10) per share shall be sub-divided as follows:
 - (i) One Billion One Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,181,594,548) Preferred Shares shall be known as "Perpetual Preferred Shares 1" with a par value of Ten Centavos (PhP0.10) per share, which shall have the same features as the existing Preferred Shares of the Corporation;
 - (ii) The remaining Three Hundred Million (300,000,000) Preferred Shares shall be known as "Perpetual Preferred Shares 2" with a par value of Ten Centavos (PhP0.10) per share and shall be further sub-divided into:
 - (1) One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A with a par value of Ten Centavos (PhP0.10) per share;
 - (2) One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series B with a par value of Ten Centavos (PhP0.10) per share; and

- (3) One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series C with a par value of Ten Centavos (PhP0.10) per share.

The details of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 are discussed under Item 10 above.

The proposed Amended Articles of Incorporation reflecting the aforementioned amendments (appearing in bold and underlined) and the reasons for the amendments are as follows:

Original Provision	Proposed Provision	Reason for Amendment
SIXTH: That the number of directors of the said corporation shall be seven (7) who are also the incorporators.	SIXTH: That the number of directors of the said corporation shall be <u>nine (9)</u> who are also the incorporators.	The increase in the number of directors will broaden the diversity and breadth of expertise of the Board of Directors.
SEVENTH: That the authorized capital stock of the corporation is One Billion One Hundred Eighty Eight Million Seven Hundred Eighty Eight Thousand Five Hundred Seventy and 80/100 Pesos (PhP1,188,788,570.80) in lawful money of the Philippines, divided into eleven billion eight hundred eighty eight million three hundred thirty nine thousand six hundred seventy (11,888,339,670) shares, divided into ten billion four hundred six million two hundred ninety one thousand one hundred sixty (10,406,291,160) common shares with a par value of Ten Centavos (P0.10) per share and one billion four hundred eighty one million five hundred ninety four thousand five hundred forty eight (1,481,594,548) preferred	SEVENTH: That the authorized capital stock of the corporation is One Billion One Hundred Eighty Eight Million Seven Hundred Eighty Eight Thousand Five Hundred Seventy and 80/100 Pesos (PhP1,188,788,570.80) in lawful money of the Philippines, divided into eleven billion eight hundred eighty eight million three hundred thirty nine thousand six hundred seventy (11,888,339,670) shares, divided into ten billion four hundred six million two hundred ninety one thousand one hundred sixty (10,406,291,160) common shares with a par value of Ten Centavos (P0.10) per share and one billion four hundred eighty one million five hundred ninety four thousand five hundred forty eight (1,481,594,548) preferred	The reclassification of the Preferred Shares will allow the Corporation to undertake capital raising activities.

shares with a par value of Ten Centavos (P0.10) per share. All common shares Preferred shares shall have voting rights. The preferred Shares may only be issued or transferred to Filipino citizens, or corporations or associations at least 60% per annum of whose capital is owned by Filipino citizens. Subscriptions – Subscribe to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors. Voting Rights – All common shares and Preferred shares shall have full voting rights. The Preferred Shares shall have the following features, which shall be printed on the relevant stock certificate issued by the Corporation: Issuance/Transfer of Preferred Shares – Preferred Shares may only be issued or transferred to Filipino citizens, or corporations or associations at least sixty percent per annum (60%) of whose capital is owned by Filipino citizens. Dividends - Holders of the Preferred Shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Corporation's Board,	shares with a par value of Ten Centavos (P0.10) per share. <u>The Preferred Shares are further sub-divided as follows:</u> a. <u>One Billion One Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,181,594,548) Preferred Shares shall be known as “Perpetual Preferred Shares 1” with a par value of Ten Centavos (PhP0.10) per share;</u> b. <u>Three Hundred Million (300,000,000) Preferred Shares shall be known as “Perpetual Preferred Shares 2” with a par value of Ten Centavos (PhP0.10) per share and shall be further sub-divided as follows:</u> 1. <u>One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A with a par value of Ten Centavos (PhP0.10) per share;</u> 2. <u>One Hundred Million (100,000,000)</u>	
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cumulative dividends at the rate of eight percent (8%) of the par value of the Preferred Shares, before any dividends shall be set apart and paid to holders of the Common shares. Holders of the Preferred Shares shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation. Redemption - The Corporation may redeem the Preferred Shares at par value (i) when the foreign equity limits imposed by the Philippine Constitution on entities engaged in the exploration, development, utilization and operation of natural resources for renewable energy projects in the Philippines shall have been removed; and (ii) the Corporation is not engaged in any other activity likewise reserved exclusively to Filipino citizens, or corporations or associations at least sixty per centum (60%) of whose capital is owned by Filipino citizens that would otherwise require the Corporation to maintain the ownership of the Preferred Shares by such Filipino citizens. Preference in Liquidation - In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, the Corporation, except in connection with a merger or consolidation, holders of the Preferred Shares shall be	<u>Perpetual Preferred Shares 2 – Series B with a par value of Ten Centavos (PhP0.10) per share; and</u> 3. <u>One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series C with a par value of Ten Centavos (PhP0.10) per share.</u> Subscriptions – <u>Subscribers to the Common Shares and Perpetual Preferred Shares 1</u> of the Corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors. Voting Rights – All Common Shares and <u>Perpetual Preferred Shares 1</u> shall have full voting rights. The <u>Perpetual Preferred Shares 1</u> shall have the following features, which shall be printed on the relevant stock certificate issued by the Corporation: Issuance/Transfer of <u>Perpetual Preferred Shares 1 – Perpetual Preferred Shares 1</u> may only be issued or transferred to Filipino	
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entitled to be paid in full, or pro rata insofar as the assets and properties of the Corporation will permit, the par value of each Preferred Share before any distribution shall be made to holders of the Common Share, and shall not be entitled to be paid in full, or pro rata insofar as any remaining assets and properties of the Corporation will permit, the par value of each Common Share. After the distributions pursuant to the above paragraph shall have been made, the remaining assets and properties of the Corporation shall be distributed pro rata to the holders of the Common Shares. Non-Convertible - The Preferred Shares shall not be convertible to any shares of stock of the Corporation of any class now or hereafter authorized. Transfer Restrictions - After the issuance by original subscription, the Preferred Shares shall not be transferred, conveyed, or assigned except as follows: - Any holder of the Preferred Shares may sell his Preferred Shares back to the Corporation, which shall have the authority to redeem the Preferred Shares at par value within sixty (60) days following written notice from the	citizens, or corporations or associations at least sixty percent per annum (60%) of whose capital is owned by Filipino citizens. Dividends - Holders of the <u>Perpetual Preferred Shares 1</u> shall be entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Corporation's Board, cumulative dividends at the rate of eight percent (8%) of the par value of the <u>Perpetual Preferred Shares 1, accrued from the date of issuance of the Perpetual Preferred Shares 1 up to the date of issuance of the Perpetual Preferred Shares 2,</u> before any dividends shall be set <u>aside</u> and paid to holders of <u>the Perpetual Preferred Shares 2 and Common Shares.</u> <u>Any dividends remaining after such payment to the Perpetual Preferred Shares 1 shall be set aside and paid to the holders of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 on a pro rata basis before the holders of the Common Shares.</u> Holders of the <u>Perpetual Preferred Shares 1</u> shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation. Redemption - The Corporation may redeem the <u>Perpetual Preferred Shares 1</u> at par value (i) when the foreign equity limits imposed by the Philippine Constitution	
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selling holder of the Preferred Shares. In case an individual holder of the Preferred Shares passes away, the Corporation shall have the first option to redeem the Preferred Shares at par value within sixty (60) days following written notice of the individual holder's death being given to the Corporation by his executor/administrator of heirs; falling which, the Preferred Shares of the deceased holder may be conveyed through hereditary succession to his compulsory heirs who must also be Philippine citizens. In all cases of redemption under the above three paragraphs, the Corporation will only exercise its authority or option to redeem the Preferred Shares on the condition that the Corporation first pays in full all cumulative dividends then outstanding on the Preferred Shares, and on the further condition that the Corporation shall not, as a result of the redemption, reduce the ownership of Filipino citizens in the Corporation to less than the percentage of capital stock required by the law. For this purpose, the Corporation shall have the authority to designate qualified Philippine holders to purchase directly from the transferors the Preferred	on entities engaged in the exploration, development, utilization and operation of natural resources for renewable energy projects in the Philippines shall have been removed; and (ii) the Corporation is not engaged in any other activity likewise reserved exclusively to Filipino citizens, or corporations or associations at least sixty per centum (60%) of whose capital is owned by Filipino citizens that would otherwise require the Corporation to maintain the ownership of the Preferred Shares by such Filipino citizens. Preference in Liquidation - In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, the Corporation, except in connection with a merger or consolidation, holders of the <u>Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2</u> shall be entitled to be paid in full, or pro rata insofar as the assets and properties of the Corporation will permit, the par value of each <u>Perpetual Preferred Share 1 and the offer price of each Perpetual Preferred Share 2</u> before any distribution shall be made to holders of the Common Shares, and shall not be entitled to be paid in full, or pro rata insofar as any remaining assets and properties of the Corporation will permit, the par value of each Common Share.	
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Shares subject to the Corporation's redemption right. Once redeemed by the Corporation, the Preferred Shares shall become treasury shares which may be reissued or resold by the Corporation on the same terms as their original issuance. No share of stock against which the corporation holds unpaid claims shall be transferable in the books of the corporation. All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book. The shareholders of the Corporation, regardless of the class of shares held, shall have no pre-emptive right to purchase or subscribe for any shares of stock of the Corporation of any class now or hereafter authorized, or reissued from treasury. The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and Small, Medium and Emerging Board of The Philippine Stock Exchange, Inc. (the "Exchange"), subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.	After the distributions pursuant to the above paragraph shall have been made, the remaining assets and properties of the Corporation shall be distributed pro rata to the holders of the Common Shares. Non-Convertible - The <u>Perpetual Preferred Shares 1</u> shall not be convertible to any shares of stock of the Corporation of any class now or hereafter authorized. Transfer Restrictions - After the issuance by original subscription, the <u>Perpetual Preferred Shares 1</u> shall not be transferred, conveyed, or assigned except as follows: - Any holder of the <u>Perpetual Preferred Shares 1</u> may sell his <u>Perpetual Preferred Shares 1</u> back to the Corporation, which shall have the authority to redeem the <u>Perpetual Preferred Shares 1</u> at par value within sixty (60) days following written notice from the selling holder of the <u>Perpetual Preferred Shares 1</u>. In case an individual holder of the <u>Perpetual Preferred Shares 1</u> passes away, the Corporation shall have the first option to redeem the <u>Perpetual Preferred Shares 1</u> at	
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	par value within sixty (60) days following written notice of the individual holder's death being given to the Corporation by his executor/ administrator of heirs; falling which, the <u>Perpetual Preferred Shares 1</u> of the deceased holder may be conveyed through hereditary succession to his compulsory heirs who must also be Philippine citizens. In all cases of redemption under the above three paragraphs, the Corporation will only exercise its authority or option to redeem the <u>Perpetual Preferred Shares 1</u> on the condition that the Corporation first pays in full all cumulative dividends then outstanding on the <u>Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2</u>, and on the further condition that the Corporation shall not, as a result of the redemption, reduce the ownership of Filipino citizens in the Corporation to less than the percentage of capital stock required by the law. For this purpose, the Corporation shall have the authority to designate qualified Philippine holders to purchase directly from the transferors the <u>Perpetual Preferred Shares 1</u> subject to the Corporation's redemption right. Once redeemed by the Corporation, the <u>Perpetual Preferred Shares 1</u> shall become	
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	treasury shares which may be reissued or resold by the Corporation on the same terms as their original issuance. <u>The Perpetual Preferred Shares 2 shall have the following features which features shall be printed on the relevant stock certificate issued by the Corporation:</u> <u>a. With dividend rate to be determined by the Board at the time of issuance;</u> <u>b. Cumulative in terms of payment of current and unpaid back dividends;</u> <u>c. Non-voting (except in matters mandatorily required by law);</u> <u>d. Non-participating in (i) any other further cash, property or stock dividends beyond that specifically determined at the time of issuance, and (ii) distribution of corporate assets beyond the issue price specifically determined at the time of issuance;</u> <u>e. Non-convertible to Common Shares;</u> <u>f. With issue value to be determined by the Board of Directors at the time of issuance;</u>	
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	<u>g. Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance;</u> <u>h. 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;</u> <u>i. With no pre-emptive rights to any issue of shares, whether Common or Preferred;</u> <u>j. Re-issuable under such terms as the Board of Directors may approve at the time of re-issuance; and</u> <u>k. May be transferred to foreign citizens, corporations and associations.</u> No share of stock against which the Corporation holds unpaid claims shall be transferable in the books of the Corporation. All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.	
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	The shareholders of the Corporation, regardless of the class of shares held, shall have no pre-emptive right to purchase or subscribe for any shares of stock of the Corporation of any class now or hereafter authorized, or reissued from treasury. The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and Small, Medium and Emerging Board of The Philippine Stock Exchange, Inc. (the “Exchange”), subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.	
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The proposed amendments to the Corporation’s Amended Articles of Incorporation have been approved by the Board of Directors in its meeting held on 4 August 2023.

Item 18. Other Proposed Action

No other action will be presented for stockholders’ approval at the Special Stockholders’ Meeting.

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
3	Reclassification of Preferred Shares and Amendment of Article Seventh of the Amended Articles of Incorporation	Affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock

4	Increase in the Number of Directors from Seven (7) to Nine and Amendment of Article Sixth of the Amended Articles of Incorporation	Affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock
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- (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.

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 8 September 2023.

ALTERENERGY HOLDINGS CORPORATION

By:


ANNA MELISSA R. LICHAXTOO
Corporate Secretary

Details and Rationale of the Agenda

1. **Call to Order.** The Chairman of the meeting shall call the meeting to order and welcome the attendees to the Special Stockholders’ Meeting.
2. **Proof of Notice and Quorum.** The Corporate Secretary, Atty. Anna Melissa R. Lichaytoo, will submit evidence regarding the publication of the Notice in accordance with existing regulations of the Securities and Exchange Commission.
3. **Reclassification of Preferred Shares and the Amendment of Article Seventh of the Amended Articles of Incorporation.** The reclassification of the Corporation’s current Preferred Shares to Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 and the corresponding amendment of the Corporation’s Amended Articles of Incorporation, as discussed under Items 10 and 17 of the Information Statement, will be submitted to the stockholders for approval.
4. **Increase in the Number of Directors from Seven (7) to Nine (9) and the Amendment of Article Sixth of the Amended Articles of Incorporation.** The increase in the number of directors and the corresponding amendment of the Corporation’s Amended Articles of Incorporation, as discussed under item 17 of the Information Statement, will be submitted to the stockholders for approval.
5. **Adjournment.** Upon consideration of all matters included in the Agenda, the Chairman shall declare the meeting adjourned.

**ALTERENERGY HOLDINGS CORPORATION
(GUIDELINES FOR SPECIAL STOCKHOLDERS’ MEETING 2023)**

As provided in the Notice to Stockholders released on 18 and 19 September 2023, the Corporation’s Special Stockholders’ Meeting shall be held via remote communication using the Zoom videoconference. To participate, Stockholders are requested to register by sending the following requirements to https://bit.ly/register.AHCSSM_2023-10-10 no later than 28 September 2023:

REGISTRATION

a. For Individual Stockholders

- 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 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.)*;
- Valid and active e-mail address;
- Valid and active contact number (landline or mobile number);
- Tax Identification Number (TIN).

b. For Corporate Stockholders

- A scanned copy of a board resolution 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.)*;
- Valid and active email address of the Stockholder’s representative;
- Valid and active contact number of the Stockholder’s representative (landline or mobile number);
- Tax Identification Number (TIN).

c. For Stockholders represented by Proxy or Authorized Person

- In addition to the above requirements for the Stockholder, the same requirement shall be submitted by the Proxy or authorized person and a scanned copy of the Proxy Form

or an authorization letter signed by the Stockholder to cast the vote for the account. *(This must also be in a digital, JPG format with a file size no larger than 2MB.)*

d. For Stockholders under Broker Accounts

- 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.);*
- 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 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.);*
- Valid and active email address;
- Valid and active contact number (landline or mobile number).

REMINDERS

- All successfully registered Stockholders will receive an electronic invitation via electronic mail containing the Meeting ID and password, including the rules and procedures for the meeting and the voting portal link.
- 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.

VOTING

Stockholders may cast their votes by:

- Accomplishing their duly executed proxy form on or before 3 October 2023. Validation of the proxies shall be held on 5 October 2023. *Please take note that the Corporation is not asking for or soliciting proxies.*
- Accomplishing the voting portal on or before 3 October 2023, the link for which shall be sent to the successfully registered Stockholders and voting *in absentia* on or before 3 October 2023.
- Stockholders who successfully registered and voting *in absentia* shall submit their votes on or before 3 October 2023.

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 5 October 2023.

Inquiries and/or comments received after the deadline shall be referred to the Corporation's Investor Relations Office for the appropriate response.

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 Special Stockholders’ Meeting of the Corporation to be held on 10 October 2023, as follows:

	For	Against	Abstain
1. Reclassification of Preferred Shares and the Amendment of Articles 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	☐	☐	☐

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.