Minutes of the Special Meeting of the Stockholders of

**SOLAR PHILIPPINES NUEVA ECIJA CORPRORATION**
**(the "Company")**

Via Video Conferencing
On 7 March 2022

**ATTENDANCE:**

| **Stockholders Present** | **No. of Shares** |
|---|---|
| Number of Shares Present in Person or by Proxy: | 6,076,968,001 |
| Number of Minority Shares Present in Person or by Proxy: | 351,457,000 |
| Total Issued and Outstanding Shares: | 8,124,350,005 |
| Percentage of Shares Present in Person or by Proxy: | 74.80% |

**Also Present**

| | |
|---|---|
| 1. Incumbent Directors | Included in the Stockholder Count Above |
| 2. Atty. Gabriel A. Dee, Corporate Secretary | |
| 3. Mr. Meldin Al G. Roy, Chief Financial Officer | |
| 4. Atty. George Exiomo, Legal Counsel | |
| 5. Representatives from SyCip Gorres Velayo & Co., the external auditor | |
| 6. Representatives from the Trust Banking Group – Fiduciary Services Division of the Philippine National Bank | |
| 7. Representatives from Picazo Buyco Tan Fider & Santos | |
| 8. Other Officers of the Company | |

**AGENDA:**

I. Call to Order
II. Certification of Notice and Quorum
III. Amendment of the Articles of Incorporation to Increase the Authorized Capital Stock of the Company and Subscription to Support Such Increase
IV. Waiver of Pre-emptive Rights with Respect to the Issuance of Shares for the Increase in the Authorized Capital Stock
V. Consideration of Such Other Business as May Properly Come Before the Meeting
VI. Adjournment

**MINUTES:**

## I. CALL TO ORDER

The Chairman of the Board of Directors, Mr. Leandro Antonio L. Leviste, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Gabriel A. Dee, assisted by the Assistant Corporate Secretary, Ms. Hazel Iris P. Lafuente, recorded the minutes thereof.

The Chairman introduced himself and the directors and officers of the Company present at the meeting. He also acknowledged the presence of representatives from SyCip Gorres Velayo & Co., the Company's external auditor, the Trust Banking Group – Fiduciary Services Division of the Philippine National Bank, its stock transfer agent, and Azeus, the platform and virtual solutions provider for the meeting.

The Chairman then requested the representatives from Azeus to give the stockholders a brief orientation on how to ask questions, give comments, make objections, and cast their votes using the online platform. After the short video presentation, the Chairman informed those present in the meeting that the proceedings were being digitally recorded, then proceeded to discuss the main agenda items to be discussed and voted upon during the meeting.

## II. DETERMINATION OF QUORUM

The Chairman directed the Corporate Secretary to inform the body if notices were sent to the stockholders, and if there is a quorum to conduct business during the meeting.

The Corporate Secretary certified that notices had been given to the stockholders of the Company and that a quorum was present to do business.

## III. AMENDMENT OF THE ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED CAPITAL STOCK OF THE COMPANY AND SUBSCRIPTION TO SUPPORT SUCH INCREASE

The Chairman explained the first item on the agenda: the approval of the increase of the Company's authorized capital stock from ₱1,000,000,000.00 divided into 10,000,000,000 common shares with a par value of ₱0.10 per share to ₱5,000,000,000.00 divided into 50,000,000,000 common shares with a par value of ₱0.10 (the "**Increase**"), the amendment of the Seventh Article of the Company's Articles of Incorporation to effect the Increase (the "**Amendment**"), and in relation to the Increase, the approval of the corresponding subscription to the Increase via a share swap between the Company and its parent company, Solar Philippines Power Project Holdings, Inc. ("**SPPPHI**"), and its affiliates (the "**SPNEC Parent**"). The Chairman then explained that in compliance with Section 37 of the Revised Corporation Code, at least 25% of the shares from the Increase will be subscribed by SPNEC Parent, and in return, the Company will receive from SPNEC Parent 100% of the latter's outstanding shares in various entities (the "**Solar Philippines Assets**"), which he thereafter identified (the "**Share Swap**"). The Increase and the Amendment were approved by the Board of Directors on 10 January 2022, while the Share Swap was approved on 24 February 2022.

The Chairman likewise discussed the approved terms of the Share Swap, as previously disclosed to the Securities and Exchange Commission ("**SEC**") and the Philippine Stock Exchange ("**PSE**"):

- The acquisition by the Company of 100% of the outstanding shares of SPNEC Parent in the Solar Philippines Assets;
- In exchange for acquiring the Solar Philippines Assets, SPNEC Parent will subscribe to 24,373,050,000 shares of the Company at ₱2.50 per share, which share price is based on the fairness opinion of FTI Consulting Philippines, Inc. ("**FTI Consulting**"), an independent valuation and fairness opinion provider accredited by the SEC and the PSE; and
- The issued shares to SPNEC Parent under the Share Swap will constitute 74.99% (24,373,050,000/32,497,400,005 shares) of the Company's resulting total outstanding capital stock and will increase SPNEC Parent's shareholding in the Company from 66.77% to 91.69%.

After discussion, and upon motion made duly seconded, the stockholders who did not vote in absentia or via remote communication cast their votes via the online portal in relation to the following resolution:

> "**RESOLVED**, as it is hereby resolved, to **APPROVE**, as it is hereby approved, the increase of the Corporation's authorized capital stock from ₱1,000,000,000.00 divided into 10,000,000,000 common shares with a par value of ₱0.10 per share to ₱5,000,000,000.00 divided into 50,000,000,000 common shares with a par value of ₱0.10 per share (the '**Increase**'), the amendment of the Seventh Article of the Corporation's Articles of Incorporation to effect the Increase, and the corresponding subscription to the Increase via a share swap between the Corporation and its parent company, Solar Philippines Power Project Holdings, Inc., and its affiliates."

The Chairman explained that the favorable vote of at least 2/3 of the Company's outstanding capital stock is required to carry the motion. After the stockholders who did not vote in absentia nor via remote communication cast their votes, the Chairman informed the body that the results will be counted and validated by the Corporate Secretary, with the assistance of the Assistant Corporate Secretary and Azeus, and that the results will be announced before adjournment.

## IV. WAIVER OF PRE-EMPTIVE RIGHTS WITH RESPECT TO THE ISSUANCE OF SHARES FOR THE INCREASE IN THE AUTHORIZED CAPITAL STOCK

The next item on the agenda that the Chairman discussed is the technical requirement under Section 5 (b), Part A, Article V of the Consolidated Listing and Disclosure Rules of the PSE that the Company seek the waiver of the requirement for a rights or public offering prior to a share swap notwithstanding that the issue price is at a premium to the weighted average price of the shares, in relation to the subscription by SPNEC Parent via the Share Swap to the Company's shares from the Increase. He explained that under the current rules of the PSE, unless otherwise waived by the vote of the majority of the minority stockholders present or represented at a stockholders' meeting, a rights or public offering should be conducted in case there are shares issued to a related party (such as SPNEC Parent) and where the issue price is less than the volume weighted average price ("**VWAP**") of the shares. Since the issue price for the Share Swap is ₱2.50 per share, which is above the VWAP, the Chairman informed the stockholders that the waiver is being sought out of an abundance of caution and as a technical compliance requirement.

After discussion, and upon motion made duly seconded, the minority stockholders present or represented at the meeting who did not vote in absentia nor via remote communication cast their votes via the online portal in relation to the following resolution:

> "**RESOLVED**, as it is hereby resolved, by the minority stockholders, to **APPROVE**, as it is hereby approved, the exemption of the Corporation from or the waiver of the requirement of the listing rules of the Philippine Stock Exchanges that the Corporation conduct a stock rights offering ('**SRO**') as a consequence of an approved share swap notwithstanding that the issue or offer price for the share swap is a premium to the volume weighted average price and hence exempt from an SRO."

After the minority stockholders present or represented at the meeting who did not vote in absentia or via remote communication cast their votes, the Chairman informed the body that the results will be counted and validated by the Corporate Secretary, with the assistance of the Assistant Corporate Secretary and Azeus, and that the results will be announced before adjournment.

## V. CONSIDERATION OF SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING

The Chairman asked if there were other matters that any of them would like to raise and discuss before the announcement of the results of the votes.

A stockholder moved that in relation to the Share Swap, which forms part of the first resolution voted upon during the meeting, that the stockholders specifically vote to reiterate the Share Swap approval with the terms disclosed to the SEC and the PSE, as follows:

- The acquisition by the Company of 100% of the outstanding shares of SPNEC Parent in the Solar Philippines Assets; and
- In exchange for acquiring the Solar Philippines Assets, SPNEC Parent will subscribe to 24,373,050,000 shares of the Company at ₱2.50 per share, which share price is based on and within the range of fair values in the fairness opinion of FTI Consulting, an independent valuation and fairness opinion provider accredited by the SEC and the PSE.

Upon motion made duly seconded, the stockholders cast their votes via the online portal in relation to the following resolution:

> "**RESOLVED**, as it is hereby resolved, that the stockholders hereby **REITERATE** their approval of the share swap between the Corporation and Solar Philippines Power Project Holdings, Inc. and its affiliates (the '**SPNEC Parent**'), which involves the acquisition by the Corporation of 100% of the outstanding shares of SPNEC Parent in various entities otherwise known as Solar Philippines Assets in exchange for SPNEC Parent subscribing to 24,373,050,000 shares of the Corporation at ₱2.50 per share."

After the stockholders cast their votes, the Chairman requested the body's indulgence as the Corporate Secretary, with the assistance of the Assistant Corporate Secretary and Azeus, counted and validated the results of the votes had during the meeting.

After being informed that vote counting had been completed, the Chairman requested the Corporate Secretary to announce the results to the body. The Corporate Secretary announced the following results and certified as to their accuracy:

- For the motion to approve the proposed Increase, of which at least 60.93% (or 24,373,050,000 out of the 40,000,000,000 new shares) of the shares therefrom will be subscribed by SPPPHI via Share Swap, and the Amendment, 6,074,168,001 shares or 74.76% of the Company's outstanding capital stock was voted in favor of the motion, while 2,800,000 shares were voted against and no shares were cast as abstain votes.
- For the motion to approve the exemption of the Company from the legal requirement that it conduct an SRO as a consequence of engaging in the Share Swap, 348,657,000 minority shares or 99.20% of the Company's outstanding minority shares present or represented at this meeting were voted in favor of the motion, while 2,800,000 minority shares were voted against and no minority shares were cast as abstain votes.
- For the motion to reiterate specifically the approval of the Share Swap as a part of the first resolution on the approval of the Increase, 5,724,736,001 shares or 94.20% of the Company's shares present or represented at the meeting were voted in favor of the motion, while no shares were either voted against or cast as abstain votes.

Thereafter, the Chairman entered into the records of the proceedings the following:

- First, that the motion to approve the proposed increase in authorized capital stock from ₱1 billion to ₱5 billion at ₱0.10 per share, the subscription by SPNEC Parent, a related party, to at least 25% of the shares therefrom via Share Swap, and the Amendment, are all carried as the required 2/3 vote was reached. The motion is hereby approved.
- Second, that the motion to approve the exemption of the Company from or waiver of the legal requirement that it conduct a rights or public offering as a consequence of engaging in the Share Swap is carried as the required majority vote was reached. The motion is hereby approved.
- Third, the motion to reiterate the stockholders' approval of the Share Swap, which involves: (i) the acquisition by the Company of 100% of the outstanding shares of SPNEC Parent in the Solar Philippines Assets, and (ii) in exchange, SPNEC Parent shall subscribe to 24,373,050,000 shares of the Company at ₱2.50 per share, with the Solar Philippines Assets being SPNEC Parent's payment for the 24,373,050,000 shares of the Company from the Increase, is carried as the required majority vote was reached. The motion is hereby approved.

## VI. ADJOURNMENT

There being no other matters to be discussed, upon motion duly made and seconded, the meeting was thereupon adjourned.

[Signature page follows.]

Prepared by:

**HAZEL IRIS P. LAFUENTE**
Assistant Corporate Secretary/Director

Attested by:

**LEANDRO ANTONIO L. LEVISTE**
Chairman

**J. CARLITOS G. CRUZ**
Vice-Chairman/Lead Independent Director

**CARLOS JOSE P. GATMAITAN**
Independent Director

**BENJAMIN I. ESPIRITU**
Independent Director

**GINO ANTONIO C. CRUZ**
Director

**ARESTY M. LAPITAN**
Director

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