



ALTERENERGY HOLDINGS CORPORATION
(Incorporated in the Republic of the Philippines)

Up to ₱2,000,000,000.00 Fixed-Rate Notes

Issue Price: 100% of Face Value

Consisting of:

1.5-Year Fixed-Rate Notes: 7.75% p.a. Due 2028

The date of this Information Memorandum is September 21, 2026

Sole Issue Manager and Arranger



THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS INFORMATION MEMORANDUM IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

THE SECURITIES BEING OFFERED OR SOLD UNDER THIS INFORMATION MEMORANDUM HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION (“SEC”) AS THE ISSUANCE IS AN EXEMPT TRANSACTION UNDER SECTION 10.1 (L) OF THE SECURITIES REGULATION CODE (“SRC”). ANY FUTURE OFFER OR SALE OF THE SECURITIES IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

UPON ISSUANCE, THESE SECURITIES SHALL BE SIMULTANEOUSLY ENROLLED AS SECURITIES THAT MAY BE TRADED BETWEEN AND AMONG QUALIFIED BUYERS, WHICH ARE RESIDENTS OF THE PHILIPPINES, AT THE PHILIPPINE DEALING & EXCHANGE CORP. (“PDEX”) IN ACCORDANCE WITH THE PROCEDURES AND REQUIREMENTS SET FORTH IN THIS INFORMATION MEMORANDUM, AND THE RELEVANT PDEX RULES, OPERATING FRAMEWORK, AND TRADING CONVENTIONS. ANY FUTURE OFFER OR SALE OF THE SECURITIES WITHIN THE PDEX TRADING SYSTEM MUST BE TO A QUALIFIED BUYER, AS DEFINED AND PRESCRIBED UNDER THE SRC AND ITS IMPLEMENTING RULES AND REGULATIONS, AS AMENDED BY SEC MEMORANDUM CIRCULAR NO. 6, SERIES OF 2021 AND SEC MEMORANDUM CIRCULAR NO. 11, SERIES OF 2025 (“SRC RULES”). FOR SALES THAT DO NOT OBSERVE THE PROCESSES SET FORTH IN THIS INFORMATION MEMORANDUM, OR THAT OCCUR OUTSIDE THE PDEX TRADING SYSTEM, THE SALE TO A NON-QUALIFIED BUYER IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE SRC, AND SUCH OTHER CONSEQUENCES AS MAY BE PROVIDED UNDER THE RELEVANT PDEX RULES.

THE OFFER AND ISSUANCE OF THE FIXED-RATE NOTES ARE MADE SOLELY TO QUALIFIED BUYERS UNDER SECTION 10.1(L) OF THE SRC AND RULES 10.1.4, 10.1.5 AND 10.1.6 OF THE SRC RULES, WITH THOSE UNDER RULE 10.1.5 HAVING BEEN DULY QUALIFIED BY A DULY SEC-REGISTERED QUALIFIED INVESTOR REGISTRAR. THE OFFER AND ISSUANCE IS EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SRC. ALTERNERGY HOLDINGS CORPORATION WILL NOT OBTAIN A CONFIRMATION OR DECLARATION OF SUCH EXEMPTION FROM OR FILE A NOTICE OF SUCH EXEMPTION WITH THE SEC.

THE INFORMATION CONTAINED HEREIN SUPERSEDES ANY PREVIOUS INFORMATION DELIVERED TO ANY PROSPECTIVE INVESTOR.

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FORWARD-LOOKING STATEMENTS

This Information Memorandum contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties and should not in any way be confused or considered as statements of historical fact. Some of these statements can be identified by forward-looking terms such as, “anticipate”, “believe”, “can”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “should”, “will”, “would” or other similar words. These words, however, are not the exclusive means of identifying forward-looking statements. These forward-looking statements include, without limitation, statements relating to:

- (a) Known and unknown risks;
- (b) Uncertainties and other factors which may cause ALTER’s actual results, performance or achievements to deviate significantly from any future results;
- (c) Performance or achievements expressed or implied by forward-looking statements;
- (d) ALTER’s overall future business, financial condition and results of operations, including, but not limited to, its financial position or cash flow;
- (e) ALTER’s goals for, or estimate of, its future operational performance or results;
- (f) ALTER’s submission of proposals or planned participation in future projects;
- (g) ALTER’s dividend policy; and
- (h) Changes in ALTER’s regulatory environment including, but not limited to, policies, decisions and determinations of governmental or regulatory authorities.

Such forward-looking statements are based on numerous assumptions regarding ALTER’s present and future business strategies and the environment in which ALTER will operate in the future. Important factors that could cause some or all of the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, but are not limited to, those disclosed under “Risk Factors”. These forward-looking statements speak only as of the date of this Information Memorandum.

Statements in this Information Memorandum as to the opinions, beliefs and intentions of ALTER accurately reflect in all material respects the opinions, beliefs and intentions of its management as to such matters at the date of this Information Memorandum, although ALTER can give no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. This Information Memorandum discloses, under the section “Risk Factors” and elsewhere, important factors that could cause actual results to differ materially from the expectations of the Issuer. All subsequent forward-looking statements attributable to ALTER or persons acting on its behalf are expressly qualified in their entirety by cautionary statements.

ALTER and the Sole Issue Manager and Arranger expressly disclaim any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in ALTER’s expectations with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based. In light of all the risks, uncertainties and assumptions associated with forward-looking statements, investors should be aware that the forward-looking events and circumstances discussed in this Information Memorandum might not occur in the way ALTER expects or even at all. Investors should not place undue reliance on any forward-looking statements.

No representation or warranty, express or implied, is made by the Issuer or the Sole Issue Manager and Arranger regarding the legality of an investment in the Fixed-Rate Notes under any legal, investment or similar laws or regulations. No representation or warranty, express or implied, is made by the Sole Issue Manager and Arranger as to the accuracy or completeness of the information herein and nothing contained in this Information Memorandum is, or shall be relied upon as, a promise or representation by the Sole Issue Manager and Arranger. The contents of this Information Memorandum are not investment, legal or tax advice. Prospective investors should consult their own counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of a purchase of the Fixed-Rate Notes. In making any investment decision regarding the Fixed-Rate Notes, prospective investors must rely on their own examination of the Issuer and the terms of the Fixed-Rate Notes, including the merits and risks involved. Any reproduction or distribution of this Information Memorandum, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Fixed-Rate Notes is prohibited. Each offeree of the Fixed-Rate Notes, by accepting delivery of this Information Memorandum, agrees to the foregoing.

DOCUMENTS INCORPORATED BY REFERENCE

This Information Memorandum should be read and construed in conjunction with:

- (i) all amendments and/or supplements to this Information Memorandum prepared from time to time by the Issuer;
- (ii) the most recently published audited consolidated annual financial statements and, if published later, the most recently published unaudited interim consolidated financial results of the Issuer, in each case together with any notes to financial statements, management discussion and analysis, audit or review reports prepared in connection therewith (where relevant);
- (iii) the latest available marketing documents as publicly disclosed such as, but not limited to, the Information Memorandum, offer supplements and/or offering circulars relating to publicly issued instruments; and
- (iv) disclosures of any material development on the Issuer and/or its business made through the Issuer's website or Philippine Dealing & Exchange Corp.

which shall be deemed to be incorporated in, and to form part of, this Information Memorandum and which shall be deemed to modify or supersede the contents of this Information Memorandum to the extent that a statement contained in any such document is inconsistent with such contents.

Any published unaudited interim financial statements of the Issuer which are, from time to time, deemed to be incorporated by reference in this Information Memorandum will not have been audited by the auditors of the Issuer. Accordingly, there can be no assurance that, had an audit been conducted in respect of such financial statements, the information presented therein would not have been materially different, and investors should not place undue reliance upon them. The Issuer will provide, without charge, to each person to whom a copy of this Information Memorandum has been delivered, upon the request of such person, a copy of any or all of the documents deemed to be incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to the Issuer at its office.

DEFINITION OF TERMS

A. Relating to the Terms and Conditions of the Fixed-Rate Notes

Affiliate	A corporation that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under the common control of, another corporation.
ALTER, Alternergy, the Company, or the Issuer	Alternergy Holdings Corporation.
ALTER Group or the Group	Alternergy Holdings Corporation and the project companies under ALTER.
AMHHC	Alternergy Mini Hydro Holdings Corporation.
Applicable Law	(i) Any statute, law, regulation, ordinance, rule, judgment, order, decree, requirement or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or administration of any of the foregoing by, any Government; and (ii) Any directive, guideline, policy or requirement of any Government having the force and effect of law.
Applicant	Any Eligible Investor who seeks to subscribe to the Fixed-Rate Notes and submits a duly accomplished Application to Purchase, together with all requirements set forth therein.
ASHCo	Alternergy Solar Holdings Corporation.
Application to Purchase	The application form accomplished and submitted by an Applicant to the Arranger for the purchase of a specified amount of the Fixed-Rate Notes, together with all the other requirements set forth in such application form.
Business Day	A day, other than a public non-working holiday, Saturday, or Sunday, on which the facilities of the Philippine banking system and the BSP's Philippine Payment and Settlement System ("PhilPaSS") are open and available for clearing, and banks are open for business in Makati City, Philippines.
BDO Capital	BDO Capital & Investment Corporation.

Beneficial Owner	Any person (and Beneficial Ownership shall mean ownership by any person) who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares voting power, which includes the power to vote or to direct the voting of such security; and/or investment returns or power in respect of any security, which includes the power to dispose of, or to direct the disposition of, such security; provided, however, that, a person shall be deemed to have an indirect beneficial ownership interest in any security which is: i. held by members of his immediate family sharing the same household; ii. held by a partnership in which he is a general partner; iii. held by a corporation of which he is a controlling shareholder; or iv. subject to any contract, arrangement or understanding which gives him voting power or investment power with respect to such securities; provided, however, that, the following persons or institutions shall not be deemed to be beneficial owners of securities held by them for the benefit of third parties or in customer or fiduciary accounts in the ordinary course of business, so long as such securities were acquired by such persons or institutions without the purpose or effect of changing or influencing control of the issuer: a. A broker dealer; b. An investment house registered under the Investment Houses Law; c. A bank authorized to operate as such by the BSP; d. An insurance company subject to the supervision of the Office of the Insurance Commission; e. An investment company registered under the Investment Company Act; f. A pension plan subject to regulation and supervision by the BIR and/or the Office of the Insurance Commission or relevant authority; and g. A group in which all of the members are persons specified above.
BIR	Bureau of Internal Revenue.
Board of Directors or the Board	The board of directors of the Company.

Book Value	Equal to an asset's carrying value on the balance sheet, calculated by netting the asset against the accumulated depreciation. Can also be thought of as the net asset value of a company calculated as total assets minus liabilities.
BSP	Bangko Sentral ng Pilipinas or the Central Bank of the Philippines.
Common Shares or Shares	The shares of common stock of the Company with a par value of ₱0.10 per share.
CREATE	Republic Act No. 11534, otherwise known as the Corporate Recovery and Tax Incentives for Enterprises Act.
Debt	Interest-bearing indebtedness.
Debt Service	The principal amortizations, interest payments, and other financing fees and charges in relation to any interest-bearing loans, falling due for the next 12-month period.
Distributable Cash	Cash and cash equivalents available for distribution other than those required for working capital purposes and subject to restrictions under the financing documents, Applicable Law, and other agreements to which each subsidiary may be bound.
DST	Documentary Stamp Tax.
Earnings per Share	The result of dividing the Net Income after Tax account of the Company by the total number of Common Shares outstanding.
EBITDA	Earnings before interest, taxes, depreciation, and amortization.
Eligible Investor or Eligible Noteholder	A Philippine resident who, at the point of offer or sale, is a Qualified Buyer under Rules 10.1.4, 10.1.5 and 10.1.6 of the SRC IRR, as amended, and when applicable, duly qualified by a SEC-registered qualified investor registrar, whether on the primary or secondary market.
FIA	The 1991 Foreign Investment Act, as amended.
Government	The government of the Republic of the Philippines, including any and all of its departments, subdivisions, bureaus, commissions, offices, agencies, units, and

	instrumentalities as defined by the Philippine Constitution of 1987 and the Revised Administrative Code of the Philippines, as may be amended from time to time.
IRR	Implementing Rules and Regulations.
Issue Date	September 29, 2026, or the date on which the Fixed-Rate Notes shall be enrolled with PDEX.
Noteholder	A person whose name appears, at any relevant time, as the registered owner of the Fixed-Rate Notes in the Registry of Noteholders.
₱, PHP or Pesos	Philippine Peso, or lawful currency of the Republic of the Philippines.
PDEX	Philippine Dealing & Exchange Corp.
PDTC	Philippine Depository & Trust Corporation.
Person	Any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organization.
PFRS	Philippine Financial Reporting Standards.
Philippine National	As defined under the Foreign Investments Act, a citizen of the Philippines, or a domestic partnership or association wholly-owned by citizens of the Philippines, or a corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines, or a corporation organized abroad and registered to do business in the Philippines under the Revised Corporation Code of the Philippines, of which 100% of the capital stock outstanding and entitled to vote is wholly-owned by Filipinos, or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine national and at least 60% of the fund will accrue to the benefit of Philippine nationals; provided, that where a corporation and its non-Filipino stockholders own stocks in a SEC-registered enterprise, at least 60% of the capital stock outstanding and entitled to vote of each of both corporations must be owned and held by citizens of the Philippines, in order that the corporation shall be considered a Philippine national.

	Pursuant to SEC Memorandum Circular No. 8, Series of 2013, which generally applies to all corporations engaged in identified areas of activities or enterprises specifically reserved, wholly or partly, to Philippine nationals by the Philippine Constitution, the Foreign Investments Act of 1991 and other existing laws, amendments thereto, and implementing rules and regulations of the said laws, for purposes of determining compliance with the constitutional or statutory ownership requirement, the required percentage of Filipino ownership shall be applied to both: (i) the total number of outstanding shares of stock entitled to vote in the election of directors; and (ii) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors.
Information Memorandum	This Final Information Memorandum, together with all its annexes, appendices and amendments, if any.
Interest Period	The period commencing on the Issue Date and having a duration of three months and, thereafter, each successive three (3)-month period commencing on the last day of the immediately preceding Interest Period up to, but excluding the first day of will be the period from and including the last day of the immediately preceding Interest Period up to, but excluding, the Maturity Date.
Majority Noteholders	Noteholders representing more than fifty percent (50%) of the outstanding principal amount of the Fixed-Rate Notes.
Operating Cash Flow	(i) the sum of the (a) cash dividends received, (b) interest income received by the Issuer from its investments or deposits, (c) management fees received by the Issuer, (d) proceeds received by the Issuer from issuance of preferred shares, and (e) proceeds received by the Issuer from its subsidiaries, (ii) less the operating expenses of the Issuer excluding depreciation and amortization; during the immediately preceding twelve (12)-month period.
Paying Agent	Philippine Depository & Trust Corp. (“ PDTC ”).
Permitted Liens	(a) Liens for taxes, assessments or governmental charges or levies, including customs duties, which are being contested in good faith by appropriate proceedings and with respect to which the Issuer has established adequate reserves on its books in accordance with PFRS;

	(b) Liens arising by operation of law (including, for the avoidance of doubt, any preference or priority under Article 2244, paragraph 14(a) of the Civil Code of the Philippines existing prior to the date of this Agreement) on any property or asset of the Issuer or any of its Subsidiaries, as applicable, including, without limitation, amounts owing to a landlord, carrier, warehouseman, mechanic or material man or other similar liens arising in the ordinary course of business or arising out of pledges or deposits under workers' compensation laws, unemployment, insurance and other social security laws; (c) Liens incurred or deposits made in the ordinary course of business to secure (or obtain letters of credit that secure) the performance of tenders, statutory obligations or regulatory requirements, performance or return of money bonds, surety or appeal bonds, bonds for release of attachment, stay of execution or injunction, bids, tenders, leases, government contracts and similar obligations) and deposits for the payment of rent; (d) Liens created by or resulting from any litigation or legal proceeding which is effectively stayed while the underlying claims are being diligently contested in good faith by appropriate proceedings and with respect to which the Issuer has established adequate reserves on its books in accordance with PFRS; (e) Liens arising from leases or subleases granted to others, easements, building and zoning restrictions, rights-of-way and similar charges or encumbrances on real property imposed by applicable Law or arising in the ordinary course of business that are not incurred in connection with the incurrence of a debt and that do not materially detract from the value of the affected property or materially interfere with the ordinary conduct of business of the Issuer or any of its Subsidiaries; (f) Liens upon tangible personal property acquired in the ordinary course of business after the date hereof (by purchase or otherwise) granted by the Issuer or its Subsidiary to the vendor, supplier, any of their affiliates or lessor of such property;
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	(g) Liens arising from financial lease which shall not exceed One Hundred Million Pesos (₱100,000,000.00), hire purchase, conditional sale arrangements or other agreements for the acquisition of assets entered into in the ordinary course of business on deferred payment terms to the extent relating only to the assets which are subject of those arrangements, subject to such financial leases, hire purchase, conditional sale agreements or other agreements for the acquisition of such assets on deferred payment terms; (h) Liens arising over any asset, including, but not limited to assets purchased, leased, or developed in the ordinary course of business, to secure: (i) the payment of the purchase price or cost of leasehold rights of such asset; (ii) the payment of the cost and expenses for the development of such asset pursuant to any development made or being made by the Issuer or any of its Subsidiaries in the ordinary course of business; (iii) the payment of any indebtedness in respect of borrowed money (including extensions and renewals thereof and replacements therefor) incurred for the purpose of financing the purchase, lease or development of such asset; or (iv) the rediscounting of receivables of the Issuer or any of its Subsidiaries; (i) Rights of set-off arising in the ordinary course of business between the Issuer or its Subsidiary and its suppliers, clients or customers; (j) Netting or set-off arrangement entered into by the Issuer or any of its Subsidiaries in the ordinary course of business of its banking arrangements for the purpose of netting debt and credit balances; (k) Title transfer or retention of title arrangement entered into by the Issuer or any of its Subsidiaries in the ordinary course of business; (l) Liens upon any the assets and revenues of present and future Subsidiaries, to secure any financial indebtedness or any guarantee of or indemnity in respect of any project financing; and
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	(m) Any other Liens with prior written consent of the Majority Noteholders.
Placement Agreement	The Placement Agreement dated as of September 21, 2026, and its annexes and attachments, as may be modified, supplemented or amended in a separate written instrument from time to time, executed by and among the Issuer and the Arranger.
PSE	The Philippine Stock Exchange, Inc.
QIB	Qualified Institutional Buyer, as such term is defined in the SRC.
RA	Republic Act.
Registrar	PDTC.
Registry of Noteholders	The electronic registry book of the Registrar containing the official information on the Noteholders, including, but not limited to, the names and addresses of the Noteholders and the amount of the Fixed-Rate Notes they respectively hold, including all transfers and assignments thereof, any transactions relating thereto and any lien or encumbrance thereon, to be maintained by the Registrar pursuant to and under the terms of the Registry and Paying Agency Agreement.
Registry and Paying Agency Agreement	The Registry and Paying Agency Agreement dated September 21, 2026, and its annexes and schedules (when executed), as may be modified, amended, or supplemented in a separate written instrument, from time to time, and entered into by and among the Issuer, the Registrar and the Paying Agent in relation to the Fixed-Rate Notes.
Revised Corporation Code	Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines.
SEC	Securities and Exchange Commission of the Philippines.
SGV	SyCip Gorres Velayo & Co., the Company's external auditor.
SRC	Securities Regulation Code.
Subsidiary	A corporation which is controlled, directly or indirectly, by another corporation which thereby becomes its Parent.

Total Equity	The total stockholders' equity of the Issuer as recognized and measured in its parent only financial statements in conformity with PFRS.
Transaction Documents	Collectively, the Registry and Paying Agency Agreement, the Placement Agreement and the Trust Agreement.
Trust Agreement	The Trust Agreement dated as of September 21, 2026, and its annexes and attachments, as may be modified, supplemented or amended in a separate written instrument from time to time, executed by and between the Issuer and the Trustee in connection with the Fixed-Rate Notes.
Trustee	BDO Unibank, Inc. – Trust and Investment Group.
VAT	Value-Added Tax.

B. Relating to the Business of the Issuer

AC or Alternating Current	The flow of charge that changes direction periodically, which results in the voltage level reversing along with the current. AC is used to deliver power to end-users.
ADIWPC	Abra de Ilog Wind Power Corporation.
AHPC	Alternergy Hydro Partners Corporation.
ALTER RES	ALTER Power RES Inc.
AMHHC	Alternergy Mini Hydro Holdings Corporation.
AMSI	AlterCore Management Services Inc.
ATWC	Alternergy Tanay Wind Corporation.
AWHC	Alternergy Wind Holdings Corporation.
AWPC	Alabat Wind Power Corporation.
BESS	Battery Energy Storage Systems.
Captive Market	Electricity end-users who do not have the choice of a supplier of electricity, as may be determined by the Energy Regulatory Commission (ERC) in accordance with the EPIRA and other existing rules and regulations.
Contestable Customer	Electricity end-users who have the choice of a supplier of electricity, as may be determined by the ERC in accordance with the EPIRA and other existing rules and regulations.
Certificate of Finality	The certificate issued by the DAR to a requesting party interested to have the subject decision be entered in the registry book of judgments that has become final and executory.
CNC	Certificate of Non-Coverage issued by the DENR-EMB for projects or undertakings not covered by the EIS System and are not required to secure an ECC as they are deemed unlikely to cause significant adverse impact on the quality of the environment such as hydropower facilities of 1MW or less without tunnel and water storage, 138kV or less transmission line, 2km or less new roads, among others.

COC	Certificate of Compliance secured from the ERC prior to the commercial operation of a new generation facility.
COCOC	Certificate of Confirmation of Commerciality issued by the DOE confirming the Declaration of Commerciality by the RE Developer and serves as a notice to proceed for the construction of the RE project or the installation of the RE facilities. The date of issuance of the COCOC is considered as the commencement date of the Development Stage of the RE project.
COD	Commercial Operations Date, which refers to the phase commencing at the operation of the RE project, following its successful testing and commissioning and confirming its readiness to inject power into the grid to sell or supply its produced energy as duly confirmed by the DOE.
Conversion Order	Conversion Order or land use conversion order is issued by the DAR giving the authority to modify the current physical use of a parcel of agricultural land for a non-agricultural purpose, such as an industrial purpose.
CSP or Competitive Selection Process	A transparent manner of procurement in which DUs buy electricity from power generators for their Captive Market. It assures that such supply is bought and passed on to consumers at the least possible cost.
CPWPC	Calavite Passage Wind Power Corporation.
DA	Department of Agriculture.
DAR	Department of Agrarian Reform.
DC or Direct Current	An electric current flowing in only one direction.
DENR	Department of Environment and Natural Resources.
Development/Commercial Stage	Stage of an RE Contract that involves the development, production, or utilization of renewable energy resources, including the construction and installation of relevant facilities up to the operation phase of the RE facilities.
Dispatch	The process of apportioning the total demand of the grid through the issuance of dispatch instructions to the scheduled generating units and the generating units providing ancillary services to achieve the operational requirements of balancing demand with generation that will

	ensure the security of the grid as defined in the Philippine Grid Code.
DMHC	Dupinga Mini Hydro Corporation.
DOE	Department of Energy.
DU	Distribution Utility, as defined in the EPIRA.
EC	Electric Cooperative, as defined in the EPIRA.
ECC	Environmental Compliance Certificate issued by the DENR-EMB to projects or undertakings that have complied with all the requirements of the Environmental Impact Statement (EIS) System and have committed to implement its approved Environmental Management Plan to address the potential environmental impacts of the project or undertaking.
EIS	Environmental Impact Statement.
EMB	The Environmental Management Bureau of the DENR.
EPC or Engineering, Procurement, and Construction	Form of contracting agreement whereby the EPC contractor has to execute and deliver the project within an agreed time and budget on a turnkey basis.
EPIRA	RA No. 9136, otherwise known as the Electric Power Industry Reform Act of 2001, as amended from time to time, and including the rules and regulations issued thereunder.
ERC	Energy Regulatory Commission (formerly the Energy Regulatory Board) created pursuant to the EPIRA.
FIT	The Philippine Feed-in-Tariff scheme which refers to the renewable energy policy that offers guaranteed payments on a fixed rate per kilowatt-hour for emerging renewable energy sources, excluding any generation for own use, or to the rate itself as established pursuant to the RE Law and FIT Rules.
FIT Rules	ERC Resolution No. 16, Series of 2010 entitled Resolution Adopting the Feed-in Tariff Rules (FIT Rules).
FLAg or Special Forest Land Use Agreement	A contract between the government and a second party to temporarily occupy, manage and develop in consideration of a government share, any forestland of the public domain for

	specific use. It has a term of twenty-five (25) years renewable to another twenty-five (25) years.
GEAP	Green Energy Auction Program.
GEOP	Green Energy Options Program.
GOCC	Government-owned and controlled corporation.
Grid	The Philippines' high voltage backbone system of interconnected transmission lines, substations, and related facilities.
Grid Code	Refers to the Philippine Grid Code promulgated by the Energy Regulatory Commission under ERC Resolution No. 22, series of 2016.
GW	Gigawatt or one million kilowatts.
GWh	Gigawatt-hours or one million kilowatt-hours, which is typically used as a measure for the annual energy production of large power plants.
HSC or Hydro Service Contract	The Service Agreement between the Government, through the DOE, and the hydro energy developer over a period in which the RE Developer has the exclusive right to a particular RE area for exploration, development and utilization of hydropower resources for the operation of RE projects. It has a term of twenty-five (25) years and may be renewed for another twenty-five (25) years.
IPP or Independent Power Producer	Defined in the EPIRA as an existing power generating entity which is not owned by the state-owned National Power Corporation.
KMHC	Kiangan Mini Hydro Corporation.
KSEC	Kirahon Solar Energy Corporation.
KSPC	Kalandagan Solar Power Corporation, formerly Olympia Solar Power Corporation.
kW	Kilowatt or one thousand watts.

kWh or Kilowatt-hour	The standard unit of energy used in the electric power industry. One kilowatt-hour is the amount of energy that would be produced by a generator producing one thousand watts for one hour.
Kilowatt peak or kWp	A measuring unit for the maximum output of a photovoltaic system (PVS).
LAMHC	Lamut-Asipulo Mini Hydro Corporation.
Land Use Conversion	This refers to the act or process of changing the current use of a piece of agricultural land into some other use as approved by DAR, as defined in DAR Administrative Order No. 1, Series of 1999 (Revised Rules and Regulations on the Conversion of Agricultural Lands to Non-Agricultural Uses).
LSEC	Liberty Solar Energy Corporation.
LiDAR	Light Detection And Ranging.
LREC	Liwanag Renewable Energy Corporation.

MCPSI	MC Project Solutions Inc.
Megawatt peak or MW_p or MW_{DC}	A measuring unit for the maximum output of a photovoltaic system. 1.0 MW _p = 1,000-kilowatt peak (kW _p); equivalent to the installed capacity of Solar PV power plants expressed in terms of MW in DC side or the rated capacity of a Solar PV module.
Meralco	The Manila Electric Company, a distribution utility with a franchise granted under Republic Act No. 9209.
MOA	Memorandum of Agreement.
MW	Equivalent to one million watts, which is the installed capacity of power plants is generally expressed in terms of MW.
MW_{AC}	The installed capacity of Solar PV power plants expressed in terms of MW in the AC side or the grid interconnection point.
MWh	Megawatt-hour.
NCIP	National Commission on Indigenous Peoples.
NEA	National Electrification Administration.
NGCP	National Grid Corporation of the Philippines.
NPC	National Power Corporation.
NREB	National Renewable Energy Board.
NTP	Notice-to-Proceed.
O&M	Operation and Maintenance.
Off-take Agreement	The agreement between the power producer and the power buyer (or off-taker) that provides the commercial terms and conditions for the sale or supply of electricity.
Palau Project	Palau Solar SPV + BESS Project.
RCBC	Rizal Commercial Banking Corporation.
SPEC	Solar Pacific Energy Corporation.

SSAI	Solana Solar Alpha Inc.
SPCC	Solar Pacific CitySun Corporation.
SPPPI	Solar Pacific Pristine Power Inc.
SSPC	Siena Solar Power Corporation.
SWPC	Sembrano Wind Power Corporation, formerly Alternergy Sembrano Wind Corporation.
Tariff	Price charged to a customer for the purchase of electricity.
TPLC	Triple Play Land Corp.
TSOWPC	Tablas Strait Offshore Wind Power Corporation.
Open Access	As defined in the implementing rules of the EPIRA, the transmission service regime allowing any qualified person the use of electric power transmission and associated facilities, subject to the payment of transmission wheeling rates duly approved by the ERC as promulgated through the Open Access Transmission Service Rules as may be amended from time to time.
PPA or PSA	Power Purchase Agreement or Power Sale Agreement, used interchangeably but refers to the agreement that stipulates the sale of electricity by the power generator and the corresponding purchase of said electricity by the distribution utility / electric cooperative.
Pre-Development Stage	A stage of an RE Contract that involves assessment and feasibility study, permitting and licensing, up to the financial closing of the RE project.
PV	Photovoltaic.
PV System or PVS	Photovoltaic System.
RE	Renewable Energy.
RE Law	Republic Act No. 9513, otherwise known as the Renewable Energy Act of 2008.
Renewable Energy Act of 2008	RA No. 9513, otherwise known as the Renewable Energy Act of 2008, as may be amended from time to time, and including the rules and regulations issued thereunder.

Renewable Energy Resources	As defined under the Renewable Energy Act of 2008, refer to energy resources that do not have an upper limit on the total quantity to be used. Such resources are renewable on a regular basis, and whose renewal rate is relatively rapid to consider availability over an indefinite period of time. These include hydropower, biomass, solar, wind, and geothermal sources.
REPA	Renewable Energy Payment Agreement.
RES	A duly licensed Retail Electricity Supplier pursuant to the EPIRA and the relevant rules promulgated by the ERC including Resolution No. 12, series of 2020.
RFP	Request For Proposal.
ROR	Run of river hydro technology whereby little or no water storage is provided.
ROW	Right-of-Way.
RPS or Renewable Portfolio Standards	A market-based policy that requires electric power industry participants, including suppliers, to source an agreed portion of their energy supply from eligible RE resources.
SEOC or Solar Energy Operating Contract	The RE Contract issued by the Government, through the DOE, for the development and operation of RE Projects utilizing solar energy as an RE resource.
SESC or Solar Energy Service Contract	The Service Agreement between the Government, through the DOE, and the Solar Energy Developer over a period in which the RE Developer has the exclusive right to a particular RE area for exploration and development of solar energy.
SIS or System Impact Study	As defined in the Philippine Grid Code, an assessment made or conducted by the Transmission Network Provider/System Operator (both as defined in the Philippine Grid Code) in addition to the Grid Impact Studies prepared by it in accordance with the Philippine Grid Code, to determine: (a) the adequacy of the Grid and its capacity to accommodate a request for power delivery service; and (b) the costs, if any, that may be incurred in order to provide power delivery service to a transmission customer.

SLUP or Special Land Use Permit	The privilege granted by the State to a person to occupy, possess and manage in consideration of specified return, any public forest lands for a specific use or purpose. It has a term of three (3) years.
TransCo	National Transmission Corporation.
WESC or Wind Energy Service Contract	The Service Agreement between the Government, through the DOE, and the Wind Energy Developer over a period in which the RE Developer has the exclusive right to a particular RE area for exploration and development of wind energy.
WESM	Wholesale Electricity Spot Market created in accordance with RA No. 9136.
WESM Rules	The rules promulgated pursuant to the EPIRA and other existing rules and regulations that govern the administration and operation of the WESM.

COMPANY OVERVIEW

The following discussion of the Company's business contains forward-looking statements, which involve risks and uncertainties. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth under Investment Considerations and Risk Factors and elsewhere in this Information Memorandum.

Alternergy Holdings Corporation ("**ALTER**", "**Alternergy**", or the "**Company**") is a renewable energy holding company that has a portfolio of investee companies which embarks on different renewable energy projects, such as wind, solar, run-of-river mini hydro, floating solar, and battery storage power projects. Its vision is to be a leading renewable energy firm in the Philippines and to strive to create a more sustainable future for the next generation.

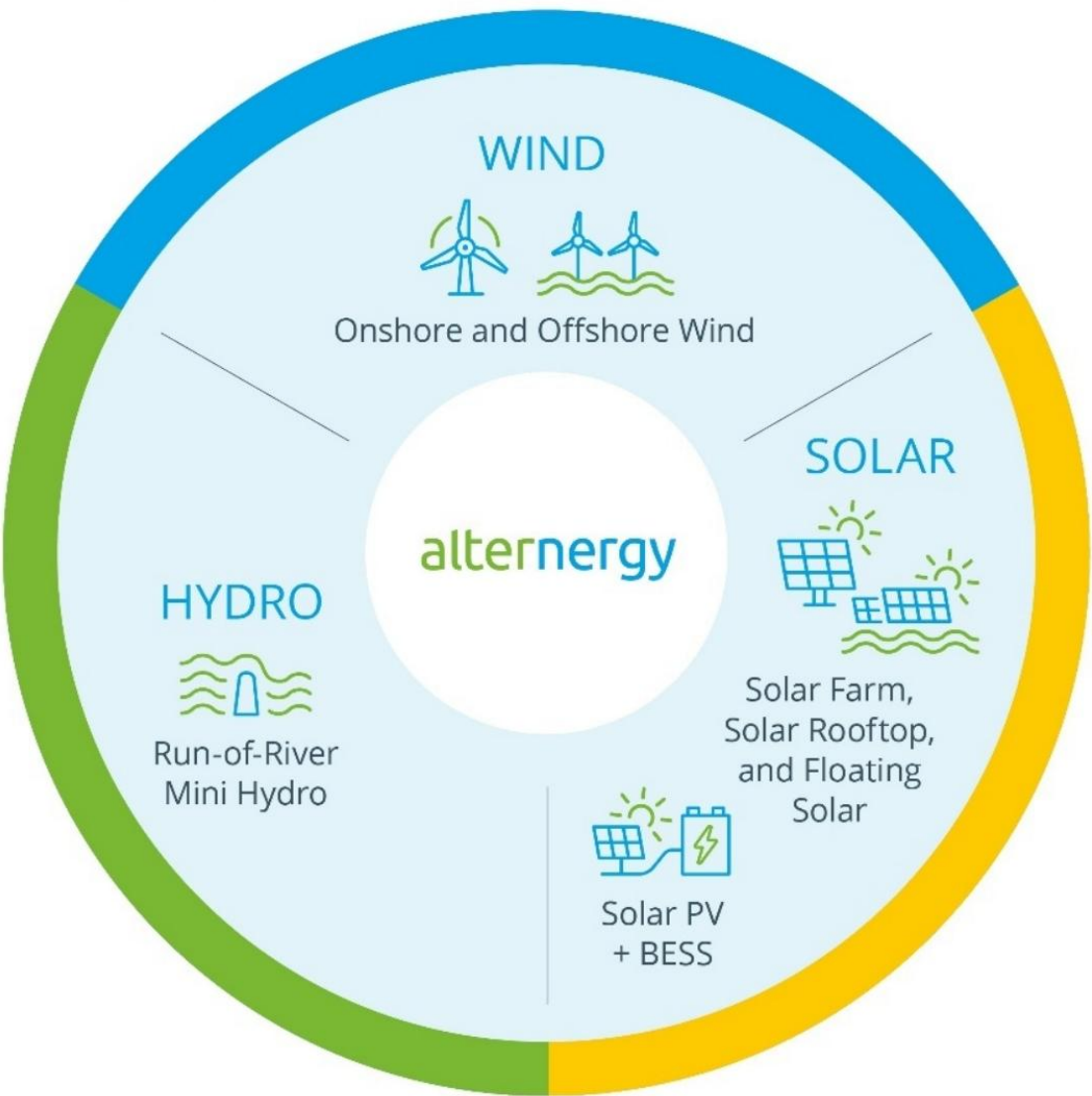
Currently, Alternergy owns and operates a combined installed capacity of 119 megawatts (MW). Alternergy's operational portfolio as of September 2026 spans the Philippines and the Republic of Palau. The Company has eleven (11) solar projects (eight (8) of which are under one solar rooftop portfolio), one (1) wind farm, and one (1) mini run-of-river hydro project.

As of end-2025, the Company's total installed capacity stood at 86 MW, excluding the 4.6-MW Dupinga Mini run-of-river Hydro Project and 28MW Balsik Solar which were completed on February 11, 2026.

These projects are generally supported by long-term off-take contracts with a mix of distribution utilities, electric cooperatives, government-backed programs (FIT and GEA programs), and commercial off-takers. In addition, ALTER has two (2) wind projects under advanced construction, namely, Alabat Wind and Tanay Wind, which are expected to achieve completion by 4Q 2026. These projects have a combined capacity of 192 MW, which will increase ALTER's current portfolio to 311 MW upon commissioning.

OUR CORE BUSINESSES

Triple Play Portfolio



Alternergy is a leading Philippine renewable energy platform positioned to benefit from the country's accelerating energy transition.



**Publicly
Traded** Company
since 2023

Ran by **Pioneers of
Renewable Energy** in the
Philippines after building the



FIRST wind farm in Southeast Asia

**Pure Renewable
Energy Portfolio**

company in Solar, Wind and
Run-of-River Mini Hydro

311MW

By end-2026¹

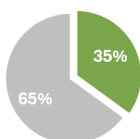
+179% increase from 119MW in
end-2025

Has received a **Very Strong,**

PRS Aa-

Investment Grade rating
from PhilRatings with a Stable
Outlook

Alternergy will produce **35%**
of the Philippines' total Wind
Energy by end-2026



The only pure renewable
Triple Play
developer and generator

1 – Alabat Wind 60MW and Tanay Wind 128MW to be completed in 2H 2026

Management and Leadership Team

Alternergy was founded by a management team led by former Philippine Energy Secretary Vicente S. Pérez, Jr. (2001–2005). Three founding partners—Knud Hedeager, Vicente Pérez, and Gerry Magbanua—were instrumental in developing the 33 MW Bangui Bay Wind Farm in North Luzon, the first commercial wind farm in Southeast Asia. After its completion, they came together to establish Alternergy, applying lessons learned at Bangui Bay to develop additional renewable energy projects across the Philippines.

Vicente S. Pérez, Jr. served as Philippine Energy Secretary from June 2001 to March 2005, where he promoted clean indigenous energy and crafted the country's renewable energy policy framework. During his tenure, the Philippine energy market was transformed through the Electric Power Industry Reform Act (EPIRA), landmark legislation that opened the grid, unbundled the sector, and paved the way for private sector participation in renewables.

Gerry Magbanua co-founded Alternergy in January 2007 and brings over 20 years of experience in the power industry. His financial modeling expertise proved instrumental in developing the pricing structure for the Feed-in Tariff (FIT) mechanism and FIT Allowance as part of the National Renewable Energy Board (NREB) Technical Working Group. He also played a key role in crafting the Green Energy Auction (GEA) financial models that continue to structure the industry today, creating fairness, bankability, and long-term sustainability for developers and consumers alike.

Knud Hedeager, a mechanical engineer by profession, co-founded Alternergy in January 2007 after gaining extensive management experience in the wind industry, including eleven (11) years as Senior Vice President at NEG Micon, one of the world's leading wind turbine manufacturers. He founded the Moorland Group, which invested in renewable power projects primarily in Asia and held a 28% equity stake in NorthWind Power until March 2011. He developed the Commonal-Uddiawan 1.8 MW run-of-river mini-hydro project in Solano, Nueva Vizcaya in

December 2010. Currently serving as the President of Alternergy Wind Holdings Corporation, Knud was instrumental in developing the first commercial wind farm in Southeast Asia, the iconic Bangui Bay Wind Farm in Ilocos Norte, a symbol of what was once impossible.

Michael J. Lichtenfeld serves as Director of Alternergy and President of Solar Pacific, Alternergy's solar partner company. Since co-founding Solar Pacific in 2012, he has led the growth of Alternergy's solar power capabilities, including the 12.53 MW Kirahon Solar Power Project — the first large-scale solar PV project in the Philippines built under a bilateral power supply agreement with a local utility – as well as the 15.3MWp PV + 13MWh BESS Palau Project; the 4.1MWp CitySun rooftop portfolio, and the 28MWp Balsik Solar Project. Prior to Alternergy, he served as Director of Utility Solar Development at SunEdison and Fotowatio (FRV), where he managed over 300 MW of solar development assets and closed more than USD 250 million in solar project financing.

Eduardo Martinez Miranda serves as Director and President of Alternergy Mini Hydro Holdings Corporation, overseeing the development of the Company's hydro portfolio. He brings a distinguished global career in finance, having held senior roles at Merrill Lynch Securities Philippines, Macquarie Securities Philippines, and the International Finance Corporation (IFC).

Janina C. Arriola serves as Director, Vice President, General Counsel, and the Chief Sustainability Officer of Alternergy, advising the Company on legal, regulatory, and contractual matters across all stages of project development. She previously held senior roles at First Gen Corporation, Energy Development Corporation, and Federal Land, Inc., and co-founded Winnergy Holdings Corporation, which built and operated the first floating solar farm in the Philippines.

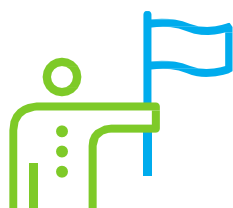
Maria Carmen G. Diaz serves as Chief Financial Officer and Chief Risk Officer of Alternergy, bringing twenty-five (25) years of experience in international commercial and development banking. Her expertise spans sustainable finance, ESG risk assessment, and investor relations, with prior roles at Calyon, Mizuho, the Asian Development Bank (ADB), and Rizal Commercial Banking Corporation (“RCBC”).

These individuals, and the partners who stood beside them, are not just Alternergy's founders—they are pioneers of renewable energy in the Philippines and the Pacific Islands.

Alternergy's management team has an extensive background in power development, energy policy, emerging markets, sustainable finance, and has pioneering experience in wind power globally.

Alternergy is anticipating rapid growth with a pipeline of assets in hydro, wind, solar, and battery energy storage under development, with potential installed capacity of about 1,600 MW of renewable energy.

The Three P's of Alternergy



Pioneering

The co-founders of Alternergy have impeccable knowledge on energy policy, extensive experience in power development and pioneering capability in wind power. In June 2005, the 33 MW Bangui Bay wind farm, the first wind farm in Southeast Asia, started its commercial operations. The success of the project can be attributed to the technical expertise of four of Bangui Bay's project partners who became the co-founders of Alternergy. This flagship paved the way for future renewables growth. We pride ourselves with fundamental achievements with extensive list of "firsts" in clean energy development in the country.



Proven

As a trusted partner, we have cultivated a long period of successful partnerships to bring our RE projects into reality. Our policy to create a more sustainable future for the next generation is anchored on our Triple Play Portfolio. Alternergy covers most of the key RE resources in solar, wind, run-of-river hydro, and battery storage plants. The ingenuity of Triple Play allows for a diversified mix of complementary power generation revenues. The different seasonality of solar, wind and hydro power energy resources, produce a steady cash flow for Alternergy. In addition, Triple Play can provide a 24-hour clean energy supply to green option customers.



Partnerships

Our well-planned and cost-effective RE projects are a true testament of our capabilities. From securing power supply agreements, to working with permitting government agencies, lenders, and local and international equity partners, all are secure with our track record. Since 2008, Alternergy has developed 119 MW of operating assets in wind and solar and a potential installed capacity of up to 500 MW of renewable energy in 2026.

Key Milestones and Industry Firsts

Alternergy is a company of 'firsts', driven to establish new precedents that drive the development of clean energy in the Philippines. As a pioneer in renewable power, Alternergy helps the Philippines achieve its renewable energy potential by developing a robust pipeline of wind, solar, and run-of-river hydro projects. Alternergy is committed to strictly focus on renewable power and not invest in nuclear power and fossil fuel generation such as coal, fuel, oil, and natural gas. Select examples include:

- **FIRST** mover in wind energy in Southeast Asia, having developed the Bangui Bay Wind Farm in 2005;
- **EARLIEST** awarded wind contracts from the Department of Energy of the Philippines in 2008. Recipient of the first contracts from the Philippines Department of Energy for wind power: The first of Alternergy's DOE service contracts was awarded in 2008 and allowed Alternergy to start conducting wind resource assessment studies in six potential sites;
- **FIRST** non-recourse local bank project financing, without corporate guarantee for 54MW Pililla Wind Farm in 2014. Three domestic banks extended an innovative non-recourse financing without a corporate guarantee, which was recognized with a Sustainable Finance award by the International Finance Corporation;
- **FIRST** bilateral solar contract approved by the Energy Regulatory Commission ("**ERC**") for Kirahon Solar Project in 2015. Alternergy actively engaged in familiarizing the regulators on the unique attributes of solar power, thus paving the way for an appropriate approval process for future bilateral solar contracts, as solar projects become more prevalent;
- **FIRST** non-recourse local bank project financing for CitySun solar rooftop portfolio in 2017. RCBC, a commercial bank, extended financing for eight commercial mall solar

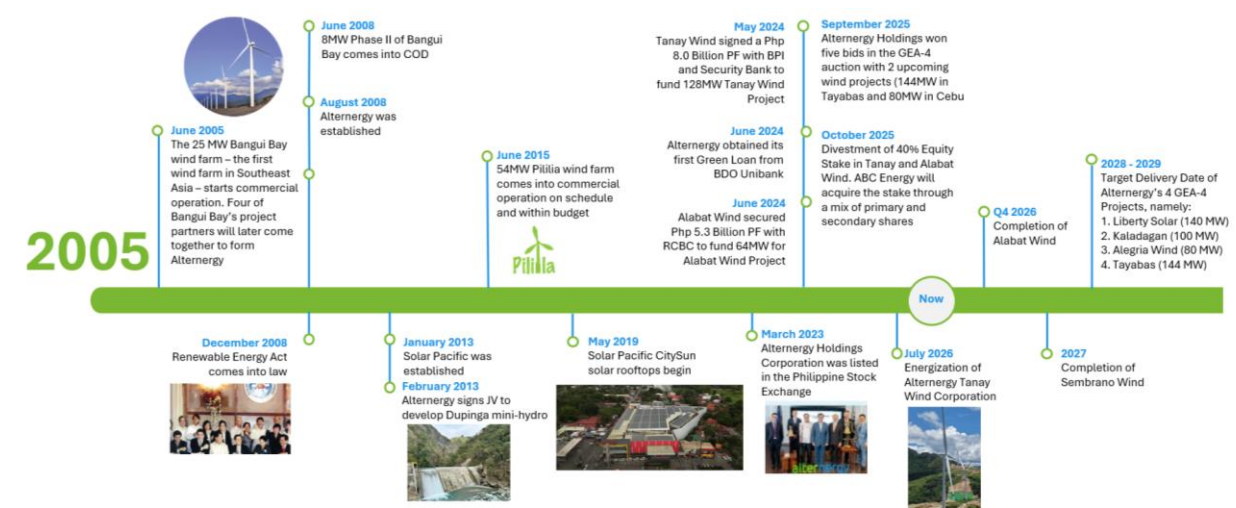
rooftops under a single facility creating the first multi-site solar rooftop portfolio under one project financing facility;

- **FIRST** and largest battery energy storage in western Pacific. Alternergy developed the first solar PV and battery energy storage hybrid project in the Republic of Palau, the largest solar hybrid project in the western Pacific, which started operations in 2023;
- **FIRST** to utilize the largest turbines in the world outside China, 8MW wind turbines from Envision Energy;
- **FIRST** publicly listed company and renewable energy developer to receive the Philippine Green Equity Label from the SEC on October 29, 2025; and
- One of the **fastest growing renewable energy companies** in the Philippines, targeting 1 Green Gigawatt by 2030 with a robust pipeline ~2.8GW across all development stages.

With a proven track record of developing, building, and operating ground-breaking renewable energy projects in the country, Alternergy's vision is to be a leading renewable energy firm in the Philippines and to strive to create a more sustainable future for the next generation. Developing projects across the country, the Group is focused on helping the Philippines achieve its renewable energy potential through the development of wind, solar, and run-of-river hydro power projects.

Looking ahead, the Company's growth in scale and capacity will be supported by the Department of Energy's aggressive push to increase the share of renewable energy in the Philippines' overall power generation to 35% by 2030 and to 50% by 2040.

The figure below shows a timeline of Alternergy's history, depicting a 19-year track record from self-funded entrepreneurs to a strategic player in the fast-growing Philippine renewable energy sector:



Sustainability and ESG Initiatives

Alternergy's policy to create a more sustainable future for the next generation is anchored on its Triple Play Portfolio. The ingenuity of Triple Play allows for a diversified mix of complementary power generation revenues. The different seasonalities of solar, wind and hydro power energy resources, produce a steady cash flow year-round for the Company. To further strengthen this foundation, Alternergy is integrating Battery Energy Storage Systems ("**BESS**") across its portfolio, ensuring grid stability, optimizing dispatch, and maximizing the reliability of its renewable energy output. In addition, Triple Play, supported by BESS, can provide a 24-hour clean energy supply to green option customers.

Consistent with Alternergy's commitment to environmental sustainability, the Group has modeled the tons of carbon dioxide equivalent (tCO₂e) mitigated through the installation of renewable energy, against a business-as-usual projection for the power mix. The tCO₂e mitigated are estimated using Alternergy's conservative grid emissions factor of 50%, i.e., one MWh of electrical output is equivalent to 0.5 tCO₂e mitigated. As disclosed in its 2025 Sustainability Report (page 65), Alternergy has a higher total avoided emissions (125,609 tonnes of CO₂ emissions avoided) compared to their Scope 1 emissions (76 tonnes of CO₂ emissions), demonstrating their **net positive** environmental impact.

Recent Developments

ALTER issued the first dividend payment to Common Shareholders in the amount of ₱39 million in September 2025.

On October 29, 2025, Alternergy became the first PSE-listed company and first renewable energy developer to receive a Green Equity Label from the SEC — a proud recognition under SEC Memorandum Circular No. 13, series of 2025, awarded to companies where more than 50% of revenues and capital/operating expenses are derived from or directed toward green activities.

Exciting growth is on the horizon: two of Alternergy's largest majority-owned assets to date, the 128 MW Tanay Wind and 64 MW Alabat Wind projects, are on track to begin operations and generate revenue by 3Q 2026.

In January 2026, the wholly-owned 28 MW Balsik Solar achieved commercial operations.

In February 2026, the 4.6 MW Dupinga run-of-river Mini Hydro reached completion. Both projects are already contributing to the Group's bottom line.

Alternergy's pipeline continues to expand — four additional projects qualified in the 4th Green Energy Auction of the DOE, bringing the Company closer to its goal of One Green Gigawatt by 2030.

To help accelerate that vision and to recycle capital for future growth, Alternergy welcomed a minority co-investment of ₱2.4 billion from a unit of PSE-listed A Brown Company, Inc. into the Tanay and Alabat wind projects. ABC Energy completed its investment ahead of the commercial operations of both projects. The investment successfully closed in July 2026, bringing ABC

Energy's ownership to the full 40% in each project company. Following an early-closing adjustment, the final transaction value was approximately ₱2.3 billion, while Alternergy retained its 60% majority ownership and management control.

In July 24, 2026, following the SEC approval, AlterPower RES license has been officially approved by the ERC which will allow the Group to sell its produced energy directly to customers.

In August 2026, Philippine Rating Services Corporation assigned Alternergy a PRS Aa minus rating with a Stable Outlook in connection with a proposed issuance of up to ₱2 billion in fixed-rate corporate notes.

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Pipeline of Operating and Future Alternergy Renewable Energy Projects

Project Co	Project Status	Economic Interest (direct + indirect)	Control/ Voting (direct + indirect)	Capacity (MW)	Net Generation (MWh/year)	Commercial Operations Date	Target Start of Commercial Operations
SOLAR ENERGY							
Solar Pacific Energy Corp. (Sub-Holding Company, 60.00% economic interest and 77.76% voting interest owned by ALTER)							
Subsidiaries:							
Kirahon Solar Energy Corporation	Operating ¹	64.99%	69.43%	12.53	17,644	October 2015	-
Solana Solar Alpha, Inc	Operating	60.00%	77.76%	28.00	44,624	January 2026	-
Solar Pacific Pristine Power, Inc	Operating	23.6%	39.58%	15.30	22,388	December 2023	-
Liberty Solar Energy Corporation	Developing ²	100.00%	100.00%	140.00	241,928	-	Q4 2028
Kalandagan Solar Power Corporation	Developing	100.00%	100.00%	100.00	169,449	-	Q4 2028
Affiliates:							
Solar Pacific CitySun Corporation	Operating	30.60%	35.04%	4.07	4,875	Phase 1 Batch 1 (6 Projects): September 2018 Phase 1 Batch 2 (2 Projects): May 2019	-
WIND ENERGY							
Alternergy Wind Holdings Corporation (Sub-Holding, 100.00% owned by ALTER)							
Subsidiary:							
Tanay Wind Power Project	Under Construction ³	60.00%	60.00%	128.00	298,629	-	Q3 2026
Alabat Wind Power Project	Under Construction	60.00%	60.00%	64.00	214,423	-	Q4 2026
Abra de Ilog Wind Project	Early Stage	100.00%	100.00%	-	-	-	-
Alegria Wind Power Project	Developing	95.00%	95.00%	80.00	203,304	-	Q4 2028
Tayabas North Wind Project	Developing	95.00%	95.00%	144.00	357,654	-	Q4 2028
Tayabas South Wind Project	Early Stage	100.00%	100.00%	152.00	-	-	-
Affiliates:							
Pitilla Wind Power Corporation	Operating	5.00%	5.00%	54.00	136,966	June 2015	-
Sembrano Wind Power Corp.	Under Construction	10.00% ⁴	10.00%	93.75	320,957	-	Q2 2027
Other Pipeline Projects							
Batangas Wind Power Project	Early Stage ⁵	100.00%	100.00%	200.00	-	-	-
Albay Wind Power Project 1	Early Stage	100.00%	100.00%	200.00	-	-	-

¹ Operating refers to: Assets that have completed or are going through testing, commissioning, and energization

² Developing refers to: Assets that have a target NTP but have not yet started construction; have not reached Financial Close

³ Under Construction refers to: Assets that announced NTP and have not yet reached testing, commissioning, and energization

⁴ Option to expand to 10.00% being exercised by AWHC

⁵ Early Stage refers to: Assets where NTP is expected to commence in more than 2 years' time. Most permits have not been obtained.

Albay Wind Power Project 3	Early Stage	100.00%	100.00%	150.00	-	-	-
MINI HYDRO ENERGY							
Alternergy Mini Hydro Holdings Corporation (Sub-Holding, 100.00% owned by ALTER)							
Subsidiaries:							
Lamut Asipulo Mini Hydro Corp.	Ready to Build ⁶	99.70%	100.00%	7.10	36,200	-	-
Affiliates:							
Kiangan Mini Hydro Corporation	Under Construction	30.00%	30.00%	Phase 1A: 8.20 MW	Phase 1A: 41,410	-	Phase 1A: Q1 2028
Dupinga Mini Hydro Corporation	Operating	46.00%	46.00%	4.68	22,611	February 2026	-
TOTAL				1,585.63	2,133,062		

Source: Information provided by Alternergy

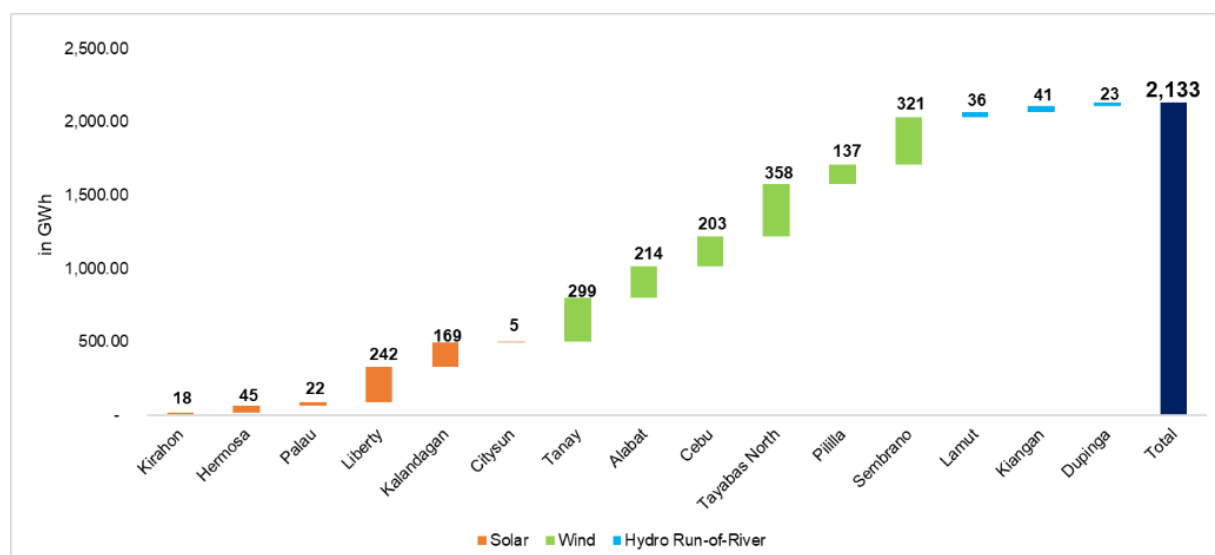
These projects are currently in various stages of development. Alternergy has developed 118.58 MW⁷ of operating assets in wind, solar, energy storage, and run-of-river mini hydro. Alternergy’s projects under development phases have a potential capacity of up to 1,467 MW⁸. It may also acquire other renewable energy projects.

⁶ Ready to Build: All permits obtained including Right of Way, tender process and technical studies completed, ready for construction

⁷ 118.58 MW Gross Installed Capacity refers to: 54MW Pililla Wind, 12.53MW Kirahon Solar, 4.07MW Solar Pacific CitySun, 15.30MW Palau Solar + BESS, 28MW Balsik Solar, 4.68 MW Dupinga ROR Mini Hydro

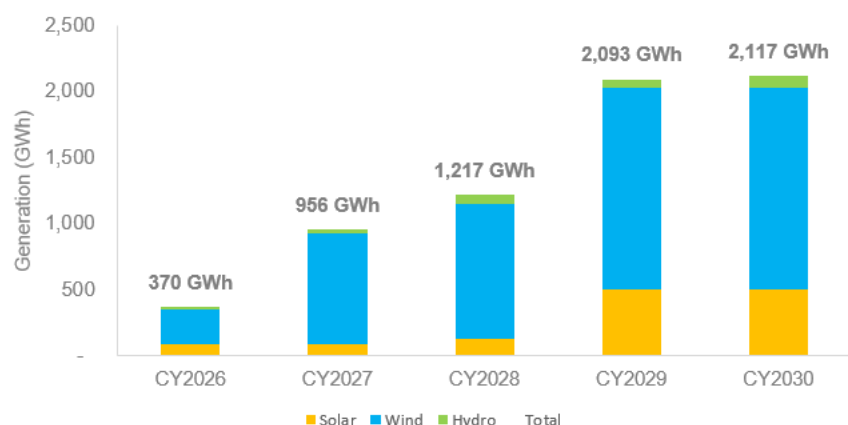
⁸ The 1,467.05 MW project pipeline consists of: 140 MW LSEC (floating solar), 100 MW KSPC (solar + ESS), 128 MW ATWC (onshore wind), 64 MW AWPC (onshore wind), 93.75 Sembrano Wind, 80 MW Alegria Wind (onshore wind), 144 MW Tayabas North Wind (onshore wind), 200 MW Batangas Wind (onshore wind), 200 MW Albay Wind 1 (onshore wind), 150 MW Albay Wind 3, 152.00 MW Tayabas South (onshore wind), 8.20 MW KMHC (ROR Mini Hydro), 7.10 MW LAMHC (ROR Mini Hydro)

Project Pipeline Estimated Net Energy Generation (GWh) – per project



Source: Information provided by Alternergy

Project Pipeline Estimated Net Annual Generation (GWh) – per resource



Source: Information provided by Alternergy

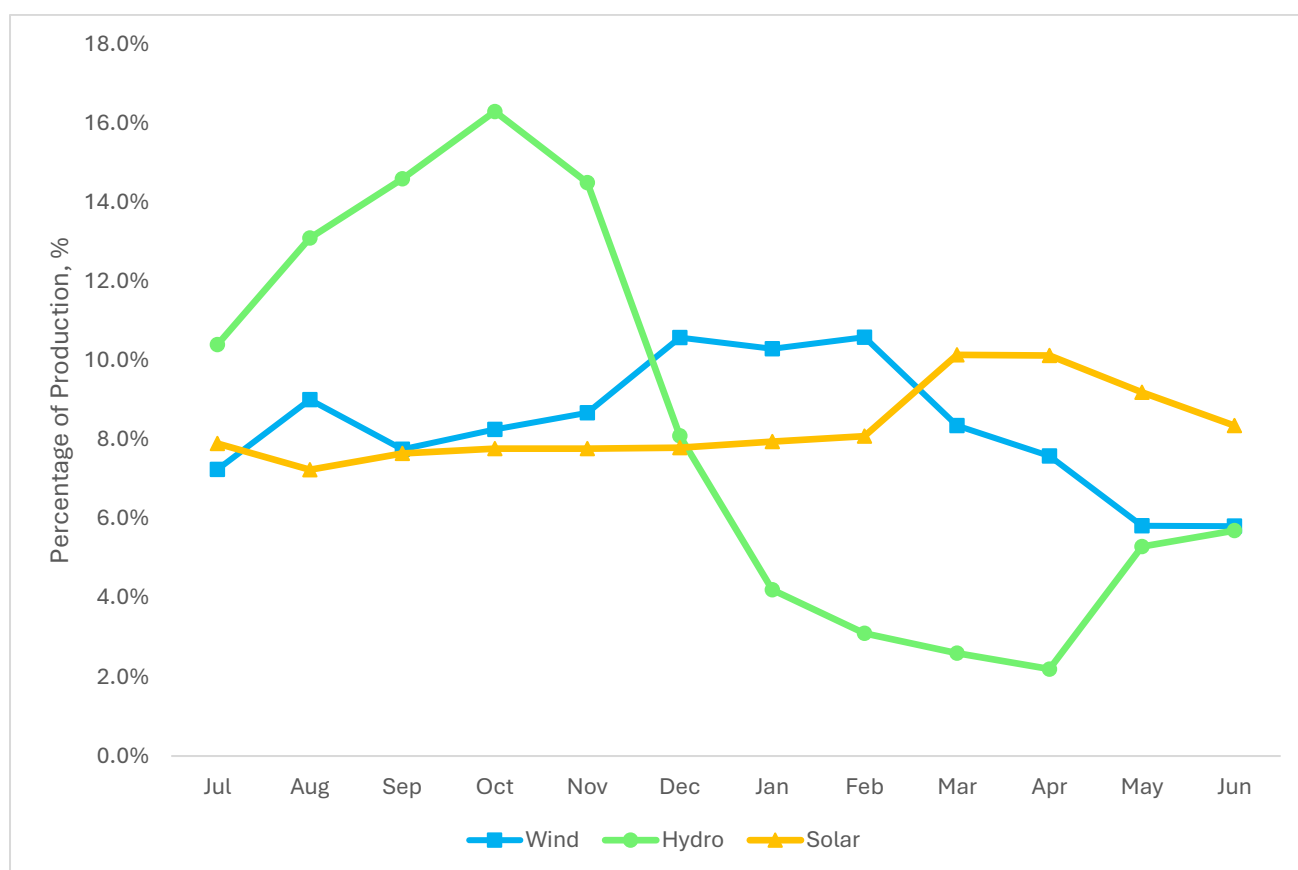
Diversified “Triple Play” Portfolio of Hydro, Wind and Solar

The Company’s Triple-Play Portfolio strategy leverages on the seasonal variations of these renewable energy sources, ensuring steady cash flow generation throughout the year. It has also started to integrate Battery Energy Storage Systems (BESS) across its portfolio, further enhancing overall grid stability.

⁹ CY refers to Calendar Year (January–December), as distinct from Alternergy’s Fiscal Year (FY), which runs from July to June.

Alternergy uses the Triple-Play Portfolio to directly address two negative impacts: (1) climate seasonality and (2) revenue streams. Through the business strategy of harnessing clean energy through three technologies, Alternergy ensures an all-year round practical solution to maximize seasonality in the Philippines and provide a steady cash flow for loan obligations to recur development costs and shareholder returns. This ingenuity provides a 24-hour clean energy supply to green option customers and allows for a diversified mix of complementary power generation revenues.

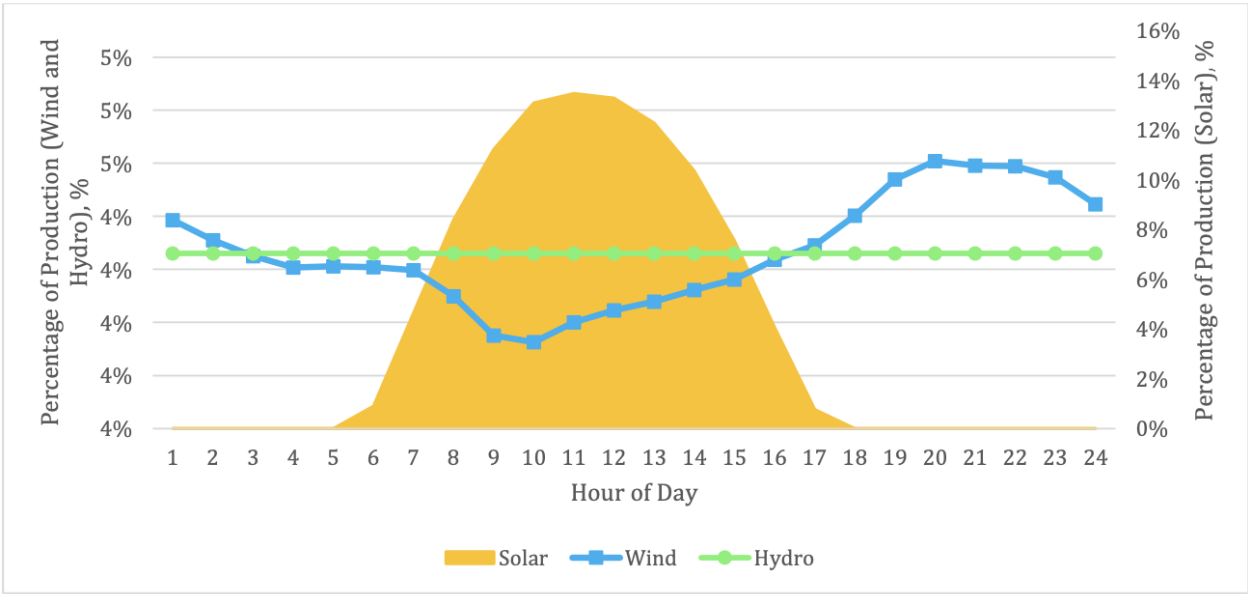
The following chart presents the complementary seasonal generation of the “Triple Play” renewable energy portfolio:



Source: Information provided by Alternergy

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The chart below shows the comparison of the three renewable energy resources daily production. The Triple-Play strategy of Alternergy can provide a 24-hour clean energy supply to green option customers.

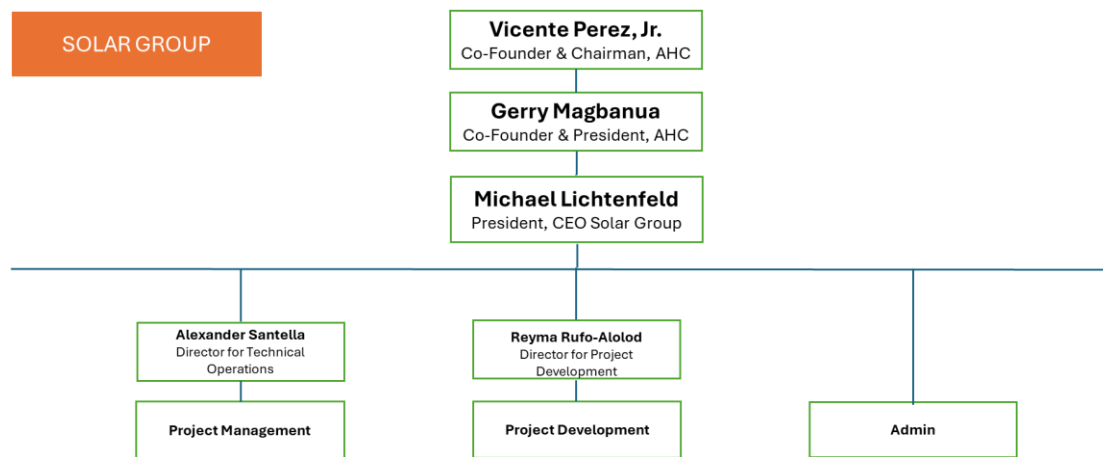


Source: Information provided by Alternergy

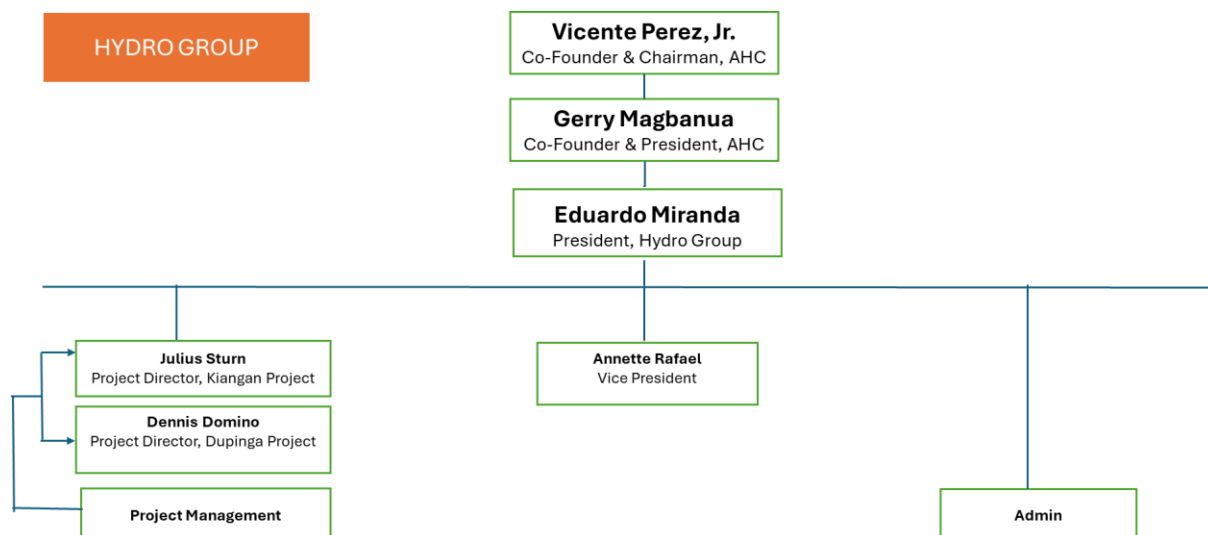
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The following charts present the Company's corporate structure.

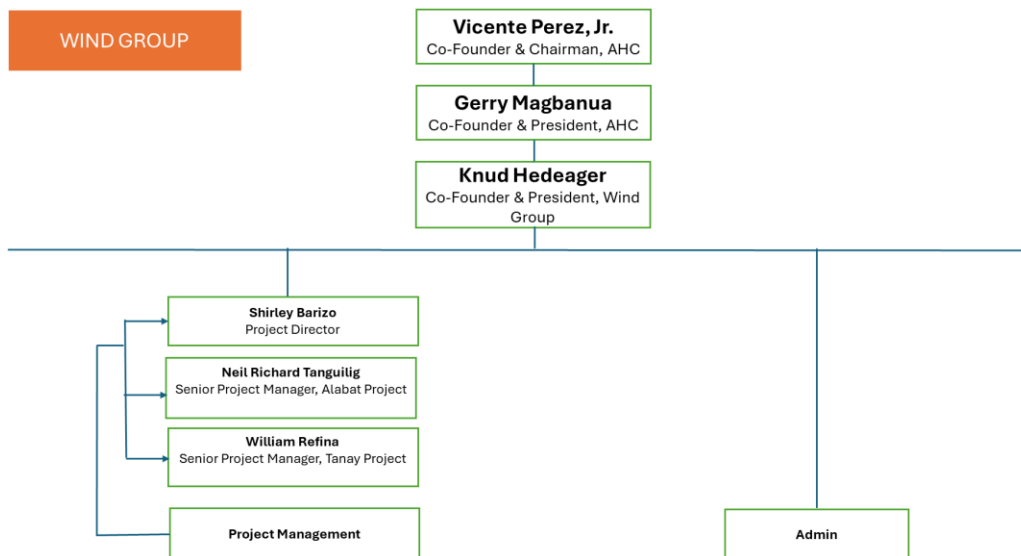
The following chart sets forth an overview of the organizational chart and reporting structure of the Group:



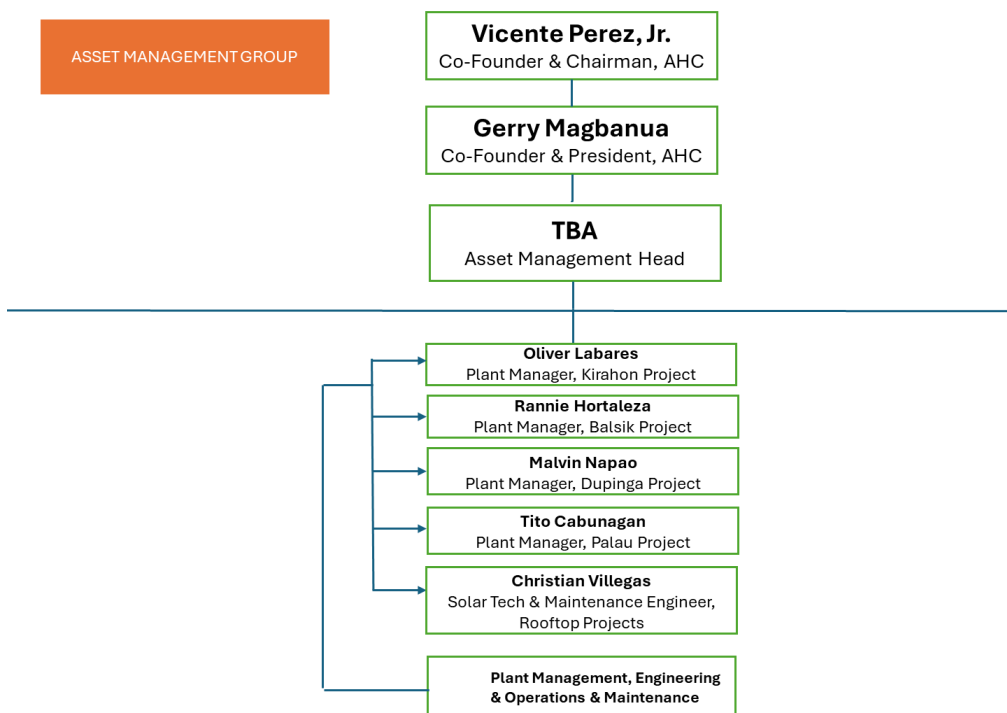
Source: Information provided by Alternergy



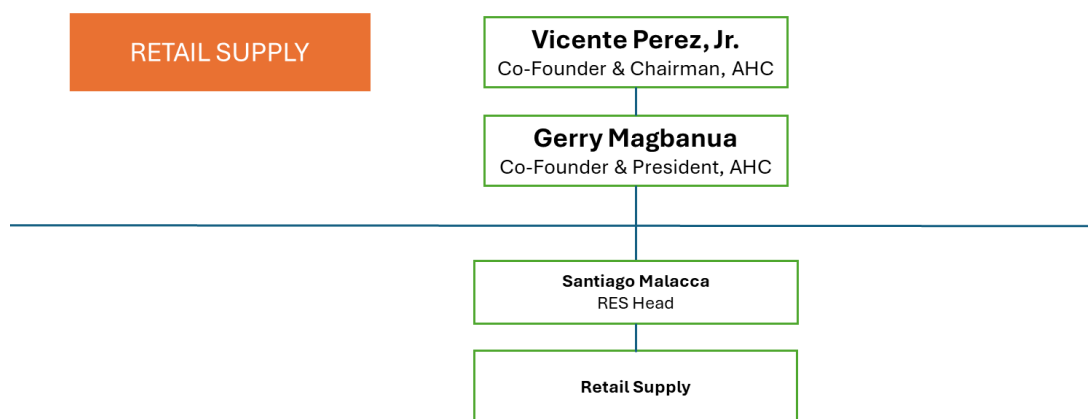
Source: Information provided by Alternergy



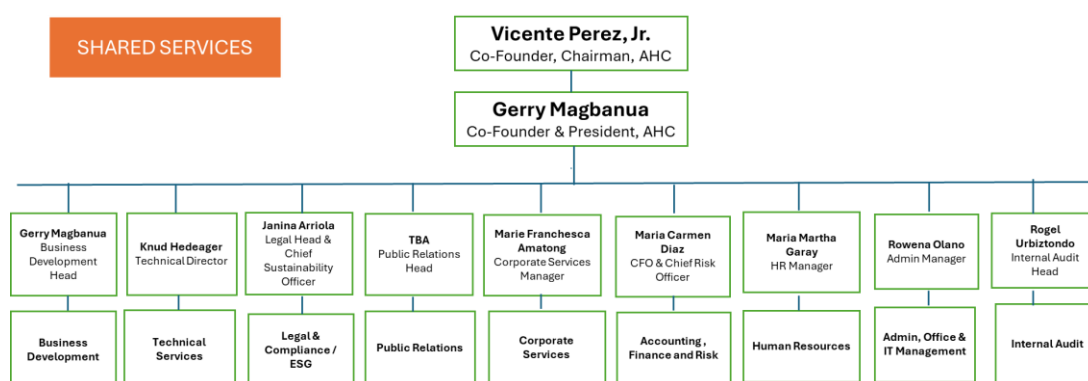
Source: Information provided by Alternergy



Source: Information provided by Alternergy



Source: Information provided by Alternergy



Source: Information provided by Alternergy

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Solar Energy Portfolio

Alternergy Solar Holdings Corporation (“ASHCo”)

Alternergy Solar Holdings Corporation is ALTER’s wholly-owned solar energy sub-holding company that will hold ALTER’s indirect investments in various solar investee companies.

On October 11, 2024, ALTER completed the establishment of Alternergy Solar Holdings Corporation (“**ASHCo**”). The move is part of the ongoing re-alignment of the Group to organize its portfolio of renewable energy technologies under separate intermediate holding companies. ASHCo will hold ALTER’s solar projects similar to the currently existing Alternergy Wind Holdings Corporation (“**AWHC**”) for wind projects and Alternergy Mini Hydro Holdings Corporation (“**AMHHC**”) for run-of-river hydro projects.

ALTER owns 100.00% economic and voting interest in ASHCo.

Solar Pacific Energy Corporation (“SPEC”)

SPEC is ALTER’s solar energy sub-holding company that develops, builds, owns, and operates solar power plants on islands throughout the Philippines and the Pacific.

SPEC was co-founded in January 2013 by Vicente S. Pérez Jr., and Michael Lichtenfeld. Michael Lichtenfeld is a former Director of Utility Project Development at SunEdison in San Francisco, responsible for the entire western United States focused on Nevada and California solar markets. He led the development of the 24.8 MWP Apex Solar Project, the 25.0 MWP Vega Solar Project, and the 38.5 MWP Spectrum Solar Project. In 2018, SPEC became majority owned by ALTER, with ALTER holding a 60.00% economic interest and 77.76% voting interest in SPEC.

The DOE has awarded SPEC’s various subsidiaries a total of 300 MWAC of Solar Energy Service Contracts (“**SESC**”) and Solar Energy Operating Contracts (“**SEOC**”) for the development of solar power projects in Aklan, Bataan, Cavite, Cotabato, Davao del Norte, Misamis Oriental, Negros Oriental and Occidental, Pampanga, Sultan Kudarat, and Tarlac. SPEC has also signed bilateral Power Sale Agreements (“**PSAs**”) with distribution utilities and has signed multiple PSAs with commercial malls throughout the country. In addition, SPEC has submitted a binding offer to a leading public utility in the Pacific Islands region for a large solar PV plus battery storage project PPA.

As of the date of this Information Memorandum, SPEC owns 25.03% (representing economic and voting interest) of Kirahon Solar Energy Corporation, 100% (representing economic and voting interest) of Solana Solar Alpha Inc., 12.67% economic interest and 51.01% voting interest in Solar Pacific Pristine Power Inc., and 25.00% (representing economic and voting interest) in Solar Pacific CitySun Corporation.

Kirahon Solar Energy Corporation (“KSEC”)

In July 2013, SPEC entered into a Memorandum of Understanding (“**MOU**”) with Mindanao Energy Systems (“**MINERGY**”) for the development of Kirahon Solar Power Project Phase I

(“**Kirahon Solar Plant**”), a ground-mounted Solar Photovoltaic Generation System (“**PVS**”). KSEC, in a partnership between SPEC and MINERGY, owns and operates the Kirahon Solar Power Project located in MINERGY Business Park, Philippine Veterans Investment Development Corporation (“**PHIVIDE**”) Industrial Estate, Iligan-Cagayan de Oro-Butuan Road, Sitio Kirahon, Barangay San Martin, Villanueva, Misamis Oriental. KSEC owns full title to the project site.

The 12.529 MWp Kirahon Solar Power Plant (KSPP) was the first and largest scale solar photovoltaic (“**PV**”) project in the Philippines at the time it was built in 2015. JUWI Renewable Energies Pte. Ltd. was the Engineering, Procurement and Construction (“**EPC**”) contractor and currently the operations and maintenance contractor.

The Kirahon Solar Plant is an embedded generation project within the franchise of the local private distribution utility Cagayan Electric Power and Light Company (“**CEPALCO**”). It supplies renewable electricity to the CEPALCO customers under a twenty-five (25)-year Power Supply Agreement (“**PSA**”), the first bilateral PSA approved by the ERC in October 2014.

The ERC issued Kirahon Solar Plant’s Certificate of Compliance (“**COC**”) to start commercial operations in November 2015 with a validity period of five (5) years. The latest Provisional Authority to Operate (“**PAO**”) is valid until November 2024. In August 2024, KSEC applied for the renewal of its COC, and received the Perpetual COC on 14 January 2025.

Since the start of operations, the Kirahon Solar Power Plant has generated around 106% of its expected annual generation target. The plant supplies clean electricity for up to 8,000 local households each year. As a renewable resource, it offsets 18 million kWh per year of diesel power plant output.

The Kirahon Solar Power Plant was financed by RCBC under a non-recourse project financing facility, the first of its kind for a utility-scale solar PV project in the Philippines.

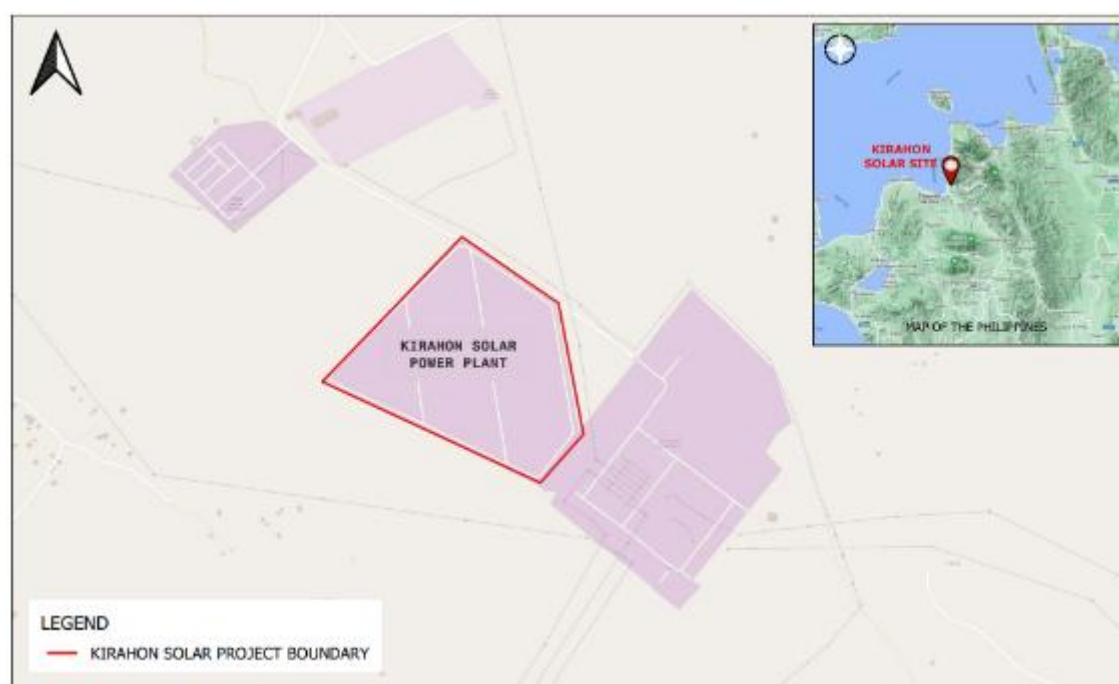
ALTER directly owns 49.97% economic and voting interest in KSEC. In addition, ALTER has 60% economic interest and 77.76% voting interest in SPEC, which in turn owns a 25.03% economic and voting interest in KSEC. The effective additional 17.76% voting interest of ALTER in KSEC stems from the voting non-economic preferred shares of SPEC acquired by ALTER from NCP Advisors Philippines, Inc. in August 2022. The difference in the direct and indirect economic and voting percentages in KSEC is due to the difference in the economic and voting percentages of ALTER in SPEC. Thus, ALTER has a direct and indirect economic interest of 64.99% and direct and indirect voting interest of 69.43% in KSEC.

Project Summary:

Project Owner	KSEC
PV Power plant size	12.5 MW _{DC} / 10.0 MW _{AC}
Annual Net Generation (estimate)	18,125 MWh / year
Annual Specific Yield (estimate)	1,450 kWh/ kW _p

Annual Degradation Rate (estimate)	0.70%
Location	Minergy Business Park, PHIVIDEC Industrial Estate, Iligan-Cagayan de Oro-Butuan Road, Sitio Kirahon, Barangay San Martin, Villanueva, Misamis Oriental
Off-taker	CEPALCO
PSA Term	25 years (until 2040)
PSA Tariff	ERC approved tariff of ₱8.75/ kWh, adjusted annually
Site Control	150,000 sqm. owned by KSEC
Interconnection	34.5kV to CEPALCO Grid
Start of Operations	October 25, 2015

The following displays the location map and aerial photo of the Kirahon Solar Power Project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy; Photo by: Bong Bajo.

Solana Solar Alpha Inc. (“SSAI”)

SSAI owns the 28MW_{DC}/20 MW_{AC} Balsik Solar power project (“**SSAI Project**”) in Hermosa, Bataan. The Balsik Solar Plant has obtained major development permits, completed critical technical feasibility studies, and secured off-take agreements necessary to start the development phase. The site area, covering 30 hectares, is fully titled to and owned by SSAI.

The EPC Contract with China Energy Engineering Group Guangdong Electric Power Design Institute Co., Ltd. (“**GEDI**”) was signed on August 21, 2024, for the engineering, design, procurement, installation, commissioning and construction of the Balsik Solar Project on a fixed-price turn-key contract. SSAI has also executed a Connection Agreement with NGCP via its 69kV transmission line located 350 meters from the Project site and secured all necessary rights-of-way (“**ROWS**”) for the transmission line.

The Balsik Solar Project issued the Notice to Proceed to start construction on September 2, 2024.

On December 26, 2024, SSAI and RCBC signed a non-recourse project financing for up to ₱1.033 billion with competitive commercial terms. To date, SSAI has fully drawn from the project finance facility.

SSAI began selling into WESM starting October 31, 2025 when it achieved Energization as Generator in accordance with NGCP rules and regulations and first injected power to the NGCP grid, which continued until the commercial operations date (COD). It passed all Grid Compliance Testing requirements with NGCP in December 2025.

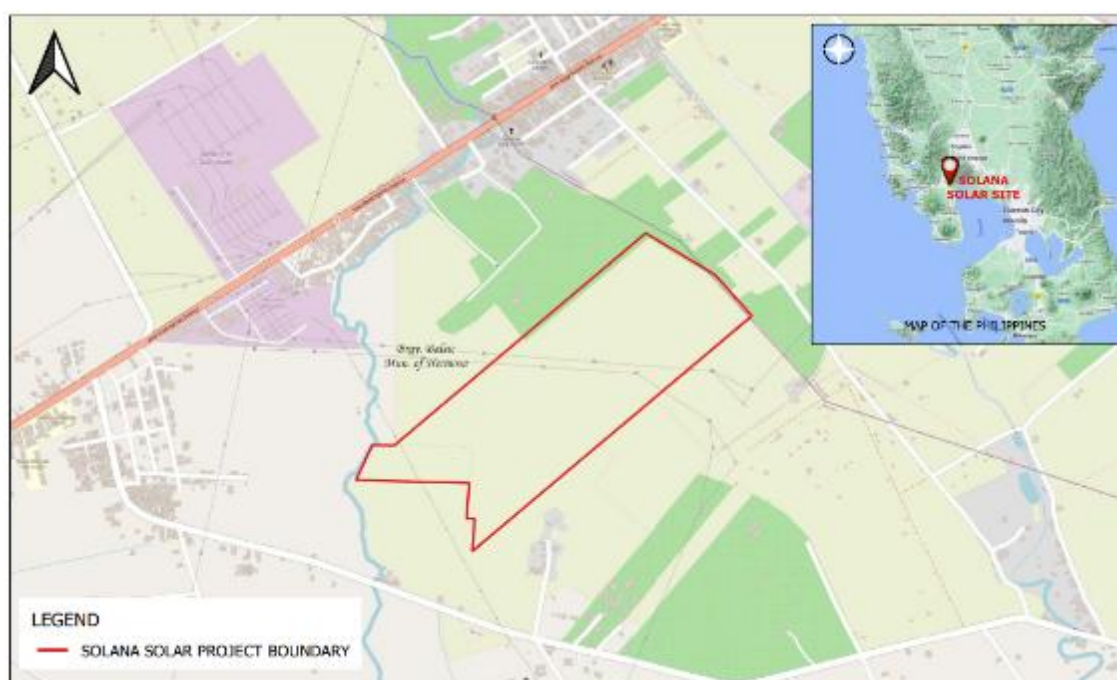
SSAI acquired its Final Certificate of Authority to Connect (“**FCATC**”) from NGCP on January 14, 2026 and started commercial operations on the same date. The plant has the capacity to supply clean electricity for up to 18,600 local households each year.

Alternergy has a 60% economic interest and a 77.76% voting interest in SPEC, which in turn has a 100% economic and voting interest in SSAI. Thus, Alternergy has an indirect economic interest of 60% and indirect voting interest of 77.76% indirect voting interest in SSAI

Project Summary:

Project Owner	SSAI
PV Power plant size (<i>estimate</i>)	28.0 MW _{DC} / 20.0 MW _{AC}
Annual Net Generation (<i>estimate</i>)	44,624 MWh / year
Annual Specific Yield (<i>estimate</i>)	1,597kWh/ kW _p
Annual Degradation Rate (<i>estimate</i>)	0.40%
Location	Hermosa, Bataan
Off-taker	WESM; currently in discussion with potential off-takers
Site Control	290,083 sqm. Fully titled and owned by SSAI 2,879 sqm. Perpetual right of way
Interconnection	69kV NGCP Hermosa Substation located 350m from property Connection Agreements signed with NGCP
Start of Operations	14 January 2026

The following displays the location map and aerial photo of the SSAI project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Solar Pacific Pristine Power Inc. (“SPPPI”)

SPEC developed Alternergy’s first renewable energy project outside the Philippines and its first hybrid solar and battery energy storage project through SPPPI. It was selected through a competitive process by Palau Public Utilities Corporation (“**PPUC**”), the state-owned authority of the Republic of Palau. The Palau Solar SPV + BESS Project (the “**Palau Project**”) has a capacity of 13.2 MW_{AC}, and 15.3 MWh BESS. The plant has the capacity to supply clean electricity for up to 9,800 local households each year.

SPPPI is the first Independent Power Producer in Palau and sells its generation output to PPUC under a 20-year PPA at a fixed tariff in U.S. dollars. The PPA is extendable for another five years.

The Palau Project interconnects to PPUC’s grid network at 34.5kV located 400 meters from the point of interconnection with PPUC’s grid under a Grid Connection Agreement (“**GCA**”) in June 2021.

SPPPI acquired possessory rights over the project site under a Lease Agreement signed in January 2021. The land is privately-owned and is largely clear of forest cover. The Palau Project was carefully designed to be built on savannah land, to avoid any clearing of the adjacent forest areas and to minimize impact to the local environment.

SPPPI obtained project funding from the government of Australia through the Australian Infrastructure Financing for the Pacific. The Palau Project is intended to help achieve the Palau’s goal of 20% renewable energy share by 2025, as part of its commitment to the Paris Climate Treaty.

Construction of the Palau Project started in April 2022 with JUWI Renewable Energies Pte. Ltd. as the EPC contractor. The Commercial Operations Date (“**COD**”) of the project was achieved on December 31, 2023.

In October 2025, AIFFP management explored and fast tracked the discussion about the additional BESS Augmentation to address the curtailment issue under AIFFP Grant Funding. The additional capacity includes a BESS of 4.8 MW_{AC} / 19.8 MWh, which increases the overall capacity of the BESS from the existing 10.2 MW_{AC} / 12.9 MWh to 15.0 MW_{AC} / 32.7 MWh. The BESS Augmentation Project started construction in June 2026 with Surangel & Sons Construction Company for the balance of plants execution and target to complete within 4th quarter of calendar year 2026.

In March 2026, Palau Solar + BESS, which had previously received a grant of AUD 4 million from the Australian Infrastructure Financing Facility for the Pacific (AIFFP), secured a further grant of up to AUD 12.5 million (AUD 12,548,261.63) during the year to fund the Palau BESS 2 Project — an expansion of the existing battery energy storage facility by approximately 5.00 MW_{ac} / 19.80 MWh. The expanded BESS capacity will support the delivery of more sustainable and clean energy to the Palau grid by storing excess solar PV generation for discharge during periods of low solar output.

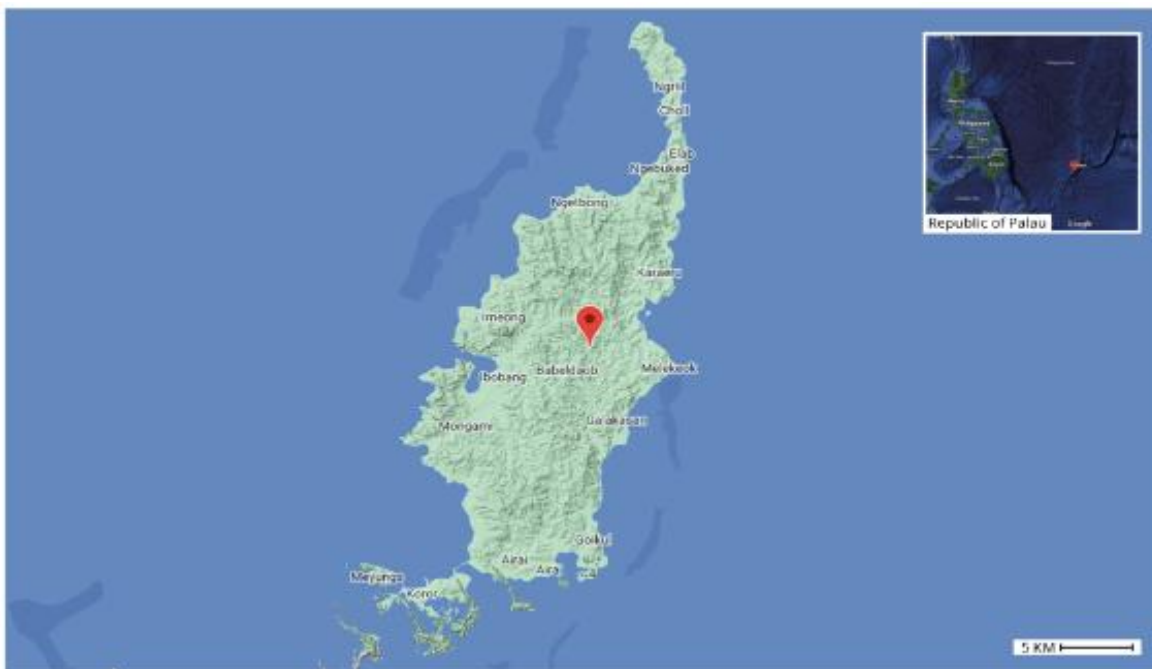
ALTER currently has 10.00% direct economic interest and 5.60% voting rights in SPPPI, and has a 60% economic interest and 77.76% voting interest in SPEC, which in turn has 12.67% economic interest and a 51.01% voting interest by way of owning additional voting non-economic preferred shares in SPPPI. Thus, ALTER has a direct and indirect economic interest of 17.60% and a direct and indirect voting interest of 45.27% in SPPPI.

In August 2026, AHC acquired an additional 6.00% economic interest with 3.4% voting rights in SPPPI. This resulted in ALTER holding a direct and indirect 23.60% economic interest and direct and indirect 39.58% voting interest in SPPPI.

Project Summary:

Project Owner	SPPPI
PV Power plant size (<i>estimate</i>)	Solar PV: 15.3 MW _{DC} / 13.2 MW _{AC} BESS: 10.2 MW _{AC} /12.9 MWh
Annual Net Generation (<i>estimate</i>)	22,388 MWh / year
Annual Specific Yield (<i>estimate</i>)	1,507 kWh/ kW _p
Annual Degradation Rate (<i>estimate</i>)	0.30%
Location	Ngatpang State, Babeldaob island, Palau
Off-taker	PPUC
PSA Term	20 years, with option to extend for another five (5) years
PSA Tariff	Fixed in U.S. Dollars
Interconnection	34.5kV transmission line of PPUC located at 400m from property; Connection Agreement signed with PPUC
Start of Construction	April 2022
Start of Operations	December 2023

The following displays the location map and aerial photo of the SPPPI project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Solar Pacific CitySun Corporation (“SPCC”)

SPCC has signed thirteen (13) rooftop solar PSAs for twenty-five (25) years with CityMall Commercial Centers Inc. (“**CMCCI**”), owned by Double Dragon Properties Corp. and SM Investment Corporation. SPCC also entered into several project lease agreements with CMCCI for each CityMall location for the use of the rooftops. The thirteen (13) solar rooftop projects on CityMalls throughout the country are covered by thirteen (13) Solar Energy Service Contracts by the DOE. While the off-taker is Double Dragon’s CityMalls, the Solar Portfolio has the capacity to supply clean electricity for up to 2,000 local households each year.

The solar rooftop projects are located in (1) Boracay, Aklan; (2) Kalibo, Aklan; (3) Kabankalan, Negros Occidental; (4) Victorias, Negros Occidental; (5) Dumaguete, Negros Oriental; (6) Tagum City, Davao del Norte; (7) Dau, Pampanga; (8) Mandalagan, Negros Occidental; (9) Cadiz, Negros Occidental; (10) San Carlos, Negros Occidental; (11) Goldenfields, Bacolod City; (12) Imus, Cavite; (13) Cotabato City, Maguindanao.

Out of the 13 PSAs, six (6) are included in the Phase I - Batch 1 which commenced operations on September 25, 2018, while two (2) are included in the Phase I - Batch 2 which started operations on May 20, 2019, for a total capacity of 3.24 MWAC. It is the first multi-site solar rooftop portfolio under one project financing facility in the Philippines. Phase II is in advanced development stage, which consists of five (5) rooftop projects with an aggregate capacity of up to 4.07 MWDC.

Phase 1 – Batch 1 Rooftop Projects were issued COCs by the ERC in October 2019 while Phase 1 – Batch 2 in June 2020. SPCC has submitted the application for renewal of the COC for Phase 1 – Batch 1 in August 2024.

Phase II released a second round of request for proposals (“**RFPs**”) in May 2025.

In March 2026, CityMall Tagum started the construction on the additional BESS to address the curtailment issue. The additional capacity includes a BESS of 250 kWAC / 1.305 MWh. The BESS is being constructed by Maschinen & Technik Inc. (MATEC) for the turn-key EPC and target to complete on September 2026.

ALTER has 60% economic interest and 77.76% voting interest in SPEC, which in turn has 25% economic and voting interest in SPCC. On February 18, 2026, ASHCo, the wholly-owned subsidiary of ALTER, acquired a direct 15.6% economic interest in SPCC. Thus, ALTER has an indirect economic interest of 30.6% and 35.04% indirect voting interest in SPCC.

Project Summary:

Project Owner	SPCC
PV Power plant size	8.8MW _{DC} / 7.0 MW _{AC} including Phase II solar rooftops + BESS
Annual Net Generation (estimate)	5,234 MWh / year (Phase I)
Annual Specific Yield (estimate)	1,236 kWh/ kW _p (Phase I)

Annual Degradation Rate (estimate)	0.7%
Location	Various CityMall locations: Phase I Batch 1 projects are located in: (1) Boracay, Aklan; (2) Kalibo, Aklan; (3) Kabankalan, Negros Occidental; (4) Victorias, Negros Occidental; (5) Dumaguete, Negros Oriental; (6) Tagum City, Davao del Norte Phase I Batch 2 projects are located in: (7) Dau, Pampanga; (8) Mandalagan, Negros Occidental Phase II projects: (9) Cadiz, Negros Occidental; (10) San Carlos, Negros Occidental; (11) Goldenfields, Bacolod City; (12) Imus, Cavite; (13) Cotabato City, Maguindanao
Off-taker	CMCCI
PSA Term	25 years
PSA Tariff	Tariff is based on a certain formula linked to local distribution utility rates
Interconnection	Direct Connection to each CMCCI CityMall
Start of Operations	Phase I Batch 1 September 25, 2018; Phase I Batch 2 May 20, 2019

The following displays the location map and aerial photo of the SPCC Solar rooftop project sites.



Source: Information provided by Alternergy



Source: Information provided by Alternergy; SPCC rooftop – CityMall Victorias City, Negros Occidental

Liberty Solar Energy Corporation (“LSEC”)

Alternergy, under its 60%-owned subsidiary LSEC, is developing the Liberty Solar Power Project in Paniqui, Tarlac with an installed capacity of up to 140 MWDC. This is an innovative solar on-stilts integration and co-location of the solar PV farm with an active traditional aquaculture farm utilizing a total area of up to 144.50 hectares. It will be the first of its kind in Luzon. Once operational, the plant has the capacity to supply clean electricity for up to 100,800 local households each year.

In June 2023, LSEC signed a Land Option Agreement with the landowners. On October 27, 2023, the DOE awarded the SEOC for the Liberty Solar Power Project.

The Liberty Solar Power Project has also completed the technical site studies and survey consisting of resource assessment, geotechnical, topographical, hydrology and relocation survey in May 2024 while the project’s permitting and clearances are ongoing to date. LSEC has secured DAR Conversion Order approval and NGCP System Impact Study and Facility Study. On August 19, 2025, the DOE approved the development scheme of the project as a floating solar.

On September 2, 2025, the Liberty Solar Power Project successfully won the bid in the Green Energy Auction (“**GEA**”) 4, the Certificate of Award bearing the date January 8, 2026 for which was subsequently issued to the project by the DOE.

As of June 30, 2026, Alternergy has a total direct and indirect economic interest of 84.0% and a voting interest of 91.1% in LSEC. Alternergy is currently in the process of transferring full ownership of LSEC to ASHCo, pending regulatory approvals and submissions.

Kalandagan Solar Power Corporation (“KSPC”, formerly Olympia Solar Power Corporation)

Alternergy, through its wholly-owned (indirect) subsidiary KSPC, is developing the Kalandagan Solar Power Project in Tacurong City, Sultan Kudarat, with an installed capacity of up to 100.0 MWDC plus 64MWh of BESS capacity. Once operational, the plant has the capacity to supply clean electricity for up to 70,600 local households each year.

On June 6, 2024, KSPC signed a Land Option Agreement with the landowners. On May 22, 2025, the DOE awarded KSPC the Service and Operating Contract (SEOC) for the Kalandagan Project.

The project has completed technical site studies and surveys, including resource assessment, geotechnical, topographical, hydrology, and relocation surveys. KSPC has secured DAR Conversion Order approval, LGU endorsements, and NGCP System Impact Study and Facility Study.

On September 2, 2025, the Kalandagan Solar Power Project successfully won the bid in Green Energy Auction (GEA) 4. The DOE subsequently issued the Certificate of Award on January 8, 2026.

On August 11, 2026, the DENR granted the ECC to Kalandagan Solar + BESS project.

As of June 30, 2026, Alternergy has 75% total direct economic and voting interest in KSPC. The remaining 25.0% is in the process of being transferred to ASHCo, pending regulatory approvals and submissions.

Wind Energy Portfolio

Alternergy Wind Holdings Corporation (“AWHC”, formerly Pililla AVPC Corporation)

Alternergy Wind Holdings Corporation, a wholly-owned subsidiary of ALTER, is the primary wind energy sub-holding company of Alternergy. ALTER, through its wind companies, aims to install onshore and offshore wind farms.

In December 2008, Alternergy Philippine Holdings Corporation (“**APHC**”) was one of the first companies awarded by the DOE under the then newly-enacted Renewable Energy Act (“**RE Act**”) with the exclusive right to develop wind power projects in three locations in the Philippines.

This includes Wind Energy Service Contract (“**WESC**”) No. 2009-09-018 for the development of the Pililla Wind Power Project in Pililla, Rizal in October 2009. Two additional wind service contracts were awarded to APHC in 2015 and 2019. APHC assigned all its rights and benefits over one contract to Pililla Wind Power Corporation (“**PWPC**”, formerly Alternergy Wind One Corporation) through a deed of assignment executed in June 2011. The DOE approved the assignment of the WESC No. 2009-09-018 to PWPC in July 2012.

Currently, AWHC holds three (3) Certificates of Authority (“**COAs**”) for the following onshore wind projects: Albay Wind 1, Albay Wind 3, and Batangas Wind. The DOE awarded COA No. On WCOA2025-01-020 on February 5, 2025 for the Albay Wind 1 and COA No. On WCOA 2025-04-045 for the Albay Wind 3 on April 30, 2025. On February 10, 2025, COA No. On WCOA 2025-01-019 for the Batangas Wind Project.

The COA grants exclusive right to AWHC to undertake exploration and assessment of wind resources in the areas for three years. Upon verification of the resources and other permitting requirements for pre-development, AWHC shall notify the DOE of its intent to execute the onshore Wind Energy Service Contract (“**WESC**”), which would grant the company 25-year contract for the project.

Currently, AWHC holds 13 wind service contracts.

ALTER owns 100% economic and voting interest in AWHC.

Onshore Wind Projects

Pililla Wind Power Corporation (“PWPC”, formerly Alternergy Wind One Corporation)

Pililla Wind Power Corporation has been operating the 54.0 MW Pililla Rizal wind farm since June 2015, generating approximately 137 GWh/year. Its generation is sold under a 20-year Renewable Energy Power Agreement (“**REPA**”) with the National Transmission Corporation (“**TransCo**”) under a Feed-in Tariff (“**FIT**”) awarded by the ERC for the delivery and payment of electricity

produced by the Project. The plant has the capacity to supply clean electricity for up to 57,069 local households each year.

In March 2012, AWOC signed an interconnection agreement with Manila Electric Company (“**MERALCO**”) for the evacuation of electricity from the project site through MERALCO’s Malaya Teresa 115 kV Transmission Line, the nearest tapping point with a distance of approximately 10 km from the Project’s substation.

PWPC was incorporated on June 29, 2011. On March 15, 2024, the SEC approved the change of name from Alternergy Wind One Corp. to Pililla Wind Power Corporation.

In June 2025, Pililla Wind Farm, Alternergy’s first asset, celebrated its 10th anniversary, marking a significant milestone in the Philippines’ renewable energy journey.

ALTER has 100% economic and voting interest in AWHC, which in turn has 5% economic and voting interest in PWPC. Thus, ALTER has an indirect economic and voting interest of 5% in PWPC.

Project Summary:

Project Owner	PWPC
Power plant capacity	54.0 MW, FIT plant
Annual Net Generation (estimate)	136,966 MWh / year
Annual Specific Yield (estimate)	2,431.5kWh/ kW
Annual Degradation Rate (estimate)	0.00%
Location	Barangay Halayhayin, Pililla, Rizal
Off-taker	TransCo
PSA Term	20 years
FIT Rate	₱7.40/ kWh base tariff, subject to annual adjustment
Site Control	Under long-term leasehold rights with the Provincial Government of Rizal and other 3 rd party landowners
Interconnection	Meralco’s Malaya-Teresa 115 kV Transmission Line, the nearest tapping point with a distance of approximately 10 kms from the project’s substation
Start of Operations	June 9, 2015

The following displays the location map and aerial photo of the Pililla Wind Farm project site:



Source: Information provided by Alternergy



Source: Information provided by Alternergy; Photo by: Bong Bajo.

Sembrano Wind Power Corporation (“SWPC”, formerly Alternergy Sembrano Wind Corporation)

The proposed 93.75 MW Sembrano wind project located in Pililla, Rizal and Pakil, Laguna is being developed by Sembrano Wind Power Corporation. The project is currently under construction with an expected COD of Q2 2027. Wind resource assessment, geotechnical and interconnection studies have been conducted confirming the feasibility of the Sembrano Wind Project. With elevation ranging from 250 masl to 650 masl, and given the site’s proximity to

Manila, the project location is ideal for a wind farm project. Once operational, the plant has the capacity to supply clean electricity for up to 133,732 local households each year.

The Wind Energy Service Contract for the Sembrano Wind Project was awarded by the DOE to SWPC in October 2009. The project obtained endorsements from relevant barangays and municipalities, Confirmation of Commerciality from the DOE, height clearance from the Civil Aviation Authority of the Philippines (“**CAAP**”), Certificate of Non-Overlap from the NCIP, and Certificate of Non-Coverage and an ECC from the DENR. It currently has an existing Interconnection Agreement (ICA) with Meralco and has a target energization date of Q2 2027.

SWPC was incorporated on August 25, 2011. On April 4, 2024, the SEC approved the change of name from Alternergy Sembrano Wind Corp. to Sembrano Wind Power Corporation.

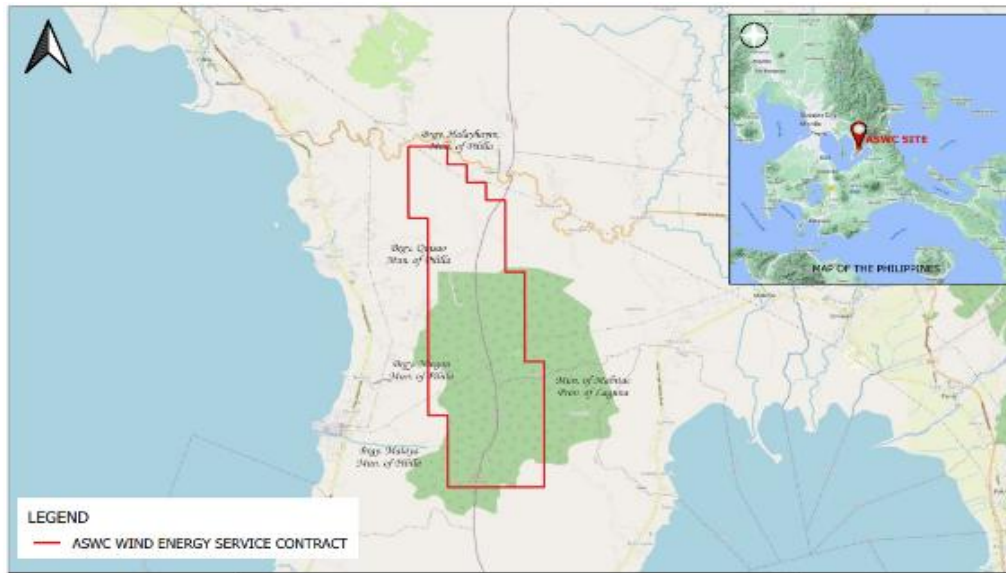
ALTER has 100% economic and voting interest in AWHC, which in turn has 5% economic and voting interest in SWPC. Thus, ALTER has an indirect economic and voting interest of 5% in SWPC.

AWHC intends to exercise its option to increase its economic and voting interest by an additional 5.00% bringing its total economic and voting interest to 9.75%.

Project Summary:

Project Owner	SWPC
Power plant capacity (<i>estimate</i>)	93.75 MW
Annual Net Generation (<i>estimate</i>)	320,957 MWh / year
Annual Specific Yield (<i>estimate</i>)	3,419kWh/ kW
Annual Degradation Rate (<i>estimate</i>)	0.00%
Location	Pililla, Rizal and Pakil, Laguna
Off-taker	GEA 2
Interconnection	Interconnection agreement with Meralco
Target Start of Construction	Q1 2026
Target Start of Operations	Q2 2027

The following displays the location map and aerial photo of the ASWC project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Tanay Wind Power Project by Alternergy Tanay Wind Corporation (“ATWC”)

ATWC, a wholly-owned subsidiary of AWHC, is developing the Tanay Wind Power Project in Tanay, Rizal Province. The Tanay Wind Power Project will have a capacity of 128.00 MW. Once operational, the plant has the capacity to supply clean electricity for up to 122,800 local households each year. Wind resource assessment has been conducted with a met mast and LiDAR.

The Wind Energy Service Contract was awarded by the DOE in March 2017. The Tanay Wind Power Project has obtained various permits and clearances including the DENR Environmental Compliance Certificate, Certificate of Non-Overlap by the NCIP for the proposed project site, Clearance from the Protected Area Management Board (“**PAMB**”) of the Kaliwa Watershed Forest Area, and Height Clearance from CAAP.

On July 3, 2023, the Tanay Wind Power Project successfully won the bid in the Green Energy Auction (“**GEA**”) 2, the Certificate of Award bearing the date November 10, 2023 for which was subsequently issued to the project by the DOE. On October 9, 2023, the “Lease Contract with Revenue-Sharing Agreement” was executed between the Rizal Provincial government and ATWC.

In December 2023, ATWC signed an agreement with the Danish firm Ramboll (formerly K2 Management) as Owner’s Engineer (“**OE**”) for the Tanay Wind Power Project. In February 2024, the contract for the supply of the wind turbine generators (“**WTGs**”) was signed with Envision Energy International Trading Limited (“**Envision**”). The contract for the Balance of Plant (“**BOP**”) EPC was signed in March 2024 with China Energy Engineering Group Guangdong Electric Power Design Institute Co. Ltd. (“**GEDI**”) and GEDI Construction Development Corporation (“**GCDC**”).

On March 8, 2024, ATWC and NGCP signed an interconnection agreement for the Tanay Wind Power Project. Also in March 2024, the DOE confirmed the transition to the development phase of the Tanay Wind Power Project and awarded the Certificate of Confirmation of Commerciality (“**COCOC**”). In April 2024, ATWC and NGCP signed the Interconnection Agreement for the dispatch of the power to the grid via NGCP’s existing 500 kV transmission line.

In May 2024, ATWC secured up to ₱8.0 billion financing facility with Bank of the Philippine Islands (“**BPI**”) and the Security Bank Corporation (“**SBC**”) to fund the construction of the Tanay Wind Power Project. ATWC issued the NTP on the Tanay Project on June 4, 2024 with a committed delivery date (“**DCD**”) of 27 November 2025 under GEA 2. The DOE is expected to approve the new DCD for the Tanay Wind Power Project to October 31, 2026 to cover the time for the reinforcement of the bridges and repair of the roads to be used during the transportation of the wind turbine generators and accessories to the project site. The expected COD is 4Q 2026.

The Project has received majority of the wind turbine components. ATWC has successfully drawn ₱8 billion out of its proposed ₱8.87 billion total Project Finance facility.

In August 2025, the ERC approved the P2P connection to the 500 kV San Jose-Tayabas transmission line.

In June 2026, ATWC successfully energized the transmission infrastructure of the 128 MW Tanay Wind Project, a key commissioning milestone before the facility begins delivering clean power to the Luzon grid. The milestone covers the successful energization of the wind project’s massive 500 kV substation and 500 kV transmission facilities—the critical infrastructure that connects the wind farm to the national transmission network and enables the safe and reliable delivery of electricity to the grid.

As of August 2026, there are four (4) wind turbines erected with two (2) wind turbines successfully energized and selling to the WESM.

This is the largest substation built to date by ALTER.

To date, the overall completion rate of the Tanay Wind Project is at 89%.

In June 2026, ATWC entered into a Subscription Agreement with ABC Energy Inc. (“ABCEI”), a wholly-owned subsidiary of A Brown Company, Inc. (“ABCI”), under which ABCEI subscribed to a 10% equity stake in ATWC. In July 2026, Alternergy, through AWHC, closed its Investment Agreement with ABCEI for a minority stake in ATWC, through a combination of subscription to new shares of ATWC and purchase of shares in ATWC from AWHC, bringing ABCEI’s total stake in ATWC to 40%. ALTER has 60% economic and voting interest in AWHC, which in turn has 60% economic and voting interest in ATWC.¹⁰ Thus, ALTER has an indirect economic and voting interest of 100% in ATWC.

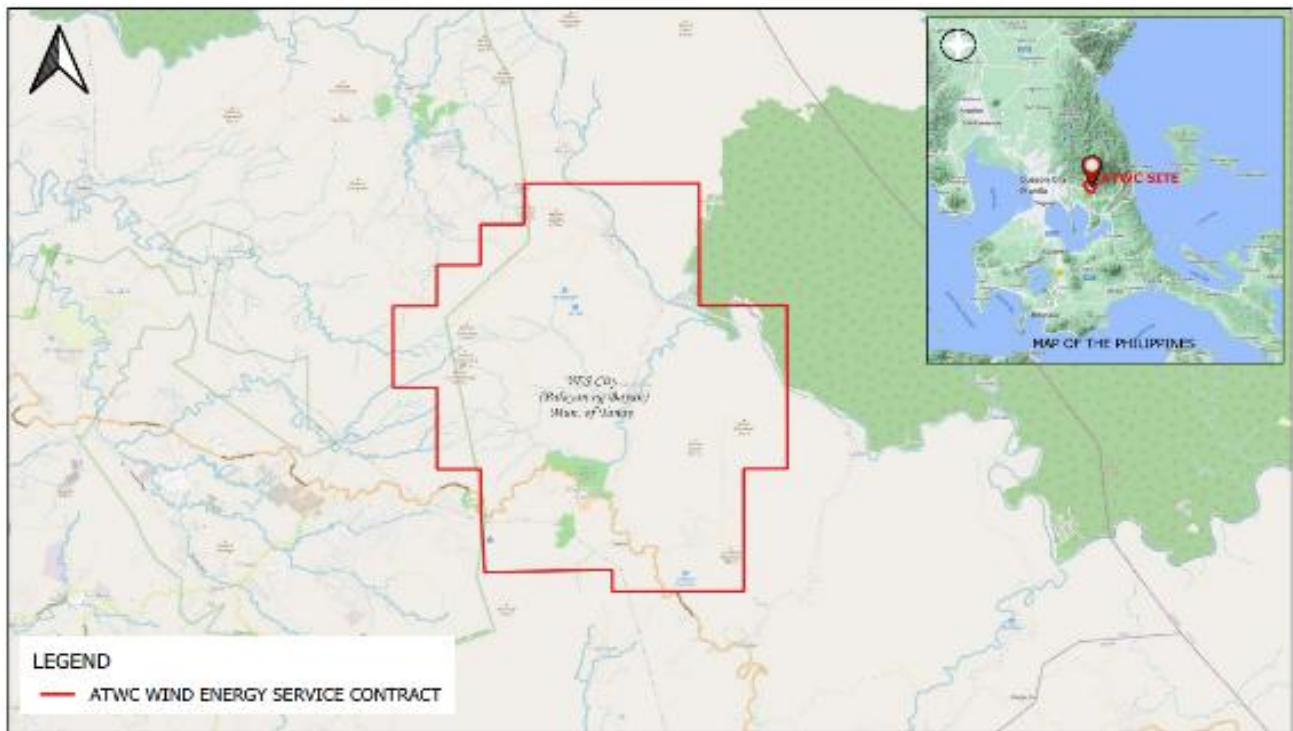
Project Summary:

Project Owner	ATWC
Power plant capacity (<i>estimate</i>)	128.00MW
Annual Net Generation (<i>estimate</i>)	298,629MWh / year
Annual Specific Yield (<i>estimate</i>)	2,329kWh/ kW
Location	Brgy. San Andres and Cuyambay, Tanay, Rizal
Off-taker	GEA 2
Interconnection	Bus-in connection to the existing 500 kV San Jose-Tayabas transmission backbone of the Luzon Grid, pending completion of the proposed Baras 500 kV Substation of the NGCP
Start of Construction	Q2 2024
Target Start of Operations	Q4 2026

¹⁰

In October 2025, ALTER and ABC Energy Inc. signed an Investment Agreement wherein ALTER disposed 40% of its equity stake in ATWC and AWPC. ABC Energy, the energy holding subsidiary of listed A. Brown Company, Inc., will acquire a 40% equity stake in ATWC and AWPC through a combination of primary and secondary share issuances. [The transaction is subject to regulatory review and/or approval by the relevant regulatory agencies, such as the Philippine Competition Commission.]

The following displays the location map and aerial photos of the ATWC project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Alabat Wind Power Project by Alabat Wind Power Corporation (“AWPC”)

AWPC, a wholly-owned subsidiary of the AWHC, is developing the Alabat Wind Power Project in the municipalities of Alabat and Quezon in the province of Quezon, after having been assigned the WESC to develop the same by ATWC, the assignment of which was approved by the DOE on December 10, 2023. The Alabat Wind Power Project has a capacity of 64.00 MW. Once operational, the plant has the capacity to supply clean electricity for up to 84,240 local households each year. Wind resource assessment has been conducted with a met mast and LiDAR.

On March 26, 2024, AWPC and NGCP signed an interconnection agreement for the Alabat Island Wind Power Project. AWPC will develop and construct a switching station and approximately 37 km – 69 Kv transmission line from AWPC substation located in Brgy. Villa Jesus Weste in Alabat to NGCP Hondagua Substation, in Lopez, Quezon.

In July 2023, the Alabat Wind Power Project participated and successfully won in the GEA 2 Program of the DOE. The Certificate of Award was issued in November 2023. The project will sell generation output to the grid under a REPA with the National Transmission Corporation



(“**TransCo**”) at a fixed tariff for 20 years.

In December 2023, ATWC signed an agreement with the Danish firm Ramboll (formerly K2 Management) as Owner’s Engineer for the Alabat Wind Power Project. In February 2024, the contract (offshore and onshore) for the supply of the WTGs was signed with Envision, together with a full-service agreement with a term of ten (10) years. The contract for the BOP EPC (offshore and onshore) was signed with GEDI and GCDC in March 2024.

In June 2024, AWPC secured ₱5.3 billion financing facility with RCBC to fund the construction of the Alabat Wind Power Project. In May 2024, AWPC issued NTP in April 2024. To date, AWPC has successfully drawn ₱4.4 billion out of its total ₱5.3 billion Project Finance facility.

To date, the Alabat Wind Project has completed the delivery of all WTG components from China and are currently in the laydown area near the project site of Alabat island.

In August 2025, the ERC approved the application of AWPC to develop and own a dedicated point-to-point transmission facility which involves the installation of a substation at the wind farm site and a 37-kilometer transmission system from Barangay Villa Norte in Alabat to Barangay Hondagua in Lopez, Quezon. This will then connect to the existing 69kV Gumaca-Tagkawayan-Lopez transmission line of the National Grid Corporation of the Philippines (“**NGCP**”) in Lopez, Quezon via a switching station.

In July 2026, the project received all WTG parts and components on the island and completed the installation of four WTGs. To date, overall completion rate of the project is 84.68%. The expected COD is Q4 2026.

Once operational by 2026, the Tanay and Alabat Wind Projects are expected to substantially increase the Group’s revenues and profits.

In July 2026, Alternergy through AWHC, closed its Investment Agreement with ABCEI for a minority stake in AWPC, through a combination of subscription to new shares of AWPC and purchase of shares in AWPC from AWHC, bringing ABCEI’s total stake in AWPC to 40%.

Project Summary:

Project Owner	AWPC
Power plant capacity (<i>estimate</i>)	64.0MW
Annual Net Generation (<i>estimate</i>)	214,423MWh / year
Annual Specific Yield (<i>estimate</i>)	3,345.60kWh/ kW
Annual Degradation Rate (<i>estimate</i>)	0.00%
Location	Quezon Province
Off-taker	GEA2 Awardee
Interconnection	NGCP 69kV Hondagua
Target Start of Construction	Q2 2024
Target Start of Operations	Q4 2026

The following displays the location map and aerial photo of the Alabat Island Wind project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Calavite Passage Wind Power Corporation (“CPWPC”) – ALTER’s subsidiary

Tayabas Wind Projects

AWHC is developing two onshore wind projects in the province of Quezon: the Tayabas South Wind Energy Project and the Tayabas North Wind Energy Project. The Tayabas South Wind Energy Project has a capacity of up to 152 MW, located in the municipalities of Tayabas and Pagbilao, while the Tayabas North Wind Energy Project has a capacity of up to 144 MW, and is located in the municipality of Tayabas. AWHC acquired these projects from CleanTech Global Renewables, Inc. (“**CTGRI**”) on 26 August 2025.

The two wind projects are currently in the pre-development phase. Once operational, the plant has the capacity to supply clean electricity for up to 149,000 local households each year.

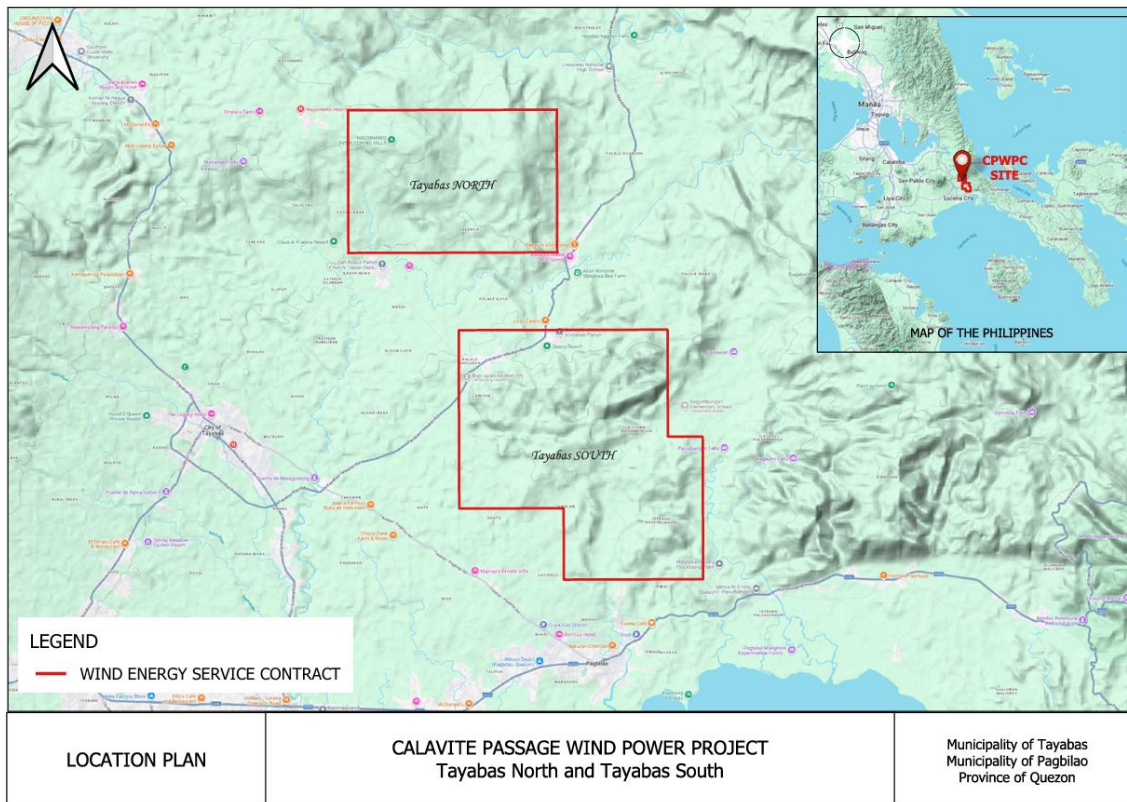
The Tayabas North Wind Energy Project was successfully offered and won in the Fourth Round of the Green Energy Auction (“**GEA-4**”) conducted by the DOE. The Certificate of Award from the DOE was issued on January 8, 2026.

ALTER has 100% economic and voting interest in AWHC, which in turn has 95% economic and voting interest in CPWPC. Thus, ALTER has an indirect 95% economic and voting interest in CPWPC.

Project Summary:

Project Owner	CPWPC
Power plant capacity (<i>estimate</i>)	296 MW
Annual Net Generation (<i>estimate</i>)	Tayabas North Wind Energy (est): 357,654 MWh/year Tayabas South Wind Energy: TBD
Annual Specific Yield (<i>estimate</i>)	TBD
Annual Degradation Rate (<i>estimate</i>)	0.00%
Location	Quezon Province
Off-taker	GEA4 Awardee
Interconnection	TBD
Target Start of Construction	Tayabas North Wind Energy: Q1 2027 Tayabas South Wind Energy: TBD
Target Start of Operations	Tayabas North Wind Energy: Q4 2028 Tayabas South Wind Energy: TBD

The following displays the location maps of the Tayabas South Wind Power Project and Tayabas North Wind Power Project sites.



Source: Information provided by Alternergy

The following displays an aerial photo of the Tayabas Wind project site:



Source: Information provided by Alternergy

MC Project Solutions Inc. (“MCPSI”) – ALTER’s subsidiary

Alegria Wind Power Project

AWHC is developing the Alegria Wind Power Project, located in Alegria, Cebu. The Alegria Wind Power Project with a capacity of 80MW will be the first wind power project in the province of Cebu. Once operational, the plant has the capacity to supply clean electricity for up to 84,700 local households each year.

On August 18, 2025, AWHC acquired the Alegria Wind Power Project from the MC Spencer Group. MC Spencer has retained a 5.00% stake in the project.

The Alegria Wind Power Project was successfully offered and won in the Fourth Round of the GEA-4 conducted by the DOE. The Certificate of Award from the DOE was issued on 08 January 2026.

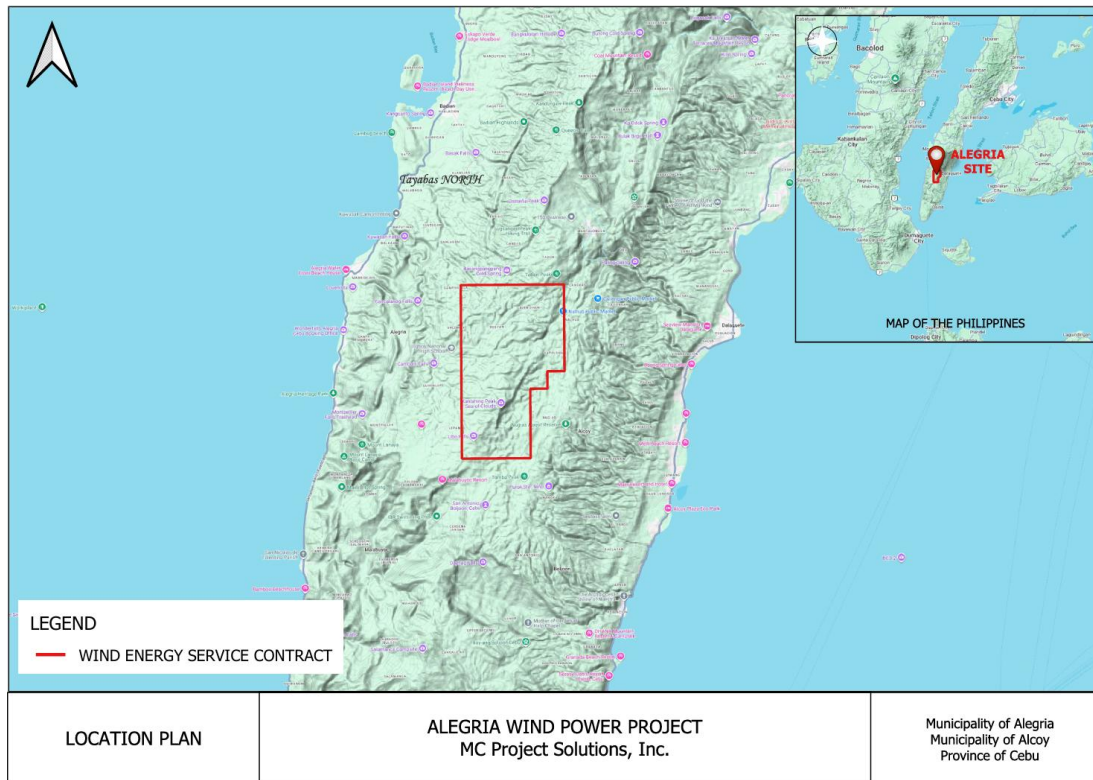
The wind project is currently in the development phase, with ongoing permitting and regulatory activities, selection of key contractors, and discussions with potential lenders for project financing. These activities are undertaken in preparation for the project’s transition to the construction and financing stages. Under GEA 4, the project has a committed delivery date in late 2028. As of the date of this Information Memorandum, the Meteorological Mast has been successfully constructed and is currently collecting wind data on the site.

ALTER has 100% economic and voting interest in AWHC, which in turn has 95% economic and voting interest in MCPSI. Thus, ALTER has an indirect 95% economic and voting interest in MCPSI.

Project Summary:

Project Owner	MCPSI
Power plant capacity (<i>estimate</i>)	80 MW
Annual Net Generation (<i>estimate</i>)	203,304 MWh/year
Annual Specific Yield (<i>estimate</i>)	TBD
Location	Alegria, Cebu
Off-taker	GEA4 Awardee
Interconnection	TBD
Target Start of Construction	Q1 2027
Target Start of Operations	Q4 2028

The following displays the location map of the Cebu Wind Power Project site and an aerial photo of the met mast:



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Abra de Ilog Wind Power Corporation (“ADIWPC”)

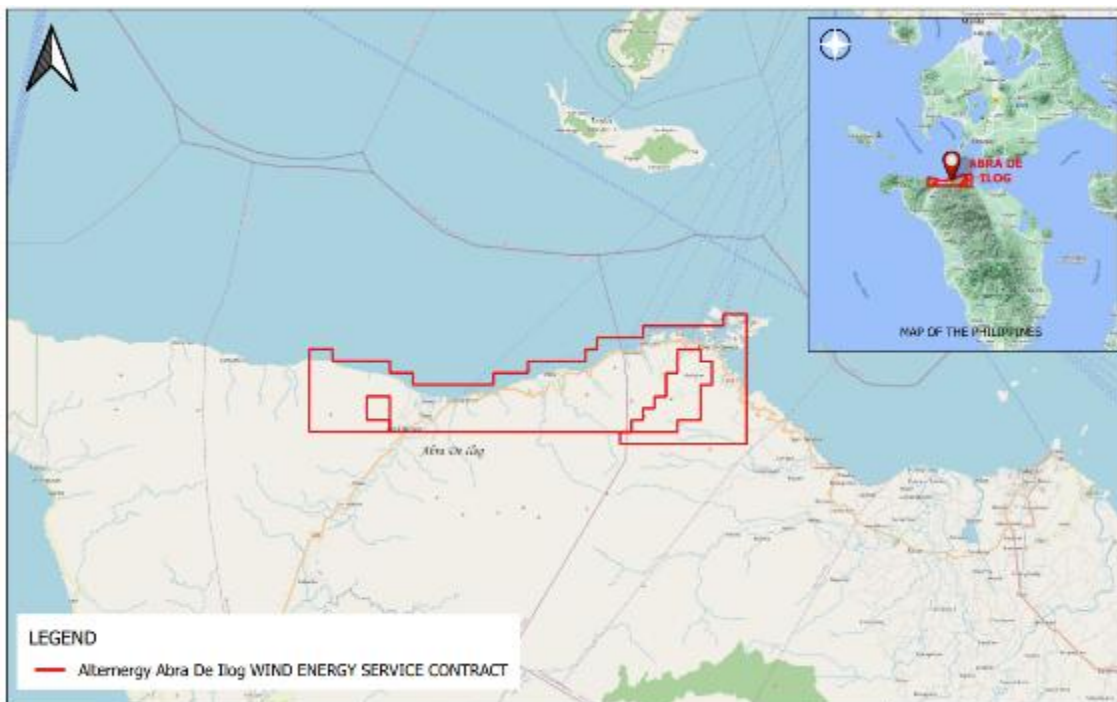
In December 2008, APHC was awarded by the DOE a WESC for the Abra de Ilog Wind Project in Occidental Mindoro. ADIWPC was incorporated on February 6, 2023 with the intention of being assigned the development of the Abra de Ilog Wind Project.

In 2010, the Asian Development Bank (“**ADB**”) partly financed the feasibility study of the Abra de Ilog Wind Project. ATWC conducted the feasibility study and a met mast was installed to measure the wind resource. As part of ADB’s technical assistance to the Abra de Ilog Wind Project, an Environmental Impact Assessment, Geological Assessment, including a Migratory Bird Survey were conducted.

This project was conceptualized in anticipation of the proposed installation of a 25-kilometer long submarine cable across the Verde Passage known as the Batangas Mindoro Interconnection Project (“**BMIP**”). Since the Abra de Ilog Wind Project is dependent on the completion of the BMIP, the project development is currently on hold and its WESC assignment from APHC to ADIWPC on hiatus until the BMIP is completed.

ALTER has 100% economic and voting interest in AWHC, which in turn has 100% economic and voting interest in ADIWPC. Thus, ALTER has an indirect economic and voting interest of 100% in ADIWPC.

The following displays the location map and aerial photo of the Abra de Ilog Wind project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Offshore Wind Projects

Tablas Strait Offshore Wind Power Corporation (“TSOWPC”) – ALTER’s subsidiary

In February 2023, the DOE awarded two (2) separate OSWCs to AWHC for the exclusive rights to explore, develop and utilize wind resource in the wind-swept Tablas Strait separating Oriental Mindoro and Antique. The Tablas Strait Offshore Wind Projects 1 and 2 span about 120,000 hectares of offshore wind potential and jointly was being developed with Shell Overseas Investment B.V. (“**SOI**”) under corporate vehicle Tablas Strait Offshore Wind Power Corporation.

On November 10, 2023, the DOE has already approved the request for assignment of the OSWC of Tablas Strait Offshore Wind Projects 1 and 2 from AWHC to TSOWPC for the purpose of undertaking the projects.

On November 7, 2024, AWHC and Shell entered into a Share Purchase Agreement under which AWHC acquired Shell’s 40% ownership interest in TSOWPC. Accordingly, TSOWPC became a wholly-owned subsidiary of AWHC.

Alternergy’s senior management have assessed that the current supply chain situation for offshore wind has significant equipment cost overrun risk, delivery risk, and logistics constraints such that collectively for Alternergy, offshore wind in the Philippines at present do not justify the risk-reward balance.

This assessment is reflected in the latest suspension by the DOE of the Green Energy Auction for Offshore Wind, as well as recent withdrawals from offshore wind development in Asia and Australia by large offshore wind developers.

As a result, the Group has surrendered two (2) out of the three (3) wind service contracts and is not actively pursuing the remaining offshore wind project.

Pre-Development Wind Portfolio

Albay Wind 1 and 3 and Batangas Wind

In February 2025, the DOE awarded AWHC two COAs for a planned 250 MW onshore wind project in Albay. Additionally, the DOE awarded a third COA for 150 MW onshore wind project in Batangas.

AWHC is currently conducting wind measurements and other pre-development activities.

In August 2025, AWHC started wind resource assessment with the deployment of a Light Detection and Ranging (LiDAR) system in Albay for the Albay Wind 1 and Albay Wind 3 Projects. In January 2026, AWHC completed the installation of the meteorological mast (met mast) over the project area. To date, wind data from the LiDAR and met mast are being collected to provide a comprehensive wind resource study for the two projects. Permitting activities are also being done to date with initial discussions and meetings with the local government units and government agencies.

AWHC is also in the process of starting the deployment of wind resource measurement tools for the Batangas Wind Project.

ALTER has 100.00% direct economic and voting interests in AWHC.

Run-of-River Energy Portfolio

Alternergy Hydro Partners Corporation (“AHPC”)

Alternergy Hydro Partners Corporation is ALTER’s wholly-owned hydro energy sub-holding company that holds ALTER’s indirect investments in various mini-hydro investee companies through its ownership in Alternergy Mini Hydro Holdings Corporation (“AMHHC”).

ALTER has 100% economic and voting interest in AHPC.

Alternergy Mini Hydro Holdings Corporation (“AMHHC”)

AMHHC is the primary hydro energy sub-holding company and wholly-owned subsidiary of ALTER. Through AMHHC, Alternergy’s vision is to become a developer of mini-hydro power projects in the Philippines.

AMHHC completed the construction of a 4.68 4MW run-of-river hydropower project in Nueva Ecija and is currently developing two (2) run-of-river hydropower projects in Ifugao with a total potential capacity of about 30 MW. Aside from the rich water resources, a distinct advantage of the Nueva Ecija plant and Ifugao projects is the accessibility of transmission facilities. The Ifugao projects are located less than 18 kilometers from the transmission lines. Of the two Ifugao

projects, one is under construction while the other is in advanced stage of development and ready to build. These are the Kiangnan and Lamut-Asipulo Mini-Hydropower projects.

AMHHC owns 99.70% economic interest and 100.00% voting interest of Lamut-Asipulo Mini Hydro Corporation, 30.00% economic and voting interest of Kiangnan Mini Hydro Corporation, and 46.08% (representing economic and voting interest) of Dupinga Mini Hydro Corporation.

Dupinga Mini Hydro Corporation (“DMHC”) – ALTER’s affiliate

The 4.68 MW Dupinga run-of-river project of Dupinga Mini Hydro Corporation is located along the Dupinga River in Gabaldon, Nueva Ecija. Its construction was completed on February 11, 2026. Notably, Dupinga Mini Hydro Power generates 22 Million kWh/year providing electricity to an estimated 10,000 households in Gabaldon.

The DOE awarded a COCOC to the proposed Dupinga project in June 2013. By the DOE’s definition, the COCOC is the “Notice to Proceed” to start the construction phase. DMHC completed a Detailed Engineering Design (DED) in the fourth quarter of 2014 and a Value Engineering Design in July 2017. Early Construction Works commenced in July 2020. Full NTP for construction works was issued in January 2021 and has achieved 100% completion in February 2026.

Dupinga completed a comprehensive feasibility study and detailed engineering design and government permits and approvals, including the MOA signing with the NCIP and the Dumagat indigenous peoples on January 15, 2015. The NCIP Certification Precondition, a certificate of compliance to the Free Prior Informed Consent (“**FPIC**”) process and certifying that Katutubong Dumagat IP Community has given its Consent to the project, was granted in March 2017.

In September 2016, AMHHC and Markham Resources Corporation signed the Investment and Shareholder Agreements for the Dupinga project.

In February 2023, NEECOIIA2 invested ₱40 Million equivalent to 7.84% of DMHC.

Debt financing for the project was secured in August 2019. In September 2022, DMHC achieved first drawdown of ₱310 Million from Development Bank of the Philippines under an omnibus loan and security agreement. To date, ₱810 Million has been drawn for the construction of the project.

On February 10, 2022, DMHC signed an Interconnection Agreement and a 4.68 MW PSA with NEECOIIA2 as an Embedded Generator. On January 14, 2026, DMHC obtained the Final Authority to implement the PSA with NEECOIIA2 from the ERC. The PSA has a tariff of ₱6.4227 per kW/hr and a term of 20 years from the commencement of supply of power to NEECOIIA2.

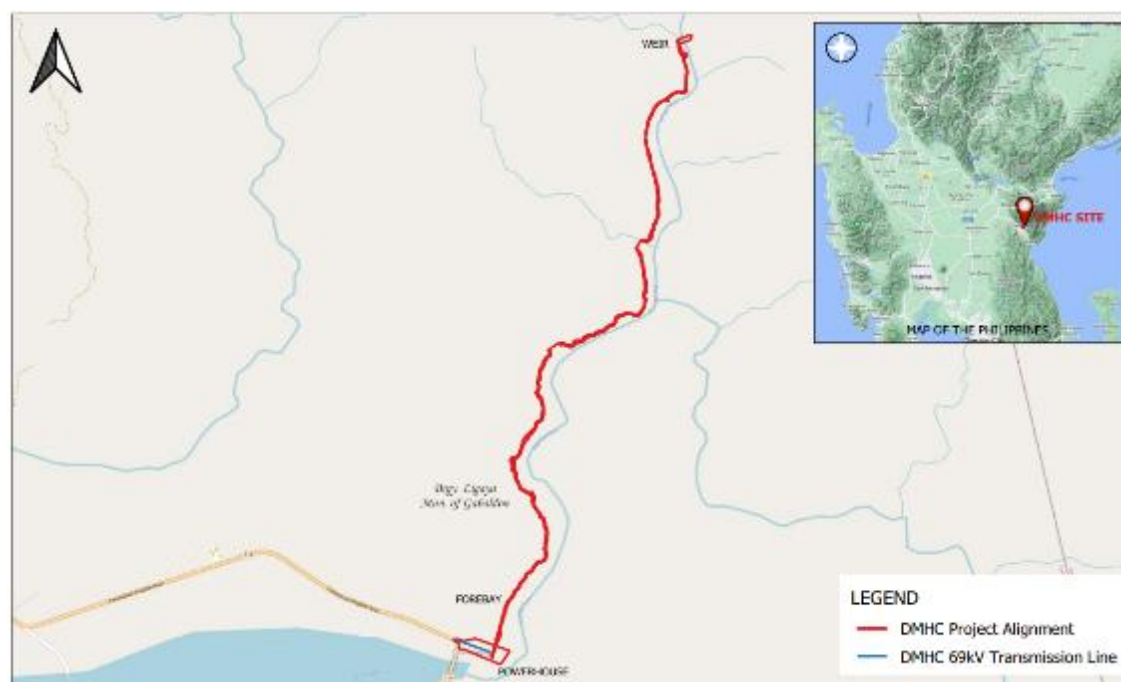
The project reached 100% completion in March 2026 and achieved its COD on April 30, 2026. Its full generation capacity is sold to the Nueva Ecija II Electric Cooperative, Inc. Area 2 as an embedded generation facility under a PSA signed in May 2023 and approved by the ERC on January 14, 2026.

ALTER has 100% economic and voting interest in AMHHC, which in turn has 46.08% economic and voting interest in DMHC. Thus, ALTER has an indirect economic and voting interest of 46.08% in DMHC.

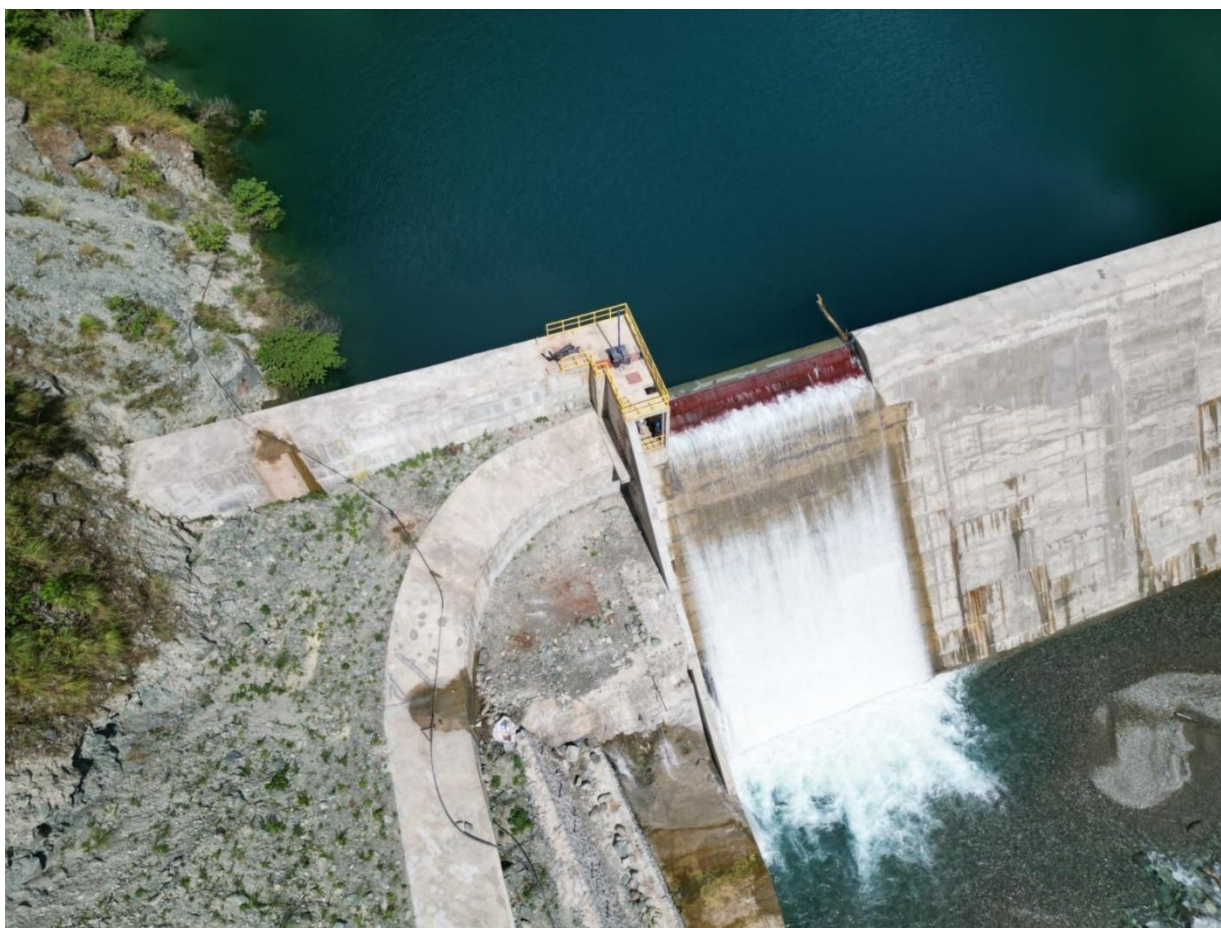
Project Summary:

Project Owner	DMHC
Power plant capacity (<i>estimate</i>)	4.68 MW
Annual Net Generation (<i>estimate</i>)	22,611MWh / year
Annual Specific Yield (<i>estimate</i>)	4,653kWh/ kW
Annual Degradation Rate (<i>estimate</i>)	0.50%
Location	Barangay Ligaya, Gabaldon, Nueva Ecija
Off-taker	NEECO II Area 2
PSA Term	20 years
PSA Tariff	₱6.4227/kWh with inflation adjustment
Interconnection	Interconnection Agreement with NEECO II Area 2
Start of Construction	January 2021
Start of Operations	February 2026

The following displays the location map and aerial photo of the DMHC project site:



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Kiangan Mini Hydro Corporation (“KMHC”) – ALTER’s affiliate

The 18.00 MW Kiangan run-of-river project in Ifugao of KMHC combines three hydro developments along the Asin, Hungduan, and Ibulao Rivers. AMHHC took over project development of Kiangan Hydro from the original developer Enerhighlands Corporation in November 2013. In 2015, the DOE approved the assignment of the Hydro Service Contracts (“HSC”) of Asin, Hungduan and Ibulao1 from Enerhighlands Corporation to KMHC.

The project site is located on the Island of Luzon in the landlocked Ifugao Province and in Barangays Bokiawan, Dalligan and Mongayang within the municipality of Kiangan, and Barangay Cudog, Lagawe, Ifugao. The project site is 1.5 kilometers to the NGCP transmission line. The NCIP Certification Precondition, a certificate of compliance to the FPIC process and certifying that Tuwali Indigenous Peoples of Kiangan and Lagawe have given their Consent to the project, was granted in December 2018.

In November 2021, a Loan Agreement was signed between KMHC and Renova Renewables Philippines 1 PTE Ltd. (Renova) for a project finance facility of up to US\$8.34 million for the construction of the Kiangan Hydro Project. Having completed comprehensive feasibility study

and detailed engineering design and government permits and approvals, Kiangnan Hydro project started construction in April 2021.

Subsequently, in September 2022, an omnibus loan and security agreement was signed with Development Bank of the Philippines for ₱2.6 Billion. KMHC achieved first drawdown of ₱436 Million and the second drawdown of ₱506 Million was made in January 2023 from the DBP.

The projects that make up KMHC are briefly described below:

- **Ibulao:** The Ibulao mini-hydro project has a potential capacity of 8.20 MW. The DOE awarded the Service Contract and issued the Confirmation of Commerciality for the Ibulao project in September 2013 and June 2016, respectively, and an amended Service Contract in August 2020.
- **Asin-Hungduan:** The Asin-Hungduan mini-hydro project has a potential capacity of 9.80 MW. Asin and Hungduan HSCs were consolidated into one HSC. The Asin-Hungduan consolidated HSC with reference number 2020-03-854 was issued on February 24, 2021, has a potential capacity of 9.80 MW. DOE awarded the Confirmation of Commerciality in February 2021.

Once operational, the plant has the capacity to supply clean electricity for up to 31,000 local households each year.

ALTER has 100.00% economic and voting interest in AMHHC, which in turn has 30.00% economic and voting interest in KMHC. Thus, ALTER has an indirect economic and voting interest of 30.00% in KMHC.

Project Summary:

Project Owner	KMHC
Power plant capacity (<i>estimate</i>)	Phase 1A: 8.20 MW Phase 1B: 9.80 MW 18.00 MW
Annual Net Generation (<i>estimate</i>)	Phase 1A: 41,410 MWh/year
Annual Specific Yield (<i>estimate</i>)	4,016kWh/ kW
Annual Degradation Rate (<i>estimate</i>)	0.50%
Location	Barangays Bokiawan, Dalligan and Mongayang within the municipality of Kiangnan, and Barangay Cudog with the municipality of Lagawe (transmission line)
Off-taker	Vying for Hydro Feed-in Tariff
PSA Term	TBD
PSA Tariff	To be determined by the ERC
Interconnection	Connection Agreement signed with NGCP
Start of Construction	April 2021
Target Start of Operations	2027

The following displays the location and layout of the KMHC project site:



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Lamut-Asipulo Mini Hydro Corporation (“LAMHC”) – ALTER’s subsidiary

The 7.10 MW Lamut-Asipulo run-of-river mini-hydropower project, or LAMHC, is a near construction ready project along the Cawayan River along the two municipalities of Asipulo and Lamut in the Ifugao Cordillera Administrative Region.

The project has a potential annual generation of 36.2 GWh. Once operational, the plant has the capacity to supply clean electricity for up to 14,000 local households each year. Grid connection distance from the project site to the nearest 69 kV transmission line is 7 kilometers.

The project has completed technical feasibility studies and secured key government permits and studies including the Hydro Service Energy Contract and Confirmation of Commerciality from the DOE, Environmental Compliance Certificate from the DENR, Water Permit from the National Water Resources Board (“**NWRB**”), and approval of the System Impact Study by NGCP.

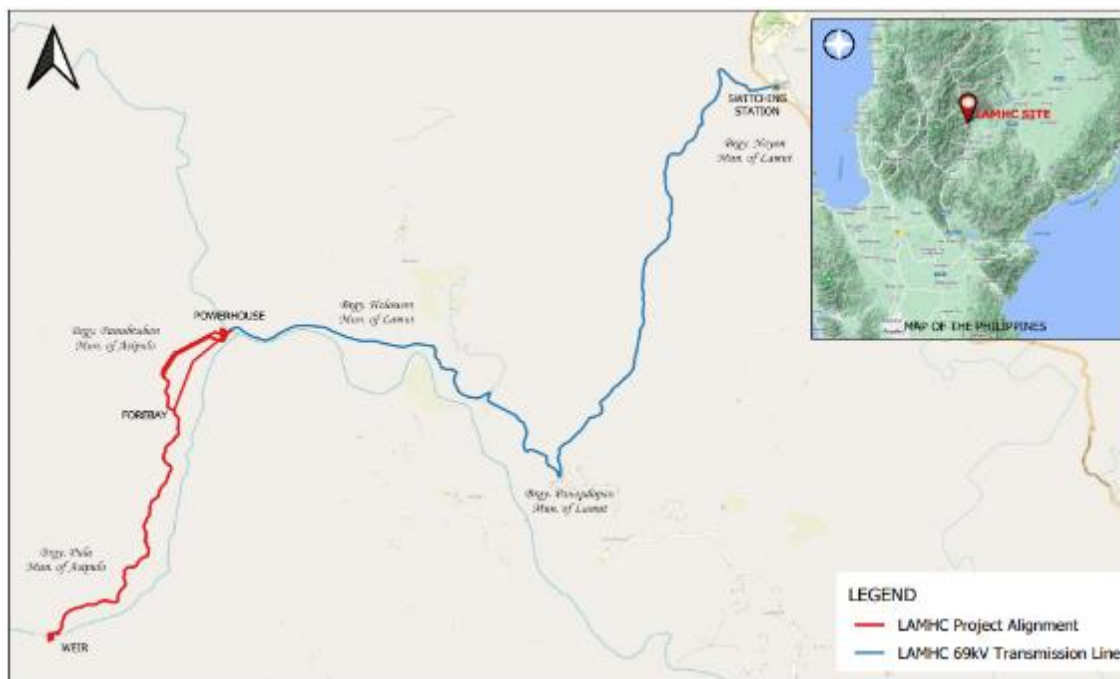
It received endorsements from the Sangguniang Bayan of Asipulo and Lamut and obtained the consent of indigenous communities in the Lamut and Asipulo ancestral domain. The NCIP Certification Precondition, a certificate of compliance to the FPIC process and certifying that the Kalaguya, Ayangan and Tuwali Indigenous Communities have given its Consent to the project, was granted in August 2021. The project has obtained Right of Way Option Agreements for the project site and the transmission line. LAMHC is in advanced discussion with the EPC contractor and has finalized terms with the transmission line and electromechanical contractor.

ALTER has 99.70% economic and 100.00% voting interest in AMHHC, which in turn has 99.70% economic interest and 100% voting interest in LAMHC. Thus, ALTER has an indirect economic interest of 99.40% and voting interest of 100% in LAMHC.

Project Summary:

Project Owner	LAMHC
Power plant capacity (<i>estimate</i>)	7.10 MW
Annual Net Generation (<i>estimate</i>)	36,200 MWh / year
Annual Specific Yield (<i>estimate</i>)	4,629kWh/ kW
Annual Degradation Rate (<i>estimate</i>)	0.50%
Location	Brgys Pula & Panubtuban, Asipulo; Brgys Hollowon, Panopdopan, Payawan and Nayon, Lamut (Transmission Line)
Off-taker	Vying for FIT
PSA Term	TBD
PSA Tariff	To be determined by the ERC
Interconnection	In process
Target Start of Construction	Q4 2026
Target Start of Operations	2029

The following displays the location map and aerial photo of the LAMHC project site.



Source: Information provided by Alternergy



Source: Information provided by Alternergy

Landholding

Triple Play Land Corp. (“TPLC”)

On 25 September 2024, the BOD approved the consolidation of its land holdings through the establishment of a land holding company, TPLC, which was incorporated on May 16, 2024. TPLC will consolidate ownership of land used as project sites for ALTER’s various wind, solar, and/or run-of-river hydro projects. ALTER envisions TPLC as a platform for a future real estate investment trust (REIT).

ALTER has 100% direct economic and voting interest in TPLC.

Retail Electricity Supplier

ALTER Power RES Inc. (“ALTER RES”)

On 12 November 2025, ALTER incorporated a wholly-owned subsidiary, ALTER Power RES Inc., its retail electricity supply arm.

Following the SEC approval, AlterPower RES license has been officially approved by the ERC in July 2026.

ALTER has 100% economic and voting interest in ASHCo which in turn has 100% economic and voting interest in ALTER RES.

Shared Services

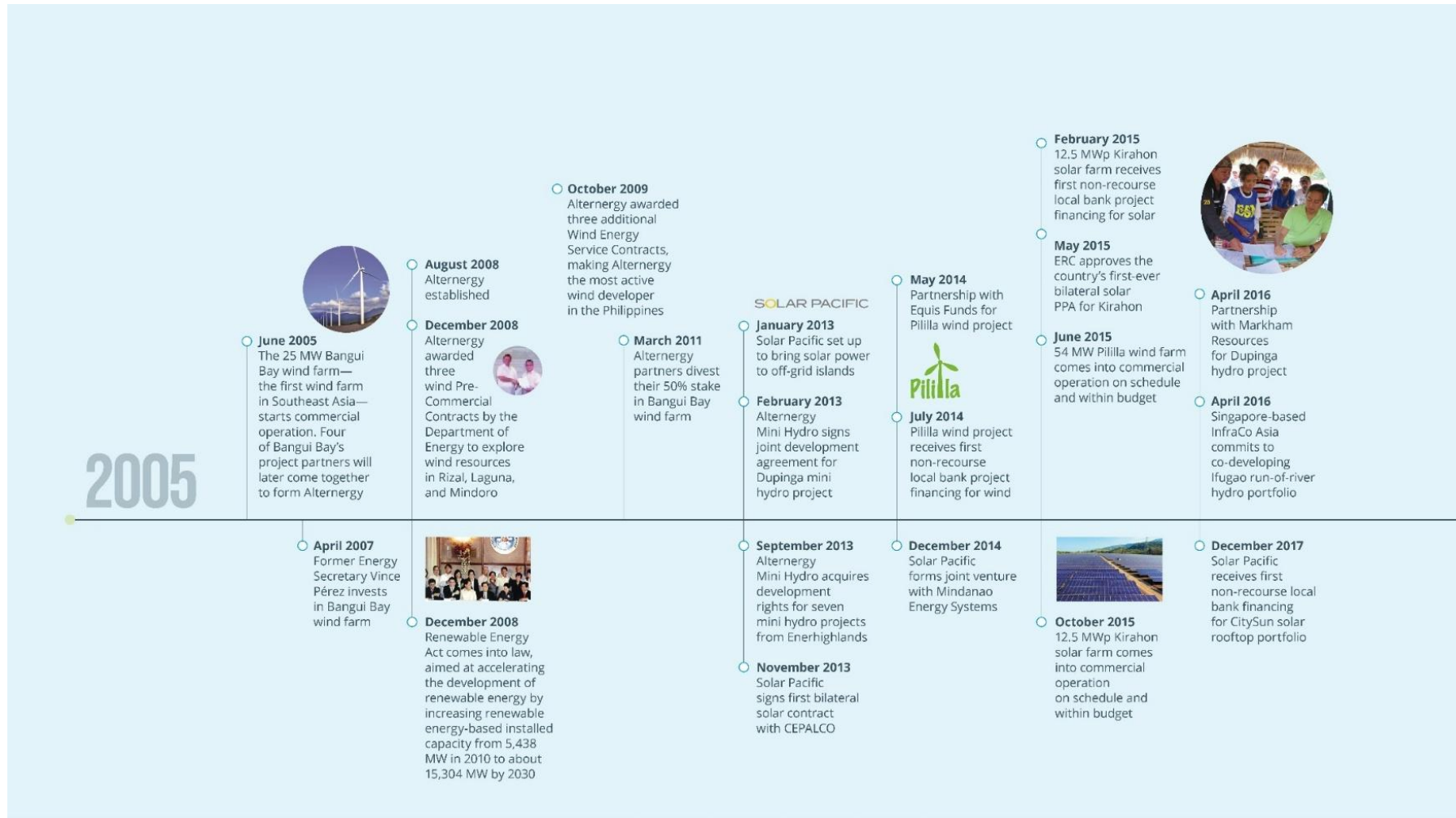
AlterCore Management Services Inc. (“AMSI”)

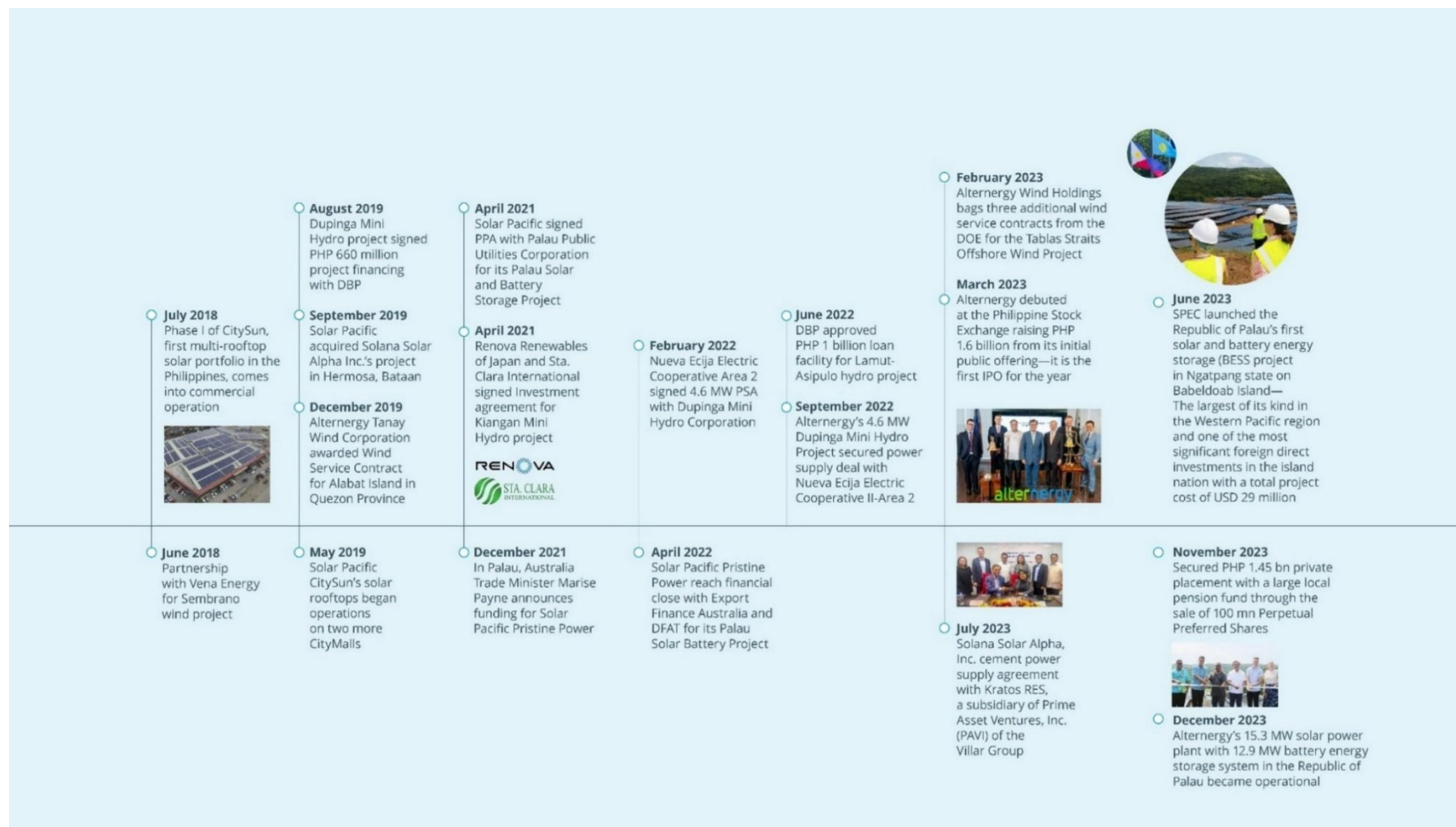
On January 17, 2025, ALTER incorporated a wholly-owned subsidiary, AlterCore Management Services, Inc., which will provide shared services to the Group.

ALTER has 100% economic and voting interest in AMSI.

Alternergy Investment History

These milestones below have paved the path for Alternergy's success – past, present, and future. The following shows the Company's milestones from incorporation:









June 2025
Launched Alternergy's ESG-driven KAHALIGI, a flagship community partnership program rooted in dignity, resilience, and care

September 2025
Alternergy won five of its qualified bids under the GEA4 consisting of one onshore wind project in Luzon (144 MW Tayabas Wind), a second onshore wind project in Visayas (80MW Cebu Wind), two floating solar projects in Luzon (140 MW Liberty Solar Phase A and B), and one solar plus energy storage project in Mindanao (100 MW Kalandagan Solar + ESS)



September 2025
Alternergy FY 2025 AFS release shows net income of PhP165 Million, increase of 28% from FY 2024 and more than 4x growth from IPO year of 2023

October 2025
Divestment of 40% equity stake in Alternergy's indirect wholly-owned subsidiary Alternergy Tanay Wind Corp and Alternergy Wind Power Corp. ABC Energy will acquire a 40% equity stake in ATWC and AWPC through a combination of primary and secondary share issuances.



October 2025
Alternergy received the Green Equity Label certification from the Securities and Exchange Commission (SEC), becoming the first publicly listed company on the Philippine Stock Exchange to achieve this distinction.

October 2025
BDO wins Best Fixed Income Deal (Small Cap) for Alternergy Green Loan Facility in IHAP Awards (Investment House Association of the Philippines)



November 2025
12.53 MW Kirahon Solar Farm, Alternergy's first Solar asset, celebrates 10 years of commercial operations

January 2026
Alternergy received all five Certificates of Award from the Department of Energy (DOE) for all five projects it won under the Green Energy Auction 4 (GEA 4) Program.

January 2026
Alternergy started commercial operations of its 28-MWp Balsik Solar Power Plant in Hermosa, Bataan



August 2025
Acquisition of 95% Equity Stake in MC Project Solutions Inc. by Alternergy Wind Holdings Corp. MC Spencer is developing the first wind project in Cebu, the 80 MW Alegria Wind Project.



September 2025
First payment of dividends to holders of common shares of the Parent Company amounting to PHP0.01 per share totaling PHP39.34 Mn to be taken out of the unrestricted retained earnings of the Parent Company



November 2025
Installation of the first turbine's nacelle and hub in the Alabat Wind Power Project, reaching 110 meters in height—marking the world's tallest turbine outside China



February 2026
Alternergy started commercial operations of its first run-of-river mini hydro asset, the 4.6MW Dupinga Run of River Mini Hydro in Nueva Ecija



ONE GREEN GIGAWATT by 2030

Company Milestones and Achievements

2008:

- **August 2008:** Alternergy Philippine Holdings Corporation (APHC) was established by four (4) founding partners to apply for Wind Energy Service Contracts from the DOE.
- **December 2008:** Renewable Energy Act of 2008 was signed by President Gloria Macapagal Arroyo. Alternergy was invited to attend the formal signing as Company Chairman Vicente Pérez served as the former Energy Secretary under Pres. Gloria Macapagal Arroyo's term.

2009:

- **June 2009:** Alternergy Viento Partners Corporation (since renamed Alternergy Holdings Corporation) was established as the investment vehicle of the founding partners, Vicente Pérez, Gerry Magbanua, and Knud Hedeager.
- **August 2009:** Eurus Energy Japan Corporation (Eurus) and Korea East West Power Ltd. (East West Power) invested US\$50 million each into an investment holding company, Alternergy Philippine Investments Corporation (APIC), together with ALTER. Eurus was owned by Tokyo Electric Power Company and Toyota Tsusho Corporation. Korea East West Power Co., Ltd. (East West Power) was a subsidiary of Korea Electric Power Corporation.

2010:

- **September 2010:** The Asian Development Bank (ADB) awarded Alternergy Philippine Holdings Corporation with a US\$630,000 technical assistance to conduct feasibility studies for its first three wind projects. Of these locations, Alternergy prioritized Pililla and Sembrano wind project sites for development.

2011:

- **March 2011:** The founding partners divested their 50% equity stake in Bangui Bay wind farm to AC Energy.

2012:

- **June 2012:** Pililla AVPC Corporation (PACO), now Alternergy Wind Holdings Corp (AWHC), bought out Eurus' pre-development investment in Alternergy Philippine Investments Corporation (APIC), which included Eurus' initial equity commitment.

2013:

- **January 2013:** Solar Pacific Energy Corporation (SPEC) was co-founded by former Philippine Energy Secretary Vicente Pérez and Michael Lichtenfeld, as the development company primarily for solar projects.
- **January 2013:** Alternergy Mini Hydro Corporation (later renamed Alternergy Mini Hydro Holdings Corporation or AMHHC) was established as the development company for a portfolio of run-of-river hydro projects in Luzon.
- **July 2013:** Solar Pacific signed an MOU with Mindanao Energy Systems (MINERGY) for the development of a solar project in Villanueva municipality, Misamis Oriental.
- **November 2013:** Cagayan Power and Light Co (CEPALCO) signed a twenty-five (25)-year Power Sale Agreement with Kirahon Solar Energy Corporation.

2014:

- **May 2014:** Pililla AVPC Corporation, now AWHC, bought out the equity and remaining commitment of Korea West Power in APIC. Subsequently, PACO entered into a partnership with Equis Asia Fund (EAF).
- **July 2014:** Alternergy Wind One Corporation, now Pililla Wind Power Corp (PWPC) signed a US\$105 million innovative project financing with BDO, RCBC and China Bank, the first all Philippine bank syndicate for a wind project.

2015:

- **February 2015:** Kirahon Solar Energy Corporation signed a ₱810 million project financing with RCBC, the first project financing for a solar project with a bilateral contract in the Philippines.
- **May 2015:** Kirahon Solar Energy Corporation (KSEC) and CEPALCO obtained regulatory approval of its Power Sale Agreement, the first ever bilateral solar PV power sale agreement in the country.
- **June 2015:** Pililla Wind Power Corp's 54 MW Pililla Rizal wind farm commenced operations.
- **October 2015:** Kirahon Solar Energy Corporation's 12.5 MWp solar farm commenced operations.

2016:

- **January 2016:** Solar Pacific signed thirteen (13) power sale agreements with CityMall Commercial Centers.
- **April 2016:** InfraCo Asia Development of Singapore invested in AMHHC under a Joint Investment and Development Agreement for the pre-development of a portfolio of run-of-river projects in Luzon. This is InfraCo's first investment in the Philippines.
- **September 2016:** Alternergy Mini Hydro Holdings Corporation (AMHHC) entered into a joint venture with Markham Resources Corporation for the development of the Dupinga Mini Hydro Project.

2017:

- **March 2017:** Tanay Wind Project was awarded a DOE Wind Energy Service Contract.
- **December 2017,** Solar Pacific CitySun Corporation (SPCC)'s rooftop solar projects reached financial close with RCBC for ₱249 million.
- **December 2017:** Alternergy Viento Partners Corporation, now Alternergy Holdings Corp (AHC) acquired 51% of Solar Pacific Energy Corporation, making it part of the Alternergy group of companies in run-of-river, wind and solar power.

2018:

- **September 2018:** Solar Pacific CitySun Corporation's solar rooftops began operations.
- **October 2018:** Lamut-Asipulo Mini Hydro Project obtained the DOE Amended Hydropower Service Contracts (HSCs) and Certificate of Registrations (CORs), and Certificate of Confirmation of Commerciality.

2019:

- **August 2019:** Dupinga Mini Hydro Project signed a ₱660 million project financing with the Development Bank of the Philippines.

- **September 2019:** Solar Pacific acquired 100% of Solana Solar Alpha Inc's solar project in Hermosa, Bataan.
- **December 2019:** Alternergy Tanay Wind Corporation (ATWC) awarded the DOE Wind Service Contract for Alabat Island in Quezon Province.

2020:

- **June 2020:** ERC issued a Retail Electricity Supplier (RES) license for Green Energy Supply Solutions Inc (GESSI).

2021:

- **April 2021:** Solar Pacific signed a 25-year PPA with Palau Public Utilities Corporation for its Palau Solar and Battery Storage Project.
- **August 2021:** National Commission Indigenous Peoples (NCIP) en banc approved the MOA with the Indigenous Peoples of Asipulo and Lamut for the Lamut-Asipulo Mini Hydro project.
- **October 2021:** Lamut-Asipulo Mini Hydro Corporation and DBP signed a ₱1.02 Billion project financing term sheet for the Lamut-Asipulo Mini Hydro project.

2022:

- **January 2022:** Solar Pacific Pristine Power Inc (SPPPI) signed US\$22 million funding agreement with Export Finance Australia and AIFFP for its Solar PV and Battery Energy Project in the Republic of Palau.
- **February 2022:** Nueva Ecija Electric Cooperative Area 2 (NEECO2) signed a 4.6MW PSA with Dupinga Mini Hydro Corporation.
- **April 2022:** Solar Pacific Pristine Power reached financial close with Australian Infrastructure Financing for the Pacific (AIFFP) for a landmark seventeen (17)-year loan for its Palau Solar Battery Project
- **May 2022:** Solana Solar Alpha mandated RCBC Capital Corporation as lead arranger for the project financing of its 28 MWp (20 MW_{AC}) solar project in Hermosa, Bataan, and executed a non-binding term sheet, dated May 6, 2022, for the non-recourse project financing of the Balsik Solar Project. The facility will be up to ₱1.0 billion along competitive commercial terms.
- **June 2022:** Development Bank of the Philippines approved a P1.08 billion term loan facility for the Lamut-Asipulo run of river project.
- **June 2022:** ALTER acquired 50% equity ownership in Kirahon Solar Energy Corporation.
- **July 2022:** Alternergy Holdings Corporation applied for the listing and trading of all its issued and outstanding common shares.
- **August 2022:** ALTER increased its economic ownership in Solar Pacific Energy Corporation to 60%.

2023:

- **February 2023:** The DOE issued offshore wind energy service contracts nos. 2023-01-251, 2023-01-253, and 2023-01-255 to PACO, now AWHC, in connection with the development of the Tablas Strait Offshore Wind Power Projects 1, 2, and 3.
- **February 2023:** The SEC and PSE, respectively, approved the application of the Parent Company for the listing and trading of all its issued and outstanding common shares.
- **March 2023:** ALTER listed in the PSE with ₱1.6 billion IPO all primary shares offering.

- **June 2023:** ALTER subscribed to 60% of LSEC shares.
- **June 2023:** Liberty Solar signed Land Lease Option Agreement for 144ha.
- **June 2023:** SPPPI Inauguration Ceremony of the 15.2 MWp/13.2 MWac Palau Solar + 13.2 MVa/13.8MWh BESS Project.
- **July 2023:** The Group won its bids in the GEA 2 held last July 3, 2023. Two of the Group's projects that won the GEA 2 are wind with a combined capacity of 192.00 MW. These are the ATWC Project, with installed capacity of up to 128.00 MW, located adjacent to its existing Pililla Rizal wind farm, and the AWPC Project, with potentially up to 64.00 MW, located in the province of Quezon.
- **August 2023:** ALTER Board approved the reclassification of the Preferred Shares to Redeemable Preferred Shares ("**RPS**") 1 and RPS 2. The RPS 2 are further sub-divided into RPS 2 - Series A, RPS 2 - Series B, and RPS 2 - Series C. The reclassification of the preferred shares is preparatory to a future funding exercise.
- **October 2023:** Liberty Solar secured DOE Solar Energy Service Contract for 140MWp.
- **October 2023:** SPEC Acquisition of SSAI Project Completed.
- **October 2023:** ATWC entered into a twenty-five (25)-year Lease Contract with Revenue-Sharing Agreement ("**LCRSA**") with the Rizal Provincial Government for its Tanay Wind Farm.
- **November 2023:** GSIS invests ₱1.45 billion in Alternergy's Green Perpetual Preferred shares.
- **December 2023:** 15.2 MWp MWac Palau Solar + 13.2 MVa/13.8MWh BESS Project achieves start of Commercial Operations (COD).

2024

- **February 2024:** Establishment of the Green Finance Framework through the support and guidance of Asian Development Bank (ADB).
- **March 2024:** Alternergy's Perpetual Preferred shares lists in the PSE with ticker **ALTP2** with GSIS as sole subscriber.
- **May 2024:** ALTER obtained its first Green Corporate Loan of ₱2 billion from sole lender BDO Unibank.
- **May 2024:** ATWC signed an ₱8 billion syndicated project finance facility with new lenders Bank of the Philippine Islands and Security Bank to fund the 128MW Tanay Wind Project.
- **May 2024:** Established Triple Play Land Corporation to consolidate ownership and possessory rights for Alternergy's project sites across the country.
- **June 2024:** AWPC secured ₱5.3 billion project finance facility with RCBC to fund the 64MW Alabat Wind Project.
- **June 2024:** Kalandagan Solar signed the Land Lease Option Agreement for 100ha.
- **August 2024:** ALTER included in the PSE Industrial Index.
- **September 2024:** Solana Solar began construction of its 28MWp/21.3MWac solar project and issues Notice to Proceed to its EPC contractor.
- **December 2024:** SSAI Solar signed the Loan Agreement (OLSA) with RCBC.

- **December 2024:** SSAI Secured ₱1.0B project financing from RCBC to fund the constructions of the Balsik Project.

2025

- **Jan 2025:** ALTER appointed two (2) financial advisors, AlphaPrimus Advisors and Astris Finance, for its next round of capital raising activities.
- **Feb 2025:** ALTER added to ATRAM Sustainability Fund.
- **May 2025:** Kalandagan Solar secured the DOE Solar Energy Service Contract for 100MWp.
- **June 2025:** Alternergy's ESG-driven KAHALIGI launches: a flagship community partnership program rooted in dignity, resilience, and care.
- **June 2025:** Kalandagan Solar secured a right-of-way permit from DPWH for its transmission line.
- **July 2025:** LiDAR deployment for Albay 1 Wind Power Project.
- **July 2025:** Acquisition of the entity developing the Alegria Wind Power Project from MC Spencer.
- **August 2025:** Liberty Solar secured approval of DOE for Change of Scheme of Development to Floating Solar.
- **August 2025:** Acquisition of Tayabas North Wind Power Project from Cleantech Renewables.
- **August 2025:** Acquisition of 95% Equity Stake in MC Project Solutions Inc. by Alternergy Wind Holdings Corp. MC Spencer is developing the first wind project in Cebu, the 80 MW Alegria Wind Project.
- **Sep 2025:** Alternergy won five (5) of its qualified bids under the GEA4 consisting of one onshore wind project in Luzon (144MW Tayabas Wind), a second onshore wind project in Visayas (80MW Cebu Wind), two floating solar projects in Luzon (140MW Liberty Solar Phase A and B), and one solar plus energy storage project in Mindanao (100 MW Kalandagan Solar + ESS).
- **Sep 2025:** First payment of dividends to holders of common shares of the Parent Company amounting to ₱0.01 per share totaling ₱39.34 Million to be taken out of the unrestricted retained earnings of the Parent Company.
- **October 2025:** Balsik Solar achieves energization as generator and begins exporting power to grid.
- **October 2025:** Kalandagan Solar secured DAR land use conversion approval.
- **October 2025:** Kirahon Solar reached its 10th year Operation Milestone.
- **Oct 2025:** ALTER received the Green Equity Label certification from the Securities and Exchange Commission, becoming the first publicly listed company on the Philippine Stock Exchange to achieve this distinction.
- **Nov 2025:** Installation of the first turbine's nacelle and hub in the Alabat Wind Power Project, reaching 110 meters in height— marking the world's tallest turbine outside China.
- **December 2025:** Palau Solar secured a grant funding commitment from AIFFP for battery expansion project; received funding amounting to AU\$1.385M.

- **November 2025:** Issuance of the NGCP SIS for Alegria Wind Power Project.
- **December 2025:** Liberty Solar secured System Impact Study for Phase B with NGCP.
- **December 2025:** Completed met mast installation of Albay 1 Wind Power Project.
- **December 2025:** Obtained Performance Bond for the development of Alegria Wind Power Project and Tayabas North Wind Power Project.

2026

- **January 2026:** Completed met mast installation of Alegria Wind Power Project.
- **January 2026:** Alternenergy received all five (5) Certificates of Award from the Department of Energy (DOE) for all five (5) projects it won under the Green Energy Auction 4 (GEA 4) Program.
- **January 2026:** Alternenergy started commercial operations of its 28-MWp Balsik Solar Power Plant in Hermosa, Bataan.
- **February 2026:** Alternenergy started commercial operations of its first run-of-river mini hydro asset, the 4.06MW Dupinga Run of River Mini Hydro in Nueva Ecija.
- **March 2026:** Palau Solar + BESS secured another grant of up to AUD 12.5 million (AUD 12,548,261.63) during the year to fund the Palau BESS 2 Project.
- **July 2026:** Alternenergy welcomed a minority investment by ABC Energy, Inc. of 40% equity into each of ATWC and AWPC through a combination of primary and secondary share issuances.
- **August 2026:** Alternenergy Tanay started selling energy to the grid with two wind turbines successfully energized.
- **August 2026:** Alternenergy Holdings Corp received its first credit rating from PhilRatings, obtaining a strong, investment grade credit rating of Aa minus with Stable Outlook.

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Strategic Focus on Renewable Energy in the Philippines

Within Asia, the Philippines presents a bright spot for renewable energy investors. The Climatescope report by Bloomberg NEF released in December 2024 ranked the Philippines as the second-most attractive emerging market for renewable energy, citing implementation of the fundamental mechanisms for renewable energy development in a market, including implementation of auctions, net-metering schemes, tax incentives and aggressive RE targets.

The country's GDP grew 5.7% in 2024 before moderating to 4.4% in 2025 and 2.3% in the second quarter of 2026. The recent slowdown reflected a combination of weaker domestic economic momentum, heightened external uncertainties and rising energy costs. The ongoing Middle East conflict has further contributed to volatility in global energy markets, reinforcing the strategic importance in diversifying the country's energy mix and reducing reliance on imported fuels.

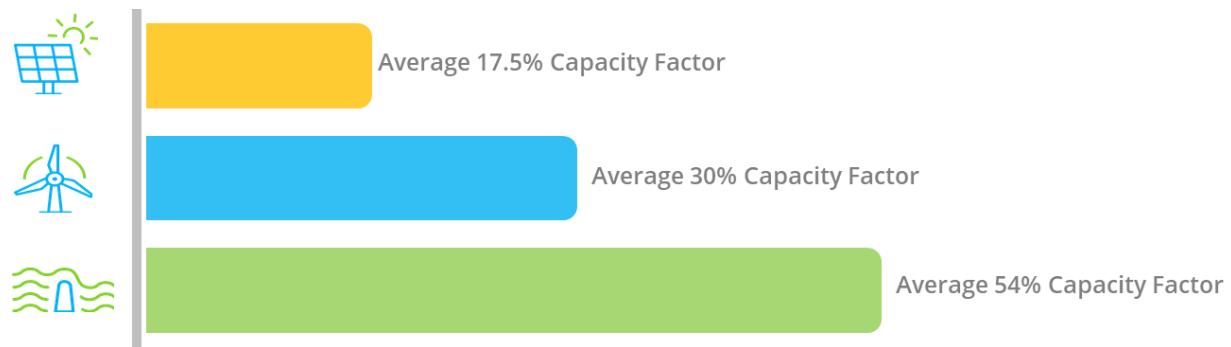
In 2025, DOE records showed that renewable energy capacity increased to 10,533 MW from 9,520 MW, accounting for 32.9% of the country's total installed capacity from 32.0% in 2024. In terms of the power mix, renewable energy generation accounted for 25.0%, a significant breakthrough after remaining broadly at 22% level in the past four years.

Rising global demand for energy, particularly in renewable space, is projected to continue driven mainly by higher fuel prices, energy security and environmental concerns, and increased policy momentum among countries. In the Philippines, the DOE has issued several policy and regulatory initiatives to accelerate the transition to sustainable energy future including the lifting of foreign ownership restrictions for renewable energy projects, increasing and speeding up renewable energy targets, adjusting the requirements on Renewable Portfolio Standards ("RPS"), and the regular conduct of auction for renewable energy capacity additions, among others. In particular, the DOE's Renewable Energy Roadmap aims to attain a generation mix of 35% renewable energy share by 2030 and 50% by 2040. This is equivalent to some USD 195 billion in estimated investment requirements. Alternergy's rapidly expanding portfolio of wind, solar, and hydro power projects enable it to capitalize on this growing market demand.

Additional positive factors include the aforementioned rise in electricity demand, significant renewable energy resources, attractive tariffs, and a comprehensive Renewable Energy Law that provides tax privileges, feed-in tariffs and other market mechanisms to attract investors. For these strategic reasons, Alternergy has a focus on developing renewable energy projects in the Philippines.

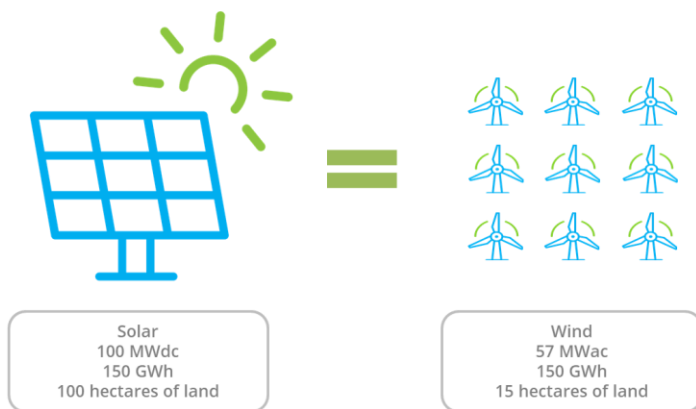
Alternergy Triple Play Renewable Energy Portfolio

The following chart presents the capacity factors of the three renewable energy resources. Through Alternergy's "Triple Play" portfolio, it is well positioned to take advantage of new RE technologies especially hydro and wind which show higher capacity factors of 54% and 30%, respectively compared to solar's 17.5% capacity factor.



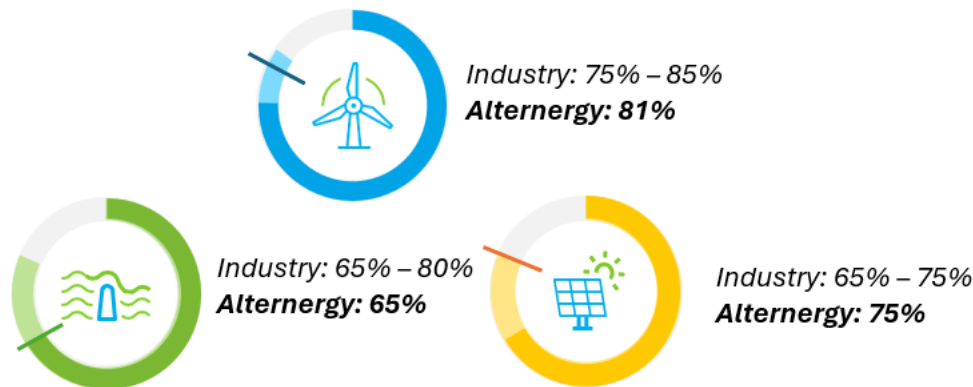
Source: Information provided by Alternergy

In terms of energy production, solar farms generally require larger land area than wind farms at the same energy generation.



Source: Information provided by Alternergy

EBITDA Margin Across Alternergy's Triple Play Technology



Wind, solar, and run-of-river hydro projects are each commercially viable/profitable on a stand-alone basis, while their complementary generation profiles enhance portfolio diversification. Alternergy's operating performance for each technology is broadly in line with Philippine industry benchmarks.

Quadruple Bottom Line Philosophy

Alternergy's operational philosophy goes beyond profitability,-- including people, the planet, and purpose in the equation. As part of its core values, Alternergy espouses a quadruple bottom line philosophy that measures success not only by financial performance and cash flow, but also by ensuring that our projects benefit both host communities and the environment, and by creating a workplace where employees are fulfilled and empowered by their jobs. This approach demonstrates that financial growth can go hand in hand with creating shared value--improving people's lives, protecting the environment and contributing to the clean energy goals of the Philippines.

Alternergy's business model is underpinned by long-term supply contracts secured through bilateral partnerships with distribution utilities and private customers, as well as off-take agreements with the government, supporting the financial viability and financial attractiveness of its projects. Its diversified renewable energy portfolio provides a mix of complementary power generation revenues, while its competitive strengths in project development and execution position the Company to capture new growth opportunities in the country and the Pacific Islands.

Competitive Strengths

The Group has established competitive strengths that should result in the success of the project development and execution, profitable operations, and acquire new opportunities for growth. These are as follows:

- The Group has a well-defined and committed strategic focus on renewable power generation as its core business given its robust renewable energy ("RE") project pipeline in the Philippines and the Pacific Islands.
- One of the first movers in RE, particularly in wind renewable energy projects where it obtained service contracts and undertook feasibility and technical studies for wind farms back in 2008 when it was granted one of the earliest WESCs.
- The Group is one of a few RE developers with a diversified "Triple Play" renewable energy portfolio that currently covers most of the key RE resources, particularly in solar, wind, and run-of-river hydro and battery storage plants. This allows for a diversified mix of complementary power generation revenues.
- The Company's integrated environmental, social, and governance (ESG) framework enhances project execution, regulatory compliance, stakeholder alignment, and long-term asset stability in alignment with leading international standards. Management believes that disciplined ESG integration provides a competitive advantage in the development and operation of renewable energy assets in the Philippines. As a pure-play renewable energy company, ALTER's revenue-generating activities are inherently aligned with decarbonization objectives and national renewable energy targets. The Company's portfolio of wind, solar, and run-of-river hydro projects supports energy transition goals while maintaining diversified technology exposure. This alignment strengthens the Company's positioning in:
 - Government renewable energy programs and auctions
 - Climate-aligned financing opportunities
 - Institutional investor mandates focused on sustainable assets
- Most of the Group's operating RE projects were able to avail long-term power sale agreements comparable to Feed-in-Tariff rates that have allowed them to be financially viable and attractive.
- Its key customers are high-quality off-take institutions like TransCo, high credit-rated private distribution utilities, credit-worthy electric cooperatives, and key commercial customers.
- Members of the Group's senior management have been involved in both the public and private sector relative to energy development as well as policy development and implementation.
- The Management team is comprised of professionals with a diverse but complementary background and expertise in policy, engineering and project management and implementation, finance, law, sustainability and regulatory compliance for RE projects.

- The Group's senior management remains active and engaged in working with public sector officials in the development, regulation, monitoring and promotion of renewable energy.
- The Group plays a leadership role in advocating for equitable tariff structures and regulatory policies that promote sustainable growth for renewable energy developers while protecting consumer interests.
- The Group's senior management also maintains proactive engagement with energy policy and regulatory officials through active participation and leadership in private sector renewable industry associations.
- The Group's senior management has a wide network of contacts among domestic and foreign equity partners that has been key to funding its various projects.
- The Group's pioneering debt experience, particularly in project finance, has provided the Group access to competitive financing terms from a variety of domestic lenders and supranational lenders.
- ALTER is the first publicly listed company on the Philippine Stock Exchange (PSE) and the first renewable energy developer to receive the Philippine Green Equity label from the Securities and Exchange Commission (SEC), distinguishing the Group as a trailblazer in sustainable capital markets and reinforcing its credibility in sustainable finance.
- The Group and its management have established working relationships with key senior and mid-level officials of relevant government agencies of the DOE, DAR, DENR, DILG, DPWH, BOI, CAAP, NCIP, NWRB and the respective LGUs where its projects are located.

As one of the pioneers in wind and solar energy development and with a strong track record of quickly executing and efficiently operating wind and solar power projects, the Group is well-positioned to take advantage of the expected massive growth in the renewable energy sector.

According to the DOE Philippine Energy Plan for 2020 to 2040, renewable energy installed capacity is targeted to increase by 53 GW to 81 GW by 2040, with around 60% of that is projected to come from solar generation. The Group also notes policy and investment trends towards sustainability, and clean power is expected to play a central role in sustainable development.

Business Plans and Key Strategies

The Group's business plans and strategies include the following:

- Leverage the ALTER Group's solar, wind and run-of-river mini hydro development expertise. By maintaining a robust pipeline of projects under varying stages of development in each of the Group's three renewable sectors, its project completion cycle ensures steady growth.

- Pursue new RE projects, especially in the RE resources where the Group has established expertise in the technical, regulatory, project feasibility assessment, project management, and financing aspects.
- Secure bankable off-take through bid participation and contracting on an opportunistic basis to maximize contracted revenues from credit-worthy off-takers.
- Focus on RE resource projects where FIT rates are available or are expected to be made available given developments in the DOE on the matter.
- Capitalize on off-take opportunities from the Open Access by directly contracting with Contestable Customers through its licensed retail electricity subsidiary.
- Optimize operations and harness synergies across the platform to further improve margins.
- Over the years, the Group has cultivated a preferred cadre of technical, legal and financial service providers that shorten project development timelines and allow for smoother execution towards financial close.
- Tap innovative debt and capital market instruments in sustainable finance that complement the Group's sustainability focused business philosophy, such as green bonds, blue bonds, and supranational entity loans.
- Explore, adopt, and deploy emerging technologies such as battery storage, floating solar, and offshore wind that enhance the Group's renewable power business.
- Cultivate relationships with stakeholders to ensure the success of its projects, particularly in reaching consents from indigenous peoples among its host communities.
- Ensure the organization's ability to bring in new talent to cover the growing number of projects under the group.
- Maintain majority ownership of assets and retain a controlling position to maximize economic and strategic value.

Suppliers/Contractors

The Group is not dependent on a limited number of suppliers and contractors as there is a mature market for Renewable Energy EPC Contractors that covers all key equipment, materials, and works, and all other items needed to complete a project which the Group can source either in the entirety of scope or in certain work packages. The Group may also directly source for key equipment, with solar modules being the largest cost component.

Suppliers and contractors for plant operations will be limited to the operations and maintenance of stationary, limited maintenance equipment, groundskeeping, and security.

The Group's suppliers and contractors include the following:

- Wind: Vestas, Siemens Gamesa, Envision Energy, GEDI
- Hydro: Gugler Water Turbines, MN Electro Industrial Supply and Services Inc, Sta. Clara International Corporation

- Solar: Canadian Solar, Hanwha, First Solar, JUWI Renewable Energies, JGC Philippines

Customers

The Group's customers include the following:

- National Transmission Corporation ("**TransCo**")
- AAA credit rated Electric cooperatives such as Nueva Ecija II Electric Cooperative Area 2 ("**NEECO2Area2**")
- Cagayan Electric Power and Light Co ("**CEPALCO**")
- Palau Public Utilities Corporation ("**PPUC**")
- CityMall Commercial Centers Inc, owned by DoubleDragon Corporation and SM Investments Corp.

The Group normally enters into Power Supply Agreements with its off-takers or customers and these Power Supply Agreements generally have a term of up to twenty-five (25) years.

Competition

The Philippine renewable power industry has continued to see growth since the enactment of the RE Law in 2008. The DOE records that renewable energy capacity increased to 10,533 MW in 2025 from 9,520 MW of the country's total installed capacity in 2024, accounting for about 32.9% of the country's total installed capacity. In terms of the country's power mix, the share of renewable energy has reached 25.0% in 2025, from 22.2% in 2024, marking significant progress toward the government's target of 35% renewable energy generation by 2030. The call of the government for additional generating capacity using renewable energy to support the economy has further invigorated the competition, with local and foreign power companies looking at new investments and expansion programs.

With the continued expansion of renewable energy capacity, supported by the Green Energy Auction Program, Renewable Portfolio Standards and liberalization of foreign ownership rules for renewable energy projects, the Company expects the power industry to further grow, and the renewable energy landscape to become more competitive. Competitors include Filipino conglomerates and its respective subsidiaries, particularly Aboitiz Power Corporation, First Gen Corporation, ACEN Corporation, SMC Global Power Holdings, Meralco PowerGen, Raslag Corporation, and Citicore Renewable Energy Corporation.

While there is anticipated robust competition, the Company believes it is well-positioned to effectively meet this competition as set forth in the sections "Competitive Strengths" and "Strategies". The Company has a distinctive value proposition through its management and portfolio of projects from diversified triple play renewable energy sources (solar, wind, run-of-river hydro) and has signed several long-term power supply agreements as secure off-take markets. The Company also has a lean organization, with senior management actively engaged in the daily operations and project development.

Distribution

As a power generation company, the Company and its Subsidiaries distribute the power generated by connecting to the national grid or distribution utilities grid, or directly connected to the end users.

Technical Studies

The Group obtained technical studies which include Wind Resource Assessment, Hydrology Study, Solar PVSYS, Geohazard, Geotechnical, Land Survey, Avian Impact Study, Line of Sight Clearance, Height Clearance Permit, LIDAR, Aerial photogrammetry, among others.

<i>Amounts in ₱ '000</i>	December 31, 2025	June 30, 2025	June 30, 2024	June 30, 2023
Total	51,652	49,943	80,344	29,671
Percentage to Revenue	27%	14%	29%	17%

Intellectual Property

The Company's operations are not dependent on any copyright, trademark, patent, license, or franchise/royalty agreement and the Company does not have any pending application with the Intellectual Property Office.

Effect of Existing or Probable Governmental Regulations

The Company is subject to the laws governing all Philippine corporations, such as corporation laws, securities laws, tax laws, and the Local Government Code. All Philippine corporations are also subject to labor laws and social legislation, including RA No. 11199 or the Social Security Act of 2018, RA No. 10606 or the National Health Insurance Act of 2013, RA No. 11223 or the Universal Health Care Act, RA No. 9679 or the Home Development Mutual Fund Law of 2009, the Philippine Labor Code and its implementing rules and regulations, and other labor-related laws, regulations, and mandated work-related programs of DOLE.

The Company closely monitors its compliance with applicable laws and government regulations affecting its businesses.

The following lists the government approvals required for the Company's business:

Bureau of Internal Revenue

- Certificate of Registration

Securities and Exchange Commission

- Certificate of Incorporation, Articles of Incorporation and By-Laws

Department of Energy

- Renewable Energy Service Contracts (RE Service Contracts) and Renewable Energy Operating Contracts – each a service agreement between the Government, through the DOE or the President, and the RE Developer for a specific period as determined by the DOE during which the RE Developer has the exclusive right to explore or develop the RE resources within a particular area, currently being implemented under DOE Department Circular No. 2019-10-0013.
- Certificate of Registration – issued to an RE Developer upon the effectivity of the RE Contract and upon approval of additional investment, to serve as the basis for the RE Developer's entitlement to the incentives provided under the Renewable Energy Act of 2008.
- Certificate of Confirmation of Commerciality – this certificate converts the project from the Pre-Development Stage to the Development/Commercial Stage. It serves as a notice to proceed to the construction phase of the project. Considering that the

Service Contracts clearly state that the Pre-Development Stage shall be for a non-extendible period of two (2) years from the effective date, the Solar installations are required to have the COCOC within two (2) years from the grant of the service contract by the DOE.

- The COCOC refers to the certification issued by the DOE confirming the declaration made by the RE Developer that the project is commercially feasible. The Declaration of Commerciality, on the other hand, is the written declaration by the RE Developer that the electricity to be generated from the renewable energy project is commercially feasible and viable. The issuance of the COCOC by the DOE is the reckoning point for the transition of the project from Pre-Development to Development Stage. The Development Stage refers to the development, production, and utilization of the RE resources, including the construction and installation of the relevant facilities up to the operation phase thereof. The submission of the COCOC is typically one of the requirements of banks for the grant of loans for project financing. The Company estimates that the Commerciality Certificate will be issued by the DOE within the Q4 2021.
- Certificate of Compliance – refers to a license issued by the ERC in favor of a person or entity to operate a power plant or other facilities used in the generation of electricity. This certification is required before a power plant goes into commercial operation. The application must be filed not later than three (3) months before the targeted date of Test and Commissioning.

Non-compliance with or violation of the established guidelines of the DOE relative to the Renewable Energy Act of 2008 shall result in imprisonment of one (1) year to five (5) years, or a fine ranging from One Hundred Thousand Pesos (₱100,000.00) to One Hundred Million Pesos (₱100,000,000.00) or twice the amount of damages caused or costs avoided for the noncompliance, whichever is higher. Operating without a Certificate of Compliance issued by the ERC is punishable by fine and penalties as the ERC deems fit pursuant to Article III of the Guidelines to Govern the Imposition of Administrative Sanctions in the Form of Fines and Penalties Pursuant to Section 46 of RA No. 9136, as Amended.

Department of Environment and Natural Resources

All projects are generally required to secure environmental clearance, either in the form of an ECC or a Certificate of Non-Coverage (“**CNC**”). The requirements and processes will vary depending on whether the project contemplated is: (a) within or without the Philippine Environment Impact Statement (“**EIS**”) system; (b) considered an environmentally critical project; and (c) located in an environmentally critical area.

The ECC or the CNC from the DENR Regional Office is a document issued by the Environmental Management Bureau (“**EMB**”) after a positive review of an application, certifying that based on the representations of the proponent, the proposed project or undertaking will not cause significant negative environmental impact. An ECC contains

specific measures and conditions that the project proponent has to undertake before and during the operation of a project, and in some cases, during the project's abandonment phase, to mitigate identified environmental impacts.

All ECC/CNC applications shall be accompanied by:

- Environmental Impact Assessment (“**EIA**”) Report in the form of an EIS;
- An Initial Environmental Examination (“**IEE**”) Checklist Report;
- An Environmental Performance Report and Management Plan (EPRMP); and
- Programmatic EIS or Programmatic EPRMP.

For projects operating without an ECC, a fine of ₱50,000.00 is imposed and reduced at the discretion of the DENR Secretary or the EMB Director, considering the circumstances of each case, i.e., impact of the violation on the environment. In case of violation of ECC conditions, a fine of ₱50,000.00 is again set as the maximum amount of fine per violation. Violation of one condition in the ECC is an offense separate and distinct from the violation of another condition. Finally, misrepresentation in the Environmental Impact Assessment Reports or any other documents submitted by the Company is punishable by a fine of ₱50,000.00 for every proven misrepresentation.

Energy Regulatory Commission

For off-take agreements executed into with a regulated entity, i.e., Distribution Utility (DU) or Electric Cooperative (“**EC**”), the ERC needs to approve the terms of the contract before it can take effect. The ERC will determine a fair and reasonable generation cost that a DU or EC can pass on to its Captive Market and determine/approve a reasonable generation cost under the off-take agreement. Without the ERC approval, the off-take agreement is deemed not valid.

Wholesale Electricity Spot Market

The WESM is a market where trading of electricity in the Philippines is made. It establishes basic rules, requirements and procedures that govern the operation of the Philippines' electricity market. As a power generator, the Company must register as a participant in the WESM.

Permits and Licenses

In pursuing its business, the Group secured the following permits and licenses from the Government:

Solar Projects:

ISSUING AGENCY	PROJECT PERMIT/APPROVAL	DATE OF ISSUANCE	DATE OF EXPIRY
KSEC			
DOE	Solar Service Contract	May 3, 2012	May 3, 2037
PEZA	PEZA Registration Permit to Operate Certificate of Availment of 5% Gross Income Tax Certificate of Availment of PEZA Incentives Certificate of Availment of Zero VAT	July 25, 2014 March 17, 2024 February 8, 2022 February 8, 2022 February 8, 2022	No expiry March 16, 2025 March 17, 2022 December 31, 2022 December 31, 2022 December 31, 2022
ERC	Certificate of Compliance	January 24, 2025	No expiry
NCIP	Certificate of Non-Overlap	October 10, 2014	No expiry
DENR-EMB	Environmental Compliance Certificate*	September 6, 2012	No expiry
DENR-EMB	Pollution Control Officer Certificate of Accreditation	March 17, 2024	March 16, 2027
BOC	Certificate of Registration	September 9, 2021	September 9, 2022
BIR	Certificate of Registration	November 26, 2013	No expiry
SSAI			
DOE	Solar Energy Operating Contract as conversion of SESC**	April 8, 2021	December 22, 2040
BIR	Certificate of Registration	May 6, 2016	No expiry
BOC	Certificate of Registration	July 4, 2025	July 4, 2026
BOI	Certificate of Registration	February 1, 2017	No expiry
DENR-EMB	Environmental Compliance Certificate – Plant Site	October 20, 2020	No expiry
DENR-EMB	Certificate of Non-Coverage – Transmission Line	November 6, 2020	No expiry
DENR-EMB	Pollution Control Officer Certificate of Accreditation	March 8, 2022	March 8, 2025
LGU	Business Permit	January 31, 2026	December 31, 2026
NCIP	Certificate of Non-Overlap	November 14, 2016	No expiry

SPCC			
DOE	Solar Energy Operating Contract as conversion of SESC**		

**DENR approved the transfer of the ECC for the project under the name of KSEC through its letter dated February 19, 2014*

***Converted from the original Solar Energy Service Contract No. 2015-10-260 issued on December 23, 2015*

Hydro Projects:

ISSUING AGENCY	PROJECT PERMIT/APPROVAL	DATE OF ISSUANCE	DATE OF EXPIRY
LAMHC			
LGU	Business Permit	January 30, 2026	December 31, 2026
BIR	Certificate of Registration	December 12, 2016	No expiry
DOE	Assigned and Amended Hydro Service Contract	February 21, 2020	September 3, 2038
DOE	Assigned and Amended Certification of Registration	February 19, 2020	September 3, 2038
DOE	Assigned and Amended Certificate of Confirmation of Commerciality	February 19, 2020	September 3, 2038
NCIP	Certification Precondition	August 26, 2021	No expiry
NCIP	Memorandum of Agreement – Project	October 22, 2019	October 22, 2044
NCIP	Memorandum of Agreement – Transmission Line	October 23, 2019	October 22, 2044
BOI	Certificate of Registration	December 16, 2021	No expiry
NWRB	Water Permit	April 18, 2022	Petition for the Water Permit amendment (to increase discharge and amend the location

			of the diversion point) filed in August 2022.
DENR-EMB	Environmental Compliance Certificate	October 26, 2020	October 26, 2025, if construction has not started.
NGCP	Connection Agreement	May 25, 2023	February 25, 2033
KMHC			
LGU	Business Permit	January 30, 2026	December 31, 2026
BIR	Certificate of Registration	March 17, 2015	No expiry
DOE	Amended Hydro Service Contract	September 4, 2020	September 3, 2038
DOE	Amended Certificate of Registration	August 28, 2020	No expiry
DOE	Amended Certificate of Confirmation of Commerciality	August 28, 2020	No expiry
DENR	Environmental Compliance Certificate	February 28, 2019	No expiry
DENR	Forest Land Use Agreement	November 24, 2025	March 10, 2045
DENR	Special Tree Cutting Permits	June 25, 2026	55 days upon issuance (40 days + 15 day granted extension)
NWRB	Water Permits for Asin, Hungduan and Ibulao1	November 24, 2020	No expiry
NCIP	Certificate Precondition	December 19, 2018	No expiry
NCIP	Memorandum of Agreement (Project)	June 22, 2018	June 20, 2043
NCIP	Memorandum of Agreement (TL)	August 20, 2018	June 20, 2043
BOI	Certificate of Registration	November 21, 2016	No expiry
NGCP	Connection Agreement	September 11, 2018	June 25, 2028
NGCP	Transmission Service Agreement	July 3, 2019	February 25, 2029

ERC	Approval of the Point-to-Point Dedicated Transmission Line	November 14, 2022	No expiry
DMHC			
LGU	Business Permit	January 12, 2026	December 31, 2026
LGU (Provincial)	Local ECC	March 8, 2019	No expiration
BIR	Certificate of Registration	March 6, 2014	No expiry
BIR	Certificate of Registration (Gabaldon, Nueva Ecija)	February 24, 2022	No expiry
DOE	Assigned and Amended Hydro Service Contract	November 3, 2017	February 2, 2035
DOE	Assigned and Amended Certificate of Registration	October 26, 2017	No expiry
DOE	Assigned and Amended Certificate of Confirmation of Commerciality	June 20, 2019	No expiry
DOE	Amendment to the Registered Capacity	July 18, 2024	No expiry
DOE	Certificate of Endorsement to ERC	August 14, 2024	No expiry
NCIP	Certification Precondition	March 9, 2017	No expiry
NCIP	Memorandum of Agreement	August 25, 2015	August 25, 2040
BOI	Certificate of Registration	January 12, 2018	No expiry
NWRB	Amended/Transferred Water Permit	January 24, 2018	No expiry
NEECO II Area 2	Amended and Restated Interconnection Agreement	April 13, 2022	No expiry
NEECO II Area 2	Metering Service Agreement	June 27, 2024	No expiry
NEECO II Area 2	Power Supply Agreement	May 8, 2023	May 8, 2048

NEECO II Area 2	Final Certificate of Approval to Connect	September 25, 2025	No expiry
DENR	Environmental Compliance Certificate	February 6, 2019	No expiry
DENR	Certificate of Non-Coverage (TL)	February 27, 2019	No expiry
DENR	Certificate of Non-Coverage (Permanent Access Road)	January 15, 2021	No expiry
DENR	Forest Land Use Agreement	December 21, 2021	December 21, 2046
DENR	Special Tree Cutting Permits	September 3, 2020 and January 26, 2022	September 22, 2020 and 50 days from January 26, 2022
DENR	Discharge Permit	December 23, 2025	December 23, 2026
DENR	Permit to Operate Air Pollution Source and Control Installations	June 9, 2025	June 9, 2030
DAR	Order for Land Use Conversion for the Powerhouse location from Agriculture to Industrial (Renewable Energy) Use and Certificate of Finality	September 3, 2020 May 25, 2021	September 3, 2025
ERC	Final Authority for the Execution of the PSA between DMHC and NEECO II Area 2	January 14, 2026	No expiry
NEECO II Area 2	Certificate to Energize	February 10, 2026	No expiry

Wind Projects:

ISSUING AGENCY	PROJECT PERMIT/APPROVAL	DATE OF ISSUANCE	DATE OF EXPIRY
ATWC (Tanay Wind Farm Project)			
SEC	Certificate of Incorporation	August 25, 2011	No expiry
BIR	Certificate of Registration	September 7, 2011	No expiry

BIR	Certificate of Registration	October 15, 2024	No expiry
LGU (Tanay)	Business Permit	January 12, 2026	December 31, 2026
DOE	Wind Energy Service Contract (WESC)	March 15, 2017	March 15, 2042
NCIP	Certificate of Non-Overlap for Wind Resource Assessment	August 24, 2018	No expiry
PAMB	PAMB Clearance for Wind Resource Assessment	May 31, 2018	No expiry
CAAP	Height Clearance Permit (HCP) for 16 Towers	January 3, 2023	January 3, 2025
CAAP	Height Clearance Permit (HCP) for 13 Towers	June 10, 2025	June 10, 2027
PAMB	PAMB Clearance for the Implementation and Execution of the Tanay Wind Power Project	February 14, 2020	No expiry
PAMB	No expiration	June 06, 2024	No expiry
DENR	Environmental Compliance Certificate (ECC)	December 10, 2021	December 10, 2026, if project not implemented within five (5) years
DENR	Tree Cutting Permit – for 33kV and 500 kV	August 02, 2025	-
DENR	Three (3) Tree Cutting Permit – Along Marilaque Highway inside PA 1636	January 08, 2026	50-150 days
DENR	Tree Cutting Permit – Wind Farm	May 29, 2024	May 28, 2025
LGU (Tanay – for the Wind Farm)	Construction Permit	May 07, 2025	No expiry
LGU (Tanay – for the Substation and Transmission line)	Construction Permit	May 08, 2025	No expiry

NGCP	FS	March 03, 2025	No expiry
NGCP	SIS	November 27, 2024	No expiry
NGCP	Amendment of the Connection Agreement	February 03, 2024	No expiry
NGCP	Metering Service Agreement	December 29, 2025	No expiry
NGCP	Transmission Service Agreement	November 04, 2024	No expiry
ERC	P2P Approval	August 19, 2025	No expiry
Registration at the Wholesale Electricity Spot Market (WESM)	Membership Registration (Phase 01)	April 04, 2025	No expiry
LGU/Community Land Rights and ROW Acquisition	Lease Contract with Revenue Service Agreement	October 09, 2023	25 + 5 Years
AWPC (Alabat Wind Farm Project)			
SEC	Certificate of Incorporation	August 25, 2011	No expiry
BIR	Certificate of Registration	September 7, 2011	No expiry
LGU	Business Permit	January 20, 2022	December 31, 2022
LGU	Community Tax Certificate	January 16, 2022	January 16, 2023
DOE	Wind Energy Service Contract (WESC)	December 23, 2019	December 23, 2044
NCIP	Certificate of Non-Overlap for Wind Resource Assessment	May 6, 2021	No expiry
CAAP	Height Clearance Permit (HCP) for Met Mast	June 10, 2021	June 10, 2023; Already constructed met mast
CAAP	Height Clearance Permit (HCP) for Turbine Sites	October 19, 2023	October 20, 2025; Already commenced construction
DENR EMB R4A	Certificate of Non-Coverage (CNC) for Met Mast Site	January 29, 2021	No expiry

DENR	Special Land Use Permit (SLUP) for Met Mast	October 3, 2021	October 5, 2024
DENR EMB R4A	Environmental Compliance Certificate (ECC)	April 29, 2024	No expiry
DENR	Special Land Use Permit (SLUP) for Project Site	March 14, 2025	March 14, 2028
	Special Land Use Permit (SLUP) for Tower 346 Sea Crossing	September 8, 2025	September 8, 2028
DENR	Revocable Permit for Tower 347 Sea Crossing	April 14, 2025	April 14, 2026
DENR	Forest Land-Use Agreement (FLAg) for Towers 348 and 349 Sea Crossing	December 11, 2025	December 11, 2050
DENR	Tree Cutting Permits	October 28, 2024	May 28, 2025
NGCP	System Impact Study (SIS)	January 12, 2024	No expiry
NGCP	Facility Study (FS)	March 29, 2024	No expiry
NGCP	Connection Agreement	March 26, 2024	No expiry
NGCP	Transmission Service Agreement	November 21, 2024	No expiry
ERC	P2P Approval	July 24, 2025	No expiry
LGU Alabat	Building Permit	August 7, 2024	No expiration
CPWC			
LGU	Business Permit	February 9, 2022	December 31, 2022
BIR	Certificate of Registration	February 2, 2022	No expiration
DOE ¹¹	WESC 2022-06-208	August 9, 2022	25 years from COD
DOE ¹²	WESC 2021-10-186	November 9, 2021	25 years from COD

In addition to the foregoing, the following permits will also have to be secured:

¹¹ The WESCs were originally awarded to CTGRI, however, pursuant to Deeds of Assignment signed on 26 August 2025 between CTGRI and CPWPC, the WESCs are currently undergoing the assignment approval process with the DOE.

¹² The WESCs were originally awarded to CTGRI, however, pursuant to Deeds of Assignment signed on 26 August 2025 between CTGRI and CPWPC, the WESCs are currently undergoing the assignment approval process with the DOE..

Kiangan Mini Hydro Pending Permits

Permits/Licenses	Status
Registration of the Wholesale Electricity Spot Market (WESM)	Not applicable, will be obtained prior to energization
COC	To be obtained six (6) months prior to COD

Tanay Wind Pending Permits

Permits/Licenses	Status
Certificate of Compliance (COC) at the ERC	Application to the ERC to be filed six months prior to COD

Alabat Wind Pending Permits

Permits/Licenses	Status
NGCP Metering Service Agreement	Ongoing application with NGCP
DENR Foreshore Lease Agreement (FLA)	Application is ongoing, currently in PENRO for processing. Revocable permit obtained.
LGU Quezon	Currently being applied by GEDI
Registration at the Wholesale Electricity Spot Market (WESM)	Ongoing application
Certificate of Compliance (COC) at the ERC	Application to the ERC to be filed six months prior to COD

Environmental Laws

The Group must comply with environmental laws, rules, and regulations in developing, constructing, and operating its facilities. The Philippines adheres to the EIS System. This allows the proponent company and the Government through the DENR to assess the direct and indirect impact of the project on the biophysical and human environment and ensuring that these impacts are addressed by appropriate environmental protection and enhancement measures. Under this system, each project company is required to undergo an Environmental Impact Assessment before the commencement of each project. This involves predicting and evaluating the likely impacts of a project (including cumulative impacts) on the environment during construction, commissioning, operation, and abandonment. It also includes designing appropriate preventive, mitigating, and enhancement measures addressing these consequences to protect the environment and the community's welfare. A positive determination by the EMB results in the issuance of an ECC document, to be conformed to by the project proponent. The release of the ECC allows the project to proceed to the next stage of project planning, which is the acquisition of approvals from other government agencies and LGUs, after which the project can start

implementation. The Group estimates that it incurs approximately ₱2.2 million annually in relation to its compliance with environmental laws and regulations. Such expenses relate to costs for securing permits, compliance fees, charges, and other incidental expenses.

Employees

The Company does not have a Collective Bargaining Agreement with its employees. Its employees are not on strike and have never been in the past three (3) years. The Company complies with government prescribed labor standards.

In the next 12 months, the Company in the normal course of business expects to hire 30 personnel, as needed, to support the operations and activities that it will undertake in the future.

Description of Properties

As of the date of this Information Memorandum, the Group's subsidiaries currently own land over a total of 820,657 sqm. of land.

Registered Owner	Location	Transfer Certificate of Title	Date of Transfer of Certificate Title	Lot Area (Sqm.)
KSEC	Sitio Kirahon, Barangay San Martin, Villanueva, Misamis Oriental	136-2015000925	July 30, 2015	150,000
SSAI	Hermosa, Bataan	1. No. 038-2016001767 2. No. 038-2016001765 3. No. 038-2016008221 4. No. 038-2016001766	December 29, 2020	290,083
TPLC	Villa Jesus Weste, Alabat	<i>Untitled; Tax Dec: 02-0017-00006</i>		28,598
TPLC	Poblacion 5, Quezon	<i>Untitled; Tax Dec: 29-0019-00218</i>		5,000
TPLC	Sabang, Quezon	<i>Untitled; Tax Dec: 29-0018-00180</i>		29,068
		<i>Untitled; Tax Dec: 29-0018-00292</i>		84,653

		<i>Untitled; Tax Dec: 29-0018-00201</i>		169,306
		<i>Untitled; Tax Dec: 29-0018-00289</i>		63,949
TPLC	Sabang, Quezon	<i>Portion of T-375880</i>		42,865
SSAI	Sabang, Quezon	<i>Portion of T-375880</i>		23,920
TOTAL				887,442

The properties of KSEC in Villanueva, Misamis Oriental, consisting of land and the plant, are encumbered in favor of Rizal Commercial Banking Corporation to secure KSEC's project financing amounting to ₱786 million with a tenor of 15 years from 2015.

SSAI's parcels of land located in Hermosa, Bataan are encumbered in favor of Renova Renewables Asia Pte. Ltd. to secure the loan amounting to ₱94.25 million payable on the earlier of (1) December 31, 2022 and (2) occurrence of financial close for the Balsik Solar Project. The mortgage will be cancelled upon payment of the said loan.

Pursuant to a Memorandum of Agreement dated December 23, 2020, SSAI was granted a perpetual right of way over a 2,879 sqm. portion of a 19,919 sqm land in Hermosa, Bataan covered by TCT No. 038-2019008585 and registered in the name of Solanaland Development Inc.

The Group owns the plant and equipment used in the business. The project assets of KSEC, SSAI, SPCC, KMHC, and DMHC are all encumbered in favor of creditors under various project financing agreements.

The Company does not plan to acquire any new property in the next 12 months other than the project assets for the plants.

Insurance

All projects have insurance policies which the Group believes is consistent with industry standards. These include Construction All Risks/Property Damage, Business Interruption, Marine Cargo, General Liability and Sabotage & Terrorism coverages. The insurance policies are procured and are renewed annually. Insurance policies for all operating projects and those that are on-going constructions are all current.

RISK FACTORS

Risks Relating to the Company and the Business

Unsuccessful Implementation of Business Plans and Growth Strategies

The Company's future operating and financial performance and success largely depend on its ability to implement its business strategies successfully. There can be no assurance that the Company will successfully implement the business strategies described in this Information Memorandum or those to be developed by its management, or that implementing these strategies will sustain or improve and not harm its results of operations in targeted sectors. The Company's ability to implement its business strategies depends on, among other things, its ability to finance its operations and future projects, respond to regulatory changes, and retain and attract highly skilled technical and managerial personnel.

The upfront capitalization required is substantial, and delays in capital infusion and project execution and commissioning may hinder profitability and adversely affect the Group's ability to raise financing for its renewable energy projects and its ability to contract as future customers may doubt the Group's ability to execute projects.

Further, the Group's development of new projects is subject to substantial risks that could give rise to delays, unanticipated cost overruns, unsatisfactory construction, or development, or the total or partial loss of the Group's interest in the project under development, construction, or expansion. Such risks to development include:

- The need to incur expenses for preliminary engineering, permits, and development and other expenses before determining whether a project is feasible, economically attractive, or capable of being financed;
- The inability to sign acceptable Power Supply Agreements (**PSAs**) with customers;
- The inability to negotiate acceptable payment agreements;
- The inability to secure adequate project financing;
- Shortages and insufficient quality of equipment, materials, and labor and the breakdown or failure of equipment or processes;
- Social unrest and terrorist activities that may prevent the completion of projects;
- Engineering and environmental problems;
- Construction and operational delays or unanticipated cost overruns;
- Failure by key contractors and vendors to timely and properly perform their obligations; and
- Adverse environmental and geological conditions (including inclement weather conditions).

Any such delays, unanticipated cost overruns, unsatisfactory construction or development, or total or partial loss of the Group's interests in such projects could have a material adverse effect on the Group's business, financial condition, and results of operation. To mitigate possible construction delays and cost overruns, the Group implements a proactive project management and cost control methods. In addition, the Group provides for cost overrun contingencies in each of its project budgets.

The Group is confident that it can mitigate the following risks:

- a) **Financing Risks** – The Group has successfully secured over the last fifteen (15) years a total amount of ₱32.50 Billion of debt financing for its various projects from a variety of lenders and international institutions. The Group is confident that it will continue to have, which can provide the Group access to debt capital at competitive rates that will allow the Group to pursue the projects to generate revenue.
- b) **Execution Risks** – The Group has successfully brought to operations thirteen (13) power projects within budget and on schedule. The Group executes and oversees its projects through its in-house engineering team, who are experts in their respective fields. Where these are insufficient, the Group can also call upon the expertise within the Group to provide technical assistance and support. In addition, the Group is also working closely with leading engineering contractors, suppliers, and consultants in implementing its projects.
- c) **Quality Assurance Risks** – The Group has an established auditing system that conducts random checks and spot audits in order to uphold the integrity and quality of work and ensure that these systems are operationalized according to the Group's highest standards.

Because ALTER has a relatively short operating history since 2008, any prospective investor must consider the challenges frequently encountered by young companies seeking to develop renewable energy technologies. Despite its short history, the Group has been successful in developing wind and solar projects from financial close to construction and commercial operations.

The Group will continuously evaluate its strengths and the risks to which its operations are exposed. It will prudently execute its expansion strategies and leverage on the expertise of the Group's senior management team which has many years of local and international experience in the renewable energy field. Accordingly, it will revise its key strategies to take advantage of its strengths and mitigate, if not, eliminate the negative impact of the risks on its operations.

Inability to Maximize Plant Capacity with Off-take Agreements

The Group is working to secure additional off-takes through agreements with RESs and to participate in CSPs and GEA (Green Energy Auction). If additional off-take agreements are still in the process of being obtained, the Group will sell power through the WESM at rates based on spot market prices. There can, however, be no assurance that the Group will be able to enter into additional off-take agreements, or if it does, that the pricing may be too low to make the project highly profitable, even at WESM prices, which could have a material adverse effect on the Group's business and financial condition.

The WESM may be an attractive off-take option because the energy produced by the Group is often available during the times when demand is highest, and, as a variable renewable energy, has priority dispatch over generation from other sources, ensuring the Group's energy will always be sold through the WESM at the spot price.

While there is an upside to selling its energy at higher prices, the Group aims to make its project viably sell at much lower costs. Management works towards this through leveraging the Group's capabilities in EPC and O&M to achieve cost-efficiency.

Supply Chain Consideration on Importation of Equipment

The supply of major equipment such as PV modules, inverters, wind turbine generators, water turbines, and other peripherals, which are usually sourced from abroad, may be a source of concern. Where issues on port congestion and other logistical problems arise, such as during the COVID-19 pandemic, this may be a source of delay in the completion of projects that may impact the Group's revenue stream. Due to rising global inflation, the Company also anticipates an increase in project development costs as a result of the increase in prices of key materials such as cement and steel. There has been volatility in cost over the last year resulting from multiple factors such as the rise of fuel prices, i.e., gasoline and diesel due to the Russo-Ukrainian war and the supply chain challenges in the shipping industry, among others. The Group has established long-term relationships with equipment suppliers. On several occasions, the Group has successfully negotiated an extended price validity period from foreign equipment suppliers to mitigate the risk of higher cost of imported equipment and materials.

As the technology for solar becomes more and more accepted, the commoditization of parts is not far behind. By itself, this will reduce the risks of the Group being unable to source critical supplies from a single or limited group of suppliers.

Moreover, although subject to the 12% value-added tax ("VAT"), the importation of the foregoing major equipment is exempt from customs duties, which is among the tax incentives that the Group's project companies can avail of as BOI-registered RE Developers.

Increased Competition in the Power Industry

The Philippine Government deregulated the power industry starting in the 1990's and privatized at least 70% of its power generation facilities to improve the country's power supply.

In relation to improving the country's power supply, the Philippine Government also passed laws and enacted regulations such as:

- The Electric Power Industry Reform Act of 2001 (**EPIRA**) to regulate the privatized industry;
- Instituted a Competitive Selection Process (**CSP**) to ensure the transparency of procurement and sale of electricity between generators and distributors;
- Established Wholesale Electricity Spot Market to develop a transparent and efficient trading mechanism for electricity generated in excess of those allocated through the CSP;
- The Renewable Energy Act of 2008 to promote the use of renewable energy; and
- Established the Green Energy Auction Program (**GEAP**) and the Green Energy Option Program (**GEOP**), among others.
- The 100% foreign ownership of renewable energy projects enforced by DOE through Circular No. 2022-11-0034

For more information on the regulatory background, please see the discussion on the Regulatory Framework section of the Information Memorandum. The above promulgations, apart from regulating the industry, were established to promote competition among industry players and new entrants in the hope of further lowering the cost of electricity.

The increased competition leads to risks relating to electricity prices that trend lower with players aiming to secure bids and contracts from various DUs. This makes winning power supply bids more challenging and may potentially delay the construction of new power plants in the absence of long-term off-take agreements. In addition, the lower-trend electricity price also poses a risk to the long-term return and profitability of generating entities and thereby makes such investments less attractive.

The risk to the Group is primarily mitigated by its choice to build renewable energy projects which are generally accepted as having minimal levelized cost of electricity. With lower trending prices resulting from increased competition, the Group is able to bid competitively while maintaining reasonable levels of return. The Group markets and contracts its projects ahead to expand the time within which it must win power supply bids and reduce this risk. The Group also continues to monitor the developments in the industry and among its competitors to be able to adapt immediately.

Competitors may have greater financial resources and other capabilities than the Group, giving them the ability to respond to operational, technological, financial, and other challenges more quickly than the Group. The Group believes that it is disciplined and innovative in its resource assessment, cost structure, and financing terms.

The Company believes that there will be further increase in competition in the renewable power market. The main competitors include Filipino conglomerates and its respective subsidiaries, particularly Citicore Renewables, Aboitiz Power Corporation, First Generation Corporation, AC Energy, SMC Global Power Holdings, Meralco PowerGen and Solar Philippines.

While there is an anticipated robust competition, the Company believes that the Market is big enough to accommodate more players as the government aims to target of 30% share of RE in the power mix by 2030 and increase to 50% by 2040. Furthermore, the Company is poised to effectively meet this competition as set forth in the section “Competitive Strengths and Strategies” of this Information Memorandum. The Company has a portfolio of projects using diversified renewable energy sources (solar, wind, run-of-river hydro, and battery energy storage) and has signed several long-term power supply agreements as secure off-take markets. The Company has a committed team of experienced management with proven track record and are actively engaged in the daily operations and project development.

Dependence on ALTER’s Key Management

The Group relies on the services of its executive officers and other members of its senior management team including Vicente S. Pérez Jr., Gerry P. Magbanua, Eduardo M. Miranda, Knud Hedeager, Mike Lichtenfeld, Janina C. Arriola, and Carmen G. Diaz. The loss of key employees or any other member of the Group’s senior management team could have a material adverse effect on the business. The Group may not be able to retain or replace these key employees in the immediate term. Several key employees, including the executive officers, are subject to employment laws in the Philippines and to arrangements that contain post-employment non-competition provisions. However, these arrangements permit the Group’s employees to terminate their employment with it with due notice and to comply with the non-competition provisions as stipulated in their respective contracts of employment. If the Group terminates or discontinues the services of its key personnel, the Group should be able to mitigate this risk by hiring the services of qualified consultants who will supervise the project from start to completion. Part of their scope is to review the work performed by the Group’s experts and provide value engineering services.

The key personnel possess technical and business capabilities that would be difficult to replace in the immediate term. The loss or diminution in the services of the senior management or other key team members, or its failure to maintain the necessary management and other resources to operate and grow the business could have a material adverse effect on the Group’s business.

The senior management has been involved since its inception and has equity interest in ALTER which makes it unlikely for the services of the senior management team to be lost or diminished. In addition, since the senior management is composed of seven persons with diverse expertise and experience, the Company believes that it is unlikely that the services of all senior management will be lost at the same time.

In addition, the Company has established a succession planning framework to ensure business continuity.

Nature of Renewable Energy Projects

The Group's business involves the exploration, development and production of naturally recurring energy resources. These activities are subject to uncertainties. Renewable energy projects may experience certain events such as drought, flooding, earthquake, tsunami, typhoons, or volcanic activity. The occurrence of any of these uncertainties may increase the Group's operating costs and capital expenditures or reduce the efficiency of its plants. This, in turn, could reduce the Group's income and materially and adversely affect its business, financial condition, results of operations and cash flow. If the Group's operations are disrupted by a serious natural disturbance, its business interruption and property damage insurance may not be adequate to cover all losses sustained.

To mitigate uncertainties on power production of the location of the projects, reputable third-party consultants conduct thorough geological and meteorological assessments. Given the frequency of typhoons and other storms passing through the project sites, the equipment chosen should be able to withstand the effects of such natural calamities.

Fluctuations in Foreign Currency Exchange Rates

Foreign exchange exposure may arise if contractual obligations are not aligned under the same currency. For SPPPI, the PPA signed with the Palau Public Utilities Corporation is denominated in USD and the sources of financing, both debt and equity, are also denominated in USD.

The Group ensures the debt financing currency mix matches its revenue currency adjustment. The Group's debt and equity financing are, and its future sales and cash inflows will be, denominated in Philippine Peso, while purchases on certain imported equipment are in currencies other than Philippine Peso, mostly the U.S. dollar. The changes in exchange rates between the Philippine Peso and the U.S. dollar between the time that the Group

receives funds in Philippine Pesos and the time it spends them in U.S. dollars could have an adverse effect on its results of operations and financial condition.

To manage the risk, the Group will factor in sufficient margins in its budgets and off-take agreements to account for potential depreciation of the Philippine Peso.

Validity and Enforceability of Off-take Agreements

Any inability or failure on the part of the Group to meet its obligations or comply with the terms and conditions under any of the off-take agreements that the Group may enter into, may constitute a material breach thereof and could lead to the cancellation or termination of such off-take agreement.

Potential material breaches include failure to commence operations within a target latest completion date or failure by an off-taker to pay the seller within a prescribed period.

In order to mitigate these potential breaches, the Group enters into an EPC agreement that includes a provision for delay compensation to ensure that the projects are completed within the agreed schedule and closely monitors the progress of construction to ascertain that construction milestones are achieved. The Group also carefully assesses the credit worthiness of an off-taker and occasionally requires its off-takers to provide credit support in the form of standby Letter of Credit or cash escrow.

In determining tariffs, the Group participates in competitive selection process either by invitation or through public bidding wherein rates are determined based on prevailing market price and on acceptable rates of return.

High Dependence on a Few Key Customers and Credit and Collection Risk

As in other businesses, the power business is exposed to credit and collection risks related to its customers. The Group foresees DUs' or RES's to be among its customers. There can, however, be no assurance that all customers will pay the Group in a timely manner or at all. In such circumstances, the Group's working capital needs may increase. If a large amount of its customers is unable or unwilling to pay the Group, its financial condition could be negatively affected.

Given the potential collection risk, the Group will continue to review the capability of its off-takers as part of the accreditation process and ensure that its off-take agreements protect against the risk of non-payment. Credit terms in the power industry are usually 30 days. As of the date of the Information Memorandum, there have been no defaults reported. In the event of a particular off-taker's default, it will be able to sell to the other off-takers also connected to the national grid or to WESM, if available.

Generally, each of the Group's operating plants sell to only one off-taker. The Group ensures that the off-takers are credit worthy with a good payment track record. The Group carefully assess the credit worthiness of an off-taker and on occasions have obtained a credit support in the form of standby Letter of Credit or cash escrow.

Electric Power Price Fluctuations

Electricity prices fluctuate substantially due to several factors outside of the Group's control including, but not limited to:

- Changes in the generation capacity in the market, including new supply from new or expanded power plants, or decreased supply from decommissioning of existing power plants;
- Additional transmission capacity;
- Electric supply disruptions, such as power plant outages and transmission disruptions;
- Changes in power demand or in patterns of power usage, including the potential development of demand-side management tools and practices;
- The authority of the ERC to review and adjust the prices on the WESM;
- Climate, weather conditions, natural disasters, wars, embargoes, terrorist attacks, and other catastrophic events;
- Availability of competitively priced alternative power sources; and
- Changes in the power market and environmental regulations and legislation.

These factors may have a material adverse effect on the Group's business, financial condition, and operations.

Based on the historical prices of WESM, the Group believes that its lower-cost profile will help mitigate risks that the Group is unable to sell electricity at a profit. In addition, with the Group securing a fixed-price off-take contract, the impact of electric price fluctuations on the Group's financials are partially mitigated.

Insurance Coverage

The Group's operations carry inherent risks of personal injury and loss of life, damage to or destruction of property, plant, and machinery, and damage to the environment, which are subject to risks such as fire, theft, flood, earthquakes, and terrorism, that the Group

considers to be insurance coverage customary in the industry. All projects have Construction All Risks (“**CAR**”)/Property Damage, Business Interruption, Marine Cargo, General Liability and Sabotage & Terrorism coverages. However, such insurance may not adequately cover all losses or liabilities that may arise from the Group’s operations, including, but not limited to, when the loss suffered is not easily quantifiable. Moreover, even where the Group has made a claim under an existing insurance policy, the Group may not be able to successfully assert the Group’s claim for any liability or loss under such insurance policy. If the Group’s losses significantly exceed the Group’s insurance coverage or cannot be recovered through insurance, the Group’s business, financial condition, and results of operations could be materially and adversely affected.

To manage the risks of having incomplete insurance coverage, the Group leverages on its experience in obtaining insurance for its projects against risks related to constructing and operating renewable energy projects. To manage the risk of failing to assert the Group’s claim on insurance, a protocol will be set-up to properly monitor, document, assess, and report incidents that are covered by insurance policies in place.

Failure to Secure the Necessary Right-of-Way to Connect to the Grid

In such case that the Group is not able to secure a necessary right-of-way for the construction and operation of its projects, the Group may not be able to execute its plan of supplying electricity through the grid.

Right of way issues are common challenges in any development project. The Group has handled ROW issues by either avoiding the property in question or negotiating an alternative right-of-way. To mitigate the risk of not securing the remaining rights-of-way, the Group is in constant communication with relevant local government units for the transmission line right of way. In parallel, the Group conducts due diligence on the properties involved by verifying information with relevant government agencies, thereby ensuring the viability of all land under negotiation. In case of difficulty in securing these permits, the Group can tap the DOE for assistance. In extreme cases, we have invoked eminent domain through the DOE.

Section 9 of RA 9136 mandates open and non-discriminatory access to the power transmission system, subject to technical evaluation. However, the Group needs to be compliant with the technical requirements of the Grid Operator (i.e., NGCP).

To mitigate the Group’s risk of not being able to connect to the Grid and to ensure that the Group will pass the technical evaluation of the Grid Operator and can facilitate prompt action on requirements concerning connection to the Grid, the Group hired and, if necessary, will hire additional engineering professionals as well as external consultants, and has maintained constant communication with the Grid Operator.

Failure to Obtain Financing or the Inability to Obtain Financing on Reasonable Terms

The Group's operations, growth, and expansion plans are expected to be funded mostly by a combination of debt and equity. The Group's ability to raise additional equity financing from non-Philippine investors is subject to foreign ownership restrictions imposed by the Philippine Constitution and applicable laws.

The Group's access to debt financing as a source of funding for new projects and for refinancing maturing debt is subject to several factors, some of which are outside of the Group's control. This includes political instability, economic downturn, social unrest, changes in law or the bankruptcy of an unrelated power generation company, any of which could potentially increase the Group's cost of borrowing or restricting the Group's access to credit markets.

The Group cannot guarantee that it will continue to be able to arrange financing on acceptable terms for other and/or additional projects. The Group's inability to obtain financing would adversely affect its ability to develop, construct and operate renewable energy projects and execute its growth strategies.

Nevertheless, the Group has successfully raised debt financing for its ongoing projects, totaling ₱32.5 billion.

The Group has extensive capital raising experience with attractive financing terms from various local and supranational financing institutions. It also has a consistent history of servicing obligations on schedule, demonstrating strong financial discipline and capacity to honor commitments and obligations. Given the Group's track record, the Group believes that financing institutions will continue to extend financing to the Group.

Alternergy has taken proactive steps to enhance its access to financing and to position itself favorably within both domestic and international capital markets. The Company has established a Green Finance Framework, under which all borrowings are automatically designated with a "green" label in adherence to internationally recognized standards. Complementing this, Alternergy is the first publicly listed company on the Philippine Stock Exchange (PSE) to receive the Green Equity Label from the Securities and Exchange Commission (SEC), making it a more attractive investment destination for thematic and ESG-mandated funds with a specific directive to deploy capital into green projects and assets.

On the regulatory front, the Company also benefits from a more favorable borrowing environment under recent Bangko Sentral ng Pilipinas (BSP) issuances. Under BSP Circular No. 1185, sustainable lending is entitled to an additional Single Borrower's Limit (SBL) of 15%, on top of the standard 25% of a bank's net worth applicable to all loan types. This effectively allows Alternergy, as a qualified sustainable borrower, to access a larger pool of

credit from any single banking institution, reducing refinancing risk and improving its overall financial flexibility.

Furthermore, Alternergy's renewable energy projects qualify under BSP Circular No. 1159, which mandates that banking institutions allocate a minimum of 25% of their total loanable funds to agriculture and agrarian reform credit, and which now incorporates a Qualified Financing provision recognizing sustainable projects. Under this provision, renewable power projects — including solar, wind, and hydropower — are explicitly classified as sustainable projects on the basis that they deliver clean energy, reduce greenhouse gas emissions, and promote long-term environmental sustainability. This classification effectively makes Alternergy's project pipeline eligible to absorb a portion of the mandatory lending quotas of Philippine banks, broadening the Company's access to institutional credit and improving the terms on which such financing may be obtained.

Taken together, these frameworks and regulatory developments materially mitigate the risk that the Company will be unable to secure financing or will be compelled to accept financing on unreasonable terms.

Potential Termination and Expiry of Renewable Energy Service Contract (“RESC”)

Any inability or failure by the Group's subsidiary or affiliate which is party to a RESC to comply with the terms and conditions in the RESC may constitute a material breach of such RESC that could lead to its termination.

Substantially all the Group's business plans and strategies depend on its rights under the relevant RESC, which, therefore, needs to remain subsisting. The RESC gives the renewable energy project companies exclusive rights to explore, develop, and utilize the renewable energy resources within the defined contract area. The RESC has a term of 25 years, from the date of execution of the service contract, renewable for another 25 years.

To mitigate this risk, the Group has diligently complied, and will continue to diligently comply, with the requirements under RESC and continues to monitor compliance with the requirements.

Third-Party Claims in the Project Properties

Based on the 1987 Philippine Constitution, all forces of potential energy and natural resources within the country's territory belong to the state. Any exploration, development, and utilization of such are under the full control of the state. The RESC is awarded to a developer without prejudice to the ownership of the land covered in the said RESC. Hence, the failure to secure ownership or possessory rights over such land may give rise to third party claims that could stop or delay project implementation since the RESC does not grant land ownership or possessory rights.

The Group through its direct subsidiary, KSEC, and indirect subsidiaries, SSAI and AWPC, own parcels of land and may continue to acquire and own land for purposes of its business. However, other locations are subject of lease agreements. Failure to sign purchase or lease agreements with the lot owners of the proposed locations will result in additional negotiations with other lot owners and may cause a delay in a project's commissioning date. Moreover, while the lease agreements over areas covered by pipeline projects allow a renewal for a period of 25 years or more upon agreement of the parties, said renewal is not assured.

To minimize the risk of eviction by third parties, the Group's lease contracts, to the extent possible, are annotated on the titles of the covered lands to bind third persons. The Group also simultaneously obtains agreements from alternative lot owners. Please refer to the Description of the Properties section of this Information Memorandum for the purchased and leased land properties. As of date, the Company has not experienced any adverse third party claims over the land covered by its service contracts.

Resistance from Host Community

Social acceptance of the project is necessary as its absence may lead to undesirable dealings with the community.

To address this concern, the Group has initiated information, education, and communication campaigns with the local government units and host communities in each of its project sites. In 2024, the Group launched a comprehensive ESG program. Alternergy's ESG-driven KAHALIGI is a flagship host community partnership program rooted in dignity, resilience, and care.

Transactions with Related Party

The Group's Related Party Transactions are compliant with relevant regulations. While the Company believes that all past related party transactions have been conducted at arm's length on commercially reasonable terms, these transactions may involve conflicts of interest, which, although not contrary to law, may be detrimental to the Company.

The Company has instituted internal policies with respect to related party transactions and ensures that it is compliant with the policies instituted on transactions involving related parties. Relevant related party transactions are also discussed by the Related Party Transactions Committee that oversees such matters. See Certain Relationships and Related Party Transactions.

Inability to attract and retain skilled professionals

The Group's ability to plan, design, and execute current and future projects depends on its ability to attract, train, motivate and retain highly skilled professionals such as electrical, mechanical, geodetic, civil engineers and specialists focused on regulatory, permits and licenses, marketing and community engagements. The Group believes that there is significant demand for such personnel from its onshore competitors and companies outside the Philippines. Any inability on the part of the Group in hiring and, more importantly, retaining qualified personnel could impair its ability to undertake project design, planning and execution activities and could require the Group to incur additional costs by having to engage third parties to perform these activities.

The Company believes it maintains a positive relationship with its skilled professionals. To attract and retain skilled professionals, the Company strives to provide a competitive compensation and benefits package. ALTER recognizes that employees are a critical resource and efforts to retain this talent through implementation of employee engagement programs, competitive compensation and benefits, training programs, succession planning, and programs to promote employee well-being. Under extreme situations where the Company might find it difficult to hire skilled professionals in the Philippines, it will tap its network outside the country to procure the talent needed.

Dependence on dividends and distributions from the subsidiaries

The Company is a holding company and conducts no independent business operations other than providing certain corporate and other support services to its subsidiaries. The Company conducts substantially all its operations through the subsidiaries. Substantially all of its assets are held by, and substantially all its earnings and cash flows are attributable to, the subsidiaries. The Company's liquidity, ability to pay interest and expense, meet obligations, provide funds and distribute dividends are dependent upon the flow of funds from the subsidiaries.

Each of the subsidiaries adopted uniform dividend policy, approved by its respective board of directors, whereby the subsidiaries will distribute Distributable Cash by way of dividends declared out of the unrestricted retained earnings in each fiscal year post-Commercial Operations Date. Distributable Cash refers to 100% of the cash and cash equivalents available for distribution other than those required for working capital purposes and subject to restrictions under the financing documents, applicable law, and other agreements to which each subsidiary may be bound.

There can be no assurance that the subsidiaries will generate sufficient earnings and cash flow to pay dividends or otherwise distribute sufficient funds to the Company to enable it to meet its own financial obligations. The ability of the subsidiaries and affiliates to pay dividends is subject to applicable laws and restrictions contained in debt instruments of such subsidiaries and affiliates and may also be subject to deduction of taxes. No assurance

can be given that the Company will have sufficient cash flow from dividends to satisfy its own financial obligations. Any shortfall would have to be made up from other sources of revenue, such as sales of investments, or financing available to the Company, which could materially and adversely affect the Company's business, financial condition and results of operations.

Risk on ownership of the projects or contracts

Certain projects are not wholly-owned by the Company and that it might encounter conflict with its partners. As of date of this Information Memorandum, the Group has not had any shareholders dispute with its equity partners. All of the Group's shareholders agreement have provisions on dispute resolution, including mutual discussions, followed by binding arbitration and agreed exit mechanisms in the event of unresolved dispute. Moreover, the Group maintains a good and harmonious relationship with all its partners.

Regulations with regard to the approval of future projects

Key permits and contracts have to be obtained in various stages of development before the Group can proceed with the construction and eventual completion and operation of renewable energy projects. Key permits and contracts issued or signed by regulators, government agencies or government-related entities comprise a sizable portion of the Group's development resources, critical ones include, but are not limited to, the RESC issued by the DOE, the ECC issued by the DENR, the approval of the PSA by the ERC (as applicable), the System/Distribution Impact and Facility Studies conducted by nominated contractors of the NGCP or the respective DU, local government unit endorsements, Land Use Conversion Certificates issued by the DAR (as applicable), and land rights acquisition and transfer approvals as needed from the respective cities or municipalities, among others.

Any delays in securing approvals, or issuances from any of the above-mentioned agencies or entities may severely affect the development timetable of certain projects of the Group and may not necessarily be within the Group's control. While the Group exerts all necessary efforts using its available resources to comply with all requirements to obtain these approvals as effectively and as swiftly as possible, material delays may still be caused by various circumstances or events outside the Group's influence, including, but not limited to, certain agencies' lack of manpower vis-à-vis the number of applications for review and approval, limitations on workforce presence caused by the pandemic, force majeure events, and potential adverse political affiliations of key individuals within certain agencies.

The Group mitigates potential delay risks by ensuring that it complies with all requirements of these key agencies and maintains a good track record for compliance even with projects that have achieved completion. The Group and its management team maintains good working relationships with these agencies and are invested in being involved and understanding any potential changes in rules and regulations that may affect its projects. The Group also simultaneously conducts development work for multiple pipeline projects in

different locations within the region to further provide contingency and redundancy should any one project encounter a major development roadblock.

The Group may incur additional cost related to compliance with environmental regulations

The power industry is subject to environmental laws and regulations intended to prevent pollution and protect human health and the environment from hazardous substances and wastes produced as a result of the operations of the power generation facilities. Over time, requirements for compliance with these regulations have developed to be more stringent resulting in additional costs incurred for power generation companies to comply. While power generation companies have established protocols and procedures that enable it to be fully compliant as of the date of their development and construction, there is no guarantee that its current processes and compliance will remain acceptable to the regulatory agencies in the future. Additional requirements may also be set within the designed operating lifespan of the Group's power plants and such changes are beyond the control of the Group. It is notable that the effect of power generation facilities to the environment through time has a direct effect on the evolution of environmental regulation. As regulators require additional measures for compliance, it is possible that compliance costs incurred will be absorbed by the Group because these may not be passed on the Group's customers as energy prices are likewise regulated.

To manage this risk, the Group ensures that it has a competent team to handle compliance with environmental regulations and formulate programs to efficiently adapt to prospective changes in regulation. Its portfolio and pipeline made up of solar, wind and hydro plants also help hedge any risk exposures to changes in environmental regulations. Consistent with Alternergy's commitment to environmental sustainability, Alternergy has modeled the tons of carbon dioxide equivalent (tCO₂e) mitigated through the installation of renewable energy, against a business-as-usual projection for the power mix. The tCO₂e mitigated are estimated using the Alternergy's conservative grid emissions factor of 50%, i.e., one MWh of electrical output is equivalent to 0.5 tCO₂e mitigated.

As of the date of this Information Memorandum, the Group has not incurred any additional costs related to compliance with environmental regulations.

Potential legal or administrative proceedings

Just like any other company, the Company is exposed to potential legal or administrative proceedings which may affect its operations and financial standing and cause the Company to incur additional costs, delays in the schedule, and the diversion of resources and management's attention. In the event that such a proceeding is brought against the Company, the Company will diligently defend against such claims.

Risks Relating to the Philippines

Risks relating to the Philippines are systemic in nature and outside the Company's control. However, the Company intends to continue to maintain appropriate financial and operational controls and policies within the context of the prevailing business, economic, and political environment taking into consideration the interests of its shareholders, customers, and other stakeholders.

Changes and Inconsistencies in Philippine Laws and Regulations

The Company's businesses are subject to various Philippine laws and regulations. The DOE is mandated by RA No. 7638 (Department of Energy Act of 1992) to prepare, integrate, coordinate, supervise and control all plans, programs, projects, and activities of the Government relative to energy exploration, development, utilization, distribution, and conservation.

Further, the Renewable Energy Act of 2008 authorizes the DOE to enter into RESCs with the Company or its assignee for the exclusive right to explore and develop particular RE areas under the said Act. Rules, regulations, and other issuances pursuant thereto are regularly issued leading to an evolution in applicable rules.

As such, there is a risk that government regulators, both at the national and local levels, may implement more stringent policies and/or regulations in the future that will make it more difficult or more costly for the Group to operate its business and remain compliant. The Group has no control over these events. In any case, the Group has put into place a compliance team that focuses on ensuring the Group's adherence to laws, rules, and regulations that are in effect.

Taxation

The Philippines currently offers incentives that encourage investment in RE operations to address the power crisis. These incentives include the following:

- Income tax holiday (**ITH**) for the first seven (7) years of its commercial operations;
- Duty-free importation of RE machinery, equipment, and materials and parts thereof, including control and communication equipment, within the first 10 years from the issuance of a Certificate of Registration of an RE developer;
- Special realty tax rate on equipment and machinery and other improvements of a registered RE developer actually and exclusively used for RE facilities which shall not exceed 1.5% based on the original cost less accumulated normal depreciation or net Book Value;
- Deductibility from gross income of net operating loss carry-over (NOLCO) incurred during the first three (3) years from the start of commercial operation for the next seven (7) consecutive taxable years immediately following the year of loss, provided said NOLCO had not been previously offset as deduction from gross income;

- Corporate tax of 10% on net taxable income after the seven (7) years of ITH;
- Accelerated depreciation, if, and only if, an RE project fails to receive an ITH before full operation;
- Zero percent Value Added Tax (**VAT**) rate on sale of power generated from renewable sources of energy as well as on purchases of local supply of goods, properties and services needed for the development, construction, and installation of plant facilities, and the whole process of exploration and development of RE sources up to its conversion into power;
- Tax exemption of carbon credits; and
- Tax credit on the purchase of machinery, equipment, materials, and parts from a domestic manufacturer, fabricator, or supplier equivalent to 100% of the value of the VAT and custom duties that would have been paid on the RE machinery, equipment, materials, and parts had these items been imported, provided said equipment, machinery, and spare parts are reasonably needed and shall be exclusively used by the RE developer in its registered activity, the purchase is made from an accredited or recognized domestic source, and the purchase is made within the validity of the RE service/operating contract.

The tax incentives provided under the Renewable Energy Act of 2008 are not affected by the laws repealed under Section 17 of Republic Act No. 11534, otherwise known as the Corporate Recovery and Tax Incentives for Enterprises Act (“**CREATE**”). As such, the Group expects that it will continue to enjoy the previously cited tax incentives.

However, there is no guarantee the existing tax regime will remain, and that no changes adverse to the Group’s operations will be implemented. The energy industry, however, maintains a liaison within the legislative branch of the Government that helps ensure that RE operations will continue to enjoy a fair tax environment in the years to come.

Permits and Licenses

The Group’s business is highly regulated, and the Group requires several licenses, approvals, registrations, consents, and permits to operate its businesses in the Philippines. The Group may need to apply for approvals, including the renewal of approvals already secured that may expire, from time to time, as and when required in the ordinary course of business. If the Group fails to obtain or renew such licenses, approvals, registrations, consents, and permits in a timely manner (such as but not limited to Bureau of Customs Registration Certificate, DENR Tree Cutting Permit, ERC Certificate of Compliance, ERC Approval of Transmission Point-to-Point, and WESM Registration, which permits are in the process of being secured or to be secured in due course), the Group may not be able to execute renewable energy projects and the operations may be hampered, which could affect the Group’s business, financial condition, and results of operations.

Further, Government approvals and licenses are subject to numerous conditions, including adherence to emission standards and regular monitoring and compliance requirements, some of which are onerous and require the Group to incur some level of expenditure. The Group may incur some costs, including clean up and/or remediation costs, fines and civil or criminal sanctions, as a result of violations of liabilities under environmental or health and safety laws, which may have a material adverse effect on the Group's business or financial condition. The Group cannot assure investors that approvals, licenses, registrations, consents, and permits issued to the Group will not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or to apply for and obtain the required licenses, approvals, registrations, consents, or permits, or any suspension or revocation of any approvals, licenses, registrations and permits that have been or may be issued to the Group, may materially and adversely affect the Group's operations. Please see subsection Permits and Licenses of this Information Memorandum for more details, including such approvals for which applications are pending before relevant authorities.

Delays in obtaining material permits will result in delays to relevant phases of planning and construction. Given the Group's track record, however, it has developed expertise in permit processing and relationships with various permitting agencies.

Changes in the regulatory framework could adversely affect the business of the Group. Many governmental agencies and regulatory organizations are authorized to take actions that affect the Group. The effect of any future legal or regulatory change on the Group is not possible to predict but could be substantial and adverse. Energy regulation may continue to be subject to challenges, modifications, or the imposition of additional requirements. The Group may not be able to obtain or maintain all regulatory approvals that may be required in the future or secure any necessary modifications to existing regulatory approvals.

To mitigate this regulatory risk, the senior management actively participates in consultations and is in constant coordination with relevant government agencies and working groups of the DAR, DOE, and the National Renewable Energy Board.

Impacts of Health, Environment, and Safety Regulations

Safety, health, and environmental laws and regulations have become more stringent, and this trend is expected to continue. The adoption of new safety, health, and environmental laws and regulations, new interpretations of existing laws, and increased governmental enforcement of environmental laws may require additional capital expenditures or additional operating expenses to comply with such laws and to maintain current operations. The Group may be subject to a number of laws and regulations affecting many aspects of its future operations. Such laws and regulations will generally require the Group to obtain and comply with a wide variety of licenses, permits, and other approvals. The Group trains and assigns accredited health and environment compliance officers for each of its projects.

Any Downturn in the General or Economic Conditions in the Philippines

Historically, the Group's results of operations have been influenced, and will continue to be influenced, to a significant degree by the general state of the Philippine economy. As a result, its income and results of operations depend, to a significant extent, on the performance of the Philippine economy. In the past, the Philippines has experienced periods of slow or negative growth, high inflation, significant devaluation of the peso and the imposition of exchange controls.

In addition, global financial, credit and currency markets have experienced, and may continue to experience, significant dislocations and liquidity disruptions. There is significant uncertainty as to the potential for a continued downturn in the United States and the global economy, which would be likely to cause a deterioration of the economic conditions in the Philippines. There can be no assurance that current or future governments will adopt economic policies conducive to sustaining economic growth, and the Group cannot provide assurance of effective mitigation to such systemic risk.

In 2020, the COVID-19 pandemic crippled the global economy, including that of the Philippines. COVID-19 was declared as a pandemic by the World Health Organization and spread globally over the course of the ensuing years. Countries around the world have taken numerous measures in varying degrees to contain the spread of COVID-19, including community quarantine or lockdowns, social distancing directives, suspension of operations of non-essential businesses and the imposition of travel restrictions and transport of goods, which greatly affected businesses, eventually leading to a global economic recession. The Philippine government implemented a lockdown in 2020, considered one of the longest and strictest in the world, to control the spread of the virus but at great expense to the economy. The Philippine economy contracted by -9.6% year-on-year in 2020, its steepest economic contraction on record. The figure was also the country's first economic recession in more than two decades when the economy posted a negative GDP growth of 0.5% back in 1998.

However, hopes of a gradual recovery of the domestic economy remained at the start of 2021 as the country began to adjust and cope with the effects of the pandemic and given the accelerated rollout of COVID-19 vaccines which commenced in March 2021. Despite posting a negative GDP growth of 3.9% during the 1Q 2021 in view of the effects of the lingering pandemic, the Philippine economy rebounded in 2Q 2021 with GDP expanding by 12.0% year-on-year as the government tried to balance the need to contain the pandemic and address the need to restore jobs and incomes among the working population by loosening mobility restrictions during the same period. Positive GDP growth was likewise sustained for the succeeding quarters of the year with the economy growing at 6.9% and 7.7% year-on-year during the 3Q and 4Q of 2021, respectively. The country's GDP grew by 5.6% year-on-year in 2021, exceeding the Government's adjusted target of 5.0% to 5.5% for the year. During 4Q 2021 or prior to the spread of the highly transmissible COVID-19

Omicron variant, the country saw a sharp decline in COVID-19 cases, encouraging most businesses to open at near or full capacity during the period.

While the Philippine economy moderated to 4.4% growth in 2025 due to temporary headwinds — including typhoon disruptions and delays in public infrastructure spending — it remains one of Southeast Asia's most dynamic emerging markets. Growth is projected to recover to 5.3%–5.6% over 2026–2027, per the World Bank and IMF, supported by resilient household consumption, easing interest rates, and renewed investment activity.

Any future deterioration in economic conditions in the Philippines could materially and adversely affect the Group's business, financial position, and operations, including the Group's ability to grow its business and implement its business strategy. Changes in the conditions of the Philippine economy could materially and adversely affect the Group's business, financial condition, or operations.

Factors that may adversely affect the Philippine economy include: decreases in business, industrial, manufacturing or financial activities in the Philippines, Southeast Asia or globally; scarcity of credit or other financing, resulting in lower demand for products and services provided by companies in the Philippines, Southeast Asia or globally; exchange rate fluctuations and foreign exchange controls; rising inflation or increases in interest rates; levels of employment, consumer confidence and income; changes in fiscal and regulatory policies; budget deficits; adverse trends in the current accounts and balance of payments of the Philippine economy; public health epidemics or outbreaks of diseases, such as re-emergence of Middle East Respiratory Syndrome-Corona virus (MERS-Cov), Severe Acute Respiratory Syndrome (SARS), avian influenza (commonly known as bird flu) or H1N1, and the COVID-19, or the emergence of another similar disease (such as Zika) in the Philippines or in Southeast Asia; natural disasters, including but not limited to tsunamis, typhoons, volcanic eruptions, earthquakes, fires, floods and similar events; political instability, terrorism, or military conflict; and other regulatory, social, political, pathological, climatic or economic developments in or affecting the Philippines.

Any downturn in the Philippine economy may have a negative impact on general business conditions in the Philippines, which may materially reduce the revenues, profitability, and cash flows of the Group.

Ability of Philippine Consumers to Absorb One of the Highest Electricity Costs in Asia

According to the Philippine Statistics Authority (PSA), the Philippines' Gross Domestic Product (GDP) grew by approximately 5.6% in 2024 and 4.4% in 2025, one of the fastest rates in Southeast Asia. Preliminary data also indicates a moderation of growth to about 3.0% in Q4 2025 (year-on-year), reflecting the impact of global economic headwinds and domestic challenges. Nominal GDP for 2025 is estimated at around US\$497.5 billion, continuing the country's status as a growing emerging market economy. Philippine Development Budget Coordination Committee projects the country's GDP to grow at 5% to 6% in 2026 through

2028. Similarly, the Philippine government is targeting an economic growth of 5% to 6% in 2026, 5.5% to 6.5% in 2027, and 6% to 7% in 2028.

This sustained economic growth, though lower than the strong rebound of earlier post-pandemic years, reinforces that businesses and other establishments will continue to need competitive and cost-efficient electricity sources to sustain growth momentum, not wanting to miss opportunities for expansion.

However, the Philippines continues to have one of the highest electricity rates in Southeast Asia, second only to Singapore as of 2025. As such, the average Philippine consumer may not be able to absorb continued increases in electricity costs, particularly amid volatile global oil prices, inflationary pressures, or shifts in energy fuel costs. Higher fuel prices often translate to increased generation costs, which could, in turn, lead to higher tariffs passed by Distribution Utilities—potentially to levels that consumers will struggle to afford.

Moreover, while modest economic growth and relatively low inflation have provided some cushion for household consumption, persistent high electricity costs can erode disposable incomes and spending power, affecting overall economic wellbeing and demand. The Group's management believes its organization is well-positioned to offer competitive energy pricing to potential customers, potentially alleviating some cost pressures for both businesses and households.

Political Risk or Social Instability in the Philippines

The Philippines has from time to time experienced political, social, and military instability. In the past decade, there has been political instability in the Philippines, including alleged extrajudicial killings, alleged electoral fraud, impeachment proceedings against two (2) former presidents and the chief justice of the Supreme Court of the Philippines, military uprisings, and public protests arising from alleged misconduct by previous administrations. In addition, a number of incumbent and past officials of the Philippine government are currently under investigation on corruption charges stemming from allegations of misuse of public funds, extortion, and bribery. An unstable political environment may also arise from the imposition of emergency executive rule, martial law or widespread popular demonstrations or rioting.

There can be no assurance that acts of political violence will not occur in the future and any such events could negatively impact the Philippine economy. An unstable political environment may negatively affect the general economic conditions and operating environment in the Philippines, which in turn could have a material adverse effect on the business, operations, and financial condition of the Group.

In addition, the Group may be affected by political and social developments in the Philippines and changes in the political leadership and/or government policies in the Philippines. Such political or regulatory changes may include (but are not limited to) the

introduction of new laws and regulations. In May 2022, the Philippines elected both national and local government officials, including the President of the country. On May 25, 2022, Ferdinand Romualdez Marcos Jr. was officially proclaimed the next Philippine President. As President, he will determine the country's agenda and policies for the next six years.

The Group may also be affected by changes in government policies in the Philippines. Such regulatory changes may include (but are not limited to) the introduction of new laws and regulations that could impact the Group's business.

There can be no assurance that the current or any new administration will continue to implement social and economic policies that promote a favorable and stable macroeconomic and business environment. Policy instabilities or a fundamental change of policy direction, including those with respect to Philippine foreign policy, may lead to an increase in political or social uncertainty and the loss of investor confidence in the Philippines. Any potential instability could have an adverse effect on the Philippine economy, which may impact our business, prospects, financial condition, and results of operations.

Government May Temporarily Take Control of the Group's Business in Times of National Emergency

The Philippine Constitution provides that in times of national emergency, when the public interest so requires, the Government may temporarily take over and direct the operation of any privately-owned public utility or business. The term national emergency has been interpreted to include threat from external aggression, calamities, or natural disasters, and strikes of such proportion as would paralyze government service. Recent jurisprudence has held that, in the event of such a temporary takeover, the Government is not required to compensate the private entity-owner of the business, nor may the private entity-owner that has been affected by the takeover claim compensation. If the Government takes control of the Group's business/es in a time of national emergency, the Group's business, financial condition, and results of operations may be adversely affected.

Acts of Terrorism could Destabilize the Country

The Philippines has been subject to a number of terrorist attacks in the past several years. The Philippine army has been in conflict with various groups which have been identified as being responsible for kidnapping and terrorist activities in the Philippines as well as clashes with separatist groups. In addition, bombings have taken place in the Philippines, mainly in cities in the southern part of the country.

An increase in the frequency, severity, or geographic reach of these terrorist acts, violent crimes, bombings, and similar events could have a material adverse effect on investment and confidence in, and the performance of, the Philippine economy. Any such

destabilization could cause interruption to the Group's business and materially and adversely affect the Group's financial conditions, results of operations and prospects.

Continued conflicts between the Government and separatist groups could lead to further injuries or deaths of civilians and members of the Armed Forces of the Philippines, which could destabilize parts of the Philippines and adversely affect the Philippine economy. There can be no assurance that the Philippines will not be subject to further acts of terrorism or violent crimes in the future, which could have a material adverse effect on the Group's business, financial condition, and results of operations.

Territorial and other disputes with China and a number of Southeast Asian countries may disrupt the Philippine economy and business environment.

The Philippines, China and several Southeast Asian nations have been engaged in a series of long-standing territorial disputes over certain islands in the West Philippine Sea. Despite efforts to reach a compromise, a dispute arose between the Philippines and China over a group of small islands and reefs known as the Scarborough Shoal. In April and May 2012, the Philippines and China accused one another of deploying vessels to the shoal in an attempt to take control of the area, and both sides unilaterally imposed fishing bans at the shoal during the late spring and summer of 2012. These actions threatened to disrupt trade and other ties between the two (2) countries, including a temporary ban by China on Philippine banana imports, as well as a temporary suspension of tours to the Philippines by Chinese travel agencies. Since July 2012, Chinese vessels have reportedly turned away Philippine fishing boats attempting to enter the shoal, and the Philippines has continued to protest China's presence there. In January 2013, the Philippines sent notice to the Chinese embassy in Manila that it intended to seek international arbitration to resolve the dispute under the United Nations Convention on the Law of the Sea. China has rejected and returned the notice sent by the Philippines requesting arbitral proceedings. Chinese vessels have also recently confronted Philippine vessels in the area, and the Chinese government has warned the Philippines against what it calls provocative actions. Recent talks between the Government of the Philippines and the United States of America about increased American military presence in the country, particularly through possible American forays into and use of Philippine military installations, may further increase tensions.

In February 2013, several hundred-armed Filipino-Muslim followers of Sultan Jamalul Kiram III, the self-proclaimed Sultan of Sulu from the south of the Philippines, illegally entered Lahad Datu, Sabah, Malaysia in a bid to enforce the Sultan of Sulu's historical claim on the territory. As a result of the illegal entry, these followers engaged in a three (3)-week standoff with the Malaysian armed forces, resulting in casualties on both sides. Clashes between the Malaysian authorities and followers of the Sultan of Sulu have killed at least ninety-eight (98) Filipino Muslims and ten (10) Malaysian policemen army since March 1, 2013. In addition, about four thousand (4,000) Filipino-Muslims working in Sabah have reportedly returned to the southern Philippines.

On May 09, 2013, a Philippine Coast Guard ship opened fire on a Taiwanese fisherman's vessel in a disputed exclusive economic zone between Taiwan and the Philippines, killing a 65-year-old Taiwanese fisherman. Although the Philippine government maintained that the loss of life was unintended, Taiwan imposed economic sanctions on the Philippines in the aftermath of the incident. Taiwan eventually lifted the sanctions in August 2013 after a formal apology was issued by the Government of the Philippines. However, the incident has raised tensions between the two (2) countries in the recent year.

On March 30, 2014, the Philippines invoked the compulsory settlement of dispute clause under the U.N. Convention on the Law of the Seas and submitted a case to the Permanent Court of Arbitration in The Hague against China over the territorial dispute in the West Philippine Sea. On July 12, 2016, the international tribunal issued a decision stating among others that there was no legal basis for China to claim historic rights to resources within the sea-areas falling within the nine-dash line and that China violated the Philippines' sovereign rights in its exclusive economic zone by: a) interfering with Philippine fishing and petroleum exploration; b) constructing artificial islands; and c) failing to prevent Chinese fishermen from fishing in the zone. However, the international tribunal found that it lacked jurisdiction to consider the implications of a stand-off between Philippine marines and Chinese naval and law enforcement vessels holding that the dispute involved military activities and was therefore excluded from compulsory settlement. However, as of date, China has yet to recognize and comply with the rulings of the international tribunal, claiming that it did not participate in the proceedings as the tribunal had no jurisdiction over the case. News reports have reported increased Chinese activity in the area, including the installation of missile systems and the deployment of bomber planes. Other claimants have challenged China's actions in the West Philippine Sea.

There is no guarantee that the territorial dispute between the Philippine and other countries, including China, would end or that any existing tension will not escalate further, as China has taken steps to exercise control over the disputed territory. Should these territorial disputes continue or escalate further, the Philippines and its economy may be disrupted, and the Group's operations could be adversely affected as a result

Further escalation and widening of the Russian-Ukraine conflict can lead to potential global political, security and economic disruption

On February 24, 2022, Russia launched a large-scale invasion of Ukraine. Russian President Vladimir Putin authorized what the Russian government called as "special military operations" in Ukraine with missile and artillery attacks, striking major Ukrainian cities including capital, Kiev. The invasion caused an uproar globally particularly from the European Union-member countries as well as the United States, Canada, Japan, Australia, among others.

The invasion came after months of tension that built up between Ukraine and Russia following an appeal made in January 2021 by Ukrainian President Volodymyr Zelensky to US

President Joe Biden and other North Atlantic Treaty Organization (“**NATO**”) members to hasten Ukraine’s request for membership in the NATO. As early as April 2021, Russia decided to move large quantities of arms and equipment as well as military troops near Ukraine’s borders in what Russia said are training exercises. Russia presented its security demands in December 2021 which included, among others, for NATO to pull back its troops and weapons from eastern Europe and bar Ukraine from joining NATO citing that Ukraine’s membership will pose as a security threat to Russia. Amid growing Western fears of a possible invasion of Ukraine by Russia, the United States promised to send additional US troops to NATO members but emphasized that the US and its NATO allies would not send troops to Ukraine but warned of severe economic sanctions should Russia take military action.

On February 22, 2022, a few days before the invasion, the US, United Kingdom, and their allies, slapped targeted sanctions on Russian parliament members, banks, and other assets in response to Russia's troop order. Germany likewise decided to halt the Nord Stream 2 gas pipeline project. On February 26, 2022, following the invasion of Ukraine, the US and its Western allies imposed new sanctions, including restrictions on Russia's central bank, and expelling key Russian banks off the main global payments system, most notable of which is the Society for Worldwide Interbank Financial Telecommunications or SWIFT, which is a high security system that provides for safe and secure financial transactions across borders.

The ongoing war between Russia and Ukraine has negatively affected the global economy, particularly the energy and the financial markets considering the geopolitical and market uncertainties associated with the conflict and the severity of the sanctions imposed on Russia by the US and its allies. President Vladimir Putin recently said that sanctions imposed by the West on Russia are akin to a declaration of war and warned that any attempt to impose a no-fly zone over Ukraine would lead to catastrophic consequences for the world. Likewise, fears that the crisis might further escalate and broaden in scope have made the global markets anxious and unsteady, which may lead to potential adverse implications on the global political, security and economic landscapes, unless a clear direction towards de-escalation is agreed upon.

There can be no assurance that the ongoing conflict between Russia and Ukraine will not further escalate and widen into a full-fledged war involving NATO member countries including the US and its allies. Any such developments could have a negative effect, directly or indirectly, on the Philippine economic and business environment and eventually on the Group’s business, financial condition, and results of operations.

Sovereign Credit Ratings of the Philippines

Historically, the Philippines’ sovereign debt has been rated non-investment grade by international credit rating agencies. In 2019, the Philippines’ long-term foreign currency-denominated debt was upgraded by S&P Global (“**S&P**”), to BBB+ with stable outlook, while Fitch Ratings (“**Fitch**”), and Moody’s Investors Service (“**Moody’s**”), affirmed the Philippines’

long-term foreign currency-denominated debt to the investment-grade rating of BBB and Baa2, respectively, with a stable outlook. As of July 16, 2020, Moody has affirmed the Philippines' Baa2 rating with stable outlook. On January 10, 2021, Fitch affirmed the Philippines' long-term foreign-currency issuer default rating at BBB, noting that the outlook is stable. On July 12, 2021, however, Fitch revised the outlook of the Philippines to negative, although its long-term foreign-currency issuer default rating remained at BBB. The change in outlook was attributed to the potential scarring effects, and possible challenges associated with unwinding the exceptional policy response to the COVID-19 health crisis and restoring sound public finances as the pandemic recedes. As of November 27, 2025, S&P maintained its BBB+ long-term credit rating for the Philippines with a stable outlook and also affirmed its A-2 short-term credit rating for the Philippines. While Moody's and S&P retained the sovereign rating and stable outlook, no assurance can be given that these agencies will not in the future downgrade the credit ratings of the Government and, therefore, Philippine companies, including the Company. As a systemic risk, the Company cannot provide assurance of effective mitigation. Any such downgrade could have an adverse impact on the liquidity in the Philippine financial markets, the ability of the Government and Philippine companies, including the Company, to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

The Philippine Government's credit ratings directly affect companies domiciled in the Philippines as international credit rating agencies issue credit ratings by reference to that of the sovereign. No assurance can be given that Fitch, Moody's, S&P, or any other international credit rating agency will not downgrade the credit ratings of the Philippine Government in the future and, therefore, Philippine companies. Any such downgrade could have a material adverse impact on the liquidity in the Philippine financial markets, the ability of the Philippine Government and Philippine companies, including the Company, to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available.

Occurrence of Natural or Other Calamities, including Severe Weather Conditions and Epidemics

The Philippines has experienced a number of major natural disasters over the years, including typhoons, droughts, volcanic eruptions, and earthquakes, as well as outbreaks of infectious diseases, such as H1N1 influenza (commonly known as swine flu) and COVID-19.

There can be no assurance that the occurrence of such natural catastrophes will not materially disrupt the development and construction of any of the Group's project companies. Any natural or other catastrophes may disrupt the Group's business activities and may affect the availability of materials needed for the Group's project companies. As a result, the occurrence of natural or other catastrophes may adversely affect the Group's business, financial condition, and results of operations.

There can be no assurance that the Group will be fully capable of dealing with these situations and that the insurance coverage it maintains will fully compensate it for all the damages and economic losses resulting from these catastrophes. The Group's business, financial condition and results of operations may be materially and adversely affected by any disruption of its operations or operations of its suppliers, distributors, and other contractors, including due to any of the events mentioned above.

To mitigate the risk of business interruptions, the Group established a business continuity and disaster recovery plan. The Group developed watch towers, which the business units monitor daily to help business unit leaders gauge if it is now an opportunity to trigger the implementation of the plan. The watch towers outline the possible risks/disasters, whether man-made or through a natural calamity, which can possibly happen and how the business must react to minimize, if not, eliminate, any business disruption. Likewise, a disaster recovery plan is created to guide the business unit leaders and talents on how to manage the business immediately after a calamity occurs.

The occurrence of a pandemic similar to COVID-19 Global Pandemic could have negative effects on the Company's business operations

The COVID-19 pandemic created economic disruption, uncertainty, and volatility, all of which affected and may continue to affect the Group's businesses. Although the Group has implemented numerous initiatives to mitigate the adverse effects of the pandemic, the duration and extent of these effects are beyond the Group's control. As of the Information Memorandum Date, quarantine restrictions are still in place in the Philippines and may be made more stringent if COVID-19 cases rise.

Due to numerous uncertainties and factors arising from the pandemic that are beyond the Group's control, it may be difficult to predict the pandemic's long-term effect on the Group, its businesses, results of operations, cash flows, and financial condition. These factors and uncertainties include, but are not limited to:

- The severity and duration of the pandemic, including whether there are subsequent waves or other additional periods of increases or spikes in the number of COVID-19 cases in future periods in areas in which the Group operates;
- The extent and timeliness of the national and local government's response to the pandemic, including but not limited to, quarantine restrictions as well as vaccination procurement and deployment programs;
- Restrictions on business operations, including complete or partial closure of the buildings;
- Economic measures, fiscal policy changes, or additional measures that have not yet been implemented;
- The health of, and effect of the pandemic on, the Group's personnel and the Group's ability to maintain staffing needs to effectively sustain its operations;

- Evolving macroeconomic factors, including general economic uncertainty, unemployment rates, and recessionary pressures;
- Volatility in the credit and financial markets during and after the pandemic; and
- The pace of recovery considering the rebound in consumer confidence, driven by government and economic response.

The uncertainty of a similar pandemic is always present and may affect and cause downturns to Company's business and profitability. Considering the evolving nature of the pandemic, the Group continues to follow the maximum health protocols imposed by the national government, as well as the relevant local government units, to continue performing the necessary works to deliver the projects on schedule. The Company implemented and continues to practice proactive measures to minimize, if not totally, eliminate health risks, such as extending assistance on the scheduling of COVID-19 vaccines and boosters to employees, adopting a hybrid work arrangement, providing shuttle service, weekly COVID-19 antigen testing, adequate supply of protective equipment, providing sanitizers and posting infographic materials in common areas of the office, plants and staff houses, and extending health maintenance organizations (HMO) coverage and a care package to employees who are confirmed COVID-19-positive. This is part of the Company's overall business continuity plan and crisis management program.

SUMMARY OF FINANCIAL INFORMATION

The selected financial information set forth in the following table has been derived from the Group's interim condensed consolidated financial statements as of March 31, 2026 and the Company's audited consolidated financial statements as of and for the fiscal years ended 30 June 2025, 2024, and 2023, and should be read in conjunction with the interim condensed consolidated financial statements as of March 31, 2026 and the audited consolidated financial statements for the fiscal years ended 30 June 2025, 2024, and 2023, and their respective notes thereto, contained in this Information Memorandum. Unless otherwise indicated, the financial information presented are on consolidated basis.

The audited consolidated financial statements as of and for the fiscal years ended June 30, 2025, 2024, and 2023 of the Group were audited by SGV & Co., a member firm of Ernst & Young Global Limited and are in accordance with PFRS.

The summary of financial information set forth below does not purport to project the results of operations or financial conditions of the Company for any future period or date.

Consolidated Statements of Comprehensive Income

Amounts in ₱ thousands	Six-Month Periods ended December 31		Fiscal Years Ended June 30		
	Reviewed	Reviewed	Audited	Audited	Audited
	2025	2024	2025	2024	2023
Revenues from sale of electricity	188,049	181,188	359,931	274,903	171,484
Cost of sale of electricity	83,725	84,404	170,322	101,458	60,065
Gross Profit	104,324	96,784	189,609	173,445	111,419
Equity in net earnings (losses) of associates	(6,332)	1,669	1,524	5,290	21,939
General and administrative expenses	65,537	61,450	111,495	119,530	52,535
Other Income (Charges)	80,421	53,932	105,954	87,931	(33,333)
Income (loss) before income tax	112,876	90,935	185,592	147,136	47,490
Provision for (benefit from) income tax	28,761	2,342	20,586	17,572	9,469
Net income (loss)	84,115	88,593	165,006	129,564	38,021
Other comprehensive income (loss)	43,688	(45,578)	(65,906)	25,486	3,438
Total comprehensive income (loss)	127,803	43,015	99,100	155,050	41,459

Consolidated Statements of Financial Position

Amounts in ₱ thousands	As of December 31	As of June 30		
	Reviewed	Audited	Audited	Audited
	2025	2025	2024	2023
Assets				
Cash and cash equivalents	4,410,337	5,687,427	2,559,074	1,238,987
Trade and other receivables	80,074	64,544	145,554	82,976
Restricted cash and placements	487,524	449,989	418,350	61,870
Due from related parties	396,061	276,018	575,160	129,588
Prepayments and other current assets	63,155	48,958	18,038	55,564
Total Current Assets	5,437,151	6,526,936	3,716,176	1,568,985
Property, plant and equipment	11,420,142	5,698,223	1,739,749	1,021,115
Intangible assets	2,138,787	1,978,827	2,057,554	854,679
Contract asset	-	-	-	1,165,146
Investments in and advances to associates	1,244,305	1,033,739	120,712	182,263
Right-of-use assets	359,116	355,888	347,967	51,338
Other noncurrent assets	1,944,167	2,281,237	762,605	30,713
Total Noncurrent Assets	17,106,517	11,347,914	5,028,587	3,305,254
Total Assets	22,543,668	17,874,850	8,744,763	4,874,239

Amounts in ₱'000	As of December 31	As of June 30		
	Reviewed	Audited	Audited	Audited
	2025	2025	2024	2023
Liabilities and Equity				
Short-term loan	1,585,632	1,738,500	248,781	249,173
Current portions of:	-	-	-	-
Long-term debt	137,282	131,214	118,603	82,567
Lease liabilities	24,750	25,862	28,083	3,428
Accounts payable and accrued expenses	606,949	461,477	319,170	73,164
Advances from a third party	-	-	-	214,000
Dividend payable	10,000	7,096	6,250	3,750
Due to related parties	484	88	9,688	3,249
Income tax payable	35,085	23,726	14,840	5,415
Total Current Liabilities	2,400,182	2,387,963	745,415	634,746
Long-term debt - net of current portion	15,449,814	10,801,971	3,352,360	1,438,733
Lease liabilities- net of current portion	333,744	352,569	322,279	46,936
Deferred tax liabilities	34,668	30,173	21,601	23,732
Asset retirement obligation	5,931	5,752	5,403	5,102
Retirement benefit obligation	3,728	2,882	1,081	815
Total Noncurrent Liabilities	15,827,885	11,193,347	3,702,724	1,515,318
Total Liabilities and Equity	18,228,067	13,581,310	4,448,139	2,150,064
Capital stock	440,424	440,424	440,424	430,424
Additional paid-in capital	3,035,120	3,035,120	3,035,120	1,643,742
Share in remeasurement losses on retirement benefit obligation of an associate	(16)	(16)	(16)	(16)
Cumulative translation adjustment	4,686	(3,003)	8,596	4,111
Equity reserve	(833)	(833)	3,435	3,436
Retained earnings	95,358	155,650	67,183	(569)
Equity Attributable to Equity Holders of the Parent Company	3,574,739	3,627,342	3,554,742	2,081,128
Non-controlling interests	740,862	666,198	741,882	643,047
Total Equity	4,315,601	4,293,540	4,296,624	2,724,175
Total Liabilities and Equity	22,543,668	17,874,850	8,744,763	4,874,239

Consolidated Statements of Cash Flows

Amounts in ₱ thousands	Six-Month Periods ended December 31		Fiscal Years Ended June 30		
	Reviewed	Reviewed	Audited	Audited	Audited
	2025	2024	2025	2024	2023
Net cash flows from (used in) operating activities	(98,477)	240,528	212,436	217,832	(12,184)
Net cash flows from (used in) investing activities	(5,177,038)	(2,427,758)	(5,489,434)	(1,496,595)	(932,028)
Net cash flows from (used in) financing activities	3,993,204	3,781,652	8,398,403	2,593,202	1,601,024
Effect of exchange rate changes on cash and cash equivalents	5,221	(6,839)	6,947	5,648	577
Net increase (decrease) in cash and cash equivalents	(1,277,090)	1,587,583	3,128,352	1,320,087	657,389
Cash and cash equivalents at beginning of period	5,687,427	2,559,074	2,559,074	1,238,987	581,599
Cash and cash equivalents at end of period	4,410,337	4,146,657	5,687,426	2,559,074	1,238,988

CERTAIN LEGAL PROCEEDINGS

As of the date of this Information Memorandum, the Company is currently not involved in any material litigation, arbitration, or similar proceedings, and is not aware of any such proceedings pending or threatened against it or any its properties, which are or might be material.

As of the date of the Information Memorandum, the Company's subsidiaries are not involved in any legal actions arising in the ordinary course of business such as labor. However, the Company is set to file an application for the COC of the Alabat and Tanay projects before ERC before the end of 2026. Pursuant to this, the Company has thus far secured the Dedicated Point to Point TL Orders from the ERC for Alabat and Tanay.

There has been no occurrence in the past five (5) years up to the date of this Information Memorandum of any of the following events that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter, or control person of the Company:

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

CONFLICTS OF INTEREST

Mr. Vicente S. Pérez, Jr. is the Chairman of Alternergy Holdings Corporation, and is also an Independent Director of BDO Unibank, Inc, the parent company of BDO Capital.

SUMMARY OF THE OFFER

This Information Memorandum and offering relates to the Fixed-Rate Notes with a principal amount of up to Two Billion Pesos (₱2,000,000,000.00). The following summary of the offer does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Information Memorandum.

The summary of the offer herein supersedes any previous information delivered to any prospective investor.

Issuer	Alternergy Holdings Corporation (“ ALTER ” or the “ Company ”)
Sole Issue Manager and Arranger	BDO Capital & Investment Corporation (“ BDO Capital ”)
Issue	PHP-denominated, SEC-registration exempt, fixed-rate corporate notes to be enrolled with PDEX (the “ Fixed-Rate Notes ”)
Issue Amount	Up to Two Billion Pesos (₱2,000,000,000.00)
Issue Price	Par or 100% of face value
Issue Date	September 29, 2026
Form and Denomination	The Fixed-Rate Notes shall be issued in scripless form in minimum denominations of ₱5,000,000.00 each, and in integral multiples of ₱1,000,000.00 thereafter. For secondary trading, the Fixed-Rate Notes will be traded in a minimum board lot size of One Million Pesos (₱1,000,000.00), and in multiples of One Million Pesos (₱1,000,000.00) in excess thereof for as long as any of the Fixed-Rate Notes are traded on the Philippine Dealing & Exchange Corp.
Use of Proceeds	The net proceeds of the Offer shall be used to fund the Company’s equity investments in its project companies that won in the 4 th round of the Green Energy Auction Program, and for general corporate purposes.

Registration	The offer of the Fixed-Rate Notes is made as an exempt transaction under Section 10.1(L) of the SRC and Rules 10.1.4, 10.1.5, and 10.1.6 of the SRC IRR, as amended.						
Enrollment	The Issuer intends to apply for enrollment of the Fixed-Rate Notes with the Philippine Dealing & Exchange Corp. (“PDEx”) for purposes of having these admitted for trading on the PDEx Trading System commencing on Issue Date, subject to the guidelines of the PDEx in force from time to time. For avoidance of doubt, Issue Date and the Enrollment Date shall be the same date.						
Manner of Offering	The offering of the Fixed-Rate Notes will be limited to Philippine residents who, at the point of offer, purchase and on the Issue Date, are classified or considered as Qualified Buyers under Rules 10.1.4, 10.1.5, and 10.1.6 of the SRC IRR, as amended, and when applicable, duly qualified by a SEC-registered qualified investor registrar. No offering shall be made to individuals or juridical entities that are not Qualified Buyers or are non-resident investors.						
Tenor and Interest Rate	<table><tr><th>Tenor</th><th>Interest Rate per annum</th></tr><tr><td>1.5 years</td><td>7.75%</td></tr></table>	Tenor	Interest Rate per annum	1.5 years	7.75%	Interest shall accrue from Issue Date until the Maturity Date or when the Fixed-Rate Notes are otherwise redeemed.	
Tenor	Interest Rate per annum						
1.5 years	7.75%						
Maturity Date	<table><tr><th>Tenor</th><th>Maturity Date</th></tr><tr><td>1.5 years</td><td>March 29, 2028</td></tr></table>	Tenor	Maturity Date	1.5 years	March 29, 2028	Unless the Fixed-Rate Notes shall be redeemed by the Issuer in events such as Redemption for Taxation Purposes, Redemption due to Change in Law and Circumstance, or Redemption due to Purchase and Cancellation (see details in the <i>Terms of the Fixed-Rate Notes</i> Section of this Information Memorandum), ALTER has the ability to repurchase any Fixed-Rate Notes from the secondary market on a purely voluntary basis, at any time. Any Fixed-Rate Notes so purchased	
Tenor	Maturity Date						
1.5 years	March 29, 2028						

	shall be redeemed and cancelled and may not be re-issued.
Final Redemption	Fixed-Rate Notes shall be redeemed at par or 100% face value on the Maturity Date unless earlier redeemed or purchased and cancelled by the Issuer. In the event the Maturity Date is not a Business Day, payment of all amounts due on such date will be made by the Issuer through the Paying Agent, without adjustment for accrued interest, on the succeeding Business Day.
Interest Payment Dates and Interest Payment Computation	Interest payment on the Fixed-Rate Notes shall commence on December 29, 2026 and thereafter, on March 29, June 29, September 29, and December 29 of each year, or the next Business Day if any such dates fall on a non-Business Day, during the term of the Fixed-Rate Notes (each, an “Interest Payment Date”). Interest on the Fixed-Rate Notes shall be calculated on a European 30/360-day count basis regardless of the actual number of days in a month. Interest shall be paid quarterly in arrears.
Optional Redemption	No Optional Redemption is allowed for the Fixed-Rate Notes.
Purchase and Cancellation	The Issuer may at any time purchase any of the Fixed-Rate Notes, in accordance with PDEX Rules applicable to the Fixed-Rate Notes, in the open market or by tender or by contract at market price, without any obligation to purchase (and the Noteholders shall not be obliged to sell) Fixed-Rate Notes pro rata from all Noteholders. Any Fixed-Rate Note so purchased shall be redeemed and cancelled and may not be re-issued. Upon enrollment of the Fixed-Rate Notes in PDEX, the Issuer shall disclose any such transactions in accordance with the applicable PDEX disclosure rules.
Status of the Fixed-Rate Notes	The Fixed-Rate Notes shall constitute the direct, unconditional, unsubordinated, and unsecured obligations of the Issuer ranking at least <i>pari passu</i> and

	ratably without preference among themselves and among any present and future unsubordinated and unsecured obligations of the Issuer, except for any obligation mandatorily preferred by applicable law other than the preference under Article 2244(14)(a) of the Civil Code of the Philippines.
Taxation	<i>Documentary Stamp Tax</i> Documentary stamp tax for the primary issue of the Fixed-Rate Notes shall be for the Issuer's account. <i>Interest on the Fixed-Rate Notes</i> Interest income on the Fixed-Rate Notes is subject to a final withholding tax at a rate of 20%, or such other rate or treatment under relevant law, rule or regulation. Except for such final withholding tax and as otherwise provided, all payments of principal and interest are to be made free and clear of any deductions or withholding for or on account of any present or future taxes or duties imposed by or on behalf of the Republic of the Philippines, including but not limited to issue, registration or any similar tax or other taxes and duties, including interest and penalties, if any. Noteholders who are exempt from withholding tax, or are subject to preferential final withholding tax rate, on interest income may claim such exemption or preferential rate by submitting the necessary documents as required by the Bureau of Internal Revenue (BIR) and the Issuer. <i>Sale or Other Disposition of the Fixed-Rate Notes</i> Transfers taking place in the Registry of Noteholders after the Fixed-Rate Notes are enrolled with PDEX may be allowed between taxable and tax-exempt entities without restriction and observing the tax exemption of tax-exempt entities, if and/or when allowed under, and are in accordance with the relevant rules, conventions and guidelines of PDEX and PDTC. A selling or purchasing Noteholder claiming tax-exempt status is required to submit to the Registrar the tax status of the

	transferor or transferee, as appropriate, together with the supporting documents specified under the Registry and Paying Agency Agreement upon submission of account opening documents to the Registrar. Income arising from gains on the sale or disposition of the Fixed-Rate Notes will form part of the relevant Noteholders' income and may be subject to tax. Noteholders should consult their own tax advisers on the ownership and disposition of the Fixed-Rate Notes, including the applicability of any state, local or foreign tax laws. The BIR's tax treatment of the Fixed-Rate Notes may vary from the tax treatment described herein. Any adverse tax consequences upon the Noteholder arising from any variance in tax treatment shall be for such Noteholder's sole risk and account. A more detailed discussion is provided in <i>Description of the Fixed-Rate Notes – Payment of Additional Amounts; Taxation</i>.
Redemption for Taxation Reasons	If payments under the Fixed-Rate Notes become subject to additional or increased taxes, other than the taxes and rates of such taxes prevailing on the Issue Date as a result of certain changes in law, rule or regulation or in the interpretation thereof, and such additional or increased rate of such tax cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem the Fixed-Rate Notes in whole, but not in part, on any Interest Payment Date (having given not more than 60 days' nor less than 30 days' prior written notice to the Trustee and the Registrar and Paying Agent) at par plus accrued interest, subject to the requirements of Applicable Law. For a detailed discussion, please refer <i>Description of the Fixed-Rate Notes – Redemption for Taxation Reasons</i>.
Redemption by Reason of Change in Law or Circumstance	The following events shall be considered as changes in law or circumstances ("Change in Law or Circumstance") as it refers to the obligations of the

	Issuer and the rights and interests of the Noteholders under the Trust Agreement and the Fixed-Rate Notes: a. Any government and/or non-government consent, license, authorization, registration or approval now or hereafter necessary to enable the Issuer to comply with its obligations under the Trust Agreement or the Fixed-Rate Notes shall be modified, withdrawn or withheld in a manner which, in the reasonable opinion of the Trustee, will materially and adversely affect the ability of the Issuer to comply with such obligations; or b. Any provision of the Trust Agreement or any of the related documents is or becomes, for any reason, invalid, illegal or unenforceable to the extent that it becomes for any reason unlawful for the Issuer to give effect to its rights or obligations thereunder, or to enforce any provisions of the Trust Agreement or any of the related documents in whole or in part; or any law is introduced or any applicable existing law is modified or rendered ineffective or inapplicable to prevent or restrain the performance by the parties thereto of their obligations under the Trust Agreement or any other related documents; or c. Any concessions, permits, rights, franchises or privileges required for the conduct of the business and operations of the Issuer shall be revoked, cancelled or otherwise terminated, or the free and continued use and exercise thereof shall be curtailed or prevented, in such manner as to materially and adversely affect the financial condition or operations of the Issuer. Upon the occurrence of a Change in Law or Circumstance (as enumerated above), the Issuer may redeem the Fixed-Rate Notes in whole, but not in part, on any Interest Payment Date (having given not more than 60 nor less than 30 days' notice) at par plus accrued interest. For a detailed discussion on Redemption by Reason of Change in Law or Circumstance, please refer to <i>Description of the Fixed-Rate Notes – Redemption by Reason of Change in Law or Circumstance</i>.
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Covenants	Issuance of the Fixed-Rate Notes shall be subject to standard covenants such as but not limited to cross-default provisions and adherence to certain financial ratios. Financial Ratio Covenants shall include the following: • Debt-to-Equity Ratio not exceeding 2.33x; and • Debt Service Coverage Ratio (“DSCR”) of at least 1.05x. Customary provisions on events of default, cross-default provisions, penalty interest in case of non-payment of principal and/or interest amounts when due shall likewise apply, and other covenants as may be agreed upon among the Issuer and the Sole Issue Manager and Arranger.
Negative Pledge	The Fixed Rate Notes shall have the benefit of a negative pledge on all existing and future assets of the Issuer, subject to Permitted Liens.
Permitted Liens	(a) Liens for taxes, assessments or governmental charges or levies, including custom duties, which are being contested in good faith by appropriate proceedings and with respect to which the Issuer has established adequate reserves on its books in accordance with PFRS; (b) Liens arising by operation of law (including, for the avoidance of doubt, any preference or priority under Article 2244, paragraph 14(a) of the Civil Code of the Philippines existing prior to the date of this Agreement) on any property or asset of the Issuer or any of its Subsidiaries, as applicable, including, without limitation, amounts owing to a landlord, carrier, warehouseman, mechanic or material man or other similar liens arising in the ordinary course of business or arising out of pledges or deposits under workers’ compensation laws, unemployment, insurance and other social security laws;

	(c) Liens incurred or deposits made in the ordinary course of business to secure (or obtain letters of credit that secure) the performance of tenders, statutory obligations or regulatory requirements, performance or return of money bonds, surety or appeal bonds, bonds for release of attachment, stay of execution or injunction, bids, tenders, leases, government contracts and similar obligations) and deposits for the payment of rent; (d) Liens created by or resulting from any litigation or legal proceeding which is effectively stayed while the underlying claims are being diligently contested in good faith by appropriate proceedings and with respect to which the Issuer has established adequate reserves on its books in accordance with PFRS; (e) Liens arising from leases or subleases granted to others, easements, building and zoning restrictions, rights-of-way and similar charges or encumbrances on real property imposed by applicable Law or arising in the ordinary course of business that are not incurred in connection with the incurrence of a debt and that do not materially detract from the value of the affected property or materially interfere with the ordinary conduct of business of the Issuer or any of its Subsidiaries; (f) Liens upon tangible personal property acquired in the ordinary course of business after the date hereof (by purchase or otherwise) granted by the Issuer or its Subsidiary to the vendor, supplier, any of their affiliates or lessor of such property; (g) Liens arising from financial lease which shall not exceed One Hundred Million Pesos (₱100,000,000.00), hire purchase, conditional sale arrangements or other agreements for the acquisition of assets entered into in the ordinary course of business on deferred payment terms
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	to the extent relating only to the assets which are subject of those arrangements, subject to such financial leases, hire purchase, conditional sale agreements or other agreements for the acquisition of such assets on deferred payment terms; (h) Liens arising over any asset, including, but not limited to assets purchased, leased, or developed in the ordinary course of business, to secure: (i) the payment of the purchase price or cost of leasehold rights of such asset; (ii) the payment of the cost and expenses for the development of such asset pursuant to any development made or being made by the Issuer or any of its Subsidiaries in the ordinary course of business; (iii) the payment of any indebtedness in respect of borrowed money (including extensions and renewals thereof and replacements therefor) incurred for the purpose of financing the purchase, lease or development of such asset; or (iv) the rediscounting of receivables of the Issuer or any of its Subsidiaries; (i) Rights of set-off arising in the ordinary course of business between the Issuer or its Subsidiary and its suppliers, clients or customers; (j) Netting or set-off arrangement entered into by the Issuer or any of its Subsidiaries in the ordinary course of business of its banking arrangements for the purpose of netting debt and credit balances; (k) Title transfer or retention of title arrangement entered into by the Issuer or any of its Subsidiaries in the ordinary course of business; (l) Liens upon any the assets and revenues of present and future Subsidiaries, to secure any financial indebtedness or any guarantee of or indemnity in respect of any project financing; and
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	(m) Any other Liens with prior written consent of the Majority Noteholders.
Credit Rating	PRS Aa minus by Philratings
Non-Reliance	Each Noteholder represents and warrants to the Trustee and to the Issuer that it has independently and, without reliance on the Sole Issue Manager and Arranger, Trustee or the Issuer, made its own credit investigation and appraisal of the financial condition and affairs of the Issuer on the basis of such documents and information as it has deemed appropriate and that it has subscribed to the Fixed-Rate Notes and on the basis of such independent appraisal, and each Noteholder represents and warrants that it shall continue to make its own credit appraisal without reliance on the Sole Issue Manager and Arranger, Trustee or the Issuer. The Noteholders agree to indemnify and hold the Trustee harmless from and against any and all claims, liabilities, damages, penalties, judgments, suits, expenses and other costs of any kind or nature against the Trustee in respect of its obligations under the Trust Agreement, except for its gross negligence, fraud, evident bad faith or willful misconduct.
Transaction Counsel	Romulo Mabanta Buenaventura Sayoc & de los Angeles
Trustee	BDO Unibank, Inc. – Trust and Investment Group
Registrar and Paying Agent	Philippine Depository & Trust Corp. (“ PDTC ”)

USE OF PROCEEDS

Following the offer and sale of the Fixed-Rate Notes in the amount of up to ₱2,000,000,000.00, ALTER expects to use the net proceeds therefrom to fund the Company's equity investments in its project companies that won in the 4th round of the Green Energy Auction Program, and for general corporate purposes.

DESCRIPTION OF THE FIXED-RATE NOTES

The Fixed-Rate Notes will be issued with a principal amount of up to ₱2,000,000,000.00 (the **“Fixed-Rate Notes”**) under this Information Memorandum. The Fixed-Rate Notes shall be considered as an SEC-registration exempt transaction under Section 10.1(L) of the SRC and Rules 10.1.4, 10.1.5, and 10.1.6 of the SRC IRR, as amended, as the offering is limited to entities or institutions that, at the point of offer or purchase, whether on the primary or secondary markets, are classified or considered as Eligible Investors. No offering shall be made to non-resident investors. As an exempt transaction, the issuance of the Fixed-Rate Notes shall not be registered with the SEC, and no notice of exemption shall be filed with, nor confirmation or declaration of exemption shall be obtained from, the SEC in respect of such transaction. Such issuance of the Fixed-Rate Notes will be covered by disclosures to be filed by ALTER describing the transaction.

The Fixed-Rate Notes are constituted by a Trust Agreement executed on September 21, 2026 (the **“Trust Agreement”**) between the Issuer and BDO Unibank, Inc. – Trust and Investment Group (the **“Trustee”**, which term shall, wherever the context permits, include all other persons or companies for the time being acting as trustee or trustees under the Trust Agreement). The description of the terms and conditions of the Fixed-Rate Notes set out below includes summaries of, and is subject to, the detailed provisions of the Trust Agreement and the Registry and Paying Agency Agreement executed on September 21, 2026 (the **“Registry and Paying Agency Agreement”**) among the Issuer, the Registrar, and the Paying Agent.

PDTC has no interest in or relation to ALTER which may conflict with its roles as Registrar and as Paying Agent for the Offer. BDO Unibank, Inc. – Trust and Investment Group has no interest in or relation to ALTER which may conflict with its role as Trustee.

Copies of the Trust Agreement and the Registry and Paying Agency Agreement are available for inspection during normal business hours at the specified offices of the Trustee and the Registrar. The holders of the Fixed-Rate Notes (the **“Noteholders”**) are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Agreement and are deemed to have notice of those provisions of the Registry and Paying Agency Agreement applicable to them.

1. Eligible Investors or Eligible Noteholders

Eligible Investors, or Eligible Noteholders, will be limited to Philippine residents who, at the point of offer or sale, are Qualified Buyers under Rules 10.1.4, 10.1.5, and 10.1.6 of the SRC IRR, as amended, and when applicable, duly qualified by a SEC-registered qualified investor registrar (**“QIB Registrar”**), whether on the primary or secondary markets.

For reference, the Qualified Buyers, as defined in Rule 10.1.4 of the SRC IRR, as amended, are as follows:

- (a) Banks;
- (b) Registered Investment Houses;
- (c) Insurance Companies;
- (d) Pension funds or retirement plans maintained by the Government of the Republic of the Philippines or any political subdivision thereof or managed by a bank or other persons authorized by BSP to engage in trust functions;
- (e) Registered Securities Dealer;
- (f) An account managed by a Registered Broker under a discretionary arrangement as provided for in the other relevant provisions in the SRC IRR;
- (g) Registered Investment Company (e.g., mutual fund companies);
- (h) Provident funds or pension funds maintained by a government agency or by a government or private corporation and managed by an entity authorized accordingly by the BSP or the SEC to engage in trust functions or in fund management;
- (i) A trust corporation that is authorized by the BSP to perform the acts of a trustee;
- (j) Unit investment trust funds that are established in accordance with rules and regulations of the BSP;
- (k) A fund established and covered by a trust or Investment Management Account (“IMA”) agreement under a discretionary arrangement in accordance with rules and regulations of the BSP. A discretionary arrangement means that the entity managing the fund is granted authority to decide on the investment of the trust funds or IMA funds;
- (l) A fund established and covered by a trust or IMA agreement under a non-discretionary arrangement in accordance with rules and regulations of the BSP, provided that the beneficial owner/s or principal/s of such fund possess the qualifications on financial capacity and sophistication as specified in Rule 10.1.5.1 of the SRC IRR, as amended, for natural persons, and 10.1.5.2 of the SRC IRR, as amended, for juridical persons; and provided also, that the treatment of such fund as qualified buyer does not contravene the trust or IMA agreement;
- (m) A fund established and covered by a trust or IMA agreement wherein the beneficial owner or principal of the fund has been deemed or conferred as a qualified buyer under Sec. 10.1 (L) of the SRC or Rule 10.1.5 of the SRC IRR, as amended;
- (n) An entity with quasi-bank license issued by BSP;
- (o) Pre-need companies authorized by the Insurance Commission;
- (p) Collective Investment Scheme authorized by the relevant regulatory authority pursuant to existing laws and regulations;
- (q) A listed entity on the PSE, or a related body corporate of a PSE-listed entity provided that it engages the service of a professional fund manager, through direct hire or via outsourcing to an authorized fund management entity;
- (r) A foreign entity not being established or incorporated in the Philippines that, if established or incorporated in the Philippines, would be covered by one of the preceding paragraphs; and
- (s) Such other person as the SEC may by rule or order determine as qualified buyers, on the basis of such factors as financial sophistication, net worth, knowledge, and

experience in financial and business matters, or amount of assets under management. For this particular class of Qualified Buyer, it shall be necessary that an SEC-registered QIB Registrar shall ascertain the qualified nature of the Qualified Buyer. The PDEX Trading Participant who will deal with the Qualified Buyer whether as counterparty or broker represents and warrants the same to PDEX and PDTC in its being involved in the trade, at the time of the same.

A natural person shall be considered a qualified individual buyer if he possesses the prescribed qualifications as set forth in Rule 10.1.5.1 of the SRC IRR, as amended, and has registered as such with entities that are authorized by the SEC to act as registrar of qualified buyers pursuant to the rules provided under SRC Rule 39.1.4. If the buyer is a juridical person, it shall, at the time of registration with a SEC-registered QIB Registrar, possess the prescribed qualifications as set forth in Rule 10.1.5.2 of the SRC IRR, as amended,

Under Rule 10.1.6 of the SRC IRR, as amended, primary institutional lenders are a class of regulated financial institutions classified as qualified buyers, to whom evidence of indebtedness (e.g., commercial papers, promissory notes) may be issued without triggering the registration requirements of Sections 8 and 12 of the SRC. Primary institutional lenders include: banks and their discretionary trust accounts, investment houses and their discretionary trust accounts, trust companies, financing companies, investment companies, pre-need companies, non-stock savings and loan associations, building and loan associations, venture capital corporations, insurance companies, government financial institutions, pawnshops, BIR-approved pension and retirement funds, funds established by the national government, and any other entity the BSP classifies as such in consultation with the SEC.

For the avoidance of doubt, non-residents are not eligible buyers or holders of the Fixed-Rate Notes.

2. Handling of Loss of Eligibility of Noteholders

If, prior to the relevant Maturity Date of the Fixed-Rate Notes and after the purchase or issuance thereof, it is discovered that the buyer did not qualify as an Eligible Investor at the point of purchase, whether on the primary or secondary market, the Remediation Procedure set forth in paragraph 4 below shall apply.

If for any reason after the relevant point of purchase but prior to the relevant Maturity Date of the Fixed-Rate Notes, a buyer loses its status as an Eligible Investor after the point of purchase, the Remediation Procedure set forth in paragraph 4 below shall not apply. Such buyer shall not be forced to sell its holdings, and the exempt nature of the purchase by such buyer of the Fixed-Rate Notes shall not be affected. However, such buyer shall no longer be eligible to purchase additional Fixed-Rate Notes.

3. Continuing Restriction of Holdings to Eligible Noteholders in the Secondary Market

The restriction of holdings to Eligible Noteholders shall be maintained throughout the tenor of the Fixed-Rate Notes. To this end, each participating broker or dealer of PDEX (“**PDEX Trading Participant**”) that trades the Fixed-Rate Notes in the secondary market shall have the following additional responsibilities to the Fixed-Rate Notes:

- (a) Each PDEX Trading Participant shall determine the eligibility and suitability of each buyer, and ensure that the buyer fully understands the terms and conditions of, and the risks involved in, the Fixed-Rate Notes, including the option and tax features of the same.
- (b) Each PDEX Trading Participant shall warrant that it is fully informed of the special features and mechanics relating to the Fixed-Rate Notes as contained in this Information Memorandum each time it executes a trade.
- (c) Each PDEX Trading Participant shall represent and warrant that their clients (for brokers) or counterpart clients (for dealers) are Eligible Noteholders, as defined above, at the point of purchase either on the primary or secondary market, and eligible to purchase and hold the Fixed-Rate Notes.
- (d) For each Eligible Noteholder falling under paragraph 1(s) above, each PDEX Trading Participant shall indicate the QIB Registrar of such Qualified Buyer clients or counterparts, and represent and warrant that the QIB Registrar is duly registered as such with the SEC.
- (e) The Issuer shall rely on determinations made by the PDEX Trading Participants regarding the eligibility of their clients and counterpart clients at the point of purchase of the Fixed-Rate Notes. The Issuer shall not incur any liability to any party arising from the ineligibility of a PDEX Trading Participant’s client/counterpart client causing prejudice to the exempt nature of the Fixed-Rate Notes. The Issuer shall not assume any cost incurred for remediation of the ineligibility (e.g. costs of triggering a sell-out provision below), and shall not assume any cost incurred to implement the Remediation Procedure below.

The PDEX Trading Participant is liable for the eligibility of its buyer at the point of purchase of the Fixed-Rate Notes. It shall indemnify an injured party for liabilities arising from said ineligibility damaging the exempt nature of the Fixed-Rate Notes and assume any cost for remediation of the ineligibility.

4. Remediation Procedure – Sell Out Mechanism

If an investor to be deemed as Noteholder is not an Eligible Noteholder at the point of sale, or a transfer or recording of ownership has been made to an entity who is not an Eligible Noteholder (each a “**Sell Out Trigger**”), a remediation procedure via the sell-out mechanism of such ineligible investor or Noteholder’s Fixed-Rate Notes will be done in accordance with the following:

- (a) When the transfer or recording of ownership in the Registry will result in a transfer or recording of ownership to an entity that does not qualify as an Eligible Noteholder, the transfer or recording of ownership will not be allowed in the Registry.
- (b) The Registrar will inform PDEX of such disallowed transfer or recording of ownership, and the Sell Out Mechanism, as detailed herein, is triggered.
- (c) PDEX will notify the PDEX Trading Participant involved in such disallowed transfer or recording of ownership of such fact.
 - i. The ineligible investor's PDEX Trading Participant shall sell out the ineligible investor's Fixed-Rate Notes to the market, or in the absence of a better bid, the PDEX Trading Participant must sell the Fixed-Rate Notes to the Market Maker (the "**Sell Out Transaction**").
 - ii. The Sell-Out Transaction must be executed no later than three (3) Business Days from the Sell Out Trigger.
 - iii. No investor who is not an Eligible Noteholder shall be allowed to hold the Fixed-Rate Notes by the end of three (3) Business Days from the day of discovery.
 - iv. The sell-out mechanism may result in a price difference between the original purchase and the sell-out price. If the price difference results in a loss, such loss shall be assumed by the responsible PDEX Trading Participant. If the price difference results in a gain, it shall accrue to the ineligible investor that was forced to sell out the holdings.
 - v. The sell-out shall be reported to the SEC and the responsible PDEX Trading Participant may be subject to SEC action.

5. Form, Denomination, and Title

(a) Form and Denomination

The Fixed-Rate Notes are in scripless form, and shall be issued, in denominations of Five Million Pesos (₱5,000,000.00) each, as a minimum, and in integral multiples of One Million Pesos (₱1,000,000.00) thereafter.

(b) Title

The beneficial interest to the Fixed-Rate Notes shall be shown on and recorded in the Registry of Noteholders maintained by the Registrar. A notice confirming the principal amount of the Fixed-Rate Notes purchased by each Applicant in the offering shall be issued by the Registrar to all Noteholders following the Issue Date. Upon any assignment, title to the Fixed-Rate Notes shall pass by recording the transfer from a transferor to the transferee in the Registry of Noteholders maintained by the Registrar. Settlement in respect of such

transfer or change of title to the Fixed-Rate Notes, including the settlement of any cost arising from such transfers, including, but not limited to, documentary stamp taxes, if any, arising from subsequent transfers, shall be for the account of the relevant Noteholder.

6. Transfer of the Fixed-Rate Notes

(a) Registry of Noteholders

The Issuer shall cause the Registry of Noteholders to be kept by the Registrar in electronic form. The names and addresses of the Noteholders and the particulars of the Fixed-Rate Notes held by them and of all transfers of Fixed-Rate Notes shall be entered into the Registry of Noteholders.

As required by Circular No. 428-04 issued by the Bangko Sentral ng Pilipinas, the Registrar shall send each Noteholder a written statement of registry holdings at least quarterly (at the cost of the Issuer) and a written advice confirming every receipt or transfer of the Fixed-Rate Notes that is effected in the Registrar's system (at the cost of the Issuer). Such statement of registry holdings shall serve as the confirmation of ownership of the relevant Noteholder as of the date thereof. Any requests of Noteholders for certifications, reports or other documents from the Registrar, except as provided herein, shall be for the account of the requesting Noteholder. No transfers of the Fixed-Rate Notes may be made during the Closed Period. As used herein, the term "**Closed Period**" shall refer to the periods during which the Registrar shall not register any transfer or assignment of the Fixed-Rate Notes, specifically: (a) the period of two (2) Business Days preceding any Interest Payment Date or the due date for any payment of the principal amount of the Fixed-Rate Notes; or (b) the period when any Fixed-Rate Notes have been previously called for redemption.

(b) Transfers; Tax Status

In accordance with the Terms and Conditions of the Fixed-Rate Notes, transfers across Tax Categories shall not be allowed except on Interest Payment Dates that fall on a Business Day, provided however that transfers from a tax-exempt category to a taxable tax category on a non-Interest Payment Date shall be allowed using the applicable tax-withheld series name on PDEx, ensuring the computations are based on the final withholding tax rate of the taxable party to the trade. Should this transaction occur, the tax-exempt entity shall be treated as being of the same Tax Category as its taxable counterpart for the Interest Period within which such transfer occurred. For purposes hereof, "**Tax Categories**" refer to the two (2) applicable final withholding tax categories covering, particularly, tax-exempt entities, and 20% tax-withheld entities. This restriction shall be in force until a Non-Restricted Trading & Settlement Environment for Corporate Securities is implemented. Transfers taking place in the Registry of Noteholders after the Fixed-Rate Notes are enrolled with PDEx may be allowed between taxable and tax-exempt entities without restriction and observing the tax exemption of tax-exempt entities, if and/or when allowed under, and are in accordance with the relevant rules, conventions and guidelines of PDEx and PDTC.

Gain on transfer of Fixed-Rate Notes by a corporate Noteholder shall form part of such entity's income and shall generally be subject to twenty-five percent (25%) corporate income tax.

A Noteholder claiming tax-exempt status is required to submit to the Registrar the required tax-exempt documents as detailed in the Registry and Paying Agency Agreement upon submission of the account opening documents to the Registrar.

Prospective purchasers of the Fixed-Rate Notes should consult their own tax advisors regarding tax considerations of an investment in, receiving income from, and a disposition of, the Fixed-Rate Notes.

(c) Registrar

For transfers and record updates, notices and communication with the Registrar may be made at the address below, through the appropriate intermediary:

Philippine Depository & Trust Corp.
29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226
Telephone No: (632) 8884-4425
E-mail: baby_delacruz@pds.com.ph
Attention: Josephine "Baby" Dela Cruz, Director

(d) Secondary Trading of the Fixed-Rate Notes

The Issuer intends to enroll the Fixed-Rate Notes with PDEX for secondary market trading. The Fixed-Rate Notes will be traded in a minimum board lot size of ₱1,000,000.00, and in multiples of ₱1,000,000.00 in excess thereof for as long as any of the Fixed-Rate Notes are traded on PDEX.

The Fixed-Rate Notes shall be subject to the commitment of at least one (1) Market Maker that will commit to provide a live bid using the tax-withheld series name for the Fixed-Rate Notes in the Order-Driven system good for the minimum trading lot for the issue and a cumulative trading commitment of at least ₱10,000,000.00 per trading day per issue. The Market Maker commits to all other regulations as described in the Corporate Security Market Maker Participation Letter.

In addition to the special provisions on the continuing restriction to Eligible Noteholders under paragraph 3 above, secondary market trading in PDEX shall follow the applicable PDEX rules, conventions, operating framework and guidelines governing trading and settlement between Noteholders of different tax status and shall be subject to the relevant fees of PDEX and PDTC. The Market Maker further commits to:

- a. Adopt and abide by a rate reasonability standard that is consistent with PDEX rules, conventions and guidelines, and
- b. Disclose and explain its reference and pricing methodology and any deviations therefrom to PDEX and regulators, upon request.

7. Ranking

The Fixed-Rate Notes shall constitute the direct, unconditional, unsubordinated, and unsecured obligations of the Issuer ranking at least *pari passu* and ratably without preference among themselves and among any present and future unsubordinated and unsecured obligations of the Issuer, except for any obligation mandatorily preferred by Applicable Law other than the preference under Article 2244, paragraph (14)(a) of the Civil Code of the Philippines.

8. Interest

(a) Interest Payment Dates

Interest payment on the Fixed-Rate Notes shall commence on December 29, 2026 and thereafter, on March 29, June 29, September 29, and December 29 of each year, or the next Business Day, without adjustment, if any such dates fall on a non-Business Day, during the term of the Fixed-Rate Notes (each, an “**Interest Payment Date**”). The last Interest Payment Date shall fall on the relevant Maturity Date.

The cut-off date in determining the existing Noteholders entitled to receive interest or principal amount due shall be the day two (2) Business Days immediately preceding the relevant Interest Payment Date (the “**Record Date**”), which shall be the cut-off date in determining the existing Noteholders entitled to receive interest, principal and other payments due, or such other date duly notified by Issuer. No transfers of the Fixed-Rate Notes may be made during this period intervening between and commencing on the Record Date and the relevant Interest Payment Date.

(b) Interest Accrual

Each Fixed-Rate Note shall cease to bear interest, net of applicable withholding taxes, from and including the relevant Maturity Date, as defined in the discussion on “Final Redemption”, unless, upon due presentation, payment of the principal in respect of the Fixed-Rate Note then outstanding is not made, is improperly withheld or refused, in which case the Penalty Interest (see “**Penalty Interest**”) shall apply.

(c) Determination of Interest

The interest shall be calculated on a European 30/360-day count basis regardless of the actual number of days in a month.

9. Redemption and Purchase

(a) Final Redemption

Unless previously redeemed or purchased and cancelled, the Fixed-Rate Notes shall be redeemed at par or 100% of face value on the Maturity Date. However, payment of all amounts due on such date may be made by the Issuer through the Paying Agent, without adjustment for accrued interest, on the succeeding Business Day if the Maturity Date is not a Business Day.

Each Noteholder in whose name the Fixed-Rate Notes are registered in the Register of Noteholders at the close of business on the Record Date preceding any Maturity Date shall be entitled to receive the principal amount of the Fixed-Rate Notes. In all cases, repayment of principal shall be remitted to the Noteholders in accordance with the terms of the Registry and Paying Agency Agreement.

(b) Optional Redemption

No Optional Redemption is allowed for the Fixed-Rate Notes.

(c) Redemption for Taxation Reasons

If payments under the Fixed-Rate Notes become subject to additional or increased taxes other than the taxes and rates of such taxes prevailing on the Issue Date as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such additional or increased rate of such tax cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem the relevant Fixed-Rate Notes series in whole, and not in part only, on any Interest Payment Date (having given not more than sixty (60) days nor less than thirty (30) days' written notice to the Trustee and the Registrar and Paying Agent) at par (or 100% of face value) and paid together with the accrued interest thereon, subject to the requirements of Applicable Law; provided that if the Issuer does not redeem the Fixed-Rate Notes then all payments of principal and interest in respect of the Fixed-Rate Notes shall be made free and clear of, and without withholding or deduction for, any such new or additional taxes, duties, assessments or governmental charges, unless such withholding or deduction is required by Applicable Law. In that event, the Issuer shall pay to the Noteholders concerned such additional amount as will result in the receipt by such Noteholders of such amounts as would have been received by them had no such withholding or deduction for new or additional taxes been required.

Upon receipt by the Trustee of a written notice from the Issuer hereunder, the Trustee through the Issuer shall secure from the Registrar an updated list of Noteholders as of the Record Date indicated in the notice from the Issuer and provide written notices to all registered Noteholders of the intended early redemption. Each Noteholder in whose name the Fixed-Rate Notes subject of the early redemption are registered in the Register of Noteholders at the close of business on the relevant Record Date shall be entitled to receive the principal of the Fixed-Rate Notes subject of the early redemption and the interest accrued thereon. The Issuer shall pay the Noteholders in accordance with the terms of the Registry and Paying Agency Agreement.

Accrued interest on the Fixed-Rate Notes to be redeemed under this section for the last Interest Payment Date up to the relevant redemption date shall be calculated on a European 30/360-day count basis, regardless of the actual number of days in a month.

The Noteholders shall not have any right to cause the Issuer to redeem the Fixed-Rate Notes under this section.

(d) Redemption by Reason of Change in Law or Circumstance

The following events shall be considered as changes in law or circumstance (“**Change in Law or Circumstance**”) as it refers to the obligations of the Issuer and to the rights and interests of the Noteholders under the Trust Agreement:

- (i) Any government and/or non-government consent, license, authorization, registration or approval now or hereafter necessary to enable the Issuer to comply with its obligations under the Trust Agreement or the Fixed-Rate Notes shall be modified, withdrawn or withheld in a manner which will materially and adversely affect the ability of the Issuer to comply with such obligations; or
- (ii) Any provision of the Trust Agreement or any of the related documents is or becomes, for any reason, invalid, illegal or unenforceable to the extent that it becomes for any reason unlawful for the Issuer to give effect to its rights or obligations thereunder, or to enforce any provisions of the Trust Agreement or any of the related documents in whole or in part; or any law is introduced or any applicable existing law is modified or rendered ineffective or inapplicable to prevent or restrain the performance by the parties thereto of their obligations under the Trust Agreement or any other related documents; or
- (iii) Any concessions, permits, rights, franchises or privileges required for the conduct of the business and operations of the Issuer shall be revoked, cancelled or otherwise terminated, or the free and continued use and exercise thereof shall be curtailed or prevented, in such manner as to materially and adversely affect the financial condition or operations of the Issuer; or

Upon the occurrence of a Change in Law or Circumstance (as enumerated above), the Issuer may redeem the Fixed-Rate Notes in whole, but not in part, having given not more than sixty (60) days nor less than thirty (30) days' written notice to the Trustee, the Registrar and the Paying Agent, at par (or 100% of the face value) and paid together with the accrued interest thereon.

Upon receipt by the Trustee of a written notice from the Issuer on the occurrence of any Change in Law or Circumstance, the Trustee shall secure from the Registrar an updated list of Noteholders as of the Record Date indicated in the notice from the Issuer and provide written notices to all registered Noteholders of the intended early redemption. Each Noteholder in whose name the Fixed-Rate Notes subject of the early redemption are registered in the Register of Noteholders at the close of business on the relevant Record Date shall be entitled to receive the principal of the Fixed-Rate Notes subject of the early redemption and the interest accrued thereon. The Issuer shall pay the Noteholders in accordance with the terms of the Registry and Paying Agency Agreement.

Accrued interest on the Fixed-Rate Notes to be redeemed under this section for the last Interest Payment Date up to the relevant redemption date shall be calculated on a European 30/360-day count basis regardless of the actual number of days in a month.

The Noteholders shall not have any right to cause the Issuer to redeem the Fixed-Rate Notes pursuant to a Change in Law or Circumstance under this section. The foregoing, however, is without prejudice to a declaration on an Event of Default, as applicable.

(e) Purchase and Cancellation

The Issuer may at any time purchase any of the Fixed-Rate Notes, in accordance with PDEX Rules applicable to the Fixed-Rate Notes, in the open market or by tender or by contract at market price, without any obligation to purchase (and the Noteholders shall not be obliged to sell) Fixed-Rate Notes pro rata from all Noteholders. Any Fixed-Rate Notes so purchased shall be redeemed and cancelled and may not be re-issued. Upon enrollment of the Fixed-Rate Notes in PDEX, the Issuer shall disclose any such transactions in accordance with the applicable PDEX disclosure rules.

10. Payments

The principal of, interest on, and all other amounts payable on the Fixed-Rate Notes shall be paid to the Noteholders by crediting of the cash settlement accounts designated by each of the Noteholders. The principal of, and interest on, the Fixed-Rate Notes shall be payable in Philippine Pesos.

The Issuer shall ensure that so long as any of the Fixed-Rate Notes remains outstanding, there shall at all times be a Paying Agent for the purposes of the Fixed-Rate Notes and the Issuer or the Paying Agent may only terminate the appointment of the Paying Agent as

provided in the Registry and Paying Agency Agreement. In the event the appointed office of any institution shall be unable or unwilling to continue to act as the Paying Agent, the Issuer shall appoint the Makati City office of such other leading institution in the Philippines authorized to act in its place. The Paying Agent may not resign its duties or be removed without a successor having been appointed.

11. Payment of Additional Amounts; Taxation

Payment of Interest on the Fixed-Rate Notes

Interest income on the Fixed-Rate Notes is subject to a final withholding tax at a rate of twenty percent (20%), or such other rate or treatment under relevant law, rule or regulation. Except for such withholding tax and as otherwise provided, all payments of principal and interest are to be made free and clear of any deductions or withholding for or on account of any present or future taxes or duties imposed by or on behalf of the Republic of the Philippines, including, but not limited to, issue, registration or any similar tax or other taxes and duties, including interest and penalties, if any. If such taxes or duties are imposed, the same shall be for the account of the Issuer; provided, however, that the Issuer shall not be liable for the following:

- (a) Income tax on any gain by a holder of the Fixed-Rate Notes realized from the sale, exchange or retirement of the said Fixed-Rate Notes;
- (b) The withholding tax applicable on interest earned on the Fixed-Rate Notes prescribed under the Tax Code, as amended, and its implementing rules and regulations as may be in effect from time to time. An investor who is exempt from the aforesaid withholding tax, or is subject to a preferential withholding tax rate shall be required to submit the following requirements to the Registrar, subject to acceptance by the Issuer as being sufficient in form and substance:
 - (i) a current and valid Bureau of Internal Revenue-certified true copy of the tax exemption certificate, ruling or opinion issued by the Bureau of Internal Revenue confirming the exemption or preferential rate. Should the submitted tax exemption certificate, ruling or opinion expire during the bond period, the Noteholder must submit an updated/revalidated tax exemption certificate;
 - (ii) a duly notarized undertaking executed by (1) the corporate secretary or any authorized representative of such Applicant or Noteholder who has personal knowledge of the exemption based on his official functions, if the Applicant purchases, or the Noteholder holds, the Fixed-Rate Notes for its account, or (2) the trust officer, if the Applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Fixed-Rate Notes pursuant to its management of tax-exempt entities (i.e. Employee Retirement Fund, etc.), declaring and warranting its tax-exempt status or preferential rate

entitlement, undertaking to immediately notify the Issuer, the Registrar and the Paying Agent of any suspension or revocation of the tax exemption certificate, ruling or opinion issued by BIR, with a declaration and warranty of its tax-exempt status or entitlement to a preferential rate, and agreeing to indemnify and hold the Issuer and the Registrar and the Paying Agent, and the Sole Issue Manager and Arranger free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding of the required tax;

- (c) Gross Receipts Tax under Section 121 of the Tax Code;
- (d) Taxes on the overall income of any securities dealer or Noteholder, whether or not subject to withholding; and
- (e) VAT under Sections 106 to 108 of the Tax Code, and as amended by Republic Act No. 9337.

Sale or Other Disposition of the Fixed-Rate Notes

Income Tax

Transfers taking place in the Register of Noteholders after the Fixed-Rate Notes are enrolled in PDEX may be allowed between taxable and tax-exempt entities, if and/or when allowed under, and are in accordance with the relevant rules, conventions, guidelines and requirements of PDEX and PDTC. A selling or purchasing Noteholder claiming tax-exempt status is required to submit to the Registrar the tax status of the transferor or transferee, as appropriate, together with the supporting documents specified under the Registry and Paying Agency Agreement upon submission of account opening documents to the Registrar.

Income arising from gains on the sale or disposition of the Fixed-Rate Notes will form part of the relevant Noteholders' income and may be subject to tax or such other rate or treatment under relevant law, rules or regulations or applicable tax treaty. Noteholders should consult their own tax advisers on the ownership and disposition of the Fixed-Rate Notes, including the applicability of any state, local or foreign tax laws.

If a sale or disposition of the Fixed-Rate Notes is subject to Philippine tax, then a holder will recognize gain or loss upon the sale or other disposition of the Fixed-Rate Notes, including a redemption, in an amount equal to the difference between the amount realized from such disposition and such Noteholder's basis in the Fixed-Rate Notes.

Gains derived by domestic corporations and resident foreign corporations from a sale or other disposition of the Fixed-Rate Notes is subject to 25% regular corporate income tax, if applicable.

The BIR's tax treatment of the Fixed-Rate Notes may vary from the tax treatment described herein. Any adverse tax consequences upon the Noteholder arising from any variance in tax treatment shall be for such Noteholder's sole risk and account.

Donor's Tax

A Noteholder shall be subject to donor's tax at the rate of six percent (6%) based on the total gifts in excess of ₱250,000.00 exempt gift made during the calendar year.

The donor's tax payable in the Philippines upon a donor who was a citizen or resident at the time of donation may be credited with the amount of any donor's tax imposed by the authority of a foreign country, subject to limitations on the amount to be credited, and the tax status of the donor.

In case the Fixed-Rate Notes are transferred for less than an adequate and full consideration in money or money's worth, the amount by which the fair market value of the securities exceeds the value of the consideration may be deemed a gift and may be subject to donor's taxes. However, a sale, exchange, or other transfer made in the ordinary course of business (a transaction which is a bona fide, at arm's length, and free from any donative intent), will be considered as made for an adequate and full consideration in money or money's worth.

Documentary Stamp Tax

No documentary stamp tax is imposed on the subsequent sale or disposition of the Fixed-Rate Notes, trading the Fixed-Rate Notes in a secondary market, or through an exchange. However, if the transfer constitutes a renewal of the Fixed-Rate Notes, documentary stamp tax may be payable anew.

12. Tax-Exempt Status or Entitlement to Preferential Tax Rate

A Noteholder who is exempt from the aforesaid withholding tax, or is subject to a preferential withholding tax rate shall be required to submit the following requirements to the Registrar, subject to acceptance by the Issuer, as being sufficient in form and substance:

- (a) a BIR-certified true copy of a valid, current and subsisting tax exemption certificate, ruling or opinion issued by the BIR and addressed to the relevant Applicant or Noteholder, confirming its exemption or its entitlement to the preferential tax rate, as required under BIR Revenue Regulation No. 15-2025 and BIR Revenue Memorandum Circular No. 8-2014 including any clarification, supplement or amendment thereto;
- (b) a duly notarized undertaking executed by (i) the corporate secretary or any authorized representative of such Applicant or Noteholder, who has personal knowledge of the exemption or preferential rate treatment based on his official functions, if the Applicant purchases, or the Noteholder holds, the Fixed-Rate Notes for its account,

or (ii) the trust officer, if the Applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchases the Fixed-Rate Notes pursuant to its management of tax-exempt entities (e.g., Employee Retirement Fund, etc.), declaring and warranting such entities' tax-exempt status or preferential rate entitlement, undertaking to immediately notify the Issuer, the Registrar and the Paying Agent (1) of any suspension, revocation, amendment or invalidation (in whole or in part) of the tax exemption certificate, ruling or opinion issued by the BIR, executed using the prescribed form under the Registry and Paying Agency Agreement; (2) if there are any material changes in the factual circumstances of the Noteholder including but not limited to its character, nature, and method of operation, which are inconsistent with the basis for its income tax exemption; or (3) if there are any change of circumstance, relevant treaty, law or regulation or any supervening event that may or would result in the interest income of the Fixed-Rate Notes being ineligible for exemption or preferential rate, with a declaration and warranty of its tax-exempt status or entitlement to a preferential tax rate, and agreeing to indemnify and hold the Issuer, the Registrar and the Paying Agent free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding or incorrect withholding of the required tax, provided, that in case of corporate, partnership or trust account investors, such Noteholder shall also submit an original certification from the corporate secretary or an equivalent officer of the investor, setting forth the resolutions of its board of directors or equivalent body authorizing the execution of the undertaking and designating the signatories, with their specimen signatures, for the said purpose; and

- (c) such other documentary requirements as may be required under the applicable regulations of the BIR; provided further, that all sums payable by the Issuer to tax-exempt entities shall be paid in full without deductions for taxes, duties, assessments or government charges subject to the submission by the Noteholder claiming the benefit of any exemption of reasonable evidence of such exemption to the Registrar.

Unless otherwise indicated above, the foregoing requirements shall be submitted, (i) in respect of an initial issuance of Fixed-Rate Notes, upon submission of the Application to Purchase to the Sole Issue Manager and Arranger who shall then forward the same to the Registrar; or (ii) in respect of a transfer from a Noteholder to a purchaser, through the intermediary to the Registrar upon submission of the account opening documents.

Failure on the part of the Noteholder to submit the aforementioned document/s within the time prescribed shall result in the application of the regular tax rates.

13. Financial Ratios

Similar to the covenants contained in other debt agreements of the Issuer, the Issuer shall maintain a Debt-to-Equity Ratio of not more than 2.33x and Debt Service Coverage Ratio of

at least 1.05x. There are no other regulatory ratios that the Issuer is required to comply with.

The ratios shall be computed using the following formula:

Debt-to-Equity Ratio means the ratio obtained by dividing (i) total Debt of the Issuer over (ii) Total Equity of the Issuer as reflected in the latest interim unaudited only financial statements or audited financial statements, whichever is most recently available, of the Issuer.

Debt Service Coverage Ratio means the ratio obtained by dividing (a) the sum of (i) Operating Cash Flow and (ii) beginning cash balance during the immediately preceding 12-month period by (b) Debt Service; provided however that for purposes of computing the debt service coverage ratio, Debt Service shall exclude such amounts paid or refinanced by loan facility or facilities, but including beginning cash balance of calculation period. Covenant testing shall be done annually using year-end audited financial statements.

14. Events of Default

If any one or more of the following events occurs (the “**Events of Default**”) or shall have occurred and be continuing, the Trustee upon the written direction of the Majority Noteholders and by notice in writing delivered to the Issuer, or the Majority Noteholders, by notice in writing delivered to the Issuer and the Trustee, may declare all amounts due, including the principal of the Fixed-Rate Notes, all accrued interest and other charges thereon, if any, to be immediately due and payable, and upon such declaration the same shall be immediately due and payable, in the Fixed-Rate Notes to the contrary notwithstanding.

(a) **Payment Default:** There is failure to pay the principal and interest on any of the Fixed-Rate Notes within three (3) days from the due date for payment; or

(b) **Breach of Other Obligations:** The Issuer defaults in the performance or observance of, or compliance with, any one or more of its other obligations set out in the Fixed-Rate Notes or the Trust Agreement and (except where the Trustee considers, and so notifies in writing to the Issuer, that such default is not capable of remedy, when no such notice or grace period as mentioned below shall be required) that would have a Material Adverse Effect and such default continues for a period of forty-five (45) days after notice of such default shall have been given to the Issuer by the Trustee; or

(c) **Cross-Default:** The Issuer or any Subsidiary fails to pay or defaults in the payment of any installment of the principal or interest relative to, or fails to comply with or to perform, any other obligation, or commits a breach or violates any material term or condition of any contract executed by the Issuer or any Subsidiary with any bank, financial institution or other person, corporation or entity for borrowed money which constitutes an event of default under said contract, and the effect of such violation or breach results in the acceleration or

declaration of the whole financial obligation to be due and payable prior to the stated normal date of maturity, and which violation would have a Material Adverse Effect, except when due to fortuitous events, and in such case of fortuitous events, shall not exceed a period of fifteen (15) Business Days; or

(d) **Insolvency and Bankruptcy:** The Issuer or any Subsidiary becomes insolvent or is unable to pay its indebtedness when due, or commits or suffers any act of bankruptcy, which term shall include: (i) the filing of a petition, by or against the Issuer or any Subsidiary, in any bankruptcy, insolvency, administration, suspension of payment, rehabilitation, reorganization (other than a labor or management reorganization), winding-up, dissolution, moratorium, or liquidation proceeding of the Issuer or any Subsidiary, or any other proceeding analogous in purpose and effect, unless for a petition filed against the Issuer or any Subsidiary, such is dismissed by the relevant court within ninety (90) calendar days from the filing of such petition; (ii) the making of a general assignment by the Issuer or any Subsidiary for the benefit of its creditors; (iii) the admission in writing by the Issuer or any Subsidiary, through its authorized representative, of its general inability to pay its Debts; (iv) the entry of any order of judgment of any competent court, tribunal, or administrative agency or body confirming the bankruptcy or insolvency of the Issuer or any Subsidiary or approving any reorganization, winding-up, or liquidation of the Issuer or any Subsidiary, unless appealed or withdrawn or revoked by the appropriate court, tribunal, administrative agency or body within ninety (90) calendar days from entry of such order of judgment; (v) the lawful appointment of a receiver or trustee to take possession of all or a substantial portion of the properties of the Issuer or any Subsidiary, unless contested in good faith by the Issuer or the Subsidiary in appropriate proceedings and withdrawn or revoked by the appropriate court, tribunal, administrative agency or body within ninety (90) calendar days from appointment; or (vi) the taking of any corporate action by the Issuer or any Subsidiary to authorize any of the foregoing, unless withdrawn or rescinded within ninety (90) calendar days from the taking of such action; or

(e) **Judgment, Decree or Order:** A final and executory judgment, decree, writ, or order for the payment of money, damages, fine, or penalty in excess of Fifty Million Pesos (₱50,000,000.00) singly, or Two Hundred Million Pesos (₱200,000,000.00) collectively, or its equivalent in any other currency, is entered against the Issuer where the said final judgment, decree, writ or order is not paid, discharged, stayed, or fully bonded within forty-five (45) calendar days after the date when payment of such judgment, decree or order is due; or

(f) **Enforcement Proceedings:** Any act or deed or judicial or administrative proceedings in the nature of an expropriation, confiscation, nationalization, acquisition, seizure, sequestration, or condemnation of or with respect to all or a material part of the business and operations of the Issuer, or all or substantially all of the property or assets of the Issuer, shall be undertaken or instituted by any Government, unless such act, deed or proceeding is otherwise diligently contested in good faith by the Issuer in an appropriate proceeding or withdrawn, revoked or cancelled within ninety (90) calendar days from the commencement of any such proceeding; or

(g) **Security Enforced:** An attachment or garnishment of or levy upon any of the properties of the Issuer is made which materially and adversely affects the ability of the Issuer to pay its obligations under the Fixed-Rate Notes or the Trust Agreement and is not discharged or stayed within forty-five (45) calendar days; or

(h) **Winding-up:** An order of a court of competent jurisdiction is made or an effective resolution passed for the winding-up or dissolution or administration of the Issuer or any Subsidiary, or the Issuer or any Subsidiary ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganization, merger or consolidation (i) on terms approved by the Trustee or by a resolution of the Majority Noteholders, or (ii) in the case of a Subsidiary, whereby the undertaking and assets of the Subsidiary are transferred to or otherwise vested in the Issuer or another Subsidiary pursuant to a merger of the Subsidiary with the Issuer or such other Subsidiary or by way of a voluntary winding up or dissolution where there are surplus assets in such Subsidiary and such surplus assets attributable to the Issuer and/or any other Subsidiary are distributed to the Issuer and/or any such other Subsidiary; or

(i) **Closure:** The Issuer voluntarily suspends or ceases operations of a substantial portion of its business for a continuous period of thirty (30) calendar days except in the case of strikes or lockouts or when necessary to prevent business losses or when due to fortuitous events or force majeure; or

(j) **Validity:** The Issuer shall contest in writing the validity or enforceability of the Trust Agreement or the Fixed-Rate Notes or shall deny generally in writing the liability of the Issuer, under the Trust Agreement or the Fixed-Rate Notes; or

(k) **Government Approvals:** Any government permit, license, approval, authorization, right, privilege, or consent now or hereafter necessary to enable the Issuer to comply with its obligations under the Trust Agreement or the Fixed-Rate Notes, or required for the conduct of its and any Subsidiary's business and operations shall be modified, withdrawn, withheld, revoked, cancelled, or otherwise terminated. Any Governmental Approval now or hereafter necessary to enable the Issuer to comply with its obligations under the Trust Agreement or the Fixed-Rate Notes or for the conduct of the Issuer's business and operations is terminated, cancelled, revoked, suspended or modified in any manner that materially and adversely affects the ability of the Issuer to comply with such obligations under the Trust Agreement or the Fixed-Rate Notes, and such Governmental Approval remains terminated, cancelled, revoked, suspended or modified or its continued use and exercise remains curtailed or prevented, for a period of thirty (30) calendar days from the date of such termination, cancellation, revocation, suspension or modification; or

(l) **Illegality:** It is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the Fixed-Rate Notes or the Trust Agreement; or

(m) **Non-Payment of Taxes:** Non-payment of any taxes, or any assessments or governmental charges levied upon it or against its properties, revenues and assets by the date on which such taxes, assessments or charges attached thereto, which are not contested in good faith by the Issuer, or after the lapse of any grace period that may have been granted to the Issuer by the BIR or any other Philippine tax body or authority; or

(n) **Misrepresentations:** Any statement, representation, or warranty made by the Issuer in the Trust Agreement or in any other document delivered or made pursuant thereto shall prove to be incorrect, misleading, or untrue in any material respect as and when made and the circumstances which cause such representation or warranty to be incorrect, misleading, or untrue continue for more than thirty (30) days after receipt of written notice from the Trustee to that effect; or

(o) **Material Adverse:** Any event or condition shall occur which will have a Material Adverse Effect, and such event or condition remains unremedied for thirty (30) days, after the earlier of the date that (i) written notice thereof shall have been given to the Issuer by the Trustee on the instruction of the Majority Noteholders, and (ii) the Issuer becomes aware of any such event or circumstance; or

(p) **Analogous Events:** Any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs provided that in the case of paragraph (c), (h) and (i) in relation to a Subsidiary, the Trustee shall have certified that in its opinion such event is materially prejudicial to the interests of the Noteholders.

15. Notice of Default

The Trustee shall, within five (5) days after the occurrence of any Event of Default, give to the Noteholders written notice of such default known to it, unless the same shall have been cured before the giving of such notice; provided that, in the case of payment default, as described in item (a) of “Events of Default” above, the Trustee shall immediately notify the Noteholders upon the occurrence of such payment default. The existence of a written notice required to be given to the Noteholders hereunder shall be published in a newspaper of general circulation in the Philippines for two (2) consecutive days, further indicating in the published notice that the Noteholders or their duly authorized representatives may obtain an important notice regarding the Fixed-Rate Notes at the principal office of the Trustee upon presentation of sufficient and acceptable identification.

16. Declaration by the Trustee or the Majority Noteholders

If any one or more of the Events of Default shall have occurred and be continuing after the lapse of the period given to the Issuer within which to cure such Event of Default, if any, or upon the occurrence of such Event of Default for which no cure period is provided, the Trustee upon the written direction of the Majority Noteholders and by notice in writing

delivered to the Issuer, or the Majority Noteholders, by notice in writing delivered to the Issuer and the Trustee, may declare all amounts due, including the principal of the Fixed-Rate Notes, all accrued interest and other charges thereon, if any, to be immediately due and payable, and upon such declaration the same shall be immediately due and payable, anything contained in the Trust Agreement or in the Fixed-Rate Notes to the contrary notwithstanding.

This provision, however, is subject to the condition that except in the case of Payment Default, Cross Default, Insolvency, Expropriation, and Writ and Similar Process, the Majority Noteholders, by written notice to the Issuer and the Trustee may, during the prescribed curing period, if any, rescind and annul such declaration and its consequences upon such terms, conditions and agreement, if any, as they may determine; provided that, no such rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

At any time after any Event of Default shall have occurred, the Trustee may:

- (a) By notice in writing to the Issuer, require the Paying Agent to:
 - (i) act thereafter as agents of the Noteholders represented by the Trustee on the terms provided in the Registry and Paying Agency Agreement (with consequential amendments as necessary and save that the Trustee's liability under any provisions thereof for the indemnification, remuneration and payment of out-of-pocket expenses of the Paying Agent and the Registrar shall be limited to amounts for the time being held by the Trustee on the trusts of the Trust Agreement in relation to the Fixed-Rate Notes and available to the Trustee for such purpose) and thereafter to hold all sums, documents and records held by them in respect of the Fixed-Rate Notes on behalf of the Trustee; and/or
 - (ii) deliver all evidence of the Fixed-Rate Notes and all sums, documents and records held by them in respect of the Fixed-Rate Notes to the Trustee or as the Trustee shall direct in such notice; provided that, such notice shall be deemed not to apply to any document or record which the Paying Agent is not obliged to release by any law or regulation; or
- (b) By notice in writing to the Issuer, require the Issuer to make all subsequent payments in respect of the Fixed-Rate Notes to the order of the Trustee and with effect from the issue of any such notice until such notice is withdrawn, all evidence of the Fixed-Rate Notes and all sums, documents and records above and the Issuer's positive covenant to pay principal and interest, net of applicable withholding taxes, on the Fixed-Rate Notes, more particularly set forth in the Trust Agreement, shall cease to have effect.

In case any amount payable by the Issuer under the Fixed-Rate Notes, whether for principal, interest or otherwise, is not paid on due date, the Issuer shall, without prejudice to its obligations to pay the said principal, interest, net of applicable withholding taxes, and other amounts, pay Penalty Interest on the defaulted amount(s) from the time the amount falls due until it is fully paid.

17. Penalty Interest

In case any amount payable by the Issuer under the Fixed-Rate Notes, whether for principal, interest, fees due to the Trustee or Registrar or otherwise, is not paid on due date, the Issuer shall, without prejudice to its obligations to pay the said principal, interest and other amounts, pay penalty interest on the defaulted amount(s) at the rate of two percent (2%) p.a. (the “**Penalty Interest**”) from the time the amount falls due until it is fully paid.

18. Payments in the Event of Default

The Issuer covenants that upon the occurrence of any Event of Default, the Issuer shall pay to the Noteholders, through the Paying Agent, the whole amount which shall then have become due and payable on all such outstanding Fixed-Rate Notes with interest at the rate borne by the Fixed-Rate Notes on the overdue principal and with Penalty Interest as described above, and in addition thereto, the Issuer shall pay to the Trustee such further amounts as shall be determined by the Trustee to be sufficient to cover the cost and expenses of collection, including reasonable compensation to the Trustee, its agents, attorneys and counsel, and any reasonable expenses or liabilities incurred without negligence or bad faith by the Trustee hereunder.

19. Application of Payments

Any money collected or delivered to the Paying Agent, and any other funds held by it, subject to any other provision of the Trust Agreement and the Registry and Paying Agency Agreement relating to the disposition of such money and funds, shall be applied by the Paying Agent in the order of preference as follows: first, to the payment to the Trustee, the Paying Agent and the Registrar, of the costs, expenses, fees and other charges of collection, including reasonable compensation to them, their agents, attorneys and counsel, and all reasonable expenses and liabilities incurred or disbursements made by them, without gross negligence or bad faith; second, to the payment of the interest in default, in the order of the maturity of such interest with Penalty Interest; third, to the payment of the whole amount then due and unpaid upon the Fixed-Rate Notes for principal, and interest, with Penalty Interest; and fourth, the remainder, if any, shall be paid to the Issuer, its successors or assigns, or to whoever may be lawfully entitled to receive the same, or as a court of competent jurisdiction may direct.

Except for any interest and principal payments, all disbursements of the Paying Agent in relation to the Fixed-Rate Notes shall require the conformity of the Trustee. The Paying Agent shall render a monthly account of such funds under its control.

20. Prescription

Claims in respect of principal and interest or other sums payable hereunder shall prescribe unless made within ten (10) years (in the case of principal or other sums) or five (5) years (in the case of interest) from the date on which payment becomes due.

21. Remedies

All remedies conferred by the Trust Agreement to the Trustee and the Noteholders shall be cumulative and not exclusive and shall not be so construed as to deprive the Trustee or the Noteholders of any legal remedy by judicial or extrajudicial proceedings appropriate to enforce the conditions and covenants of the Trust Agreement, subject to the discussion under *Description of the Fixed-Rate Notes – Ability to File Suit*.

No delay or omission by the Trustee or the Noteholders to exercise any right or power arising from or on account of any default hereunder shall impair any such right or power, or shall be construed to be a waiver of any such default or an acquiescence thereto; and every power and remedy given by the Trust Agreement to the Trustee or the Noteholders may be exercised from time to time and as often as may be necessary or expedient.

22. Ability to File Suit

No Noteholder shall have any right by virtue of or by availing of any provision of the Trust Agreement to institute any suit, action or proceeding for the collection of any sum due from the Issuer under the Trust Agreement on account of principal, interest and other charges, or for the appointment of a receiver or trustee, or for any other remedy hereunder unless (i) such Noteholder previously shall have given to the Trustee written notice of an Event of Default and of the continuance thereof and the related request for the Trustee to convene a meeting of the Noteholders to take up matters related to their rights and interests under the Fixed-Rate Notes in accordance with the provisions on notice of default (See *Description of the Fixed-Rate Notes – Notice of Default*); (ii) the Majority Noteholders shall have decided and made the written request upon the Trustee to institute such action, suit or proceeding in its own name; (iii) the Trustee, for sixty (60) days after the receipt of such notice and request, shall have neglected or refused to institute any such action, suit or proceeding; and (iv) no directions inconsistent with such written request shall have been given under a waiver of default by the Noteholders, it being understood and intended, and being expressly covenanted by every Noteholder with every other Noteholder and the Trustee, that no Noteholder shall have any right in any manner whatever by virtue of or by availing of any provision of the Trust Agreement to affect, disturb or prejudice the rights of the holders of any other such Fixed-Rate Notes or to obtain or seek to obtain priority over or preference to

any other such holder or to enforce any right under the Trust Agreement, except in the manner herein provided and for the equal, ratable and common benefit of all the Noteholders.

23. Waiver of Default by the Noteholders

The Majority Noteholders may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred upon the Trustee, or the Majority Noteholders may decide for and in behalf of the Noteholders to waive any past default, except the Events of Default defined as a Payment Default, Cross Default, Insolvency and Bankruptcy, Enforcement, and Similar Process, and its consequences.

In case of any such waiver, the Issuer, the Trustee and the Noteholders shall be restored to their former positions and rights hereunder; provided however that, no such waiver shall extend to any subsequent or other default or impair any right consequent thereto. Any such waiver by the Majority Noteholders shall be conclusive and binding upon all Noteholders and upon all future holders and owners thereof, irrespective of whether or not any notation of such waiver is made upon the certificate representing the Fixed-Rate Notes.

The Trustee shall, within five (5) Business Days after receipt of the written waiver from the Majority Noteholders of any Event of Default or revocation of any default previously declared, give to the Noteholders written notice of such waiver or revocation known to it via publication in a newspaper of general circulation in the Philippines for two (2) consecutive days as soon as practicable, indicating in the published notice an Event of Default has occurred and has been waived or a declaration of a default has been revoked by the Majority Noteholders.

24. Substitution

Substitution of the Fixed-Rate Notes is not contemplated.

25. Trustee; Notices

The following discussion is qualified by the more detailed information as contained in the Trust Agreement.

Notice to the Trustee

All documents required to be submitted to the Trustee and all other notices, requests and other communications must be in writing and will be deemed to have been duly given only if delivered personally, or mailed (first class postage prepaid) or emailed to the Trustee at the following address, email address; and addressed to the individuals named below:

To the Trustee:

BDO Unibank, Inc. – Trust and Investment Group

14th Floor, BDO Towers Valero, 8741 Paseo de Roxas, Makati City

Attention: Rodel A. Mallare / Rachelle Ann C. Mendiola
Assistant Vice President / Senior Assistant Vice President
Telephone No.: (632) 8840-7000

Email: mallare.rodel@bdo.com.ph / rcm@bdo.com.ph

All such notices, requests and other communications will: (i) if delivered personally to the address as provided above, be deemed given upon delivery; and (ii) if delivered by mail or email in the manner described above to the address as provided above, be deemed given upon receipt and in case of email if received in readable form (in each case regardless of whether such notice, request or other communication is received by any other Person on behalf of such individual to whom a copy of such notice, request or other communication is to be delivered). The Trustee may from time to time change its address or other information for the purpose of notices hereunder by giving notice specifying such change.

Any notice, report or communication received on a non-working day or after business hours in the place of receipt will only be deemed given on the next working day in that place.

Notice to the Noteholders:

The Trustee shall send all notices to Noteholders to their mailing address as set forth in the Registry of Noteholders. Except where a specific mode of notification is provided for in the Transaction Documents, notices to Noteholders shall be sufficient when made in writing and transmitted in any one of the following modes:

(i) registered mail; (ii) ordinary mail; (iii) by publication for at least once a week for two (2) consecutive weeks in at least two (2) newspapers of general circulation in the Philippines; (iv) personal delivery to the address of record in the Registry of Noteholders; or (v) disclosure through the Online Disclosure System of the PDEX. The Trustee shall rely on the Registry of Noteholders in determining the Noteholders entitled to notice.

All notices shall be deemed to have been received (i) ten (10) days from posting if transmitted by registered mail; (ii) fifteen (15) days from mailing, if transmitted by ordinary mail; (iii) on the date of last publication, if notice is made by publication; or (iv) on the date of delivery, for personal delivery; or (v) on the date of disclosure, if notice is made by disclosure through the Online Disclosure System of the PDEX.

A notice made by the Issuer to the Trustee is notice to the Noteholders. The publication in a newspaper of general circulation in the Philippines of a press release or news item about a

communication or disclosure made by the Issuer to the PDEx on a matter relating to the Fixed-Rate Notes shall be deemed a notice to the Noteholders of said matter on the date of the first publication or the date of the disclosure, as the case may be.

Duties and Responsibilities of the Trustee

The Trustee shall be responsible for performing, among others, the following duties for the benefit of the Noteholders, including but not limited to:

- (a) The Trustee is appointed as trustee for and on behalf of the Noteholders and accordingly shall perform such duties and shall have such responsibilities as provided in the Trust Agreement. The Trustee shall inform the Noteholders of any event which has a Material Adverse Effect, breach of representations and warranties, and Events of Default within a reasonable period from the time that the Trustee has acquired actual knowledge or is formally informed of such events. The Trustee shall, in accordance with the terms and conditions of the Trust Agreement, monitor the compliance or non-compliance by the Issuer with all its representations and warranties, and the observance by the Issuer of all its covenants and performance of all its obligations, under and pursuant to the Trust Agreement. The Trustee shall observe due diligence in the performance of its duties and obligations under the Trust Agreement. For the avoidance of doubt, notwithstanding any actions that the Trustee may take, the Trustee shall remain to be the party responsible to the Noteholders, and to whom the Noteholders shall communicate with respect to any matters that must be taken up with the Issuer.
- (b) The Trustee shall, prior to the occurrence of an Event of Default or after the curing of all such defaults which may have occurred, perform only such duties as are specifically set forth in the Trust Agreement. In case of default, the Trustee shall exercise such rights and powers vested in it by the Trust Agreement, and use such diligence, judgment and care under the circumstances then prevailing that individuals of prudence, discretion and intelligence, and familiar with such matters will exercise in the management of their own affairs.
- (c) None of the provisions contained in the Trust Agreement and this Information Memorandum shall require or be interpreted to require the Trustee to expend or risk its own funds or otherwise incur personal financial liability in the performance of any of its duties or in the exercise of any of its rights or powers under the Trust Agreement if there is reasonable ground to believe that the repayment of such funds or liability is not reasonably assured to them under the terms of the Trust Agreement.

Resignation and Change of Trustee

- (a) The Trustee may resign at any time by giving ninety (90) days' prior written notice to the Issuer and the Noteholders of such resignation.
- (b) Upon receipt of such notice of resignation of the Trustee, the Issuer shall immediately appoint a successor trustee by written instrument in duplicate, executed by its authorized officers, one (1) copy of which instrument shall be delivered to the resigning Trustee and one (1) copy to the successor trustee. If no successor shall have been so appointed and have accepted appointment within thirty (30) days after the giving of such notice of resignation, the resigning Trustee may petition any court of competent jurisdiction for the appointment of a successor, or any Noteholder who has been a bona fide holder for at least the immediately preceding six (6) months (the "**bona fide Noteholder**") may, for and in behalf of the Noteholders, petition any such court for the appointment of a successor. Such court may thereupon after notice, if any, as it may deem proper, appoint a successor trustee.
- (c) Subject to paragraph (f) below, a successor trustee must possess all the qualifications required under pertinent laws and the Trust Agreement.
- (d) In case at any time the Trustee shall become incapable of acting, or has acquired conflicting interest, or shall be adjudged as bankrupt or insolvent, or a receiver for the Trustee or of its property shall be appointed, or any public officer shall take charge or control of the Trustee or of its properties or affairs for the purpose of rehabilitation, conservation or liquidation, or for other causes set out in the Trust Agreement, then the Issuer may within thirty (30) days therefrom remove the Trustee concerned, and appoint a successor trustee, by written instrument in duplicate, executed by its authorized officers, one (1) copy of which instrument shall be delivered to the Trustee so removed and one (1) copy to the successor trustee. If the Issuer fails to remove the Trustee concerned and appoint a successor trustee, any bona fide Noteholder for at the least the immediately preceding six (6) months may petition any court of competent jurisdiction for the removal of the Trustee concerned and the appointment of a successor trustee. Such court may thereupon after such notice, if any, as it may deem proper, remove the Trustee and appoint a successor trustee.
- (e) The Majority Noteholders may at any time remove the Trustee for cause, and with consent of the Issuer, and appoint a successor trustee, by the delivery to the Trustee so removed, to the successor trustee and to the Issuer of the required evidence of the action in that regard taken by the Majority Noteholders, which removal shall take effect thirty (30) days from receipt of such notice by the Trustee; provided, that if no successor trustee shall have been appointed within ninety (90) days from the receipt of the Issuer of the required evidence of the action taken, the Majority Noteholders may appoint a successor trustee without the consent of the Issuer. This is without

prejudice to whatever remedies may be available to the Majority Noteholders under the law or in equity.

- (f) Without prejudice to any liabilities of the Trustee which have accrued, any resignation or removal of the Trustee and the appointment of a successor trustee pursuant to any of the provisions in the Trust Agreement shall become effective upon the earlier of: (i) the acceptance of appointment by the successor trustee as provided in the Trust Agreement; or (ii) the effectivity of the resignation notice sent by the Trustee under the Trust Agreement (the “**Resignation Effective Date**”); provided, however, that after the effectivity of the resignation notice and, as relevant, until such successor trustee is qualified and appointed (the “**Holdover Period**”), the resigning Trustee shall discharge duties and responsibilities solely as a custodian of records for turnover to the successor trustee promptly upon the appointment thereof by the Issuer.

Successor Trustee

- (a) Any successor trustee appointed shall execute, acknowledge and deliver to the Issuer and to its predecessor trustee an instrument accepting such appointment, and thereupon the resignation or removal of the predecessor trustee shall become effective and such successor trustee, without further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor in the trusteeship with like effect as if originally named as Trustee in the Trust Agreement. The foregoing notwithstanding, on the written request of the Issuer or of the successor trustee, the trustee ceasing to act as such shall execute and deliver an instrument transferring to the successor trustee, all the rights, powers and duties of the trustee so ceasing to act as such. Upon request of any such successor trustee, the Issuer shall execute any and all instruments in writing as may be necessary to fully vest in and confer to such successor trustee all such rights, powers and duties. Upon effectivity of the removal or resignation of the Trustee as provided above, the Trustee’s liabilities and obligations shall immediately cease.
- (b) Upon acceptance of the appointment by a successor Trustee, the Issuer shall notify the Noteholders in writing of the succession of such trustee to the trusteeship and/or by publication once in a newspaper of general circulation in Metro Manila, Philippines. If the Issuer fails to notify the Noteholders within ten (10) days after the acceptance of appointment by the successor trustee, the latter shall cause the Noteholders to be notified at the expense of the Issuer.

Reports to the Noteholders

The Trustee shall submit to the Noteholders on or before March 1 of each year, from the Issue Date until full payment of the Fixed-Rate Notes, a brief report dated as of December 31 of the immediately preceding year with respect to:

- (a) the property and funds, if any, physically in the possession of the Paying Agent held in trust for the Noteholders on the date of such report which shall be based on the report to be given by the Paying Agent to the Trustee upon request by the Trustee through the Issuer; and
- (b) any action taken by the Trustee in the performance of its duties under the Trust Agreement which it has not previously reported and which in its opinion materially affects the Fixed-Rate Notes, except action in respect of a default, notice of which has been or is to be withheld by it.

The Trustee shall submit to the Noteholders a brief report within ninety (90) days from the making of any advance for the reimbursement of which it claims or may claim a lien or charge which is prior to that of the Noteholders on the property or funds held or collected by the Paying Agent with respect to the character, amount and the circumstances surrounding the making of such advance; provided that, the remaining unpaid amounts of such advance is at least ten percent (10%) of the aggregate outstanding principal amount of the Fixed-Rate Notes at such time. In the absence of any activity or transaction as regards the Fixed-Rate Notes, the Trustee shall not be obligated to issue any report to the Noteholders.

Inspection of Documents

Upon due prior written notice to the Trustee, the following pertinent documents may be inspected by any Noteholder during regular business hours on any Business Day at the principal office of the Trustee:

- (a) the Trust Agreement;
- (b) the Registry and Paying Agency Agreement;
- (c) the Articles of Incorporation and By-Laws of the Company; and
- (d) this Information Memorandum.

26. Meetings of the Noteholders

A meeting of the Noteholders may be called at any time for the purpose of taking any actions authorized to be taken by or in behalf of the Noteholders of any specified aggregate principal amount of Fixed-Rate Notes under any other provisions of the Trust Agreement or under the law and such other matters related to the rights and interests of the Noteholders under the Fixed-Rate Notes.

The following discussion is qualified by the more detailed information as contained in the Trust Agreement.

Notice of Meetings

The Trustee may at any time call a meeting of the Noteholders, on its own accord or upon the written request by the Issuer, or the Majority Noteholders, for purposes of taking any actions authorized under the Trust Agreement. The meeting may be held at such time and at such place as the Trustee shall determine.

Unless otherwise provided in the Trust Agreement, the Trustee shall give notice of every meeting of the Noteholders (which notice must set forth the time, place, and purpose of such meeting in reasonable detail) to the Issuer and each of the registered Noteholders not earlier than forty-five (45) days nor later than fifteen (15) days prior to the date fixed for the meeting and shall publish such notice once in a newspaper of general circulation; provided, that the Trustee shall fix the record date for determining the Noteholders entitled to notice and vote during the meeting, which record date shall not be earlier than forty-five (45) days before the date of the meeting; provided, further, that all reasonable, actual and documented costs and expenses incurred by the Trustee for the proper dissemination of the requested meeting shall be reimbursed by the Issuer within ten (10) days from receipt of the duly supported billing statement, subject to obtaining prior written consent of the Issuer for reasonable, actual and documented costs and expenses in excess of ₱50,000.00 per occurrence; provided, further, that any meetings of the Noteholders shall be held at such time and place within Metro Manila as the party requesting such meeting may determine.

Failure of the Trustee to Call a Meeting

Failure of the Trustee to call a meeting upon the written request of either the Issuer or the Majority Noteholders within five (5) Business Days from receipt of such request shall entitle the requesting party to send and publish the appropriate notice of Noteholders' meeting and fix the record date for determining the Noteholders entitled to attend and vote in accordance with the procedure set forth under *Description of the Fixed-Rate Notes – Notice of Meetings*. The costs for calling such a meeting shall be for the Trustee's account in case of unjustified failure of the Trustee to call the meeting is due to its willful misconduct, fraud, evident bad faith or gross negligence.

Quorum

The presence of Majority Noteholders, personally or by proxy, shall be necessary to constitute a quorum to do business at any meeting of the Noteholders. The Trustee shall determine and record the presence of the Majority Noteholders, personally or by proxy, based on the list of Noteholders prepared by the Registrar in accordance with the Registry and Paying Agency Agreement (which list shall include all information necessary to the performance of the duties and powers of the Trustee under the Trust Agreement, such as, but not limited to, specimen signatures of the Noteholders' authorized signatories). The Registrar shall provide the Trustee with the foregoing list and information upon receipt of a written request from the Trustee through the Issuer.

Procedure for Meetings

- (a) The Trustee shall preside at all the meetings of the Noteholders, unless the meeting shall have been called by the Issuer or by the Majority Noteholders as provided under *Description of the Fixed-Rate Notes – Failure of the Trustee to Call a Meeting* in which case the Issuer or the Majority Noteholders calling the meeting, as the case may be, shall in like manner move for the election of the chairman and secretary of the meeting. The elected secretary shall take down the minutes of the meeting, covering all matters presented for resolutions by and the results of the votes cast by the Noteholders entitled to vote at the meeting and/or the Person appointed in writing by a public instrument as proxy or agent by any such Noteholder in accordance with the procedure set forth in *Description of the Fixed-Rate Notes – Voting Rights*. The elected secretary shall immediately provide the Trustee with a copy of the minutes of the meeting which copy shall be made available at any time to the Issuer and all Noteholders upon receipt of written request.
- (b) Any meeting of the Noteholders may be adjourned from time to time for a period or periods not to exceed in the aggregate of one (1) year from the date for which the meeting shall originally have been called, and the meeting as so adjourned may be held without further notice. Any such adjournment may be ordered by Persons representing a majority of the aggregate principal amount of the Fixed-Rate Notes represented at the meeting and entitled to vote, whether or not a quorum shall be present at the meeting.

Voting Rights

To be entitled to vote at any meeting of the Noteholders, a Person should be a registered holder of the Fixed-Rate Notes as reflected in the Registry of Noteholders on the relevant record date fixed by the Trustee, the Issuer, or the Majority Noteholders, as the case may be, or a Person appointed in writing by a public instrument as proxy or agent by any such Noteholder (and, in case of corporate or institutional Noteholders, duly supported by the resolutions of its board of directors or equivalent body authorizing the appointment of the proxy or agent duly certified by its corporate secretary or an authorized officer) for the meeting. Noteholders shall be entitled to one vote for every ₱5,000,000.00. The only Persons who shall be entitled to be present or to speak at any meeting of the Noteholders shall be the Persons entitled to vote at such meeting, the Trustee, and any representative of the Issuer and its legal counsel.

Voting Requirement

Except as provided in *Description of the Fixed-Rate Notes - Amendments*, all matters presented for resolution by the Noteholders in a meeting duly called for the purpose shall be decided or approved by the affirmative vote of the Majority Noteholders present or represented in a meeting at which there is a quorum, except as otherwise provided. Any

resolution of the Noteholders which has been duly approved with the required number of votes of the Noteholders as herein provided shall be binding upon all the Noteholders and the Trustee as if the votes were unanimous.

Role of the Trustee in Meetings of the Noteholders

Notwithstanding any other provisions of the Trust Agreement, the Trustee may make such reasonable regulations (not inconsistent with the Trust Agreement) as it may deem advisable for any meeting of the Noteholders, with regard to proof of ownership of the Fixed-Rate Notes, the appointment of proxies by the Noteholders, the election of the chairman and the secretary, the appointment and duties of inspectors of votes, the submission and examination of proxies, certificates and other evidence of the right to vote and such other matters concerning the conduct of the meeting as it shall deem fit.

Evidence Supporting the Action of the Noteholders

Wherever in the Trust Agreement, it is provided that the holders of a specified percentage of the aggregate outstanding principal amount of the Fixed-Rate Notes may take any action (including the making of any demand or requests and the giving of any notice or consent or the taking of any other action), the fact that at the time of taking any such action the holders of such specified percentage have joined therein may be evidenced by: (i) any instrument executed by the Noteholders in person or by the agent or proxy appointed in writing, or (ii) the duly authenticated record of voting in favor thereof at the meeting of the Noteholders duly called and held in accordance herewith, or (iii) a combination of such instrument and any such record of meeting of the Noteholders.

Non-Reliance

Each Noteholder represents and warrants to the Trustee and to the Issuer that it has independently and, without reliance on the Sole Issue Manager and Arranger, Trustee or the Issuer, made its own credit investigation and appraisal of the financial condition and affairs of the Issuer on the basis of such documents and information as it has deemed appropriate and that it has subscribed to the Fixed-Rate Notes and on the basis of such independent appraisal, and each Noteholder represents and warrants that it shall continue to make its own credit appraisal without reliance on the Sole Issue Manager and Arranger, Trustee or the Issuer. The Noteholders agree to indemnify and hold the Trustee harmless from and against any and all claims, liabilities, damages, penalties, judgments, suits, expenses and other costs of any kind or nature against the Trustee in respect of its obligations under the Trust Agreement, except for its gross negligence, fraud, evident bad faith or willful misconduct.

Amendments

The Issuer and the Trustee may, without prior notice to or the consent of the Noteholders or other parties, amend or waive any provisions of the Trust Agreement if such amendment or

waiver is of a formal, minor, or technical nature or to correct a manifest error or inconsistency; provided, in all cases, that such amendment or waiver does not adversely affect the interests of the Noteholders; provided, further, that all Noteholders are notified of such amendment or waiver.

With the consent of the Majority Noteholders, the Issuer, when authorized by a resolution of its board of directors or the executive committee of its board of directors, and the Trustee may, from time to time and at any time, enter into an agreement or agreements supplemental to the Trust Agreement for the purpose of adding any provision to or changing in any manner or eliminating any of the provisions of the Trust Agreement; provided, that no such supplemental agreement shall:

- (a) without the consent of all Noteholders affected thereby: (i) extend the maturity date of the Fixed-Rate Notes; or (ii) reduce the principal amount of the Fixed-Rate Notes; or (iii) reduce the rate or extend the time of payment of interest and principal thereon;
- (b) impair the right of any Noteholder to (i) receive payment of principal of and interest on the Fixed-Rate Notes on or after the due dates therefore or (ii) to institute suit for the enforcement of any payment on or with respect to such Noteholder;
- (c) affect the rights of some of the Noteholders without similarly affecting the rights of all the Noteholders;
- (d) make any Fixed-Rate Note payable in money other than that stated in the Fixed-Rate Note;
- (e) subordinate the Fixed-Rate Notes to any other obligation of the Issuer; amend or modify the provisions of the Terms and Conditions on Taxation, the Events of Default or the waiver of default by the Noteholders;
- (f) reduce the percentage of the Noteholders required to be obtained under the Trust Agreement for their consent to or approval of any supplemental agreement or any waiver provided for in the Trust Agreement, without the consent of all the Noteholders; or
- (g) make any change or waiver of the conditions under paragraphs (a) to (g) inclusive.

It shall not be necessary to obtain the consent of the Noteholders under the foregoing paragraphs for the purpose of approving the particular form of any proposed supplemental agreement but such consent shall be necessary for the purpose of approving the substance thereof.

Any consent given pursuant to this section shall be conclusive and binding upon all Noteholders and upon all future holders and owners of the Fixed-Rate Notes or of any Fixed-Rate Notes issued in lieu thereof or in exchange therefor, irrespective of whether or not any notation of such consent is made upon the Fixed-Rate Notes.

27. Governing Law

The Fixed-Rate Notes and Transaction Documents are governed by and are construed in accordance with the laws of the Republic of the Philippines.

28. Venue

Any suit, action, or proceeding arising out of, or relating to, the Fixed-Rate Notes or the Transaction Documents shall be brought before the proper courts in the City of Makati, to the exclusion of all other courts, and the parties submit to the exclusive jurisdiction of such courts for the purpose of any such suit, action, proceeding or judgment, the Issuer, Trustee, and Noteholders expressly waiving other venues.

29. Waiver of Preference

The obligation created under the Transaction Documents and the Fixed-Rate Notes shall not enjoy any priority of preference or special privileges whatsoever over any indebtedness or obligations of the Issuer. Accordingly, whatever priorities or preferences that Transaction Documents may have or any person deriving a right thereunder may have under Article 2244, paragraph 14(a) of the Civil Code of the Philippines are hereby absolutely and unconditionally waived and renounced. This waiver and renunciation of the priority or preference under Article 2244, paragraph 14(a) of the Civil Code of the Philippines shall be revoked if it be shown that an indebtedness of the Issuer for borrowed money has a priority or preference under the said provision.

FINANCIAL INFORMATION

The following pages set forth ALTER's audited consolidated financial statements for the period ended June 30, 2025, 2024 and 2023.

ALTERENERGY HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30	
	2025	2024
ASSETS		
Current Assets		
Cash and cash equivalents (Note 7)	₱5,687,426,641	₱2,559,074,243
Trade and other receivables (Note 8)	64,544,113	145,554,089
Restricted cash and placements (Note 7)	449,988,635	418,350,485
Due from related parties (Note 18)	276,018,392	575,160,491
Prepayments and other current assets	48,957,838	18,037,837
Total Current Assets	6,526,935,619	3,716,177,145
Noncurrent Assets		
Property, plant and equipment (Note 9)	5,698,222,604	1,739,749,071
Intangible assets (Notes 11 and 31)	1,978,826,657	2,057,554,451
Investments in and advances to associates and joint ventures (Note 10)	1,033,739,285	120,711,869
Right-of-use assets (Note 23)	355,888,189	347,967,212
Other noncurrent assets (Note 13)	2,281,236,901	762,605,131
Total Noncurrent Assets	11,347,913,636	5,028,587,734
TOTAL ASSETS	₱17,874,849,255	₱8,744,764,879
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term loan (Note 15)	₱1,738,500,056	₱248,780,784
Current portions of:		
Long-term debt (Note 16)	131,214,241	118,602,987
Lease liabilities (Note 23)	25,862,394	28,082,850
Accounts payable and accrued expenses (Note 14)	461,476,759	319,170,263
Dividend payable (Note 12)	7,096,193	6,250,000
Due to related parties (Note 18)	88,488	9,688,488
Income tax payable	23,725,931	14,840,472
Total Current Liabilities	2,387,964,062	745,415,844
Noncurrent Liabilities		
Long-term debt - net of current portion (Note 16)	10,801,970,699	3,352,360,239
Lease liabilities - net of current portion (Note 23)	352,568,672	322,279,131
Deferred tax liabilities - net (Note 24)	30,172,626	21,600,738
Asset retirement obligation	5,751,549	5,403,349
Retirement benefit obligation	2,881,768	1,080,874
Total Noncurrent Liabilities	11,193,345,314	3,702,724,331
Total Liabilities	13,581,309,376	4,448,140,175

(Forward)



	June 30	
	2025	2024
Equity		
Capital stock (Note 17)	₱440,423,912	₱440,423,912
Additional paid-in capital (Note 17)	3,035,119,971	3,035,119,971
Share in remeasurement loss on retirement benefit obligation of an associate (Note 10)	(15,557)	(15,557)
Cumulative translation adjustment (Note 2)	(3,003,365)	8,596,053
Equity reserve (Note 10)	(832,958)	3,435,427
Retained earnings	155,650,127	67,183,056
Equity Attributable to Equity Holders of the Parent Company	3,627,342,130	3,554,742,862
Non-controlling Interests	666,197,749	741,881,842
Total Equity	4,293,539,879	4,296,624,704
TOTAL LIABILITIES AND EQUITY	₱17,874,849,255	₱8,744,764,879

See accompanying Notes to Consolidated Financial Statements.



ALTERENERGY HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended June 30, 2025	Year Ended June 30, 2024	Year Ended June 30, 2023
REVENUE FROM SALE OF ELECTRICITY (Notes 19 and 31)	₱359,930,984	₱274,903,345	₱171,484,044
COST OF SALE OF ELECTRICITY (Note 20)	170,321,888	101,458,303	60,064,752
GROSS PROFIT	189,609,096	173,445,042	111,419,292
EQUITY IN NET EARNINGS OF ASSOCIATES (Note 10)	1,524,171	5,290,459	21,938,643
GENERAL AND ADMINISTRATIVE EXPENSES (Note 21)	111,495,401	119,529,529	52,534,709
OTHER INCOME (CHARGES)			
Interest income (Note 7)	124,189,126	53,636,807	8,594,377
Finance costs (Notes 15, 16 and 23)	(92,646,685)	(83,985,237)	(88,019,114)
Net foreign exchange gains	(5,206,434)	11,096,783	1,844,586
Construction revenue (Note 31)	–	204,672,932	782,674,637
Construction costs (Note 31)	–	(204,672,932)	(782,674,637)
Others (Notes 12 and 22)	79,618,037	107,182,684	44,246,784
	105,954,044	87,931,037	(33,333,367)
INCOME BEFORE INCOME TAX	185,591,910	147,137,009	47,489,859
PROVISION FOR INCOME TAX (Note 24)	20,585,649	17,572,183	9,468,683
NET INCOME	165,006,261	129,564,826	38,021,176
OTHER COMPREHENSIVE INCOME (LOSS) <i>Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:</i>			
Cumulative translation adjustment (Note 2)	(65,905,781)	25,486,025	3,438,053
TOTAL COMPREHENSIVE INCOME	₱99,100,480	₱155,050,851	₱41,459,229
NET INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent Company	₱128,467,071	₱25,480,176	(₱18,679,294)
Non-controlling interests	36,539,190	104,084,650	56,700,470
	₱165,006,261	₱129,564,826	₱38,021,176
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent Company	₱116,867,653	₱29,965,716	(₱17,875,826)
Non-controlling interests	(17,767,173)	125,085,135	59,335,055
	₱99,100,480	₱155,050,851	₱41,459,229
Basic/Diluted Earnings (Loss) per Share (Note 25)	₱0.03	₱0.01	(₱0.01)

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED JUNE 30, 2025, 2024 AND 2023

	Capital Stock		Additional	Deposit for	Share in Re- measurement Loss on Retirement Benefit Obligation of an Associate	Cumulative Translation Adjustment	Equity Reserve	Retained Earnings (Deficit)	Equity Attributable to Equity Holders of the Parent Company	Non- controlling Interests	Total
	Preferred	Common	Paid-in Capital	Future Stock Subscription							
At July 1, 2024	₱47,039,864	₱393,384,048	₱3,035,119,971	₱-	(₱15,557)	₱8,596,053	₱3,435,427	₱67,183,056	₱3,554,742,862	₱741,881,842	₱4,296,624,704
Total comprehensive income (loss)	-	-	-	-	-	(11,599,418)	-	128,467,071	116,867,653	(17,767,173)	99,100,480
Dividends declared (Notes 12 and 17)	-	-	-	-	-	-	-	(40,000,000)	(40,000,000)	(57,916,920)	(97,916,920)
Step acquisitions (Note 10)	-	-	-	-	-	-	(4,268,385)	-	(4,268,385)	-	(4,268,385)
At June 30, 2025	₱47,039,864	₱393,384,048	₱3,035,119,971	₱-	(₱15,557)	(₱3,003,365)	(₱832,958)	₱155,650,127	₱3,627,342,130	₱666,197,749	₱4,293,539,879
At July 1, 2023	₱37,039,864	₱393,384,048	₱1,643,742,189	₱-	(₱15,557)	₱4,110,513	₱3,435,427	(₱568,660)	₱2,081,127,824	₱643,046,707	₱2,724,174,531
Total comprehensive income	-	-	-	-	-	4,485,540	-	25,480,176	29,965,716	125,085,135	155,050,851
Issuance of new shares (Note 17)	10,000,000	-	1,440,000,000	-	-	-	-	-	1,450,000,000	-	1,450,000,000
Share-issuance costs (Note 17)	-	-	(6,350,678)	-	-	-	-	-	(6,350,678)	-	(6,350,678)
Quasi-reorganization (Note 17)	-	-	(42,271,540)	-	-	-	-	42,271,540	-	-	-
Dividend to non-controlling interests (Note 12)	-	-	-	-	-	-	-	-	-	(26,250,000)	(26,250,000)
At June 30, 2024	₱47,039,864	₱393,384,048	₱3,035,119,971	₱-	(₱15,557)	₱8,596,053	₱3,435,427	₱67,183,056	₱3,554,742,862	₱741,881,842	₱4,296,624,704



	Capital Stock		Additional	Deposit for	Share in Re-measurement Loss on Retirement Benefit Obligation of an Associate	Cumulative Translation Adjustment	Equity Reserve	Retained Earnings (Deficit)	Equity Attributable to Equity Holders of the Parent Company	Non-controlling Interests	Total
	Preferred	Common	Paid-in Capital	Future Stock Subscription							
At July 1, 2022	₱15,000	₱21,349	₱440,865,245	₱297,879,779	(₱15,557)	₱3,307,045	₱13,018,406	(₱227,209,427)	₱527,881,840	₱616,837,904	₱1,144,719,744
Total comprehensive income (loss)	-	-	-	-	-	803,468	-	(18,679,294)	(17,875,826)	59,335,055	41,459,229
Issuance of new shares (Note 17)	37,024,864	393,362,699	1,521,086,681	(297,172,143)	-	-	-	-	1,654,302,101	-	1,654,302,101
Share-issuance costs (Note 17)	-	-	(72,889,676)	-	-	-	-	-	(72,889,676)	-	(72,889,676)
Quasi-reorganization (Note 17)	-	-	(245,320,061)	-	-	-	-	245,320,061	-	-	-
Dividend to non-controlling interests (Note 12)	-	-	-	-	-	-	-	-	-	(8,750,000)	(8,750,000)
Return of deposit for future stock subscription	-	-	-	(707,636)	-	-	-	-	(707,636)	-	(707,636)
Changes in non-controlling interests (Note 12)	-	-	-	-	-	-	(9,582,979)	-	(9,582,979)	(24,376,252)	(33,959,231)
At June 30, 2023	₱37,039,864	₱393,384,048	₱1,643,742,189	₱-	(₱15,557)	₱4,110,513	₱3,435,427	(₱568,660)	₱2,081,127,824	₱643,046,707	₱2,724,174,531

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended June 30		
	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱185,591,910	₱147,137,009	₱47,489,859
Adjustments for:			
Depreciation and amortization (Notes 9, 11, 20, 21 and 23)	120,975,759	80,152,221	44,367,279
Interest income (Note 7)	(124,189,126)	(53,636,807)	(8,594,377)
Finance costs (Notes 15, 16, and 23)	92,646,685	83,985,237	88,019,114
Donation income (Note 10)	(75,294,523)	–	–
Net unrealized foreign exchange losses (gains)	(5,206,435)	(21,149,358)	187,623
Provision for impairment losses (Note 21)	3,172,171	38,810,755	5,815,570
Retirement benefit expense	1,800,894	265,703	815,171
Equity in net earnings of associates (Note 10)	(1,524,171)	(5,290,459)	(21,938,643)
Restructuring related charges - net	–	–	229,400
Income before working capital changes	197,973,164	270,274,301	156,390,996
Decrease (increase) in:			
Trade and other receivables (Note 8)	66,710,552	(154,059,009)	(45,175,387)
Prepayments and other current assets	(31,275,013)	37,526,157	(55,711,800)
Other noncurrent assets (Note 13)	(263,930,295)	(9,177,432)	(19,002,856)
Increase (decrease) in accounts payable and accrued expenses (Note 14)	121,819,731	30,703,079	(52,060,024)
Cash generated from (used in) operations	91,298,139	175,267,096	(15,559,071)
Interest received	124,314,494	51,160,266	8,594,377
Income tax paid	(3,176,434)	(8,595,152)	(5,219,803)
Net cash flows from (used in) operating activities	212,436,199	217,832,210	(12,184,497)
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to:			
Property, plant and equipment (Note 9)	(3,176,778,206)	(71,870,349)	(2,005,194)
Investments in and advances to associates and joint ventures (Note 10)	(535,889,327)	(4,259,314)	(13,281,802)
Intangible assets (Note 11)	(61,423,159)	(588,487,965)	(84,857,209)
Contract asset (Notes 30 and 32)	–	(110,715,900)	(735,090,898)
Computer software	–	–	(1,643,765)
Payment for advances to contractors (Note 13)	(1,672,369,748)	(326,789,647)	–
Payments of advance rent (Note 23)	(7,028,910)	–	–
Net change in amounts due from related parties (Note 18)	(85,634,173)	(445,572,077)	21,371,526
Cash dividends received (Note 10)	24,600,333	50,900,692	3,750,000
Net cash inflow from acquisition of subsidiaries (Note 10)	25,089,187	–	396,791
Proceeds from redemption of shares of an associate (Note 10)	–	200,004	–
Payment to former shareholder of acquired subsidiary	–	–	(279,771,496)
Proceeds from government grant (Note 31)	–	–	194,347,628
Acquisition of non-controlling interest (Note 12)	–	–	(35,243,536)
Net cash flows used in investing activities	(5,489,434,003)	(1,496,594,556)	(932,027,955)

(Forward)



	Years Ended June 30		
	2025	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Long-term debt (Note 16)	₱7,748,755,000	₱2,000,000,000	₱496,800,000
Short-term loan (Note 15)	1,497,000,000	–	250,000,000
Issuance of shares (Note 17)	–	1,450,000,000	1,654,302,101
Payments of:			
Interests (Notes 15, 16 and 31)	(340,794,551)	(12,915,312)	(103,014,882)
Deferred financing charges (Note 16)	(233,662,550)	(89,364,836)	(1,870,064)
Long-term debt (Note 16)	(121,446,750)	(30,797,354)	(291,420,625)
Advances from a third party (Note 14)	(150,000,000)	–	–
Dividends (Note 12)	(97,070,727)	(23,750,000)	(23,750,000)
Lease liabilities (Note 23)	(25,263,158)	(8,421,053)	(3,091,200)
Share issuance costs (Note 17)	–	(6,350,675)	(72,889,676)
Short-term loan (Note 15)	–	–	(94,250,000)
Movements of restricted cash and placements	130,485,495	(691,638,173)	(18,545,742)
Net change in amounts due to related parties (Note 18)	(9,600,000)	6,439,446	(191,246,296)
Net cash flows from financing activities	8,398,402,759	2,593,202,043	1,601,023,616
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	6,947,443	5,647,694	577,083
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,128,352,398	1,320,087,391	657,388,247
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR			
(Note 7)	2,559,074,243	1,238,986,852	581,598,605
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)	₱5,687,426,641	₱2,559,074,243	₱1,238,986,852

See accompanying Notes to Consolidated Financial Statements.



ALTERENERGY HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30	
	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents (Note 7)	₱2,559,074,243	₱1,238,986,852
Trade and other receivables (Note 8)	145,554,089	82,975,571
Restricted cash and placements (Note 7)	418,350,485	61,869,646
Due from related parties (Note 20)	575,160,491	129,588,414
Prepayments and other current assets (Note 9)	18,037,837	55,563,994
Total Current Assets	3,716,177,145	1,568,984,477
Noncurrent Assets		
Property, plant and equipment (Note 10)	1,739,749,071	1,021,115,316
Intangible assets (Notes 12, 13 and 34)	2,057,554,451	854,678,971
Contract asset (Note 34)	–	1,165,145,627
Investments in and advances to associates and joint ventures (Note 11)	120,711,869	182,263,093
Right-of-use assets (Note 26)	347,967,212	51,338,446
Other noncurrent assets (Note 15)	762,605,131	30,712,866
Total Noncurrent Assets	5,028,587,734	3,305,254,319
TOTAL ASSETS	₱8,744,764,879	₱4,874,238,796
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term loan (Note 17)	₱248,780,784	₱249,172,856
Current portions of:		
Long-term debt (Note 18)	118,602,987	82,566,864
Lease liabilities (Note 26)	28,082,850	3,428,463
Accounts payable and accrued expenses (Note 16)	105,170,263	73,163,810
Advances from a third party (Note 16)	214,000,000	214,000,000
Dividend payable (Note 14)	6,250,000	3,750,000
Due to related parties (Note 20)	9,688,488	3,249,042
Income tax payable	14,840,472	5,415,453
Total Current Liabilities	745,415,844	634,746,488
Noncurrent Liabilities		
Long-term debt - net of current portion (Note 18)	3,352,360,239	1,438,732,743
Lease liabilities - net of current portion (Note 26)	322,279,131	46,935,956
Deferred tax liabilities - net (Note 27)	21,600,738	23,732,208
Asset retirement obligation	5,403,349	5,101,699
Retirement benefit obligation	1,080,874	815,171
Total Noncurrent Liabilities	3,702,724,331	1,515,317,777
Total Liabilities	4,448,140,175	2,150,064,265

(Forward)



	June 30	
	2024	2023
Equity		
Capital stock (Note 19)	₱440,423,912	₱430,423,912
Additional paid-in capital (Note 19)	3,035,119,971	1,643,742,189
Share in remeasurement loss on retirement benefit obligation of an associate (Note 11)	(15,557)	(15,557)
Cumulative translation adjustment (Note 2)	8,596,053	4,110,513
Equity reserve (Note 14)	3,435,427	3,435,427
Retained earnings (Deficit)	67,183,056	(568,660)
Equity Attributable to Equity Holders of the Parent Company	3,554,742,862	2,081,127,824
Non-controlling Interests	741,881,842	643,046,707
Total Equity	4,296,624,704	2,724,174,531
TOTAL LIABILITIES AND EQUITY	₱8,744,764,879	₱4,874,238,796

See accompanying Notes to Consolidated Financial Statements.



ALTERENERGY HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended June 30, 2024	Year Ended June 30, 2023	Six-Month Period Ended June 30, 2022 (As restated, Note 13)
REVENUE FROM SALE OF ELECTRICITY (Notes 21 and 34)	₱274,903,345	₱171,484,044	₱9,330,967
COST OF SALE OF ELECTRICITY (Note 22)	101,458,303	60,064,752	3,373,619
GROSS PROFIT	173,445,042	111,419,292	5,957,348
EQUITY IN NET EARNINGS OF ASSOCIATES (Note 11)	5,290,459	21,938,643	16,435,855
GENERAL AND ADMINISTRATIVE EXPENSES (Note 23)	119,529,529	52,534,709	53,238,196
OTHER INCOME (CHARGES)			
Construction revenue (Note 34)	204,672,932	782,674,637	574,883,490
Construction costs (Note 34)	(204,672,932)	(782,674,637)	(574,883,490)
Finance costs (Notes 17 and 18)	(83,985,237)	(88,019,114)	(11,684,885)
Project costs recovery (Note 25)	103,942,684	40,927,384	36,586,861
Interest income (Notes 7 and 9)	53,636,807	8,594,377	442,174
Net foreign exchange gains	11,096,783	1,844,586	9,098,059
Advisory fees (Note 20)	3,240,000	3,090,000	3,416,667
Day 1 gain on short-term loan	–	–	1,599,627
Restructuring related charges - net (Note 24)	–	229,400	(159,752,032)
	87,931,037	(33,333,367)	(120,293,529)
INCOME (LOSS) BEFORE INCOME TAX	147,137,009	47,489,859	(151,138,522)
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 27)	17,572,183	9,468,683	(5,961,067)
NET INCOME (LOSS)	129,564,826	38,021,176	(145,177,455)
OTHER COMPREHENSIVE INCOME <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>			
Cumulative translation adjustment (Note 2)	25,486,025	3,438,053	19,992,187
TOTAL COMPREHENSIVE INCOME (LOSS)	₱155,050,851	₱41,459,229	(₱125,185,268)
NET INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent Company	₱25,480,176	(₱18,679,294)	(₱144,283,353)
Non-controlling interests	104,084,650	56,700,470	(894,102)
	₱129,564,826	₱38,021,176	(₱145,177,455)
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent Company	₱29,965,716	(₱17,875,826)	(₱140,965,053)
Non-controlling interests	125,085,135	59,335,055	15,779,785
	₱155,050,851	₱41,459,229	(₱125,185,268)
Basic/Diluted Earnings (Loss) per Share (Note 28)	₱0.01	(₱0.01)	(₱695)

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED JUNE 30, 2024 AND 2023 AND FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2022

	Capital Stock		Additional	Deposit for	Share in Re-measurement Loss on Retirement Benefit Obligation of an Associate	Cumulative Translation Adjustment	Equity Reserve	Deficit	Equity Attributable to Equity Holders of the Parent Company	Non-controlling Interests	Total
	Preferred	Common	Paid-in Capital	Future Stock Subscription							
At July 1, 2023	₱37,039,864	₱393,384,048	₱1,643,742,189	₱-	(₱15,557)	₱4,110,513	₱3,435,427	(₱568,660)	₱2,081,127,824	₱643,046,707	₱2,724,174,531
Total comprehensive income	-	-	-	-	-	4,485,540	-	25,480,176	29,965,716	125,085,135	155,050,851
Issuance of new shares (Note 19)	10,000,000	-	1,440,000,000	-	-	-	-	-	1,450,000,000	-	1,450,000,000
Share-issuance costs (Note 19)	-	-	(6,350,678)	-	-	-	-	-	(6,350,678)	-	(6,350,678)
Quasi-reorganization (Note 19)	-	-	(42,271,540)	-	-	-	-	42,271,540	-	-	-
Dividend to non-controlling interests (Note 14)	-	-	-	-	-	-	-	-	-	(26,250,000)	(26,250,000)
At June 30, 2024	₱47,039,864	₱393,384,048	₱3,035,119,971	₱-	(₱15,557)	₱8,596,053	₱3,435,427	₱67,183,056	₱3,554,742,862	₱741,881,842	₱4,296,624,704
At July 1, 2022, as previously reported	₱15,000	₱21,349	₱440,865,245	₱297,879,779	(₱15,557)	₱3,307,045	₱13,018,406	(₱240,277,656)	₱514,813,611	₱463,461,426	₱978,275,037
Adjustments (Note 13)	-	-	-	-	-	-	-	13,068,229	13,068,229	153,376,478	166,444,707
At July 1, 2022, as restated	15,000	21,349	440,865,245	297,879,779	(15,557)	3,307,045	13,018,406	(227,209,427)	527,881,840	616,837,904	1,144,719,744
Total comprehensive income (loss)	-	-	-	-	-	803,468	-	(18,679,294)	(17,875,826)	59,335,055	41,459,229
Issuance of new shares (Note 19)	37,024,864	393,362,699	1,521,086,681	(297,172,143)	-	-	-	-	1,654,302,101	-	1,654,302,101
Share-issuance costs (Note 19)	-	-	(72,889,676)	-	-	-	-	-	(72,889,676)	-	(72,889,676)
Quasi-reorganization (Note 19)	-	-	(245,320,061)	-	-	-	-	245,320,061	-	-	-
Dividend to non-controlling interests (Note 14)	-	-	-	-	-	-	-	-	-	(8,750,000)	(8,750,000)
Return of deposit for future stock subscription	-	-	-	(707,636)	-	-	-	-	(707,636)	-	(707,636)
Changes in non-controlling interests (Note 14)	-	-	-	-	-	-	(9,582,979)	-	(9,582,979)	(24,376,252)	(33,959,231)
At June 30, 2023	₱37,039,864	₱393,384,048	₱1,643,742,189	₱-	(₱15,557)	₱4,110,513	₱3,435,427	(₱568,660)	₱2,081,127,824	₱643,046,707	₱2,724,174,531



	Capital Stock		Additional Paid-in Capital	Deposit for Future Stock Subscription	Share in Re- measurement Loss on Retirement Benefit Obligation of an Associate	Cumulative Translation Adjustment	Equity Reserve	Deficit	Equity Attributable to Equity Holders of the Parent Company	Non- controlling Interests	Total
	Preferred	Common									
At January 1, 2022	P15,000	P19,203	P440,865,245	P-	(P15,557)	(P11,255)	P-	(P82,926,074)	P357,946,562	P51,219,504	P409,166,066
Total comprehensive income (loss), as previously reported	-	-	-	-	-	3,318,300	-	(157,351,582)	(154,033,282)	15,918,124	(138,115,158)
Adjustments (Note 13)	-	-	-	-	-	-	-	13,068,229	13,068,229	(138,339)	12,929,890
Total comprehensive income (loss), as restated	-	-	-	-	-	3,318,300	-	(144,283,353)	(140,965,053)	15,779,785	(125,185,268)
Issuance of new shares (Note 19)	-	2,146	-	-	-	-	-	-	2,146	-	2,146
Deposit for future stock subscription (Note 20)	-	-	-	297,879,779	-	-	-	-	297,879,779	-	297,879,779
Change in non-controlling interests: Issuance of new shares of a subsidiary (Note 14)	-	-	-	-	-	-	13,018,406	-	13,018,406	286,667,594	299,686,000
Step acquisition to a subsidiary, as previously report (Notes 11 and 13)	-	-	-	-	-	-	-	-	-	106,590,649	106,590,649
Adjustments (Note 11)	-	-	-	-	-	-	-	-	-	153,514,817	153,514,817
Step acquisition to a subsidiary, as restated	-	-	-	-	-	-	-	-	-	260,105,466	260,105,466
Disposal of subsidiaries (Note 13)	-	-	-	-	-	-	-	-	-	3,065,555	3,065,555
At June 30, 2022	P15,000	P21,349	P440,865,245	P297,879,779	(P15,557)	P3,307,045	P13,018,406	(P227,209,427)	P527,881,840	P616,837,904	P1,144,719,744

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

			Six-Month Period Ended June 30, 2022 (As restated, Note 13)
	Year Ended June 30, 2024	Year Ended June 30, 2023	
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	₱147,137,009	₱47,489,859	(₱151,138,522)
Adjustments for:			
Depreciation and amortization (Notes 10, 21 and 24)	89,305,322	44,367,279	3,030,875
Finance costs (Notes 17, 18, 24 and 25)	83,985,237	88,019,114	11,684,885
Interest income (Notes 7 and 9)	(53,636,807)	(8,594,377)	(442,174)
Provision for impairment losses (Note 23)	38,810,755	5,815,570	1,230,055
Net unrealized foreign exchange losses (gains)	(21,149,358)	187,623	(6,500,174)
Equity in net earnings of associates (Note 11)	(5,290,459)	(21,938,643)	(16,435,855)
Retirement benefit expense	265,703	815,171	–
Restructuring related charges - net (Note 24)	–	229,400	159,752,032
Day 1 gain on short-term loan (Note 17)	–	–	(1,599,627)
Income (loss) before working capital changes	279,427,402	156,390,996	(418,505)
Decrease (increase) in:			
Trade and other receivables (Note 8)	(154,059,009)	(63,721,129)	(10,495,250)
Prepayments and other current assets (Notes 9 and 13)	37,526,157	(55,711,800)	2,352,262
Other noncurrent assets (Notes 13 and 15)	(9,177,432)	(19,002,856)	(6,838,006)
Increase (decrease) in accounts payable and accrued expenses (Notes 13 and 16)	30,703,079	(52,060,024)	34,874,584
Cash generated from (used in) operations	184,420,197	(34,104,813)	19,475,085
Income tax paid	(8,595,152)	(5,219,803)	(1,349,228)
Interest received	51,160,266	8,594,377	313,864
Net cash flows from (used in) operating activities	226,985,311	(30,730,239)	18,439,721
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to:			
Contract asset (Notes 33 and 35)	(110,715,900)	(735,090,898)	(574,883,490)
Project development costs (Note 12)	(588,487,965)	(84,857,209)	(58,432,419)
Investments in and advances to associates (Note 11)	(4,259,314)	(13,281,802)	(40,009,761)
Property, plant and equipment (Notes 10 and 13)	(81,023,450)	(2,005,194)	(221,007)
Computer software	–	(1,643,765)	–
Net change in amounts due from related parties (Note 20)	(445,572,077)	21,371,526	(50,927,712)
Payment for advances to contractors (Note 15)	(326,789,647)	–	–
Cash dividends received (Note 11)	50,900,692	3,750,000	–
Proceeds from redemption of shares (Note 11)	200,004	–	–
Payment to former shareholder of acquired subsidiary (Note 13)	–	(279,771,496)	–
Proceeds from government grant (Note 34)	–	194,347,628	–
Acquisition of non-controlling interest (Note 14)	–	(35,243,536)	–
Net cash inflow (outflow) from:			
Acquisition of a subsidiary (Note 13)	–	396,791	79,260,546
Deconsolidated subsidiaries (Note 13)	–	–	62,679
Net cash flows used in investing activities	(1,505,747,657)	(932,027,955)	(645,151,164)

(Forward)



			Six-Month Period Ended June 30, 2022 (As restated, Note 13)
	Year Ended June 30, 2024	Year Ended June 30, 2023	
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Long-term debt (Note 18)	₱2,000,000,000	₱496,800,000	₱577,365,000
Issuance of shares (Note 19)	1,450,000,000	1,654,302,101	–
Short-term loan (Note 17)	–	250,000,000	–
Issuance of shares by a subsidiary to non-controlling interest (Note 14)	–	–	299,686,000
Advances from a third party (Note 14)	–	–	214,000,000
Deposit for future stock subscription (Note 19)	–	–	37,732,500
Issuance of shares to parent equity holder	–	–	2,146
Movements of restricted cash and placements	(691,638,173)	(18,545,742)	–
Payments of:			
Long-term debt (Note 18)	(30,797,354)	(291,420,625)	–
Interests (Notes 17, 18 and 34)	(12,915,312)	(103,014,882)	(4,592,224)
Deferred financing charges (Note 18)	(89,364,836)	(1,870,064)	(32,668,315)
Dividends (Note 14)	(23,750,000)	(23,750,000)	–
Lease liabilities (Note 24)	(8,421,053)	(3,091,200)	–
Share issuance costs (Note 19)	(6,350,675)	(72,889,676)	–
Short-term loan (Note 17)	–	(94,250,000)	–
Net change in amounts due to related parties (Note 20)	6,439,446	(191,246,296)	4,511,166
Net cash flows from financing activities	2,593,202,043	1,601,023,616	1,096,036,273
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			
	5,647,694	577,083	18,695,757
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS			
	1,320,087,391	657,388,247	488,020,587
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD (Note 7)			
	1,238,986,852	581,598,605	93,578,018
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 7)			
	₱2,559,074,243	₱1,238,986,852	₱581,598,605

See accompanying Notes to Consolidated Financial Statements.



ALTERENERGY HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30, 2023	June 30, 2022 (As restated, Note 13)
ASSETS		
Current Assets		
Cash and cash equivalents (Note 7)	₱1,238,986,852	₱581,598,605
Trade and other receivables (Note 8)	82,975,571	19,254,442
Due from related parties (Note 20)	129,588,414	150,959,940
Prepayments and other current assets (Note 9)	117,433,640	61,721,840
Total Current Assets	1,568,984,477	813,534,827
Noncurrent Assets		
Property, plant and equipment (Note 10)	1,021,115,316	1,049,479,865
Contract asset (Note 34)	1,165,145,627	574,883,490
Investments in and advances to associates and joint ventures (Note 11)	182,263,093	150,792,648
Intangible assets (Notes 12 and 13)	854,678,971	784,629,368
Right-of-use asset (Note 25)	51,338,446	59,345,077
Other noncurrent assets (Note 15)	30,712,866	15,881,815
Total Noncurrent Assets	3,305,254,319	2,635,012,263
TOTAL ASSETS	₱4,874,238,796	₱3,448,547,090
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term loan (Note 17)	₱249,172,856	₱92,650,373
Current portions of:		
Long-term debt (Note 18)	82,566,864	57,810,359
Lease liability (Note 25)	3,428,463	2,883,913
Accounts payable and accrued expenses (Note 16)	73,163,810	108,261,437
Payable to a subsidiary's former shareholder (Note 13)	—	279,771,496
Advances from a third party (Note 16)	214,000,000	214,000,000
Dividend payable (Note 14)	3,750,000	18,750,000
Due to related parties (Notes 13 and 20)	3,249,042	194,495,338
Income tax payable	5,415,453	798,726
Total Current Liabilities	634,746,488	969,421,642
Noncurrent Liabilities		
Long-term debt - net of current portion (Note 18)	1,438,732,743	1,248,824,823
Lease liability - net of current portion (Note 25)	46,935,956	47,035,794
Asset retirement obligation (Note 26)	5,101,699	14,445,032
Deferred tax liabilities - net (Note 27)	23,732,208	24,100,055
Retirement benefit obligation	815,171	—
Total Noncurrent Liabilities	1,515,317,777	1,334,405,704
Total Liabilities	2,150,064,265	2,303,827,346

(Forward)



	June 30, 2023	June 30, 2022 (As restated, Note 13)
Equity		
Capital stock (Note 19)	₱430,423,912	₱36,349
Additional paid-in capital (Note 19)	1,643,742,189	440,865,245
Deposit for future stock subscription (Note 19)	–	297,879,779
Share in remeasurement loss on retirement benefit obligation of an associate (Note 11)	(15,557)	(15,557)
Cumulative translation adjustment (Note 2)	4,110,513	3,307,045
Equity reserve (Note 14)	3,435,427	13,018,406
Deficit	(568,660)	(227,209,427)
Equity Attributable to Equity Holders of the Parent Company	2,081,127,824	527,881,840
Non-controlling Interests	643,046,707	616,837,904
Total Equity	2,724,174,531	1,144,719,744
TOTAL LIABILITIES AND EQUITY	₱4,874,238,796	₱3,448,547,090

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended June 30, 2023	Six-Month Period Ended June 30, 2022 (As restated, Note 13)	Year Ended December 31, 2021
REVENUE FROM SALE OF ELECTRICITY (Note 34)	₱171,484,044	₱9,330,967	₱–
COST OF SALE OF ELECTRICITY (Note 21)	60,064,752	3,373,619	–
GROSS PROFIT	111,419,292	5,957,348	–
EQUITY IN NET EARNINGS OF ASSOCIATES (Note 11)	21,938,643	16,435,855	35,961,849
GENERAL AND ADMINISTRATIVE EXPENSES (Note 22)	52,534,709	53,238,196	54,117,456
OTHER INCOME (CHARGES)			
Construction revenue (Notes 34 and 36)	782,674,637	574,883,490	–
Construction costs (Notes 34 and 36)	(782,674,637)	(574,883,490)	–
Finance costs (Notes 17, 18 and 26)	(88,019,114)	(11,684,885)	(17,871,124)
Project cost recovery (Note 24)	40,927,384	36,586,861	133,612,997
Interest income (Notes 7 and 9)	8,594,377	442,174	66,503
Advisory fees (Note 20)	3,090,000	3,416,667	6,600,000
Net foreign exchange gains (losses)	1,844,586	9,098,059	8,270,984
Day 1 gain on short-term loan (see Note 17)	–	1,599,627	3,172,105
Restructuring related charges - net (Notes 11, 13 and 23)	229,400	(159,752,032)	2,099,138
	(33,333,367)	(120,293,529)	135,950,603
INCOME (LOSS) BEFORE INCOME TAX	47,489,859	(151,138,522)	117,794,996
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 27)	9,468,683	(5,961,067)	5,026,914
NET INCOME (LOSS)	38,021,176	(145,177,455)	112,768,082
OTHER COMPREHENSIVE INCOME <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>			
Cumulative translation adjustment (Note 2)	3,438,053	19,992,187	20,301
TOTAL COMPREHENSIVE INCOME (LOSS)	₱41,459,229	(₱125,185,268)	₱112,788,383
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent Company	(₱17,875,826)	(₱140,965,053)	₱113,998,605
Non-controlling interests	59,335,055	15,779,785	(1,210,222)
	₱41,459,229	(₱125,185,268)	₱112,788,383
Basic/Diluted Earnings (Loss) per Share (Note 28)	(₱0.01)	(₱695)	₱594

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2023, SIX-MONTH PERIOD ENDED JUNE 30, 2022 AND YEAR ENDED DECEMBER 31, 2021

	Capital Stock		Additional	Deposit for	Share in Re-measurement Loss on Retirement Benefit Obligation of an Associate	Cumulative Translation Adjustment	Equity Reserve	Deficit	Equity Attributable to Equity Holders of the Parent Company	Non- controlling Interests	Total
	Preferred	Common	Paid-in Capital	Future Stock Subscription							
At July 1, 2022, as previously reported	₱15,000	₱21,349	₱440,865,245	₱297,879,779	(₱15,557)	₱3,307,045	₱13,018,406	(₱240,277,656)	₱514,813,611	₱463,461,426	₱978,275,037
Adjustments (Note 13)	—	—	—	—	—	—	—	13,068,229	13,068,229	153,376,478	166,444,707
At July 1, 2022, as restated	15,000	21,349	440,865,245	297,879,779	(15,557)	3,307,045	13,018,406	(227,209,427)	527,881,840	616,837,904	1,144,719,744
Total comprehensive income (loss)	—	—	—	—	—	803,468	—	(18,679,294)	(17,875,826)	59,335,055	41,459,229
Issuance of new shares (Note 19)	37,024,864	393,362,699	1,521,086,681	(297,172,143)	—	—	—	—	1,654,302,101	—	1,636,726,790
Share-issuance costs	—	—	(72,889,676)	—	—	—	—	—	(72,889,676)	—	(55,314,375)
Quasi-reorganization (Note 19)	—	—	(245,320,061)	—	—	—	—	245,320,061	—	—	—
Dividend to non-controlling interests	—	—	—	—	—	—	—	—	—	(8,750,000)	(8,750,000)
Return of deposit for future stock subscription	—	—	—	(707,636)	—	—	—	—	(707,636)	—	(707,636)
Changes in non-controlling interests (Note 14)	—	—	—	—	—	—	(9,582,979)	—	(9,582,979)	(24,376,252)	(33,959,231)
At June 30, 2023	₱37,039,864	₱393,384,048	₱1,643,742,189	₱—	(₱15,557)	₱4,110,513	₱3,435,427	(₱568,660)	₱2,081,127,824	₱643,046,707	₱2,724,174,531



	Capital Stock		Additional	Deposit for	Share in Re-measurement	Cumulative	Equity		Equity	Non-	Total
	Preferred	Common	Paid-in Capital	Future Stock Subscription	Loss on Retirement Benefit Obligation of an Associate	Translation Adjustment	Reserve	Deficit	Attributable to Equity Holders of the Parent Company	controlling Interests	
At January 1, 2022	₱15,000	₱19,203	₱440,865,245	₱—	(₱15,557)	(₱11,255)	₱—	(₱82,926,074)	₱357,946,562	₱51,219,504	₱409,166,066
Total comprehensive income (loss), as previously reported	—	—	—	—	—	3,318,300	—	(157,351,582)	(154,033,282)	15,918,124	(138,115,158)
Adjustments (Note 13)	—	—	—	—	—	—	—	13,068,229	13,068,229	(138,339)	12,929,890
Total comprehensive income (loss), as restated	—	—	—	—	—	3,318,300	—	(144,283,353)	(140,965,053)	15,779,785	(125,185,268)
Issuance of new shares (Note 19)	—	2,146	—	—	—	—	—	—	2,146	—	2,146
Deposit for future stock subscription (Note 20)	—	—	—	297,879,779	—	—	—	—	297,879,779	—	297,879,779
Change in non-controlling interests:											
Issuance of new shares of a subsidiary (Note 14)	—	—	—	—	—	—	13,018,406	—	13,018,406	286,667,594	299,686,000
Step acquisition to a subsidiary, as previously report (Notes 11 and 13)	—	—	—	—	—	—	—	—	—	106,590,649	106,590,649
Adjustments (Note 11)	—	—	—	—	—	—	—	—	—	153,514,817	153,514,817
Step acquisition to a subsidiary, as restated	—	—	—	—	—	—	—	—	—	260,105,466	260,105,466
Disposal of subsidiaries (Note 13)	—	—	—	—	—	—	—	—	—	3,065,555	3,065,555
At June 30, 2022	₱15,000	₱21,349	₱440,865,245	₱297,879,779	(₱15,557)	₱3,307,045	₱13,018,406	(₱227,209,427)	₱527,881,840	₱616,837,904	₱1,144,719,744
At January 1, 2021	₱15,000	₱19,203	₱440,865,245	₱—	(₱15,557)	(₱21,608)	₱—	(₱196,914,326)	₱243,947,957	₱52,429,726	₱296,377,683
Total comprehensive income	—	—	—	—	—	10,353	—	113,988,252	113,998,605	(1,210,222)	112,788,383
At December 31, 2021	₱15,000	₱19,203	₱440,865,245	₱—	(₱15,557)	(₱11,255)	₱—	(₱82,926,074)	₱357,946,562	₱51,219,504	₱409,166,066

See accompanying Notes to Consolidated Financial Statements.



ALTERNERGY HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended June 30, 2023	Six-Month Period Ended June 30, 2022 (As restated, Note 13)	Year Ended December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	₱47,489,859	(₱151,138,522)	₱117,794,996
Adjustments for:			
Finance costs (Notes 17, 18, 24 and 25)	88,019,114	11,684,885	17,871,124
Depreciation and amortization (Notes 10, 21 and 24)	44,367,279	3,030,875	458,775
Equity in net earnings of associates (Note 14)	(21,938,643)	(16,435,855)	(35,961,849)
Interest income (Notes 7 and 9)	(8,594,377)	(442,174)	(66,503)
Provision for impairment losses (Note 21)	5,815,570	1,230,055	2,894,844
Retirement benefit expense	815,171	—	—
Restructuring related charges - net (Note 22)	229,400	159,752,032	(2,099,138)
Net unrealized foreign exchange losses (gains)	187,623	(6,500,174)	976,466
Day 1 gain on short-term loan (Note 17)	—	(1,599,627)	(3,172,105)
Loss on disposal of property, plant and equipment (Note 10)	—	—	31,101
Income (loss) before working capital changes	156,390,996	(418,505)	98,727,711
Decrease (increase) in:			
Trade and other receivables (Note 8)	(63,721,129)	(10,495,250)	897,803
Prepayments and other current assets (Notes 9 and 13)	(55,711,800)	2,352,262	10,411,587
Other noncurrent assets (Notes 13 and 15)	(19,002,856)	(6,838,006)	(1,793,284)
Increase (decrease) in accounts payable and accrued expenses (Notes 13 and 16)	(52,060,024)	34,874,584	(7,312,376)
Net change in accounts with related parties (Notes 13 and 20)	(169,874,770)	(46,416,546)	104,282,591
Cash generated from (used in) operations	(203,979,583)	(26,941,461)	205,214,032
Income tax paid	(5,219,803)	(1,349,228)	(87,453)
Interest received	8,594,377	313,864	66,503
Net cash flows from (used in) operating activities	(200,605,009)	(27,976,825)	205,193,082
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to:			
Contract asset (Notes 33 and 35)	(735,090,898)	(574,883,490)	—
Project development costs (Note 12)	(84,857,209)	(58,432,419)	(53,755,173)
Investments in and advances to associates (Note 11)	(13,281,802)	(40,009,761)	(201,444)
Property, plant and equipment (Notes 10 and 13)	(2,005,194)	(221,007)	(1,853,386)
Computer software	(1,643,765)	—	—
Payment to former shareholder of acquired subsidiary (Note 13)	(279,771,496)	—	—
Proceeds from:			
Government grant (Note 34)	194,347,628	—	—
Redemption of preferred shares of an associate (Note 11)	—	—	7,723,166
Acquisition of non-controlling interest (Note 14)	(35,243,536)	—	—
Cash dividends received (Note 11)	3,750,000	—	16,269,500
Net cash inflow (outflow) from:			
Acquisition of a subsidiary (Note 13)	396,791	79,260,546	—
Deconsolidated subsidiaries (Note 13)	—	62,679	(149,082)
Net cash flows used in investing activities	(953,399,481)	(594,223,452)	(31,966,419)

(Forward)



	Year Ended June 30, 2023	Six-Month Period Ended June 30, 2022 (As restated, Note 13)	Year Ended December 31, 2021
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Issuance of shares	₱1,654,302,101	₱—	₱—
Long-term debt (Note 18)	496,800,000	577,365,000	₱150,000,000
Short-term loan (Note 17)	250,000,000	—	—
Issuance of shares by a subsidiary to non-controlling interest (Note 14)	—	299,686,000	—
Advances from a third party (Note 14)	—	214,000,000	—
Deposit for future stock subscription (Note 19)	—	37,732,500	—
Issuance of shares to parent equity holder	—	2,146	—
Payments of:			
Long-term debt (Note 18)	(291,420,625)	—	(97,517,993)
Interests (Notes 17, 18 and 34)	(103,014,882)	(4,592,224)	(31,862,053)
Short-term loans (Note 17)	(94,250,000)	—	(140,000,000)
Share issuance costs (Note 19)	(72,889,676)	—	—
Dividends (Note 14)	(23,750,000)	—	—
Deferred financing charges (Note 18)	(1,870,064)	(32,668,315)	(1,526,520)
Lease liability (Note 24)	(3,091,200)	—	(378,953)
Net cash flows from (used in) financing activities	1,810,815,654	1,091,525,107	(121,285,519)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	577,083	18,695,757	(19,059)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	657,388,247	488,020,587	51,922,085
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD (Note 7)	581,598,605	93,578,018	41,655,933
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 7)	₱1,238,986,852	₱581,598,605	₱93,578,018

See accompanying Notes to Consolidated Financial Statements.

