



SPC Power Corporation
NOTICE OF ANNUAL STOCKHOLDERS' MEETING
ON MAY 28, 2021, 10:00 A.M.

NOTICE is hereby given that the Annual Stockholders' Meeting of SPC Power Corporation (the Company) shall be held on May 28, 2021 (starting at 10:00 A.M.) via teleconferencing pursuant to SEC Memorandum Circular No. 6, Series of 2020, using the video telephony and online chat services of Zoom Video Communications, Inc., and following the Internal Procedures for Annual Stockholders' Meeting by Teleconference ("Internal Procedures") approved by the Board of Directors at its April 7, 2021 regular meeting. The Presiding Officer (Chairman), Mr. Alfredo L. Henares, will preside the meeting at the Conference Room of SPC Power Corporation, 7th Floor, BDO Towers Paseo (formerly Citibank Center), Makati City, instead of the Corporation's principal office in Cebu City (as required under Section 15 of MC 6, Series of 2020) because of travel restrictions and health concerns brought about by the COVID-19 pandemic.

The agenda will be as follows:

- I. Call to Order
- II. Certification of Due Notice and Presence of a Quorum
- III. Approval of Minutes of Previous Annual Stockholders' Meeting of 25 June 2020
- IV. Report of the Chairman/Presentation of Highlights of Audited Financial Statements as of and for the Year Ended December 31, 2020
- V. Approval of Directors' Fees/Bonus for CY 2020
- VI. Ratification of All Previous Actions of the Board of Directors and Officers of the Corporation Since the Last Annual/Regular Meeting
- VII. Election of Directors (2021-2022)
- VIII. Appointment/Reappointment of External Auditors
- IX. Other Matters
- X. Adjournment

Proxies (which must be duly accompanied by supporting documents, e.g., notarized Secretary's Certificate or duly signed minutes of board meeting, evidencing appointment and authority of the designated proxy) must be presented to the Corporate Secretary for inspection/validation at the following address:

7th Floor, BDO Towers Paseo (formerly Citibank Center)
8741 Paseo de Roxas, Makati City 1209
Tel. Nos.: 810 44 74 to 77, 810 44 50, 810 44 65
Fax. No.: 893 48 44
E-Mail Address: info@spcpower.com

at least five (5) business days prior to the date of the meeting. Unvalidated proxies shall not be honored.

For the purpose of the meeting, stockholders of record as of May 6, 2021 are entitled to notice of and to vote in the said meeting.

At least five (5) business days prior to the date of the meeting, the said stockholders of record shall notify the Corporate Secretary, at the above office address or through the above email address, of their intention to participate in the meeting via teleconferencing and shall submit the following:

- (a) a copy of their competent evidence of identity, showing their name, signature, and photograph (e.g., passport, valid driver's license, voter's ID, TIN card, SSS card, etc.), and
- (b) the following information needed for the Zoom meeting: full name, email address, and mobile number.

Prior to the date of the meeting, the said stockholders will receive the link for the Zoom Meeting, the Meeting ID and Password, the aforesaid Internal Procedures, and other relevant information and further instructions.

Stockholders who will participate via remote communication or in absentia may submit their votes on agenda items requiring stockholders' action and on the nomination and election of directors, as well as their concerns, through email info@spcpower.com on or before 9:00 A.M. of May 28, 2021, or an hour before the conduct of the ASM.

Please note that there will be visual and audio recording of the meeting.

Also please be informed of the following "Dissenter's Right of Appraisal":

"With respect to any matter to be acted upon at the annual meeting which may give rise to the right of appraisal, in order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder, within thirty (30) days after the date of the annual meeting at which meeting such stockholder voted against the corporate action, shall make a written demand on the Corporation for the value of his shares. The procedures to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code of the Philippines."

Electronic copies of the Information Statement and Management Report and SEC Form 17A and other pertinent documents are posted on the Company's website (www.spcpowergroup.com) and on PSE Edge.

Makati City, May 4, 2021.


MISHELLE ANNE RUBIO-AGUINALDO
Assistant Corporate Secretary