

COVER SHEET

C	S	2	0	0	8	0	1	0	9	9
---	---	---	---	---	---	---	---	---	---	---

S. E. C. Registration Number

S	A	N		M	I	G	U	E	L		G	L	O	B	A	L			
P	O	W	E	R		H	O	L	D	I	N	G	S		C	O	R	P	.

(Company's Full Name)

4	0		S	a	n		M	i	g	u	e	l		A	v	e	n	u	e
W	a	c	k	-	W	a	c	k		G	r	e	e	n	h	i	l	l	s
1	5	5	0	,		M	a	n	d	a	l	u	y	o	n	g			
C	i	t	y	,		S	e	c	o	n	d								
D	i	s	t	r	i	c	t	,		N	a	t	i	o	n	a	l		
C	a	p	i	t	a	l		R	e	g	i	o	n		(N	C	R)

(Business Address: No. Street City/Town/Province)

Julie Ann B. Domino-Pablo

Contact Person

(02) 5317-1000

Company Telephone Number

1 2	3 1
Month	Day

Fiscal Year

Annual Corporate Governance Report for 2024
--

FORM TYPE

0 6	1 st Tues
Month	Day

Annual Meeting

--

Secondary License Type, If Applicable

--	--	--

Dept. Requiring this Doc.

--

Amended Articles Number/Section

--

Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

--

File Number

LCU

--

Document I. D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purposes



SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended 2024.

2. SEC Registration Number CS200801099.

3. BIR Tax Identification Number 006-960-000.

4. Exact Name of the Issuer as specified in its charter

SAN MIGUEL GLOBAL POWER HOLDINGS CORP.

5. Province, Country or other jurisdiction of incorporation or organization

Philippines

6. Address of Principal Office

**40 San Miguel Avenue, Wack-Wack Greenhills 1550, Mandaluyong City,
Second District, National Capital Region (NCR)**

7. Postal Code 1550

8. Issuer's telephone number, including area code (02) 5317-1000.

9. Former name, former address, and former fiscal year, if changed since last report

N/A

10. Industry Classification Code (For SEC's use only)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
----------------	-------------------------------------	------------------------	-------------

THE BOARD'S GOVERNANCE RESPONSIBILITIES

Principle 1. ESTABLISHING A COMPETENT BOARD

The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.

Recommendation 1.1

1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Principle 1 and Recommendation 1.1 are embodied in the Amended Manual on Corporate Governance of San Miguel Global Power Holdings Corp. (formerly, "SMC Global Power Holdings Corp." and hereinafter referred to as the "Corporation"), adopted on 19 August 2011, as amended on 11 April 2016, 05 May 2017, and 12 May 2020) (the " Manual "), specifically Section 2.2.1 [<i>Board of Directors</i>] thereof and in the Board Charter of the Corporation adopted on 30 October 2020 (the "Board Charter").	
2	The Board has an appropriate mix of competence and expertise.	COMPLIANT		
3	Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	<p>Section 2.2.1.e [<i>Qualification and Disqualification of Directors</i>] of the Manual and Section 3.2 [<i>Qualifications and Disqualifications</i>] of the Board Charter set out the qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of their performance.</p> <p>The qualifications, industry knowledge, professional experience, training, and expertise of the directors of the Corporation are set forth in the 2024 Definitive Information Statement of the Corporation filed on 14 May 2024 (the "2024 Definitive Information Statement"), specifically Pages 11-13 thereof, and the Annual Report (SEC Form 17-A) for the fiscal year 31 December 2024 ("SEC Form 17-A") filed on 15 April 2025, specifically in Part III [<i>Control and Compensation Information</i>], Pages 76-78.</p>	

Recommendation 1.2			
1	The Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>The duties and functions of the Chairman of the Board are set out in Section 2.2.3 [<i>The Chairman of the Board, the Chief Executive Officer and the Lead Independent Director</i>] of the Manual and in Section 2.8 [<i>The Chairman of the Board & Chief Executive Officer, the President & Chief Operating Officer, and the Lead Independent Director</i>] of the Board Charter.</p> <p>Mr. Ramon S. Ang is the Chairman of the Board as reported in Page 4 of the 2024 General Information Sheet, as amended (the "2024 GIS"), Page 9 of the 2024 Definitive Information Statement, and Page 75 of SEC Form 17-A. His qualifications and professional experience are set out on Page 11 of the 2024 Definitive Information Statement and Page 76 of SEC Form 17-A.</p>
Recommendation 1.3			
1	The company provides a policy on training of directors.	COMPLIANT	Section 6 [<i>Training and Assessment</i>] of the Manual and Section 7 [<i>Training</i>] of the Board Charter set out the policy on training of directors.
2	The company has an orientation program for first-time directors.	COMPLIANT	Section 6.7 of the Manual requires first-time Directors to attend an orientation program before beginning their directorships and throughout their tenure, to ensure that they are appropriately apprised of their duties and responsibilities. The orientation program covers SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Amended Articles of Incorporation , and Code of Conduct and Ethics .
3	The company has relevant annual continuing training for all directors.	COMPLIANT	<p>The requirement for the first-time Directors to attend an orientation program, as well as the holding of annual continuing trainings of the Board and key officers are provided in Section 7 of the Board Charter.</p> <p>For 2024, the directors of the Corporation attended Corporate Governance seminars, as reported in Pages 76-78, and 84 of SEC Form 17-A. As detailed in the Summary of the Corporate Governance</p>

			<p>Trainings, the Corporate Governance (“CG”) Seminars attended by the directors of the Corporation in 2024 are as follows:</p> <ul style="list-style-type: none"> - 26 September 2024 - Corporate Governance Training Seminar by SGV & Co. - 25 October 2024 - Corporate Governance Training Seminar by Risks, Opportunities, Assessment and Management (ROAM) - 15 November 2024 - Corporate Governance Training Seminar by Center for Global Best Practices 	
Recommendation 1.4				
1	The Board has a policy on board diversity.	COMPLIANT	<p>The Corporation adopted the Board Diversity Policy by unanimous approval of the Board of Directors on 13 November 2023. The Board Diversity Policy lays out the framework for equality and inclusion among members of the Board of Directors with a view to diversity in the Corporation and among all its subsidiaries and affiliates, as disclosed in SEC Form 17-C of 13 November 2023.</p> <p>Section 2.2.1.e [<i>Qualifications and Disqualifications of Directors</i>] of the Manual and Section 3.2 [<i>Qualifications and Disqualifications</i>] of the Board Charter state that the Board of Directors shall be composed of members from diverse backgrounds to ensure that optimal decision-making is achieved.</p> <p>The Board is gender-diversified with four (4) male members, and three (3) female members—one of which is the Lead Independent Director. The gender composition of the Board is set out on Page 4 of the 2024 GIS.</p> <p>The age and competence of each member of the Board are set out in Pages 75-78 of SEC Form 17-A and Pages 9 and 11-13 of the 2024 Definitive Information Statement.</p>	
Recommendation 1.5				
1	The Board is assisted by a Corporate Secretary.	COMPLIANT	Atty. Virgilio S. Jacinto is the incumbent Corporate Secretary of the Corporation, as reported in Page 4 of the 2024 GIS , Pages 10 and 12 of	

2	The Corporate Secretary is a separate individual from the Compliance Officer.	NON-COMPLIANT	<p>the 2024 Definitive Information Statement, and Pages 75 and 77 of SEC Form 17-A. He has served as Corporate Secretary of the Corporation since 2010, as reported in Pages 75 and 77 of SEC Form 17-A and Pages 10 and 12 of the 2024 Definitive Information Statement.</p> <p>The qualifications, duties and functions of the Corporate Secretary are set out in Article IV, Section 5 of the Amended By-laws of the Corporation ("Amended By-laws") and Section 2.2.5 of the Manual.</p> <p>Atty. Virgilio S. Jacinto acts concurrently as the Corporate Secretary and Compliance Officer. He is also the General Counsel, Corporate Secretary, and Compliance Officer of the San Miguel Corporation, the parent company of the Corporation. His academic qualifications and professional experience are set out on Page 12 of the 2024 Definitive Information Statement and Page 77 of SEC Form 17-A.</p>	<p>The Board appointed the Corporate Secretary and Compliance Officer in the person of the General Counsel of San Miguel Corporation, the parent company of the Corporation. The Board deemed it proper that these positions be held by Atty. Jacinto particularly, possessing as he does the adequate stature, authority, legal knowledge and experience, and being of proven probity and independence, as required by the nature of those functions.</p> <p>He leads a department with ample resources and legal staff who are fully qualified and equipped to assist him in performing the separate functions of Corporate Secretary and Compliance Officer of the Corporation.</p> <p>The Board considers the foregoing arrangement as effective and efficient under the present circumstances.</p> <p>Acting as the Corporate Secretary does not impair or impede Atty. Jacinto in the performance of his responsibilities as a Compliance Officer. His autonomy remains, despite holding these positions concurrently.</p>
3	The Corporate Secretary is not a member of the Board of Directors.	NON-COMPLIANT		<p>Acting as the Corporate Secretary does not impair or impede Atty. Jacinto in his performance of the responsibilities of a director. His independence</p>

				remains, despite holding these positions concurrently.
4	The Corporate Secretary attends annual training/s on corporate governance.	COMPLIANT	Atty. Jacinto, the Corporation's Corporate Secretary, attended a corporate governance seminar conducted by SGV & Co. on 26 September 2024 for the required number of training hours, as disclosed in Page 77 of SEC Form 17-A . The details of the corporate governance seminar attended by Atty. Jacinto are set out in the Summary of the Corporate Governance Trainings .	
Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	COMPLIANT	Atty. Virgilio S. Jacinto is the incumbent Compliance Officer of the Corporation, as reported in Page 4 of the 2024 GIS , Pages 10 and 12 of the 2024 Definitive Information Statement , and Pages 75 and 77 of SEC Form 17-A . He is one of the top-ranking officers of the Corporation. He has served as Compliance Officer of the Corporation since 2011, as reported in page 75 and 77 of SEC Form 17-A , and pages 10 and 12 of the 2024 Definitive Information Statement . The qualifications, duties and functions of the Compliance Officer are set out in Section 2.1 <i>Compliance Officer</i> of the Manual . Atty. Jacinto's qualifications and professional experience are set out on Page 12 of the 2024 Definitive Information Statement and Page 77 of SEC Form 17-A .	
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		The Board customarily appoints an officer with adequate stature and authority in the Corporation to the position of Compliance Officer.
3	The Compliance Officer is not a member of the board.	NON-COMPLIANT		While Atty. Jacinto is likewise a member of the Board of Directors of the Corporation, his functions as the Compliance Officer do not impair or impede the performance of the responsibilities of Atty. Jacinto as a director. His independence remains despite holding such concurrent positions.
4	The Compliance Officer attends annual training/s on corporate governance.	COMPLIANT	Atty. Jacinto, the Corporation's Compliance Officer, has attended a corporate governance training seminar conducted by SGV & Co. on 26 September 2024 for the required number of training hours, as disclosed in Page 77 of SEC Form 17-A .	

			The details of the corporate governance seminar attended by Atty. Jacinto are set out in the Summary of the Corporate Governance Trainings for the year 2024 .	
--	--	--	--	--

Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company’s articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.

Recommendation 2.1

1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	COMPLIANT	In compliance with Section 2.2.1.a [<i>General Responsibility</i>] of the Manual and Section 2.2 [<i>General Responsibilities of the Board</i>] of the Board Charter , the undersigned Directors, together with the Corporate Secretary and Compliance Officer, hereby certify that the Board acts on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Corporation.	
---	--	-----------	--	--

Recommendation 2.2

1	The Board oversees the development and approval of the company’s business objectives and strategy.	COMPLIANT	In compliance with Section 2.2.1.a [<i>General Responsibility</i>] of the Manual and Section 2.2 [<i>General Responsibilities of the Board</i>] of the Board Charter , the report on the performance of the Corporation is presented for review and approval by the Board.	
2	The Board oversees and monitors the implementation of the company’s business objectives and strategy.	COMPLIANT	<p>The Corporate Secretary attests that:</p> <ul style="list-style-type: none"> (a) The Board of Directors approves the year-end significant transactions, financial position and financial condition on a comparative year-to-date basis; (b) During the Board of Directors’ approval of the Corporation’s SEC Form 17-Q, the Chief Finance Officer, upon the direction of the Chairman, reports to the Board of Directors on a quarterly basis the implementation of the Corporation’s business objectives and strategies; and 	

			<p>(c) The Board of Directors approves all significant transactions, as disclosed through the Corporation’s SEC Form 17-C filings, and financial reports, as follows:</p> <ul style="list-style-type: none"> i) SEC Form 17-Q (Q1 2024), as of 31 March 2024; ii) SEC Form 17-Q (Q2 2024), as of 30 June 2024; iii) SEC Form 17-Q (Q3 2024), as of 30 September 2024; and iv) SEC Form 17-A, as of 31 December 2024. 	
Recommendation 2.3				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p>Under Section 2.2.1.b [<i>Specific Duties and Functions</i>] of the Manual and Section 2.3 (c) of the Board Charter, the Board shall “appoint competent, professional, honest and highly-motivated Management officers and adopt an effective succession planning program for directors, Management and key officers to ensure the continuous and consistent growth of the Corporation, and a continued increase in the shareholders’ value, including a retirement policy for directors and key officers, and to promote dynamism in the Corporation.”</p> <p>Also, under Section 4 (d) of the Corporate Governance Committee Charter, the Corporate Governance Committee shall recommend a succession plan for the Board members and senior officers.</p> <p>The Corporation has a Management and Development Program (MDP) aimed at ensuring timely availability of the required number of employees at middle manager level and up, to fulfill the short- and long-term needs of the Corporation.</p> <p>The 2022 Multi-Employer Retirement Plan Rules and Regulations of the Corporation was approved by the Board on 2 May 2022, as disclosed through SEC Form 17-C on even date.</p>	Directors are elected by the stockholders and have a definite term. The Corporation does not have a succession planning program for prospective directors who may replace current directors. The objective of ensuring the availability of suitable nominees for directors is performed by the Corporate Governance Committee who ensures a mix of competent directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies.
2	The Board adopts a policy for the retirement of directors and key officers.	COMPLIANT	<p>The 2022 Multi-Employer Retirement Plan Rules and Regulations of the Corporation was approved by the Board on 2 May 2022, as disclosed through SEC Form 17-C on even date.</p>	
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	COMPLIANT	Under Section 2.2.1.b [<i>Specific Duties and Functions</i>] of the Manual and Section 2.3 [<i>Specific Duties and Functions of the Board</i>] of the Board Charter , the Board shall align the remuneration of key officers and Board members with the long-term interests of the Corporation and, in	

			doing so, formulate and adopt a policy specifying the relationship between remuneration and performance.”	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	Under Section 2.2.2.a (ii) (10), (11) and (12) the Manual , the Corporate Governance Committee shall:	
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	<ul style="list-style-type: none"> ○ Designate the amount of remuneration, which shall be of a sufficient level to attract and retain the directors and officers needed to run the Corporation successfully; ○ Develop a form on Full Business Disclosure, as part of the pre-employment requirements for all incoming officers that, among other things, compels all officers to declare under oath all their existing business interests or shareholdings that could directly or indirectly conflict with their performance of duties once hired; and ○ Disallow any director from determining his or her own remuneration. <p>The stockholders of the Corporation, during its Annual Stockholders’ Meeting held on 4 June 2024 approved the per diem allowance of its Independent Directors for meetings attended, as set out Page 4 of the Minutes of the 2024 Annual Stockholders’ Meeting.</p>	
Recommendation 2.5				
1	The Board has a formal and transparent board nomination and election policy.	COMPLIANT	The qualifications and composition of the Board, as well as their nomination and election process are set out in Article III, Section 2 of the Amended By-laws , Section 3.4 [<i>Nominations for Election of Directors</i>] of the Board Charter and Section 9 [<i>Nomination and Election Policy</i>] of the Manual .	
2	The Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.	COMPLIANT	Under Section 2.2.2.a (ii) (7) and (8) of the Manual and Section 4 (g) and (h) of the Corporate Governance Committee Charter , the Corporate Governance Committee shall:	
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	COMPLIANT	<ul style="list-style-type: none"> ○ determine the standards and criteria for nomination and election of, and the nomination and election process for, the Corporation’s directors and define the general profile of Board members that the 	

4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	COMPLIANT	<p>Corporation may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board; and</p> <ul style="list-style-type: none"> ○ pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications as provided in the Manual. 	
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement/removal of a director.	COMPLIANT	<p>Section 5.1.2 [<i>Voting Right</i>] of the Manual sets out the right of all shareholders to nominate, elect, remove and replace directors in accordance with the Revised Corporation Code, and states that a director shall not be removed without cause if it will deny minority shareholders representation in the Board.</p>	
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	COMPLIANT	<p>Section 6.1 [<i>Periodic Assessment</i>] of the Corporate Governance Committee Charter states that the Committee shall assess its effectiveness periodically, with the end in view of ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of this Charter and the Manual.</p> <p>In compliance, thereto, the performance of the Board Committees, the Board of Directors, and Management for 2024 have been assessed through Self-Rating Forms that were approved by the Board Committees and the Board of Directors on 6 March 2025. On 13 May 2025, the results of the performance assessments were validated by the Compliance Officer and Corporate Governance Committee, reported to the Board of Directors, and disclosed in the 13 May 2025 SEC Form 17-C. Said validated 2024 Performance Assessments Results was disclosed in Annex “I” of the 2025 Definitive Information Statement of the Corporation filed on 13 May 2025.</p>	
Recommendation 2.6				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party	COMPLIANT	<p>Under Section 2.2.1.b (xv) [<i>Specific Duties and Functions</i>] of the Manual and Section 2.3 (o) [<i>Specific Duties and Functions of the Board</i>] of the Board Charter, the Board shall formulate and implement policies and</p>	

2	<p>The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	COMPLIANT	<p>procedures that would ensure the integrity, fairness and transparency of related party transactions (“RPTs”) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. Such policies shall include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions. The policies encompass all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p> <p>Pursuant thereto, the Corporation adopted the Policy on Material Related Party Transactions (the “Material RPT Policy”) and the Policy on Related Party Transactions (the “RPT Policy”) both of which were unanimously approved by the Board of Directors on 30 October 2020.</p> <p>Under the Material RPT Policy and the RPT Policy, all RPTs shall be made on an arms-length basis, and thus accounted for at market prices normally charged to unaffiliated customers or parties for equivalent or similar goods or services. to unaffiliated customers or parties for equivalent or similar goods or services.</p> <p>The Material RPT Policy provides for the coverage and materiality threshold of Material RPTs, review process of Material RPTs, and the approval process, among others. d materiality threshold of Material RPTs, review process of Material RPTs, and the approval process, among others.</p> <p>The duties and responsibilities of the Related Party Transaction Committee (the “RPT Committee”) are set forth in Section 2.2.2.c (ii) of the Manual and Section 4 of the Related Party Transaction Committee Charter (“RPT Committee Charter”).</p> <p>Note 19 [<i>Related Party Disclosures</i>] of the Notes to the Consolidated Financial Statements of the Corporation as of the year ended 31 December 2024, which forms part of SEC Form 17-A, sets out the Related Party Transactions of the Corporation and outstanding balances as of the said date. The Corporate Secretary hereby attests</p>	
---	---	-----------	---	--

that said Related Party Transactions were reported to and approved by the RPT Committee during its meeting held on 6 March 2025.

Recommendation 2.7

1	<p>The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).</p>	COMPLIANT	<p>The Board appointed all the officers of the Corporation for 2024 in its Organizational Board Meeting held on 4 June 2024, including the President (who shall be the Chief Executive Officer as stated in Section 2, Article IV of the Amended By-laws), the Chief Finance Officer, Comptroller, Corporate Secretary and Compliance Officer, and Assistant Corporate Secretary, among others, as disclosed in the 4 June 2024 SEC Form 17-C and Pages 4-4(a) of the 2024 GIS (19 June 2024).</p> <p>Under Section 2.2.1.b (iii) of the Manual and Section 2.3 (c) of the Board Charter, the Board shall appoint competent, professional, honest and highly-motivated Management officers.</p> <p>As disclosed in 4 June 2024 SEC Form 17-C, Pages 4-4(a) of the 2024 GIS (as amended), Page 10 of the 2024 Definitive Information Statement, and Pages 75-76 of SEC Form 17-A, the following are the incumbent officers of the Corporation:</p> <ol style="list-style-type: none"> 1. Ramon S. Ang - Chairman & Chief Executive Officer and President & Chief Operating Officer 2. John Paul L. Ang - Vice Chairman 3. Elenita D. Go - General Manager 4. Virgilio S. Jacinto - Corporate Secretary Compliance Officer 5. Paul Bernard D. Causon - Vice President and Chief Finance Officer 6. Ramon U. Agay - Assistant Vice President and Comptroller 7. Jeciel B. Campos - Assistant Vice President and Sales & Marketing Manager 8. Gonzalo B. Julian, Jr. - Assistant Vice President, Sales and Marketing Manager - RES,
---	---	-----------	---

			<p>9. Julie Ann B. Domino-Pablo - and Head of the Battery Business Assistant Vice President and General Counsel</p> <p>10. Jose Ferlino P. Raymundo - Assistant Vice President and Energy Sourcing & Trading Manager</p> <p>11. Danilo T. Tolarba - Assistant Vice President and Human Resources Group Manager</p> <p>12. Irene M. Cipriano - Assistant Corporate Secretary</p> <p>13. Reynaldo S. Matillano - Internal Audit Manager</p> <p>14. Maria Floreselda S. Abalos-Sampaga - Data Protection Officer</p>	
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	COMPLIANT	<p>Under Section 2.2.1.a of the Manual and Section 2.2 (b) of the Board Charter, the Board is responsible for formulating means to effectively monitor Management’s performance.</p> <p>Consistent with the annual review and assessment by the Board and the Board Committees, the Board’s assessment of Management’s performance is done on an annual basis.</p> <p>The performance of the Management for 2024 was assessed through Self-Rating Forms approved by the Board on 6 March 2025. On 13 May 2025, the results were validated by the Compliance Officer and the Corporate Governance Committee Members and reported to the Board of Directors, as disclosed in the 13 May 2025 SEC Form 17-C. Said validated 2024 Performance Assessments Results is disclosed in Annex “I” of the 2025 Definitive Information Statement of the Corporation.</p>	
Recommendation 2.8				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that	COMPLIANT	Under Section 2.2.1.c (i) (9) [<i>Internal Control System</i>] of the Manual and Section 2.7(a)(ix) [<i>Internal Controls System</i>] of the Board Charter , the Board shall have oversight responsibilities for ensuring the establishment of an effective performance management framework	

	Management's performance is on par with the standards set by the Board and Senior Management.		that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management.	
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	COMPLIANT	As mentioned above, the Board approved on 6 March 2025 the Self-rating Forms to measure the performance of Management for 2024.	
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	COMPLIANT	The oversight responsibilities of the Board for ensuring the presence of appropriate, adequate, strong and effective internal control mechanisms are set out in Section 2.2.1.c (i) of the Manual and Section 2.7 (a) of the Board Charter . On 6 March 2025, the Board confirmed and certified that a sound internal control and compliance system is in place and working effectively, as reported on Page 27 of the 2025 Definitive Information Statement and Page 84 of the SEC Form 17-A .	
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members /trustees, management and shareholders/members.	COMPLIANT		
3	The Board adopts an Internal Audit Charter.	COMPLIANT	The Internal Audit Charter of the Corporation was adopted by the Board on 8 August 2017 and amended on 6 March 2025.	
Recommendation 2.10				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	NON-COMPLIANT	Pursuant to Section 2.2.1.c (ii) [<i>Enterprise Risk Management</i>] of the Manual and Section 2.7 (b) [<i>Enterprise Risk Management</i>] of the Board Charter , the Board shall oversee that a sound enterprise risk management ("ERM") framework is in place to effectively identify, monitor, assess and manage key business risks, which will guide the	The Board shall adopt an ERM framework to achieve the purpose for which it is intended.

2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	NON-COMPLIANT	Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The Major Business Risks for the Corporation have been identified in its SEC Form 17-A , specifically Pages 43-62 thereof, together with the risk management strategies adopted by the Management to address the same.	
---	---	---------------	--	--

Recommendation 2.11

1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	The Board Charter was adopted by the Board of Directors on 30 October 2020, and may be accessed by the public from the San Miguel Global Power website .	
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	COMPLIANT		
3	The Board Charter is publicly available.	COMPLIANT		

Principle 3. ESTABLISHING BOARD COMMITTEES

The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

Recommendation 3.1

1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Under Section 1 (o), Article III of the Amended By-laws , the Board is granted the power to create one or more standing or special committees of directors. The Corporation has the following Board Committees: Corporate Governance Committee, Audit and Risk Oversight Committee, the Related Party Transaction (RPT) Committee, and the Sustainability Committee.	
---	--	-----------	--	--

			<p>Section 2.2.2 of the Manual and Section 2.6 of the Board Charter, specify the Committees established by the Board and the composition, duties and responsibilities of each of the Board Committees.</p> <p>The Board Committees and their respective members are posted on the San Miguel Global Power website. The respective membership of the directors in the Board Committees is likewise shown in Page 4 of the 2024 GIS.</p>	
Recommendation 3.2				
1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	<p>Section 2.2.2.b. (i) of the Manual, Section 2.6(a) of the Board Charter, and Section 4 of the Audit and Risk Oversight Committee Charter set out the composition, duties and responsibilities of the Audit and Risk Oversight Committee. Said duties and responsibilities are likewise reflected in Pages 89 to 90, Note 29 of the Notes [<i>Financial Risk and Capital Management Objectives and Policies</i>] to the Consolidated Financial Statements of the Corporation as of the year 31 December 2024 which forms part of SEC Form 17-A.</p> <p>Pursuant to Section 2.2.2.b. (iii) (4) of the Manual and Section 4.d. of the Audit and Risk Oversight Committee Charter, the appointment, reappointment, and removal of the external auditor shall be recommended by the Committee and approved by the Board and ratified by the shareholders.</p>	
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	COMPLIANT	<p>Section 2.2.2.b (v) of the Manual, Section 2.6 (a) of the Board Charter, and Section 2.1 of the Audit and Risk Oversight Committee Charter provide that the Audit and Risk Oversight Committee may be composed of at least three (3) appropriately qualified non-executive directors, the majority of whom should be Independent Directors. The Chairperson shall be an independent Director and should not be the Chairman of the Board or of any other Committee.</p> <p>The respective qualifications of the members of the Audit and Risk Oversight Committee are set out in Section 2.1 and 2.2 of the Audit and Risk Oversight Committee Charter.</p>	

			<p>The Audit and Risk Oversight Committee is composed of the following: (i) Mr. Jack G. Arroyo, Jr. (as Chairperson), (ii) Justice Consuelo M. Ynares- Santiago, (iii) Justice Josefina Guevara-Salonga, (iv) Mr. John Paul L. Ang, and (v) Ms. Aurora T. Calderon. Mr. Arroyo, Justice Santiago, and Justice Salonga are independent directors of the Corporation.</p> <p>The composition of the Audit and Risk Oversight Committee is posted on the San Miguel Global Power website of the Corporation, and is likewise disclosed in the 4 June 2024 SEC Form 17-C, and Page 4 of the 2024 GIS.</p>	
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	<p>Section 2.2.2.b (v) of the Manual, Section 2.6 (a) of the Board Charter, and Section 2.2 of the Audit and Risk Oversight Committee Charter require the members of the Committee to “have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance and at least one member of the Committee must have relevant thorough knowledge and experience on risk and risk management.”</p> <p>The composition of the Audit and Risk Oversight Committee, including the members’ position and type of directorship, is posted on the San Miguel Global Power website, and is likewise disclosed in the 4 June 2024 SEC Form 17-C and Page 4 of the 2024 GIS.</p> <p>The respective qualifications of the members of the Audit and Risk Oversight Committee are shown in Pages 77-78 of SEC Form 17-A.</p>	
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	COMPLIANT	<p>The Chairperson of the Audit and Risk Oversight Committee is Mr. Jack G. Arroyo, Jr., and does not sit as Chairperson of the Board nor of any other Committee, as disclosed in the 4 June 2024 SEC Form 17-C, Page 4 of the 2024 GIS, and Page 12 of the 2024 Definitive Information Statement, and Pages 77-78 of SEC Form 17-A.</p>	

Recommendation 3.3			
1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	<p>Section 2.2.2.a. of the Manual, Section 2.6 (c) of the Board Charter, and Section 4 of the Corporate Governance Committee Charter set out the composition, duties and responsibilities of the Corporate Governance Committee.</p> <p>Pursuant to Section 2.2.2.a. (ii) (7) of the Manual and Section 4(g) of the Corporate Governance Committee Charter, the Committee shall determine the nomination and election process for the Corporation’s Directors and define the general profile of Board members that the Corporation may need and ensure that appropriate knowledge, competencies and expertise complement the existing skills of the Board.</p>
2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	COMPLIANT	<p>The Corporate Governance Committee is composed of the following: (i) Justice Consuelo M. Ynares- Santiago (as Chairperson), (ii) Jack G. Arroyo, Jr., (iii) Justice Josefina Guevara-Salonga, (iv) Mr. John Paul L. Ang, and (v) Atty. Virgilio S. Jacinto. Justice Santiago, Mr. Arroyo, and Justice Salonga are independent directors of the Corporation.</p> <p>The composition of the Corporate Governance Committee, including the members’ positions and types of directorship, is posted on the San Miguel Global Power website, and is likewise disclosed in the 4 June 2024 SEC Form 17-C and Page 4 of the 2024 GIS.</p> <p>The respective qualifications of the members of the Corporate Governance Committee are shown in Pages 77-78 of SEC Form 17-A.</p>
Recommendation 3.4			
1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company’s Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	<p>Section 2.2.2.b. (i) of the Manual, Section 2.6(a) of the Board Charter, and Section 4 of the Audit and Risk Oversight Committee Charter set out the composition, and the duties and responsibilities of the Audit and Risk Oversight Committee.</p>

2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	COMPLIANT	<p>The Audit and Risk Oversight Committee is composed of the following: (i) Mr. Jack G. Arroyo, Jr. (as Chairperson), (ii) Justice Consuelo M. Ynares- Santiago, (iii) Justice Josefina Guevara-Salonga, (iv) Mr. John Paul L. Ang, and (v) Ms. Aurora T. Calderon. Mr. Arroyo, Justice Santiago, and Justice Salonga are independent directors of the Corporation.</p> <p>The composition of the Audit and Risk Oversight Committee, including the members’ positions and types of directorship, is posted on the San Miguel Global Power website, and is likewise reflected in the 4 June 2024 SEC Form 17-C and Page 4 of the 2024 GIS.</p> <p>The respective qualifications of the members of the Audit and Risk Oversight Committee are shown in Pages 77-78 of SEC Form 17-A.</p>	
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	<p>Section 2.2.2.b (v) of the Manual, Section 2.6 (a) of the Board Charter, and Section 2.2 of the Audit and Risk Oversight Committee Charter require “[t]he members of the Committee shall have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance and at least one member of the Committee must have relevant thorough knowledge and experience on risk and risk management.”</p> <p>The respective qualifications of the members of the Audit and Risk Oversight Committee are shown in Pages 77-78 of SEC Form 17-A.</p>	
Recommendation 3.5				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	<p>Each of the Board Committees have their respective Charters, namely: the Corporate Governance Committee Charter, the Audit and Risk Oversight Committee Charter, the RPT Committee Charter, and the Sustainability Committee Charter (collectively, the “Committee Charters”).</p> <p>Each of the Committee Charters set forth in Section 6 [<i>Performance Evaluation</i>] thereof the standards for the performance evaluation of the Committees and their respective members.</p>	
2	The Committee Charters provide standards for evaluating the	COMPLIANT		

performance of a committee and its members.			
---	--	--	--

Principle 4. FOSTERING COMMITMENT

To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation’s business.

Recommendation 4.1

1	<p>The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	COMPLIANT	<p>Section 2.2.1 (g) [<i>Board Meetings and Quorum Requirements</i>] of the Manual and Section 4.2 (a) [<i>Attendance and Participation in Meetings</i>] of the Board Charter provide that “Directors should attend and actively participate in all meetings of the Board, Committees, and shareholders in person or through tele-/video-conferencing conducted in accordance with the rules and regulations of the SEC, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent them from doing so.”</p> <p>The manner of conduct of the Board meetings and stockholders’ meetings are set out in Section 7, Article III and Section 6, Article II of the Amended By-laws.</p> <p>The conduct of the meetings of the Board Committees are set out in Section 3 of the Audit and Risk Oversight Committee Charter, the Corporate Governance Committee Charter, the RPT Committee Charter, and the Sustainability Committee Charter.</p> <p>The summary of the attendance of the directors in the meetings of the Board Committees, the Board of Directors, and stockholders in 2024, is disclosed in Annex “F” of SEC Form 17-A and Annex “C” of the 2024 Definitive Information Statement and 2025 Definitive Information Statement.</p> <p>The Corporate Secretary hereby attests that the directors attend and actively participate in all meetings of the Board, the Board Committees, and shareholders.</p>	
---	---	-----------	--	--

2	The Directors review meeting materials for all Board and Committee meetings.	COMPLIANT	The Corporate Secretary certifies that the materials for the Board and Committee meetings are promptly prepared and provided to the directors to give them ample time and opportunity to review the same.	
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>Section 2.2.1. (g) [<i>Board Meetings and Quorum Requirements</i>] of the Manual and Section 4.2 (a) [<i>Attendance and Participation in Meetings</i>] of the Board Charter provide that in Board and Committee meetings, the director should review meeting materials, and if called for, ask the necessary questions or seek clarifications and explanations.</p> <p>The Corporate Secretary hereby attests that the directors of the Corporation asked questions and sought clarifications and explanations during the discussions in the Board and Committee meetings held in 2024.</p>	
Recommendation 4.2				
1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	COMPLIANT	<p>Section 2.2.1. (i) [<i>Policy on Multiple Board Seats</i>] of the Manual and Section 4.3 of the Board Charter provide that the non-executive directors of the Board should not concurrently serve as directors in more than ten (10) public companies and/or registered issuers, so as to ensure that they have sufficient time to fully prepare for the meetings of the Corporation's Board, challenge Management's proposals and views, and oversee the long-term strategy of the Corporation. If any director also serves as such in at least three (3) publicly listed companies, however, then the maximum concurrent directorships shall be five (5) public companies and/or registered issuers for such director.</p> <p>The respective profiles of the directors in Pages 11-13 of the 2024 Definitive Information Statement and Pages 76-78 of SEC Form 17-A provide information on the other directorships currently held by said directors.</p> <p>None of the non-executive directors of the Corporation concurrently serve in more than ten (10) public companies and/or registered issuers.</p>	

Recommendation 4.3			
1	The Directors notify the company's board before accepting a directorship in another company.	COMPLIANT	<p>Under Section 2.2.1. (i) [<i>Policy on Multiple Board Seats</i>] of the Manual and Section 4.3 [<i>Policy on Multiple Board Seats</i>] of the Board Charter, a director of the Corporation should notify the Board where he is an incumbent director before accepting a directorship in another company.</p> <p>The Corporate Secretary hereby attests that the directors have, where applicable, notified the Board before accepting a directorship in another company.</p>
Principle 5. REINFORCING BOARD INDEPENDENCE			
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.			
Recommendation 5.1			
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	COMPLIANT	<p>Section 2.2.1 [<i>Board of Directors</i>] of the Manual and Section 3.1 [<i>Composition</i>] of the Board Charter provides that the Board shall be composed of a majority of non-executive directors who possess the necessary qualifications to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances.</p> <p>Out of the seven (7) directors, only two (2) directors are holding executive position in the Corporation, namely: Mr. Ramon S. Ang (being the Chairman & CEO and President & COO) and Atty. Virgilio S. Jacinto (being the Corporate Secretary and Compliance Officer), as reflected in the 4 June 2024 SEC Form 17-C and Page 4 of the 2024 GIS. The qualifications of the non-executive directors of the Board are shown in Pages 11-13 of the 2024 Definitive Information Statement and Pages 77-78 of SEC Form 17-A.</p>
Recommendation 5.2			
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	COMPLIANT	The Sixth Article of the Amended Articles of Incorporation states that the number of directors of the corporation shall be seven (7) while Section 2, Article III of the Amended By-laws further provides that at least three (3) of whom or such number as to constitute at least one-

			<p>third of the members of the Board of Directors, whichever is higher, shall be independent directors.</p> <p>Three (3) out of the seven (7) directors of the Corporation are independent directors, namely: Mr. Jack G. Arroyo, Jr., Justice Consuelo M. Ynares-Santiago, and Justice Josefina Guevara-Salonga, as disclosed in Page 4 of the 2024 GIS, Pages 9, and 12-13 of the 2024 Definitive Information Statement, the 4 June 2024 SEC Form 17-C, and Pages 75 and 77-78 of SEC Form 17-A.</p>	
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	COMPLIANT	<p>The qualifications of an independent director are set out in Section 2, Article III of the Corporation's Amended By-laws, and Section 2.2.1.f. [<i>Independent Directors</i>] of the Manual and Section 3.3. (c) [<i>Qualifications of Independent Directors</i>] of the Board Charter.</p> <p>The qualifications and professional experience of the independent directors of the Corporation are set out in Pages 12-13 of the 2024 Definitive Information Statement, and Pages 77-78 of SEC Form 17-A.</p> <p>The independent directors of the Corporation have certified that they possess all the qualifications and none of the disqualifications provided for in the Securities and Regulation Code. Certifications to the said effect were submitted by the independent directors in accordance with SEC Memorandum Circular No. 5, Series of 2017, are attached as Annexes "A-1", "A-2" and "A-3" to the 2024 Definitive Information Statement.</p>	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	NON-COMPLIANT	<p>The Independent Directors of the Corporation, Mr. Jack G. Arroyo, Jr. and Justice Consuelo M. Ynares-Santiago, have both served in these capacities in the Board of Directors of the Corporation for more than nine (9) years, but have been exempted from this requirement.</p> <p>Section 2.2.1.f. (ii) of the Manual and Section 3.3 (e) of the Board Charter provide that upon reaching the 9-year limit, an Independent</p>	Mr. Jack G. Arroyo, Jr. and Justice Consuelo M. Ynares-Santiago have both provided invaluable service as independent directors of the Corporation. Their services have been exemplary, and have not cost the Corporation their independence nor

			<p>Director should be perpetually barred from re-election as such in the Corporation. However, should the Corporation determine the need to retain an Independent Director who has reached the maximum limit of tenure, the Board shall provide meritorious justifications for their exception and seek the shareholders' approval during the annual shareholders' meeting.</p>	<p>ability to properly enforce corporate governance policies.</p>
2	<p>In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.</p>	COMPLIANT	<p>In Pages 16-17 of the 2024 Definitive Information Statement, it was disclosed that each of Mr. Jack G. Arroyo, Jr. and Justice Consuelo M. Ynares-Santiago has served as an independent director of the Corporation for more than nine (9) years, and both sought re-election as such independent directors of the Corporation in the 2024 Annual Stockholders' Meeting.</p> <p>The Corporation's Corporate Governance Committee evaluated their independence and determined that they possessed all the qualifications and none of the disqualifications to continue acting as independent directors of the Corporation, in accordance with the Manual.</p> <p>On 13 May 2024, upon favorable endorsement by the Corporation's Corporate Governance Committee, the Board found meritorious reasons for their re-election (as set out in Pages 16-17 of the 2024 Definitive Information Statement), citing specifically the high standards of corporate governance set and invaluable insights contributed by these independent directors. Further, it was determined that their long years of service to the Corporation have not diminished nor impaired their independence. Accordingly, the Board endorsed for the vote of the stockholders of the Corporation the re-election of Mr. Jack G. Arroyo, Jr. and Justice Consuelo M. Ynares-Santiago in the 2024 Annual Stockholders' Meeting.</p> <p>The stockholders, taking into consideration the meritorious justifications presented by the Board for their retention as independent directors, approved the exceptions sought and unanimously re-elected Mr. Jack G. Arroyo, Jr. and Justice Consuelo M. Ynares-Santiago as</p>	

independent directors, as set out in Pages 3-4 of the [Minutes of the 2024 Annual Stockholders' Meeting](#).

Recommendation 5.5

1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	NON-COMPLIANT	As disclosed in Page 4 of the 2024 GIS , Mr. Ramon S. Ang is the Chairman & Chief Executive Officer and President & Chief Operating Officer of the Corporation.	<p>Sections 2 and 4, Article IV of the Corporation's Amended By-laws provide for the positions of Chairman and the Chief Executive Officer, and President and Chief Operating Officer, respectively.</p> <p>Section 2 of Article IV of the Corporation's Amended By-laws provides that the Chairman shall be the Chief Executive Officer, while Section 4 thereof provides that the President shall be the Chief Operating Officer.</p> <p>The functions and responsibilities of the Chairman and Chief Executive Officer <i>vis-à-vis</i> the President and Chief Operating Officer are separate and distinct from each other, and clearly defined and set out in the Corporation's Amended By-laws, Section 2.2.3 of the Manual and Section 2.8(a) [<i>The Chairman of the Board &, Chief Executive Officer, the President & Chief Operating Officer, and the Lead Independent Director</i>] of the Board Charter.</p> <p>While the roles of Chairman of the Board and the Chief Executive Officer are unified in the case of the</p>
---	---	---------------	---	---

				Corporation, proper checks and balances are in place to ensure that the Board of Directors obtains the benefit of independent views and perspectives.
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	COMPLIANT	Section 2.2.3 (b) of the Manual and Section 2.8 (a) (ii) and (iii) of the Board Charter enumerate the responsibilities of the Chairman, while Section 2.2.3(c) of the Manual and Section 2.8 (a)(iv) of the Board Charter provide for the responsibilities of the Chief Executive provide for the responsibilities of the Chief Executive Officer.	
Recommendation 5.6				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	COMPLIANT	The Board elected Justice Consuelo M. Ynares-Santiago as its lead independent director during its 4 June 2024 Organizational Meeting, as disclosed in the 4 June 2024 SEC Form 17-C and in Page 4 of the 2024 GIS (19 June 2024) . The Chairman of the Corporation, Mr. Ramon S. Ang, is not an independent director. Section 2.2.3 (e) [<i>The Chairman of the Board, the Chief Executive Officer and the Lead Independent Director</i>] of the Manual and Section 2.8 (c) [<i>The Lead Independent Director</i>] of the Board Charter enumerate the powers and duties of the Lead Independent Director.	
Recommendation 5.7				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	COMPLIANT	There have been no transactions of the Corporation whereby any of its directors had a material interest therein. Should there be any in the future, the Corporate Secretary shall ensure that directors with a material interest in transactions affecting the Corporation will abstain from taking part in the deliberations for the same during the Board meetings.	

Recommendation 5.8				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	NON-COMPLIANT		The Corporate Secretary hereby attests that the non-executive directors, being members of the Audit and Risk Oversight Committee, held meetings chaired by its Chairperson as part of his functions with the external auditor and head of the internal audit, compliance and risk functions, with the presence, however, of Atty. Jacinto S. Virgilio, an executive director, the latter being the Corporate Secretary of the Corporation who is tasked to record the minutes of the proceedings.
2	The meetings are chaired by the lead independent director, if applicable.	NON-COMPLIANT		The presence of the aforesaid executive director did not undermine nor affect the independence of the non-executive directors in performing their functions.

Principle 6. ASSESSING BOARD PERFORMANCE

The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1				
1	The Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	In compliance with the provisions of the Manual , the Corporate Secretary certifies that each of the Board Committees, the Board of Directors, the Chairman & CEO, and the Management assesses their performance through self-rating forms done on an annual basis. For 2024, the Self-Rating Forms were approved by the Board of Directors in its 6 March 2025 meeting. The 2024 Performance Assessment Results , as posted in the Corporation's website, were then validated by the Compliance Officer and Corporate Governance Committee Members, and then reported to the Board of Directors on 13 May 2025, as disclosed in 13 May 2025 SEC Form 17-C and in Page 84 of SEC Form	
2	The Chairperson conducts an annual self-assessment of his performance.	COMPLIANT		
3	The individual members conduct a self-assessment of their performance.	COMPLIANT		

4	Each committee conducts a self-assessment of its performance.	COMPLIANT	17-A , and Pages 11-18 and 26-27 and Annex “I” of the 2025 Definitive Information Statement .	
Recommendation 6.2				
1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	COMPLIANT	As stated in Pages 17-18 and 26-27 of the 2025 Definitive Information Statement , the Board of Directors approved on 6 March 2025 the 2024 Self-Rating Forms to assess the performance of the Board Committees, the Board, and management for 2024. Shareholders may send their feedback to the Corporation via its Investment Relations Contact at rdeguzman@sanmiguel.com.ph or thru the Corporation’s Contact Us page in the San Miguel Global Power website .	
2	The system allows for a feedback mechanism from the shareholders/members.	COMPLIANT		
Principle 7. STRENGTHENING BOARD ETHICS				
The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
Recommendation 7.1				
1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	COMPLIANT	The Corporation has its Code of Conduct and Ethics (adopted by the Board on 30 October 2020) and its SMGP Code of Conduct and Ethical Business Policy (adopted by the Board on 13 November 2023).	
2	The Code is properly disseminated to the members of Board.	COMPLIANT	In compliance with Section 2.2.1.b (x) [<i>Specific Duties and Functions</i>] of the Manual , copies of the Code of Conduct and Ethics and SMGP Code of Conduct and Ethical Business Policy were furnished to the members of the Corporation’s Board and its senior management during the 30 October 2020 and 13 November 2023 Board Meetings, respectively, when the same were approved and adopted by the Board. Copies of these Codes were likewise furnished to the Corporation’s officers and employees.	

3	The Code is disclosed and made available to the public through the company website.	COMPLIANT	The Code of Conduct and Ethics and SMGP Code of Conduct and Ethical Business Policy are available at the San Miguel Global Power website .	
Recommendation 7.2				
1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Under Section 2.2.1.b (xi) [<i>Specific Duties and Functions</i>] of the Manual , the Board shall ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. All of the Corporation's directors, officers and employees are required to comply with the Code of Conduct and Ethics and SMGP Code of Conduct and Ethical Business Policy . To date, the directors of the Board, officers and employees of the Corporation remain compliant with the Code of Conduct and Ethics and SMGP Code of Conduct and Ethical Business Policy .	
DISCLOSURE AND TRANSPARENCY				
Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES				
The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
Recommendation 8.1				
1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	Section 4 of the Manual provides for the <i>Disclosure and Transparency of the Corporation's Corporate Governance Policies</i> . All reports and material information disclosures of the Corporation made to the regulators and the public are available on the PDex website and on the San Miguel Global Power website .	
Recommendation 8.2				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the	COMPLIANT	Section 4.4 of the Manual and Section 2.4 (d) of the Board Charter provide that all directors and officers shall disclose to the Corporation any dealings in the Corporation's shares within five (5) business days.	

	company's shares within five (5) business days.		None of the directors had any dealings involving the Corporation's shares in 2024.	
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	COMPLIANT		
Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Manual contains the corporate governance policies, programs and procedures of the Corporation. It was filed with the SEC on 30 June 2020, and is posted in the San Miguel Global Power website .	
2	The company's MCG is submitted to the SEC.	COMPLIANT		
3	The company's MCG is posted on the company website.	COMPLIANT		
Recommendation 8.4				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	COMPLIANT	In compliance with SEC Memorandum Circular No. 13, the Corporation's corporate governance policies and practices and all relevant information for the fiscal year 2023 are disclosed in its 2023 ACGR . The same was electronically filed with the SEC on 30 June 2024, and posted on the San Miguel Global Power website . This 2024 ACGR will be duly filed with the SEC and posted in the San Miguel Global Power website , on or before the 30 June 2025 deadline, in compliance with the relevant SEC rules.	
2	The company's ACGR is submitted to the SEC.	COMPLIANT		
3	The company's ACGR is posted on the company website.	COMPLIANT		

Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY

The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	COMPLIANT	<p>Section 2.2.2 (b) (iii) (4) of the Manual and Section 4 (d) of the Audit and Risk Oversight Committee Charter requires the Audit Committee to “have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the External Auditor duly accredited by the SEC, who undertakes an independent audit of the Corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.”</p> <p>The Audit and Risk Oversight Committee, during its 13 May 2024 meeting, approved its resolution recommending the approval and formal endorsement to the stockholders the appointment of R.G. Manabat & Co. as external auditors of the Corporation for fiscal year 2024, after the Audit and Risk Oversight Committee’s careful evaluation thereof in accordance with the criteria set under the Manual and its Audit and Risk Oversight Committee Charter. Such endorsement was likewise set out in the Minutes of the 2024 Annual Stockholders’ Meeting.</p>	
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	COMPLIANT	<p>Section 2.2.2 (b) (iii) (4) of the Manual and Section 4 (d) of the Audit and Risk Oversight Committee Charter provides that “[t]he appointment, reappointment, and removal of the External Auditor shall be recommended by the Committee and approved by Board and ratified by the shareholders.”</p> <p>The Audit and Audit Related Fees of the Corporation’s external auditor for 2024, 2023, and 2022, as well as the extent of the services rendered, were disclosed on Page 74 of SEC Form 17-A and Pages 19 and 23 of the 2025 Definitive Information Statement.</p>	

			<p>Upon the endorsement of the Audit and Risk Oversight Committee, the Board approved and favorably endorsed to the stockholders on 13 May 2024 the appointment of R.G. Manabat & Co. as external auditor of the Corporation for fiscal year 2024.</p> <p>As reflected in the Minutes of the 2024 Annual Stockholders' Meeting held on 4 June 2024, 100% of the shareholders approved the reappointment of R.G. Manabat & Co. as the external auditor of the Corporation for the fiscal year 2024.</p>	
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	COMPLIANT	No such removal occurred in 2024. The firm of R.G. Manabat & Co. has served as the Corporation's external auditor for the last sixteen (16) fiscal years.	
Recommendation 9.2				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	COMPLIANT	Pursuant to Section 4 (e) the Audit and Risk Oversight Committee Charter , the Committee is responsible for assessing the integrity and independence of the External Auditor, and exercising effective oversight to review and monitor its independence, objectivity and the effectiveness of the audit process—taking into consideration relevant Philippine professional and regulatory requirements; as well as responsibility for reviewing and monitoring the External Auditor's suitability and effectiveness on an annual basis.	

2	The Audit Committee Charter contains the Committee’s responsibility on reviewing and monitoring the external auditor’s suitability and effectiveness on an annual basis.	COMPLIANT		
Recommendation 9.3				
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	COMPLIANT	<p>Page 74 of SEC Form 17-A contains the disclosures on information on the Corporation’s External Auditor, R.G. Manabat & Co.</p> <p>For 2024, except for audit services, tax advisory, and other related services such as review and other agreed-upon procedures, there were no fees paid to the External Auditor for accounting, compliance, and planning services.</p> <p>The performance of non-audit services expressly prohibited by the SEC Regulations to be conducted by external auditors, or non-audit work that conflicts with the duties of the External Auditor or otherwise poses a threat to its independence, is explicitly proscribed in section 4(g) of the Audit and Risk Oversight Committee Charter.</p>	
2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor’s objectivity.	COMPLIANT	<p>Section 2.2.2. (b)(iii)(7) of the Manual and Section 4 (g) of the Audit and Risk Oversight Committee Charter provide that the Audit and Risk Oversight Committee shall evaluate and determine any non-audit work performed by the External Auditor, and periodically review the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Corporation’s overall consultancy expenses.</p> <p>The Audit and Risk Oversight Committee disallows any non-audit work that will conflict with the duties of the External Auditor or may pose a threat to its independence. Exceptionally, when so allowed, the non-audit work shall be disclosed in the Corporation’s Annual Report and Annual Corporate Governance Report. The Audit and Risk Oversight Committee remains vigilant of any potential conflict of interest situations, in view of the guidelines or policies on non-audit services,</p>	

			which could be viewed as impairing the External Auditor’s objectivity and independence.	
Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING				
The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.				
Recommendation 10.1				
1	The Board has a clear and focused strategy on the disclosure of non-financial information.	COMPLIANT	<p>Section 4.10 of the Manual provides the policy that the Corporation “should ensure that the material and reportable non-financial and sustainability issues are disclosed. The Board should have a clear and focused strategy on the disclosure of non-financial information. It should disclose to all shareholders and other stakeholders the Corporation’s strategic (long-term goals) and operational objectives (short-term goals) as well as impacts of a wide range of sustainability issues with emphasis on the management of economic, environmental, social and governance issues of its business, which underpin sustainability.”</p> <p>Non-financial information relating to the Corporation are adequately disclosed under its 2024 Definitive Information Statement and SEC Form 17-A.</p>	
2	The company discloses to all shareholders/members and other stakeholders the company’s strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	COMPLIANT	<p>The Corporation’s Vision Mission and Core Values outline our commitment to building a portfolio of sustainable investments. Guided by clear goals, we strive to enhance shareholder value while being mindful of our social, economic and environmental responsibilities. We are dedicated to upholding the highest standards of integrity, honesty and fairness in all our interactions with our stakeholders, both internal and external.</p> <p>At the heart of our operations is our Core Value of social responsibility. We are committed to improving the quality of life in the communities where our facilities, stations, and projects are present. Our focus is on environmental stewardship and activities that benefit society at large, even as we maintain the enhancement of the well-being of our own employees.</p>	

The Corporation recognizes its responsibility not just to our employees but also to the communities where we operate. As a conscientious corporate citizen, we believe it is essential to foster opportunities for personal growth and empowerment within the families of our employees, and among the surrounding communities, promoting sustainable development and self-sufficiency.

[SMCGP Philippines Power Foundation, Inc.](#), the corporate social responsibility arm of the Corporation and its subsidiaries, leads numerous initiatives aimed at creating a lasting positive impact. These corporate social responsibility efforts are detailed in the [San Miguel Global Power website](#).

The Corporation is unwavering in its commitment to advancing [sustainable practices](#), as reflected in our [2023 Sustainability Scorecard](#) and the [2021-2022 Integrated Sustainability Report](#). Moreover, the Board, through the Sustainability Committee, is committed to driving a greener and more inclusive, people-centered future, as elucidated in the [Sustainability Committee Charter](#). The charter serves to aid the Committee in assessing and managing the Corporation's performance across Environment, Social, and Governance aspects, in order to monitor our contributions towards achieving the sustainability targets set out in the United Nations Sustainable Development Goals.

The Corporation's compliance with environmental laws, and conformity with international standards in the operation of power projects are disclosed in Pages 22- 43 of [SEC Form 17-A](#).

To further promote the welfare of our workforce, the Corporation has adopted the following policies: a) [Policy on Health, Safety and Welfare, and Training of Employees](#), b) [Policy on Anti-Sexual Harassment](#), c) [Policy on Diversity](#), d) [Policy on Child and Forced Labor](#), e) [Policy on Anti-Corruption and Sanctions Compliance](#), and (f) [Amended Whistleblowing Policy](#).

			<p>The Corporation also adopted a Sustainability Committee Charter last 12 August 2024 to help achieve the Corporation’s overarching sustainability targets, which shall be the basis for the Sustainability Committee’s oversight responsibilities, are as follows:</p> <ul style="list-style-type: none"> (1) establish a circular economy approach by 2040; (2) net zero by 2050; (3) at least 15 million people uplifted by 2030; and (4) a fully sustainable and ethical supply chain by 2040. <p>As disclosed in the 4 June 2024 SEC Form 17-C, a Sustainability Committee was also created by the Board and appointed the following members:</p> <p><i>Chairperson:</i> Justice Josefina Guevara-Salonga (Independent Director)</p> <p><i>Members:</i> Justice Consuelo M. Ynares-Santiago (Independent Director) Mr. Jack G. Arroyo, Jr. (Independent Director) Mr. John Paul L. Ang Ms. Aurora T. Calderon</p>	
--	--	--	---	--

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	COMPLIANT	The Corporation has its own San Miguel Global Power website to ensure comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	
---	---	-----------	---	--

INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS

Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.

Recommendation 12.1

1	The company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<p>The Internal Audit Department of the Corporation conducts the internal audit of Corporation and its subsidiaries. Pursuant to Section 2.2.2 (b) (i) of the Manual, the Board of Directors of the Corporation constituted the Audit and Risk Oversight Committee to enhance the Board’s oversight capability over the Corporation’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. Section 2.2.1.c (i) of the Manual, provides for the Board’s oversight responsibilities for ensuring the presence of appropriate, adequate, strong and effective internal control mechanisms.</p> <p>During its meeting held on 6 March 2025, the Board of Directors confirmed and certified that a sound internal control and compliance system was in place and had worked effectively for 2024, as reported in Page 27 of the 2025 Definitive Information Statement and Page 84 of the SEC Form 17-A.</p>	
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	NON-COMPLIANT	The Major Business Risks for the Corporation have been identified in Pages 43-62 of SEC Form 17-A , along with the risk management strategies adopted by the Management to address them.	Pursuant to Section 2.2.2 (b) (i) of the Manual , the Audit and Risk Oversight Committee shall enhance the Board’s oversight capability over the Corporation’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations, as well as oversight over the Corporation’s enterprise risk management (“ERM”) system to ensure its functionality and effectiveness.

				<p>Its duties and responsibilities include, among others:</p> <ul style="list-style-type: none">▪ Develop a formal ERM plan which contains the following elements: (a) common language or register of risks, (b) well-defined risk management goals, objectives and oversight, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures; and▪ Oversee the implementation of the ERM plan through the Management Risk Oversight Committee, conduct regular discussions on the Corporation's prioritized and residual risk exposures based on regular risk management reports, and assess how the concerned units or offices are addressing and managing these risks. <p>In view of the requirement for the establishment of the ERM framework, the Board endeavors to develop such an ERM framework as achieves the purpose for which it was established.</p>
--	--	--	--	---

Recommendation 12.2			
1	The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.		<p>Section 2.2.7. [<i>Internal Audit Group</i>] of the Manual provides that the Corporation shall have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the Corporation's operations. This shall be performed by an Internal Audit Group, headed by a qualified Internal Audit Group Head, appointed by the Board. The Internal Audit Group shall provide the Board, Management and shareholders with reasonable assurance that the Corporation's key organizational and procedural controls are effective, appropriate, and complied with.</p> <p>The Internal Audit Department is responsible for all the internal audit matters in the Corporation. Mr. Reynaldo S. Matillano is the Internal Audit Manager (in-house) of the Corporation, as reported in Page 4(a) of the 2024 GIS, Pages 10 and 14 of the 2024 Definitive Information Statement, and Pages 76 and 79 of SEC Form 17-A.</p>
CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS			
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS			
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Section 5.1 [<i>Investors' Rights and Protection</i>] of the Manual sets forth the investor's/shareholders' rights.
Recommendation 13.2			
1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	COMPLIANT	For the Annual Stockholders Meeting held on 4 June 2024, the Corporation issued and first sent to the stockholders of record the Notice of Annual Stockholders' Meeting , including its agenda and the relevant applicable procedures, on 14 May 2024, twenty-one (21) days before the meeting. The Corporation posted the 2024 Definitive Information Statement on the San Miguel Global Power website on the same date as the notice for the meeting was issued and first sent to the stockholders.

			Likewise, for the Special Meeting of the Stockholders of the Corporation held on 14 April 2025, the Corporation sent the Notice of Special Stockholders' Meeting on 17 March 2025; and on even date, disseminated the Definitive Information Statement for Special SH Meeting (17 March 2025) setting out the rationale and agenda for the special meeting, with the relevant procedures and information sufficient for the stockholders' participation.	
Recommendation 13.3				
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	COMPLIANT	<p>As set out in the Minutes of the 2024 Annual Stockholders' Meeting, after the presentation of the 2024 Audited Financial Statements, the Chairman proceeded with the open forum; and after giving sufficient time and opportunity for the stockholders to ask questions, none of the stockholders posed any questions.</p> <p>The Corporation complied with this SEC requirement by posting the draft Minutes of the 2024 Annual Stockholders' Meeting and draft Minutes of the 2025 Special Stockholders' Meeting (both of which includes the results of the respective votes taken therein) on 5 June 2024 and 15 April 2025, respectively, in the San Miguel Global Power website which are the working days following the date of the 2024 Annual Stockholders' Meeting and the 2025 Special Stockholders' Meeting.</p> <p>The Voting Results of each agenda item of the 2024 Annual Stockholders' Meeting, and that of the 2025 Special Stockholders' Meeting are provided in, respectively, Annex "A" of the Minutes of the 2024 Annual Stockholders' Meeting (page 9) and as item VII in Page 6 of the Minutes of the 2025 Special Stockholders' Meeting.</p>	
2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	COMPLIANT	The Corporation posted the draft Minutes of the 2024 Annual Stockholders' Meeting on 5 June 2024 in the San Miguel Global Power website , which is the working day immediately following the date of the 2024 Annual Stockholders' Meeting.	

			<p>The Corporation also posted the draft Minutes of the 2025 Special Stockholders' Meeting in the San Miguel Global Power website on 15 April 2025, which is the working day immediately following the date of the meeting.</p> <p>Both the draft minutes were posted within 5 business days from the relevant date of the meeting. The stockholders were given adequate opportunity to ask questions and have them answered, as mentioned above.</p>	
Recommendation 13.4				
1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Under Section 5.1.8 of the Manual , the Office of the Corporate Secretary addresses the concerns of stockholders and potential disputes between the Corporation and stockholders.	
Recommendation 13.5				
1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent, to ensure constant engagement with its shareholders and members.	COMPLIANT	<p>The investment relations matters of the Corporation are handled by Reyna-Beth D. De Guzman as the Investor Relations Contact, which is set out in the San Miguel Global Power website. Her contact details are as follows:</p> <p style="padding-left: 40px;">Tel: (+632) 8702-4500 / (+632) 8632-3000</p> <p style="padding-left: 40px;">Email: rdeguzman@sanmiguel.com.ph</p>	
2	The IRO or CRO or its equivalent is present at all shareholders' or members' meeting.	COMPLIANT	Jose Mari R. Valte is the officer responsible for handling the relationship of the Corporation with its shareholders, and was present during the 4 June 2024 Annual Stockholders Meeting of the Corporation (as reflected in the Minutes of the 2024 Annual Stockholders' Meeting) and the 14 April 2025 Special Stockholders' Meeting (as reflected in the Minutes of the 2025 Special Stockholders' Meeting).	

DUTIES TO STAKEHOLDERS

Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS

The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1	<p>The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	COMPLIANT	<p>Section 5.2 of the Manual defines the Corporation's duties to its stakeholders, which is denominated as including (without limiting to) customers, employees, suppliers, shareholders, investors, creditors, the community the Corporation operates in, society, the government, regulators, competitors, and external auditors, among others.</p> <p>The Corporation ensures compliance with its commitment to identifying and promoting cooperation between its various stakeholders, as outlined in the Corporate Governance Manual. The Board actively recognizes the rights of stakeholders by respecting their established legal and contractual rights, and fostering mutual cooperation to create value and growth and promote sustainability. To ensure this, the Board has established clear policies and programs for collaboration. This allows the Corporation to engage stakeholders effectively, ensuring that their interests are represented, and that they have access to effective redress when necessary.</p> <p>The Corporation emphasizes the fair treatment of stakeholders, ensuring that their rights are protected through a well-defined mechanism. Open communication channels have been established through multiple touchpoints, such as the Investor Relations Office (IRO), Corporate Secretary's Office, customer care, and the Corporate Communications Group. These guarantee that stakeholders can easily voice concerns and provide feedback, fostering an environment of transparency and trust.</p> <p>Moreover, the Corporation values its employees and encourages them to actively participate in corporate governance processes. This collaborative approach creates a symbiotic relationship that supports the realization of the Corporation's objectives. To empower employees, the Corporation provides policies covering health, safety,</p>
---	---	-----------	---

welfare, training, development ([Policy on Health, Safety and Welfare, and Training of Employees](#)), protects their data and information (via the [Personal Data Privacy Policy](#)), and encourages professional advancement with performance-based rewards (such as the Amended Multi-Employer Retirement Plan Rules and Regulations). These initiatives are designed to motivate employees to contribute more effectively to the organization's success.

Ethical business convention is upheld by the Corporation with a zero-tolerance policy toward corrupt practices (see the [Policy on Anti-Corruption and Sanctions Compliance](#)), and further reinforced through continuous ethics training and the [Code of Conduct and Ethical Business](#). A comprehensive whistleblowing mechanism ([Whistleblowing Policy](#)) also allows employees to report unethical practices safely and anonymously, ensuring accountability within the organization.

In its commitment to social responsibility, the Corporation ensures that its operations are aligned with the well-being of the communities it serves. The Corporation strives for a mutually beneficial relationship with society, creating a positive impact on both its business and the diverse social environments in which it operates.

By adhering to these principles, the Corporation demonstrates its dedication to promoting cooperation and sustainable growth, benefiting all stakeholders while contributing to the broader societal development.

Company policies of the Corporation:

- [Code of Conduct and Ethics](#)
- [SMGP Code of Conduct and Ethical Business Policy](#)
- [Policy on Conflict of Interest](#)
- [Amended Whistleblowing Policy](#)
- [Policy on Health, Safety and Welfare, and Training of Employees](#)
- [Policy on Related Party Transactions](#)
- [Material RPT Policy](#)

			<p>Corporation's supply chain by maintaining fairness and ethical business practices in transactions with suppliers.</p> <p>To ensure the rights of employees, the Board has implemented a range of measures to secure their fair treatment. These include the Policy on Health, Safety and Welfare, and Training of Employees and the Personal Data Privacy Policy, which foster a safe working environment for continuous personal and professional growth. Additionally, the Policy on Diversity, Policy on Anti-Sexual Harassment, Policy on Child and Forced Labor and Amended Whistleblowing Policy further reinforce the Corporation's fair treatment and protection of all its stakeholders, while promoting inclusivity, integrity, and a safe environment for all.</p>	
--	--	--	--	--

Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.

Recommendation 15.1

1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	The Corporation has existing policies and programs for employees covering, among others, the following: (a) health, safety and welfare; (b) training and development; and (c) reward/compensation for employees, to encourage employees to perform better and motivate them to take a more dynamic role in the Corporation, as reflected in the 2021-2022 Integrated Sustainability Report .	
---	---	-----------	--	--

Recommendation 15.2

1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	COMPLIANT	<p>The Corporation adopted a Policy on Anti-Corruption and Sanctions Compliance which sets forth its policy of zero-tolerance for bribery, corruption, money-laundering, and violations of all applicable related laws. The Policy on Anti-Corruption and Sanctions Compliance applies to all employees, officers, and directors of the Corporation, as well as to its subsidiaries and affiliates.</p> <p>Further, the Corporation's Code of Conduct and Ethics and SMGP Code of Conduct and Ethical Business Policy establishes the fundamental</p>	
---	---	-----------	---	--

			<p>values essential to a standard of conduct that is fully consistent with good governance and ethical business practices.</p> <p>The Corporation believes that the objective of achieving superior business results is consistent with the commitment to conduct business in a lawful and responsible manner. All employees are expected and directed to comply with all laws and applicable regulations, and to conduct business in accordance with the highest standards of ethics. This includes compliance with applicable laws, rules and regulations on bribery and corruption. Every employee is charged with the responsibility of knowing and understanding the legal and policy requirements as they apply to their relevant tasks. They are required (and empowered) to notify management when they believe a violation of law or of corporate policy has been committed.</p>	
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	The undersigned Compliance Officer hereby attests that the Code of Conduct and Ethics was properly disseminated to all the directors, senior management and employees. All employees of the Corporation are provided a copy of the Code of Conduct and Ethics and are required to acknowledge receipt of the same.	
Recommendation 15.3				
1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	COMPLIANT	<p>The Corporation has its Amended Whistleblowing Policy, which aims to protect the whistle-blower from retribution or retaliation.</p> <p>All concerns relating to accounting, internal accounting controls or auditing matters may be communicated and addressed to:</p> <p style="text-align: center;">The Compliance Officer San Miguel Global Power Holdings Corp. 40 San Miguel Avenue, Wack-Wack Greenhills Mandaluyong City, Second District, National Capital Region (NCR), 1550</p>	
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board, or a unit created to handle whistleblowing concerns.	COMPLIANT		

			Concerns relating to accounting, internal accounting or auditing matters, or involving the Compliance Officer, may be communicated and addressed to: The President 40 San Miguel Avenue, Wack-Wack Greenhills Mandaluyong City, Second District, National Capital Region (NCR), 1550	
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Under Section 5.2.7 of the Manual and in Section 2.4 (i) [<i>Whistleblowing Policy</i>] of the Board Charter , the Corporation shall establish and maintain a whistleblowing policy that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation. They have direct access to a unit tasked to handle whistleblowing concerns, via the Whistleblower Relations Officer. The Board supervises and ensures the enforcement of the foregoing whistleblowing policies.	

Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

1	The company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its business while contributing to the advancement of the society where it operates.	COMPLIANT	The Corporation acknowledges the strong connection between its business success and the welfare of society. It strives to create a balanced relationship where both the business and the communities it serves can flourish together, just as decreed in Section 5.2.9 of the Manual . The Corporation recognizes its duty not only to its employees but also to the communities where its businesses operate. As a socially responsible corporate citizen, the Corporation believes it is essential to offer both the employees' families and local communities opportunities for growth in order to foster long-term resilience through independence and self-reliance.	
---	---	-----------	--	--

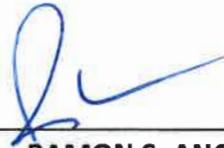
		<p>Through the SMCGP Philippines Power Foundation, Inc., the Corporation and its subsidiaries undertake a variety of programs and initiatives for the benefit of the stakeholders of the Corporation. These efforts, along with the Corporation's broader corporate social responsibility agenda, are detailed in the San Miguel Global Power website.</p> <p>The Corporation also adopted a Sustainability Committee Charter last 12 August 2024 to help achieve the Corporation's overarching sustainability targets, which shall be the basis for the Sustainability Committee's oversight responsibilities, and are as follows:</p> <ol style="list-style-type: none"> (1) establish a circular economy approach by 2040; (2) net zero by 2050; (3) at least 15 million people uplifted by 2030; and (4) a fully sustainable and ethical supply chain by 2040. 	
--	--	--	--

[signature page follows]

SIGNATURES

The undersigned certify that the responses and explanations set forth in the above Annual Corporate Governance Report are true, complete and correct of our personal knowledge and/or based on authentic records available as of the date hereof.

Signed in the City of Mandaluyong on June ^{JUN 26 2025}, 2025.



RAMON S. ANG

Chairman of the Board and Chief Executive Officer and
President and Chief Operating Officer

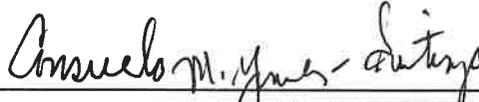


VIRGILIO S. JACINTO

Corporate Secretary and
Compliance Officer



JACK G. ARROYO, JR.
Independent Director



CONSUELO M. YNARES-SANTIAGO
Independent Director



JOSEFINA GUEVARA-SALONGA
Independent Director

JUN 26 2025

SUBSCRIBED AND SWORN to before me this June , 2025 at Mandaluyong City, affiants exhibiting to me their respective competent evidence of identity as follows:

Name	Passport Number	Date of Issue	Place of Issue
Ramon S. Ang	P2247867B	May 22, 2019	DFA Manila
Virgilio S. Jacinto	P3157226B	September 12, 2019	DFA NCR-East
Jack G. Arroyo, Jr.	P7252861A	May 22, 2018	DFA Manila
Consuelo M. Ynares-Santiago	P9683307A	November 23, 2018	DFA Manila
Josefina Guevara-Salonga	P8640089A	September 6, 2018	DFA Manila

Doc No.: 156 ;
Page No.: 33 ;
Book No.: 1 ;
Series of 2025.



MA. KRISTINA S. ZAMORA
Commission No. 0513-25
Notary Public for Mandaluyong City
Until December 31, 2026
SMC, 40 San Miguel Ave., Mandaluyong City
Roll of Attorneys No. 61379
PTR No. 3274416; 01/06/25; Mandaluyong City
IBP Lifetime Member No. 018307; 12/14/17; RSM
MCLE Compliance No. VII-0023074; 07/07/22; Pasig City