

aboitiz
Equity Ventures

SEC FORM 20-IS
(INFORMATION STATEMENT)

ANNUAL REPORT 2024

19 March 2025

via electronic mail

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Bel-Air, Makati City

ATTENTION : **DIR. OLIVER O. LEONARDO**
Markets and Securities Regulation Department

via PSE EDGE

PHILIPPINE STOCK EXCHANGE, INC.

PSE Tower, 28th Street, cor. 5th Avenue,
Bonifacio Global City, Taguig City

ATTENTION : **ATTY. JOHANNE DANIEL M. NEGRE**
Officer-in-Charge, Disclosure Department

via electronic mail

PHILIPPINE DEALING & EXCHANGE CORP.

Market Regulatory Services Group
29th Floor BDO Equitable Tower
8751 Paseo de Roxas, Makati City

ATTENTION : **ATTY. SUZY CLAIRE R. SELLEZA**
Head, Issuer Compliance and Disclosures Department

Gentlemen:

Attached is the SEC Form 20-IS (Preliminary Information Statement) of Aboitiz Equity Ventures Inc. in preparation for its 2025 Annual Stockholders' Meeting for your files.

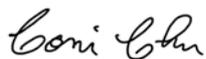
Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ EQUITY VENTURES INC.

By:



CONNIE G. CHU
Corporate Secretary

COVER SHEET

C E O 2 5 3 6

S.E.C. Registration Number

A B O I T I Z E Q U I T Y V E N T U R E S I N C .

(Company's Full Name)

3 2 N D S T R E E T , B O N I F A C I O G L O B A L

C I T Y , T A G U I G C I T Y , M E T R O M A N I L A

P H I L I P P I N E S

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

CONNIE G. CHU

Contact Person

02-8 886-2800

Company Telephone Number

1 2 3 1

Month Day

Fiscal Year

2 0 - I S

FORM TYPE

4th Monday of April

0 4 2 8

Month Day

Annual Meeting

N/A

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc

N/A

Amended Articles Number/Section

Total No. of Stockholders

x

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

TABLE OF CONTENTS

INFORMATION REQUIRED IN INFORMATION STATEMENT	7
A. GENERAL INFORMATION	7
Item 1. Date, time, and place of the 2025 Annual Stockholders’ Meeting	7
Item 2. Dissenter’s Right of Appraisal	7
Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon	8
B. CONTROL AND COMPENSATION INFORMATION	8
Item 4. Voting Securities and Principal Holders Thereof	8
(a) Class of Voting Shares as of 31 January 2025:	8
(b) Record Date	8
(c) Election of Directors and Cumulative Voting Rights	8
(d) Security Ownership of Certain Record and Beneficial Ownership and Management	9
(1) Security Ownership of Certain Record and Beneficial Owners (more than 5% of the voting shares) as of 31 January 2025:	9
(2) Security Ownership of Management as of 31 January 2025 (Record and Beneficial) ..	9
(3) Voting Trust Holders of Five Per Centum (5%) or More of Common Equity	11
(4) Changes in Control	11
Item 5. Directors and Executive Officers	11
(1) Directors for 2024-2025	11
(2) Significant Employees	27
(3) Family Relationships	27
(4) Involvement in Certain Legal Proceedings as of 31 January 2025	28
(5) Certain Relationships and Related Transactions	28
(6) Parent Company	29
Item 6. Compensation of Directors and Executive Officers	29
(1) Standard Arrangements	30
(2) Other Arrangements	31
Item 7. Independent Public Accountant	31
Item 8. Compensation Plans	32
C. ISSUANCE	32
Item 9. Authorization or Issuance of Securities Other Than for Exchange	32
Item 10. Modification or Exchange of Securities	36
Item 11. Financial and Other Information	36
Item 12. Mergers, Consolidations, Acquisitions and Similar Matters	36
Item 13. Acquisition or Disposition of Property	36
Item 14. Restatement of Accounts	36
D. OTHER MATTERS	36
Item 15. Action with Respect to Reports	36
Item 16. Matters Not Required to be Submitted	37
Item 17. Amendment of Charter, By-Laws or Other Documents	39
Item 18. Other Proposed Actions	41
Item 19. Voting Procedures	42
(a) Votes Required for Matters Submitted to Stockholders for Approval and Election of Directors ..	42
(b) The Method by which Votes will be Counted	42
PART I – BUSINESS AND GENERAL INFORMATION	45
A. Item 1. Business of the Registrant	45
Overview of Business of the Registrant	45
B. ABOITIZ EQUITY VENTURES INC.	47
(a) DESCRIPTION OF REGISTRANT	48
(i) Principal Products or Services	48
(ii) Sales	49
(iii) Distribution Methods of the Products or Services	50
(iv) New Products/Services	50
(v) Competition	50
(vi) Sources of Raw Materials and Supplies	51
(vii) Major Customers	51
(viii) Transactions with and/or Dependence on Related Parties	51

(ix)	Patents, Copyrights and Franchises	52
(x)	Government Approvals	52
(xi)	Effect of Existing or Probable Government Regulations	52
(xii)	Amount Spent on Research and Development	59
(xiii)	Cost and Effects of Compliance with Environmental Laws	59
(xiv)	Employees	59
(xv)	Major Risk/s Involved in Business of AEV and its Subsidiaries	61
STRATEGIC BUSINESS UNITS.....		65
I. POWER		65
Overview of the Business		65
(i) Principal Products and Services		66
(ii) Sales		71
(iii) Distribution Methods of the Product or Services		72
(iv) New Products/Services		73
(v) Competition		73
(vi) Sources of Raw Materials and Supplies		74
(vii) Major Customers		76
(viii) Transactions with and/or Dependence on Related Parties		76
(ix) Patents, Copyrights and Franchises		77
(x) Government Approval		78
(xi) Effect of Existing or Probable Governmental Regulations		78
(xii) Amount Spent on Research and Development Activities		79
(xiii) Costs and Effects of Compliance with Environmental Laws		79
(xiv) Employees		80
(xv) Major Risk/s Involved in the Business		81
II. FINANCIAL SERVICES		81
Overview of the Business		81
(i) Products and Services		84
(ii) Distribution Methods		85
(iii) Competition		87
(iv) Major Customers		87
(v) Patents, Copyrights, and Franchises		88
(vi) Government Approvals		88
(vii) Effect of Existing or Probable Governmental Regulations		88
(viii) Costs and Effects of Compliance with Environmental Laws		89
(ix) Major Risk/s Involved in the Business		90
III. FOOD AND BEVERAGE.....		93
Overview of the Business		93
(i) Principal Products and Services		94
(ii) Distribution Methods		96
(iii) New Products		97
(iv) Competition		97
(v) Sources of Raw Materials		98
(vi) Major Customers		98
(vii) Transactions with and/or Dependence of Related Parties		99
(viii) Government Approvals		99
(ix) Effect of Existing or Probable Governmental Regulations		99
(x) Amount Spent on Research and Development		99
(xi) Costs and Effects of Compliance with Environmental Laws		99
(xii) Major Risk/s Involved in the Business		100
IV. REAL ESTATE		102
Overview of the Business		102
(i) Products and Services		103
(ii) Distribution Methods		104
(iii) New Products and Services		104
(iv) Competition		104
(v) Sources of Raw Materials		105
(vi) Major Customers		105
(vii) Government Approvals		105

(viii) Effect of Existing or Probable Governmental Regulations	105
(ix) Major Risk/s Involved in the Business.....	106
V. INFRASTRUCTURE	107
Overview of the Business	107
(i) Products and Services	108
(ii) Distribution Methods.....	114
(iii) New Products and Services.....	114
(iv) Competition	114
(v) Sources of Raw Materials.....	115
(vi) Major Customers	116
(vii) Government Approval	116
(viii) Costs and Effects of Compliance with Environmental Laws	116
(ix) Effect of Existing and Probable Governmental Regulations on the Business	118
(x) Major Risk/s Involved in the Business.....	118
Item 2. Properties	119
Item 3. Legal Proceedings	120
Item 4. Submission of Matters to a Vote of Security Holders.....	120
PART II – OPERATIONAL AND FINANCIAL INFORMATION	121
Item 5. Market for Issuer’s Common Equity and Related Stockholder Matters	121
(1) Market Information	121
(2) Holders	121
(3) Dividends.....	122
(4) Recent Sales of Unregistered or Exempt Securities including Recent Issuances of Securities Constituting an Exempt Transaction.....	122
Item 6. Management’s Discussion and Analysis or Plan of Action.....	122
Item 7. Financial Statements.....	141
Item 8. Information on Independent Accountant and Other Related Matters	141
PART III – CORPORATE GOVERNANCE	142
ANNEX “A” EXPLANATION OF AGENDA ITEMS	150
ANNEX “B-1” Certification of Independent Directors – Cesar G. Romero	156
ANNEX “B-2” Certification of Independent Directors – Joanne G. De Asis.....	158
ANNEX “B-3” Certification of Independent Directors – Peter D. Maquera	160
ANNEX “C” SUMMARY OF THE MINUTES OF THE 2024 ANNUAL STOCKHOLDERS’ MEETING (2024 ASM).....	162
ANNEX “C-1” DRAFT MINUTES OF THE 2025 ASM	163
ANNEX “D” CONGLOMERATE MAP (AS OF DECEMBER 31, 2024)	177
ANNEX “E” BOARD AUDIT COMMITTEE REPORT	182
ANNEX “F” INTERNAL CONTROL AND COMPLIANCE ATTESTATION.....	188
ANNEX “G” REQUIREMENTS AND PROCEDURES FOR VOTING AND PARTICIPATION AT THE 2025 ASM.....	189
ANNEX “H” DEFINITION OF TERMS.....	192
ANNEX “I” AEV PATENTS, COPYRIGHTS AND FRANCHISES	199

NOTICE AND AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS

ABOITIZ EQUITY VENTURES INC.

32nd Street, Bonifacio Global City
Taguig City, Metro Manila 1634, Philippines

NOTICE is hereby given that the Annual Meeting of the Stockholders of **ABOITIZ EQUITY VENTURES INC.** (the "Company") will be held on **28 April 2025**, Monday at **11:00 a.m.** (the "2025 ASM"). The meeting will be conducted virtually and will be streamed live from NAC Tower, 32nd Street, Bonifacio Global City, Taguig City. The 2025 ASM will be accessible through the link available in the Company's website at <https://abotiz.com/2025asm> (the "ASM Portal") beginning on 28 March 2025.

The Agenda* of the meeting is as follows:

1. Call to Order
2. Proof of Notice of Meeting and Determination of Quorum
3. Reading and Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 22 April 2024
4. Presentation of the President's Report
5. Approval of the 2024 Annual Report and Financial Statements
6. Appointment of the Company's External Auditor for 2025
7. Election of the Members of the Board of Directors
8. Approval of the Amendment of Articles of Incorporation to Change the Company's Principal Place of Business
9. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 22 April 2024 up to 27 April 2025
 - 9.1 Ratification of the authority to amend the By-Laws to Change the Company's Principal Place of Business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations
10. Other Business
11. Adjournment

Only stockholders of record at the close of business on 24 March 2025 are entitled to notice of, to participate in, and to vote at this meeting by registering at the ASM Portal beginning on 28 March 2025, until 08:00 a.m. on 28 April 2025. Once registered, stockholders may send in questions or remarks through the ASM Portal. Stockholders may vote through proxy, remotely, or *in absentia*.

Registered stockholders may cast their votes by remote communication or *in absentia* using the online voting platform available at the ASM Portal beginning 28 March 2025. Votes cast by registered stockholders until 08:00 a.m. of 28 April 2025, will be tabulated and presented during the 2025 ASM. Stockholders may still vote after the cut-off time, and the final votes received through proxy and through the ASM Portal will be included in the minutes of the 2025 ASM and posted in the Company's website.

The procedures for attendance and voting during the 2025 ASM are included in the Information Statement and will be distributed to the stockholders and published in the Company's website at www.abotiz.com and in the PSE EDGE portal at edge.pse.com.ph.

Stockholders may send their duly accomplished proxies on or before the close of business hours on 21 April 2025 to the Corporate Secretary either through email at AEV_BoardSecretariat@abotiz.com or hard copies delivered prior to the cut-off date at NAC Tower, 32nd Street, Bonifacio Global City, Taguig City. Validation of proxies will be on 24 April 2025 virtually from the Office of the Corporate Secretary. **WE ARE NOT SOLICITING PROXIES.**

For the Board of Directors:

(SGD)
CONNIE G. CHU
Corporate Secretary

*The rationale for each Agenda Item is explained in the attached Annex "A" and may also be viewed at AEV's website at <http://www.abotiz.com/2025asm> under Annual Stockholders' Meeting in the Investor Relations Page.

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **ABOITIZ EQUITY VENTURES INC.**
3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
4. SEC Identification Number: **CEO2536**
5. BIR Tax Identification Code: **003-828-269-000-V**
6. Address of principal office: **32ND STREET, BONIFACIO GLOBAL CITY
TAGUIG CITY, METRO MANILA
1634 PHILIPPINES**
7. Registrant's telephone number, including area code: **(02) 8 886-2800**
8. Date, time and place of the meeting of security holders:

Date	: 28 APRIL 2025
Time	: 11:00 A.M.
Place	: Streamed live from NAC Tower, 32 nd Street, Bonifacio Global City, Taguig City and accessible through the link available at the Company's website at https://aboitiz.com/2025asm
9. Approximate date on which the Information Statement will be first to be sent or delivered to security holders: **2 APRIL 2025**
10. In case of Proxy Solicitations: **No proxy solicitation is being made.**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the Revised Securities Act (Information on number of shares and amount of debt is applicable only to corporate registrants):

Authorized Capital Stock: ₱10,000,000,000

Title of Each Class	Par Value	No. of Shares	Authorized Capital Stock
Common	₱1.00	9,600,000,000	₱9,600,000,000
Preferred	₱1.00	400,000,000	₱400,000,000
Total		10,000,000,000	₱10,000,000,000

No. of Common Shares Outstanding as of 31 December 2024 **5,553,805,057**
 Amount of Debt Outstanding as of 30 September 2024 **₱ 374,567,248,000.00**

Outstanding Fixed-Rate Peso Retail Bonds Issued by the Company:

Issue Date	Series	Amount of Issuance	Maturity Date	Tenor
August 2015	Series C	₱5 billion	August 2027	12 years
June 2019	Series B	₱1.7 billion	June 2029	10 years
November 2020	Series D	₱0.7 billion	November 2025	5 years
August 2021	Series E	₱5 billion	August 2025	4 years
August 2021	Series F	₱5 billion	August 2028	7 years
December 2022	Series A	₱9.1 billion	June 2026	3.5 years
December 2022	Series B	₱10.9 billion	November 2029	7 years
September 2023	Series C	₱5.8 billion	September 2025	2 years
September 2023	Series D	₱5.8 billion	September 2028	5 years
September 2023	Series E	₱5.8 billion	September 2033	10 years

For a discussion on the Company's bond issuances, please refer to Section C Item 9.

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes X No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

The common stock of the Company is listed at the Philippine Stock Exchange, Inc. (PSE).

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time, and place of the 2025 Annual Stockholders' Meeting

Date of meeting : **28 April 2025**
Time of meeting : **11:00 a.m.**
Place of meeting : Streamed live from NAC Tower, 32nd Street, Bonifacio Global City, Taguig City and accessible through the hyperlink provided in the Company's website at <https://aboitiz.com/2025asm>

Approximate mailing date of this statement : **2 April 2025**

Complete mailing address of the principal office of the Registrant : **NAC Tower,
32nd Street, Bonifacio Global City,
Taguig City, Metro Manila
1634 Philippines**

Item 2. Dissenter's Right of Appraisal

There are no matters or proposed actions included in the Agenda of the 2025 Annual Stockholders' Meeting ("2025 ASM") that may give rise to a possible exercise by the stockholders of their appraisal rights.

Generally, however, the stockholders of Aboitiz Equity Ventures Inc. (hereinafter referred to as AEV or the "Company", or the "Registrant"), in accordance with Section 80 of the Republic Act (RA) No. 11232 or the Revised Corporation Code of the Philippines ("Revised Corporation Code"), have the right of appraisal in the following instances: (a) in case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code; (c) in case of merger or consolidation; and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

In accordance with Section 81 of the Revised Corporation Code, any stockholder who wishes to exercise his appraisal right must have voted against the proposed corporate action. The dissenting stockholder must make a written demand to AEV, within 30 days after the date on which the vote was taken, for payment of the fair value of his shares. Failure to make the demand within such period shall be deemed a waiver of such appraisal right. If the proposed corporate action is implemented or effected, AEV shall pay to such stockholder, upon surrender of the original certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within a period of 60 days from the date the corporate action was approved by the stockholders, the dissenting stockholder and AEV cannot agree on the fair value of the shares, it shall be determined and appraised by three disinterested persons, one of whom shall be named by the stockholder, another by AEV, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by AEV within 30 days after such award is made. No payment shall be made to any dissenting stockholder unless AEV has unrestricted retained earnings in its books to cover such payment. Upon payment by AEV of the agreed or awarded price, the stockholder shall forthwith transfer his shares to AEV.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- (a) Other than the election to AEV’s Board of Directors, no current director or officer of AEV, or any associate of any of the foregoing persons, has substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the stockholders’ meeting.
- (b) No director has informed AEV in writing that he intends to oppose any action to be taken by AEV at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Class of Voting Shares as of 31 January 2025:

Nationality	Class of Voting Shares	Number of Shares	Percentage
Filipino	Common	5,401,641,920	97.28%
Non-Filipino		151,163,137	2.72%
Total No. of Shares Entitled to Vote		5,552,805,057	100%

Every stockholder shall be entitled to one vote for each share of stock held, as of the established record date.

(b) Record Date

All stockholders of record as of 24 March 2025 are entitled to notice of and to vote at AEV’s 2025 ASM.

(c) Election of Directors and Cumulative Voting Rights

With respect to the election of directors, stockholders may vote in person, by proxy, or through remote communication, or *in absentia*, the number of shares of stock standing in their own name in the stock and transfer book of the Company. Stockholders may vote such a number of shares for as many persons as there are directors to be elected. Stockholders may also cumulate said shares and give one candidate as many votes as the number of directors to be elected, or distribute the shares on the same principle among as many candidates as they shall see fit, provided that the total number of votes cast by the stockholder shall not exceed the total number of shares owned by each stockholder as shown in the books of AEV as of the record date, multiplied by the number of directors to be elected, and provided further, that no delinquent stock shall be voted.

Article 6 of the Company’s Amended Articles of Incorporation provides that the number of directors of AEV shall be nine who are to serve until their successors are elected and qualified as provided in the Company’s By-Laws.

Section 5, Article I of the Amended By-Laws of AEV provides that voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita. Moreover, Section 6 of the same Article states that stockholders may vote at all meetings either in person, or by proxy duly given in writing and presented to the Corporate Secretary for inspection, validation and recording, at least seven days prior to the said meeting. In addition, the Revised Corporation Code now allows stockholders of public companies (such as AEV) to cast their votes through remote communication or *in absentia*.

Nominations for independent directors are accepted starting January 1 of the year in which the nominee director is to serve. The table for nominations closes by February 15 of the year, unless the Board Sustainability, Governance, and Related Party Transactions (SGRPT) Committee, acting as the Nomination and Compensation Committee, unanimously agrees to extend the deadline for meritorious reasons. Section 7, Article I of the Amended By-Laws of AEV provides that nominations for the election of directors, other than independent directors, for the ensuing year must be received by the Corporate Secretary no less than 15 working days prior to the Annual Meeting of Stockholders, except as may be provided by the Board in appropriate guidelines that it may promulgate from time to time in compliance with law.

No discretionary authority to cumulate votes is solicited.

Pursuant to Sections 4, 5, and 6 of Article I of the Amended By-Laws of AEV and Sections 23 and 57 of the Revised Corporation Code, which allow for voting through remote communication or *in absentia*, stockholders may access AEV’s online web address at <https://aboitiz.com/2025asm> beginning on 28 March 2025, in order to register and vote on the matters at the 2025 ASM. Stockholders may cast his/her votes online until 08:00 a.m. on 28 April 2025. A stockholder voting remotely or *in absentia* shall be deemed present for purposes of quorum.

Please refer to **Annex “G”** on the Requirements and Procedure for the Voting and Participation in the 2025 ASM for the detailed and complete information on voting via remote communication or *in absentia*, as well as on how to join the livestream for the 2025 ASM.

(d) Security Ownership of Certain Record and Beneficial Ownership and Management

(1) Security Ownership of Certain Record and Beneficial Owners (more than 5% of the voting shares) as of 31 January 2025:

Title of Class of Shares	Name, Address of Record Owner, and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held and Nature of Ownership (Record and/or Beneficial)	Percentage of Ownership
Common	1. Aboitiz & Company, Inc. (“ACO”) ¹ Aboitiz Corporate Center, Gov. Manuel A. Cuenco Avenue, Kasambagan, Cebu City (Stockholder)	ACO	Filipino	2,735,600,915 (Record and Beneficial)	49.27%
Common	2. PCD Nominee Corporation (Filipino) ² 37 th Floor, Tower 1, The Enterprise Center, 6766 Ayala Avenue cor. Paseo de Roxas, Makati City, 1226 Metro Manila (Stockholder)	PCD participants acting for themselves or for their customers. ³	Filipino	1,070,687,539 (Record)	18.15%
Common	3. Ramon Aboitiz Foundation, Inc. (“RAFI”) 35 Lopez Jaena St., Cebu City (Stockholder)	RAFI	Filipino	426,804,093 (Record and Beneficial)	7.69%

(2) Security Ownership of Management as of 31 January 2025 (Record and Beneficial)

Name of Owners and Position	Title of Class of Shares	No. of Shares and Nature of Ownership (Direct and/or Indirect)		Citizenship	Percentage of Ownership
Enrique M. Aboitiz Chairman of the Board	Common	6,000	Direct	Filipino	0.00%
		921,610	Indirect		0.02%

¹ ACO, the major shareholder of Aboitiz Equity Ventures Inc., is a corporation wholly-owned by the Aboitiz family. No single stockholder, natural or juridical, owns 5% or more of the shareholdings of ACO.

² PCD Nominee Corporation (Filipino and Foreign) is not related to AEV. The beneficial owners of the shares held through a PCD participant are the beneficial owners thereof to the extent of the number of shares registered under the respective accounts with the PCD participant.

³ Each beneficial owner of shares through a PCD participant is the beneficial owner of such a number of shares he owns in his account with the PCD participant. AEV has no record relating to the power to decide how the shares held by PCD Nominee Corporation (Foreign and Filipino) are to be voted. Of the 1,146,806,737 shares held by PCD Nominee Corporation (Filipino and Foreign), at least 334,276,914 shares or 6.02% of the voting stock of AEV are for the account of Papa Securities Corporation (PapaSec). AEV is not related to PapaSec.

Mikel A. Aboitiz Vice Chairman of the Board	Common	10	Direct	Filipino	0.00%
		126,524,836	Indirect		2.25%
Erramon I. Aboitiz Director	Common	1,001,000	Direct	Filipino	0.02%
		77,074,387	Indirect		1.39%
Sabin M. Aboitiz Director/President and Chief Executive Officer	Common	14,415,651	Direct	Filipino	0.26%
		22,590,061	Indirect		0.41%
Ana Maria A. Delgado Director	Common	500	Direct	Filipino	0.00%
		32,023,888	Indirect		0.58%
Justo A. Ortiz Director	Common	1	Direct	Filipino	0.00%
		0	Indirect		0.00%
Cesar G. Romero Lead Independent Director	Common	50	Direct	Filipino	0.00%
		0	Indirect		0.00%
Joanne G. De Asis Independent Director	Common	100	Direct	Filipino	0.00%
		0	Indirect		0.00%
Peter D. Maquera Independent Director	Common	0	Direct	Filipino	0.00%
		20,100	Indirect		0.00%
Jose Emmanuel U. Hilado Senior Vice President/Chief Financial Officer/Corporate Information Officer	Common	0	Direct	Filipino	0.00%
		307,000	Indirect		0.00%
Connie G. Chu Senior Vice President – Chief Legal and Compliance Officer / Corporate Secretary	Common	0	Direct	Filipino	0.00%
		70,600	Indirect		0.00%
Maria Veronica C. So Senior Vice President – Group Treasurer	Common	0	Direct	Filipino	0.00%
		9,617	Indirect		0.00%
Christine C. Kempeneers⁴ Assistant Vice President – Head of Risk Management / Data Protection Officer	Common	0	Direct	Filipino	0.00%
		800	Indirect		0.00%
Charmaine R.A. Valmonte⁵ First Vice President - Chief Information and Security Officer / Data Protection Officer	Common	0	Direct	Filipino	0.00%
		20,000	Indirect		0.00%
Maria Lourdes Y. Tanate Vice President – Group Internal Audit Head	Common	0	Direct	Filipino	0.00%
		74,386	Indirect		0.00%
Mailene M. de la Torre Vice President – Governance and Compliance / Assistant Corporate Secretary	Common	0	Direct	Filipino	0.00%
		0	Indirect		0.00%

⁴ Ms. Kempeneers replaced Ms. Santanina Apolinaria B. Castro as the Head of Risk Management effective 7 July 2023

⁵ Effective December 31, 2024, Ms. Valmonte assumed an expanded role as the Company's Data Protection Officer in addition to her existing appointment as the Company's Chief Information Security Officer.

Sammy Dave A. Santos Assistant Corporate Secretary	Common	0	Direct	Filipino	0.00%
		0	Indirect		0.00%
TOTAL		270,402,060			4.81%

(3) Voting Trust Holders of Five Per Centum (5%) or More of Common Equity

No person holds, under a voting trust or similar agreement, more than five percent (5%) of AEV's common equity.

(4) Changes in Control

There are no arrangements that may result in a change in control of AEV during the period covered by this report.

Item 5. Directors and Executive Officers

(a) Directors and Officers for 2024-2025

The overall management and supervision of the Company is undertaken by its board of directors (the "Board"). The Company's executive officers and management team cooperate with the Board by preparing appropriate information and documents concerning the Company's business operations, financial condition and results of operations for its review.

(1) Directors for 2024-2025

The Company's Board is composed of nine directors, three of whom are Independent Directors, five are Non-Executive Directors, and one is an Executive Director. Below is the profile of each director for 2024-2025 with their corresponding positions, offices, and business experience held for the past five years. Unless otherwise indicated, the directors were elected during AEV's 2024 ASM to serve for a term of one year.

ENRIQUE M. ABOITIZ (Chairman of the Board, Non-Executive Director)	
Age: 71	
Citizenship: Filipino	
Date of First Appointment: 10 May 1999	
Tenure: 25 years	
<u>Committee Memberships:</u>	
Member	- Board Sustainability, Governance, and Related Party Transactions Committee - Board Executive Committee - Board Cyber and Information Security Committee (until 17 December 2024)
<u>Present Positions:</u>	
Chairman of the Board of Directors	- Aboitiz Equity Ventures Inc.*
Vice Chairman of the Board of Directors	- Aboitiz & Company, Inc.
<u>Previous Positions:</u>	
Chairman of the Board of Directors	- Aboitiz Power Corporation*
Chairman of the Board of Directors	- Jepsen Maritime, Inc.

President and Chief Executive Officer	- Aboitiz Transport System Corp (now 2GO Group, Inc. *)
---------------------------------------	---

**Publicly Listed Company*

Educational and Professional Background:

- Bachelor of Science in Business Administration, Major in Economics, from Gonzaga University, Spokane, Washington, U.S.A.

Mr. Aboitiz is not connected with any government agency or instrumentality.

MIKEL A. ABOITIZ (Vice-Chairman, Non-Executive Director)

Age: 70

Citizenship: Filipino

Date of First Appointment: 15 May 2017

Tenure: 7 years

Committee Memberships:

Member	- Board Executive Committee
--------	-----------------------------

Present Positions:

Vice Chairman of the Board	- Aboitiz Equity Ventures Inc. *
Chairman of the Board of Directors	- Aboitiz & Company, Inc.
Trustee and Chairman	- Ramon Aboitiz Foundation, Inc.

Previous Positions:

Vice Chairman of the Board	- Aboitiz Power Corporation* (1998 to 2019)
Vice Chairman of the Board	- City Savings Bank, Inc. (2015 to 2016)
President and Chief Executive Officer	- City Savings Bank, Inc. (2001 to 2014)
Senior Vice President	- Aboitiz Equity Ventures Inc.* (2004 to 2015)

**Publicly Listed Company*

Educational and Professional Background:

- Bachelor of Science in Business Administration from Gonzaga University, Spokane, Washington, U.S.A.

Mr. Aboitiz is not connected with any government agency or instrumentality.

ERRAMON I. ABOITIZ (Non-Executive Director)

Age: 68

Citizenship: Filipino

Date of First Appointment: 9 May 1994

Tenure: 30 years

Committee Memberships:

Chairman	- Board Risk and Reputation Management Committee
Member	- Board Audit Committee - Board Cyber and Information Security Committee - Board Executive Committee

<u>Present Positions:</u>	
Director	- Aboitiz Equity Ventures Inc.* - Aboitiz Power Corporation*
Chairman of the Board of Directors	- Union Bank of the Philippines* - Endeavor Philippines
Chairman of the Board of Trustees	- Asian Institute of Management
Board Observer	- Aboitiz & Company, Inc.
<u>Previous Positions:</u>	
President and Chief Executive Officer	- Aboitiz Equity Ventures Inc.* (2009 to 2019) - Aboitiz Power Corporation* (2018 to 2019) - Aboitiz & Company, Inc.
Director / Chairman of the Board	- Aboitiz Power Corporation* (2009 to 2019)
Executive Vice President and Chief Operating Officer	- Aboitiz Equity Ventures Inc.* (1994 to 2008)
Trustee	- Philippine Disaster Recovery Foundation
<i>*Publicly Listed Company</i>	
<u>Educational and Professional Background:</u>	
<ul style="list-style-type: none"> ● Bachelor of Science Degree in Business Administration, Major in Accounting and Finance, from Gonzaga University, Spokane, Washington, U.S.A. ● Honorary Doctorate Degree in Management from the Asian Institute of Management ● Awardee – Management Man of the Year by the Management Association of the Philippines (2011) ● Awardee – Entrepreneur of the Year by Ernst & Young (2011) 	
Mr. Aboitiz is not connected with any government agency or instrumentality.	
SABIN M. ABOITIZ (Executive Director)	
Age: 60	
Citizenship: Filipino	
Date of First Appointment: 21 May 2018	
Tenure: 6 years	
<u>Committee Memberships:</u>	
Chairman	- Board Executive Committee
Member	- Board Sustainability, Governance, and Related Party Transactions Committee - Board Risk and Reputation Management Committee
<u>Present Positions:</u>	
President and Chief Executive Officer	- Aboitiz Equity Ventures Inc.* - Aboitiz & Company, Inc.
Chairman of the Board	- Aboitiz Power Corporation* - Aboitiz Foundation, Inc. - Aboitiz Land, Inc. - CRH Aboitiz Holdings, Inc.
Director/President	- AEV CRH Holdings, Inc.
Director	- Aboitiz InfraCapital, Inc. - Aboitiz Construction International, Inc. - Aboitiz Construction, Inc. - AEV International Pte Ltd.

	<ul style="list-style-type: none"> - Lima Land, Inc. - Pilmico Animal Nutrition Corporation - Pilmico Foods Corporation - Republic Cement & Building Materials, Inc. - Republic Cement Services, Inc. - Unity Digital Infrastructure Inc. - Union Bank of the Philippines* - Aboitiz Foods Holdings, Inc. - Aboitiz Data Innovation Pte. Ltd. - CCEP Aboitiz Beverages Philippines Inc.
Head	- Private Sector Advisory Council
ASEAN Business Advisory Council (ABAC) PH Member	- Asia Pacific Economic Cooperation

Previous Positions:

Executive Vice President and Chief Operating Officer	- Aboitiz Equity Ventures Inc.* (2015 to 2019)
Senior Vice President	- Aboitiz Equity Ventures Inc.* (2015)
First Vice President	- Aboitiz Equity Ventures Inc.* (2014 to 2015)

**Publicly Listed Company*

Educational and Professional Background:

- Bachelor of Science Degree in Business Administration, Major in Finance from Gonzaga University, Spokane, U.S.A

Mr. Aboitiz is not connected with any government agency or instrumentality.

ANA MARIA A. DELGADO (Non-Executive Director)

Age: 44

Citizenship: Filipino

Date of First Appointment: Dec 11, 2018

Tenure: 6 years

Committee Memberships:

Member	- Board Audit Committee
--------	-------------------------

Present Positions:

Director	<ul style="list-style-type: none"> - Aboitiz Equity Ventures Inc.* - Union Bank of the Philippines*
Chairman	- City Savings Bank Inc.
President and Chief Executive Officer	- Union Bank of the Philippines*
Advisor	- Advanced Data Innovation, Inc.

**Publicly Listed Company*

Previous Positions:

Non-Executive Director	- Singlife Philippines Inc.
Director	<ul style="list-style-type: none"> - Aboitiz Land Inc. - Aboitiz InfraCapital, Inc. - Advanced Data Innovation, Inc. - AEV CRH Holdings, Inc., - CRH Aboitiz Holdings, Inc. - Republic Cement & Building Materials

	- Republic Cement Services, Inc. - Visayan Electric Company, Inc.
Assistant Vice President for Product Management	- Citibank, N.A. (2006 to 2008)
Educational and Professional Background:	
<ul style="list-style-type: none"> • Bachelor of Arts degree in Art History/Painting from Boston College • Master's Degree in Business Administration from New York University Stern School of Business 	
Ms. Delgado is not connected with any government agency or instrumentality.	
JUSTO A. ORTIZ (Non-Executive Director)	
Age: 67	
Citizenship: Filipino	
Date of First Appointment: 9 May 1994	
Tenure: 27 years (1994 -2017, 2021- present)	
Committee Memberships:	
Chairman	- Board Cyber and Information Security Committee
Member	- Board Executive Committee
Present Positions:	
Director	- Aboitiz Equity Ventures Inc.* - Advanced Data Innovation, Inc. - Aboitiz Foods Holdings, Inc. - Pilmico Foods Corporation - Pilmico Animal Nutrition Corporation - UBX Philippines Corporation - Concepcion Industrial Corporation* - Philippine Payments Management, Inc.
Vice Chairman of the Board	- Union Bank of the Philippines*
Chairman of the Board	- Fintech Philippines Association, Inc. - Distributed Ledger Technology Association of the Philippines, Inc. - Union Digital Bank, Inc.
Board of Trustees	- The Insular Life Assurance Co., Ltd. - Philippine Trade Foundation, Inc.
Member	- Management Association of the Philippines - Makati Business Club - World Presidents Organization
Previous Positions:	
Director	- Aboitiz Equity Ventures Inc.* (1994 to 2017)
Member of Board Audit Committee	- Aboitiz Equity Ventures Inc.* (2006 to 2017)
Member of Board Risk and Reputation Management Committee	- Aboitiz Equity Ventures Inc.* (2009 to 2017)
Chairman and Chief Executive Officer	- Union Bank of the Philippines* (1993 to 2017)
Managing Partner – Global Finance	- Citibank, N.A. (1990 to 1993)
Country Executive – Investment Banking	- Citibank, N.A. (1988 to 1990)
Treasury Marketing Unit Head	- Citibank, N.A. (1985 to 1988)

Relationship Manager for various local, corporate multinational, and public sectors customers	- Citibank, N.A. (1979 to 1985)
Executive Assistant to Asia Pacific Human Resource Executive	- Citibank, N.A. (1978 to 1979)
Management Trainee	- Citibank, N.A. (1977 to 1978)

*Publicly Listed Company

Educational and Professional Background:

- Member of the Claustro de Profesores and Doctor of Humanities Degree (Honoris Causa) from the University of Santo Tomas (UST)
- Honorary Fellow of Institute of Corporate Directors (ICD)
- Awardee- Asian Banker Lifetime Achievement Award & Philippine Blockchain Leader of the Year
- Economics Honors Program (Magna Cum Laude) from Ateneo de Manila University

Mr. Ortiz is not connected with any government agency or instrumentality.

CESAR G. ROMERO (Lead Independent Director)

Age: 59

Citizenship: Filipino

Date of First Appointment: 25 April 2022

Tenure: 2 years

Committee Memberships:

Chairman	- Board Audit Committee
Member	- Board Sustainability, Governance, and Related Party Transactions Committee - Board Risk and Reputation Management Committee

Present Positions:

Independent Director	- Aboitiz Equity Ventures Inc.* - Robinson Retail Holdings, Inc.* - Aboitiz Power Corporation*
----------------------	--

*Publicly Listed Company

Previous Positions:

President and Chief Executive Officer	- Pilipinas Shell Petroleum Corporation (2016 to 2021)
Vice President Global Retail Network	- Shell's Global Downstream Business (2013 to 2018)
Vice President of Retail Sales and Operations East	- Shell's Global Downstream Business (2009 to 2013)
Vice President of Supply East	- Shell's Global Downstream Business (2007 to 2009)
Vice President for Downstream Management Consultancy	- Shell's Global Downstream Business (2005 to 2007)
Business Assistant to the Executive Director	- Shell's Global Downstream Business (2005 to 2007)
Shell's Scenario Planning Team	- Shell International (1995)
Refinery Engineer	- Pilipinas Shell Petroleum Corporation (1987)

Educational and Professional Background:

- Bachelor of Science in Mechanical Engineering (Cum Laude) from the University of the Philippines
- Master's Degree in Business Administration (with High Distinction) from the University of Michigan
- Various management development courses at the London Business School and the Wharton Business School

Mr. Romero is not connected with any government agency or instrumentality.

JOANNE G. DE ASIS (Independent Director)

Age: 74

Citizenship: Filipino

Date of First Appointment: 26 April 2021

Tenure: 3 years

Committee Memberships:

Chairman	- Board Sustainability, Governance, and Related Party Transactions Committee
Member	- Board Audit Committee - Board Risk and Reputation Management Committee - Board Cyber and Information Security Committee

Present Positions:

Independent Director	- Aboitiz Equity Ventures Inc.*
Independent Director	- Del Monte Pacific Ltd.*
Senior Adviser	- Morgan Stanley & Co
Founder and Chairman	- Globe Capital Partners LLC, U.S.A.
Independent Director	- Easycall Communications Philippines, Inc.
Advisory Board Member	- Annenberg Foundation Trust at Sunnylands, U.S.A
Advisory Council Member	- The International Institute for Strategic Studies, London
Advisor	- APEC Business Advisory Council
Member	- Private Sector Advisory Council

*Publicly Listed Company

Previous Positions:

Managing Director	- Credit Suisse First Boston, New York City, U.S.A & London, U.K (1989 to 1998)
Director, International	- Dillon Read & Company, New York City, U.S.A (1986 to 1988)
Vice President	- Morgan Stanley International, London, U.K (1981 to 1986)
Associate	- Morgan Stanley & Co. New York City, U.S.A (1977 to 1981)
Advisory to the Treasury Department	- Bangko Sentral ng Pilipinas (1984 to 1985)
Professor	- Maryknoll College, Communication Arts (1972)

Educational and Professional Background:

- Bachelor of Arts, Major in Communication Arts, from Maryknoll College
- Master of Business Administration from the Columbia University in New York, U.S.A.
- Executive Management Program from Stanford University in Palo Alto California, U.S.A.

Ms. De Asis is not connected with any government agency or instrumentality.	
PETER D. MAQUERA (Independent Director)	
Age: 62 Citizenship: Filipino Date of First Appointment: 26 October 2023 Tenure: 1 year	
<u>Committee Memberships:</u>	
Member	- Board Sustainability, Governance, and Related Party Transactions Committee - Board Audit Committee - Board Risk and Reputation Management Committee - Board Cyber and Information Security Committee
<u>Present Positions:</u>	
Chief Executive Officer	- Microsoft Philippines
Trustee/Director	- Makati Business Club - American Chamber of Commerce - Advanced Nutritional Technologies, Ltd.
<u>Previous Positions:</u>	
Senior Vice President	- Globe Telecom, Inc.* (2017 to 2022)
President and Director	- Globe Telecom International Business Holdings (2018 to 2022)
Deputy CEO and Director	- Livelt Investments, Ltd. (2010 to 2017)
Trustee	- IT & Business Process Association of the Philippines - Semiconductor and Electronics Industries in the Philippines Foundation, Inc.
Trustee/Director	- FPS Tech Philippines, Inc.
<i>*Publicly Listed Company</i>	
<u>Educational and Professional Background:</u>	
<ul style="list-style-type: none"> • Undergraduate Degree in Engineering from the University of Southern California, U.S.A. • Master of Business Administration from the University of Southern California, U.S.A. 	
Mr. Maquera is not connected with any other publicly-listed company. He is not connected to any government agency or instrumentality.	

Performance Assessment and Attendance Reports of the Board

In accordance with AEV's Revised Manual on Corporate Governance as amended on 23 February 2022, (the "Revised Manual"), the members of the Board and Board Committees conduct an annual self-assessment of their collective and individual performance. In addition, the directors assess the performance of the Company's corporate officers such as the Chairman of the Board, the Chief Executive Officer, the Chief Risk Officer, the Chief Compliance Officer, the Corporate Secretary, and the Group Internal Audit Head.

The assessment forms are prepared and regularly reviewed by the Chief Compliance Officer in order to elicit relevant and valuable insights on the following assessment criteria: (1) compliance with best governance practices and principles; (2) participation and contribution to the Board and committee meetings; and (3) performance of their duties and responsibilities as provided in the Company's Revised Manual, Charters, Amended Articles of Incorporation, and Amended By-Laws.

In addition, AEV directors are evaluated by its key officers based on the following criteria: (1) business acumen, (2) independent judgment, (3) familiarity with the business, (4) active participation and effective challenge, (5) professional expertise and network, (6) value contribution, (7) embodiment of Aboitiz core values, and (8) reputation. Assessment results are presented to the SGRPT Committee as part of the nomination and selection process of incumbent Board members.

The Corporate Governance Code and the Revised Manual requires that at least once in every three years, the conduct of the Board performance assessment must be supported by an independent third-party facilitator. AEV complied with this requirement in 2023 with the engagement of Complete Coherence, a leadership development and coaching company based in the United Kingdom. The results of the assessment, as well as the recommendations from Complete Coherence, were presented and discussed at the Board meeting on 12 December 2023.

For more discussion on the Board's (i) performance assessment, and (ii) attendance record at Board, Board Committee, and stockholders' meetings for the year 2024, please refer to Board Matters portion of Part III— Corporate Governance of this Information Statement.

Nominations for Independent Directors and Procedure for Nomination

The procedure for the nomination and election of the Independent Directors is in accordance with Rule 38 of the Securities Regulation Code ("SRC Rule 38"), AEV's Amended By-Laws, and AEV's Guidelines for the Nomination and Election of Independent Directors approved by the Board of Directors on 23 March 2017 (the "Amended Guidelines").

Nominations for Independent Directors were opened beginning on 1 January 2025 until 15 February 2025, in accordance with Section C(1) of the Guidelines. The period may be extended by the unanimous vote of the Board SGRPT Committee for meritorious reasons.

SRC Rule 38 further requires the Board SGRPT Committee (in its capacity as the Board Nomination and Compensation Committee) to meet and pre-screen all nominees and submit a final list of nominees to the Corporate Secretary, so that such list will be included in the Company's Information Statements. Only nominees whose names appear on the final list shall be eligible for election as Independent Directors. No other nominations shall be entertained after the final list of nominees has been prepared. The name of the person or group of persons who nominates an Independent Director shall be identified including any relationship with the nominee.

On 20 February 2025, the Chairman of the then Board SGRPT Committee submitted the final list of nominees to the Corporate Secretary. In approving the nominations for Independent Directors, the Board SGRPT Committee considered the guidelines on the nominations of Independent Directors prescribed in SRC Rule 38, the Amended Guidelines, and AEV's Revised Manual. Ms. Joanne G. De Asis, Independent Director, is the incumbent Chairman of the Board SGRPT Committee. The other voting members of the committee are Messrs. Sabin M. Aboitiz, Enrique M. Aboitiz, Peter D. Maquera, and Cesar G. Romero, while the *ex-officio* non-voting members are Ms. Connie G. Chu, Ms. Santanina Apolinaria B. Castro, and Ms. Ana Margarita N. Hontiveros-Malvar.

Independent Directors shall be elected at the stockholders' meeting during which other members of the Board are to be elected. However, no nominations for Independent Director shall be accepted at the floor during the 2025 ASM.

Mr. Cesar G. Romero, Ms. Joanne G. De Asis, and Mr. Peter D. Maquera are the nominees for Independent Directors of AEV for the 2025 ASM. They are neither officers nor employees of the Company or any of its Affiliates, and do not have any relationship with the Company which would interfere with the exercise of independent judgment in carrying out the responsibilities of an

Independent Director. Attached as **Annexes "B-1", "B-2", and "B-3"** are the Certifications of Qualification of Mr. Romero, Ms. De Asis, and Mr. Maquera, respectively.

AEV stockholders, Ms. Catherine Alinabo, Ms. Jesusa Z. Nunez, and Ms. Jovy Tan have nominated Mr. Romero, Mr. Maquera, and Ms. De Asis, respectively, as the Company's Independent Directors. None of the nominating stockholders have any relation to the respective Independent Director they are nominating.

Other Nominees for the Election as Members of the Board of Directors

Included in the final list of nominees as conveyed by the then Board SGRPT Committee to the Corporate Secretary on 20 February 2025, the following were also nominated and qualified as candidates to the AEV Board of Directors for the 2025-2026 term:

- Enrique M. Aboitiz**
- Mikel A. Aboitiz**
- Erramon I. Aboitiz**
- Sabin M. Aboitiz**
- Ana Maria A. Delgado**
- Luis Miguel O. Aboitiz**

Pursuant to Section 1, Article II of the Amended By-Laws of AEV, nominations for members of the Board, other than Independent Directors, for the ensuing year must be submitted in writing to the Corporate Secretary at least 15 working days prior to the ASM on 28 April 2025, or not later than 2 April 2025.

All other information regarding the positions and offices held by nominees are integrated in Item 5 (a) (1) above. Mr. Luis Miguel O. Aboitiz, is being nominated to the Board of Directors for the first time.

Below is the profile of Mr. Luis Miguel O. Aboitiz including the positions and offices he held for the past five years.

LUIS MIGUEL O. ABOITIZ	
Age: 60 Citizenship: Filipino	
<u>Present Positions:</u>	
Chairman of the Board	- Aboitiz Impact Ventures, Inc.
Director	- Aboitiz & Company, Inc. - Aboitiz Equity Ventures Inc.* - AB Capital Securities, Inc.
Director and President	- DDLS Aboitiz, Inc. (Lumify Work Philippines)
Trustee	- Pacific Basin Economic Council - Philippine Business for Social Progress
<u>Previous Positions:</u>	
Director / Vice Chairman of the Board	- Aboitiz Power Corporation*
Executive Vice President – Chief Strategy Officer	
Executive Vice President and Chief Operating Officer – Corporate Business Group	
Senior Vice President-Power Marketing and Trading	
*Publicly Listed Company	

Educational and Professional Background:

- Bachelor of Science in Computer Science and Engineering Santa Clara University, California, U.S.A.
- Master’s degree in Business Administration University of California, Berkeley, U.S.A.

Mr. Aboitiz is not connected with any other publicly-listed company. He is not connected to any government agency or instrumentality.

Officers for 2024-2025

Below is the list of AEV officers for 2024-2025 with their corresponding positions and offices held for the past five years. Unless otherwise indicated, the officers assumed their positions during AEV’s organizational meeting in 2024 for a term of one year.

ENRIQUE M. ABOITIZ Chairman – Board of Directors <i>Refer to Item 5 (a) (1) for the profile of Mr. Enrique M. Aboitiz.</i>											
MIKEL A. ABOITIZ Vice Chairman – Board of Directors <i>Refer to Item 5 (a) (1) for the profile of Mr. Mikel A. Aboitiz.</i>											
SABIN M. ABOITIZ Director / President and Chief Executive Officer <i>Refer to Item 5 (a) (1) for the profile of Mr. Sabin M. Aboitiz.</i>											
JOSE EMMANUEL U. HILADO⁶ Senior Vice President/ Chief Financial Officer/ Corporate Information Officer/ Chief Risk Officer Age: 61 Citizenship: Filipino <u>Committee Memberships:</u> <table border="1" data-bbox="300 1285 1385 1386"><tr><td>Ex-Officio Member</td><td>- Board Risk and Reputation Management Committee - Board Executive Committee - Board Cyber and Information Security Committee</td></tr></table> <u>Present Positions:</u> <table border="1" data-bbox="300 1485 1385 1980"><tr><td>SVP – Chief Financial Officer / Company Information Officer</td><td>- Aboitiz Equity Ventures Inc.*</td></tr><tr><td>Trustee and Treasurer</td><td>- Aboitiz Foundation, Inc.</td></tr><tr><td>Director and Treasurer</td><td>- AEV CRH Holdings, Inc.</td></tr><tr><td>Director</td><td>- Union Bank of the Philippines* - AEV International Pte Ltd. - Archipelago Insurance Pte. Ltd. - Republic Cement and Building Materials, Inc. - Aboitiz Data Innovation Pte. Ltd. - Aboitiz Renewables, Inc. - CCEP Aboitiz Beverages Philippines, Inc. - AboitizPower International Pte. Ltd. - AEV Aviation Inc. - UnionDigital Bank Inc. - UBX Philippines Corp. (Chairman of the Board)</td></tr></table>		Ex-Officio Member	- Board Risk and Reputation Management Committee - Board Executive Committee - Board Cyber and Information Security Committee	SVP – Chief Financial Officer / Company Information Officer	- Aboitiz Equity Ventures Inc.*	Trustee and Treasurer	- Aboitiz Foundation, Inc.	Director and Treasurer	- AEV CRH Holdings, Inc.	Director	- Union Bank of the Philippines* - AEV International Pte Ltd. - Archipelago Insurance Pte. Ltd. - Republic Cement and Building Materials, Inc. - Aboitiz Data Innovation Pte. Ltd. - Aboitiz Renewables, Inc. - CCEP Aboitiz Beverages Philippines, Inc. - AboitizPower International Pte. Ltd. - AEV Aviation Inc. - UnionDigital Bank Inc. - UBX Philippines Corp. (Chairman of the Board)
Ex-Officio Member	- Board Risk and Reputation Management Committee - Board Executive Committee - Board Cyber and Information Security Committee										
SVP – Chief Financial Officer / Company Information Officer	- Aboitiz Equity Ventures Inc.*										
Trustee and Treasurer	- Aboitiz Foundation, Inc.										
Director and Treasurer	- AEV CRH Holdings, Inc.										
Director	- Union Bank of the Philippines* - AEV International Pte Ltd. - Archipelago Insurance Pte. Ltd. - Republic Cement and Building Materials, Inc. - Aboitiz Data Innovation Pte. Ltd. - Aboitiz Renewables, Inc. - CCEP Aboitiz Beverages Philippines, Inc. - AboitizPower International Pte. Ltd. - AEV Aviation Inc. - UnionDigital Bank Inc. - UBX Philippines Corp. (Chairman of the Board)										

⁶ Effective December 31, 2024, Mr. Hilado assumed an expanded role as Chief Risk Officer in addition to his existing appointment as the Company’s Chief Financial Officer and Corporate Information Officer.

Treasurer	- Aboitiz InfraCapital Inc. - CRH Aboitiz Holdings, Inc. - Aboitiz Construction International, Inc.
Trustee	- University of St. La Salle - Bacolod

Previous Positions:

Union Bank of the Philippines*	- Senior Executive Vice President – Chief Finance Officer (Oct. 2022 to Dec. 2022) - Senior Executive Vice President – Treasurer and Head of Global Market (Jan. to Sept. 2022) - Senior Executive Vice President – Chief Finance Officer and Treasurer (Jul. 2017 to Jan. 2022)
First Union Plans, Inc.	- Director (Jul. 2017 to May 2023)
UBP Investments Corporation	- Director (Jul. 2017 to May 2023)
East West Leasing Corporation	- Director (Jan. 2016 to May 2017)
East West Insurance Brokerage Inc.	- Chairman of the Board of Directors (Jun. 2015 to May 2017)
East West Ageas Life	- Director (Feb. 2015 to May 2017)
East West Banking Corporation*	- Senior Executive Vice President & COO - Cluster Head Investments / Markets (Sept. 2014 to May 2017)
Bankard Inc.	- Director (Mar. 2012 to Mar. 2013)
Rizal Commercial Banking Corporation (RCBC) Savings Bank	- Director (Mar. 2010 to Mar. 2012)
Rizal Commercial Banking Corporation Int'l. Finance Ltd. (RCBC IFL) Hong Kong	- Director (Jan. 2009 to June 2014)
Rizal Commercial Banking Corporation*	- Senior Executive Vice President & Treasurer (Oct. 2008 to Jun. 2014)
Banco de Oro Unibank Inc.	- Senior Vice President & Head of Trading & Investments (Jul. 2007 to Oct. 2008)
Banco de Oro Private Bank	- Senior Vice President & Treasurer (Sept. 2003 to Jun. 2007)
Banco de Oro Universal Bank*	- First Vice President & Head of Fixed Income Portfolio (Sept. 2001 to Aug. 2008)
Equitable PCIBank	- First Vice President & Head of Treasury Marketing & Domestic Trading (Sept. 1999 to Aug. 2001)
Equitable Banking Corporation	- Vice President & Head of FX Trading & Treasury Marketing (Jul. 1997 to Aug. 1999)
Far East Bank and Trust Company	- Vice President - International Banking (Sept. 1991 to Jun. 1997)
Far East Bank and Trust Company	- Senior Manager - Human Resources Division (Oct. 1987 to Sept. 1991)
Far East Bank and Trust Company	- Admin Officer - Purchasing Department (Dec. 1985 to Oct. 1987)
Far East Bank and Trust Company	- Staff Assistant - Operations Group (Jun. 1985 to Dec. 1985)

*Publicly Listed Company

Educational and Professional Background:

- University of the Philippines BS Business Economics
- Kellogg-HKUST Executive MBA Master of Business Administration
- Certified Treasury Professional BAP - Ateneo Graduate School

- Member Bankers Association of the Philippines' Open Market Committee
Financial Executive Institute of the Philippines (FINEX)
Money Market Association
ACI Philippines
Philippine Interpretations Committee

Mr. Hilado is not connected with any government agency or instrumentality.

CONNIE G. CHU

Senior Vice President – Chief Legal and Compliance Officer/ Corporate Secretary

Age: 49

Citizenship: Filipino

Committee Memberships:

Ex-Officio Member	- Board Sustainability, Governance, and Related Party Transactions Committee
-------------------	--

Present Positions:

Senior Vice President – Chief Legal and Compliance Officer/ Corporate Secretary	- Aboitiz Equity Ventures Inc.*
Assistant Corporate Secretary	- CCEP Aboitiz Beverages Philippines, Inc.
Private Sector Representative – Ease of Doing Business and Anti-Red Tape Advisory Council	- Department of Trade and Industry

Previous Positions:

Registered Foreign Lawyer	- Cleary Gottlieb Steen & Hamilton (2008 to 2022)
Associate	- Romulo Mabanta Buenaventura Sayoc & De Los Angeles (2003 to 2007)

*Publicly Listed Company

Educational and Professional Background:

- Bachelor of Arts in Political Science from the University of San Carlos (*Magna Cum Laude*)
- Juris Doctor degree from the Ateneo de Manila University (*Class Salutatorian with honors*)
- Master of Laws degree from New York University School of Law (*with distinction*)

Ms. Chu is a member in good standing of the Integrated Bar of the Philippines and the New York State Bar. She is also not a director of any publicly listed company.

MARIA VERONICA C. SO

Senior Vice President - Group Treasurer

Age: 52

Citizenship: Filipino

Committee Memberships: N.A.

Present Positions:

Senior Vice President – Group Treasurer	- Aboitiz Equity Ventures Inc.*
---	---------------------------------

Previous Positions:

Group Treasurer	- Aboitiz Power Corporation* (2020 to 2024)
-----------------	---

First Vice President – Deputy Group Treasurer	- Aboitiz Equity Ventures Inc.* (2020 to 2021)
Vice President- Treasurer Services	- Aboitiz Equity Ventures Inc.* (2019 to 2020)
Various treasury and finance positions	- Globe Telecom* (2001 to 2017)

*Publicly Listed Company

Educational and Professional Background:

- Bachelor of Science Degree in Business Management from the Ateneo de Manila University
- Master’s Degree in Business Management from the Asian Institute of Management

Ms. So is not connected with any government agency or instrumentality. She is not a director of any publicly-listed company.

MARIA LOURDES Y. TANATE

Vice President – Group Internal Audit Head

Age: 59

Citizenship: Filipino

Committee Memberships: N.A.

Present Positions:

Vice President – Group Internal Audit Head	- Aboitiz Equity Ventures Inc. *
--	----------------------------------

Previous Positions:

Chief Audit Executive	- Aboitiz Transport System (ATSC) Corporation (now 2GO Group, Inc.) (2009 to 2011)*
Assistant Vice President for Finance	- Aboitiz Transport System (ATSC) Corporation (now 2GO Group, Inc.) (2005 to 2009)*
Senior Manager for Finance and Freight	- Aboitiz Transport System (ATSC) Corporation (now 2GO Group, Inc.) (2000 to 2005)*
Manager and Head of Corporate Planning and Credit & Economic Research Departments	- Prime Bank (1996 to 2000)
Senior Assistant Cashier	- Far East Bank & Trust Company (1986 to 1993)

*Publicly Listed Company

Educational and Professional Background:

- Cum Laude with a degree of Bachelor of Arts in Economics from the University of the Philippines (Diliman)
- Master’s in Business Administration from University of the Philippines (Diliman)
- Master’s in Engineering and Technology Management from the University of Queensland, Australia

Ms. Tanate is not connected with any government agency or instrumentality. She is also not a director of any publicly-listed company.

CHRISTINE C. KEMPENEERS⁷

Assistant Vice President – Risk Management Head / Data Protection Officer

Age: 36

Citizenship: Filipino

⁷ Ms. Kempeneers resigned effective December 31, 2024, and was succeeded by Ms. Charmaine R.A. Valmonte as the Company's First Vice President, Chief Information & Security Officer, and Data Protection Officer.

<u>Committee Memberships:</u> N.A.	
<u>Present Positions:</u>	
Assistant Vice President – Risk Management Head / Data Protection Officer	- Aboitiz Equity Ventures Inc. *
<u>Previous Positions:</u>	
Risk Manager – Risk Management Team	- Aboitiz Equity Ventures Inc.* (2017 to 2019)
Project Manager	- Aboitiz InfraCapital, Inc. (2016 to 2017)
Project Manager	- AEV’s infrastructure Strategic Business Unit (2016 to 2017)
Management Associate	- Citibank (2015 to 2016)
Management Trainee – Manager	- Union Bank of the Philippines* (2010 to 2013)
<i>*Publicly Listed Company</i>	
<u>Educational and Professional Background:</u>	
<ul style="list-style-type: none"> ● Bachelor of Arts Degree in European Studies, International Business Track from the Ateneo de Manila University ● Master of Business Administration, Major in Finance (with Distinction) from the Asian Institute of Management ● PARIMA-ANZIIF Certified Risk Professional ● Crisis Management Certified Expert from the BCM Institute ● Sustainability and Climate Risk Certification from the Global Association of Risk Professionals ● Certification from the International Association of Privacy Professionals 	
Ms. Kempeneers is not connected with any government agency or instrumentality. She is not a director of any publicly-listed company.	
CHARMAINE R.A. VALMONTE⁸	
First Vice President - Chief Information and Security Officer / Data Protection Officer	
Age: 55	
Citizenship: Filipino	
<u>Committee Membership:</u>	
Ex-Officio Member	- Board Cyber and Information Security Committee
<u>Present Position:</u>	
First Vice President - Chief Information and Security Officer / Data Protection Officer	- Aboitiz Equity Ventures Inc.*
<u>Previous Positions:</u>	
Vice President for IT Risk Management & Resiliency	- UnionBank of the Philippines* (2015 to 2019)
Information Security, Investigations. and Business Continuity Liaison	- IBM Philippines (2013 to 2015)
Senior Manager for Global Security Organization	- ADP (Philippines) (2012 to 2013)
<i>*Publicly Listed Company</i>	

⁸ Effective December 31, 2024, Ms. Valmonte assumed an expanded role as the Company’s Data Protection Officer in addition to her existing appointment as the Company’s Chief Information Security Officer.

Educational and Professional Background:

- Bachelor of Science in Business Administration, Management from Cameron University in Lawton, Oklahoma
- Master of Arts in Organizational Management from the University of Phoenix
- Qualified Technical Expert (QTE)
- Certified Information Systems Security Professional (CISSP)
- Certified in IT governance and risk management frameworks (CRISC, CGEIT)

Ms. Valmonte is not connected with any government agency or instrumentality. She is not a director of any publicly-listed company.

MAILENE M. DE LA TORRE

Vice President – Governance and Compliance, and Assistant Corporate Secretary

Age: 43

Citizenship: Filipino

Committee Memberships: N.A.

Present Positions:

Vice President – Governance and Compliance, and Assistant Corporate Secretary	- Aboitiz Equity Ventures Inc.*
Corporate Secretary	- Various subsidiaries of the Aboitiz Group
Assistant Corporate Secretary	- Various subsidiaries of the Aboitiz Group

Previous Positions:

Assistant Vice President– Governance and Compliance, and Assistant Corporate Secretary	- Aboitiz Equity Ventures Inc.* (2018 to 2023)
Assistant Corporate Secretary	- Aboitiz Power Corporation*
Senior Associate General Counsel for Governance and Compliance	- Aboitiz Equity Ventures Inc.* (2016 to 2018)
Associate General Counsel for Legal and Corporate Services	- Aboitiz Equity Ventures Inc.* (2010 to 2014)
Associate	- Esguerra & Blanco Law Office (2007 to 2010)

**Publicly Listed Company*

Educational and Professional Background:

- Bachelor of Arts Degree in Political Science (Cum Laude) from the University of the Philippines Diliman
- Bachelor of Laws degree from University of the Philippines Diliman
- Graduate Member of the Institute of Corporate Directors (ICD)
- Certified Compliance and Ethics Professional – International (CCEP-I)

Ms. de la Torre is a member in good standing of the Integrated Bar of the Philippines. She is not connected with any government agency or instrumentality. She is not a director of a publicly-listed company.

SAMMY DAVE A. SANTOS

Senior Associate General Counsel for Governance and Compliance, and Assistant Corporate Secretary

Age: 40

Citizenship: Filipino

<u>Committee Memberships:</u> N.A.	
<u>Present Positions:</u>	
Senior Associate General Counsel for Governance and Compliance, and Assistant Corporate Secretary	- Aboitiz Equity Ventures Inc.* (2020 to present)
Corporate Secretary	- Various subsidiaries of the Aboitiz Group
Assistant Corporate Secretary	- Good Governance Advocates and Practitioners of the Philippines (GGAPP) - Various subsidiaries of the Aboitiz Group
<u>Previous Positions:</u>	
Assistant Corporate Secretary	- Aboitiz Power Corporation* (2019 to 2023)
Associate General Counsel for Governance and Compliance	- Aboitiz Equity Ventures Inc.* (2017 to 2020)
Legal Counsel	- Alliance Select Foods International* (2016 to 2017)
Counsel	- Privatization Group and Office of Special Concerns of the Department of Finance (2016)
Junior Associate	- Quiason Makalintal Barot Torres Ibarra Sison & Damaso (2014 to 2016)
<i>*Publicly Listed Company</i>	
<u>Educational and Professional Background:</u>	
<ul style="list-style-type: none"> • Bachelor of Arts in Humanities with Professional Certificate in Industrial Economics from the University of Asia and the Pacific, Manila • Master of Science in Industrial Economics from the University of Asia and the Pacific, Manila • Juris Doctor degree from the Ateneo de Manila University, Manila 	
<p>Mr. Santos is a member in good standing of the Integrated Bar of the Philippines. He is not connected with any government agency or instrumentality. He is not a director of a publicly-listed company.</p>	

Period in which the Directors Should Serve

The Company's directors serve for a period of one year.

Term of Office of a Director

Pursuant to the Company's Amended By-Laws, the directors are elected at each ASM by stockholders entitled to vote. Each director holds office until the next annual election for a term of one year and until his/her successor is duly qualified and elected, unless he/she resigns, dies, or is removed prior to such election. In case of any vacancies in the Board, the provisions of the RCC under Sections 27 and 28 shall apply.

(2) Significant Employees

AEV considers the contribution of every employee important to the fulfillment of its goals.

(3) Family Relationships

Messrs. Enrique, Erramon, and Sabin Aboitiz, are brothers. Mr. Mikel A. Aboitiz is the uncle of Ms. Ana Maria A. Delgado. Other than these, no other officers or directors are related within the fourth degree of consanguinity.

(4) Involvement in Certain Legal Proceedings as of 31 January 2025

To the knowledge and/or information of AEV, none of its nominees for election as directors, its current members of the Board or its executive officers have been involved in any of the following during the past five years up to 31 January 2025:

- a. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- b. Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his/her involvement in any type of business, securities, commodities or banking activities; and
- d. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

(5) Certain Relationships and Related Transactions

AEV and its Subsidiaries (the "Group"), in their regular conduct of business, have entered into related party transactions (RPT) consisting of professional and technical services, rental, money market placements, and power sales and purchases. These are made on an arm's length basis.

Aboitiz & Company, Inc. (ACO), the parent company of AEV, and certain Associates have service contracts with AEV for corporate center services rendered, such as human resources, internal audit, legal, treasury and corporate finance, among others. These services are obtained from AEV to enable the Group to realize cost synergies. AEV maintain a pool of highly qualified professionals with business expertise specific to the businesses of the Group. Transactions are priced on an arm's length basis, and covered with service level agreements to ensure quality of service.

ACO and certain Associates are leasing office spaces from Cebu Praedia Development Corporation (CPDC), a Subsidiary of AEV. Rental rates are comparable with prevailing market prices. These transactions are covered with lease contracts for a period of three years.

The Group has cash deposits and money market placements with Union Bank of the Philippines, Inc. ("UnionBank", or the "Bank") and City Savings Bank, Inc., AEV's banking Associates. These are earning interest at prevailing market rates.

Power generation Subsidiaries sell to certain power Associates based on their respective power supply agreements. Meanwhile, power distribution Subsidiaries purchase from certain generation Associates based on existing power purchase agreements.

A wholly-owned construction and steel fabrication Subsidiary of ACO renders its construction and maintenance services to the Group.

The Company's retirement benefit fund (the "Fund") is in the form of a trust being maintained and managed by an independent committee composed of select officers of the Company. The Fund has investments in the equity of the Company, AboitizPower, and UnionBank.

No other transaction, without proper disclosure, was undertaken by the Company in which any director or executive officer, any nominee for election as director, any beneficial owner (direct or indirect) or any member of his/her immediate family was involved or had a direct or indirect material interest. Other than what has been discussed in this Information Statement and the Company's 2023 Annual Financial Statements, there are no other related party transactions entered into by the

Company with related parties, including transactions with directors or self-dealings by the Company's directors.

AEV employees are required to promptly disclose any business and family-related transactions with the Company to ensure that potential conflicts of interest are determined and brought to the attention of management.

AEV's RPT Policy ensures that RPTs are conducted at arms-length and at market prices, and undergo the appropriate approval process.

In 2024, the RPT Committee (renamed SGRPT Committee) (1) continued to ensure that RPTs are taken on an arm's-length basis and within market rates, with sufficient documentation, and coursed through the appropriate levels of approval and (2) ensured the submission of the RPT Certification for Directors and Officers in compliance with the Company's RPT Policy.

For detailed discussion on RPTs, please refer to the notes of the Company's consolidated financial statements.

(6) Parent Company

AEV's parent company is Aboitiz & Company, Inc. It owns 49.27% of the voting shares of AEV as of 31 January 2025.

(b) Resignation or Refusal to Stand for Re-election by Members of the Board of Directors

No director has resigned nor declined to stand for re-election to the Board since the date of AEV's last ASM because of a disagreement with AEV on matters relating to its operations, policies, and practices.

Item 6. Compensation of Directors and Executive Officers

(a) Summary of Compensation of Executive Officers

Information as to the aggregate compensation paid or accrued to AEV's Chief Executive Officer and four most highly compensated executive officers, as well as other directors and officers during the last two completed fiscal years and the ensuing fiscal year are as follow:

Name of Officer and Principal Position	Year	Salary	Bonus	Other Compensation
CHIEF EXECUTIVE OFFICER AND FOUR MOST HIGHLY COMPENSATED OFFICERS				
1. SABIN M. ABOITIZ <i>President and Chief Executive Officer</i>				
2. JOSE EMMANUEL U. HILADO <i>Senior Vice President and Chief Financial Officer / Chief Risk Officer</i>				
3. SUSAN V. VALDEZ <i>(retired in 2023)</i> <i>Senior Vice President and Chief Corporate Services Officer</i>				
4. MARIA VERONICA C. SO <i>Senior Vice President – Group Treasurer</i>				
5. CONNIE G. CHU <i>(beginning 2023)</i> <i>Senior Vice President – Chief Legal and Compliance Officer/Corporate Secretary</i>				

6. MARIA LOURDES Y. TANATE (beginning 2024) <i>Vice President – Group Internal Audit Head</i>				
7. CHARMAINE ROSE VALMOTE (beginning 2025) <i>First Vice President – Chief Information and Security Officer / Data Protection Officer</i>				
All above named officers as of group	Actual 2024	₱201,834,083.00	₱20,089,685.00	₱17,149,482.00
	Actual 2023	₱141,575,277.00	₱20,902,740.00	₱16,556,572.00
	Projected 2025	₱224,779,711.00	₱22,313,451.00	₱18,963,589.00
All other directors and officers- as a group unnamed	Actual 2024	₱14,397,464.00	₱1,927,001.00	₱44,727,470.00
	Actual 2023	₱19,789,091.00	₱2,662,087.00	₱45,218,044.00
	Projected 2025	₱18,018,276.00	₱2,464,806.00	₱49,371,939.00

The 2020 Amended By-Laws of the Company as approved by the Securities and Exchange Commission (SEC) on 1 October 2020 defined corporate officers as follows: the Chairman of the Board; the Vice Chairman; the Chief Executive Officer; the Chief Operating Officer; the Treasurer, the Corporate Secretary; the Assistant Corporate Secretary; and such other officers as may be appointed by the Board. For the year 2024, the Company's Summary of Compensation of Executive Officers covers the compensation of officers as reported under Item 5 (a)(1) of the Information Statement.

Except for the regular company retirement plan, which by its very nature will be received by the officers concerned only upon retirement from the Company, the above-mentioned officers do not receive any other compensation in the form of warrants, options, and/or profit-sharing.

There is no compensatory plan or arrangement between the Company and any executive in case of resignation or any other termination of employment or from a change-in-control of the Company.

(b) Compensation of Directors

(1) Standard Arrangements

AEV directors receive a monthly allowance of ₱150,000.00 while the Chairman of the Board receives a monthly allowance of ₱200,000.00. In addition, each director/member and the Chairmen of the Board and the Board Committees receive a per diem for every Board or Board Committee meeting attended as follows:

Type of Meeting	Directors	Chairman of the Board
Board Meeting	₱150,000.00	₱225,000.00

Type of Meeting	Committee Member	Chairman of the Committee
Board Committee Meeting (except Audit Committee)	₱100,000.00	₱150,000.00
Audit Committee Meeting	₱100,000.00	₱200,000.00

In compliance with Section 29 of the Revised Corporation Code, the total compensation of each of the Company's directors as of 31 December 2024 is as follow:

Name of Director	Total Compensation Received by Directors ⁹
ENRIQUE M. ABOITIZ , <i>Chairman of the Board</i>	₱5,725,000
MIKEL A. ABOITIZ , <i>Vice Chairman of the Board</i>	₱4,075,000
ERRAMON I. ABOITIZ , <i>Director</i>	₱6,650,000
SABIN M. ABOITIZ* , <i>President and Chief Executive Officer</i>	₱5,325,000
ANA MARIA A. DELGADO* , <i>Director</i>	₱4,200,000

⁹ Consisting of the monthly allowance and per diem. Per diem is based on the directors' attendance in the Board and Board Committee meetings, and their Committee memberships for the period January 1 to December 31, 2023.

*A portion of the director's compensation was paid to their nominating company.

JUSTO A. ORTIZ* , <i>Director</i>	₱5,550,000
CESAR G. ROMERO , <i>Lead Independent Director</i>	₱5,950,000
JOANNE G. DE ASIS , <i>Independent Director</i>	₱5,750,000
PETER D. MAQUERA , <i>Independent Director</i>	₱5,700,000
ENRIQUE M. ABOITIZ , <i>Chairman of the Board</i>	₱5,725,000

(2) Other Arrangements

Other than payment of the directors' per diem and monthly allowance as previously stated, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director.

(c) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There is no compensatory plan or arrangement between AEV and any executive officer that results or will result from the resignation or any other termination of employment or from a change in the management or control of AEV.

(d) Warrants and Options Outstanding

To date, AEV has not granted any stock option to its directors or officers.

Item 7. Independent Public Accountant

As a matter of policy, the Board Audit Committee (the "Audit Committee") selects, monitors, and reviews the independence, performance and effectiveness, scope of work, and fees and remuneration of the Company's external auditors. The performance of this function is done in consultation with the Chief Executive Officer, the Chief Financial Officer, and the Group Internal Audit Head. When appropriate, the Audit Committee may recommend to the Board of Directors the re-appointment or replacement of the current external auditor.

During the AEV board meeting on 7 March 2025, the Chairman of the Audit Committee reported to the Board that after the evaluation and assessment of the performance of SyCip Gorres Velayo & Co. (SGV) for 2024, the Audit Committee was satisfied with SGV's performance and recommended SGV's re-appointment as the Company's external auditor for 2025.

The Board of Directors discussed the Audit Committee's recommendation, and after discussion, approved the re-appointment of SGV. The Board of Directors has endorsed to the stockholders the re-appointment of SGV as the Company's external auditor for 2024.

The accounting firm of SGV has been AEV's Independent Public Accountant for the last 29 years. Ms. Jhoanna Feliza C. Go is AEV's audit partner from SGV since 2022. Ms. Go replaced Ms. Maria Veronica R. Pore who served as AEV's audit partner from 2017 to 2021. AEV complies with the requirements of Section 3(b) (ix) of SRC Rule 68 on the rotation of external auditors or signing partners and the two-year cooling-off period.

Representatives of SGV will be present during the 2025 ASM and will be given the opportunity to make a statement if they so desire. They are also expected to respond to appropriate questions if needed.

There was no event in the past 30 years where AEV and SGV (or the handling partner) had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The Chairman of the Audit Committee is Mr. Cesar G. Romero, an Independent Director. The other members are Mr. Peter D. Maquera and Ms. Joanne G. De Asis, both Independent Directors, and Ms. Ana Maria A. Delgado, and Mr. Erramon I. Aboitiz, Non-Executive Directors of AEV.

Item 8. Compensation Plans

No action is to be taken during the 2025 ASM with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other Than for Exchange

No action is to be taken during the 2025 ASM with respect to authorization or issuance of any securities other than for exchange of outstanding securities.

The following is a discussion of the Company's outstanding registered securities.

(a) Twenty-Five Billion Fixed Rate Retail Bonds Issued in August 2015

On 27 July 2015, the SEC issued the Order of Registration and Certificate of Permit to Offer Securities for AEV's fixed-rate retail bonds in the aggregate amount of up to ₱25 bn, inclusive of oversubscription (the "2015 Bonds"). The 2015 Bonds were then offered to the public on 28 July 2015 until 31 July 2015. The first tranche, equivalent to ₱24 bn was issued in 2015 in three series, as follows:

Series	Maturity Date	Interest Rate Per Annum
Series A	Five Years and three months	4.4722%
Series B	Seven Years	5.0056%
Series C	Twelve Years	6.0169%

The 2015 Bonds were listed with PDEX on 5 August 2015 for secondary market trading. Interest on the 2015 Bonds is paid quarterly in arrears every 6 August, 6 November, 6 February, and 6 May of each year for each subsequent interest payment date at which the bonds are outstanding.

AEV received the aggregate net proceeds of ₱24 bn from the offer and sale of 2015 Bonds. The breakdown of the use of proceeds is set out below:

	Projected Usage (Per Prospectus)	Actual Usage*
Capital Infusion into Aboitiz Land, Inc.	₱9,892,000,000.00	₱10,000,000.00
Capital Infusion into Apo Agua Infraestructura, Inc.	2,055,000,000.00	14,000.00
Capital Infusion into Aseagas Corporation	311,000,000.00	222,500,000.00
Capital Infusion into PETNET, Inc.	765,000,000.00	125,000,000.00
Full repayment of existing long-term debt to fund purchase of UBP shares in 2010 & 2011	1,188,000,000.00	1,188,000,000.00
Bond Issuance Costs	214,076,625.00	219,925,521.28
Acquisition of a stake in the Philippine business of Lafarge S.A.	9,574,923,375.00	22,234,560,478.72
TOTAL	₱24,000,000,000.00	₱24,000,000,000.00

*The actual amount spent for the above projects in 2015 reached ₱25.5 bn. The funding came from the ₱24 bn retail bond proceeds and the ₱1.5 bn balance from internally-generated funds.

AEV has been paying interest to its bondholders since 6 November 2015.

In 2020, the Company fully paid its Series A 2015 Bonds.

On 10 August 2021, the Company fully paid the Series B 2015 Bonds) amounting to ₱8.47 bn, a year ahead of its 2022 maturity schedule.

As of 28 February 2025, only the 12-year Series C 2015 Bonds remain outstanding.

(b) Thirty Billion Fixed Rate Peso Denominated Retail Bonds (2019)

On 29 January 2019, the Board approved the issuance of a fixed-rate peso-denominated retail bonds in the aggregate amount of up to ₱30 bn, to be registered under the shelf registration program of the SEC (the “2019 Bonds”). Subsequently, the members of the Board approved the issuance of the first tranche of its 2019 Bonds equivalent to ₱3 bn and with an oversubscription option of up to ₱2 bn (the “First Tranche 2019 Bonds”) on 7 March 2019.

On 3 June 2019, the SEC issued the Order of Registration and Certificate of Permit to Offer Securities for AEV’s 2019 Shelf Program and the public offering of its First Tranche 2019 Bonds which was issued in two series.

Series	Maturity Date	Interest Rate Per Annum
Series A	Five Years	6.0157%
Series B	Ten Years	6.3210%

The First Tranche 2019 Bonds were listed with PDEX on 18 June 2019 for secondary market trading. Interest is paid quarterly in arrears every 21 May, 21 August, 21 November, and 21 February of each year for each subsequent interest payment date at which the bonds are outstanding or the subsequent banking day without adjustment if such interest payment date is not a banking day.

AEV received the aggregated net proceeds of ₱4.94 bn from the offer and sale of the First Tranche 2019 Bonds. The breakdown of the use of proceeds is set out below (amount in thousand pesos):

	Projected Usage (Per Prospectus)	Actual Usage
Repayment of Medium-term Loan of AEV International Pte. Ltd.	₱4,936,384	₱4,937,310
Bond issuance costs	63,616	62,690
TOTAL	₱5,000,000	₱5,000,000

On 5 November 2019, the Board approved the issuance of up to ₱10 bn fixed-rate retail bonds (the “Second Tranche 2019 Bonds”). The SEC issued the Certificate of Permit to Offer Securities on 29 October 2020 for the Second Tranche 2019 Bonds, which was then offered to the public from 29 October 2020 until 6 November 2020. The Second Tranche 2019 Bonds, equivalent to ₱7.55 bn including oversubscription, were issued in two series:

Series	Maturity Date	Interest Rate Per Annum
Series C	Three Years	2.8403%
Series D	Five Years	3.3059%

The Second Tranche 2019 Bonds were listed with PDEX on 16 November 2020 for secondary market trading. Interest is paid quarterly in arrears every 16 November, 16 February, 16 May, and 16 August of each year for each subsequent interest payment date at which the bonds are outstanding or the subsequent banking day without adjustment if such interest payment date is not a banking day.

AEV received the aggregate net proceeds of ₱7.45 bn from the offer and sale of Second Tranche 2019 Bonds. The breakdown of the use of proceeds is set out below (in thousand pesos):

	Projected Usage (Per Prospectus)	Actual Usage ¹⁰
Payment of the maturing 2013 Series A Bonds	₱6,200,000	₱6,200,000
Payment of the maturing 2015 Series A Bonds	2,664,112	1,245,578
Partially finance the 2021 equity contributions to Apo Agua for the construction of a hydroelectric-powered bulk water treatment facility in Davao	1,000,000	-
Bond issuance costs	135,888	104,422
TOTAL	₱10,000,000	₱7,550,000

On 26 April 2021, the Board approved the issuance of up to ₱10 bn fixed-rate retail bonds (the “Third Tranche 2019 Bonds”). The SEC issued the Certificate of Permit to Offer Securities on 26 July 2021 for the Third Tranche 2019 Bonds, which was then offered to the public from 26 July 2021 until 30 July 2021. The Third Tranche 2019 Bonds, equivalent to ₱10 bn including oversubscription, were issued in two series.

Series	Maturity Date	Interest Rate Per Annum
Series E	Four Years	3.2977%
Series F	Seven Years	3.3059%

The Third Tranche 2019 Bonds were listed with PDEX on 9 August 2021 for secondary market trading. Interest is paid quarterly in arrears every 9 February, 9 May, 9 August, and 9 November of each year for each subsequent interest payment date at which the bonds are outstanding or the subsequent banking day without adjustment if such interest payment date is not a banking day.

AEV received the aggregate net proceeds of ₱10 bn from the offer and sale of the Third Tranche 2019 Bonds. The breakdown of the use of proceeds is set out below (in thousand pesos):

	Projected Usage (Per Prospectus)	Actual Usage
Refinance facilities drawn to fund the early redemption of the 2015 Series B Bonds	₱8,467,030	₱8,467,030
Partially finance Aboitiz InfraCapital’s 2021 equity contributions to Apo Agua to fund its requirements for the construction of a hydroelectric-powered bulk water treatment facility in Davao	750,000	750,000
Finance future funding requirements of Aboitiz InfraCapital in 2022 for its towers project	643,629	647,997
Bond issuance costs	135,341	134,973
TOTAL	₱10,000,000	₱10,000,000

AEV has been paying interest to its bondholders since 18 September 2019 and 16 February 2021, for the First and Second Tranche Bonds, respectively. The Company started paying interest on the Third Tranche 2019 Bonds beginning on 9 November 2021.

As of 28 February 2025, Series A and C from the First and Second Tranches have been fully paid.

On 25 August 2022, the Board approved the issuance of up to ₱7.45 bn fixed-rate retail bonds (the “Fourth Tranche 2019 Bonds”), together with the application for a new shelf registration program

¹⁰ The full allotment for the oversubscription was not availed.

with the SEC for the issuance of fixed-rate peso-denominated retail bonds with an aggregate principal amount of up to ₱30 bn, to be issued in one or more tranches, depending on market conditions (the “2022 Shelf Program”).

(c) Thirty Billion Fixed Rate Peso Denominated Retail Bonds (2022)

On 25 August 2022, the members of the Board approved the issuance of the first tranche from its 2022 Shelf Program equivalent to ₱4.55 bn inclusive of oversubscription option (the “First Tranche 2022 Bonds”). Subsequently, the Board of Directors of the Company approved the increase in the amount of the oversubscription option to ₱12.55 bn. The issuance of the Fourth Tranche 2019 Bonds and the First Tranche 2022 Bonds amounted to a total issue size of ₱20 bn fixed-rate retail bonds (the “2022 Bonds”). The increase in the oversubscription option allowed for greater flexibility amidst robust liquidity in the capital markets.

The SEC issued the Certificate of Registration and the Permit to Offer Securities on 22 November 2022 for the 2022 Bonds, which was then offered to the public from 22 November 2022 until 28 November 2022. The 2022 Bonds were issued in two series.

Series	Maturity Date	Interest Rate Per Annum
Series A	Three Years and Six Months	6.8725%
Series B	Seven Years	7.5321%

The First Tranche 2022 Bonds were listed with PEx on 7 December 2022 for secondary market trading. Interest is paid quarterly in arrears every 7 March, 7 June, 7 September, and 7 December of each year for each subsequent interest payment date at which the bonds are outstanding or the subsequent banking day without adjustment if such interest payment date is not a banking day.

AEV received the aggregate net proceeds of ₱20 bn from the offer and sale of the 2022 Bonds. The breakdown of the use of proceeds is set out below (in thousand pesos):

	Projected Usage (Per Prospectus)	Actual Usage
Partially finance Aboitiz InfraCapital’s acquisition in GMCAC	₱18,756,283	₱19,759,321
Refinancing of the maturing AEV Series C 2.8403% Bonds Due 2023	1,000,000	-
Bond issuance costs	243,717	240,679
TOTAL	₱20,000,000	₱20,000,000

On 30 May 2023, the members of the Board approved the issuance of the second and final tranche of its 2022 Bonds equivalent to ₱17.45 bn inclusive of oversubscription option (the “Second Tranche 2022 Bonds”). The SEC issued the Certificate of Registration and the Permit to Offer Securities on 7 September 2023.

The Second Tranche 2022 Bonds was then offered to the public from 7 September 2023 until 13 September 2023. The Second Tranche 2022 Bonds were issued in three series.

Series	Maturity Date	Interest Rate Per Annum
Series C	Two Years	6.3402%
Series D	Five Years	6.4762%
Series E	Ten Years	6.8032%

The Second Tranche 2022 Bonds were listed with PDEX on 21 September 2023 for secondary market trading. Interest is paid quarterly in arrears every 21 December, 21 March, 21 June, and 21 September of each year for each subsequent interest payment date at which the bonds are outstanding or the subsequent banking day without adjustment if such interest payment date is not a banking day.

AEV received the aggregate net proceeds of ₱17.45 bn from the offer and sale of the Second Tranche 2022 Bonds. The breakdown of the use of proceeds is set out below (in thousand pesos):

	Projected Usage (Per Prospectus)	Actual Usage
To partially fund the acquisition of 40% equity interest in Coca-Cola Beverages Philippines, Inc.	₱11,382,434	-
Refinancing of the maturing AEV Series C 2.8403% Bonds Due 2023	5,853,300	5,853,300
Bond issuance costs	214,266	216,470
TOTAL	₱17,450,000	₱6,069,770

AEV started paying interest to its bond holders of the First Tranche 2022 Bonds on 7 March 2023 and Second Tranche 2022 Bonds on 21 December 2023.

Item 10. Modification or Exchange of Securities

No action is to be taken during the 2025 ASM with respect to modification of any other class of issued securities of AEV, or the issuance or authorization for issuance of one class of securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

No other action is to be taken during the 2025 ASM with respect to any matter specified in Items 9 or 10.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action is to be taken during the 2025 ASM with respect to any transaction involving: (i) merger or consolidation into or with any other person or of any other person into or with AEV; (ii) acquisition by AEV or any of its security holders of securities of another person; (iii) acquisition of any other going business or of the assets thereof; (iv) sale or other transfer of all or any substantial part of the assets of AEV; or (v) liquidation or dissolution of AEV.

Item 13. Acquisition or Disposition of Property

No action is to be taken during the 2025 ASM with respect to acquisition or disposition of any property of AEV.

Item 14. Restatement of Accounts

No action is to be taken during the 2025 ASM with respect to restatement of any asset, capital or surplus account of AEV.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following action require approval and ratification from the stockholders during the 2025 ASM:

- (a) Approval of the Minutes of the 2024 Annual Meeting of Stockholders dated 22 April 2024 (A summary and copy of the 2024 ASM Minutes are attached as **Annexes “C” and “C-1”**). The approval of the minutes is only with respect to the correctness of the minutes and not as to any of the matters referred therein. The minutes may also be viewed at the Company’s website at: <https://www.aboitiz.com/investor-relations/stockholder-meeting/annual-stockholder/8942f2be-f471-4be7-9446-9eb03a5e1240> and covers the following matters:
- 1) Reading and approval of the minutes of the previous Annual Stockholders’ Meeting on 24 April 2023;
 - 2) Presentation of the President’s Report;
 - 3) Approval of the Annual Report and Audited Financial Statements as of 31 December 2023;
 - 4) Appointment of External Auditor for 2024;
 - 5) Election of the Members of the Board of Directors;
 - 6) Ratification of the Acts, Resolutions, and Proceedings of the Board of Directors, Corporate Officers, and Management from 24 April 2023 up to 21 April 2024; and
 - 7) Other Business
- (b) Approval of the 2024 Annual Report of Management and Financial Statements of the Company; and:
- (c) General ratification of the acts of the Board of Directors, corporate officers, and the management from 22 April 2024 up to 27 April 2025.

These acts are covered by resolutions of the Board duly adopted during the normal course of trade or business of the Company.

The Company’s President and Chief Executive Officer, Mr. Sabin M. Aboitiz will present the President’s Report during the 2025 ASM. The President’s Report will be an assessment of the Company’s 2024 performance and will include information on any material change in the Company’s business, strategy, and other affairs, if any. The President’s report for the 2025 ASM is not yet available at the time that the Company’s Information Statement is due to be submitted to the SEC on 19 March 2025. It will be uploaded and may be viewed at the Company’s website at <https://aboitiz.com/2025asm> as soon as available before the 2025 ASM.

Item 16. Matters Not Required to be Submitted

The Company intends to present for approval by the stockholders during the Annual Stockholders Meeting the amendment of Articles Three and Seven of the Company’s Articles of Incorporation. Other than these, no action is to be taken with respect to any matter that does not require the submission to a vote of security holders.

- (a) **Ratification of acts, resolutions, and proceedings of the Board of Directors, Corporate Officers and Management from 22 April 2024 up to 27 April 2025.** The proposal is intended to allow the stockholders to ratify the acts of the Board of Directors and Officers of the Company as a matter of procedure or policy.

The resolutions approved by the Board in its regular and special meetings refer only to acts done by the Board of Directors, corporate officers, and management in the ordinary course of business. The board resolutions are enumerated in this Information Statement. The Company also regularly discloses material transactions approved by the Board. These disclosures are available for viewing and can be downloaded at the Company’s website at www.aboitiz.com.

Below is the list of the resolutions approved by the Board of Directors from 22 April 2024 up to 27 April 2025:

Regular Board Meeting on 25 April 2024

1. Renew the Authorities to Enter into Non-Disclosure Agreements, Letters of Instruction, Memoranda of Agreement and Other Preliminary Agreements Involving:
 - a. Potential Acquisitions or Transactions;

- b. Media Relation Transactions;
- c. Human Resources (HR) Related Transactions;
- d. Information Technology (IT) Related Transactions; and
- e. Transactions by the Transformation Office
2. Renew Authority to Purchase, Sell, or Deal in Any Manner with the Motor Vehicles of the Company;
3. Renew Authority to Transact and File Reports to the Philippine Stock Exchange, Inc. (PSE), Philippine Dealing & Exchange Corporation (PDEX), and the Securities Exchange Commission (SEC);
4. Renew the Authority of the Data Protection Officer to Transact with the National Privacy Commission (NPC);
5. Approve the 2023 Integrated Annual Corporate Governance Report;
6. Approval of the Company's Redundancy Program;
7. Renew the Company's Authority to Buyback AEV, UBP, and AboitizPower Shares;
8. Subscribe to UnionBank's Stock Rights Offering;
9. Update Authorized Representatives for Transactions with Globe Telecom, Inc.;
10. Update Authorized Representatives for Transactions with Pilipinas Shell Petroleum Corporation;
11. Update Authorized Representatives for Transactions with the Home Development Mutual Fund;
12. Update Authorized Representatives for Transactions with the Philippine Health Insurance Corporation; and
13. Update Authorized Representatives for Transactions with the Social Security System

Regular Board Meeting on 26 June 2024

1. Appoint Authorized Representatives for Transactions with Interpharma Solutions Philippines, Inc.;
2. Open an Account with AB Capital Securities, Inc.;
3. Update Authorized Representatives for all Settlements, Payments and for Availment of UnionBank Business Banking, other bank products; and
4. Update Authorized Representatives for Transactions with Smart Telecommunications, Inc.

Regular Board Meeting on 29 July 2024

1. Amendment of Financial Levels of Authority (FINLOA);
2. Execute Lease in Makati Property; and
3. Infuse Capital to AEV CRH Holdings Inc. as Additional Paid In Capital

Regular Board Meeting on 28 August 2024

1. Update Authorized Representatives to Process Retirement Plan with Bureau of Internal Revenue (BIR); and
2. Update Authorized Representatives to Transact and File Reports with the Philippine Depository & Trust Corporation

Regular Board Meeting on 25 September 2024

1. Appoint Authorized Signatory for the Sale of the Shares in Pico Far East Holdings Ltd.; and
2. Update the Authorized Signatories for Transactions with Papa Securities Corporation

Regular Board Meeting on 28 October 2024

1. Update Authorized Representatives for the Renewal of Property Insurance Policies

Regular Board Meeting on 17 December 2024

1. Appoint Authorized Representatives to Process Building Permit Application;
2. Appoint Authorized Representatives to Represent the Company in Land Registration Proceedings and Processing Documents and Certifications;
3. Appointment of Mr. Jose Emmanuel U. Hilado as the Company's Chief Risk Officer;
4. Appointment of Ms. Charmaine R.A. Valmonte as the Company's Data Protection Officer;
5. Authority to Sell Real Properties;

6. Changes in the Membership of the Board Cyber and Information Security Committee;
7. Revocation of the Authority of Step Asia, Inc.; and
8. Update Authorized Representatives for the Creditable Withholding Tax Refund Application

Regular Board Meeting on 28 January 2025

1. Authorize Trademark Application in China National Intellectual Property Administration;
2. Update Authorized Representatives to Transact with the BIR;
3. Renewal of Authority for Representatives to Attend to the ASMs of AEV's Investee Companies, Organizations, or Associations;
4. Amendment of Internal Audit and Board Audit Committee Charters;
5. Amend Article Three to Change the Company's Principal Place of Business
6. Amend Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6 of the Company's By-Laws
7. Update Authorized Representatives to Enter into Non-Disclosure Agreements, Letters of Instruction, Memorandum of Agreements, and Other Preliminary Agreements Involving:
 - a. Potential Acquisitions or Transactions of the Company; and
 - b. Transactions of the Transformation Office

Regular Board Meeting on 26 February 2025

1. Open an Account with CLSA Philippines, Inc.;
2. Amend Board Risk and Reputation Management Committee and Sustainability, Governance, and Related Party Transactions Committee Charters; and
3. Update Authorized Representatives for Transactions with the Home Development Mutual Fund

Special Board Meeting on 7 March 2025

1. Authorize the Conduct of Virtual Annual Stockholders' Meeting in 2025;
2. Authorize the Use of an Online Voting Platform for the 2025 ASM;
3. Approval of the Agenda, Date, Venue, and Record Date for the 2025 ASM;
4. Appoint the Board Election Inspectors for the 2025 ASM;
5. Appoint the Proxy Validation Committee Members;
6. Endorse the Appointment of SGV as External Auditor for 2025;
7. Cash Dividend Declaration; and
8. Approval of 2024 Audited Financial Statements

A resolution to ratify the acts, resolutions, and proceedings of the Board of Directors, corporate officers and management from 25 April 2024 up to 7 March 2025 shall be presented to the stockholders for approval.

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

- (a) **Amendment of Article III of the Company's Articles of Incorporation.** At its meeting on 28 January 2025, the Board of Directors approved to amend Article III of the Company's Articles of Incorporation to reflect the change in its principal place of business to its future corporate headquarters in Makati City.

At the 2025 ASM, proposed amendment of Article III of the Company's Articles of Incorporation will be submitted for the approval of the Company's stockholders, to read as follows:

THIRD : That the place where the principal office of the corporation is to be established or located is at **Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines.**

- (b) **Amendment of the Company's By-Laws.** Pursuant to the Board's delegated power under Article VII of the Amended By-Laws to amend, repeal, or alter in whole or in part, the Company's By-Laws, or adopt new By-Laws, the Board of Directors, in its regular Board Meeting held on 28 January 2025, approved to amend Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6

of the Company's By-Laws to reflect the change in its principal place of business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations. The AEV Board also authorized the Corporate Secretary to make editorial clean ups on the Company's By-Laws.

As amended and upon approval by the SEC, Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6 of the Company's By-Laws will read as follows:

ARTICLE I

SECTION I Annual Meeting - The annual meeting of the stockholders shall be held, if practicable, at the principal office of the Company at **Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines**, or in lieu thereof at any location within Metro Manila that the Board of Directors may approve, and at a time to be announced by the Board of Directors on the day which is the 4th MONDAY OF APRIL of each year; provided that if such day is a legal holiday, the annual meeting of the stockholders shall be held on the next succeeding business day.

XXXX

SECTION 3. Notices – Notice of time and place of annual or special meetings of the stockholders shall be given personally, by mail addressed to each stockholder of record at the address left by such stockholder with the Corporate Secretary of the Corporation or at his last known address, by telefacsimile, electronic mail, publication in a newspaper of general circulation, **or any other manner as the Securities and Exchange Commission shall allow under its rules and regulations**, at least **twenty one (21)** days before the date set for such meetings; Provided, however, that in the case of special meetings, notice shall be given at least **one (1) week** before the said meeting and shall state the object or objects of the same. **For this purpose, the Corporate Secretary may require stockholders to provide their updated electronic mail (e-mail) address through which notices from the Corporation may be sent.**

XXXX

SECTION 8. Minutes – Minutes of all meetings of the stockholders shall be kept and preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law or **rules and regulations as may be issued by the Securities and Exchange Commission from time to time.**

XXXX

ARTICLE II

SECTION 1. Qualification and Election –

XXXX

Nominations for election of members of the Board of Directors by stockholders **shall be accepted starting January 1 of the year in which such nominee is to serve. Nominations shall be closed by February 15 of the same year**, except as may be provided by the Board of Directors in appropriate guidelines that it may promulgate from time to time in compliance with law.

XXXX

SECTION 2. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser. The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities

Regulation Code and its Implementing Rules and Regulations, **and circulars and guidelines that the Securities and Exchange Commission may issue from time to time.**

XXXX

SECTION 4. Meetings – The Board of Directors shall hold a meeting, for organization and for the election of officers, immediately after their election, of which meeting no notice is required. Thereafter, the Board of Directors shall hold regular meetings at **such frequency and dates as the Board may determine in its discretion.**

Special meetings of the Board of Directors may be called by the Chairman or the President or on the written request of two (2) directors on **two (2)** day's prior notice to each director personally, in writing, by telefacsimile, electronic media, and such meeting may be held any place within the Philippines.

XXXX

SECTION 6. Loss or Destruction of Certificates – The Board of Directors may direct a new certificate of stock to be issued in place of any certificate alleged to have been lost, **stolen**, or destroyed. The Board of Directors authorizing such issue of a new certificate, may, in its discretion, require the owner of the stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board as to ownership of the stock alleged to have been lost, **stolen**, or destroyed, and the facts which supported its loss or destruction.

The Board of Directors may also require him to give notice of such loss, **theft**, or destruction by publication or otherwise, as it may direct, and cause the delivery to the Corporation of a bond with or without sureties in such sum as it may direct, indemnifying the Corporation from any claims that may be made against it by reason of the issue of such new certificate. **If a contest has been presented to the Corporation or if an action is pending in court regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed, the Corporation may refuse to issue a new certificate of stock until the court renders a final decision regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed.**

Except in case of fraud, bad faith, or negligence on the part of the Corporation and its officers, no action may be brought against the Corporation which shall have issued a certificate of stock in lieu of those lost, stolen or destroyed pursuant to the procedure set forth above.

Given that the Company's stockholders have already delegated to the members of the Board of Directors the authority to amend the By-Laws, the amendments to the By-Laws will become effective upon the approval by SEC.

Item 18. Other Proposed Actions

- (a) **Approval of the 2024 Annual Report and Financial Statements.** The proposal is intended to present to the stockholders the results of the Company's operations in 2024, in accordance with Section 74 of the Revised Corporation Code.

The Company's audited financial statements as of 31 December 2024 will be integrated and made part of the Company's Definitive Information Statement. The Definitive Information Statement will be distributed to the stockholders at least 15 business days prior to the ASM, and the same will be posted at the Company's website at <https://abotiz.com> and in the PSE EDGE portal at edge.pse.com.ph.

A resolution approving the 2024 Annual Report and Audited Financial Statements shall be presented to the stockholders for approval.

- (b) **Appointment of the Company's External Auditor for 2025.** The proposal is intended to appoint an auditing firm which can best provide assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls. The Board Audit Committee and the Board of Directors will endorse SGV as the external auditor for 2025 for the stockholders to appoint.

The profile of the external auditor is disclosed in this Information Statement.

A resolution for the appointment of the Company's external auditor for 2025 shall be presented to the stockholders for approval.

- (c) **Ratification of Acts, Resolutions, and Proceedings of the Board of Directors, Corporate Officers, and Management from 22 April 2024 up to 27 April 2025.** The proposal is intended to allow the stockholders to ratify the acts of the Board of Directors and Officers of the Company as a matter of procedure or policy.

The resolutions approved by the Board in its regular and special meetings refer only to acts done by the Board of Directors, corporate officers, and management in the ordinary course of business. The board resolutions are enumerated in this Information Statement. The Company also regularly discloses material transactions approved by the Board. These disclosures are available for viewing at, and can be downloaded from, the Company's website at <https://aboitiz.com>.

A resolution to ratify the acts, resolutions, and proceedings of the Board of Directors, corporate officers, and management from 22 April 2024 up to 27 April 2025 shall be presented to the stockholders for approval.

Item 19. Voting Procedures

- (a) **Votes Required for Matters Submitted to Stockholders for Approval and Election of Directors**

Section 4, Article I of the Amended By-Laws of AEV states that a quorum for any meeting of stockholders shall consist of the majority of the outstanding capital stock of AEV. Majority of such quorum shall decide on any question in the meeting, except those matters in which the Revised Corporation Code requires a greater proportion of affirmative votes.

Regarding the election of members of the Board, nominees who receive the highest number of votes shall be declared elected, pursuant to Section 23 of the Revised Corporation Code.

For other matters submitted to the stockholders for approval, the affirmative vote of at least a majority of the issued and outstanding capital stock entitled to vote and represented at the 2025 ASM is required except for the amendment to Article III the Company's Articles of Incorporation which requires the affirmative vote of stockholders representing at least two-thirds of the outstanding capital stock of the Company.

- (b) **The Method by which Votes will be Counted**

The Company intends to conduct the 2025 ASM through remote communication, in accordance with the Revised Corporation Code and the applicable SEC Circulars. Stockholders who are unable to attend the meeting may execute a proxy in favor of a representative, or vote electronically *in absentia* using a hyperlink at <https://aboitiz.com/2025asm> available on 28 March 2025. Stockholders voting electronically *in absentia* shall be deemed present for purposes of quorum. See **Annex "G"** for complete information on the process for voting via remote communication or *in absentia* and the requirements for doing so.

In the election of directors, the nine nominees with the greatest number of votes shall be declared elected. If the number of nominees does not exceed the recorded number of directors to be elected, all the shares present or represented at the meeting will be voted in favor of the nominees.

In the election of directors, the stockholder may choose to do any of the following:

- (i) Vote such number of shares for as many person(s) as there are directors to be elected;
- (ii) Cumulate such shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares; or
- (iii) Distribute his shares on the same principle as option (ii) among as many candidates as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him, multiplied by the whole number of directors to be elected.

The method of counting the votes shall be in accordance with the general provisions of the Revised Corporation Code. The counting of votes shall be done by the representatives from the Office of the Corporate Secretary, who shall serve as members of the Election Committee. The voting shall be witnessed and the results verified by a duly appointed Independent Board of Election Inspectors, Luis Cañete & Company, an independent accounting firm.

Other than the nominees' election as directors, no director, executive officer, nominee, or associate of any nominee has any substantial interest, direct or indirect, by security holdings or otherwise, in any way in the matters to be taken up during the ASM. AEV has not received any information that an officer, director or stockholder intends to oppose any action to be taken at the 2025 ASM.

This Information Statement in SEC Form 20-IS is given free of charge to the stockholders prior to the Annual Stockholders' Meeting of the Company. AEV stockholders may likewise request for a copy of the 2024 Annual Report on SEC Form 17-A which will be given free of charge upon written request. Please write to:

Office of the Corporate Secretary:

Aboitiz Equity Ventures Inc.
NAC Tower, 32nd Street,
Bonifacio Global City
Taguig City, Metro Manila
1634 Philippines
email: AEV_BoardSecretariat@aboitiz.com

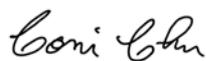
Attention: Ms. Connie G. Chu

This Information Statement will also be posted at AEV's website: www.aboitiz.com
and in the PSE EDGE portal at edge.pse.com.ph

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report was signed in the City of Taguig on 19 March 2025.

ABOITIZ EQUITY VENTURES INC.

By:



CONNIE G. CHU
Corporate Secretary

PART I – BUSINESS AND GENERAL INFORMATION

A. Item 1. Business of the Registrant

Overview of Business of the Registrant

Aboitiz Equity Ventures Inc., is the public holding and management company of the Aboitiz Group, one of the largest conglomerates in the Philippines. The Company was originally incorporated as Cebu Pan Asian Holdings, Inc. on 11 September 1989. Its name was later changed to Aboitiz Equity Ventures Inc. on 29 December 1993, and its ownership was opened to the general public through an initial public offering (IPO) of its common shares in 1994.

AEV's core businesses, conducted through its various domestic and international Subsidiaries and Associates across 8 countries, are grouped into five main categories:

- **Power.** AEV's power generation, distribution, and retail electricity supply businesses are operated through AboitizPower and its Subsidiaries, Joint Ventures, and Associates (collectively, "AboitizPower"). AboitizPower holds leadership positions across its various segments. AboitizPower is also a pioneer in building and operating run-of-river mini hydropower plants in the country and has the largest installed capacity of renewable energy under its market control.

On 10 December 2021, the AEV stockholders ratified the sale of 25.01% of the Company's equity ownership in AboitizPower (equivalent to 25.01% of the total outstanding capital stock of AboitizPower) to JERA Asia, an affiliate of JERA, Japan's largest power generation company. Including the shares acquired from ACO, JERA Asia now owns 27.00% of the total outstanding capital stock of AboitizPower. The proceeds from this transaction unlocked significant capital in AEV to fuel the expansion of its portfolio into high-growth sectors.

AboitizPower's common shares are listed on the PSE and as of 31 January 2025, AboitizPower had a market capitalization of ₱288.00 bn, with a share price of ₱39.90 per share.

- **Food and Beverage.** AEV's integrated agribusiness and food company is operated in the Philippines primarily through Pilmico Foods Corporation (Pilmico) and its Subsidiaries, and its international feeds business through Aboitiz Foods Holdings, Inc. and its various Subsidiaries and Associates (collectively as the "Food Group"). The Food Group is composed of two segments: (1) Agribusiness and (2) Food and Nutrition. Agribusiness covers feed milling, pet food and specialty nutrition while Food and Nutrition includes flour milling, hog and layers farming, meat slaughter and fabrication and commodity trading.

In July 2018, Pilmico International acquired a 75% equity interest in Gold Coin Management Holdings, Pte. Ltd. (GCMH) and its Subsidiaries (collectively, the "Gold Coin Group"), expanding AEV's animal feed business into 11 countries across the Asia-Pacific region. In May 2019, Pilmico International acquired the remaining 25% equity interest in GCMH.

On 23 February 2024, AEV, in partnership with Coca-Cola Europacific Partners Plc (CCEP), successfully completed the acquisition of then Coca-Cola Beverages Philippines, Inc. (CCBPI), the exclusive bottler and distributor of The Coca-Cola Company's products in the Philippines. As part of this transition, CCBPI rebranded in 2025, adopting its new name, Coca-Cola Europacific Aboitiz Philippines, Inc. (CCEAPI), marking a new chapter in its history under joint ownership.

CCEAPI is a leading beverage company in the Philippines, responsible for bottling, marketing, and distributing Coca-Cola products nationwide.

With a strong nationwide presence, CCEAPI operates 18 manufacturing plants and approximately 80 sales offices and distribution centers across the country. The company employs nearly 9,000 employees and plays a vital role in the Philippine economy, supporting close to a million micro-retailers and generating over 70,000 job opportunities throughout its

value chain. Its current product portfolio includes 17 brands, including Coca-Cola, Royal, Sprite, Wilkins, Schweppes, Viva, Minute Maid, Nutri Boost, Lemon Dou, and Jack & Coke, catering to the evolving tastes and preferences of Filipino consumers.

- **Financial Services.** AEV's financial services group is consolidated under its Associate, Union Bank of the Philippines and its key Subsidiaries, which include City Savings Bank, Inc., a thrift bank, UBP Investments Corporation, a holding company, UBX Philippines Corporation ("UBX PH"), an innovation and technology company, and UnionDigital Bank, Inc., the Bank's digital and banking arm. UnionBank is a universal banking corporation listed on the PSE and is among the top universal banks in the country, in terms of asset size as of 31 December 2024, as reported in disclosures made by private universal banks to the PSE. As of 29 February 2025, UnionBank had a market capitalization of ₱114.25 bn, with a price per common share of ₱34.45.
- **Real Estate.** AEV's development of residential communities is through AboitizLand, Inc. (AboitizLand). As of 31 January 2025, AboitizLand had 13 residential projects in the selling phase across three different product types: lot only, house and lot, and condominiums.
- **Infrastructure.** The infrastructure and infrastructure-related investments of the Aboitiz Group are primarily undertaken through Aboitiz InfraCapital, Inc. (Aboitiz InfraCapital) and AEV CRH Holdings, Inc. (AEV CRH). As of 31 January 2025, Aboitiz InfraCapital's business portfolio includes (i) administrative franchises to provide water and wastewater-related services to residential, commercial and industrial customers in Batangas, Cebu and Davao, among others, (ii) digital infrastructure, which includes common towers and data centers, (iii) regional airports, and (iv) economic estates projects.

AEV CRH Holdings, Inc. (AEV CRH) is AEV's partnership with CRH plc, a global leader in the manufacture and supply of building materials and products. AEV CRH acquired Republic Cement & Building Materials, Inc. (RCBM) together with its Subsidiaries and Affiliates (the "Republic Cement Group") in 2015. As of 31 January 2025, the Company believes that the Republic Cement Group is one of the country's leading local cement manufacturing and distribution companies with five integrated plants and one grinding facility in operation across Luzon, Visayas, and Mindanao.

Others. AEV's other investments include holdings in (a) aviation through AEV Aviation, Inc. (AEV Av), (b) insurance through Archipelago Insurance Pte. Ltd. (Archipelago Insurance), and (c) portfolio investments abroad through AEV International.

In 2022, AEV embarked on the Great Transformation ("GT 2025"), with the goal of becoming the country's first *techglomerate* by (i) harnessing technology and innovation to create exponential advantages, (ii) creating a more diversified portfolio that is substantially invested in the incubation of innovative and disruptive new ideas, products, services, and actual startup companies positioned for success in the future, and (iii) aspiring to become the public's *Partner of Choice* in modernizing and digitizing communities by helping government and institutions tech-up for more efficiency in developing the economy and society. Apart from modernizing and advancing the group's operations through the use of technology, an integral part of GT 2025 is the expansion of AEV's portfolio to the consumer segment, which should further enhance synergies within the Aboitiz Group.

As of 31 January 2025, ACO owned 49.27% of the outstanding capital stock of AEV, 4.81% was owned by directors, officers, and related parties, while the remaining 45.92% was owned by the public.

As of 31 January 2025, AEV had a market capitalization of ₱178.80 bn, with a share price of ₱32.20 per share.

Neither AEV nor any of its Subsidiaries has ever been the subject of any bankruptcy, receivership, or similar proceedings.

B. ABOITIZ EQUITY VENTURES INC.

AEV is one of the leading conglomerates in the Philippines, with investments in power, financial services, food and beverage, infrastructure, and real estate. As the public holding company of the Aboitiz Group, AEV is recognized for its sustainable business practices, innovation-driven strategies, and commitment to nation-building. AEV's current principal office address is at 32nd Street, Bonifacio Global City, Taguig City, Metro Manila. AEV and its Subsidiaries still maintain administrative and liaison offices in Cebu.

With a legacy spanning over a century, AEV has continuously evolved and diversified its portfolio to remain a market leader in its industries. Today, AEV is undergoing a Great Transformation to become the Philippines' first Techglomerate, integrating technology, data science, and artificial intelligence into its business operations to create greater value for its stakeholders.

Group Strategy

The AEV group strategy is best understood through four strategic pillars that guide it in creating long-term value for all its stakeholders: (i) growing the business, (ii) engaging stakeholders, (iii) building human capital, and (iv) executing with excellence.

Business Growth

AEV grows the business by continuing to explore businesses that meet the following criteria: (a) well-suited to AEV's experience and expertise in its existing business segments, (b) has dependable and growing sources of income, and (c) scalable with long-term growth potential. AEV seeks to grow within the Company's acceptable thresholds for risk, leverage, and returns to maintain sustainable growth. An integral part of AEV's strategy is to keep the Company's balance sheet healthy and to uphold the Company's ability to raise funds through the debt market.

While the Company is open to the possibility of expanding into new industries, AEV remains bullish on the long-term prospects of its five core businesses. AEV's business presence in the sectors in which it currently operates is aligned with the international indicators of economic growth and positions AEV well to take advantage of the country's economic cycle and to reap the benefits of demographic dividends.

Stakeholder Engagement

AEV aims to maximize shared value for all the entities involved in its business and believes that direct, regular, open, and respectful dialogue with key stakeholders is seen as an essential element in developing mutually beneficial and sustainable relationships that help unlock value for all parties over the long-term.

Human Capital

AEV's third strategic pillar is to build human capital by strengthening its capability to attract, retain, and optimize top caliber professionals who will not only help manage its businesses, but also work to enhance the Aboitiz Group's capabilities and skills. Talent management and succession planning are at the core of AEV's strategy in relation to human capital.

The Aboitiz Group has always taken pride in leadership excellence across five smooth leadership transitions during the group's history while retaining the simple and entrepreneurial approach that fueled its expansion. This approach has played an integral part in the continuity of AEV's policies and the execution of its strategic business plans over time. Today, as a new generation of leaders of AEV's business takes shape, its leadership team will seek to continue to produce leaders from within the ranks, having a leadership bench that is capable of stimulating healthy change and progress within the organization. In building its future leadership team, AEV aims to seek out people who believe in its purpose and brand promise, whose values are aligned with its core values, and who will thrive in its long-standing culture.

Execution Excellence

AEV measures execution excellence by its ability to act in a timely and effective manner. AEV works continuously to enhance its business processes across all corporate service units and Strategic Business Units to ensure AEV maintains its competitive edge.

AEV attributes its ability to execute swiftly to the leadership of the AEV Board. The Board is composed of highly professional directors that work in an environment of respect and collegiality, where active participation, candidness, and robust discussions are not only encouraged but are the norm. The members of the AEV Board include three Independent Directors, five Non-Executive Directors, and one Executive Director, all of whom come from diverse professional backgrounds, such as economics, corporate finance, engineering, accounting, auditing, investment banking, and technology, in addition to experience in the private, government and multilateral agency sectors and other policy-making bodies. The AEV Board is supported by a capable and accountable management team and empowered team members, united in living the time-honored Aboitiz core values of Integrity, Teamwork, Innovation, and Responsibility.

In all its business ventures, AEV has adopted sound corporate governance practices, robust internal controls and compliance monitoring processes, and a well-functioning enterprise risk management system to satisfy the heightened expectations of its various stakeholders. AEV has been recognized as one of the best-managed companies in the Philippines and in the ASEAN region, and is frequently cited for its commitment to good corporate governance and corporate social responsibility.

Sustainability and Corporate Governance

Sustainable business practices have enabled the Aboitiz Group to operate commercially for over a century. A key component of its strategy is to match its business expansion with sustainability initiatives. AEV looks at a triple-bottom line to measure the impact of its activities not only on profit but also on people and the planet. The Company remains committed to strengthening its environmental, social, and governance (ESG) practices and communication strategy. AEV's goal is to grow profitably, while partnering with its stakeholders to create shared value, and minimize its environmental impact.

On 29 February 2024, the Board of Directors, after evaluation and consultation with the management and independent directors, approved the merger of the Environmental, Social and Corporate Governance (ESCG) Committee and the Related Party Transactions (RPT) Committee into one committee, renamed into the Sustainability, Governance, and Related Party Transactions (SGRPT) Committee. The committee supports the Board in its oversight of sustainability, corporate governance, material RPTs (as defined in the Related Party Transactions Policy), and nomination and compensation matters.

AEV reports on its areas of focus: team member engagement and development, corporate social responsibility, customer focus, disaster resilience, carbon emissions reduction, resource efficiency, renewable energy, waste management, financial growth, and financial returns. Its report has been prepared in reference to the Global Reporting Initiative (GRI) Standards. Its key performance indicators are aligned with the United Nations Sustainable Development Goals. AEV was one of the first Philippine businesses to support the United Nations' 17 Sustainable Development Goals. AEV published its first sustainability report in 2009, adopted the GRI reporting framework in 2014, and obtained external assurance for its 2022 and 2023 Annual Integrated Reports.

(a) DESCRIPTION OF REGISTRANT

(i) Principal Products or Services

As of 31 January 2025, AEV's core businesses, conducted through its various Subsidiaries and Affiliates, can be grouped into five main categories: (a) power distribution, power generation, and retail electricity supply; (b) financial services; (c) food and beverage; (d) real estate; and (e) infrastructure. Principal products and services offered by AEV's core businesses are discussed in the relevant portions of each SBU.

Based on the SEC parameters of what constitutes a significant Subsidiary under Item XX of Annex “D” of SRC Rule 12, AboitizPower and Aboitiz InfraCapital are AEV’s significant Subsidiaries. (Please see **Annex “D”** for the corporate structure of AEV showing the different business segments.)

(ii) Sales

Comparative amounts of consolidated revenues, and profitability of continuing operations are as follows:

(in ₱ millions)	2024	2023	2022
Revenue	₱302,826	₱310,619	₱306,861
Operating Profit	₱50,594	₱38,045	₱35,095

The operations of AEV and its Subsidiaries are based largely in the Philippines. AEV’s percentage of revenues and net income contributed by foreign sales are as follows:

Contribution to Revenue	2024		2023		2022	
	(in ₱ millions)	%	(in ₱ millions)	%	(in ₱ millions)	%
Philippines	₱250,957	74%	₱257,356	76%	₱242,782	73%
Rest of Asia	86,117	26%	₱80,878	24%	89,461	27%
Total	337,074	100%	₱338,234	100%	₱332,135	100%

Contribution to Net Income Attributable to Parent	2024		2023		2022	
	(in ₱ millions)	%	(in ₱ millions)	%	(in ₱ millions)	%
Philippines	₱17,266	95%	₱24,161	103%	₱24,017	100%
Rest of Asia	862	5%	(615)	-3%	4	0%
Total	₱18,128	100%	₱23,546	100%	₱24,021	100%

Comparative amounts of revenue contribution by business group are as follows:

Contribution to Revenue

	2024		2023		2022	
	(in ₱ millions)	%	(in ₱ millions)	%	(in ₱ millions)	%
Power	₱197,492	61	₱207,100	64	₱193,994	62%
Food	109,190	34	103,786	32	110,726	35%
Financial Services	-	0	-	0	-	0%
Real Estate	4,275	1	3,592	1	4,339	1%

Infrastructure	8,917	3	6,549	2	3,693	1%
Others	2,177	1	2,750	1	2,181	1%
Subtotal	322,052	100	323,777	100	314,392	100%
Eliminations	(19,226)	-	(13,157)	-	(8,070)	-
Total	₱302,826	100	₱310,619	100	₱306,861	100%

Note: Percentages refer to the business group's share in the total net revenue for a given year. The revenues of Associates do not form part of the Group's consolidated revenues. For additional details on the income contributions of all business segments/groups to AEV, please refer to Business Segment Information of the Notes to the Consolidated Financial Statements.

(iii) Distribution Methods of the Products or Services

At the parent company level, AEV offers some corporate center services to its Subsidiaries and Associates to enable the Group to realize cost synergies. AEV has service level agreements that may include the provision of human resources, internal audit, legal, treasury and corporate finance services, among others. AEV itself maintains a pool of highly qualified professionals with business expertise relevant to the businesses of the entire Aboitiz Group.

AEV's Business Units have their respective distribution methods of products and services. Please refer to the discussion on distribution methods of each SBU.

(iv) New Products/Services

With innovation being one of its core values, the Aboitiz Group is always on the lookout for new and efficient ways to provide service to its customers. The Company is in constant pursuit of opportunities within and beyond its current investment portfolio to expand its businesses, locally and within the ASEAN region.

On 15 February 2021, the Aboitiz Group formed Aboitiz Data Innovation (ADI), a Singapore-based subsidiary engaged in the utilization of data science and artificial intelligence ("DSAI") in business development. ADI plans to consolidate and leverage on the DSAI operating model across the Aboitiz Group and promote a data-driven culture within the organization. It is tasked to be at the forefront of the group-wide effort to transform data into business opportunities, exploit information to make better decisions, reinvent business models, and develop high-value solutions to create new processes, products, and services.

On 23 February 2024, AEV, together with CCEP, completed the acquisition of then CCBPI, the exclusive bottler and distributor of Coca-Cola products in the Philippines. In 2025, CCBPI rebranded as Coca-Cola Europacific Aboitiz Philippines, Inc.

CCEAPI is a key player in the Philippine beverage industry, operating 18 manufacturing plants and nearly 80 sales offices and distribution centers nationwide. With a workforce of approximately 9,000, it supports close to a million micro-retailers. As of 31 January 2025, CCEAPI's portfolio includes 17 brands—including Coca-Cola, Royal, Sprite, Wilkins, and Minute Maid, among others.

AEV's Business Units have their own innovative products and services. Please refer to the discussion on new products and services of each SBU.

(v) Competition

At the parent company level, AEV has no direct competitors. However, for reference purposes, other holding and management companies listed on the PSE can be used for comparison.

AEV's Business Units are subject to significant competition in the industry segments of which they operate. Please refer to the discussion on competition of each SBU.

(vi) Sources of Raw Materials and Supplies

AEV's Business Units have their respective sources of raw materials and are not dependent upon one or a limited number of suppliers for essential raw materials. Please refer to the discussion on sources of raw materials of each SBU.

(vii) Major Customers

As a holding company providing management services, AEV's principal customers are its Subsidiaries and Associates.

AEV's Business Units have their respective major customers. Please refer to the discussion on major customers of each SBU.

(viii) Transactions with and/or Dependence on Related Parties

AEV and its Subsidiaries, in their regular conduct of business, have entered into RPT consisting of professional and technical services, rental, money market placements, and power sales and purchases. These are all made on an arm's length basis.

ACO and certain Associates have service contracts with AEV for corporate center services rendered, such as internal audit, legal, tax advisory, treasury, and corporate finance, among others. These services are obtained from AEV to enable the Group to realize cost synergies. Transactions are priced on an arm's-length basis, and documented by service level agreements to ensure quality of service.

ACO and certain Associate companies lease office spaces from CPDC, a Subsidiary of AEV. Rental rates are comparable with prevailing market prices. These transactions are covered with lease contracts with three-year periods.

The AEV Group has cash deposits and money market placements with UnionBank and CitySavings, AEV's banking Associates. These are earning interest at prevailing market rates.

Power generation Subsidiaries sell to certain power Associates based on their respective power supply agreements. Meanwhile, power distribution Subsidiaries purchase from certain generation Associates based on existing power purchase agreements.

A wholly-owned construction and steel fabrication Subsidiary of ACO renders its construction and maintenance services to the AEV Group.

The Company's Retirement Fund is in the form of a trust being maintained and managed by an independent committee of select officers of the Company. The Retirement Fund has investments in the equity of the Company, AboitizPower, and UnionBank.

The above RPTs are discussed extensively in the audited financial statements of AEV.

No other transaction, without proper disclosure, was undertaken by AEV in which any director or executive officer, any nominee for election as director, any beneficial owner (direct or indirect) or any member of his immediate family was involved or had a direct or indirect material interest. Other than what has been discussed in this Information Statement and the Company's annual audited financial statements, there are no other related party transactions entered into by the Company with related parties, including transactions with directors or self-dealings by the Company's directors.

AEV employees are required to promptly disclose any business and family-related transactions with AEV to ensure that potential conflicts of interest are determined and brought to the attention of management.

AEV's SGRPT Committee has the mandate to ensure that related party transactions are taken on an arms' length basis and within market rates, with sufficient documentation, and coursed through all

appropriate levels of approval necessary. AEV's RPT Policy ensures that RPTs are conducted at arms-length and at market prices, and undergo the appropriate approval process.

For detailed discussion on RPT, please refer to the notes of the Company's consolidated annual financial statements.

(ix) Patents, Copyrights and Franchises

AEV and its Subsidiaries own, or have pending applications for the registration of intellectual property rights for various trademarks associated with their corporate names and logos. Please refer to **Annex "I"** to see the trademark applications which AEV has secured or have pending application with the Philippine Intellectual Property Office ("Philippine IPO") and intellectual property offices abroad.

(x) Government Approvals

AEV and its Subsidiaries rely on government approvals relative to the industries in which they operate. They secure various government approval such as environmental compliance certificate, development permits, license to sell, business permits, import permits, etc. as part of the normal course of its business.

The discussion on the need for any government approval for principal products or services of AEV and its Subsidiaries is included in the discussion for each SBU.

For the Certificates of Compliance (COCs) obtained by the Generation Companies and franchises obtained by the Distribution Utilities, kindly refer to AboitizPower's Information Statements.

For the discussion on the compliance of government approvals by the Banking SBU, kindly refer to UnionBank's Information Statements.

(xi) Effect of Existing or Probable Government Regulations

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

The Aboitiz Group closely monitors its compliance with the laws and government regulations affecting its businesses. Please refer to the discussion on the effects of existing and/or probable governmental regulations for rules applicable to the individual SBU.

At the AEV level, the following are the general business regulation framework:

1. Ease of Paying Taxes Act (EOPT Act)

RA No. 11976, otherwise known as the Ease of Paying Taxes ("EOPT") Act, was signed into law by President Ferdinand Romualdez Marcos, Jr. on 5 January 2024 and took effect on 22 January 2024. The law seeks to introduce significant amendments to the National Internal Revenue Code of 1997 (the "Tax Code") and aims to modernize and increase the efficiency and effectiveness of Philippine tax administration and strengthen taxpayer rights.

The salient features of the EOPT Act include:

- a. Classification of taxpayers into micro, small, medium, and large according to their gross sales;
- b. Filing of returns and payment of internal revenue taxes through electronic or manual means such as authorized agent banks, Revenue District Office (through its Revenue Collection Officers), or authorized software providers;

- c. Repeal of Section 34(K) of the Tax Code, which provides that expenses not subjected to the appropriate withholding taxes will be disallowed as deduction;
- d. Section 58 of the Tax Code on taxes withheld at source now includes a provision that the obligation to deduct and withhold taxes arises at the time the income has been made “payable”. Previously, the obligation to withhold arises at the time when an expense has been paid, payable or accrued, whichever comes first, pursuant to Revenue Regulations No. 02-98, as amended;
- e. Harmonizing the rules on the VAT treatment of sales of goods and services, thereby requiring sales invoice for both;
- f. Ensuring availability of registration facilities to taxpayers not residing in the country;
- g. Removal of “business style” in the invoice requirements;
- h. Fixing the period for preservation of books of accounts at five years; and
- i. Classification of VAT refund claims into low-, medium-, and high-risk claims which are based on the amount of VAT refund claim, tax compliance history, and frequency of filing of VAT refund claims, among others.

Due to the standardization of VAT rules for sales of goods and services as mentioned in subparagraph (e) above, service providers are required to pay and remit VAT to the BIR at the time their invoice is issued to their customers. This creates a risk to said taxpayers since they might not be able to recover from non-paying customers. To mitigate the risk, the EOPT Act has introduced specific safeguards, i.e.: (i) A provision for clawback, which clearly states that output VAT on uncollected receivables may be deducted on the next quarter after the lapse of the agreed upon period to pay; and (ii) A clear determination that gross sales, forming the VAT base, shall exclude pass-thru charges or those earmarked for payment to third parties, and reimbursements.

2. Real Property Valuation and Assessment Reform Act (RPVARA)

RA No. 12001, otherwise known as the Real Property Valuation and Assessment Reform Act (“RPVARA”), was enacted on 13 June 2024 and became effective on 23 July 2024. It aims to promote the development of a just, equitable, and efficient real property valuation system, and broaden the tax base used for property and property-related taxes of the national and local governments.

Among the salient features of RPVARA include:

- a. Establishing and maintaining standards based on Philippine Valuation Standards (PVS) to govern the valuation of real properties in the country;
- b. Adopting market value as the single property valuation base for the assessment of real property-related taxes, and for the valuation of real property for various transactions by all government agencies (i.e., elimination of different valuations being used by government offices); and
- c. Providing a comprehensive and up-to-date electronic database of all real property transactions.

In addition, RPVARA provides to real property owners an option to avail of tax amnesty for the penalties, surcharges, and interests from all unpaid real property taxes. Such amnesty may be availed of by the delinquent property owner within two years from its effectivity, or until 3 July 2026.

On 10 December 2024, the Department of Finance approved the implementing rules and regulations of RPVARA.

3. Corporate Recovery and Tax Incentives for Enterprises to Maximize Opportunities for Reinvigorating the Economy (CREATE MORE) Act

RA No. 12066, otherwise known as the Corporate Recovery and Tax Incentives for Enterprises to Maximize Opportunities for Reinvigorating the Economy (“CREATE MORE”) Act, was signed into law on 8 November 2024 and took effect on 28 November 2024. The law introduced several key

enhancements to the Philippines' tax incentive framework with the objective of building on the earlier enacted CREATE Act, generate more jobs and spur economic growth, and attract both domestic and foreign investments by making the Philippines more globally competitive and investment-friendly.

The salient features of the CREATE MORE Act, among others, are as follows:

- a. Reduces the corporate income tax rate of registered business enterprises (RBE) under the Enhanced Deduction Regime to 20%;
- b. Introduces additional deductions for RBEs under the Enhanced Deduction Regime;
- c. Extends the coverage of 5% Special Corporate Income Tax benefit to cover all national and local taxes, including local fees and charges;
- d. Simplifies local taxation by giving an option to Local Government Units (LGU) to impose local taxes on RBEs up to maximum rate of 2% of gross income which shall be in lieu of all local taxes, fees, and charges;
- e. Addresses ambiguities in the VAT provisions under the CREATE Act, specifying the goods and services eligible for VAT exemptions and zero-rating – i.e., relaxed the rule in order to be entitled from “directly and exclusively used” to “directly attributable” to the registered project or activity;
- f. Extends the entitlement period to tax incentives granted to RBEs;
- g. Introduces special provisions for high-value domestic market enterprises (HVDMEs), defined as those (i) with investment capital exceeding PHP15 Billion and are engaged in sectors considered import-substituting, or (ii) with export sales in the immediately preceding year of at least USD100 Million or equivalent in acceptable foreign currency; and
- h. Clarifies that RBEs granted incentives prior to CREATE Act (“Pre-CREATE RBEs”) may continue to avail of the same until 31 December 2034.

In view of the relaxation of the rule to qualify for VAT exemption on importation and VAT zero-rating on local purchases, as well as the express clarification of Pre-CREATE RBEs' continuing entitlement to its non-income tax incentives during the transitory period, the subsidiaries which were registered both prior to and during the effectivity of the CREATE Act will benefit in the form of tax savings, since its expenses that are incidental to and reasonably necessary for the registered project/activity of the RBE shall be entitled to the aforementioned non-income tax incentives.

4. The Philippine Competition Act

RA No. 10667 (the Philippine Competition Act), signed on 21 July 2015 and effective on 8 August 2015, codifies antitrust laws in the Philippines and provides the competition framework in the Philippines. It created the Philippine Competition Commission (PCC), an independent quasi-judicial agency with powers to conduct investigations, issue subpoenas, conduct administrative proceedings, and impose administrative fines and penalties.

The Philippine Competition Act prohibits anti-competitive agreements between or among competitors, and mergers and acquisitions which have the object or effect of substantially preventing, restricting, or lessening competition. It also prohibits practices which involve abuse of dominant position, such as selling goods or services below cost to drive out competition, imposing barriers to entry or prevent competitors from growing, and setting prices or terms that discriminate unreasonably between customers or sellers or the same goods, subject to exceptions. The Philippine Competition Act also introduces the pre-notification regime for mergers and acquisitions, which requires covered transactions to be notified to the PCC for its approval.

Effective 1 March 2024, the PCC raised the thresholds for the Size of Party Test and Size of Transaction Test to ₱7.8 bn and ₱3.2 bn, respectively. This means that if the value of the assets or revenues of the Ultimate Parent Entity (UPE) of at least one of the parties exceeds ₱7.8 bn, and the value of the assets or revenues of the acquired, target, or merged entity exceeds ₱3.2 bn, then the parties must notify the PCC of the transaction, provided that, the other requirements under the Philippine Competition Act are met.

5. Amended Foreign Investment Act of 1991 (Amended FIA)

On 2 March 2022, former President Duterte signed into law RA No 11647, *“An Act Promoting Foreign Investments, Thereby Amending Republic Act 7042 Otherwise Known as the Foreign Investments Act of 1991, as Amended and For Other Purposes.”* (the “Amended FIA”). The law aims to attract foreign investments in activities which contribute to sustainable economic growth, global competitiveness, employment creation, technical advancement, and countrywide development.

Under this law, foreign nationals are now allowed to engage in a domestic market enterprise with a minimum capital requirement of US\$100,000.00 provided that the enterprise: (a) utilizes advanced technology as determined by the Department of Science and Technology; (b) endorsed as a start-up or start-up enabler under RA No. 11337 or the Innovating Startup Act; or (3) composed of a majority of Filipino employees, which shall not be less than 15. Other salient features of the Amended FIA include: (a) a required understudy or skills development program by registered foreign enterprises to ensure skills and technology transfer to Filipinos; (b) allowing 100% foreign investment in a domestic enterprise unless participation of foreigners is limited to a smaller percentage; and (c) allowing 100% foreign investment in an export enterprise provided that the products or services do not fall under the Foreign Investments Negative List.

Pursuant to the FIA, as amended, the Twelfth Regular Foreign Investment Negative List was promulgated on 27 June 2022 (“Negative List”). This Negative List enumerates industries and activities which have foreign ownership limitations under the FIA and other existing laws. Nationalized activities include, among others, exploration, development and utilization of natural resources, operation of public utilities, and land ownership.

6. Amended Public Service Act

On 22 March 2022, former President Duterte signed into law RA No 11659 or “An Act Amending Commonwealth Act No. 146 otherwise known as the Public Service Act” (“Amended PSA”). Under the Amended PSA, the term “Public Utilities” is confined to public services that operate, manage, or control for public use any of the following: 1) Distribution of Electricity; 2) Transmission of Electricity; 3) Petroleum and Petroleum Products Pipeline Transmission Systems; 4) Water Pipeline Distribution Systems and Wastewater Pipeline Systems, including sewerage pipeline systems; 5) Seaports; and 6) Public Utility Vehicles. The operation of a Public Utility is limited by the Constitution to citizens of the Philippines, or to corporations or associations organized under the laws of the Philippines at least sixty per centum (60%) of whose capital is owned by such citizens.

The Amended PSA now provides that “no other person shall be deemed a public utility unless otherwise subsequently provided by law.” Moreover, nationality requirements shall not be imposed by Philippine administrative agencies on any public service not classified as a public utility.

Under the Amended PSA, the ownership by a foreign national of a business defined as “Critical Infrastructure” is limited to 50%, unless the country of such foreign national accords reciprocity to Philippine Nationals as may be provided by foreign law, treaty or international agreement, in which case foreign ownership may be up to 100%. However, foreign state-owned enterprises may not make any new or additional investments in the capital of critical infrastructure. “Critical Infrastructure” refers to any public service which owns, uses, or operates systems and assets, whether physical or virtual, so vital to the Philippines that the incapacity or destruction of such would have a detrimental impact on national security, including telecommunications and other such vital services as may be declared by the President of the Philippines.

7. Data Privacy Act of 2012

The Data Privacy Act of 2012 is a comprehensive and strict privacy legislation aimed to protect the fundamental human right to privacy of data subjects by: (a) protecting the privacy of individuals

while ensuring free flow of information; (b) regulating the processing of personal data; and (c) ensuring that the Philippines complies with international standards set for data protection through National Privacy Commission (NPC).

Intended to protect the privacy of individuals, it mandates companies to inform the individuals about how their personal information is collected and processed. It also ensures that all personal information must be (a) collected and processed with lawful basis, and only for reasons that are specified, legitimate, and reasonable; (b) handled properly, ensuring its accuracy and retention only for as long as reasonably needed; and (c) disposing properly to avoid access by unauthorized third parties.

Its implementing rules and regulations (“Data Privacy Act IRR”) took effect on 9 September 2016, mandating all Philippines companies to comply with the following: (a) appointment of a Data Protection Officer; (b) conduct of a privacy impact assessment; (c) adoption of a privacy management program and privacy policy; (d) implement privacy and data protection measures; and © establish a breach reporting procedure. In addition, companies with at least 250 employees or access to sensitive personal information of at least 1,000 individuals are required to register their data processing systems with the National Privacy Commission. The Data Privacy Act IRR, furthermore provides the only instances when data sharing is allowed, to wit: (a) data sharing is authorized by law, provided that there are adequate safeguards for data privacy and security, and processing adheres to principles of transparency, legitimate purpose and proportionality; (b) in the private sector, data sharing for commercial purposes is allowed upon (i) consent of data subject, and (ii) when covered by a data sharing agreement; (c) data collected from parties other than the data subject for purpose of research shall be allowed when the personal data is publicly available; and (d) data sharing among government agencies for purposes of public function or provision of a public service shall be covered by a data sharing agreement.

As the Aboitiz Group continues to operate in a highly digital and fast changing environment, the Data Protection Teams of each Business Unit endeavors to keep up with the expectations of their Data Subjects as well as with the evolving guidelines of the National Privacy Commission. This constant review of requirements, downloading of information, updating of processes, and testing of capabilities aims to ensure that the Aboitiz Group is able to meet the expectations of its stakeholders.

In 2023, the NPC launched the National Privacy Commission Registration System (NPCRS), an online portal for the registration of an organization’s Data Protection Officer (DPO) and its Data Processing Systems (DPS). As part of AEV’s compliance, the Privacy Team submitted AEV’s renewal of registration for DPO and registered its DPS’s. Through this, AEV was able to obtain the NPC Seal of Registration to serve as its proof of compliance.

8. Labor Laws

The Philippine Labor Code and other statutory enactments provide the minimum benefits that employers must grant to their employees, which include certain social security benefits, such as benefits mandated by the Social Security Act of 1997 (RA No. 8282), the National Health Insurance Act of 1995 (RA No. 7875), as amended, and the Home Development Fund Law of 2009 (RA No. 9679). On the other hand, the Occupational Safety and Health Law (RA No. 11058) reinforces the existing Occupational Safety and Health Standards, which sets out, among others, the guidelines applicable to different establishments intended for the protection of every working man against the dangers of injury, sickness or death through safe and healthful working conditions.

The Department of Labor and Employment (DOLE) is the Philippine government agency mandated to implement policies, programs and services, and serves as the policy-coordinating arm of the Executive Branch in the field of labor and employment. The DOLE has exclusive authority in the administration and enforcement of labor and employment laws, such as the Labor Code of the Philippines and the Occupational Safety and Health Law and Standards, and such other laws as specifically assigned to it or to the Secretary of the DOLE.

a. Social Security System, PhilHealth and the Pag-IBIG Fund

An employer or any person who uses the services of another person in business, trade, industry or any undertaking is required under the Social Security Act of 2018 (RA No. 11199) to ensure coverage of employees following procedures set out by the law and the Social Security System (SSS). Under the said law, an employer must deduct from its employees their monthly contributions in an amount corresponding to his salary, wage, compensation or earnings during the month in accordance with the monthly salary credits, the schedule and the rate of contributions as may be determined and fixed by the Social Security Commission, pay its share of contribution and remit these to the SSS within a period set by law and/or SSS regulations. This enables the employees or their dependents to claim their pension, death benefits, permanent disability benefits, funeral benefits, sickness benefits and maternity-leave benefits.

Employers are likewise required to ensure enrolment of its employees in a National Health Insurance Program administered by the Philippine Health Insurance Corporation, a government corporation attached to the Department of Health tasked with ensuring sustainable, affordable and progressive social health insurance pursuant to the provisions of RA No. 10606, the National Health Insurance Act of 2013.

On 20 February 2019, the Universal Health Care Act (RA No. 11223), was enacted, which amended certain provisions of the National Health Insurance Act of 2013. Under the said law, all Filipino citizens are now automatically enrolled into the National Health Program. However, membership is classified into two types, direct contributors and indirect contributors. Direct contributors refer to those who have the capacity to pay premiums, are gainfully employed and are bound by an employer-employee relationship, or are self-earning, professional practitioners, migrant workers, including their qualified dependents, and lifetime members. On the other hand, indirect contributors refer to all others not included as direct contributors, as well as their qualified dependents, whose premium shall be subsidized by the national government including those who are subsidized as a result of special laws. Every member is also granted immediate eligibility for a health benefit package under the program.

Under the Home Development Mutual Fund Law of 2009 (RA No. 9679), all employees who are covered by SSS must also be registered with and covered by the Home Development Mutual Fund (HDMF, more commonly referred to as the “Pag-IBIG Fund”). It is a national savings program as well as a fund to provide for affordable shelter financing to Filipino workers. Except for foreign expatriates, coverage under the HDMF is compulsory for all SSS members and their employers. Under the law, an employer must deduct and withhold 2% of the employee’s monthly compensation, up to a maximum of ₱5,000.00, and likewise make a counterpart contribution of 2% of the employee’s monthly compensation, and remit the contributions to the HDMF.

b. The Labor Code

The Philippine Labor Code provides that, in the absence of a retirement plan provided by their employers, private-sector employees who have reached 60 years of age or more, but not beyond 65 years of age, the compulsory retirement age for private-sector employees without a retirement plan, and who have rendered at least five years of service in an establishment, may retire and receive a minimum retirement pay equivalent to one-half month’s salary for every year of service, with a fraction of at least six months being considered as one whole year. For the purpose of computing the retirement pay, “one-half month’s salary” shall include all of the following: fifteen days’ salary based on the latest salary rate; in addition, one-twelfth of the thirteenth month pay and the cash equivalent of five days of service incentive leave pay. Other benefits may be included in the computation of the retirement pay upon agreement of the employer and the employee or if provided in a collective bargaining agreement.

c. Occupational Safety and Health Law

The Occupational Safety and Health Law (RA No. 11058), enacted on 17 August 2018, mandates that all private establishments provide a workplace free from hazards that could cause death, illness, or physical harm. Employers are required to comply with Occupational Safety and Health Standards (OSHS), which include providing necessary training, conducting medical examinations, and supplying appropriate personal protective equipment.

DOLE is currently reviewing the implementation of the OSH Law to assess its effectiveness, compliance levels, and areas for improvement. As part of this initiative, DOLE is considering updates to Department Order No. 198-18, which outlines the implementing rules and regulations of the OSH Law.

d. Other Labor-Related Laws and Regulations

(1) Contracting and Subcontracting

The Labor Code recognizes subcontracting arrangements, whereby a principal puts out or farms out with a contractor the performance or completion of a specific job, work or service within a definite or predetermined period, regardless of whether such job, work or service is to be performed or completed within or outside the premises of the principal. Such arrangements involve a “trilateral relationship” among: (i) the principal who decides to farm out a job, work or service to a contractor; (ii) the contractor who has the capacity to independently undertake the performance of the job, work, or service; and (iii) the contractual workers engaged by the contractor to accomplish the job, work, or service.

The DOLE, through its Department Order No. 174, Series of 2017, regulates subcontracting arrangements by requiring, among others, the registration of contractors with the Regional Office of the DOLE where it principally operates.

(2) DOLE Mandated Work-Related Programs

Under the Comprehensive Dangerous Drugs Act (RA No. 9165), a national drug abuse prevention program implemented by the DOLE must be adopted by private companies with 10 or more employees. For this purpose, employers must adopt and establish company policies and programs against drug use in the workplace in close consultation and coordination with the DOLE, labor and employer organizations, human resource development managers and other such private sector organizations. DOLE Department Order No. 53-03 sets out the guidelines for the implementation of Drug-Free Workplace policies and programs for the private sector.

The employer or the head of the work-related, educational or training environment or institution, also has the duty to prevent or deter the commission of acts of sexual harassment and to provide the procedures for the resolution, settlement or prosecution of such cases in accordance with the Safe Spaces Act (RA No. 9165), which was signed into law on 17 April 2019.

DOLE Department Order No. 102-10 requires all private workplaces to have a policy on HIV and AIDS and to implement a workplace program in accordance with the Philippines AIDS Prevention and Control Act. The workplace policies aim to manage sensitive issues, such as confidentiality of medical information and continuation of employment for HIV-positive staff, and to avoid the discrimination of any employee due to HIV/AIDS. Any HIV/AIDS-related information of workers should be kept strictly confidential and kept only on medical files, whereby access to it is strictly limited to medical personnel.

All private workplaces are also required to establish policies and programs on solo parenting, Hepatitis B, and tuberculosis prevention and control. In line with the Mental Health Act (RA No. 11036), employers are further required to develop policies and programs on mental health in the workplace designed to: raise awareness on mental health issues, correct the

stigma and discrimination associated with mental health conditions, identify and provide support for individuals at risk, and facilitate access to treatment and psychosocial support.

All private workplaces are also required to update their respective Telecommuting Guidelines and Consent Form, whenever applicable, in accordance with the revised implementing rules and regulations of Telecommuting Act (DOLE D.O. 237-22).

Moreover, Labor Advisory No. 20-2023 requires private companies and their employees to implement a Cancer Prevention and Control in the Workplace Policy and Program. This program encompasses various elements, including prevention measures, access to screening, diagnosis, and treatment, support for employees' return to work, compensation and social policies, and the promotion of a safe and healthy lifestyle, which includes considerations for mental and social well-being.

9. Revised Corporation Code and the Securities Regulation Code

The Revised Corporation Code was signed into law on 20 February 2019 and took effect on 23 February 2019. Among the salient features of the Revised Corporation Code are: allowing perpetual existence of corporations; requiring corporations vested with public interest to submit to its shareholders and to the SEC an annual report of the total compensation of each of its directors or trustees; and, allowing stockholders to vote in the election of directors or trustees, or in shareholders meetings, through remote communication or in absentia, among others.

As a public company and with its common shares listed on the Philippine Stock Exchange (PSE), AEV is also subject to the regulatory and compliance requirements under the Securities Regulation Code, its Implementing Rules and Regulations, and various rules and regulations as promulgated by the SEC and the PSE.

(xii) Amount Spent on Research and Development

AEV and its Subsidiaries do not allocate specific amounts or fixed percentages for research and development. All research and developmental activities are done by its Subsidiaries and Affiliates on a per project basis. The allocation for such activities may vary depending on the nature of the project.

(xiii) Cost and Effects of Compliance with Environmental Laws

AEV and its Subsidiaries, Associates, and Joint Ventures are subject to extensive, evolving and increasingly stringent safety, health and environmental laws and regulations. These standard laws and regulations that govern AEV's business operations include the Philippine Clean Air Act (RA No. 8749), Ecological Solid Waste Management Act (RA No. 9003), Clean Water Act (RA No. 9275), Toxic Substances and Hazardous and Nuclear Wastes Control Act (RA No. 6969), and Philippine Environmental Impact Statement System (Presidential Decree No. 1586), address, among other things, air emissions, wastewater discharges, the generation, handling, storage, transportation, treatment and disposal of toxic and hazardous chemicals, materials and waste, workplace conditions, and employee exposure to hazardous substances. Power plant operations are considered environmentally critical projects for which an Environmental Impact Study and an Environmental Compliance Certificate are mandatory.

AEV has incurred, and is expected to continuously incur, operating costs to comply with these laws and regulations. However, these costs cannot be segregated or itemized as these are embedded in, and are part and parcel of, each SBU's overall system in compliance with both industry standards and regulatory requirements. Each SBU has appointed and designated a Pollution Control Officer to closely monitor compliance with the requirements of these regulations.

(xiv) Employees

On the parent company level, AEV had a total of 148 employees as of 31 January 2025, composed of executives, managers, supervisors, and rank and file employees. There are no existing collective bargaining agreements (CBA) covering any of AEV's employees.

The following table provides a breakdown of total employee headcount per SBU (excluding CCEAP and Subsidiaries), divided by function, as of 31 January 2025:

Number of Employees	AEV Corporate	UnionBank and Subsidiaries	Aboitiz Foods and Subsidiaries	Gold Coin and Subsidiaries	AboitizLand and Subsidiaries	Aboitiz InfraCapital and Subsidiaries*	RCBM and Subsidiaries	AboitizPower and Subsidiaries
Executives	50	588	54	57	9	59	6	224
Managers	44	1,457	144	177	34	137	117	508
Supervisors	28	2,680	526	417	152	136	256	1,036
Rank & File	26	622	499	1,917	75	390	252	2,734
TOTAL	148	5,347	1,223	2,568	270	722	631	4,502
Unionized Employees	N/A	622	26	772	N/A	N/A	436	409
Expiry of CBA	N/A	31 May 2025	31 May 2025	Indonesia: GCI Bekasi – 31 December 2025 GCS Bekasi - 31 December 2025 Malaysia: GCFMBW - 31 December 2025 GCSSB - February 2027 Vietnam: AFC - January 2028 GCFBD - February 2027 GCFHN - January 2028** PVC - December 2027 GCFLA - October 2025	N/A	N/A	Batangas - Supervisor (June 2026); Rank & File (February 2027) Bulacan - Supervisor (December 2026); Rank & File (July 2027) Teresa - Supervisor (January 2024, ongoing negotiation) ; Rank & File (October 2024) Norzagaray - Supervisor (December 2025); Rank & File (February 2025) RCMI - Supervisor (May 2026); Rank & File (December 2025)	Hedcor: 19 September 2028 Visayan Electric: 31 December 2026 Cotabato Light: 30 June 2029 Davao Light: 16 June 2026 SFELAPCO; 9 May 2024**

* Airport still does not include assets whose headcount is not yet settled or finalized.

**The CBA of SFELAPCO has been extended until 8 May 2025.

In addition to mandated statutory benefits (such as holiday pay, service incentive leave, maternity leave, paternity leave, and 13th-month pay), the Company provides benefits to its employees in the following areas: healthcare, annual leave, loans and financial assistance applicable to a variety of uses, retirement benefits to qualified employees, and productivity bonuses. Salaries and benefits are reviewed regularly and adjusted to retain current employees and attract new talent. The Company currently has no stock option plans available to its employees. As of 31 January 2025, the Company does not anticipate any material increase in manpower within the next 12 months unless new development projects and acquisitions materially require an increase.

The Company's employees are not unionized. The Company's employees have neither been on strike nor have threatened to strike for the past three years.

(xv) Major Risk/s Involved in Business of AEV and its Subsidiaries

Part of AEV's governance of Risk Management is the regular review of the Risk Management Plans of all its business units (BUs). This is being conducted at least twice a year but all BUs are encouraged to do a review as soon as there are major changes in the Group's operating environment. Outputs of this exercise are utilized to create a consolidated Top Risk at the Groupwide level which is reported to the Senior Management and the Board Risk and Reputation Management Committee.

1. Transition Risk

AEV is cognizant of the sustained increase in the public's awareness on climate change issues in recent years. Likewise, set-backs in global carbon emission reduction goals (e.g. from post COVID economic reopening and the Russia-Ukraine conflict) will undoubtedly call for a quicker and more cohesive global response to climate change. Together with its business units, the Company continuously monitors developments in this space as the transition to a lower carbon economy can potentially accelerate climate action globally. Climate transition risks can impact not only the Company's financial and business performance but its reputation as well.

BUs are already crafting their respective transition roadmaps to ensure long term strategies are recalibrated and business viability is maintained. Aside from strengthening its ESG practices, the Group has been working to increase its understanding of energy transition mechanisms (ETM) and carbon offset markets to ensure that it not only manages risks but also positions itself well to maximize related opportunities. Likewise, the Group continues to work proactively with key stakeholders (including lenders, insurers, suppliers, and regulators) to manage relationships, understand critical business impact brought about by new climate related policies and implement mitigating measures. The BUs are also engaging with the community through education information campaigns about the environment.

2. Project Risks

Project risk remains to be one of the Group's significant risk exposures with most of its BUs either directly involved in or requiring a heavy amount of construction and infrastructure development. The development of projects involves substantial risk which is exacerbated by current macroeconomic conditions characterized mainly by high inflation and supply chain disruptions brought about by the existing geopolitical tensions. Such risks include higher financing and borrowing costs as well as challenges in procuring inputs or raw materials. Other risks relate to the availability of suitable land for acquisition, unforeseen engineering, or environmental problems, among others. These could give rise to delays, cost overruns, unsatisfactory construction or development in projects. If left unmitigated, they have the potential to impact business operations, financial performance and the future growth prospects of the Group.

Risk management is an embedded concept in the Group's project management to ensure the delivery of project objectives. Each significant and potential project is evaluated to gain a more rigorous understanding of the risks involved, and if these are still within the tolerance and appetite of the organization.

Lessons Learned sessions continue to be part of the process for each major project milestone. This exercise not only allows management and the project team to celebrate quick wins, but also learn from the past the current challenges and seize emerging opportunities from the project. This practice enhances the Company's ability to capture the opportunities that help in the continuous development and growth of the organization. Furthermore, the Company is aligning with relevant stakeholders to ensure the timely completion of project timelines and initiatives.

3. Regulatory Risk

The expanse of the Group lends itself naturally exposed to regulations across various industries and jurisdictions where it operates and has a presence. A regulatory breach, no matter how small, has the potential to impact company reputation and may attract heightened regulatory scrutiny or supervision. More so, failure to understand and align with the new and changing regulations will have negative consequences in the Group's operations and financial performance. Hence, the Group's Risk Management Teams, together with the Corporate External Relations and Legal Teams, constantly monitor changes and developments in the regulatory landscape to enable the Group and its BUs not only to comply with regulatory requirements but also to adapt business strategies as may be required.

In recent years, the regulatory landscape has been dynamic, thus giving rise to the potential threats and uncertainties associated with changes in laws and/or regulations that can materially affect the business. As AEV and its subsidiaries expand their business operations, collect more customer data and leverage emerging technologies like AI, it is crucial to stay informed about evolving regulations to ensure risk awareness and practices.

More than compliance, AEV maintains good relationships and open dialogue with its regulators. The Group continues to participate in consultative processes and public discussions over the necessity or propriety of specific regulation or their relevance to current business practices, and technology changes that could lead to the development of new regulations and policies that may affect the Aboitiz Group and its various operating businesses. This ensures that the Group remains fully compliant to both the letter and spirit of regulations while at the same time remaining an integral part and a thought leader when it comes to policy shaping.

4. Cyber and Information Security Risk

Due to the increasing number of information security breach events happening globally, for both information and operation technologies, cyber and information security risk is still considered as one of the Company's top risks. As the Company continues to be on a hybrid workforce set-up, the potential exposures from such risk is quite significant. Despite the challenges, the Company was able to protect itself from these potential breaches which can have catastrophic implications on the organization's bottom line and reputation.

In spite of the increased threats globally and even in the Philippines, the Company has not been the subject of any cybersecurity breaches or threats that have resulted in major losses, business disruption or damage to the Company's reputation. However, any significant cyber attack or data leakage from either known or unknown threat vectors that could not be mitigated by existing tools and capabilities may result in a material adverse effect on the Company's results of operations, reputation and financial condition.

To address this risk, the Aboitiz Group has been continuously strengthening and improving its organization's security posture through the implementation of the Information Security Management System (including awareness campaigns and communications) and continuous enhancements of its monitoring and protection capabilities to both Information Technology (IT) and Operational Technology (OT) environments.

The company continues to monitor and understand the financial and non-financial impacts of cyber data breach or attack across its IT and OT infrastructure set-up. Hence, as it journeys through the Great Transformation (GT) and pursues federalization as a conglomerate, it will be looking at ways to lower concentration of cyber risks (e.g., segmenting the architecture). In 2023, there was an increased focus on identity type security – Identify Governance Access (IGA) and Multi-Factor Authentication (MFA) – ensuring continuous monitoring of all controls implemented for all IT and OT environments. In 2024, the focus was to enhance Governance Structure by federalizing the Cyber Security Management, updating the Cyber Risk Management Framework, management of third-party providers, and the inclusion of reporting near-misses.

5. Disaster Risk

As a result of the increasing global surface temperatures due to climate change, droughts and catastrophic typhoons will continue to pose a threat not just in the country but globally. The 2024 World Economic Forum (WEF) Global Risks Report highlights climate related risks as among the top risks that will significantly impact in the coming decade. This means that impacts of climate change such as extreme natural disasters are already being felt and will only intensify in the next decade. These may negatively affect the property and projects of the Group. As a result, the Group may incur losses for such catastrophic events which could materially and adversely affect its business, financial condition and results of operations.

To ensure that the Aboitiz Group will be able to withstand and recover from these and other natural or man-made disasters, AEV and its Subsidiaries will continuously improve its Business Continuity Management (BCM) Program. Existing business interruption scenarios and continuity plans for each of these scenarios are reviewed regularly, evaluated, and updated through Business Continuity Plan (BCP) exercises and Lessons Learned sessions. These practices and plans remain relevant with the current business conditions. In addition, teams are prepared for emergencies through mandatory training and drills while testing and improving procedures are performed on an ongoing basis.

Likewise, mitigating plans for this risk continue to be reassessed to take on a climate adaptation angle. Hence, there are added considerations such as investments in resilience (e.g., reinforcement of existing structures and possible relocation to lower risk locations) and a review of current business interruption insurance covers taking into account the aforementioned changes. Further, the Aboitiz Group is maximizing its risk financing strategies ensuring an optimal balance of retaining and transferring to risk exposures.

6. People Risk

The Company recognizes human capital as its foremost asset. Hence, as the Group progresses with the GT, there is a need to ensure that an adequate talent within the organization and its subsidiaries are present to steer it towards its goals and make it future ready. Competition for talent remains tight even post pandemic. Hence, aside from building a robust pipeline of employee candidates, AEV must also look to continue investing in the development of existing talent to support the Group's future needs and strategic objectives.

Aside from putting in place succession plans, the company also recognizes the need to manage, most especially, the people's side of change for GT-related initiatives. The challenge will be to maintain employee engagement and productivity while navigating critical organizational changes in the coming years while continuing to operate under a hybrid work set-up.

Actions are progressing these risks which include group-wide change management activities that aim to impact employee mindset and behaviors, capabilities, and ways of working. Strategic Workforce Planning (SWP) and succession management continue to be the key activities for the Company's HR Teams and it has identified new and evolving AEV roles critical to the Company's organizational transformation and business strategy. Enhanced training programs are also implemented by conducting Train-the-Trainer programs focused on several areas to help build a strong leadership pipeline and enhance accountability.

In the years ahead, added focus will be placed on strengthening the Company's employer brand, ensuring alignment to AEV's broader GT goals. Apart from that, AEV is also in the process of enhancing its total rewards infrastructure and talent engagement mechanisms. All of these are to be executed while ensuring alignment to AEV's broader GT goals.

7. Emerging Risk

The current risk environment is rapidly shifting as a result of events that most of the times are not within the Company's control, often, as a result of national and global events. Such emerging risk cannot yet be fully assessed in terms of likelihood and impact due to high uncertainty, but

could have a major negative impact to the Company in the future, including its business, operations, financial condition and prospects. To ensure these risks are captured and discussed, the Risk Management Team and Subject Matter Experts (SME) work jointly to identify and monitor emerging risks especially in the following areas: political, economic, social, technology, environmental, legal and compliance (PESTEL). The output of which is shared to the different sub-units on a regular basis for their own analysis and monitoring. These risks are also part of the regular discussions with the Board Risk and Reputation Management Committee members.

The company continues to reassess the effectiveness of its framework while at the same time supporting the creation of concise yet easily digestible reports on key risks that have significantly shaped the global risk environment for the year (i.e., China-Taiwan; Russia-Ukraine; Middle-East tensions).

8. Reputational Risk

The Group is exposed to various reputational risks, from those which may result directly from the Group's actions or those of its competitors, indirectly from actions of the Group's directors, officers or employees or consequently through actions of outsourced persons, suppliers or joint venture partners. To manage such risks, the Group endeavors to adhere to sound corporate governance practices in the appointment of its directors and officers, and in hiring of its employees. Further, the Company carefully scrutinizes potential partners and suppliers to ensure that such partners and suppliers are aligned with its core values.

Damage to the Group's reputation and erosion of brand equity may also be triggered by any inability to promptly and adequately address negative sentiments relating to the Group, which may in turn be triggered by various factors such as environmental concerns, among others. Any inability to preserve brand equity and reputation may adversely impact the Group's results of operations and financial condition. Hence, the Group has dedicated investors relations and corporate communications teams that will handle mitigations and will be able to adequately address such negative sentiments.

9. Global Economic Risk

The growth and profitability of the Company may be influenced by major political and economic developments abroad, and may have a negative effect on the operations and financial results of the Company.

For instance, the long-standing Russia-Ukraine war, Middle East conflicts, and regional tensions have so far exhibited extraordinary, significant impact on the global geopolitical and economic landscape. The global economy continues to weaken by these conflicts most notably through disruptions in trade and supply chain, as well as commodity and fuel price shocks. These have contributed to high inflation numbers and subsequent tightening in global financing conditions. More so, current conditions have dampened the prospects of post-pandemic economic recovery, most especially for emerging and developing economies.

The Group will continuously monitor such developments, assess any direct or indirect impact that these macro developments may have on its current and future business interests.

10. Market Risk

In 2025, Market Risk is driven by a combination of global economic trends, regulatory changes, geopolitical development and sector specific changes. Interest rate fluctuations, inflationary pressures, and foreign currency exchange volatility continue to impact financial stability across different industries. Businesses that rely more on commodity and supply chain need to navigate and mitigate disruptions from pricing pressures.

For AEV specifically, potential financial losses or reduced returns resulting from fluctuations in key market variables, including but not limited to stock prices, interest rates, exchange rates and commodity prices are considered as its drivers of this risk. Mitigations per SBUs are geared

towards addressing their specific drivers on their own business units such as improvements on sourcing and procurement programs, hedging strategies, monitoring of foreign currency exposures, loss alert limits, increasing CASA deposits and implementing floor rates based on customer deposit levels.

While this cycle's risk exposure is assessed as low, ongoing oversight is prudent, particularly in light of the recent U.S. political outcomes. Continuous monitoring of global and domestic macroeconomic indicators, engagement with industry stakeholders, and agile supply chain planning are part of the Company's response in mitigating this uncertainty to ensure business resilience.

STRATEGIC BUSINESS UNITS

I. POWER

Overview of the Business

AEV's power Business Unit, AboitizPower, is a publicly-listed company incorporated on, and has been in business since, 13 February 1998. AboitizPower was incorporated as a holding company for the Aboitiz Group's investments in electricity generation and distribution. Ownership in AboitizPower was opened to the public through an initial public offering of its common shares in the PSE on 16 July 2007. Through its Subsidiaries and Affiliates, AboitizPower has become a leader in the Philippine power industry with a dominant presence in power generation, distribution, and retail electricity supply. As of 31 January 2025, AboitizPower had a market capitalization of ₱287.514 bn, with a common share price of ₱39.90 per share.

AboitizPower has four SBUs: (a) Power Generation, where AboitizPower is among the largest in the country, in terms of overall installed capacity¹¹, (b) Power Distribution, where AboitizPower is the second largest distribution utility, in terms of captive customer connections and energy sales¹², (c) Retail Electricity Services (RES), where the combined RES segment of AboitizPower has the second highest number of customers and the largest in terms of contract capacity in megawatts (MW) and total retail market share,¹³ and (d) Distributed Energy. AboitizPower, which has the largest portfolio of renewable capacity in the country to date, is a pioneer in building and operating of run-of-river hydropower plants in the country.¹⁴ The company continues to pursue energy projects to help ensure the Philippines' energy system is secure and is able to reliably support aggregate demand.

Business Development

AboitizPower through its Subsidiaries, Joint Ventures, and Associates, is a leading player in the Philippine power industry with interests in power generation companies, RES services, and distribution utilities throughout the Philippines.

AboitizPower's portfolio of power generating assets strategically consists of renewable and non-renewable power plants. AboitizPower's baseload coal and geothermal plants and intermediate and peaking hydropower, solar, and oil-based power plants enable the company to address the country's growing demands. Most of AboitizPower's plants are also capable of providing ancillary services, which is critical in stabilizing grid operations. AboitizPower has an installed capacity which is equivalent to a 22.47% market share of the national grid's installed generating capacity.¹⁵ As of 31 January 2025, AboitizPower had a total of 6,179 MW net sellable capacity, of which 4,736 MW is the portion attributable to the company. AboitizPower continues to grow its portfolio of generation assets with renewables and selective baseload builds. AboitizPower's renewable investments are held primarily through its wholly-owned Subsidiary, Aboitiz Renewables, Inc. (ARI), along with ARI's Subsidiaries and Joint Ventures.

¹¹ Based on Resolution 03-2023 published by the Energy Regulatory Commission on April 5, 2023

¹² Based on DOE's Distribution Development Plan 2021-2030

¹³ ERC Competitive Retail Electricity Market (CREM) and Green Energy Option Program (GEOP) Monthly Statistical Data as of July 2024

¹⁴ Based on ERC Resolution No. 03, Series of 2023 dated April 5, 2023

¹⁵ Based on Energy Regulatory Commission (ERC) Resolution No. 2, Series of 2024 dated 19 March 2024

AboitizPower also owns interests in nine Distribution Utilities in Luzon, Visayas, and Mindanao, including Visayan Electric Company, Inc. (Visayan Electric) and Davao Light & Power Company (Davao Light), the second and third largest distribution utilities in the Philippines, respectively in terms of customer size and annual sales. AboitizPower's Subsidiaries engaged in the distribution of electricity sold a total of 8,886,936 MWh in 2024.

AboitizPower's power generation business supplies power to various customers under power supply contracts, ancillary service procurement agreements (ASPA), and for trading in the Wholesale Electricity Spot Market (WESM). The power distribution business is engaged in the distribution and sale of electricity to end-users, and the RES and Others segment includes retail electricity sales to various off-takers that are considered eligible contestable customers ("Contestable Customers") and provision of electricity-related services, such as installation of electrical equipment. AboitizPower's Subsidiaries engaged in the supply of retail electricity sold a total of 60.9 Terawatt hours (TWh) in 2024.

On 16 December 2021, JERA Asia acquired a 27% stake in AboitizPower, which consisted of a 25.01% stake from AEV and a 1.99% stake from ACO.

As of 31 January 2025, AEV owned 52.97% of the outstanding capital stock of AboitizPower, 27.57% was owned by JERA Asia, and 1.09% was owned by AboitizPower directors, officers, and other related parties, while the remainder was owned by the public.

For a more detailed history and milestones of the Company's Power SBU, please refer to AboitizPower's Information Statement.

Neither AboitizPower nor any of its Subsidiaries has ever been the subject of any bankruptcy, receivership or similar proceedings. Neither AboitizPower nor any of its Subsidiaries has been the subject of any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

(i) Principal Products and Services

GENERATION OF ELECTRICITY

AboitizPower's power generation portfolio includes interests in both renewable and non-renewable generation plants. As of 31 December 2024, the power generation business accounted for 98% of earning contributions from AboitizPower's business segments. AboitizPower conducts its power generation activities through the Subsidiaries and Affiliates listed in the table below.

The table below summarizes the Generation Companies' operating results as of the periods indicated:

Generation Companies	Energy Sold			Revenue		
	2024	2023	2022	2024	2023	2022
	(in GWh)			(in mn Pesos)		
AP Renewables Inc. (APRI)	2,706	3,206	3,316	12,683	16,754	18,797
San Carlos Sun Power Inc. (SacaSun)	89	82	63	775	724	477
PV Sinag Power, Inc. (PV Sinag)*	268	N/A	N/A	1,047	N/A	N/A
Hedcor, Inc (Hedcor)	164	155	137	856	864	834
Luzon Hydro Corporation (LHC)	279	259	315	951	868	1,002
Hedcor Sibulan, Inc. (Hedcor Sibulan)	251	271	262	1,397	1,477	1,408
Hedcor Tudaya, Inc. (Hedcor Tudaya)	30	39	39	177	228	232
Hedcor Sabangan, Inc. (Hedcor Sabangan)	51	44	49	302	262	289
Hedcor Bukidnon, Inc. (Hedcor Bukidnon)	353	354	386	2,073	2,080	2,265

SN Aboitiz Power-Magat, Inc. (SN Aboitiz Power-Magat)	3,838	2,404	3,472	10,406	10,207	15,194
SN AboitizPower-Benguet, Inc. (SN AboitizPower-Benguet)	2,315	1,803	1,937	6,697	8,686	10,762
Therma Luzon, Inc. (TLI)	5,497	6,351	6,322	28,730	40,231	41,293
Therma South, Inc. (TSI)	2,232	1,987	1,739	13,628	13,530	14,604
Therma Visayas, Inc. (TVI)	2,418	2,543	2,192	14,377	15,295	15,049
Cebu Energy Development Corporation (Cebu Energy)	1,683	1,949	1,957	10,259	12,165	14,259
SPI Power Incorporated (SPI)	1,514	1,445	1,574	7,519	8,822	8,932
GNPower Mariveles Energy Center Ltd. Co. (GMEC)	4,811	4,675	3,778	27,769	30,901	36,128
GNPower Dinginin Ltd. Co. (GNPD)	10,140	10,448	6,537	54,033	58,164	54,403
Western Mindanao Power Corporation (WMPC)	181	851	784	1,088	1,499	1,793
Southern Philippines Power Corporation (SPPC)	0	0	0	0	0	0
Cebu Private Power Corporation (CPPC)	0	31	93	12	660	1,060
East Asia Utilities Corporation (EAUC)	72	225	408	961	985	1,214
Thema Marine, Inc. (TMI)	760	534	920	1,589	776	1,435
Therma Mobile, Inc. (TMO)	493	1,023	1,139	1,920	2,993	2,158
Therma Power-Visayas, Inc. (TPVI)	74	12	34	653	270	418
Davao Light & Power Company, Inc. (Davao Light)** (decommissioned)	0	0	0	Revenue Neutral	Revenue Neutral	Revenue Neutral
Cotabato Light and Power Company (Cotabato Light)**	0	0	0	Revenue Neutral	Revenue Neutral	Revenue Neutral

*PV Sinag's Cayanaa-Bugallon Solar Power Plant and Laag Solar Plant have started commercial operations in July and December 2024, respectively.

** Plants are operated as stand-by plants and are revenue neutral, with costs for operating each plant recovered by Davao Light and Cotabato Light, as the case may be, as approved by ERC. The Davao Light plant has been decommissioned since November 2018.

i. Renewables

Aboitiz Renewables, Inc.

As of 31 December 2024, AboitizPower's renewable energy portfolio in operation consisted of net sellable capacity of approximately 1,486 MW, divided into 252 MW of solar, 920 MW of hydro, and 290 MW of geothermal, and 24 MW of battery storage.

AboitizPower's investments and interests in various renewable energy projects, including geothermal, large hydro, run-of-river hydro, and solar projects, are held primarily through its wholly-owned Subsidiary, ARI and its Subsidiary Generation Companies. ARI was incorporated on 19 January 1995.

In 2021, AboitizPower disclosed its ten-year energy transition strategy of achieving, by 2030, a balanced 50:50 portfolio between thermal and renewable energy. As of end-2024, ARI has successfully energized 500 MW of its initial expansion phase, which includes developing solar and wind plants with a cumulative net attributable capacity of up to 1,200 MW. The company is on track to energize another 321 MW in 2025 and to begin construction on another 606 MW. The second phase of its expansion will see additional capacity of around 1,700 MW of solar and wind power. The growth of ARI's portfolio plays an important role in achieving AboitizPower's energy transition strategy which aims to assist in the decarbonization of the Philippine energy market while supporting the country's economic growth.

AboitizPower, through and/or with ARI, owns equity interests in the following renewable Generation Companies, among others:

Generation Company	Percentage of Ownership	Plant Name (Location)	Type of Plant	Net Sellable Capacity (MW)	Attributable Net Sellable Capacity (MW)	Offtakers
APRI	100%	Tiwi – Makban (Luzon)	Geothermal	290	290	WESM/ Bilaterals
Hedcor	100%	Benguet 1-11 (Luzon) La Trinidad, Bineng 3, Ampohaw, FLS, Labay, Lon-oy, Irisan 1 and 3, and Sal-angan	Run-of-river hydro	52.7	52.7	FIT/ Bilaterals
		Davao 1-5 (Mindanao) Talomo 1, 2, 2A, 2B, and 3	Run-of-river hydro	4.5	4.5	Distribution Utility
Hedcor Bukidnon	100%	Manolo Fortich (Mindanao)	Run-of-river hydro	68.8	68.8	FIT
Hedcor Sabangan	100%	Sabangan (Luzon)	Run-of-river hydro	14	14	FIT
Hedcor Sibulan	100%	Sibulan (A, B and Tudaya A) (Mindanao)	Run-of-river hydro	49.1	49.1	Distribution utility
Hedcor Tudaya	100%	Tudaya (B) (Mindanao)	Run-of-river hydro	7	7	FIT
LHC	100%	Bakun (Ilocos Sur, Luzon)	Run-of-river hydro	74.8	74.8	NPC (2026)
SacaSun	100%	SacaSun (Visayas)	Solar	46.8	46.8	FIT
PV Sinag	100%	Cayanga and Laoag (Luzon)	Solar	205.33	205.33	Bilateral/ WESM
SN Aboitiz Power- Benguet	60%**	Ambuklao (Benguet, Luzon)	Large Hydroelectric	112.5	56.3	WESM/ ASPA/ Electric Cooperatives
		Binga (Luzon)	Large Hydroelectric	140	70	WESM/ASPA
SN Aboitiz Power- Magat	60%**	Magat (Luzon)	Large Hydroelectric	388	194	WESM/ ASPA
		Maris Main Canal 1 (Luzon)	Run-of-river hydro	8.5	4.3	FIT
		Magat BESS (Luzon)	Battery energy storage	24	12	WESM
Total*				1,486	1,149.50	

Notes:

* Sum figures will differ due to rounding effect.

**The 60% equity is owned by MORE.

(B) Thermal Energy

Therma Power, Inc. (TPI)

AboitizPower's investments and interests in thermal energy projects are held primarily through its wholly-owned Subsidiary, TPI. TPI was incorporated on 26 October 2007. As of 31 January 2025, AboitizPower, by itself, through and/or with TPI, owned equity interests in the following thermal plants:

Generation Company	Percentage Ownership	Plant Name (Location)	Project Type	Net Sellable Capacity (MW)	Attributable Net Sellable Capacity (MW)	Off-takers
Coal Group						
TLI	100%	Pagbilao (Luzon)	Coal-fired	700	700	Bilaterals/ASPA

Pagbilao Energy Corporation (PEC)	50%	Pagbilao 3 (Luzon)	Coal-fired	388.4	194.2	Bilaterals
TSI	100%	TSI Plant (Mindanao)	Coal-fired	272.6	272.6	Bilaterals/WESM
TVI	80%	TVI Plant (Visayas)	CFB	300	240	Bilaterals/WESM
Cebu Energy	26.4%	Cebu Energy (Visayas)	CFB	216	57	Bilaterals/WESM
GMEC	78.32%	Mariveles Project (Luzon)	Coal-fired	632	495	Bilaterals/WESM
GNPD	70.00%	GN Power Dinginin Ltd. Co.	Coal-fired	1,336	935.2	Bilaterals/WESM
SPI	85%	Mindanao Coal-Fired Power Plant/STEAG Power Plant (Mindanao)	Coal-fired	210	178.5	NPC/PSALM (2031)/ Bilaterals
Oil Group						
EAUC	100%	EAUC Plant (Visayas)	Bunker-C fired	43.5	43.5	Bilaterals
SPPC**	20%	SPPC Plant (Mindanao)	Bunker-C fired	55	11	N/A
TMI	100%	Power Barge Mobile 1 (Mindanao)	Barge-mounted	96	96	Bilaterals/ASPA
		Power Barge Mobile 2 (Mindanao)	Barge-mounted	96	96	Bilaterals/ASPA
		BESS (Mindanao)	Hybrid BESS	49	49	ASPA
TMO	100%	Power Barges Mobile 3-6 (Luzon)	Barge-mounted	210	210	WESM/ASPA
TPVI	100%	TPVI Plant (Visayas)	Bunker-C fired	33	33	WESM
WMPC**	20%	WMPC Plant (Mindanao)	Bunker-C fired	100	20	Bilaterals
Cotabato Light**	99.94%	Bunker Cotabato (Mindanao)	Bunker-C fired	4.45	4.45	N/A
Total				4,757*	3,554*	

* Sum figures will differ due to rounding effect

** Directly owned by AboitizPower

For a more detailed discussion of the Power Group's Generation Business Units, please refer to AboitizPower's Information Statement.

Other Generation Assets

As of 31 January 2025, Cotabato Light maintained a stand-by maximum capacity of 9.641-MW Bunker C-fired power plant capable of supplying approximately 12.79% of its requirements.

Future Projects

AboitizPower continues to assess the feasibility of new power generation projects focusing on addressing the needs of its customers by providing reliable supply at a reasonable cost, and with minimal impact on the environment and communities. Other factors taken into consideration include the proposed project's land use requirements, access to a power grid, energy yield analysis, fuel supply arrangements, availability of water, local requirements for permits and licenses, acceptability of the project to the communities and people it will affect, ability of the project to generate electricity at a competitive cost, and the existence of potential purchasers of the electricity generated. For the development of a new power project, the company, its partners, and its suppliers are required to obtain all national and local permits and approvals before the commencement of construction and commercial operations, including those related to the project site, construction, environment, land use planning/zoning, operations licenses, and similar approvals.

DISTRIBUTION OF ELECTRICITY

The Aboitiz Group has more than 85 years of experience in the Philippine power distribution sector.

With ownership interests in nine Distribution Utilities, the company believes that it is currently one of the largest electricity distributors in the Philippines. AboitizPower's Distribution Utilities collectively supply electricity to franchise areas covering a total of 18 cities and municipalities and five economic zones across Luzon, Visayas, and Mindanao.

In 2020, the wholly-owned Distribution Utilities and Visayan Electric completed a rebranding initiative to modernize the look and feel of the brands and visually show their relation to AboitizPower.

The Distribution Utilities' earnings contribution to AboitizPower's business segments in 2024 was equivalent to 15%. The Distribution Utilities had a total customer base of 1,200,987 as of end 2024. This was 1,169,606 as of end 2023, and 1,137,402 as of end 2022.

The table below summarizes the key operating statistics of the Distribution Utilities for each of the past three years:

Company	Electricity Sold (MWh)			Peak Demand (MW)			No. of Customers		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
Davao Light	3,009,086	2,842,932	2,699,306	537	510	472	494,710	482,427	470,868
Cotabato Light	228,387	203,930	189,763	44	38	35	52,380	50,499	49,05
Visayan Electric Company (Visayan Electric)	3,933,149	3,548,720	3,175,656	678	615	588	513,491	501,080	486,414
San Fernando Electric Light & Power Co., Inc. (SFELAPCO)	871,159	810,311	786,935	219	198	151	134,691	130,148	126,313
Subic Enerzone Corporation (Subic Enerzone)	297,094	287,300	282,997	60	57	55	3,697	3,674	3,615
Mactan Enerzone Corporation (Mactan Enerzone)	80,652	88,600	100,881	17	20	21	88	90	86
Balamban Enerzone Corporation (Balamban Enerzone)	98,283	95,937	87,813	27	26	25	31	28	27
Lima Enerzone Corporation (Lima Enerzone)	352,093	315,178	317,602	65	58	56	1,712	1,621	999
Malvar Enerzone Corporation (Malvar Enerzone)	17,025	10,238	9,481	6	6	5	187	49	25
Total	8,886,926	8,203,148	7,650,434	1,653	1,528	1,407	1,200,987	1,169,606	1,137,402

For a more detailed discussion of the Power Group's Power Distribution Utilities, please refer to AboitizPower's Information Statement.

RETAIL ELECTRICITY AND OTHER RELATED SERVICES (RETAIL ELECTRICITY SUPPLY BUSINESS)

One of the objectives of electricity reform in the Philippines is to ensure the competitive supply of electricity at the retail level. With the start of commercial operations of Open Access, large-scale customers are allowed to source electricity from RES licensed by the ERC. Adventenergy, Inc., Adventpower, and Prism Energy, Inc. are also registered under the Renewable Energy Market and were granted operating permits by the DOE, valid for five years, allowing them to participate in the DOE’s Green Energy Option Program (GEOP).

RES Business Segments

AboitizPower also serves the Retail market through the RES business segment of TLI and APRI.

TLI has a RES license valid until 11 August 2025. In 2024, it served four contestable customers with an aggregate capacity of 3.5 MW and total energy delivered of 14 mn kWh.

APRI has a RES license valid until 17 February 2030. In 2024, it served one contestable customer with a capacity of 1.5 MW and total energy delivered of 3 mn kWh.

APRI and TLI are also registered members of the Renewable Energy Market since 6 July 2021. They were granted operating permits by the DOE, valid for five years to participate in GEOP as well.

SN Aboitiz Power – Res, Inc. (SN Aboitiz Power-RES)

SN Aboitiz Power-RES caters and offers energy supply and solutions tailored to the needs and preferences of customers under the Retail Competition and Open Access (RCOA) market.

SN Aboitiz Power-RES is the retail arm of the SN Aboitiz Power Group. It caters to Contestable Customers and electricity consumers using an average of at least 500 KW in the last twelve months across all industries under Open Access. It offers energy supply packages tailored to its customers’ needs and preferences.

Others

AboitizPower International Pte. Ltd. (AboitizPower International)

Established on 6 August 2014 in Singapore, AboitizPower International is the holding company of the Company’s investments abroad. AboitizPower International owns 100% of the following project companies: AP Lariang Pte. Ltd. and Cleanergy Asia Power Holdings Pte. Ltd.

Potentia Insurance Pte. Ltd. (Potentia)

Potentia is a captive insurance company wholly owned by AboitizPower, established and operating in Singapore. Incorporated on 4 July 2024, Potentia was created to serve the insurance needs of its parent group by underwriting internal risks and driving risk management performance of its insured entities.

On 1 September 2024, Potentia issued its first insurance policy through AboitizPower’s One Master Global Industrial All Risks Insurance Program. Potentia is currently focused on identifying additional opportunities to expand its involvement in other strategic insurance programs of the group.

(ii) Sales

The operations of AboitizPower and its Subsidiaries and Affiliates are based only in the Philippines.

Comparative amounts of revenue, profitability and identifiable assets are as follow:

	2024	2023	2022
Gross Income	₱197,492	₱207,100	₱193,994
Operating Income	41,195	31,785	29,803

Total Assets	₱517,616	₱487,023	₱477,594
--------------	----------	----------	----------

Note: Values are in Million Pesos. Operating income is operating revenue net of operating expenses.

Comparative amounts of revenue contribution and corresponding percentages to total revenue by business group are as follows:

	2024		2023		2022	
Power Generation	₱120,666	53%	₱137,376	57%	₱137,480	59%
Power Distribution	58,895	26%	54,735	23%	58,951	25%
Retail Electricity Supply	46,154	20%	46,396	19%	19,875	9%
Services	1,606	1%	2,187	1%	17,042	7%
Total Revenue	227,320	100%	₱240,694	100%	233,348	100%
Less: Eliminations	29,828		-33,594		-39,355	
Net Revenue	₱197,492		₱207,100		₱193,994	

Note: Values are in Million Pesos.

(iii) Distribution Methods of the Product or Services

POWER GENERATION BUSINESS

The AboitizPower's Generation Companies sell their capacities and energy through bilateral PSAs with private distribution utilities, electric cooperatives, RES, other large end-users, and through the WESM. The company has Subsidiaries and Affiliates that sell ancillary services through ASPAs with NGCP. The majority of AboitizPower's Generation Companies have transmission service agreements with NGCP for transmission of electricity to the grid.

DISTRIBUTION UTILITIES BUSINESS

Ancillary Services are necessary to help ensure a reliable and stable grid, which co-exist with the energy market or WESM. NGCP signs ASPAs with AS-certified generators to fulfill specific ancillary service requirements per grid. Currently, SN Aboitiz Power-Magat, SN Aboitiz Power-Benguet, TMI, TMO, TLI, APRI, Cebu Energy, and WMPC have ASPAs with NGCP. In the Luzon grid, the SN AboitizPower Group delivers regulating, contingency, and dispatchable reserves, blackstart service, and reactive power support through its Ambuklao, Binga, and Magat Plants. TMO, on the other hand, is located at the load center in Metro Manila and serves the necessary voltage support and dispatchable reserve. In addition, TLI's Pagbilao and APRI's Makban plants deliver contingency reserves and Reactive Power Support AS, respectively. In the Visayas, AboitizPower delivers Contingency Ancillary Service through Cebu Energy. TMI provides both contingency and dispatchable reserves requirements in Mindanao. As a development to the Ancillary Service Contracting Process, the DOE mandated that AS will now undergo a Competitive Selection Process (CSP), similar to Energy CSP. DOE Department Circular No. DC 2021-10-0031 entitled "Prescribing the Policy for the Transparent and Efficient Procurement of Ancillary Services by the Systems Operator", details the provision of the CSP which became effective on 29 October 2021. This is a welcome development for a more transparent and efficient process. AboitizPower actively participates in this process to fulfill the most-needed AS requirements across the nation.

In addition, the Hedcor Tudaya Hydro 2, Hedcor Irisan Hydro 1, Hedcor Sabangan, Hedcor Manolo Fortich 1 and 2, and Hedcor La Trinidad Hydro plants, all in commercial operations, have been approved for inclusion in the FIT system. Hedcor, Hedcor Tudaya, Hedcor Sabangan, and Hedcor Bukidnon, the companies that own and operate the foregoing plants, have entered into Renewable Energy Payment Agreement (REPA) with Transco, in its capacity as FIT-Allowance ("FIT-All") Administrator, for the collection and payment of the FIT.

In the absence of WESM in Mindanao, Tudaya Hydro 2, and Manolo Fortich Hydro 1 and 2 have entered into Renewable Energy Supply Agreement (RESA) with their host distribution utilities or electric cooperatives.

AboitizPower's Distribution Utilities have exclusive distribution franchises in the areas where they operate. Each Distribution Utility has a distribution network consisting of a widespread network of predominantly overhead lines and substations. Customers are classified according to voltage levels based on their electricity consumption and demand. Large industrial and commercial consumers receive electricity at distribution voltages of 13.8 kV, 23 kV, 34.5 kV, and 69 kV, while smaller industrial, commercial, and residential customers receive electricity at 240 V or 480 V.

With the exception of Malvar Enerzone, all of AboitizPower's Distribution Utilities have entered into transmission service contracts with NGCP for the use of NGCP's transmission facilities to receive power from PSALM to their respective independent power producers to their respective customers. All customers that connect to the Distribution Utilities' distribution lines are required to pay a tariff approved by ERC.

RETAIL ELECTRICITY SUPPLY BUSINESS

AboitizPower's wholly-owned RES entities, Adventenergy and Adventpower, have existing power supply agreements with both affiliate generation entities and non-affiliate suppliers to ensure continuous supply of power to their customers. Adventenergy and Adventpower maintain a portfolio of supply contracts from renewable and non-renewable sources to secure reliable and affordable electricity for their customers. These electricity supply contracts involve a mix of fixed rates and indexed electricity fees that are updated year on year to ensure that supply is maintained at competitive rates.

(iv) New Products/Services

On 1 March 2024, AboitizPower, indirectly through its wholly-owned Subsidiary, Therma NatGas Power, Inc. (TNGP) entered into an investment agreement with Meralco Powergen Corporation (MGen) to acquire a 40% equity interest in Chromite Gas Holdings, Inc. With TNGP's investment in Chromite Gas, Chromite Gas becomes 60% and 40% legally and beneficially owned by MGen and TNGP, respectively. On 27 January 2025, AboitizPower was informed that TNGP's co-investment with MGen and San Miguel Global Power Holdings Corp. (SMGP) in South Premier Power Corp. (SPPC), Excellent Energy Resources, Inc. (EERI), and Ilijan Primeline Industrial Estate Corp. (IPIEC) has been completed. The transaction involved: a.) CGHI's acquisition of a 67% equity interest in SPPC, EERI and IPIEC, and b.) CGHI and SMGP joint acquisition of approximately 100% of Linseed Field Corp., which operates the LNG Terminal in Batangas City.

Other than the foregoing and other ongoing Greenfield and/or rehabilitation projects undertaken by AboitizPower's Generation Companies, AboitizPower and its Subsidiaries do not have any publicly announced new products or services as of 31 January 2025.

(v) Competition

POWER GENERATION BUSINESS

AboitizPower's power generation business is operating in an environment that is affected by competition, economic and seasonal changes that impacts demand, regulation, and global commodity price fluctuation.

Among the abovementioned influences, AboitizPower continues to face competition in both greenfield and brownfield opportunities. With the latest mandate on Renewable Portfolio Standards (RPS) and Green Energy Auction Program (GEAP), many competitors have started exploring and committing to increase their renewable energy sources.

Over the next three years, the majority of new supply is from variable renewable energy, with nearly 65% of it coming from the GEAP.

AboitizPower also believes that the Philippines' energy requirements will continue to grow as the country's economy develops, attracting new entrants both from demand and supply segments. With

this opportunity, AboitizPower believes it is well-positioned to play a significant role in this growth, both in the renewable energy growth aspirations and baseload requirements of the country.

In particular, AboitizPower is expected to continue to face competition from leading multinationals such as TeM Corporation, Electricity Generating Public Company Limited (EGCO), and Korea Electric Power Corporation, as well as power generation facilities owned or controlled by Filipino-owned companies such as AC Energy, Alsons Power Group, DMCI Holdings, Inc., FDC Utilities, Inc., First Gen Corporation, Mgen, and SMGP.

RETAIL ELECTRICITY SUPPLY BUSINESS

Based on ERC's Competitive Selection Retail Electricity Market (CREM) Monthly Statistical Data as of July 2024, there are 54 RES companies and 29 Local RES companies participating in the Open Access markets in Luzon and Visayas. AboitizPower and Subsidiaries have the largest market share at 28.56%, with a contracted capacity of 1,171.87 MW. The Meralco Group, through its local RES and affiliate RES companies, has the second-largest market share at 26.51%, with contracted capacity of 1,155.37 MW as of July 2024. The San Miguel Group has the third largest market share at 12.88%, with a contracted capacity of 673.98 MW.

The increase in the number of power plants, the number of RES companies, volatile WESM prices, and sustained high coal prices have also increased the level of competition in the RCOA. RES companies have resorted to both aggressive pricing and contractual concessions to customers in order to acquire more customers.

AboitizPower believes that its portfolio, consisting of different types of energy sources with a mix of renewables and non-renewables, allows it to be flexible in both pricing and reliability of supply, thus enhancing its competitiveness and allowing it to become the market leader in 2024.

DISTRIBUTION UTILITIES BUSINESS

Each of AboitizPower's Distribution Utilities currently have franchises to distribute electricity in the areas covered by its franchises.

(vi) Sources of Raw Materials and Supplies

POWER GENERATION BUSINESS

The Generation Companies produce energy using the following fuel types based on attributable net selling capacity: 13% hydropower, 6% geothermal, 5% solar, 65% coal, and 11% oil. In 2024, renewable fuel sources comprised 24% of attributable net selling capacity, while thermal accounted for 76%.

AboitizPower currently manages and operates 22 hydropower plants that supply the country with over 278 MW of clean and renewable energy. As a leading hydropower operator in the Philippines, Hedcor helps communities and businesses sustainably reach a better and greener tomorrow through power generation that is least disruptive to the environment.

APRI's steam requirement for its geothermal power generation continues to be supplied by PGPC. The terms of the steam supply are governed by a Geothermal Resources Supply and Services Agreement. APRI and PGPC signed a new agreement on 24 August 2018 under which PGPC will drill 12 new production wells with a minimum of 50 MW aggregated individual well capacity by 2023. This was completed in April 2023.

Oil-fired plants use heavy fuel oil and automotive diesel oil to generate electricity. WMPC sources heavy fuel oil from Northern Star Energy Corporation. Each of EAUC, CPPC, TMI, TMO, and TPVI secured its heavy fuel oil requirements from Pilipinas Shell, Marine Fuels Philippines, and/or SL Harbor Bulk Terminal Corporation. The fuel prices under these agreements are pegged to the Mean of Platts Singapore index.

Both Coal-fired and Oil-fired power plants require automotive diesel oil during startup. These are all purchased from Chevron Philippines, Inc. under a term contract and are pegged to the Means of Platts Singapore index.

TLI for Pagbilao Unit 3, TVI, and TSI have long-term coal supply contracts until 2025 for the majority of their annual requirements. Likewise, GNPD, GMEC, and Cebu Energy also have long-term coal supply agreements.

TLI for Pagbilao Units 1 and 2, and SPI are presently undergoing multiple testings of new coal supply sources with lower calorific value to improve fuel cost prices. Long-term contracts will be entered into within the year upon completion of said tests.

POWER DISTRIBUTION BUSINESS

The rates at which the Distribution Utilities purchase electricity from affiliated Generation Companies are established pursuant to bilateral agreements. These agreements are executed after the relevant Generation Company has successfully bid for the right to enter into a PSA with a distribution utility. These agreements are entered into on an arms'-length basis, on commercially reasonable terms, and must be approved by the ERC. ERC's regulations currently restrict AboitizPower's Distribution Utilities from purchasing more than 50% of their electricity requirements from affiliated Generation Companies.

To address long-term power supply requirements, Davao Light and Cotabato Light entered into 25-year Power Supply Contracts (PSCs) with TSI for 100 MW and 5 MW, respectively, and started drawing their contracted capacity in September 2015. In June 2016, Davao Light and TSI filed a Joint Manifestation with ERC stating that they agreed to supplement and modify their supply contract to 108 MW.

To meet the RPS requirement, Davao Light entered into a ten-year 55 MW PSA with Hedcor Sibulan from 2022 to 2032. Davao Light also renewed its CSEE with PSALM for a period of three years from 2023 to 2025 for 15 MW. To cover its peak demand requirement for 2023 to 2026, Davao Light entered into a three-year PSA with TMI for a 50 MW supply. Davao Light also entered into a five-year non-firm load following the PSA, on an as available as needed basis, with FDC Misamis Power Corporation to cater to replacement power requirements in times of outages from 2023 to 2028.

To address long-term power supply requirements, Visayan Electric entered into a 25-year Electric Power Purchase Agreement (EPPA) with Cebu Energy in October 2009 for the supply of 105 MW. In December 2010, Visayan Electric signed a five-year PSA with GCGI for the supply of 60 MW at 100% load factor which was extended for another ten years in October 2014. Visayan Electric also has a 15-year PSA with TVI for the supply of 150 MW beginning 2018.

In 2021, Subic Enerzone conducted a CSP to reduce its WESM exposure. Masinloc Power Partners Co. Ltd. (MPPCL) won the 10MW PSA starting 26 December 2021. Similarly, Lima Enerzone conducted its own CSP in 2021 as replacement to its expiring contract. TLI won the contract at 7 MW for five years starting in May 2021. Malvar Enerzone sources its power supply from WESM to meet the ecozone's power requirements until its electricity demand is stable.

The provisions of the Distribution Utilities' PPAs are governed by ERC regulations. The main provisions of each contract relate to the amount of electricity purchased, the price, including adjustments for various factors such as inflation indexes, and the duration of the contract. Distribution Utilities also enter into PSAs with various generation companies.

Transmission Charges

AboitizPower's Distribution Utilities have existing Transmission Service Agreements (TSAs) with the NGCP for the use of the latter's transmission facilities in the distribution of electric power from the Grid to its customers, which are valid until the dates specified below:

Distribution Utility	Valid until
Lima Enerzone	25 July 2027
Cotabato Light	25 August 2028
SFELAPCO	25 December 2028
Davao Light	25 January 2029
Visayan Electric	25 January 2029
Mactan Enerzone	25 March 2025
Balamban Enerzone	25 March 2025
Malvar Enerzone	25 December 2025

The Distribution Utilities have negotiated agreements with the NGCP in connection with the security deposit to secure their obligations to the NGCP under the TSAs.

(vii) Major Customers

POWER GENERATION BUSINESS

As of 31 December 2024, out of the total electricity sold by AboitizPower's Generation Companies, approximately 77% was covered by bilateral contracts with, among others, private distribution utilities, electric cooperatives, and industrial and commercial companies. The remaining, approximately 23%, was sold by the Generation Companies through the WESM, a co-optimized energy and reserves market.

RETAIL ELECTRICITY SUPPLY BUSINESS

As of 31 January 2025, AboitizPower's RES business had approximately 500 Contestable Customers under RCOA and seven end-users under GEOP with active contracts. These customers come from a wide number of industries, including property development, meat processing, semiconductors, steel, and cement. AboitizPower thus believes that this diversity will insulate its RES business from downturns in any one industry.

POWER DISTRIBUTION UTILITIES

AboitizPower's Distribution Utilities have wide and diverse customer bases. As such, AboitizPower believes that loss of any one customer is not expected to have a material adverse impact on the company. The Distribution Utilities' customers are categorized into four principal categories:

- (a) *Industrial customers.* Industrial customers generally consist of large-scale consumers of electricity within a franchise area, such as factories, plantations, and shopping malls;
- (b) *Residential customers.* Residential customers are those who are supplied electricity for use in a structure utilized for residential purposes;
- © *Commercial customers.* Commercial customers include service-oriented businesses, universities, and hospitals; and
- (d) *Other customers.* Customers not falling under any of the above categories.

Government accounts for various government offices and facilities are categorized as either commercial or industrial depending on their load. Each Distribution Utility monitors government accounts separately and further classifies them to local government accounts, national government accounts, or special government accounts like military camps. Streetlights have a different rate category and are thus monitored independently.

(viii) Transactions with and/or Dependence on Related Parties

AboitizPower and its Subsidiaries, in their regular conduct of business, have entered into transactions with Associates and other related parties principally consisting of professional and technical services,

power sales and purchases, advances, various guarantees, construction contracts, aviation services, and rental fees. These are made on an arm’s-length basis as of the time of the transactions.

Details of the significant account balances of the foregoing related party transactions of the Group can be found in the accompanying consolidated financial statements of AboitizPower.

(ix) Patents, Copyrights and Franchises

AboitizPower and its Subsidiaries have secured all material permits required to operate its businesses. These are further discussed below.

POWER GENERATION BUSINESS

Power generation is not considered a public utility operation under RA No. 9136 or the Electric Power Industry Reform Act of 2001 (EPIRA). Thus, a franchise is not needed for generation companies to engage in the business of power generation. Nonetheless, no person or entity may engage in the generation of electricity unless such person or entity has secured a Certificate of Compliance (COC) from ERC to operate a generation facility and has complied with the standards, requirements, and other terms and conditions set forth in the said COC.

In its operations, a Generation Company is required to comply with technical, financial and environmental standards. Further, a Generation Company shall ensure that its facilities connected to the Grid meet the technical design and operation criteria of the Philippine Grid Code, Philippine Distribution Code, and Philippine Electrical Code.

Cotabato Light has its own generation facilities and is required under the EPIRA to obtain a COC. Davao Light’s generation facility was decommissioned last 26 November 2018.

AboitizPower, its Subsidiaries, and Affiliates are in various stages of development of several projects. Some of these projects have been awarded Renewable Energy Service contracts by the DOE.

The Generation Companies and Cotabato Light, a Distribution Utility, possess COCs for their power generation plants, details of which are enumerated in AboitizPower’s Information Statement.

DISTRIBUTION UTILITIES BUSINESS

Under the EPIRA, the business of electricity distribution is a regulated public utility business that requires a franchise that can be granted only by Congress. In addition to the legislative franchise, a CPCN from ERC is also required to operate as a public utility. However, distribution utilities operating within economic zones are not required to obtain a franchise from Congress, but must be duly registered with PEZA in order to operate within the economic zone.

All distribution utilities are required to submit to the ERC a statement of their compliance with the technical specifications prescribed in the Philippine Distribution Code, which provides the rules and regulations for the operation and maintenance of distribution systems, and the performance standards set out in the implementing rules of the EPIRA.

Shown below are the respective expiration periods of the Distribution Utilities’ legislative franchises:

Distribution Utility	Franchise	Term	Expiry
Visayan Electric	RA No. 9339	25 years from effectivity of RA No. 9339. RA No. 9339 was approved on 1 September 2005.	Valid until 24 September 2030
	ERC Certificate No. CPCN-09-01 (ERC Decision dated 26 January 2009, ERC Case No. 2008-095 MC).	25 years, or from 24 September 2005 to 24 September 2030	
Davao Light	RA No. 8960	25 years from effectivity of RA No. 8960, or from 7 September 2000	7 September 2025

	ERC CPCN Decision dated February 26, 2002, ERC Case No. 2001-792	25 years, or from 7 September 2000 to 7 September 2025	7 September 2025
	RA No. 11515	5 years from expiration of the term granted under RA No. 8960, or from 7 September 2025 to 7 September 2050 (Lapsed into law on December 26, 2020)	Valid until 7 September 2050
Cotabato Light	RA No. 10637	25 years from the effectivity of RA No. 10637, as amended. RA No. 10637 was approved on 16 June 2014.	Valid until 16 June 2039
	ERC Certificate No. CPCN-14-001 (ERC Decision dated 9 December 2019, ERC Case No. 2013-063 MC)	25 years, or from 17 June 2014 or until 16 June 2039	
SFELAPCO	RA No. 9967	25 years from effectivity of RA No. 9967 (Lapsed into law on 6 February 2010)	Valid until 23 March 2035
	ERC Certificate No. CPCN-10-01 (ERC Decision dated 31 August 2010, ERC Case No. 2010-029 MC)	25 years, or from 24 March 2010 to 23 March 2035	
Subic Enerzone	Distribution Management Service Agreement (DMSA) between Subic Enerzone and Joint Venture of AEV-Davao Light	Notarized on 15 May 2003. Term of the DMSA is 25 years.	Valid until 15 May 2028

Mactan Enerzone, Balamban Enerzone, Lima Enerzone, and Malvar Enerzone which operate the power distribution utilities in MEPZ II, WCIP, LTC, and LISP IV respectively, are duly registered with PEZA as Ecozone Utilities Enterprises.

RETAIL ELECTRICITY SUPPLY BUSINESS

Like power generation, the business of supplying electricity is not considered a public utility operation under the EPIRA, but is considered a business affected with public interest. As such, the EPIRA requires all suppliers of electricity to end-users in the contestable market, other than distribution utilities within their franchise areas, to obtain a license from ERC. With the implementation of Open Access in 2013, AboitizPower's RES Subsidiaries and Generation Companies with RES licenses, AESI, Adventenergy, APRI, SN Aboitiz Power – Magat, SN Aboitiz Power – RES, Prism Energy, and TLI, have all obtained separate licenses to act as RES.

Trademarks

AboitizPower and its Subsidiaries own, or have pending applications for the registration of, intellectual property rights for various trademarks associated with their corporate names and logos. Please refer to AboitizPower's Information Statement to see the trademark applications that AboitizPower and its Subsidiaries have secured or have pending application with Philippine Intellectual Property Office (Philippine IPO) and intellectual property office abroad.

(x) Government Approval

The discussion on the need for any government approval for any principal products or services of the company and its Subsidiaries, including COCs obtained by the Generation Companies and franchises obtained by the Distribution Utilities, is included in item (ix) Patents, Copyrights and Franchises.

(xi) Effect of Existing or Probable Governmental Regulations

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

The Aboitiz Group closely monitors its compliance with the laws and government regulations affecting its businesses. For a detailed discussion on the regulatory framework of the power industry, please refer to AboitizPower's Information Statement on Existing or Probable Governmental Regulations.

(xii) Amount Spent on Research and Development Activities

AboitizPower and its Subsidiaries do not allot specific amounts or fixed percentages for research and development. All research and development activities are done by AboitizPower's Subsidiaries and Affiliates on a per project basis. The allocation for such activities may vary depending on the nature of the project.

(xiii) Costs and Effects of Compliance with Environmental Laws

AboitizPower's generation and distribution operations are subject to extensive, evolving, and increasingly stringent safety, health, and environmental laws and regulations. These laws and regulations address concerns relating to: (a) air quality and greenhouse gas (GHG) emissions; (b) wastewater discharges; (c) the generation, handling, storage, transportation, treatment and disposal of toxic or hazardous chemicals, materials, and wastes; (d) workplace conditions; and (e) employee's exposure to hazardous substances.

Standard laws and regulations that govern business operations include the Clean Air Act (RA No. 8749), Ecological Solid Waste Management Act (RA No. 9003), Clean Water Act (RA No. 9275), Toxic Substances and Hazardous and Nuclear Wastes Control Act (RA No. 6969), Philippine Environmental Impact Statement System (PD No. 1586), and Occupational Safety and Health Standards (RA No. 11058). The RE Law also added new and evolving measures that must be complied with. These laws usher in new opportunities for the AboitizPower and set competitive challenges for the businesses covered. Additional regulations such as DOE's Energy Regulation No. 1-94 ("ER 1-94") require generation companies to allocate Reforestation, Watershed Management, Health and/or Environment Enhancement Fund (RWMHEEF) for the benefit of host communities and protection of the natural environment. Funds are also set for the management of carbon sinks and watershed areas through a nationwide reforestation program required by the facilities' Environmental Compliance Certificate and/or related commitments such as approved Environmental Management Plans.

The Safety, Health, Environment and Security (SHES) group of AboitizPower oversees the SHES programs and activities, including the accounting of all environmental impacts, within its operational control from the corporate center, business units, to facility teams. For the Generation Group, the facilities include: (1) APRI's Tiwi-MakBan plants, (2) SacaSun's San Carlos plant, (3) PV Sinag's Cayanga-Bugallon plant, (4) the Benguet, Bakun, Sabangan, Sibulan A, B, and Tudaya A, Tudaya B, Manolo Fortich, and Talomo HEPPs of the Hedcor Group, (5) SN AboitizPower Group's Ambuklao, Binga, Magat, and Maris plants, (6) the Cebu, Mactan, Mobile 1, Mobile 2, Mobile 3-6, and Naga oil plants, and (7) the Davao and Toledo coal plants. For the Distribution Utilities, the facilities include Cotabato Light, Davao Light, Visayan Electric, Balamban Enerzone, Mactan Enerzone, Lima Enerzone, Malvar Enerzone, and Subic EnerZone.

AboitizPower and its Subsidiaries have allocated budgets for environmental expenditures covering costs for waste disposal, remediation, pollution control, environmental initiatives and programs that support climate strategies along with its impact. All facilities are in compliance with regulatory requirements, thus noting zero spending for remediation costs.

AboitizPower and its Subsidiaries commit to following international best practices in all power plants and distribution utilities, in line with its Safety, Health, and Environment Policy. This is evidenced by ISO certification for the management systems pertaining to Quality, Environment, and Occupational Health and Safety, with an 88% coverage for the Distribution Group and a 97% coverage for the Generation Group. AboitizPower Subsidiaries under the Thermal Business Units were recertified in 2022. Meanwhile, the AboitizPower Distribution Utilities, except for Malvar Enerzone, have

maintained their certifications on ISO 9001:2015 Quality Management System, ISO 45001:2018 and ISO 14001:2015 Environmental Management System.

In 2024, AboitizPower’s commitment to continuous improvement in managing environmental impacts is evident, in its total environmental management operating expense at ₱189.9 mn and environment-related capital expenditure of ₱9.9 mn. This consists of ₱36.6 mn for the Renewables Group, ₱7.3 mn for the Thermal Business Group, and ₱9.8 mn for the Distribution Utilities. The distribution of the total expenses are as follows: (i) 50% for Internal Initiatives and Programs including compliance monitoring; (ii) 27% for External Initiatives; (iii) 12% for Waste Disposal; and (iv) the remaining 10% are capital expenditures. The Company prioritizes adherence to Hazardous Waste Management rules. The Geothermal Group has invested in enhancements to its Continuous Ambient Air Monitoring Stations, while the Hedcor Group upgraded its primary nursery and updated water level sensors.

AboitizPower exceeds basic adherence to environmental standards by proactively endorsing diverse environmental activities. The Company engages in initiatives such as Adopt an Estero/Waterbody and maintains its support to the Continuous Ambient Air Monitoring System to the Environmental Management Bureau (EMB) of the DENR. In 2024, AboitizPower participated in 99 environmental initiatives, facilitating the planting of 307,643 trees across about 278 hectares with the support of nearly 3,206 volunteers. The Company facilitated and supported 104 coastal and river clean-up initiatives, leading to the collection of approximately 29,691 kilograms of waste and the engagement of 3,362 volunteers.

AboitizPower and its Subsidiaries received a total of 57 awards, certifications, and citations in 2024 concerning Safety, Health, and Environmental Services (SHES). SN AboitizPower - Benguet received the prestigious ASEAN Occupational Safety and Health Network (OSHNET) Award for its innovative safety practices, setting high standards for the region. Makban Geothermal Plant and Tiwi Geothermal Plant were honored with the DOE Safety and Health Association of the Philippine Energy Sector (SHAPES) Award for their leadership in promoting safety, health, and productivity in the energy sector, while TMI’s Nasipit Plant earned the DOE *Gawad Kaligtasan at Kalusugan* Award for its continuous improvement in workplace safety. SN AboitizPower- Magat also received the DOE *Gawad Kaligtasan at Kalusugan* Award, alongside the *Gawad Kalasag* for its proactive disaster risk management efforts. At the regional level, the Thermal Business Group and Davao Light were recognized by the DENR for their strong commitment to environmental sustainability and corporate social responsibility. These accolades reflect the outstanding efforts of these organizations in creating safer and healthier workplaces, advancing sustainability, and demonstrating leadership in their respective industries, setting an inspiring example for others to follow.

In 2024, AboitizPower and its Subsidiaries did not incur any major sanctions for violation of environmental standards and laws. AboitizPower continues to be cognizant of new opportunities to comply with regulatory requirements and improvement of systems to promote safety and prevent adverse impacts to the environment or affected ecosystems.

(xiv) Employees

At the parent company level, AboitizPower had a total of 575 employees as of 31 January 2025. These include executives, managers, supervisory, and rank-and-file staff employees. There is no existing Collective Bargaining Agreement (CBA) covering AboitizPower employees.

The following table provides a breakdown of total employee headcount on a per business group basis, according to employees’ function, as of 31 January 2025:

Business Group	Number of Employees					Unionized Employees	Expiry of CBA
	Total	Executives	Managers	Supervisors	Rank & File		
Aboitiz Power	575	96	153	103	223	0	N/A
Generation Companies							
Run-of-River Hydros	443	14	30	58	341	78	19 September 2028 (Hedcor)

Large Hydros	215	23	59	70	63	0	N/A
Geothermal	282	11	34	64	173	0	N/A
Solar	8	0	1	2	5	0	N/A
Oil	418	8	43	104	263	0	N/A
Coal	1,633	56	121	487	969	0	N/A
RES	10	0	1	2	7	0	N/A
Distribution Utilities*	906	15	70	141	680	342	31 December 2026 (Visayan Electric) 30 June 2024 (Cotabato Light) 16 June 2026 (Davao Light) 9 May 2024* (SFELAPCO)
Total No. of Employees	4,490	223	512	1,031	2,724	420	

*The CBA of SFELAPCO has been extended until 8 May 2025.

AboitizPower does not anticipate any significant increase in manpower within the next 12 months unless new development projects and acquisitions would materially require an increase.

(xv) Major Risk/s Involved in the Business

An integral part of AboitizPower's Enterprise Risk Management (ERM) efforts is to anticipate, understand, and address the risks that the company may encounter in its businesses.

Risk management is integrated in the AboitizPower strategic and operational planning and decision-making processes to support intelligent risk-taking. Through a robust framework, AboitizPower employs a top-down and bottom-up approach to comprehensively identify, assess, and manage risks. AboitizPower's Management Committee sets direction by identifying business critical risks while operating teams also identify and assess the risk areas that may impact the company's strategic objectives and day-to-day business operations. In addition, AboitizPower develops comprehensive key risk treatment plans to address the drivers of its top risks, as well as emerging risks that may also significantly impact its business and stakeholders. AboitizPower's ERM framework ensures sustainable growth by proactively managing risks through three key pillars: (1) **Business Risk & Planning (BRP)** for risk identification and mitigation; (2) **Business Continuity Management (BCM)** for operational resilience; and (3) **Risk Finance (RF)** for managing insurable risks. Integrated into organizational planning, the framework incorporates Environmental, Social, and Governance (ESG) considerations, business continuity, and risk transfer strategies, continuously strengthening the company's risk resilience.

Risk management planning in Aboitiz Power is an iterative process that is conducted at least semi-annually for strategic risks. Most of the top or strategic risks that are captured at the corporate or AboitizPower level originated from risks reported by the corporate support and business units. The AboitizPower business units review operational risks and implement mitigation measures as part of day-to-day operations. At the end of every review period, strategic and emerging risks are reported to the highest management committee and the Board Risk and Reputation Management Committee.

For a more detailed discussion on the Power Group's top risks in 2024, please refer to AboitizPower's Information Statement.

II. FINANCIAL SERVICES

Overview of the Business

Union Bank of the Philippines (UnionBank, or the "Bank"), originally known as Union Savings and Mortgage Bank, was incorporated in the Philippines on 16 August 1968. On 12 January 1982, it was given the license to operate as a commercial bank. UnionBank's common shares were listed on the PSE in June 1992 and shortly after, it was granted the license to operate as a universal bank on 15 July

1992. UnionBank's principal shareholders were AEV, the Social Security System of the Philippines (a government owned and controlled corporation that provides social security to workers in the private sector), and Insular Life Assurance Company, Ltd. (one of the leading and largest Filipino-owned life insurance companies in the Philippines).

UnionBank was among the first Philippine banks to embrace technological innovations to empower its customers. It embraces the future of banking and is committed to becoming the Philippines' leading digitally-transformed bank to best serve the growing needs of Filipinos everywhere. It distinguishes itself through technology and innovation, unique branch sales and service culture, and centralized backroom operations. The Bank leverages technology and its agile culture to meet the customers' changing and diverse needs and continuously enhance customer experience. Its unique branch sales and service culture ensure efficient and quality service as well as mitigates operational risk. The Bank's distinct centralized backroom operations enable it to provide responsive, scalable, and secure transaction processing.

UnionBank's core businesses are retail banking, consumer finance (comprising credit card services, mortgage and auto loans, personal and salary loans), corporate banking, commercial banking (comprising middle-market banking), SME banking, cash management, trust banking, treasury products distribution, funding and trading (involving management of UnionBank's liquidity and funding requirements and handling of transactions in the financial markets covering foreign exchange, fixed income trading and investments, and derivatives). In addition, UnionBank has a private banking unit which offers estate planning solutions and a global and diversified multi-asset fund to its high-net-worth and ultra-high-net-worth clients through its partnership with Lombard Odier & Co. (a Swiss global wealth asset manager), and various life insurance products through its bancassurance partnership with Insular Life. As of 31 December 2024, UnionBank and its Subsidiaries had 383 branches across the Philippines and a network of 603 ATMs.

As of 31 December 2023, UnionBank's key Subsidiaries and Affiliates include:

- i. City Savings Bank, Inc., (CitySavings), a thrift bank that has ownership interests in various financial institutions together with UBP Investments Corporation (UIC), including: a) Bangko Kabayan Private Development Bank (Bangko Kabayan), and b) Petnet. Inc.(PETNET);
- ii. UIC a holding company with the following Subsidiaries: a) First Union Plans, Inc. (FUPI), b) First Union Direct Corporation (FUDC), and c) First Union Insurance and Financial Agencies (FUIFAI);
- iii. UBX PH, the Bank's innovation and technology company with ownerships in a holding company UBX Private Limited and Shiptek Solutions Corporation;
- iv. UnionDigital Bank, Inc. (UnionDigital), the Bank's digital banking arm licensed by the Bangko Sentral ng Pilipinas (BSP) and started commercial operations on 18 July 2022; and
- v. UnionBank Investment Management and Trust Corporation (UBIMTC), in November 2023, UBP received from the BSP the Certificate of Authority to operate as a stand-alone trust corporation. UBIMTC is a wholly owned subsidiary of UnionBank.

On 23 June 2021, the Bank issued a seven-year US Dollar-denominated Social Bond (the "Social Bond") amounting to US\$150 mn with the International Finance Corporation (IFC) as sole investor. The proceeds of the Social Bond were allocated exclusively to qualified micro, small, and medium enterprises (MSME) loans that are screened against IFC's eligibility criteria and exclusion list. The issuance of the Social Bonds is part of the Bank's recognition and commitments to the United Nations Sustainable Development Goals, particularly on employment, the objective of Decent Work and Economic Growth. The social bonds carry an interest rate of 1.15% and are unsecured.

In July 2021, the BSP granted a digital banking license to UnionDigital. It is the only digital bank established by a universal bank among the six licensees approved by the BSP. UnionDigital was incorporated in November 2021 and started commercial operations on 18 July 2022. It is UnionBank's

foray to penetrate the larger untapped retail segment in the country in a purely digital and cost-effective manner.

On 24 October 2021, the BSP approved the amendment to UnionBank's Articles of Incorporation whereby the authorized capital stock increased from ₱23.1 bn to ₱35.3 bn, divided into 2.5 billion common shares at par value of ₱10.00 and 100 million preferred shares at par value of ₱100.00. UnionBank, likewise, obtained BSP approval for the payment of 25% stock dividends, to comply with the required 25% subscription of the increase in authorized capital stock.

In December 2021, the Bank entered into a Share and Business Transfer Agreement with the subsidiaries of Citigroup Inc. ("Citi") to acquire Citi's consumer banking in the Philippines. The transaction includes Citi's credit card, personal loans, wealth management, and retail deposit businesses. The acquisition also includes Citi's real estate interests in relation to Citibank Square in Eastwood City located in Bagumbayan, Quezon City, three full-service bank branches, and five wealth centers. UnionBank's acquisition of Citi was approved by the BSP on 18 July 2022, and UnionBank became the legal owner of the business beginning 1 August 2022. The deal brought in almost 1 million new customers and ₱98.1 bn in total assets, ₱68.5 bn in loans and ₱67.1 bn in deposits. The acquisition is expected to accelerate UnionBank's objective of becoming a "Great Retail Bank" given Citi's market leadership in the credit cards, personal loans, and wealth management business segments. As of December 2024, the acquired Citi business has ₱115.1 bn in loans reflecting a 19.1% growth vs. previous year. The full-year impact of Citi contributed ₱28.1 bn in Net Revenues in 2024 compared to Net Revenue share of ₱21.4 bn in 2023.

In May 2022, UnionBank raised ₱40 bn through a stock rights offering, with approximately 617.2 million common shares priced at ₱64.81 per share. The proceeds from the offering were deployed to partially fund the acquisition of the Citi consumer banking business.

On 2 June 2022, UnionBank successfully issued the first-ever digital peso bonds in the Philippines, raising an aggregate of ₱11 bn under its ₱39.0 bn bond program. UnionBank is the pilot user of PDTC's Proof of Concept Digital Registry & Digital Depository that uses Distributed Ledger or Blockchain Technology for registry and depository operations. The bonds, which have a tenor of 1.5 years and a fixed rate of 3.25% per annum, are listed on the PDEX for trading in the PDEX Fixed Income Market.

On 25 November 2022, UnionBank raised US\$358 mn from a three-year syndicated loan with 15 lenders. Due to positive market feedback, the size was raised from the original launch size of US\$150 mn. The proceeds will be used to refinance UnionBank's maturing US\$ loans and existing US\$ bonds, and fund its general corporate purposes.

In February 2023, UnionBank approved the increase in its authorized capital stock from ₱35,307,852,380.00 to ₱60,307,852,380.00. The proposed increase will be used to support growth and for general corporate purposes. The increase was approved by both the BSP in August 2023 and the SEC in December 2023, respectively.

In July 2023, the SEC authorized the tripartite merger between the Bank's Subsidiaries, Bangko Kabayan, FAIR Bank, and PBI, with Bangko Kabayan being the surviving entity.

In October 2023, UnionBank completed the increase of its Peso-Denominated Bonds Program increasing the Program size to ₱ 50 bn. UnionBank's Bonds Program was initially established on 26 April 2019 with an original size of ₱ 39 bn. In November 2023, UnionBank issued its 1.5-year Senior Fixed Rate Series F Bonds due 2025 and 3-year Senior Fixed Rate Series G Bonds due 2026 in the aggregate principal amount of ₱1 billion, with an oversubscription option. The public offer period ended on 29 November 2023.

In November 2023, the BSP issued the certificate of authority for UnionBank Investment Management and Trust Corporation (UBIMTC) to operate as a stand-alone trust corporation. UBIMTC is a wholly owned subsidiary of UnionBank.

In January 2024, UnionBank issued a 27% stock dividend issued in January 2024, in which the Bank listed 635.5 million common shares.

In May 2024, UnionBank concluded a stock rights offering of 327.12 million shares with a total transaction value amounting to approximately 10.0 billion at a price of ₱30.57 per share. The net proceeds will be used to fund the capital infusion to UnionDigital, projected retail loan availments, and/or for general corporate purposes.

As of the year ended 31 December 2024, UnionBank registered consolidated net profit of ₱12.0 bn, total consolidated resources of ₱1.145 trillion, total loan portfolio (net) of ₱523 bn, and total deposits was ₱676 bn.

For the period ended 31 December 2024, Tier 1 capital adequacy ratio was 15.6% while total capital adequacy ratio was 17.3%. Tier 1 capital adequacy ratio is determined by dividing total qualifying Tier 1 capital by total risk-weighted assets. Total capital adequacy ratio is determined by dividing total qualifying Tier 1 and Tier 2 capital by total risk-weighted assets. Both Tier 1 and total capital adequacy ratios are computed using Basel 3 standards adopted by the BSP.

(i) Products and Services

UnionBank offers a broad range of products and services, which include deposit and related services, consumer finance (comprising credit card services, mortgage and auto loans, and personal/salary loans), corporate banking, commercial banking (comprising middle-market banking), micro, small and medium-sized enterprises (MSME) banking, cash management, trust and investment services, treasury products distribution, funding and trading (involving management of UnionBank's liquidity and funding requirements and handling of transactions in the financial markets covering foreign exchange, fixed income trading and investments, and derivatives).

In addition, UnionBank has a private banking unit that offers estate planning solutions and a global and diversified multi-asset fund to its high-net-worth and ultra-high-net-worth clients through its partnership with Lombard Odier & Co. and various life insurance products through its bancassurance partnership with Insular Life.

CitySavings is primarily engaged in extending salary loans to employees of public educational institutions under the DepEd's Automatic Payroll Deduction System ("APDS"). The guidelines for the grant of salary loans to public school teachers are set out in a memorandum of agreement between the Department of Education (DepEd) and CitySavings. It has diversified its product suite to cater to employees of national government agencies and local government units. In addition, the CitySavings offers loans to pensioners under the Government Service Insurance System (GSIS), Social Security System (SSS), and other government agencies. In 2019, CitySavings entered the motorcycle financing market through its acquisition of PR Savings Bank and it has substantially expanded its partner-dealer network to grow the business. It also provides deposit products for both retail and corporate customers. CitySavings' affiliate, Bangko Kabayan, is into basic deposit and lending services which range from individual to MSME loans. Another affiliate of CitySavings is PETNET, more widely known by its retail brand name PERA HUB. They deliver a variety of cash-based services including remittance, currency exchange and bills payment.

UBX is a technology company delivering digital transformation for enterprises and the government, with embedded finance as its core accelerator. It is differentiated by comprehensive local financial expertise and global fintech capabilities through our affiliation with UnionBank and SBI Holdings of Japan.

UnionDigital Bank is the digital bank subsidiary of UnionBank. It distinguishes itself as the sole digital bank in the country initiated by a private universal bank, holding a license from the BSP. It represents UnionBank's strategic approach to integrate the vast segments of unbanked and underbanked individuals within the financial system. As a crucial part of the Aboitiz Group, UnionDigital leverages the group's ecosystem and expertise, fostering collaborations that drive towards a vision of a financially inclusive nation. This effort also aligns with UnionBank's expansion goals, promoting inclusive growth and prosperity within the Filipino community.

The vision for UnionDigital is to evolve into a comprehensive financial services hub, offering a wide range of digital financial solutions such as savings and lending, payments, insurance, micro-investments, digital assets, and other value-added services. These offerings are designed to meet the needs of both the unbanked and underserved populations, as well as those who are tech-savvy. By addressing the entire financial lifecycle, including spending, saving, investing, protecting, and borrowing, UnionDigital aims to go beyond traditional banking offerings to include alternative financial products. Central to its mission, UnionDigital is committed to making banking services, products, and financial education accessible to every Filipino, empowering them with the tools and resources needed to achieve their financial goals and uplift their lives.

UBIMTC is a wholly owned subsidiary of UnionBank and is one of the few trust departments of local banks to have been spun-off to a stand-alone corporation. Considering its roots as a trust department, the group has been in the trust business for more than 44 years and has been offering since then, a wide range of trust and investment management solutions catering to both individual and institutional clients. As a full-service trust corporation, UBIMTC offers bespoke trust and investment solutions such as trustee accounts, investment management services, escrow agency, custodianship, and other fiduciary services.

In addition to this, UBIMTC manages ten (10) Unit Investment Trust Funds (“UITF”) to address the fast-growing investment needs of its retail customers. The funds are geared towards long-term capital appreciation and are largely invested in fixed income securities issued by the Philippine government and local corporations, as well as in equity securities of listed companies in the PSE.

(ii) Distribution Methods

UnionBank primarily services its clientele through its well-trained relationship managers, as well as its strong digital footprint, including its website (www.unionbankph.com), its mobile/online banking apps, customer service chatbot, and various digital platforms. Its digital channels are complemented by strategically-located branch networks, partner outlets, ATMs, as well as a Customer Engagement Group that takes up voice and non-voice customer service-related concerns.

<i>Relationship Managers</i>	UnionBank’s salesforce is trained to have expertise regarding the Bank’s solutions-based financial services and are equipped with tools (e.g., MAX 5.0) that allow them to service clients remotely and enhance productivity. UnionBank’s Relationship Managers and Financial Advisors are also licensed by the Insurance Commission to provide customers with bancassurance products.
<i>Branch Network</i>	<p>As of 31 December 2024, UnionBank had 196 branches. All of UnionBank’s branches were transformed into digital and paperless branches called “The ARK”, which allow for straight-through processing of transactions over-the-counter or via self-service machines, and at the same time, house Branch Ambassadors for product discovery, digital conversion and advisory services.</p> <p>UnionBank also increased its presence nationwide through its subsidiaries’ physical network which consisted of 149 branches of CitySavings across the country, 38 branches of Bangko Kabayan and over 3,000 locations of PETNET nationwide.</p> <p>In addition, UnionBank has three mobile banking kiosks, also called “Bank on Wheels,” which are vans equipped with 5G communication facilities to serve areas where branch access is limited by natural disasters, pandemics or geography, and/or high volume of ATM transactions are needed for a specific period.</p> <p>UnionBank introduced agency banking cash deposit capability through its partnership with 7-Eleven and ECPay among others.</p>
<i>ATM Networks</i>	As of 31 December 2024, UnionBank had 494 ATMs and CitySavings had 109 ATMs for a total of 603 ATMs, which are further categorized as 431

	<p>onsite and 172 off-site ATMs. UnionBank and its subsidiaries' network supplements its branch network in providing 24-hour banking services to its customers. UnionBank's interconnection with the Bancnet ATM consortium, allows its cardholders to access thousands of ATMs nationwide. In addition, UnionBank's ATM card functions as a VISA or Mastercard debit card that allows electronic purchase and payment transactions.</p>
<i>Call Center</i>	<p>UnionBank's Customer Engagement Support Group (CESG), which is responsible for retail customer relationship and consumer finance relationship and care, manages UnionBank's 24-hour call center, which caters to deposit and card product queries, among others. The call center utilizes a mix of phone, social media, email, and website as customer touch points. In handling customer complaints, it adheres to certain service-level agreements such as feedback or resolution of concerns that were received from the customer touch points. Customer complaint handling is continuously improved through resolution tracking.</p> <p>UnionBank is currently enhancing other enabling channels capable of digital self-servicing and extended reach. The Customer Engagement Group is composed of the voice and email channels, sales and service recovery and strategic development and controls.</p>
<i>Customer Service Chatbot</i>	<p>UnionBank's "Rafa" is the country's first banking chatbot that delivers instant 24/7 customer service. <i>Rafa</i> is accessible through Facebook messenger. It can answer customer queries on, among others, the nearest ATM and branch, providing the latest foreign exchange rate of up to ten currencies, assisting customers who are exploring auto loans, and giving customers options to choose the credit card that best suits them. It is also capable of assisting in processing account opening and loan applications. UnionBank believes that <i>Rafa</i> provides a more personal and conversational customer experience compared to the interactive voice response or auto reply forms.</p>
<i>Mobile and E-Banking</i>	<p>UnionBank Online, is the online and mobile banking platform for UnionBank's retail customers. It is designed with an omni-channel user experience wherein the same look and feel applies to different touchpoints (websites and mobile applications), operating systems (Android or IOS) and device types. UnionBank Online enables UnionBank's customers to perform account management and banking transactions such as account opening, deposit checks, fund transfer, bills payment without visiting a branch or contacting UnionBank's call center. Customers may log in through biometric authentication, apart from password login. Customers can use UnionBank Online to send money to various remittance centers or cash outlets nationwide and deposit checks simply by taking a photo with the application. It also enables real-time account opening via a digital application and thus facilitates customer onboarding process. UnionBank was the first Philippine universal bank to introduce such a function in the Philippines in 2019.</p> <p>UnionBank also introduced an upgraded version of its cash management platform for corporates called "The Portal". It is a fully featured application which enables, among others, single sign-on for customers with multi-org access, real-time fund transfers, bills payment facility, online check deposits, payroll account opening, and the ability to set up business approval steps. It helps customers' merchant acquisition, account management and lending activities.</p> <p>UnionBank also launched a cash management platform for MSME clients called MSME Business Banking in 2021, now known as "UB Negosyante". Its features include digital account opening for savings and checking</p>

	<p>accounts, mobile check deposit, local and international fund transfers, bills payment, payment gateway, and many more to help MSMEs manage financial operations.</p> <p>UnionBank also launched “UPAY” in 2021, an integrated payment acceptance hub for SME customers to support collection of funds through various payment channels including UnionBank Online, Gcash and GrabPay, over the counter, and debit and credit cards. In addition, UnionBank has launched “E-commerce Payment Gateway” with API connectivity via websites and mobile applications to enable merchants to accept major credit cards and alternative payment methods to support their customers’ buying behavior and to deliver a cross-channel experience. Recurring customers could experience faster and more convenient payments by securely tokenizing payment credentials.</p>
--	---

(iii) Competition

The Bank faces competition in all its principal areas of business. Philippine domestic and foreign banks are the Bank’s main competitors, followed by finance companies, mutual funds and investment banks. Currently, the industry is dominated by the four largest universal banks, each with over ₱3 trillion in assets: BDO Unibank, Inc. (BDO), Land Bank of the Philippines (LBP), Metropolitan Bank and Trust Co (MBT) and Bank of the Philippine Islands (BPI). These banks have greater financial and other capital resources, and greater market shares than UnionBank. Moreover, as a publicly-listed bank, UnionBank also monitors its performance against the ten largest publicly-listed universal banks in the country.

Based on the latest data of BSP as of 31 December 2024, there were a total of 44 domestic and foreign universal and commercial banks operating in the Philippines, with total assets of ₱25.7 trillion, total loan portfolio (inclusive of Interbank Loans and RRP) of ₱13.8 trillion, and total deposits of ₱19.1 trillion. Among the universal banks, there are 13 private domestic universal banks, six branches of foreign universal banks and three government-controlled universal banks. On the other hand, the commercial banks comprise two private domestic commercial banks, 18 branches and two subsidiaries of foreign commercial banks. While mergers, acquisitions, and closures reduced the number of industry players, the entry of foreign banks under new and liberalized banking laws and regulations resulted in the growth of the number of universal and commercial banks.

The Bank also faces competition from financial technology firms and non-financial firms. In particular, non-financial firms pose a challenge to Philippine banks by offering digital products such as mobile payments or online services. Financial technology firms utilize software to provide financial services, and disrupt existing financial systems and corporations that rely less on software by offering faster, more convenient, and more efficient ways of transacting. In addition, purely digital financial technology or non-financial firms have no branches and thus have lower costs. The Bank seeks to gain a competitive advantage by continuing to implement its digital transformation strategies.

Amidst this operating environment, UnionBank leverages on its competitive advantages anchored on its use of superior technology, its unique sales and service culture, and centralized backroom operations, as well as its digital transformation roadmap geared towards strengthening its present business by repositioning itself into a digitally-transformed universal bank that achieves scale in a cost-efficient manner, while preparing for a future when embedded or decentralized banking becomes the dominant business model, all anchored on technology as the enabling factor.

(iv) Major Customers

The Financial Services Group’s businesses are not dependent upon a single customer or a few customers that a loss of anyone would have a material adverse effect on the performance of its sales and distribution. It has no single customer that is expected to account for 20% or more of the group’s total sale of goods and services.

(v) Patents, Copyrights, and Franchises

UnionBank owns, or has pending applications for the registration of intellectual property rights for various trademarks associated with their corporate names and logos. Please refer to UnionBank's Information Statement to see the trademark applications which UnionBank has filed with the Philippine IPO.

(vi) Government Approvals

The BSP, SEC, Philippine Deposit Insurance Corporation (PDIC), PSE, and the BIR are the primary regulatory agencies that issue and enforce rules, regulations and guidelines relevant to the Bank's activities.

UnionBank ensures that its products, services and systems have the necessary regulatory approvals and are in compliance with existing rules prior to launch and continue to be compliant with prescribed rules and regulations. For a more detailed discussion on UnionBank's compliance with government approval requirements, please refer to UnionBank's Information Statement.

(vii) Effect of Existing or Probable Governmental Regulations

Keeping abreast of regulations affecting the business

As a banking institution, UnionBank adheres to the provisions of the General Banking Law of 2000 (Republic Act No. 8791), as amended, and the regular issuances by the BSP as embodied in its Manual of Regulations for Banks (MORB). The regulatory issuances of the SEC, PDIC, PSE, PDEX, BIR, and other regulatory bodies are likewise monitored constantly for new developments

Regulations on Digital Banks

The BSP has given digital banks a distinct classification. Digital banks offer financial products and services that are processed end-to-end through a digital platform and/or electronic channels without any physical branch or sub-branch or branch-lite unit offering financial products and services. On 2 December 2020, the BSP issued BSP Circular No. 1105 which provides the guidelines on establishment of digital banks. While digital banks have no physical branch or sub-branch or branch-lite unit, digital banks are required to maintain a principal or head office in the Philippines to serve as the main point of contact for stakeholders, including the BSP and other regulators. Pursuant to the accelerated digitalization in the financial industry, the BSP issued Memorandum No. M-2022-016 on 22 March 2022, which provides the controls and processes supporting the operation, connectivity, and endpoint security of Application Programming Interface (API) and the good practices for API management.

As per existing BSP regulations, digital banks are required a minimum capital of ₱1 bn and are subject to the reportorial requirements under the Basel III risk-based capital as may be prescribed by the BSP. The reserve requirement ratios of digital banks under the MORB are as follows: (a) 8% against for demand deposits, savings deposits (excluding basic deposit accounts), time deposits and deposit substitutes, negotiable CTDs, Peso deposits lodged under due to foreign banks, Peso deposits lodged under due to head office/branches/agencies abroad (Philippine branch of a foreign bank), NOW accounts, long-term non- negotiable tax-exempt CTDs; (b) 3% against bonds; and (c) 0% against basic deposit accounts. Moreover, the equity investment of a digital bank in any single enterprise must be less than 50% of the voting shares in that enterprise.

UnionBank complies with the regulations imposed by the BSP Monetary Board on Digital Banks.

Anti-Money Laundering Laws and Know Your Customer Procedures

UnionBank complies and is consistent with the provisions of Republic Act No. 9160, as amended by Republic Act Nos. 9194, 10167 and 10365, otherwise known as the "Anti-Money Laundering Act of the Philippines," and other pertinent laws, rules, regulations, and circulars issued by the BSP, SEC and other regulatory agencies of the Philippines, including the Anti-Money Laundering Council (AMLC) and

the Financial Action Task Force (FATF) on Money Laundering. UBP adheres to the Anti-Money Laundering (AML) laws and regulations that include the Know Your Customer (KYC) rules and customer due diligence at the inception of the bank-client relationship until its termination.

The Bank employs a third-party tool for screening customers during onboarding, subsequently, whenever there are updates to the sanctions and negative files and during periodic account reviews. A real-time transaction screening system is used to clear all transactions that pass through the SWIFT network. In July 2019, the Bank upgraded its AML system through the deployment of an internally developed, highly intuitive, and more flexible transaction monitoring and reporting system. In 2020, an in-house developed screening portal replaced the previous tool to assist in the namescreening of clients against the lists of sanctioned individuals and organizations, and persons convicted of AML predicate crimes, among other negative information.

Customer due diligence remains robust through documentation and upgrading of client information, understanding of client activity, review of customer risk rating, identification of ultimate beneficial owners, and obtaining senior management approval, where warranted.

Finally, on an annual basis, UnionBank, through its Compliance and Corporate Governance Office (CCGO), provides formal AML training to the members of the Board of Directors, Senior Management, and its Branches. In coordination with its HR Group, CCGO deploys the AML e-learning refresher module to all Bank employees; while Operations and Sales personnel are apprised of new BSP requirements during Compliance roadshows held throughout the year.

Capital Adequacy

Per existing BSP regulations, the combined capital accounts of each commercial bank should not be less than an amount equal to 10% of its risk assets. Risk assets consist of total resources after exclusion of cash on hand, due from BSP, loans covered by holdout on or assignment of deposits, loans or acceptances under letters of credit to the extent covered by margin deposits and other non-risk items as determined by the Monetary Board of the BSP.

As of 31 December 2024, 2023, and 2022, the Bank's CAR were at 17.3%, 15.7%, and 13.0%, respectively.

(viii) Costs and Effects of Compliance with Environmental Laws

Compliance with environmental laws increases a company's operational costs, though in most cases the costs are only a small fraction of a firm's total costs. For financial institutions like UnionBank, relevant environmental laws and regulations require the appointment of Pollution Control Officers, Managing Heads, installation of pollution control equipment, and incorporation of sustainable practices in the Bank's operational processes. Compliance with these requirements has minimal effect on the Bank's operational cost and productivity.

Environmental laws influence the Bank's concept in designing its offices to ensure compliance as provided by relevant regulatory agencies. Compliance with the environmental laws has benefitted the organization in terms of illnesses averted through reduction of airborne particulates, hazardous waste disposal, and water potability. There were no reported incidents of non-compliance with environmental laws and regulations.

In addition, UnionBank has entered into partnerships with Plastic Bank and Humble Sustainability to recycle, upcycle, and recover plastic wastes and non-hazardous wastes as part of the Planet pillar and Inclusive Prosperity focus area of the Bank's sustainability program.

Finally, UnionBank is in the process of renewing its partnership with Globe Telecom to dispose of electronic waste via the One Phone program, where the bank collects old and unused electronic gadgets and equipment so they may be properly handled and avoided being dumped in landfills.

(ix) Major Risk/s Involved in the Business

Risks particular to the Financial Services Group are as follows:

UnionBank's ability to identify, assess, monitor and manage risks inherent in its business is anchored on the quality and timeliness of available industry and internal risk data

UnionBank, through its Enterprise Risk Management Group, monitors all risk exposures which include, among others, credit risk, market risk, operational risk, liquidity risk, and IT risk. The effectiveness of UnionBank's risk management, particularly on the management of credit risk which is inherent in its core businesses, is bounded by the quality and timeliness of available data in the Philippines as well as internal risk data in relation to different factors such as, but not limited to, the proposed borrowers' credit history, loan exposures with other financial institutions and other external and market factors affecting overall credit. Insufficient or inaccurate risk and financial data and limitations of UnionBank's risk management systems, if any, may result in UnionBank granting loans that may expose UnionBank to significant credit risk, taking positions that may expose UnionBank to market and liquidity risks, or undertaking business activities that may result in operational, IT and other material risks.

Procedures to identify and assess the aforementioned risks are embedded in the Bank's various processes, including but not limited to, KYC procedures, loans evaluation, and underwriting and due diligence procedures. The group maintains a prudent risk management strategy to ensure its soundness and profitability. Strategies and limits are reviewed regularly and updated to ensure that risks are well-diversified and risk mitigation measures are in place. A system for managing and monitoring risks is in place so that all relevant issues are identified at an early stage and appropriate actions are taken on a timely basis. Risk reporting is done on a regular basis, either monthly or quarterly.

UnionBank may face increasing levels of non-performing loans ("NPLs"), provisions for impairment losses and delinquencies in its credit card portfolio, which may adversely affect UnionBank's business, financial condition, results of operations, and capital adequacy

UnionBank plans to continue to expand its SMEs and consumer loan operations, such as credit card services, mortgage loans, and salary loans. Such expansion plans will increase UnionBank's exposure to SMEs and consumer debt, and volatile economic conditions in the Philippines may adversely affect the future ability of UnionBank's borrowers, including SMEs and individual borrowers, to meet their obligations under their indebtedness and, as a result, UnionBank may experience an increase in the levels of NPLs and provisions for impairment losses in the future.

Volatile economic conditions in the Philippines, including volatile exchange and interest rates, may adversely affect many of UnionBank's customers, causing uncertainty regarding their ability to fulfill obligations under UnionBank's loans and significantly increasing UnionBank's exposure to credit risk. These and other factors could result in an increased number of NPLs and delinquencies in UnionBank's loan portfolio in the future. Any significant increase in UnionBank's NPLs or delinquencies in UnionBank's loan portfolio would have a material adverse effect on its business, financial condition, results of operations, and capital adequacy.

The aforementioned risk is managed through strategies, policies, and limits that are approved on the Board level and in line with the Bank's risk appetite. The Bank has a well-structured and standardized credit approval process and credit scoring system for each of its business and/or product segments to assess the inherent risks. Business units are held accountable for all the risks and related returns and ensure that decisions are consistent with business objectives and risk tolerance.

UnionBank may be unable to recover the assessed value of its collateral when its borrowers default on their obligations, which may expose UnionBank to significant losses

UnionBank's secured loans have, historically, represented a significant portion of UnionBank's total loans. There can be no assurance that the collateral securing any particular loan will protect

UnionBank from suffering a partial or complete loss if the loan becomes non-performing. The recorded values of UnionBank's collateral may not accurately reflect its liquidation value, which is the maximum amount UnionBank is likely to recover from a sale of collateral, less expenses of such sale. There can be no assurance that the realized value of the collateral would be adequate to cover UnionBank's loans.

In addition, some of the valuations in respect of UnionBank's collateral may also be out of date or may not accurately reflect the value of the collateral. In certain instances, where there are no purchasers for a particular type of collateral, there may be significant difficulties in disposing of such collateral at a reasonable price. Any decline in the value of the collateral securing UnionBank's loans, including with respect to any future collateral taken by UnionBank, would mean that its provisions for credit losses may be inadequate and UnionBank may need to increase such provisions. Any increase in UnionBank's provisions for credit losses could adversely affect its business, its financial condition, results of operations, and capital adequacy.

Furthermore, UnionBank may not be able to recover in full the value of any collateral or enforce any guarantee due, in part, to difficulties and delays involved in enforcing such obligations through the Philippine legal system. To foreclose on collateral or enforce a guarantee, banks in the Philippines are required to follow certain procedures specified by Philippine law. These procedures are subject to administrative and bankruptcy law requirements which may be more burdensome than in certain other jurisdictions. The resulting delays can last several years and lead to the deterioration in the physical condition and market value of the collateral, particularly where the collateral is in the form of inventory or receivables. In addition, such collateral may not be insured. These factors have exposed, and may continue to expose, UnionBank to legal liability while in possession of the collateral. These difficulties may significantly reduce UnionBank's ability to realize the value of its collateral and therefore the effectiveness of taking security for the loans it makes. UnionBank initially carries the value of the foreclosed properties at the lower of loan exposure or fair value of the properties at the time of foreclosure. Subsequently, the foreclosed properties are carried at the lower of the amount initially recognized or the fair value less cost to sell. While UnionBank, at each balance sheet date, provides for impairment losses on its foreclosed properties in accordance with PFRS, it may incur further expenses to maintain such properties and to prevent their deterioration. In realizing cash value for such properties, UnionBank may incur further expenses such as legal fees and taxes associated with such realization. There can be no assurance that UnionBank will be able to realize the full value, or any value, of any collateral on its loans. In realizing cash value for such properties, UnionBank may incur further expenses such as legal fees and taxes associated with such realization. There can be no assurance that UnionBank will be able to realize the full value, or any value, of any collateral on its loans.

Lending policies, including on collaterals, are reviewed regularly to align with market developments. Collaterals, both for current and repossessed loans, are appraised periodically.

UnionBank's provisioning policies, which are based on Philippine Financial Reporting Standards expected credit loss standards and on other relevant Philippine regulations, may be more or less stringent than those in other countries

The level of loan loss provisions that UnionBank recognizes are aligned with the PFRS 9 accounting standard. Subjective determinations of significant change in credit risk may increase the variation of application of such policies and affect UnionBank's results of operations. Moreover, regulations of the BSP require that Philippine banks classify loans into several categories corresponding to various levels of credit risk as follows: pass, loans especially mentioned, substandard, doubtful, and loss. These are considered in PFRS 9 expected credit loss stage determination, in addition to BSP Circular No. 941. Generally, the classification of loans depends on a combination of qualitative and quantitative factors, such as the number of months that payment is in arrears. Periodic examination by the BSP of these classifications in the future may also result in changes being made by UnionBank to such classifications and to the factors relevant thereto.

The BSP requirements in certain circumstances may be less or more stringent than those applicable to banks in other countries and may result in particular loans being classified as non-performing later or

earlier than would be required in such countries or being classified in a category reflecting a lower or higher degree of risk. As a result, the amount of UnionBank's NPLs, as well as reserves, may be lower or higher than what would be required if UnionBank was located in such countries. Further, if UnionBank changes its provisioning policies to become more in line with international standards or practices or otherwise, UnionBank's results of operations may be adversely affected.

Certain accounting standards, including the PFRS 9 expected credit loss standards, have been adopted by the Bank to obtain unbiased and probability-weighted amount which is determined by evaluating a range of possible outcomes, the time value of money, and reasonable and supportable information about past events, current conditions and forecasts of future economic conditions with the objective of recognizing lifetime losses on all financial instruments which have experienced a significant increase in credit risk since their initial recognition. These assumptions are reviewed and updated at least monthly.

UnionBank is subject to credit, market and liquidity risk which may have an adverse effect on its credit ratings and its cost of funds

To the extent any of the instruments and strategies UnionBank uses to manage its exposure to market or credit risk is not effective, UnionBank may not be able to mitigate effectively its risk exposures, in particular to market environments or against particular types of risk. UnionBank's balance sheet growth will be dependent upon economic conditions, as well as upon its determination to securitize, sell, purchase or syndicate particular loans or loan portfolios. UnionBank's trading revenues and interest rate risk exposure are dependent upon its ability to properly identify and mark to market the changes in the value of financial instruments caused by changes in market prices or rates. UnionBank's earnings are dependent upon the effectiveness of its management of migrations in credit quality and risk concentrations, the accuracy of its valuation models and its critical accounting estimates and the adequacy of its allowances for credit losses. To the extent its assessments, assumptions or estimates prove inaccurate or not predictive of actual results, UnionBank could suffer higher than anticipated losses. The successful management of credit, market and operational risk is an important consideration in managing its liquidity risk because it affects the evaluation of its credit ratings by rating agencies. A failure by UnionBank to effectively manage its credit, market and liquidity risk could have a negative effect on its business, financial condition and results of operations.

A downgrade of UnionBank's credit rating could have a negative effect on its business, financial condition and results of operations

In the event of a downgrade of UnionBank by one or more credit rating agencies, UnionBank may have to accept terms that are not as favorable in its transactions with counterparties, including capital raising activities, or may be unable to enter into certain transactions. This could have a negative impact on UnionBank's treasury operations and also adversely affect its financial condition and results of operations. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in its ratings. Any reduction in UnionBank's ratings (or withdrawal of ratings) may increase its borrowing costs, limit its access to capital markets and adversely affect its ability to sell or market its products, engage in business transactions, particularly longer-term and derivatives transactions, or retain its customers. This, in turn, could reduce UnionBank's liquidity and negatively impact its operating results and financial condition.

For a detailed discussion of Financial Services' major risks, please refer to UnionBank's Information Statement.

III. FOOD AND BEVERAGE

Overview of the Business

(A) Food Manufacturing

AEV's integrated agribusiness and food company is operated in the Philippines primarily through Aboitiz Foods Holdings, Inc. and its Subsidiaries, and its international feeds business through Pilmico International and its various Subsidiaries and Associates (collectively, the "Food Group"). The Food Group operates across multiple sectors, offering a diverse range of products and services that cater to the evolving needs of the food industry:

- **Feeds:** The Food Group provides high-quality animal feed solutions for various livestock, including hogs, poultry, and aquaculture.
- **Farms:** The Food Group offers a variety of safe and delicious meats and eggs, adhering to responsible and sustainable farming practices at every stage of production.
- **Flour:** The Food Group provides high-quality, fortified, and Halal-certified products that nourish households across the region.
- **Pet Food:** The Food Group provides pet nutrition needs suitable for all breeds and sizes.
- **Trading:** The Food Group's Singapore-based trading and central purchasing arm facilitates seamless trade within the agricultural value chain, ensuring efficient and responsible sourcing for the entire Aboitiz Foods network.

The Food Group commenced its international expansion in 2014 through Pilmico International's acquisition of a 70% equity stake in Pilmico Vietnam Company Limited (PVN), one of Vietnam's largest aqua feed producers. Over the next five years, Pilmico International increased its ownership, acquiring an additional 15% in 2017 and the remaining 15% in 2019, making PVN a wholly-owned subsidiary. This investment provided a strategic foothold in Vietnam's aqua feeds sector, expanding the company's reach to regional aqua farm customers and creating a gateway for further investments in ASEAN markets such as Thailand, Laos, and Cambodia. It also marked the company's diversification into the aqua feed segment, a product line not previously available in the Philippines.

Building on this foundation, the Food Group strengthened its presence in Vietnam with further acquisitions, including Pilmico Vietnam Trading in 2016, which operates in wholesale food and agricultural raw materials, and a 70% equity interest in Pilmico Animal Nutrition Joint Stock Company (PAN-JSC), an animal feed producer. The company's expansion accelerated in 2018 with the acquisition of Gold Coin Management Holdings (GCMH), one of Asia's largest agribusiness corporations. Pilmico International initially secured a 75% stake in GCMH, which operates across multiple Asian countries, including Indonesia, Malaysia, Thailand, and China, before completing full ownership in 2019. As part of its business integration, PAN-JSC was incorporated into the Gold Coin Group and renamed Gold Coin Feedmill (Binh Duong) that same year.

Further consolidating its regional presence, GCMH increased its ownership in Gold Coin Malaysia Group and Gold Coin Specialties Sdn. Bhd. to 100% in 2021. The following year, the Gold Coin Group divested from Sri Lanka, selling its 100% equity interest in Gold Coin Feed Mills (Lanka) Limited as part of its strategy to focus on Southeast Asia and China. Today, the Food Group, through Pilmico International and the Gold Coin Group, holds strong positions in key Asian markets, leveraging its multi-branded animal nutrition platform to deliver scientifically balanced livestock and aqua feeds. The Gold Coin Group remains committed to innovation, sustainability, and expanding its capabilities to meet the diverse nutritional needs of the region's growing agricultural sector.

The Food Group is in continuous pursuit of innovative new products, product variants, and line extensions in the livestock, and aquaculture feeds segments.

(B) Beverages

Coca-Cola in the Philippines began in 1927 when San Miguel Corporation (then San Miguel Brewery, Inc.) became the first international bottler of Coca-Cola products. In 1981, to streamline its soft drink operations, San Miguel established Coca-Cola Bottlers Philippines, Inc. (CCBPI) as a joint venture with The Coca-Cola Company. CCBPI underwent various ownership changes through the years.

On 23 February 2024, CCEP and AEV jointly acquired CCBPI, with CCEP holding a 60% stake and AEV 40%. Following this acquisition, the CCBPI rebranded to Coca-Cola Europacific Aboitiz Philippines, Inc. (CCEAP) on 15 January 2025.

(i) Principal Products and Services

(A) Food Manufacturing

Feeds and Flour

Pilmico Foods Corporation

Pilmico, a wholly-owned AEV Subsidiary, is primarily engaged in manufacturing and selling of flour, feeds, and their by-products. These by-products are largely wheat by-products, particularly wheat bran sold under the Pilmico Brand.

Flour Products

Through Pilmico, the Food Group produces premium quality hard wheat flour for bread and soft wheat flour for cookies and crackers. Hard wheat flour brands include: Sun Moon Star, Sunshine, Glowing Sun and Kutitap. Meanwhile, soft wheat flour brands include: Gold Star and Mega Star. The Food Group also produces a leading brand of specialty flours under the Wooden Spoon Brand. Some notable brands under the Food Group's specialty flour include: Wooden Spoon Cake Flour, Wooden Spoon All-Purpose Flour, Wooden Spoon Siopao Flour, and Wooden Spoon Whole Wheat Flour.

Pilmico has a wide network of distributors and dealers located in major cities of Metro Manila, Cebu, Davao, Iloilo, Bacolod, and Cagayan. As of 31 January 2025, it is one of the largest flour manufacturers in the country and is ranked among the top three domestic flour producers based on internal market data.

The Food Group has expanded its flour business internationally. Currently, Pilmico has a representative office in Ho Chi Minh City, Vietnam. Through this representative office, Pilmico established its flour export business, successfully distributing its flour products to Hong Kong, Vietnam, Myanmar, Thailand, Malaysia, and Indonesia. The Food Group expects to take further efforts to strengthen the presence of its flour business in the ASEAN region.

Feeds Products

Feeds products offered by the Food Group include swine, poultry, rabbit, pet food as well as other species including aqua feeds for the different stages of growing pangasius, and tilapia, among others. The Food Group also offers animal healthcare products in the Philippines as part of its objective of becoming a total solutions provider for its feeds customers. It also sells raw materials for feeds through its commodity trading business.

Hog and Layer Farms

Pilmico Animal Nutrition Corporation

The Food Group's hog and layer farms operations are conducted through its Subsidiary, Pilmico Animal Nutrition Corporation (PANC). Pilmico and another wholly-owned Subsidiary, Filagri Holdings,

Inc. (Filagri Holdings), owned a 100% equity interest in PANC. PANC operates farms and feed mill plants in Capas, Tarlac.

In January 1999, PANC began commercial operations of its feed mill plant in Capas, Tarlac to cater to the growing demand for feeds in Luzon. Since commencing its swine operations with 4,750 sow level in the second half of 1999, PANC had a 8,399 sow level as of 31 January 2025. PANC plans to increase its sow level to 10,800 by 2024, which is expected to translate to a monthly sales volume of 19,897 heads of market hogs.

In December 2015, PANC started its layer farms operations. The layer farm facility was completed and became fully-operational by December 2016. This layer farm facility can hold up to 173,000 egg-laying chickens that translates to 4 million eggs per month.

To support the growing Luzon commercial feeds volume as well as increased feeds requirements from its growing layer and swine operations, PANC completed the construction of a second feed mill ("Tarlac Feed Mill 2"), resulting in an additional 124,800 MT each in feed mill capacity. Tarlac Feed Mill 3 was completed in August 2016.

Agribusiness - International

AEV International Pte. Ltd.

Established on 5 May 2014, AEV International Pte. Ltd. (AEV International) is the holding company of AEV's investments outside the Philippines. It owns 100% of the equity interest in Pilmico International.

Aboitiz Foods Pte. Ltd. (Formerly: Pilmico International Pte. Ltd.)

Pilmico International Pte. Ltd., a company organized under the laws of Singapore, is the project vehicle of AEV's first international investment in the feeds business. It was established in June 2014 as a wholly-owned Subsidiary of the AEV through AEV International. On 21 November 2024, the company changed its name into Aboitiz Foods Pte. Ltd.

Aboitiz Foods Pte. Ltd. owns a 100% equity interest in PVN, a 100% equity interest of Pilmico Viet Nam Trading Company Ltd. (PVN Trading), and a 100% equity interest in GCMH, which controls the Gold Coin Group.

Pilmico Vietnam Company

In 2014, AEV began its expansion into the Vietnamese market via the aqua feeds segment through Pilmico International. Pilmico International acquired 70% of the total outstanding shares in PVN (formerly, Pilmico VHF Joint Stock Company and originally, Vin Hoan 1 Feed JSC), one of Vietnam's largest aquafeeds producers. This acquisition allowed the Food Group to expand its feeds business in Vietnam and build its market base internationally. To date, Pilmico International owns 100% equity interest in PVN.

PVN's operations are in Dong Thap Province in Vietnam, approximately 165 kilometers from Ho Chi Minh City. It has a current capacity of 345,000 MT per year. This capacity has supported efforts to build a commercial market in Vietnam and export market, in addition to the long-term supply agreement with Vinh Hoan Corporation.

The investment in PVN allowed the Food Group to gain a foothold in the Vietnamese aqua feeds business, and at the same time, build its reach to other aqua farm customers. This strategic move was also intended to establish a gateway to investments in other ASEAN countries like Thailand, Laos, and Cambodia, allowing the Food Group to expand its core feeds business internationally, and to diversify and gain competence in the aqua feeds product segment currently not produced in the Philippines.

Pilmico Viet Nam Trading Company Ltd.

PVN Trading was incorporated in July 2015 as a limited liability company operating in Vietnam and engaged in the wholesale of food products, beverages, agricultural and forestry raw materials, among others. It is currently the vehicle used for the importation and distribution of the Food Group's products within the Vietnam market.

Pilmico International owns a 100% interest in Pilmico VN Trading.

Gold Coin Management Holdings Private Limited and the Gold Coin Group

GCMH is an investment holding company incorporated under the laws of the British Virgin Islands in January 2000. Headquartered in Singapore, GCMH is the parent company of the Gold Coin Group.

In December 2022, GCMH, together with Glen Arbor Holdings (Singapore) Pte. Ltd. (a Subsidiary of Pilmico International Pte. Ltd.) completed the sale and disposition of its 100% equity interest in Gold Coin Feed Mills (Lanka) Limited (GCFL), a company engaged in the manufacturing and distribution of animal feed products in Sri Lanka. The sale of GCFL to New Anthoney's Farms (PVT) Ltd. marks the Gold Coin Group's exit from Sri Lanka to focus on growing its animal feeds business in other parts of the SouthEast Asia and China markets.

The Gold Coin Group is engaged in animal nutrition and manufacturing of animal feeds and is a leading brand in animal nutrition and, as of 31 January 2025, had more than 21 livestock and aqua feed mills across six countries in the Asia-Pacific with an installed milling capacity of 4.2 million MT per year. As of 31 January 2025, it also had two research facilities in China and Malaysia. In particular, the Gold Coin Group manufactures and sells animal feed and specialty nutrition products, including compound feed, pre-mix and additives for the livestock and aqua sectors in the Asia-Pacific region.

Gold Coin Group's products and services include: (i) livestock feed such as feed for poultry broiler/layer, swine, duck, other birds and fish; (ii) aqua feed or feeds for aquaculture produce such as shrimp and fish; and (iii) specialty nutrition or the premix and specialty concentrate complete feed. In 2018, the group introduced its entry to the young animal for its livestock portfolio, and enhanced nutritional specifications for shrimp feeds, and fish feed to grow its aqua portfolio.

(B) Beverages

Coca-Cola Europacific Aboitiz Philippines, Inc. (CCEAP)

On 23 February 2024, AEV, in collaboration with CCEP, finalized the acquisition of what was then CCBPI, the exclusive bottler and distributor of The Coca-Cola Company's products in the Philippines. Thereafter, CCPBI rebranded in 2025, adopting the name Coca-Cola Europacific Aboitiz Philippines, Inc.

As of 28 February 2025, AEV owned a 40% beneficial equity interest in CCEAP through CCEP Aboitiz Beverages Philippines, Inc. (CABPI). The remaining 60% beneficial equity interest is owned by CCEP.

(ii) Distribution Methods

(A) Food Manufacturing

Pilmico and PANC sell their feeds and flour products through a nationwide distribution network of dealers. Pilmico likewise exports its flour products to Hong Kong, Myanmar, and Vietnam. PANC's hog and meat products are sold to "viajeros" or small-scale distributors and institutional customers (such as hotels, restaurants, and caterers).

In addition to its existing presence through its representative offices, and through its acquisition of the Gold Coin Group, the Food Group gained access to a comprehensive platform with an extensive distribution and sales network spread across 8 countries in the Asia-Pacific region.

The Gold Coin Group has established relationships with customers, offering a number of brands of livestock and aqua feeds products with quality feed formulation across various key markets. Moreover, in 2018, the Gold Coin Group launched a sales optimization program to introduce a centrally designed sales program to integrate livestock operation, distribution, and sales channels to expand its specialty nutrition and aqua feeds. Taking advantage of this program, the Food Group is developing a stronger and multi-branded one-stop shop animal nutrition platform to address the demands of its customers across the Asia-Pacific region.

In the Philippines, the Farms business has expanded its market reach to end-consumers via “*The Good Meat*” business which offers fresh meat and egg products in both online and physical “*The Good Meat*” stores. As of 31 January 2025, the Food Group is operating five physical “*The Good Meat*” stores. The Good Meat’s fresh pork offerings are sold in 135 supermarkets across the Philippines, 126 of which carry the “*The Good Meat*” Brand while the remainder are sold as the supermarket’s house brand, while its growing Value-Added Meat segment (bacon, sisig, etc) are carried in over 208 supermarkets nationwide.

The Food Group’s businesses are not dependent upon a single customer or a few customers such that a loss of any one would have a material adverse effect on the performance of its sales and distribution. The Food Group has no single customer that, based on existing orders, accounts for 20% or more of its total sale of goods and services.

(B) Beverages

As of 2024, the company operates 18 manufacturing plants and approximately 80 sales offices and distribution centers nationwide, supporting nearly one million micro-retailers across its value chain. Its diverse product portfolio includes 17 brands, such as Coca-Cola, Royal, Sprite, Wilkins, Schweppes, Viva, Minute Maid, Nutri Boost, Lemon Dou, and Jack & Coke.

(iii) New Products

International Animal Nutrition

The Gold Coin Group provides nutritional solutions and onsite technical support to customers to optimize aquaculture and farm production across the Asia-Pacific Region. As of 28 February 2025, the group has an existing 18 livestock feed mills in five countries (China, Indonesia, Malaysia, Vietnam, and Brunei); four aqua feed mills in three countries (Indonesia, Malaysia, and Thailand); and offers specialty nutrition across six countries (Malaysia, Vietnam, Philippines, China, Pakistan, and Myanmar). Its production facilities are ISO 22000/HACCP certified.

The Gold Coin Group intends to introduce innovative new products, product variants, and line extensions in the livestock and aquaculture feeds segments. In 2018, the group introduced its entry to the young animal and pet food segment for its livestock portfolio, and enhanced nutritional specifications for shrimp feeds, and fish feed additives for its aquaculture portfolio. The group also relies on technological innovation and feed re-formulation in order to maximize profits. The capabilities of the Gold Coin Group will allow the Food Group to develop a stronger and multi-branded platform of animal nutrition products to address the demands of a wide range of customers across the Asia-Pacific Region.

(iv) Competition

As an integrated food and agri-business company primarily engaged in the manufacture and sale of animal feeds, flour, flour by-products as well as the production of swine and table eggs, the Food Group operates in a competitive industry driven by global raw material prices with an increasing trend on process improvement and digitization. Moreover, with global food demand on the rise brought by

rising income from a growing middle class in developing countries, industry growth has been supported by global and domestic expansions by a growing number of agri-business players.

The Food Group's business model is well positioned at the beginning of the food value chain with facilities in the Philippines located in Tarlac (feedmill and farms) and Iligan (flourmill and feedmill). The Food Group products are distributed through external distributors and dealers in major cities throughout the Philippines.

The Food Group believes that it competes through cost leadership and providing a better customer experience.

Pilmico believes that it is among the top three domestic flour, swine, and animal feed producers in the Philippines, which include San Miguel Food and Beverage, Inc. and Universal Robina Corporation for flour, B-MEG, and Unahco for feeds, and Monterey and Robina for farms, all of which leverage on strategic logistic hubs, competitive pricing and dedicated sales support teams to drive growth. The Gold Coin Group's competitors in international feeds include Charoen Pokphand Group, Japfa Comfeed, and CP Indonesia, with Cargill remaining the biggest feed miller in South East Asia with leading market share and capacity in Thailand, Vietnam, and Indonesia.

(v) Sources of Raw Materials

(A) Food Manufacturing

The Food Group, through Pilmico and PANC, imports wheat, soybean meal and other grains mostly from various suppliers in the United States, Canada, and Australia. This exposes the Food Group to risks arising from currency fluctuations and volatile price movements of raw materials.

PVN imports soybean meal from Argentina and the United States, and cassava from Cambodia. Rice bran and other grains are sourced from various suppliers in Vietnam.

The Gold Coin Group requires a wide variety of raw materials to manufacture its livestock and aqua feeds products, including, but not limited to, corn grains, soya beans and meals, and wheat products.

Efficient sourcing of these materials requires a combination of local and import strategies. To optimize its position as one of the largest animal nutrition providers in the Asia-Pacific Region and take advantage of the synergies between related parties and Affiliates, the Gold Coin Group instituted a centralized commodity trading team for the Food Group that determines procurement and strategic sourcing activities.

(B) Beverages

CCEAP sources its raw materials both locally and globally to produce its diverse range of beverages. Key ingredients include water, sweeteners like sugar, and various fruit juices. CCEAP emphasizes sustainable agricultural practices in its supply chain, aligning with The Coca-Cola Company's global commitment to responsible sourcing. This involves collaborating with suppliers who adhere to environmental and social standards, ensuring that agricultural products such as sugarcane and fruits are cultivated sustainably. By integrating these practices, CCEAP not only maintains the quality of its products but also supports the livelihoods of farming communities and contributes to environmental conservation.

(vi) Major Customers

The Food and Beverage Group's businesses are not dependent upon a single customer or a few customers that a loss of anyone would have a material adverse effect on the performance of its sales and distribution. The Gold Coin Group has no single customer that, based on existing orders, will account for 20% or more of its total sale of goods and services.

(vii) Transactions with and/or Dependence of Related Parties

Transactions with and/or dependence on related parties are discussed at the holding company level.

Additionally, to unlock cost synergies and efficient sourcing of raw materials within the Food Group, the Gold Coin Group instituted a centralized commodity trading team that is tasked to identify and secure procurement and strategic sourcing activities. Transactions are made at arms-length, fair, and compliant with transfer pricing rules.

(viii) Government Approvals

The Food and Beverage Group secures various government approvals, such as the environmental compliance certificates, development permits, license to sell, business permits, import licenses, etc. as part of the normal course of its business.

(ix) Effect of Existing or Probable Governmental Regulations

The laws and regulations that govern the Food and Beverage Group's business operations in the Philippines include the: (i) Food Safety Act of 2013 (RA No. 10611); (ii) Food and Drug Administration Act of 2009 (RA No. 9711) and the established standards and quality measures by the Food and Drug Administration in relation to the manufacturing and branding of food products to ensure its safe supply; (iii) the Livestock and Poultry Feeds Act and its implementing rules and regulations on the manufacture, importation, labelling, advertising and sale of livestock and poultry feeds; (iv) the Meat Inspection Code of the Philippines (RA No. 9296) establishing measures on quality and safety standards for the slaughter of food animals and the processing, inspection, labelling, packaging, branding and importation of meat (including, but not limited to, pork, beef and chicken meat) and meat products; (v) Consumer Act of the Philippines (RA No. 7394) and the as enforced by the Department of Trade and Industry, and the quality and safety standards with respect to the composition, contents, packaging, labelling and advertising of food products and prohibits the manufacture for sale, offer for sale, distribution, or importation of food products which are not in conformity with applicable consumer product quality or safety standards; (vi) Price Act (RA No. 7581) on matters concerning price controls for basic and prime commodities on select circumstances of calamities and state of public emergency.

The Gold Coin Group, with companies and plant operations across several countries in the Asia-Pacific region, has secured the necessary registrations, permits, and licenses to allow it to do business in the applicable countries.

(x) Amount Spent on Research and Development

(A) Food Manufacturing

The Food Group remains committed to the continued research and development of its feed, flour, and farm products. This is evidenced by the launch of new product offerings such as aqua feeds, petfood, new and improved shrimp formulation, mash conditioner feeds, pigeon feeds among others. These costs are inherently part of the research and development, nutrition, veterinary, and business development operating costs and amount to less than 1% of the Food Group's revenues.

(xi) Costs and Effects of Compliance with Environmental Laws

(A) Food Manufacturing

The Food Group is working with relevant Environmental regulators with a dedicated Quality, Safety, Health Environment and Process Department for both existing operations and future plans. Compliance to environmental laws is included in key decision points such as investing in new swine farms and new feed mills to include measures and build appropriate facilities that lessen the impact on the environment.

(xii) Major Risk/s Involved in the Business

(A) Food Manufacturing

Risks particular to the Food Group are as follows:

Ongoing Ukraine war can have several potential impacts on the Food Group, especially on our flour and feed business

Ukraine is a major exporter of wheat and corn, which are essential ingredients for flour and feed production. The conflict may disrupt transportation routes, leading to delays, increased costs, or even a temporary halt in the supply of grains. Millers may face difficulties in sourcing an adequate amount of raw materials. This has translated to price fluctuations in grain markets. Increased demand, reduced supply, and speculation can cause sharp price increases, making it challenging for millers to procure grains at reasonable prices.

To address this risk, the Food Group has diversified sourcing channels by establishing new relationships with multiple suppliers and has strengthened its long-standing relationships with key suppliers. It sources its grains in North America (milling wheat, feed wheat, corn), South America (feed wheat, soybean meal and corn) and Australia. It does not source from Ukraine and Russia. Further, the Food Group stays updated with market information and collaborate closely with suppliers to anticipate potential price fluctuations. The Food Group continues to maintain buffer stock to ensure continuity of production during any disruptions.

In times of geopolitical uncertainty, and accelerating inflation, the value of currencies can fluctuate significantly. Currency devaluation or volatility can impact the cost of imported raw materials and equipment, potentially affecting the profitability of the Food Group.

The Food Group has established currency hedging strategies to minimize exposure to foreign exchange risks and use forwards to hedge currency positions and stabilize costs.

Outbreak of diseases, food safety and foodborne illness concerns could adversely affect the Food Group's financial condition and results of operations

Part of the inherent business risk of swine and poultry farms are animal diseases (e.g., African Swine Fever and Avian Influenza) which can impact demand and supply for certain products of the Food Group. A major outbreak can affect the entire industry, significantly affecting demand and supply. There can only be a certain level of assurance that the Food Group's internal controls and policies will be fully effective in preventing all food safety issues concerning the products it sells, including any occurrences of foodborne illnesses such as Salmonella, E. coli, and Hepatitis A. New illnesses resistant to current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. As part of taking on a proactive approach in managing this risk, the Food Group continually understands changes in the risk profile and context to better understand and manage this risk. This may come in the form of continuous testing and evaluation of new lab tests or vaccine and medicine programs or new regulatory requirements to comply with.

Being in the food industry, food safety risks brought about by foodborne illness or illnesses related whether or not related to the Food Group's products, could negatively affect sales and reputation. Both could have a material adverse effect on the Food Group's business, financial condition, and results of operations. This risk exists even if it were later determined that the illness was wrongly attributed to its products. Quality assurance and quality control activities play an important role in managing this risk. Part of the Food Group's strategic plans include a robust implementation of quality across suppliers to the market value chain. Four quality areas include: (1) supplier quality; (2) process quality; (3) product quality; and (4) market quality.

- a. Supplier Quality - focuses on the development and implementation of quality supplier accreditation process

- b. Process Quality - focuses on the improvement of existing quality programs and processes such as but not limited to HACCP, Food Defense, and Food Fraud Program
- c. Product Quality - focuses on the implementation of cost of poor quality management and new products development program
- d. Market Quality - focuses on the improvement of existing programs and processes on handling customer complaints, product recall

The Food Group's financial performance may be materially and adversely affected by disruptions in the supply of, or price fluctuations in, major raw materials

Many of the Food Group's products depend on raw materials, most of which are procured from third parties, including purchases of some critical raw materials from both within and outside of the Philippines. These raw materials are subject to price volatility caused by a number of factors including changes in global supply and demand, foreign exchange rate fluctuations, shipping and other transport-related factors, weather conditions, quality of crop and yield and trade and tariff policies, and government regulations and controls. Moreover, the market prices of raw materials may increase significantly if there are material shortages due to, among others, competing usage or drastic changes in weather or natural disasters or shifts in demand from other countries such as China and India.

The ability to pass on higher costs through price increases is also influenced by competitive conditions and pricing methodologies used in the various markets in which the Food Group competes. As such, there is no assurance that all or significant increases in product costs will be passed on to consumers and that any price increases that are passed along to consumers will not have a material adverse effect on price competitiveness.

Key controls to manage this risk include leveraging on volume through strategic and centralized procurement of the Food Group's raw materials requirement. Another is the establishment of neutral positioning when buying raw materials which usually ranges from three weeks to four months. By having a neutral position, the Food Group can somehow mitigate the external factors affecting prices. Finally, focusing on optimizing its Low-Cost Formulation model through the use of substitutes, alternate proteins, and identification of regional/local sources is one of the key strategies that it employs to manage the impact of this risk.

Contributing to the supply chain disruption is the unavailability of supply of raw materials at the required quality and quantity that meet the needs of the Food Group. Ultimately, any shortages in raw materials may lead to delays in the supply of products to the Food Group's customers. Key controls to manage this include setting up multiple suppliers both international and local as backup. Establishing safety stock levels and even raising them on certain occasions to minimize shutdowns.

The business and sales of the Food Group are affected by seasonality

The business and sales of the Food Group are affected by the seasonality of customer purchase patterns. The Food Group's products generally experience increased sales during months leading to major holiday seasons, such as Christmas and Lunar New Year. Moreover, other inputs such as grains may be affected by planting and harvest seasons as well as other weather conditions. As a result, performance for any one quarter is not necessarily indicative of what is to be expected for any other quarter or for any year and its financial condition and results of operations may fluctuate significantly from quarter to quarter.

To address this risk, the Food Group employs various sales tactical programs by means of promotions and discounts in the form of price, volume and/or cash payment discounts.

The business and prospects of the Food Group may be materially and adversely affected by increased imports of lower-priced products as import duties are decreased or eliminated

The Food Group may face increased competition from less expensive products imported to the Philippines as import duties on those products are decreased or eliminated. In particular, the Philippines is a signatory to several free trade agreements, including the ASEAN Trade in Goods

Agreement (“ATIGA”) and the ASEAN Free Trade Agreement. With the implementation of ATIGA, the Philippines eliminated intra-ASEAN import duties on 99.56% of its tariff lines including poultry, meat of bovine animals, flour, sausage, prepared or preserved meat, cereals, bread, pastry, cakes, biscuits, fruit juices, coffee, tea or maté, sauces and preparations, ice cream, beer, certain spirits, liqueurs, and spirituous beverages.

The Food Group has already experienced the effects of increased competition as a result of the elimination of these import duties, and expects that competition from imported products will continue to increase. In addition, any reduction in tariffs on imports from other ASEAN countries and from other countries party to a free trade agreement with the Philippines, such as China and Japan, could give rise to increased competition for the Food Group’s products.

The Food Group also faces competition from other countries. If the Food Group is unable to compete effectively with lower-priced imports, its market share and sales may decrease, and its business, financial condition, results of operations, and prospects could be materially and adversely affected.

The Food Group leverages on industry associations or groups to lobby for certain barriers to entry in the form of imposition of duties and taxes on these imported goods.

The Food Group engages in derivative and hedging transactions

From time to time, the Food Group enters into various commodity derivative instruments, such as forward purchases, caps and collars for wheat and soybean meal, to manage price risks on strategic commodities. For hedging transactions, if prices decrease, hedging positions may result in mark-to-market losses, which are, in turn, expected to be offset by lower raw material costs. As its hedging transactions are mark-to-market, to the extent that the market price of the raw materials subject to such hedging transactions falls below the fixed price under futures contracts, the Food Group’s net income will be lower had it not engaged in such transactions. Consequently, its financial performance could be adversely affected during periods in which prices of raw materials are volatile. A key control to manage this is outlined in the Food Group’s Price Risk Management Framework that sets the price-risk decision matrix for any futures pricing of key commodities (i.e., wheat and soybean meal).

Sales of certain products may be adversely affected if the Food Group’s relationship with dealers and distributors deteriorate

The products of the Food Group are primarily sold through dealers and distributors. There is no assurance that these dealers and distributors will continue to purchase and distribute the Food Group’s products, or that these dealers and distributors can continue to effectively distribute its products without delays or interruptions. In addition, the financial instability of, contractual disputes with, or labor disruptions at its dealers and distributors could disrupt the distribution of its products and adversely affect its business.

The Food Group’s dealer network is a key asset for the Food Group and it has taken steps to know more about its customers and their customers. Delivering consistent and quality products to customers is important to building a lasting relationship. Part of the strategic plans include building its own competencies for an ideal distribution center that will handle consolidation, repacking, and logistics. Another key initiative is to provide a system to support its distributors in managing their customers, payments, fulfillment, and inventory management.

IV. REAL ESTATE

Overview of the Business

Incorporated on 2 June 1964, AboitizLand (formerly Central Visayan Warehousing Co., Inc.) is the real estate arm of the Aboitiz Group. Today, AboitizLand is mainly engaged in the development of real estate projects with a primary focus on residential communities, integrated industrial townships and commercial hubs. On 1 September 2020, the management of the industrial and commercial business units of AboitizLand was transferred to Aboitiz InfraCapital.

AboitizLand currently has 13 residential projects selling three different product types: lot only, house and lot, and condominiums.

AboitizLand's strategy has been to step up mid-market residential launches to capitalize on the growing provincial house and lot mid-market. It expects to grow its well-performing industrial business through the continued acquisition of land in key geographic corridors and the development of complementary recurring revenue businesses and residential communities within these areas. Through this approach, AboitizLand not only looks to expand its industrial footprint but also create thriving townships in the future.

AboitizLand is also capitalizing on the new and upcoming segment of vertical developments in urban zones through its wholly-owned Subsidiary, Point Blue, Inc. (Point Blue) which created the microstudio category in the Philippines. This joint venture looks to build microstudio buildings strategically located near Metro Manila's central business districts.

AboitizLand expects to actively explore complementary services from AEV's utilities, financial services, and infrastructure businesses, as it is doing at the Lima Technology Center.

(i) Products and Services

(a) Residential Business

Aboitiz Land, Inc. (AboitizLand)

AboitizLand is the real estate arm of the Aboitiz Group and is mainly engaged in the development of real estate projects with a primary focus on residential communities. Since the launch of its first residential development in 1994, AboitizLand's residential estate has now expanded to 13 residential projects selling three particular product types: lot only, house and lot, and condominiums.

In 1994, AboitizLand launched *North Town Homes* in Cebu, its first residential subdivision catering to upper-mid to high-end customers through horizontal (lot-only and house-and-lot) developments. Since then, AboitizLand has expanded its portfolio to include mid-market residential products. Through AboitizLand, the group has introduced a number of product concepts to the Cebu real estate market: (i) the New Urbanism concept of live-work-play in the large master-planned community of *Pristina North*; (ii) Zen living, which takes off from the spa lifestyle trend, in *Kishanta*; (iii) the commercial and residential "Urban Village", such as *The Persimmon*; (iv) shophouses as a residential product in *Ajoya*; (v) fully-furnished affordable studio units, such as *The Persimmon Studios*; (vi) Asian Contemporary designed units in *Almiya*; and (vii) inspired by traditional Filipino residences in *Amaa*.

In 2017, AboitizLand launched *Seafront Residences*, a 43-hectare beachside community located in San Juan, Batangas, and *Foressa Mountain Town*, a 250-hectare mountain town community located in Balamban, Cebu.

In 2018, AboitizLand launched two additional residential projects in Luzon: *Ajoya Capas*, a 13-hectare community development in Tarlac, and *Ajoya Cabanatuan*, a 20-hectare community development in Nueva Ecija. The *Ajoya* brand represents AboitizLand's flagship mid-market residential product, featuring modern housing units inspired by contemporary Filipino architecture, and amenities such as a town plaza, a clubhouse, and pocket parks, among others.

In 2019, AboitizLand further strengthened its position in the Luzon region through the launch of two new residential projects: *Ajoya Pampanga*, a 21-hectare development in Mexico, Pampanga, and *The Villages* at Lipa, a 50-hectare development in Batangas to support the industrial township strategy for LIMA Technology Center.

On 1 September 2020, the management of the Industrial and Commercial Business Units of AboitizLand was transferred to Aboitiz InfraCapital.

Additionally, AboitizLand offers property management services to support not only its own business units, but also those of the other companies within the Aboitiz Group. These services cover community security, site and infrastructure maintenance, village activities and policy administration.

AboitizLand is a wholly-owned Subsidiary of AEV.

(ii) Distribution Methods

AboitizLand's residential projects currently target a diverse base of customers, ranging from the middle to upper-income brackets. AboitizLand now also caters to young urban professionals working in and around central business districts given its partnership with E360, Inc. to co-develop microstudio developments since 2019.

AboitizLand's industrial segment aims to serve various locators from different industries and countries with significant interests in the Philippines.

In January 2020, AboitizLand invested in a proprietary mobile application called the AboitizLand Vecino app, the backbone of its digitalized home-buying service. Through the app, vecinos (i.e., residents) are now able to track monthly payments and download Statement of Accounts (SOAs) and receipts in a timelier manner, follow construction progress, make online payments, apply for a housing loan, schedule acceptance and turnovers, as well as reach out to customer service.

In April 2020, AboitizLand launched the Contactless Home Buying service which allowed investors and aspiring buyers to acquire property in a more convenient, safer, and worry-free process.

AboitizLand continues to develop various features to make its systems timelier and more relevant across all aspects of the business. It has added new features such as digitized documentation and digital home loan applications.

(iii) New Products and Services

In September 2019, AboitizLand and Point Blue partnered to co-develop microstudio rental apartments, an innovative new category in the real estate residential sector. Thereafter, AboitizLand acquired full ownership of Point Blue in 2023. These microstudio apartments are leased ready for move-in and all units are equipped with a bed, ample storage space, a desk and chair, roller blinds, air-conditioner, microwave, free high-speed internet, and within walking distance of Metro Manila's central business districts.

In 2022, AboitizLand launched 2 new phases of its existing projects: Foressa Light B in Balamban, Cebu and Meadow Village at the Villages at Lipa in Batangas. AboitizLand has also embarked on several initiatives and partnerships to strengthen operations, including partnerships with precast construction technology providers and online mortgage brokers, and the launching of new customer service and property management platforms.

(iv) Competition

AboitizLand considers Ayala Land and Vista Land as its main competitors in the residential business. They currently enjoy market dominance in the locations where they compete and are considered as brand leaders in the market because of their presence in both primary and secondary cities nationwide. Both competitors target the same market that falls within their sub-brands that cater from the high-end A market to the broad C market. AboitizLand also caters to the same markets depending on the location and type of product that it offers.

In terms of the commercial business, AboitizLand looks to strategically develop commercial spaces that will enhance its current communities. By doing so, AboitizLand aims to maximize the value footprint in these areas while servicing the needs of the community. Furthermore, the continued relevance of AboitizLand's successful track record in traditional retail formats provide a positive

outlook for its largest commercial project to date, The Outlets at Lipa. Although relatively new in this segment, it was able to successfully implement new retail formats in locations it already serves. However, traditional big-box retail companies such as SM and Vista Land remain market leaders in the commercial business and are considered as its main competitors in this segment. While SM caters to all market classes, AboitizLand caters to the broad C to the upper B market currently focusing on the latter for its offerings at The Outlets.

Lastly, the industrial parks continue to serve as key hubs for economic activity. With its expertise, AboitizLand looks to further capitalize on these hubs not only by expanding its industrial footprint, but also through the development of recurring revenue businesses and residential communities adjacent to its industrial areas. Through this approach, AboitizLand looks to transform these industrial spaces into thriving townships. Among the national developers in the country, Ayala Land, Vista Land, and Megaworld are the main proponents of township developments. With their years of experience and land banks around the country, they remain AboitizLand's competitors in this segment. Similar to the residential and commercial business, AboitizLand caters to several markets that encompass its township developments. For example, The Villages at Lipa caters to mid – to upper-mid-market residents, *The Outlets* at Lipa serves retail customers, while Lima Technology Center is home to industrial locators and soon, BPO offices.

(v) Sources of Raw Materials

AboitizLand and its Subsidiaries have a broad base of suppliers, both local and foreign. They are not dependent on one or a limited number of suppliers.

(vi) Major Customers

AboitizLand's residential projects currently target a diverse base of customers, ranging from the middle to upper-income bracket. The Group's industrial division serves various locators, with the slight exception of its industrial segment operated through CIPDI, which has commitments to Tsuneshi Holdings Corporation (THC) of Japan.

The Real Estate Group's businesses are not dependent upon a single customer or a few customers that a loss of anyone would have a material adverse effect on the performance of its sales and distribution. It has no single customer that will account for 20% or more of the group's total sale of goods and services.

(vii) Government Approvals

AboitizLand and its Subsidiaries secure various government approvals such as the environmental compliance certificate, development permits, license to sell, business permits, etc. as part of the normal course of its business.

(viii) Effect of Existing or Probable Governmental Regulations

The laws and regulations that govern the Real Estate Group's business operations include:

- (i) The Subdivision and Condominium Buyer's Protective Decree (P.D. 957) which outlines the necessary approvals and permits required for subdivision and condominium development projects. The Housing and Land Use Regulatory Board (HLURB) is the administrative agency of the government which, together with local government units, enforces these decrees and has jurisdiction to regulate the real estate trade and business;
- (ii) The Urban Development and Housing Act of 1992 (RA No. 7279), as amended recently by Republic Act No. 10884, requiring developers of proposed subdivision projects to develop an area for socialized housing equivalent to at least fifteen percent (15%) of the total subdivision area or total subdivision project cost, and at least five percent (5%) of condominium area or project cost, at the option of the developer, within the same city or municipality whenever feasible, and in accordance with the standards set by HLURB and other existing laws. Alternatively, the developer may opt to buy socialized housing bonds issued by various accredited government agencies or

enter into joint venture arrangements with other developers engaged in socialized housing development;

- (iii) The Condominium Act (RA No. 4726), as amended, providing additional regulation on the development and sale of condominium projects. The Condominium Act requires the annotation of the master deed or the declaration of restrictions on the title of the land on which the condominium project shall be located. The declaration of restrictions shall constitute a lien upon each condominium unit in the project, and shall bind all condominium owners in the project; and
- (iv) On 29 January 2021, the Anti-Money Laundering Act of 2001, as amended, was further amended by Republic Act No. 11521. Republic Act No. 11521 expanded the scope of the law to include real estate developers and brokers as covered persons. AboitizLand and its relevant subsidiaries engaged in the sale and/or lease of real properties are now considered covered persons under the amended law and are required to register with the AMLC, as well as to report single cash transaction involving an amount in excess of ₱7.5 mn and other suspicious transactions. The relevant Business Units under the Real Estate Group have taken steps to ensure compliance with the rules and regulations of the AMLC.

(ix) Major Risk/s Involved in the Business

Risks particular to the AboitizLand are as follows:

AboitizLand may not be able to lease its properties in a timely manner or collect rent at profitable rates or at all

AboitizLand's ability to sell or lease sites in its development projects could be affected by a number of factors including consumer confidence resulting to slow down on sales, changing customer needs, entry of key players, more aggressive competitors (for pricing, payments, incentives, offers etc.) competition for tenants, changes in market rates, the inability to renew leases, the bankruptcy of tenants, the increase in operating expenditures, and efficiency in collection, property management, tenant relations, and loss of market.

For residential development, strategies and possible solutions are the expansion of digital initiatives in Sales and Marketing, broadening digital platforms outside existing social media and property listing platforms, offering special discounts to *Vecinos*, improving marketing communication, and more strategic target market segmentation.

AboitizLand may not be able to complete its development projects within budgeted project costs or on time or at all

Property development projects require substantial capital expenditures prior to and during the construction period for, among other things, land acquisition and construction. The construction of property projects may take a year or longer before generating positive net cash flow through sales or pre-sales. As a result, AboitizLand's cash flows and results of operations may be significantly affected by its project development schedules and any changes to those schedules. The schedules of AboitizLand's projects depend on a number of factors, including the performance and efficiency of its third-party contractors and its ability to finance construction. Other factors that could adversely affect AboitizLand's project development schedules include:

- (i) natural catastrophes and adverse weather conditions and/or a Pandemic;
- (ii) changes in market conditions, economic downturns, and decreases in business and consumer sentiment in general;
- (iii) delays in obtaining government approvals and permits;
- (iv) changes in relevant regulations and government policies;
- (v) relocation of existing residents and/or demolition of existing constructions;
- (vi) shortages of materials, equipment, contractors and skilled labor;
- (vii) labor disputes;
- (viii) construction accidents;
- (ix) errors in judgment on the selection and acquisition criteria for potential sites;

- (x) Cyber Attacks and/or leaked of personal and sensitive information;
- (xi) Internal contractor issues;
- (xii) Unforeseen geographic situations; and
- (xiii) other unforeseen problems or circumstances

Construction delays or failure to complete the construction of a project according to its planned specifications, schedule and budget may harm AboitizLand's reputation as a property developer or lead to cost overruns or loss of or delay in recognizing revenues and lower margins. If a property project is not completed on time, the purchasers of pre-sold units within the project may be entitled to compensation for late delivery. If the delay extends beyond a certain period, the purchasers may be entitled to terminate their pre-sale agreements and claim damages. There is no assurance that AboitizLand will not experience any significant delays in the completion or delivery of its projects in the future or that it will not be subject to any liabilities for any such delays.

The occurrence of these risks and the consequence of AboitizLand's ability to develop, will only be highly likely if a project is mis-scoped. In order to mitigate these risks, AboitizLand's project development and operations plans have been and are continuously being updated. By taking lessons learned from older projects, creating standards for processes, implementing policies, and execution of the company's scope of work all the way from the acquisition stage, through the planning, launch, construction, and turn-over stages, AboitizLand is able to mitigate these risks. A consistent review of the company's project risks and management plans at each milestone project point allows the risk treatment plans to be updated in order to keep up with the market and regulatory changes, as well as manage internal stakeholder or third-party engagement, while maintaining project health.

V. INFRASTRUCTURE

Overview of the Business

The infrastructure and infrastructure-related investments of the Aboitiz Group are primarily undertaken through Aboitiz InfraCapital and AEV CRH, the holding company of RCBM.

(A) Aboitiz Infracapital

Aboitiz InfraCapital, the infrastructure arm of the Aboitiz Group, is a key player in the Philippine infrastructure sector, with investments in Economic Estates, Water Infrastructure, Airports, and Digital Infrastructure. Through its diversified portfolio, the company is committed to building sustainable and smart infrastructure ecosystems that drive economic growth and improve the quality of life for Filipinos.

Economic Estates

Aboitiz InfraCapital's Economic Estates provide world-class industrial, commercial, and mixed-use developments that serve as thriving business hubs. Its portfolio includes LIMA Estate in Batangas, Mactan Economic Zone 2 (MEZ 2) in Cebu, West Cebu Estate in Cebu, and the recently expanded TARI Estate in Tarlac. These estates offer fully integrated industrial and commercial facilities, designed to attract local and international investors while supporting job creation and regional development. Aboitiz InfraCapital continues to enhance these estates through sustainable infrastructure, advanced utilities, and business-friendly environments.

Water Infrastructure

Aboitiz Infracapital is a provider of water supply, wastewater treatment, and water-related infrastructure through its investments in Apo Agua Infraestructura, Inc. (Apo Agua), LIMA Water Corporation, and Balibago Waterworks System, Inc. (BWSI). Apo Agua operates the Davao City Bulk Water Supply Project (DCBWSP), utilizing a pioneering "water-energy nexus" system powered by a run-of-river hydroelectric plant. LIMA Water supplies industrial and potable water to locators at LIMA Estate and operates an advanced wastewater treatment facility. BWSI, a minority investment,

manages 75 water distribution franchises across the country, expanding access to clean and sustainable water solutions.

Airports

Aboitiz InfraCapital is a major investor in Philippine airport infrastructure, playing a crucial role in modernizing regional air travel. The company fully owns Aboitiz InfraCapital Cebu Airport Corporation (ACAC), the developer and operator of Mactan-Cebu International Airport (MCIA), after completing its acquisition in 2024. Additionally, it leads key public-private partnership (PPP) projects for the Laguindingan International Airport and Bohol-Panglao International Airport, both set for operational takeover in 2025. Aboitiz InfraCapital has also submitted proposals for the Bicol International Airport, reflecting its long-term vision to develop world-class aviation facilities that enhance connectivity and tourism.

Digital Infrastructure

Aboitiz InfraCapital is actively investing in telecommunications and data infrastructure to support the country's growing digital economy. Through Unity Digital, the company has acquired and deployed hundreds of telecommunications towers nationwide, supporting major telcos in expanding mobile connectivity. Its data center venture with ECX aims to provide cutting-edge hyperscale solutions to meet the increasing demand for cloud computing and digital services. The company remains committed to building resilient and future-ready digital infrastructure to bridge connectivity gaps across the Philippines.

(B) Cement

AEV CRH Holdings, Inc. (AEV CRH) is AEV's partnership with CRH plc, a global leader in the manufacture and supply of building materials and products. AEV CRH acquired Republic Cement & Building Materials, Inc. (RCBM) together with its Subsidiaries and Affiliates (the "Republic Cement Group") in 2015. As of 31 January 2025, the Company believes that the Republic Cement Group is one of the country's leading local cement manufacturing and distribution companies with five integrated plants and one grinding facility in operation across Luzon, Visayas, and Mindanao.

(i) Products and Services

A. Aboitiz InfraCapital

Incorporated on 13 January 2015, Aboitiz InfraCapital is the investment vehicle of the Aboitiz Group for all infrastructure-related investments. Aboitiz InfraCapital's current portfolio consists of investments in (i) water infrastructure, (ii) digital infrastructure (iii) regional airports, and (iv) and economic estates.

Water Infrastructure

Aboitiz InfraCapital established itself as a provider of water supply, water distribution, wastewater treatment, and water-related infrastructure in the country through its acquisition of equity interests in (i) Apo Agua in 2015, (ii) Lima Water in 2017, and (iii) BWSI in 2017.

Apo Agua Infraestructura, Inc. (Apo Agua)

Incorporated on 8 August 2014, Apo Agua is a Joint Venture between AEV and JVACC. The overall objective of Apo Agua is to provide a sustainable, reliable, and safe supply of bulk water to the DCWD.

On 17 March 2015, Apo Agua entered into a Joint Venture Agreement and Bulk Water Purchase Agreement with DCWD for the Davao City Bulk Water Supply Project (DCBWSP). A unique component of the project is a pioneering innovation that utilizes the "water-energy nexus" concept. The bulk water treatment facility is powered by its own run-of-river hydroelectric power plant. The project is

also designed to prevent irreversible and damaging environmental effects such as salt-water intrusion, drying-up of wells, and land subsidence brought about by over-extraction of groundwater.

In February 2024, Apo Agua's bulk water treatment facility commenced full commercial operations and delivery of bulk water to DCWD.

Aboitiz InfraCapital owns a 70% equity interest in Apo Agua.

LIMA Water Corporation (Lima Water)

LIMA Water was incorporated on 28 May 1999. LIMA Water provides industrial and potable water to over 130 industrial locators at the Lipa, Batangas-based LIMA Estate. LIMA Water has a daily water capacity of 8,800 cubic meters. LIMA Water also operates its own centralized wastewater treatment plant with a capacity of over 20,000 cubic meters to ensure the proper treatment of wastewater generated within the LIMA Estate. On 1 August 2017, Aboitiz InfraCapital acquired and took full operational control of LIMA Water from its Affiliate, AboitizLand.

In 2022, LIMA Water introduced the SMART Water Network technology in LIMA Estate to actively managed non-revenue water (NRW) or leakages in the water distribution system. Having resulted in a significant reduction in NRW in LIMA Estate, the same technology will be implemented in MEZ 2 and West Cebu economic estates in Cebu.

Aboitiz InfraCapital owns a 100% equity interest in LIMA Water.

Balibago Waterworks System, Inc. (BWSI)

BWSI was incorporated on 20 May 1958 with the primary purpose to acquire, establish, develop, manage, and operate an effective waterworks utility system within its franchise area of 900 hectares. Its franchise area includes Barangay Balibago in Angeles City and Barangay Dau in the town of Mabalacat. BWSI is currently operating 75 water distribution franchises across the country.

On 3 August 2017, Aboitiz InfraCapital acquired a minority stake in BWSI previously held by SFELAPCO. Additional purchases of BWSI shares were made by Aboitiz InfraCapital in 2019.

Aboitiz InfraCapital owned a 16.33% equity interest in BWSI.

Regional Airports

Bohol-Panglao International Airport

Aboitiz InfraCapital was granted original proponent status by the DOTr for its unsolicited proposal to expand, operate, and maintain the new Bohol-Panglao International Airport on 3 September 2018. Aboitiz InfraCapital believes this international airport located on the island of Panglao has significant growth prospects given Bohol's strong tourism potential, especially with the international market. The new Bohol-Panglao International Airport replaced the old Tagbilaran Airport and was inaugurated on 28 November 2018 with an estimated capacity of 2 mn passengers per annum.

Aboitiz InfraCapital submitted updated unsolicited proposals for the Bohol-Panglao International Airport on 2 December 2022. The NEDA Board approved the project and the parameters, terms, and conditions for negotiation on 13 October 2023.

On 18 December 2024, the company signed a 30-year concession agreement for the Bohol-Panglao International Airport PPP project. With an estimated cost of ₱4.53 bn, AIC will modernize, expand, operate, and maintain the Bohol-Panglao International Airport. Once its modernization is complete, the modernized Bohol-Panglao International Airport can accommodate 3.9 million passengers and 35,000 air traffic movements annually.

As of 28 February 2025, the company expects to take over the Bohol-Panglao International Airport in June 2025.

Laguindingan Airport

On 10 August 2018, Aboitiz InfraCapital also submitted an unsolicited proposal for the upgrade, expansion, operations and maintenance of the Laguindingan Airport in Misamis Oriental, which is the gateway to the Northern Mindanao Development Corridor. On 26 February 2019, Aboitiz InfraCapital was granted original proponent status by the CAAP for its unsolicited proposal on Laguindingan Airport. The proposal involves the operations and maintenance, including the much-needed upgrade works, of the Laguindingan Airport. The airport has been operational since 2013 with a design capacity of 1.6 mn passengers per annum. According to CAAP, in 2018, the Laguindingan Airport served more than 2 mn passengers.

Aboitiz InfraCapital submitted updated unsolicited proposals for the Laguindingan Airport on 2 December 2022. The NEDA Board approved the project and the parameters, terms, and conditions for negotiation on 19 July 2023. Results of the negotiations, which concluded on 17 November 2023, were submitted to the NEDA Board for approval and validation on 24 November 2023.

On 28 October 2024, the company signed a 30-year concession agreement for the Laguindingan International Airport PPP project. With an estimated cost of ₱12.75 bn, the Laguindingan International Airport project includes upgrading, expanding, operating, and maintaining the airport in two phases to meet growing passenger demand. Key developments include reconfiguring existing terminal spaces to improve processing capacity, constructing a new passenger terminal building, and undertaking maintenance and repair works to enhance operations. The company expects the Laguindingan International Airport's annual passenger capacity is expected to increase from 1.6 mn to 3.9 mn in the first phase and further expand to 6.3 mn by the end of the second phase.

As of 28 February 2025, the company expects to take over the Laguindingan International Airport in April 2025.

Bicol International Airport

On 7 October 2019, Aboitiz InfraCapital submitted an unsolicited proposal to operate and maintain Bicol International Airport located in Daraga, Albay. The new gateway is expected to serve up to 2 mn passengers per year.

The company received original proponent status for its proposal to operate and maintain the Bicol International Airport on 7 September 2021. The newly constructed airport will replace Legazpi Airport. On 2 December 2022, in accordance with the Revised 2022 Implementing Rules and Regulations of Republic Act No. 6957, as amended, and pursuant to the instructions of DOTr and CAAP, Aboitiz InfraCapital submitted an updated unsolicited proposal for the Bicol International Airport. On 30 June 2023, the unsolicited proposal for the Bicol International Airport was elevated to the NEDA ICC-CabCom for decision. On 3 July 2023, the NEDA ICC-CabCom issued instructions on the unsolicited proposal to DOTr and CAAP for appropriate action.

Mactan Cebu International Airport

On 2 September 2022, Aboitiz InfraCapital entered into a share subscription and transfer agreement with Megawide Construction Corporation (Megawide) and GMR Airports International BV (GAIBV) for Aboitiz InfraCapital to acquire a 33 and 1/3% minus 1 share equity ownership interest in GMR Megawide Cebu Airport Corporation (now, Aboitiz InfraCapital Cebu Airport Corporation or ACAC), the developer and operator of the MCI. In the same agreement, Megawide and GAIBV issued exchangeable notes for the remaining 66 and 2/3 % plus 1 shares in ACAC's outstanding capital stock, which matured on 30 October 2024. The transaction was completed on 16 December 2022 for a total consideration of ₱9.5 bn. Simultaneously, Megawide and GAIBV have issued exchangeable notes to AIC for the aggregate amount of ₱15.5 bn. This transaction is aligned with Aboitiz InfraCapital's strategic direction to build on its presence in the airport sector.

On 28 April 2023, ACAC, executed an Amended and Restated Omnibus Loan and Security Agreement (the "AROLSA") with Aboitiz InfraCapital, Megawide, and GAIBV, as Sponsors, and BDO Unibank, Inc.,

Bank of the Philippine Islands, Land Bank of the Philippines, and Metropolitan Bank & Trust Company, as Lenders.

The AROLSA is an amendment and restatement of the Omnibus Loan and Security Agreement dated 17 December 2014, as further amended and restated on 26 January 2015, and further amended on 22 June 2018 and 4 May 2021 (the "OLSA"). The AROLSA amends certain commercial terms of the OLSA and extends enhanced credit facilities to the ACAC in the amount of up to ₱27.3 bn.

On 30 October 2024, Aboitiz InfraCapital became the legal and beneficial owner of 7,929,948,768 issued and outstanding shares of ACAC, effectively acquiring full ownership. This follows the maturity of the Exchangeable Notes issued by GAIBV and Megawide, which had a cumulative value of ₱15,526,400,000.00. Upon maturity, these notes were converted into 5,286,632,513 common shares, representing the remaining 66 2/3% plus one share of ACAC's outstanding capital stock, completing Aboitiz InfraCapital's 100% equity stake in the company.

Digital Infrastructure

Towers

On 7 February 2019, Aboitiz InfraCapital signed a Memorandum of Understanding with the DICT. The Memorandum of Understanding recognized Aboitiz InfraCapital as a potential common tower provider with the necessary financial and operational capability to build and efficiently power its cell sites, and will also allow Aboitiz InfraCapital to secure contracts with telco operators. Aboitiz InfraCapital signed separate MOUs with Globe Telecom, Smart Communications, Dito Telecommunity, and NOW Telecom.

Aboitiz InfraCapital has also entered into partnership agreements with Globe Telecom and DITO Telecommunity for the deployment of small cells in key cities nationwide. The sites are readily available in high-density urbanized areas like Cebu and Davao where improving network quality and services is difficult due to congestion and availability of sites. The sites will serve as complementary offerings to the macro tower sites. Together with Globe Telecom and DITO Telecommunity, the company has deployed over 500 sites as of 29 February 2024.

On 28 April 2021, Aboitiz InfraCapital partnered with leading global private markets firm, Partners Group, acting on behalf of its clients through its portfolio company Terra Digital Philippines Corporation, to establish a telecommunications infrastructure platform called Unity Digital. Through Unity Digital, Aboitiz InfraCapital and Terra Digital Philippines build and operate passive telecommunication tower infrastructure across the country. This supports the Government's vision to improve the country's internet connectivity in local communities by increasing the number of cell sites of MNOs. Unity secured its Certificate of Registration as an Independent Tower Company from the DICT in February 2021.

On 15 December 2022, Unity Digital signed a sale and purchase agreement and a master services agreement with PLDT Inc. (PLDT), through its subsidiaries Smart Communications, Inc. (Smart) and Digitel Mobile Philippines (Digitel), for the acquisition of 650 telecommunications towers and related passive telecommunications infrastructure for PHP ₱9.2 bn, through a sale and leaseback transaction.

On 7 May 2023, Unity Digital signed an Asset Sale and Purchase Agreement and a Master Lease Agreement with Globe Telecom, Inc., for the acquisition of 447 telecommunications towers and related passive telecommunications infrastructure for ₱5.4 billion, through a sale and leaseback transaction.

Through these acquisitions, Unity Digital expects to continue to grow and scale, further improving its services by providing safe, fast and reliable communication to its growing number of customers. The telecom towers that will be purchased are situated in the Visayas and Mindanao areas, which provides Unity Digital a high-quality portfolio of strategic locations across the country.

As of 28 February 2025, Unity had 2,120 operating points of service, including small cell poles.

Data Centers

On 5 October 2022, Aboitiz InfraCapital partnered with ECX, a pioneer in global hyperlocal to hyperscale data center solutions based in the United States. The joint venture aims to address the rising data usage in the Philippines by developing a data center platform that will house cloud service providers' IT equipment, enabling them to better support the Philippine market. As of 28 February 2025, the proposed data center business has not yet commenced operations and is still subject to the fulfillment of certain closing conditions.

Economic Estates

On 1 September 2020, the management of the Industrial and Commercial Business Units of AboitizLand was transferred to Aboitiz InfraCapital. The Aboitiz Group believes that the future of large scale fully integrated economic centers will be built on advanced, robust, and seamless infrastructure facilities and services. By moving the management to Aboitiz InfraCapital, the development and implementation of the integrated economic center strategy will be harmonized, which will ultimately strengthen the Aboitiz Group's competitive advantage in current and future developments and projects. Since then, the Integrated Economic Centers have rebranded to the Aboitiz InfraCapital Economic Estates.

The industrial developments include three economic zones: (a) the LIMA Technology Center, a 794-hectare industrial zone in Malvar, Batangas; (b) the Mactan Economic Zone 2, a 63-hectare economic zone in Lapu-Lapu City, Cebu; and (c) the West Cebu Industrial Park, a 283-hectare industrial zone in Balamban, Cebu.

Meanwhile, the commercial projects include: (i) The Outlets at Lipa in Lipa, Batangas; (ii) LIMA Exchange in Lipa, Batangas; (iii) Lima Square in Lipa, Batangas; (iv) Pueblo Verde, Lapu-Lapu City, Cebu; (v) The Outlets at Pueblo Verde, Lapu-Lapu City, Cebu; (vi) the iMez Building, Lapu-Lapu City, Cebu; (vii) The Persimmon Plus in Mabolo, Cebu City; and (viii) build-to-rent micro-studio developments in various locations in Makati and Taguig Cities through AllRise Development Corp.

On 27 July 2022, LIMA Land, Inc. broke ground on LIMA Tower One, a PEZA-certified building which boasts 34,000 square meters of gross floor area. It is the first of its planned seven-tower office park at the heart of LIMA's CBD, which aims to capitalize on the anticipated boom of business process outsourcing (BPO) companies outside the National Capital Region. LIMA Tower One is expected to be completed by the end of the second quarter of 2024. As 29 February 2024, there are 2.6 hectares of available commercial lot inventory up for sale. With its growing 30-hectare Central Business District (CBD) – the first to rise in Batangas – LIMA has emerged as more than just a leading industrial estate, but also the center for commerce in the Batangas province. It currently houses various commercial components such as The Outlets at Lipa, LIMA Exchange, LIMA Park Hotel, LIMA Square, and LIMA Transport Hub.

On 8 December 2023, LIMA Land, Inc. entered into an agreement with a wholly-owned subsidiary of Central Azucarera de Tarlac to acquire a 200-hectare property situated in Tarlac City, subject to certain closing conditions. The proposed acquisition is intended to boost Aboitiz InfraCapital's growing portfolio of Economic Estates for a total combined footprint of over 1,600 hectares.

On 9 October 2024, Aboitiz InfraCapital and House of Investments, the non-bank holding company of the Yuchengco Group of Companies, signed a term sheet for a strategic joint venture to expand the TARI Estate in Tarlac City by integrating a 184-hectare mixed-use development through Tarlac Terra Ventures, Inc. (TTVI). Subject to the finalization of definitive agreements and regulatory approvals, House of Investments will hold a 51% stake, while Aboitiz InfraCapital will retain 49%. This expansion will complement TARI Estate's industrial and business core by incorporating commercial, residential, and institutional components, further positioning it as a key economic hub in Central Luzon.

Aboitiz InfraCapital remains committed to participating in the Philippine infrastructure space and contributing to the nation's economic development.

B. Republic Cement Group

AEV CRH Holdings, Inc. and CRH Aboitiz Holdings, Inc.

Incorporated in July 2015, AEV CRH and CRH Aboitiz are investment vehicles of AEV, in partnership with CRH plc. CRH Aboitiz acquired equity interests in Republic Cement Services, (Philippines) Inc. (RCSI) (formerly Lafarge Cement Services Philippines, Inc.) on 15 September 2015.

AEV CRH acquired a total of 99.09% equity interest in RCBM (formerly Lafarge Republic, Inc.) through (i) a private sale from its major shareholder representing 88.85% of RCBM's outstanding capital stock, and (ii) and a mandatory tender offer to acquire the remaining shares from the minority shareholders in compliance with the requirements of the Securities Regulation Code. On 9 September 2015, AEV CRH accepted from the public a total of 596,494,186 shares representing 10.24% of the outstanding shares of RCBM, which was then listed on the PSE. The tendered shares brought up AEV CRH's total shares in RCBM to 99.09% as of 29 February 2016. RCBM voluntarily delisted from the PSE in April 2016.

AEV owns a 60% equity interest in AEV CRH and a 45% equity interest in CRH Aboitiz. In turn, AEV CRH owns 99.40% of RCBM's outstanding capital stock.

Republic Cement & Building Materials, Inc.

Incorporated on 3 May 1955, RCBM is primarily engaged in the manufacture, development, exploitation, and sale of cement, marble and a number of other building materials, and the processing or manufacture of materials for a range of industrial or commercial purposes.

RCBM's operating cement manufacturing plants are located in the following sites: (a) Barangay Minuyan, Norzagaray, Bulacan (Bulacan Plant); (b) Bo. Bigte, Norzagaray, Bulacan (Norzagaray Plant); (c) Bo. Mapulo, Taysan, Batangas (Batangas Plant); and (d) Barangay Dulumbayan, Teresa, Rizal (Teresa Plant). RCBM also has a cement grinding facility located in Bo. Dungo-an, Danao, Cebu (Danao Plant). RCBM serves a broad market in both the public and private sectors, including institutional cement customers, developers and contractors as well as distributors, dealers and retailers.

AEV CRH owns 99.40% of RCBM's total outstanding capital stock.

Republic Cement Mindanao, Inc. and Republic Cement Iligan, Inc.

RCMI was incorporated on 25 May 1957 to engage and deal in the production, purchase and sale of cement, concrete and allied products; quarrying, crushing and dealing in limestone in all its forms; and mixing, processing and sale of limestone with binder of any description.

On 6 April 2018, RCMI ceased to be a public company with the grant by the SEC of its Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities.

Since 1999, RCMI's business operations have been concentrated mainly on cement distribution and the contracting for the manufacture of cement by its former Affiliate, RCII. RCMI serves a broad market in both the public and private sectors, including institutional cement customers, developers and contractors as well as distributors, dealers and retailers.

RCBM owns a 99.97% equity interest in Republic Cement Mindanao, Inc. (RCMI) (formerly Lafarge Mindanao, Inc.). On 1 October 2020, the SEC approved the merger of RCMI and Republic Cement Iligan, Inc. (RCII), with RCMI as the surviving entity. On 31 December 2021, the SEC approved the increase in the authorized capital stock of RCMI, with RCMI issuing 20,000 redeemable preferred shares of the par value of ₱100,000.00 each to RCBM.

RCII was incorporated on 1 June 1967 and, prior to its merger into RCMI on 1 October 2020, had the primary purpose of: to acquire, own, construct, manage and operate a cement plant for the manufacture and production of a range of cement and cement products or by-products, including any

derivatives thereof, for its former Affiliate, RCMI. RCI's (now RCMI's) operating cement manufacturing plant is located in Barangay Kiwalan, Iligan City.

RCBM owns a 99.97% equity interest in RCMI.

Republic Cement Land & Resources, Inc. (formerly: Luzon Continental Land Corporation)

Republic Cement Land & Resources, Inc. (RCLR) was incorporated on 26 October 1998 primarily to acquire, develop and operate land, quarries, mining rights, buildings and other real or personal property used for mining, and process a range of ore and cement materials. RCLR was acquired by AEV CRH from Calumbuyan Holdings, Inc. on 15 September 2015. It currently leases land and supplies limestone and other raw materials to its Affiliate, RCBM.

AEV CRH owns a 100% equity interest in RCLR.

Republic Cement Services, Inc.

RCSI, incorporated on 21 August 2001, is the managing company of the non-nationalized businesses of RCBM and RCMI. CRH Aboitiz owns a 100% equity interest in RCSI.

(ii) Distribution Methods

A. Aboitiz InfraCapital

Water Infrastructure

LIMA Water, with a daily water capacity of 8 mn liters per day, provides industrial and potable water to over 100 industrial locators at the Lipa, Batangas-based LIMA Estate. Meanwhile, Apo Agua delivers bulk water to DCWD pursuant to a Bulk Water Purchase Agreement.

B. Republic Cement Group

The cement sales of the Republic Cement Group are primarily made through distributors and dealers, with other sales made directly to contractors, developers, precast manufacturers and ready-mix concrete companies. RCBM Group's products are sold nationwide, with a majority of its sales coming from the Luzon region.

(iii) New Products and Services

A. Aboitiz InfraCapital

Aboitiz InfraCapital is currently undertaking project development activities in relation to its various infrastructure projects.

B. Republic Cement Group

The Republic Cement Group continues to develop high quality cement products for the builder's ease, efficiency, and flexibility.

(iv) Competition

A. Aboitiz InfraCapital

The principal competitors of Aboitiz InfraCapital are the companies that participate in the proposals and bids for infrastructure projects and sectors it pursues. These include Metro Pacific Investments Corporation, San Miguel Corporation, and Filinvest Development Corporation.

In terms of the commercial business, traditional big-box retail companies such as SM and Vista Land remain market leaders in the commercial business and are considered Aboitiz InfraCapital’s main competitors in this segment.

In terms of economic estates, the national developers in the country, Ayala Land, Vista Land, and Megaworld are the main proponents of township developments. With their years of experience and land banks around the country, they remain Aboitiz InfraCapital’s competitors in this segment.

B. Republic Cement Group

While market shares change constantly, the main competitors of the Republic Cement Group for its cement products consist of the cement manufacturers in the Philippines, such as Holcim Philippines, Inc., Eagle Cement Corporation, Cemex Philippines, and Taiheiyo Cement Philippines, Inc., as well as traders who import cement into the Philippines.

The Republic Cement Group’s brand names and product lines have long been respected in the local construction industry, enabling it to effectively compete in the market. The Republic Cement Group continuously innovates and improves its product lines and production efficiency, to respond to the growing needs of the quality-conscious Filipino builder.

(v) Sources of Raw Materials

A. Aboitiz InfraCapital

Aboitiz Infracapital Group is not dependent upon one or a limited number of suppliers for essential raw materials and has supply transactions for goods and services with multiple suppliers.

B. Republic Cement Group

The principal raw materials for the manufacture of cement consist of minerals such as limestone, silica sand and shale, which are quarried from the Republic Cement Group’s or RCLR’s sites, mining claims, or purchased from local suppliers or Affiliates. Cement manufacture is the result of a definite process – the crushing of minerals, grinding, mixing, calcining/sintering, cooling and adding of retarder or gypsum. Other raw materials, slag, coal, other fuel and spare parts are obtained locally and abroad.

The Republic Cement Group is not dependent upon one or a limited number of suppliers for essential raw materials.

Energy Requirements

Cement manufacture is an energy-intensive process requiring reliable and affordable power supply for uninterrupted production. The operating plants source their power requirements from the following power providers:

Company	Location	Power Provider
RCBM	Bulacan, Norzagaray, Teresa and Batangas Plants	AESI and Masinloc Power Partners Co. Ltd.
	Danao Plant	AESI
RCMI	Barangay Kiwalan, City of Iligan, Province of Lanao del Norte	PSALM and PowerSource Philippines Energy, Inc.

The Republic Cement Group has its own generator sets in most of its operating plants to provide back-up power in case of power shortage or interruptions or poor power quality. In November 2014, RCII (now merged with RCMI) entered into a Power Supply Agreement with PowerSource Philippines Energy, Incorporated (PSPEI), wherein RCII invested in PSPEI as a minority shareholder.

(vi) Major Customers

A. Aboitiz InfraCapital

Aboitiz InfraCapital is not dependent upon a single customer or a few customers that a loss of anyone would have a material adverse effect on the performance of its sales and distribution. It has no single customer that will account for 20% or more of the group's total sale of goods and services.

B. Republic Cement Group

RCBM and its Subsidiaries are not dependent on any single or major customer. At present, the Republic Cement Group caters to diverse types of customers, including but not limited to, wholesalers, traders, ready mix companies, concrete products manufacturers, international and local contractors and real estate developers.

(vii) Government Approval

Aboitiz InfraCapital and its Subsidiaries and the Republic Cement Group secure numerous government approvals such as (but not limited to) environmental compliance certificates, development permits, licenses to sell, and business permits as part of the ordinary course of its business.

A. Aboitiz InfraCapital

LIMA Water Corporation

In 2020, LIMA Water received its laboratory accreditation from the Department of the Environment and Natural Resources. The recognition authorizes the company's Laboratory Services Unit to generate environmental data in connection with the Environmental Impact Assessment system and monitoring to support the implementation of policies and guidelines.

In November of the same year, Lima Water secured PEZA approval on its tariff adjustment application. The shift to a new progressive structure tariff structure will encourage more efficient use of water among the locators.

B. Republic Cement Group

The Bureau of Product Standards of the Department of Trade and Industry granted RCBM the license to use the Philippine Standard Quality Certification Mark for its principal products. All other necessary licenses and permits required for the continuous production and sale of RCBM products have been secured, including new licenses as well as those that have to be renewed periodically.

(viii) Costs and Effects of Compliance with Environmental Laws

A. Aboitiz InfraCapital

LIMA Water Corporation

Upholding strict compliance with existing environmental laws is of high value to LIMA Water's operations. These laws aim to pursue economic growth in a manner in which the environment is not compromised. As a consequence of the current status of the country's environment, standards set by the DENR are becoming more stringent, as set forth by DENR Administrative Order ("DAO") 08 series of 2016. Capital and operational expenditures are provisioned to comply with the parameters set forth in the new DAO.

Aside from water quality, DENR standards on air quality, hazardous and solid wastes are constantly adhered to as part of the Environmental Impact Assessment System. Through environmental monitoring, assessment and evaluation in line with existing standards and regulations, pollution mitigation is improved.

With LIMA Water fully committed to its environmental compliance, more initiatives and innovations are carried out to continuously adapt and further address the vulnerability of the environment due to economic advances.

B. Republic Cement Group

RCBM and its Subsidiaries are committed to a policy of sustainable development, protection of the environment, and preservation of natural resources and energy. All the manufacturing plants are ISO 14001 certified, embracing environmental management system as a way of life.

Each quarry site has set up a Mine Rehabilitation Fund as a reasonable environmental deposit to ensure availability of funds for the satisfactory compliance with the commitments and performance of the activities stipulated in the Environmental Protection and Enhancement Program or the Annual Environmental Protection and Enhancement Program during each project phase, for the physical and social rehabilitation of areas and communities affected by the quarrying activities and for research on the social, technical and preventive aspects of rehabilitation.

Aligned with the Republic Cement Group's commitment to environmental protection, the upkeep and maintenance of dust control devices at the manufacturing sites are given top priority. In fact, three of the Republic Cement Plants recently invested in the state-of-the-art Baghouse System, which replaced the conventional Electrostatic Precipitators. These Baghouse Systems significantly lowers the dust emission to 50 mg/Nm^3, which not only passed but is significantly below the Philippine standard limit of 150 mg/Nm^3 . Enhancing the Republic Cement Group's alternative fuels program has also lessened the group's dependence on fossil fuels such as coal and bunker fuel, thereby decreasing the Republic Cement Group's carbon footprint.

To ensure that the Republic Cement Group's continuing manufacturing activities do not result in added negative environmental impact, such as increase in emissions, the Republic Cement Group continues to invest their resources in housekeeping activities and periodic stationary sampling of air and water quality around the manufacturing sites. Continuous Emissions Monitoring Systems have also been installed in every manufacturing site to ensure that air emissions are kept within Philippine standard limits.

Moreover, under the Philippine Mining Act and its implementing rules and regulations, each of the Companies shall: (a) assist in the development of the host and neighboring communities in accordance with the Social Development and Management Program approved by the Mines and Geosciences Bureau to promote the general welfare of the inhabitants living thereat; and (b) assist in the development of mining technology and geosciences as well as the corresponding manpower training and development.

The Republic Cement Group's reforestation project have already reached to 1,291 hectares planted to 1,038,210 seedlings or about 951,244 grown saplings consists of various endemic forest trees including mangroves, fruit-bearing trees, and bamboo across all operating sites since its launching in 2013 in support of the National Greening Program of the government which aimed to foster sustainable development for environment stability, food sufficiency, poverty reduction, biodiversity conservation, and climate change mitigation and adaptation. In addition, about 182 hectares of the group's Mineral Production Sharing Agreement area planted to 116,504 seedlings or about 106,000 surviving saplings/ grown trees across all of its operating quarry sites have already been progressively rehabilitated under the Mining Forest Program. The group's progressive rehabilitation involves not only the planting of forest trees and fruit-bearing trees but also incorporates the principles of agricultural farming systems within the mining tenement wherein areas devoid of mineral resources are converted into agricultural production. Cultivation of agricultural crops such as vegetables, different kinds of fruits, rice and corn within the mining tenement in the Bulacan, Teresa, and Batangas Plants is on-going. This endeavor could be seen as an alternative pathway to contribute to food security at the local level, at the very least. Further, the Republic Cement Group also embraces biodiversity conservation as all of its operating cement and quarry sites across the country have completed biodiversity assessment and continuously being monitored and reported to the Multi-partite Monitoring Team and the Mine Rehabilitation Fund Committee of the DENR.

(ix) Effect of Existing and Probable Governmental Regulations on the Business

Amended Public Service Act

The Amended PSA provides for an enumeration of public services that are considered as public utilities and further states that no other person or entity shall be deemed a public utility unless otherwise subsequently provided by law. Accordingly, business activities of Aboitiz InfraCapital that do not fall under the current enumeration of public utilities in the Amended PSA are not considered as such and the nationality requirements imposed on public utilities under the Constitution do not apply, subject to other nationality requirements under applicable laws.

Further, passive telecommunications tower infrastructure and components, such as poles, fiber ducts, dark fiber cables, and passive telecommunications tower infrastructure as defined by the Department of Information and Communications Technology have been excluded from the coverage of telecommunications, as defined in the Amended PSA, and are also not considered critical infrastructure under the Amended PSA. The Amended PSA provides for restrictions on ownership by foreign governments or foreign state-owned enterprises of public services classified as critical infrastructure. Consequently, the development and operation of telecommunication towers undertaken by Unity Digital may not be considered as an operation of a critical infrastructure under the Amended PSA.

Public-Private Partnership (PPP) Code

On 23 December 2023, the PPP Code took effect and repealed the Build-Operate-Transfer Law, the applicable law at the time Aboitiz InfraCapital's unsolicited proposals for its PPP regional airport projects were submitted. The PPP Code will affect the conduct of the approval and comparative challenge process of AIC's unsolicited proposals pursuant to its applicable transitory provisions. The implementing rules and regulations (IRR) of the PPP Code, which must be promulgated within 90 calendar days from the effectivity of the PPP Code, may also affect the processing of the unsolicited proposals. As of 29 February 2024, the PPP Code IRR has not yet been promulgated.

(x) Major Risk/s Involved in the Business

Risks that are particular to Aboitiz InfraCapital and its Subsidiaries include:

Aboitiz InfraCapital may not be able to fully realize the benefits of implementing its infrastructure business

Aboitiz InfraCapital's ability to successfully grow and operate its infrastructure business is subject to various risks, uncertainties and limitations, including:

- (a) the need to procure materials, equipment and services at reasonable costs and in a timely manner;
- (b) reliance on the performance of third-party providers and consultants which have an impact on the overall operating performance of Aboitiz InfraCapital's business units;
- (c) the possible need to raise additional financing to fund infrastructure projects, which Aboitiz InfraCapital may be unable to obtain on satisfactory commercial terms or at all;
- (d) deficiencies or delays in the design, engineering, construction, installation, inspection, commissioning, management or operation of projects where applicable;
- (e) penalties if concession requirements are not satisfied;
- (f) the timely delivery by the Government of any rights of way for its projects;
- (g) its ability to complete projects according to budgeted costs and schedules;
- (h) market risks;
- (i) non-implementation of toll or fare adjustments provided under its concession;
- (j) regulatory risks; and
- (k) delays or denials of required approvals, including required concessional and environmental approvals.

Occurrence of any of the foregoing or a failure by Aboitiz InfraCapital to successfully operate its

infrastructure business could have a material adverse effect on its business, financial condition and results of operations.

These risks are mitigated through a combination of (i) developing and implementing the appropriate plans and procedures covering relevant areas such as stakeholder management, procurement and operations; and (ii) engaging the appropriate experts and suppliers where necessary.

Aboitiz InfraCapital may not be successful in securing new concessions or projects

Aboitiz InfraCapital’s future plans in relation to the infrastructure business contemplate the continued acquisition of new concessions and projects, successful participation in bids for projects as well as exploring opportunities in other sectors. Aboitiz InfraCapital’s ability to expand its business and increase operating profits is dependent on many external factors and events that are outside of Aboitiz InfraCapital’s control, including changes in governmental laws and policies of the current administration.

Item 2. Properties

The Company’s head office is located at 32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines. The office space occupied by AEV is leased from a third party. As a holding company, the Company does not utilize a significant amount of office space.

As of the date of this Information Statement, there are no definite plans of acquiring properties in the next 12 months. Nonetheless, the Company plans to continually participate in future projects that become available to it and will disclose the same in accordance with the applicable disclosure rules under the SRC.

On a consolidated basis, the Property, Plant and Equipment of the Group had a carrying value of ₱240.61 bn, and ₱229.70 bn, as of 31 December 2024, and 2023, respectively. The breakdown of the Company’s Property, Plant and Equipment is as follows:

Property, Plant and Equipment as of 31 December	2024	2023
Power Plant Equipment and Steam Field Assets	₱137,812,104	₱137,954,568
Construction in progress	25,603,096	23,428,167
Buildings, Warehouses and Improvements	71,740,359	69,371,171
Transmission, Distribution and Substation Equipment	33,654,868	30,965,981
Machinery & Equipment	14,060,925	12,670,060
Office Furniture, Fixtures and Equipment	30,940,181	18,777,958
Leasehold Improvements	3,553,464	3,635,196
Land and Land Improvements	7,301,322	5,644,057
Transportation Equipment	4,096,579	3,879,991
Tools and Others	2,661,682	2,372,537
Less: Accumulated Depreciation and Amortization	116,805,248	104,721,751
Accumulated Impairment	4,200,519	4,567,946
TOTAL PPE	210,418,814	199,409,988
Right-Of-Use Assets	30,193,579	30,290,988
TOTALS	₱240,612,393	₱229,700,594

Note: Values for the above table are in thousand Philippine Pesos.

Property, Plant and Equipment with carrying amount of ₱45.5 bn and ₱48.1 bn as of 31 December 2024 and 2023, respectively, are used to secure the Group’s long-term debts. For further details refer to Note 19 (disclosure on Long-term Debts) of AEV’s consolidated financial statements.

Item 3. Legal Proceedings

AEV and its Subsidiaries are currently involved in various legal proceedings in the ordinary conduct of their businesses. The Company believes that the results of these actions will not have a material effect on the Company's financial position and results of operations.

Item 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer’s Common Equity and Related Stockholder Matters

(1) Market Information

AEV’s common shares are traded on the PSE.

The high and low stock prices of AEV’s common shares for each quarter for the past three years were as follows:

	2024		2023		2022	
	High	Low	High	Low	High	Low
First Quarter	53.00	45.30	60.00	48.40	64.05	55.40
Second Quarter	47.00	35.05	57.45	50.45	60.00	46.90
Third Quarter	38.15	32.60	56.00	45.70	61.20	47.25
Fourth Quarter	37.75	32.70	50.15	44.60	60.00	52.00

The closing price of AEV common shares, as of 31 January 2025 was ₱32.20 per share.

(2) Holders

As of 31 January 2025, AEV had 8,209 stockholders of record, including PCD Nominee Corporation (Filipino) and PCD Nominee Corporation (Foreign). Common shares outstanding as of the same date were 5,552,805,057 shares.

The top 20 stockholders of AEV as of 31 January 2025 were as follows:

	Stockholder	Nationality	Common Shares	% of Total Common Shares Issued
1	Aboitiz & Company, Inc.	Filipino	2,735,600,915	49.27%
2	PCD Nominee Corporation (Filipino)	Filipino	1,008,106,504	18.15%
3	Ramon Aboitiz Foundation Inc.	Filipino	426,804,093	7.69%
4	PCD Nominee Corporation (Non-Filipino)	Non-Filipino	138,700,233	2.5%
5	Sanfil Management Corporation	Filipino	120,790,211	2.18%
6	Aboitiz Equity Ventures Inc.	Filipino	110,294,264	1.99%
7	Windemere Management & Development Corporation	Filipino	49,666,352	0.89%
8	Donya 1 Management & Development Corporation	Filipino	43,136,359	0.78%
9	Bauhinia Management Inc.	Filipino	41,148,120	0.74%
10	Morefund Management & Development Corporation	Filipino	40,000,000	0.72%
11	Anso Management Corporation	Filipino	30,369,707	0.55%
12	MYA Management & Development Corporation	Filipino	22,494,414	0.41%
13	Luis Miguel O. Aboitiz	Filipino	20,092,133	0.36%
14	Guada Valley Holdings Corporation	Filipino	17,688,445	0.32%
15	Dominus Capital Inc.	Filipino	11,600,000	0.21%
	FMK Capital Partners	Filipino	11,600,000	0.21%

16	Arrayanes Corporation	Filipino	10,750,070	0.19%
17	Parraz Development Corporation	Filipino	9,483,067	0.17%
18	UnionBank TISG For IMA#PH3Q201692	Filipino	8,709,900	0.15%
19	Les Folatieres Holdings Inc.	Filipino	8,056,119	0.14%
20	Ramjay Management & Dev. Corp	Filipino	7,826,493	0.14%
	SUB-TOTAL		4,872,917,399	87.76%
	Other Stockholders		679,887,658	12.24%
	TOTAL SHARES		5,552,805,057	100.00%
	NET ISSUED AND OUTSTANDING SHARES		5,552,805,057	100.00%

(3) Dividends

The cash dividends declared by AEV to common stockholders for the first quarter of 2025, 2024, and 2023 are shown in the table below:

Year	Cash Dividend Per Share	Declaration Date	Total Declared	Record Date	Payment Date
2025 (regular)	₱1.54	07/03/2025	₱8.54 billion	21/03/2025	28/03/2025
2024 (regular)	₱1.40	05/03/2024	₱7.87 billion	19/03/2024	26/03/2024
2023 (regular)	₱1.47	03/03/2023	₱8.28 billion	17/03/2023	30/03/2023

In 2007, the Company adopted a policy of distributing at least one-third of its previous year's earnings as cash dividends to its stockholders, in all cases subject to the approval of the Company's Board of Directors in consideration of various factors and compliance with legal requirements. There are no restrictions that limit the payment of dividends on common shares to stockholders of record as of 31 January 2025.

(4) Recent Sales of Unregistered or Exempt Securities including Recent Issuances of Securities Constituting an Exempt Transaction

AEV does not have any recent sales of unregistered or exempt securities including recent issuances of securities constituting an exempt transaction.

Item 6. Management's Discussion and Analysis or Plan of Action

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of operations of AEV (the "Parent Company") and its Subsidiaries (collectively, the "Group") should be read in conjunction with the audited consolidated financial statements and accompanying disclosures set forth elsewhere in this report.

The critical accounting policies section discloses certain accounting policies and management judgments that are material to the Company's results of operations and financial condition for the periods presented in this report. The discussion and analysis of the Company's results of operations are presented in three comparative sections: the year ended 31 December 2024 compared with the year ended 31 December 2023, the year ended 31 December 2023 compared with the year ended 31 December 2022, and the year ended 31 December 2022 compared with the year ended 31 December 2021.

TOP FIVE KEY PERFORMANCE INDICATORS

Management uses the following indicators to evaluate the performance of AEV and its Subsidiaries:

1. EQUITY IN NET EARNINGS OF INVESTEEES

Equity in net earnings (losses) of investees represents the Group's share in the undistributed earnings or losses of its Associates and Joint Ventures for each reporting period subsequent to the acquisition of the said investment. This account reflects the result of the operating performance of an Associate or a Joint Venture and indicates its contribution to the Group's consolidated net income.

Manner of Computation: Investee's Net Income (Loss) x Investor's % ownership – Goodwill Impairment Cost.

2. EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION (EBITDA)

The Company computes EBITDA as earnings before extraordinary items, net finance expense, income tax provision, depreciation and amortization. It provides management and investors with a tool for determining the ability of the Group to generate cash from operations to cover financial charges and income taxes. It is also a measure to evaluate the Group's ability to service its debts and to finance its capital expenditure and working capital requirements.

3. CASH FLOW GENERATED

Using the Statement of Cash Flows, management determines the sources and usage of funds for the period and analyzes how the Group manages its profit and uses its internal and external sources of capital. This aids management in identifying the impact on cash flow when the Group's activities are in a state of growth or decline, and in evaluating management's efforts to control the impact.

4. CURRENT RATIO

Current Ratio is a measurement of liquidity, calculated by dividing total current assets by total current liabilities. It is an indicator of the Group's short-term debt-paying ability. The higher the ratio, the more liquid the Group.

5. DEBT-TO-EQUITY RATIO

Debt-to-Equity Ratio indicates how leveraged the Group is. It compares assets provided by creditors to assets provided by shareholders. It is determined by dividing total debt by total equity.

YEAR ENDED 31 DECEMBER 2024 COMPARED TO YEAR ENDED 31 DECEMBER 2023

KEY VARIABLES AND OTHER QUALITATIVE AND QUANTITATIVE FACTORS

To the best of the Company's knowledge, other than disclosed in the audited consolidated financial statements, no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons were created during the year. There were also no events that would trigger substantial direct or contingent financial obligations or cause any default or acceleration of an existing obligation.

Likewise, there were no other material changes made in such items as: accounting principles and practices, estimates inherent in the preparation of the consolidated financial statements, status of long-term contracts, changes in the composition of the issuer, and reporting entity resulting from business combinations or dispositions.

There were no changes in estimates of amounts reported in the prior financial year that would have a material effect in the current financial year.

There were no material, non-recurring adjustments made during the year that would require appropriate disclosures, other than those already disclosed in the audited consolidated financial statements. All other adjustments are of a normal recurring nature.

There are no material effects on the Group's financial condition or results of operations due to seasonality.

Lastly, there are no material commitments for capital expenditures except those disclosed in the consolidated audited financial statements and/or discussed in Outlook for the Upcoming Year/Known Trends, Events, and Uncertainties which may have a Material Impact on the Registrant.

OUTLOOK FOR THE UPCOMING YEAR/ KNOWN TRENDS, EVENTS, AND UNCERTAINTIES WHICH MAY HAVE MATERIAL IMPACT ON THE REGISTRANT

The Economic Research Unit of UnionBank forecasts GDP growth to remain under 6.0% for 2025 to 2026, after coming from the 5.6% GDP growth in 2024. The mid-term elections in May 2025 could delay the government's anticipated investment rollout. Additionally, uncertainties surrounding the Trump administration could extend the decline in exports and his policies that artificially strengthen the US Dollar could shorten the rate easing cycle of the BSP, limiting the country's upside growth prospects. Even as the impact of the mid-term elections is factored in, which could boost consumption growth to 5.1% in the second quarter of 2025, domestic demand is projected to taper to below 5% after the elections.

Finally, UnionBank believes that the BSP has room to cut rates following the weak fourth quarter of 2024 GDP growth (5.2% vs 5.5% expectations). The sustained interest rate easing will reduce funding costs, support businesses, and drive investment-led growth.

Amidst this economic backdrop, the Company has the following outlook for its businesses.

AboitizPower

AboitizPower is focused on providing reliable energy supply to its customers at a reasonable cost and with minimal impact on the environment and its communities. AboitizPower believes that to effectively and sustainably address the country's power requirements, a mix of power generation technologies is necessary. For this reason, AboitizPower pursues both renewable energy (RE) projects and thermal technologies, where and when it makes sense.

In spite of the increased competition in the domestic power generation sector, AboitizPower has built the foundation to sustain its long-term growth, through its continuously expanding portfolio of baseload and RE generation assets.

Given the current trajectory of power demand needs in the Philippines and the expected build progression of new plants over the next decade, AboitizPower believes its existing coal assets continue to play an integral role and constantly seeks improvements to ensure it operates these assets responsibly and in compliance with all relevant regulations. AboitizPower is closely and proactively monitoring the developments in climate-related regulations and initiatives, including the coal moratorium of the DOE and ongoing discussions on the early retirement of coal plants in the Philippines and Indonesia. Through its parent company, AboitizPower is the first Philippine company to sign up and commit to the Task Force on Climate-Related Financial Disclosure framework. AboitizPower has taken steps to proactively quantify the potential impacts of various climate regulations on its assets and continues to invest in efforts to manage risks that are above certain thresholds.

AboitizPower also committed to add 3,700 MW of new RE capacity by 2030. As of 31 January 2025, AboitizPower has successfully energized 500 MW of its initial expansion phase, which includes developing solar and wind plants with a cumulative net attributable capacity of up to 1,200 MW. AboitizPower is on track to energize another 321 MW in 2025 and to begin construction on another 606 MW. The second phase of its expansion will see additional capacity of around 1,700 MW of solar and wind power. AboitizPower's growing RE portfolio should enable it to maximize opportunities arising from the implementation of the Renewable Portfolio Standards (RPS) by the DOE, which mandates power

distribution utilities, electric cooperatives, and retail electricity suppliers to source 35% of their energy supplies from RE facilities by 2030 and 50% by 2040.

Further, AboitizPower remains open to other relevant opportunities that will help meet the Philippines' critical energy needs. On 1 March 2024, the AboitizPower, through its Subsidiary Therma NatGas Power, Inc., entered into an investment agreement with Meralco PowerGen Corporation and acquired 40% of Chromite Gas Holdings. Chromite Gas Holdings, in turn, acquired a 67% interest in two gas-fired power plants and a liquefied natural gas (LNG) import and regasification terminal, marking AboitizPower's foray into the LNG space. Upon receipt of the PCC's approval, on 23 December 2024, the parties proceeded to complete the transaction by 27 January 2025.

AboitizPower believes that its balance sheet gives it the capability to create or acquire additional generating capacity over the next few years. AboitizPower, together with its partners, has allotted ₱78 billion for capital expenditures in 2025, of which, 64% is earmarked for AboitizPower's RE pipeline, while the remainder is earmarked for the maintenance of its baseload plants, as well as further investments in land, new substations, and new meters for its distribution business.

Other known trends, events, and uncertainties which may have a material impact on AboitizPower have been discussed extensively in sections of AboitizPower's Information Statement (*e.g. for an extensive discussion on regulatory issues, see Effect of Existing or Probable Government Regulations on the Business of AboitizPower's Information Statement*).

UnionBank and its Subsidiaries

Marked by the successful integration of the Citi consumer business and the continued expansion of its digital capabilities, 2024 was a milestone year for Unionbank. Unionbank's revenue as of 31 December 2024 of ₱79.5 billion, 12% higher year on year, was fuelled by recurring income streams, primarily net interest income and fee-based revenues, including Real and Other Properties Acquired (ROPA) gains and foreign exchange (FX) transactions.

UnionBank's customer base reached 17.3 million by the end of 2024, increasing by 2.5 million annually since 2019. The increase in customer base was, in part, driven by accelerating digital adoption. Of this total, 5.0 million are digital customers who are actively using the UnionBank Online mobile app for digital financial services. The UnionBank Online mobile app processed 103 million transactions in 2024, a 47% increase from the previous year. Meanwhile, as of 31 December 2024, digital accounts opened (DAO) was at 2.5 million, 103% higher than in 2019. As of 31 December 2024, the UnionBank Online app is the most downloaded and highest-rated banking app on Google Play Store, reinforcing Unionbank's position as a leader in digital banking. UnionBank is at the forefront of a financial revolution, where mobile banking, embedded finance, and AI-driven decision-making are redefining the industry.

Moving forward, Unionbank's focus is to further unlock the synergies from its 17.3 million customers and expanded consumer business. It will leverage on its core strength of delivering exceptional customer experience with differentiated and innovative products, whose benefits are delivered and amplified by its digital platforms and other touchpoints, including its branches. Digital will continue to be its key enabler—it is the very foundation of how the Bank operates.

Today's customers expect more than just banking; they demand seamless, secure, and intelligent financial solutions integrated into their daily lives. Reliability and 24/7 accessibility are the standard, but true leadership lies in delivering hyper-personalized experiences that anticipate needs before they arise.

UnionBank is committed to shaping the future of finance by delivering cutting-edge, customer-centric solutions that exceed expectations. To sustain its momentum in 2025, it must remain focused on two key pillars:

1. Customer-Centricity – Deeply understanding customer needs to develop the right products, seamlessly integrate into their daily banking journeys, and maximize cross-sell opportunities.

2. High-Tech, High-Touch Operations – Identifying the most impactful customer journeys and ensuring seamless execution. UnionBank aims to scale efficiently while optimizing costs to enhance service delivery.

Aboitiz Foods

In 2024, this segment launched its new corporate brand, Aboitiz Foods. By unifying Agribusiness (the feeds, pet food, and specialty nutrition businesses across China, Vietnam, Thailand, Malaysia & Brunei, Indonesia, and the Philippines) and Food and Nutrition (flour, farms, meats, trading, retail and other business-to-customer (B2C) initiatives in the Philippines) businesses under a single identity, AboitizFoods not only reinforced its commitment to Sustainably Feeding Asia's Growth from Mill to Meal and strengthened its core operations while expanding into new opportunities that bring it closer to consumers, it will also enhance internal collaboration, improve the speed and efficiency of its execution, and capitalize on the inherent synergies across its various businesses.

For 2025, barring any geopolitical or environmental disruptions to supply and with the full operations of its plants in China and Vietnam, AboitizFoods remains positive about its growth prospects for the year.

Aboitiz Foods allotted approximately ₱4 billion for capital expenditures in 2025, primarily for the replacement of a feed mill in Malaysia, refurbishments of swine farms in the Philippines, and the greenfield development of research & development farms (swine in the Philippines, aqua in Vietnam, and poultry in Malaysia), along with other plant maintenance projects.

Aboitiz InfraCapital

In 2024, Aboitiz InfraCapital made significant strides in expanding presence across key infrastructure sectors and reinforced its position as a leading player in the country's infrastructure development landscape, with notable progress in airports, economic estates, water, and digital infrastructure.

Looking ahead to 2025, Aboitiz InfraCapital remains committed to its platform and pursuing strategic partnerships and will continue to build transformative infrastructure systems by leveraging on synergies with other business units within the Aboitiz Group, driving transformation, and enhancing the value proposition across its various projects.

Airports

In 2024, MCIAs saw strong recovery. Domestic passenger volume grew by 13% YoY to 8.5 million and has exceeded pre-pandemic levels, while international traffic grew by 12% to 2.8 million. MCIAs also launched *Cebu Connect*, which should significantly reduce connecting times and position Cebu as a transfer hub, and made major capital investments in Bridge-Mounted Equipment (BME), which reduces an aircraft's carbon footprint and lowers an airline's operating costs, highlighting Aboitiz InfraCapital's commitment to transformation, operational excellence and sustainability.

In 2024, Aboitiz InfraCapital was also awarded the Laguindingan and Bohol airports, further solidifying its strategic position in the industry as these airports enhance AIC's regional presence in Visayas and Northern Mindanao. AIC will take over the operations and maintenance of both airports in 2025.

Moving forward, Aboitiz InfraCapital is focused on leveraging its growing airports platform to meet the rising demand for air travel in the Philippines.

Digital Infra

As of 31 January 2025, Unity's network encompasses around 2,100 points of service including small cells, with a balanced portfolio across the country and in partnership with all mobile network operators (MNOs). For 2025, Unity will further expand its nationwide footprint as it builds additional macro towers and drive colocation across its tower assets to address the demand for enhanced coverage and improved service reliability.

Water

Apo Agua reached full commercial operations of its Davao City Bulk Water Supply Project (DCBWSP) in February 2024. As of 28 February 2025, is the largest operating bulk water supply project in the country, supplying up to 300 million liters per day (MLD) of safe, reliable, and sustainable water to Davaoeños. Through the operations of the DCBWSP, Davao City Water District (DCWD) was able to increase water availability to its customers, from 73% to 96% now enjoying access to 24/7 potable water.

Aboitiz InfraCapital's collective estate water business - LIMA Water, MEZ2 Water, West Cebu Water, and TARI Water - now operates across a 2,000 hectare footprint, supporting more than 250 locators. Aligned with its commitment to innovation and operational excellence, Aboitiz InfraCapital Water has implemented a SMART Water Network with a Supervisory Control and Data Acquisition (SCADA) system that gathers comprehensive real-time data to better inform operational decisions, improve efficiencies, and optimize resources.

In addition, Aboitiz InfraCapital holds a minority stake in Balibago Waterworks Systems, Inc. (BWSI), the fourth largest water concessionaire in the country, which serves over 330,000 customers across 90 municipal franchises in 24 provinces. BWSI's expertise in water source development, treatment, distribution, and NRW management complements Aboitiz InfraCapital's water platform and strengthens its commitment to providing sustainable water solutions.

Aboitiz InfraCapital Water aims to double its billed capacity from 320MLD to 650MLD over the next ten years. To support this, Aboitiz InfraCapital plans to continue growing its bulk water and distribution business by exploring opportunities in the desalination space and expanding its portfolio to support the development of high-growth urban centers across Visayas and Mindanao.

Economic Estates

With a portfolio spanning nearly 2,000 hectares and home to over 250 global and local companies, Aboitiz InfraCapital Economic Estates (AIC EE) continues to advance the country's industrial sector while supporting more than 100,000 direct jobs. Over the last five years, AIC EE's land footprint grew by 9% per year from 1,300 hectares in 2020 to 2,000 hectares in 2024, its locator base increased by 6% annually from 180 companies in 2020 to 243 in 2024, and the number of jobs it generated rose by 3% per year from 85,000 in 2020 to over 100,000 in 2024. These figures reflect AIC EE's commitment to driving long-term economic progress in the regions where it operates.

In 2024, AIC EE launched the 384-hectare TARI Estate in Central Luzon, marking AIC's continued expansion in one of the country's most dynamic economic corridors. The opening of LIMA Tower One in Batangas, the province's first office building, and The Pods at LIMA, a new dormitory facility for locator employees, reflect AIC EE's evolution into a provider of integrated, people-centric environments. The continued expansion of the Biz Hub at LIMA Estate, the first master planned business district in Batangas, demonstrates AIC EE's ability to create thriving ecosystems that seamlessly integrate industrial, commercial, and lifestyle components.

Further solidifying its leadership in sustainable development, AIC EE became the first in the Philippines to achieve 5-Star BERDE District Certifications across all its operating estates—LIMA, MEZ2, and West Cebu. These certifications set new benchmarks for green industrial development and highlight AIC EE's commitment to advancing ESG principles in its operations. In recognition of these efforts, AIC EE received multiple accolades, including its fourth consecutive win as Asia's Best Industrial Developer at the 19th PropertyGuru Asia Property Awards.

Foreign direct investments (FDIs) across AIC EE's properties totaled ₱167.0 billion as of 31 December 2024, with ₱9.4 billion added during 2024. This growth was driven by strong demand from key industries, particularly electronic components, which comprise the largest share of AIC EE's export-oriented locators. Other major industries include plastic and rubber products and paper and packaging, which form critical links in the supply chain.

For 2025, AIC EE will continue to build on its momentum and diversify and expand its estate footprint through new strategic locations . It will continue to drive resilient, recurring income by optimizing asset performance and expanding leasing platforms for offices, dormitories, warehouses, and retail spaces. AIC EE's transformation into a full-suite solutions provider will be accelerated through strategic partnerships and synergies within the Aboitiz Group, integrating power, water, construction, digital infrastructure, housing, and financial services. Through these initiatives, AIC EE remains committed to setting new industry standards and positioning the Philippines as a premier investment destination in Asia, while contributing to the long-term economic progress of the communities it serves.

Aboitiz InfraCapital, together with its partners, has allotted ₱16 billion for capital expenditures in 2025 across all its businesses. This will be used primarily to fund its ongoing tower acquisition, development of its Economic Estates and airports, and maintenance of its businesses.

Republic Cement and Building Materials, Inc (RCBM)

The country's cement demand, which is estimated to have grown by approximately 3% YoY in 2024, was driven by a stronger infrastructure sector as demand in the residential and non-residential segments remained muted. Nevertheless, the steady economic growth and the government's continued commitment to infrastructure development through the *Build Better More* program supports RCBM's positive outlook for 2025.

Although the demand outlook is promising, the continued influx of imported cement, primarily from Vietnam, remains a significant challenge to maintaining a sufficiently stocked market. In 2024, imports reached an all-time high of 7.6 million tons, according to the Bureau of Customs, causing industry operations to fall well below healthy levels. The unrestricted flow of cement imports is significantly affecting the capacity utilization and overall profitability of the domestic cement industry. In response to this serious concern, the Department of Trade and Industry has launched a *motu proprio* investigation to determine whether the increase in cement imports is causing significant harm to the domestic industry and whether safeguard measures are necessary. The investigation is currently ongoing.

RCBM remains committed to serving its key markets throughout the country with high-quality products while improving efficiencies and reducing costs. RCBM is poised to capture the market needs with its approximately 9.7 million metric tons of cement production capacity.

To mitigate the impact of market contraction and rising input costs, RCBM continues to focus on operational excellence initiatives and cost control measures, including increase in the use of alternative fuels and harnessing renewable energy. RCBM also continues to staunchly support the Philippine government's *Buy Local* programs and in particular the recently signed laws on Tatak Pinoy Act and New Government Procurement Reform Act, which provides preference and priority to locally made products in government procurement projects.

RCBM has allotted almost ₱1 billion for capital expenditures in 2025 mainly for major maintenance works and purchase of critical spares.

Aboitiz Land

As Aboitiz Land celebrates its 30th year, it remains steadfast in its mission to innovate ways of living for the Filipino family.

Aboitiz Land's early investments in digital marketing and sales competencies continue to reap results in 2024, with its flagship digital ecosystem, *OneVecino*, setting the benchmark for industry innovation. Integrating Vecino App, Vecino Pay, Vecino Support, and Vecino Properties - OneVecino received the Circle of Excellence award for Technology Company of the Year at the 2024 Asia CEO Awards. This accolade reflects the company's relentless pursuit of leveraging technology to enhance customer experience and drive sales performance, contributing to significant milestones in lead generation and sales bookings. Moreover, Foressa Mountain Town in Balamban, Cebu was Highly Commended as Best Nature Development at the 2024 PropertyGuru Philippines Property Awards.

Aboitiz Land remains optimistic as the recent policy rate cuts by the BSP ease borrowing costs, which should drive demand for real estate investments. Aboitiz Land sees this as an opportunity to strengthen its position in the market, particularly with the growing preference for horizontal developments outside Metro Manila.

While macroeconomic tailwinds persist, Aboitiz Land remains confident in the growth potential for the year ahead. With a robust strategy and a deep understanding of market trends, Aboitiz Land is well-positioned to meet the demands of a dynamic market, delivering homes that elevate Filipino living while creating sustainable value for stakeholders.

Aboitiz Land has allotted over ₱2 billion for capital expenditures in 2025, mostly for the construction and completion of its existing projects.

Long-Term Aspiration

AEV is continuing its efforts with its *Great Transformation*, a bold corporate initiative that places innovation at the forefront of its growth strategy. This ongoing transformation is driving the Group's evolution into a *techglomerate*—an organization that deeply integrates technology and design thinking into all its production, services, and processes.

YEAR ENDED DECEMBER 31, 2023 COMPARED TO YEAR ENDED DECEMBER 31, 2022

KEY PERFORMANCE INDICATORS

(Amounts in thousands except financial ratio data)

	JAN-DEC 2023	JAN-DEC 2022	Change	% of Change
EQUITY IN NET EARNINGS OF INVESTEES	₱23,637,125	₱20,781,865	₱2,855,260	14%
EBITDA	81,182,234	71,176,30	10,005,930	14%
CASH FLOW GENERATED:				
Net cash flows from operating activities	57,826,663	30,180,674	27,645,989	92%
Net cash flows from (used in) investing activities	(2,195,947)	(74,477,629)	72,281,682	-97%
Net cash flows used in financing activities	(44,282,137)	(4,364,764)	(39,917,373)	-915%
Net Increase (Decrease) in Cash & Cash Equivalents	11,348,579	(48,661,719)	60,010,298	-123%
Cash & Cash Equivalents, Beginning	101,526,260	147,534,035	(46,007,775)	-31%
Cash & Cash Equivalents, End	112,293,582	101,526,260	10,767,322	11%
	DEC 31, 2023	DEC 31, 2022		
CURRENT RATIO	2.2	1.9	0.3	16%
NET DEBT-TO-EQUITY RATIO	0.7	0.7	0	0%

Equity earnings in investees increased by 14% from ₱20.8 bn in 2022 to ₱23.6 bn in 2023. The increase was primarily due to fresh contributions from GNPD. This was partly offset by the following: (i) lower earnings of UnionBank due to one-time integration cost of the acquired Citi business, and (ii) lower earnings of RCBM attributed to weak market demand for cement primarily due to higher inflation, delays in the rollout of government projects and unfavorable weather conditions in the Visayas and Mindanao regions at the beginning of 2023.

Consolidated EBITDA translated into substantial cash inflows coming from Subsidiaries' operations. These inflows, coupled with dividends received from Associates and Joint Ventures were the main source of internally-generated funds, which were then used to finance capital expenditures, additional investments into Associates, dividends, and debt service payments.

Net Debt-to-Equity ratio as of 31 December 2023 remained at end-2022 level of 0.7x. The Current Ratio as of 31 December 2023 was at 2.2x, an increase from the end-2022 level of 1.9x, as the decrease in current liabilities was more than the decrease in current assets.

REVIEW OF JANUARY-DECEMBER 2023 OPERATIONS COMPARED TO JANUARY-DECEMBER 2022

RESULTS OF OPERATIONS

For the 12-month period ended 31 December 2023, AEV and its Subsidiaries posted a net income attributable to the equity holders of parent Company (“Net Income to Equity Holders of AEV”) of ₱23.5 bn, a 2% decrease year-on-year (“YoY”). This translated to earnings per share of ₱4.18 for the period in review. The Power Group accounted for the bulk of the income contributions to AEV at 67%, followed by the Banking and Financial Services, Infrastructure, Food, and Real Estate Groups at 18%, 6%, 5%, and 4%, respectively.

During 2023, the Group had non-recurring gains of ₱1.4 bn compared to ₱3.5 bn non-recurring gains recorded in 2022. Without these one-off gains, the Group’s core net income for 2023 was ₱22.1 bn, 8% higher YoY. AEV recorded a 14% increase in consolidated EBITDA for 2023 compared to 2022, from ₱71.2 bn to ₱81.2 bn.

MATERIAL CHANGES IN LINE ITEMS OF REGISTRANT’S STATEMENTS OF INCOME AND OF COMPREHENSIVE INCOME

The following discussion describes material changes in the line items of the Company’s statement of income and of comprehensive income for 2023 compared to 2022.

Revenues

Sale of Power

The Group’s revenue from sale of power increased by 7% or ₱12.9 bn, from ₱193.6 bn in 2022 to ₱206.5 bn in 2023. The increase was primarily attributable to higher availability across AboitizPower’s generation units. The Group’s sale of power comprised 63% and 67% as a percentage of total revenues in 2022 and in 2023, respectively.

Sale of Goods

The Group’s revenue from sale of goods decreased by 11% or ₱11.8 bn, from ₱103.6 bn in 2022 to ₱91.7 bn in 2023. The decrease was primarily due to lower sales volume for the Food Group. The Group’s sale of goods comprised 34% and 30% as a percentage of total revenues in 2022 and in 2023, respectively.

Real Estate

The Group’s revenue from real estate increased by 27% or ₱2.0 bn, from ₱7.4 bn in 2022 to ₱9.5 bn in 2023. The increase was primarily attributable to higher land sales and lease income from Lima Land. As a percentage of total revenues, the Group’s revenue from real estate comprised 2% and 3% in 2022 and in 2023, respectively.

Other Revenues

The Group’s combined revenue from service fees and other sources increased by 61% or ₱1.4 bn, from ₱2.2 bn in 2022 to ₱3.6 bn in 2023. This increase was primarily due to interest income on the service concession asset of SPI. As a percentage of total revenues, the Group’s other revenues comprised 1% in both 2022 and in 2023.

Costs and Expenses

Cost of Generated and Purchased Power

The Group's cost of generated and purchased power increased by 4% or ₱5.4 bn, from ₱130.0 bn in 2022 to ₱135.4 bn in 2023. The increase was primarily attributable to higher volume of power generated and higher purchased power rates driven by higher WESM prices. As a percentage of total costs and expenses, the Group's cost of generated and purchased power comprised 48% and 50% in 2022 and in 2023, respectively.

Cost of Goods Sold

The Group's cost of goods sold decreased by 13% or ₱12.0 bn, from ₱93.4 bn in 2022 to ₱81.3 bn in 2023. The decrease was primarily attributable to lower raw materials costs of the Food Group. As a percentage of total costs and expenses, the Group's cost of goods sold comprised 34% and 30% in 2022 and in 2023, respectively.

Operating Expenses

The Group's operating expenses increased by 15% or ₱6.5 bn, from ₱44.3 bn in 2022 to ₱50.8 bn in 2023. The increase was primarily attributable to higher (i) personnel costs, (ii) professional fees, (iii) taxes and licenses, (iv) insurance of the Group's power plants, and (v) depreciation and amortization. As a percentage of total costs and expenses, the Group's operating expenses comprised 16% and 19% in 2022 and in 2023, respectively.

Cost of Real Estate Sales

For 2023, the Group's cost of real estate sales increased by 23% or ₱0.9 bn, from ₱4.1 bn in 2022 to ₱5.0 bn in 2023. The increase was primarily driven by higher real estate sales. As a percentage of total costs and expenses, the Group's cost of real estate sales comprised 1% and 2% in 2022 and in 2023, respectively.

Operating Profit

As a result of the foregoing, the Group's operating profit increased by 8% or ₱2.9 bn, from ₱35.1 bn in 2022 to ₱38.0 bn in 2023.

Income Before Income Tax

The Group's income before income tax increased by 17% or ₱7.5 bn, from ₱44.0 bn in 2022 to ₱51.5 bn in 2023. The increase was primarily due to higher operating profit, higher equity earnings and other income (AboitizPower's bargain purchase gain resulting from its acquisition of an additional stake in SPI, and recognition of business interruption claims).

Provision for Income Tax

The Group's provision for income tax increased by 60% or ₱3.2 bn, from ₱5.4 bn in 2022 to ₱8.6 bn in 2023. The increase was primarily due to higher taxable income of the Power Group.

Net Income

Net income attributable to non-controlling interests for 2023 increased to ₱19.4 bn from ₱14.6 bn in 2022. This was primarily due to the increase in consolidated net income of AboitizPower in 2023.

As a result of the foregoing, the Group's Net Income to Equity Holders of AEV decreased by 2% or ₱0.5 bn, from ₱24.0 bn in 2022 to ₱23.5 bn in 2023.

STRATEGIC BUSINESS UNITS

The following discussion describes the performance of the Group's SBUs for 2023 compared to 2022.

Power

The contribution of AboitizPower to the Net Income to Equity Holders of AEV, before elimination of transactions within the Group, was ₱17.3 bn in 2023, a 28% increase from ₱13.5 bn in 2022. The variance was primarily due to fresh contributions from GNPD and higher availability across AboitizPower's power generation units. Energy volume sold in 2023 increased by 17% to 35,372 GWh from 30,251 GWh in 2022.

Banking & Financial Services

The contribution of UnionBank to the Net Income to Equity Holders of AEV decreased by 29%, from ₱6.3 bn in 2022 to ₱4.5 bn in 2023. The decrease was primarily due to higher credit loss provision, and higher operating expenses resulting from the full-year impact of the costs associated with the integration of Citi's consumer business and UnionDigital, which only became part of Unionbank in the second half of 2022.

Food

The contribution of the Food Group to the Net Income to Equity Holders of AEV, before elimination of transactions within the Group, was ₱1.3 bn in 2023, a reversal from the ₱14 mn loss in 2022. This reversal was primarily due to better margins from its Flour and Agribusiness segments driven by the decrease in raw material costs and better pricing strategy. These gains were partially offset by the lower contributions from the Farms and Meats segments, which were dragged down by the lower selling prices for both live hogs and meats combined with higher production costs pertaining to the carrying costs of underutilized farms.

Real Estate

The contribution of AboitizLand to the Net Income to Equity Holders of AEV, before elimination of transactions within the Group, amounted to ₱1.0 bn in 2023, a 19% increase from ₱865 mn in 2022. The increase was primarily due to higher revenues from higher sales performance and construction activity, coupled with gains from sale of properties.

Infrastructure

The contribution of Aboitiz InfraCapital to the Net Income to Equity Holders of AEV, before elimination of transactions within the Group, increased by 26% to ₱2.4 bn in 2023, compared to ₱1.9 bn in 2022. The increase was primarily due to higher land sales and lease income from Aboitiz InfraCapital's Economic Estates and incremental contributions from the airports business segment.

The contribution of RCBM to the Net Income to Equity Holders of AEV amounted to a ₱789 mn loss in 2023 compared to the ₱323 mn loss recorded in 2022. This was due to lower sales volume attributed to weak market demand for cement primarily due to higher inflation, delays in the rollout of government projects, and unfavorable weather conditions in the Visayas and Mindanao regions at the beginning of 2023.

CHANGES IN REGISTRANT'S RESOURCES, LIABILITIES AND SHAREHOLDERS' EQUITY

Assets

Consolidated assets (as of 31 December 2023 compared to 31 December 2022) increased by 3% to ₱833.8 bn, primarily due to the following:

- Cash & Cash Equivalents increased by 11% (₱112.3 bn as of 31 December 2023 compared to ₱101.5 bn as of 31 December 2022) primarily due to cash generated from operations, cash dividends from Associates and Joint Ventures, and proceeds from the issuance of retail bonds and maturing short-term cash deposits of AEV.
- Investments in and Advances to Associates and Joint Ventures increased by ₱28.3 bn (₱224.1 bn as of 31 December 2023 compared to ₱195.9 bn as of 31 December 2022) primarily due to (i) ₱6.0 bn additional investment in UnionBank, (ii) ₱1.4 bn additional investment in Unity, (iii) ₱5.2 bn other comprehensive income, and (iv) the recording of ₱23.6 bn share in net earnings of Associates and Joint Ventures. This increase was partially offset by the ₱4.6 bn dividends received from Associates and Joint Ventures and ₱3.4 bn effect of the step acquisition to Subsidiary of SPI.

The above Increases were offset by the following decreases:

- Trade and other receivables (current and noncurrent) decreased by 5% (₱58.6 bn as of 31 December 2023 compared to ₱61.6 bn as of 31 December 2022) primarily due to higher collection efficiency in AboitizPower, and lower sales of the Food Group.
- Other Current Assets (OCA) decreased by 18% (₱38.0 bn as of 31 December 2023 compared to ₱46.3 bn as of 31 December 2022) primarily due to the decrease in short-term cash deposits partly offset by the reclassification of exchangeable notes from Other Noncurrent Assets to OCA.
- Other Noncurrent Assets (ONCA) decreased by 17% (₱28.1 bn as of 31 December 2023 compared to ₱33.7 bn as of 31 December 2022) primarily due to the reclassification of exchangeable notes from ONCA to OCA, partly offset by the first-time consolidation of SPI's service concession contract asset.

Liabilities

Total Liabilities as of 31 December 2023 increased to ₱458.5 bn compared to ₱457.6 bn as of 31 December 2022 primarily due to the following:

- Bank loans decreased by 10% (₱41.0 bn as of 31 December 2023 compared to ₱45.4 bn as of 31 December 2022) primarily due to short-term debt payments by the Power and Food Groups during 2023.
- Long-term debt, which includes both current and noncurrent portions, increased by 9% (₱331.6 bn as of 31 December 2023 compared to ₱303.5 bn as of 31 December 2022) primarily due to the issuance of retail bonds by AEV amounting to ₱17.4 bn, TLI new loan to prepay its lease obligation to PSALM, and loan availments of other Subsidiaries. These were partly offset by principal payments made on existing loans during 2023.
- Long-term obligation on Power Distribution System, which includes current and noncurrent portions, decreased by 16% (₱123 mn as of 31 December 2023 compared to ₱145 mn as of 31 December 2022) as regular annual payments were made.
- Lease liabilities, which include current and noncurrent portions, decreased by 88% (₱3.3 bn as of 31 December 2023 compared to ₱27.9 bn as of 31 December 2022) due to the prepayment by TLI of its obligation to PSALM in 2023.
- Trade and other payables, inclusive of noncurrent portion, decreased by 5% (₱57.3 bn as of 31 December 2023 compared to ₱60.5 bn as of 31 December 2022) primarily due to the decrease in insurance contract liabilities.
- Income tax payable increased by 30%, from ₱556 mn as of 31 December 2022 to ₱724 mn as of 31 December 2023 primarily due to higher taxable income.

- Derivative liabilities (net of Derivative assets, current and noncurrent) moved from ₱2.4 bn net asset position as of 31 December 2022 to ₱151 mn liability as of 31 December 2023. This was primarily due to losses in the Power Group's cash flow hedges.
- Customers' deposits increased by 10%, from ₱8.3 bn as of 31 December 2022 to ₱9.1 bn as of 31 December 2023, primarily due to the Power Group's receipt of bill deposits from new customers.
- Decommissioning liability increased by 30%, from ₱5.7 bn as of 31 December 2022 to ₱7.4 bn as of 31 December 2023, primarily due to the recognition of additional decommissioning provisions on power plant assets.
- Deferred Income Tax Liabilities (net of Deferred income tax assets) increased by 58% (₱4.4 bn as of 31 December 2023 compared to ₱2.8 bn as of 31 December 2022) primarily due to the first-time consolidation of STEAG.
- Pension Liabilities (net of Pension assets) increased by 237% (₱906 mn as of 31 December 2023 compared to ₱269 mn as of 31 December 2022) primarily due to actuarial losses on the Group's defined benefit plans.

Equity

Equity attributable to equity holders of the parent (as of 31 December 2023 compared to 31 December 2022) increased by ₱16.9 bn from ₱255.1 bn to ₱272.0 bn, due to the ₱23.5 bn net income recorded during the year, and ₱2.2 bn in other comprehensive income. These were partly offset by the ₱8.3 bn cash dividends paid during 2023.

MATERIAL CHANGES IN LIQUIDITY AND CASH RESERVES OF REGISTRANT

For 2023, the Group continued to support its liquidity primarily from cash generated from operations, additional loans availed, and dividends received from Associates and Joint Ventures.

Compared to the cash inflow during 2022, consolidated cash generated from operating activities for 2023 increased by ₱27.6 bn to ₱57.8 bn. The increase was primarily due to lower working capital requirements and higher operating income.

As of 31 December 2023, ₱2.2 bn net cash was used in investing activities compared to ₱74.5 bn used during 2022. In the current period, ₱19.4 bn of short-term cash deposits were liquidated, partly offset by ₱7.5 bn investments in Associates. In the same period in 2022, ₱13.9 bn was invested in short-term cash deposits to maximize interest income, while ₱30.7 bn was invested in Associates.

Net cash used in financing activities was ₱44.3 bn during 2023 compared to ₱4.4 bn during 2022. This was due to higher interest payments, payment of short-term loans, and prepayment of TLI's lease obligations to PSALM.

For 2023, net cash inflows surpassed cash outflows, resulting in an 11% increase in cash and cash equivalents from ₱101.5 bn as of year-end 2022 to ₱112.3 bn as of 31 December 2023.

FINANCIAL RATIOS

AEV's Current Ratio as of 31 December 2023 stood at 2.2x compared to end-2022's 1.9x as the decrease in current liabilities was more than the decrease in current assets. Net Debt-to-Equity ratio remained at year-end 2022's 0.7:1.

YEAR ENDED DECEMBER 31, 2022 COMPARED TO YEAR ENDED DECEMBER 31, 2021

KEY PERFORMANCE INDICATORS

(Amounts in thousands except financial ratio data)

	JAN-DEC 2022	JAN-DEC 2021	Change	% of Change
EQUITY IN NET EARNINGS OF INVESTEES	₱20,781,865	₱17,245,643	₱3,536,222	21%
EBITDA	71,175,770	67,241,938	3,933,832	6%
CASH FLOW GENERATED:				
Net cash flows from operating activities	30,180,674	36,319,034	(6,138,360)	-17%
Net cash flows used in investing activities	(75,969,859)	(10,078,385)	(65,891,474)	-654%
Net cash flows from (used in) financing activities	(4,364,764)	52,988,973	(57,353,737)	-108%
Net Increase (Decrease) in Cash & Cash Equivalents	(48,661,719)	79,229,622	(127,891,341)	-161%
Cash & Cash Equivalents, Beginning	47,534,035	65,966,411	(18,432,376)	-28%
Cash & Cash Equivalents, End	101,526,260	147,534,035	(46,007,775)	-31%
	DEC 31, 2022	DEC 31, 2021		
CURRENT RATIO	1.9	2.3	(0.4)	-17%
DEBT-TO-EQUITY RATIO	0.7	0.6	0.1	17%

Equity earnings in investees increased by 21% from ₱17.2 bn during 2021 to ₱20.8 bn during 2022. The increase was due to: (i) fresh contributions from GNPD, and (ii) higher earnings of UnionBank. This was partly offset by lower earnings of RCBM) due to weaker demand for cement caused by the pre-election construction ban and post-election transition, global commodity price increase of steel, other construction materials and higher input costs of fuel and electricity. RCBM also benefited in 2021 from a one-time gain from the CREATE Act which reduced its deferred tax liabilities.

Consolidated EBITDA translated into substantial cash inflows coming from the Subsidiaries' operations. These inflows, coupled with dividends received from Associates and Joint Ventures are the main source of internally-generated funds, which are then used to finance capital expenditures, additional investments into associates, dividends and debt service payments.

With net debt increasing more than total equity during the 12 months of 2022, Net Debt-to-Equity ratio as of December 31, 2022 increased to 0.7x from end-2021's 0.6x. The Current Ratio as of December 31, 2022 was at 1.9x, a decline from the end-2021 level of 2.3x as the increase in current liabilities outpaced the increase in current assets.

REVIEW OF JANUARY-DECEMBER 2022 OPERATIONS COMPARED TO JANUARY-DECEMBER 2021

RESULTS OF OPERATIONS

For the 12-month period ended 31 December 2022, AEV and its Subsidiaries posted a net income attributable to the equity holders of Parent Company ("Net Income to Equity Holders of AEV") of ₱24.0 bn, a 8% decrease year-on-year ("YoY"). This translated to earnings per share of ₱4.27 for the period in review. The Power Group accounted for the bulk of the income contributions to AEV at 61%, followed by the Banking and Financial Services, Real Estate, Food, and Infrastructure Groups at 28%, 11%, 0%, and -1%, respectively.

During 2022, the Group generated non-recurring gains of ₱3.5 bn primarily due to the foreign exchange gains from the revaluation of dollar-denominated assets, compared to ₱527 mn non-recurring gains recorded in 2021. Without these one-off losses, the Group's core net income for 2022

was ₱20.5 bn, 20% lower YoY. AEV recorded a 6% increase in consolidated EBITDA for 2022 compared to 2021, from ₱67.2 bn to ₱71.1 bn.

MATERIAL CHANGES IN LINE ITEMS OF REGISTRANT'S STATEMENTS OF INCOME AND OF COMPREHENSIVE INCOME

The following discussion describes material changes in the line items of the Company's statement of income and of comprehensive income for 2022 compared to 2021.

Revenues

Sale of Power

The Group's revenue from sale of power by Power Group increased by 44% or ₱59.6 bn, from ₱134.0 bn in 2021 to ₱193.6 bn in 2022. The increase was primarily attributable to higher availability of AboitizPower's generation units. The Group's sale of power comprised 60% and 63% as a percentage of total revenues in 2021 and in 2022, respectively.

Sale of Goods

The Group's revenue from sale of goods increased by 25% or ₱20.5 bn, from ₱83.1 bn in 2021 to ₱103.6 bn in 2022. The increase was primarily due to higher feeds selling prices. The Group's sale of goods comprised 37% and 34% as a percentage of total revenues in 2021 and in 2022, respectively.

Real Estate

The Group's revenue from real estate increased by 48% or ₱2.4 bn, from ₱4.9 bn in 2021 to ₱7.3 bn in 2022. The increase was attributable to Lima Land's higher industrial lot sales and AboitizLand's higher revenue recognition following increased construction activity for its residential business, significant site development completion, as well as increased sales with high spot cash payments. As a percentage of total revenues, the Group's revenue from real estate comprised 2% in both 2021 and in 2022.

Other Revenues

The Group's combined revenue from the sale of swine, service fees and other sources increased by 19% or ₱0.4 bn, from ₱1.9 bn in 2021 to ₱2.2 bn in 2022. This increase was mainly due to higher service fees. As a percentage of total revenues, the Group's other revenues comprised 1% in both 2021 and in 2022.

Costs and Expenses

Cost of Generated and Purchased Power

The Group's cost of generated and purchased power increased by 73% or ₱55.0 bn, from ₱75.0 bn in 2021 to ₱130.0 bn in 2022. The increase was primarily attributable to higher volume of power generated and purchased power rates driven by higher WESM prices. As a percentage of total costs and expenses, the Group's cost of generated and purchased power comprised 39% and 48% in 2021 and in 2022, respectively.

Cost of Goods Sold

The Group's cost of goods sold increased by 27% or ₱19.8 bn, from ₱73.6 bn in 2021 to ₱93.4 bn in 2022. The increase was mainly attributable to higher raw materials cost of the Food Group. As a percentage of total costs and expenses, the Group's cost of goods sold comprised 39% and 34% in 2021 and in 2022, respectively.

Operating Expenses

The Group's operating expenses increased by 11% or ₱4.4 bn, from ₱39.9 bn in 2021 to ₱44.3 bn in 2022. The increase was primarily attributable to higher personnel costs, higher depreciation and amortization expense, higher expenses for insurance and repairs and maintenance of the Group's power plants. As a percentage of total costs and expenses, the Group's operating expenses comprised 21% and 16% in 2021 and in 2022, respectively.

Cost of Real Estate Sales

For 2022, the Group's cost of real estate sales increased by 73% or ₱1.7 bn, from ₱2.3 bn in 2021 to ₱4.1 bn in 2022. The increase was mainly driven by higher real estate sales. As a percentage of total costs and expenses, the Group's cost of real estate sales comprised 1% in both 2021 and in 2022.

Operating Profit

As a result of the foregoing, the Group's operating profit increased by 6% or ₱1.9 bn, from ₱33.1 bn in 2021 to ₱35.0 bn in 2022.

Income Before Income Tax

The Group's income before income tax increased by 19% or ₱7.0 bn, from ₱37.0 bn in 2021 to ₱44.0 bn in 2022. The increase was mainly due to higher operating profit, higher equity earnings and foreign exchange gains.

Net Income

Net income attributable to non-controlling interests (NCI) for 2022 increased to ₱14.6 bn from ₱6.3 bn in 2021. This was primarily due to the increase in NCI as a result of the sale of shares of AboitizPower.

As a result of the foregoing, the Group's Net Income to Equity Holders of AEV decreased by 9% or ₱2.5 bn, from ₱26.1 bn in 2021 to ₱24.0 bn in 2022.

STRATEGIC BUSINESS UNITS

The following discussion describes the performance of the Group's SBUs for 2022 compared to 2021.

Power

For 2022, the Power Group's contribution to Net Income to Equity Holders of AEV, before elimination of transactions within the Group, was ₱13.5 bn, an 9% decrease from ₱14.8 bn in 2021.

Before elimination of transactions within the Group, the combined contribution of AboitizPower's Power Generation and Retail Electricity Supply businesses to Net Income to Equity Holders of AEV decreased by 12%, from ₱16.9 bn in 2021 to ₱14.8 bn in 2022. The variance was primarily due the lower equity ownership of AEV in AboitizPower, which offset the impact of fresh contributions from GNPD, higher availability across its portfolio, higher water inflow, and gains from commodity hedges.

Capacity sold increased from 3,742 MW for 2021 to 4,034 MW for 2022. Energy sold in 2022 increased by 16% to 30,251 GWh from 26,031 GWh in 2021.

Before elimination of transactions within the Group, the contribution to Net Income to Equity Holders of AEV of AboitizPower's Power Distribution Group decreased by 29% from ₱3.1 bn in 2021 to ₱2.2 bn in 2022. This decrease was mainly driven by the lower equity ownership of AEV in AboitizPower, which offset the impact of higher energy consumption resulting from recoveries in demand. Energy sales increased by 4% to 5,785 GWh during 2022 from 5,583 GWh in 2021.

Banking & Financial Services

UnionBank's contribution to Net Income to Equity Holders of AEV was ₱6.3 bn in 2022, which is flat YoY. UnionBank sustained the same net income level YoY due to the strong growth of its core revenues in 2022, which offset that fact that the Bank experienced extraordinary non-recurring trading gains during the first half of 2021. Net interest income increased YoY due to higher margins and volume, and fees-based income likewise grew largely due to the consolidation of the acquired Citi consumer business, as well as growing digital customer transactions.

Food

Before elimination of transactions within the Group, the contribution to Net Income to Equity Holders of AEV from the Food Group decreased to ₱14 mn loss in 2022, compared to ₱2.0 bn income in 2021.

The Food and Nutrition segment, which consists of the flour, farms, meats, and trading divisions, recorded a net loss of ₱416 mn in 2022, 153% lower YoY. The decrease was primarily due to (i) the impact of the African Swine Fever to the farms division, (ii) lower income tax holiday incentives recognized by the farms division in 2022 compared to the previous year, (iii) weaker margins in the flour division, and (iv) higher foreign exchange losses due to the depreciation of the Peso impacting its US Dollar denominated payables from raw material purchases.

The Agribusiness segment, which consists of the regional animal nutrition businesses (feed, petfood, and specialty nutrition), reported a net loss of ₱78 mn in 2022, 107% lower YoY. The decrease was due to the recognition of unrealized foreign exchange losses from the devaluation of the Sri Lankan Rupee and goodwill impairment of the Sri Lanka and Thailand operations.

Real Estate

The contribution of AboitizLand and Lima Land to Net Income to Equity Holders of AEV in 2022, before elimination of transactions within the Group, amounted to ₱2.6 bn in 2022, which is flat YoY. The residential business had a significant increase in its revenue contribution YoY due to increased house construction activity, significant site development completion, and strong sales with spot cash payments, which offset the gains from asset monetization and fair valuation gains on investment properties in 2021.

Infrastructure

Before elimination of transactions within the Group, the Infrastructure Group recorded a contribution to Net Income to Equity Holders of AEV amounting to ₱144 mn loss in 2022, compared to ₱1.4 bn income in 2021. The decrease was mainly due to the lower contribution of the RCBM Group which amounted to a loss of ₱323 mn in 2022 compared to income of ₱1.6 bn in 2022. This was mainly due to weaker demand for cement caused by the pre-election construction ban and post-election transition, global commodity price increase of steel, other construction materials and higher input costs of fuel and electricity. RCBM also benefited from a one-time gain brought about by the CREATE Act which reduced its deferred tax liabilities in 2021.

CHANGES IN REGISTRANT'S RESOURCES, LIABILITIES AND SHAREHOLDERS' EQUITY

Assets

Consolidated assets (as of 31 December 2022 compared to 31 December 2021) increased by 10% to ₱807.8 bn, due to the following:

- Trade and other receivables (current and noncurrent) increased by 27% (₱61.6 bn as of 31 December 2022 compared to ₱48.4 bn as of 31 December, 2021) mainly due to higher receivables from customers of the Power, Food, and Real Estate Groups as a result of higher revenues.

- Inventories increased by 44% (₱46.2 bn as of 31 December 2022 compared to ₱32.0 bn as of 31 December 2021) mainly due to higher spare parts, supplies and fuel inventory of the Power Group, higher raw materials inventory of the Food Group, and higher real estate inventory.
- Investment Property increased by 18% (₱14.4 bn as of 31 December 2022 compared to ₱12.2 bn as of 31 December 2021) mainly due to improvements in land and ongoing construction in the properties for leasing operations, and upward fair valuation adjustments on investment properties.
- Investments in and Advances to Associates and Joint Ventures increased by ₱41.0 bn (₱195.9 bn as of 31 December 2022 compared to ₱154.8 bn as of 31 December 2021) mainly due to (i) ₱20.2 bn additional investment in UnionBank, (ii) ₱9.5 bn investment in GMCAC, (iii) ₱1.0 bn investment in other Associates, and (iv) the recording of ₱20.8 bn share in net earnings of Associates and Joint Ventures. This increase was partially reduced by the ₱5.1 bn other comprehensive losses and ₱5.3 bn dividends from Associates and Joint Ventures.
- Other Current Assets increased by 82% (₱46.3 bn as of 31 December 2022 compared to ₱25.4 bn as of 31 December 2021) primarily due to the increase in short-term cash deposits, insurance assets, restricted cash and prepaid expenses.
- Derivative Assets (net of Derivative liabilities, current and noncurrent) increased by 2191% (₱2.4 bn as of 31 December 2022 compared to ₱105 mn as of 31 December 2021) mainly due to the Power Group's hedging gains.
- Intangible Assets increased by 10% (₱78.4 bn as of 31 December 2021 compared to ₱74.3 bn as of 31 December 2021) mainly due to the forex revaluation of goodwill and additions to service concession rights relating to Apo Agua Bulk Water project, partly offset by amortization of existing assets.
- Other Noncurrent Assets increased by 123% (₱33.7 bn as of 31 December 2022 compared to ₱15.1 bn as of 31 December 2021) primarily due increase in exchangeable notes as part of the GMCAC purchase, financial assets at fair value through other comprehensive income (FVOCI), and advances to contractors and projects.

The above increases were offset by the 31% decrease in cash and cash equivalents (₱101.5 bn as of 31 December 2022 compared to ₱147.5 bn as of 31 December 2021) mainly due to the movement of cash to short-term cash deposits, investments in Associates, debt servicing, and dividend payments.

Liabilities

Total Liabilities (as of 31 December 2022 compared to 31 December 2021) increased by 12% to ₱455.8 bn due to the following:

- Bank loans increased by 28% (₱45.4 bn as of 31 December 2022 compared to ₱35.4 bn as of 31 December 2021) mainly due to short-term debt availments by the Power and Food Groups during 2022.
- Long-term debt, which includes both current and noncurrent portions, increased by 12% (₱303.5 bn as of 31 December 2022 compared to ₱271.7 bn as of 31 December 2021) mainly due to the following: (i) issuance of retail bonds by AEV and AboitizPower amounting to ₱30.0 bn, and (ii) ₱35.6 bn of loan availments by Subsidiaries. This was partly offset by the prepayment of US Dollar loan of AEV International and AboitizPower, and principal payments made on existing loans during 2022.
- Long-term obligation on Power Distribution System, which includes current and noncurrent portions, decreased by 12% (₱145 mn as of 31 December 2022 compared to ₱166 mn as of 31 December 2021) as regular annual payments were made.

- Lease liabilities, which includes current and noncurrent portions, decreased by 19% (₱27.9 bn as of 31 December 2022 compared to ₱34.3 bn as of 31 December 2021) due to TLI's payment on its obligation to PSALM during 2022.
- Trade and other payables, inclusive of noncurrent portion, increased by 29% (₱60.5 bn as of 31 December 2022 compared to ₱46.8 bn as of 31 December 2021) mainly due the increase of trade and fuel purchases in the Power Group.
- Income tax payable increased by 45%, from ₱382 mn as of 31 December 2021 to ₱556 mn as of 31 December 2022 mainly due to higher taxable income.
- Customers' deposits increased by 13%, from ₱7.4 bn as of 31 December 2021 to ₱8.3 bn as of 31 December 2022, mainly due to the Power Group's receipt of bill deposits from new customers.
- Deferred Income Tax Liabilities (net of Deferred income tax assets) increased by 253% (₱791 mn as of 31 December 2022 compared to ₱2.8 bn as of 31 December 2021) due to forex gains of AEV Parent.
- Pension Liabilities (net of Pension assets) increased by 35% (₱269 mn as of 31 December 2022 compared to ₱200 mn as of 31 December 2021) mainly due to actuarial gains.

Equity

Equity attributable to equity holders of the parent (as of 31 December 2022 compared to 31 December 2021) increased by ₱11.5 bn from ₱244.7 bn to ₱256.2 bn, due to the ₱24.8 bn net income recorded during the year.

These are partly offset by the following:

- ₱9.1 bn cash dividends paid during 2022, and
- ₱4.2 bn in cumulative translation adjustments and other comprehensive losses.

MATERIAL CHANGES IN LIQUIDITY AND CASH RESERVES OF REGISTRANT

For 2022, the Group continued to support its liquidity mainly from cash generated from operations, additional loans availed, dividends received from Associates and Joint Ventures

Compared to the cash inflow during 2021, consolidated cash generated from operating activities for 2022 decreased by ₱6.1 bn to ₱30.2 bn. The decrease was mainly due to higher working capital requirements partly offset by higher earnings before interest, depreciation and amortization.

As of 31 December 2022, ₱74.5 bn net cash was used in investing activities compared to ₱10.1 bn during 2021. For the current period, cash was used for the following: (i) ₱13.9 bn was invested in short-term cash deposits to maximize interest income, (ii) ₱30.7 bn was invested in Associates, (iii) ₱15.5 bn was used for the exchangeable notes issued and, (iv) ₱16.2 bn was spent for property, plant and equipment and investment properties.

Net cash used in financing activities was ₱4.4 bn for 2022 compared to ₱53.0 bn generated in 2021. This was largely attributed to higher dividends paid in 2022, compared to receipt of proceeds from the sale of non-controlling interest in AboitizPower to JERA during 2021.

For 2022, net cash outflows surpassed cash inflows, resulting in a 31% decrease in cash and cash equivalents from ₱147.5 bn as of year-end 2021 to ₱101.5 bn as of 31 December 2022.

FINANCIAL RATIOS

AEV's Current Ratio as of 31 December 2022 stood at 1.9x compared to end-2021's 2.3x as the increase in current liabilities outpaced the increase in current assets. Net Debt-to-Equity ratio

increased to 0.7:1 as of 31 December 2022 from year-end 2021's 0.6:1, as the rise in net debt was more than the growth in equity.

Item 7. Financial Statements

The audited consolidated financial statements of AEV will be incorporated herein by reference. The schedules listed in the accompanying Index to Supplementary Schedules will be filed as part of the Information Statement.

Item 8. Information on Independent Accountant and Other Related Matters

(A) External Audit Fees

The following table sets out the aggregate fees paid by the Company for each of the last two years for professional fees rendered by SGV:

Fee Type	Year ended 31 December 2024	Year ended 31 December 2023
Audit and Audit Related Fees		
Audit Fees	₱625,000.00	₱575,000.00
Audit-Related Fees	3,457,500.00	11,257,500.00
Total	₱4,082,500.00	₱11,832,500.00
Non-Audit Service Fees		
Other Assurance Fees	₱3,307,500.00-	₱3,480,935.00
Consultancy Fees	2,240,870.00	₱53,195.00
Total	₱5,548,370.00	₱3,534,130.00
Total Audit and Non-Audit Fees	₱9,630,870.00	₱15,366,630.00

The audit-related fees include assurance and services that are related to the review of AEV's financial statements pursuant to its bond issuances. In 2024, non-audit fees were incurred for services related to tax compliance, including the preparation of tax forms and transfer pricing documentation, as well as for a cybersecurity threat assessment engagement.

As a policy, the Board Audit Committee makes recommendations to the Board concerning the choice of external auditor and pre-approves audit plans, scope, and frequency before the audit is conducted.

Audit services of external auditors for the years 2024 and 2023 were pre-approved by the Board Audit Committee. The Committee had also reviewed the extent and nature of these services to ensure that the independence of the external auditors is preserved.

(B) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company has engaged the services of SGV during the two most recent fiscal years. There are no disagreements with SGV on accounting and financial disclosure.

PART III – CORPORATE GOVERNANCE

With just one year remaining before the Great Transformation 2025, AEV has made significant strides in defining and shaping its role as an active portfolio manager. Anchored in its vision to become the Philippines' first *techglomerate*, AEV continues to harness technology, innovation, and collaboration to drive progress and create meaningful impact for businesses and communities alike.

Guiding this Great Transformation is AEV's Board of Directors, whose unwavering commitment to sound corporate governance enables the Group to be agile, resilient, and future-ready. By upholding the highest standards of ethical leadership, transparency, and strategic oversight, the Board lays the foundation for AEV to navigate complexity, seize emerging opportunities, and deliver sustainable value for all stakeholders.

Notable accomplishments of the AEV Board for the year 2024 are as follows:

- Approved the Group Governance Guidelines to further clarify and define the role of AEV as a portfolio manager and its SBUs.
- Continued to assess the Aboitiz Group's short-term and long-term business strategies to operationalize and direct its growth aspirations towards its story of the Great Transformation.
- Reviewed and ensured the sufficiency of the internal controls system and enterprise risk management framework of AEV.
- Authorized and held AEV's Virtual Annual Stockholders' Meeting for the fifth consecutive year.
- Reviewed and approved the amendments to the Board and Committee Charters.
- Conducted monthly virtual learning sessions to comply with the SEC-mandated annual Corporate Governance Seminar and implement the Company's continuous learning program for the Company's directors and officers.

Stockholders Rights and Equitable Treatment

AEV is committed to upholding the fundamental rights of its stockholders by ensuring transparency, inclusivity, and fairness in its corporate governance framework. This commitment is reflected in policies and initiatives that empower all stockholders—regardless of the size of their holdings—to actively participate in decision-making processes, access material information, and receive equitable treatment in all aspects of their ownership.

Stockholders' Rights

Stockholders of AEV are entitled to the following key rights:

- *Right to Attend and Participate in Stockholders' Meetings* – Stockholders receive timely notices of annual and special stockholders' meetings, enabling them to participate in discussions, ask questions, and vote on corporate matters based on the one-share, one-vote policy.
- *Right to Vote* – Stockholders may vote in person, in absentia, or through proxy, ensuring their voices are heard in company affairs.
- *Right to Nominate and Elect Directors* – Shareholders may nominate and elect members of the Board, including via cumulative voting, and may also remove or replace directors when necessary.
- *Right to Access Corporate Records* – Stockholders may inspect corporate books and records, including financial statements, in accordance with relevant laws and regulations.
- *Right to Dividends* – Stockholders are entitled to receive dividends proportionate to their shareholdings, subject to applicable policies and regulatory requirements.
- *Right to Ratify Corporate Actions* – Shareholders may approve major corporate decisions, including amendments to governance policies, mergers, and acquisitions.
- *Right to be Informed* – Stockholders are provided with timely and comprehensive disclosures on the company's financial and operational performance, as well as material corporate actions that may affect their investments

Right to Actively Participate at Stockholders Meetings

AEV remains steadfast in its commitment to ensuring transparency, fairness, and inclusivity in its Annual and Special Stockholders' Meetings (ASMs). It upholds stockholders' rights by providing timely and accurate information, enabling them to make well-informed decisions.

To facilitate informed participation, AEV includes comprehensive financial, non-financial, and operational performance summaries of the Company, its Subsidiaries, and Associates in its Information Statements and Annual Reports. These essential documents are distributed ahead of ASMs and are readily accessible on the Company's website. Additionally, AEV ensures full disclosure by providing stockholders with Director profiles—covering both new and incumbent members—along with a summary of Board and Board Committee performance assessments, attendance records, compensation details, and key achievements for the year.

AEV enhances accessibility by publishing ASM notices in at least two widely circulated newspapers at least 21 days before the meeting. These notices include quick response (QR) codes linking directly to the Definitive Information Statements, ensuring seamless access to relevant materials. Furthermore, stockholders receive meeting notices at least 28 days in advance, outlining all agenda items for discussion. No new items are introduced during the meeting, and the notices explicitly state the rationale behind each agenda item, fostering transparency and accountability.

Recognizing the importance of convenience and inclusivity, AEV provides accessible platforms for stockholders to attend and participate in ASMs. In 2024, for the fifth consecutive year, AEV conducted a fully digital stockholders' meeting, allowing stockholders to cast their votes through remote communication or via an online voting portal at least a month before the scheduled meeting.

Stockholder engagement is further reinforced through an open forum during meetings, where stockholders can raise concerns, ask questions, and provide feedback on business matters via the ASM online portal or live interaction when time permits. There are no restrictions on communication between stockholders, Directors, or the Corporate Secretary, ensuring a free and open exchange of ideas.

AEV's commitment to transparency extends beyond the meeting itself. Meeting minutes—documenting key discussions, questions raised, responses provided, issues addressed, motions made, agreements reached, and voting results—are published on the Company's website under the Investor Relations page by the next working day. Additionally, all approved items are promptly disclosed to the Philippine Stock Exchange (PSE), the Philippine Dealing & Exchange Corp. (PDEX), and the Securities and Exchange Commission (SEC) by the following business day.

As part of its ongoing efforts to strengthen stockholder engagement, AEV has various communication channels through its Investor Relations Office and its external stock transfer service provider, Stock Transfer Service, Inc. This commitment underscores AEV's dedication to fostering an open, transparent, and participatory corporate governance framework.

For a more detailed discussion on the other rights of the stockholders of the Company, please refer to the 2024 Consolidated Annual and Sustainability Report, the 2024 Integrated Annual Corporate Governance Report (IACGR), and the Governance page of the AEV website, which will become available at www.aboitz.com on or before 30 May 2025.

BOARD MATTERS

Board of Directors

The Board plays a pivotal role in shaping and overseeing the Group's corporate governance framework. Operating independently from management, its members are dedicated to driving long-term success while ensuring the Group's sustained growth, competitiveness, and sustainability. As stewards of the Group's purpose, vision, and mission, the Directors actively define, assess, and refine strategies to achieve corporate

objectives. They ensure that the strategic direction of the Group’s businesses aligns with its overarching goals, particularly in realizing the **Great Transformation**.

In adherence to global best practices, the Board is also responsible for establishing and monitoring the Group’s commitment to Environmental, Social, and Governance (ESG) principles. This commitment underscores the Group’s dedication to responsible and sustainable business practices, ensuring its leadership in an evolving global landscape.

Individually and collectively, the members of the AEV Board are expected to uphold and embody the **Aboitiz core values**, fostering a culture of integrity, accountability, and transformative leadership in pursuit of the Group’s long-term aspirations.

In 2024, the AEV Board had three Independent Directors, five Non-Executive Directors, and one Executive Director. The Chairman of the AEV Board, Mr. Enrique M. Aboitiz, is a highly experienced Non-Executive Director. As a Non-Executive Director, he is not involved in the Company’s day-to-day operations, which enables him to focus on ensuring that the AEV Board properly discharges its duties and responsibilities. In 2024, the AEV Board appointed Mr. Cesar G. Romero as Lead Independent Director, a highly qualified professional who is familiar with the operations of AEV, and the industries it does business in.

The members of the AEV Board are the following:

ABOITIZ EQUITY VENTURES INC.’S BOARD OF DIRECTORS					
Director (Age, Nationality)	Designation /Directorship	Year First Elected	Tenure	Board and Committee Memberships and % of Attendance for 2024	Directorships in Other Listed Philippine Companies Outside the Aboitiz Group
ENRIQUE M. ABOITIZ 71 years old Filipino	Chairman of the Board (NED)	10 May 1999	25	(C) BOD (83%) (M) ExCom (n.a) (M) SGRPT (67%) (M) Cyber (67%)	None
MIKEL A. ABOITIZ 70 years old Filipino	Vice-Chairman (NED)	15 May 2017	7	(VC) BOD (89%) (M) ExCom (n.a)	None
ERRAMON I. ABOITIZ 68 years old Filipino	Director (NED)	9 May 1994	30	(M) BOD (100%) (C) Risk (100%) (M) ExCom (n.a) (M) AudCom (100%) (M) Cyber (100%)	None
SABIN M. ABOITIZ 60 years old Filipino	President and CEO (ED)	21 May 2018	6	(M) BOD (100%) (C) ExCom (n.a) (M) SGRPT (100%) (M) Risk (67%)	None
ANA MARIA A. DELGADO 44 years old Filipino	Director (NED)	11 December 2018	6	(M) BOD (94%) (M) AudCom (75%)	None
JUSTO A. ORTIZ 67 years old Filipino	Director (NED)	9 May 1994	27	(M) BOD (100%) (C) Cyber (100%) (M) ExCom (n.a)	None
CESAR G. ROMERO 59 years old Filipino	Lead Independent Director	25 April 2022	2	(M) BOD (100%) (C) AudCom (100%) (C) SGRPT (100%) (M) Risk (100%) (M) RPT (100%)	<ul style="list-style-type: none"> Robinsons Retail Holdings, Inc.
JOANNE G. DE ASIS 74 years old Filipino	Independent Director	26 April 2021	3	(M) BOD (94%) (C) RPT (100%) (M) AudCom (100%) (M) SGRPT (100%) (M) Risk (100%)	<ul style="list-style-type: none"> EasyCall Communications Philippines Inc. (ID) Del Monte Pacific Ltd.

				(M) Cyber (100%)	
PETER D. MAQUERA 62 years old Filipino	Independent Director	26 October 2023	1	(M) BOD (100%) (M) Cyber (100%) (M) AudCom (n.a.) (M) SGRPT (n.a.) (M) Risk (n.a.) (M) RPT (n.a.)	None

Legend: C- Chairman; VC – Vice Chairman; M – Member; –D - Independent Director; NED - Non-Executive Director; Ex - Executive Director; BOD - Board of Directors; SGRPT - Board Sustainability, Governance, and Related Party Transactions Committee; ExCom - Board Executive Committee; AudCom - Board Audit Committee; Risk - Board Risk and Reputation Management Committee; RPT - Board Related Party Transactions Committee; Cyber - Board Cyber and Information Security Committee

Board Performance

In 2024, the Chairman of the AEV Board led the conduct of the following performance review and assessment:

Type of Assessment	Respondents and Scope	Criteria
1. Director Self-Assessment <i>Completed: September 2024</i>	Respondents: Members of the Board Scope: Individual and the collective performance of the members of the Board and Board committees.	(1) compliance with best governance practices and principles; (2) participation and contribution to the Board and committee meetings; and (3) performance of their duties and responsibilities as provided in the company's Revised Manuals, Charters, Amended Articles, and Amended By-Laws.
2. Key Officers Evaluation <i>Completed: September 2024</i>	Respondents: Members of the Board Scope: Chairman of the Board, Chief Executive Officer, Internal Audit Head, Chief Risk Officer, Corporate Secretary, and Chief Compliance Officer	
3. Director Evaluation <i>Completed: September 2024</i>	Respondents: Executive Officers Scope: Members of the Board and Board Committees	(1) business acumen, (2) independent judgment, (3) familiarity with the business, (4) active participation and effective challenge, (5) professional expertise and network, (6) value contribution, (7) embodiment of Aboitiz core values, and (8) goodwill and reputation.
4. Board and Committee Charter Assessment <i>Completed: December 2024</i>	Respondents: Board and Committee Members	(1) Membership and composition, (2) duties and responsibilities, (3) conduct of meetings, (4) support and resources

In addition, the Corporate Governance Code requires that at least once in every three years, the conduct of the Board performance assessment must be supported by an independent third-party facilitator. AEV complied with this requirement in 2023 with the engagement of Complete Coherence, a leadership development and coaching company based in the United Kingdom. The results of the assessment, as well as the recommendations from Complete Coherence, were presented and discussed at the Board meeting on 12 December 2023.

Board Committees

The different Board committees - Audit, Environmental, Social, and Corporate Governance (now Sustainability, Governance and Related Party Transactions), Risk and Reputation Management, Executive Committee, and the Cyber and Information Security Committee - report regularly to the Board and are crucial in maintaining Board oversight in key management areas.

The mandate of each Board committee, including key accomplishments in 2024, are described below:

- a. The **Sustainability, Governance, and Related Party Transactions (SGRPT) Committee** plays a vital role in overseeing the Group’s commitment to sustainability, good governance, and transparency. In 2024, the AEV Board approved the integration of the Environmental, Social, and Corporate Governance (ESCG) Committee and the Related Party Transactions (RPT) Committee to streamline oversight and enhance governance efficiency. The SGRPT Committee ensures responsible environmental stewardship, meaningful social development, sound corporate governance, and fair related party transactions while also fulfilling the functions of the Nomination and Remuneration Committees. Supported by Ex-Officio Members from compliance, human resources, sustainability, and external relations, the Committee benefits from expert insights to align governance decisions with the Group’s strategic objectives. In 2024, the voting members of the Committee were composed of all the three (3) Independent Directors, one (1) Non-Executive Director who is the Chairman of the Board, and (1) Executive Director. The Chairman of the Committee is an Independent Director who is not a chairman of any other committee.

Key Areas of Focus in 2024

<p>Environmental and Social</p>	<ul style="list-style-type: none"> Updated the OneNewAboitiz Sustainability Playbook and monitored the progress of the Group-wide ESG Materiality Re-assessment. Completed the prefeasibility stage of the Aboitiz CarbonPH Project Ensured that the company’s ESG programs were implemented. Continued to monitor the implementation of the Group’s 10-year Aboitiz ESG Roadmap.
<p>Compliance</p>	<ul style="list-style-type: none"> Reviewed and monitored AEV’s compliance with new laws and regulations Reviewed and monitored the status of whistleblowing reports.
<p>Corporate Governance</p>	<ul style="list-style-type: none"> Approved the integration of the Board Related Party Transactions Committee into the Board Environmental, Social, and Corporate Governance Committee, and remaining the latter Board Sustainability, Governance, and Related Party Transactions Committee.
<p>Nomination and Compensation</p>	<ul style="list-style-type: none"> Ensured that the nomination, selection, election, remuneration, and assessment of each company’s directors and officers are aligned with the Revised Manual on Corporate Governance. Approved the final list of nominees for directors for election after reviewing all the qualifications as provided in the Amended By-Laws, Revised Manuals, and other relevant SEC rules. Reviewed the qualifications of all persons nominated to appointed positions by the Board. Reviewed and approved the 2023 Group-wide merit increase guidelines.
<p>Completion of RPT Certification</p>	<ul style="list-style-type: none"> Updated and monitored compliance with the submission of the RPT Certification by Directors and Key Officers of AEV to comply with relevant BIR regulations on the reporting guidelines for transactions of individuals and juridical entities with related parties Monitored the compliance of AEV with BIR’s reportorial requirements and SEC requirements
<p>Fairness of RPTs</p>	<ul style="list-style-type: none"> Continued to ensure that RPTs are on an arm’s length basis and within market rates, with sufficient documentation, and coursed through the appropriate levels of approval

- b. The **Board Audit Committee** serves as the Board’s representative in overseeing audit-related matters, ensuring transparency, accountability, and robust financial governance across the Group. Composed primarily of Independent Directors, including its Chairman, the Committee upholds objectivity and independent oversight. The Chief Financial Officer (CFO) and the Internal Audit Head, who functions as the Chief Audit Executive, regularly attend meetings as resource persons, providing critical insights into financial and audit matters. To reinforce its independence, the Committee holds executive sessions at the end of each meeting, convening without the presence of management to facilitate candid discussions and

strengthen oversight effectiveness. In 2024, the Committee was composed of all the three (3) Independent Directors and two (2) Non-Executive Directors. The Chairman of the Committee is the Lead Independent Director who is not a chairman of any other Board Committees.

Key Areas of Focus in 2024

Financial Reports	<ul style="list-style-type: none"> Reviewed, discussed, and approved for public disclosure the quarterly unaudited consolidated financial statements in 2024 Endorsed for approval by the full Board the 2023 annual audited financial statements of AEV, its Subsidiaries and Affiliates.
External Auditors	<ul style="list-style-type: none"> Reviewed the performance of SGV as AEV’s external auditor. Endorsed to the Board the appointment of SGV as AEV’s External Auditor for 2024. Reviewed and approved the overall scope and audit plan of SGV. Reviewed and approved the audit plan, fees, and terms of engagement, which covers audit and non-audit services provided by SGV.
Internal Auditors	<ul style="list-style-type: none"> Reviewed and approved the annual audit program for 2024 which also covers the adequacy of resources, qualifications and competency of the staff, and independence of the internal auditor. Confirmed that the internal audit function is executed effectively and internal auditors have conducted their responsibilities objectively and in an unbiased manner.
Committee Charter	<ul style="list-style-type: none"> Updated the Board Audit Committee and Internal Audit Charters to improve the Company’s control performance by having an adequate and effective internal control system

- c. The **Board Risk and Reputation Management Committee** provides oversight of the Company’s enterprise risk management and reputation management, including its corporate brands and communication strategies. The Committee ensures the establishment and maintenance of a robust risk management framework, supported by a strong governance structure that enables proactive risk identification, mitigation, and response. Through its oversight, the Committee reinforces the Company’s commitment to safeguarding its reputation, enhancing stakeholder trust, and aligning risk management practices with the Group’s strategic objectives. In 2024, the Risk and Reputation Management Committee of AEV was composed of all the three (3) Independent Directors, one (1) Executive Director, and one (1) Non-Executive director who is also the Chairman of the Committee. The Chairman on the Risk and Reputation Management Committee of AEV is not the Chairman of the Board or any other Board Committees.

Key Areas of Focus in 2024

Enterprise Risk Management	<ul style="list-style-type: none"> Reviewed and discussed AEV’s Mid Year and Year-End Top Risks report where Regulatory and Cyber risks respectively took the top spot. Portfolio Risk and Implementation Risk were introduced among the new top risks of AEV as it takes on a more active portfolio and investment management role.
Business Continuity	<ul style="list-style-type: none"> Updated the Business Continuity Policy to reflect the minimum guardrails for Strategic Business Units in light of the Group’s federalization. Monitored Business Continuity Plan Testing of Aboitiz businesses.
Risk Finance	<ul style="list-style-type: none"> Reviewed proposed structure and utilization of AEV’s captive insurance vehicle.
Reputation	<ul style="list-style-type: none"> Updated the committee on the annual reputation management plans, result of brand and reputation surveys of the company. Discussed the Reputation Strategy & ESG Synergy framework.

- d. The **Executive Committee** supports the Board in overseeing the Company’s day-to-day operations, ensuring agility in management, strategic decision-making, and adherence to governance policies, particularly during the intervals between Board meetings. The Committee provides a mechanism for swift

and effective decision-making when necessary. However, as the Board convened monthly in 2024, there was no need for Executive Committee meetings during the year.

- e. The **Board Information Security and Cybersecurity Committee** provides strategic direction and oversight in establishing a comprehensive governance framework for information security and cybersecurity across the Company and its strategic business units. This includes ensuring the implementation of robust processes, policies, controls, and management systems to safeguard digital assets, mitigate cyber risks, and uphold the integrity and resilience of the Company’s information infrastructure. In 2024, the

Key Areas of Focus in 2024

Cybersecurity Manual and Committee Charter	<ul style="list-style-type: none"> Reviewed and amended the Committee Charter.
Organizational	<ul style="list-style-type: none"> Updated the membership to include the Chairman of the Board Risk and Reputation Management Committee as a permanent voting member.
Cybersecurity Strategy	<ul style="list-style-type: none"> Approved the Guidelines for Federalization of Cybersecurity Management Authorized the CISO Council, in collaboration with the Risk Management Committee to develop guidelines on vendor selection to share best practices across the Aboitiz Group.
Cybersecurity Risks	<ul style="list-style-type: none"> Reviewed the Cyber Risk Management Framework.

For a more detailed discussion on the AEV Board and Board Committees matters, please refer to the 2024 Annual Integrated Report Report, the 2024 IACGR, and the Governance page of the AEV website, which will become available at www.aboitiz.com on or before 30 May 2025.

GOVERNANCE PRACTICES

Compliance with Governance Policies

AEV has a Revised Manual and a Code of Ethics and Business Conduct (“Code of Ethics”) to guide the attainment of its corporate goals and the implementation of its strategies. The Revised Manual is generally aligned to the principles and recommendations laid down by the SEC under the Corporate Governance Code for Publicly-Listed Companies to further strengthen the Company’s corporate governance practices. The Board regularly reviews the Revised Manual to ensure that the same remains relevant and responsive to the needs of the organization. Any amendments to the Revised Manual are promptly submitted to the SEC for confirmation and approval.

The Revised Manual is supported by various company policies that are regularly reviewed and issued by the Board including the Code of Ethics. AEV ensures that its Code of Ethics is cascaded to new team members as part of their onboarding processes. Team members are also required to review the Code of Ethics and to sign an affirmation that they have read and understood the same. In order to support this annual exercise, an e-learning module on the Group’s Code of Ethics was developed and is rolled out every year. As part of the Group’s commitments in the Code of Ethics, all team members are expected to act professionally, fairly, and with integrity in all of their business dealings, and to comply with all applicable laws and regulations, including those against bribery and corruption.

The Chief Compliance Officer, together with the Human Resources Department, regularly monitors and evaluates compliance by the Board, management, and employees with the Revised Manual, the Code of Ethics, other company policies, and existing laws and regulations. The Chief Compliance Officer also ensures the implementation of AEV’s policy against conflicts of interests and the misuse of confidential and proprietary information throughout the organization.

The Chief Compliance Officer regularly reports the Company’s compliance status with existing laws and regulations, as well as the Board’s, management’s and employees’ compliance with internal governance policies to the Board SGRPT Committee.

In addition, the Company has a Whistleblowing Policy to support the implementation of the Revised Manual and the Code of Ethics. Through this policy, allegations of violations of the Revised Manual, the Code of Ethics, or of other illegal conduct can be reported through a whistleblowing portal that is managed by an independent third party. Matters reported through the whistleblowing platform are discussed by the Board SGRPT Committee and, if necessary, escalated to the entire Board.

There are no major deviations from the Revised Manual and other governance-related policies as of the date of this report. There were also no corruption-related incidents reported in 2024.

For a full discussion on the Company's corporate governance initiatives, please refer to the 2024 Annual Integrated Report, the 2024 IACGR, and the Governance page of the AEV website, which will become available at www.aboitiz.com on or before 30 May 2025.

DISCLOSURE AND TRANSPARENCY

Pursuant to its commitment to transparency and accountability, AEV's website, www.aboitiz.com has its own dedicated corporate governance webpage which serves as a resource center and library for its stakeholders. AEV also publishes a consolidated Annual and Sustainability Report and IACGR on its website at www.aboitiz.com.

ANNEX "A"

EXPLANATION OF AGENDA ITEMS (including Agenda Items requiring Stockholders' Approval)

ITEM NO. 1: The Chairman will formally open the meeting at approximately 11:00 A.M.

ITEM NO. 2: **Proof of Notice of Meeting and Determination of Quorum**

RATIONALE: *To inform the stockholders that notice requirements for the 2025 Annual Stockholders' Meeting ("2025 ASM") have been complied with in accordance with the Company's Amended By-Laws and the Revised Corporation Code of the Philippines, and that quorum exists for the transaction of business.*

The Corporate Secretary will certify the date when notices for the 2025 ASM were sent out to the stockholders of record, including the dates of publication and the newspapers where the notice was published. The Corporate Secretary will also certify to the existence of a quorum, as verified and confirmed by Luis Cañete & Co., an independent auditing firm. Stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Voting shall be through proxy or remote communication or *in absentia*. Pursuant to Section 4, 5 and 6 of the Company's Amended By-Laws and Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or *in absentia*, stockholders may access the link: <https://aboitiz.com/2025asm/> (the "ASM Portal"), to register and vote on the matters at the meeting beginning on 28 March 2025. A stockholder voting *in absentia* shall be deemed present for the purpose of quorum.

Votes may be cast by registered stockholders until 08:00 a.m. of 28 April 2025, which will be tabulated and presented during the 2025 ASM. Stockholders may still vote after the cut-off time, and the final total votes received through proxy and through the ASM Portal will be included in the minutes of the 2025 ASM.

The following are the rules of conduct and procedures for voting and participation in the meeting through remote communication:

1. Stockholders may register and vote at the Company's ASM Portal beginning 28 March 2025 until 08:00 a.m. on 28 April 2025. Only stockholders as of the record date who registered before the cut-off time will be counted for quorum purposes.
2. Votes cast by registered stockholders until 08:00 a.m. of 28 April 2025 will be tabulated and presented during the 2025 ASM. Stockholders may still vote after the cut-off time, and the final total votes received through proxy and through the ASM Portal will be included in the minutes of the 2025 ASM.
3. The conduct of the 2025 ASM will be livestreamed and registered stockholders may participate through the Company's ASM Portal.
4. Stockholders may send in their remarks or questions in advance, or during the meeting, through the ASM Portal. The moderator shall read out the remarks or questions, and direct them to the relevant director or officer.
5. Each of the proposed resolutions for approval will be shown on screen at the time they are being taken up at the meeting.
6. All votes received within the cut-off shall be tabulated by the Office of the Corporate Secretary and the results shall be validated by Luis Cañete & Company, an independent auditing firm.

7. The Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for all items for approval, as of the cut-off time, will be flashed on the screen.

ITEM NO. 3: Reading and Approval of the Minutes of the Annual Stockholders' Meeting held on 22 April 2024

RATIONALE: To allow the stockholders to confirm that the proceedings during the ASM were recorded accurately and truthfully.

The minutes of the stockholders' meetings held on 22 April 2024 was posted at AEV's website, www.aboitiz.com, on 23 April 2024. Copies of the minutes will also be part of the Information Statement provided to the stockholders.

A resolution approving the minutes of the Annual Stockholders Meeting held on 22 April 2024 will be presented to the stockholders for approval.

ITEM NO. 4: Presentation of the President's Report.

RATIONALE: To apprise the stockholders of the Company's operating performance, financial condition and outlook.

The Company's President and Chief Executive Officer, Mr. Sabin M. Aboitiz, shall deliver a report to the stockholders on the 2024 operating and financial performance of the Company, as well as its outlook for 2025.

ITEM NO. 5: Approval of the 2024 Annual Report and Financial Statements.

RATIONALE: To present to the stockholders the results of the Company's operations in 2024, in accordance with Section 74 of the Revised Corporation Code.

The Company's audited financial statements as of 31 December 2024 will be integrated and made part of the Company's Information Statement that will be sent to the stockholders at least 15 business days prior to the 2025 ASM. The Information Statement and the Company's 2024 Annual Report will be posted on the Company's website at www.aboitiz.com.

A resolution approving the 2024 Annual Report and Audited Financial Statements shall be presented to the stockholders for approval.

ITEM NO. 6: Appointment of the Company's External Auditor for 2025.

RATIONALE: To appoint an auditing firm which can best provide assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls. The Board Audit Committee and the Board of Directors will endorse an external auditor for 2025 for the stockholders to appoint.

The Company's Board Audit Committee endorsed, and the Board of Directors approved for the stockholders' consideration the election of Sycip Gorres Velayo & Co. (SGV) as the Company's external auditor for 2025.

The accounting firm of SGV has been AEV's Independent Public Accountant for the last 30 years. Ms. Jhoanna Feliza C. Go is AEV's audit partner from SGV since 2022. Ms. Go replaced Ms. Maria Veronica R. Pore who previously served as AEV's audit partner from 2017 to 2021. AEV complies with the requirements of Section 3(b) (ix) of SRC Rule 68 on the rotation of external auditors or signing partners and the two-year cooling-off period.

There was no event in the past 30 years wherein AEV and SGV or its handling partner had any disagreement regarding any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedures.

A resolution for the appointment of the Company's external auditor for 2025, and ratifying the fees shall be presented to the stockholders for approval.

ITEM NO. 7: Election of the Members of the Board of Directors.

RATIONALE: *To allow stockholders to elect the Company's Board of Directors in accordance with Section 24 of the Revised Corporation Code and the Company's Amended By-Laws.*

Under the Amended Guidelines for the Nomination and Election of Independent Directors, the period for nominations for Independent Directors started on 1 January 2025 and the table of nominations closed on 15 February 2025, unless the Board Sustainability, Governance, and Related Party Transactions (SGRPT) Committee, acting as the Nominations Committee, unanimously agrees to extend the deadline for meritorious reasons. The stockholders who nominated the Independent and other Directors are disclosed in the Company's Information Statements. The Board SGRPT Committee assesses and evaluates the nominees before submitting the final list of qualified nominees to the stockholders for approval. The profiles of all the nominees are (i) disclosed to the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE), and the Philippine Dealing Exchange (PDEX), (ii) included in the Company's Information Statements, and (iii) uploaded in the Company's website for examination by the stockholders.

Article 6 of the Company's Amended Articles of Incorporation provides that the number of directors of AEV shall be nine who are to serve until their successors are elected and qualified as provided in the Company's Amended By-Laws.

To vote, a stockholder may distribute his shares for as many nominees as there are directors to be elected, or he may cumulate his shares and give one candidate as many votes as the number of directors to be elected, provided that the total number of votes cast does not exceed his shares in the Company. The nine nominees receiving the highest number of votes will be declared elected as directors of the Company.

ITEM NO. 8: Approval of the Amendment of Articles of Incorporation to Change the Company's Principal Place of Business

RATIONALE: *At its meeting on 28 January 2025, the Board of Directors approved to amend Article III of the Company's Articles of Incorporation to reflect the change in its principal place of business to its future corporate headquarters in Makati City, as read below:*

THIRD : That the place where the principal office of the corporation is to be established or located is at **Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines.**

A resolution approving the proposed amendment to Article Third of the Company's Articles of Incorporation shall be presented for the approval of stockholders representing at least two-thirds of the outstanding capital stock.

ITEM NO. 9: Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 22 April 2024 up to 27 April 2025.

RATIONALE: *The acts and resolutions of the Board of Directors, Corporate Officers and Management to be ratified were those taken and adopted during the period since the conclusion of the Company's 2024 ASM last 22 April 2024 until 27 April 2025. These included the approval of contracts and agreements and other transactions in the ordinary course of business. A*

summary of these acts and resolutions are enumerated in the Information Statement. The Company also regularly discloses material transactions approved by the Board of Directors. These disclosures are available for viewing and download at the Company's website at www.aboitiz.com.

A resolution ratifying the acts and proceedings of the Board of Directors, Corporate Officers and Management will be presented to the stockholders for approval.

ITEM NO. 9.1: Ratification of the authority to amend the By-Laws to Change the Company's Principal Place of Business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations.

RATIONALE: Pursuant to the Board's delegated power under Article VII of the Amended By-Laws to amend, repeal, or alter in whole or in part, the Company's By-Laws, or adopt new By-Laws, the Board of Directors, in its regular Board Meeting held on 28 January 2025, approved to amend Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6 of the Company's By-Laws to reflect the change in its principal place of business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations. The AEV Board also authorized the Corporate Secretary to make editorial clean ups on the Company's By-Laws.

As amended and upon approval by the SEC, Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6 of the Company's By-Laws will read as follows:

ARTICLE I

SECTION I Annual Meeting - The annual meeting of the stockholders shall be held, if practicable, at the principal office of the Company at **Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines**, or in lieu thereof at any location within Metro Manila that the Board of Directors may approve, and at a time to be announced by the Board of Directors on the day which is the 4th MONDAY OF APRIL of each year; provided that if such day is a legal holiday, the annual meeting of the stockholders shall be held on the next succeeding business day.

XXXX

SECTION 3. Notices – Notice of time and place of annual or special meetings of the stockholders shall be given personally, by mail addressed to each stockholder of record at the address left by such stockholder with the Corporate Secretary of the Corporation or at his last known address, by telefacsimile, electronic mail, publication in a newspaper of general circulation, **or any other manner as the Securities and Exchange Commission shall allow under its rules and regulations**, at least **twenty one (21)** days before the date set for such meetings; Provided, however, that in the case of special meetings, notice shall be given at least **one (1) week** before the said meeting and shall state the object or objects of the same. **For this purpose, the Corporate Secretary may require stockholders to provide their updated electronic mail (e-mail) address through which notices from the Corporation may be sent.**

XXXX

SECTION 8. Minutes – Minutes of all meetings of the stockholders shall be kept and preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law or **rules and**

regulations as may be issued by the Securities and Exchange Commission from time to time.

XXXX

ARTICLE II

SECTION 1. Qualification and Election –

XXXX

Nominations for election of members of the Board of Directors by stockholders **shall be accepted starting January 1 of the year in which such nominee is to serve. Nominations shall be closed by February 15 of the same year,** except as may be provided by the Board of Directors in appropriate guidelines that it may promulgate from time to time in compliance with law.

XXXX

SECTION 2. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser. The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, **and circulars and guidelines that the Securities and Exchange Commission may issue from time to time.**

XXXX

SECTION 4. Meetings – The Board of Directors shall hold a meeting, for organization and for the election of officers, immediately after their election, of which meeting no notice is required. Thereafter, the Board of Directors shall hold regular meetings at **such frequency and dates as the Board may determine in its discretion.**

Special meetings of the Board of Directors may be called by the Chairman or the President or on the written request of two (2) directors on **two (2)** day's prior notice to each director personally, in writing, by telefacsimile **or** electronic media, and such meeting may be held any place within the Philippines.

XXXX

SECTION 6. Loss or Destruction of Certificates – The Board of Directors may direct a new certificate of stock to be issued in place of any certificate alleged to have been lost, **stolen,** or destroyed. The Board of Directors authorizing such issue of a new certificate, may, in its discretion, require the owner of the stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board as to ownership of the stock alleged to have been lost, **stolen,** or destroyed, and the facts which supported its loss or destruction.

The Board of Directors may also require him to give notice of such loss, **theft,** or destruction by publication or otherwise, as it may direct, and cause the delivery to the Corporation of a bond with or without sureties in such sum as it may direct, indemnifying the Corporation from any claims that may be made against it by reason of the issue of such new certificate. **If a contest has been presented to the Corporation or if an action is pending in court regarding the**

ownership of the certificate of stock which has been alleged lost, stolen, or destroyed, the Corporation may refuse to issue a new certificate of stock until the court renders a final decision regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed.

Except in case of fraud, bad faith, or negligence on the part of the Corporation and its officers, no action may be brought against the Corporation which shall have issued a certificate of stock in lieu of those lost, stolen or destroyed pursuant to the procedure set forth above.

Given that the Company's stockholders have already delegated to the members of the Board of Directors the authority to amend the By-Laws, the amendments to the By-Laws will become effective upon the approval by SEC.

ITEM NO. 10: Other Business

The Chairman will open the floor for comments or queries by the stockholders. Stockholders are given the opportunity to address the members of the Board, ask questions, and raise matters which may be properly taken up during the 2025 ASM.

---end---

ANNEX “B-1” – Certification of Independent Directors – Cesar G. Romero

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **CESAR G. ROMERO**, Filipino, of legal age, with business address at 314 Madrigal Avenue, Ayala Alabang Village, Muntinlupa City, Philippines, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Aboitiz Equity Ventures Inc. (“AEV”).
2. I am currently affiliated with the following publicly listed companies:

Company/Organization	Position/Relationship	Period of Service
Independent Director	Aboitiz Power Corporation	2022 to present
Independent Director	Robinson Retail Holdings, Inc.	2022 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AEV, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of AEV and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. No conflict of interest exists between my being an Independent Director of AEV and my other affiliations as defined and stated in the AEV Guidelines for the constitution of the Nomination Committee (now referred to as “Board Sustainability, Governance, and Related Party Transactions Committee”) and the nomination and election of the independent directors.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of AEV of any changes in the abovementioned information within five (5) days from its occurrence.

[Signature page follows]

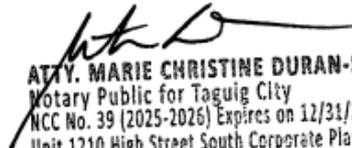
Done, this February 18, 2025 at Taguig City.



CESAR G. ROMERO
Affiant

SUBSCRIBED AND SWORN to before me this February 18, 2025 at Taguig City. Affiant, who is personally known to me, personally appeared before me and exhibited to me his Philippine Passport No. P8923979B issued at DFA MANILA on February 11, 2022.

Doc. No. 493;
Page No. 49;
Book No. XIV;
Series of 2025.



ATTY. MARIE CHRISTINE DURAN-SCHULZE
Notary Public for Taguig City
NCC No. 39 (2025-2026) Expires on 12/31/2026
Unit 1210 High Street South Corporate Plaza Tower 2
26th St. Bonifacio Global City, Taguig City
Roll No. 56901; LM IBP No. 09170; 15 April 2009; RSM
PTR No. A-6396381; 01/02/2025; Taguig City
MCLE No. VIII-0008154 valid until 04/14/2028

ANNEX “B-2” – Certification of Independent Directors – Joanne G. De Asis

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **JOANNE G. DE ASIS**, Filipino, of legal age and a resident of Regent Parkway, 21st Drive, Bonifacio Global City, Taguig City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Aboitiz Equity Ventures Inc (AEV) and have been its independent director since April 26, 2021.
2. I am currently affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Del Monte Pacific Ltd.	Independent Director	2024 to present
Morgan Stanley & Co.	Senior Adviser	2010 to present
Globe Capital Partners LLC	Founder and Chairman	1998 to present
Easycall Communications Philippines, Inc.	Independent Director	2017 to present
Anneberg Foundation Trust at Sunnylands, U.S.A	Advisory Board Member	2011 to present
The International Institute for Strategic Studies	Advisory Council Member	2012 to present
APEC Business Advisory Council	Advisor	2017 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AEV, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of AEV and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. No conflict of interest exists between my being an Independent Director of AEV and my other affiliations as defined and stated in the AEV Guidelines for the constitution of the Nomination Committee (now referred to as “Board Sustainability, Governance, and Related Party Transactions Committee”) and the nomination and election of the independent directors.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of AEV of any changes in the abovementioned information within five (5) days from its occurrence.

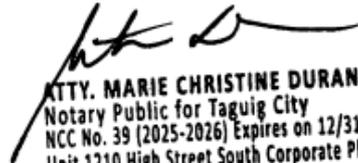
[Signature page follows]

Done, this February 18, 2025 at Taguig City, Philippines.


JOANNE G. DE ASIS
Affiant

SUBSCRIBED AND SWORN to before me this February 18, 2025 at Taguig City. Affiant, who is personally known to me, personally appeared before me and exhibited to me her Philippine Passport No. P7043286B issued at DFA MANILA on June 24, 2021.

Doc. No. 485;
Page No. 18;
Book No. XIX;
Series of 2025.


ATTY. MARIE CHRISTINE DURAN-SCHULZE
Notary Public for Taguig City
NCC No. 39 (2025-2026) Expires on 12/31/2026
Unit 1210 High Street South Corporate Plaza Tower 2
26th St. Bonifacio Global City, Taguig City
Roll No. 56901; LM IBP No. 08178; 15 April 2009; RSM
PTR No. A-6396381; 01/02/2025; Taguig City
MCLE No. VIII-0008154 valid until 04/14/2028

ANNEX “B-3” – Certification of Independent Directors – Peter D. Maquera

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **PETER D. MAQUERA**, Filipino, of legal age, with business address at Kirov Tower Proscenium, JP Rizal corner Estrella Sts., Makati City, Metro Manila, 1211, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Aboitiz Equity Ventures Inc. (“AEV”).
2. I am currently affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Microsoft Philippines	President and CEO	2022 to present
Makati Business Club	Board Member	2023 to present
American Chamber of Commerce	Board Member	2023 to present
Advanced Nutritional Technologies, Ltd.	Board Member	2013 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AEV, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of AEV and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. No conflict of interest exists between my being an Independent Director of AEV and my other affiliations as defined and stated in the AEV Guidelines for the constitution of the Nomination Committee (now referred to as “Board Sustainability, Governance, and Related Party Transactions Committee”) and the nomination and election of the independent directors.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of AEV of any changes in the abovementioned information within five (5) days from its occurrence.

[Signature page follows]

Done, this February 18, 2025 at Taguig City.


PETER D. MAQUERA
Affiant

SUBSCRIBED AND SWORN to before me this February 18, 2025 at Taguig City Affiant, who is personally known to me, personally appeared before me and exhibited to me his Philippine Driver's License No. X01-03-000054 issued on April 6, 2022. *Valid Until 04-27-2032*

Doc. No. 467;
Page No. 11;
Book No. XIX;
Series of 2025.


ATTY. MARIE CHRISTINE DURAN-SCHULZE
Notary Public for Taguig City
NCC No. 39 (2025-2026) Expires on 12/31/2026
Unit 1210 High Street South Corporate Plaza Tower 2
26th St. Bonifacio Global City, Taguig City
Roll No. 56901; LM IBP No. 08178; 15 April 2009; RSM
PTR No. A-6396381; 01/02/2025; Taguig City
MCLE No. VIII-0008154 valid until 04/14/2028

ANNEX “C”

SUMMARY OF THE MINUTES OF THE 2024 ANNUAL STOCKHOLDERS’ MEETING (2024 ASM)

By the authority granted to him unanimously by the Company’s Board of Directors, Mr. Sabin M. Aboitiz, President and CEO, called the meeting to order on 22 April 2024 at 11:00 a.m. and presided over the same. The Corporate Secretary, Ms. Connie G. Chu, recorded the minutes of the meeting. The Corporate Secretary certified that notices for the 2024 ASM of Aboitiz Equity Ventures Inc. were distributed to stockholders as follows: (i) disclosed to the Securities and Exchange Commission (SEC), Philippine Stock Exchange (PSE), and Philippine Depository & Trust Corporation (PDTC) (ii) uploaded on the Company’s website, (iii) published in the business section of the Manila Times and Philippine Star on 26 and 27 March 2024, (iv) sent to stockholders electronically and through private courier on 26 March 2024, and (v) broadcasted through the PDTC platform for the stockholders under PCD/Broker accounts. As an additional measure, a Quick Response (QR) code of the company’s Definitive Information Statement was also published in the business section of the Manila Times and Philippine Star, both online and print format, for two consecutive days on 26 and 27 March 2024.

The Corporate Secretary certified that the Notice and Agenda were sent out at least 49 days prior to the ASM, exceeding the period set by the relevant provisions of the Revised Corporation Code and SEC regulations. The Notice informed the stockholders that the Company would not conduct a physical annual stockholders meeting. Instead, the 2024 ASM will be streamed live from the Company’s principal address in Taguig City. Stockholders were also notified that if they wish to cast their votes, they may vote through Proxy or in absentia through the ASM Portal. The Stockholders were also informed of the rationale for each Agenda Item that will be put to a vote during the 2024 ASM. Lastly, CGC also informed the stockholders attending the meeting that they could still cast their votes online until the adjournment of the meeting.

The Corporate Secretary certified to the existence of a quorum, there being a total of Four Billion Seven Hundred Seventy Million Eight Hundred Seven Thousand Two Hundred Sixty One (4,770,807,261) shares represented by proxy, Two Million Nine Hundred Three Thousand Five Hundred Forty Two (2,903,542) shares attending through remote communication (via livestream) or in Absentia, or a total of Four Billion Seven Hundred Seventy Three Million Seven Hundred Ten Thousand Eight Hundred Three (4,773,710,803) shares entitled to vote. The shares constituted 85.14% of the Company’s total outstanding shares of Five Billion Six Hundred Seven Million One Hundred Two Thousand Nine Hundred Fifty Seven (5,607,102,957) entitled to vote, which is more than a two-thirds of the Company’s total outstanding shares entitled to vote. The Corporate Secretary informed the stockholders that the Company engaged the services of the accounting firm Luis Cañete & Company as its Board of Election Inspectors to verify, canvass, and validate the shareholder’s vote for the Company’s 2024 ASM.

There were 52 viewers of the live webcast of the 2025 ASM through the Company’s ASM Platform, https://bit.ly/AEV_ASM2024.

Upon motion duly made and seconded, the minutes of the previous Annual Stockholders’ Meeting last 24 April 2023 was approved.

The body passed the following resolutions:

1. Approval of the 2023 Annual Report and Audited Financial Statements
2. Appointment of the Company’s External Auditor for 2024
3. Election of the Members of the Board of Directors
4. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 21 April 2023 up to 21 April 2024

After the approval of the proposed resolutions and the questions from the body were asked and answered, the meeting was duly adjourned.

A Copy of the Minutes of the 2024 ASM is also available at the Company’s website at: <https://abotiz.com/investor-relations/stockholder-meeting/annual-stockholder/8942f2be-f471-4be7-9446-9eb03a5e1240>



ABOITIZ EQUITY VENTURES INC.
Annual Stockholders Meeting
 1100H to 1200H, April 22, 2024

live from NAC Tower, 32nd Street, BGC, Taguig City, 1634 Philippines
 through a secure video conference facility at:
https://bit.ly/AEV_ASM2024

DRAFT

*Subject for Approval in the 2025 Annual
 Stockholders' Meeting*

Total No. of Shares Outstanding	5,607,102,957
Stockholders Represented by Proxy*	4,770,807,261
Percentage of Shares of Stockholders represented by Proxy	85.09%
Total No. of Shares of Stockholders present through Remote Participation (Livestream) or <i>in Absentia</i>	2,903,542
Percentage of Shares of Stockholders present through Remote Participation (Livestream) or <i>in Absentia</i>	0.05%
Total No. of Shares of Stockholders Represented by Proxy, Present through Remote Communication (Livestream) or <i>in Absentia</i>	4,773,710,803
Percentage of Shares of Stockholders Represented by Proxy, Present through Remote Communication (Livestream), and by Voting <i>in Absentia</i>	85.14%

Total No. of Shares Not Represented	833,392,154
Percentage of Shares Not Represented	14.86%

*Shares represented by proxies exclude those represented by proxies that are submitted beyond the deadline of April 15, 2024

Name	Designation
Enrique M. Aboitiz	<i>Chairman, Board of Directors/ Member, Board Sustainability, Governance and Related Party Transactions (SGRPT) Committee / Member, Board Executive Committee/ Member, Board Cyber and Information Security Committee</i>
Mikel A. Aboitiz	<i>Vice Chairman, Board of Directors/ Member, Board Executive Committee</i>
Erramon I. Aboitiz	<i>Chairman, Board Risk and Reputation Management Committee / Member, Board Executive Committee/ Member, Board Audit Committee/ Board Cyber and Information Security Committee</i>
Sabin M. Aboitiz	<i>President and Chief Executive Officer/ Chairman, Board Executive Committee/ Member, Board Risk and Reputation Management Committee/ Member, Board SGRPT Committee</i>
Ana Maria A. Delgado	<i>Member, Board Audit Committee</i>
Justo A. Ortiz	<i>Chairman, Board Cyber and Information Security Committee/ Member, Board Executive Committee</i>
Cesar G. Romero	<i>Lead Independent Director/ Chairman, Board Audit Committee / Member, Board SGRPT/ Member, Board Risk and Reputation Management Committee</i>
Joanne G. De Asis	<i>Independent Director/ Chairman, Board SGRPT Committee/ Member, Board Audit Committee/ Member, Board Risk and Reputation Management Committee/ Member, Board Cyber and Information Security Committee</i>

Peter D. Maquera	<i>Independent Director/ Member, Board SGRPT Committee/ Member, Board Risk and Reputation Management Committee/ Member, Board Audit Committee/ Member, Board Cyber and Information Security Committee</i>
------------------	---

The list of Company officers present and other attendees during the meeting is attached as **Annex "A"**.

Before the official start of the meeting, Ms. Jacqui De Jesus, the Company's Investor Relations Officer, read the House Rules and Procedures for Voting for the 2024 Annual Stockholders Meeting (ASM), as follows:

1. Only Stockholders who registered through the Company's ASM Portal at (aboitiz.com/2024asm) (the "ASM Portal") may participate and vote in the ASM;
2. For proper order, the moderator will read out questions and comments received before the cut-off during the question-and-answer (Q&A) session scheduled at the end of the meeting. Questions that were not taken up during the meeting may be directed to the Company representatives whose details were flashed on the screen;
3. For transparency, the language of the proposed resolutions and the number of votes received for each agenda item will be shown on the screen;
4. Voting in *absentia* through the ASM Portal will remain open until the meeting is adjourned. Votes received through proxy and votes cast through the voting portal as of 8:00 am on April 22, 2024, will be shown on the screen for each agenda item, as verified by the Board of Election Inspectors;
5. The final voting results will be reflected in the minutes of this meeting, which will be posted on the Company's website on April 23, 2024; and
6. The proceedings of the 2024 ASM will be recorded.

I. CALL TO ORDER

Mr. Sabin M. Aboitiz (SMA), the Company's President and Chief Executive Officer, acted as the Chairman of the 2024 ASM (the "Chairman") pursuant to the authority granted by the Board of Directors. The Corporate Secretary, Ms. Connie G. Chu (CGC), recorded the minutes of the meeting.

II. PROOF OF NOTICE OF MEETING

The Corporate Secretary certified that notices for the 2024 ASM were distributed to stockholders as follows: (i) disclosed to the Securities and Exchange Commission (SEC), Philippine Stock Exchange (PSE), and Philippine Depository & Trust Corporation (PDTC) on March 5, 2024 (ii) uploaded on the Company's website on March 5, 2024, (iii) published in the business section of the Manila Times and Philippine Star, both online and print format, for two consecutive days on March 26 and 27, 2024, (iv) sent to stockholders electronically beginning March 26, 2024, and (v) broadcasted through the PDTC platform for the stockholders under PCD/Broker accounts. As an additional measure, a Quick Response (QR) code of the company's Definitive Information Statement was also published in the business section of the Manila Times and Philippine Star, both online and print format, for two consecutive days on March 26 and 27, 2024.

The Corporate Secretary certified that the Notice and Agenda were sent out at least 49 days prior to the ASM, exceeding the period set by the relevant provisions of the Revised Corporation Code and SEC regulations. The Notice informed the stockholders that the Company would not conduct a physical annual stockholders meeting. Instead, the 2024 ASM will be streamed live from the Company's principal address in Taguig City. Stockholders were also notified that if they wish to cast their votes, they may vote through Proxy or *in absentia* through the ASM Portal. The Stockholders were also informed of the rationale for each Agenda Item that will be put to a vote during the 2024 ASM. Lastly, CGC also informed the stockholders attending the meeting that they could still cast their votes online until the adjournment of the meeting.

III. DETERMINATION OF QUORUM

Upon the Chairman's request, the Corporate Secretary certified that, as of 08:00 A.M., there was a quorum to conduct business, there being a total of Four Billion Seven Hundred Seventy Million Eight Hundred Seven Thousand Two Hundred Sixty One (4,770,807,261) shares represented by proxy, Two Million Nine Hundred Three Thousand Five Hundred Forty Two (2,903,542) shares attending through remote communication (via livestream) or in Absentia, or a total of Four Billion Seven Hundred Seventy Three Million Seven Hundred Ten Thousand Eight Hundred Three (4,773,710,803) shares entitled to vote. The shares constituted 85.14% of the Company's total outstanding shares of Five Billion Six Hundred Seven Million One Hundred Two Thousand Nine Hundred Fifty Seven (5,607,102,957) entitled to vote, which is more than a two-thirds of the Company's total outstanding shares entitled to vote.

The Corporate Secretary informed the stockholders that the Company engaged the services of the accounting firm Luis Cañete & Company as its Board of Election Inspectors to verify, canvass, and validate the proxies received, as well as the shareholders' votes for the Company's 2024 ASM.

There were 52 attendees of the live webcast of the 2024 ASM through the Company's ASM Portal, https://bit.ly/AEV_ASM2024.

IV. READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON APRIL 24, 2023

The Chairman proceeded to the next item on the agenda, which was the reading and approval of the minutes of the previous annual stockholders' meeting on April 24, 2023. Upon motion duly made and seconded, the reading of the minutes of the previous annual stockholders' meeting on April 24, 2023 was dispensed with and the stockholders approved the minutes of the previous stockholders' meeting.

Upon motion duly made and seconded, the stockholders approved the following resolutions:

ASM Resolution No. 2024-1

"**RESOLVED**, that the stockholders of Aboitiz Equity Ventures Inc. (the "Company") approve, as they hereby approve, the minutes of the previous Annual Stockholders' Meetings held on April 24, 2023."

The Corporate Secretary recorded the following votes for this item, the results of which were verified by the representatives from Luis Cañete & Company.

Vote	Number of Votes (One Share-One vote)	Percentage of shares represented
In favor	4,756,963,337	99.65%
Against	0	0%
Abstain	16,747,466	0.35%
Total	4,773,710,803	100.00%

The voting process complied with the one-share, one-vote voting requirements under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders attending via livestream or *in absentia* through the ASM Portal.

V. PRESENTATION OF THE PRESIDENT'S REPORT

Sabin M. Aboitiz (SMA), as President and Chief Executive Officer, provided the stockholders with the highlights of the financial and operating performance of the Company and its Strategic Business Units (SBU) for the year 2023. In particular, his report included the following:

- 5.1 2023 Philippine GDP;
- 5.2 2023 Investment Highlights;
 - 5.3 2023 Financial and Operating Highlights;
 - 5.4 Dividend Policy and Stock Performance;
- 5.5 Power SBU Financial and Operating Results, Highlights, and Outlook;
- 5.6 Banking and Financial Services SBU Financial and Operating Results, Highlights, and Outlook;
- 5.7 Food SBU Financial and Operating Results and Outlook;
- 5.8 Land SBU Financial and Operating Results and Outlook;
- 5.9 Infrastructure SBU Financial and Operating Results and Outlook;
- 5.10 Aboitiz Foundation Outlook and Ambition;
- 5.11 Aboitiz Data Innovation Outlook and Ambition;
- 5.12 AEV Balance Sheet (as of December 31 2023);
- 5.13 2024 Capital Expenditures (with partners);
- 5.14 Aboitiz Risk Management;
- 5.15 Environmental, Social, and Governance Performance and Sustainability Initiatives;
- 5.16 *Techglomerate Update*; and
- 5.17 Changes in AboitizPower Leadership.

(A copy of the President's report to the stockholders is attached to the minutes and made an integral part of the minutes of the Annual Stockholders' Meeting. The presentation materials will also be uploaded on the Company's website together with the minutes of the 2024 Annual Stockholders Meeting.)

VI. APPROVAL OF THE 2023 ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

The Chairman informed the stockholders that the next item on the agenda was the approval of the Company's Annual Report and its Audited Financial Statements as of December 31, 2023.

CGC certified that the Company's Annual Report and its Audited Financial Statements were included in (i) the Definitive Information Statement that was uploaded to the Company's website and disclosed to the SEC, PSE, and PDTC on March 26, 2024, and (ii) the 2023 Annual Report (SEC Form 17-A) that was uploaded to the Company's website and disclosed to the SEC, PSE, and PDTC on April 15, 2024. As an added measure, a QR code of the Definitive Information Statement was also published in the business section of two newspapers of general circulation, the Manila Times and Philippine, in both online and print format, for two consecutive days on March 26 and 27, 2024.

The Corporate Secretary also certified that the following information were included in the Company's 2023 Annual Report and Information Statements:

- a) the draft minutes of the 2023 Annual Stockholders Meetings dated April 24, 2023;
- b) the security ownership of the Company's top 20 stockholders, as well as security ownership of its directors and officers;
- c) the attestation and verification from the Company's President and Internal Audit Head that its systems of risk management, internal controls, and compliance and governance processes provide reasonable assurance that the Company's risks are managed to an acceptable level;
- d) the Company's audited financial statements for the period as of and for the period ending December 31, 2023, as audited by the Company's independent external auditor, SyCip Gorres Velayo & Co. (SGV);
- e) dividends declared and paid for by the Company, for the past three years, as well as the Company's dividend policy;

- f) a statement on the external audit and non-audit fees;
- g) the profiles of the Company's directors and officers, as well as the profiles of nominees to be elected to the Board of Directors. Their profiles include their qualifications, experience, length of service in the Company, educational background, and their board and committee membership in the Company and in other organizations, including other listed companies or government positions, if any;
- h) the attendance report for the Company's directors, indicating their attendance at each Board meeting, committee meeting, and special or regular stockholder meetings;
- i) the appraisal and performance reports for the member of the Board and the criteria and procedure for assessment;
- j) a report on the annual compensation of each director, as well as the aggregate compensation of the President/Chief Executive Officer, and the Company's top four most highly compensated officers; and
- k) disclosures on related party transactions, including dealings with directors.

Upon motion duly made and seconded, the stockholders approved the following resolutions:

ASM Resolution No. 2024-2

"RESOLVED, that the stockholders of Aboitiz Equity Ventures Inc. (the "Company") approve, as they hereby approve, the 2023 Annual Report and Audited Financial Statements of the Company as of December 31, 2023."

Upon the Chairman's request, the Corporate Secretary recorded the following votes for this agenda item and as witnessed and verified by the representatives from Luis Cañete & Company.

Vote	Number of Votes (One Share-One vote)	Percentage of shares represented
In favor	4,754,811,357	99.60%
Against	1,348,240	0.03%
Abstain	17,551,206	0.37%
Total	4,773,710,803	100.00%

The voting process complied with the principles of one-share, one-vote voting requirements under the Revised Corporation Code. Based on the Requirements and Procedures for Voting in the 2024 ASM, the votes submitted through proxy documents were counted and added to the votes of the stockholders *in absentia* through the ASM Portal.

VII. APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITOR FOR 2024

The Chairman informed the stockholders that, after careful deliberation and evaluation, the Board Audit Committee recommended the re-appointment of SGV as the Company's external auditor for 2024. The members of the Board considered the Board Audit Committee's recommendation and resolved to re-appoint SGV as the Company's external auditor for the year 2024. On behalf of the Board of Directors of the Company, the Chairman endorsed to the stockholders for approval the appointment of SGV as the Company's external auditor for the year 2024.

Upon motion made and duly seconded, the following resolution was approved by the stockholders:

ASM Resolution No. 2024-3

"RESOLVED, that the stockholders of Aboitiz Equity Ventures Inc. (the "Company") approve, as they hereby approve, the appointment of SyCip Gorres Velayo & Company as the Company's external auditor for the year 2024 based on the recommendation of the Board Audit Committee and the Board of Directors."

The Corporate Secretary recorded the following votes for this item, the results of which were verified by the representatives from Luis Cañete & Company.

Vote	Number of Votes (One Share-One vote)	Percentage of shares represented
In favor	4,739,675,535	99.29%
Against	17,287,802	0.36%
Abstain	16,747,466	0.35%
Total	4,773,710,803	100.00%

The voting process complied with the principles of one-share, one-vote voting requirements under the Revised Corporation Code. Based on the Requirements and Procedures for Voting in the 2024 ASM, the votes submitted through proxy documents were counted and added to the votes of the stockholders *in absentia* through the ASM Portal.

VIII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Chairman announced that the next order of business was the election of the members of the Board of Directors for the term 2024-2025. He called on the Corporate Secretary to explain the procedure for the nomination and election of directors.

The Corporate Secretary informed the stockholders that pursuant to Section 1, Article II of the Company's Amended By-Laws:

"Nominations for the election of directors for the ensuing year must be received by the Corporate Secretary no less than fifteen (15) working days prior to the Annual Meeting of stockholders, except as may be provided by the Board of Directors in appropriate guidelines that it may promulgate from time to time in compliance with law."

Based on the foregoing, the Corporate Secretary explained that the deadline to nominate candidates to the Board of Directors was on April 1, 2024, and that all stockholders have been given the opportunity to submit their nominees for membership to the Board of Directors. He clarified that since the deadline had already passed, additional nominations will not be allowed to be made on the floor.

As for the nomination of the Independent Directors, the Corporate Secretary explained that the Amended Guidelines for the Nomination and Election of Independent Directors state that:

"Nominations for independent directors are accepted from all stockholders starting January 1 up to February 15 of the year in which such nominee director is to serve."

The Corporate Secretary advised the body that the stockholders who nominated the Independent Directors and other directors were disclosed in the Company's Definitive Information Statement, which was previously distributed to all stockholders through disclosures to the PSE and PDTC on March 26, 2024, and uploaded to the Company's website. A QR code of the Definitive Information Statement was also published in two newspapers of general circulation in print and online format.

He further reiterated that (a) directors are elected at each annual stockholders' meeting by stockholders entitled to vote; and (b) each director holds office until the next annual election, or for a term of one (1) year and until his successor is duly elected, or unless he resigns, dies or is removed prior to such election.

The Corporate Secretary reported that after proper screening and approval by the then Board ESCG Committee, in its capacity as the Nomination and Compensation Committee, the following were determined to be qualified for nomination as members of the Board of Directors of the Company:

Mr. Enrique M. Aboitiz
 Mr. Mikel A. Aboitiz
 Mr. Erramon I. Aboitiz
 Mr. Sabin M. Aboitiz
 Mr. Justo A. Ortiz
 Ms. Ana Maria A. Delgado
 Mr. Cesar G. Romero (*Independent Director*)
 Ms. Joanne De Asis (*Independent Director*)
 Mr. Peter D. Maquera (*Independent Director*)

The Corporate Secretary advised the stockholders that the profiles of the nominees to the Board of Directors were part of the Definitive Information Statement which were uploaded to the Company's website and distributed to the stockholders beginning March 26, 2024.

Upon motion duly made and seconded, the stockholders moved to elect the nine (9) nominees as directors of the Company for the year 2024-2025. Since no objection was made, the motion was carried and all the nine (9) nominees were elected as directors based on votes of stockholders represented in person and by proxy.

The Chairman announced that the nine (9) named nominees have been duly elected as members of the Board of Directors to serve for a term of one (1) year until their successors will have been qualified and elected. He requested the Corporate Secretary to record the votes for this agenda item.

The following were the votes on the directors as verified by Luis Cañete & Company.

Nominee	Number of "Yes" Votes
Mr. Enrique M. Aboitiz	4,741,699,608
Mr. Mikel A. Aboitiz	4,755,255,799
Mr. Erramon I. Aboitiz	4,735,983,862
Mr. Sabin M. Aboitiz	4,737,148,686
Ms. Ana Maria A. Delgado	4,736,757,002
Mr. Justo A. Ortiz	4,755,255,799
Ms. Joanne G. De Asis (<i>Independent Director</i>)	4,685,804,150
Mr. Cesar G. Romero (<i>Independent Director</i>)	4,748,207,521
Mr. Peter D. Maquera (<i>Independent Director</i>)	4,754,118,950

The voting process complied with the principles of one-share, one-vote, and cumulative voting requirements under the Revised Corporation Code. Based on the Requirements and Procedures for Voting in the 2024 ASM, the votes submitted through proxy documents were counted and added to the votes of the stockholders *in absentia* through the ASM Portal.

On behalf of the Company and his colleagues on the AEV Board, the Chairman expressed his gratitude to the Company's shareholders for their continued trust and confidence.

IX. RATIFICATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, CORPORATE OFFICERS AND MANAGEMENT FROM APRIL 24, 2023 UP TO APRIL 21, 2024

The Chairman informed the stockholders that the next item on the agenda was the ratification of all corporate acts, resolutions, business judgments, management proceedings, any and all succession, compensation, management, and performance-related decisions entered into or done by the Board of Directors, Corporate Officers and Management from April 24, 2023, up to April 21, 2024.

The Corporate Secretary explained to the stockholders that the acts, resolutions, and proceedings requested to be ratified are the regular corporate acts performed by the Board, Officers, and Management in the ordinary course of the Company's business and that a list of resolutions approved by the Board of Directors for the period covered have been enumerated in the Definitive Information Statements distributed to the stockholders ahead of the meeting. In addition, the Company has regularly disclosed material transactions approved by the Board of Directors, which are available for viewing and download at the Company's website and at pse.edge.com.ph as well as on the Company's website at <https://abotiz.com>.

Upon motion duly made and seconded, the stockholders approved the following resolution:

ASM Resolution No. 2024-5

"RESOLVED, that the stockholders of Aboitiz Equity Ventures Inc. (the "Company") approve, ratify and confirm, as they hereby approve, ratify and confirm, corporate acts, resolutions, business judgments, management proceedings, any and all decisions entered into or done by the Board of Directors, Corporate Officers, and Management of the Company from April 24, 2023, including all acts up to April 21, 2024."

The Corporate Secretary recorded the following votes for this item, the results of which were verified by the representatives from Luis Cañete & Company.

Vote	Number of Votes (One Share-One vote)	Percentage of shares represented
In favor	4,752,021,545	99.55%
Against	3,663,702	0.08%
Abstain	18,025,556	0.38%
Total	4,773,710,803	100.00%

The voting process complied with the principles of one-share, one-vote voting requirements under the Revised Corporation Code. Based on the Requirements and Procedures for Voting in the 2024 ASM, the votes submitted through proxy documents were counted and added to the votes of the stockholders *in absentia* through the ASM Portal.

X. OTHER BUSINESS AND ADJOURNMENT

The Chairman then asked the stockholders if there were any matters they wished to raise.

The moderator of the meeting, Ms. Jacqui De Jesus, Investor Relations Officer, read out the questions received in advance:

Question #1 was addressed to Mr. Jose Emmanuel U. Hilado, Chief Financial Officer:

What excites management in 2024 that could potentially cause an earnings outperformance?

According to Mr. Hilado, the Company firmly advocates for and believes in fostering the economic recovery initiatives of the Philippines and it believes that the Company's recent investments have positioned the Aboitiz group at the forefront of this positive trajectory. For 2024, AEV is focused on consolidating the investments it made over the past two years, which include the acquisitions of Citi's Philippine consumer business, Coca-Cola Bottlers Philippines, the Mactan Cebu International Airport, and, just last month, its stake in an integrated LNG facility. More than the growth potential of these new investments on their own, the Company is thrilled on how each of these new assets can enhance its internal synergies, providing a multiplier effect to the group's already positive earnings growth momentum.

Question #2 addressed to Mr. Jose Emmanuel U. Hilado, Chief Financial Officer:

The Group's aggregate capital expenditure budget for 2024 of Php 153 billion is more than double the previous year's. How does the group intend to fund this amount?

According to Mr. Hilado, the Company will fund its 2024 capital expenditures with a combination of debt and cash.

Question #3 addressed to Sabin M. Aboitiz, President and CEO:

Are there any more major acquisitions slated for 2024 at the parent-level? Are there new sectors the Aboitiz Group is looking to enter into?

According to SMA, in the Company's ongoing pursuit of growth and diversification, it constantly surveys the market landscape for any emergent opportunities, particularly in sectors which management believes will build on the inherent synergies in the Company's existing portfolio and bring it closer to its long-term target of generating at least 50% of its EBITDA from non-power businesses. Should a promising prospect capture the Company's attention, it analyzes its viability, ensuring alignment with the Company's return criteria.

Question #4 addressed to Sabin M. Aboitiz, President and CEO:

Congratulations on the acquisition of Coca-Cola Bottlers Philippines Inc. How will the transfer of ownership in CCBPI enhance the business model of Coke and could you talk about the internal synergies management expects to develop between CCBPI and the rest of the Aboitiz Group?

According to SMA, AEV's venture into Coca-Cola Beverages Philippines, Inc. or CCBPI further underscores the Group's commitment to diversification and innovation. Expanding its footprint in the retail and consumer space further enables it to capitalize on new growth opportunities and drive synergies across the Group.

The Company can see immediate synergies arise between CCBPI and its banking and power business units, which each have varying touchpoints across the Philippines' wide consumer base.

AEV hopes to leverage its local know-how and business acumen and familiarity with the Filipino consumer to bring added value to its partners distinctive bottling experience. It also offers exciting learning experiences for Aboitiz on marketing, distribution, logistics and operations.

Question #5 addressed to Ms. Cosette V. Canilao (CVC), President and Chief Executive Officer of Aboitiz InfraCapital, Inc. (AIC):

Given Aboitiz InfraCapital's appetite for airports, could you talk about the Group's outlook on domestic tourism and overall economic growth?

According to CVC, AIC is optimistic about its growth trajectory, particularly as passenger traffic at the Mactan-Cebu International Airport (MCIA) is nearing pre-pandemic levels. AIC is also eager to contribute to growing the local economy by offering a world-class gateway to the country's tourism spots.

In 2024, AIC will continue with its efforts of improving operational efficiencies and enhancing customer service at MCIA, and setting benchmarks for airports nationwide through our sustainability initiatives.

Ms. De Jesus explained that there were other questions sent by shareholders and attendees to which the Company will respond separately via email. She also invited the stockholders to direct their queries to the Company's representatives, depending on their queries and concerns and flashed their contact details on the screen.

Thus, upon motion duly made and seconded, the meeting was adjourned.

The Chairman then asked the Corporate Secretary to flash on the screen the votes cast by the stockholders for each agenda item approved, including the votes cast in the election of directors.

The Chairman thanked the stockholders who participated in the stockholders' meeting today.

The next Annual Stockholders' Meeting will be on April 28, 2025, the 4th Monday of April, in accordance with the Company's By Laws.

(SGD)
CONNIE G. CHU
Corporate Secretary ^{SAS}

ATTESTED:

(SGD)
SABIN M. ABOITIZ
Chairman of the Meeting/
President and Chief Executive Officer

NOTED:

(SGD)
LUIS CAÑETE
Board of Election Inspector, Luis Cañete & Company

(SGD)
NOEL PETER CAÑETE
Board of Election Inspector, Luis Cañete & Company

NAME	POSITION
Jose Emmanuel U. Hilado	- Senior Vice President/Chief Financial Officer/ Corporate Information Officer
Connie G. Chu	- Senior Vice President and Chief Legal Officer/Corporate Secretary/Chief Compliance Officer
Ana Margarita Hontiveros-Malvar	- First Vice President and Chief Reputation and Sustainability Officer
Beverly B. Tolentino	- First Vice President - Group Controller
Timothy Joseph P. Abay	- Vice President – Deputy Group Controller
Mailene M. de la Torre	- Vice President - Governance and Compliance / Assistant Corporate Secretary
Jacqui De Jesus	- Vice President – Investor Relations Head
Sammy Dave A. Santos	- Assistant Corporate Secretary
Others:	
Emmanuel V. Rubio	- President and Chief Executive Officer, Aboitiz Power Corporation
Trista Roberto R. Aboitiz	- President and Chief Executive Officer, Pilmico Foods Corporation
Eric Nojac	- President and Chief Executive Officer, Food Group International
David L. Rafael	- President and Chief Executive Officer, Aboitiz Land Inc.
Edwin R. Bautista	- President and Chief Executive Officer, Union Bank of the Philippines
Cosette V. Canilao	- President and Chief Executive Officer, Aboitiz InfraCapital, Inc.
Gareth McGeown	President and Chief Executive Officer, Coca-Cola Beverages Philippines, Inc.
David Hardoon	President and Chief Executive Officer, Aboitiz Data Innovation
Lennie S. Magnaye	- Chief Financial Officer, Aboitiz Infracapital, Inc.
Jhoanna Feliza C. Go	- Audit Partner for 2023, Sycip Gorres Velayo & Co.
Ma Veronica Andresa R. Pore	- Sycip Gorres Velayo & Co.
Wilson P. Tan	- Sycip Gorres Velayo & Co.
Maria Vivian C. Ruiz	- Sycip Gorres Velayo & Co.
Martin C. Guantes	- Sycip Gorres Velayo & Co.
Genghis O. Grospe	- Sycip Gorres Velayo & Co.
Frecy Catadman	- Sycip Gorres Velayo & Co.
Mary Jane A Claveria	- Sycip Gorres Velayo & Co.
Luis Cañete	- Board of Election Inspector, Luis Cañete & Company
Noel Peter Cañete	- Board of Election Inspector, Luis Cañete & Company
Michael C. Capoy	- Stock Transfer Service Inc., Stock and Transfer Agent
Russie Ericka Dela Cruz	- Stock Transfer Service Inc., Stock and Transfer Agent
.....
.....
.....

Registration Report

All Shareholders	
Total No. of Shares Outstanding	5,607,102,957
Shares Present in Person	0
Shares Represented by Proxy	4,770,807,261
Stockholders Present through Remote Communication (livestream) or in Absentia	2,903,542
Total No. of Shares Represented by Proxy, Present through Remote Communication (livestream), and Voting in absentia	4,773,710,803
Percentage of Shares Represented by Proxy, Present through Remote Communication (livestream), and Voting in absentia	85.14%
Total Shares Not Represented	833,392,154
Percentage of Shares Not Represented	14.86%

[Signature]
LUIS A. CAÑETE
April 22, 2024

[Signature]
DANIEL R. CAÑETE
April 22, 2024

SUMMARY OF VOTES

[Signature]
LUIS A. CAÑETE

Matter for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Approval of the minutes of the previous Annual Stockholders' meeting held on April 24, 2023	4,756,963,337	99.65%	0	0.00%	16,747,466	0.35%
Approval of the 2023 Annual Report and Financial Statements	4,754,811,357	99.60%	1,348,240	0.03%	17,551,206	0.37%
Appointment of the Company's External Auditor for 2024	4,739,675,535	99.29%	17,287,802	0.36%	16,747,466	0.35%

SUMMARY OF VOTES

Luis A. Cañete
LUIS A. CAÑETE

Matter for Approval: <i>Election of Directors</i>	YES
Mr. Enrique M. Aboitiz	4,741,699,608
Mr. Mikel A. Aboitiz	4,755,255,799
Mr. Erramon I. Aboitiz	4,735,983,862
Mr. Sabin M. Aboitiz	4,737,148,686
Ms. Ana Maria A. Delgado	4,736,757,002
Mr. Justo A. Ortiz	4,755,255,799



2024 Annual Stockholders' Meeting

SUMMARY OF VOTES

Luis A. Cañete
LUIS A. CAÑETE

Matter for Approval: <i>Election of Independent Directors</i>	YES
Ms. Joanne G. De Asis	4,685,804,150
Mr. Cesar G. Romero	4,748,207,521
Mr. Peter D. Maquera	4,754,118,950



2024 Annual Stockholders' Meeting

SUMMARY OF VOTES

Luís A. Cañete
 LUIS A. CAÑETE

Matter for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
<i>Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 2023 up to April 21, 2024</i>	4,752,021,545	99.55%	3,663,702	0.08%	18,025,556	0.38%
<i>Other Business</i>	4,552,994,925	95.38%	201,110,350	4.21%	19,605,528	0.41%



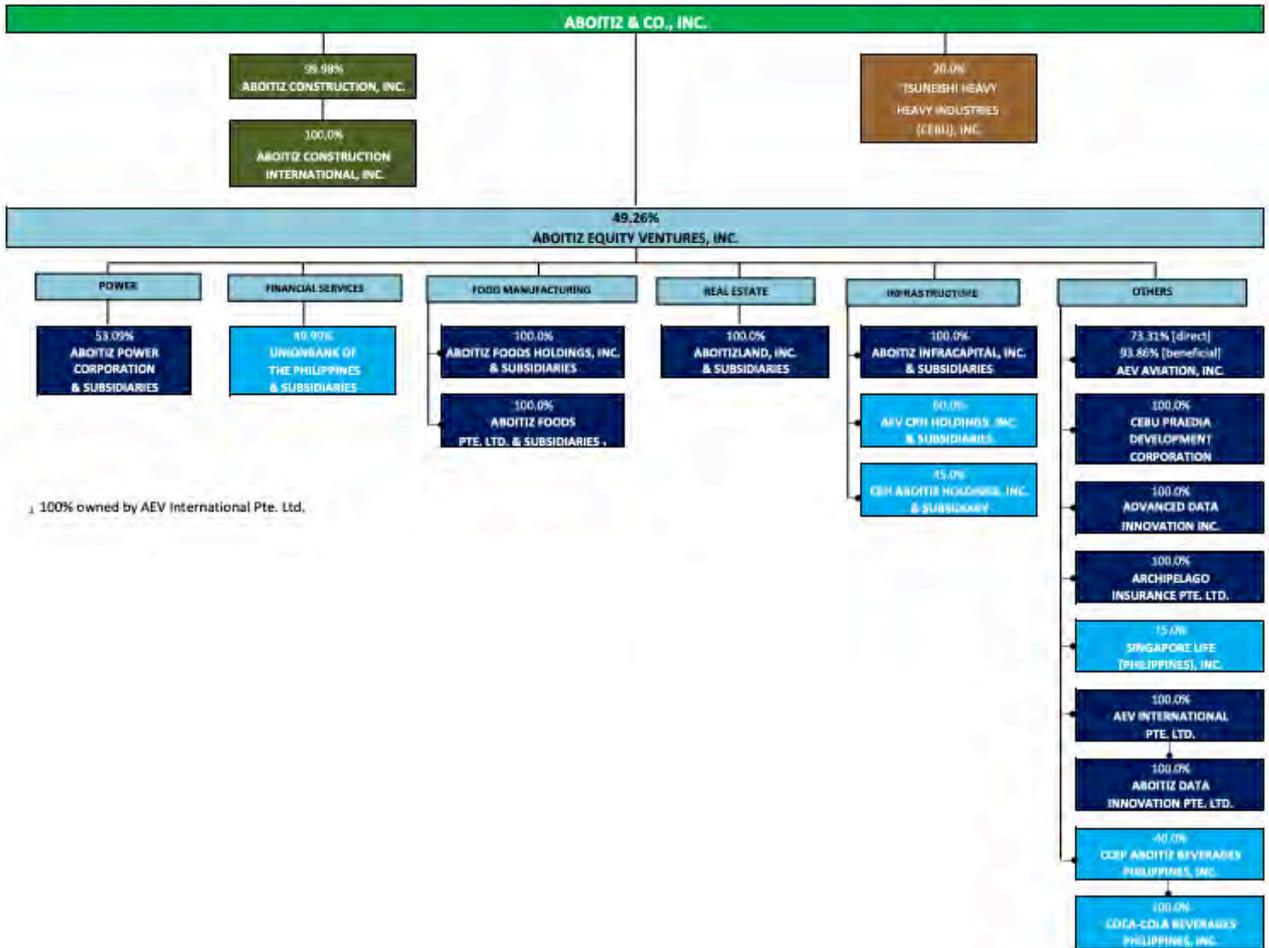
2024 Annual Stockholders' Meeting

ANNEX "D" CONGLOMERATE MAP (AS OF DECEMBER 31, 2024)

ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES
CONGLOMERATE MAPPING
 As of December 31, 2024

Legend:

- Parent Company
- Reporting Company
- Co-Subsidiary
- Subsidiary
- Associate or Joint Venture
- Other Related Parties



1. 100% owned by AEV International Pte. Ltd.

ABDITZ EQUITY VENTURES, INC. - POWER
CONGLOMERATE MAPPING
 As of December 31, 2024

Legend:
■ Reporting Company
■ Subsidiary
■ Associate or Joint Venture
■ Other Related Parties



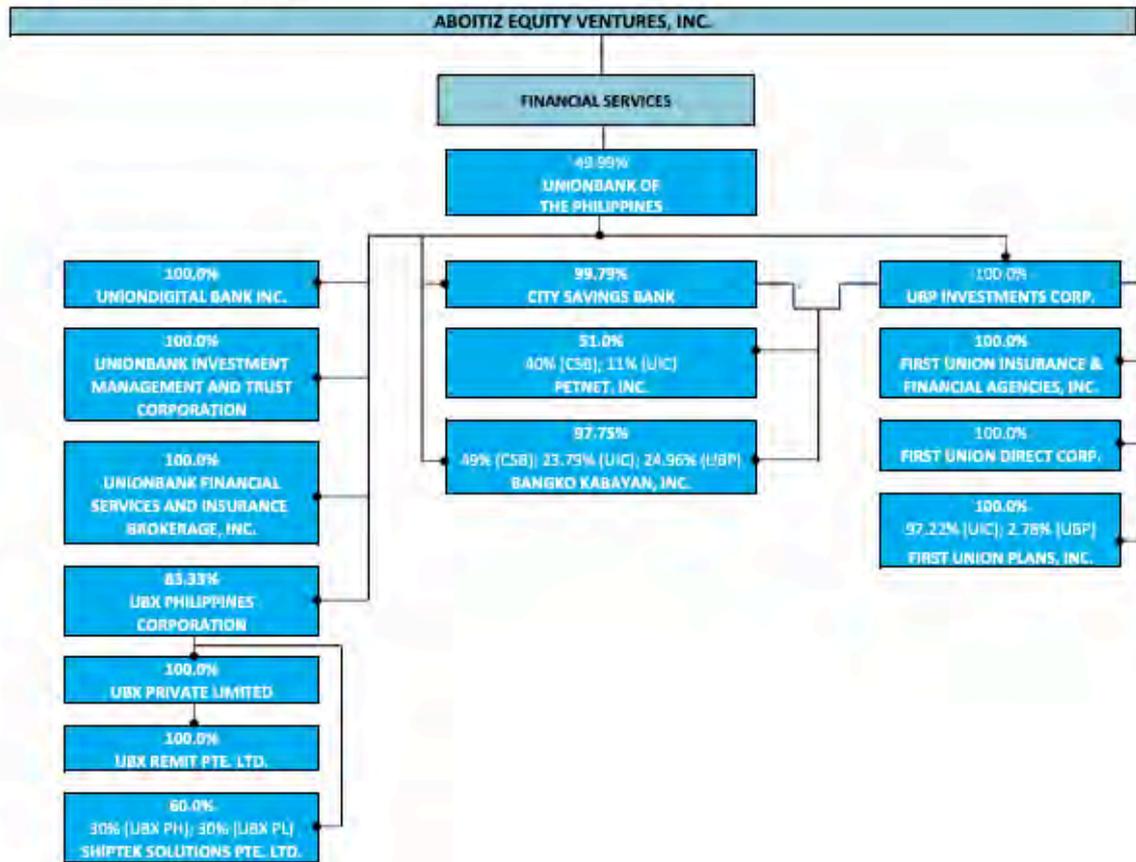
ABOITIZ EQUITY VENTURES, INC. - FINANCIAL SERVICES

CONGLOMERATE MAPPING

As of December 31, 2024

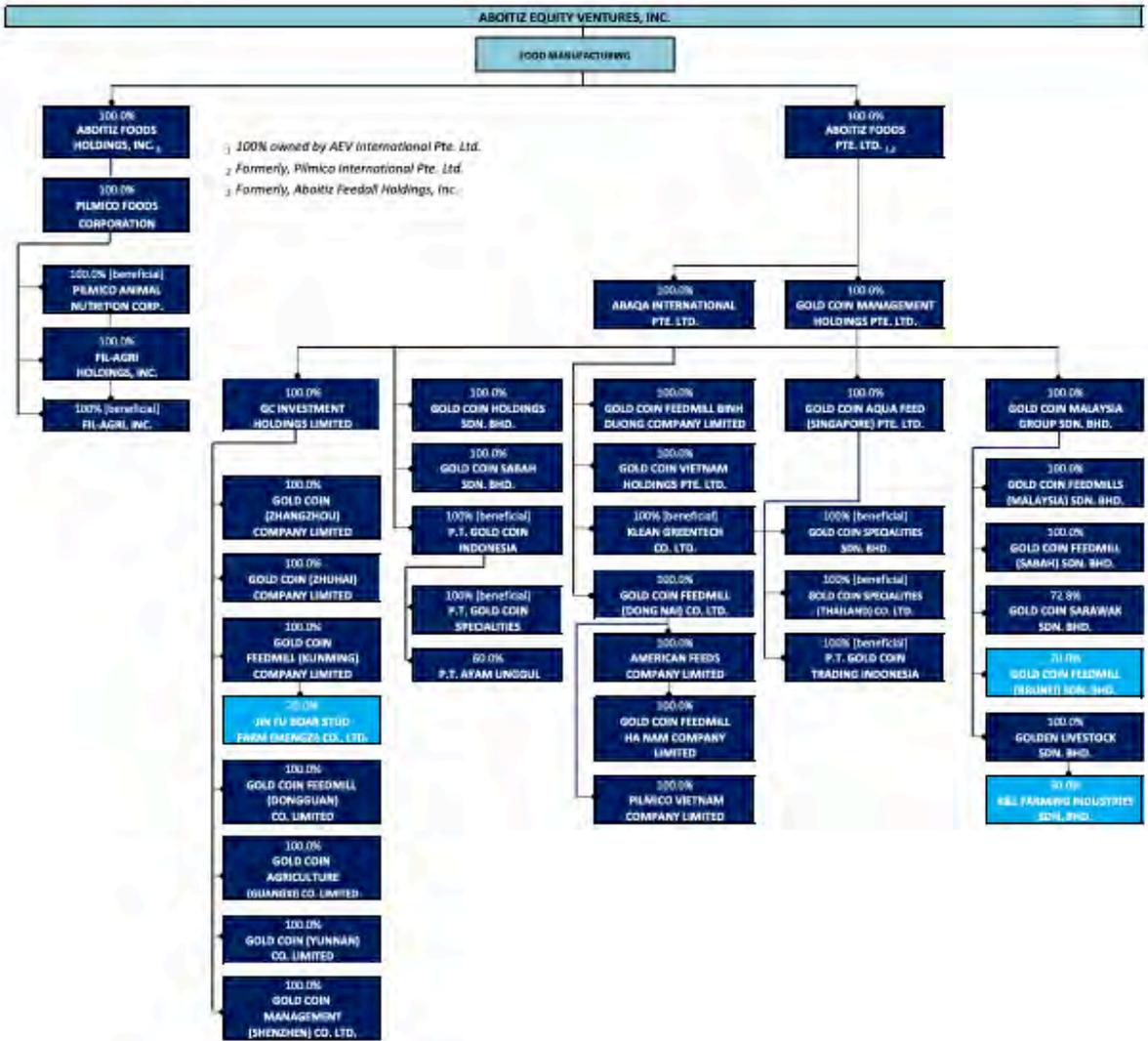
Legend:

- Reporting Company
- Subsidiary
- Associate or Joint Venture



ABOITZ EQUITY VENTURES, INC. - FOOD MANUFACTURING
CONGLOMERATE MAPPING
 As of December 31, 2024

Legend:
 Reporting Company
 Subsidiary
 Associate or Joint Venture



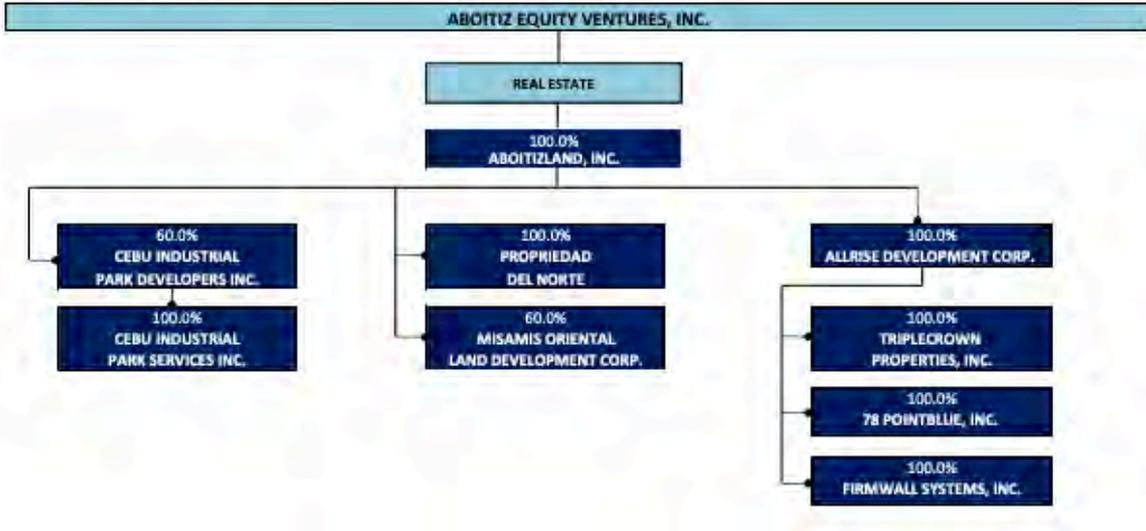
ABOITIZ EQUITY VENTURES, INC. - REAL ESTATE

CONGLOMERATE MAPPING

As of December 31, 2024

Legend:

- Reporting Company
- Subsidiary
- Associate or Joint Venture



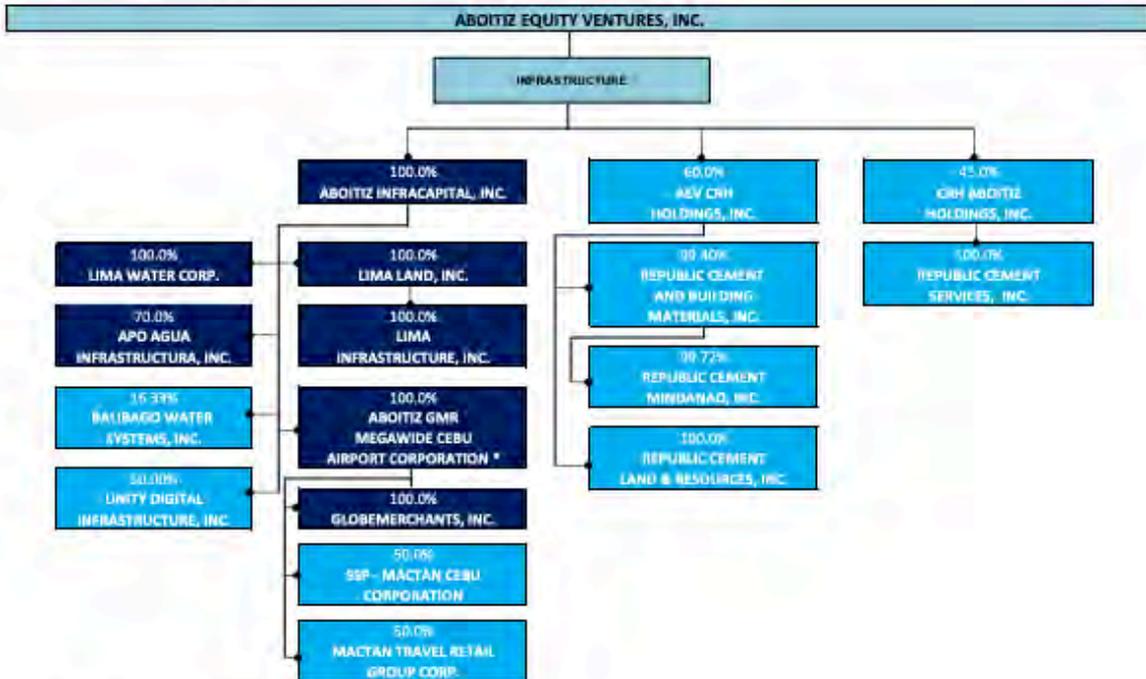
ABOITIZ EQUITY VENTURES, INC. - INFRASTRUCTURE

CONGLOMERATE MAPPING

As of December 31, 2024

Legend:

- Reporting Company
- Subsidiary
- Associate or Joint Venture



* Formerly, GMR Megawide Cebu Airport Corporation

The Board Audit Committee Report to the Board of Directors

Aboitiz Equity Ventures, Inc.

The Board Audit Committee is pleased to present its report for the financial year ended December 31, 2024.

Audit Committee Responsibility

In giving effect to its duly approved charter, the Audit Committee assisted the Board of Directors in fulfilling its oversight responsibility to the public, governmental and/or regulatory bodies and other stakeholders in helping:

- a) Ensure the integrity of the Company's financial reporting processes, including ensuring the integrity of financial reports and other financial information provided by the Company to the public, governmental and/or regulatory bodies;
- b) Ensure excellence in the Company's control performance by having an adequate and effective internal control system, governance processes and risk management processes and reviewing the performance on the Company's internal audit function;
- c) Review the annual independent audit of the Company's financial statements and the external auditors' qualifications and independence;
- d) Ensure compliance with applicable laws and regulations which may represent material financial exposure to the Company; and
- e) Provide an avenue of communication among the Company's independent auditors, management, the internal auditing department and the Company.

The Committee has established a constructive and collaborative relationship with the Company's senior leadership to give support, but not to pre-empt any responsibility in making final audit-related decisions.

Committee Membership

The Audit Committee is composed of five (5) members, three (3) of whom are independent directors including its Chairman.

Cesar G. Romero, Independent Director, is the Chairman of the Committee. Other members of the committee are Joanne De Asis (Independent Director), Peter D. Maquera (Independent Director), Erramon I. Aboitiz (Non-Executive Director) and Ana Maria A. Delgado (Non-Executive Director).

Meetings and Attendance

The Audit Committee carried out its function through its meetings with management, internal auditors, independent external auditors, advisers, and others where appropriate.

The audit charter provides for the Committee to hold at least four (4) regular meetings a year, with the authority to convene special meetings when deemed required.

In 2024, four (4) meetings were held. The attendance by each member of the committee is so indicated below:

Member	Mar 4, 2024 Regular Meeting (Virtual)	Apr 24, 2024 Regular Meeting (Virtual)	July 24, 2024 Regular Meeting (Virtual)	Oct 25, 2024 Regular Meeting (Virtual)
CESAR G. ROMERO Chairman, Independent Director	✓	✓	✓	✓
PETER D. MAQUERA Independent Director	✓	✓	✓	✓
JOANNE DE ASIS Independent Director	✓	✓	✓	✓
ERRAMON I. ABOITIZ, JR. Non-Executive Director	✓	✓	✓	✓
ANA MARIA A. DELGADO Non-Executive Director	✓	✓	X	✓

Attendees to these committee meetings also include the Group Internal Audit Head and, by invitation, the Chief Risk Officer, the Chief Financial Officer, Controller and other key leaders whenever deemed appropriate and necessary.

Executive sessions, without the presence management, are scheduled after every regular committee meeting as part of the meeting agenda to allow for unfiltered and candid discussions.

One-on-one sessions between the Board Audit Committee Chairman and the AEV Group Internal Audit head are also held regularly at least once a quarter.

Financial Reports

The Board Audit Committee reviewed, discussed, and approved for public disclosure the 2024 quarterly unaudited consolidated financial statements. The Committee endorsed for approval by the full Board the 2024 annual audited financial statements of Aboitiz Equity Ventures, Inc., its subsidiaries and alliances. Included in the review were the Management Discussion and Analysis of Financial Condition and Results of Operations following prior review and discussion with management, accounting, and the company’s independent external auditor, Sycip Gorres Velayo & Co. (SGV)—member practice of Ernst & Young (EY) in the Philippines.

The activities of the Audit Committee are performed in the context—

- That management has the primary responsibility for the financial statements and the financial reporting process; and
- That the company’s independent external auditor is responsible for expressing an unqualified opinion on the conformity and consistency of application of the Company’s audited financial statements with Philippine Financial Reporting Standards.

External Auditors

The 2024 overall scope and audit plan of SGV were reviewed and approved during the October 25, 2023 regular Audit Committee meeting. The audit plan, fees and terms of engagement which covers audit-related services provided by SGV were also reviewed and found to be reasonable.

The results of the SGV audits and its assessment of the overall quality of the financial reporting process were presented and discussed during the first Audit Committee meeting the following year, March 5, 2025.

Non-audit services (NAS) were provided by SGV in 2024. The fees were related to the BIR 1709, transfer pricing consulting activities and AEV International SG corporate tax services including the conduct of trainings with regard to the adoption of new accounting standards and regulations.

All NAS provided by SGV has been approved in compliance with the new IESBA requirement for pre-concurrence for all proposed NAS before it is entered into or the provision of the services begin from those charged with governance, which in the case of AEV is its Board Audit Committee.

The Board Audit Committee, after evaluation of the performance of the external auditor in 2024 and finding it to be in accordance with the Standards, favorably endorsed to the full Board the re-appointment of SGV as external auditor for 2025. The full board, in its special meeting held March 7, 2025 approved the re-appointment of SGV with Jhoanna Feliza C. Go as the signing partner for AEV.

This re-appointment of SGV as the independent external auditor is subject to the final approval of the shareholders of AEV during the Annual General Stockholders meeting scheduled in April 28, 2025.

Internal Auditors

The Audit Committee is satisfied with the internal audit function and has assessed that it is operating effectively and generally covers the risks pertinent to the company in its audits. The Committee has reviewed and approved the annual audit program for the year which also covers the adequacy of resources, qualifications and competency of the staff and independence of the internal auditor.

With reference to the Global Internal Audit Standards - Domain II, Principle 2 Maintain Objectivity which states that *"Internal auditors maintain an impartial and unbiased attitude when performing internal audit services and making decisions"*, the Committee confirms that the function is executed effectively and internal auditors have conducted their responsibilities objectively and in an unbiased manner. The Committee further confirms that, to the best of its knowledge and belief, the auditors have no personal or other impediments that would prevent them from objectively planning, conducting, reporting, or otherwise participating and reaching independent conclusions in their audit assignments in 2024. Internal audit is organizationally positioned to be independent—functionally reporting to the Board Audit Committee and administratively to the President and Chief Executive Officer.

The Board Audit Committee is satisfied with the content and quality of reports prepared and issued by the internal auditors during the year under review.

The Group Internal Audit (GIA) remains to be the single-point-of-contact for the Audit Committee. It takes the lead in setting the standards, initiatives and overall direction of the group audit teams which, in turn, focus their reviews on the top risks of their respective business units. Except for AboitizPower, UnionBank and other financial business units, information systems and technology-related risks however, still remain to be an area covered by the Aboitiz Equity Ventures, Inc. group information systems auditors including the management of its outsourcing/co-sourcing activities.

Based on audit reports and highlights presented to the Committee and with the contribution provided by management and other key leaders on the issues raised to their attention, the Committee concurs with internal audit's assessment that, generally, there is reasonable assurance that the existing system of internal controls, risk management and governance allow for a generally adequate management of identified risks and effectively supports the improvement of the management of the Company as a whole.

With cybersecurity risk still considered as one of the top risks of the company, continuous focus is given to continuously improve and further strengthen governance and controls over the implementation of security standards for information systems and related technologies. Internal audit prioritized business unit compliance reviews to the minimum information technology and operational technology security standards set and agreed upon at corporate level.

External Quality Assessment

The Internal Audit team of Aboitiz Equity Ventures, Inc., after undergoing an External Quality Assessment (EQA) review by the authorized validators of the Institute of Internal Auditors (IIA) Philippines that are duly accredited by the Institute of Internal Auditors (IIA) International, received the official EQAR results in 2017.

It is the opinion of the IIA that on the overall, the internal audit team of Aboitiz Equity Ventures, Inc., "**Generally Conforms**" to the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics for internal audit practitioners. **Generally Conforms** is the highest rating awarded in connection with an EQA and the internal audit team has been commended for this achievement.

The EQA, much like any global certification is not required. Acquiring it helps build the reputation not just of internal audit but of Aboitiz as a company that not only conforms, complies and follows but adopts and implements the *Standards* and best practices of the internal audit function. The EQA certification is valid for 5 years or until 2022 only.

An EQA was not done in 2024 in view of the ongoing federalization in the internal audit function. Focus was on the set-up and transitioning of the resident internal audit teams for Aboitiz InfraCapital Inc. and AboitizFoods. Transitioning was also done for the information technology audit function from AEV group internal audit to the resident internal audit teams.

Nevertheless, AEV group internal audit continually works on its internal Quality Assurance Improvement Program and encourages its adoption especially to the newly organized resident internal audit teams.

Review of the Audit Charters

Annual review of the audit charters—Board Audit Committee charter and Internal Audit charter—was conducted. Proposed changes to the internal charter was presented, discussed and endorsed for full board approval during the October 25, 2024 Board Audit Committee meeting while the revisions to the Board Audit Committee charter was reviewed and endorsed for full board approval during its meeting dated January 28, 2025.

Changes were made to align to the new Global Internal Audit Standards (formerly known as the International Standard for the Professional Practice of Internal Auditing or ISPPA). This new Global IA Standards was published January 9, 2024 and shall take effect the following year on January 9, 2025.

The charters reinforce the oversight responsibilities of the Board Audit Committee in helping ensure excellence in control performance by having an adequate and effective internal control system, governance and risk management processes.

The review and updating of the charters are done at least once a year, endorsed by the Audit Committee, approved by the Board and included in the report to the stockholders.

Self-Assessment

The Committee conducted its annual self-assessment in accordance with the guidelines of SEC Memo Cir. No. 19, series of 2016 and the Company's Manual on Corporate Governance . The assessment result showed that the Committee complied with the requirements set forth in the Audit Charter and met the necessary and most important requirements set by global standards and best practices.

Risk Management

The partnership between the risk management team and internal audit has remained solid and vital in continuously providing objective assurance to the board on the effectiveness of the risk management function in the organization.

The top strategic risks, emerging risks and project risks are key inputs in the preparation and prioritization of internal audit's master plan for the following year. The risk management plan, presented, discussed and approved by the Board Risk and Reputation Committee empowers the business to adequately identify and address the risks to ensure that the organization's plans, strategies and business objectives are achieved.

The internal audit team presents to the Board Risk and Reputation Committee the results of the annual Strategic Risk Management Plan validation reviews conducted across the different business units. The reviews give an assurance to management and the Board on the existence status and effectiveness assessment, where verifiable, of the risk treatments plans to address the identified risks for the year.

After considering, analyzing and reviewing all pertinent information on the integrity of financial reporting, effectiveness of internal controls, risk management, governance and compliance within the Aboitiz group of companies, the Committee is of the view that, in all

material aspects, the duties and responsibilities as so outlined in its Charter have been satisfactorily performed.

In behalf of the Board Audit Committee,

(SGD)

Cesar G. Romero

Lead Independent Director

Board Audit Committee Chairman

ANNEX "F" INTERNAL CONTROL AND COMPLIANCE ATTESTATION



Internal Control and Compliance System Attestation For the year ended, December 31, 2024

Aboitiz Equity Ventures Inc.'s (AEV) corporate governance system includes a combination of internal and external mechanisms such as the structure of the board of directors and our committees, the oversight it exercises over management, and the formulation of sound policies and effective controls.

- The Board of Directors is responsible for providing governance and overseeing the implementation of adequate internal control mechanisms and risk management processes;
- Management is primarily responsible for designing and implementing an adequate (effective and efficient) internal control system and risk management processes as well as in ensuring compliance with statutory and regulatory requirements of the law;
- Management is responsible for developing a system to monitor and manage risks;
- SGV & Co., the Company's external auditor is responsible for assessing and expressing an opinion on the conformity of the audited financial statements with the Philippine Financial Reporting Standards and the overall quality of the financial reporting process;
- Internal Audit adopts a risk-based audit approach in developing an annual audit master plan and conducts reviews to assess the adequacy of the Company's internal control system; and
- The Company's Group Internal Audit Head that acts as the equivalent of a Chief Audit Executive reports functionally to the Board Audit Committee to ensure independence and objectivity, allowing Internal Audit to fulfill its responsibilities.

Based on the above assurance provided by the internal auditors as well as the external auditors as a result of their reviews, we attest that AEV's internal control and compliance system, which covers governance, risk management, and control processes, are generally adequate.

(SGD)

Sabin M. Aboitiz
President & Chief Executive Officer

(SGD)

Maria Lourdes Y. Tanate
VP Group Internal Audit Head

(SGD)

Connie G. Chu
SVP Chief Legal and Compliance Officer

ANNEX “G”

Requirements and Procedures for Voting and Participation in the 2025 Annual Stockholders’ Meeting (ASM) of Aboitiz Equity Ventures Inc. (the “Company”)

The Company will conduct a virtual ASM on 28 April 2025, Monday at 11:00 a.m. (“2025 ASM”). The meeting will be conducted *via* livestream at the link provided in the Company’s website at <https://aboitiz.com/2025asm/> (the “ASM Portal”) **BEGINNING ON 28 MARCH 2025.**

Stockholders of record as of 24 March 2025 are entitled to participate and vote in the 2025 ASM.

The following procedures and requirements provide the ways in which the Company’s stockholders can participate and vote in the 2025 ASM.

I. VOTING BY PROXY

1. *For Individual stockholders holding certificated shares in the Company* - Download the file [Proxy Form for Individual Stockholder](#). For the Special Power of Attorney (“SPA”), refer to the Sample SPA uploaded in the ASM Portal.
2. *For stockholders holding ‘scripless’ shares, or shares held under a PCD Participant/Broker* - Download the file [Proxy Form for PCD Participant/Broker](#). Stockholders must coordinate with their brokers for the execution of this type of proxy. A stockholder may instruct his broker to directly send a scanned copy of the executed proxy to the Company, or he may send the scanned copy of the executed proxy
3. *For Corporate Stockholders* - Download the file [Proxy Form for Corporate Stockholder](#). For the secretary’s certificate, refer to the [Sample Secretary’s Certificate](#) uploaded in the SSM Portal
4. General instructions on Voting through Proxy:
 - a. Download and fill up the appropriate Proxy Form. The Chairman of the meeting, by default, is authorized to cast the votes pursuant to the instructions in the proxy.
 - b. Send a scanned copy of the executed proxy through email to AEV.BoardSecretariat@aboitiz.com.
 - c. The deadline for the submission of proxies is on 24 April 2025, to give time for the Proxy Validation Committee to review and validate the proxies received in accordance with the Company’s Amended By-Laws.

II. ELECTRONIC VOTING OR VOTING IN ABSENTIA

1. Instead of voting by proxy, stockholders may choose to vote for the matters set out in the Agenda for the 2025 ASM (including casting votes in the election of directors) through the online voting platform available at the ASM Portal. Votes cast until 08:00 a.m. on 28 April 2025 will be tabulated and presented during the 2025 ASM. Stockholders may still vote after the cut-off time, and the final votes received through proxy and through the ASM Portal after the adjournment of the meeting will be included in the minutes of the 2025 ASM. Stockholders must provide the information required and upload the documents needed to complete their registration and to cast their votes, which are then subject to verification and validation by the Office of the Corporate Secretary.
2. Stockholders will need the following documents to register at the online voting platform:
 - (a) Individual Stockholders
 - i. Valid email address and active contact number (landline or cellphone);
 - ii. Any valid government-issued identification card (ID);

- iii. Any valid stock certificate issued by the Company in the name of the individual stockholder, or stock certificate number that matches with the name provided in the registration form, if such stock certificate is lost.
- (b) Stockholders with Joint Accounts
- i. An authorization letter signed by other stockholders indicating the person among them authorized to cast the votes;
 - ii. Documents required under Items 2.a.(i) and 2.a.(ii) for the authorized stockholder; and
 - iii. Any valid stock certificate issued by the Company in the name of the joint stockholders, or stock certificate number that matches with the name provided in the registration form, if such stock certificate is lost.
- (c) Stockholder under PCD Participant/Brokers Account or “Scripless Shares”
- i. Coordinate with the broker, and request for your broker’s full account name and PDTC broker identification number or account number they provided to the Company; and
 - ii. Items 2.a.(i) and 2.a.(ii) above.
- (d) Corporate Stockholders
- i. Secretary’s certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
 - ii. Any valid stock certificate in the name of the corporate stockholder; and
 - iii. Documents required under Items 2.a.(i) and 2.a.(ii) above for the authorized representative.
3. The ASM Portal contains the Agenda items for approval as set out in the Notice and Agenda for the 2025 ASM.
- (a) For items other than the election of directors, stockholders have the option to vote: In Favor of, Against, or Abstain.
- (b) For the election of Directors, stockholders have the option to vote his shares for all nominees, not vote for any nominees, or vote for one or some nominees only, in such number of shares as the stockholder prefers, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The system will automatically compute the total number of votes the stockholder is allowed to cast, based on the number of shares he owns.
- (c) Once the stockholder finalizes his votes, he can proceed to submit the accomplished form by clicking the ‘Submit’ button.
- (d) After the ballot has been submitted, the stockholder may no longer change his/her vote.
4. Thereafter, the Office of the Corporate Secretary will send a confirmation email to the stockholder once his/her account has been verified and his/her vote has been recorded.

If the registration cannot be verified due to lacking, incomplete, or unreadable documents or information, the stockholder will be notified through an system-generated email from the ASM Portal. The Company shall send a subsequent email to inform the stockholder of the actions or documentations needed to complete the registration. Stockholders may contact AEV_BoardSecretariat@aboitiz.com for queries regarding the online voting and registration.

If the account of a stockholder cannot be verified, then the votes cast by the non-verified stockholder shall not be recorded.

5. The Office of the Corporate Secretary shall tabulate all valid and confirmed votes cast through the ASM Portal, together with the votes cast through proxies. The Board of Election Inspectors will thereafter validate the results.
6. Votes cast until 08:00 a.m. of 28 April 2025. will be tabulated and presented during the ASM. Stockholders may still vote at <https://aboitiz.com/2025asm/> after the cut-of time and the final votes received through the proxy and through the SSM Portal after the adjournment of the meeting will be included in the minutes of the 2025 ASM.

III. ATTENDANCE IN THE 2025 ASM BY REMOTE COMMUNICATION

1. Stockholders who intend to participate in the 2025 ASM remotely may register using the link <https://aboitiz.com/2025asm/> until 08:00 a.m. of 28 April 2025.
2. To register, stockholders will need the requirements under Item II.2 above, depending on the type of ownership. Stockholders will also need to upload a valid ID as proof of identity.
3. Upon successful registration, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2025 ASM livestream.

If the registration cannot be verified due to lacking, incomplete, or unreadable documents or information, the stockholder will be notified through an system-generated email notification from the ASM Portal. The Company shall send a subsequent email to inform the stockholder of the actions and documentations needed to complete the registration. Stockholders may contact [AEV BoardSecretariat@aboitiz.com](mailto:AEV_BoardSecretariat@aboitiz.com) for queries regarding the online voting and registration.

4. Stockholders may send questions or remarks through the ASM Portal upon registration until the adjournment of the 2025 ASM.
5. The proceedings during the 2025 ASM will be recorded.

For more questions and clarifications, stockholders may visit the Company's website at <https://aboitiz.com/> or contact:

The Corporate Secretary at [AEV BoardSecretariat@aboitiz.com](mailto:AEV_BoardSecretariat@aboitiz.com)
Sammy Dave A. Santos at sammy.santos@aboitiz.com
Michael Capoy - (02) 8403-2414 or (02) 5307-5037 or mccapoy@stocktransfer.com.ph

DEFINITION OF TERMS

Aboitiz Foundation	Aboitiz Foundation, Inc.		MW Binga Hydroelectric Power Plant in Itogon, Benguet
Aboitiz Group	ACO and the companies or entities in which ACO has beneficial interest and over which ACO, directly or indirectly, exercises management control, including, without limitation, AEV, AboitizPower, AboitizLand, Pilmico, Aboitiz InfraCapital and their respective Subsidiaries and Affiliates	Amended Guidelines	AEV’s Amended Guidelines for the Nomination and Election of Independent Directors
Aboitiz InfraCapital	Aboitiz InfraCapital, Inc. (formerly: AEV Infracapital, Inc.)	Apo Agua	Apo Agua Infraestructura, Inc.
AboitizLand	Aboitiz Land, Inc.	APRI	AP Renewables Inc.
AboitizPower	Aboitiz Power Corporation	APX1	Aboitiz Power Distributed Energy, Inc.
AboitizPower Group or Power Group	Aboitiz Power Corporation and its Subsidiaries	APX2	Aboitiz Power Distributed Renewables, Inc.
Abovant	Abovant Holdings, Inc.	Archipelago Insurance	Archipelago Insurance Pte. Ltd.
ACO	Aboitiz & Company, Inc.	ARI	Aboitiz Renewables, Inc. (formerly: Philippine Hydropower Corporation)
AdventEnergy	Adventenergy, Inc.	AS	Ancillary Services
AESI	Aboitiz Energy Solutions, Inc.	ASPA	Ancillary Services Procurement Agreement
AEV Aviation	AEV Aviation, Inc. (formerly Davco Holdings, Inc.; Spin Realty Corporation)	Associate	Refers to an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies
AEV CRH	AEV CRH Holdings, Inc.	ATM	Automated Teller Machine
AEV Group or the Group	AEV and its Subsidiaries	ATSC	Aboitiz Transport System (ATSC) Corporation (now 2GO Group, Inc.)
AEV International	AEV International Pte. Ltd.	Bakun AC Hydro Plant	Refers to Luzon Hydro Corporation’s 70-MW Bakun run- of-river hydropower plant located in Amilongan, Alilem, Ilocos Sur
AEV, the Company, the Issuer or the Registrant	Aboitiz Equity Ventures Inc.	Balamban Enerzone	Balamban Enerzone Corporation
Affiliate	With respect to any Person, any other Person directly or indirectly Controlled or is under common Control by such Person	BCM	Business Continuity Management
Ambuklao-Binga Hydroelectric Power Complex	Refers to SN Aboitiz Power-Benguet’s 105-MW Ambuklao Hydroelectric Power Plant located in Bokod, Benguet and 140-	BCQ	Bilateral Contract Quantity
		BIR	Bureau of Internal Revenue
		BOI	The Philippine Board of Investments

BOT	Build-Operate-Transfer
BPIA	Bohol Panglao International Airport
BPO	Business Process Outsourcing
BSP	Bangko Sentral ng Pilipinas
Bunker C	A term used to designate the thickest residual fuels that is produced by blending any oil remaining at the end of the oil refining process with a lighter oil
Business Unit	A Subsidiary or an Affiliate of AEV
CA	Court of Appeals
CAAP	Civil Aviation Authority of the Philippines
CBA	Collective Bargaining Agreement
CDPEI	Cebu District Property Enterprise, Inc.
Cebu Coal Project	Refers to the construction and operation of the 3x82-MW coal-fired power plant of Cebu Energy Development Corporation located in Toledo City, Cebu.
Cebu Energy	Cebu Energy Development Corporation
CFB	Circulating Fluidized Bed
CIPDI	Cebu Industrial Park Developers, Inc.
CitySavings	City Savings Bank, Inc.
Cleanergy	Cleanergy, Inc. (formerly Northern Mini-Hydro Corporation)
Coal Group or Coal Business Units	Composed of the following Business Units: Therma Luzon, Inc., Therma South, Inc., Therma Visayas, Inc., GNPowder Mariveles Coal Plant Ltd. Co., GNPowder Dinginin Ltd. Co., Pagbilao Energy Corporation, Redondo Peninsula Energy, Inc., STEAG State Power, Inc., and Cebu Energy Development Corporation, which own and/or operate coal-fired power plants
COC	Certificate of Compliance
Code of Ethics	Refers to the Company's Code of Ethics and Business Conduct

Contestable Customer/ Contestable Market	Refers to the electricity end-users who have a choice of a supplier of electricity, as may be determined by the ERC in accordance with Sec. 4(h) of the EPIRA
Contracted Capacity	Refers to the total capacity sold to customers at a given point in time
Control	A term which refers to possession, directly or indirectly, by a Person of the power to direct or cause the direction of the management and policies of another Person whether through the ownership of voting securities or otherwise; provided, however, that the direct or indirect ownership of over 50% of the voting capital stock, registered capital or other equity interest of a Person is deemed to constitute control of that Person; "Controlling" and "Controlled" have corresponding meanings
Cotabato Light	Cotabato Light & Power Company
CPDC	Cebu Praedia Development Corporation
CPPC	Cebu Private Power Corporation
CRH Aboitiz	CRH Aboitiz Holdings, Inc.
CSEE	Contract for the Supply of Electric Energy
CSP	Competitive Selection Process
Davao Light	Davao Light & Power Company, Inc.
DENR	Department of Environment and Natural Resources
Dependable Capacity or Sellable Capacity	Refers to the capacity of a power plant, excluding station use and fuel constraints
DICT	Department of Information and Communications Technology
Distribution Utilities or Power Distribution Group	Refers to the companies within the AboitizPower Group engaged in Power Distribution, such as Balamban Enerzone,

	Cotabato Light, Davao Light, Lima Enerzon, Malvar Enerzone, Subic Enerzone, SFELAPCO and Visayan Electric. “Distribution Company” or “Distribution Utility” may refer to any one of the foregoing companies.
DOE	Department of Energy
DOLE	Department of Labor and Employment
DOTr	Department of Transportation
EAUC	East Asia Utilities Corporation
ECC	Environmental Compliance Certificate
Enerzone Group or Enerzone Business Units	A term collectively referring to Balamban Enerzone, Lima Enerzone, Mactan Enerzone, Malvar Enerzone, Subic Enerzone and other Distribution Utilities of the AboitizPower Group operating within special economic zones
EO	Executive Order
EPC	Engineering, Procurement and Construction
EPIRA	RA 9136, otherwise known as the “Electric Power Industry Reform Act of 2001,” as amended from time to time, and including the rules and regulations issued thereunder
ERC	Energy Regulatory Commission
ESG	environment, social, and governance
FIA	Foreign Investments Act of 1991
Filagri Holdings	Filagri Holdings, Inc.
FIT	Feed-in-Tariff
FIT-All	Feed-in-Tariff Allowance
Food Group	A term collectively referring to Pilmico and its Subsidiaries and Pilmico International and Subsidiaries, which includes GCMH, the parent company of the Gold Coin Group; the Company’s

	Business Units engaged in the food business
GCMH	Gold Coin Management Holdings, Pte. Ltd.
Generation Companies or Power Generation Group	Refers to the companies within the AboitizPower Group engaged in Power Generation; “Generation Companies” may refer to any one of these companies.
GEOP	Green Energy Option Program
GMEC	GNPower Mariveles Energy Center Ltd. Co. (formerly GNPower Mariveles Coal Plant Ltd. Co. or GMCP)
GNPD	GNPower Dinginin Ltd. Co.
Gold Coin Group	GCMH and its Subsidiaries
Government	The Government of the Republic of the Philippines
Greenfield	Refers to power generation projects that are developed from inception on previously undeveloped sites
Grid	As defined in the Implementing Rules and Regulations of the EPIRA, it is the high voltage backbone system of interconnected transmission lines, substations and related facilities located in each of Luzon, Visayas, and Mindanao or as may be otherwise determined by the ERC in accordance with Section 45 of the EPIRA
GRSSA	Geothermal Resources Supply and Services Agreement
GWh	Gigawatt-hour, or 1,000,000 kilowatt-hours
Hedcor	Hedcor, Inc.
Hedcor Group or Hedcor Business Units	Refers to the companies within the AboitizPower Group engaged in hydroelectric power generation, such as Hedcor, Inc., Hedcor Bukidnon, Inc., Hedcor Sabangan, Inc., Hedcor Sibulan, Inc., and Hedcor Tudaya, Inc.
Hedcor Sabangan	Hedcor Sabangan, Inc
Hedcor Sibulan	Hedcor Sibulan, Inc.
Hedcor Tudaya	Hedcor Tudaya, Inc.
HEPP	Hydroelectric Power Plant

IEMOP	Independent Electricity Market Operator of the Philippines Inc.
Installed Generating Capacity or Gross Capacity	Refers to the registered capacity of a power plant in WESM, inclusive of the power plant's station use
IPO	Initial Public Offering
IPP	Independent Power Producers
IPPA	Independent Power Producer Administrator
IRR	Implementing Rules and Regulations
ISMS	Information Security Management System
ISO	International Organization for Standardization
IT	Information Technology
Joint Venture	Refers to a type of joint agreement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually-agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities require anonymous consent of the parties sharing control
JVACC	J.V. Angeles Construction Company
kV	Kilovolt, or 1,000 volts
kW	Kilowatt, or 1,000watts
kWh	Kilowatt-hour, the standard unit of energy used in the electric power industry. One kilowatt-hour is the amount of energy that would be produced by a generator producing 1,000 watts in one hour
Land Group	refers to AboitizLand and the Company's Business Units engaged in the real estate
LGC	Local Government Code of 1991
LGU	Local Government Unit
LHC	Luzon Hydro Corporation
Lima Enerzone	Lima Enerzone Corporation

Lima Water	Lima Water Corporation
LimaLand	Lima Land, Inc.
LTC	LIMA Technology Center
Maaraw San Carlos	Maaraw Holdings San Carlos, Inc.
Mactan Enerzone	Mactan Enerzone Corporation
Magat Plant	Refers to the 360-MW HEPP of SN Aboitiz Power - Magat, located at the border provinces of Isabela and Ifugao
Malvar Enerzone	Malvzar Enerzone Corporation
Maris Plant	The 8.5 MW run-of-river Maris Main Canal 1 Hydroelectric Power Plant
MCIAA	Mactan - Cebu International Airport Authority
MEPZ I	Mactan Export Processing Zone I
MEPZ II	Mactan Export Processing Zone II
Meralco	Manila Electric Company
MOA	Memorandum of Agreement
MORE	Manila – Oslo Renewable Enterprise, Inc.
MT	Metric Tons
MVA	Megavolt Ampere
MW	Megawatt, or one mn watts
MWh	Megawatt-hour
MWP	Megawatt-peak
Net Attributable Capacity	Refers to the capacity attributed to a company's ownership in the power plant, excluding station use and fuel constraints
NGCP	National Grid Corporation of the Philippines
NIA	National Irrigation Authority
NPC	National Power Corporation
NPPC	Naga Power Plant Complex, the 55 MW land-based gas turbine power plant located in Colon, Naga City, Cebu
NWRB	National Water Resources Board
Oil Group or Oil Business Units	Refers to the following companies: East Asia Utilities Corporation, Cebu Private Power Corporation, Therma Marine, Inc., Therma Mobile, Inc., Southern Philippines

	Power Corporation, and Western Mindanao Power Corporation, which own and operate Bunker C-fired power plants
Open Access	Retail Competition and Open Access
ORR	Operational Readiness Review
OT	Operations Technology
Pagbilao Plant	Refers to the 700-MW (2x350 MW) coal-fired thermal power plant located in Pagbilao, Quezon
PAN-JSC	Pilmico Animal Nutrition Joint Stock Company (formerly: Eurofeed) which was folded into the Gold Coin Group and renamed Gold Coin Feedmill (Binh Duong)
PANC	Pilmico Animal Nutrition Corporation (formerly Fil-Am Foods, Inc.)
PAO	Provisional Authority to Operate
PBI	Progressive Bank, Inc.
PBR	Performance-Based Rate-Setting Regulation
PCC	Philippine Competition Commission
PCRM	Pricing and Cost Recovery Mechanism
PDEx	Philippine Dealing & Exchange Corp., the fixed-income securities market which provides an electronic trading platform of exchange for fixed-income securities
PDNI	Propiedad del Norte, Inc.
PEC	Pagbilao Energy Corporation
PEMC	Philippine Electricity Market Corporation
Person	Means an individual, corporation, partnership, association, joint stock company, trust, any unincorporated organization, or a government or political subdivision thereof
PETNET	PETNET, Inc.
PEZA	Philippine Economic Zone Authority
PGC	Philippine Grid Code

PGPC	Philippine Geothermal Production Company, Inc.
Philippine IPO	Philippine Intellectual Property Office
Philippine Pesos or ₱	The lawful currency of the Republic of the Philippines
PhilRatings	Philippine Rating Services Corporation
Pilmico	Pilmico Foods Corporation
Pilmico International	Pilmico International Pte. Ltd.
Pmax or Maximum Stable Load	The maximum demand in MW that a generating unit or generating block or module in the case of a combined cycle power plant, can reliably sustain for an indefinite period of time, based on the generator capability tests. It also refers to the registered maximum capacity.
Pmin or Minimum Stable Load	The minimum demand in MW that a generating unit or generating block or module in the case of a combined cycle power plant, can reliably sustain for an indefinite period of time, based on the generator capability tests. It also refers to the registered minimum capacity.
PPA	Power Purchase Agreement
Prism Energy	Prism Energy, Inc.
PSA	Power Supply Agreement
PSALM	Power Sector Assets and Liabilities Management Corporation
PSE	The Philippine Stock Exchange, Inc.
PV	Photovoltaic
PVN	Pilmico Vietnam Company Limited
PVN Trading	Pilmico Viet Nam Trading Company Ltd.
PV Sinag	PV Sinag Power, Inc.
QMS	Quality Management System
RA	Republic Act
RCBM	Republic Cement and Building Materials, Inc.
RCII	Republic Cement Iligan, Inc.
RCLR	Republic Cement Land &

	Resources, Inc.
RCMI	Republic Cement Mindanao, Inc.
RCSI	Republic Cement Services, (Philippines) Inc.
RE Law	RA 9513, otherwise known as the Renewable Energy Act of 2008
REC	Renewable Energy Certificates
REPA	Renewable Energy Payment Agreement
RES	Retail Electricity Supplier
RESA	Renewable Energy Supply Agreement
RESC	Renewable Energy Service Contracts
Revised Corporation Code	Republic Act No. 11232 or the Revised Corporation Code of the Philippines
Revised Manual	Refers to the Company's Revised Manual on Corporate Governance
RORB	Return-on-Rate base
RP Energy	Redondo Peninsula Energy, Inc.
RPS	Renewable Portfolio Standards
RPT	Related Party Transactions
RTC	Regional Trial Court
Run-of-river hydroelectric plant	Refers to a hydroelectric power plant that generates electricity from the natural flow and elevation drop of a river
Sacasun	San Carlos Sun Power Inc.
Sacasun Plant	Refers to the 59 MWp Greenfield, stand-alone solar power generation project of Sacasun located at San Carlos Ecozone, Barangay Punao, San Carlos City, Negros Occidental
SBFZ	Subic Bay Freeport Zone
SBMA	Subic Bay Metropolitan Authority
SBU	Strategic Business Units
SEC	The Securities and Exchange Commission of the Philippines
SFELAPCO	San Fernando Electric Light and Power Co., Inc.
SME	small and medium sized enterprises

SN Aboitiz Power - Benguet	SN Aboitiz Power - Benguet, Inc. (formerly SN Aboitiz Power Hydro, Inc.)
SN Aboitiz Power - Magat	SN Aboitiz Power - Magat, Inc.
SN Aboitiz Power Group	Refers to the group of companies formed out of the strategic partnership between AboitizPower and SN Power, and refers to MORE and its Subsidiaries, including, SN Aboitiz Power-Benguet, Inc., SN Aboitiz Power-Gen, Inc., SN Aboitiz Power-RES, Inc., and SN Aboitiz Power-Magat, Inc.
Scatec ASA	Renewable Power Company recently acquired SN Power, a leading hydro power developer and IPP
SN Power	SN Power AS, a consorti between Statkraft AS and Norfund of Norway
SN Power Group	Refers to the group formed by Statkraft AS and Norfund, and is composed of, among others, SN Power AS and Agua Imapara AS. It is the leading Norwegian hydropower group with operations in Asia, Africa and Latin America
SPPC	Southern Philippines Power Corporation
SRC	RA 8799 or the Securities Regulation Code of the Philippines
SSS	Social Security System
STEAG Power	STEAG State Power Inc.
Subic Enerzone	Subic Enerzone Corporation
Subsidiary	In respect of any Person, refers to any entity: (i) who has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) ability to use its power over the investee to affect its returns
Systems Loss or	Refers to the Electric Energy

DSL	Input minus the Electric Energy Output, as defined in ERC Resolution No. 10-2018
TCIC	Taiwan Cogeneration International Corporation
TeaM Energy	Team Energy Corporation
THC	Tsuneishi Holdings (Cebu), Inc.
Tiwi-MakBan Geothermal Facilities	Refers to the geothermal facilities composed of twelve geothermal plants and one binary plant, located in the provinces of Batangas, Laguna and Albay
TLI	Therma Luzon, Inc.
TMI	Therma Marine, Inc.
TMO	Therma Mobile, Inc.
TPI	Therma Power, Inc.
TPVI	Therma Power - Visayas, Inc.
TransCo	National Transmission Corporation and, as applicable, the National Grid Corporation of the Philippines or NGCP which is the Transco concessionaire
TSA	Transmission Service Agreements
TSI	Therma South, Inc.
TVI	Therma Visayas, Inc. (formerly Vesper Industrial and Development Corporation)

UBPIC	UBP Investments Corporation
UBX PH	UBX Philippines Corporation
UnionBank or the Bank	Union Bank of the Philippines
Unviable Area	refers to a geographical area within the franchise area of a DU where the immediate extension of the distribution line is not feasible, as defined by Rule 4 (ssss) of the EPIRA-IRR. Areas that are currently served by the DUs but are deemed unviable on account of huge operating costs shall also mean Unviable Areas
UPE	Ultimate Parent Entity
US\$	The lawful currency of the United States of America
VAT	Value Added Tax
Visayan Electric	Visayan Electric Company, Inc.
Vivant Group	Refers to Vivant Corporation and its subsidiaries
WCIP	West Cebu Industrial Park, Inc.
WCIP-SEZ	West Cebu Industrial Park-Special Economic Zone
WESM	Wholesale Electricity Spot Market
WIPO	World Intellectual Property Office
WMPC	Western Mindanao Power Corporation

ANNEX “I”

AEV Patents, Copyrights and Franchises

AEV and its Subsidiaries own, or have pending applications for the registration of intellectual property rights for various trademarks associated with their corporate names and logos.

The following table sets out information regarding the trademark applications which AEV and its Subsidiaries have filed with the Philippine Intellectual Property Office (“Philippine IPO”) and intellectual property offices abroad

Philippine IPO

Trademarks	Owner	Registration No. / Date Issued	Description	Status
Aboitiz word mark (Class Nos. 30, 35, 36, 37, 39, 40 and 42)	Aboitiz Equity Ventures Inc.	04-2018-018635 17 March 2019	Application for the word mark “Aboitiz”.	Registered.
Aboitiz word mark (Additional activities under Class Nos. 36, 37)	Aboitiz Equity Ventures Inc.	04-2019-000086 8 August 2019	Application for the word mark “Aboitiz” to cover additional services under Class Nos. 36 and 37.	Registered.
Advancing Business and Communities Logo (Class Nos. 35 and 36)	Aboitiz Equity Ventures Inc.	04-2018-021743 7 November 2019	Application for the device mark “Advancing Business and Communities”, with color claim.	Registered.
Aboitiz Equity Ventures word mark (Class Nos. 35 and 36)	Aboitiz Equity Ventures Inc.	04-2018-021492 3 March 2020	Application for the word mark “Aboitiz Ventures”.	Registered.
Aboitiz Equity Ventures Logo (Class Nos. 35 and 36)	Aboitiz Equity Ventures Inc.	04-2018-021742 6 October 2019	Application for the device mark “Aboitiz Equity Ventures”, with color claim.	Registered.
A Future Built By You (Class No. 35)	Aboitiz Equity Ventures Inc.	4-2019-003834 8 August 2019	Application for the mark “A Future Built By You”.	Registered.
Aboitiz & Device – Black (Class Nos. 30, 36, 37, 39, 40 and 42)	Aboitiz & Co., Inc.	4-2005-012408 24 September 2007 (Trademark has been renewed and will expire on September 24, 2027.)	Application for the device mark “Aboitiz (Black)”.	Registered.
Aboitiz & Device – Red (Class Nos. 30, 36, 37, 39, 40 and 42)	Aboitiz & Co., Inc.	4-2005-012409 24 September 2007 (Trademark has been renewed and will expire on September 24, 2027.)	Application for the device mark “Aboitiz (Red)”.	Registered.
Passion for better ways word mark (Class Nos. 30, 36, 37, 39, 40 and 42)	Aboitiz & Co., Inc.	4-2005-012413 24 September 2007 (Trademark has been renewed and will expire on September 24, 2027.)	Application for the word mark “Passion for better ways”.	Registered.
Techglomerate word mark	Aboitiz Equity Ventures Inc.	4-2022-00518217 15 October 2022	Application for the word mark	Registered.

(Class No. 35)			"Techglomerate".	
Techglomerate Premium word mark (Class Nos. 35 and 36)	Aboitiz Equity Ventures Inc.	4-2022-00518342 12 December 2022	Application for the word mark "Techglomerate Premium".	Registered.

International Trademarks Application (Non-Madrid)

Trademarks	Owner	Country of Application	Status
Aboitiz (Word Mark) (Class No. 30)	Aboitiz Equity Ventures, Inc.	Malaysia	Registered.
Aboitiz (Word Mark) (Class No. 35)	Aboitiz Equity Ventures Inc.	Malaysia	Registered.
Aboitiz (Word Mark) (Class No. 36)	Aboitiz Equity Ventures Inc.	Malaysia	Registered.
Aboitiz (Word Mark) (Class No. 37)	Aboitiz Equity Ventures Inc.	Malaysia	Registered.
Aboitiz (Word Mark) (Class No. 39)	Aboitiz Equity Ventures Inc.	Malaysia	Registered.
Aboitiz (Word Mark) (Class No. 40)	Aboitiz Equity Ventures Inc.	Malaysia	Registered.
Aboitiz (Word Mark) (Class No. 42)	Aboitiz Equity Ventures Inc.	Malaysia	Registered.
Aboitiz (Class No. 42)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.
Aboitiz (Class No. 40)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.
Aboitiz (Class No. 39)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.
Aboitiz (Class No. 37)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.
Aboitiz (Class No. 36)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.
Aboitiz (Class No. 35)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.
Aboitiz (Class No. 30)	Aboitiz Equity Ventures Inc.	Sri Lanka	Pending.

International Trademarks Application (Madrid Protocol)

Trademarks	Owner	Country of Application	Status
Aboitiz (Word Mark) (#1504418) (Class Nos. 30, 35, 36, 37, 39, 40, and 42)	Aboitiz Equity Ventures Inc.	WIPO	Registered.
Aboitiz (Word Mark) (Class Nos. 30, 35, 36, 37, 39, 40, and 42)	Aboitiz Equity Ventures Inc.	Laos	Registered.
Aboitiz (Word Mark) (Class Nos. 30, 35, 36, 37, 39, 40, and 42)	Aboitiz Equity Ventures Inc.	Singapore	Registered.
Aboitiz (Word Mark) (Class Nos. 30, 35, 36, 27, 29, 40 and 42)	Aboitiz Equity Ventures Inc.	Brunei	Registered.

AEV and its Subsidiaries have other pending trademark applications under the Madrid Protocol for the following countries: Brunei, China, Indonesia, Cambodia, Laos, Singapore, Thailand, and Vietnam

ABOITIZ EQUITY VENTURES INC.

NAC Tower, 32nd Street Bonifacio Global City, Taguig City
1634 Metro Manila, Philippines

The undersigned stockholder of **ABOITIZ EQUITY VENTURES INC.** (the “Company”) hereby appoints _____ or, in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, to represent and vote all shares registered in the name of undersigned stockholder, at the Annual Stockholders’ Meeting of the Company on **April 28, 2025 at 11:00 a.m.**, and at any adjournments thereof (the “2025 ASM”). Undersigned stockholder confirms receipt of the Agenda and rationale for the 2025 ASM, together with the Information Statements, and hereby directs its proxy to vote as follows:

1. Approval of minutes of the Annual Stockholders’ Meeting held on April 22, 2024
 Yes No Abstain
2. Approval of the 2024 Annual Report and Financial Statements
 Yes No Abstain
3. Appointment of Sycip Gorres Velayo & Co. as the Company’s External Auditor for 2025
 Yes No Abstain
4. Election of the Members of the Board of Directors
Vote my shares as follows (Please check one):
 Equally to all nine (9) nominees for directors;
 Abstain for all nine (9) nominees for directors;
 Distribute or cumulate my shares to the nominee/s, as follows: (*Indicate the number of shares to be voted for each nominee in the table below*)
5. Approval of the Amendment of Articles of Incorporation to Change the Company’s Principal Place of Business
 Yes No Abstain
6. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from April 22, 2024 up to April 27, 2025
 Yes No Abstain
- 6.1 Ratification of the Authority to Amend the By-Laws to Change the Company’s Principal Place of Business and Align with the Provisions of the Revised Corporation Code, the Company’s Updated Corporate Governance Practices, and Applicable SEC Rules and Regulations
 Yes No Abstain
7. Any issue/question that may arise related to any item in the Agenda of the meeting
 Yes No Abstain

NAME OF NOMINEE	NO. OF SHARES VOTED	
	YES	ABSTAIN
Enrique M. Aboitiz		
Mikel A. Aboitiz		
Erramon I. Aboitiz		
Sabin M. Aboitiz		
Ana Maria Aboitiz-Delgado		
Luis Miguel O. Aboitiz		
Joanne G. de Asis <i>(Independent Director)</i>		
Cesar G. Romero <i>(Independent Director)</i>		
Peter D. Maquera <i>(Independent Director)</i>		
TOTAL*		

* Total votes cast should not exceed the number of shares in your name multiplied by the number of board seats (9).

PRINTED NAME AND SIGNATURE OF STOCKHOLDER**

DATE

No. of Shares Held	Tel. No./Mobile Phone No. of Stockholder

** If a representative will sign on behalf of the stockholder, this proxy must be submitted together with a duly executed Special or General Power of Attorney showing the authority of the representative to sign on behalf of the individual stockholder. A sample Special Power of Attorney is available at <https://aboitiz.com/2025asm>.

This proxy must be received by the Office of the Corporate Secretary on or before 5:00 p.m., April 21, 2025 through email at AEV_BoardSecretariat@aboitiz.com. You may also send the hard copy to the Company’s address stated above.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is given, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by management or the Board of Directors.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

Notarization of this proxy is not required.