

COVER SHEET

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SEC Registration Number

E N E R G Y D E V E L O P M E N T C O R P O R A T I O N

(Company's Full Name)

9 T H F L O O R , R O C K W E L L B U S I N E S S  
C E N T E R T O W E R 3 , O R T I G A S A V E N U E  
P A S I G C I T Y

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

ATTY. BERNADETTE ANN V.  
POLICARPIO  
Contact Person

(02)8667-7332/(02)7755-2331  
Company Telephone Number

SEC Form 20-IS

1 2 3 1  
Month Day  
Fiscal Year

FORM TYPE

1st Tuesday of May  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

LCU  
Cashier

STAMPS

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## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the Annual Stockholders' Meeting of **ENERGY DEVELOPMENT CORPORATION** (the "Company") will be held on **May 14, 2024** at **10:00 A.M.** at the 5<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines.

Following is the agenda of the meeting<sup>1</sup>:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of the Minutes of the Previous Stockholders' Meeting
4. Noting of the Management Report and Approval of the Audited Financial Statements for the year ended December 31, 2023
5. Ratification of Acts of Management and the Board of Directors
6. Election of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Stockholders holding at least one (1) share in the Company as of the Record Date, **March 31, 2024**, are entitled to vote at the said meeting. Registration for the meeting begins at **9:00 A.M.** on **May 14, 2023**. For convenience in registering your attendance, please have available some form of identification, such as Company ID, Driver's License, Voter's ID, TIN card, SSS card or Passport.

If you will not be able to attend the meeting but would like to be represented, you may submit your proxy form, duly signed and accomplished, to the Office of the Corporate Secretary (c/o Mr. Ryan Z. Velasco of Investors Relations) at the head office of Energy Development Corporation located at Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines on or before **May 4, 2024**. Beneficial owners whose shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required identification, present a notarized certification from the owner of record (i.e., the broker, bank, or other fiduciary) that he is the beneficial owner, indicating thereon the number of shares owned. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting. In accordance with Rule 20.11.2.18 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code, proxies executed by brokers shall be accompanied by a certification under oath stating that before the broker executed the proxy form, he had duly obtained the written consent of the persons in whose account the shares are held.

Validation of proxies will take place on **May 9, 2024** at the office of the Company's stock and transfer agent.

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<sup>1</sup> For the details and rationale of the Agenda, please refer to Annex "B-1" of the Preliminary Information Statement.

For any question about the conduct of the Annual Stockholders' Meeting, you may email [edc\\_shmeeting@energy.com.ph](mailto:edc_shmeeting@energy.com.ph).

Mandaluyong City, Metro Manila, Philippines, March 21, 2024.

  
BERNADETTE ANN V. POLICARPIO  
Corporate Secretary

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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 ENERGY DEVELOPMENT CORPORATION
3. PHILIPPINES  
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number 66381
5. BIR Tax Identification Code 000-169-125-000
6. ROCKWELL BUSINESS CENTER TOWER 3  
ORTIGAS AVENUE, PASIG CITY, PHILIPPINES 1604  
 Address of principal office Postal Code
7. Registrant's telephone number, including area code (632) 7755-2331
8. Date, time and place of the meeting of security holders  
 Date : May 14, 2024  
 Time : 10:00 A.M.  
 Place : 5<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines
9. Approximate date on which the Information Statement is first to be sent or given to security holders  
April 22, 2024
10. **In case of Proxy Solicitations:**  
***Name of Person Filing the Statement/Solicitor:*** ***ENERGY DEVELOPMENT CORPORATION***  
*9<sup>th</sup> Floor, Rockwell Business Center Tower 3*  
*Ortigas Avenue, Pasig City, Philippines*  
*(632) 7755-2331*
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):  

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
a) Authorized Capital Stock	
Common Shares, Php1,000,000.00 par value	27,000 shares
Voting Preferred Shares, Php10,000 par value	15,000 shares
Non-Voting Preferred Shares, Php10.00 par value	300,000,000 shares



**ENERGY DEVELOPMENT CORPORATION**  
**Annual Stockholders' Meeting**  
**May 14, 2024**

**PART I.**

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of meeting of security holders.**

The annual stockholders' meeting of **ENERGY DEVELOPMENT CORPORATION** (hereinafter, "EDC", the "Registrant", or the "Company") will be held on **May 14, 2024 at 10:00 A.M.** at the 5<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines.

The complete mailing address of the Registrant is at the 9<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City 1604, Philippines.

The approximate date when the Information Statement and proxy form are first sent to security holders is on **April 22, 2024**.

**Item 2. Dissenters' Right of Appraisal**

The Revised Corporation Code allows the exercise of the appraisal right by any dissenting stockholder only 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 share, 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 Company's property and assets;
- 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 Company.

Pursuant to Section 81 of the Revised Corporation Code, any dissenting stockholder who votes against the proposed corporate action and who wishes to exercise his appraisal right must make a written demand on the Company, within thirty (30) days after the date of the meeting when the vote was taken, for the payment of the fair value of his shares. Failure to make the demand within such period shall be deemed a waiver of the appraisal right. Upon payment, he must surrender his certificates of stock and transfer the shares to the Company. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.

There are no matters or proposed actions included in the Agenda for the 2024 annual stockholders' meeting that constitute any of the instances in which a dissenting stockholder is allowed to exercise his/her appraisal right.

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

No member of the Board of Directors or executive officer since the beginning of the last fiscal year, or nominee for election as director, or their associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.

No director has informed the Company in writing or otherwise that he intends to oppose any action to be taken up at the meeting.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **Item 4. Voting Securities and Principal Holders Thereof**

#### Record Date

The record date for the purpose of determining the stockholders entitled to notice of, and to vote at the annual stockholders' meeting is **March 31, 2024**.

#### [Class of Voting Shares as of March 1, 2024

As of March 1, 2024, there are 17,041.572772 outstanding common shares and 9,375 outstanding voting preferred shares. There are 9,235.128525 common shares that are foreign-owned as of March 1, 2024. Holders of at least one (1) common or voting preferred share as of the Record Date shall be entitled to vote; one share shall be entitled to one vote. All voting preferred shares are owned by Red Vulcan Holdings Corporation ("Red Vulcan"), a Philippine corporation. None of the voting preferred shares are foreign-owned.]

#### Election of Directors and Cumulative Voting Rights

The election of directors for the current year will be taken up and all qualified stockholders have the right to cumulate their votes in favor of their chosen nominees for director in accordance with Sections 23 and 57 of the Revised Corporation Code.

Section 23 of the Revised Corporation Code provides that a stockholder may (a) vote such number of shares registered in his name as of the record date for as many persons as there are directors to be elected, (b) cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of shares shall equal, or (c) distribute them on the same principle among as many candidates as he shall see fit. The total number of votes cast by such stockholder should not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the number of directors to be elected. No delinquent stock shall however be allowed to vote.

Section 57 of the Revised Corporation Code provides that the stockholders may vote in person or by proxy in all meetings of stockholders.

### **Security Ownership of Certain Record and Beneficial Owners and Management**

#### **1) Persons Known to the Registrant to be Directly or Indirectly the Record or Beneficial Owner of More than 5% of Any Class of the Registrant's Voting Securities:**

As of March 1, 2024, the Registrant has no knowledge of any individual or any party who beneficially owns more than five percent (5%) of its outstanding common stock except as set forth in the table below:

Type of Class	Name, address of Record Owner and Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	No. of Shares Held	Percent of Class
Common Preferred	Red Vulcan 6 <sup>th</sup> Floor Rockwell Business Center Tower 3, Ortigas Ave., Pasig City  (Red Vulcan is a major stockholder of EDC)	Beneficial Owner - First Gen Corporation ("First Gen") (First Gen is a major stockholder of Red Vulcan)  Proxy - Federico R. Lopez, Chairman of First Gen	Filipino	7,494.999999 9,375	43.98% 100.00%
Common	PREHC* Level 29 Enterprise Center Tower 1, 6766 Ayala Avenue, Brgy. San Lorenzo, Makati City	Beneficial Owner of more than 5%  Proxy - Michael T. Rodriguez, Chairman/President of PREHC or Christopher Low Eu Sun, Director of PREHC	Foreign	9,223.249810	54.12%

\*PREHC is considered a foreign shareholder of EDC, being a domestic corporation wholly owned by a foreign (Dutch) shareholder. While its 9,223.249810 shares correspond to 54.12% of total outstanding common shares, these shares only constitute 34.91% of the total outstanding EDC shares in all classes and of the total outstanding voting shares of EDC.

## 2) Security Ownership of Directors and Management as of March 1, 2024

### a. Directors

Title of Class	Name of Beneficial Owner	Amount of Shares	Nature of Ownership	Citizenship	Percent of Class
Common	Federico R. Lopez - Chairman	1.000001	Direct	Filipino	0.004%
Common	Francis Giles B. Puno - Vice-Chairman and CEO	1.000001	Direct	Filipino	0.004%
Common	Jerome H. Cainglet - President & COO	1.000001	Direct	Filipino	0.004%
Common	Richard B. Tantoco	1.000001	Direct	Filipino	0.004%
Common	Jonathan C. Russell	1.000001	Direct	British	0.004%
Common	David Andrew Baldwin	1.000001	Direct	Australian	0.004%
Common	Christopher Low Eu Sun	1.000001	Direct	Malaysian	0.004%
Common	Ang Eng Seng	1.000001	Direct	Singaporean	0.004%
Common	Manuel I. Ayala	1.000001	Direct	Filipino	0.004%
Common	Sebastian C. Quinones, Jr.	1.000001	Direct	Filipino	0.004%
Common	Teresa Grace Soccoro G. Lara	1.000001	Direct	Filipino	0.004%

### b. Key Executive Officers

Title of Class	Name of Beneficial Owner	Amount of Shares	Nature of Ownership	Citizenship	Percent of Class
Common	Victor Emmanuel B. Santos, Jr.	0.000001	Direct	Filipino	0.000%
-	Erwin O. Avante	-	-	Filipino	0.000%
-	Ma. Elizabeth D. Nasol	-	-	Filipino	0.000%
-	Liberato S. Virata	-	-	Filipino	0.000%
-	Jennifer Joy S. Santos	-	-	Filipino	0.000%
-	Jay Joel L. Soriano	-	-	Filipino	0.000%
-	Edwin H. Alcober	-	-	Filipino	0.000%
-	James E. Jumawan	-	-	Filipino	0.000%
-	Maribel A. Manlapaz	-	-	Filipino	0.000%
-	Marvin Kenneth S. Bailon	-	-	Filipino	0.000%
-	Glenn L. Tee	-	-	Filipino	0.000%
-	Jeffrey D. Junsay	-	-	Filipino	0.000%
-	Ryan Z. Velasco	-	-	Filipino	0.000%
-	Miguel Lorenzo S. De Vera	-	-	Filipino	0.000%
-	Gabriel S. Vergara	-	-	Filipino	0.000%
-	Joseph P. Guevarra	-	-	Filipino	0.000%
-	Bernadette Ann V. Policarpio	-	-	Filipino	0.000%
-	Ana Maria A. Katigbak-Lim	-	-	Filipino	0.000%

As of March 1, 2024, the aggregate number of common shares registered in the names of the directors and key executive officers of the Company is 11.000012 or 0.065% of total common shares.

### 3) Voting Trust Holders of five percent (5%) or more

The Company knows of no person holding more than five percent (5%) of common shares under a voting trust or similar agreement.

### 4) Changes in control

No change in control of the Company has occurred since the previous fiscal year. The Company is not aware of any existing arrangement which may result in a change in control of the Company.

### Item 5. Directors and Executive Officers

The following are the nominee directors and the executive officers of the Company and their respective positions, ages, and business experience in the past five (5) years.

None of the directors have resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting because of a disagreement with the Company on a matter relating to its operations, policies, or practices.

Except as otherwise disclosed in this report, none of the directors is connected, either as an officer or an employee, with a government agency or instrumentality.

To the best of the Company's knowledge, no director is engaged in self-dealing or in any related party transactions that are not arms' length.

## **Directors**

### ***Federico R. Lopez, 62***

Mr. Lopez, Filipino, has been a member of the Board since November 29, 2007. He is currently Chairman of EDC, and Chairman and Chief Executive Officer of the publicly-listed companies Lopez Holding Corporation, FPH, and First Gen. He is Vice Chairman of Rockwell Land Corporation (“Rockwell Land”) and also sits on the board of ABS-CBN Corporation, which are also publicly listed companies.

A staunch environmentalist, he is the Chairman of the Oscar M. Lopez Center for Climate Change Adaptation and Disaster Risk Management Foundation (“OML Center”), a non-profit private sector-led initiative supporting research and innovative solutions to build climate-resilient communities. He is the Chairman of Sikat Solar Challenge Foundation, Inc., which focuses on bringing clean energy solutions to rural communities. He is the Chairman and President of Ang Misyon, Inc., an El Sistema-inspired advocacy committed to igniting social change and youth development through the formation of the Orchestra of the Filipino Youth. He is the Chairman of Knowledge Channel Foundation, which is committed to delivering transformative learning experiences especially to poor and marginalized Filipino children and communities. He is also a member of the Board of Trustees of the Philippine Disaster Resilience Foundation, the Eugenio Lopez Foundation, Inc., Teach for the Philippines, and Endeavor Philippines.

Mr. Lopez is a member of the New York Philharmonic International Advisory Board, Asia Business Council, World Presidents Organization, Chief Executives Organization, ASEAN Business Club, Management Association of the Philippines, Philippine Chamber of Commerce and Industry, European Chamber of Commerce of the Philippines, and Makati Business Club.

Mr. Lopez is a graduate of the University of Pennsylvania with a Bachelor of Arts degree, double major in Economics and International Relations, cum laude (1983).

### ***Francis Giles B. Puno, 59***

Mr. Puno, Filipino, has been a director of EDC since November 29, 2007. He is currently the Vice-Chairman and Chief Executive Officer of EDC. He also sits in the board of publicly-listed companies FPH, First Gen, First Philippine Industrial Park (“FPIP”), and Rockwell Land. Mr. Puno is also the President and Chief Operating Officer of FPH and First Gen, and is the President of FPIP and several First Gen subsidiaries, such as Red Vulcan, First Gen Energy Solutions, FGP Corp., and First NatGas Power Corp. He also sits in the Board of Trustees of the Philippine Business for Social Progress, OML Center, Lopez Group Foundation, Inc., and Eugenio Lopez Foundation, Inc.

He previously worked with the Global Power and Environmental Group of The Chase Manhattan Bank in Singapore and Hong Kong where he originated and executed financial advisory and debt arrangement mandates for power and water projects in Asia.

Mr. Puno has a Master of Management degree from the Kellogg Graduate School of Management of Northwestern University (1990) and a Bachelor of Science degree in Business Management from the Ateneo de Manila University (1985).

### ***Jerome H. Cainglet, 55***

Mr. Cainglet, Filipino, sits as director of EDC since July 1, 2023. He is currently the President and Chief Operating Officer of the Company, and also a Director and the President and Chief Operating Officer of various EDC subsidiaries including, BGI, GCGI, EBWPC, ULGEI, and EDC Geothermal Corp. He is also a Senior Vice-President in First Gen and a Director of various gas project companies of the Lopez Group, including First Gas Holdings Corporation, First Gas Power Corporation, FGP Corp., First NatGas Power Corporation, First Gas Pipeline Corporation, and FG Land Corporation.

Mr. Cainglet has been with the Lopez Group since July 1990 when he first joined FPH. He was a member of the core team that developed and implemented the Santa Rita and San Lorenzo gas-fired power plant projects as part of the Malampaya Gas-to-Power project and went on to Head the Gas Business Unit of First Gen until his appointment to the Parent Company.

He is a graduate of B.S. Chemical Engineering from the University of the Philippines (1989) and has an Executive MBA degree from the Asian Institute of Management (2006).

***Richard B. Tantoco, 57***

Mr. Tantoco, Filipino, sits as a director of EDC since November 29, 2007. He also sits as a director of several EDC subsidiaries, including BGI, GCGI, and EBWPC. He is also a director of First Gen and several First Gen subsidiaries. Mr. Tantoco served as President and Chief Operating Officer of EDC and its subsidiaries from 2009 until 2023.

He is currently the President and Trustee of the OML Center and a trustee in the board of several non-profit organizations, including Business for Sustainable Development, Inc. and the Eugenio Lopez Foundation, Inc.

Prior to this, Mr. Tantoco also worked with management consulting firm Booz, Allen and Hamilton, Inc. in New York and London where he specialized in mergers and acquisition advisory, turnaround strategy advisory, and growth strategy formulation for media and manufacturing companies.

Mr. Tantoco has an MBA in Finance from the Wharton School of Business of the University of Pennsylvania (1993) and a Bachelor of Science degree in Business Management from the Ateneo de Manila University where he graduated with honors (1988).

***Jonathan C. Russell, 59***

Mr. Russell, British, has been a director of EDC since November 29, 2007. He is also an Executive Vice President of First Gen and director of GCGI. He was previously Vice President of Generation Ventures Associates (“GVA”), an international developer of independent power projects based in Boston, USA, responsible for the development of 1,720 MW of IPP projects in Asia. Prior to joining GVA, he worked for BG plc based in London and Boston, responsible for the development of power and natural gas distribution projects.

Mr. Russell has an MBA with Distinction in International Business & Export Management from the City University Business School, London, England (1989) and a Bachelor of Science with Honours in Chemical & Administrative Sciences from the City University, London, England (1987).

***Ang Eng Seng, 61***

Mr. Ang, Singaporean, has been a director of EDC since February 4, 2021. He is currently the Chief Investment Officer of GIC Private Limited (“GIC”) for Infrastructure. Prior to this, he was President of Europe and Head of Integrated Strategies Group of GIC.

Prior to joining GIC in 1994, Mr. Ang was a Director of the Auditor-General’s Office in Singapore. From 1996 to 1998, he was seconded from GIC to China International Capital Corporation in Beijing first as the Deputy General Manager and subsequently as the General Manager of its Direct Investment Department. He was Head of the Greater China Team for GIC Special Investments from 1999 to mid-2003, before becoming the Head of Europe Private Equity Group until 2009. He was concurrently Global Head of GIC’s Direct Investment Group and Head of Infrastructure Group from 2009 to 2012.

Mr. Ang holds a master’s degree from Cambridge University (1984). He is a Certified Public Accountant and a Chartered Financial Analyst charter holder.

***David Andrew Baldwin, 59***

Mr. Baldwin, Australian, has been a director of EDC since October 3, 2017. He is also a Senior Managing Director at Macquarie Asset Management (“MAM”), where he leads MAM’s Portfolio Performance Group across the Asia-Pacific region. The Portfolio Performance Group focuses on managing key areas of risk and delivering quantifiable value through the industrial transition and transformation of portfolio businesses. It provides functional expertise and hands-on support to its investment teams and has capabilities across Transformation & Operations, Human Capital, Workplace Health & Safety, Enterprise IT & Cyber, and Sustainability.

Prior to joining MAM, Mr. Baldwin was Chief Executive Officer of Integrated Gas at Origin Energy in Australia, where he delivered and operated Origin’s liquefied natural gas export business, Australia Pacific LNG. Prior to this, he was Chief Executive Officer of Contact Energy, one of New Zealand’s largest integrated energy companies. Before that, Mr. Baldwin held senior positions at Berkshire Hathaway Energy in Indonesia, Philippines, and the US, and Shell in the Netherlands and New Zealand. Mr. Baldwin’s responsibilities included the delivery and operation of renewable energy projects, mergers and acquisitions, and development and operation of chemical production facilities.

Mr. Baldwin received a Bachelor of Engineering (Chemical) from the University of Canterbury and a Master of Business Administration from Victoria University of Wellington.

***Christopher Low Eu Sun, 41***

Mr. Low, Malaysian, has been a director of EDC since October 3, 2017. He is a Managing Director of Macquarie Infrastructure and Real Assets (“MIRA”), which is part of MAM - the asset management arm of the Macquarie Group.

Mr. Low joined MIRA in 2006 and currently serves as the Co-head of South-East Asia and India for MAM Real Assets.

Mr. Low has a Master’s Degree in Management from Imperial College London and an undergraduate degree in Economics from the London School of Economics.

***Manuel I. Ayala, 60***

Mr. Ayala, Filipino, has been an Independent Director of EDC since September 7, 2016 and currently sits as the Chairman of the Audit and Governance Committee.

Mr. Ayala is the Co-Founder and Managing Director of Endeavor Philippines, a global non-profit organization focused on accelerating the growth of high impact entrepreneurs. He is also an Independent Director of Sky Cable and a Board Trustee of the University of Asia and the Pacific.

Prior to Endeavor, Mr. Ayala founded Hatchd, Inc., a technology incubator that has helped to create companies such as Rappler, PawnHero, Ayannah, and GrowSari. He was also a co-founder of IRG Ltd., a Hong Kong-based M&A advisory firm focused on the telecoms, media and tech sectors across the Asia Pacific.

Mr. Ayala has an MBA from Harvard Business School and a BA from Yale University.

***Sebastian C. Quiniones, Jr., 64***

Mr. Quiniones, Filipino, has been an Independent Director of EDC since May 11, 2021 and currently sits as the Chairman of the Health, Safety, and Environment Committee. He has been an Executive Director of Pilipinas Shell Foundation since January 2019, Chairman of the Board of Mindoro Biodiversity and Conservation Foundation since 2016, Chairman of the Board of ShellClub15Plus since 2017, and a member of STEM Alliance Philippines since 2020. He is currently the Chairman of the Board of the League of Corporate Foundations. He was General Manager and Managing Director of Shell Philippines Exploration BV, a Director of Pilipinas Shell Petroleum Corporation where he was also a member of the Board Audit Committee, and Trustee of the Pension Fund of Shell Philippines Exploration BV. He was appointed as Managing Director and General Manager of Prime Energy Resources Development BV, the company which took over the Operatorship of the Malampaya Gas to Power Project on November 1, 2022.

He is also a member of the Management Association of the Philippines where he was Chairman and Vice Chairman of the Energy Committee. He is also a director of Kabalikat Para sa Maunlad na Buhay, a microfinance non-government organization, and has membership in various committees of the Union Church of Manila.

Mr. Quiniones previously served in the Boards of First Philippine Industrial Corporation and Batangas Bay Carriers, Inc. from 2001 to 2002. He was the Oil and Gas Representative for the Multi-Sectoral Group of Philippines Extractive Industries Transparency Initiative, President of the Petroleum Association of the Philippines, a Trustee of the Malampaya Foundation, a Director of the British Chamber of Commerce of the Philippines, and a Trustee of the British School of Manila. He has also served as Chairman of Council of the Union Church of Manila.

Mr. Quiniones graduated from the Philippine Science High School (1976) and became an NSDB scholar at the University of Philippines Diliman where he studied Chemical Engineering. He was trained in Technical, Operational and Leadership roles in Shell and attended a senior management course at INSEAD in the Singapore campus.

***Teresa Grace Socorro G. Lara, 66***

Ms. Lara, Filipino, has been an Independent Director of EDC since May 11, 2021 and currently sits as the Chairman of the Related Party Transactions Committee. She is a Director of Artists and Company, a talent management firm and an Independent Director of Electronic Network Cash Tellers, Inc. and an Executive Coach of Plastic Bank. She is active in her various advocacies, including GKONOMICS, which is the livelihood and training arm of Gawad Kalinga, as Marketing and Design Consultant, and MAKABATA School Foundation, Inc., a non-stock, non-profit foundation dedicated to the education of street children. Ms. Lara also supports various producers and artisans in the Negros Province.

Prior to this, Ms. Lara spent three (3) decades in the Philippine advertising industry. She was Chairman of the Board and President and CEO of Young and Rubicam Philippines until her retirement in 2014.

Ms. Lara was previously the Vice Chairman of Publicis/Jimenez Basic, General Manager and Client Services Director of Jimenez/D'ARCV, President and CEO of Basic Advertising, and Management Supervisor of Mullenlowe Treyna.

Ms. Lara graduated from the Ateneo De Manila University where she studied AB Communications Arts. She took a certificate course in Marketing and Advertising from the New York University.

**Key Executive Officers**

***Victor Emmanuel B. Santos, Jr., 56***

***Executive Vice President and Regulatory Compliance Officer***

Mr. Santos, Filipino, is currently the Executive Vice-President and Regulatory Compliance Officer of EDC. Prior to this, he was a Director of the Company from February 28, 2017 to October 3, 2017. He is also an Executive Vice-President in First Gen and FPHC.

He is currently a Member of the Board of Trustees of the Philippine Independent Power Producers Association, Philippine Electricity Market Corporation, and Semiconductor & Electronics Industries in the Phils. Foundation Inc.

Mr. Santos has a Master's degree in Business Administration from Fordham University (1995) and a Bachelor of Science degree in Management of Financial Institutions from De La Salle University (1989).

***Erwin O. Avante, 49***

***Senior Vice President, Chief Financial Officer/Treasurer and Compliance Officer for SEC***

Mr. Avante, Filipino, was appointed by the Board as Chief Financial Officer effective January 1, 2019 and as a Compliance Officer for the SEC effective March 1, 2014. He was promoted to Senior Vice President of the Company and other EDC subsidiaries on February 10, 2022. He is also a Senior Vice-President in First Gen. Prior to joining the Lopez Group in 1998, Mr. Avante worked as Senior Audit In-charge at SGV & Co.

Mr. Avante has a Master's Degree in Business Administration (2000) and a Master's of Science Degree in Computational Finance (2003), both obtained from the Graduate School of Business - De La Salle University, and a Bachelor of Science in Accountancy from De La Salle University (1994). Mr. Avante placed 1st in the May 1995 Certified Public Accountants board examination. He is also a CFA charter holder since 2005.

***Ma. Elizabeth D. Nasol, 66***

***Senior Vice President, Head of Human Resource Management***

Ms. Nasol, Filipino, was appointed by the Board as Senior Vice President in 2017 and is currently the Head of Human Resource Management.

Prior to her appointment in EDC in 2013, she was the Vice-President for Corporate Human Resources of First Philippine Electric Corporation ("First Philec"), which is the intermediate holding company for all manufacturing investments of FPH.

Before joining the Lopez Group, Ms. Nasol served as Vice-President for Corporate Human Resource of Roxas Holdings Inc. and all its subsidiaries, Head of the Center for Excellence of Globe Telecommunications, Inc., and Vice-President and Head of Organization and People Development in San Miguel Corporation.

Ms. Nasol served as the President of the Organization Development Practitioners Network from 2009 to 2011, and as President of the Compensation Management Society of the Philippines from 2017 to 2020. She is an active member of the People Management Association of the Philippines (“PMAP”) and a member of the PMAP Board of Trustees and was elected as President of PMAP in 2023.

She graduated from the University of Santo Tomas with a Bachelor’s Degree in Psychology, completed the Executive Development Program of INSEAD Singapore (1992), and finished the Strategic HR Management Program of the University of Michigan (1995). She is a “Certified Total Rewards Fellow” (2018) by the Asian Total Rewards Institute based in Singapore and a certified Team Coach by Leaders International Management Inc. (2023).

***Liberato S. Virata, 64***  
***Senior Vice President, Head of Facilities O&M***

Mr. Virata, Filipino, was appointed by the Board as Senior Vice President in December 2019. He started working for EDC in 1982 and held various positions including Field Maintenance Manager for LGPF, Maintenance Manager, Production Manager and Resident Manager for BGPF and Vice President and Head of Project Management prior to his current position.

Mr. Virata graduated with a Bachelor of Science degree in Mechanical Engineering from the Mapua Institute of Technology in Manila (1981). He became a Registered Mechanical Engineer in 1982 and a Professional Mechanical Engineer in 2006. He completed the Refinery Operations Course at Shell Refinery Clyde, Sydney New South Wales, Australia (1988), Management Development Program of AIM (1996), and Diploma Course in Maintenance Management System (JICA) at Kitakyushu, Japan (2003).

Mr. Virata is currently a Trustee and 1st Vice President of the Foundation of Outstanding Mapuan Incorporated. He was the National President of the Philippine Society of Mechanical Engineers in 2011 and 2012. He was a recipient of the PSME Fellow Award in 2013, PSME Don Tobias Marcelo Lifetime Achievement Award in 2016, PSME Outstanding Past President Emeritus Award in 2017, MIT’s Outstanding Alumnus Award for 2016, NAMA’s The Outstanding Mapuan for 2016, MEAAMIT’s The Outstanding Mechanical Engineer in 2014 and Philippines Professional Regulation Commission Citation for the Most Outstanding Mechanical Engineer in 2015.

***Jennifer Joy Santamarina Santos, 53***  
***Chief Transformation Officer, Head of Transformation Office***

Ms. Santos, Filipino, joined EDC in 2019. She is a proven business transformation leader with extensive experience from different companies in various industries (fast-moving consumer goods, telecommunications, media and technology) located in the Philippines and overseas. Prior to joining EDC, she managed multiple transformation programs in the Asia-Pacific region. She likewise has a strong track record in marketing, product management, innovation, and business development, having been an executive in these functions for many years.

Ms. Santos graduated from the Ateneo de Manila University as a scholar, with a Bachelor of Science degree in Management. She likewise attended the Ateneo Graduate School of Business. She also completed the Executive Development Program and Innovation Leadership Program of the Asian Institute of Management, as well as the International Executive Leadership Program of INSEAD-Singapore. Her professional development continues as she recently also completed certificate courses on Innovation in the Age of Disruption, and Leading Organizations in Disruptive Times at INSEAD-Singapore. She is also a mentor at the Asian Institute of Management and is a Certified Executive Coach.

***Jay Joel L. Soriano, 47***  
***Vice President***

Mr. Soriano, Filipino, is currently a Vice President of the Company. He joined EDC in 2014 as Deputy Strategic Business Unit Head of BGI before assuming the role of Strategic Business Unit Head of Negros Island Business Unit from 2016 to 2019 and as Head of the Integrated Planning Group in 2019 to 2022. He is also a Vice President and Head of Strategy and Planning of First Gen effective February 2022.

Mr. Soriano obtained his Bachelor of Science degree in Management Engineering from the Ateneo de Manila University (1999). He also holds a Master’s Degree in Business Administration from Harvard University (2007).

**Edwin H. Alcober, 52**

***Vice President, Head of Production Optimization of Integrated Subsurface***

Mr. Alcober, Filipino, was appointed by the Board as Vice President in May 2019. He began his career in EDC more than two (2) decades ago as a Drilling Engineer. He then became a Process Geochemist before heading the Leyte Resource Management Department. He was also previously the Geosciences and Reservoir Engineering Group Head.

Mr. Alcober obtained his Bachelor of Science degree in Chemical Engineering from the University of the Philippines in Diliman in 1994. He had undergone training in Geothermal Energy Technology at the Geothermal Institute, University of Auckland, New Zealand in 1998 and awarded Best in Engineering. He also finished Basic Management Program (2010) and Management Development Program (2017) at the Asian Institute of Management.

**James E. Jumawan, 60**

***Vice President, Head of Execution of Integrated Subsurface***

Mr. Jumawan, Filipino, was appointed by the Board in May 2019 as Vice President and has been leading the drilling activities of EDC since 2015 as Head of the Well Services Group. He has more than three decades of drilling expertise with EDC, joining the Company as a Drilling Engineer in 1988.

Mr. Jumawan obtained his Bachelor of Science degree in Electrical Engineering from Siliman University (1986) and a diploma in Geothermal Energy Technology from the University of Auckland, New Zealand (2000).

**Maribel A. Manlapaz, 59**

***Vice President, Head of Comptrollership***

Ms. Manlapaz, Filipino, joined EDC in November 2009. Prior to joining EDC, she held various executive positions for more than twenty (20) years at various global pharmaceutical companies, including as Director of Finance at UCB Philippines, Inc., a multinational company based in Belgium.

Ms. Manlapaz started her career in 1987 as an auditor with SGV & Co. (EY Affiliate). Between 1989 and 2006, she joined Pfizer, Inc. and The Boots Company Philippines, managing various finance functions. Her areas of expertise in the field of finance are management accounting, financial accounting and reporting, tax planning and compliance, and corporate and regulatory compliance.

Ms. Manlapaz is a Certified Public Accountant and holds a Master's Degree in Business Administration - Top Executive Program from the Pamantasan ng Lungsod ng Maynila (1996). She finished her undergraduate degree with cum laude distinction from the Philippines School of Business Administration in 1986, and was awarded Most Outstanding Graduate of the Year.

Ms. Manlapaz has also completed Diploma courses in Systems Design and Business Analysis and Strategic Finance at Asian Institute of Management. She also attended training programs on Coaching, Strategic Leadership and Leadership Foundation both locally and internationally.

**Marvin Kenneth S. Bailon, 46**

***Vice President, Head of Business Development and International Business***

Mr. Bailon, Filipino, joined EDC in 2011. He is currently the Vice President and Head of Business Development and International Business of the Company where he leads the development of local and international geothermal growth projects. Prior to this, he headed the commercial Teams of EDC's Mt. Apo and Leyte business units. In 2018, he assumed the role of Strategic Business Unit Head of the Bac-Man business unit and in 2019 was the Head for Market Planning & Contracts concurrent with his role as Head of Business Development for local growth projects.

Before joining EDC, Mr. Bailon had more than ten (10) years of experience in research, business planning, and business development from different industries (including oil and gas, power, and food). He earned both his undergraduate degree in Quantitative Economics and graduate degree in Industrial Economics from the University of Asia and the Pacific.

**Glenn L. Tee, 53**  
**Vice President, Chief Audit Executive, Head of Internal Audit**

Mr. Tee, Filipino, was appointed by the Board in October 2010. He is currently the Vice President and Chief Audit Executive of the Company. Prior to his appointment at EDC, he was Internal Audit Head of First Gen. He started his career as auditor of Punongbayan and Araullo and joined FPH Group in 1994 where he held various key positions in the Internal Audit and Accounting Departments of FPH and subsidiaries.

Mr. Tee is a Certified Public Accountant and Certified Internal Auditor as accredited by the Institute of Internal Auditors USA. He holds a BS Commerce (Major in Accounting) degree from San Beda University (1992). He also completed the academic requirements of the Executive Master's in Business Administration from the Asian Institute of Management (2009).

**Jeffrey D. Junsay, 47**  
**Vice President, Head of Integrated Sub-Surface**

Mr. Junsay, Filipino, joined the Company on May 15, 2023 as Vice President and Head of Integrated Sub-surface. Prior to this, he served as Country Manager of Wood Plc for its Philippine operations, one of the world's leading consulting and engineering companies across energy and materials markets. He previously worked for Shell in different technical and management roles. He has built a career in the oil and gas industry that spans more than twenty (20) years covering asset management, discipline engineering, brownfield modifications, project delivery, maintenance, production operations, technical HSSE, and contracts management.

Mr. Junsay is a licensed Mechanical Engineer and a graduate of the Mapua Institute of Technology (1997).

**Ryan Z. Velasco, 45**  
**Vice President, Corporate Information Officer, Head of Corporate Strategy and Planning**

Mr. Velasco, Filipino, has been with the Company since 2013. He is currently the Vice President and Head of Corporate Strategy and Planning, and also serves as the Corporate Information Officer of the Company. He initially joined as part of EDC's International Business Development team covering Latin America before moving to Finance to assist with EDC's Investor Relations, Special Projects, and other activities. Prior to joining the Company, he worked for Indra Philippines, Inc. as its Managing Consultant and Head of Business Development - Financial Markets, and with Citigroup in London, United Kingdom as Vice President covering its Europe, Middle East, and Africa markets.

Mr. Velasco obtained his MBA degree at IESE Business School in Barcelona, Spain, and attended an MBA International Exchange Program at Tuck School of Business (Dartmouth) in Hanover, New Hampshire, USA. He graduated from Ateneo de Manila University with a Bachelor of Science Degree in Business Management, Honors Program.

**Miguel Lorenzo S. De Vera, 39**  
**Vice President, Head of New Business and Technologies**

Mr. De Vera, Filipino, is currently a Vice President of the Company and Head of New Business and Technologies. He joined EDC as the Business Development Manager for the Burgos Wind Project and was subsequently assigned as the Deputy Business Head for the Wind-Ilocos Norte Business Unit. He was then assigned as the Commercial Manager of the Mt. Apo Geothermal Business Unit and subsequently head of said business unit. In 2018, Mr. De Vera was assigned as Head of Strategic Initiatives and Legal Regulatory Office for three years.

Mr. De Vera obtained his Bachelor of Science degree in Computer Science, major in Computer Engineering, from De La Salle University in Manila (2005).

**Gabriel S. Vergara, 39**  
**Vice President, Head of Enterprise Commercial**

Mr. Vergara, Filipino, is currently a Vice President of the Company and Head of Enterprise Commercial. He joined EDC as a manager for local geothermal under the Business Development Group. He then became Head of the Program Management Office in 2018 and in 2022, was assigned the role of Head of Business Optimization.

Mr. Vergara obtained his Bachelor of Science degree in Economics from the Ateneo de Manila University (2006). He also took postgraduate studies in International Political Economy and Development in Fordham University (2010).

**Joseph P. Guevarra, 43**  
**Assistant Vice President, Chief Risk Officer, Head of Risk & Insurance Management**

Atty. Guevarra, Filipino, was appointed by the Board as the Chief Risk Officer on June 29, 2022, and currently heads the Risk & Insurance Management of EDC. Prior to this, he was a Senior Legal Counsel and concurrently Head of Insurance Management of EDC, as well as the Corporate Secretary of EDC's geothermal subsidiaries.

Prior to joining EDC in June 2013, Atty. Guevarra was the Deputy Head for Legal of Roxas Holdings, Inc. ("RHI") where he served as legal counsel of RHI and Assistant Corporate Secretary of RHI's subsidiaries.

He obtained his Bachelor of Arts degree, Major in Political Science in 2001 from the University of the Philippines in Diliman where he also obtained his Bachelor of Laws degree in 2005. He was admitted to the Philippine Bar in 2006.

**Bernadette Ann Villa Policarpio, 48**  
**Vice President, Corporate Secretary, Head of Legal and Regulatory Affairs and Legal Services Division**

Atty. Policarpio, Filipino, was appointed as Assistant Corporate Secretary of EDC on September 7, 2016 and then as Corporate Secretary on October 3, 2017. She was appointed by the Board as Vice President on May 9, 2019. She is also a Vice President and Senior Counsel at First Gen. She joined EDC in August 2015 as a secondee from First Gen. She currently heads the Legal and Regulatory Affairs and the Legal Services Division of EDC.

Prior to joining the Lopez Group, Atty. Policarpio was Assistant Vice President for Legal Services at Global Business Power Corporation ("Global Power"), where she also served as the Head of the Legal Department and Assistant Corporate Secretary of the Global Power subsidiaries. Before moving in-house, Atty. Policarpio built her legal experience first as litigation associate at Villaraza & Angangco, later joining the government as Court Attorney in the Office of then Chief Justice Hilario G. Davide, Jr. in the Philippine Supreme Court. Thereafter, she pursued and completed her Master of Laws degree at the University of Michigan in Ann Arbor, Michigan, U.S.A. in 2006, which was followed by a fellowship stint at the Center for International Environmental Law in Geneva, Switzerland. Upon her return to the Philippines, she transitioned into commercial law practice as an associate at Romulo Law Office.

She obtained a Bachelor of Science degree in Management, Major in Legal Management in 1996 from the Ateneo de Manila University (1996), where she also earned her Juris Doctor degree (with Second Honors Silver Medal Award) in 2000. She was admitted to the Philippine Bar in 2001.

**Ana Maria A. Katigbak-Lim, 54**  
**Assistant Corporate Secretary**

Atty. Katigbak-Lim, Filipino, was appointed by the Board in January 2007 as Assistant Corporate Secretary, and as Corporate Secretary on September 7, 2016. On October 3, 2017, she was appointed anew as Assistant Corporate Secretary. She is a Senior Partner in Castillo Laman Tan Pantaleon & San Jose Law Firm.

Atty. Katigbak graduated *cum laude* from the University of the Philippines with degree in Bachelor of Arts in Comparative Literature (1990). She is a graduate of the University of the Philippines College of Law (1994) and a member of the Phi Kappa Phi international honor society and Integrated Bar of the Philippines. Her practice areas are mergers and acquisitions, securities and corporate law. She was admitted to the Philippine Bar in 1995.

**Significant Employees**

No single person or employee is expected to make a significant contribution to the Company's business as the Company considers the collective efforts of all its employees as instrumental to the success of the Company.

### ***Nominees for Directors***

The following are the nominees for regular and independent directors:

#### For Regular Directors

1. FEDERICO R. LOPEZ
2. FRANCIS GILES B. PUNO
3. JEROME H. CAINGLET
4. RICHARD B. TANTOCO
5. JONATHAN C. RUSSELL
6. DAVID ANDREW BALDWIN
7. ANG ENG SENG
8. CHRISTOPHER LOW EU SUN

#### For Independent Directors

9. MANUEL I. AYALA
10. SEBASTIAN C. QUINIONES, JR.
11. TERESA GRACE SOCORRO G. LARA

All nominations for regular and independent directors have been reviewed and approved by the Company's Nomination and Compensation Committee.

Please refer to the above biographical details of the current and nominee directors.

### ***Nomination for Independent Directors***

In compliance with Securities Regulation Code ("SRC") Rule 38, which provides for the guidelines on the nomination and election of independent directors, a Nomination and Compensation Committee has been constituted to pre-screen and accept the nominations of regular and independent directors. It is headed by Federico R. Lopez as chairman with Francis Giles B. Puno, Richard B. Tantoco, Christopher Low Eu Sun, and Manuel I. Ayala (Independent Director) as members.

Based on the evaluation made by the Nomination and Compensation Committee, all nominees for regular and independent director have the qualifications and none of the disqualifications provided by law. The evaluation was made following the requirements of the SRC and the Securities Exchange Commission (including SEC Memorandum Circular No. 4, series of 2017 on the term limit of the independent directors), as well as the Company's By-Laws and Manual on Corporate Governance, and the Charter of the Nomination and Compensation Committee.

The Nomination and Compensation Committee approved the nominations of Mr. Manuel I. Ayala, Mr. Sebastian C. Quiniones, Jr., and Ms. Teresa Grace Socorro G. Lara as independent directors conformably with the criteria prescribed in SRC Rule 38, the Company's By-laws and Manual on Corporate Governance, the Charter of the Nomination and Compensation Committee, and relevant issuances of the SEC.

Mr. Reman A. Chua nominated Mr. Manuel L. Ayala as Independent Director of the Company, Mr. Anthony Julicer A. Alvis nominated Mr. Sebastian C. Quiniones, Jr. as Independent Director and Mr. Rodolfo V. Reyno III nominated Ms. Teresa Grace Socorro G. Lara as Independent Director. The nominees for independent director are not related to their respective nominators.

Pursuant to the requirements of SEC Memorandum Circular No. 5, series of 2017, please refer to the certificates of qualification of the nominated independent directors attached as Exhibits "1", "2" and "3".

### ***Family Relationships***

The wives of Federico R. Lopez and Francis Giles B. Puno are sisters. Other than this, there are no family relationships known to the Company.

### ***Involvement in Certain Legal Proceedings***

To the best of the Company's knowledge, there has been no occurrence during the past five (5) years and up to the date of this information statement of any of the following events, which are material to an evaluation of the ability or integrity of any director, executive officer, or controlling person of the Company:

1. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
2. Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign (excluding traffic violations and other minor offenses);
3. Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting the involvement of a director, person nominated to become a director, or executive officer, in any type of business, securities, commodities, or banking activities; and
4. Any final and executory judgment by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

### ***Certain Relationships and Related Transactions***

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Following are the amounts of transactions and outstanding balances as of and for the years ended December 31, 2023, 2022 and 2021 with entities under common control with the Company:

Related Party	Nature of Transaction	Terms	Transactions for the years ended December 31			Outstanding Balances as of December 31	
			2023	2022	2021	2023	2022
<b>Due to related parties</b>							
<b><i>Entities under common control</i></b>							
First Gen	Interest-free advances	Unsecured and will be settled in cash	<b>₱53,085,495</b>	₱22,245,966	₱11,346,194	<b>₱1,668,334</b>	₱2,018,799
FGP Corp.	- do -	- do -	-	-	-	-	30,000
						<b>₱1,668,334</b>	<b>₱2,048,799</b>
<b>Dividends payable</b>							
<b><i>Affiliate</i></b>							
Philippine Renewable Energy Holdings Corp.	Dividend	Unsecured and will be settled in cash	<b>₱2,977,681,382</b>	₱2,706,983,074	₱2,706,408,864	<b>₱-</b>	<b>₱-</b>
<b><i>Entities under common control</i></b>							
Red Vulcan	- do -	- do -	<b>2,714,051,234</b>	2,494,001,122	2,493,534,348	-	-
First Gen	- do -	- do -	<b>48,059,418</b>	43,690,380	43,681,113	-	-
Northern Terracotta Power Corp	- do -	- do -	<b>47,795,533</b>	-	-	-	-
						<b>₱-</b>	<b>₱-</b>
<b>Due from related parties</b>							
<b><i>Entities under common control</i></b>							
First GES	Other services	Unsecured and will be settled in cash	<b>₱9,740,825</b>	₱14,485,644	₱7,430,000	<b>₱37,433,266</b>	₱27,692,440
First Gen	- do -	- do -	<b>1,130,910</b>	-	1,203,737	<b>2,334,646</b>	1,203,737
Thermaprime	Interest-free advances	- do -	-	-	-	<b>1,941,251</b>	1,941,251
						<b>₱41,709,163</b>	<b>₱30,837,428</b>

<b>Trade and other receivables</b>							
<b>Entities under common control</b>							
		Unsecured and will be settled in cash					
First GES	Sale of electricity		<b>₱998,027,490</b>	₱440,733,477	₱595,261,171	<b>₱85,859,472</b>	₱83,668,973
Rockwell Land Corporation	- do -	- do -	<b>323,182,427</b>	222,442,229	145,977,520	<b>40,827,619</b>	28,708,021
PI Energy Inc.	- do -	- do -	<b>115,459,560</b>	102,399,547	8,101,988	<b>6,036,973</b>	13,320,326
						<b>₱132,724,064</b>	<b>₱125,697,320</b>

<b>Trade and other payables</b>							
<b>Entities under common control</b>							
		Unsecured and will be settled in cash					
First Balfour Inc.	Civil works and other services		<b>₱5,446,411,985</b>	₱2,800,229,395	₱2,669,893,392	<b>₱3,424,205,698</b>	₱1,560,689,311
Thermaprime	Drilling and other related services	- do -	<b>1,160,777,545</b>	1,839,532,425	1,645,681,485	<b>258,058,514</b>	276,102,769
First GES	Purchase of services and utilities	- do -	<b>451,143,202</b>	129,166,264	64,879,202	<b>105,673,610</b>	48,486,461
TG Services Inc	- do -	- do -	<b>120,807,305</b>	108,920,266	104,012,540	<b>44,353,649</b>	28,415,737
Silverlink Security & Investigative Services, Inc.	- do -	- do -	<b>131,641,188</b>	115,891,562	111,587,283	<b>37,503,119</b>	26,149,836
Powerlink Security & Investigative Services, Inc.	- do -	- do -	<b>61,965,511</b>	80,635,862	107,291,056	<b>33,455,682</b>	38,723,404
InfoPro Business Solutions, Inc	- do -	- do -	<b>176,974,616</b>	150,690,010	133,031,534	<b>30,224,982</b>	26,370,300
PI Energy Inc.	- do -	- do -	<b>96,364,400</b>	48,187,105	24,292,603	<b>10,363,399</b>	1,544,706
Skycable	- do -	- do -	<b>2,873,088</b>	2,796,294	3,331,768	<b>1,115,371</b>	1,432,256
Adtel	- do -	- do -	<b>957,776</b>	995,454	891,325	<b>957,776</b>	-
First Philippine Realty Corporation	- do -	- do -	<b>2,797,729</b>	1,245,308	544,279	<b>679,817</b>	689,677
First Philec Manufacturing Technologies Corp	Purchase of services and utilities	- do -	-	-	-	<b>568,555</b>	328,720
First Philippine Industrial Corporation	- do -	- do -	-	-	-	<b>478,792</b>	496,931
First Philec Inc.	- do -	- do -	-	-	210,555	<b>328,720</b>	147,445
Goldlink Security & Investigative Services, Inc.	- do -	- do -	<b>478,816</b>	683,193	846,315	<b>77,512</b>	532,231
Securities Transfer Services, Inc.	- do -	- do -	-	-	-	<b>36,720</b>	6,120
ABS-CBN Publishing, Inc.	- do -	- do -	-	-	-	<b>3,600</b>	3,600
ABS-CBN Corporation	- do -	- do -	<b>80,000</b>	-	-	-	-
First Gen	Consultancy fee	- do -	<b>95,764,705</b>	92,891,765	46,445,882	-	-
<b>Other related party</b>							
PREHC Directors	Directors' fee	- do -	<b>28,276,234</b>	2,074,818	25,159,663	-	-
						<b>₱3,948,085,516</b>	<b>₱2,010,119,504</b>

<b>Lease Liability</b>							
<b>Entities under common control</b>							
		Unsecured and will be settled in cash					
Rockwell Land Corporation	Lease		<b>₱135,779,398</b>	₱120,649,575	₱-	<b>₱283,523,857</b>	₱291,975,289

<b>Miscellaneous Income</b>							
<b>Entities under common control</b>							
		Unsecured and will be settled in cash					
First Gen	Dividend		₱-	₱-	₱3,688,860	₱-	₱-

The amounts outstanding are unsecured and will be settled in cash. The Group did not recognize any impairment losses on receivables from related parties in 2023, 2022, and 2021. Entities under common control consists of subsidiaries (direct or indirect) of Lopez, Inc., the Group's ultimate parent.

i. First Gen

*Consultancy agreement*

First Gen provides financial consultancy, business development, and other related services to the Company under a consultancy agreement.

In 2017, the consultancy agreement was extended until December 31, 2020. In 2021, this was again extended for another two (2) years or until December 31, 2022. In 2023, this was again extended for one (1) year until December 31, 2023. As of March 1, 2024, the Company and First Gen are in the process of negotiating the renewal of the consultancy agreement.

The total consultancy services amounted to P17.0 million, P92.9 million, and P46.4 million in 2023, 2022, and 2021, respectively and were included in the “Purchased services and utilities” under “General and administrative expenses” account.

#### *Equity securities*

EDC owns First Gen shares that were recognized in the consolidated statements of financial position as financial assets at FVOCI which were sold in 2021.

Dividend income earned from the investment in First Gen shares amounted to P3.7 million in 2021.

#### ii. First Balfour, Inc. (First Balfour)

Following the regular bidding process, the Group awarded First Balfour procurement contracts for various works such as civil, structural and mechanical/piping works in the Group’s geothermal, wind and solar power plants.

As of December 31, 2023 and 2022, the outstanding balance amounted to P3,424.2 million and P 1,560.7 million, respectively, recorded under “Trade and other payables” account in the consolidated statements of financial position.

#### iii. Thermaprime Well Services, Inc. (Thermaprime”)

Thermaprime is a subsidiary of First Balfour, a wholly owned subsidiary of First Holdings. Thermaprime provides drilling services such as, but not limited to, rig operations, rig maintenance, well design and engineering. Thermaprime provides drilling services and drilling rig preservation services to EDC.

As of December 31, 2023 and 2022, the outstanding balance payable to Thermaprime amounted to P258.1 million and P276.1 million, respectively, recorded under “Trade and other payables” account in the consolidated statements of financial position.

#### iv. Rockwell Land Corporation

In 2019, the Company entered into an agreement with Rockwell Land Corporation (Rockwell) for the lease of an office space in Rockwell Business Center.

As of December 31, 2023 and 2022, the outstanding lease liability related to Rockwell amounted to P283.5 million and P292.0 million, respectively.

#### **Intercompany Guarantees**

The Company issued a credit line amounting to US\$80.0 million in favor of its subsidiary, EDC Chile Limitada, as evidence of the Company’s financial support for EDC Chile Limitada’s participation in the bids for geothermal concession areas by the Chilean Government.

Also, the Company issued letters of credit in favor of its subsidiaries in Peru, namely, EDC Peru S.A.C. and EDC Energia Verde Peru S.A.C. at US\$0.27 million each as evidence of the Company’s financial support for the geothermal authorizations related to the exploration drilling activities of the said entities, which expired on March 1, 2024 and February 21, 2024, respectively. On May 25, 2023, the Board and stockholders of Energy Development Corporation Peru S.A.C decided to no longer pursue exploration and development activities in Peru due to political and market factors.

In addition, under the agreement of the Burgos Wind Power Project Financing, EBWPC’s debt service shortfall is guaranteed by EDC. This guarantee will fall away once the conditions set in the loan agreement are met. Therefore, until the debt service guarantee falls away, EBWPC is subject to the same covenant ratios of EDC in addition to its own maintenance ratios under the project financing agreement. Furthermore, for the lender’s security, a debt service reserve account was initially maintained by EBWPC. In August 2019, EBWPC replaced the debt service reserve account with Stand-by Letters of Credit issued in favor of the EBPWC lenders.

## Remuneration of Key Management Personnel

The remuneration of the directors and other members of key management by benefit type are as follows:

	2023	2022	2021
Short-term employee benefits	₱473,277,561	₱331,142,425	₱240,152,467
Post-employment benefits	20,063,823	14,498,523	14,746,390
	<b>₱493,341,384</b>	<b>₱345,640,948</b>	<b>₱254,898,857</b>

### Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid or incurred during the last two (2) fiscal years and estimated to be paid in the ensuing fiscal year to the executive officers of the Company are as follows:

Summary Compensation Table\*

Name	Year	Salary	Bonus/ Other Annual Compensation
Federico R. Lopez, Chairman			
Francis Giles B. Puno, Vice Chairman & CEO			
Jerome H. Cainglet, President & COO			
Erwin O. Avante, Senior Vice President & CFO			
James E. Jumawan			
CEO and the four most highly compensated officers named above	2022	₱32,250,725	₱22,917,366
	2023	₱34,226,448	₱64,575,107
	2024 (estimate)	₱68,183,535	₱97,939,793
Aggregate compensation paid to all officers and directors as a group unnamed	2022	₱223,514,420	₱190,632,842
	2023	₱274,916,724	₱298,855,638
	2024 (estimate)	₱318,159,234	₱334,338,298

\*Note: Certain officers of the Company are seconded and receive their salaries from First Gen.

In EDC, the current Board compensation package is as follows:

- Monthly director's fee: ₱50,000;
- Attendance fee for Director's meetings: ₱10,000 per Board meeting and ₱6,000 per Board Committee meeting;
- Bonus to Directors as a group: ½ of 1% of declared cash dividend;
- Group Life Insurance Coverage; and
- Group Hospitalization Insurance Coverage.

The Company has no other arrangement with regard to the remuneration of its existing directors aside from the compensation received as herein stated.

In 2023, the directors and independent directors of the Company received remuneration, gross of tax, as follows:

Name	Gross Amount (in ₱)
Federico R. Lopez	6,293,555.56
Richard B. Tantoco	6,315,555.56
Joaquin E. Quintos IV*	6,045,555.56
Francis Giles B. Puno	6,335,555.56
Jerome H. Cainglet	386,000.00
Jonathan C. Russell	6,401,555.56
Manuel I. Ayala	6,347,555.56
Sebastian C. Quiniones, Jr.	6,353,555.56
Teresa Grace Socorro G. Lara	6,335,555.56
Ang Eng Seng	-
David Andrew Baldwin	-
Christopher Low Eu Sun	-

\*Until July 1, 2023.

**Description of the Terms and Conditions of (a) Employment Contracts between the Registrant and Named Executive Officers and (b) Compensatory Plan or Arrangement**

There is no employment contract between EDC and Mr. Lopez. Further, certain executive officers including Messrs. Puno, Cainglet, Avante, and Tee, as well as Atty. Policarpio, are seconded to EDC and receive their salaries from First Gen .

**Warrants**

As of the date hereof, there are no outstanding warrants held by the Company's president, named executive officers, and all directors and officers, as a group.

**Item 7. Independent Public Accountants**

Since 1987, the Commission on Audit of the Philippines ("Commission on Audit") had served as the independent auditor of the Company to audit the Company's financial statements. With the full privatization of the Company in 2007, it has engaged SGV & Co. as its external auditor. The Company has not had any material disagreements on accounting matters or financial disclosure matters with both the Commission on Audit and SGV & Co.

SGV & Co. observes and complies with the required rotation of its audit partners. The Company also complies with the requirement under Revised SRC Rule 68, Section 3(B)(ix) of Part 1 on the rotation of its external auditor or partner every seven (7) years, as prescribed in the Code of Ethics for Professional Accountants in the Philippines as adopted by the Board of Accountancy and Professional Regulation Commission.

In 2015, Ms. Jhoanna Feliza C. Go replaced Mr. Ladislao Z. Avila, Jr. as SGV audit partner assigned to EDC. The audit partner-in-charge until 2021 was Ms. Jhoanna Feliza C. Go. Having reached the seven (7)-year term limit, Ms. Ma. Veronica Andresa R. Pore replaced Ms. Jhoanna Feliza C. Go as the audit partner-in-charge in 2022.

Representatives of SGV & Co. will be present at the meeting, will have the opportunity to make a statement if they choose to do so, and will be available to respond to appropriate questions.

On February 22, 2024, the Company's Audit and Governance Committee ("AGC"), together with EDC management and SGV & Co., reviewed the Company's 2023 Annual Financial Statements. The AGC endorsed the same to the Board of Directors, which, on March 1, 2024, approved the statement's release to regulatory bodies and the stockholders. The AGC is headed by independent director Manuel I. Ayala, with Sebastian C. Quiniones, Jr., Teresa Grace Socorro G. Lara, Richard B. Tantoco, Jonathan C. Russell, and Christopher Low Eu Sun, as members.

For 2024, the proposal for the re-appointment of SGV & Co., with Ms. Veronica R. Pore as audit partner-in-charge, has been reviewed and endorsed by the AGC, and will be presented for the approval of the Company's stockholders at the annual stockholders' meeting.

**Item 8. Compensation Plans**

Not Applicable.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 9. Authorization or Issuance of Securities Other than for Exchange**

Not Applicable.

**Item 10. Modification or Exchange of Securities**

Not Applicable.

**Item 11. Financial and Other Information**

Not Applicable.

**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

Not Applicable.

**Item 13. Acquisition or Disposition of Property**

Not Applicable.

**Item 14. Restatement of Accounts**

Not Applicable.

**D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

The minutes of the previous annual stockholders' meeting will be submitted for the stockholder's approval. During the last annual stockholders' meeting held on May 12 2023, the stockholders approved the: (i) minutes of the previous annual stockholders' meeting held on June 29, 2022; (ii) the audited financial statements for the year ended December 31, 2022 (and noted the annual report of Management); (iii) amendment of the Seventh Article of the Amended Articles of Incorporation; (iv) Approval and/or ratification of the amendment of the following management contracts: (1) Management Services Agreement, Power Plant Operations Services Agreement and Shared Services Agreement with BGI; and (2) Management Services Agreement, Power Plant Operations Services Agreement, and Shared Services Agreement with GCGI; (v) ratification of acts of Management and the Board of Directors; (vi) election of Directors; and (vii) appointment of External Auditor for the year 2023-2024.

Approval of the minutes will constitute a ratification of the accuracy and faithfulness of the minutes to the events that transpired during the meeting. This does not constitute a second approval of the same matters taken up at the stockholders' meeting, which have already been approved.

**Item 16. Matters Not Required to be Submitted**

No action is to be taken with respect to any matter that does not require the submission to a vote of security holders.

**Item 17. Amendment of Charter, Bylaws or Other Documents**

Not Applicable.

**Item 18. Other Proposed Action**

Not Applicable.

**Item 19. Voting Procedures**

Holders of at least one (1) common or voting preferred share as of the Record Date shall be entitled to vote; one share shall be entitled to one vote

For the election of eleven (11) directors, eleven (11) nominees receiving the most number of votes will be elected to the Board of Directors. Cumulative voting will apply.

For all other matters to be taken up, the approval by the stockholders representing a majority of the outstanding common and voting preferred stock will be sufficient.

Voting shall be done *viva voce* or by raising of hands, and the votes cast for or against the matter submitted shall be tallied by the Corporate Secretary. All votes cast shall be subject to validation by BDO Unibank, Inc., Trust and Investments Group - Securities Services, the Company's Stock and Transfer Agent.

**PART II.**

**INFORMATION REQUIRED IN A PROXY FORM**  
**(This form shall be prepared in accordance with paragraph (5) of SRC Rule 20)**

**PLEASE USE ATTACHED PROXY FORM**  
**(attached as Annex "B")**

**Item 1. Identification**

This proxy is solicited by the Board of Directors and management of Energy Development Corporation. The solicited proxy shall be exercised by the Chairman, FEDERICO R. LOPEZ, or, in his absence, the Chairman of the 2024 Annual Stockholders' Meeting of the Company.

**Item 2. Instruction**

- a. For all agenda items other than "Call to Order", "Proof of Notice and Certification of Quorum", the proxy form shall be accomplished by marking in the appropriate box either "FOR", "AGAINST", or "ABSTAIN" according to the stockholder's/proxy's preference.

If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted:

1. FOR the approval of the minutes of the previous meeting of the stockholders;
  2. FOR the noting of the Management Report and approval of the Audited Financial Statements for the year ended December 31, 2023;
  3. FOR the ratification of all acts of Management and the Board of Directors from the date of the last annual stockholders' meeting up to the present;
  4. FOR the election of the following directors: Federico R. Lopez, Francis Giles B. Puno, Jerome H. Cainglet, Richard B. Tantoco, Jonathan C. Russell, Ang Eng Seng, David Andrew Baldwin, Christopher Low Eu Sun, Manny I. Ayala (Independent Director), Sebastian C. Quiniones, Jr. (Independent Director), and Teresa Grace Socorro G. Lara (Independent Director);
  5. FOR the approval of the appointment of SGV & Co. as the Company's external auditor; and
  6. To authorize the Proxy to vote on any matter that may be discussed under "Other Matters".
- b. A Proxy Form that is returned without a signature shall not be valid.
- c. The matters to be taken up in the meeting, with the names of the nominee directors, are enumerated opposite the boxes on the accompanying Proxy Form.
- d. Validation of proxies will take place on **May 9, 2024**.

**Item 3. Revocability of Proxy**

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 expresses his intention to vote in person.

**Item 4. Persons Making the Solicitation**

This solicitation is made by the Company. No director has informed the Company in writing or otherwise of his intention to oppose any action intended to be taken up at the meeting.

The cost of solicitation will be borne by the Company.

**Item 5. Interest of Certain Persons in Matters to be Acted Upon**

No member of the Board of Directors or executive officer since the beginning of the last fiscal year, or nominee for election as director, or their associates, has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election in office.

**PART III.**

**MANAGEMENT REPORT**

**1. Management Discussion and Analysis of Results of Operations and Financial Condition**

The following discussion focuses on the results of operations and financial condition of the Company.

**A. FINANCIAL RESULTS FOR DECEMBER 31, 2023 AND 2022**

**Horizontal and Vertical Analysis of Material Changes as of December 31, 2023 and 2022**

(Amounts in PHP millions)	December 2023	December 2022	HORIZONTAL ANALYSIS		VERTICAL ANALYSIS	
			Increase (Decrease)		December 2023	December 2022
			Amount	%		
<b>ASSETS</b>						
Current Assets						
Cash and cash equivalents	17,421.0	17,597.8	(176.8)	-1.0%	10.5%	11.7%
Financial asset at fair value through profit or loss	17.7	12.7	5.0	39.4%	0.0%	0.0%
Trade and other receivables	6,886.6	7,518.8	(632.2)	-8.4%	4.1%	5.0%
Due from related parties	41.7	30.9	10.8	35.0%	0.0%	0.0%
Parts and supplies inventories	8,492.0	7,875.1	616.9	7.8%	5.1%	5.3%
Derivative assets	34.3	44.4	(10.1)	-22.7%	0.0%	0.0%
Other current assets	6,141.8	1,682.7	4,459.1	265.0%	3.7%	1.1%
<b>Total Current Assets</b>	<b>39,035.1</b>	<b>34,762.4</b>	<b>4,272.7</b>	<b>12.3%</b>	<b>23.5%</b>	<b>23.2%</b>
Noncurrent Assets						
Property, plant and equipment	111,867.3	100,928.9	10,938.4	10.8%	67.3%	67.3%
Goodwill and intangible assets	3,424.9	3,632.1	(207.2)	-5.7%	2.1%	2.4%
Exploration and evaluation assets	2,151.0	2,039.3	111.7	5.5%	1.3%	1.4%
Deferred tax assets - net	875.5	754.4	121.1	16.1%	0.5%	0.5%
Derivative assets - net of current portion	233.5	326.3	(92.8)	-28.4%	0.1%	0.2%
Financial assets at fair value through other comprehensive income	289.0	295.0	(6.0)	-2.0%	0.2%	0.2%
Other noncurrent assets	8,376.8	7,258.1	1,118.7	15.4%	5.0%	4.8%
<b>Total Noncurrent Assets</b>	<b>127,218.0</b>	<b>115,234.1</b>	<b>11,983.9</b>	<b>10.4%</b>	<b>76.5%</b>	<b>76.8%</b>
<b>TOTAL ASSETS</b>	<b>166,253.1</b>	<b>149,996.5</b>	<b>16,256.6</b>	<b>10.8%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>LIABILITIES</b>						
Current Liabilities						
Trade and other payables	20,483.8	15,461.9	5,021.9	32.5%	12.3%	10.3%
Due to related parties	1.7	2.0	(0.3)	-15.0%	0.0%	0.0%
Income tax payable	218.9	298.2	(79.3)	-26.6%	0.1%	0.2%
Current portion of:						
Long-term debts	8,964.6	8,881.5	83.1	0.9%	5.4%	5.9%
Lease liability	166.3	160.8	5.5	3.4%	0.1%	0.1%
Derivative liabilities	-	-	-	0.0%	0.0%	0.0%
<b>Total Current Liabilities</b>	<b>29,835.3</b>	<b>24,804.4</b>	<b>5,030.9</b>	<b>20.3%</b>	<b>17.9%</b>	<b>16.5%</b>
Noncurrent Liabilities						
Long-term debts - net of current portion	46,769.8	44,420.1	2,349.7	5.3%	28.1%	29.6%
Long-term lease liability - net of current portion	157.6	241.1	(83.5)	-34.6%	0.1%	0.2%
Net retirement and other post-employment benefits	2,627.4	1,759.7	867.7	49.3%	1.6%	1.2%
Derivative liabilities - net of current portion	-	-	-	-	-	-
Deferred tax liability - net	134.9	165.9	(31.0)	-18.7%	0.1%	0.1%
Provisions and other long-term liabilities	3,355.3	3,027.8	327.5	10.8%	2.0%	2.0%
<b>Total Noncurrent Liabilities</b>	<b>53,045.0</b>	<b>49,614.6</b>	<b>3,430.4</b>	<b>6.9%</b>	<b>31.9%</b>	<b>33.1%</b>
<b>TOTAL LIABILITIES</b>	<b>82,880.3</b>	<b>74,419.0</b>	<b>8,461.3</b>	<b>11.4%</b>	<b>49.9%</b>	<b>49.6%</b>
<b>EQUITY</b>						
Equity Attributable to Equity Holders of the Parent						
Preferred stock	93.8	93.8	-	0.0%	0.1%	0.1%
Common stock	19,076.3	19,076.3	-	0.0%	11.5%	12.7%
Treasury Stock	(14,730.7)	(14,730.7)	-	0.0%	-8.9%	-9.8%
Additional paid-in capital	8,715.1	8,715.1	-	0.0%	5.2%	5.8%
Equity reserve	(3,706.4)	(3,706.4)	-	0.0%	-2.2%	-2.5%
Net accumulated unrealized gain on financial assets at fair value through other comprehensive income	100.3	70.1	30.2	43.1%	0.1%	0.0%
Fair value adjustments on hedging transactions	(3.6)	72.1	(75.7)	-105.0%	0.0%	0.0%
Cumulative translation adjustment	1,593.0	1,678.4	(85.4)	-5.1%	1.0%	1.1%
Retained earnings						
Unappropriated	26,051.1	24,774.9	1,276.2	5.2%	15.7%	16.5%
Appropriated	43,795.6	37,261.5	6,534.1	17.5%	26.3%	24.8%
<b>Total Equity</b>	<b>80,984.5</b>	<b>73,305.1</b>	<b>7,679.4</b>	<b>10.5%</b>	<b>48.7%</b>	<b>48.9%</b>
Non-controlling interests	2,388.3	2,272.4	115.9	5.1%	1.4%	1.5%
<b>TOTAL EQUITY</b>	<b>83,372.8</b>	<b>75,577.5</b>	<b>7,795.3</b>	<b>10.3%</b>	<b>50.1%</b>	<b>50.4%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>166,253.1</b>	<b>149,996.5</b>	<b>16,256.6</b>	<b>10.8%</b>	<b>100.0%</b>	<b>100.0%</b>

The Group's total assets as of December 31, 2023, amounted to ₱166,253.1 million, 10.8% or ₱16,256.6 million higher than the December 31, 2022 year-end level of ₱149,996.5 million. The Group's debt ratio is 0.40:1 as of December 31, 2023, lower than previous year's 0.41:1. This year's current ratio of 1.31:1 was higher than previous year's 1.40:1.

#### *Cash and cash equivalents*

Cash and cash equivalents decreased by 1.0% or ₱176.8 million to ₱17,421.0 million as of December 31, 2023 from the ₱17,597.8 million balance as of December 31, 2022 mainly due to the:

- ₱18,047.9 million acquisitions of property, plant and equipment;
- ₱9,591.2 million payments of long-term debts;
- ₱5,792.6 million payments of cash dividends;
- ₱2,920.3 million payments of interest and other financing charges;
- ₱1,185.4 million increase in other noncurrent assets;
- ₱143.6 million payment of lease liabilities;
- ₱116.2 million acquisitions of exploration and evaluation assets; and
- ₱ 70.6 million acquisitions of intangible assets.

The above was partly offset by the following:

- ₱25,031.8 million net cash generated from operations;
- ₱11,926.4 million proceeds from availment of long-term debts; and
- ₱751.4 million interest received.

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss increased by 39.4% or ₱5.0 million to ₱17.7 million as of December 31, 2023 from the ₱12.7 million balance as of December 31, 2022 mainly due the changes in fair value.

#### *Trade and other receivables*

Trade and other receivables decreased by 8.4% or ₱632.2 million to ₱6,886.6 million as of December 31, 2023 from the ₱7,518.8 million balance as of December 31, 2022 mainly due the decrease in the balance of receivables from customers (₱1,088.9 million), partly offset by the increase non-trade accounts receivables (₱508.6 million).

#### *Due from related parties*

Due from related parties increased by 35.0% or ₱10.8 million to ₱41.7 million as of December 31, 2023 from the ₱30.9 million balance as of December 31, 2022 mainly from the transactions with First Gen Energy Solutions.

#### *Parts and supplies inventories*

Parts and supplies inventories increased by 7.8% or ₱616.9 million to ₱8,492.0 million as of December 31, 2023 from the ₱7,875.1 million as of December 31, 2022 mainly due to the various materials and supplies purchased during the period.

#### *Derivative assets*

	December 31,		Favorable (Unfavorable) Variance	
	2023	2022	Amount	%
Current	34.3	44.4	(10.1)	-22.7%
Noncurrent	233.5	326.3	(92.8)	-28.4%
	267.8	370.7	(102.9)	-27.8%

Derivative assets decreased by 27.8% or ₱102.9 million to ₱267.8 million as of December 31, 2023 from the ₱370.7 million balance as of December 31, 2022 mainly due to the valuation adjustments for the period.

#### *Other current assets*

Other current assets increased by 265.0% or ₱4,459.1 million to ₱6,141.8 million as of December 31, 2023 from the ₱1,682.7 million balance as of December 31, 2022 mainly due to the increase in short-term investments, creditable withholding taxes, other prepaid expenses and advances to contractors.

#### *Property, plant and equipment*

Property, plant and equipment increased by 10.8% or ₱10,938.4 million to ₱111,867.3 million as of December 31, 2023 from the ₱100,928.9 million balance as of December 31, 2022 mainly due to the ₱18,121.1 million additions, partly offset by the ₱7,065.3 million depreciation and amortization.

#### *Goodwill and intangible assets*

Goodwill and intangible assets decreased by 5.7% or ₱207.2 million to ₱3,424.9 million as of December 31, 2023 from the ₱3,632.1 million balance in December 31, 2022 mainly due to the amortization and allowance for impairment for the period (₱275.7 million), partly offset by the additions for the period (₱70.6 million).

#### *Exploration and evaluation assets*

Exploration and evaluations assets increased by 5.5% or ₱111.7 million to ₱2,151.0 million as of December 31, 2023 from the ₱2,039.3 million balance in December 31, 2022 mainly due to the additions for the period.

#### *Deferred tax assets - net*

Deferred tax assets - net increased by 16.1% or ₱121.1 million to ₱875.5 million as of December 31, 2023 from the ₱754.4 million balance as of December 31, 2022 mainly due to deferred tax related to retirement benefit obligations.

#### *Other noncurrent assets*

Other noncurrent assets increased by 15.4% or ₱1,118.7 million to ₱8,376.8 million as of December 31, 2023 from the ₱7,258.1 million balance as of December 31, 2022 mainly due to the increase in input value-added tax from both local purchases and importation, and from the increase in advances to contractors.

#### *Trade and other payables*

Trade and other payables increased by 32.5% or ₱5,021.9 million to ₱20,483.8 million as of December 31, 2023 from ₱15,461.9 million as of December 31, 2022 mainly due to the increase in trade payables to suppliers and contractors.

#### *Due to related parties*

Due to related parties decreased by 15.0% or ₱0.3 million to ₱1.7 million as of December 31, 2023 from the ₱2.0 million balance as of December 31, 2022 mainly due to the transactions with First Gen Corporation.

#### *Income tax payable*

Income tax payable decreased by 26.6% or ₱79.3 million to ₱218.9 million as of December 31, 2023 from the ₱298.2 million balance as of December 31, 2022 mainly due to the lower current income tax expense recognized for the period.

#### *Long-term debt*

	December 31,		(Favorable) Unfavorable Variance	
	2022	2021	Amount	%
Current	8,964.6	8,881.5	83.1	0.9%
Noncurrent	46,769.8	44,420.1	2,349.7	5.3%
	55,734.4	53,301.6	2,432.8	4.6%

Long-term debt increased by 4.6% or ₱2,432.8 million to ₱55,734.4 million as of December 31, 2023 from the ₱53,301.6 million balance as of December 31, 2022 mainly due to loan drawdowns, partly offset by the principal payments this period.

### Lease liability

	December 31,		(Favorable) Unfavorable Variance	
	2023	2022	Amount	%
Current	166.3	160.8	5.5	3.4%
Noncurrent	157.6	241.1	-83.5	-34.6%
	323.9	401.9	-78.0	-19.4%

Lease liability decreased by 19.4% or ₱78.0 million to ₱323.9 million as of December 31, 2023 from the ₱401.9 million balance as of December 31, 2022 mainly due to the payments of lease liabilities during the year.

### Net retirement and other post-employment benefits

Net retirement and other post-employment benefits increased by 49.3% or ₱867.7 million to ₱2,627.4 million as of December 31, 2023 from the ₱1,759.7 million balance as of December 31, 2022 mainly due to the increase in the contributions to the Group's retirement plan.

### Deferred tax liability - net

Deferred tax liability - net decreased by 18.7% or ₱31.1 million to ₱134.9 million as of December 31, 2023 from the ₱165.9 million balance as of December 31, 2022 mainly due to deferred tax related to EBWPC's derivatives and movement of foreign exchange rate.

### Provisions and other long-term liabilities

Provisions and other long-term liabilities increased by 10.8% or ₱327.5 million to ₱3,355.3 million as of December 31, 2023 from the ₱3,027.8 million balance as of December 31, 2022 mainly due to the increase in asset retirement obligation and from the proceeds received from the Joint Crediting Mechanism Program of the Ministry of Environment of Japan.

### Net accumulated unrealized gain on financial assets at fair value through other comprehensive income

Net accumulated unrealized gain on financial assets at fair value through other comprehensive income increased by 43.1% or ₱30.2 million to ₱100.3 million as of December 31, 2023 from the ₱70.1 million balance as of December 31, 2022 mainly due to the increase in unrealized gain during the period.

### Fair value adjustments on hedging transactions

Fair value adjustments on hedging transactions turnaround by 105.0% or ₱75.7 million to (₱3.6) million as of December 31, 2023 from the ₱72.1 million balance as of December 31, 2022 mainly due to the valuation of hedging transactions.

### Cumulative translation adjustment

Cumulative translation adjustment decreased by 5.1% or ₱85.4 million to ₱1,593.0 million as of December 31, 2023 from the ₱1,678.4 million balance as of December 31, 2022 mainly due to the translation adjustment from international subsidiaries and local subsidiary with USD functional currency.

### Retained Earnings

#### Unappropriated

Unappropriated retained earnings increased by 5.2% or ₱1,276.2 million to ₱26,051.1 million as of December 31, 2023 from the ₱24,774.9 million balance as of December 31, 2022 mainly due to the ₱14,267.2 million net income attributable to the equity holders of the Company and ₱8,465.9 million reversal of appropriation of retained earnings, partly offset by the appropriation of retained earnings of ₱15,000.0 million and cash dividend of ₱5,792.6 million.

#### Appropriated

Appropriated retained earnings increased by 17.5% or ₱6,534.1 million to ₱43,795.6 million as of December 31, 2023 from the ₱37,261.5 million balance as of December 31, 2022 was mainly due to the appropriation of retained earnings of ₱15,000.0 million partly offset by ₱8,465.9 million reversal of appropriation of retained earnings.

### Non-controlling interests

Non-controlling interest increased by 5.1% or ₱115.9 million to ₱2,388.3 million as of December 31, 2023 from the ₱2,272.4 million balance as of December 31, 2022 was due to the ₱124.4 million share in net income and (₱8.5) million remeasurements of retirement and other post-employment benefits.

As of December 31, 2022 vs. December 31, 2021 Balances

(Amounts in PHP millions)	December 2022	December 2021	HORIZONTAL ANALYSIS		VERTICAL ANALYSIS	
			Increase (Decrease) Amount	%	December 2022	December 2021
<b>ASSETS</b>						
Current Assets						
Cash and cash equivalents	17,597.8	14,015.0	3,582.8	25.6%	11.7%	10.1%
Financial asset at fair value through profit or loss	12.7	853.1	(840.4)	-98.5%	0.0%	0.6%
Trade and other receivables	7,518.8	6,054.5	1,464.3	24.2%	5.0%	4.3%
Due from related parties	30.9	16.3	14.6	89.6%	0.0%	0.0%
Parts and supplies inventories	7,875.1	6,537.7	1,337.4	20.5%	5.3%	4.7%
Derivative assets	44.4	40.9	3.5	8.6%	0.0%	0.0%
Other current assets	1,682.7	1,800.3	(117.6)	-6.5%	1.1%	1.3%
<b>Total Current Assets</b>	<b>34,762.4</b>	<b>29,317.8</b>	<b>5,444.6</b>	<b>18.6%</b>	<b>23.2%</b>	<b>21.1%</b>
Noncurrent Assets						
Property, plant and equipment	100,928.9	96,218.5	4,710.4	4.9%	67.3%	69.1%
Goodwill and intangible assets	3,632.1	3,782.1	(150.0)	-4.0%	2.4%	2.7%
Exploration and evaluation assets	2,039.3	1,974.8	64.5	3.3%	1.4%	1.4%
Deferred tax assets - net	754.4	743.4	11.0	1.5%	0.5%	0.5%
Derivative assets - net of current portion	326.3	0.0	326.3	0.0%	0.2%	0.0%
Financial assets at fair value through other comprehensive income	295.0	225.8	69.2	30.6%	0.2%	0.2%
Other noncurrent assets	7,258.1	6,976.3	281.8	4.0%	4.8%	5.0%
<b>Total Noncurrent Assets</b>	<b>115,234.1</b>	<b>109,920.9</b>	<b>5,313.2</b>	<b>4.8%</b>	<b>76.8%</b>	<b>78.9%</b>
<b>TOTAL ASSETS</b>	<b>149,996.5</b>	<b>139,238.7</b>	<b>10,757.8</b>	<b>7.7%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>LIABILITIES</b>						
Current Liabilities						
Trade and other payables	15,461.9	13,036.4	2,425.5	18.6%	10.3%	9.4%
Due to related parties	2.0	3.2	(1.2)	-37.5%	0.0%	0.0%
Income tax payable	298.2	120.9	177.3	146.7%	0.2%	0.1%
Current portion of:						
Long-term debts	8,881.5	13,104.7	(4,223.2)	-32.2%	5.9%	9.4%
Lease liability	160.8	92.9	67.9	73.1%	0.1%	0.1%
Derivative liabilities	0.0	29.1	(29.1)	-100.0%	0.0%	0.0%
<b>Total Current Liabilities</b>	<b>24,804.4</b>	<b>26,387.2</b>	<b>(1,582.8)</b>	<b>-6.0%</b>	<b>16.5%</b>	<b>19.0%</b>
Noncurrent Liabilities						
Long-term debts - net of current portion	44,420.1	40,014.4	4,405.7	11.0%	29.6%	28.7%
Long-term lease liability - net of current portion	241.1	204.3	36.8	18.0%	0.2%	0.1%
Net retirement and other post-employment benefits	1,759.7	1,845.0	(85.3)	-4.6%	1.2%	1.3%
Derivative liabilities - net of current portion	-	252.4	(252.4)	-100.0%	0.0%	0.2%
Deferred tax liability - net	165.9	-	165.9	0.0%	0.1%	0.0%
Provisions and other long-term liabilities	3,027.8	2,590.8	437.0	16.9%	2.0%	1.9%
<b>Total Noncurrent Liabilities</b>	<b>49,614.6</b>	<b>44,906.9</b>	<b>4,707.7</b>	<b>10.5%</b>	<b>33.1%</b>	<b>32.3%</b>
<b>TOTAL LIABILITIES</b>	<b>74,419.0</b>	<b>71,294.1</b>	<b>3,124.9</b>	<b>4.4%</b>	<b>49.6%</b>	<b>51.2%</b>
<b>EQUITY</b>						
Equity Attributable to Equity Holders of the Parent						
Preferred stock	93.8	93.8	-	0.0%	0.1%	0.1%
Common stock	19,076.3	19,076.3	-	0.0%	12.7%	13.7%
Treasury Stock	(14,730.7)	(14,729.0)	(1.7)	0.0%	-9.8%	-10.6%
Additional paid-in capital	8,715.1	8,715.1	-	0.0%	5.8%	6.3%
Equity reserve	(3,706.4)	(3,706.4)	-	0.0%	-2.5%	-2.7%
Net accumulated unrealized gain on financial assets at fair value through	70.1	73.3	(3.2)	-4.4%	0.0%	0.1%

other comprehensive income						
Fair value adjustments on hedging transactions	72.1	(588.5)	660.6	-112.3%	0.0%	-0.4%
Cumulative translation adjustment	1,678.4	709.7	968.7	136.5%	1.1%	0.5%
Retained earnings						
Unappropriated	24,774.9	42,290.6	(17,515.7)	-41.4%	16.5%	30.4%
Appropriated	37,261.5	13,894.1	23,367.4	168.2%	24.8%	10.0%
	73,305.1	65,829.0	7,476.1	11.4%	48.9%	47.3%
Non-controlling interests	2,272.4	2,115.6	156.8	7.4%	1.5%	1.5%
<b>TOTAL EQUITY</b>	<b>75,577.5</b>	<b>67,944.6</b>	<b>7,632.9</b>	<b>11.2%</b>	<b>50.4%</b>	<b>48.8%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>149,996.5</b>	<b>139,238.7</b>	<b>10,757.8</b>	<b>7.7%</b>	<b>100.0%</b>	<b>100.0%</b>

The Group's total assets as of December 31, 2022, amounted to P149,996.5 million, 7.7% or P10,757.8 million higher than the December 31, 2021 year-end level of P139,238.7 million. The Group's debt ratio is 0.41:1 as of December 31, 2022, lower than previous year's 0.44:1. This year's current ratio of 1.40:1 was higher than previous year's 1.11:1.

#### *Cash and cash equivalents*

Cash and cash equivalents increased by 25.6% or P3,582.8 million to P17,597.8 million as of December 31, 2022 from the P14,015.0 million balance as of December 31, 2021 mainly due to the P21,808.5 million net cash generated from operations and the following:

- P864.0 million net redemption of financial assets at FVPL; and
- P248.6 million interest received.

The above was partly offset by the following:

- P9,856.6 million net acquisitions of property, plant and equipment;
- P5,293.5 million payments of cash dividends;
- P2,667.3 million payments of interest and other financing charges;
- P706.9 million net payments of long-term debts; and
- P500.1 million increase in other noncurrent assets.

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss decreased by 98.5% or P840.4 million to P12.7 million as of December 31, 2022 from the P853.1 million balance as of December 31, 2021 mainly due the net redemption from Investment Management Agreement account.

#### *Trade and other receivables*

Trade and other receivables increased by 24.2% or P1,464.3 million to P7,518.8 million as of December 31, 2022 from the P6,054.5 million balance as of December 31, 2021 mainly due the increase in receivables from customers.

#### *Due from related parties*

Due from related parties increased by 89.6% or P14.6 million to P30.9 million as of December 31, 2022 from the P16.3 million balance as of December 31, 2021 mainly from the transactions with First Gen Energy Solutions.

#### *Parts and supplies inventories*

Parts and supplies inventories increased by 20.5% or P1,337.4 million to P7,875.1 million as of December 31, 2022 from the P6,537.7 million as of December 31, 2021 mainly due to the various materials and supplies purchased during the period.

#### Derivative assets

	December 31,		Favorable (Unfavorable) Variance	
	2022	2021	Amount	%
Current	44.4	40.9	3.5	8.6%
Noncurrent	326.3	-	326.3	100.0%
	370.7	40.9	329.8	806.4%

Derivative assets increased by 806.4% or P329.8 million to P370.7 million as of December 31, 2022 from the P40.9 million balance as of December 31, 2021 mainly due to the valuation adjustments for the period.

#### Other current assets

Other current assets decreased by 6.5% or P117.6 million to P1,682.7 million as of December 31, 2022 from the P1,800.3 million balance as of December 31, 2021 mainly due to the maturity of short-term investments partly offset by higher creditable withholding taxes and prepaid expenses.

#### Property, plant and equipment

Property, plant and equipment increased by 4.9% or P4,710.4 million to P100,928.9 million as of December 31, 2022 from the P96,218.5 million balance as of December 31, 2021 mainly due to the P10,111.7 million additions and P1,861.6 million foreign exchange adjustments, partly offset by the P6,620.3 million depreciation and amortization.

#### Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income increased by 30.6% or P69.2 million to P295.0 million as of December 31, 2022 from the P225.8 million balance as of December 31, 2021 mainly due to the additional financial assets during the period.

#### Trade and other payables

Trade and other payables increased by 18.6% or P2,425.5 million to P15,461.9 million as of December 31, 2022 from P13,036.4 million as of December 31, 2021 mainly due to the increase in trade payables to suppliers and contractors.

#### Due to related parties

Due to related parties decreased by 37.5% or P1.2 million to P2.0 million as of December 31, 2022 from the P3.2 million balance as of December 31, 2021 mainly due to the transactions with First Gen Corporation.

#### Income tax payable

Income tax payable increased by 146.7% or P177.3 million to P298.2 million as of December 31, 2022 from the P120.9 million balance as of December 31, 2021 mainly due to the income tax payable recognized for the period.

#### Long-term debt

	December 31,		(Favorable) Unfavorable Variance	
	2022	2021	Amount	%
Current	8,881.5	13,104.7	(4,223.2)	-32.2%
Noncurrent	44,420.1	40,014.4	4,405.7	11.0%
	53,301.6	53,119.1	182.5	0.3%

Long-term debt increased by 0.3% or P182.5 million to P53,301.6 million as of December 31, 2022 from the P53,119.1 million balance as of December 31, 2021 mainly due to the transaction costs.

#### Lease liability

	December 31,		(Favorable) Unfavorable Variance	
	2022	2021	Amount	%
Current	160.8	92.9	67.9	73.1%
Noncurrent	241.1	204.3	36.8	18.0%
	401.9	297.2	104.7	35.2%

Lease liability increased by 35.2% or ₱104.7 million to ₱401.9 million as of December 31, 2022 from the ₱297.2 million balance as of December 31, 2021 mainly due to the additional lease transactions during the year.

#### Derivative liability

	December 31,		(Favorable) Unfavorable Variance	
	2022	2021	Amount	%
Current	-	29.1	(29.1)	-100.0%
Noncurrent	-	252.4	(252.4)	-100.0%
	-	281.5	(281.5)	-100.0%

Derivative liability decreased by 100.0% or ₱281.5 million to nil as of December 31, 2022 from the ₱281.5 million balance as of December 31, 2021 mainly due to the valuation adjustments for the year that resulted in derivative asset position.

#### Provisions and other long-term liabilities

Provisions and other long-term liabilities increased by 16.9% or ₱437.0 million to ₱3,027.8 million as of December 31, 2022 from the ₱2,590.8 million balance as of December 31, 2021 mainly due to the proceeds received from the Joint Crediting Mechanism Program of the Ministry of Environment of Japan.

#### Fair value adjustments on hedging transactions

Fair value adjustments on hedging transactions turnaround by 112.3% or ₱660.6 million to ₱72.1 million as of December 31, 2022 from the (₱588.5) million balance as of December 31, 2021 mainly due to the valuation of hedging transactions.

#### Cumulative translation adjustment

Cumulative translation adjustment increased by 136.5% or ₱968.7 million to ₱1,678.4 million as of December 31, 2022 from the ₱709.7 million balance as of December 31, 2021 mainly due to the translation adjustment from international subsidiaries and local subsidiary with USD functional currency.

#### Retained Earnings

##### Unappropriated

Unappropriated retained earnings decreased by 41.4% or ₱17,515.7 million to ₱24,774.9 million as of December 31, 2022 from the ₱42,290.6 million balance as of December 31, 2021 mainly due to the appropriation of retained earnings of ₱30,000.0 million and cash dividend of ₱5,293.5 million partly offset by ₱10,979.4 million net income attributable to the equity holders of the Company and ₱6,632.7 million reversal of appropriation of retained earnings.

##### Appropriated

Appropriated retained earnings increased by 168.2% or ₱23,367.4 million to ₱37,261.5 million as of December 31, 2022 from the ₱13,894.1 million balance as of December 31, 2021 was mainly due to the appropriation of retained earnings of ₱30,000.0 million partly offset by ₱6,632.6 million reversal of appropriation of retained earnings.

### *Non-controlling interests*

Non-controlling interest increased by 7.4% or ₱156.8 million to ₱2,272.4 million as of December 31, 2022 from the ₱2,115.6 million balance as of December 31, 2021 was due to the ₱153.1 million share in net income and ₱3.7 million remeasurements of retirement and other post-employment benefits.

### **Cash Flows**

#### *2023 vs. 2022*

Net cash flows from operating activities increased by 14.8% or ₱3,223.3 million to ₱25,031.8 million in 2023 from the ₱21,808.5 million in 2022 mainly due to the following movements:

- higher operating income before working capital changes (₱2,810.7 million),
- increase in trade and increase in other payables (₱2,558.6 million),
- decrease in trade and other receivables (₱2,107.5 million), and
- lower increase in parts and supplies inventories (₱811.1 million).

These were partly offset by:

- increase of other current assets (₱4,364.4 million), primarily from short-term investments,
- lower decrease in provisions and other long-term liabilities (₱353.9 million), and
- increase in income tax paid including creditable withholding tax (₱288.6 million).

Net cash flows used in investing activities increased by 97.4% or ₱9,191.0 million to ₱18,626.6 million in 2023 from the ₱9,435.6 million in 2022 mainly due to the:

- higher acquisitions of property, plant and equipment (₱8,185.7 million),
- lower proceeds from redemption of financial assets at FVPL (₱3,326.5 million)
- higher additions to other noncurrent assets (₱685.3 million).

These were partly offset by the decrease in acquisitions of financial assets at FVPL (₱2,458.5 million) and increase in interest received (₱502.8 million).

Net cash flows used in financing activities decreased by 25.5% or ₱2,227.5 million to ₱6,521.3 million in 2023 from the ₱8,748.8 million in 2022 mainly due to the lower payments of long-term debts (₱4,697.2 million), partly offset by the lower proceeds from availment of long-term debts (₱1,655.1 million), higher payments for dividends (₱499.1 million) and interest and other finance charges (₱253.0 million).

#### *2022 vs. 2021*

Net cash flows from operating activities decreased by 7.4% or ₱1,738.4 million to ₱21,808.5 million in 2022 from the ₱23,546.9 million in 2021 mainly due to the following movements:

- lower decrease of other current assets (₱3,277.3 million), primarily from short-term investments,
- increase in trade and other receivables (₱2,293.5 million),
- increase in parts and supplies inventories (₱712.4 million), and
- increase in income tax paid including creditable withholding tax (₱558.2 million).

These were partly offset by:

- higher operating income before working capital changes (₱3,127.3 million),
- increase in trade and increase in other payables (₱1,604.0 million), and
- increase in provisions and other long-term liabilities (₱361.9 million).

Net cash flows used in investing activities decreased by 9.6% or ₱1,005.7 million to ₱9,435.6 million in 2022 from the ₱10,441.3 million in 2021 mainly due to the:

- lower acquisitions of property, plant and equipment (₱1,005.0 million),
- lower acquisitions of financial assets at FVPL (₱692.5 million), and
- lower additions to other noncurrent assets (₱299.9 million)

These were partly offset by the decrease in tax credit certificates (₱693.8 million) and lower proceeds from redemption of financial assets at FVOCI (₱371.3 million).

Net cash flows used in financing activities decreased by 58.4% or ₱12,301.8 million to ₱8,748.8 million in 2022 from the ₱21,050.6 million in 2021 mainly due to the lower payments of dividends (₱4,999.0 million) combined with higher proceeds from availment of long-term debts (₱6,664.3 million).

## Selected Financial Data

<b>Financial Statements</b>			
<b>(Amounts in PHP millions)</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>a) Cash and Cash Equivalents</b>			
Cash on hand and in bank (Peso)	5,252.2	6,915.6	6,492.6
Cash in bank (US\$)	436.5	855.6	927.1
Cash in bank (JPY)	20.1	426.7	105.1
Cash in bank (CHP)	1.9	5.7	7.2
Cash in bank (PEN)	14.0	3.6	6.5
Cash in bank (IDR)	2.7	19.4	21.1
Marketable securities (Peso)	9,949.0	7,523.9	4,313.4
Marketable securities (US\$)	1,744.6	1,847.3	2,142.0
<b>Total</b>	<b>17,421.0</b>	<b>17,597.8</b>	<b>14,015.0</b>
<b>b) Accounts Receivables - Others</b>			
Non-trade accounts receivable	974.8	466.1	374.3
Loans and notes receivable	45.3	43.6	44.6
Advances to employees	52.0	42.0	38.0
<b>Total</b>	<b>1,072.1</b>	<b>551.7</b>	<b>456.9</b>
<b>c) General and Administrative Expenses</b>			
Purchased services and utilities	2,845.1	2,445.6	2,289.8
Personnel costs	2,088.0	1,784.6	1,657.5
Business and related expenses	900.9	408.1	434.9
Depreciation and amortization	346.7	324.3	415.2
Rental, insurance and taxes	161.2	472.5	229.9
Repairs and maintenance	155.1	71.9	91.2
Parts and supplies issued	107.4	186.4	211.1
Provision for impairment of goodwill, property, plant and equipment and exploration and evaluation	282.4	-	-
Provision for impairment of parts and supplies inventories	(69.8)	20.7	69.3
Provision for impairment of trade and other receivables, prepaid taxes and others	31.2	688.5	277.1
<b>Total</b>	<b>6,848.2</b>	<b>6,402.6</b>	<b>5,676.0</b>
<b>d) Interest Income, Interest Expense and Others</b>			
Interest income	818.3	258.1	143.7
Interest expense	(3,179.7)	(2,872.6)	(2,946.2)
Foreign exchange gains (losses) - net	10.3	(43.9)	109.4
Miscellaneous income (charges) - net	569.3	(126.3)	909.7
<b>Total</b>	<b>(1,781.8)</b>	<b>(2,784.7)</b>	<b>(1,783.4)</b>

## Discussion of the Subsidiaries

### Green Core Geothermal Inc. (GCGI)

(Amounts in PHP millions)	For the years ended December 31	
	2023	2022
Revenue	18,131.2	16,590.3
Costs of sale of electricity	(15,330.6)	(14,871.1)
General and administrative expenses	(766.4)	(523.6)
Other income (charges) - net	80.8	(323.2)
Income before income tax	2,115.0	872.4
Provision for income tax	(218.9)	(207.4)
Net income	1,896.1	665.0
	As of	
	December 31, 2023	December 31, 2022
Total current assets	4,613.8	5,526.1
Total noncurrent assets	13,327.2	13,271.0
Total current liabilities	6,608.2	16,320.8
Total noncurrent liabilities	161.3	187.9
Total equity	11,171.5	2,288.4

Revenue increased by 9.3% or ₱1,540.9 million to ₱18,131.2 million for the year ended December 31, 2023 from ₱16,590.3 million for the same period in 2022 due to higher sales volume (₱1,310.5 million) coupled with higher average sales price (₱230.4 million).

Cost of sale of electricity increased by 3.1 % or ₱459.5 million, to ₱15,330.6 million for the period ended December 31, 2023 from ₱14,871.1 million for the same period in 2022 mainly due to higher purchased services and utilities (₱661.9 million), cost of steam (₱281.4 million), rental, insurance and taxes (₱94.7 million), repairs and maintenance (₱64.3 million), offset by lower replacement power cost (₱615.8 million) and parts and supplies issued (₱45.0 million).

General and administrative expenses increased by 46.4% or ₱242.8 million, to ₱766.4 million for the period ended December 31, 2023 from ₱523.6 million for the same period in 2022 mainly due to higher business and related expenses (₱112.7 million), provision for doubtful accounts (₱56.1 million), purchased services and utilities (₱43.4 million) and rental, insurance and taxes (₱25.9 million).

Other income - net increased by 125.0% or ₱404.0 million, to ₱80.8 million Other income for the period ended December 31, 2023 from ₱323.2 million Other charges for the same period in 2022 mainly due to turnaround of miscellaneous income this year from miscellaneous charges last year (₱329.0 million), higher interest income (₱35.5 million), turnaround of foreign exchange gain this year from foreign exchange loss last year (₱20.5 million) and lower interest expense (₱18.8 million).

Provision for income tax increased by 5.5% or ₱11.5 million, to ₱218.9 million from the ₱207.4 million last year on account of higher taxable income.

Total current assets decreased by 16.5% or ₱912.3 million, to ₱4,613.8 million as of December 31, 2023 from the ₱5,526.1 million as of December 31, 2022 mainly due to lower cash and cash equivalents (₱ 889.7 million), trade and other receivables (₱729.4 million), offset by higher other current assets (₱ 503.9 million), parts and supplies inventories (₱200.3 million).

Total noncurrent assets increased by 0.4% or ₱56.2 million, to ₱13,327.2 million as of December 31, 2023 from the ₱13,271.0 million as of December 31, 2022 mainly due to higher Other noncurrent assets (₱160.8 million), offset by lower property, plant and equipment (₱108.0 million).

Total current liabilities decreased by 59.5 % or ₱9,712.6 to ₱6,608.2 million as of December 31, 2023 from ₱16,320.8 million as of December 31, 2022, mainly due to lower trade and other payables (₱ 2,612.6 million) and cash dividend payable (₱7,100.0 million).

Total noncurrent liabilities decreased by 14.2% or ₱26.6 million, to ₱161.3 million as of December 31, 2023 from ₱187.9 million as of December 31, 2022 mainly due to lower other noncurrent liabilities (₱ 51.0 million), offset by higher net retirement and other post-retirement benefits (₱48.4 million).

Total equity increased by 388.2% or ₱8,883.1 million, to ₱11,171.5 million as of December 31, 2023 from ₱2,288.4 million as of December 31, 2022, mainly due to increase in Preferred Stocks (₱70.0 million), Additional Paid-in Capital (₱6,930.0 million) and this year's net income (₱1,896.1 million).

*Bac-Man Geothermal Inc. (BGI)*

(Amounts in PHP millions)	For the years ended December 31	
	2023	2022
Revenue	9,911.6	9,538.8
Costs of sale of electricity	(8,112.0)	(8,788.0)
General and administrative income (expenses)	572.0	(230.4)
Other income (charges) - net	87.0	(380.4)
Income (loss) before income tax	2,458.6	140.0
Provision for income tax	(250.2)	(154.0)
Net income (loss)	2,208.4	(14.0)
	As of	
	December 31, 2023	December 31, 2022
Total current assets	6,889.3	5,216.6
Total noncurrent assets	10,879.7	7,864.7
Total current liabilities	3,321.7	3,110.1
Total noncurrent liabilities	928.0	811.3
Total equity	13,519.3	9,159.9

Revenues increased by 3.9% or ₱372.8 million to ₱9,911.6 million in 2023 from ₱9,538.8 in 2022. The favorable variance was contributed by increase in average price (₱590.7 million) partly offset by lower sales volume by 41.48 GWh (₱217.9 million).

Cost of sales decreased by 7.7% or ₱676.0 million, to ₱8,112.0 million in 2023 from ₱8,788.0 million in 2022. The decrease was primarily attributed to lower purchased services and utilities (₱988.2 million) attributed to lower replacement power cost, partly offset by higher steam costs (₱209.6 million), higher depreciation charges (₱33.8 million), higher rental, insurance and taxes (₱31.9 million), higher personnel costs (₱14.8 million), higher repairs and maintenance (₱12.4 million), and higher parts and supplies issued (₱10.4 million).

General and administrative income - net of ₱572.0 million in 2023 was a turnaround of ₱230.4 million expenses in 2022. The favorable variance was mainly due to the reversal in 2023 of allowance for doubtful accounts (₱863.0 million) and lower rental, insurance and taxes (₱8.4 million). This was reduced by higher business and related expenses (₱63.1 million), higher personnel costs (₱2.6 million), and higher parts and supplies issued (₱2.4 million).

Other charges - net increased by 122.9% or ₱467.4 million to net income of ₱87.0 million in 2023 from net charges of ₱380.4 million in 2022. The favorable variance was mainly contributed by the absence this period of ₱381.7 million loss incurred in 2022 related to replacement power, this period's financial income-net of ₱107.6 million versus ₱22.2 million financial income-net in 2022.

Total current assets increased by 32.1% or ₱1,672.7 million to ₱6,889.3 million as of December 31, 2023 from ₱5,216.6 million as of December 31, 2022. The increase was attributed to the higher cash and cash equivalents (₱1,272.9 million), increase of other current assets particularly on short-term investment (₱382.9 million), increase of due from related parties (₱75.2 million), increase of parts and supplies inventories (₱8.4 million), and partially offset by decrease in trade and other receivables (₱66.8 million).

Total non-current assets increased by 38.3% or ₱3,015.0 million to ₱10,879.7 million as of December 31, 2023 from ₱7,864.7 million as of December 31, 2022. The increase was attributed to additional capital expenditures (₱3,305.6 million) and increase of other non-current assets particularly on input VAT and other deposit (₱208.3 million) reduced by this period's depreciation of plant, property and equipment (₱410.4 million) and decrease of deferred tax assets (₱88.4 million).

Total current liabilities increased by 6.8% or ₱211.6 million to ₱3,321.7 million as of December 31, 2023 from ₱3,110.1 million as of December 31, 2022. The increase was attributed to the increase of trade and other payables (₱161.2 million) and increase of income tax payable (₱50.4 million).

Total non-current liabilities increased by 14.4% or ₱116.7 million, to ₱928.0 million as of December 31, 2023 from ₱811.3 million as of December 31, 2022. The increase was contributed by the increase in other long-term liabilities (₱104.0 million) and the increase of net retirement and other post-employment benefits (₱12.7 million).

Total equity increased by 47.6% or ₱4,359.4 million to ₱13,519.3 million as of December 31, 2023 from ₱9,159.9 million as of December 31, 2022. The increase pertained to the additions to unappropriated retained earnings during the period (₱2,199.4 million), increase in preferred stocks (₱29.4 million), increase in additional paid-in capital (₱2,905.7 million), partly offset by decrease in deposit for future stock subscription (₱775.0 million).

*EDC Burgos Wind Power Corporation (EBWPC)*

(Amounts in USD millions)	For the years ended December 31	
	2023	2022
Revenue	62.3	53.5
Costs of sale of electricity	(28.1)	(26.6)
General and administrative expenses	(2.6)	(3.1)
Other charges - net	(9.5)	(10.8)
Income before income tax	22.1	13.0
Provision for income tax	(3.0)	(2.9)
Net income	19.1	10.1
	As of	
	December 31, 2023	December 31, 2022
Total current assets	33.5	31.1
Total noncurrent assets	278.6	294.2
Total current liabilities	33.0	28.8
Total noncurrent liabilities	129.9	151.0
Total equity	149.2	145.5

Revenue increased by 16.4% or US\$8.8 million to US\$62.3 million for the period ended December 31, 2023, from US\$53.5 million for the same period in 2022 mainly due to the higher actual generation for the period due to the effect of stronger wind speed at site.

Costs of sale of electricity increased by 5.6% or US\$1.5 million to US\$28.1 million for the period ended December 31, 2023 from US\$26.6 million for the same period in 2022 mainly due to the higher repairs and maintenance (US\$0.7 million), depreciation and amortization (US\$0.5 million), and personnel costs (US\$0.2 million).

General and administrative expenses decreased by 16.1% or US\$0.5 million to US\$2.6 million for the period ended December 31, 2023 from US\$3.1 million for the same period in 2022 mainly due to the lower rental, insurance, and taxes (US\$0.3 million), purchased services and utilities (\$0.3 million), and provision for doubtful accounts (US\$0.1 million), partly offset by higher business and related expenses (US\$0.2 million).

Other charges - net decreased by 12.0% or US\$1.3 million to US\$9.5 million for the period ended December 31, 2023 from US\$10.8 for the same period in 2022 mainly due to the lower net finance charges (US\$1.2 million) and foreign exchange losses - net (US\$0.4 million), partly offset by higher net miscellaneous charges (US\$0.3 million).

Total current assets increased by 7.7% or US\$2.4 million to US\$33.5 million as of December 31, 2023 from the US\$31.1 million balance as of December 31, 2022 mainly due to the increased in trade and other receivables (US\$3.9 million), partly offset by other current assets (US\$0.8 million), cash and cash equivalents (US\$0.5 million) and derivative asset (US\$0.2 million).

Total noncurrent assets decreased by 5.3% or \$15.6 million to US\$278.6 million as of December 31, 2023 from the US\$294.2 million balance as of December 31, 2022 mainly due to the net decreased in the book value of property, plant and equipment (US\$14.5 million), and derivative asset - non-current (US\$1.6 million), and partly offset by increased in other noncurrent asset (US\$0.6 million).

Total current liabilities increased by 14.6% or US\$4.2 million to US\$33.0 million as of December 31, 2023 from the US\$28.8 million balance as of December 31, 2022 mainly due to the increased in trade and other payables (US\$2.4 million) and current portion of long-term debts (US\$1.7 million), and income tax payable (US\$0.1 million).

Total noncurrent liabilities decreased by 14.0% or US\$21.1 million to US\$129.9 million as of December 31, 2023 from the US\$151.0 million balance as of December 31, 2022 mainly due to the decreased in long-term debts net of current portion (US\$20.8 million), deferred tax liabilities - net (US\$0.6 million) and other long-term liabilities (US\$0.2 million), partly offset by higher provision for rehabilitation and restoration costs (US\$0.4 million) and lease liability - net of current portion (US\$0.1 million).

Total equity increased by 2.5% or US\$3.7 million to US\$149.2 million as of December 31, 2023 from the US\$145.5 million balance as of December 31, 2022 mainly due to the net income during the year (US\$19.1 million), partly offset by payment of dividends (\$14.0 million) and increase in cumulative translation adjustments (US\$1.4 million).

*Unified Leyte Geothermal Energy Inc. (ULGEI)*

(Amounts in PHP millions)	For the years ended December 31	
	2023	2022
Revenue	-	-
Costs of sale of electricity	-	(74.0)
General and administrative expenses	(1.3)	(7.7)
Loss before income tax	(1.3)	(81.7)
Net Loss	(1.3)	(81.7)
	As of	
	December 31, 2023	December 31, 2022
Total current assets	54.2	56.0
Total noncurrent assets	15.4	18.6
Total current liabilities	63.4	4,367.1
Total equity (capital deficiency)	6.2	(4,292.5)

Costs of sale of electricity decreased by 100.0% or P74.0 million to nil in 2023 from P74.0 million in 2022 due to the expiration of Independent Power Producer Agreement with PSALM on July 25, 2021. The 2022 expenses pertained to the final inflation adjustment billing in 2022 of the purchases made in 2021.

General and administrative expenses decreased by 83.1% or P6.4 million to P1.3 million in 2023 from P7.7 million in 2022 mainly due to lower taxes.

Total current assets decreased by 3.2% or P1.8 million to P54.2 million as of December 31, 2023 from the P56.0 million balance as of December 31, 2022 mainly due to the decrease in cash and cash equivalents.

Total noncurrent assets decreased by 17.2% or P3.2 million to P15.4 million as of December 31, 2023 from the P18.6 million balance as of December 31, 2022 mainly due to the decrease in due from related party.

Total current liabilities decreased by 98.5% or P4,303.7 million to P63.4 million as of December 31, 2023 from the P4,367.1 million balance as of December 31, 2022 mainly due to the decrease in due to affiliate and trade payables.

Total equity of P6.2 million as of December 31, 2023 was a turnaround of the P4,292.5 million deficit as of December 31, 2022 due to the increase in Additional Paid-In Capital.

EDC Siklab Power Corporation (Siklab)

(Amounts in PHP millions)	For the years ended December 31	
	2023	2022
Revenue	27.9	32.2
Costs of sale of electricity	(16.2)	(17.0)
General and administrative expenses	(6.1)	(6.5)
Other income - net	-	0.2
Income before income tax	5.6	8.9
Provision for income tax	(1.1)	(1.4)
Net income	4.5	7.5
	As of	
	December 31, 2023	December 31, 2022
Total current assets	100.7	83.1
Total noncurrent assets	256.8	269.5
Total current liabilities	4.3	3.9
Total equity	353.2	348.7

Revenue decreased by 13.4% or ₱4.3 million to ₱27.9 million for the year ended December 31, 2023 from ₱32.2 million for the same period in 2022 due largely to lower revenue from Gaisano malls located in La Paz, Kalibo, Ormoc, and Oton.

Cost of sales decreased by 4.7% or ₱0.8 million to ₱16.2 million in 2023 from ₱17.0 million in 2022 due to lower rental, insurance & taxes (₱0.9 million) and purchased services & utilities (₱0.1 million) partly offset by higher repairs & maintenance (₱0.2 million).

General and administrative expenses decreased by 6.2% or ₱0.4 million to ₱6.1 million for the year ended December 31, 2023 from ₱6.5 million for the same period in 2022 due to lower rental, insurance & taxes (₱0.5 million), repairs & maintenance (₱0.4 million), and purchased services & utilities (₱0.1 million) partly offset by higher business & related expenses (₱0.6 million).

Other income - net decreased by 100.0% or ₱0.2 million to nil in 2023 from ₱0.2 million in 2022 due to this year's foreign exchange loss (₱0.1 million), in contrast to last year's foreign exchange gain (₱0.1 million).

Net income decreased by 40.0% or ₱3.0 million to ₱4.5 million for the period ended December 31, 2023 from ₱7.5 million for the same period in 2022.

Total current assets increased by 21.2% or ₱17.6 million to ₱100.7 million as of December 31, 2023 from the ₱83.1 million balance as of December 31, 2022 due to higher cash and cash equivalents (₱17.3 million), and other current assets (₱0.3 million).

Total non-current assets decreased by 4.7% or ₱12.7 million to ₱256.8 million as of December 31, 2023 from the ₱269.5 million balance as December 31, 2022 mainly due to lower property, plant, & equipment (₱12.0 million) and other non-current assets (₱0.7 million).

Total current liabilities increased by 10.3% or ₱0.4 million to ₱4.3 million as of December 31, 2023 from the ₱3.9 million balance as December 31, 2022 due to and this year's due to a related party (₱0.3 million) and higher trade & other payables (₱0.1 million).

Total equity increased by 1.3% or ₱4.5 million to ₱353.2 million as of December 31, 2023, from the ₱348.7 million balance as of December 31, 2022 due to this period's net income (₱4.5 million).

First Gen Hydro Power Corporation (FG Hydro)

(Amounts in PHP millions)	For the years ended December 31	
	2023	2022
Revenue	2,132.8	4,061.3
Costs of sale of electricity	1,453.0	3,320.3
General and administrative expenses	440.4	385.0
Operating income	239.4	356.0
Net income	325.6	381.6
	As of	
	December 31, 2023	December 31, 2022
Total assets	6,227.6	5,939.7
Total liabilities	201.8	218.3
Total equity	6,025.8	5,721.4

FG Hydro's revenues decreased by 47.5% or ₱1,928.5 million to ₱2,132.8 million for the year ended December 31, 2023 from revenues of ₱4,061.3 million in 2022. The decrease was mainly on account of lower revenues from contracted power due to the assignment of the 100 MW Meralco PSA to EDC beginning August 2022 as a result of a previous arrangement. This was supplemented by lower generation on account of a lower reservoir level in 2023.

Cost of sales for the year ended December 31, 2023 of ₱1,453.0 million was ₱1,867.3 million or 56.2% lower than the ₱3,320.3 million in 2022. The favorable variance was mainly due to a decrease in replacement power purchases from WESM and lower water service fees paid to NIA in 2023. G&A expenses increased by ₱55.4 million or 14.4% to ₱440.4 million during the year as compared to ₱385.0 million in 2022 mainly on account of higher repairs and maintenance, other outside services and taxes and licenses.

FG Hydro posted a net income of ₱325.6 million for the year ended December 31, 2023, lower by ₱56.0 million, or 14.7% compared to ₱381.6 million in 2022 mainly due to lower operating income, partially offset by lower provision for income tax.

Total assets as of December 31, 2023 stood at ₱6,227.6 million, ₱287.9 million or 4.8% higher than the December 31, 2022 level of ₱5,939.7 million. The favorable variance was mainly on account of higher cash balances from operations, partially offset by lower trade receivables.

As of December 31, 2023, total liabilities stood at ₱201.8 million, ₱16.5 million or 7.6% lower than the December 31, 2022 level of ₱218.3 million primarily due to lower outstanding trade payables.

Total equity as of December 31, 2023 rose to ₱6,025.8 million, ₱304.4 million or 5.3% better than the December 31, 2022 level of ₱5,721.4 million mainly from net income earned during the year and recognized actuarial loss.

**Top Eight (8) Key Performance Indicators**

Ratio	December 2023	December 2022
Current Ratio	1.31:1	1.40:1
Debt-to-Equity Ratio	0.67:1	0.71:1
Net Debt-to-Equity Ratio	0.46:1	0.47:1
Return on Assets (%)	9.10	7.70
Return on Equity (%)	18.11	15.51
Solvency Ratio	0.39	0.35
Interest Rate Coverage Ratio	5.78	5.70
Asset-to-Equity Ratio	1.99	1.98

*Current Ratio* - Total current assets divided by total current liabilities. This ratio is a rough indication of a company's ability to pay its short-term obligations. Generally, a current ratio above 1.00 is indicative of a company's greater capability to settle its current obligations.

*Debt-to-Equity Ratio* - Total interest-bearing debts divided by stockholders' equity. This ratio expresses the relationship between capital contributed by the creditors and the owners. The higher the ratio, the greater the risk being assumed by the creditors. A lower ratio generally indicates greater long-term financial safety.

*Net-Debt-to-Equity Ratio* - Total interest-bearing debts less cash and cash equivalents divided by stockholders' equity. This ratio measures the company's financial leverage and stability. A negative net debt-to-equity ratio means that the total of cash and cash equivalents exceeds interest-bearing liabilities.

*Return on Assets* - Net income (annual basis) divided by total assets (average). This ratio indicates how profitable a company is relative to its total assets. This also gives an idea as to how efficient management is at using its assets to generate earnings.

*Return on Equity* - Net income (annual basis) divided by total stockholders' equity (average). This ratio reveals how much profit a company earned in comparison to the total amount of shareholder equity found on the balance sheet. A business that has a high return on equity is more likely to be one that is capable of internally generating cash. For the most part, the company's return on equity is compared with an industry average. The company is considered superior if its return on equity is greater than the industry average.

*Solvency Ratio* - Net income excluding depreciation and non-cash provisions divided by total interest-bearing debts. This ratio gauges a company's ability to meet its long-term obligations.

*Interest Rate Coverage Ratio* - Earnings before interest and taxes of one period divided by interest expense of the same period. This ratio determines how easily a company can pay interest on outstanding debt.

*Asset-to-Equity Ratio* - Total assets divided by total stockholders' equity. This ratio shows a company's leverage, the amount of debt used to finance the firm.

#### **Foreign Exchange Rate Volatility**

Any volatility in the peso-dollar exchange rate impacts the Group, both in terms of revenue and its operating and capital expenditures. As the peso depreciates, revenue increase as the bulk of the Group's sales agreements have included as part of the inflator the peso-dollar exchange rate together with the price movement of imported materials, services, and equipment. Conversely, as the Peso appreciates, revenue and operating costs decrease.

Meanwhile, 14.4% of the Group's total long-term debt as of December 31, 2023, are foreign currency-denominated, all denominated in USD. Any USD movement therefore affects the debt portfolio of the Group.

#### **Inflation and Interest Rates<sup>1</sup>**

As of December 2023, the Philippines' average inflation rate increased from 5.8% in 2022 to 6.0% in 2023.

Bangko Sentral ng Pilipinas ("BSP") has raised its policy rates three (3) times in 2023, for a total cumulative increase of 1.0%. BSP's overnight reverse repurchase facility ended at 6.5% in 2023, from 5.5% in 2022. The overnight deposit facility and the overnight lending facility rates—which establish the floor and the ceiling of the interest rate corridor—also increased by 1.0% to 6.0% and 7.0%, respectively, as of end December 2023. The Monetary Board's decision is based on its assessment of the country's economic outlook and inflation environment, and its price and financial stability objectives.

#### **Any event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation**

EDC has outstanding long-term loans with different financial institutions for its various development projects and working capital requirements which have defined events of default provisions that could accelerate the repayment of loan obligations.

In October 2014, EBWPC signed a US\$315.0 million financing agreement with a group of foreign and local banks for the construction of the 150-MW Burgos Wind Project ("BWP") in Ilocos Norte. The facility, which consists of 60% US dollar and 40% Philippine peso tranches, will mature in fifteen (15) years.

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<sup>1</sup> Source: The data here were based on the Philippine Statistics Authority (PSA) and BSP websites.

Eksport-og Investeringsfond (formerly known as Eksport Kredit Fonden or EKF), Denmark's export credit agency, guaranteed a part of the dollar loan component. The Mandated Lead Arrangers for the foreign tranche are Australia and New Zealand Banking Group Limited ("ANZ"), DZ Bank AG, ING Bank, a branch of ING DiBa AG, ING Bank NV., Singapore Branch, Malayan Banking Berhad (Maybank) and Norddeutsche Landesbank Girozentrale. The peso tranche meanwhile was arranged by PNB Capital and Investment Corporation and SB Capital Investment Corporation among a syndicate of local lenders namely BDO Unibank, Inc., Land Bank of the Philippines, Philippine National Bank, and Security Bank Corporation.

Under the agreement of the BWP Project Financing, EBWPC's debt service shortfall is guaranteed by EDC. This guarantee will fall away once the conditions set in the loan agreement are met. Therefore, until the debt service guarantee falls away, EBWPC is subject to the same covenant ratios of EDC in addition to its own maintenance ratios under the project financing agreement. Furthermore, for the lender's security, a debt service reserve account was initially maintained by EBWPC. In August 2019, EBWPC replaced the debt service reserve account with Stand-by Letters of Credit issued in favor of the EBPWC lenders.

Last November 2015, the Asian Development Bank became part of the project financing through pro-rata assignment of up to US\$20.0 million of the following international lenders' credit: ANZ, DZ Bank AG, ING Bank, a branch of ING DiBa AG, ING Bank, N.V., Singapore Branch and Norddeutsche Landesbank Girozentrale.

EDC also has outstanding (a) fifteen (15)-year loans with IFC maturing in 2025 and 2033; (b) three (3)-year and five (5)-year SEC-registered ASEAN Green Bonds maturing in 2024 and 2026; and (c) five (5)-year, ten (10)-year and fifteen (15)-year loans with various local banks.

Under EDC's various loan agreements and trust indenture for its bonds, the Group is restricted from directly or indirectly creating liens upon its assets and revenues, making capital expenditures, and making loans or advances, subject to certain exceptions. Its various term loans also require compliance with financial ratios specifically for (1) equity distribution, and (2) debt incurrence.

The loan agreements and trust indentures are also subject to cross-default and cross-acceleration in the event of a failure of payment, a default or a violation of any obligation that would result in the acceleration of payment under any other financial indebtedness of the Group, or one for which the Group has agreed to act as guarantor, surety or accommodation party in the same amount or more. The agreement however is only subject to cross-default and cross-acceleration if the amount involved in the occurrence of one or more of the above events or breaches is at least US\$10.0 million.

#### **Any significant elements of income or loss (from continuing operations)**

There were no significant elements of income or loss from continuing operations.

#### **Seasonal aspects that have material effect on the FS**

FG Hydro's sale of electricity is affected by seasonality or cyclicity of interim operations.

For Burgos Wind, higher revenue and operating profits are expected in the first and last quarters of the year based on the wind generation profile of Burgos. Meanwhile, the Group's solar projects are expected to generate higher revenues during the summer months.

All material off-balance sheet transactions and other relationships with unconsolidated entities or other persons

During the reporting period, there were no off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships with unconsolidated entities or persons.

## Audit and Audit-Related Fees

The following table sets out the aggregate fees billed for each of the last three fiscal years for professional services rendered by SGV & Co. from 2021 to 2023.

	Year-ended December 31,		
	2023	2022	2021
Audit and Audit-Related Fees	₱14,103,838	₱14,408,135	₱13,801,700
All Other Fees <sup>2</sup>	1,398,679	1,605,529	10,528,402
	<u>₱15,502,517</u>	<u>₱16,013,664</u>	<u>₱24,330,102</u>

## Material Commitments for Capital Expenditures

The Group's total 2024 budget for capital expenditures amounts to approximately ₱40.65 billion. About 56.61% or ₱23.01 billion of it will be for acquisitions to support the operations and maintenance requirements of the geothermal plants in Leyte, Negros Island, Bacon-Manito, and Mt. Apo. This amount is mainly for power plant and steamfield reliability improvement in said sites.

The remaining balance of 43.39% or ₱17.64 billion is primarily composed of investments in FG Hydro, Wind Business Facility, Solar Business Facility, Latin America, geothermal, wind and solar expansions, and Head Office.

## Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

Since 1987, the Commission on Audit ("COA") of the Philippines had served as the independent auditor of the Group to audit the Company's financial statements. With the full privatization of the Group in 2007, it has engaged SGV & Co. as its external auditor. The Group has not had any material disagreements on accounting matters or financial disclosure matters with both Commission on Audit and SGV & Co.

### 2. External Audit Fees

The AGC recommends to the Board the appointment of EDC's external auditors (subject to stockholder approval), reviews, and approves the audit fees and non-audit fees, and reviews the required rotation of external auditor partners.

Since 2007, SyCip Gorres Velayo & Co. ("SGV & Co."), a member firm of Ernst & Young Global Limited, has served as EDC's external auditor. SGV & Co. observes and complies with the required rotation of its audit partners. In 2015, Ms. Jhoanna Feliza C. Go replaced Mr. Ladislao Z. Avila, Jr. as SGV audit partner assigned to EDC. The audit partner-in-charge until 2021 is Ms. Jhoanna Feliza C. Go. Having reached the seven (7)-year term limit, Ms. Ma. Veronica Andresa R. Pore replaced Ms. Jhoanna Feliza C. Go as the audit partner-in-charge in 2022.

External auditors play a crucial role in ensuring that EDC's financial statements factually represent accounting records and are treated and presented in accordance with existing accounting standards, i.e., currently the Philippine Financial Reporting Standards. In auditing EDC for several years, SGV & Co. found no material disagreements on accounting matters or financial disclosure matters.

SGV & Co. representatives, headed by Ms. Ma. Veronica Andresa R. Pore, were also present at EDC's 2023 ASM to respond to auditing matters that may be raised by the stockholders. For 2023, the proposal for the reappointment of SGV & Co., with Ms. Ma. Veronica Andresa R. Pore as audit partner-in-charge, was reviewed and endorsed by the AGC, and was presented for the approval of the Company's stockholders at the annual stockholders' meeting.

<sup>2</sup> 2021 mainly pertains to services related to mergers and acquisitions and international tax advisories.

### 3. Brief Description of the General Nature and Scope of the Business of the Registrant and its Subsidiaries

#### History of Ownership

EDC (formerly PNOC-EDC) was incorporated on March 5, 1976 to explore, develop, and operate geothermal energy projects in the Philippines. Prior to its initial public offering (“IPO”) in December 2006, PNOC-EDC was a wholly-owned subsidiary of PNOC. Following the IPO, PNOC’s holdings in PNOC-EDC was reduced to 60% of the voting shares and issued share capital of PNOC-EDC.

In 2007, PNOC-EDC was privatized in a series of transactions that culminated in its full privatization in November of the same year. Red Vulcan Holdings Corporation (“Red Vulcan”), a subsidiary of First Gen Corporation (“First Gen”), submitted the highest bid and was declared the winner in the public bidding for the privatization of PNOC-EDC.

Given the change in ownership of PNOC-EDC, the company changed its corporate name in 2008 to “Energy Development (EDC) Corporation”, which was further changed in 2010 to its current name “Energy Development Corporation”.

On August 3, 2017, EDC received a notice from Philippines Renewable Energy Holdings Corporation (“PREHC”) that it filed a Tender Offer Report with the Philippine SEC in which it indicated that it will launch a voluntary tender offer to acquire up to a maximum of 8.9 billion common shares of EDC, representing approximately 31.7% of EDC’s total outstanding voting shares, at a price of ₱7.25 per share. PREHC is indirectly held by a consortium of investors comprising funds managed by Macquarie Infrastructure Management (Asia) Pty Limited, Singapore Branch, a member of Macquarie Infrastructure and Real Assets (“MIRA”), and Arran Investment Pte Ltd, an affiliate of GIC Pte Ltd. of Singapore.

The tender offer began on August 10, 2017 and ended on September 18, 2017. The completion of the tender offer resulted to PREHC owning 31.7% of EDC’s outstanding voting shares while Red Vulcan retains the controlling interest with 60.0% ownership of EDC’s outstanding voting shares.

On August 7, 2018, the Board of the Company approved the voluntary delisting of its common shares from the Main Board of the PSE, and, in accordance with the PSE’s delisting rules and regulations, the conduct of a Tender Offer for up to 2,040,006,713 common shares held collectively by all shareholders of the Company other than Red Vulcan, First Gen, Northern Terracotta Power Corporation (“NTPC”), and PREHC. This represented all remaining EDC common shares that were held by the public, and equated to approximately 10.9% of its total outstanding common shares.

On September 19, 2018, the Company filed the petition for the Delisting with the PSE. The Tender Offer began on September 24, 2018 until October 22, 2018. The Board of the PSE subsequently granted the petition for voluntary delisting filed by the Company, and accordingly, ordered the delisting of the Company’s common shares from the official registry of the PSE (electronic board and ticker) effective on November 29, 2018.

Red Vulcan is the parent company of EDC, while Lopez, Inc. is the ultimate parent company. Red Vulcan and Lopez, Inc. are both incorporated in the Philippines.

As of December 31, 2023 and 2022, Red Vulcan holds the controlling voting interest with 63.9% ownership of EDC’s outstanding voting shares while PREHC owns 34.9%

## Subsidiaries

The Company and its domestic subsidiaries were separately incorporated and registered with the SEC. Below are the Company's voting interests in its subsidiaries:

	As of December 31, 2023 and 2022	
	Direct	Indirect
EDC Geothermal Corp. (EGC) <sup>3</sup>	100.00	-
Green Core Geothermal Inc. (GCGI)	-	100.00
Bac-Man Geothermal Inc. (BGI)	-	100.00
Unified Leyte Geothermal Energy Inc. (ULGEI)	-	100.00
Bac-Man Energy Development Corporation (BEDC) <sup>4</sup>	-	100.00
EDC Chile Limitada <sup>2</sup>	99.99	0.01
EDC Holdings International Limited (EHIL) <sup>1</sup>	100.00	-
Energy Development Corporation Hong Kong Limited (EDC HKL) <sup>1</sup>	-	100.00
Energy Development Corporation Hong Kong International Investments Limited (EDC HKIIL) <sup>1</sup>	-	100.00
EDC Chile Holdings SPA <sup>1</sup>	-	100.00
EDC Geotermica SPA <sup>2</sup> (Chile)	-	100.00
EDC Peru Holdings S.A.C. <sup>5</sup>	-	100.00
EDC Geotermica S.A.C. <sup>3</sup>	-	100.00
Energy Development Corporation Peru S.A.C. <sup>3</sup>	-	100.00
EDC Geotermica Del Sur S.A.C. <sup>3</sup>	-	100.00
EDC Energia Azul S.A.C. <sup>3</sup>	-	100.00
Geotermica Crucero Peru S.A.C. <sup>3</sup>	-	70.00
EDC Energia Perú S.A.C. <sup>3</sup>	-	100.00
Geotermica Tutupaca Norte Peru S.A.C. <sup>3</sup>	-	70.00
EDC Energia Geotermica S.A.C. <sup>3</sup>	-	100.00
EDC Progreso Geotermica Perú S.A.C. <sup>3</sup>	-	100.00
Geotermica Loriscota Peru S.A.C. <sup>3</sup>	-	70.00
EDC Energia Renovable Perú S.A.C. <sup>3</sup>	-	100.00
EDC Soluciones Sostenibles Ltd <sup>1</sup>	-	100.00
EDC Energia Verde Chile SpA <sup>6</sup>	-	100.00
EDC Energia de la Tierra SpA <sup>4</sup>	-	100.00
EDC Desarrollo Sostenible Ltd <sup>1</sup>	-	100.00
EDC Energia Verde Peru S.A. <sup>3</sup>	-	100.00
PT EDC Indonesia <sup>2</sup>	-	95.00
PT EDC Panas Bumi Indonesia <sup>2</sup>	-	95.00
EDC Wind Energy Holdings, Inc. (EWEHI) <sup>1</sup>	100.00	-
EDC Burgos Wind Power Corporation (EBWPC)	-	100.00
EDC Pagudpud Wind Power Corporation (EPWPC) <sup>2</sup>	-	100.00
EDC Bayog Burgos Wind Power Corporation (EBBWPC) <sup>2</sup>	-	100.00
EDC Pagali Burgos Wind Power Corporation (EPBWPC) <sup>2</sup>	-	100.00
Iloilo 1 Renewable Energy Corporation (I1REC) <sup>2</sup>	-	100.00
EDC Bright Solar Energy Holdings, Inc. (EBSEHI) <sup>1</sup>	100.00	-
EDC Siklab Power Corporation (EDC Siklab)	-	100.00
EDC Sinag Power Corporation (EDC Sinag) <sup>2</sup>	-	100.00
EDC Wind Energy Holdings 2 Inc. (EWEHI2) <sup>1</sup>	100.00	-
First Gen Hydro Power Corporation (FG Hydro)	60.00	-

<sup>3</sup> Serves as an investment holding company.

<sup>4</sup> Has not started commercial operations as of December 31, 2023.

<sup>5</sup> Ceased exploration and development activities as of December 31, 2023.

<sup>6</sup> In February 2020, the Internal Revenue Services authorized the closure. As of December 31, 2023, the closing of accounting records is ongoing.

## EGC

EGC was incorporated on April 9, 2008. It is the investment holding company of its subsidiaries, namely GCGI, BGI, ULGEI, and BEDC.

Further details on EGC's subsidiaries are as follow:

- GCGI was incorporated on June 22, 2009 with primary activities on power generation, transmission, distribution, and other energy-related businesses. GCGI is currently operating the 172.5 MW Palinpinon and 123 MW Tongonan 1 geothermal power plants in Negros Oriental and Leyte, respectively, following its successful acquisition from the Power Sector Assets and Liabilities Management Corporation ("PSALM") in 2009.

On June 8, 2020, the ERC approved GCGI's application for a RES license effective for a period of five (5) years. On May 20, 2021, the DOE approved the application of GCGI for an operating permit as RE Supplier under the GEOP, valid for a period of five (5) years from the date of issuance.

On July 25, 2023, the 19.5 MW Tongonan-1 Topping Cycle Power Plant ("T1TCP"), consisting of three (3) Ormat Energy Conversion units, located in Barangay Lim-ao, Kananga, Leyte, was decommissioned due to deficient high-pressure steam caused by natural steam decline.

- BGI was incorporated on April 7, 2010 primarily to carry on the general business of generating, transmitting, and/or distributing energy. BGI is currently operating the 140 MW Bac-Man Geothermal Power Plants ("BMGPP") in Bicol, which it acquired from PSALM in May 2010. Prior to the acquisition of BGI of the BMGPP, the Company supplied and sold steam to NPC under the SSA.

On February 14, 2017, the ERC approved BGI's application for a RES license. On August 3, 2022, the RES license was extended by the ERC for a period of one (1) year. On December 13, 2023, the ERC renewed BGI's RES license, reckoned from August 14, 2023 until August 13, 2028.

On October 22, 2020, the DOE approved the application BGI for an operating permit as RE Supplier under the GEOP valid for a period of five (5) years from the date of issuance.

In 2020, BGI awarded the contract for the 29 MW Palayan Bayan Binary Power Plant Project to be installed at Bacman geothermal power plant in Manito, Albay. The mechanical completion has been achieved in November 2023, and the testing and commissioning works are in the final stage.

- ULGEI was incorporated on June 23, 2010. The operation of ULGEI involved managing and/or trading 40 MW Strips of Energy from ULGPP under the IPPA Agreement with PSALM. The agreement expired last July 25, 2021. As of December 31, 2023, ULGEI has no live contract.
- BEDC was incorporated on September 22, 2011 to carry on the general business of generating, transmitting, and/or distributing energy derived from any and all forms, types and kinds of energy sources for lighting and power purposes and whole-selling the electric power to power corporations, public electric utilities and electric cooperatives. As of December 31, 2023, BEDC remained non-operating.

## EDC Chile Limitada

EDC Chile Limitada is a limited liability company incorporated on February 11, 2010 in Santiago, Chile with the purpose of exploring, evaluating and extracting any mineral or substance to generate geothermal energy. As of December 31, 2023, EDC Chile Limitada remained non-operating.

## EHIL and EDC HKL

EHIL was incorporated on August 17, 2011 in the British Virgin Islands and serves as an investment holding company of EDC's international subsidiaries. EHIL owns 100% interest in EDC HKL, a company incorporated on November 22, 2011 in Hong Kong. The following entities are the subsidiaries under EDC HKL:

- EDC HKIIL, a wholly owned subsidiary of EDC HKL, is a company incorporated on November 18, 2016 in the British Virgin Islands.

- EDC Chile Holdings SpA, which was incorporated on January 13, 2012 in Santiago, Chile, is a wholly owned subsidiary of EDC HKL and is the holding company of EDC Geotermica SpA (Chile), which was also incorporated on January 13, 2012 in Santiago, Chile. Their main purpose is to carry on the general business of generating, transmitting, and/or distributing energy derived from any and all forms, types, and kinds of energy sources for lighting and power purposes and whole selling the electric power to power corporations, public electric utilities, and electric cooperatives.
- EDC Peru Holdings S.A.C., incorporated on January 19, 2012 in Lima, Peru, is a 99.9%-owned subsidiary of EDC HKL. EDC Peru Holdings S.A.C. holds 99.9% stake in EDC Geotermica S.A.C. (Peru), which was also incorporated on January 19, 2012 in Lima, Peru. EHL owns the remaining 0.1% stake in EDC Peru Holdings S.A.C. and EDC Geotermica S.A.C. (Peru). Their main purpose is to carry on the general business of generating, transmitting, and/or distributing energy derived from any and all forms, types and kinds of energy sources for lighting and power purposes and wholeselling the electric power to power corporations, public electric utilities and electric cooperatives.
- On July 17, 2012, Energy Development Corporation Peru S.A.C. was incorporated in Lima, Peru as a subsidiary of EDC Geotermica S.A.C. (Peru). Its main purpose is to carry on the general business of generating, transmitting, and/or distributing energy derived from any and all forms, types and kinds of energy sources for lighting and power purposes and wholeselling the electric power to power corporations, public electric utilities and electric cooperatives. On January 3, 2014, Energy Development Corporation Peru S.A.C. became 100% indirectly owned subsidiary by the Company through acquisition of Hot Rock Entities.
- On February 27, 2013, EDC Geotermica Del Sur S.A.C., EDC Energía Azul S.A.C., EDC Energía Perú S.A.C., EDC Energía Geotérmica S.A.C., EDC Progreso Geotérmico Perú S.A.C., EDC Energía Renovable Perú S.A.C. were incorporated in Lima, Peru as 99.9%-owned by EDC HKL and 0.1%-owned by EDC Peru Holdings S.A.C. Their main purpose is to carry on the general business of generating, transmitting, and/or distributing energy derived from any and all forms, types and kinds of energy sources for lighting and power purposes and wholeselling the electric power to power corporations, public electric utilities and electric cooperatives.

On July 5, 2013, three (3) entities were incorporated in Lima, Peru. These entities are Geotermica Crucero Peru S.A.C., as 70%-owned by EDC Energia Azul S.A.C.; Geotermica Tutupaca Norte Peru S.A.C. as 70%-owned by EDC Energia Peru S.A.C.; and Geotermica Loriscota Peru S.A.C. as 70%-owned by EDC Progreso Geotermico S.A.C. Their main purpose is to carry on the general business of generating, transmitting, and/or distributing energy derived from any and all forms, types and kinds of energy sources for lighting and power purposes and wholeselling the electric power to power corporations, public electric utilities and electric cooperatives.

On May 25, 2023, the Board and stockholders of Energy Development Corporation Peru S.A.C decided to no longer pursue exploration and development activities in Peru due to political and market factors. As a result, the Group recognized provision for impairment loss on goodwill, property, plant and equipment, exploration and evaluation assets, and other various assets totaling to ₪282.4 million in 2023.

- On January 3, 2014, EDC HKL purchased 100% interest in EDC Soluciones Sostenibles Ltd and EDC Desarrollo Sostenible Ltd located in the British Virgin Islands with a total offer price of US\$3.0 million. This effectively gave EDC HKL a 100% indirect interest to acquirees' subsidiaries EDC Energia Verde Chile SpA, EDC Energia de la Tierra SpA and EDC Energia Verde Peru S.A.

In February 2020, the Internal Revenue Services authorized the closure of EDC Energia Verde Chile SpA and EDC Energia de la Tierra SpA.

- On July 9, 2012, PT EDC Indonesia and PT EDC Panas Bumi Indonesia were incorporated in Jakarta Pusat, Indonesia as 95%-owned subsidiaries of EDC HKL.

As of December 31, 2023, all subsidiaries of EDC HKL remained non-operating.

## **EWEHI**

EWEHI was incorporated on April 15, 2010, as a holding company. The following entities are the wholly-owned subsidiaries of EWEHI:

- EBWPC was incorporated on April 13, 2010 to carry on the general business of generating, transmitting, and/or distributing energy. EBWPC operates the 150 MW Burgos Wind Project located in the Municipality of Burgos, Ilocos Norte.
- EPWPC was incorporated on February 29, 2012 to carry on the general business of generating, transmitting, and/or distributing energy. As of December 31, 2023, EPWPC remained non-operating.
- EBBWPC and EPBWPC were both incorporated on May 22, 2014 to carry on the general business of generating, transmitting, and/or distributing energy. As of December 31, 2023, EBBWPC and EPBWPC remained non-operating.
- I1REC was incorporated on February 9, 2016 to carry on the general business of generating, transmitting, and/or distributing energy. As of December 31, 2023, I1REC remained non-operating.

## **EBSEHI**

EBSEHI was incorporated on May 23, 2014, as a holding company. The following entities are the wholly owned subsidiaries of EBSEHI:

- EDC Siklab was incorporated on May 22, 2014 to carry on the general business of generating, transmitting, and/or distributing energy.
- EDC Sinag was incorporated on November 19, 2014 to carry on the general business of generating, transmitting, and/or distributing energy. As of December 31, 2023, EDC Sinag remained non-operating.

## **EWEHI2**

EWEHI2 was incorporated on January 5, 2017, as a holding company.

## **FG Hydro**

FG Hydro was incorporated on March 13, 2006 with primary activities on power generation, transmission, distribution, and other energy-related businesses. FG Hydro operates the 132 MW PAHEP/MAHEP located in Nueva Ecija, Philippines. FG Hydro buys from and sells electricity to the WESM and to various privately-owned distribution utilities (“DUs”), under the PSAs and Power Supply Contracts, and to NGCP through ancillary services under the ASPA.

## **Business Development**

EDC and its subsidiaries (collectively, the “Group”) are primarily engaged in the business of exploring, developing, and operating geothermal energy and other indigenous renewable energy projects in the Philippines.

The Company’s geothermal power projects are composed of two (2) principal activities: (i) the production of geothermal steam for use at EDC and its subsidiaries’ geothermal power plants, and (ii) the generation and sale of electricity through those geothermal power plants pursuant to take-or-pay and take-and-pay offtake arrangements. The Company’s steam and electricity sales are supported by medium-term to long-term offtake agreements in various forms. The Company’s steam sales are backed by offtake agreements with its subsidiaries: (i) Geothermal Resource Sales Contracts (“GRSCs”) with GCGI; and (ii) Steam Sales Agreement (“SSA”) with BGI.

The Company and its subsidiaries, namely GCGI, BGI, and First Gen Hydro Power Corporation (“FG Hydro”) hold offtake agreements in the form of Power Supply Agreements (“PSAs”) with various customers, particularly electric cooperatives, and retail electricity suppliers. Generated electricity in excess of contracted levels is sold to the Wholesale Electricity Spot Market (“WESM”).

Each of BGI and GCGI has a Retail Electricity Supplier (“RES”) license, which authorizes said companies to engage in the supply of electricity to end-users in the contestable market through retail supply contracts (“RSC”). The Department of Energy (“DOE”) approved the application for an operating permit as Renewable Energy (“RE”) Supplier of BGI and GCGI under the Green Energy Option Program (“GEOP”).

The Company holds service contracts with the DOE corresponding to ten (10) geothermal contract areas, each granting the Company exclusive rights to explore, develop, and utilize the corresponding resources in the relevant contract area. The Company conducts commercial operations in four (4) of its ten (10) geothermal contract areas as follows:

- Tongonan, Kananga, Leyte - EDC operates geothermal steamfield projects in Leyte, which deliver steam to the Tongonan geothermal power plant owned by EDC’s subsidiary GCGI, and the EDC-owned Unified Leyte geothermal power plants.
- Southern Negros, Valencia, Negros Oriental - EDC operates one (1) geothermal steamfield project in Southern Negros, which delivers steam to the two (2) GCGI-owned Palinpinon geothermal power plants, and EDC-owned Nasulo geothermal power plant.
- Bacon-Manito, Albay and Sorsogon - EDC operates one (1) geothermal steamfield project, which delivers steam to two (2) geothermal power plants in Albay and Sorsogon, owned by BGI.
- Mt. Apo, Kidapawan, Cotabato - EDC operates one (1) geothermal steamfield project, which delivers steam to three (3) EDC-owned geothermal power plants in Mt. Apo.

The Group also operates hydroelectric power plants through FG Hydro, a 60%-owned subsidiary of EDC. FG Hydro generates revenue from the sale of electricity generated by its 132 Megawatt (“MW”) Pantabangan-Masiway hydroelectric plants (“PAHEP/MAHEP”) located in Nueva Ecija. FG Hydro sells electricity through ancillary service to the National Grid Corporation of the Philippines (“NGCP”) under Ancillary Services Procurement Agreement (“ASPA”), which is set to expire on September 20, 2028.

EBWPC”), a subsidiary of EDC, operates the 150 MW Burgos Wind Energy Project.

EDC also operates the 6.82 MW Burgos Solar Project (Phases 1 and 2).

The 150 MW wind and 6.82 MW solar projects of EBWPC and EDC, respectively, were granted Feed-In-Tariff (“FIT”) Certificate of Compliance (“COC”) by the Energy Regulatory Commission (“ERC”) that entitle them to the applicable FIT rates, subject to adjustments as may be approved by the ERC, for the entire duration of their FIT eligibility periods.

EDC Siklab Power Corporation (“EDC Siklab”), a subsidiary of EDC, operates solar rooftop systems in various Gaisano Capital’s malls located in the provinces of Iloilo, Aklan, Leyte, Southern Leyte and Sorsogon.

#### Description of Property

The Group is the registered owner/claimant of lands located in various parts of the Philippines. Based on the latest valuation of Santos Knight Frank (formerly, CB Richard Ellis Philippines), in December 2018 these lands were valued at around ₱1.4 billion.

As of December 31, 2023, the Group’s landholdings include real estate properties in Bonifacio Global City in Taguig with a total area of 6,200 square meters, Baguio City with an area of 2,600 square meters, and numerous parcels of land used for its geothermal operations in the cities of Ormoc, Bago, and Sorsogon and in the municipalities of Kananga, Leyte; Valencia, Negros Oriental; and Manito, Albay with an approximate aggregate area of more or less 487 hectares.

In Northern Luzon, lots affected by the EBWPC wind project in the municipalities of Burgos, Bacarra, Pasuquin and Laoag were either leased by EDC and EBWPC or expropriated accordingly and are currently being used for its wind and solar farm area and other facilities.

The following table sets out certain information regarding the EDC and its subsidiaries’ landholdings:

Location/Project	Parcels of Land	Area (hectares)	Under Expropriation	Leased	Acquired	
					w/ Title to EDC	Title for Consolidation
Fort Bonifacio	5	0.62	-	-	5	-
Baguio	1	0.26	-	-	1	-
Bacon-Manito Geothermal Project	47	29.71	3	5	12	27
Northern Negros Geothermal Project	138	132.36 <sup>7</sup>	19	68	51	-

<sup>7</sup> Estimated area.

Location/Project	Parcels of Land	Area (hectares)	Under Expropriation	Leased	Acquired	
					w/ Title to EDC	Title for Consolidation
Southern Negros Geothermal Project	91	112.33	2	19	1	69
Leyte Geothermal Project	108	212.31 <sup>20</sup>	13	15	39	41
Burgos Wind Project	2,147	574	1,626	521	-	-
Met Mast Burgos 2	1	10	-	1	-	-
Pagudpud Wind Project	6	2	-	6	-	-
Burgos 1 Wind Project	1	2.02	-	1	-	-
Mindanao Geothermal Project	1	3.9	-	-	1	-
<b>Total</b>	<b>2,546</b>	<b>1,079.51</b>	<b>1,663</b>	<b>636</b>	<b>110</b>	<b>137</b>

To the best of its knowledge, none of the properties owned by the Company is subject to any mortgage, liens or encumbrances. The Burgos Wind Project assets and properties are subject to mortgage under EBPWC's project financing agreements.

EBWPC entered into a limited recourse project financing for its Burgos Wind Project in October 2014. The project's lenders have limited recourse to EDCs assets and rely primarily on EBWPC's cash flows for interest and principal repayment, with the project's assets, rights, and interests held as secondary collateral. As part of the project financing agreement, EBWPC entered into a mortgage agreement with Philippine National Bank, the onshore collateral agent. The mortgage shall cover all of the assets of EBWPC whether such assets now exist or at any time hereafter come into existence, or are now at any time hereafter acquired, and whether any such later acquisition is by way of addition thereto or substitution of any component part thereof, together with all the rights and interests therein.

The carrying amount of EBWPC's property, plant and equipment covered by the mortgage agreement amounted to ₱13,450.1 million (\$242.9 million) and ₱14,354.5 million (\$257.5 million) as of December 31, 2023 and 2022, respectively.

The total amount mortgaged as security is equivalent to its total assets amounting to ₱17,283.7 million (US\$312.1 million) and ₱18,135.2 million (US\$325.3 million) as of December 31, 2023 and 2022, respectively.

Other geothermal sites that have existing lease agreements generally have a mid-term lease and are used for access roads and drilling pads where the need to use the property is immediate, temporary, but renewable. Lease payments are usually paid in full for the whole duration of the contract at the start of the lease term. Transmission line lease agreements are long-term in nature and are always paid in full.

The following table provides details on the Group's leased properties:

Location/Project	Parcels of land	Structures	Duration of Lease	Payment Terms	Amount of Lease (in ₱ millions)	Renewal Options
Northern Negros Geothermal Project	68	dedicated point-to-point limited facilities	long-term	one time	0.27	-
Southern Negros Geothermal Project	19	pipelines, drilling pads and access roads	2/3/5/10 years	one time/annual	0.30	renewable
Leyte Geothermal Project	15	pad 4RD, rigs, machineries, pipe & pipelines and other equipment, building; city office	5/25 years	monthly/one time	7.66	renewable, with first option to buy
Bacon-Manito Geothermal Project	1	road	25 years	one time	0.03	renewable, with first option to buy
Bacon-Manito Geothermal Project	1	Road	25 years	one time	0.09	renewable, with first option to buy
Bacon-Manito Geothermal Project	1	parking Area	1 year	monthly	0.03 + 12% VAT	-

Location/Project	Parcels of land	Structures	Duration of Lease	Payment Terms	Amount of Lease (in ₱ millions)	Renewal Options
Bacon-Manito Geothermal Project	1	air quality monitoring station	1 year	one time	0.03	-
Bacon-Manito Geothermal Project	1	drilling pad	25 years	one time	0.44	renewable, with first option to buy
Burgos Wind Project (WF)	23	wind farm area / dedicated point-to-point limited facilities	25 years	one time	1.18	renewable, with first option to buy
Burgos Wind Project (TL)	498	wind farm area / dedicated point-to-point limited facilities	Long-term / Perpetual	one time	21.86	-
Pagudpud Wind Project	6	80-meter meteorological mast	5 years	one time	0.88	-
Burgos 1 Wind Project	1	80-meter meteorological mast	5 years	one time	0.09	-
Burgos 2 Wind Project	1	80-meter meteorological mast	10 years	five times	0.30	renewable, with first option to buy
<b>Total</b>	<b>636</b>				<b>33.16</b>	

#### GCGI

Located in Valencia, Negros Oriental, the Palinpinon geothermal power complex consists of two (2) power stations, Palinpinon I and II, which are approximately five kilometers apart. Commissioned in 1983, Palinpinon I comprises three (3) 37.5 MW steam turbines for a total rated capacity of 112.5 MW. Palinpinon II, on the other hand, consists of three (3) modular power plants: Nasuji, Okoy 5, and Sogongon. The 20 MW Nasuji, commissioned in 1993, is currently under preservation mode, while the 20 MW Okoy 5 was commissioned in 1994. Constructed in 1995, Sogongon consists of two (2) 20 MW units, Sogongon-1 and Sogongon-2.

Situated in Sitio Sambaloran, Barangay Lim-ao, Kananga, Leyte Province in Eastern Visayas, the Tongonan Geothermal Power Plant consists of three (3) 41 MW units, which began commercial operations in 1983.

Both the Palinpinon and Tongonan geothermal power plants are fueled by geothermal steam supplied by EDC.

#### BGI

Located in Bacon, Sorsogon City and Manito, Albay in the Bicol region, the Bac-Man Geothermal Power Plant facilities consist of two (2) steam power generating plant complexes. Bac-Man I facility originally included two (2) 55 MW units, which were both commissioned in 1993. Bac-Man II facility, on the other hand, originally consisted of two (2) 20 MW units namely, Cawayan (located in Barangay Basud) and Botong (located in Brgy. Osiao, Sorsogon City). Following the plant acquisition in 2010, BGI relocated the non-operational Botong equipment to Cawayan and rehabilitated the two (2) units at Bac-Man I facility. Bac-Man Geothermal Power Plant now operates with a re-rated capacity of two (2) 60 MW units in Bac-Man I and one (1) 20 MW unit (Cawayan) in Bac-Man II for a total gross capacity of 140 MW. EDC supplies the steam to the Bac-Man Geothermal Power Plants.

#### EBWPC

Located in the municipality of Burgos, Ilocos Norte, EBWPC hosts the 150 MW Burgos Wind Project. The Burgos wind farm is comprised of fifty (50) units of wind turbine generators, which spans across the three (3) barangays of Saoit, Nagsurot, and Poblacion. Each wind turbine is designed with a three 3 MW capacity, totaling 150 MW. Aside from the turbines, located also within the power plant compound is a substation that serves as the dispatch point of the electricity. A 43 km point-to-point connection asset from the Burgos substation to the Laoag substation owned by the NGCP transmits the electricity into the Luzon grid.

The Burgos Wind Farm started commercial operations in November 2014 and is operating under the feed-in-tariff regime.

## **ULGEI**

Operation involves managing and/or trading of 40 MW Strips of Energy from ULGPP under the IPPA Agreement with PSALM. The agreement expired last July 25, 2021. As of December 31, 2023, ULGEI has no live contract.

## **EDC Siklab**

In January 2017, EDC Siklab, a wholly owned subsidiary of EDC, started to generate electricity from its 1,030 kW solar rooftop system in Gaisano Capital's mall in La Paz District, Iloilo. As of December 31, 2023, EDC Siklab operates the solar rooftop systems in the following Gaisano Capital malls:

- La Paz, Iloilo (1,030 kW);
- Kalibo, Aklan (762 kW);
- Oton, Iloilo (614 kW);
- Passi, Iloilo (614 kW);
- Balasan, Iloilo (614 kW);
- Sogod, Southern Leyte (547 kW);
- Ormoc City (547 kW); and
- Sorsogon City (443 kW).

## **FG Hydro**

FG Hydro operates and maintains the 132 MW Pantabangan and Masiway Hydro Electric Power Plant. The 120 MW Pantabangan Hydroelectric Power Plant ("PHEP") is located at the foot of the Pantabangan dam and consists of two (2) generators, each capable of generating full load power of 60.40 MW. Each generator is coupled to a vertical shaft Francis Turbine that converts the kinetic energy of the water from the dam at a design head of 75 meters.

The electric power output of PHEP is delivered to the Luzon Grid through a 13.8kV/230kV Ring Bus Switchyard, composed of two (2) 75 MVA transformers.

Located some seven (7) kms downstream of PHEP is the 12 MW Masiway Hydroelectric Power Plant ("MHEP"). It uses a Kaplan turbine to convert the energy of the low head but high flow release of water from the Masiway re-regulating dam. The power output of MHEP is delivered to the Grid through a switchyard mainly composed of a 15 MVA transformer, switching and protective equipment all owned by FG Hydro. In 2015, FG Hydro replaced the excitation, protection, and governor system as well as the main step-up transformer of MHEP.

For both PHEP and MHEP, the power components owned and operated by FG Hydro are the power houses and generating equipment plus auxiliary systems, warehouses, lay down and areas associated with the powerhouses. In addition, FG Hydro also owns the steel penstock and main step-up transformers at PHEP. For MHEP, the intake and trash rack machine as well as the main step-up transformer that include the 69KVswitchyard equipment are owned by FG Hydro. The transmission facilities including the switchyard at PHEP are owned by NGCP.

The volume of water released from the Pantabangan reservoir is based on the Irrigation Diversion Requirement of the NIA. NIA operates and maintains the non-power components which include the watershed, spillway, intake structures of PHEP, and Pantabangan and Masiway reservoirs.

## **4. Market Price, Shareholder and Dividends Information**

### **Market Information**

The Company's common shares were listed with the PSE on December 13, 2006 at an Initial Public Offering price of ₱3.20 per share.

On August 7, 2018, the Board of the Company approved the voluntary delisting of its common shares from the Main Board of the PSE, and, in accordance with the PSE's delisting rules and regulations, the conduct of a Tender Offer for up to 2,040,006,713 common shares held collectively by all shareholders of the Company other than Red Vulcan, First Gen, NTPC, and PREHC. This represented all remaining EDC common shares that were held by the public, and which equated to approximately 10.9% of its total outstanding common shares.

On September 19, 2018, the Company filed the petition for the Delisting with the PSE. The Tender Offer began on September 24, 2018 until October 22, 2018. Following the completion of the Tender Offer, a total of 2,009,107,731 common shares, representing approximately 10.72% of the Company's outstanding voting shares were tendered pursuant to the Tender Offer, accepted and thereafter purchased by the Company via a block sale through the facilities of the PSE on November 5, 2018. The shares were purchased at the Tender Offer Price with a total transaction value of ₱14,566.0 million.

On November 14, 2018, the Board of the PSE granted the petition for voluntary delisting filed by the Company, and accordingly, ordered the delisting of the Company's common shares from the official registry of the PSE (electronic board and ticker) effective on November 29, 2018.

On December 29, 2023, the Securities and Exchange Commission ("SEC") issued the Company's Certificate of Filing of Amended Articles of Incorporation for (i) the increase in the par value of its common share from ₱1.00 to ₱1,000,000.00, and (ii) the increase in the par value of its voting preferred share from ₱ 0.01 to ₱10,000.00, while maintaining its current authorized capital stock, as part of the Company's equity restructuring.

As a result of the increase in the par value of its common share, the Company will pay affected shareholders whose common shares in the Company are fractionalized the fair value of their shares in the amount of ₱7.50 per common share (based on the previous par value of ₱1.00 per share), which is equivalent to ₱7,500,000.00 of the resulting fractionalized common share (based on the new par value of ₱1,000,000.00 per share).

As of December 31, 2023, actual count of common stockholders of record was 1,834 and public float was at 0.11% (or 29.319486 common shares).

#### Holders

As of March 1, 2024, there are 17,041.572772 outstanding common shares and 9,375 outstanding voting preferred shares. There are 9,235.128525 common shares that are foreign-owned as of March 1, 2024.

The top twenty (20) shareholders as of March 1, 2024, including name, no. of shares held, and percentage of total shares outstanding held by each, are as follows:

Rank	Name	Number of Shares			Percentage
		Preferred	Common	Total	
1	Red Vulcan Holdings Corporation	9,375	7,494.999999	16,869.999999	63.861%
2	Philippines Renewable Energy Holdings Corporation	-	9,223.249810	9,223.249810	34.915%
3	First Gen Corporation	-	148.910559	148.910559	0.564%
4	Northern Terracotta Power Corporation	-	145.092918	145.092918	0.549%
5	Boston Common International Sustainable Climate Fund, LLC	-	2.820130	2.820130	0.011%
6	Ang Eng Seng	-	1.000001	1.000001	0.004%
7	Christopher Eu Sun Low	-	1.000001	1.000001	0.004%
8	David Andrew Baldwin	-	1.000001	1.000001	0.004%
9	Federico R. Lopez	-	1.000001	1.000001	0.004%
10	Francis Giles B. Puno	-	1.000001	1.000001	0.004%
11	Jerome H. Cainglet	-	1.000001	1.000001	0.004%
12	Jonathan C. Russell	-	1.000001	1.000001	0.004%
13	Manuel I. Ayala	-	1.000001	1.000001	0.004%
14	Richard B. Tantoco	-	1.000001	1.000001	0.004%
15	Sebastian C. Quinones, Jr.	-	1.000001	1.000001	0.004%
16	Teresa Grace Socorro G. Lara	-	1.000001	1.000001	0.004%
17	Elizabeth L. Bengzon	-	0.956000	0.956000	0.004%
18	HSBC Manila OBO 000-596551-550	-	0.933298	0.933298	0.004%
19	HSBC Manila OBO 000-599746-550	-	0.849500	0.849500	0.003%
20	Deutsche Bank AG Manila OBO UBS LDN IPB SCA A/C 12107074001	-	0.833827	0.833827	0.003%

## Dividends

EDC's Board is authorized to declare dividends as long as EDC has unrestricted retained earnings in accordance with Section 42 of the Revised Corporation Code.

In the case of cash dividends, holders of common shares are entitled to receive annual cash dividends of at least 30% of the prior year's attributable recurring net income as approved by the Board, without need of stockholders' approval. Such declaration of cash dividend takes into consideration factors such as current and prospective debt service requirements and loan covenants, the implementation of business plans, operating expenses, budget, funding for new investments, as well as appropriate reserves and working capital, among others.

In the case of stock dividends, the Board's and stockholders' approvals are required in accordance with existing laws. Stockholders representing at least two-thirds (2/3) of EDC's outstanding capital stock must approve the stock dividend declaration.

Following are the dividends declared by the Company:

Declaration date	Record date	Payment date	Shareholders	Description	Dividend per share	Total amount
<b>2023:</b>						
May 12, 2023	May 31, 2023	June 30, 2023	Common	Regular	P0.1467	P2,499,586,287
			Preferred	Regular	0.0313	293,500,000
November 23, 2023	December 4, 2023	December 29, 2023	Common	Special	0.1760	2,999,503,544
						<b>P5,792,589,831</b>
<b>2022:</b>						
May 19, 2022	May 31, 2022	June 30, 2022	Common	Regular	P0.1467	P2,500,000,000
			Preferred	Regular	0.0313	293,500,000
November 24, 2022	December 5, 2022	December 29, 2022	Common	Special	0.1467	2,500,000,000
						<b>P5,293,500,000</b>
<b>2021:</b>						
May 11, 2021	May 31, 2021	June 30, 2021	Common	Regular	P0.1467	P2,500,000,000
			Preferred	Regular	0.0313	293,500,000
November 18, 2021	December 1, 2021	December 29, 2021	Common	Special	0.1467	2,499,046,786
						<b>P5,292,546,786</b>

## Recent Sale of Unregistered or Exempt Securities

In 2020, the Company signed bilateral corporate term loan agreements with Mizuho Bank, Ltd., Bank of the Philippine Islands, and BDO Unibank, Inc. for US\$50.0 million, P6.00 billion and P11.5 billion, respectively, where the Company drew a total of P12.9 billion (1) to refinance the P 3.0 billion fixed-rate bonds which matured on May 3, 2020 and the outstanding US\$181.1 million balance of the US\$300.0 million Notes which matured on January 20, 2021, (2) to fund various capital expenditures and growth projects, and (3) for general corporate purposes.

On February 18, 2021, the Company drew an additional P2.0 billion from the BDO Unibank, Inc. corporate term loan facility signed the previous year. The remaining balance of P4.95 billion was not drawn and expired last August 28, 2021.

On June 25, 2021, EDC successfully listed its SEC-registered ASEAN Green Bonds with an aggregate principal amount of P5.0 billion from the bond shelf registration of up to P15.0 billion greenlit by the SEC. The bonds, which have been listed on the Philippine Dealing & Exchange Corp. ("PDEX"), are comprised of P2.5 billion three (3)-year bonds and P2.5 billion five (5)-year bonds due on June 25, 2024 and June 25, 2026, respectively.

On March 24, 2022, the Company refinanced its maturing loan with Mizuho Bank, Ltd. for the same amount of US\$50.0 million. Throughout the year, it also signed peso bilateral corporate term loan agreements with Bank of the Philippine Islands, UnionBank of the Philippines, Security Bank Corporation, CTBC Bank (Philippines) Corp., BDO Unibank, Inc., and China Banking Corporation for a total of P21.1 billion, where the Company drew a total of P11.1 billion (1) to refinance the outstanding P5.1 billion balance of its maturing Fixed Rate Corporate Note (FXCN); (2) to fund various capital expenditures and growth projects; and (3) for general corporate purposes.

In 2023, the Company drew an additional ₱3.0 billion, ₱2.0 billion, and ₱5.0 billion from BDO Unibank, Inc., China Banking Corporation, and Bank of the Philippine Islands, respectively, from the corporate term loan facilities it signed in 2022.

On August 11, 2023, the Company signed a bilateral corporate term loan agreement with BDO Unibank, Inc. for ₱5.0 billion, where the Company drew ₱2.0 billion to (1) to fund various capital expenditures; and (2) for general corporate purposes.

## PART IV.

### CORPORATE GOVERNANCE

EDC recognizes that good corporate governance strengthens and stabilizes a company. The Company's leadership and stakeholders continue to be committed to good corporate governance practices based on the Revised Corporation Code, applicable corporate governance rules and regulations, the Company's By-Laws, and its Manual on Corporate Governance.

EDC's corporate governance culture emanates from the Board of Directors (the "Board"), supported by its Audit and Governance Committee; its Senior Vice-President and Compliance Officer for SEC and concurrent Chief Financial Officer and Treasurer, Mr. Erwin O. Avante; and the Legal Services Division.

EDC has established an evaluation system to measure its compliance with its Manual on Corporate Governance and applicable corporate governance rules and regulations. The Board of the Company annually conducts a Board Self-Evaluation Survey, which helps the Board assess the overall performance and effectiveness of the Board and the Board Committees, as well as the performance of the Chairman, Vice-Chairman/Chief Executive Officer ("CEO"), the President/Chief Operating Officer ("COO") and Management in respect of their governance responsibilities. The Board Self-Evaluation Survey helps the Board identify its strengths and weaknesses as well as those of the Company, leading to efforts to enhance performance throughout the organization.

The Company also conducts annually a CG Manual Compliance Monitoring among its different functional groups to determine compliance with the Company's Manual on Corporate Governance. The results of the survey are incorporated in the Annual Corporate Governance Report for Public Companies and Registered Issuers ("SEC Form-ACGR"), which is submitted to the SEC on or before June 30, in compliance with SEC Memorandum Circular No. 13, Series of 2021.

For 2023, the Company had no substantial deviation from its Manual on Corporate Governance. Please refer to the Company's SEC Form-ACGR, which was submitted to the SEC on May 25, 2023.

To ensure good governance, EDC has in place company policies and manuals that contribute to EDC's corporate governance system, including its Code of Conduct and Business Ethics and Code of Conduct and Discipline, and policies on Protected Disclosures; Giving and Receiving of Corporate Gifts; Related Party Transactions; Anti-Money Laundering and Countering Financial Terrorism and Responsible Asset Protection; the Enterprise Risk Management Manual; Quality and Asset Management Policy; Health, Safety and Environment Policy; Privacy Policy; Conflict of Interest Guidelines; and other governance-related policies.

In addition, Directors and key executive officers participate in the Lopez Group-sponsored corporate governance seminar, which is held annually and conducted by a training provider duly accredited by the SEC. The corporate governance seminar provides the Directors and key executive officers an opportunity to learn and integrate corporate governance principles and be provided with useful insights on various and current governance issues. For 2023, the Lopez Group-sponsored corporate governance seminar was conducted by SGV & Co. on November 16, 2023.

To align the activities of the Company with its vision, mission, core values, and goals for the year, the Board also conducts annually a Board Strategic Update, which provides a venue for the Directors to set strategic directions and guidance for the Company. For 2023, the Board Strategic Update was held on October 6, 2023.

More information on the governance of the Company is available at its website: [www.energy.com.ph](http://www.energy.com.ph).

## PART V.

### LEGAL PROCEEDINGS

There are no material pending legal proceedings in which the Group is a party or in which any of its material properties are subject. Nonetheless, the Group is involved in various legal proceedings on matters that are in the ordinary course of business, including those described below. If the Group is not successful in one or more of these proceedings (other than the input value-added tax refund cases), it could be liable for payments and incur damages and costs that could be substantial.

Discussed briefly below are some pending legal proceedings involving the Group:

- ***Expropriation Proceedings***

Several expropriation proceedings filed by the Republic of the Philippines, through the DOE and PNOC, to acquire lands needed by the Group for the power plants and/or steamfield components of its projects are still pending before various Philippine courts, in particular, with respect to the land requirements of the Leyte Geothermal Production Field, the Southern Negros Geothermal Production Field, Northern Negros Geothermal Project, Bac-Man Geothermal Project, and the EBWPC Wind Project.

As of December 31, 2023, there were around 1,600 such cases pending and the aggregate amount claimed by the landowners as just compensation is approximately ₱258.0 million.

- ***Tax Cases***

- a) ***Real Property Taxes***

From 2009 to 2023, the Group paid under protest, and applied for the refund, of real property taxes (“RPT”). The protests were filed primarily due to (i) the application of RPT rates that were higher than the preferential RPT rate of 1.5% under Section 15(c) of the RE Act, and/or (ii) non-application of the full 5% depreciation allowance on machineries. As of December 31, 2023, these protests have been appealed to, and are still pending with, the respective Local Board of Assessment Appeals (“LBAA”) and the Central Board of Assessment Appeals (“CBAA”) having jurisdiction over the cities and provinces where these properties are located.

The Company and GCGI also have several appeals pending with the LBAA in relation to assessments or claims for exemption of certain real properties, including machineries and equipment for pollution control or environmental protection, which are exempt from RPT. These proceedings are pending with the LBAA, CBAA, or the Court of Tax Appeals (“CTA”) as of December 31, 2023.

In 2017, Kidapawan City commenced formal collection proceedings against the Company to collect RPT on the non-power plant assets and the State-owned land where the MAGP is located. This prompted the Company to file a Complaint for Injunction with the Regional Trial Court (“RTC”) of Kidapawan City to stop Kidapawan City from pursuing collection measures on the basis that it had no authority to impose RPT on non-power plant assets and State-owned land. The RTC granted the Company a preliminary injunction, and the case is ongoing trial before the RTC as of December 31, 2023.

- b) ***Franchise Taxes***

- (i) **2000-2004, 2006-2007**

The Province of Leyte assessed the Company for franchise taxes in respect of the operations of its geothermal power plants in the province from 2000-2004, 2006, and 2007. The Company seasonably filed the corresponding appeals before the RTC of Tacloban City, Leyte, for the annulment of the assessments. These cases are docketed as Consolidated Civil Cases No. 2006-07-77, 2006-05-49, 2006-05-48 and 2007-08-03, and 2008-05-537 captioned, “PNOC EDC vs. Province of Leyte, et. al.”

On September 15, 2009, the RTC issued an order granting a Preliminary Injunction restraining the Province of Leyte from levying and collecting franchise tax from the Company. The Province of Leyte filed a Petition for Certiorari with the Court of Appeals (“CA”) to question the Preliminary Injunction, which Petition was denied on August 3, 2012. The Province of Leyte then filed a Petition for Review on Certiorari with the Supreme Court (“SC”), where the petition remains pending as of December 31, 2023.

In December 2008, the Company received another Consolidated Notice of Assessment and Demand for Payment from the Province of Leyte, demanding from the Company the payment of franchise tax. This assessment cancelled previous assessments since the new assessment covers the period starting 1998 until 2006. On April 24, 2009, the Company protested the said assessment and, since the Province denied the said protest, the matter is currently under appeal before the RTC of Tacloban City, Leyte, docketed as Civil Case No. 2009-04-46, and captioned “EDC vs. Province of Leyte, et al.”

(ii) 2010-2015

On March 22, 2017, GCGI filed a Complaint with the RTC of Tacloban City, Leyte to appeal the inaction of the Provincial Treasurer of Leyte on GCGI’s protest letter against the franchise tax assessment for the period 2010 to 2015. The case is still pending with the RTC as of December 31, 2023.

GCGI believes that it is not liable for franchise taxes on the basis that it is not a holder of any legislative franchise, local or national, and a franchise is not required for their operations or business.

c) *Input Value-Added Tax*

In 2009, the Company filed Petitions for Review with the CTA with respect to its un-acted claims from the BIR for tax credit on input value-added tax (“VAT”) relating to the EDC’s VAT zero-rated sales for 2007 and 2008. The 2007 and 2008 input VAT claims have been appealed up to the SC. The SC granted the Company’s appeal of the CTA’s denial of its 2007 input VAT refund claim and remanded the case to the CTA for continuation of proceedings. As of December 31, 2023, the CTA has not resumed proceedings on the 2007 input VAT refund claim. The 2008 input VAT refund claim is still pending with the SC. The Company believes that it is entitled to a tax refund or tax credit of its unutilized input taxes attributable to VAT zero-rated sales of renewable energy pursuant to the provisions of the RE Act and the National Internal Revenue Code, as amended.

In 2016, EBWPC filed a Petition for Review with the CTA with respect to the denial by the BIR of its administrative claim for tax refund or tax credit of its input VAT for the first and second quarters of 2014 attributable to VAT zero-rated sales. EBWPC believes that it is entitled to a tax refund or tax credit of its unutilized input taxes attributable to VAT zero-rated sales of wind energy pursuant to the provisions of the RE Act and the National Internal Revenue Code, as amended.

On March 12, 2021, the CTA-Third Division rendered a Decision denying EBWPC’s VAT refund claim. It likewise denied EBWP’s Motion for Reconsideration; thus, on December 20, 2021, EBWPC elevated the CTA-Third Division’s denial to the CTA En Banc, where it is pending as of December 31, 2023.

d) *Income Tax Assessment*

On December 5, 2017, BGI filed a Petition for Review with the CTA to appeal the denial by the BIR of its protest letter against the deficiency income tax assessment for taxable year 2013. The BIR assessed BGI for deficiency income tax on the ground that it is not entitled to use the 10% preferential income tax rate under Section 15(e) of the RE Act since BGI’s income tax incentive only commenced on July 1, 2013, or its Start of Commercial Operation. BGI believes that the assessment should be cancelled because it was entitled to avail of the 10% preferential income tax rate in taxable year 2013 pursuant to Rule 5, Section 13(E) of the implementing rules and regulations of the RE Act. On November 18, 2021, the CTA rendered a Decision cancelling the tax assessment on the ground that BIR violated BGI’s right to due process. On May 20, 2022, the BIR appealed to the CTA En Banc, where the case is pending as of December 31, 2023.

- ***Civil Cases***

As of December 31, 2023, there are civil cases to which EDC is a party. The Company does not believe that an adverse decision on these cases poses a material risk to the Company's operations.

- ***Labor Cases***

As of December 31, 2023, there are pending labor cases against the Company, most of which deal with plaintiffs' claims of illegal dismissal and back wages. The Company does not believe that these cases pose a material risk to the Company's operations.

PART VI.

The Company will provide free of charge to each person solicited, upon his written request, a copy of the latest Annual Report or SEC Form 17-A, duly filed with the Securities and Exchange Commission. At the discretion of Management, a reasonable fee may be charged for the expense incurred in providing a copy of the exhibits. Written request for a copy of the SEC Form 17-A should be addressed to:

Corporate Information Office  
Energy Development Corporation  
9<sup>th</sup> Floor, Rockwell Business Center Tower 3  
Ortigas Avenue, Pasig City

Attention: Mr. Ryan Z. Velasco

Pursuant to SEC Notice dated March 13, 2023, a copy of the notice of the meeting, Definitive Information Statement, minutes of the previous meeting of the stockholders, and other documents related to the meeting may be accessed through the Company's website: [www.energy.com.ph](http://www.energy.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 is signed in Mandaluyong City on March 21, 2024.

ENERGY DEVELOPMENT CORPORATION



BERNADETTE ANN V. POLICARPIO  
Corporate Secretary

Form of Secretary's Certificate to be submitted by Corporate Stockholders

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, of legal age, with address at \_\_\_\_\_, being the duly elected Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation organized and existing under \_\_\_\_\_ laws, with principal office at \_\_\_\_\_, hereby depose and state that:

1. During the [regular/special] of the Board of Directors (the "Board") of the Corporation held on [•] the Board approved the following resolution:

"RESOLVED, that the Board of Directors of (the "Corporation") hereby authorizes and appoints \_\_\_\_\_ as the Corporation's representative (the "Representative") to the Annual Stockholders' Meeting (the "Meeting") of Energy Development Corporation ("EDC") to be held on May 14, 2024 or any postponement or adjournment thereof, hereby granting such Representative the power and authority to participate in the Meeting for and on behalf of the EDC shares held and registered under the name of the Corporation, including to cause the registration of the Corporation, vote its EDC shares, and appoint a proxy, all in accordance with EDC's guidelines for the Meeting;

"RESOLVED, FURTHER, that the Representative is hereby authorized to execute, sign, and deliver, for and on behalf of the Corporation, the proxy form and any other document or instrument necessary or desirable to implement the foregoing resolution;

"RESOLVED, FINALLY, that these resolutions shall remain valid and subsisting, unless otherwise revoked or amended in writing and duly served on EDC."

2. The foregoing resolution is in accordance with the record of the Company, is in full force and effect, and has not been amended or rescinded.

IN WITNESS WHEREOF, I have hereunto signed this Secretary's Certificate this \_\_\_\_\_ at \_\_\_\_\_.

Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ at \_\_\_\_\_ by \_\_\_\_\_ whose identity I have confirmed through his/her [government-issued ID no.] issued on \_\_\_\_\_ by \_\_\_\_\_ that he/she is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he/she executed the same.

Doc. No. \_\_;  
Page No. \_\_;  
Book No. \_\_;  
Series of 2024.



**ENERGY DEVELOPMENT CORPORATION  
ANNUAL STOCKHOLDERS' MEETING  
May 14, 2024**

**PROXY FORM**

This proxy is being solicited on behalf of the Board of Directors and Management of ENERGY DEVELOPMENT CORPORATION (the "Company") for voting at the annual stockholders' meeting to be held on **May 14, 2024** at **10:00 A.M.** at the **5<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines.**

I, the undersigned stockholder of the Company, do hereby appoint, name, and constitute the Company's Chairman, **FEDERICO R. LOPEZ**, or, in his absence, **the Chairman of the 2024 Annual Stockholders' Meeting of the Company**, as my attorney-in-fact and proxy, to represent me at the Annual Stockholders' Meeting of the Company to be held on **May 14, 2024** at **10:00 A.M.** and any adjournment(s) and postponement(s) thereof, as fully and to all intents and purposes as I might or could do if present and voting in person, hereby ratifying and confirming any and all actions taken on matters which may properly come before such meeting or adjournment(s) or postponements(s) thereof. In particular, I hereby direct my said proxy to vote on the agenda items set forth below as I have expressly indicated by marking the same with an "X".

AGENDA ITEMS	ACTION		
<b>Item 1.</b> Call to Order	No action necessary.		
<b>Item 2.</b> Proof of Notice and Certification of Quorum	No action necessary.		
	FOR	AGAINST	ABSTAIN
<b>Item 3.</b> Approval of the Minutes of the Previous Meeting of the Stockholders			
<b>Item 4.</b> Noting of the Management Report and Approval of the Audited Financial Statements for the year ended December 31, 2023			
<b>Item 5.</b> Ratification of Acts of Management and the Board of Directors from the date of the last annual stockholders' meeting up to the present			
<b>Item 6.</b> Election of Directors			
<u>For Regular Director:</u>			
Federico R. Lopez			
Francis Giles B. Puno			
Jerome H. Cainglet			
Richard B. Tantoco			
Jonathan C. Russell			
Ang Eng Seng			
David Andrew Baldwin			
Christopher Low Eu Sun			
<u>For Independent Director:</u>			
Manny I. Ayala			
Sebastian C. Quiniones, Jr.			
Teresa Grace Socorro G. Lara			
<b>Item 7.</b> Appointment of SGV & Co. as the Company's external auditor			
<b>Item 8.</b> Other Matters	According to Proxy's Discretion.		
<b>Item 9.</b> Adjournment	No action necessary.		

## IN CASE A PROXY FORM IS SIGNED AND RETURNED IN BLANK

If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted:

- FOR the approval of the minutes of the previous meeting of the stockholders;
- FOR the noting of the Management Report and approval of the Audited Financial Statements for year ended December 31, 2023;
- FOR the ratification of all acts of Management and the Board of Directors from the date of the last annual stockholders' meeting up to the present;
- FOR the election of the following directors: Federico R. Lopez, Francis Giles B. Puno, Jerome H. Cainglet, Richard B. Tantoco, Jonathan C. Russell, Ang Eng Seng, David Andrew Baldwin, Christopher Low Eu Sun, Manny I. Ayala, Sebastian C. Quiniones, Jr., and Teresa Grace Socorro G. Lara;
- FOR the approval of the appointment of SGV & Co. as the Company's external auditor; and
- To authorize the Proxy to vote on any matter that may be discussed under "Other Matters".

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No member of the Board of Directors or executive officer since the beginning of the last fiscal year, or nominee for election as director, or their associates, has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.

## VALIDATION OF PROXIES

Proxy forms shall be validated as these are received by the Corporate Secretary until **May 9, 2024**. The proxy forms shall be submitted to the Company on or before **6:00 P.M. of May 4, 2024**.

## REVOCACTION OF PROXIES

A stockholder giving a proxy may revoke it in accordance with Part II, Item 3 (Revocability of Proxy) of the Information Statement.

Signed this \_\_\_\_\_ at \_\_\_\_\_.  
(DATE) (PLACE)

\_\_\_\_\_  
Printed Name of Stockholder

\_\_\_\_\_  
Signature of Stockholder or  
Authorized Signatory

[\*N.B.: Partnerships, Corporations, and Associations must attach certified resolutions or extracts thereof designating Proxy/Representative and authorized signatories.]

**DETAILS AND RATIONALE OF THE AGENDA****1. Call to Order**

The Chairman of the Board of Directors, Mr. Federico R. Lopez, will call the meeting to order.

**2. Proof of Notice and Certification of Quorum**

The Corporate Secretary, Atty. Bernadette Ann V. Policarpio, will certify that pursuant to SEC Notice dated March 16, 2021, Notice of the meeting was published in the business section of two (2) newspapers of general circulation on April 22 and 23, 2024. A copy of the Notice of the meeting, together with the Definitive Information Statement, minutes of the previous meeting of the stockholders, and other documents related to the meeting are accessible through the Company’s website: [www.energy.com.ph](http://www.energy.com.ph).

Further, the Corporate Secretary will confirm whether the attendees at the meeting hold or represent a sufficient number of shares for quorum to exist for the valid transaction of business.

**3. Approval of the Minutes of the Previous Meeting of the Stockholders**

In accordance with SEC Notice dated March 13, 2023, a copy of the minutes of the previous meeting of the stockholders was made available for examination at the Company’s website: [www.energy.com.ph](http://www.energy.com.ph).

The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

“**RESOLVED**, that the minutes of the Annual Stockholders’ Meeting of Energy Development Corporation held on May 12, 2023 be, as it is hereby, approved.”

**4. Management Report and Audited Financial Statements for the Year Ended December 31, 2023**

The Chairman, Mr. Federico R. Lopez, will present his report to the stockholders and discuss initiatives being undertaken, as well as challenges faced, by the Company.

The President and Chief Operating Officer, Mr. Jerome H. Cainglet, will present the Management Report, the Company’s operational highlights and financial results, and the audited financial statements for the year ended December 31, 2023. The audited financial statements were prepared by the Company’s external auditor, SGV & Co., a member firm of Ernst and Young Global Limited, and approved by the Company’s Audit and Governance Committee and Board of Directors. In compliance with regulatory requirements, the audited financial statements have also been submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

The stockholders will be requested to note the annual report of Management as presented by the Chairman and the President, and approve the audited financial statements for the year ended December 31, 2023. The following is the proposed resolution:

“**RESOLVED**, that the stockholders of Energy Development Corporation (the “Company”) hereby note the annual report of Management as presented by the Chairman and the President and Chief Operating Officer, and approve the Company’s audited financial statements for the year ended December 31, 2023.”

**5. Ratification of Acts of Management and the Board of Directors**

The stockholders will be requested to ratify the acts, contracts, resolutions, and deeds of the Board of Directors and the Management of the Company, which were significant in the Company's performance from the date of the last annual stockholders' meeting up to the present. The list of the matters for ratification is attached as Schedule 1. The following is the proposed resolution:

“RESOLVED, that all acts, contracts, resolutions, and deeds, authorized and entered into by the Board of Directors and the Management of the Company from the date of the last annual stockholders' meeting up to the present be, as these are hereby approved, ratified and confirmed.”

**6. Election of Directors**

The biographical profiles of the Directors-Nominees are included in the Information Statement to be uploaded in the Company's website. The Directors-Nominees are the following:

For Regular Directors:

Federico R. Lopez  
Francis Giles B. Puno  
Jerome H. Cainglet  
Richard B. Tantoco  
Jonathan C. Russell  
Ang Eng Seng  
David Andrew Baldwin  
Christopher Low Eu Sun

For Independent Directors:

Manny I. Ayala  
Sebastian C. Quiniones, Jr.  
Teresa Grace Socorro G. Lara

Voting may be done by proxy. Last day for submission of signed and accomplished proxy forms shall be on May 4, 2024. Votes may be cumulated as provided in the Revised Corporation Code of the Philippines, and shall be validated by the Company's Stock and Transfer Agent.

**7. Appointment of External Auditor**

Upon the favorable recommendation of the Company's Audit and Governance Committee, the Company's external auditor, SGV & Co., is proposed to be reappointed for the current year 2024-2025. The audit partner-in-charge is currently Ms. Ma. Veronica Andresa R. Pore. The following is the proposed resolution:

“RESOLVED, that the auditing firm SGV & Co. be, as it is hereby, reappointed as the Company's external auditor for the current year 2024-2025.”

**8. Other Matters**

Stockholders may propose to discuss other issues and matters.

**9. Adjournment**

After all matters in the agenda have been taken up, the Chairman shall entertain a motion to adjourn the meeting.

## SUMMARY OF THE ACTS OF MANAGEMENT AND THE BOARD OF DIRECTORS

Below is a summary of the acts of Management and the Board of Directors from the date of the last annual stockholders’ meeting up to the present:

1. Election of Officers and Appointment of Advisers for 2023-2024.
2. Composition of the Board Committees.
3. Promotion of Mr. Jerome H. Cainglet to Executive Vice President, Chief Operating Officer and Head of Enterprise Commercial.
4. Appointment of Mr. Jeffrey D. Junsay as Vice President and Head of Integrated Sub-Surface.
5. Authority to declare cash dividend of Php0.031306666667 per share, out of the unrestricted retained earnings of the Company as of December 31, 2022, in favor of holders of preferred shares as of the Record Date, May 31, 2023, payable on or before June 30, 2023.
6. Authority to declare cash dividend of Php0.1467000747788 per share, out of the unrestricted retained earnings of the Company as of December 31, 2022, in favor of holders of common shares as of the Record Date, May 31, 2023, payable on or before June 30, 2023.
7. Approval of the increase in Board-approved contract costs of the Mahanagdong Binary Power Plant’s Original Equipment Manufacturer Supply and Balance of Plant Contracts.
8. Authority required in relation to the Company’s registration with the Board of Investments for its Geothermal Projects.
9. Election of Jerome H. Cainglet as regular director, in place of Mr. Joaquin E. Quintos IV, effective on July 1, 2023; Appointment of Mr. Jerome H. Cainglet as President, in addition to his current position as Chief Operating Officer; and Appointment of Mr. Francis Giles B. Puno as Vice-Chairman and Chief Executive Officer.
10. Approval of changes in the composition of the Board Committees.
11. Approval of the revised budget for the three (3) Battery Energy Storage Systems (“BESS”) Projects in BacMan, Tongonan, and Southern Negros (Php5.3 Billion, +5% variance).
12. Authority to award to First Balfour, Inc. the Engineering, Procurement and Construction Contracts for the Connection Asset and Balance of Plant of the three (3) BESS Projects.
13. Approval of the Third Party Drilling Services Contracts in support of the Drilling Operations Program, including five (5)-year Wellsite Services Contracts to various contractors; and five (5) year Aerated Drilling Services Contract with Air Drilling Associates, Inc.
14. Approval of the Leyte Steam Optimization (Steam Line Interconnection-9).
15. Authority to award to First Balfour the civil, structural, piping, and mechanical contract for the (Steam Line Interconnection-9) Project.
16. Authority to participate in the Department of Energy’s Green Energy Auction Program.
17. Authority of the Operations Committee to approve matters in relation to the proposed acquisition of 50% equity interest in Eastland Generation Limited and to secure the corresponding financing to fund the transaction.
18. Promotion of Mr. Miguel Lorenzo S. de Vera, Mr. Ryan Z. Velasco, and Mr. Gabriel S. Vergara to Vice President.
19. Approval of the 2024 Corporate Budget (Totex Php57.6 Billion).
20. Authority to award to ThermaPrime Drilling Corporation the Drilling Rig Services Contract for Rig 1 (up to Php8.08 Billion); Drilling Rig Services Contract for Rig 2 (up to Php8.08 Billion); Drilling Rig Services Contract for Rig Y/Rig 3 (up to Php8.45 Billion); Drilling Rig Services Contract for Rig Z/Rig 9 (up to Php8.63 Billion); and Drilling Rig Services Contract for Rig X (up to Php8.63 Billion).

21. Authority to secure additional funding of up to Php24.0 Billion (or its foreign currency equivalent) in corporate term loans.
22. Authority to appropriate EDC's unrestricted retained earnings in the total amount of up to Php20.0 Billion for debt repayment and capital expenditure requirements.
23. Authority to Conduct a Public Offering and Issue the Second Tranche of EDC's Shelf-Registered ASEAN Green Bonds of up to Php10.0 Billion.
24. Authority to declare cash dividend of Php0. 1760400897345 per share, out of the unrestricted retained earnings of the Company as of December 31, 2022, in favor of holders of common shares as of the Record Date, December 4, 2023, payable on or before December 29, 2023.
25. Authority to Award to First Balfour, Inc. the DOP Priority Level 2 Construction Works Contract (Php1.9 Billion).
26. Authority to Amend the Loan Agreement with the IFC, including the Transition of the Default Rate References from LIBOR to Term Secured Overnight Financing Rate plus Credit Adjustment Spread.
27. Approval of the 2023 Audited Financial Statements.
28. Authorities Required for the 2024 Annual Stockholders' Meeting.

## CERTIFICATION

I, **MANUEL I. AYALA**, Filipino, of legal age, and with address at [REDACTED], after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **ENERGY DEVELOPMENT CORPORATION** (the "Company") and have been its independent director since September 7, 2016.
2. I am affiliated with the following companies or organizations:

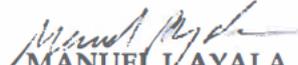
<b>Company/Organization</b>	<b>Position/Relationship</b>	<b>Period of Service</b>
University of Asia and the Pacific	Trustee	2017 - present
Endeavor Philippines	Managing Director	2014 - present
Hatchd, Inc.	Director	2010 - present
Sky Cable Corporation	Independent Director	2011 - present
PawnHero Pawnshop Philippines, Inc.	Director	2013 - present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided in the Company's By-Laws and Manual on Corporate Governance, the Revised Corporation Code, the Securities Regulation Code and its Implementing Rules and Regulations, and other issuance of the Securities and Exchange Commission ("SEC").
4. I am not related to any director, officer, substantial shareholder of the Company as provided under Rule 38.2.3 of the Securities Regulation Code.
5. I am not employed by and/or connected with the Philippine Government, including government-owned and controlled corporations.
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. If elected, I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Company's By-Laws and Manual on Corporate Governance, the Revised Corporation Code, the Securities Regulations Code and its Implementing Rules and Regulations, and other SEC issuances.

8. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five (5) days from occurrence thereof.

MAR 11 2024

Done this \_\_\_\_\_ at Mandaluyong City.

  
**MANUEL L. AYALA**  
Affiant

MAR 11 2024

SUBSCRIBED AND SWORN to before me this

\_\_\_\_\_  
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\_\_\_\_\_, that he is the sa

b \_\_\_\_\_  
knowledge that he executed the same.

Doc. No. 21;  
Page No. 4;  
Book No. 21;  
Series of 2024.

**FERDINAND D. AYAHAO**  
Notary Public  
For and in Pasig City and the Municipality of Pateros  
Appointment No. 86 (2014-2025) valid until 12/31/2025  
MCLE Exemption No. VIII-III-PSC-154, incl 04/14/28  
Roll No. 45377, HR LRN 02439-CR-523800, 06/21/2001  
TIN 123-011-725; PTH 1634000AA; 01/03/24; Pasig City  
Unit 5, West Tower PSE, Exchange Road  
Ortigas Center, Pasig City Tel. +652-86314090

## CERTIFICATION

I, **SEBASTIAN C. QUINIONES, JR.**, Filipino, of legal age, and with address at [REDACTED] after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **ENERGY DEVELOPMENT CORPORATION** (the "Company") and have been its independent director since May 11, 2021.
2. I am affiliated with the following companies or organizations:

<b>Company/Organization</b>	<b>Position/Relationship</b>	<b>Period of Service</b>
Prime Oil and Gas Inc.	Director	2023-Present
Prime Energy Resources Development BV	Senior Advisor/Advisory Council	2023-Present
Kabalikat Para sa Maunlad na Buhay	Director	2022-Present
League of Corporate Foundations	Chairman of the Board	2021-Present
Stem Alliance Philippines	Trustee	2020-Present
Pilipinas Shell Foundation Inc.	Executive Director	2019-Present
ShellClub15Plus, Inc.	Member	2017-Present
Mindoro Biodiversity and Conservation Foundation Inc.	Chairman of the Board	2016-Present
Management Strategies Inc.	Executive Coach	2019-Present
Management Association of the Philippines	Energy Committee	2015-Present
Union Church of Manila	Member, Elder	2000-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided in the Company's By-Laws and Manual on Corporate Governance, the Revised Corporation Code, the Securities Regulation Code and its Implementing Rules and Regulations, and other issuance of the Securities and Exchange Commission ("SEC").
4. I am not related to any director, officer, substantial shareholder of the Company as provided under Rule 38.2.3 of the Securities Regulation Code.
5. I am not employed by and/or connected with the Philippine Government, including government-owned and controlled corporations.
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

7. If elected, I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Company's By-Laws and Manual on Corporate Governance, the Revised Corporation Code, the Securities Regulations Code and its Implementing Rules and Regulations, and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five (5) days from occurrence thereof.

Done this MAR 20 2024 at MANDALUYONG CITY.

  
**SEBASTIAN C. QUINIONES, JR.**  
 Affiant

SUBSCRIBED AND SWORN to before me this MAR 20 2024 at MANDALUYONG CITY  
 [REDACTED] through his [REDACTED]  
 [REDACTED] that he is th  
 [REDACTED] knowledgeable that he executed the  
 same.

Doc. No. 139  
 Page No. 29  
 Book No. 11  
 Series of 2024.



  
 ATTY. ALESSANDRA REGINA D.R. GAON  
 Notary Public for Mandaluyong City  
 Appointment No. 06-15-23 (until December 31, 2024)  
 33rd Floor, The Podium West Tower, 12 ADB Avenue  
 Ortigas Center, Mandaluyong City 1550  
 Roll Attorneys No. 81220  
 PTR No. 5429927/01 10.2024/Mandaluyong City  
 IBP No. 419474/01.13.2024/Rizal (RSM)

## CERTIFICATION

I, **TERESA GRACE SOCORRO G. LARA**, Filipino, of legal age, and with address at [REDACTED], after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **ENERGY DEVELOPMENT CORPORATION** (the "Company") and have been its independent director since May 11, 2021.
2. I am affiliated with the following companies or organizations:

<b>Company/Organization</b>	<b>Position/Relationship</b>	<b>Period of Service</b>
Plastic Bank	Executive Coach	2021-Present
Electronic Network Cash Tellers (Encash) Inc.	Independent Director	2021-Present
Artists & Company	Director	2014-Present
The Gustare Corporation	Managing Partner	2010-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided in the Company's By-Laws and Manual on Corporate Governance, the Revised Corporation Code, the Securities Regulation Code and its Implementing Rules and Regulations, and other issuance of the Securities and Exchange Commission ("SEC").
4. I am not related to any director, officer, substantial shareholder of the Company as provided under Rule 38.2.3 of the Securities Regulation Code.
5. I am not employed by and/or connected with the Philippine Government, including government-owned and controlled corporations.
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. If elected, I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Company's By-Laws and Manual on Corporate Governance, the Revised Corporation Code, the Securities Regulations Code and its Implementing Rules and Regulations, and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five (5) days from occurrence thereof.

Done this FEB 27 2024 at PASIG CITY.

*Teresa Grace Socorro G. Lara*  
**TERESA GRACE SOCORRO G. LARA**  
Affiant

SUBSCRIBED AND SWORN to before me FEB 27 2024 at PASIG CITY,  
by Teresa Grace Socorro G. Lara, whose identity I have confirmed through his Philippine  
[REDACTED], that he is the same  
person who personally signed before me the foregoing Certification and acknowledged that he  
executed the same.

Doc. No. 382;  
Page No. 77;  
Book No. 17;  
Series of 2024.

**FERDINAND D. AYAHAO**  
Notary Public

For and in Pasig City and the Municipality of Pateros  
Appointment No. 96 (2024-2025) valid until 12/31/2025  
MCLE Exemption No. VIII-BSP001234, until 04/14/28  
Roll No. 46377; IBP LRN 02459; OR 535880; 06/21/200  
TTN 123-011-785; PTR 1634583AA; 01/03/24; Pasig City  
Unit 5, West Tower PSE, Exchange Road  
Ortigas Center, Pasig City Tel. +632-86314090



REPUBLIC OF THE PHILIPPINES )  
MANDALUYONG CITY ) S.S.

CERTIFICATION

I, **BERNADETTE ANN V. POLICARPIO**, Filipino, of legal age, with office address at the 10<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, being the duly elected Corporate Secretary of **ENERGY DEVELOPMENT CORPORATION** (the "Company"), a corporation organized and existing under Philippine laws with principal office at Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines, hereby certify and state that, to the best of my knowledge, no member of the Board of Directors of the Company since the beginning of the fiscal year is employed by and/or connected with the Philippine Government, including government-owned and-controlled corporations.

I am executing this Certification in compliance with the requirements of the Securities and Exchange Commission in connection with the filing by the Company of the Information Statement, pursuant to Section 20 of the Securities Regulations Code, for the annual stockholders' meeting of the Company to be held on May 14, 2024 and to attest to the truth of the foregoing.

IN WITNESS WHEREOF, I have hereunto signed this Certification this 20 MAR 2024  
at MANDALUYONG CITY

**BERNADETTE ANN V. POLICARPIO**  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 20 MAR 2024 at MANDALUYONG CITY  
by Bernadette Ann V. Policarpio, with   
 who is personally known to me, and who is the same person who personally signed before me the foregoing Certification and acknowledged that she executed the same.

Doc. No. 467  
Page No. 95  
Book No. I  
Series of 2024.



**ATTY. MARK XAVIER C. LIBARDO**  
Notary Public for Mandaluyong City  
Appointment No. 0668-23 (until December 31, 2024)  
3rd Floor, The Podium West Tower, 12 ADB Avenue  
Ortigas Center, Mandaluyong City 1550  
Roll of Attorneys No. 80211  
PTR No. 542988/01.10.2024/Mandaluyong City  
IBP No. 374319/12.25.2023/Quezon City

9th Floor, Rockwell Business Center Tower 3  
Ortigas Avenue, Pasig City, 1604 Philippines

energy.com.ph

7755-2332  
8667-7332



REPUBLIC OF THE PHILIPPINES )  
MANDALUYONG CITY ) S. S.

**CERTIFICATION**

I, **BERNADETTE ANN V. POLICARPIO**, Filipino, of legal age, with office address at the 10<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, being the duly elected Corporate Secretary of **ENERGY DEVELOPMENT CORPORATION** (the "Company"), a corporation organized and existing under Philippine laws with principal office at Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, under oath state that:

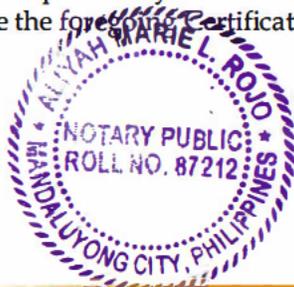
1. On behalf of the Company, I prepared the SEC Form 20-IS or Preliminary Information Statement dated March 21, 2024;
2. I have read and understood its contents, which are true and correct of my own personal knowledge and/or based on true records;
3. The Company will comply with the requirements set forth in SEC Notice dated June 24, 2020 for complete and official submission of reports and/or documents through electronic mail; and
4. I am fully aware that documents filed online that require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of the filing fee.

IN WITNESS WHEREOF, I have hereunto signed this Certification this MAR 21 2024 at MANDALUYONG CITY

*Bernadette Ann V. Policarpio*  
**BERNADETTE ANN V. POLICARPIO**  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAR 21 2024 at MANDALUYONG CITY by Bernadette Ann V. Policarpio, with [REDACTED], who is personally known to me, and who is the same person who personally signed before me the foregoing Certification and acknowledged that she executed the same.

Doc. No. 98 ;  
Page No. 21 ;  
Book No. I ;  
Series of 2024.



*Alayah Marie L. Rojo*  
**ATTY. ALYAH MARIE L. ROJO**  
Notary Public for Mandaluyong City  
Appointment No. 0699-24 (until December 31, 2025)  
33rd Floor, The Podium West Tower, 12 ADB Avenue  
Ortigas Center, Mandaluyong City 1550  
Roll of Attorneys No. 87212  
PTR No. 5438067/01.11.2024/Mandaluyong City  
IBP No. 327903/12-13.2023/Quezon City  
7755-2332

9th Floor, Rockwell Business Center Tower 3  
Ortigas Avenue, Pasig City, 1604 Philippines

energy.com.ph

8667-7332



REPUBLIC OF THE PHILIPPINES )  
MANDALUYONG CITY ) S. S.

### SECRETARY'S CERTIFICATE

I, **BERNADETTE ANN V. POLICARPIO**, Filipino, of legal age, with office address at the 10<sup>th</sup> Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, being the duly elected Corporate Secretary of **ENERGY DEVELOPMENT CORPORATION** (the "**Company**"), a corporation organized and existing under Philippine laws with principal office at Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, Philippines, hereby certify that:

1. During the special meeting of the Board of Directors (the "Board") of the Company held on **March 1, 2024**, the Board approved the following resolution:

#### Resolution No. 5, Series of 2024

"**RESOLVED**, that the Board of Directors of Energy Development Corporation (the "Company") authorize, as it hereby authorizes (1) the postponement of the 2024 Annual Stockholders' Meeting which, under the By-laws, is scheduled on the first Tuesday of May, and its resetting on May 14, 2024 at 10:00 A.M., to be held in person at the principal office of the Company and/or remotely; and (2) the casting of votes by all qualified stockholders of the Company by remote communication or *in absentia*, in accordance with the Company's internal procedure;

"**RESOLVED FURTHER**, that in connection with the Annual Stockholders' Meeting of the Company:

- (a) the record date for the Annual Stockholders' Meeting shall be March 31, 2024;
- (b) the President/Chief Operating Officer shall be authorized:
  - (1) to postpone and/or reset the meeting date, change the venue, and determine the mode of conduct of the meeting and such other details related to the Annual Stockholders' Meeting, as may be necessary, and
  - (2) to approve, as may be necessary, the internal procedure embodying the mechanism for participation at the Annual Stockholders' Meeting through remote communication and voting *in absentia*, taking into account the Company's number of stockholders, their location, matters to be discussed and voted upon, promotion of minority rights, and other factors consistent with the protection and promotion of stockholders' rights; and

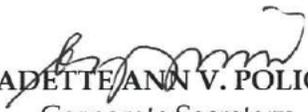


(c) the Company shall be authorized to obtain the necessary permits for the Annual Stockholders' Meeting, including for the distribution of digital copies of the meeting notice and materials, if necessary;

"RESOLVED FINALLY, that the organizational meeting of the newly elected Board of Directors be held immediately after the Annual Stockholders' Meeting."

2. The foregoing resolution is in accordance with the record of the Company, is in full force and effect, and has not been amended or rescinded.

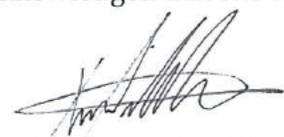
IN WITNESS WHEREOF, I have hereunto signed this Secretary's Certificate this 20 MAR 2024 at MANDALUYONG CITY.

  
BERNADETTE ANN V. POLICARPIO  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 20 MAR 2024 at MANDALUYONG CITY  
by Bernadette Ann V. Policarpio, with   
 who is personally known to me, and who is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that she executed the same.

Doc. No. 466;  
Page No. 95  
Book No. 1  
Series of 2024.



  
ATTY. MARK XAVIER C. LIBARDO  
Notary Public for Mandaluyong City  
Appointment No. 0668-23 (until December 31, 2024)  
33rd Floor, The Podium West Tower, 12 ADB Avenue  
Ortigas Center, Mandaluyong City 1550  
Roll of Attorneys No. 80211  
PTR No. 542986810110.2024/Mandaluyong City  
IBP No. 374319/12.25.2023/Quezon City