



**San Miguel
Global Power**
Giving You the Power to Celebrate Life

**San Miguel Global Power
Holdings Corp.**



5th Floor C5 Office Bldg. Complex, 100 E. Rodriguez Jr. Ave., C5 Road, Ugong, Pasig City, 1604



(02) 5317 1000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

June 4, 2024

The Annual Meeting of the Stockholders of **SAN MIGUEL GLOBAL POWER HOLDINGS CORP.**¹ (formerly known as “SMC GLOBAL POWER HOLDINGS CORP.” and hereinafter referred to as the “Company” or “San Miguel Global Power”) will be held on **June 4, 2024 (Tuesday) at 2:00 p.m., which will be presided by the Chairman at No. 40 San Miguel Avenue, Mandaluyong City. Stockholders are requested to attend through videoconference through the Zoom Meeting ID 958 3078 4161.**

The Agenda of the Meeting is as follows:

1. Certification of Notice and Quorum
2. Approval of the Minutes of the Annual Stockholders’ Meeting held on June 6, 2023 and the Minutes of the Special Stockholders’ Meeting held on September 7, 2023
3. Approval of the 2023 Audited Financial Statements
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Appointment of External Auditors
6. Election of the Board of Directors
7. Approval of Directors’ Fee
8. Ratification of the Execution of Omnibus Agreement by the Company as Sponsor and Shares Security Grantor
9. Change in Principal Office Address and Amendment of the Articles of Incorporation to reflect the same
10. Other Matters
11. Adjournment

A copy of the Minutes of the Annual Stockholders’ Meeting held on June 6, 2023 and Minutes of the Special Stockholders Meeting on September 7, 2023 are included in this Definitive Information Statement and is available for viewing on the Company’s website www.smcglobalpower.com.ph.

As allowed under SEC Memorandum Circular No. 6 series of 2020 dated March 12, 2020 entitled "Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and Other Persons of Corporations in Regular and Special Meetings through Teleconferencing, Video Conferencing and other Remote or Electronic Means of Communication", the Company will not hold a physical meeting and will instead conduct the meeting through videoconferencing. Stockholders can attend the meeting by videoconferencing. Stockholders intending to attend the meeting by videoconferencing should notify the Company by email to ASM@smcgph.sanmiguel.com.ph by **May 27, 2024** at 12 noon. The procedure and further details for attending the meeting, participation therein and casting of votes are set forth in Appendix 1 and shall be included in the Definitive Information Statement.

¹ On March 22, 2023, the Securities and Exchange Commission (“SEC”) approved the change of name of “SMC Global Power Holdings Corp.” to “San Miguel Global Power Holdings Corp.”.

Votes will be cast through ballots or proxies. The deadline for the submission of ballots and proxies is on **May 20, 2024**. For your convenience, a sample of a ballot/proxy is attached to the Definitive Information Statement. For an individual, his/her ballot or proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by its Corporate Secretary's certification setting the representative's authority to represent the corporation in the meeting. Ballots and proxies may be sent through email at *ASM@smcgph.sanmiguel.com.ph* or by personal delivery to the Office of the Corporate Secretary at the 5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., C5 Road, Bo. Ugong, Pasig City 1604, Metro Manila. Proxies need not be notarized. Validation of ballots and proxies will be on **May 27, 2024** at 2:00 p.m. at the Office of the Corporate Secretary at the above-mentioned address. Hard copies of the ballots and proxies and notarized Secretary's Certificates will be immediately sent as soon as reasonable to do so.

Questions and comments to the Board of Directors and/or Management may be sent in advance by email to *ASM@smcgph.sanmiguel.com.ph*.

Mandaluyong City, May 14, 2024.



Virgilio S. Jacinto

Corporate Secretary and Compliance Officer

**PROCEDURE FOR THE 2024 ANNUAL STOCKHOLDERS' MEETING OF
SAN MIGUEL GLOBAL POWER HOLDINGS CORP. THROUGH VIDEOCONFERENCING**

1. The Chairman shall preside the 2024 Annual Stockholders' Meeting at No. 40 San Miguel Avenue, Mandaluyong City.
2. Stockholders of record as of May 7, 2024 who intend to attend the meeting through videoconferencing are requested to notify the Company by email to ASM@smcgph.sanmiguel.com.ph by May 27, 2022 at 12 noon.
3. For validation purposes, the email should contain the following information: (i) name, (ii) address, (iii) email address, (iv) Zoom user name that the stockholder will be using and (v) a scanned copy of any valid government-issued identification (ID) card with photo of the stockholder.
4. Only the stockholders who have notified the Company of their intention to participate through videoconferencing as above-described and have been validated to be stockholders of record of the Company will be considered in computing stockholder attendance at the meeting, together with the stockholders attending through proxies.
5. On June 3, 2024, the Corporate Secretary and/or the Assistant Corporate Secretary shall inform the stockholders of the password for the videoconferencing by email.
6. On June 4, 2024, 1:45 p.m., the stockholders participating via videoconferencing shall each click on the link provided. The stockholder will need to input the password provided and click join meeting. Thereafter, the stockholder will have to wait until the meeting host will let him/her in to the meeting.
7. Votes of all stockholders can only be cast through ballots or proxies submitted on or before May 20, 2024. A sample of the ballot and proxy is included in this Definitive Information Statement.
8. All ballots and proxies should be received by the Corporate Secretary on or before May 20, 2024 by email sent to ASM@smcgph.sanmiguel.com.ph or by personal delivery to the Office of the Corporate Secretary at the 5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., C5 Road, Bo. Ugong, Pasig City 1604, Metro Manila.
9. For an individual, his/her ballot or proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by its corporate secretary's certification stating the representative's authority to represent the corporation in the meeting. Validation of ballots and proxies will be on May 27, 2024 at 2:00 p.m. at the Office of the Corporate Secretary at the above-mentioned address.
10. The nominees for election to the Board were submitted in writing to the Board of Directors through the Corporate Secretary. The Corporate Governance Committee is tasked to pre-screen and evaluate the qualifications of the nominees in accordance with the Amended Manual on Corporate Governance of the Company.
11. The voting procedure for all items in the Agenda, including the election of the members of the Board, are set out in this Definitive Information Statement.
12. Stockholders may send their questions and/or comments during the meeting, or prior thereto by email to ASM@smcgph.sanmiguel.com.ph. Questions and comments may also be written in the space provided in the sample ballot/proxy form.
13. The proceedings of the meeting will be recorded.

Should you have questions or requests for clarification on the procedure for the 2024 Annual Stockholders' Meeting, please email them to ASM@smcgph.sanmiguel.com.ph.