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SEC Registration Number

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(Company's Full Name)

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

John R. Sadullo
(Contact Person)

(632)8888-3055
(Company Telephone Number)

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Fiscal Year

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(Form Type)

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month Day
(Annual Meeting¹)

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(Secondary License Type, If Applicable)

MSRD
Dept. Requiring this Doc.

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Amended Articles Number/Section

[]
Total No. of Stockholders

Total Amount of Borrowings

[]	[]
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document ID

Cashier

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STAMPS

Remarks: Please use BLACK ink for scanning purposes.

¹ First Monday of May of each year.

**SEMIRARA MINING AND POWER CORPORATION
SEC FORM 20-IS**

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Notice of Annual Stockholders' Meeting and Rationale
 Proxy Form
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 Management Report

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Annual Stockholders' Meeting

The enclosed Information Statement will be used in connection with the annual stockholders' meeting of Semirara Mining and Power Corporation (the "Corporation" or "SMPC") to be held on **May 4, 2026, at 10:00 a.m., to be conducted virtually at <https://www.semirarampc.com/asm>**. Please refer to **Schedule 4** for the requirements and procedures for electronic voting in absentia and remote participation.

An electronic copy of the Definitive Information Statement will be available to the stockholders of record as of March 17, 2026 (the "Record Date") at the Corporation's website at https://www.semiraramining.com/company_disclosures/content/SEC_Form_20_IS and on the PSE Edge not later than April 7, 2026. The matters to be considered and acted upon at such meeting are referred to in the notice and agenda and are more fully discussed in this statement. SMPC's complete mailing address is on the 2nd Floor of **DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines**.

Item 2. Dissenter's Right of Appraisal

Pursuant to Sec. 80, RA 11232 (Revised Corporation Code of the Philippines), any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of the shares 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 stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any shares of any class, or of extending or shortening the term of corporate existence.
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code;
- (c) In case of merger or consolidation, and
- (d) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

A stockholder must have voted against the proposed corporate action to avail himself of the appraisal right. The procedure for the exercise by a dissenting stockholder of his appraisal right is as follows:

- (a) The dissenting stockholder shall make a written demand to the corporation within 30 days after the date on which the vote was taken for payment for the fair value of his shares. Failure of the stockholder to make the demand within the 30-day period shall be deemed a waiver of his appraisal right;
- (b) If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of corresponding certificate(s) of stock within 10 days after demanding payment for his shares (Sec. 85, RA 11232), the fair value thereof; and
- (c) Upon payment of the agreed or awarded price, the stockholder shall transfer his share to the corporation.

Appraisal rights are not available for stockholders to vote on any items on the agenda.

Item 3. Interest of Certain Persons in or Opposition to Matters to be acted upon

Other than election to office, no director, officer, nominee for election as director or associate of any of the foregoing have a substantial interest, direct or otherwise, in any matter to be acted upon at the annual stockholders' meeting. No director has informed SMPC that he/she intends to oppose any action to be taken up by SMPC at the annual stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) The Board of Directors has set March 17, 2026, as the Record Date to determine the stockholders entitled to notice of and vote at the annual stockholders' meeting on May 4, 2026. SMPC's outstanding shares are all classified as common shares.

(b) Class of voting shares as of March 17, 2026:

Nationality	Classes of Voting Shares	Number of Shares	Percentage
Filipino	Common	4,102,983,156	96.53
Non-Filipino	Common	147,564,464	3.47
Total Number of Shares Entitled to Vote		4,250,547,620	100.00

The breakdown of shares owned by foreign stockholders:

Nationality	No. of Stockholders	Nat. %	Number of Shares	Percentage
Chinese	25	3.19	1,187,284	0.03
Indian	2	0.26	39,520	0.00
Taiwanese	6	0.77	167,740	0.00
German	2	0.26	42,648	0.00
Australian	1	0.13	72	0.00
French	1	0.13	18,000	0.00
Vietnamese	1	0.13	77,100	0.00
American	1	0.13	62,200	0.00
Others (unspecified)	3	0.38	100,800	0.00
Others (PCD Nominee Corp. – Foreign)	1	0.13	145,869,100	3.43
Total	25	5.51	147,564,464	3.46

(c) At the annual stockholders' meeting to be held on May 4, 2026, the holders of common shares as of the Record Date shall be entitled to vote on the following items, each share of outstanding common stock shall be entitled to one (1) vote: (i) approval of minutes of previous stockholders' meeting held on May 5, 2025; (ii) presentation and approval of President's Report; (iii) presentation and approval of the audited financial statement for 2025; (iv) ratification of the acts of the Board of Directors and Management from the date of the last annual stockholder's meeting up to the date of this meeting; and (v) approval of appointment of independent external auditor.

In the election of directors, every stockholder entitled to vote shall have the right to vote in person or by proxy, or through remote communication or *in absentia*, the number of common shares of stock standing in his name as of Record Date. A stockholder entitled to vote may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. Provided that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of SMPC multiplied by the whole number of directors to be elected. No discretionary authority to cumulate votes is being solicited.

The requirements and procedure for electronic voting *in absentia* and participation by remote communication is provided in **Schedule 4**.

(d) **Security Ownership of Certain Record and Beneficial Owners and Management.** - The following table sets forth, as of March 17, 2026, the record or beneficial owners of more than five percent (5%) of the outstanding common shares of SMPC and the amount of such record or beneficial ownership.

Title of Class	Name, Address of record owner and relationship with Issuer	Name of Beneficial Owner of more than 5% and Relationship with Record Owner	Citizen-ship	Amount/ Nature of Record/ Beneficial Ownership	Percent of Class
Common	DMCI Holdings, Inc. 3/F Dacon Bldg, 2281 Don Chino Roces Ave., Makati City, stockholder of record ¹	See Schedule 1	Filipino	2,407,770,396	56.65
Common	PCD Nominee Corp. (Filipino), stockholder of record	No stockholders owning 5% or more under PCD Nominee Corp. (Filipino)	Filipino	800,184,981	18.83
Common	Dacon Corporation, Dacon Bldg., 2281 Don Chino Roces Ave., Makati City, stockholder of record ²	See Schedule 1	Filipino	571,041,765	13.43

- (e) **Security Ownership of Management.** The table sets forth the beneficial stock ownership of each SMPC director and of all officers and directors, in the aggregate, as of March 17, 2026.

Title of class	Name of beneficial owner	Amount and nature of beneficial ownership			Citizenship	%
		Direct	Indirect ³	Total		
Common	Isidro A. Consunji	120	34,172,814	34,172,814	Filipino	0.80
Common	Jorge A. Consunji	120	6,185,148	6,185,148	Filipino	0.15
Common	Herbert M. Consunji	120	169,800	169,920	Filipino	0.00
Common	Maria Cristina C. Gotianun	1,428	27,723,745	27,725,173	Filipino	0.65
Common	Ma. Edwina C. Laperal	1,212	15,283,259	15,284,471	Filipino	0.36
Common	Josefa Consuelo C. Reyes	120,000	13,216,398	13,336,398	Filipino	0.31
Common	Antonio Jose U. Periquet, Jr.	-	4,333,000	4,333,000	Filipino	0.10
Common	Ferdinand M. dela Cruz	1,000	123,900	124,900	Filipino	0.00
Common	Roberto L. Panlilio	1,000	-	1,000	Filipino	0.00
Common	Francisco A. Dizon	5,000	1,000	6,000	Filipino	0.00
Common	John R. Sadullo	-	-	-	Filipino	0.00
Common	Ruben P. Lozada	-	475,200	475,200	Filipino	0.00
Common	Carla Cristina T. Levina	-	-	-	Filipino	0.00
Common	Christopher Thomas C. Gotianun	1,000	132,400	133,400	Filipino	0.00
Common	Edgar C. Mariano	-	-	-	Filipino	0.00
Common	Julius M. Lotilla	-	-	-	Filipino	0.00
Aggregate Ownership of all directors and officers as a group		131,000	97,911,824	101,947,424		2.40

The ownership percentages of the above officers and directors are minimal. There are no arrangements that may result in a change in control of the registrant.

- (f) **Voting trust holders of five percent (5%) or more.** - There are no voting trust agreements or any other similar agreements that may result in a change in control of SMPC of which SMPC has any knowledge.
- (g) **Changes in Control.** - From May 5, 2025 to date, there has been no change in control in the Management of SMPC.
- (h) **Certain Relationship and Related Transactions.** - In 2025, Related Party Transactions are ordinary and normal in the course of business and do not include financial assistance or loans to affiliates or related entities that are not wholly owned subsidiaries. Note 17 of the attached Audited Consolidated Financial Statements for the period ending December 31, 2025 indicate significant transactions with related parties. Below are the descriptions of said 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

¹ Messrs. Isidro A. Consunji, Herbert M. Consunji, Jorge A. Consunji, and Maria Cristina Gotianun shall exercise the voting rights on behalf of DMCI Holdings, Inc.

² Messrs. Isidro A. Consunji, Jorge A. Consunji, Maria Cristina C. Gotianun, Josefa Consuelo C. Reyes, Ma. Edwina C. Laperal, and Luz Consuelo A. Consunji shall exercise the voting rights on behalf of Dacon Corporation.

³ Shares are either held by family members sharing the same household or by a corporation of which the reporting person is a

controlling shareholder.

operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, which includes affiliates. Related parties may be individuals or corporate entities. Transactions entered into by the Group with affiliates are conducted at normal commercial prices and on normal commercial terms. These are settled in cash, unless otherwise specified.

The significant related party transactions entered into by the Group with its related parties and the amounts included in the accompanying consolidated financial statements with respect to these transactions are as follows:

						2025				
						Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Trade receivables (Note 5)										
<i>Entities under common control</i>										
Sale of coal	(a)	P2,235,275,735	P927,520,074	Noninterest-bearing, 30 days	Unsecured, no impairment					
Transfer of materials, provision of services and reimbursement of shared expenses	(h)	243,668,394	453,684,315	Noninterest-bearing, 30 days	Unsecured, no impairment					
			P1,381,204,389							

						2025				
						Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Trade payables (Note 14)										
<i>Entities under common control</i>										
Operation and maintenance fees	(b)	(P132,000,000)	P-	30 days, noninterest-bearing 30 days,						
Coal handling and other services	(c)	(1,607,540,024)	(227,481,310)	noninterest-bearing 30 days,	Unsecured					
Mine exploration and hauling services	(d)	(454,065,094)	(127,966,036)	noninterest-bearing 30 days for monthly billings and portion after expiration of, retention period,	Unsecured					
Construction and other outside services	(e)	(19,032,453)	(3,409,792)	noninterest-bearing 30 days,	Unsecured					
Land and warehouse rental expenses	(f)	(22,466,682)	(17,321,212)	noninterest-bearing 30 days,	Unsecured					
Aviation services	(g)	(119,780,297)	(127,372,426)	noninterest-bearing 30 days,	Unsecured					
Others	(h)	(218,939,117)	(56,108,068)	noninterest-bearing	Unsecured					
			(P559,658,844)							

						2024				
						Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Trade receivables (Note 5)										
<i>Entities under common control</i>										
Sale of coal	(a)	P867,253,807	P1,367,686,852	Noninterest-bearing, 30 days	Unsecured, no impairment					
Sale of materials, services and reimbursement of shared expenses	(h)	219,145,010	304,209,747	Noninterest-bearing, 30 days	Unsecured, no impairment					
			P1,671,896,599							

						2024				
						Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions

2024

	Referenc e	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Trade payables (Note 14)					
<i>Entities under common control</i>					
Operation and maintenance fees	(b)	(₱168,000,000)	(₱15,400,000)	30 days, noninterest-bearing	
Coal handling and other services	(c)	(1,507,278,363)	(138,279,495)	30 days, noninterest-bearing	Unsecured
Mine exploration and hauling services	(d)	(574,712,677)	(120,633,685)	30 days, noninterest-bearing	Unsecured
Construction and other outside services	(e)	(31,232,941)	(30,531,843)	30 days for monthly billings and portion after expiration of, retention period, noninterest-bearing	Unsecured
Land and warehouse rental expenses	(f)	(20,098,860)	(1,450,822)	30 days, noninterest-bearing	Unsecured
Aviation services	(g)	(223,800,397)	(35,099,789)	30 days, noninterest-bearing	Unsecured
Others	(h)	(29,926,901)	(30,727,732)	30 days, noninterest-bearing	Unsecured
			(₱372,123,366)		

- a. Under existing Coal Supply Agreements, the Parent Company supplies coal to entities under common control, i.e., DMCI Power Corporation (DPC) and DMCI Masbate Power Corporation (DMPC), and to subsidiaries of its affiliate, CHP.
- b. SCPC engaged DPC for the operation and maintenance of the power plant with a fixed monthly fee of ₱11.00 million and ₱14.00 million, exclusive of VAT, in 2025 and 2024, respectively, subject to quarterly and annual review and adjustment as maybe mutually agreed upon by both parties. The cost of services provided is accounted in the 'Operation and maintenance fees' account under 'Operating Expenses' (see Note 22).
- c. SCPC and SLPGC entered into a voyage charter agreement with DMC Construction Equipment and Resources, Inc. (DMC CERI), an affiliate. Freight cost charged by DMC CERI are included as part of the cost of coal inventory. The total inventory cost including the freight charges are recorded as expenses under 'Cost of power sales' depending on the level of coal consumed for the period. Outstanding payable balance as of year-end to DMC CERI are included in the 'Accounts and other payables' account of the consolidated statements of financial position.

The affiliate was also engaged for equipment rentals and dredging activities amounting to ₱17.74 million in 2025 and ₱72.66 million in 2024 which was also settled within the same year.

- d. DMC CERI had transactions with the Parent Company for services rendered relating to the Parent Company's coal operations. Expenses incurred for said services are included in 'Outside services' under 'Cost of sales' in the consolidated statements of comprehensive income (see Note 21).

DMC CERI also provides service requirements needed by the Parent Company to operate and maintain barges, vessels and tugboats for the purpose of transporting coal. Expenses incurred for these services are included in 'Hauling and shiploading costs' under 'Cost of sales' in the consolidated statements of comprehensive income (see Note 21).

Furthermore, DMC CERI provides labor services relating to coal operations, including those services rendered by consultants. Expenses incurred for said services are included in 'Direct labor' under 'Cost of sales' in the consolidated statements of comprehensive income (see Note 21).

- e. SCPC and SLPGC engaged D.M. Consunji, Inc. (DMCI) for various construction and maintenance projects. Cost of construction services is recorded as part of the 'Property, plant and equipment' account for capitalizable costs or under 'Operating expenses' for costs of repairs and maintenance. Outstanding balance and retention for contract payments is included in the 'Accounts and other payables' account.

- f. DMC Urban Property Developers, Inc. (DMC-UPDI) had transactions with the Parent Company representing long-term lease on land, warehouse space and other transactions necessary for the coal operations. Rental expenses on warehouse space are included in cost of sales under 'Outside services', while payments related to lease of land are accounted as reduction to lease liabilities upon adoption of PFRS 16 (see Notes 11 and 21).
- g. Royal Star Aviation Inc. provide maintenance services and hangarage for the Parent Company's aircraft use to transport supplies, employees and visitors in and out of the minesite. The related expenses are included in cost of sales under 'Production overhead' in the consolidated statement of comprehensive income (see Note 21).
- h. Certain expenses are shouldered by the Group on behalf of its affiliates or entities under common control. The Group also incurred expenses that were shouldered by the affiliates and/or entities under common control.

In 2025 and 2024, the Group also recorded receivables (payables) for services rendered and transfers (purchases) of materials to various affiliates. These are noninterest-bearing and are due and demandable 30 days after receipt of billing.

All outstanding balances from affiliates are included in receivables under 'Trade receivables - related parties' and 'Trade payables - related parties' in the consolidated statements of financial position (see Notes 5 and 14).

Terms and conditions of transactions with related parties

The outstanding accounts with related parties are settled in cash. The transactions are made at terms and prices agreed upon by the parties. The Group has an approval process and established limits when entering into material related party transactions.

There have been no guarantees and collaterals provided or received for any related party receivables or payables. These accounts are noninterest-bearing and are generally unsecured. Impairment assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates. As of December 31, 2025 and 2024, there were no impairment losses recognized on related party balances.

Compensation of key management personnel of the Group amounted to ₱100.17 million, ₱124.50 million and ₱103.62 million in 2025, 2024 and 2023, respectively.

There are no other agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the Group's pension plan.

Pursuant to the SMPC's Related Party Transaction Policy, material transactions are reviewed by the Independent Directors through the Board's Audit Committee to ensure arms-length and fair terms. However, if the same is not identifiable beforehand, it must be subsequently reviewed and ratified by the Board. Director, officer or key management personnel shall promptly notify the Audit Committee or SMPC's Corporate Counsel of any interest they or their immediate family members had or may have had in a related-party transaction. He shall disclose all material information concerning the related-party transaction.

None of SMPC's directors or key officers have entered into self-dealing and related party transactions with or involving SMPC in 2025. Actual related party transactions during the year were conducted in arms-length terms.

In addition, our Insider Trading Policy requires all Directors and Key Officers to report their trades within three (3) business days for eventual reporting to the PSE and SEC. Our disclosures include purchases of shares from the market, changes in beneficial ownership of securities, among others. In 2025, SCC trades by Directors/Officers are disclosed promptly.

Item 5. Directors and Executive Officers

(a) Names, ages and citizenship of all Directors, including Independent Directors and Executive Officers and all persons nominated or chosen to become such.

1. **Directors.** – The following incumbent directors were nominated to the Board of Directors:

No.	Board	Name	Citizenship	Age
1.	Chairman	Isidro A. Consunji	Filipino	77
2.	Member	Jorge A. Consunji	Filipino	73
3.	Member	Maria Cristina C. Gotianun	Filipino	71
4.	Member	Ma. Edwina C. Laperal	Filipino	63
5.	Member	Herbert M. Consunji	Filipino	73
6.	Member	Josefa Consuelo C. Reyes	Filipino	78
7.	Member	Antonio José U. Periquet, Jr.	Filipino	64
8.	Independent	Roberto L. Panlilio	Filipino	71
9.	Independent	Francisco A. Dizon	Filipino	76

Nestor D. Dadivas and Christopher Thomas C. Gotianun have been nominated as new regular directors of SMPC.

Roberto L. Panlilio and Francisco A. Dizon was nominated as an independent director on March 5, 2026, by Romulo D. San Juan. Mr. San Juan is a non-controlling shareholder of SMPC and is not related to the nominees by affinity or consanguinity. The nominees for independent directors have accepted their nominations.

Isidro A. Consunji, Jorge A. Consunji, Herbert M. Consunji, and Antonio Jose U. Periquet, Jr. were formally nominated as regular directors by a non-controlling shareholder, Maria Cristina C. Gotianun, on March 5, 2026. Ms. Gotianun is the sister of Isidro A. Consunji, Jorge A. Consunji, and the cousin of Herbert M. Consunji. She is not related to Antonio Jose U. Periquet, Jr., by affinity or consanguinity. The nominees nominated by Ms. Gotianun have accepted their nominations.

On the other hand, Maria Cristina C. Gotianun, Josefa Consuelo C. Reyes, Ma. Edwina C. Laperal and Christopher Thomas C. Gotianun were nominated as regular directors by a non-controlling shareholder, Isidro A. Consunji, on March 5, 2026. Isidro A. Consunji is the brother of Gotianun, Reyes, and Laperal, and the uncle of Christopher Thomas C. Gotianun. The nominees nominated by Mr. Consunji have accepted their nominations.

The nominees to the Board for election at the annual stockholders' meeting on May 4, 2026, have served SMPC for at least five (5) years, except for Roberto L. Panlilio and Francisco A. Dizon was elected as an independent director on May 2, 2023.

The Committee approved the final list of nominees on March 13, 2026, the deadline for submission of nominees to the Board.

The current members of the Corporate Governance Committee (with functions of Nomination and Election, and Compensation & Remuneration committees) of SMPC are Francisco A. Dizon as Chairman, while Ferdinand M. dela Cruz and Roberto L. Panlilio are Members.

Below is the record of attendance of Directors to the board and annual stockholders' meetings for 2025:

Board	Name	Date of Election	Number of Meetings Held during the Year	Meetings Attended	% of Attendance
Chairman	Isidro A. Consunji	May 5, 2025	12	12	100
Member	Maria Cristina C. Gotianun	May 5, 2025	12	12	100
Member	Jorge A. Consunji	May 5, 2025	12	12	100
Member	Herbert M. Consunji	May 5, 2025	12	12	100
Member	Cesar A. Buenaventura	May 5, 2025	12	8	67
Member	Ma. Edwina C. Laperal	May 5, 2025	12	11	92
Member	Josefa Consuelo A. Consunji	May 5, 2025	12	11	92
Member	Antonio Jose U. Periquet, Jr.	May 5, 2025	12	12	100
Independent	Ferdinand M. dela Cruz	May 5, 2025	12	12	100
Independent	Roberto L. Panlilio	May 5, 2025	12	12	100
Independent	Francisco A. Dizon	May 5, 2025	12	11	92

Our non-executive directors held a meeting on October 30, 2025, without our executive directors present. The discussion focused on the opportunities in green energy, partnerships and climate change issues.

Below is the record of attendance of Board Committees for 2025:

Name	Audit Committee (AC)	Risk Committee (RC)	Corporate Governance Committee (CGC)
Isidro A. Consunji <i>SSC, Member</i>	n.a.	n.a.	n.a.
Maria Cristina C. Gotianun <i>RC, Member; SSC, Member</i>	n.a.	1/2	n.a.
Antonio Jose U. Periquet, Jr. <i>SSC, Chairman</i>	n.a.	n.a.	n.a.
Cesar A. Buenaventura <i>SSC, Member</i>	n.a.	n.a.	n.a.
Ferdinand M. dela Cruz <i>AC, Member/Chairman; RC, Member; CGC, Member; SSC, Member</i>	5/5	2/2	2/2
Roberto L. Panlilio <i>RC, Chairman; AC, Member; CG, Member; SSC, Member</i>	5/5	2/2	2/2
Francisco A. Dizon <i>CG, Chairman; AC, Member</i>	5/5	n.a.	2/2

2. Executive Officers –

No.	Names	Position	Citizenship	Age
1.	Isidro A. Consunji	Chairman of the Board & Chief Executive Officer	Filipino	77
2.	Maria Cristina C. Gotianun	President, Chief Operating Officer & Chief Sustainability Officer	Filipino	71
3.	John R. Sadullo	VP- Asset Registry, Corporate Secretary & Corporate Information Officer	Filipino	55
4.	Ruben P. Lozada	VP-Mining Operations, Resident Manager and Chief Risk Officer	Filipino	70
5.	Carla Cristina T. Levina	VP and Chief Finance Officer	Filipino	41
6.	Christopher Thomas C. Gotianun	VP- Chief Business Development Officer	Filipino	36
7.	Edgar C. Mariano	VP and Head of Technical Services	Filipino	55
8.	Julius M. Lotilla	VP-Legal Affairs and Compliance, Chief Compliance Officer	Filipino	51

The summary of the qualifications and business experience of the incumbent/nominee directors for election at the annual stockholders' meeting, and of the executive officers of SMPC, is set forth in **Schedule 2** hereof.

The Board's annual performance evaluation process covers the full Board, Board Committee, and individual director self-assessments. The full Board evaluation covers the Board's and Board Committees' responsibilities, structure, meetings, processes, and management support, while individual director performance criteria assess leadership, interpersonal skills, strategic thinking, and participation in Board meetings and committee assignments.

Assessment results are provided to the Corporate Governance Committee and reported to the Board for disposition and for continual improvement of Board performance and effectiveness. Feedback, if any, to enhance management support for the Board is likewise communicated to senior management for appropriate action.

In 2023, the performance assessment of our entire Board, Committee, and individual director was facilitated by the Castillo Laman Tan Pantaleon & San Jose Law Firm, a third party, in compliance with the SEC's Corporate Governance Guidelines for PLCs.

- (b) **Term of Office.** - The term of office of the Directors and Executive Officers is one (1) year from their election as such and until their successors are elected and qualified.
- (c) **Independent Directors.** - SMPC's Amended Manual on Corporate Governance, submitted to the SEC on May 30, 2017, requires at least two (2) independent directors. On December 8, 2008, the SEC approved the amended By-Laws of SMPC to include Art. III thereof on the adoption of SRC Rule 38, which requires SMPC to have at least two (2) independent directors or such number of independent directors as shall constitute at least twenty percent (20%) of the members of its Board, whichever is less. The three (3) nominees for independent directors were nominated and selected by the Corporate Governance Committee in accordance with the guidelines in the Code of Corporate Governance for Publicly Listed Companies (SEC Memorandum Circular No. 19, Series of 2016) and the Guidelines on the Nomination and Election of Independent Directors (SRC Rule 38).

SMPC abides by the SRC Rule 38, its By-Laws, and the relevant or subsequent circulars, memoranda, or notices of the SEC regarding the qualification, nomination, and election, including the submission of a certificate of qualification, and the required number of independent directors. DMCI Holdings, Inc. (DHI) is the majority stockholder of SMPC, and Roberto L. Panlilio, the nominated independent director, is an independent director and/or stockholder of DHI.

The independent directors nominated are Roberto L. Panlilio and Francisco A. Dizon, who was elected on May 2, 2023, and has served as such for at least two (2) years on the date of the annual stockholders' meeting. The nominees for independent directors are compliant with the term limits pursuant to SEC Memorandum Circular No. 7, Series of 2026, which requires that independent directors serve for a maximum cumulative term of nine (9) years.

(d) Other Directorship Held in Reporting Companies - Naming each Company. -

Director	Directorship Held in Reporting Companies
Isidro A. Consunji	<ul style="list-style-type: none"> ▪ Director, Chairman, President & CEO, DMCI Holdings, Inc. ▪ Director, Atlas Consolidated Mining and Development Corp. ▪ Director & Chairman, Concreat Holdings Philippines, Inc. ▪ Director & Vice Chairman, Maynilad Water Services, Inc.
Jorge A. Consunji	<ul style="list-style-type: none"> ▪ Director, DMCI Holdings, Inc. ▪ Director, Maynilad Water Services, Inc. ▪ Director, Concreat Holdings Philippines, Inc.
Maria Cristina C. Gotianun	<ul style="list-style-type: none"> ▪ Director, Vice Chairman, Treasurer, DMCI Holdings, Inc. ▪ Director, Concreat Holdings Philippines, Inc.
Ma. Edwina C. Laperal	<ul style="list-style-type: none"> ▪ Director & Asst. Treasurer, DMCI Holdings, Inc.
Roberto L. Panlilio	<ul style="list-style-type: none"> ▪ Independent Director, DMCI Holdings, Inc. ▪ Independent Director, Lopez Holdings Corporation

Antonio Jose U. Periquet, Jr.	<ul style="list-style-type: none"> ▪ Independent Director, Globe Telecom, Inc. ▪ Independent Director, JG Summit Holdings ▪ Independent Director, Universal Robina Corporation
Herbert M. Consunji	<ul style="list-style-type: none"> ▪ Director, Maynilad Water Services, Inc. ▪ Director, President and CEO, Concreat Holdings Philippines, Inc.

(e) **Family Relationship.** - Isidro A. Consunji, Jorge A. Consunji, Maria Cristina C. Gotianun, Josefa Consuelo C. Reyes, and Ma. Edwina C. Laperal are siblings. Herbert M. Consunji is their cousin.

(f) **Legal Proceedings.** - None of the directors, executive officers, and nominee for regular or independent director was involved in the past five (5) years in any bankruptcy proceeding. Except for the criminal cases below, neither have they been convicted by final judgment in any criminal proceeding, nor have been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

Below are the pending criminal cases filed against the SMPC directors: Isidro A. Consunji, Cesar A. Buenaventura, and Ma. Edwina C. Laperal:

(1) ***Pp. vs. Consunji, et. al., Criminal Case No. Q-02-114052, RTC-QC, Branch 78.*** - A complaint for violation of Article 315(2)(a) of the Revised Penal Code, as qualified by Presidential Decree No. 1689, was filed in RTC-QC Branch 78 as Criminal Case No. Q-02-114052 pursuant to a resolution of the Quezon City Prosecutor dated December 3, 2002, in I.S. No. 02-7259 finding probable cause against the directors and officers of Universal Leisure Club (ULC) and its parent company, Universal Rightfield Property Holdings, Inc., including Isidro A. Consunji as former Chairman, and Ma. Edwina C. Laperal, former director of ULC. Complainants claim to have been induced to buy ULC shares of stock on the representation that ULC would develop a project known as "a network of 5 world clubs."

The case was re-raffled to RTC-QC Branch 85 (the "Court"). On January 10, 2003, respondents filed their Motion for Reconsideration of the resolution dated December 3, 2002, recommending that the complaint be filed in court, which was granted on August 18, 2003. Accordingly, a Motion to Withdraw Information was filed in Court. On September 11, 2003, the complainants sought reconsideration of the resolution withdrawing the information, but the City Prosecutor denied their request. Because of the denial, Complainants filed a Petition for Review with the Department of Justice (DOJ) on August 26, 2005.

Meanwhile, the Court granted the withdrawal of information on June 6, 2005. Complainants filed a Motion for Reconsideration and Urgent Motion for Inhibition but were both denied by the Court in its Omnibus Order dated November 29, 2005. Thereafter, the complainants filed a Notice of Appeal, but the Court ordered it stricken from the records for being unauthorized and declared the Omnibus Order final and executory in its Order dated February 22, 2007. The Petition for Review, however, filed by the Complainants with the DOJ on August 26, 2005, remains pending.

(2) ***Rodolfo V. Cruz, et. al. vs. Isidro A. Consunji, et. al., I.S. Nos. 03-57411-I, 03-57412-I, 03-57413-I, 03-57414-I, 03-57415-I, 03-57446-I and 03-57447-I, Department of Justice, National Prosecution Service.*** - These consolidated cases arose from the same events in the immediately above-mentioned case, likewise pending before the DOJ.

In its 1st Indorsement dated December 9, 2003, the City Prosecutor for Mandaluyong City, acting on a motion for inhibition filed by complainants, recommended that the DOJ conduct further proceedings. In an order dated February 3, 2004, the DOJ designated State Prosecutor Geronimo Sy to conduct the preliminary investigation of this case. The last

pleading filed is a notice of change of address dated June 27, 2008, filed by the complainants' counsel. The case remains pending to date.

(g) **Significant Employees.** - Except for the above directors and officers, SMPC has no other significant employees (as the term is defined under the SRC and its implementing rules and regulations).

(h) **Training and Continuing Education Attended by Directors and Key Officers.** – SMPC recognizes the value of providing relevant trainings to its directors and key officers and has set aside an annual budget to allow them to attend continuing professional development programs, applicable courses, conferences, and seminars. The directors and key officers of SMPC attended seminars on corporate governance for at least four (4) hours in the years 2024 and 2025, as follows:

Date	Topic	Name
April 18, 2024	Corporate Governance, conducted by SGV & Co.	Isidro A. Consunji Maria Cristina C. Gotianun Jorge A. Consunji Herbert M. Consunji Ma. Edwina C. Laperal Josefa Consuelo C. Reyes Antonio Jose U. Periquet, Jr. Ferdinand M. dela Cruz Roberto L. Panlilio Francisco A. Dizon Carla Cristina T. Levina John R. Sadullo Jose Anthony T. Villanueva Christopher Thomas C. Gotianun Edgar C. Mariano Lora Liza S. Dioquino Julius M. Lotilla Joseph D. Susa
September 10, 2024	Corporate Governance Training on Sustainability, Cybersecurity, and Integrity	Antonio Jose U. Periquet, Jr.
September 27, 2024	Annual Corporate Governance Enhancement Session	Roberto L. Panlilio
November 15, 2024	Advanced Corporate Governance Training, conducted by ICD	Cesar A. Buenaventura
September 9, 2025	Advanced Corporate Governance Training, conducted by ICD	Isidro A. Consunji Maria Cristina C. Gotianun Herbert M. Consunji Ma. Edwina C. Laperal Josefa Consuelo C. Reyes Ferdinand M. dela Cruz Francisco A. Dizon Carla Cristina T. Levina Ruben P. Lozada Charlie V. Robles John R. Sadullo Christopher Thomas C. Gotianun Edgar C. Mariano Julius M. Lotilla Joseph D. Susa

September 18, 2025	Corporate Governance in the Age of AI	Antonio Jose U. Periquet
October 25, 2025	Corporate Governance, conducted by SGV & Co.	Roberto L. Panlilio

Item 6. Compensation of Directors and Executive Officers

(a) **Compensation for Directors and Executive Officers.** - All executive officers of SMPC are elected or appointed by the Board of Directors and serve for one year until their successors are duly elected and qualified. Set forth below are the names of the CEO and the four (4) most highly compensated officers of SMPC:

Name and Principal Position	Years	Salary	Bonus	Other Annual Compensation
Isidro A. Consunji Chief Executive Officer				
Maria Cristina C. Gotianun President, Chief Operating Officer & Chief Sustainability Officer				
Ruben P. Lozada VP-Mining Operations, Chief Risk Officer & Resident Manager				
Carla Cristina T. Levina VP & Chief Finance Officer				
Christopher Tomas C. Gotianun VP, Chief Business Development Officer				
	2024	26,375,913.00	61,886,016.00	6,775,260.00
	2025	29,324,504.08	31,567,311.73	13,841,447.95
	2026*	29,324,504.08	31,567,311.73	13,841,447.95
	Total	P85,024,921.20	P125,020,639	P34,458,155.90
All other directors and executive officers as a group	2024	21,092,708.00	9,966,224.00	20,607,193.00
	2025	15,049,884.24	11,304,500.00	32,914,138.74
	2026*	15,049,884.24	11,304,500.00	32,914,138.74
	Total	P51,192,476.50	P32,575,224.00	P86,435,470.50

*Approximate amounts

The amounts reflected as compensation for the named executive officers represent salaries approved by SMPC's Board of Directors.

Executive directors of SMPC receive an annual retainer fee of P240,000.00 as approved in the May 2009 annual stockholders' meeting. In May 2015, the stockholders approved the increase in retainer fees of non-executive and independent directors to P150,000.00 or P1,800,000.00 per annum, effective June 1, 2015. Fixed per diem of P20,000.00 for every meeting held and attended by each director who serves as Chairman or a member of SMPC's Board Committees. Aside from executive directors with employment compensation, no other directors have arrangements, such as consulting contracts.

As set forth in the preceding paragraph, below are the amounts received by the executive, non-executive, and independent directors of the Board as fixed annual retainer fees and per diem remuneration for Board and Board Committee meetings in 2024 and 2025. In the same year, executive directors received bonuses following the By-laws:

Directors	Total Gross Remuneration (Peso)	
	CY2024	CY 2025
Isidro A. Consunji <i>Executive Director</i>	2,701,538	2,701,538
Maria Cristina C. Gotianun <i>Executive Director</i>	2,741,538	2,721,538
Cesar A. Buenaventura <i>Non-executive Director</i>	1,800,000	1,800,000
Herbert M. Consunji <i>Non-executive Director</i>	1,800,000	1,800,000
Jorge A. Consunji <i>Non-executive Director</i>	1,800,000	1,800,000
Antonio Jose U. Periquet Jr. <i>Non-executive Director</i>	1,860,000	1,800,000
Ma. Edwina C. Laperal <i>Non-executive Director</i>	1,800,000	1,800,000
Josefa Consuelo C. Reyes <i>Non-executive Director</i>	1,800,000	1,800,000
Ferdinand M. dela Cruz <i>Independent Director</i>	2,020,000	1,980,000
Roberto L. Panlilio <i>Independent Director</i>	1,340,000	1,980,000
Francisco A. Dizon <i>Independent Director</i>	1,300,000	1,940,000
Total	22,263,076	22,123,077

(b) Employment Contracts, Compensatory Plan or Arrangement. - There is no contract covering their employment with SMPC, and they hold office by virtue of their election and/or appointment to office. SMPC has no agreements with its named executive officers regarding any bonus and profit sharing, except for benefits for which they may be entitled under SMPC's retirement plan. On the other hand, members of the Board of Directors may be granted bonuses in accordance with SMPC's By-laws which prescribe a limit on the aggregate amount of director bonuses which shall not exceed two percent (2%) of the SMPC's profit before tax during the previous year, while limit to total yearly compensation package, including bonuses granted, of directors as such directors shall not exceed ten percent (10%) of the SMPC's net income before tax during the previous year.

In 2025, the aggregate amount of cash bonus variable pays related to the preceding year's financial performance received by executive and non-executive directors, including independent directors and the CEO, did not exceed the limits set by the SMPC's amended by-laws.

(c) Stock Warrants or Options. - There are no outstanding warrants, options, or rights to repurchase any securities held by the directors or executive officers of SMPC.

Item 7. Independent Public Accountant

The accounting firm of SyCip Gorres Velayo & Co. (SGV) is currently, and for the fiscal year recently completed, SMPC's independent public accountant. Ms. Jennifer D. Ticlaio has been appointed as the partner-in-charge.

Representatives of SGV are expected to be present at the stockholders' meeting. They will have the opportunity to make a statement, if they wish, and are expected to be available to respond to appropriate questions.

There have been no changes in or disagreements with SMPC's Finance and Accounting Departments on accounting and financial disclosures.

Pursuant to the General Requirements of SRC Rule 68, paragraph 3 (Qualifications and Reports of Independent Auditors), SMPC has engaged the services of SGV as an independent external auditor, and Jennifer D. Ticlao has been the Partner-In-Charge for less than five years, starting in 2022. This is compliant with SEC Circular No. 8 Series of 2003 and SRC Rule 68(3)(B)(ix) (Rotation of External Auditors).

On March 10, 2026, the Board of Directors, upon recommendation of its Audit Committee, approved and recommended the re-appointment of SGV, subject to stockholders' approval, as SMPC's Independent External Auditor for the fiscal year 2026.

The Audit Committee is composed of Ferdinand M. dela Cruz as Chairman, while Roberto L. Panlilio and Francisco A. Dizon are Members.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Not applicable for the annual stockholders' meeting.

D. OTHER MATTERS

Item 8. Summary of matters to be submitted for Stockholders' approval:

- (a) **Approval of Minutes of the Previous Stockholders' Meeting held on May 5, 2025.** - Below is the summary of items and/or resolutions approved at the last Annual Stockholders' Meeting:
- (1) Approval of Minutes of the Previous Meeting of Stockholders held on May 6, 2024.
 - (2) Presentation and Approval of President's Report.
 - (3) Presentation and Approval of the Audited Financial Statements for CY 2025.
 - (4) Ratification of the Acts and Resolutions of the Board of Directors, Management, and Board Committees.
 - (5) Election of Directors for 2025-2026.
 - (6) Approval of appointment of Independent External Auditor.

The annual stockholders' meeting minutes may also be viewed at SMPC's website through this link: [Click Here](#).

- (b) **Presentation and Approval of President's Report.** - The President reports on the results of operations and financial performance of SMPC.
- (c) **Presentation and Approval of the Audited Financial Statements for CY 2025.** - Consolidated Audited Financial Statements for the period ended December 31, 2025.
- (d) **Ratification of the Acts of the Board of Directors and Management from the Date of the Last Annual Stockholders' Meeting Up to the Date of this Meeting.** - Resolutions, contracts, policies, and acts of the board of directors, various board committees, and management for ratification refer to those passed or undertaken by them, including all policies and resolutions to implement said policies during the year and for the day-to-day operations of SMPC as contained or reflected in the attached annual report and financial statements. The summary of acts and resolutions of the Board of Directors for the year 2025 is outlined in **Schedule 3**.
- (e) **Election of Directors for 2026-2027.** - Election of the eleven (11) directors of SMPC to serve for one (1) year and until their successors are duly elected and qualified.
- (f) **Approval of appointment of Independent External Auditor.** - SyCip Gorres Velayo & Co. was recommended by the Board of Directors as SMPC's Independent External Auditor.

Stockholders may email questions or comments to corporatesecretary@semirarampc.com no later than April 28, 2026. The address shall be limited to the items on the Agenda. Some questions may be addressed during the meeting, while others will be answered by email.

Item 9. Voting Procedures

(a) Votes Requirement of Matters Submitted to Stockholders for Approval and Election of Directors

Sec. 4, Art. I of SMPC's amended By-laws provides that at each meeting of stockholders, the presence in person or by proxy of stockholders holding of record in the aggregate a majority of the stock issued and outstanding shall constitute a quorum for the transaction of business. The majority of such quorum shall decide on any question in the meeting, except those matters in which the Revised Corporation Code requires a greater proportion of affirmative votes. On the election of members of the Board, nominees who receive the highest number of votes shall be declared elected, pursuant to Section 23 of the Revised Corporation Code.

For other matters submitted to the stockholders for approval, the affirmative vote of at least a majority of the issued and outstanding capital stock entitled to vote and represented at this meeting is required to approve the proposed actions. There are no proposed actions in this meeting that require approval by a higher percentage of votes from the stockholders.

(b) Method by which Votes will be Counted

SMPC intends to conduct the annual stockholders' meeting through remote communication in accordance with the Revised Corporation Code and the applicable SEC Circulars. Stockholders who are unable to attend the meeting may execute a proxy in favor of the Chairman of the Board or vote electronically *in absentia* using the voting platform available at <https://www.semiramampc.com/voting> from April 20, 2026, until May 4, 2026, at 12:00 noon. Stockholders voting electronically *in absentia* shall be deemed present for purposes of quorum. Please refer to **Schedule 4** for the requirements and procedures for electronic voting in *absentia* and remote participation.

In the election of directors, the eleven nominees with the most number of votes shall be declared elected.

In the election of directors, every stockholder entitled to vote shall have the right to vote in person or by proxy, or through remote communication or *in absentia*, the number of common shares of stock standing in his name as of the Record Date. A stockholder entitled to vote may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. Provided that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of SMPC multiplied by the whole number of directors to be elected. No discretionary authority to cumulate votes is being solicited (See also Item 4(c), par. 2, above).

The method of counting votes shall be in accordance with the general provisions of the Revised Corporation Code. The counting and validation of votes shall be supervised by a committee appointed by the Corporate Governance Committee and headed by the Corporate Secretary. SMPC engaged the accounting firm of SGV to provide an independent tabulation service at the annual stockholders' meeting.

Other than the nominees for election as director, no director, executive officer, nominee, or associate of the nominees has a substantial interest, direct or indirect by security holding or otherwise, in any way in the matters to be taken up during the meeting. SMPC has not received any information that an officer, director, or stockholder intends to oppose any action to be taken at the annual stockholders' meeting.

SMPC's Management does not intend to bring any matter before the meeting other than those set forth in the Notice in the annual meeting of stockholders and does not know of any matters to be brought before the meeting by others.

Item 10. Disclosure Requirements Pursuant to Section 49, Revised Corporation Code

At the annual stockholders' meeting held on May 5, 2025, SMPC adopted electronic voting *in absentia*, which allows stockholders who have successfully registered to cast their votes via the voting platform. The votes were then validated by a committee appointed by the Corporate Governance Committee of SMPC, headed by the Corporate Secretary, while the SGV Auditing Firm provided an independent tabulation service at the annual stockholders' meeting. After validation, the Corporate Secretary reported the results during the meeting, and they were reflected in the minutes.

Stockholders were allowed to ask questions or seek clarification by emailing corporatesecretary@semirarampc.com. The instruction was incorporated in **Schedule 4** of last year's definitive information statement, and on the notice to stockholders published in the newspaper of general circulation, in print and online, for two consecutive days. The record of such questions and answers was reflected in the minutes of the annual stockholders' meeting, which is available at SMPC's website, and which is reproduced below:

The Chairman asked the stockholders whether they had any questions or requests for clarification. Thereafter, the following questions were then asked by the stockholders and answered by the Corporation's CEO, Isidro A. Consunji, and its President & COO, Maria Cristina C. Gotianun, as follow

Questions	Answers
1. When do you expect to get clearance from the DENR on the Acacia mine and when do you expect to start production in that mine?	Maria Cristina C. Gotianun: We expect to get from DENR the ECC on Acacia Mine within the second half of 2025. Exploration and pre-stripping activities are currently underway, with production targeted to begin within 2026.
2. Are there any updates you could share on the renewal of your coal operating contract?	Isidro A. Consunji: We are awaiting DOE action and approval. We hope to obtain this within the year.
3. In the power segment, how are spot prices so far, and how do the prices compare with the previous year?	Maria Cristina C. Gotianun: The average spot price for Q1 2025 is over 20% lower than the same period last year. This is due to La Niña this year, compared to El Niño last year, and the extra capacity added in late 2024.

Stockholders representing 3,325,255,931 or 78.23% of SMPC's issued and outstanding capital stock have registered and participated remotely or by proxies, as follows:

	Attendance	Number of Shares	Percentage
A.	Stockholders Represented by Proxy		
	1. Akidagain Holdings Inc.	60,516	0.00%
	2. Artregard Holdings, Inc.	3,390,390	0.08%
	3. Ascella Holdings, Inc.	131,200	0.00%
	4. Augusta Holdings, Inc.	28,887,122	0.68%
	5. Bella Villa Holdings, Inc.	5,600	0.00%
	6. Berit Holdings Corporation	16,281,930	0.38%
	7. Checklink Holdings, Inc.	3,404,389	0.08%
	8. Chriszen Holdings, Inc.	132,400	0.00%
	9. Cherubim Holdings, Inc.	200,000	0.00%
	10. Dacon Corporation	571,041,765	13.39%
	11. Daveprime Holdings, Inc.	5,622,789	0.13%
	12. DFC Holdings, Inc.	86,526,716	2.04%
	13. Directpoint Holdings, Inc.	223,944	0.01%

14. DMCI Holdings, Inc.	2,407,770,396	56.65%
15. Firenze Holdings, Inc.	11,792,193	0.06%
16. Flashprime Holdings, Inc.	270,364	0.01%
17. Freda Holdings, Inc.	18,640,092	0.44%
18. Great Times Holdings Corporation	4,635,704	0.11%
19. Jabberwock Holdings Inc.	211,364	0.00%
20. Meru Holdings, Inc.	6,854,198	0.16%
21. Tashiding Holdings, Inc	1,832,400	0.04%
22. Team Gladiola, Inc.	4,580,510	0.11%
23. Windermere Holdings, Inc.	1,192,648	0.03%
24. Deutsche Bank AG Manila Branch	47,272,232	1.11%
25. Hong Kong and Shanghai Banking Corporation	57,965,799	1.36%
26. Standard Chartered Bank	44,538,846	1.05%
27. BPI Asset Management & Trust Corporation	1,571,400	0.04%
28. Joanne Marie C. Britanico	37,400	0.00%
29. Roland Juls Llaguno	38,700	0.00%
Sub-Total	3,325,112,671	78.23%
B. Stockholders Successfully Registered through the Registration Portal		
1. Cesar A. Buenaventura	120	0.00%
2. Hebert M. Consunji	120	0.00%
3. Isidro A. Consunji (held Proxies)	120	0.00%
4. Jorge A. Consunji	120	0.00%
5. Josefa Consuelo C. Reyes	120,000	0.00%
6. Ma. Edwina C. Laperal	13,212	0.00%
7. Maria Cristina C. Gotianun	1,428	0.00%
8. Antonio Jose U. Periquet, Jr.	100	0.00%
9. Ferdinand M. Dela Cruz	1,000	0.00%
10. Roberto L. Panlilio	1,000	0.00%
11. Francisco A. Dizon	5,000	0.00%
12. Christopher Thomas C. Gotianun	1,000	0.00%
13. Luz Consuelo A. Consunji	40	0.00%
Sub-Total	143,260	0.00%
Grand Total	3,325,255,931	78.23%

The agenda items discussed and approved during the last annual stockholders' meeting are stated below (also mentioned in Item 8(a) above), including the voting results, as follows:

Agenda	For		Abstain		Against	
Agenda 4 – Approval of Minutes of Previous Stockholders' Meeting Held on May 6, 2024	3,325,212,131	99.99%	0	0.00%	0	0.00%
Agenda 5 – Presentation and Approval of President's Report	3,325,212,131	99.99%	0	0.00%	0	0.00%
Agenda 6 – Presentation and Approval of the Audited Financial Statements for 2024	3,324,146,031	99.96%	0	0.00%	1,066,100	0.03%
Agenda 7 – Ratification of the Acts of the Board of Directors and Management from the Date of the Last Annual Stockholders' Meeting up to the Date of this Meeting	3,324,321,846	99.97%	503,685	0.015%	386,600	0.01%
Agenda 8 – Election of Directors for 2025-2026:						
Director	Votes Cast and Percentage of Shares Represented at the ASM					
	For	%	Abstain	%	Against	%
Regular Directors						

1.	Isidro A. Consunji	3,306,109,888	99.42%	14,400,619	0.43%	4,701,624	0.14%
2.	Jorge A. Consunji	3,220,477,691	96.84%	103,513,040	3.11%	1,221,400	0.04%
3.	Cesar A. Buenaventura	3,188,585,240	95.89%	118,441,190	3.56%	18,185,701	0.55%
4.	Herbert M. Consunji	3,200,649,821	96.25%	121,565,886	3.66%	2,996,424	0.09%
5.	Maria Cristina C. Gotianun	3,226,028,527	97.02%	99,028,304	2.98%	155,300	0.00%
6.	Ma. Edwina C. Laperal	3,220,477,691	96.85%	103,513,040	3.11%	1,221,400	0.04%
7.	Josefa Consuelo C. Reyes	3,223,602,387	96.94%	100,388,344	3.02%	1,221,400	0.04%
8.	Antonio Jose U. Periquet, Jr.	3,205,750,327	96.41%	118,240,404	3.56%	1,221,400	0.04%
Independent Directors							
9.	Ferdinand M. dela Cruz	3,308,478,370	99.50%	1,037,405	0.03%	15,696,356	0.47%
10.	Roberto L. Panlilio	3,321,720,446	99.89%	503,685	0.015%	2,988,000	0.09%
11.	Francisco A. Dizon	3,301,766,943	99.29%	7,513,911	0.23%	15,931,277	0.48%
Agenda 9 – Approval of Appointment of Independent External Auditor		3,321,678,892	99.89%	2,605,434	0.078%	927,805	0.028%

The following directors, officers, and/or stockholders of SMPC attended the annual stockholders' meeting in 2025:

Directors:

1. Isidro A. Consunji, Chairman & Chief Executive Officer
2. Maria Cristina C. Gotianun, President, Chief Operating Officer & Chief Sustainability Officer
3. Ferdinand M. Dela Cruz, Lead Independent
4. Francisco A. Dizon, Independent
5. Roberto L. Panlilio, Independent
6. Antonio Jose U. Periquet, Jr
7. Jorge A. Consunji
8. Hebert M. Consunji
9. Cesar A. Buenaventura
10. Ma. Edwina C. Laperal
11. Josefa Consuelo C. Reyes

Key Officers:

1. John R. Sadullo, VP-Asset Registry & Corporate Secretary
2. Carla Cristina T. Levina, VP and Chief Finance Officer
3. Julius M. Lotilla, VP-Legal Affairs and Compliance, Chief Compliance
4. Andreo O. Estrellado, VP-Power Market and Commercial Operations
5. Christopher Thomas C. Gotianun, VP, Chief Business Development Officer

Others:

1. Jennifer D. Ticlao, Assurance Partner, SGV & Co.

Item 11. Market for Registrant's Common Equity and Related Stockholder Matters

Please refer to Part II, pages 13-15 of the Management Report attached to this Information Statement.

**PART II
PROXY FORM
SEMIRARA MINING AND POWER CORPORATION**

Item 1. Identification. This proxy is being solicited by the **MANAGEMENT OF SEMIRARA MINING AND POWER CORPORATION** (the “Corporation” or “SMPC”). The Chairman of the Board of Directors or, in his absence, the President of SMPC will vote the proxies at the Annual Stockholders’ Meeting to be held on **May 4, 2026, 10:00 a.m., to be conducted virtually at <https://www.semirampc.com/asm>.**

Item 2. Instructions.

- (a) The stockholder of record must duly accomplish the proxy as of the Record Date, or his duly authorized agent. In the case of a stockholder that is a corporation or a partnership, the proxy must be accomplished by the officer or agent duly authorized to do so by an appropriate corporate or partnership resolution.
- (b) Duly accomplished proxies must be delivered to the Corporate Secretary no later than April 25, 2025, 5:00 p.m., through email at corporatesecretary@semirampc.com and hard copies thereof to the following address: **Semirara Mining and Power Corporation, 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines.**
- (c) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary’s certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.
- (d) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary to execute the proxy. For persons owning shares in an “and/or” capacity, any one of them may execute the proxy.
- (e) Validation of proxies will be conducted by the Special Committee of Inspectors designated by the Board on April 28, 2026, 10:00 a.m. at the 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines. Any dispute which may arise pertaining to the validation shall be resolved by the Securities and Exchange Commission upon a formal complaint filed by the aggrieved party.
- (f) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of SMPC, as his proxy for the annual stockholders meeting on May 5, 2025.
- (g) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder’s shares of stock in SMPC as of Record Date.
- (h) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20.11.2.
- (i) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1), (2), (3), (4), (5), and (6) by checking the appropriate box. **WHERE THE BOXES (OR ANY OF THEM) ARE UNCHECKED, THE STOCKHOLDER EXECUTING THE PROXY IS DEEMED TO HAVE AUTHORIZED THE PROXY TO VOTE IN FAVOR OF THE ITEMS SPECIFIED HEREUNDER.**

The Undersigned Stockholder hereby appoints:

- (a) **The Chairman of the Board of Directors of SMPC, or in his absence, the President, or in their absence,**
- (b) _____

as his/her/its Proxy to attend the stockholders’ meeting of SMPC, and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

1. Approval of the minutes of the previous Stockholders’ meeting held on May 5, 2025

For Abstain Against

2. Presentation and Approval of President’s Report

For Abstain Against

3. **Presentation and Approval of the Audited Financial Statements for CY 2025**

For Abstain Against

4. **Ratification of the acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting up to the date of this Meeting**

For Abstain Against

5. **Election of Directors for 2026-2027**

For all the nominees below, except those whose names are stricken out.

WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES LISTED BELOW.

(Instructions: TO STRIKE OUT A NAME OR WITHHOLD TO VOTE FOR ANY INDIVIDUAL NOMINEE, DRAW A LINE THROUGH THE NOMINEE'S NAME IN THE LIST BELOW).

Nominees:

- | | |
|----------------------------------|-----------------------------------|
| 1. Isidro A. Consunji | 8. Christopher Thomas C. Gotianun |
| 2. Maria Cristina C. Gotianun | 9. Nestor D. Dadivas |
| 3. Jorge A. Consunji | 10. Roberto L. Panlilio* |
| 4. Ma. Edwina C. Laperal | 11. Francisco A. Dizon* |
| 5. Herbert M. Consunji | |
| 6. Josefa Consuelo C. Reyes | |
| 7. Antonio Jose U. Periquet, Jr. | |
- Independent Director*

6. **Approval of appointment of Independent External Auditor**

For Abstain Against

Item 3. Revocability of Proxy. – Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. The proxy may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares. Shares represented by an unrevoked proxy will be voted on as authorized by the stockholder.

Item 4. Persons Making the Solicitation. – The solicitation is made by the Management of SMPC. No director of SMPC has informed in writing that he intends to oppose an action intended to be taken up by the Management of SMPC at the annual meeting. Solicitation of proxies shall be made through the use of mail or personal delivery. SMPC will shoulder the cost of solicitation involving reproduction and mailing of this proxy in an estimated amount of P150,000.00, more or less.

Item 5. Interest of Certain Persons in Matters to be Acted Upon. – No director, officer, nominee for director, or associate of any of the foregoing has any substantial interest, direct or indirect, by security holdings or otherwise, in the matter to be acted upon at the annual stockholders' meeting to be held on May 4, 2026.

ACCOMPANYING THIS INFORMATION STATEMENT ARE COPIES OF THE FOLLOWING:

1. **NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING CONTAINING THE AGENDA THEREOF.**
2. **MANAGEMENT REPORT PURSUANT TO SRC RULE 20(4), INCLUDING MANAGEMENT DISCUSSION AND ANALYSIS AND INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS.**
3. **CONSOLIDATED AUDITED FINANCIAL STATEMENTS ENDING DECEMBER 31, 2025**

**AND 2024, INCLUDING THE STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS.**

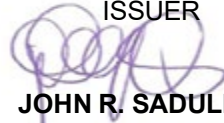
4. PROXY INSTRUMENT.

**PART III
SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized. After a reasonable inquiry and to the best of my knowledge and belief, I certify that the information in this report is true, complete and correct.

SEMIRARA MINING AND POWER CORPORATION
ISSUER

By:



JOHN R. SADULLO
Corporate Secretary

Makati City, Philippines, March 26, 2026.

SCHEDULE 1

BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDER

The following is a disclosure of the beneficial owners of the shares held in DMCI Holdings, Inc. as of March 17, 2026:

1.	Dacon Corporation	6,638,822,915	Common	50.00%
2.	PCD Nominee Corporation (Filipino) ⁴	2,841,481,437	Common	21.40%
3.	DFC Holdings, Inc.	2,379,799,910	Common	17.92%
4.	PCD Nominee Corporation (Foreign)	615,738,822	Common	04.64%

The following are the largest beneficial owners of the shares of Dacon Corporation:

1.	Inglebrook Holdings, Inc.	4,090,695	Common	12.46%
2.	Eastheights Holdings, Inc.	4,090,695	Common	12.46%
3.	Gulfshore Inc.	4,090,695	Common	12.46%
4.	Valemount Corporation	4,090,694	Common	12.46%
5.	Chrismon Investment Inc.	4,090,695	Common	12.46%
6.	Jagjit Holdings, Inc.	4,090,695	Common	12.46%
7.	La Lumiere Holdings, Inc.	4,090,695	Common	12.46%
8.	Rice Creek Holdings, Inc.	4,090,695	Common	12.46%
9.	Double Spring Investments Corporation	114,429	Common	00.35%

⁴ PCD Nominee Corporation, a wholly-owned subsidiary of Philippine Depository and Trust Corporation (“PDTC”), is the registered owner of the shares in the books of the corporation’s transfer agent in the Philippines. The beneficial owners of such shares are PDTC participants, who hold the shares on their behalf or on behalf of their clients. PDTC is a private company organized by major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

SCHEDULE 2

FINAL LIST OF CANDIDATES

In accordance with the Guidelines for Nomination of Directors, Manual on Corporate Governance, and SRC Rule 38, the Corporate Governance Committee has selected the following upon nomination to the Board of Directors at the Annual Stockholders' Meeting:

Directors

1. **ISIDRO A. CONSUNJI, 77**

Filipino, Director since May 1997, and Chairman of the Board since November 2014,
Chief Executive Officer
Risk Committee, Member
Strategy and Sustainability Committee, Member

Education:

B.S. Civil Engineering, University of the Philippines
Master's in Business Economics, Center for Research & Communication
Master's in Business Management, Asian Institute of Management
Advanced Management, IESE School in Barcelona, Spain
License Civil Engineer

Directorship in Listed Companies:

DMCI Holdings, Inc., Director, Chairman, President & CEO
Atlas Consolidated Mining and Development Corporation
Concreat Holdings Philippines, Inc., Chairman
Maynilad Water Services Co., Inc. Vice-Chairman
Dominion Holdings, Inc.

Other Directorships/Positions:

SEM-Calaca Power Corporation, Chairman & CEO
Southwest Luzon Power Generation Corporation, Chairman & CEO
Semirara Materials and Resources Inc., Chairman & CEO
Semirara Energy Utilities Inc., Chairman & CEO
Southeast Luzon Power Generation Corporation, Chairman & CEO
SEM-Cal Industrial Park Developers Inc., Chairman & CEO
St. Raphael Power Generation Corporation, Chairman & CEO
Sem-Calaca Port Facilities Inc., Director
DMCI Power Corporation, Chairman
D.M. Consunji, Inc., Director & Chairman
DMCI Mining Corporation, Chairman & CEO
DMCI Masbate Power Corporation, Chairman
Dacon Corporation, Chairman, Director & President
DMCI Projects Developers, Inc., Director
Semirara Cement Corporation, Director, Chairman & President
Maynilad Water Services Holdings, Inc., Director

Former Affiliations:

Philippine Constructors Association, President
Philippine Chamber of Coal Mines, Inc., President

2. **JORGE A. CONSUNJI, 74**

Filipino, Director since May 2000

Education:

B.S. Industrial Management Engineering, De La Salle University
Advanced Management Program Seminar, University of Asia and the Pacific
Top Management Program, Asian Institute of Management

Directorship in Listed Companies:

DMCI Holdings, Inc.
Concreat Holdings Philippines, Inc.
Maynilad Water Services, Inc.

Other Directorships/Positions:

D.M. Consunji, Inc., Director, President & CEO
DMCI Masbate Power Corporation, Chairman
Dacon Corporation, Director
DMCI Project Developers, Inc.
Sem-Calaca Power Corporation
Southwest Luzon Power Generation Corporation
Semirara Materials and Resources Inc.
Semirara Energy Utilities Inc., Director
Southeast Luzon Power Generation Corporation
Sem-Cal Industrial Park Developers Inc.
St. Raphael Power Generation Corporation
Sem-Calaca Port Facilities Inc.
Cotabato Timberland Co., Inc.
M&S Company, Inc.
Sodaco Agricultural Corporation
DMCI Mining Corporation
DMCI Power Corporation
Eco-Process & Equipment Phils. Inc.
Royal Star Aviation, Inc., President & COO
Solid Cement Corporation
Apo Cement Corporation
CEMEX South East Asian Corporation

Former Affiliations:

Contech Panel Mfg., Inc., Chairman
Wire Rope Corp. of the Philippines, Chairman
ACEL, President
Phil. Constructors Association, Vice-President

3. MARIA CRISTINA C. GOTIANUN, 71

Filipino, Director since May 2006
President, Chief Operating Officer, and Chief Sustainability Officer
Risk Committee, Member
Strategy and Sustainability Committee, Member

Education:

Bachelor of Science in Business Economics, University of the Philippines

Directorship in Listed Companies:

DMCI Holdings, Inc., Vice-Chairman & Treasurer
Concreat Holdings Philippines, Inc.

Other Directorships/Positions:

Sem-Calaca Power Corporation, President
Southwest Luzon Power Generation Corporation, President
Semirara Materials and Resources Inc., President
Semirara Energy Utilities Inc., President
Southeast Luzon Power Generation Corporation, President
St. Raphael Power Generation Corporation, President
Sem-Cal Industrial Park Developers Inc., President
Sem-Calaca Port Facilities Inc.
Divine Word School of Semirara Island, Inc., Trustee & President
Semirara Training Center, Inc., Trustee & President
Dacon Corporation, Director & Corporate Secretary
D.M. Consunji, Inc., Director, VP & CFO

DMCI Power Corporation, Treasurer
DMCI Masbate Power Corporation, Treasurer
Solid Cement Corporation
Apo Cement Corporation
CEMEX South East Asian Corporation

Former Affiliations:

D.M. Consunji, Inc., Vice-President for Finance & Administration & CFO
DMC-Project Developers, Inc., Finance Director
DM Consunji, Inc., Asst. Treasurer
Divine Word School of Semirara Island, Inc., Corporate Secretary

4. **HERBERT M. CONSUNJI, 73**
Filipino, Director since May 1997

Education:

Bachelor of Science in Commerce Major in Accounting, De La Salle University
Top Management Program, Asian Institute of Management
He is a Certified Public Accountant.

Directorship in Listed Companies:

Concreat Holdings Philippines, Inc., President and CEO
Maynilad Water Services, Inc.

Other Directorships/Positions:

DMCI Holdings, Inc., EVP, CFO, Chief Compliance Officer & Chief Risk Officer (*listed company*)
DM Consunji, Inc.
DMCI Project Developers, Inc.
DMCI Power Corporation
DMCI Mining Corporation
DMCI-MPIC Water Company Inc.
Sem-Calaca Power Corporation
Southwest Luzon Power Generation Corporation
Semirara Materials and Resources Inc.
Sem-Cal Industrial Park Developers Inc.
Subic Water & Sewerage Corp.
Manila Water Holdings Co., Inc.
Solid Cement Corporation
Apo Cement Corporation
CEMEX South East Asian Corporation

Other Affiliations:

Philippine Institute of Certified Public Accountants, Member
Financial Executives Institute of the Philippines, Member
Shareholder's Association of the Philippines, Member
Management Association of the Philippines, Member

5. **MA. EDWINA C. LAPERAL, 64**
Filipino, Director since May 2007

Education:

B.S. Architecture, University of the Philippines
Master's in Business Administration, University of the Philippines
Executive Certificate for Strategic Business Economics Program, University of Asia & The Pacific
License Architect

Directorship in Listed Companies:

DMCI Holdings, Inc., Treasurer

Other Directorships/Positions:

SEM-Calaca Power Corporation
Southwest Luzon Power Generation Corporation

Dacon Corporation, Treasurer
D.M. Consunji, Inc., Treasurer
DMCI Project Developers, Inc., SVP-Treasurer DMC Urban
Property Developers, Inc., President

Former Affiliations:

Institute of Corporate Directors, Fellow
United Architects of the Philippines, Makati Chapter-Member
Guild of Real Estate Entrepreneurs and Professionals-Member
UP College of Architecture Alumni Foundation Inc.-Member

6. **JOSEFA CONSUELO C. REYES, 78**

Filipino, Director since March 2015

Education:

AB Economics, University of British Columbia, Vancouver, Canada
Strategic Business Economics Program, University of Asia and the Pacific (2007)

Directorship in Listed Companies:

None.

Other Directorships/Positions:

Dacon Corporation
SEM-Calaca Power Corporation
Southwest Luzon Power Generation Corporation
Philippine Coffee Board, Corporate Secretary
Ecology Village Association, Chairperson

Former Affiliations:

Ecology Village Association, *Director & Vice-President*
Manila Herbal & Essential Oils Co., Inc., General Manager

7. **ANTONIO JOSE U. PERIQUET, JR., 64**

Filipino, Independent Director since August 2019 and elected Regular Director on May 2, 2023
Strategy and Sustainability Committee, Chairman

Education:

Masters in Business Administration, Darden Graduate School of Business Administration,
University of Virginia, USA
Master of Science in Economics, Oxford University, UK
AB Economics, Ateneo de Manila University

Directorship in Listed Companies:

Globe Telecom, Inc., Independent Director
JG Summit Holdings, Inc., Independent Director
Universal Robina Corporation, Independent Director

Other Directorships/Positions:

AB Capital & Investment Corporation, Chairman & CEO
Albizia ASEAN Tenggara Fund (Singapore), Independent Director
British International Investments PLC, Member, SEA Advisory Committee
Campden Hill Group, Inc., Chairman
Globe Fintech Innovations, Inc.,
Lyceum of the Philippines University, Trustee
Philippine Investment Management, Inc., Independent Director
The Straits Wine Co. Inc.
Tech for Good Institute (Singapore), Board Advisor

Board Advisory in Listed Companies

ABS CBN Corporation, Board Advisor
DMCI Holdings, Inc., Board Advisor

Former Affiliations:

Ayala Corporation, Independent Director
Bank of the Philippine Islands, Independent Director Campden Hill Advisors, Inc., Chairman
DMCI Holdings, Inc., Independent Director
Sem-Calaca Power Corporation, Independent Director
Southwest Luzon Power Generation Corporation, Independent Director Philippine Seven Corporation, Independent Director
BPI Asset Management and Trust Corporation, Chairman BPI Capital Corp., Independent Director
BPI Family Savings Bank, Inc., Independent Director Pacific Main Properties and Holdings, Chairman
ABS-CBN Corporation, Independent Director
ABS-CBN Holdings Corporation, Independent Director Development Bank of the Philippines, Director
Max's Group of Companies, Independent Director
DBP Leasing Corporation, Director
DBP Insurance Brokerage, Inc., Director MRT Corporation, Director
ABS-CBN Corporation, Member, Board of Advisers Deutsche Regis Partners Inc., Chairman
Deutsche Morgan Grenfell Inc., Managing Director Morgan Grenfell Securities (UK) Ltd., Director Deutsche Morgan Grenfell Securities (HK), Director Morgan Grenfell Securities Philippines, Director Asia Equity (UK) Limited, Director
Peregrine Securities (UK & Hong Kong), Investment Adviser San Miguel Corporation, Economist
Center for Research & Communication, Economist Faculty of Economics, Assumption College, Member

8. CHRISTOPHER THOMAS C. GOTIANUN, 36

Filipino, VP-Chief Business Development Officer since March 1, 2023, Strategy and Sustainability Committee, Secretariat

Education:

Master's in Business Administration, London Business School (2017-2019)
M.S. Mechanical Engineering, University of California, Berkeley, USA (2012-2013)
B.S. Mechanical Engineering, University of California, Berkeley, USA (2008-2012)

Directorship in Listed Companies:

None.

Other Directorships/Positions:

Sem-Calaca Res Corporation, Director & President
Sem-Calaca Port Facilities, Inc., Director & Treasurer
Sem-Cal Industrial Park Developers, Inc., Director
Semirara Materials and Resources Inc., Director

Former Affiliations:

Semirara Mining and Power Corporation, Business Development Head (2022-2023)
DMCI Holdings, Inc., Executive Assistant to the President (2019-2022)
Sem-Calaca Power Corporation, Reliability Engineer (2014-2017)
Marubeni Power Asset Management Ltd., Hong Kong, Graduate Intern (2013)
General Electric Power & Water, New York, USA, Deputy Program Engineer (2012)

9. NESTOR D. DADIVAS, 74

Filipino (Nominated as regular Director of SMPC)

Education:

Master of Business Management, Asian Institute of Management (1973-1975)
Bachelor of Science in Commerce, University of San Agustin, Iloilo (1967-1971)
Certified Public Accountant

Directorship in Listed Companies:

None

Other Directorships/Positions:

Director, DMCI Power Corporation (2025-Present)

Former Affiliations:

DMCI Power Corporation, President
SEM-Calaca Power Corporation
Southwest Luzon Power Generation Corporation
SEM-Calaca Res Corporation
Semirara Mining and Power Corporation

10. ROBERTO L. PANLILIO, 71

Filipino, Independent Director since May 2, 2023
Audit Committee, Member
Corporate Governance Committee, Member
Risk Committee, Chairman
Strategy and Sustainability Committee, Member

Education:

Masters in Business Administration and International Finance, University of Southern California
Bachelor in Business Management, Ateneo de Manila University

Directorship in Listed Companies:

DMCI Holdings, Inc., Independent Director
Lopez Holdings Corporation, Independent Director
Rockwell Land Corporation, Independent Director

Other Directorships/Positions:

Maya Bank
Philippine Association of Securities Brokers and Dealers, Inc.
Endeavor Philippines,
L&R Corporation, President

Former Affiliations:

J.P. Morgan Chase Philippines, Country Chairman (2019-2022)
J.P. Morgan Chase Philippines, Senior Country Officer (1999-2019)
PCI Bank-Manila, Senior Vice-President & COO (1993-1999)
Citibank, Various Treasury and Investment Banking positions (1979-1993)

11. FRANCISCO A. DIZON, 76

Filipino, Independent Director since May 2, 2023
Audit Committee, Member
Corporate Governance Committee, Chairman

Education:

Masters in Business Management, Asian Institute of Management
Bachelor of Arts in General Studies, Ateneo de Manila University

Directorship in Listed Companies:

None.

Other Directorships/Positions:

Sun Savings Bank, President & CEO
Pacific Northstar Inc., Chairman & President
Project Quest Corporation, Chairman & President
BPO International, Chairman
Sun Star Cebu Publishing, Inc., Director
Medical Doctors, Inc., Independent Director
Laura Vicuña Foundation, Trustee
Phoenix One Knowledge Solutions, Inc., Chairman/Director
Fleetwood Holdings, Inc., Chairman & President
Capitol Star Development Corporation, President
Diz Shorline Holdings Corp., Director/Treasurer
Marina Investment, Inc., Director
Joyzend Corp., Director/Corporate Secretary

Joygrowth Holdings, Inc., Director

Former Affiliations:

Sun Savings Bank, Inc., Chairman
PNB (EUROPE) PLC, Chairman
PNB General Insurers Company, Inc., Director
Beneficial-PNB Life Insurers Co., Inc., Director
PNB Remittance Center (Hong Kong), Director
PNB Remittance Center (USA), Director
PNB Holdings Corporation, Director
Bulawan Mining Corporation, Director
Philippine National Bank, Director
Philippine National Bank, Chairman
Rizal Commercial Banking Corporation, President & CEO
RCBC Capital Corporation, Director
RCBC Forex Brokers Corporation, Director
RCBC Savings Bank, Director
Rizal Commercial Banking Corporation, Advisory Board
Asian Bank Corporation, President/CEO/Director
Asian Bank Corporation, President/COO/Director
Asian Savings Bank, Director
AB Capital and Investment Corporation, Vice Chairman
AB Capital and Investment Corporation, President/COO/Director
AB Leasing and Finance Corporation, Director
Stock Transfer Service, Inc., Director
Investment House Association of the Phils., President & Director
Cardinal Ceramics, Inc., Director
Cebu Holdings, Inc., Director
Ayala Property Ventures Corp., Director
HI-Cement Corp., Director
Megalink, Director
Pacific Horizon Investment Trust PLC, Director
Philippine Long Term Equity Fund, Director/Chairman of Investment Committee
ATSP Management Ltd., Director
Union Savings and Mortgage Bank, First VP and COO/VP/OIC
Bancom Group, Inc., Vice-President
Bancom Development Corp., AVP/ Sr. Asst. Treasurer/ Asst. Treasurer/ Deal Manager
Pointwest Technologies Corporation, Chairman/Vice-Chairman
AB Capital and Investment Corporation, Senior Vice-President

Executive Officers

1. **ISIDRO A. CONSUNJI**, Chief Executive Officer*
2. **MARIA CRISTINA C. GOTIANUN**, President, Chief Operating Officer, and Chief Sustainability Officer
3. **CHRISTOPHER THOMAS C. GOTIANUN**
**Member of the Board (please see above)*
4. **JOHN R. SADULLO, 55**
Filipino, VP-Asset Registry since March 2024
Corporate Secretary & Corporate Information Officer since May 2005

Education:

A.B. Major in Political Science, University of Santo Tomas
Bachelor of Laws, San Beda College of Law (1996)
He was admitted to the BAR in 1997

Directorship in Listed Companies:

None.

Other Directorships/Positions:

Semirara Mining and Power Corporation, VP-Legal
Sem-Calca Power Corporation, VP-Legal & Corporate Secretary
Southwest Luzon Power Generation Corporation, VP-Legal & Corporate Secretary

Semirara Energy Utilities Inc., Corporate Secretary
Southeast Luzon Power Generation Corporation, Corporate Secretary
Semirara Energy Utilities Inc., Corporate Secretary
Semirara Materials and Resources Inc., Corporate Secretary
Sem-Cal Industrial Park Developers Inc., Corporate Secretary
St. Raphael Power Generation Corporation, Corporate Secretary
Sem-Calaca Port Facilities Inc., Corporate Secretary
Divine Word School of Semirara Island, Inc., Corporate Secretary
Semirara Training Center, Inc., Corporate Secretary
Semirara Cement Corporation, Corporate Secretary

Former Affiliation:

DMCI Mining Corporation, Corporate Secretary
DMCI Masbate Power Corporation, Corporate Secretary
St. Raphael Power Generation Corporation, Asst. Corporate Secretary
Semirara Training Center, Inc., Asst. Corporate Secretary

5. **RUBEN P. LOZADA, 70**

Filipino, VP-Mining Operations & Resident Manager since August 2016,
Chief Risk Officer since July 2023

Education:

Bachelor of Science in Civil Engineering, Mindanao State University (1978).
He is a License Civil Engineer

Directorship in Listed Companies:

None.

Other Directorships/Positions:

Divine Word School of Semirara Island, Inc., Trustee
Semirara Training Center, Inc., Trustee

Former Affiliations:

None.

6. **CARLA CRISTINA T. LEVINA, 41**

Filipino, Vice President, and Chief Finance Officer since March 2021

She has more than 18 years of professional experience in audits, business process reviews, risk management and internal controls. She has five years of professional experience in managing finance, treasury and insurance.

Education:

Bachelor of Science in Accountancy (*Cum Laude*), University of Santo Tomas
Strategic Business Economics Program (*Certificate*), University of Asia and Pacific

Professional Licenses and Certifications:

Certified Public Accountant (*17th Placer*)
Certified Information Systems Auditor
Certified Internal Auditor – *William Smith Certificate of Excellence Awardee (one of top 10 worldwide)*

Directorship in Listed Companies

None.

Other Positions

Sem-Calaca Power Corporation, CFO
Southwest Luzon Power Generation Corporation, CFO
Southeast Luzon Power Generation Corporation, CFO
St. Raphael Power Generation Corporation, CFO
Semirara Materials and Resources, Inc., CFO

Sem-Cal Industrial Park Developers, Inc., CFO
Semirara Energy Utilities Inc., CFO
Sem-Calaca Port Facilities Inc., CFO

Former Affiliations

Semirara Mining and Power Corporation, VP and Chief Audit Executive
Semirara Mining and Power Corporation, Internal Audit Manager
Sycip Gorres Velayo & Co., Director (under IT Risk and Assurance Services)

7. **EDGAR C. MARIANO, 55**

Filipino, VP and Head of Technical Services since March 1, 2024

Education:

B.S. Mechanical Engineering, University of Santo Tomas (1993)

Directorship in Listed Companies:

None.

Other Positions:

Sem-Calaca Power Corporation, VP-Supply Chain Management
Southwest Luzon Power Generation Corporation, VP-Supply Chain Management

Former Affiliations:

VP-Supply Chain Management (2023-2024)
Semirara Mining and Power Corporation, Manager, Supply Chain Management (SMPC Group 2021-2022)
Sem-Calaca Power Corporation, Head, General Services (2020-2021)
Southwest Luzon Power Generation Corporation, Head, Inventory Management & Materials Control (2015-2019)
Southwest Luzon Power Generation Corporation, Head, Procurement & Logistics (2012-2015)
M&S Company Inc., Purchasing Officer, Procurement & Logistics (2002-2012)
Satelec Pierre Roland Phils., Sales Officer (2000-2002)
Monark Equipment Corp., Rental Supervisor (1997-1999)
Monark Equipment Corp., Machine Rental Coordinator (1996-1997)
Monark Equipment Corp., Service Marketing Officer (1995-1996)
Monark Equipment Corp., Analyst (1994-1995)
Monark Equipment Corp., Cadet Engineer (1993-1994)

8. **JULIUS M. LOTILLA, 51**

Filipino, VP-Legal Affairs & Compliance, Chief Compliance Officer

Education:

Master of Laws (*Merit*), Centre for Commercial Law Studies of Queen Mary, the University of London as a Chevening Scholar
Juris Doctor, Ateneo Law School
Bachelor of Science in Commerce, De La Salle University

Directorship in Listed Companies:

None.

Other Positions:

Sem-Calaca Power Corporation, VP-Legal Affairs & Compliance, Chief Compliance Officer
Southwest Luzon Power Generation Corporation, VP-Legal Affairs & Compliance, Chief Compliance Officer

Former Affiliations:

Power Sector Asset and Liabilities Management Corporation (PSALM), Vice President and General Counsel
National Power Corporation, Consultant
National Electrification Administration, Consultant
Shell Philippines Exploration, Aboitiz Power Corporation and Energy Development Corporation, Counsel
Admitted to the Philippine Bar in 2002 and New York Bar in 2011

SCHEDULE 3**2025 SUMMARY OF BOARD ACTS AND RESOLUTIONS**

1. Regular Meeting (Year-End) on February 28, 2025, with approval of the following resolutions:
 - a. Minutes of meeting held on December 10, 2024
 - b. Annual Stockholders' Meeting Agenda, Record Date, Appointment of Board of Canvassers, Adoption of Procedures for Registration and Requirements for Virtual Meeting
 - c. Approval of (2024) Year-End Financial Results of the Corporation (Parent and Consolidated)
 - d. Re-appointment of SGV as External Auditor
 - e. Appointment of Officers -Change of Designation of Mr. Edgar C. Mariano to Vice President and Head of Technical Services
 - f. Bank Account Updating-China Banking Corporation, Mizuho Bank, BPI, BDO ND, BDO Unibank
 - g. Authority of Mark Louis A. Bentayo, as Head of Coal Marketing and Supply Chain Management, to deal/transact with the DOE relative to its COC No. 5.
 - h. Authority to process and transact with the PNP for controlled precursors and essential chemicals
 - i. Authority to Renew Fire Safety Inspection Certificate from the Bureau of Fire Protection
 - j. Sale of Company Motor-Vehicles
 - k. Authority to Process/Replace Lost Official Receipt Certificate of Vehicle

2. Special Meeting on March 24, 2025, with approval of the following resolutions:
 - a. Minutes of meeting held on February 28, 2025
 - b. Approval of Cash Dividends (Regular -P1.25) and (Special -PP0.75) with Record Date on April 8, 2025, and Payable on April 23, 2025
 - c. Bank Account Opening and Updating - Bank of Commerce, Metrobank (Minesite & Makati Head Office), BDO Network Bank (Semirara Hospital, Minesite, Makati Head Office), Development Bank of the Philippines (Minesite)
 - d. Authority to Donate Six-Wheeler Truck to Barangays Guban and Sipawa, Municipality of Sirawai, Zamboanga del Norte
 - e. Authority to Corporation's Supply Chain Management transact and deal with the following corporations: PLDT, Inc., PT&T Corp., Source Telecommunications, Inc., Innove Communications, Inc.
 - f. Authority of the President of the Corporation to sign all documents related to Vendor requirements in connection with the sale of coal products
 - g. Authority to Renew the Accreditation of the Port Service Provider with the PPA
 - h. Appointment of Authorized Representative with the Board of Investments (BOI)
 - i. Authority to file legal action for qualified theft

3. Regular Meeting on April 30, 2025 (First Quarter), with approval of the following resolutions:
 - a. Minutes of Meeting held on March 24, 2025
 - b. First Quarter Financial Report (AFS)
 - c. Appointment of Authorized Signatory for transactions with the Bureau of Customs
 - d. Authority to transact and avail of banking products and services with Bank of China (Hong Kong) Limited, Manila Branch
 - e. Authority to open and maintain deposit Accounts and Trust Accounts, FX Spot with EastWest Bank, Pasong Tamo Extension Branch
 - f. Appointment of Authorized Representative to deal with and transact with the Social Security System (SSS)
 - g. Authority to contract with Globe Fintech Innovations, Inc., and with affiliates and subsidiaries
 - h. Authority to Attend, Issue Proxy and/or Vote in the Annual General Meeting of Pippa

4. Organizational Meeting held on May 5, 2025, with the approval of the following resolutions:

Election Officers and Composition of Board Committees:

 - A. Principal Officer:**
 1. Isidro A. Consunji - *Chairman & Chief Executive Officer*
 2. Maria Cristina C. Gotianun – *President & Chief Operating Officer, Chief Sustainability Officer*
 3. *Carla Cristina T. Levina – VP & Chief Finance Officer*

4. Julius M. Lotilla -VP for Legal Affairs and Compliance, Chief
5. John R. Sadullo – *VP-Asset Registry, Corporate Secretary, & Corporate Information Officer*
6. Ruben P. Lozada – *VP, Mining Operations & Resident Manager*
7. Andreo O. Estrellado – *VP-Power Market & Commercial Operations*
8. Christopher Thomas C. Gotianun – *VP-Chief Business Development Officer*
9. Edgar C. Mariano – *VP- Calaca Power Complex Technical Services Department*

B. Corporate Governance Committees:

1. Audit Committee:
 - a. Ferdinand M. dela Cruz, Chairman
 - b. Roberto L. Panlilio, Member
 - c. Francisco A. Dizon, Member

2. Corporate Governance Committee:
 - a. Francisco A. Dizon, Chairman
 - b. Ferdinand M. dela Cruz, Member
 - c. Roberto L. Panlilio, Member

3. Risk Committee:
 - a. Roberto L. Panlilio, Chairman
 - b. Ferdinand M. dela Cruz, Member
 - c. Maria Cristina C. Gotianun, Member

4. Strategy and Sustainability Committee:
 - a. Antonio Jose U. Periquet, Jr., Chairman
 - b. Ferdinand M. dela Cruz, Member
 - c. Roberto L. Panlilio, Member
 - d. Francisco A. Dizon
 - e. Cesar A. Buenaventura, Member
 - f. Isidro A. Consunji, Member
 - g. Maria Cristina C. Gotianun, Member
 - h. Christopher Thomas C. Gotianun, Secretariat

Mr. Ferdinand M. dela Cruz was likewise appointed by the Board as Lead Director in compliance with the Code of Corporate Governance for Public Listed Companies (SEC Memorandum Circular No. 19, Series of 2016).

5. Special Meeting on June 4, 2025, with approval of the following resolutions:
 - a. Minutes of Organizational meeting held on May 5, 2025
 - b. Authority to transact and avail of banking products and services with the Philippine National Bank
 - c. Authority to Transact and Trade Foreign Exchange with Lake Shore CCY Incorporated
 - d. Authority to Apply for Permit to Operate as Importer of Excisable Articles (Minerals) with the BIR
 - e. Authority to Apply Permit to Operate as Importer of Excisable Articles (Non-Essential Goods) with the BIR
 - f. Authority to Execute a Deed of Assignment covering receivables from Central Azucarera Don Pedro Inc. in the amount of P43,421,497.00
 - g. Appointment of Authorized Personnel to file and secure BIR Tax Clearance with RDO No. 121
 - h. Authority to Deal and Transact with the Philippine National Police involving Controlled Precursors and Essential Chemicals
 - i. Authority to Secure Tree Cutting Permit from the DENR
 - j. Authority and Appointment of Authorized Representative for Performance Bond, Indemnity Agreements with Intrastrata Assurance Corporation
 - k. Authority to file a Complaint for Injunction with Prayer for Preliminary Injunction versus DOF, BIR, and BOC for imposition/collection of taxes over fuel importation/Appointment of Subido Pagente Certeza Mendoza & Binay Law Offices as Counsel

6. Special Meeting on June 20, 2025, with approval of the following resolutions:
 - a. Authority to Apply with DTI for a Certificate of Exemption from the Mandatory Philippine Standards and/or Import Commodity Clearance relative to the Company's importation of brand-new Bridgestone Off-the-Road Tire Casing VMTP 27.00 R49 with Oring
 - b. Authority to Apply for Permit to Engage in the Business of Producer of Biofuel-Blended Diesel

- with BIR
 - c. Appointment of Authorized Representatives relative to Civil Case 2025-063, entitled Ferriols vs Semirara Mining and Power Corporation, filed before RTC Br. 259, Paranaque City
 - d. Authority to Apply with the Optical Media Board for a License to Operate and Importation Permit for Memory Cards
 - e. Authority to Apply for the Forbes Park Association Sticker for Company-owned Vehicle
7. Regular Meeting held on August 1, 2025 (Second Quarter) with approval of the following resolutions:
- a. Minutes of board meeting held on April 30, June 4, and June 20, 2025.
 - b. Second Quarter Financial Report (AFS)
Opening of Accounts and Availment of Bank Services with the following banks: Sterling Bank of Asia, Security Bank Corporation, and Union Bank of the Philippines
 - c. Approval of Authorized Personnel for Permits and Applications with Government Agencies
 - i. Department of Finance for duty and tax exemption endorsements
 - ii. Philippine Ports Authority for Permit to Improve the Corporation's Non-Commercial Port in Semirara Island
 - iii. Renewal of Surety Bond for Permit to Operate as Importer of Mineral Products with the BIR
 - iv. Renewal of Surety Bond for Permit to Operate for Petroleum Lubricants with the BIR
 - v. Appointment of Authorized Representative for Release of Imported Goods with the BIR
 - vi. Appointment of Authorized Representative to Process PTO for Imported Mineral (Bentonite Gel)
 - vii. Appointment of Authorized Representative to Process PTO for Imported Mineral (Platinum Crucible)
 - d. Appointment of Authorized Representative for Pending Criminal Case for Qualified Theft before RTC, Makati
 - e. Execute Non-Disclosure Agreement with Drink Editorial and Design for engagement in Integrated Communication Services
 - f. Sell Company Motor Vehicles
 - g. Authority to Claim Car Vehicle Plate Numbers from LTO- Land Rover 2009 Defender
 - h. Authority for Application for Forbes Part Sticker for the company vehicle
 - i. Donation of Condominium Unit 2306 and Parking Slot located in La Verti Residences
8. Special Meeting held on October 20, 2025, with the approval of the following resolutions:
- a. Declaration of Special Cash Dividends P1.25/share; Record Date - November 3 & Payment Date – November 20
 - b. Appointment of Representative for the Lifting of Abandonment of Shipment pending with Bureau of Customs
 - c. Appointment of Mr. Kwun Phite C. Lock, OIC, Head of Supply Chain Management, to transact with the following entities: Source Telecommunications, Inc., Innove Communications, Inc., PLDT Inc., and PT&T Corp.
 - d. Authority to Enroll in the Petron Fleet Card
 - e. Authorized Representative for Lifting of Abandonment with Bureau of Customs
9. Regular Meeting October 30, 2025 (Third Quarter), with approval of the following resolutions
- a. Approval of the Minutes of Meeting held on October 20, 2025
 - b. Approval of 3rd Quarter Financial Statements
 - c. Approval of Board Remuneration for 2025
 - d. Appointment of Authorized Representative for Insurance with Alliedbankers Insurance Corporation
 - e. Appointment of Authorized Representative for Application with BIR for Authority to Release Imported Goods (ATRIG)
 - f. Authority to Apply for Permit to Operate with BIR as Importer of Petroleum and Mineral Products and Maintenance of BIR Bonded Fuel Tanks
 - g. Sale of Motor Vehicles
10. Special Meeting held on November 20, 2025, with approval of the following resolutions:
- a. Approval of Minutes of Meeting held on October 30, 2025
 - b. Approval of Authority to Transact with PDEA for Permits and Licenses for Controlled Precursors
 - c. Authority to Renew Account with Bureau of Customs for Account Management Office Certificate of Accreditation
 - d. Authority to Receive Cash as Settlement in Criminal Case No. R-MKT-25-01298 to 01300-CR

- (Qualified Theft
e. Sale of Motor Vehicle
11. Special Meeting held on December 19, 2025, with the approval of the following resolutions:
- a. Approval of Minutes of Meeting held on November 20, 2025
 - b. Authority to Open Corporate Card with BPI
 - c. Authority to Transact with DOE on Reportorial Requirements
 - d. Authority to Secure Permit from PNP for Controlled Percursors
 - e. Authority to Apply for License to Operate and Import of Recorder -Videographic Data
 - f. Authority to Transact with Exist Software Labs, Inc.
 - g. Authority to Enroll for Autosweep and Easy Trip Fleet Account
12. Special Meeting held on March 3, 2026
- a. Approval of Minutes of the Meeting held on December 19, 2025
 - b. Approval of Agenda, Record Date, Requirements and Procedure for Electronic Voting in Absentia and Participation by Remote Communication in the Conduct of Annual Stockholders' Meeting, and Appointment of Sycip Gorres Velayo & Co., as Independent Tabulator.
 - c. Authority to Transact with the Philippine Drug Enforcement Agency for permits and Licenses for controlled Percursors
 - d. Authority for the Sale of Company Motor-Vehicle
13. Regular Meeting held on March 10, 2026
- a. Approval of Minutes of the Meeting held on March 3, 2026
 - b. Approval of Consolidated Audited Financial Statements, and Audited Financial Statements for the period ended December 31, 2026
 - c. Approval of re-appropriation of P5,300.00 million from the appropriated retained earnings as of 2020 for capital expenditures and power expansion projects expected to be pursued within 2027
 - d. Appropriation of 1,500.00 million from the unappropriated retained earnings as of December 31, 2021 for investments intended for renewable earnings investments which are expected to be pursued by 2027
 - e. Approval of Php5.0 billion Term Loan Facility with BDO Unibank, Inc.
 - f. Approval for the Corporation's Authority to Participate in the Department of Energy's 2026 Philippine Conventional Energy Contracting Program (PCECP) for Pre-Determined Area No. 1 (10 coal blocks located in Semirara Island, Caluya, Antique) for Development and Production
 - g. Approval of Donation of one (1) proprietary Membership Fee Certificate in the Valle Verde Country Club, Inc.

----- Nothing follows -----

SCHEDULE 4

REQUIREMENTS AND PROCEDURE FOR ELECTRONIC VOTING *IN ABSENTIA* AND PARTICIPATION BY REMOTE COMMUNICATION

This procedure is adopted pursuant to SEC Memorandum Circular No. 6, Series of 2020, or the “Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and Other Persons of Corporations in Regular and Special Meetings through Teleconferencing, Videoconferencing and Other Remote or Electronic Means of Communications.”

The Board of Directors of **Semirara Mining and Power Corporation** (the “Company”), at its meeting held last March 3, 2026, approved the conduct of the Annual Stockholders’ Meeting (ASM) on May 4, 2026, at 10:00 a.m. by remote communication. Stockholders of record, as of March 17, 2026, shall attend and participate in the meeting by remote communication, by voting *in absentia*, or by appointing the Chairman of the Board as their proxy.

The livestream link on the Company’s website is <https://www.semirarampc.com/asm>.

The following procedures shall be observed in the conduct of the ASM:

1. REGISTRATION AND PARTICIPATION

- 1.1. Stockholders who intend to attend and participate in the meeting remotely must register at <https://www.semirarampc.com/asm> beginning April 20 to 28, 2026, and provide the following as proof of their identity and right to vote in the ASM:

- 1.1.1. Name
- 1.1.2. Complete address
- 1.1.3. Email address
- 1.1.4. Contact number
- 1.1.5. Number of shares held.

- 1.2. The following documents are required for registration to be transmitted by email to corporatesecretary@semirarampc.com on the day of your registration:

CERTIFICATED SHARES:

- a. Individual Stockholder
 - i. Valid Government-Issued ID
- b. Corporate Stockholder
 - i. Secretary’s Certificate designating its attorney-in-fact and proxy.
 - ii. Valid Government-Issued ID of the representative

UNCERTIFICATED OR SCRIPLESS SHARES:

- a. Individual Stockholder
 - i. Broker’s Certification stating the stockholder’s name and the number of shares held.
 - ii. Valid Government-Issued ID
- b. Corporate Stockholder
 - i. Broker’s Certification stating the stockholder’s name and the number of shares held.
 - ii. Secretary’s Certificate designating its attorney-in-fact and proxy.
 - iii. Valid Government-Issued ID of the representative

The Company reserves the right to require additional personal data or documents to verify the identity and voting rights of the Stockholder. At all times, the right of the Stockholder to the privacy of his personal data as provided in the Data Privacy Act shall be ensured.

- 1.3. Validation of the above-mentioned information shall be made within one (1) working day from receipt of the Stockholder’s registration and supporting documents. Failure to submit the said documents may result in the disapproval or rejection of your registration.

- 1.4. Upon successful registration, the stockholder will receive an email confirmation and an invitation to participate in the ASM livestream by simply clicking the green button “Join event”.
- 1.5. Only Stockholders who have successfully registered in the Company’s Portal shall be included in the determination of quorum, together with the stockholders attended by proxy.
- 1.6. The Company will publish in advance on its website at www.semiramining.com an electronic copy of the following: Information Statement, Management Report, Agenda and Rationale to the Agenda, Proxy Form, Audited Consolidated Financial Statements for the period ended December 31, 2025, and other pertinent materials. The materials herein are likewise accessible through PSE EDGE.
- 1.7. Questions and/or comments may be sent to corporatesecretary@semirampc.com, no later than April 28, 2026, and shall be limited to the items in the Agenda. Some questions may be addressed during the meeting, while others will be answered by email.
- 1.8. Each of the proposed resolutions will be shown during livestreaming.
- 1.9. Voting shall only be allowed for Stockholders registered to vote *in absentia* and through the Chairman of the Board as a proxy.
- 1.10. Except for the election of Directors, all other items in the agenda for approval of the stockholders will need an affirmative vote of stockholders representing at least the majority of the outstanding voting stock present at the meeting. A two-thirds (2/3) vote of the outstanding voting stock present shall likewise be needed when so required under the By-Laws or the Revised Corporation Code of the Philippines.
- 1.11. Cumulative voting is allowed in the election of directors. You may refer to item 3.2.2 below on how to cumulate your votes.
- 1.12. The Office of the Corporate Secretary is designated as the Board of Canvassers to tabulate and validate the votes received, while Sycip Gorres Velayo & Co. (SGV) shall provide an independent tabulation service, the results of which shall be reported by the Corporate Secretary during the meeting.
- 1.13. The meeting proceedings shall be recorded in audio and video format.

2. VOTING BY PROXY

- 2.1. Stockholders may download the Proxy Form at www.semiramining.com.
- 2.2. Individual stockholders with scripless shares must submit the Proxy Form accompanied by:
 - 2.2.1. Broker’s Certification certifying that the holder thereof is a *bona fide* stockholder of the Company and indicating the number of shares held under his name; and
 - 2.2.2. Copy of any of his government-issued IDs.
- 2.3. Corporate Stockholder must submit the Proxy Form accompanied by:
 - 2.3.1. Secretary’s Certificate showing authority; and
 - 2.3.2. Copy of any government-issued IDs of the authorized representative.
- 2.4. Scanned copy of the duly accomplished proxies and their supporting documents must be received by the Corporate Secretary through email at corporatesecretary@semirampc.com on or before 5:00 p.m. on April 24, 2026, and hard copies thereof must be sent to the 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City. Proxy validation is scheduled for April 28, 2026, at 10:00 a.m., at the Company’s office.

3. ELECTRONIC VOTING OR VOTING *IN ABSENTIA*

- 3.1. Upon successful registration as specified in item 1 above, the Stockholder will be given access to the portal at <https://www.semirarampc.com/voting>, where the Stockholder may cast their votes beginning April 20, 2026, until 12:00 noon of May 4, 2026.
- 3.2. All items in the agenda shall be voted on by the Stockholder or his proxy as follows:
 - 3.2.1. For items except the election of Directors, registered Stockholder or his/her proxy will have the option to vote "For," "Abstain," or "Against." The vote is considered cast for all the registered Stockholder's shares.
 - 3.2.2. For the election of Directors, the registered Stockholder or his/her proxy may vote for all the nominees or cumulate his/her vote for one or some of the nominees provided that the total number of allowable votes will not exceed the number of shares multiplied by the number of Board seats (Number of shares x 11 Directors = Number of Voting Shares).
- 3.3. Once the registered Stockholder or his/her proxy has voted, he can proceed to submit his electronic ballot by clicking the 'Submit' button. No changes can be made after the electronic ballot has been submitted. The Stockholder or his/her proxy will then be redirected to an online webpage containing a summary of the votes cast.
- 3.4. The integrity and secrecy of votes shall be protected. As such, all votes received will be tabulated and validated by the Board of Canvassers. The Corporate Secretary shall report the results of voting during the meeting.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholders:

Please be notified that the Annual Meeting of Stockholders of Semirara Mining and Power Corporation (the "Corporation") will be held on May 4, 2026, Monday at 10:00 o'clock in the morning and will be conducted via remote communication at <https://www.semirarampc.com/asm>, with the following agenda:

- 1) CALL TO ORDER & PROOF OF NOTICE OF MEETING
- 2) CERTIFICATION OF QUORUM
- 3) CHAIRMAN'S MESSAGE
- 4) APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDERS' MEETING HELD ON MAY 5, 2025
- 5) PRESENTATION AND APPROVAL OF THE PRESIDENT'S REPORT
- 6) PRESENTATION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENT FOR CY 2025
- 7) RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDERS' MEETING UP TO THE DATE OF THIS MEETING
- 8) ELECTION OF DIRECTORS FOR 2026-2027
- 9) APPROVAL OF APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR
- 10) OTHER MATTERS
- 11) ADJOURNMENT

Stockholders of record as of March 17, 2026, will be entitled to notice of and vote at the said annual meeting or any adjournment or postponement thereof.

Stockholders may only attend the meeting by remote communication, by voting *in absentia* using the online voting portal at <https://www.semirarampc.com/voting>, or by appointing the Chairman of the meeting as their proxy. The requirements and procedure for electronic voting *in absentia* and participation by remote communication are set forth in the Information Statement and published on the Company's website at www.semiraramining.com and at the PSE EDGE.

Duly accomplished proxies must be submitted on or before April 24, 2026, to the Office of the Corporate Secretary at 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines, or by email at corporatesecretary@semirarampc.com. Proxy validation is scheduled for April 28, 2026, at 10:00 a.m.

Makati City, Metro Manila, March 3, 2026.



JOHN R. SADULLO
Corporate Secretary
For the Board of Directors

**Semirara Mining and Power Corporation has a dividend policy that ensures a minimum of 20% of net profit after taxes starting from the period ending December 31, 2005. However, the Board of Directors has the option to declare more than 20% if there is excess cash, and less than 20% if there is insufficient cash available.*

The corporation declared a regular cash dividend of P1.25/share and a special cash dividend of P.75/share on March 24, 2025, with a Record Date of April 8, payable on April 23, 2025. It also declared a special cash dividend of P1.25/share on October 20, with a Record Date of November 4 payable on November 20, 2025.

AGENDA DETAILS AND RATIONALE

Agenda No. 1. Call to Order and Proof of Notice of Meeting

The Chairman of the Board of Directors, Isidro A. Consunji, will call the meeting to order. The Corporate Secretary, John R. Sadullo, shall inform the stockholders that the Notice and the Definitive Information Statement have been published in the business section (both print and online) of a newspaper of general circulation for two (2) consecutive days. The same is also posted on SMPC's website and on PSE EDGE.

Agenda No. 2. Certification of Quorum

The Corporate Secretary, John R. Sadullo, will certify that copies of this Notice were sent to stockholders of record on March 17, 2026, and will certify the number of attendees, whether in person or by proxy, to determine the existence of a quorum to transact business.

Stockholders who have successfully registered to attend and participate in the meeting may send their questions to corporatesecretary@semirarasmpc.com. Questions will be addressed after Other Matters (Agenda No. 10), while others will be replied to via email.

Agenda No. 3. Chairman's Message

The Chairman, Isidro A. Consunji, will deliver his message to the stockholders.

Agenda No. 4. Approval of Minutes of Previous Stockholders' Meeting Held on May 5, 2025

Minutes of the previous meeting are presented to the stockholders for their approval. A copy thereof is available on SMPC's website through this link: [Click Here](#).

Agenda No. 5. Presentation and Approval of President's Report

The President and Chief Operating Officer, Maria Cristina C. Gotianun, will render the President's Report, and present to the stockholders for approval the results of SMPC's operation and financial performance for the past year.

Agenda No. 6. Presentation and Approval of the Audited Financial Statements for 2025

Presented to the stockholders for approval are SMPC's Consolidated Audited Financial Statements for the period ended December 31, 2025.

Agenda No. 7. Ratification of the Acts of the Board of Directors and Management from the Date of the Last Annual Stockholders' Meeting up to the Date of this Meeting

The actions of the Board of Directors and Management were those taken from the last annual stockholders meeting until the date of this meeting. The Board's resolutions are enumerated in **Schedule 3** of the Definitive Information Statement.

Agenda No. 8. Election of Directors for 2026-2027

The nominees for directors, including the independent directors endorsed by the Corporate Governance Committee, will be presented to the stockholders for election. The elected directors will hold office for one (1) year until their successors have been duly elected and qualified. The profile of the nominees is found in **Schedule 2** of the Definitive Information Statement. The nominees on the Board are the following:

1. Isidro A. Consunji
2. Maria Cristina C. Gotianun
3. Jorge A. Consunji
7. Antonio Jose U. Periquet, Jr.
8. Christopher Thomas C. Gotianun
9. Nestor D. Dadivas

4. Ma. Edwina C. Laperal
5. Herbert M. Consunji
6. Josefa Consuelo C. Reyes
10. Roberto L. Panlilio (Independent)
11. Francisco A. Dizon (Independent)

Agenda No. 9. Approval of Appointment of Independent External Auditor

The Audit Committee of SMPC, upon evaluation of SyCip Gorres Velayo & Co.'s performance, independence, qualifications, and with due regard to management feedback, will endorse to the stockholders for approval of its re-appointment as SMPC's independent external auditor for the fiscal year 2025.

Agenda No. 10. Other matters

The stockholders may be asked to consider any other issues or matters that may arise during the meeting.

Agenda No. 11. Adjournment

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned. The meeting proceedings shall be recorded in audio and video format and immediately posted on SMPC's website.

**PROXY FORM
SEMIRARA MINING AND POWER CORPORATION**

Item 1. Identification. This proxy is being solicited by the **MANAGEMENT OF SEMIRARA MINING AND POWER CORPORATION** (the “Corporation” or “SMPC”). The Chairman of the Board of Directors or, in his absence, the President of SMPC will vote the proxies at the Annual Stockholders’ Meeting to be held on **May 4, 2026, 10:00 a.m., to be conducted virtually at <https://www.semirarampc.com/asm>.**

Item 2. Instructions.

- (a) The stockholder of record must duly accomplish the proxy as of Record Date, or his duly authorized agent. In case of a stockholder that is a corporation or a partnership, the proxy must be accomplished by the officer or agent that is duly authorized to do so by virtue of an appropriate corporate or partnership resolution.
- (b) Duly accomplished proxies must be delivered to the Corporate Secretary no later than April 24, 2026, 5:00 p.m. through email at corporatesecretary@semirarampc.com and hard copies thereof to the following address: **Semirara Mining and Power Corporation, 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines.**
- (c) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary’s certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.
- (d) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an “and/or” capacity, any one of them may execute the proxy.
- (e) Validation of proxies will be conducted by the Special Committee of Inspectors designated by the Board on April 28, 2026, 10:00 a.m. at the 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines. Any dispute that may arise pertaining to the validation shall be resolved by the Securities and Exchange Commission upon a formal complaint filed by the aggrieved party.
- (f) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of SMPC, as his proxy for the annual stockholders meeting on May 4, 2026.
- (g) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder’s shares of stock in SMPC as of Record Date.
- (h) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20.11.2.
- (i) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1), (2), (3), (4), (5) and (6) by checking the appropriate box. **WHERE THE BOXES (OR ANY OF THEM) ARE UNCHECKED, THE STOCKHOLDER EXECUTING THE PROXY IS DEEMED TO HAVE AUTHORIZED THE PROXY TO VOTE IN FAVOR OF THE ITEMS SPECIFIED HEREUNDER.**

The Undersigned Stockholder hereby appoints:

- (a) **The Chairman of the Board of Directors of SMPC, or in his absence, the President, or in their absence,**
- (b) _____

as his/her/its Proxy to attend the stockholders’ meeting of SMPC, and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

1. Approval of minutes of the previous Stockholders’ meeting held on May 5, 2025

For Abstain Against

2. Presentation and Approval of President’s Report

For Abstain Against

3. Presentation and Approval of the Audited Financial Statements for CY 2025

For Abstain Against

4. **Ratification of the acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting up to the date of this Meeting**

For Abstain Against

5. **Election of Directors for 2026-2027**

For all the nominees below, except those whose names are stricken out.

WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES LISTED BELOW.

(Instructions: TO STRIKE OUT A NAME OR WITHHOLD TO VOTE FOR ANY INDIVIDUAL NOMINEE, DRAW A LINE THROUGH THE NOMINEE'S NAME IN THE LIST BELOW).

Nominees:

- | | |
|-----------------------------------|----------------------------------|
| 1. Isidro A. Consunji | 7. Josefa Consuelo C. Reyes |
| 2. Jorge A. Consunji | 8. Antonio Jose U. Periquet, Jr. |
| 3. Maria Cristina C. Gotianun | 9. Nestor D. Dadvivas |
| 4. Herbert M. Consunji | 10. Roberto L. Panlilio* |
| 5. Ma. Edwina C. Laperal | 11. Francisco A. Dizon* |
| 6. Christopher Thomas C. Gotianun | |

**Independent Director*

6. **Approval of appointment of Independent External Auditor**

For Abstain Against

Item 3. Revocability of Proxy. – Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. The proxy may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares. Shares represented by an unrevoked proxy will be voted on as authorized by the stockholder.

Item 4. Persons Making the Solicitation. – The solicitation is made by the Management of SMPC. No director of SMPC has informed in writing that he intends to oppose an action intended to be taken up by the Management of SMPC at the annual meeting. Solicitation of proxies shall be made through the use of mail or personal delivery. SMPC will shoulder the cost of solicitation involving reproduction and mailing of this proxy in an estimated amount of P130,000.00, more or less.

Item 5. Interest of Certain Persons in Matters to be Acted Upon. – No director, officer, nominee for director, or associate of any of the foregoing has any substantial interest, direct or indirect, by security holdings or otherwise, in the matter to be acted upon at the annual stockholders' meeting to be held on May 4, 2026.

Number of Shares Held as of Record Date: _____

Date of Proxy

(Signature above printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary).

CERTIFICATE OF QUALIFICATION

I, **ROBERTO L. PANLILIO**, of legal age, Filipino, with address located at [REDACTED] after being duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of **Semirara Mining and Power Corporation (SMPC)** duly elected at its Annual Stockholders' Meeting on May 2, 2023.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Listed:		
DMCI Holdings, Inc.	Independent Director	2022-Present
Lopez Holdings Corporation	Independent Director	2023-Present
Rockwell Land Corporation	Independent Director	2025-Present
Non-Listed:		
Endeavor Philippines	Director	2015-Present
L&R Corporation	President	1992-Present
Philippine Association of Securities Brokers and Dealers, Inc.	Director	1992-Present
Maya Bank	Director	2022-Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of SMPC, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of SMPC, its subsidiaries and affiliates, nor a relative in any other way than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer, employee or director of any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as an independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.
8. That I shall inform the Corporate Secretary of SMPC of any changes in the above-mentioned information within five (5) days from its occurrence.

Done on this MAR 11 2026 day of March, 2026, Makati City, Metro Manila, Philippines.

[REDACTED]
ROBERTO L. PANLILIO
Affiant

SUBSCRIBED AND SWORN to before me, a Notary Public in and for the city named above, on this MAR 11 2026 day of March, 2026, at Makati City, Metro Manila, Philippines, the affiant exhibited to me his [REDACTED] issued at DFA, Manila on May 18, 2018, bearing his photograph and signature, and that he is the same person who executed the foregoing Certification and acknowledged that he executed the same.

Doc. No. 220 ;
Page No. 33 ;
Book No. III ;
Series of 2026.



MAKATI CITY
ATTY. KIMBERLY D. DELA CRUZ
Notary Public for the City of Makati
Appointment No. M-244 (NEW) (2025-2026)
Until December 31, 2026
Roll of Attorneys No. 75749
PTR No. 10767479; 01-06-2026; Makati City
IBP No. 560295; 11-21-2025; Makati City
MCLE No. VIII - 0030447; 04-28-2025
Semirara Mining and Power Corporation
2/F DCM Plaza 2281 Don Chino Roces Ave., Makati City

Republic of the Philippines }
 _____ } S.S.

CERTIFICATE OF QUALIFICATION

FRANCISCO A. DIZON, of legal age, Filipino, with address located at _____
 _____ after being duly sworn to in accordance with law, do hereby declare that:

1. I am an Independent Director of **Semirara Mining and Power Corporation (SMPC)**, duly elected at its Annual Stockholders' Meeting on May 2, 2023.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Listed:		
None.		
Non-Listed:		
Sun Savings Bank	President & CEO	2018-Present
Pacific Northstar Inc.	Chairman & President	1995-Present
Project Quest Corporation	Chairman & President	1996-Present
BPO International	Chairman	2004-Present
Sun Star Cebu Publishing, Inc.	Director	1992-Present
Medical Doctors, Inc.	Independent Director	2005-Present
Laura Vicuña Foundation	Trustee	1990-Present
Phoenix One Knowledge Solutions, Inc.	Chairman/Director	2000-Present
Fleetwood Holdings, Inc.	Chairman & President	1999-Present
Capitol Star Development Corporation	President	2014-Present
Diz Shorline Holdings Corp.	Director/Treasurer	2017-Present
Marina Investment, Inc.	Director	2019-Present
Joyzend Corp.	Director/Corp. Sec.	2011-Present
Joygrowth Holdings, Inc.	Director	2016-Present
Former Affiliations:		
Sun Savings Bank, Inc.	Chairman	2011-2018
PNB (EUROPE) PLC	Chairman	2001-2005
PNB General Insurers Company, Inc.	Director	2001-2005
Beneficial-PNB Life Insurers Co., Inc.	Director	2001-2005
PNB Remittance Center (Hong Kong)	Director	2001-2005
PNB Remittance Center (USA)	Director	2001-2005
PNB Holdings Corporation	Director	2001-2005
Bulawan Mining Corporation	Director	2001-2005
Philippine National Bank	Director	2000-2001
Philippine National Bank	Chairman	2001-2005
Rizal Commercial Banking Corporation	President & CEO	1997-2000
RCBC Capital Corporation	Director	1997-2000
RCBC Forex Brokers Corporation	Director	1998-2000
RCBC Savings Bank	Director	1998-2000
Rizal Commercial Banking Corporation	Advisory Board	2000-2000
Asian Bank Corporation	President/CEO/Director	1992-1994
Asian Bank Corporation	President/COO/Director	1990-1992
Asian Savings Bank	Director	1986-1990
AB Capital and Investment Corporation	Vice Chairman	1990-1994
AB Capital and Investment Corporation	President/COO/Director	1986-1990
AB Leasing and Finance Corporation	Director	1986-1994
Stock Transfer Service, Inc.	Director	1986-1994
Investment House Association of the Phils.	President & Director	1987-1998
Cardinal Ceramics, Inc.	Director	1987-1988
Cebu Holdings, Inc.	Director	1988-1994

Ayala Property Ventures Corp.	Director	1987-1989
HI-Cement Corp.	Director	1989-1994
Megalink	Director	1992-1994
Pacific Horizon Investment Trust PLC	Directot	1989-1994
Philippine Long Term Equity Fund	Director/Chairman of Investment Committee	1987-1994
ATSP Management Ltd.	Director	1987-1994
Union Savings and Mortgage Bank	First VP and COO/VP/OIC	1979-1980
Bancom Group, Inc.	Vice-President	1979-1980
Bancom Development Corp.	AVP/ Sr. Asst. Treasurer/ Asst. Treasurer/ Deal Manager	1975-1979
Pointwest Technologies Corporation	Chairman/Vice-Chairman	2004-2018
AB Capital and Investment Corporation	Senior Vice-President	1980-1986

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of SMPC, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of SMPC, its subsidiaries, and affiliates, nor a relative in any other way than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer, employee or director of any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as an independent director under the Securities Regulation Code and its Implementing Rules and Regulations, the Code of Corporate Governance, and other SEC issuances.
8. That I shall inform the Corporate Secretary of SMPC of any changes in the above-mentioned information within five (5) days from its occurrence.

Done on this MAR 11 2026 day of March 2026 Makati City, Metro Manila, Philippines.

[Redacted Signature]

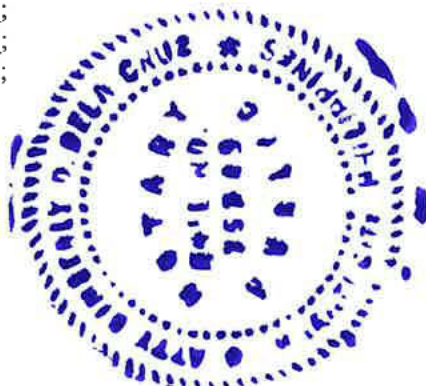
FRANCISCO A. DIZON

Affiant

MAKATI CITY

MAR 11 2026 SUBSCRIBED AND SWORN to before me, a Notary Public in and for the city named above, on this _____, affiant exhibited to me his [Redacted] issued by the Republic of the Philippines, bearing his photograph and signature, and that he is the same person who personally signed before me the foregoing Certification and acknowledged that he executed the same.

Doc. No. 222 ;
 Page No. 33 ;
 Book No. III ;
 Series of 2026.



[Redacted Signature]
ATTY. KIMBERLY D. DELA CRUZ
 Notary Public for the City of Makati
 Appointment No. M-244 (NEW) (2025-2026)
 Until December 31, 2026
 Roll of Attorneys No. 75749
 PTR No. 10767479; 01-06-2026; Makati City
 IGP No. 560295; 11-21-2025; Makati City
 MCLE No. VIII - 0030447; 04-28-2025
 Semirara Mining and Power Corporation Page | 2
 2/F DDM Plaza 2281 Don Chino Roces Ave., Makati City

Republic of the Philippines }
MAKATI CITY } S.S.


CERTIFICATION

I, **JOHN R. SADULLO**, of legal age, Filipino, with office address located at 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, under oath, do hereby depose and state that:

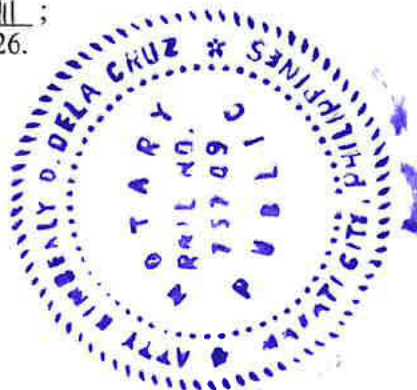
1. I am the incumbent Corporate Secretary of **SEMIRARA MINING AND POWER CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with the same office address above-mentioned.
2. As such, I am the custodian of, and have access to, the corporate minutes of meetings, books, and records of the Corporation.
3. Based on available records with the Corporation, none of the named directors and officers of the Corporation works or is connected directly or indirectly with the Government; and
4. I am issuing this Certification to attest to the truthfulness of the information contained in the Corporation's Information Statement (SEC Form 20-IS) and in compliance with the Securities and Exchange Commission requirements.

IN ATTESTATION OF THE ABOVE, I have signed this Certificate this MAR 16 2026 day of March 2026, at Makati City, Philippines.


JOHN R. SADULLO
Corporate Secretary

MAKATI CITY
SUBSCRIBED AND SWORN, to before me, a Notary Public in and for the city named above, on this MAR 16 2026, personally appeared John R. Sadullo who has satisfactory proven to me his identity through his  bearing his photograph and signature; and that he is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he executed the same.

Doc. No. 256 ;
Page No. 40 ;
Book No. III ;
Series of 2026.




ATTY. KIMBERLY D. DELA CRUZ
Notary Public for the City of Makati
Appointment No. M-244 (NEW) (2025-2026)
Until December 31, 2026
Roll of Attorneys No. 75749
PTR No. 10767479; 01-06-2026; Makati City
IBP No. 560295; 11-21-2025; Makati City
MCLE No. VIII - 0030447; 04-28-2025
Semirara Mining and Power Corporation
2/F DMCI Plaza 2281 Don Chino Roces Ave., Makati City

MANAGEMENT REPORT

Pursuant to SRC Rule 20(4)

**SEMIRARA MINING AND POWER CORPORATION
 MANAGEMENT REPORT**

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ATTACHMENTS:

1. TOP 100 STOCKHOLDERS AND LIST OF BENEFICIAL OWNERSHIP OF SECURITIES AS OF MARCH 17, 2026.
2. STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS.
3. 2025 & 2024 ANNUAL AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND ITS SUPPLEMENTARY SCHEDULES.

PART I- BUSINESS AND GENERAL INFORMATION

Form and Year of Organization

Semirara Mining and Power Corporation (the “Company” or “SMPC”) was incorporated on February 26, 1980 to explore, develop, and mine the coal resources in Semirara Island. On August 18, 2014, the Securities and Exchange Commission approved the change in the Company’s name to include the word “power” in line with the forward integration of its business as a coal supplier or producer to power generation through its wholly-owned subsidiaries.

SMPC is the leading vertically integrated power generation company in the Philippines. To date, SMPC is still the only power producer in the country that owns and mines its fuel source. SMPC is also the largest coal producer, accounting for 99% of the country’s coal production.

The Company has nine (9) wholly-owned (100%) subsidiaries (direct and indirect):

1. SEM-Calaca Power Corporation (SCPC) was incorporated on November 19, 2009 to engage in the business of power generation. SCPC wholly-owned subsidiaries are:
 - a. SEM-Calaca RES Corporation (SCRC) was incorporated on September 14, 2009 to engage in the business of selling electricity primarily to contestable market;
 - b. Sem-Calaca Port Facilities Inc.¹ (SPFI) was incorporated on December 20, 2022 to engage in the business of commercial ports and other activities;
2. Southwest Luzon Power Generation Corporation (SLPGC) was incorporated on August 31, 2011 to engage in the business of power generation;
3. SEM-Cal Industrial Park Developers Inc.¹ (SIPDI) was incorporated on April 27, 2011 to engage in the development of economic zone in accordance with Republic Act No. 7916, as amended, otherwise known as the Special Economic Zone Act of 1995;
4. Semirara Material and Resource, Inc.¹ (SMRI) – formerly known as Semirara Claystone Inc. (SCI) was incorporated on November 29, 2012 to engage in the business of manufacturing of cement, cement products, and pottery, among others; SEC approved the change in company name of SCI to SMRI on April 15, 2022.
5. Semirara Energy Utilities Inc.¹ (SEUI) was incorporated on February 18, 2013 to perform qualified third-party functions as an alternative electric service provider authorized to serve remote and unviable areas;
6. Southeast Luzon Power Generation Corporation¹ (SELPGC) was incorporated on September 9, 2013 to engage in the business of power generation; and
7. St. Raphael Power Generation Corporation¹ (SRPGC) was incorporated on September 10, 2013 to engage in the business of power generation.

¹ non-operating entities as of December 31, 2025

Principal Product or Services and their Markets

The Company generates its revenues through the production and sale of sub-bituminous coal. In 2025, total volume sold reached 15.4 million metric tons (MMT), 6% decline from last year. Sales volume is mainly driven by export sales accounting for 46% of the shipments which mostly went to China and South Korea. SMPC has been successful in diversifying its export market from China to other Asian countries such South Korea, Brunei, India and Vietnam. The 54% consists of domestic sales that was sold to own power plants (55%), other power plants (23%), and to industrial and cement plants (22%).

As part of its vertical integration, the Company also provides baseload power to the Luzon and Visayas grids through its two wholly owned operating subsidiaries – SCPC and SLPGC.

Coal-fired thermal power plants of SCPC (2x300 MW) and SLPGC (2x150 MW) are both located in Brgy. San Rafael, Calaca, Batangas. Total dependable capacity (gross) as of December 31, 2025 stood at 860 MW with SCPC at 560 MW and SLPGC at 300 MW. The two companies provide baseload power through bilateral contracts with private distribution utilities, retail electricity supplier (RES), electric cooperatives and other large end-users. Excess capacity is sold to the Wholesale Electricity Spot Market (WESM) or spot market. Total contracted energy is at 362.9 MW as of end of 2025, of which 272.5 MW is for SCPC and 90.4 MW is for SLPGC.

On September 14, 2009, the Company established its own RES through the establishment of SEM-Calaca RES Corporation (SCRC). SCRC is a wholly owned subsidiary of SCPC and is licensed under the Energy Regulatory Commission (ERC) to supply electricity to end users in contestable market.

The Company also established other subsidiaries to engage in power generation and other businesses aligned with the Company's business model and structure. These subsidiaries are still non-operating as of December 31, 2023.

Percentage of Sales and Net Income Contributed by Foreign Sales for Each of the Last Three Years

For years 2025, 2024 and 2023, , foreign sales accounted for 60%, 66% and 63% of consolidated coal revenues, respectively. Meanwhile, the contribution of foreign sales to net income are 13%, 18% and 22% in 2025, 2024 and 2023, respectively. These foreign sales pertain to export sales of the coal segment. There are no foreign sales component in the power segment.

Distribution Methods of the Products or Services

For the coal segment, local sales are mostly composed of ultimate consumers such as power plants, industrial and cement plants, on FOB basis. Export sales are distributed through coal traders, also on FOB basis. Meanwhile, the power segment generates revenue from sales to private distribution utilities, RES, electric cooperatives and other large end-users through bilateral contracts and sale of excess or uncontracted capacity to the spot market or WESM.

Competitive Business Conditions and the Registrant's Competitive Position in the Industry and Methods of Competition

Competition is insignificant as far as domestic coal mineis concerned. SMPC's coal production registered an all-time high of 19.9 MMT, 24% improvement from 16.0 MMT in 2022, 2023 and 2024. The Company remains to be the dominant player or biggest coal mining company in the Philippines. In terms of coal production, SMPC produced 99.5% of the local coal production based on latest data from Department of Energy. The nominal balance is shared by small-scale mines in Cebu, Batan Island, Albay, Surigao, Zamboanga and other areas. Nonetheless, domestic coal demand is still anchored heavily on imported coal. The competitiveness of domestic coal producers is challenged by the more superior quality of imported coal as well as the government's policy on liberalization. This is however compensated by the Department of Energy's policy to promote indigenous energy resources and lower freight costs of local coal vis-à-vis imports. The Company remains to be competitive while it continues to exert efforts to improve the quality of its coal and keep production costs low. Common Effective Preferential Tariff rates (CEPT) on coal among ASEAN member nations is 0%, outside ASEAN, the tariff rate is at 5%.

In 2025SMPC's pricing for domestic coal is either on spot, fixed price or based on coal indices such as New Castle Index or Indonesian Coal Index, and related foreign exchange rate. With the normalization of coal and electricity prices in 2025, the Company's revenue dipped by 20% due to lower coal sales volume and lower coal and electricity despite all time high coal production volume, and record high power generation and improved plant availability.

The Electric Power Industry Reform Act (EPIRA) of 2001 or RA 9136 provided the mandate and the framework to introduce competition in the electricity market. The EPIRA has promoted a level playing field in the competitive retail electricity market. The privatization of NPC assets and NPC-IPP contracts in Luzon and Visayas, the creation of WESM for energy trading and the integration of the Luzon and Visayas grid therein as well as the initial commercial operations of the Retail Competition and Open Access (RCOA) are some of the major developments in the Philippine electricity market following the passage of the EPIRA.

The developments brought by the EPIRA and the long-term electricity requirement of the country has attracted many competitors in the power industry. Likewise, the dispatch and sale of electricity depends on the ability to offer a competitive price to the market. Moreover, the demand for the use of renewable energy sources has introduced new challenges in the power industry.

SMPC believes that due to its vertical integration, its power segment remains to be cost competitive compared to other generation companies in the industry. SMPC is continuously exploring other energy sources as part of its sustainability goals.

Sources and Availability of Raw Materials and the Name of Principal Suppliers

The Company has a Coal Operating Contract (COC) with Department of Energy (DOE) in 1977 (amended 1981) for the exploration, development, mining and utilization of coal over Semirara Island, Antique pursuant to Presidential Decree No. 972. On May 13, 2008, the DOE approved the term extension of the Company's COC from July 13, 2012 to July 14, 2027. Semirara Island has an estimated coal reserve of around 170 million MTs. On November 12, 2009, DOE and the Company amended the Coal Operating Contract. The amendment changed the coordinates of the contract area to include an area of 3,000 and 4,200 hectares, more or less, situated in Caluya Island and Sibay Island, Antique. On August 3, 2018, DOE and the Company executed the 2018 Amendment to COC No. 5 amending the coal contract area in order to optimize the development and production of coal resources in Semirara Island. Under said amendment, the Company relinquished coal blocks 294, 375, 377 and 16, and replaced with coal blocks 214, 215, 254 and 257 all located in Semirara Island. It also relinquished the areas in Caluya and Sibay, Antique.

In 2013, two new concessions were awarded to the Company located in Bulalacao, Oriental Mindoro and in Maitum and Kaimba, Province of Sarangani. In 2019, the Company voluntarily relinquished its rights over these concessions.

The two operating power generation companies, SCPC and SLPGC, both operates coal-fired thermal power plants. To ensure security of supply and cost effectiveness, SCPC and SLPGC exclusively sources its annual coal requirement from its Parent Company (SMPC) through long-term coal supply contracts.

Dependence on One or a Few Major Customers and Identification of Such

The Company is not dependent upon a single customer as it successfully diversified its market base. In 2025, export and local sales registered at 49% and 51% in terms of value and 46% and 54% in terms of volume, respectively. While in 2024, export and local sales registered at 56% and 44% in terms of value and 51% and 49% in terms of volume, respectively. The domestic sales were sold to power plants, cement plants, and other industries.

Approximately 46% of the total electricity sold by the power segment (SCPC and SLPGC) are under bilateral contracts for the year ended December 31, 2025. The remaining 54% was sold through WESM or the spot market.

Transactions With and/or Dependence on Related Parties

Please refer to Note 19 (Related Party Transactions) of Notes to Consolidated Financial Statements.

SMPC has no other transaction with other parties (outside the definition of "related parties") with whom SMPC or its related parties have relationship that enables the parties to negotiate terms of material transactions that may not be available from the others. All related party transactions are made at terms and prices agreed upon by the parties. SMPC has an approval process and established limits when entering into material related party transactions. There are no financial assistance provided to subsidiaries or any affiliates.

Patents, Trademarks, Copyrights, Licenses, Franchises, Concessions and Royalty Agreement, or Labor Contracts Including Duration

On July 11, 1977, the Department of Energy (DOE) executed a Coal Operating Contract (COC) with Vulcan Industrial & Mineral Exploration Corporation and Sulu Sea Oil Development Corporation with a contract period until July 13, 2012. On April 7, 1980, all rights and interests of Vulcan and Sulu was assigned to SMPC. The COC was extended until July 14, 2027. SMPC's incentives from the COC are: (1) Exemption from all taxes except income tax; (2) Exemption from payment of tariff duties and compensating tax (VAT) on importation of machinery and equipment and spare parts, and material required for the coal operations, subject to certain conditions; (3) Accelerated depreciation on fixed assets necessary in coal operations, subject to certain conditions; (4) Right to remit at prevailing exchange rate at the time of remittance arising from foreign loans and contracts associated in the performance of COC, subject to Central Bank regulations; (5) Preference in grant of government loans in the performance of COC; (6) Engagement of alien technical and specialized personnel.

Further, SMPC is required to pay royalties to the Department of Energy (DOE) – at 30% of net proceeds (gross revenue less all expenses, excluding royalty and corporate tax) and compensation for entry and use of private lands under the provisions of PD 972, as amended by PD 1174, to land owners–Php0.50/MT for untitled land and Php1.00/MT for titled land.

The business of power generation and retail electricity supply is not considered as a public utility operation under the EPIRA. As such, the power businesses of SMPC are not required to obtain franchise. In order to operate a generation facility, SCPC and SLPGC secures from the ERC Certificates of Compliance (COC) and complies with the standards, requirements and other terms and conditions set forth in the COC. Meanwhile, SCRC has obtained a RES license under ERC to engage in the business of selling electricity to end-users in the contestable market.

Government Approval of Principal Products or Services

SMPC has secured permits and licenses from the government as follows:

- a) Extension of Coal Operating Contract with the DOE from 2012 to 2027.
- b) DENR Environmental Compliance Certificate No. 9805-009-302.
- c) DENR Environmental Compliance Certificate ECC-CO-1601-005 issued by the DENR for the Molave Coal Project.
- d) DENR Environment Compliance Certificate No. ECC-CO-2001-0001 issued by the DENR for the Semirara Coal Project
- e) DENR Environment Compliance Certificate No. ECC-CO-2412-0024 issued by the DENR for the Semirara Coal Mine Complex Expansion Project
- f) Business Permits issued by Caluya, Antique and Makati City.
- g) Aerodrome Registration Certificate No. AGA-R-009-2018A issued by CAAP-yearly renewable.
- h) Certificate of Registration of Port Facilities No. 149 until December 31, 2024. SMPC filed its application for renewal with the Philippine Ports Authority on November 2024 and its pending ng approval.

On February 27, 2026, the DOE launched a Pre-Determined Area (PDA) Bid Round for coal development and production, offering coal areas with identified mineable reserves to support broader energy security and transition agenda under a transparent and competitive contracting process. The PDA Bid Round for the continuation of the coal operations in Semirara will be undertaken pursuant to the DOE Department Circular No. 2026-02-004. The bidders are given 60 calendar days to submit their bid with submission deadline on or before April 28, 2026. Contract will be awarded to the winning bidder within 60 days from such date.

Operating companies under the power segment (SCPC, SLPGC and SCRC) secures COCs and RES license with ERC. The generation facilities of SCPC and SLPGC complies with all the requirements under the ERC guidelines, the Philippine Grid Code, the Philippine Distribution Code, WESM rules and other relevant laws and regulations. Meanwhile, SCRC's license grants the right for the company to operate as a RES (Retail Electricity Supplier).

Effect of Existing or Probable Government Regulations on the Business

SMPC and its subsidiaries are subject to the laws generally applicable to all Philippine-registered companies with the Securities and Exchange Commission (SEC), such as corporation law, tax, local government code, labor and social legislations, i.e., SSS, Pag-Ibig and Philhealth, among others.

This also includes the Revised Corporation Code of the Philippines (RCC), RA 11232 which took effect on February 23, 2019, and other rules, regulations and issuances of SEC. The RCC aimed at improving ease of doing business and affording more protection to corporations and stockholders and promoting good corporate governance. Also, The Data Privacy Act of 2012, RA 10173 which was approved into law on August 15, 2012, imposes restrictions on the processing of personal information, sensitive or otherwise, held by a personal information controller, such as employers.

The Tax Reform for Acceleration and Inclusion (TRAIN) Law, RA 10963, became effective on January 1, 2018. It introduced amendments to personal income taxation, transfer tax, value-added tax, excise tax, taxation on sale of shares of stocks, and documentary stamp tax, among others. Major provision of the TRAIN Law is the staggered increase in oil and coal excise taxes. Rates were adjusted gradually between 2018 and 2020. The coal rates increased from P10 per metric ton to P50, P100, and P150 per metric ton, respectively, in 2018, 2019, and 2020, covering both domestic and imported coal.

The Corporate Recovery and Tax Incentives for Enterprises Act (CREATE) Law was signed on March 26, 2021 and seeks to reduce corporate income tax rates and rationalizes the current fiscal incentives by making it time-bound, targeted, performed-based, and transparent. The incentives will be granted based on the number and quality of jobs that will be created, the investments made in research and development and skills training, the capital invested for countrywide infrastructure development, among

others.

The Corporate Recovery and Tax Incentives for Enterprises to Maximize Opportunities for Reinvigorating the Economy Act (CREATE MORE) was signed on November 8, 2024 and amended the CREATE Act. The CREATE MORE Act strengthened and enhanced the original CREATE law by expanding tax incentives, clarifying VAT rules, lowering effective taxes for registered enterprises, and extending incentive periods to attract more investments to the Philippines.

SMPC is required under Philippine law to secure mining and exploration permits, as well as environmental clearances from the appropriate government agencies, for its continued operations. Notable is the Environmental Compliance Certificate (ECC), which the Department of Environment and Natural Resources, through the Environmental Management Bureau, granted SMPC ECC-CO-2412-0024 dated May 23, 2025, for its Semirara Coal Mine Complex Expansion Project located at Barangay Semirara, Caluya, Antique, which increased the production limit from 16 MMT to 20 MMT

Moreover, SMPC is also required to register and/or secure a permit to operate from the Philippine Ports Authority (PPA) pursuant to PD 857 dated December 23, 1975, and the relevant Administrative Orders issued by PPA for SMPC's private, non-commercial port located in Semirara, Caluya, Antique.

The Electric Power Industry Reform Act of 2001 (EPIRA) was signed into law on June 8, 2001. It was enacted to provide a framework for the restructuring of the electric power industry, including the privatization of the assets of NPC, the transition to the desired competitive structure, and the definition of the responsibilities of the various government agencies and private entities. SCPC and SLPGC are required under the EPIRA to obtain a Certificate of Compliance (COC) from the Energy Regulatory Commission (ERC) which is renewable every five years.

Competitive Selection Process (CSP)

The DOE issued Department Circular No. DC2018-02-0003 dated February 1, 2018, adopting and prescribing the policy for the competitive selection process in the procurement by the distribution utilities of power supply agreement for the captive market.

ERC Reliability Performance Indices

The ERC issued Resolution No. 13, Series of 2020 as amended, or "A Resolution Adopting the Interim Reliability Performance Indices and Equivalent Outage Days per Year of Generating Units." Its objectives, among others, are to set a reliability performance benchmark per technology for all generating units to lessen outages and ensure predictable power supply and rate; to promote accountability of Generation Companies, the System Operator, and the Transmission Network Provider to achieve greater operations and economic efficiency; and to monitor the actual planned and unplanned outages days of generating units.

ERC Revised Guidelines for Financial Capability Standards of Generation Companies

The ERC issued Resolution No. 06, Series of 2005 dated April 14, 2005, adopting the guidelines for the financial standards of generation companies. Its objectives are to promote the overall financial viability of the generation sector, ensure the affordability of electric power supply while maintaining the required quality and reliability, and protect the public interest.

Retail Competition and Open Access (RCOA)

Pursuant to DOE Department Circular No. DC2015-06-0010 dated June 19, 2015, governs the establishment and full implementation of RCOA. RCOA is the provision of electricity to a contestable market by suppliers through open access where it allows any qualified person to use the transmission, and/or distribution systems associated facilities subject to the payment of transmission and/or distribution retail wheeling rates duly approved by the ERC.

Renewable Portfolio Standards (RPS)

The DOE issued Department Circular No. DC2018-08-0024 dated August 24, 2018, promulgating the rules and guidelines governing the establishment of the renewable portfolio standards for off-grid areas in order to contribute to the growth of the renewable energy industry in the off-grid and missionary areas by mandating electric power industry participants to source and produce a specified portion of their electricity requirements from the eligible renewable energy resources.

Costs and Effects of Compliance with Environmental Laws

SMPC has programs being implemented to comply with the conditions of ECC, which includes the

Regular Monitoring by the Multi-partite Monitoring Team (MMT), Marine Assessment Studies/Surveys, and Social & Environmental Development Programs such as expanded mangrove areas, initiated and supported livelihood projects, implemented reforestation programs on the island and cultivated marine sanctuary, i.e., giant clams and abalones. SMPC has spent P1.56 billion on these activities from 1999-2023. SMPC has established an Environmental Monitoring Fund for MMT, which has an initial amount of P600,000.00 determined by the work and financial plan of the Monitoring Team. Also, an Environmental Guarantee Fund was established with a cash component of P15.61 million as of December 31, 2023. This enables SMPC's continued mining operations.

SCPC and SLPGC continue to go beyond compliance by implementing reforestation programs, marine protection, and river protection. A 50ha forested land that is part of Mt. Batulao was adopted last 2019 to protect and continuously reforest. The marine protection project is a 16ha area in Balayan Bay located in the town of Balayan, Batangas. Activities such as coastal cleanups, marine assessments, livelihood projects, artificial reef deployments, and information dissemination were implemented. Dacanlao and Cawong rivers were protected by SCPC and SLPGC. Steady improvement in the dissolved oxygen (DO) and biochemical oxygen demand (BOD) in the water quality of Cawong and Dacanlao rivers were recorded by DENR-EMB. These were concrete proofs that the river clean-up, tree planting along the riverbanks, and regular garbage collection of the trash traps were effective in improving the water quality.

Aside from outside activities, SCPC and SLPGC implemented resource management through water conservation initiatives, solid waste management, and fugitive dust mitigation. Three units of dust suppressors from Germany were acquired and deployed in 2021 to mitigate fugitive dust and protect our host communities. Water quality and solid waste management were consistently implemented to meet DENR and other government agency requirements.

Compliance with ECC conditions and other legal requirements is continually strengthened by designated Compliance Officers at sites. The compliance officer is solely dedicated in ensuring that all ECC conditions, permit conditions, licenses, and legal requirements are monitored and complied. The position also conducts compliance reporting and compliance review to ensure that the processes of SCPC and SLPGC adhere to all legal requirements.

Total Number of Employees and Number of Full-Time Employees

The number of employees per company, level, and location as of December 31, 2025, are as follows:

Head Office	SMPC	SCPC	SLPGC
Executives	7	-	-
Managers	27	-	-
Supervisors	30	-	-
ProfTech	60		
Rank and File	28	-	-
Total	156	-	-
Minesite/Power Plant	SMPC	SCPC	SLPGC
Executives	1	-	1
Managers	22	2	19
Supervisors	165	28	48
ProfTech	305	47	49
Rank and file	3,605	166	144
Total	4,098	243	261

Except for SCRC, other SMPC subsidiaries, namely: SIPDI, SCI, SEUI, SELPGC, SRPGC, and SPFI are non-operational; hence, no employees were hired.

There are no existing labor unions in SMPC and its subsidiaries.

SMPC and subsidiaries do not anticipate hiring additional employees for the ensuing year, except in response to contingencies, such as, but not limited to, additional roles and functions, separations, resignations, and terminations of existing employees.

Major Risk/s Involved in Each of the Business of the Company and Subsidiaries

Major business risks are operational, regulatory compliance, and financial risks. The operational and regulatory risks are being mitigated by SMPC's compliance to its Integrated Management System (IMS) Policy covering Quality Management System (ISO 9001:2015), Environmental Management System (ISO 14001:2015), and Occupational Health and Safety Management System (ISO 45001:2008). SMPC has been ISO certified since 2008 and remains certified.

In 2025, our power subsidiaries mitigate their operational risks by structuring and executing the asset management plan to manage the prolonged unplanned shutdowns, and by securing industrial all risks with business interruption insurance cover for its power plants. Our coal segment has strengthened its Safety organization and has been accelerating the implementation of pit safety and ground control management to ensure the safety of its workforce, and at the same time achieve the production targets.

Legal Proceedings

SMPC and subsidiaries' existing legal cases are as follows:

1. **The HGL Case.** At some point in January 2004, SMPC received a complaint filed by HGL Development Corporation (HGL). The facts are as follows:

On August 28, 1984, HGL entered into a Forest Land Grazing Lease Agreement (FLGLA No. 184) with the DENR covering a 367-hectare land located at the Barrios of Bobog and Pontod, Semirara, Antique. In its Order dated December 6, 2000, DENR cancelled FLGLA No. 184 on the ground that the subject area is within the coverage of Proclamation No. 649, which sets apart the island of Semirara in the Province of Antique as a coal mining reservation.

HGL's reconsideration letter dated January 12, 2001, was denied by the DENR on December 9, 2002.

The Caloocan Case

On November 17, 2003, HGL filed a complaint (Civil Case No. C-20675) against the DENR for specific performance and damages in Branch 121, Regional Trial Court of Caloocan City (RTC-Caloocan). HGL prayed that the DENR should be compelled to fulfil its contractual obligations under FLGLA No. 184 and pay HGL for moral and exemplary damages and attorneys' fees.

On March 2, 2004, SMPC filed a motion for intervention, which was granted by RTC-Caloocan. Subsequently, SMPC filed a motion to dismiss for lack of a cause of action and for forum shopping. On June 10, 2005, the RTC-Caloocan denied the motion for dismissal and the subsequent motion for reconsideration. SMPC challenged the said Order via a petition for review with the Court of Appeals on November 28, 2005 (Semirara Mining Corporation vs. Judge Adoracion G. Angeles and HGL Development Corporation, Court of Appeals, Manila, G.R. SP No. 92238).

On January 15, 2007, the Court of Appeals reversed the RTC-Caloocan's decision and ordering the dismissal of the case in view of HGL's failure to appeal before the Office of the President the cancellation of its FLGLA No. 184 by the DENR. On July 2, 2008, the Court of Appeals denied HGL's appeal with finality.

With the denial of HGL's motion for reconsideration, HGL filed a petition for certiorari on November 14, 2007, before the Supreme Court (SC G.R. No. 177844). Said petition was denied for failure to sufficiently show any reversible error on the assailed Court of Appeals' decision. HGL's motion for reconsideration was denied with finality on July 2, 2008.

Meanwhile, a separate petition was filed by DENR docketed as "*Secretary of the Department of Environment and Natural Resources vs. Judge Adoracion G. Angeles and HGL Development Corp., CA G.R. SP Case No. 92311.*" As the petition was denied by the Court of Appeals, DENR filed a petition for certiorari before the Supreme Court (G.R. No. 180401). On February 4, 2008, the Supreme Court denied the petition of DENR. Its motion for reconsideration was likewise denied with finality on March 25, 2009.

Citing as basis the dismissal of the RTC-Antique case (Civil Case No. C-146) on the ground of forum shopping, SMPC filed a motion to dismiss the case with RTC-Caloocan on August 15, 2008

for lack of jurisdiction and forum shopping. On December 24, 2008, the RTC-Caloocan denied the motion and retained jurisdiction over the case. With the denial of its motion for reconsideration on June 24, 2009, SMPC filed a petition for certiorari with the Court of Appeals on September 14, 2009 (Semirara Mining Corporation vs. Judge Adoracion G. Angeles and HGL Development Corp., CA G.R. SP No. 110460). On October 31, 2013, the Court of Appeals dismissed SMPC's petition. Its motion for reconsideration dated November 22, 2013, was likewise denied.

On May 29, 2014, SMPC filed its petition for review on certiorari under Rule 45 with the Supreme Court (G.R. No. 212018). After directives given by the Supreme Court in June 2017, SMPC filed

its Reply to HGL's comment to the petition. On April 26, 2021, the Supreme Court directed the Court of Appeals to elevate the complete records of the case. On February 6, 2023, a Resolution was issued for the case records to be elevated to the Supreme Court. O The case remains pending to date.

The Culasi Case

HGL also filed a separate case (Civil Case No. C-146) against SMPC on November 17, 2003 in Branch 13 of the Regional Trial Court of Culasi, Antique (RTC-Culasi) for the recovery of possession over a 367-hectare land located in the Barrios of Bobog and Pontod, Semirara, Antique, with prayer for the issuance of a preliminary mandatory injunction; actual, moral and exemplary damages; and attorney's fees in the total amount of P10 million. SMPC received the summons on January 15, 2004.

On February 6, 2004, SMPC filed its Answer and prayed for the outright dismissal of the case as the Order canceling FLGLA No. 184 had long been final and executory and can no longer be disturbed. SMPC claims exemplary and moral damages and attorneys' fees.

On September 16, 2004, the RTC-Culasi granted HGL's prayer for preliminary mandatory injunction. SMPC did not seek reconsideration. As the issuance of the writ was sustained by the Court of Appeals-Cebu (CA-GR CEB-SP No. 00035) in its Decision dated January 31, 2005, SMPC filed a Petition for Certiorari to the Supreme Court (G.R. No. 166854) with prayer for Temporary Restraining Order (TRO) and/or Injunction. The Supreme Court initially granted the TRO on March 2, 2005, but on December 6, 2006, it denied SMPC's Petition and lifted the TRO. On January 18, 2007, SMPC filed a Motion for Reconsideration, and on January 25, 2007, a Supplemental Motion for Reconsideration, both of which were denied with finality by the Supreme Court on February 14, 2007. The Supreme Court's December 6, 2006, decision became final and executory on March 13, 2007.

Based on the denial of SMPC's Petition, HGL filed a Motion to Execute the RTC-Culasi's order for a preliminary mandatory injunction. On March 26, 2007, SMPC opposed HGL's Motion based on a supervening event, i.e., SMPC had secured on March 12, 2007, a DENR Temporary Special Land Use Permit over a 60-hectare portion of the property subject of the case, valid until March 2010. SMPC instead sought the dismissal of the case on Forum Shopping grounds, which the RTC-Antique granted with prejudice on July 18, 2007. HGL's motion for reconsideration was denied on November 20, 2007. No appeal was filed by HGL.

On February 6, 2008, HGL filed a Petition for Indirect Contempt (SC G.R. No. 181353) with the Supreme Court. HGL alleged, among others, that the dismissal of the Culasi case constitutes indirect contempt as HGL was not able to implement the Supreme Court's December 6, 2006 Decision (affirming the earlier order of RTC-Culasi granting HGL's prayer for preliminary mandatory injunction) and resolution dated February 14, 2007, as RTC-Culasi dismissed the main case or the Culasi case on the ground of forum shopping.

On June 6, 2016, the Supreme Court partially granted HGL's Petition and reinstated Civil Case No. C-146 and remanded it to RTC-Culasi for the specific purpose of hearing and determining the damages to be awarded to HGL for the non-enforcement of the Writ of Preliminary Mandatory Injunction dated October 6, 2004.

On August 4, 2023, the RTC-Culasi issued a Resolution ordering SMPC to pay HGL the amount of P3,000,000.00 as temperate damages and P3,521,168.00 attorney's fees while the claim for moral damages was denied for lack of basis. All monetary awards shall earn 6% legal interest per annum from finality of the Resolution until its full satisfaction. On October 11, 2023, SMPC filed its partial Motion for Reconsideration, praying that the award of damages be deleted. HGL filed likewise its

own motion to claim P21,850,000 in actual damages or in the alternative P8,000,000 in temperate damages and attorney's fees of P4,869,455.17. Both MRs were denied, hence, both filed their respective notice of appeals. On June 27, 2025, the RTC transmitted the complete case records to CA-Cebu.

2. **Forcible Entry Case.** – The complaint docketed as *Gabinete, et. al. vs. SMPC, et. al., Civil Case No. 210-C, MCTC-Pandan, Antique* hinges from the alleged entry of SMPC to a portion of Gabinete's properties located in Barangay Alegria, Caluya, Antique. The occupation of SMPC was based on the authority of the new owner of the property. Gabinete prayed that the Court order

SMPC to vacate the properties and pay damages and attorney fees. On March 11, 2015, SMPC submitted its affidavits and position paper as required by the Court. The case is submitted for resolution/decision of the Court.

3. **Declaratory Relief with Injunction Case.** – This is a case filed by SMPC against the *Bureau of Internal Revenue [BIR], Bureau of Customs [BOC] & Department of Finance [DOF] under Civil Case No. 13-1171, RTC Makati Br. 146*. On May 21, 2013, SMPC was granted a Certificate of Qualification for Tax Exemption under PD 972 by the Department of Energy (DOE) for its 36,000,000 liters of diesoline. SMPC made the first partial shipment of 6,176,367 liters. BIR assessed VAT and excise tax on said shipment in the amount of P27,341,714.00, which was paid under protest. As a result, SMPC filed a petition for Declaratory Relief with the RTC-Makati on October 3, 2013, seeking to enjoin BIR and BOC from implementing BIR Revenue Regulation No. 2-2012 (RR No. 2-2012) by imposing advance payment of VAT on SMPC's importation of diesel fuel for its own use and consumption. BIR rationalizes the issuance of RR No. 2-2012 to curb smuggling. While under said regulations, payment of VAT is subject to right of refund by SMPC (effectively 0% rated), being exempted from VAT under its Coal Operating Contract (COC) and PD 972, SMPC contested the application of said regulation as it effectively diminishes its exemption granted by law and impairs the rights under its COC pursuant to the non-impairment clause of the Constitution.

On October 30, 2013, SMPC secured a 20-day TRO, and on November 21, 2013, the RTC-Makati issued a preliminary injunction against the BIR, BOC, and DOF insofar as the implementation of said regulation specifically against SMPC. Defendants moved for reconsideration but were denied by the RTC-Makati on February 4, 2014. On February 10, 2014, the RTC-Makati granted SMPC's petition and declared that given the tax exemption provided under PD 972 and the COC, RR No. 2-2012 issued by the respondents was held inapplicable to SMPC's direct importation of petroleum products.

The DOF and BOC filed a petition for review on certiorari under Rule 45 of the Rules of Court (ROC) with the Supreme Court (G.R. No. 211188) on April 8, 2014, while the BIR on May 13, 2014 filed with the Court of Appeals (CA-G.R. No. 135364) a petition for review under Rule 65, ROC with prayer for TRO and/or writ of preliminary injunction. Meanwhile, SMPC filed a petition on September 2, 2015, with the Court of Tax Appeals (CTA Case No. 9133) given the denial by the BIR of its claim for tax refund in the amount of P27,341,714.00 as VAT paid under protest.

CTA Case No. 9133

This case is a petition for review filed on September 2, 2015 by SMPC on the denial of its claim by the BIR for tax refund involving the amount of P27,341,714.00 as VAT paid under protest for the first shipment of its diesoline importation. On July 27, 2018, the Court of Tax Appeals promulgated its decision granting SMPC's petition and ordering the BIR to refund the amount of P27,341,714.00. On August 17, 2018, the BIR moved for reconsideration on the July 27, 2018 decision, which the Court of Tax Appeals' denied in its Resolution dated January 15, 2019 for lack of merit. The BIR filed a petition for review with the Court of Tax Appeals *En Banc* (CTA EB No. 2005) on February 15, 2019. On June 30, 2020, the Court of Tax Appeals *En Banc* promulgated its Decision denying for lack of merit the BIR's petition and affirmed the Court of Tax Appeals' Decision dated July 27, 2018, and its Resolution dated January 15, 2019. Its motion for reconsideration was likewise denied on March 2, 2021. On April 9, 2021, the BIR filed a Petition for Review on Certiorari with the Supreme Court (G.R. No. 255900), praying for the reversal of the June 30, 2020, Decision and March 2, 2021, Resolution of the Court of Tax Appeals *En Banc*. The case remains pending to date.

4. **Illegal Dismissal Case.** – SMPC received a copy of the complaint/summons dated August 30, 2022, for the alleged illegal dismissal docketed as "*Jose Roberto C. Cabili, Complainant vs. Semirara Mining and Power Corp., Cristina C. Gotianun, and Almar G. Valdemar, Respondents,*

RAB Case No. VI-08-10689-22, National Labor Relations Commission [NLRC], Bacolod City.” The termination of employment is based on just cause, following an accident that caused damage to SMPC’s equipment due to his gross negligence. SMPC filed its Position Paper on November 28, 2022. On January 31, 2023, the Labor Arbiter dismissed the complaint and money claims for lack of factual and legal basis. The NLRC on June 23, 2023, affirmed the Labor Arbiter’s findings and denied Cabili’s Motion for Reconsideration on October 16, 2023. Cabili appealed the case to the Court of Appeals through a Petition for Certiorari dated January 19, 2024. On March 12, 2026, SMPC received a Notice of Decision dated October 30, 2025, from the CA dismissing the Petition for Certiorari and affirming the decision of the Decision and Resolution of the NLRC 7th Division dated June 23, 2023, and October 16, 2023, respectively.

5. **Semirara Mining and Power Corporation, Plaintiff vs. DOF, BIR and BOC, Defendants, Civil Case No. R-MKT-25-011180-CV, Regional Trial Court, Makati City, Branch 234 [Injunction with Prayer for the Issuance of a TRO and/or Preliminary Injunction].** – SMPC filed a Complaint for Injunction with prayer for Temporary Restraining Order and/or Writ of Preliminary Injunction before the RTC Makati to enjoin the DOF, BIR, and BOC from collecting duties and taxes on the SMPC’s fuel imports under Section 295(F) of the NIRC, as amended by the CREATE Law.

SMPC maintains that it remains exempt from such charges under PD 972 (Coal Development Act of 1976) and its Coal Operating Contract, which prevail over general laws and are protected by the Constitution’s Non-impairment Clause.

On June 17, 2025, the RTC issued a 20-day TRO. On July 31, 2025, the RTC issued the Writ of Preliminary Injunction (WPI) enjoining the defendants from removing the tax incentives enjoyed by SMPC under PD 972. On December 12, 2025, the BIR filed a Motion to Suspend Proceedings before the RTC, pending resolution of its Petition by the CTA (see details below), which was granted by the RTC in a Resolution dated January 13, 2026. The next hearing is scheduled on April 14, 2026. Case Pending.

The CTA Case

On December 11, 2025, BIR filed a Petition for Certiorari and Prohibition under Rule 65, with an urgent prayer for the issuance of a TRO and/or WPI before the Court of Tax Appeals (CTA). BIR seeks to annul and set aside the Orders of the RTC, which granted SMPC’s application for a WPI and the denial of the BIR’s Motion for Reconsideration. BIR further prayed to restrain the RTC from proceeding with the case. SMPC has not yet been formally served with the copy of the Petition for it to file an Answer or Comment. Case pending.

6. **In Re: Violation of Article V of ERC Resolution No. 10, Series of 2020, Sem-Calaca Power Corporation, Respondent, ERC Case Nos. 2021-063 SC & 2021-064 SC.** – Sem-Calaca Power Corporation (SCPC), a subsidiary of SMPC, received on February 8, 2022, the Energy Regulatory Commission (ERC) Decision imposing a penalty of P337,200.00 for allegedly exceeding the number of allowed unplanned outages by 5.24 days for Unit 1; and P3,975,600.00 for allegedly exceeding the number of allowed unplanned outages by 96.2 days for Unit 2. Both exceed the maximum allowable unplanned outage of 16.8 days pursuant to Article V of ERC Resolution No. 10, Series of 2020. On February 15, 2022, SCPC filed a Motion for Reconsideration. The case remains pending to date.
7. **In Re: Violation of Article V of ERC Resolution No. 10, Series of 2020, Southwest Luzon Power Generation Corporation, Respondent, ERC Case No. 2021-079 SC.** – Southwest Luzon Power Generation Corporation (SLPGC), a subsidiary of SMPC, received on October 28, 2021, the ERC Decision imposing a penalty of P135,400.00 for allegedly exceeding the number of allowed unplanned outages by 0.54 days for Unit 2 in excess of the maximum allowed unplanned outage of 16.9 days pursuant to Article V of ERC Resolution No. 10, Series of 2020. On November 4, 2021, SLPGC filed a Motion for Reconsideration. The case remains pending to date.

Except for the foregoing cases, SMPC or its subsidiaries are not a party to any pending legal proceedings. It is not involved in any pending legal proceedings regarding any of its properties. Apart from the foregoing, it is not involved in any claims or lawsuits seeking damages that may materially affect it or its subsidiaries.

PART II – SECURITIES OF THE REGISTRANT

A. MARKET PRICE OF AND DIVIDENDS ON REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(1) Market Information. -

SMPC’s common shares are traded on the Philippine Stock Exchange.

SMPC’s stocks closed at P28.25 per share on the last trading day of 2024 with a corresponding market capitalization of P120.07 billion. As of March 17, 2026, market capitalization rose to P121.14 billion based on the closing price of P28.50 per share.

The high and low stock prices of the Company’s common shares for each quarter of the past three (3) years are as follows:

In Php	High	Low	Close
2023			
Jan-Mar	36.45	28.05	32.35
Apr-Jun	32.95	27.00	28.00
July-Sep	35.70	27.70	34.90
Oct-Dec	37.05	27.90	30.25
2024			
Jan-Mar	35.60	35.60	34.90
Apr-Jun	34.95	34.95	33.70
July-Sep	34.50	34.50	32.50
Oct-Dec	34.90	34.90	34.90
2025			
Jan-Mar	38.60	33.90	35.25
Apr-Jun	36.20	31.70	33.00
July-Sep	36.00	32.15	35.20
Oct-Dec	35.75	27.00	28.25
2026			
Jan-Mar ¹	33.20	21.20	28.50

- (2) **Holders.** – As of March 17, 2026, Record Date, SMPC has 783 shareholders with 4,250,547,620 common shares outstanding, of which 3.47% or 147,564,464 shares are owned by foreign stockholders.

Nationality	Classes of Shares	Number of Shares	Percentage of Total
Filipino	Common	4,102,983,156	96.53
Foreign	Common	147,564,464	3.47
Total Number of Common Outstanding Shares		4,250,547,620	100.00

Names of Top Twenty (20) Stockholders as of March 17, 2026 (Common Stockholders):

No.	Name of Stockholders	No. of Shares	Percentage of Total
1.	DMCI Holdings, Inc.	2,407,770,396	56.65
2.	PCD Nominee Corp. (Filipino)	800,181,981	18.83
3.	Dacon Corporation	571,041,765	13.43
4.	PCD Nominee Corp. (Foreign)	145,869,100	3.43
5.	Privatization Management Office	145,609,296	3.43

¹ As of March 17, 2026.

6.	DFC Holdings Inc.	86,526,716	2.04
7.	Augusta Holdings, Inc	23,243,622	0.55
8.	Freda Holdings, Inc.	18,640,092	0.44
9.	Regina Capital Development Corp.	9,634,550	0.31
10.	Berit Holdings Inc.	9,290,592	0.22
11.	Meru Holdings, Inc.	6,854,198	0.16
12.	Daveprime Holdings Inc.	5,622,789	0.13
13.	Great Times Holdings Corporation	4,635,704	0.11
14.	Artregard Holdings Inc.	3,390,390	0.08
15.	Garcia, Jaime B.	2,193,768	0.05
16.	Tashiding Holdings Inc.	1,832,400	0.04
17.	Windermere Holdings Inc.	1,192,648	0.03
18.	Vendivel, Olga P.	720,000	0.02
19.	Carousel Holdings, Inc.	500,000	0.01
20.	San Juan, Romulo D.	400,000	0.01

The list of SMPC's top 100 stockholders and PCD's list of beneficial ownership of securities as of March 17, 2026, are attached hereto.

- (i) The table sets forth the record or beneficial owners of more than 5% of the outstanding Common Shares of SMPC, which are entitled to vote, and the amount of such record or beneficial ownership as of March 17, 2026:

Title of Class	Name	Number of Shares Held	Percentage of Total
Common	DMCI Holdings, Inc.	2,407,770,396	56.65
Common	PCD Nominee Corp. (Filipino)	800,184,981	18.83
Common	Dacon Corporation	571,041,765	13.43

- (ii) each director and nominee

Office	Names
Director, Chairman & CEO	Isidro A. Consunji
Lead Independent Director	Ferdinand M. dela Cruz
Independent Director	Roberto L. Panlilio
Independent Director	Francisco A. Dizon
Director, President, COO & CSO	Maria Cristina C. Gotianun
Director	Jorge A. Consunji
Director	Herbert M. Consunji
Director	Ma. Edwina C. Laperal
Director	Josefa Consuelo C. Reyes
Director	Antonio Jose U. Periquet, Jr.

- (iii) all directors and officers as a group, and the registrant's present commitments to such person with respect to the issuance of any class of its common equity as of March 17, 2026.

Title of class	Name of beneficial owner	Amount and nature of beneficial ownership			Citizenship	%
		Direct	Indirect ³	Total		
Common	Isidro A. Consunji	120	34,172,814	34,172,814	Filipino	0.80
Common	Jorge A. Consunji	120	6,185,148	6,185,148	Filipino	0.15
Common	Herbert M. Consunji	120	169,800	169,920	Filipino	0.00
Common	Maria Cristina C. Gotianun	1,428	27,723,745	27,725,173	Filipino	0.65
Common	Ma. Edwina C. Laperal	1,212	15,283,259	15,284,471	Filipino	0.36
Common	Josefa Consuelo C. Reyes	120,000	13,216,398	13,336,398	Filipino	0.31
Common	Antonio Jose U. Periquet, Jr.	-	4,333,000	4,333,000	Filipino	0.10
Common	Ferdinand M. dela Cruz	1,000	123,900	124,900	Filipino	0.00
Common	Roberto L. Panlilio	1,000	-	1,000	Filipino	0.00
Common	Francisco A. Dizon	5,000	1,000	6,000	Filipino	0.00
Common	John R. Sadullo	-	-	-	Filipino	0.00
Common	Ruben P. Lozada	-	475,200	475,200	Filipino	0.00
Common	Carla Cristina T. Levina	-	-	-	Filipino	0.00

Common	Christopher Thomas C. Gotianun	1,000	132,400	133,400	Filipino	0.00
Common	Edgar C. Mariano	-	-	-	Filipino	0.00
Common	Julius M. Lotilla	-	-	-	Filipino	0.00
Aggregate Ownership of all directors and officers as a group		131,000	97,911,824	101,947,424		2.40

² Shares are held by family members sharing the same household or by a corporation of which the reporting person is a controlling shareholder.

- (3) **Dividends.** – SMPC’s dividend policy is to declare a minimum of 20% of its net profit after tax as an annual cash dividend, subject to the approval of the Board of Directors. Provided, however, that the Board shall have the option to declare more than 20% if there is excess cash and less than 20% if sufficient cash is not available. Below are dividends declared for the past three (3) years:

Year	Board Approval	Nature	Dividend/ Share (P)	Total Amount of Dividend (P)	Record Date	Payment Date
2023	3/27/23	Cash	1.80	7,650,985,716.00	4/13/23	4/25/23
2023	3/27/23	Cash	1.70	7,225,930,954.00	4/13/23	4/25/23
2023	10/9/23	Cash	3.50	14,876,916,670.00	10/23/23	11/8/23
2024	03/22/24	Cash	3.50	14,876,916,670.00	04/11/24	04/19/24
2024	10/15/24	Cash	2.50	10,626,369,050.00	10/29/24	11/14/2024
2025	03/24/25	Cash	1.25	5,313,184,525.00	04/08/25	04/23/25
2025	03/24/25	Cash	0.75	3,187,910,715	04/08/25	04/23/25
2025	10/20/25	Cash	1.25	5,313,184,525.00	11/04/25	11/20/25

- (4) **Recent Sales of Unregistered or Exempt Securities.** - No unregistered or exempt securities were sold in 2025, 2024, and 2023.

PART III – FINANCIAL INFORMATION

A. MANAGEMENT’S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS (YEARS 2022-2025)

Full Years 2024-2025

December 31, 2025 (Audited) vs December 31, 2024 (Audited)

I. RESULTS OF OPERATIONS

The table below summarizes the performance of Semirara Mining and Power Corporation (SMPC), its operating subsidiaries SEM-Calaca Power Corporation (SCPC) and Southwest Luzon Power Generation Corporation (SLPGC), associate Concreat Holdings Philippines (CHP) and other non-operating subsidiaries, collectively referred to as “the Group” for the periods ended December 31, 2025 and 2024.

- SMPC (referred to as the Coal Segment) is a vertically-integrated power generator that runs on its own fuel. The largest domestic coal producer, it supplies affordable fuel to power plants, cement factories and other industrial facilities across the Philippines. It also exports coal to China, South Korea, Brunei, and other nearby markets.
- SCPC and SLPGC (collectively referred to as the Power Segment) generate baseload power for the national grid. Both supply electricity through bilateral contract quantity (BCQ) and the wholesale electricity spot market (WESM).
- Associate CHP is a major cement manufacturer in the country, producing high-quality cement under the brands APO, Rizal, Island, including Ordinary Portland Cement (OPC), which is used in large-scale projects. SMPC holds a 10% stake in CHP after its acquisition of Cemex Holdings Philippines (its former corporate name) on December 2, 2024.

In Php Millions except EPS	January to December (FY)		
	2025	2024	Change
Coal	6,412	11,134	-42%
Power	6,995	8,485	-18%
CHP	(347)	11	-3,355%
Core Net Income	13,060	19,630	-33%
Nonrecurring Items	-	-	0%
Reported Net Income	13,060	19,630	-33%
EPS (reported)	3.07	4.62	-33%

FY 2025 vs FY 2024 Consolidated Highlights

- The SMPC Group recorded a net income of P13.06 billion, a 33% decline from P19.63 billion in the same period last year. The decrease was mainly attributable to the continued normalization of coal and spot electricity prices, reduced shipments, higher non-cash costs, and the equity net loss from the Group's cement associate.

This resulted in earnings per share of P3.07, compared with P4.62 last year, representing a 23% return on equity.

- Total revenues decreased by 20%, from P65.19 billion to P52.23 billion, primarily due to lower average selling prices in both the coal and power segments and reduced coal sales volumes. These were partly offset by record-high electricity sales during the period.
- Total cash costs amounted to P30.56 billion, 18% lower than P37.44 billion last year, as disciplined cost management, lower government share, and operating efficiencies helped offset the impact of higher production and generation activities.

Drilling down, the cash component of cost of sales declined by 11% to P23.44 billion, from P26.26 billion in the prior year, reflecting lower coal shipments and improved generation efficiencies, lower fuel costs in the power segment, which tempered the effect of higher power sales.

Meanwhile, government share dropped by 69%, from P6.38 billion to P1.96 billion, in line with the decline in coal revenues.

Operating expenses rose by 8%, from P4.81 billion to P5.17 billion, mainly due to higher taxes and insurance premiums, and increased ICT-related expenditures.

As a result, core EBITDA reached P21.67 billion, down 22% from P27.75 billion in the previous year, with EBITDA margin slightly narrowing to 41%, compared with 43% last year.

- Net income margin declined to 25%, from 30%, mainly due to higher depreciation and amortization, the P347 million equity in net loss from the cement associate, and lower finance income.
- No nonrecurring items were recorded during the period.
- In terms of earnings contribution, the power segment accounted for 54% of group net income, while the coal segment contributed 46%, including the results of the cement associate.
- On October 20, 2025, the Company declared special cash dividends of P1.25 per share from unrestricted retained earnings, amounting to P5.31 billion, which were paid on November 20, 2025.

Together with the P2.00 per share regular and special dividends distributed in April 2025, total dividends declared for the year reached P13.80 billion. This represents 70% of the Group's 2024 net income of P19.63 billion, significantly exceeding the Company's 20% minimum dividend payout policy.

Based on the 2025 volume-weighted average share price of P33.60, the total dividend distribution translates to a dividend yield of 9.67%.

- As of December 31, 2025, the Group maintained a solid financial position, with total assets of P66.49 billion, slightly lower than P71.20 billion as of year-end 2024.
 - Cash and cash equivalents stood at P4.36 billion, down 54% from P9.47 billion, mainly reflecting dividend payments (P13.80 billion), capital expenditures (P5.93 billion), and debt servicing (P1.64 billion) during the year. These outflows were partly offset by strong operating cash generation.
 - Loans payable declined by 62%, from P2.64 billion to P997 million, following regular amortizations and the absence of new borrowings. As a result, the debt-to-equity ratio improved to 0.19, from 0.26 previously.
 - The current ratio strengthened to 3.04, compared with 2.35 last year, supported by a 4% reduction in accounts and other payables, mainly due to lower shipments.
 - Book value per share stood at P13.12 slightly lower than P13.30 a year earlier, as dividend distributions during the year offset the impact of earnings growth.

FY 2025 vs FY 2024 Segment Performance

Coal

At the standalone level, coal revenues declined by 25%, from Php 47.07 billion to P35.51 billion, due to weaker selling prices and lower shipment volumes, alongside a higher share of lower-quality coal sold during the year.

Reported net income decreased by 42% to P7.93 billion, from P13.74 billion previously, reflecting softer topline and higher noncash costs.

After intercompany eliminations, net income attributable to the coal segment likewise fell by 42%, from P11.13 billion to P6.41 billion. Intercompany eliminations declined by 42%, from P2.60 billion to P1.52 billion, mainly due to lower coal and electricity selling prices and reduced coal sales, which compressed gross margins.

These eliminating entries represent the gross margins arising from intercompany transactions between the coal and power segments.

Further details on the segment's financial and operational performance below:

- **Normalizing prices.** The average selling price (ASP) of Semirara coal declined by 19%, from P2,853/MT to P2,302/MT, reflecting stabilizing global coal benchmarks and a higher proportion of lower-quality shipments.

The average Newcastle Index (NEWC) dropped by 22%, from US\$135.2 to US\$105.6, while the Indonesian Coal Index 4 (ICI4) declined by 15%, from US\$53.9 to US\$46.1, indicating a milder correction relative to NEWC.

Despite the pullback, average 2025 NEWC and ICI4 prices remained well above pre-pandemic (2019) levels, at US\$77.8 (+36%) and US\$35.0 (+32%), respectively.

- **Lower shipments.** Total coal shipments declined by 6%, from 16.5 MMT to 15.4 MMT, due to lower export sales.

Foreign shipments fell by 17%, from 8.4 MMT to 7.0 MMT, mainly due to the low beginning inventory of commercial-grade coal (0.5 MMT as of December 2024) and a mismatch between Narra mine coal quality and demand conditions in the export market.

China accounted for 91% of export sales, followed by South Korea (3%), Brunei (2%), Vietnam (2%), India (1%) and Indonesia (1%).

Meanwhile, domestic shipments increased by 5%, from 8.0 MMT to 8.4 MMT, on higher shipments to the Calaca plants.

- **Margins moderated.** Core EBITDA declined by 27%, from P18.54 billion to P13.47 billion, reflecting weaker selling prices, lower shipments, and higher operating costs. As a result, EBITDA margin eased to 38% from 39%.

Net income margin declined to 22%, from 29%, primarily due to higher depreciation and lower finance income.

To elaborate, total revenues dropped by 25% on reduced shipments and weaker selling prices. In line with topline, total cash costs fell by 23%, from P28.54 billion to P22.05 billion, due to the combined impact of reduced shipments, lower government share, partly offset by higher operating expenses.

The cash component of cost of sales declined by 10%, slower than topline, from P21.37 billion to P19.16 billion, mainly attributable to lower shipments, partly offset by higher fuel, labor and mine site overhead costs.

Meanwhile, operating expenses increased by 19%, from P788 million to P937 million, on higher ICT-related expenditures, additional provisions for spare parts obsolescence, higher personnel costs, and catch-up billings in rent.

Government share dropped by 69%, from P6.40 billion to P1.96 billion, reflecting the lower topline and thinner margins.

- **Increased noncash charges.** Depreciation and amortization expenses rose by 16%, from P4.85 billion to P5.60 billion, due to the acquisition of new mining equipment over the past twelve months and the continued amortization of the Narra mine stripping asset. In 2024, P1.36 billion was capitalized for Narra mine stripping.
- **Other income improved.** Other income reverted to P173 million in income, from P107 million in expense, mainly due to foreign exchange gain (P35 million) and higher miscellaneous income, including receipt of insurance claim (P106 million).
- **Lower income tax provisions.** Income tax expense declined by 48%, from P246 million to P128 million, largely due to the high base effect in 2024 when the company recognized tax expense related to shipments exceeding the 16 MMT Environmental Compliance Certificate (ECC) limit, which were outside the scope of the income tax holiday granted to the Narra Mine by the Board of Investments (BOI). In 2025, tax expenses were mainly related to other income and deferred tax provisions.

The segment also reported the following operational highlights:

- **Record production.** Full-year production reached an all-time high of 19.9 MMT, up 24% from 16.0 MMT, following the increase in the Environmental Compliance Certificate (ECC) limit to 20 MMT, approved by the Department of Environment and Natural Resources (DENR). The improvement was supported by better access to coal seams at Narra North Block 5 and West Block 2.

Material movement grew by 2%, from 237.4 million bank cubic meters (MBCM) to 242.0 MBCM attributable to higher mining capacity. Effective strip ratio improved to 11.9, from 12.2, largely due to pre-stripping activities undertaken in 2024 at North Block 4 and West Block 2.

- **Inventory build-up.** Ending total coal inventory rose fivefold (456%), from 0.9 MMT to 5.0 MMT, while commercial-grade inventory increased by 244%, from 0.5 MMT to 1.7 MMT, driven by stronger production.

Power

At the standalone level, power revenues were largely stable, down 1% from P23.49 billion to P23.17 billion, as higher electricity sales were offset by weaker spot selling prices.

Core EBITDA declined by 5%, from P9.91 billion to P9.42 billion, mainly due to higher operating expenses. Reported net income decreased by 6%, from P5.81 billion to P5.47 billion, reflecting higher depreciation and amortization, lower net finance income, and lower income tax provisions.

Net of intercompany eliminations, net income contribution to the Group declined by 17% to P6.99 billion, from P8.44 billion previously. No nonrecurring items were recorded in either period.

The segment's results are attributable to the following:

- **Better plant availability.** Overall availability increased to 82% from 80% on improved SCPC Unit 2 and SLPGC performance. Total outage days decreased to 265 from 296.

SCPC availability eased to 79% from 81%, as Unit 1 experienced extended downtime, including an unplanned trip on September 19, a 70-day planned maintenance beginning October 7, and a subsequent unplanned outage starting December 16 due to a high-intermediate pressure turbine rotor bending incident.

Meanwhile, SLPGC availability improved to 84% from 79%, reflecting fewer outage days (114 versus 155). In the prior year, Unit 2 underwent a 68-day planned maintenance starting November 14.

- **Higher running capacity.** Average capacity during running days increased by 4%, from 764 MW to 793 MW, primarily due to the uprating of SCPC.

SCPC average capacity rose by 8% to 517 MW, from 477 MW, following the uprating of Unit 1 and Unit 2 dependable capacity to 250 MW and 310 MW, respectively (from 240 MW and 300 MW).

SLPGC average capacity declined by 4%, from 287 MW to 276 MW, due to occasional derations of Unit 2.

- **Record-high generation and electricity sales.** Gross generation increased by 6%, from 5,358 GWh to 5,695 GWh, on improved reliability and higher running capacity.

SCPC generation grew by 8% to 3,655 GWh, while SLPGC output increased by 3% to 2,040 GWh.

As a result, total electricity sales improved by 7%, from 4,945 GWh to 5,296 GWh, driven by higher sales to bilateral contracts.

- **Growth in contracted volumes.** Sales to bilateral contract quantities (BCQ) increased by 17%, from 2,097 GWh to 2,462 GWh, reflecting the increase in contracted capacity from 251.9 MW to 362.9 MW (December 2024 vs. December 2025).

Correspondingly, spot market sales were broadly flat at 2,834 GWh, from 2,848 GWh, as a greater share of generation was allocated to bilateral contracts.

- **Lower overall selling prices.** Overall average selling price (ASP) weakened by 8%, from P4.75/kWh to P4.38/kWh.

BCQ ASP rose by 11%, from P4.66/kWh to P5.17/kWh, driven by new and renegotiated contracts.

Meanwhile, spot ASP decreased by 23%, from P4.81/kWh to P3.68/kWh, amid softer conditions in the Wholesale Electricity Spot Market (WESM).

- **Contained cash costs.** Total cash costs were broadly flat, up 1% from P13.58 billion to P13.75 billion, as increased dispatch was offset by efficient fuel management.

The cash component of cost of sales remained steady at P9.52 billion, from P9.57 billion, reflecting fuel efficiency and lower generation costs.

Operating expenses increased by 5%, from P4.02 billion to P4.23 billion, mainly due to higher taxes and insurance premiums.

- **Higher D&A.** Depreciation and amortization expenses rose by 8%, from P2.88 billion to P3.12 billion, in line with capital expenditures for SCPC Unit 2's generator replacement in 2024 and upgrades to the fuel and feed systems.
- **Other income steady.** Other income was broadly stable at P616 million, from P613 million. This included partial insurance claims related to SLPGC Unit 1's axial rotor displacement incident in June 2023 (P256 million recognized in 2025 versus P186 million in 2024), partly offset by lower fly ash sales.
- **Lower net finance income.** Net finance income declined to P87 million from P98 million, reflecting reduced interest income from placements as average cash balances decreased.

Beginning cash balances declined by 44%, from P6.64 billion to P3.73 billion, while loans payable dropped by 65%, from P6.00 billion to P2.13 billion, as the segment continued deleveraging.

The segment also reported the following operational updates:

- **Growing contracted capacity.** As of December 31, 2025, the power segment had 362.9 MW of contracted capacity, representing 46% of its net selling capacity of 785.2 MW. Of this total, 7% included a fuel pass-through clause.

SCPC accounted for 272.5 MW (75%) of the contracted volume, while SLPGC contributed 90.4 MW.

After excluding station service requirements of 74.8 MW, the segment maintained 422.3 MW of net spot exposure.

Station service refers to the electricity produced by the plant that is used within the facility to power lights, motors, control systems, and other auxiliary electrical loads necessary for plant operation.

- **Upgrading approval.** The Philippine Electricity Market Corporation, through the Independent Electricity Market Operator of the Philippines (IEMOP), approved the upgrading of SCPC Unit 1 and 2's dependable capacity to 250MW and 310MW, respectively (from 240MW and 300MW) on September 4.
- **Increased spot purchases.** Spot purchases increased by 15%, from P382 million to P440 million, mainly due to simultaneous forced outages of SCPC Units 1 and 2 in the fourth quarter and station service requirements.

Despite this, the segment remained a net seller to the spot market at 2,705 GWh, compared to 2,771 GWh in 2024.

CAPEX

For the full year, Group capital expenditures increased by 11% to P5.9 billion, driven by the coal segment's re-fleeting initiatives and the acquisition of mining and support equipment to sustain production efficiency. However, management deferred certain investments pending the results of the bidding for the Coal Operating Contract (COC), which tempered overall spending during the year.

In Php billions	2025	2024	Change	2026F	2025	Change
Coal	4.8	3.5	37%	0.8	4.8	-83%
Power	1.2	1.8	-33%	1.1	1.2	-8%

Total	5.9*	5.3	11%	1.9	5.9*	-68%
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*Rounding may cause total not to match the sum of parts.

Meanwhile, power segment capex declined by 33% to P1.2 billion, largely due to a high base effect in 2024 following the replacement of the SCPC Unit 2 generator. Capital expenditures in 2025 were mainly directed toward plant maintenance and system upgrades to improve fuel efficiency and reliability, including enhancements to the fuel and feed systems.

For 2026, the Group expects capital expenditures to decline significantly to around P1.9 billion, reflecting the absence of major equipment re-fleeting activities, as the Management continues to implement prudent capital management measures to preserve financial flexibility.

Coal segment capex is projected at around P0.8 billion, primarily for ICT-related investments for network and infrastructure, maintenance of the 2x7.5 MW power plant generator in Semirara Island, and mobile equipment support.

Meanwhile, power segment capex is expected to reach about P1.1 billion, mainly allocated for plant maintenance, assurance spares, and ICT-related investments to support operational reliability.

Market Review and Outlook

Coal

Coal prices continued to normalize in 2025 following the elevated levels seen in previous years. In the fourth quarter, the average Newcastle Index (NEWC) declined by 22% year-on-year to US\$107.7 per metric ton, from US\$138.0, while the Indonesian Coal Index 4 (ICI4) eased by 10%, from US\$51.8 to US\$46.4 per metric ton. On a quarter-over-quarter basis, NEWC remained broadly steady, slipping 1% from US\$108.5, while ICI4 rebounded by 10% from US\$42.1.

For the full year, the average NEWC fell by 22%, from US\$135.2 to US\$105.6 per metric ton, while ICI4 declined by 15%, from US\$53.9 to US\$46.1.

Toward the end of the year, market discussions around a possible reduction in Indonesia's coal production quota to around 600 million metric tons for 2026 provided additional support to regional coal prices. This also allowed the Company to develop Indonesia as a new export destination, supporting the placement of available inventory and broadening the market for lower-calorific coal shipments.

Developments in the Middle East have had limited direct impact on coal trade flows, as the region accounts for only a small share of global seaborne thermal coal demand. However, potential disruptions to LNG supply and shipping routes may increase the likelihood of fuel switching from gas to coal, which could provide additional support to coal demand.

Coal prices in 2026 are expected to remain above pre-pandemic levels, supported by steady demand from Asian power markets. Benchmark prices are projected to average around US\$131 per metric ton for NEWC and US\$48 per metric ton for ICI4. As of March 6, 2026, NEWC and ICI4 stood at US\$129.5 and US\$58.2, respectively, indicating firm prices at the start of the year.

Meanwhile, the Department of Energy (DOE) has launched a competitive bid round for coal development and production areas, including blocks in Semirara Island, under the Philippine Conventional Energy Contracting Program. The process aims to ensure a transparent and competitive contracting framework, with proponents evaluated based on their technical capability, financial capacity, work program, safety standards, and environmental safeguards.

Power

Spot electricity prices in the Luzon-Visayas grid were broadly stable in the fourth quarter despite wider supply margins. The average Wholesale Electricity Spot Market (WESM) price declined slightly by 2% to P3.75/kWh, from P3.82/kWh in the same period last year, although it rose 7% quarter-on-quarter from P3.51/kWh.

The modest decline reflected the short-term extension of a 1,000 MW gas-fired plant, lower fuel costs for coal and natural gas plants, the entry of about 1,000 MW of new capacity, and softer electricity demand.

Average supply in the Luzon-Visayas grid was broadly stable at 14,990 MW, slightly below 15,072 MW last year, while average demand declined by 2% to 11,565 MW, from 11,767 MW, due to cooler weather conditions and slower economic activity. This wider supply margin continued to weigh on spot prices. (Supply figures exclude roughly 1,600 MW of high-cost oil-based peaking capacity.)

For the full year, average supply increased 7% to 15,428 MW, while average demand remained largely unchanged at around 11,870 MW. As a result, the average WESM price declined by 27% to P3.73/kWh, from P5.14/kWh in 2024.

Looking ahead, spot prices may remain moderated to around P3.67/kWh, 2% lower from P3.73 in 2025, as additional capacity enters the grid. More than 4,200 MW of solar and other renewable energy projects, along with around 350 MW of new baseload capacity, are expected to come online in 2026, potentially widening supply margins.

Developments in the Middle East may also introduce uncertainty in global fuel markets, particularly if disruptions affect LNG supply and fuel costs.

To manage market volatility, the Company continues to improve operational efficiency and contract around two-thirds of its net selling capacity through bilateral power supply agreements. In September, IEMOP approved the uprating of SCPC Units 1 and 2 dependable capacities to 250 MW and 310 MW, respectively.

The Company's coal-fired plants remain among the lower-cost baseload units in the grid, supporting competitiveness even during periods of softer spot prices.

II.Explanation on movements of accounts

A. Consolidated Statement of Income

Revenue

Consolidated revenue contracted by 20% from P65.19 billion in 2024 to P52.23 billion in 2025 due to lower selling prices in both segments and reduced coal sales volume. The decline was partly cushioned by the record-high annual gross generation and dispatch from the power segment.

Cost of Sales

Cost of sales fell 7% to P30.87 billion, as lower coal shipments, reduced power generation costs and continuous fuel efficiencies more than offset higher generation volume and spot market purchases in 2025. This improvement was also partially moderated by increased depreciation from new mining equipment, continuous amortization of mine stripping asset and the full year effect of 2024 power segment capital expenditures.

Operating Expenses

Operating expenses decelerated by 36% to P7.20 billion as of end of 2025, as government royalties stood at P1.96 billion, 69% down from P6.38 billion, owing to lower coal revenues and elevated production costs. Excluding government royalties, operating expenses actually grew by 8% to P5.24 billion on higher taxes and insurance premiums.

Finance Income

Consolidated finance income dipped by 64% to P319 million due to lower cash balance and placement rates.

Finance Cost

Consolidated finance costs slipped by 47% to P205 million primarily driven by the continuous repayment of bank loans throughout the period.

Forex Gains (Losses) - Net

The Group recorded a net forex gain of P29 million in 2025, a significant recovery from the P114 million loss in 2024. This was primarily due to the moderated depreciation of the Philippine Peso in 2025 compared to the steeper decline observed in 2024.

Share in net income (loss) of associate

From a net income share of P11 million in 2024, the Group has realized a P347 million share in net loss in 2025.

This represents the full year impact of the Group's 10% effective stake in its associate, Concreat Holdings Philippines (CHP), which was acquired on December 2, 2024.

Other Income

Other income jumped by 23% due to collection of partial insurance claims and higher miscellaneous income which was partly offset by lower fly ash sales.

Provision for Income Tax

Income taxes decreased by 24% following lower taxable income.

B. Consolidated Statement of Financial Position

The Group's financial position remained robust as consolidated total assets and equity stood at P66.49 billion and P55.78 billion as of December 31, 2025.

Consolidated cash and cash equivalents slipped by 54% from P9.47 billion on December 31, 2024 to P4.36 billion on December 31, 2025 amid P21.4 billion in outflows for dividends, capex and debt service.

Receivables declined by 13% from P7.66 billion to P6.68 billion due mainly to lower coal revenues. This also includes P480 million net receivable from DOE following the annualization of quarterly government share payments in 2025 and which can be applied against future obligations.

Consolidated inventories up by 44% to P17.27 billion due mainly to higher coal and fuel inventory.

Other current assets rose by 13% to P1.34 billion due mainly to prepayments of insurance premiums.

Property, plant and equipment stood at P34.43 billion, down by 7% from P37.21 billion last year, as depreciation and amortization more than offset capital expenditures for 2025.

Investment in associate fell by 20% owing to the full-year share in net loss of CHP in 2025.

Deferred tax assets dropped by 8% due to reversal of temporary differences from unrealized forex and remeasurements on pension plans.

Upon commencement of incidental coal production from Acacia Mine in 2025, the deferred mine exploration costs which includes costs of drilling, geological studies and land reclamation were reclassified to "Mine properties" under Property, Plant and Equipment.

Right-of-use assets declined by 14% due to amortization recognized for 2025.

Other noncurrent assets increased by 46% on higher advances to contractors and the acquisition of right-of-way grants for the planned development of connection asset.

Accounts and other payables contracted by 21% to P8.67 billion as of December 31, 2025. This was primarily due to the recognition of the P480 million net receivable from DOE (from P2.10 billion payable last year) following the annualization of quarterly government share payments in 2025.

Income tax payable down by 48% on lower taxable earnings.

Long-term debts plunged by 41% to P997 million following bank loan repayments.

Lease liabilities (current and noncurrent) fell by 2% due to lease payments.

Provision for decommissioning and site rehabilitation pertains to accrual for estimated cost of rehabilitation activities for the mine site and dismantling and restoration activities on its powerplant site.

Pension liabilities grew by 22% following accrual of retirement expense for 2025.

Decrease in other noncurrent liabilities pertain to amortization of deferred rent income of SLPGC.

Consolidated retained earnings stood at P45.72 billion at end of December 2025, 2% down from P46.48 billion at the close of 2024 after generation of P13.06 billion net income and declaration of P13.81 billion SMPC Parent

dividends.

Net remeasurement losses declined by 11% following the recognition of actuarial gains on pension liabilities under other comprehensive income.

III. Performance Indicators

1. Net income after tax – declined by 33% following lower average selling prices and coal shipments partially cushioned by record-high power generation.
2. Dividend payout – the Parent Company declared P1.25 per share special dividends on October 20, 2025, on top of the P2.00 per share total dividends declared on March 24, 2025. Total dividends declared reached P13.81 billion and was fully paid during the year.
3. Debt to equity ratio (interest bearing loans) – slight improvement in DE ratio from 0.03 as of December 31, 2024 to 0.02 as of December 31, 2025 as continuous debt repayment more than offset the decline in retained earnings.
4. Core EBITDA margin – FY 2025 margins narrowed to 41% from 43% last year due to the combined effect of lower selling prices, coal shipments and government share amid improved power generation and higher operating costs.
5. Current ratio – improved from 2.35x at the end of 2024 to 3.04x at the end of 2025 as current liabilities fell faster than current assets on continuous settlement of trade payables and maturing loan obligations amid dividend payouts and capex funding.

Full Years 2024-2023

December 31, 2024 (Audited) vs December 31, 2023 (Audited)

I. RESULTS OF OPERATIONS

The table below summarizes the performance of Semirara Mining and Power Corporation (SMPC), its operating subsidiaries SEM-Calaca Power Corporation (SCPC) and Southwest Luzon Power Generation Corporation (SLPGC), associate Cemex Holdings Philippines (CHP) and other non-operating subsidiaries, collectively referred to as “the Group” for the periods ended December 31, 2024 and 2023.

- SMPC is the only vertically-integrated power generator in the country that runs on its own fuel. The largest domestic coal producer, it supplies affordable fuel to power plants, cement factories and other industrial facilities across the Philippines. It also exports coal to China, South Korea, Brunei, and other nearby markets.
- SCPC and SLPGC generate baseload power for the national grid. Both supply electricity through bilateral contract quantity (BCQ) and the wholesale electricity spot market (WESM).
- Associate CHP is a major cement manufacturer in the country, producing high-quality cement under the brands APO, Rizal, Island, and Palitada King, including Ordinary Portland Cement (OPC), which is used in large-scale projects. SMPC holds a 10% stake in CHP after its acquisition on December 2, 2024.

In Php Millions except EPS	January to December (FY)		
	2024	2023	Change
SMPC	11,134	17,993	-38%
SCPC	5,767	7,854	-27%
SLPGC	2,677	2,098	28%
CHP	11	-	100%
Others	41	45	-9%
Core Net Income	19,630	27,990	-30%

Nonrecurring Items	-	(57)	-100%
Reported Net Income	19,630	27,933	-30%
EPS (reported)	4.62	6.57	-30%

FY 2024 vs FY 2023 Consolidated Highlights

- The SMPC Group delivered P19.63 billion in net income, marking a 30-percent decline from P27.93 billion last year, as energy markets continued to normalize. The effect of weaker selling prices was cushioned by record-high coal shipments and power generation, increased electricity sales and lower government share.

As a result, earnings per share fell from P6.57 to P4.62, translating to 33% in return on equity.

- Group net income remained 21% higher than the P16.20 billion reported before the global energy crisis (2021) and more than double (103%) than its pre-pandemic level of P9.68 billion (2019), on the back of improved contributions from both segments.
- Total revenues contracted by 15%, from P76.96 billion to P65.19 billion, mainly due to lower selling prices for both coal and electricity, while increased sales volume provided some relief.

Meanwhile, total cash costs decreased at a slower pace (9%) than topline, from P41.21 billion to P37.44 billion, on the combined effect of relatively stable cash component of COS, higher operating expenses, and reduced government share.

The cash component of COS remained largely unchanged (0%), at P26.26 billion, from P26.24 billion, owing to higher costs associated with increased coal shipments, such as materials, parts and contracted services. This has been partially offset by improved coal blending, lower generation fuel costs and reduced replacement power purchase in the power segment.

Operating expenses rose by 12%, from P4.30 billion to P4.81 billion, due to higher taxes, insurance premiums, maintenance, and office renovation costs.

Government share plunged by 40%, from P10.68 billion to P6.38 billion, due to lower coal revenues and narrower margins.

Consequently, core EBITDA contracted by 22%, from P35.75 billion to P27.75 billion, with the core EBITDA margin narrowing from 46% to 43%.

- Net income margin compressed from 36% to 30%, owing to reduced core EBITDA, higher D&A costs, lower other income and net finance income, and a marginal rise in income tax provisions. Despite this, it remained consistent with the 31% level recorded in 2021 (pre-energy crisis) and well above the 22% pre-pandemic benchmark in 2019.

D&A expenses rose by 3%, from P6.74 billion to P6.97 billion, mainly due to higher coal shipments, additional mining equipment and increased amortization of the capitalized stripping asset for Narra mine.

Following its acquisition on December 2, the company recognized P11 million in net income from associate CHP.

Other income declined by 8%, from P550 million to P506 million, mainly due to the absence of one-time gains recorded in 2023, including a P206 million wharfage fee refund from the Philippine Ports Authority, a P31 million SLPGC insurance claim for its 2x25MW gas turbine, and lower income from fly ash sales. Partially offsetting this decline, SLPGC collected a portion of its insurance claim amounting to P186 million (US\$3.28 million) following Unit 1's rotor incident in Q3 2023.

Net foreign exchange loss improved, shrinking from P176 million to P114 million, largely due to the depreciation of the Philippine peso against the US dollar.

Net finance income declined by 16% from P597 million to P503 million on reduced total debt, a lower cash balance and softer interest rates.

Provision for income taxes remained stable, from P2.17 billion to P2.18 billion, as lower taxable income from the power segment was offset by higher taxable income from the coal segment.

- No nonrecurring item was recorded in 2024, whereas 2023 included a P57 million additional loss from the sale of SLPGC's 2×25MW gas turbines.
- The coal segment contributed 57% of total net income, followed by SCPC (29%) and SLPGC (14%).
- The Group's key financial position metrics as of December 31, 2024, compared to December 31, 2023 are as follows:

Current ratio stood at 2.35, slightly lower than 2.38, on lower cash balance and reduced accounts and government share payables.

Net cash position fell by 56%, from P12.26 billion to P6.83 billion, following a total outflow of P36.70 billion for dividend payments (P25.50 billion), capital expenditures (P5.33 billion), debt servicing (P4.10 billion) and the acquisition of a minority stake in CHP (P1.77 billion). While SMPC (parent) and SLPGC maintained positive net cash positions, SCPC transitioned to a net cash position from a net debt position last year.

Loans payable contracted by 61%, from P6.73 billion to P2.64 billion, due to regular amortization and the absence of new borrowings. As a result, the debt-to-equity ratio improved to 26%, from 36%.

Book value per share (BVPS) declined by 9%, from P14.68 to P13.30, primarily due to cash dividend payments drawn from the company's unrestricted retained earnings in April and November.

- On November 14, SMPC distributed P10.63 billion in cash dividends, equivalent to P2.50 per share, to its common shareholders, following the October 15 declaration. The payout was sourced from the company's unrestricted retained earnings.

For the full-year 2024, total dividend payments amounted to P6.00 per share or P25.50 billion, translating to a 91% payout ratio—well above the company's policy of distributing at least 20% of the previous year's reported net income.

Based on SCC's full-year volume-weighted average price of P32.82 per share, the dividend yield stood at 18.3%—the highest among Philippine index stocks.

FY 2024 vs FY 2023 Segment Performance

Coal

Standalone revenues dropped by 21%, from P59.82 billion to P47.07 billion, due to weaker selling prices, partially mitigated by record-high shipments.

Core EBITDA fell by 28%, from P25.83 billion to P18.54 billion, declining faster than revenues, stemming from increased shipments, rising costs of materials, labor and contracted services and operating expenses.

With increased depreciation, lower net finance income, foreign exchange losses, and higher income taxes, standalone net income declined by 37%, from P21.90 billion to P13.74 billion.

After intercompany eliminations, net income contracted by 38%, from P17.99 billion to P11.14 billion. Eliminating entries shrank by 34%, from P3.91 billion to P2.60 billion, primarily due to lower selling prices.

Further details on the segment's performance:

- **Best-ever shipments.** Total coal shipments hit an all-time high of 16.5 million metric tons (MMT), up 4% from 15.8 MMT, on the back of increased demand from China, own power plants and cement plants, along with a larger beginning stockpile.

Foreign shipments increased by 5%, from 8.1 MMT to 8.5 MMT, mainly due to a 46-percent surge in exports to China, which rose from 5.2 MMT to 7.6 MMT. In contrast, exports to South Korea fell by 73%, from 2.2 MMT to 0.6 MMT, due to high sulfur content in some commercial-grade coal. Consequently, China accounted for 91% of total exports, followed by South Korea (7%) and Brunei (2%).

Meanwhile, domestic shipments grew by 4%, from 7.7 MMT to 8.0 MMT, on stronger demand from own power plants. Shipment to own power plants jumped by 14%, from 3.6 MMT to 4.1 MMT, while external sales slightly contracted by 5%, from 4.1 MMT to 3.9 MMT, due to weaker demand from other power and industrial plants. However, this decline was partially offset by a 117% surge in shipments to cement plants from 0.6 MMT to 1.3 MMT. Notably, 20% of the cement sales were supplied to plants owned by associate company Cemex Holdings Philippines.

- **Normalizing prices.** The average selling price (ASP) of Semirara coal receded by 25%, from P3,796 per metric ton (MT) to P2,853 per MT. The drop was largely due to stabilizing market indices and a higher proportion of lower-grade coal shipments, which increased from 16% to 26% of total sales.

Among the benchmark indices, the average Newcastle Index (NEWC) fell by 22% from US\$173.0 to US\$134.8, while the Indonesian Coal Index 4 (ICI4) declined by 15%, from US\$63.2 to US\$53.9, showing less volatility.

- **Margins remained healthy.** Despite some contraction, margins remained at strong levels. Core EBITDA margin narrowed from 43% to 39%, impacted by lower topline. Meanwhile, standalone net income margin thinned from 37% to 29%, with elevated D&A expenses, net foreign exchange loss and increased income taxes.

Total cash costs fell by 39%, from P11.04 billion to P6.72 billion, outpacing the 21% revenue drop. This was due to the combined effect of higher shipments, which helped offset lower government share and operating expenses.

The cash component of COS decreased by 5%, from P22.50 billion to P21.37 billion, mainly due to lower production costs. This was partially mitigated by higher material, labor and contracted services costs associated with increased shipments. Meanwhile, operating expenses slid by 3%, from P810 million to P788 million, reflecting a high base effect from tax payments made in the previous year.

Government share dropped by 40% from P3.32 billion on lower selling prices and shipments.

While margins tightened year-on-year, they remained above pre-pandemic levels. Core EBITDA margin (39%) remained higher than both the 2021 onset of global energy crisis (35%) and pre-pandemic (38%) levels. Similarly, the net income margin (29%) remained stronger than pre-pandemic levels of 23% in 2019.

- **Higher D&A expenses.** Depreciation and amortization expenses saw a 7-percent increase, from P4.54 billion to P4.85 billion, driven by record-high shipments, recent equipment acquisitions under the company's ongoing capital investment program and amortization of capitalized stripping asset.
- **Shift to other expense.** Other income of P46 million in the previous year turned to expense of P107 million, primarily due to absence of a one-time refund of P206 million in wharfage fees from the Philippine Ports Authority in 2023.

As a background, under Executive Order No. 226 (Omnibus Investments Code), a BOI-registered enterprise is exempt from paying wharfage dues. SMPC became a BOI-registered enterprise on September 26, 2008.

On January 31, 2020, the Commission on Audit granted SMPC's petition to claim a refund of the wharfage export dues it erroneously paid to the PPA from September 26, 2008 up to December 31, 2014.

Meanwhile, net foreign exchange loss receded by 16%, from P 159 million to P130 million, owing to 4% depreciation of the Philippine Peso against the US dollar (from 55.6 to 58.0 versus 1% appreciation in 2023 from 56.1 to 55.6), lower export sales, and higher import payments from re-fleeting activities.

- **Higher income tax.** Income tax expense surged by 130%, from P107 million to P246 million, as shipments exceeded the 16 MMT Environmental Compliance Certificate (ECC) limit which were outside the scope of the income tax holiday granted to Narra mine by the Board of Investments (BOI).

In contrast, income tax last year were mainly from previously recognized foreign exchange gain.

- **Lower net finance income.** Net finance income dropped by 41%, from P675 million to P397 million, largely due to lower cash balances and normalizing interest rates. The decline was tempered by reduced finance costs following decline in loans payable.

The coal segment also reported the following operational highlights:

- **Maximum production for third year.** Total production remained at its Environmental Compliance Certificate (ECC) limit of 16.0 MMT for the third consecutive year.

Meanwhile, total materials moved grew by 7%, from 220.9 million Bank Cubic Meters (BCM) to 237.4 million BCM, following mining activities across five mining blocks in Narra mine (North Blocks 1, 2 and 3; West Block 1; and South Block 1).

Full-year strip ratio (effective) fell by 7%, from 13.1 (in 2023) to 12.2, as operations have been consolidated in Narra mine, aligning with prior guidance. Meanwhile, the aggregate strip ratio increased by 8%, from 13.1 to 14.1, leading to capitalized costs of P1.36 billion for Narra mine. This investment is expected to benefit the company until 2026, coinciding with the depletion of Narra mine. Additionally, P994 million was capitalized for the exploration costs incurred for Acacia mine.

The aggregate strip ratio reflects the actual strip ratio for all materials moved in Narra mine.

- **Lower stockpiles.** Total coal inventory dropped by 50%, from 1.8 MMT to 0.9 MMT, mainly due to record shipments in 2024 and lower quarterly production. Meanwhile, commercial-grade coal inventory jumped by 150%, from 0.2 MMT to 0.5 MMT, following catch-up shipments last year.

Power

Standalone power segment revenues slid by 4%, from P24.40 billion to P23.49 billion, because of weaker selling prices. The effect has been partially mitigated by record-high gross generation and increased power sales.

Total cash costs slipped by 2%, from P13.90 billion to P13.58 billion, but at a slower pace than topline decline, as higher operating expenses countered savings from lower generation costs and reduced replacement power purchases. Operating expenses increased by 15%, from P3.48 billion to P4.02 billion, due to higher taxes, insurance premiums and plant maintenance costs.

Consequently, core EBITDA margin slightly narrowed from 43% to 42%, while standalone net income margin remained steady at 25% for both periods.

Standalone net income fell by 3%, from P5.98 billion to P5.81 billion. No nonrecurring item recorded in 2024, while a P57 million loss was recognized in 2023 related to the sale of 2x25MW gas turbines.

Net of intercompany eliminations, reported net income dropped by 15%, from the segment's record-high of P9.90 billion to P8.44 billion. Eliminating entries contracted by 33%, from P3.92 billion to P2.63 billion, during the period, mainly due to lower coal prices and continuous fuel blending.

The segment's financial results were influenced by the following factors:

- **Improved average capacity.** Total average capacity during running days grew by 14%, from 672 MW to 764 MW, following the restoration of SCPC Unit 2's dependable capacity to 300 MW on May 27, and less deration of the SLPGC plants.

- **Steady plant availability.** Overall plant availability stood at 80%, slightly lower than 81%, as improved SLPGC availability offset the decline in SCPC availability.

SCPC plant availability dropped from 91% to 81%, due to an increase in outage days from 68 to 141. This was largely due to Unit 2's 77-day planned maintenance, which began on March 6 to restore dependable capacity back to 300 MW.

Meanwhile, SLPGC plant availability improved from 71% to 79%, benefitting from fewer outage days, which fell from 211 to 155.

- **Record-high generation.** With stable plant availability and expanded average capacity, gross generation grew by 10%, from 4,890 GWh to 5,358 GWh, marking the segment's highest-ever output. This growth was driven by improved generation from both SCPC and SLPGC.

Consequently, total power sales jumped by 10%, from 4,515 GWh to 4,945 GWh.

- **Shift to BCQ sales.** Sales to bilateral contracts (BCQ) surged by 46% from 1,439 GWh to 2,097 GWh, supported by expanded average capacity and a higher contracted capacity at the start of the period (238.2 MW in December 2023 versus 189.15 MW in December 2022).

This strategic shift led to a 7% decline in spot sales, from 3,076 GWh to 2,848 GWh, reducing the proportion of power sales sold to the spot market from 68% to 58%, as the company prioritized more contracted sales and reduced exposure to spot.

- **Decline in ASP.** Overall average selling price (ASP) dropped by 12% from P5.40/KWh, from P4.75/kWh last year, mainly attributable to lower spot ASP.

BCQ ASP increased by 6%, from P4.41/KWh to P4.66/KWh, benefitting from new contracts with more favorable terms over the past year. Meanwhile, Spot ASP fell by 18% from P5.87/KWh to P4.81/KWh on weaker prices in the wholesale electricity spot market (WESM).

- **Expanded contracted and dependable capacity.** Contracted capacity grew by 6%, reaching 251.9 MW as of December 31, 2024, up from 238.2 MW in 2023. This translates to 30% of total dependable capacity (840 MW) being contracted, with approximately 10% of these contracts including a fuel pass-through provision.

Dependable capacity expanded by 18%, increasing from 710 MW to 840 MW, driven by the synchronization of SCPC Unit 2 after a 77-day planned maintenance, which restored its dependable capacity to 300 MW from 170 MW, effective May 27.

SCPC accounted for the majority (82%) of the total contracted capacity, following the expiry of a 100-MW SLPGC supply contract on December 25. In terms of contract maturities, 22% of the contracted capacity is set to expire within the year, 60% will end in 2026, and the remaining 18% will expire from 2030 onwards.

Excluding station service requirements (84 MW), which fluctuate periodically, the segment has 504.10 MW available for spot sales.

- **Reduced spot purchases.** Total spot purchases dropped significantly by 47%, from P721 million to P382 million, largely attributable to improved average capacity and strategic shift toward contracted sales.

The power segment was a net seller to the spot market by 2,771 GWh (vs 2,973 GWh in 2023), with the decline mainly due to lower spot exposure.

SCPC standalone revenues fell by 9%, from P16.91 billion to P15.39 billion, primarily attributable to lower spot selling prices.

Total cash cost slid by 2%, at a slower pace than the revenue decline, from P9.10 billion to P8.93 billion, mainly due to elevated operating expenses.

The cash component of COS contracted by 9%, in line with revenue, from P7.22 billion to P6.60 billion, reflecting lower generation costs from efficient fuel blending, tempered by increased generation and replacement power purchases. Conversely, operating expenses surged by 24% from P1.88 billion to P2.33 billion, on higher taxes, insurance and maintenance costs.

As a result, core EBITDA receded by 17%, from P7.81 billion to P6.47 billion, while standalone net income dropped by 21%, from P4.89 billion to P3.87 billion. Core EBITDA margin narrowed from 46% to 42%, while standalone net income margin thinned from 29% to 25%. No nonrecurring item was recorded in either period.

After intercompany eliminations, SCPC's net income contribution declined by 27%, from P7.85 billion to P5.77 billion. Eliminating entries decreased by 36%, from P2.96 billion to P1.89 billion, because of lower coal prices and increased fuel blending.

The following factors further explain the company's financial performance:

- **Restored average capacity.** Average capacity (based on running days) improved by 19%, from 402 MW to 477 MW, following the May 22 resynchronization of SCPC Unit 2, after a 77-day planned maintenance outage to re-install its rewound generator and restore dependable capacity to 300 MW. Consequently, SCPC's total dependable capacity stood at 540 MW at the end of the period.

Unit 2's average capacity jumped by 43%, from 175 MW to 250 MW, as dependable capacity restored mid-year, while Unit 1's average capacity remained steady at 227 MW for both periods.

- **Lower plant availability.** Plant availability declined from 91% to 81%, as outage days were increased from 68 to 141, with the increase largely attributable to SCPC 2's 77-day planned maintenance.

Unit 2's availability dropped significantly from 91% to 73%, on outage days rising from 34 to 97. Meanwhile, Unit 1's availability slightly declined from 91% to 88% as outage days increased from 34 to 44, mostly due to boiler tube leaks.

- **Better generation and dispatch.** Despite lower plant availability, improved average capacity drove a 6% increase in gross generation, reaching 3,370 GWh, up from 3,192 GWh. This growth was primarily due to higher output from Unit 2.

Total power sales rose by 8%, from 2,926 GWh to 3,151 GWh, mainly driven by the increase in bilateral contract (BCQ) sales. While the majority (62%) of total sales were still directed to the spot market, this was a significant reduction from 87% last year, reflecting a strategic shift toward contracted sales.

BCQ sales surged by 202%, from 393 GWh to 1,188 GWh, aligning with a 179% expansion in contracted capacity, which increased from 45.45 MW to 127 MW at the start of both periods (end-2022 and end-2023).

Spot market sales declined by 23%, from 2,533 GWh to 1,963 GWh, as spot market exposure was reduced by 26%, from 341.55 MW to 254.30 MW, at the beginning of both periods.

- **Easing selling prices.** Overall ASP declined by 16% to P4.88/KWh, from P5.78/KWh, on lower spot ASP, partially offset by improved BCQ ASP.

Spot ASP dropped by 21%, from P5.89/KWh to P4.64/KWh, while BCQ ASP improved by 6%, from P5.01/KWh to P5.29/KWh, driven by better contract terms from newly signed agreements and a higher share of BCQ sales, which increased from 13% to 38%. This shift benefitted the segment, as BCQ ASP remained higher than Spot ASP.

- **Increased spot purchases.** Replacement power purchases surged by 143% from P100 million to P243 million, primarily due to a total of 10 days in simultaneous forced outage of both Units 1 and 2 in July 28 (caused by boiler tube leaks) and in October 24 (due to Typhoon Kristine).

Despite lower spot market exposure, SCPC remained a net seller in both periods, with spot sales decreasing from 2,526 GWh in 2023 to 1,921 GWh in 2024.

- **Declined in other income.** Other income decreased by 24%, from P401 million to P303 million, mainly due to reduced income from fly ash sales.
- **Stable D&A expenses.** Depreciation and amortization expenses remained flat at P1.54 billion, marking a 1-percent increase from P1.53 billion last year.
- **Lower net finance cost.** Net finance costs (net of finance gain) plunged by 85%, from P136 million to P20 million, mainly due to a reduction in loans payable.

As of December 2024, loans payable decreased by 59%, from P5.17 billion to P2.13 billion. Meanwhile, the cash balance declined by 51%, from P4.51 billion to P2.22 billion, due to a total cash outflow of P7.47 billion allocated for dividend payments to the parent company (SMPC), debt servicing, and capital expenditures.

- **Reduced tax expense.** Provisions for income taxes declined by 19%, from P1.66 billion to P1.34 billion, due to lower taxable income.
- **Growing contracted capacity.** As of December 31, 2024, SCPC's contracted capacity increased by 63%, reaching 206.5 MW (38%) of its 540 MW dependable capacity, from 127 MW on December 31, 2023.

On the total contracted capacity end-2024, 22% (or 45 MW) is set to expire in 2030 or later, 73% (or 151.5 MW) is scheduled to expire in 2026, while the remaining 5% (10 MW) will expire within 2025. Additionally, 12% of the contracted capacity includes a fuel pass-through provision.

Excluding station service (54 MW), which fluctuates periodically, SCPC had 279.5 MW of capacity available for spot sales at the end of the period.

SLPGC standalone revenues increased by 8%, from P7.49 billion to P8.10 billion, driven by higher power sales, partially offset by lower selling prices.

Total cash costs declined by 3%, from P4.80 billion to P4.66 billion, as lower generation costs and reduced replacement power purchases offset the impact of higher operating expenses.

The cash component of cost of sales (COS) fell by 7%, from P3.20 billion to P2.97 billion, while operating expenses rose by 5%, from P1.60 billion to P1.69 billion, due to higher insurance costs.

With higher revenues and lower cash costs, core EBITDA surged 28%, from P2.69 billion to P3.44 billion, with the EBITDA margin expanding from 36% to 42%.

Standalone net income soared by 79%, from P1.09 billion to P1.94 billion. Excluding non-recurring items, core net income rose 70%, from P1.14 billion to P1.94 billion. No non-recurring items were recorded this year, whereas a P57 million loss was recognized in 2023 related to the sale of 2x25MW gas turbines.

After intercompany eliminations, SLPGC's net income contribution rose 31%, from P2.04 billion to P2.68 billion. Eliminating entries declined 23%, from P956 million to P734 million, mainly due to lower coal prices and continuous fuel blending.

The results were driven by the following factors:

- **Improved availability and capacity.** Overall plant availability climbed to 79%, from 71%, as outage days decreased from 211 to 155, driven by better performance from Unit 1.

Unit 1 availability significantly improved from 62% to 78%, with outage days falling from 138 to 80, on high-base effect following a 66-day outage in 2023 due to high axial displacement. Meanwhile, Unit 2's availability remained steady 80% in both periods.

With reduced deration in both units, total average capacity (based on running days) increased by 6%, from 270 MW to 287 MW.

- **Rise in generation and dispatch.** Better availability and average capacity drove a 17-percent improvement in gross generation, from 1,698 GWh to 1,988 GWh, with both units contributing to the growth.

As a result, total power sales rose by 13%, from 1,589 GWh to 1,794 GWh, reflecting a shift toward spot sales, which accounted for 49% of total sales, up from 34% last year.

Beginning contracted capacity (end-2022 and 2023) declined by 23%, from 143.70 MW to 111.20 MW, leading to a 13-percent drop in BCQ sales, from 1,046 GWh to 909 GWh.

Spot sales surged by 63%, from 543 GWh to 885 GWh, as the company pivoted more toward the spot market.

Spot exposure at the start of both periods expanded by 26%, from 126.30 MW to 158.80 MW, excluding station service capacity.

- **Moderating prices.** Overall average selling price (ASP) declined by 4%, from P4.71/kWh to P4.52/kWh, due to lower BCQ and spot ASPs. However, the impact was partially offset by a higher proportion of spot sales, which had a better ASP than BCQ sales.

BCQ ASP eased by 8%, from P4.19/KWh to P3.84/KWh, while spot ASP fell by 9%, from P5.73/KWh to P5.21/KWh.

- **Reduced spot buys.** Replacement power purchases plummeted by 78%, from P621 million to P139 million, mainly due to improved plant performance.

SLPGC remained a net seller to the spot market at 850 GWh (from 447 GWh in 2023).

- **Other income surge.** Other income tripled (201%), from P103 million to P310 million, largely driven by a P186 million insurance claim related to the high axial displacement incident in Q2 2023, compared to P31 million in the previous year, which was linked to the 2x25MW gas turbines outage.

Additionally, income from fly ash sales increased by 33%, from P70 million to P93 million, benefitting from better performance.

- **Higher net finance income.** Net finance income (net of finance cost) soared by 131% from P51 million to P118 million, driven by a reduction in debt levels. As of December 31, 2024, the company had fully settled its loans, down from P834 million the previous year.

As of the end of December 31, 2024, SLPGC maintained a net cash position of P1.52 billion, with zero debt, despite P4.23 billion in cash outflows over the past twelve months for dividends to the parent company (SMPC), capital spending and debt repayments.

- **Substantial spot capacity.** As of December 31, 2024, 15% (or 45.4 MW) of SLPGC's 300 MW dependable capacity was under contract, with all contracts set to expire within 2025. None of these agreements include a fuel pass-through provision.

Excluding station service (30 MW), which fluctuates periodically, the company has 224.6 MW of capacity available for the spot market.

CAPEX

For the full year 2024, group CAPEX grew by 29%, driven by SCPC's investment in replacing Unit 2's generator, which restored its dependable capacity to 300 MW following a 77-day planned outage completed on May 22. Additional spending was allocated to coal segment re-fleeting activities, enhancements in the power segment's fuel and feed systems, and annual maintenance activities.

Meanwhile, full-year actual CAPEX came in 20% below the last guidance of P6.6 billion, primarily due to the deferral of approximately P1.2 billion in coal segment spending to 2025, including planned investments in a fleet

management system, generator upgrades and re-fleeting activities. In contrast, actual power segment expenditures remained relatively in line with guidance at P1.9 billion (vs. P1.8 billion actual).

In Php billions	2024	2023	Change	2025F	2024	Change
Coal	3.5	3.0	17%	5.3	3.5	51%
SCPC	1.4	0.8	75%	0.7	1.4	-50%
SLPGC	0.4	0.3	33%	0.4	0.4	0%
Total	5.3	4.1	29%	6.4	5.3	21%

In 2025, Group CAPEX is projected to increase by 21% to Php 6.4 billion, mainly due to the deferral of coal segment's re-fleeting initiatives and acquisitions of mining and support equipment. This has been revised downward from the previous guidance of P6.9 billion following evaluation of mine plan and alignment with operational requirements.

Meanwhile, capital investments in the power segment are expected to decline by 39%, from Php 1.8 billion to Php 1.1 billion, due to a high base effect from the SCPC Unit 2 generator replacement in H1 2024. The power segment will continue to prioritize maintenance activities and initiatives aimed at enhancing fuel and feed systems.

The coal segment is expected to account for 83% of the group's 2025 total capex, with SCPC contributing 11% and SLPGC 6%.

Market Review and Outlook

Coal

For the full year 2024, the Newcastle Index (NEWC) declined 22%, from US\$173.0 to US\$134.8, while the Indonesian Coal Index 4 (ICI4) fell 15%, from US\$63.2 to US\$53.79, reflecting a volatile market environment. The decline is mainly attributable to ample supply from Indonesia and Australia and subdued demand from key markets amid trade war risks and the anticipated but unrealized La Niña event. Additionally, China's domestic coal production rose 4.6% year-on-year in October 2024, reducing its reliance on seaborne imports and further weighing on prices.

Looking ahead to 2025, the divergence between NEWC and ICI4 trends is expected to persist. China's domestic producers are intensifying competition with lower-priced output, while European markets prepare for winter 2025. Overall, the coal market remains sensitive to a slowdown in Chinese demand, which is crucial to global supply-demand balance. Trade tensions, economic headwinds in China, and weaker Indian demand could further pressure prices. Given these factors, management expects NEWC and ICI4 to consolidate around US\$114.6 and US\$48.9, respectively.

Conversely, Indonesia's recent move to Harga Batubara Acuan (HBA)-based pricing for all coal transactions could help easing downward pressures on ICI pricing, by reducing volatility in the Asian markets.

Management remains focused on strengthening its customer base, enhancing operational efficiency, and ensuring sustainable operations amid persistent market risks and a cautious outlook.

To diversify its export market, the company is actively expanding its reach beyond China and South Korea, establishing access to India, Thailand, Japan, and Vietnam, to reduce reliance on a single major market. Meanwhile, in the domestic market, demand from industrial and cement customers is expected to remain steady, providing a consistent customer base.

Operationally, the company is prioritizing efficiency improvements and advancing exploration at the Acacia mine to sustain annual production and enhance coal quality. Additionally, the planned transition to wind energy in mining operations is expected to lower production costs, reinforcing the company's cost management initiatives and margin protection strategies.

Power

2024 spot prices in the Luzon-Visayas grid eased 14% from P5.96/KWh to P5.14/KWh, driven by the addition of 2,700MW in new capacity and lower fuel costs. The impact of the increased supply was especially felt in Q4, when average spot price dropped 23%, from P4.99/KWh to P3.82/KWh.

Because of the significant capacity addition, supply growth outpaced demand in 2024. Average supply for the year rose 9%, from 13,239 MW to 14,390 MW, with a sharper 12% increase in Q4, from 13,460 MW to 15,072 MW. In contrast, average demand in Q4 grew 4%, from 11,285 MW to 11,767 MW, while full-year demand increased 7%, from 11,125 MW to 11,947 MW.

[Note: Supply figures exclude the more expensive and peaking oil-based capacity of about 1,600 MW.]

For 2025, Management expects spot prices to average P4.01/KWh, 22% lower than P5.14/KWh in 2024, driven by the full impact of the recently added baseload plants and of the additional 2,100MW in supply capacity scheduled to come in the year. The election season may also contribute to increased electricity demand, providing potential upside for the market.

Management continues to enhance operational efficiencies and aims to contract about 50% of the net selling capacity (756 MW) with competitive rates and a reliable supply. *[Net selling capacity represents the dependable capacity minus station service, which can vary from time to time]*

I. Explanation on movements of accounts

A. Consolidated Statement of Income

Revenue

Consolidated revenue contracted by 15% from P76.96 billion in 2023 to P65.19 billion in 2024 due to weaker selling prices in the coal segment despite the all-time high shipments, cushioned by the improved sales and record-high gross generation from the power segment.

Cost of Sales

Cost of sales increased by 1% mainly due to higher shipment volume of coal operations and higher depreciation of both segments.

Operating Expenses

Operating expenses decreased by 26% to P11.24 billion in 2024 as government royalties stood at P6.38 billion, 40% down from P10.68 billion due to the combined effect of weaker selling prices and higher production costs. Excluding government royalties, operating expenses rose by 10% to P4.87 billion on higher repairs and maintenance, taxes and insurance costs.

Finance Cost

Consolidated finance costs dipped by 34% to P389 million following continuous bank loan repayments.

Finance Income

Consolidated finance income fell by 25% to P893.06 million due to lower cash volume.

Forex Gains (Losses) - Net

The Group recovered from net forex losses of P175.81 million in 2023 to net forex losses of P113.60 million stemming from lower foreign payables revalued at yearend.

Other Income

Other income down by 15% due to lower fly ash sales cushioned by recoveries from insurance claims.

Provision for Income Tax

Income taxes slightly went up by 1% to P2.18 billion from P2.15 billion mainly due to taxability of shipments exceeding 16MMT ECC limit.

B. Consolidated Statement of Financial Position

The Company's financial condition for the period declined as consolidated total assets and total equity as of December 31, 2024 amounted to P71.19 billion and P56.52 billion, respectively. These are 16% and 9% decline from previous year's balances, due to the combined effect of group's lower financial performance and dividend payments during the year.

Consolidated cash and cash equivalents dipped by 50% from P18.99 billion in December 31, 2023 to P9.47 billion in December 31, 2024 due to lower cash generated from operations, loan repayments, capital expenditures and dividend payments.

Receivables declined by 30% from P10.77 billion to P7.57 billion in 2024 mainly due to lower revenues from coal segment.

Consolidated inventories shrank by 18% to P11.98 billion due to lower coal and spare parts inventories.

Other current assets grew by 10% to P1.19 billion due mainly to the advances made to suppliers and contractors representing prepayments for the acquisition of materials and supplies.

Property, plant and equipment stood at P37.21 billion, 1% down from P37.52 billion last year as depreciation and amortization more than offset capital expenditures for 2024.

Right-of-use assets declined by 18% due to amortization recognized for 2024.

Deferred mine exploration cost represents the capitalized costs attributable to the exploration and evaluation of Acacia mine, which is estimated to be completed by Year 2026.

Investment in associate pertains to the 11.13% stake (4,689,339 shares) of the Parent Company in Cemex Asian Southeast Corp. (CASEC), the majority owner of Cemex Holdings Philippines, Inc. The acquisition of the said shares was completed on December 2, 2024.

Deferred tax assets declined by 9% mainly due to the realization of deductible temporary differences in 2024.

Other noncurrent assets dipped by 62% due mainly to recoupment of advances to supplies and contractors for the acquisition and construction of PPE and other capitalized development costs.

Accounts and other payables eased by 26% due to lower government royalties to DOE.

Income tax payable declined by 32% due to lower taxable income in 2024.

Long-term debts shrank by 61% to P2.63 billion following bank loan repayments. Lease

liabilities (current and noncurrent) fell by 31% due to payments made in 2024.

Provision for decommissioning and site rehabilitation pertains to accrual for estimated cost of rehabilitation activities for the mine site and dismantling and restoration activities on its powerplant site.

Pension liabilities up by 23% following accrual of retirement expense for the year.

Decrease in other noncurrent liabilities pertain to amortization of deferred rent income of SLPGC.

Consolidated retained earnings stood at P46.48 billion at year-end, 11% decline from P52.35 billion at the close of 2023 after generation of P19.63 billion net income and declaration of P25.50 billion SMPC Parent dividends. The amount also includes appropriated retained earnings of P6.8 billion as of and for the years ended December 31, 2024 and 2023.

II. Performance Indicators

1. Net income after tax – weakened by 30% resulting from lower coal selling prices and power ASP in spite all-time high coal shipments and improved power sales and record-high gross generation. In 2024, coal and power segments contribution dropped by 38% and 15%, respectively.
2. Dividend payout – the Parent Company declared P2.50 per share special dividends on October 15, 2024 and P2.00 per share special dividends on March 22, 2024, on top of the P1.50 per share regular dividends declared on March 22, 2024. Total dividend payout to shareholders for 2024 reached a second record-high of P25.50 billion.
3. Debt to equity ratio (interest bearing loans) - DE ratio dropped to 0.05 in 2024 from

0.11 last year due to continuous bank loan repayments and second record-high dividends declaration.

4. Core EBITDA margin – decreased to 43% in 2024 from 46% in 2023 due to record high coal shipments and improved electricity sales volume offset by weaker coal selling prices.
5. Current ratio – As of December 31, 2024, current ratio slightly declined to 2.35:1 compared to 2.38:1 of last year, which is still in a healthy condition in spite of capex payments, second record-high cash dividends, acquisition of 11.13% share in CASEC and bank loan payments.

Full Years 2022-2023

December 31, 2023 (Audited) vs December 31, 2022 (Audited)

I. RESULTS OF OPERATIONS

The table below summarizes the performance of Semirara Mining and Power Corporation (SMPC), its operating subsidiaries SEM-Calaca Power Corporation (SCPC) and Southwest Luzon Power Generation Corporation (SLPGC), and other non-operating subsidiaries, collectively referred to as “the Group” for the periods ended December 31, 2023 and 2022.

- SMPC is the only vertically-integrated power generator in the country that runs on its own fuel. The largest domestic coal producer, it supplies affordable fuel to power plants, cement factories and other industrial facilities across the Philippines. It also exports coal to China, South Korea, Japan, Vietnam and other nearby markets.

In Php Millions except EPS	January to December (FY)		
	2023	2022	Change
SMPC	17,993	32,400	-44%
SCPC	7,854	5,131	53%
SLPGC	2,098	2,482	-15%
Others	45	14	221%
Core Net Income	27,990	40,027	-30%
Nonrecurring Items	(57)	(156)	-63%
Reported Net Income	27,933	39,871	-30%
EPS (reported)	6.57	9.38	-30%

- SCPC and SLPGC generate baseload power for the national grid. Both supply electricity through bilateral contract quantity (BCQ) and the wholesale electricity spot market (WESM).

FY 2023 vs FY 2022 Consolidated Highlights

- Reported net income declined by 30% from P39.87 billion to P27.93 billion, marking the Group’s second-highest profit on record. All-time high coal shipments and electricity sales volume partially offset a sharp correction in market prices.

Earnings per share fell from P9.38 to P6.57. Return on equity reached 44%, the highest among listed energy peers in the Philippines.

Excluding nonrecurring items, core net income fell by 30% from P40.03 billion to P27.99 billion. 2023 nonrecurring item pertains to recognized loss from the planned sale of the 2x25MW gas turbines, while 2022 nonrecurring item was due to the write-down of the gas turbines’ value based on its estimated price when the assets were reclassified to Assets Held for Sale.

- Contribution from the coal segment receded by 44% from P32.40 billion to P17.99 billion.

Meanwhile, the power segment contributed P9.90 billion, a 33-percent increase from P7.46 billion. The marked improvement was largely due to SCPC, whose contribution rose by 53% from P5.13 billion to P7.85 billion, muting the 12-percent contribution reduction of SLPGC from P2.33 billion to P2.04 billion.

- Coal accounted for 65% of total net income, followed by SCPC (28%) and SLPGC (7%). The significant rise in power contributions (from 19% to 35%) was primarily due to improved overall plant performance amid a decline in coal earnings.
- Core EBITDA margin narrowed from 52% to 46% on the combined effect of lower revenues, higher operating cash costs and lower government share.
- Revenues sank by 16% from P91.13 billion to P76.96 billion mainly due to lower selling prices, while total cash costs slipped by 6% from P43.76 billion to P41.21 billion on lower government share, which dropped by 33% from P15.96 billion to P10.68 billion.

Cash component of COS went up by 9% from P24.09 billion to P26.24 billion on record coal shipments, higher carried-over production costs from beginning inventory and increased costs for labor, lubricants and contracted services among others. Meanwhile, Opex rose by 16% from P3.71 billion to P4.30 billion on higher plant maintenance expenses, insurance premium and taxes.

Consequently, Core EBITDA declined by 25% from P47.37 billion to P35.75 billion.

- Depreciation and amortization costs increased by 17% from P5.74 billion to P6.74 billion mostly due to new mining equipment and accelerated amortization of Molave mine due to its early closure. Expected mine life was shortened by one year as increased mudflow from the adjacent area made mining operations in Molave uneconomic, given the adjusted stripping ratio and heightened risks. Consequently, the remaining assets valued at P247 million were expensed in the fourth quarter.
- Other income dropped by 56% from P1.25 billion to P550 million on high-base effect, as the Group recorded a net forex loss of P176 million versus a net forex gain of P1.00 billion last year.

In 2022, the Philippine Peso depreciated by 11% against the US Dollar, weakening from P50.77 (as of December 31, 2021) to P56.12 (as of December 29, 2022). However, from December 29, 2022 to December 29, 2023, the local currency appreciated by 1% to P55.57:US\$1, indicating a more stable forex market.

Additionally, Other income included a P206 million refund of wharfage fees from the Philippine Ports Authority, a P31 million insurance claim for the SLPGC 2x25MW gas turbines, P472 million from the sale of fly ash, and P6 million in income from gas turbine storage fees.

- The Group recorded a net finance income of P597 million versus a net finance cost of P444 million last year because of prudent cash management and regular loan amortization.
- Income taxes slipped by 10% to P2.17 billion from P2.40 billion due to the accrual of tax expenses and interest for year 2020, following a Board of Investments-approved adjustment to the Molave mine's Income Tax Holiday period. Higher taxable profits from the power segment mitigated this decline.
- Total cash balance slid by 5% from P20.06 billion to P18.99 billion, after paying out P29.75 billion in cash dividends (P7/share), the highest ever for the company.

The dividend payout translated to 75% of the previous year's reported net income (P39.87 billion), well above the dividend policy of 20%.

- Book value per share remained healthy despite a slight decline (-3%) from P15.12 to P14.68, after spending a total of P37.26 billion on cash dividends (P29.75 billion), capital expenditures (P4.02 billion) and debt payment (P3.49 billion).
- Loans payable declined by 34% from P10.20 billion to P6.73 billion, bolstered by strong cash flow that enabled steady amortization and financing of capital expenditures.

- Group financial position remained very healthy with current ratio at 2.38 (from 2.91). Debt ratio was flattish at 0.36, following the declaration of cash dividends from the unrestricted retained earnings.

Net cash position strengthened, climbing from P9.86 billion to P12.26 billion, as SMPC and SLPGC reported net cash positions as of the end of the period.

FY 2023 vs FY 2022 Segment Performance

Coal

Standalone coal revenues dropped by 21% from P76.18 billion to P59.82 billion on the combined effect of lower average selling prices (-26%) and higher coal shipments (+7%).

Core EBITDA fell by 35% to P39.44 billion from P25.83 billion, as total cash costs declined at a slower pace (-7%). Meanwhile, net income dropped by 39% from P35.99 billion to P21.90 billion because of higher depreciation, absence of net foreign exchange gain, improved net finance income and normalized tax expense.

Net of intercompany eliminations, net income plunged by 44% from P32.40 billion to P17.99 billion. Eliminating entries rose by 9% from P3.59 billion to P3.91 billion on lower selling prices and thinner gross margins, muted by improved plant availability.

Eliminating entries reflect gross margins from intercompany transactions between the coal and power segments.

The following provides additional context on the segment's financial performance:

- **Highest-ever shipments.** Total shipments reached a record 15.8 million metric tons (MMT) from 14.8 MMT (+7%), exceeding the 2019 high of 15.2 MMT by 1%. Record exports and higher internal sales accounted for the spectacular results.

Exports expanded by 14% from 7.1 MMT to 8.1 MMT on higher fourth-quarter China demand (up 218% from 1.1 MMT to 3.5 MMT) and availability of commercial-grade coal.

China shipments surged by 31% from 4.0 MMT to 5.2 MMT, accounting for the export sales growth (+1.2 MMT). Coal deliveries to South Korea was unchanged at 2.2 MMT. The two countries accounted for 92% of total exports, followed by Brunei (4%), Japan (2%), India (1%) and Vietnam (1%).

Domestic sales was flat at 7.7 MMT, as higher shipments to SMPC-owned plants offset weaker sales to external local customers. High sulfur content in some commercial-grade coal curbed external sales.

Improved overall plant availability led to a 38-percent surge in internal sales from 2.6 MMT to 3.6 MMT, while sale to other power plants, cement and industrial plants contracted by 20% from 5.1 MMT to 4.1 MMT.

- **Stabilizing prices.** Semirara coal average selling price (ASP) declined by 26% from P5,136 per metric ton (MT) to P3,796 per MT, in line with the Indonesian Coal Index 4 (ICI4).

Full-year average Newcastle index (NEWC) plummeted by 64% from a historic high of US\$360.2 to US\$128.9, while average ICI4 fell at a slower pace (26%) from peak US\$85.9 to US\$63.2. Market differences and heightened geopolitical risks drove index price divergence and volatility last year.

For 2023, strong industrial activity and increased demand for lower-grade coal in Asia sustained the ICI4, while high coal stockpiles, slowing economic growth and increased renewable energy capacity in developed countries translated to elevated NEWC volatility.

- **Normalizing margins.** Core EBITDA margin declined from 52% to 43%, and standalone net

income margin fell from 47% to 37%, primarily due to last year's record topline, which created a high base effect.

Strong profit margins were maintained, with the net income margin significantly exceeding both 2021 (35%) and pre-pandemic 2019 (23%) levels.

Revenues declined by 21% from P76.18 billion to P59.82 billion due to lower selling prices, but total cash costs fell slower (-7%) from P36.75 billion to P33.99 billion.

Cash component of the cost of sales (COS) went up by 13% from P19.96 billion to P22.50 billion owing to higher coal sales and carried-over production costs from beginning inventory.

Elevated fuel costs, accounting for 33% of cash costs in 2022, drove up COS due to the sale of high-cost inventory (beginning balance: 2.0 MMT). Opex remained flat year-on-year at P810 million.

Government share declined by 33% from P15.96 billion to P10.68 billion because of lower topline and higher costs. In effect, government share of the topline slipped from 21% to 18%.

- **Higher noncash items.** Depreciation and amortization accelerated by 38% from P3.29 billion to P4.54 billion, driven by higher shipment volumes, new mining equipment purchases and accelerated amortization of Molave mine due to its early closure (P247 million).
- **Absence of net forex gain.** Net forex gain reversed from P1.02 billion to a net forex loss of P159 million on stabilizing US\$:PHP forex market. As of December 31, 2023, P195 million of gross forex loss remained unrealized
- **Better net finance income.** Finance income (net of finance costs) expanded 22x from P31 million to P675 million on the back of healthy cash levels, elevated interest rates, prudent treasury management and lower debt levels.

The segment also reported the following operational highlights:

- **Production at maximum capacity.** For the second straight year, coal production reached 16 MMT, which is the annual limit set by the company's Environmental Compliance Certificate (ECC).

Effective strip ratio rose by 30% to 12.5 from 9.6 because of higher rainfall (243.0 millimeter in 2023 vs 227.7 millimeter in 2022), resumption of Narra mine operations and low-base effect from the near-depletion of Molave mine. In turn, materials moved jumped by 31% from 169.2 million bank cubic meters (MBCM) to 220.9 MBCM.

Total production was almost evenly split between Molave (51%) and Narra (49%) mines.

Molave's slightly higher average strip ratio (13.4 vs Narra's 12.8) stemmed from increased activity across more coal blocks.

Full-year actual strip ratio (13.1) was slightly higher than the initial 2023 guidance of 12.83, as mudflow in Molave South Block 6 prevented the full stripping of materials in the area.
- **Low inventory.** Total coal inventory dropped by 10% from 2.0 MMT to 1.8 MMT on lower third-quarter production and stronger China demand in the fourth quarter.

With record exports, commercial-grade coal inventory plummeted by 78% from 1.1 MMT to 0.2 MMT.

Power

Standalone power segment revenues jumped by 20% from P20.40 billion to P24.40 billion on improved plant availability. Core EBITDA climbed faster than topline from P8.22 billion to P10.50 billion (+28%), mostly from lower replacement power purchases.

Net income grew by 55% from P3.86 billion to P5.98 billion on higher gross generation and sales volume

amid normalizing market prices.

Excluding nonrecurring items, core net income accelerated by 50% from P4.02 billion to P6.04 billion. Nonrecurring items pertain to an additional loss of P57 million, which was recognized in relation to the planned sale of the 2x25MW gas turbines in 2023, while the P156 million pertains to asset write-down for said turbines, which were previously reclassified as Assets Held for Sale.

Net of intercompany eliminations, reported net income went up by 31% from P7.46 billion to P9.90 billion.

To further elaborate on the segment's results:

- **Better plant availability.** Overall plant availability improved from 62% to 81% on reduced outage days (279 days vs 552 days), following the commercial operations of SCPC Unit 2 on October 9, 2022.

SCPC and SLPGC reported contrasting results, with the former more than doubling (107%) its plant availability (from 44% to 91%) because of fewer outage days (from 411 to 68). Meanwhile, SLPGC plant availability contracted from 81% to 71% on increased outage days (from 141 to 211).

Total average capacity, based on running days, slipped by 5% from 706 MW to 672 MW on the occasional deration of SCPC Unit 2 and SLPGC Unit 1.

- **Improved output and sales.** With higher plant availability, total gross generation surged by 31% from 3,735 gigawatt hours (GWh) to 4,890 GWh. SCPC accounted for 65% of total output (versus 46% last year).

Increased plant output led to a 26-percent expansion in total power sales from 3,596 GWh to 4,515 GWh. Bulk (68%) of the volume sold went to the spot market, from 52% last year.

Total spot sales soared to a record high of 3,076 GWh, up by 64% from 1,881 GWh, because of higher plant output and uncontracted capacity. Combined spot market exposure (excluding variable station service) grew by 61% from 298.85 MW (beginning-2022) to 480.75 MW (beginning-2023).

Station service pertains to the electricity produced by the plant that is used within the facility to power the lights, motors, control systems and other auxiliary electrical loads that are necessary for plant operation.

Conversely, BCQ sales declined by 16% from 1,715 GWh to 1,439 GWh, as contracted capacity at the beginning of the periods slightly declined from 194.35MW (beginning-2022) to 189.15MW (beginning-2023).

- **Normalizing selling price.** Overall average selling price (ASP) dipped by 5% from P5.67/kilowatt hour (kWh) to P5.40/kWh mainly due to lower WESM prices, cushioned by better ASP for BCQ sales.

BCQ ASP rose by 19% from P3.71/KWh to P4.41/KWh, driven by a new SLPGC contract with higher pricing, and 2022 SCPC contracts with fuel pass-through provisions (covering 13% of its contracted capacity). Meanwhile, spot market ASP declined by 21% (P7.46/KWh to P5.87/kWh) due to wider grid supply margins and lower fuel costs.

- **Better contracted capacity.** As of December 31, 2023, more than a third (34% or 238.2MW) of the power segment's dependable capacity (710MW) has been contracted. Contracted capacity grew by 26% over the twelve-month period, from 189.15MW.

Majority (53%) of the contracted capacity is under SCPC, aligning with Management's guidance to contract approximately half of the dependable capacity.

Excluding variable station service requirements (58.7MW), the segment has 413.10MW available for spot sales.

- **Lower spot purchases.** Total spot purchases dropped by 59% from P1.76 billion to P721 million owing to improved plant availability and lower spot prices.

The power segment was a net seller to the spot market by 2,973 GWh (vs 1,656 GWh in 2022).

SCPC standalone revenues surged by 44% from P11.75 billion to P16.91 billion on the combined effect of improved operating performance and lower replacement power purchases, tempered by lower selling prices.

Core EBITDA jumped by 37% from P5.71 billion to P7.81 billion, while margin slightly thinned from 49% to 46% on lower selling prices and higher operating expenses.

Standalone net income grew by 63% from P3.00 billion to P4.89 billion, with margin expanding from 26% to 29% on higher fly ash income and lower net finance costs.

FY 2023 vs FY 2022 Segment Performance

Coal

Standalone coal revenues dropped by 21% from P76.18 billion to P59.82 billion on the combined effect of lower average selling prices (-26%) and higher coal shipments (+7%).

Core EBITDA fell by 35% to P39.44 billion from P25.83 billion, as total cash costs declined at a slower pace (-7%). Meanwhile, net income dropped by 39% from P35.99 billion to P21.90 billion because of higher depreciation, absence of net foreign exchange gain, improved net finance income and normalized tax expense.

Net of intercompany eliminations, net income plunged by 44% from P32.40 billion to P17.99 billion. Eliminating entries rose by 9% from P3.59 billion to P3.91 billion on lower selling prices and thinner gross margins, muted by improved plant availability.

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Elevated fuel costs, accounting for 33% of cash costs in 2022, drove up COS due to the sale of high-cost inventory (beginning balance: 2.0 MMT). Opex remained flat year-on-year at P810 million.

Government share declined by 33% from P15.96 billion to P10.68 billion because of lower topline and higher costs. In effect, government share of the topline slipped from 21% to 18%.

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Total production was almost evenly split between Molave (51%) and Narra (49%) mines.

Molave's slightly higher average strip ratio (13.4 vs Narra's 12.8) stemmed from increased activity across more coal blocks.

Full-year actual strip ratio (13.1) was slightly higher than the initial 2023 guidance of 12.83, as mudflow in Molave South Block 6 prevented the full stripping of materials in the area.

- **Low inventory.** Total coal inventory dropped by 10% from 2.0 MMT to 1.8 MMT on lower third-quarter production and stronger China demand in the fourth quarter.

With record exports, commercial-grade coal inventory plummeted by 78% from 1.1 MMT to 0.2 MMT.

Power

Standalone power segment revenues jumped by 20% from P20.40 billion to P24.40 billion on improved plant availability. Core EBITDA climbed faster than topline from P8.22 billion to P10.50 billion (+28%), mostly from lower replacement power purchases.

Net income grew by 55% from P3.86 billion to P5.98 billion on higher gross generation and sales volume amid normalizing market prices.

Excluding nonrecurring items, core net income accelerated by 50% from P4.02 billion to P6.04 billion. Nonrecurring items pertain to an additional loss of P57 million, which was recognized in relation to the planned sale of the 2x25MW gas turbines in 2023, while the P156 million pertains to asset write-down for said turbines, which were previously reclassified as Assets Held for Sale.

Net of intercompany eliminations, reported net income went up by 31% from P7.46 billion to P9.90 billion.

To further elaborate on the segment's results:

- **Better plant availability.** Overall plant availability improved from 62% to 81% on reduced outage days (279 days vs 552 days), following the commercial operations of SCPC Unit 2 on October 9, 2022.

SCPC and SLPGC reported contrasting results, with the former more than doubling (107%) its plant availability (from 44% to 91%) because of fewer outage days (from 411 to 68). Meanwhile, SLPGC plant availability contracted from 81% to 71% on increased outage days (from 141 to 211).

Total average capacity, based on running days, slipped by 5% from 706 MW to 672 MW on the occasional deration of SCPC Unit 2 and SLPGC Unit 1.

- **Improved output and sales.** With higher plant availability, total gross generation surged by 31% from 3,735 gigawatt hours (GWh) to 4,890 GWh. SCPC accounted for 65% of total output (versus 46% last year).

Increased plant output led to a 26-percent expansion in total power sales from 3,596 GWh to 4,515 GWh. Bulk (68%) of the volume sold went to the spot market, from 52% last year.

Total spot sales soared to a record high of 3,076 GWh, up by 64% from 1,881 GWh, because of higher plant output and uncontracted capacity. Combined spot market exposure (excluding variable station service) grew by 61% from 298.85 MW (beginning-2022) to 480.75 MW (beginning-2023).

Station service pertains to the electricity produced by the plant that is used within the facility to power the lights, motors, control systems and other auxiliary electrical loads that are necessary for plant operation.

Conversely, BCQ sales declined by 16% from 1,715 GWh to 1,439 GWh, as contracted capacity at the beginning of the periods slightly declined from 194.35MW (beginning-2022) to 189.15MW (beginning-2023).

- **Normalizing selling price.** Overall average selling price (ASP) dipped by 5% from P5.67/ kilowatt hour (kWh) to P5.40/kWh mainly due to lower WESM prices, cushioned by better ASP for BCQ sales.

BCQ ASP rose by 19% from P3.71/KWh to P4.41/KWh, driven by a new SLPGC contract with higher pricing, and 2022 SCPC contracts with fuel pass-through provisions (covering 13% of its contracted capacity). Meanwhile, spot market ASP declined by 21% (P7.46/KWh to P5.87/kWh) due to wider grid supply margins and lower fuel costs.

- **Better contracted capacity.** As of December 31, 2023, more than a third (34% or 238.2MW) of the power segment's dependable capacity (710MW) has been contracted. Contracted capacity grew by 26% over the twelve-month period, from 189.15MW.

Majority (53%) of the contracted capacity is under SCPC, aligning with Management's guidance to contract approximately half of the dependable capacity.

Excluding variable station service requirements (58.7MW), the segment has 413.10MW available for spot sales.

- **Lower spot purchases.** Total spot purchases dropped by 59% from P1.76 billion to P721 million owing to improved plant availability and lower spot prices.

The power segment was a net seller to the spot market by 2,973 GWh (vs 1,656 GWh in 2022).

SCPC standalone revenues surged by 44% from P11.75 billion to P16.91 billion on the combined effect of improved operating performance and lower replacement power purchases, tempered by lower selling prices.

Core EBITDA jumped by 37% from P5.71 billion to P7.81 billion, while margin slightly thinned from 49% to 46% on lower selling prices and higher operating expenses.

Standalone net income grew by 63% from P3.00 billion to P4.89 billion, with margin expanding from 26% to 29% on higher fly ash income and lower net finance costs.

- **Improved generation and sales.** Gross generation rallied by 86% from 1,713 GWh to 3,192 GWh on better plant availability.

With higher output, total power sales accelerated by 79% from 1,639 GWh to an all-time high of 2,926 GWh, mostly on account of higher spots sales (+1,155-GWh). Bulk (87%) of total sales went to the spot market, from 84% last year.

Spot sales soared by 84% (1,378 GWh to 2,533 GWh) due to increased spot capacity exposure at the start of the period. SCPC's spot exposure broadened by 75% from 202.75 MW (beginning-2022) to 354.45 MW (beginning-2023).

Sales through bilateral contracts grew by 51% from 261 GWh to 393 GWh, as contracted capacity at the beginning of the period more than doubled (122%) from 20.45 MW to 45.45 MW.

- **Normalizing selling prices.** Overall ASP declined by double digits (19%) from P7.17/KWh to P5.78/KWh on the combined effect of lower BCQ and WESM prices.

BCQ ASP slumped by 16% from P5.94/KWh to P5.01/KWh on lower fuel costs, as 56% of contracted capacity (45MW) had a fuel pass-through provision. Meanwhile, Spot ASP fell by 20% from P7.40/KWh to P5.89/KWh on stabilizing supply margins in the grid.

- **Minimal spot purchases.** Replacement power purchases plummeted by 82% from P549 million to P100 million owing to better plant performance.

SCPC was a net seller to the spot market for both periods (2,526 GWh in 2023 vs 1,312 GWh in 2022).

- **Higher cash costs.** Total cash costs surged by 51% from P6.04 billion to P9.10 billion on higher power generation.

COS (cash component) jumped by 61% from P4.48 million to P7.22 billion on higher fuel consumption, tempered by lower replacement power purchases. Meanwhile operating expenses grew by 21% from P1.56 billion to P1.88 billion on higher insurance and tax expenses.

- **Surge in other income.** Other income more than tripled (3.4x) from P117 million to P401 million on the back of higher fly ash sales from increased power generation.
- **Higher noncash items.** Depreciation and amortization increased by 5% from P1.45 billion to P1.53 billion because of higher 2022 capital spending (P1.2 billion in 2022 vs P0.8 billion in 2023).
- **Lower net finance cost.** Net finance costs tumbled by 65% from P394 million to P136 million owing to strong operating cash flow, continuous debt amortization and elevated interest rates.

As of December 31, 2023, loans payable dropped by 32% from P7.6 billion to P5.2 billion, while cash balance swelled by 73% from P2.6 billion to P4.5 billion.

- **Higher tax expense.** Provisions for income taxes surged by 68% from P986 million to P1.66 billion on higher taxable earnings.
- **Growing contracted capacity.** As of December 31, 2023, SCPC had 127 MW (31%) of its 410 MW dependable capacity under contract. Of which, 35% (or 45 MW) is scheduled to expire in 2030 or later, while the remaining 82 MW will end within 2024. Additionally, 20% of the contracted capacity includes a fuel pass-through provision.

Net of variable station service (28.7 MW), SCPC had 254.3 MW of capacity available for spot sales at the end of the period.

SLPGC standalone revenues dropped by 13% from P8.64 billion to P7.49 billion on lower generation and sales volume. Core EBITDA registered a 7-percent uptick from P2.50 billion to P2.69 billion on the back of higher selling prices and lower replacement power purchases.

Net income increased by 25% from P865 million to P1.09 billion, driven by higher core EBITDA and net finance gain, partially offset by an increase in income tax.

Excluding nonrecurring items, core net income climbed by 12% from P1.02 billion to P1.14 billion. Nonrecurring items include an additional recognized loss of P57 million, in relation to the planned sale of the 2x25MW gas turbines of SLPGC, and a P156 million write-down of the turbines in 2022.

Net of intercompany eliminations, net income receded by 12% from P2.33 billion to P2.04 billion. Intercompany eliminations dropped by 35% from P1.46 billion to P956 million on lower consumption, power sales and improved coal blending.

To further elaborate:

- **Reduced plant availability.** Overall plant availability subsided from 81% to 71% on higher outage days (211 vs 141 in 2022).

Unit 1 availability declined from 84% to 62%, as outage days rose from 60 to 138. Its performance drop was primarily driven by emergency shutdowns: 30 days due to tube leak (May 15), 66 days because of high axial displacement (June 17), 10 days on account of excessive inboard bearing vibration (October 27) and 9 days for vibration issues (December 22).

Unit 2 availability saw a slight increase from 78% to 80%, despite outage days reducing from 81 to 73. This was largely due to a 36-day planned maintenance (January 7) and a 28-day emergency shutdown (September 16) for coking incidents and planned maintenance.

Average capacity compressed by 6% (286 MW to 270 MW) due to occasional Unit 1 deration, primarily from vibration issues.

- **Lower generation and dispatch.** Gross generation declined by 16% from 2,022 GWh to 1,698 GWh due to lower availability and average capacity.

Consequently, total power sales fell by 19% from 1,957 GWh to 1,589 GWh, driven by reduced BCQ sales and partially offset by increased spot sales.

Bilateral contracts, comprising 66% of sales, declined by 28% from 1,454 GWh to 1,046 GWh. This resulted from a 17-percent drop in contracted capacity from 173.90 MW (beginning-2022) to 143.70 MW (beginning-2023). Conversely, spot sales increased by 8% from 503 GWh to 543 GWh.

- **ASP uptick.** Overall ASP went up by 7% from P4.42/KWh to P4.71/KWh on higher BCQ prices and spot sales.

Spot ASP dropped by 25% from P7.62/KWh to P5.73/KWh due to the boost in baseload capacity from new and reintegrated plants and the unification of the grid.

Meanwhile BCQ ASP expanded by 27% from P3.31/KWh to P4.19/KWh due to new contracts signed in H2 2022. Better BCQ ASP boosted overall ASP.

- **Lower spot buys.** Replacement power purchases plunged by 49% from P1.22 billion to P621 million because of reduced contractual obligations and lower purchase price.

SLPGC remained a net seller to the spot market at 447 GWh compared to 344GWh last year owing to higher spot sales and lower spot buys.

- **Flat noncash items and lower other income.** Depreciation and amortization stood at P1.31 billion on both periods on the back of controlled maintenance spending.

Meanwhile, Other income tapered by 3% from P106 million to P103 million on lower sale of fly ash (from P100 million to P70 million) due to lower generation, and collection of a storage fee of P6 million, as penalty for the delayed pullout of the two 25MW gas turbines by the buyer.

- **Net finance gain.** Net interest cost of P83 million reversed into a net finance gain of P31 million due to lower debt levels, elevated interest rates and higher cash balance.

- **Net cash position.** SLPGC's net cash position further improved from P131 million (December 31, 2022) to P936 million (December 31, 2023).

Loans payable decreased by 50% from P1.67 billion to P834 million on debt amortization and non-availment of additional loans, while cash balances picked up by 18% from P1.80 billion to P2.13 billion on robust operating cash flow.

- **Lower contracted capacity.** As of December 31, 2023, 111.2 MW out of the 300 MW dependable capacity is under contract, with 90% of these contracts due to expire in Q4 2024. None of these contracts include a fuel pass-through provision.

Net of variable station service (30MW), SLPGC has 158.8MW of capacity exposed to the spot market. This is in line with the previous Management guidance to maintain a balance between contracted capacity and spot market exposure.

CAPEX

In 2023, Group capex slipped by 7% from P4.3 billion to P4 billion owing to lower maintenance expenditures under the power segment.

In Php billions	Q4 2023	Q4 2022	Change	2023	2022	Change
Coal	0.6	0.3	100%	3.0	2.5	20%
SCPC	0.3	0.3	0%	0.8	1.2	-33%
SLPGC	0.1	0.1	0%	0.3	0.6	-50%
Total	1.0	0.7	43%	4.0*	4.3	-7%

Coal capital spending trended higher, doubling in the fourth quarter and increasing by 20% over the entire year because of continuous re-fleeting and improvements in material handling capabilities.

For the power segment, fourth-quarter capex was unchanged at P0.4 billion, as expenses for SCPC Unit 2's generator rewinding and swapping was deferred to 2024. Meanwhile, annual capex declined by 39% from P1.8 billion to P1.1 billion owing to a reduction in outage days, with SCPC Unit 1's planned maintenance activities notably decreasing from 90 to 22 days.

For 2024, the Group expects capex spending to grow by 75% from P4 billion to P7 billion, with most (74%) of the budget going to the coal segment for its re-fleeting and mine exploration activities.

In Php billions	2024F	2023	Change
Coal	5.2	3.0	73%
SCPC	1.3	0.8	63%
SLPGC	0.6	0.3	100%
Total	7.0*	4.0*	75%

**Rounding may cause total not to match the sum of parts*

Capital expenditures in the power segment are projected to rise by 73% from P1.1 billion to P1.9 billion. Of this, around 32% or P600 million is earmarked for the rewinding and swapping of SCPC Unit 2's generator during the first half of 2024.

This activity will involve an 80-day outage beginning on March 5, more than a month after the original February 3 schedule, due to manufacturing delays for the stator bars. The replacement of the defective GE generator is expected to raise the plant's dependable capacity back to 300MW by mid-2024. The remaining capital expenditure budget will be allocated to the annual maintenance of both SCPC plants.

SLPGC's capital expenditures are projected to double to P600 million, with both units undergoing extended maintenance outages in the second half of 2024. Unit 1 is scheduled for a 40-day outage starting August 1, and Unit 2 for a 50-day outage beginning October 30.

The budget also includes P36 million for repairs on SLPGC Unit 1's high-pressure/intermediate-pressure (HIP) turbine rotor, following a high axial displacement incident in Q3 2023 and subsequent discussions with reinsurers.

These repairs, initially estimated at P200 million for a replacement rotor, are set to be completed in Q2 2024. Plant management may install the repaired rotor or keep it as an assurance spare, depending on the outcome of its technical review and actual operating conditions.

Market Review and Outlook

Since the start of the pandemic, the global energy markets have experienced unprecedented volatility, influenced by COVID-19 restrictions, geopolitical tensions, sustainability concerns, energy security, and rapidly evolving regulations. These factors have made the demand-supply dynamics within the coal and electricity markets increasingly unpredictable.

Since 2020, the Newcastle Price (NEWC) has fluctuated dramatically, ranging from \$49.8 in August 2020 to a peak of \$434.0 in September 2022. Similarly, the Indonesian Coal Index 4 (ICI4) has seen a wide trading range, from \$23.5 in September 2020 to \$133 in October 2021.

In the local electricity spot market, prices have moved significantly, hitting a low of Php 1.40/KWh in April 2020 and then soaring to Php 8.87/KWh in October 2022.

In 2023, the energy markets experienced a notable shift towards stabilization, following a prolonged period of volatility. This period was characterized by the correction of prices, the normalization of supply chains and a rebound in demand.

Coal

Coal production, exports and consumption are primarily concentrated in Asia, as regions like Europe and North America move to reduce coal utilization for power generation.

The NEWC index witnessed a 52-percent decline from US\$360.2 to US\$173.0 on easing demand from developed countries, particularly Japan—Australian coal's largest market. Meanwhile, the ICI4 index decreased at a slower pace (-26%) from US\$85.9 to US\$63.2 on record high Indonesian exports amid strong demand from China and India.

In the fourth quarter, NEWC prices posted a sharper drop, plunging by 64% from US\$379.5 to US\$135.6. The decrease in ICI4 prices was more gradual at 35% from US\$90.5 to US\$58.9, partly due to China increasing its coal stockpiles in response to record-breaking cold temperatures and in anticipation of the Chinese New Year holiday.

Quarter-over-quarter, both indices displayed less volatility, with NEWC falling by 8% from US\$147.8 and ICI4 rising by 13% from US\$52.0 on higher demand from India, Indonesia and China.

By January 2024, the NEWC and ICI indices appeared to have found equilibrium, averaging US\$128.2 and US\$57.5, respectively. The declines were largely due to slowing economic activity and continuous geopolitical strains.

For the rest of the year, demand for coal, especially low-calorific value types, is expected to stay strong, likely maintaining prices above the pre-pandemic averages of US\$77 (NEWC) and US\$35 (ICI4). However, increased capacity and production in Indonesia, India and China could mute the impact of higher demand.

SMPC management projects coal prices to stabilize at the onset of 2024, with the NEWC index anticipated to average around US\$124.0, marking a 28% reduction from US\$173.0 in 2023. For ICI4, it is expected to average around US\$54.5.

Meanwhile, strip ratio is expected to level at around 13.21, with all production now coming from the Narra mine. In January, the Department of Energy approved the early closure of the Molave mine after excessive mudflow was recorded in South Block 6.

Power

Fourth-quarter average spot prices decreased by 43% from P8.41/KWh to P4.83/KWh on better supply margins amid higher demand. Average supply in the Luzon-Visayas grid increased by 13% from 11,900 MW to 13,400MW, while average demand rebounded by 7% from 10,600MW to 11,300MW.

For FY2023, the average spot price fell by 21% from P7.39/KWh to P5.86/KWh, as the addition of 300MW in baseload capacity, the reintegration of a major 1,200MW baseload plant, and the additional capacity from Mindanao's connection to the Luzon-Visayas grid boosted overall supply. Meanwhile, average demand increased by 5% from 10,600MW to 11,100MW.

Looking ahead to 2024, management expects spot prices to likely to remain stable, but lower than 2023 levels. This is due to the introduction of approximately 1,500MW in additional capacities in the Luzon-Visayas grid, and the increasing capacity contribution from Mindanao. However, heightened El Niño conditions in the first half of the year may cause spot prices to spike, especially during the summer season when El Niño's effects on hydropower production and electricity consumption exert upward pressure on rates.

To mitigate price and operational risks, management plans to contract half of SCPC and SLPGC's dependable capacity during the year.

II. Explanation on movements of accounts

A. Consolidated Statement of Income

Revenue

Consolidated revenue declined by 16% from P91.13 billion in 2022 to P76.96 billion in 2023 due to normalizing prices in the coal segment in spite the all-time high shipments, cushioned by the improved plant output from the power segment.

Cost of Sales

Cost of sales jumped by 11% mainly due to higher shipment volume of coal operations plus the combined effects of higher carried-over production costs from beginning inventory and depreciation of both segments.

Operating Expenses

Operating expenses declined by 24% to P15.12 billion in 2023 as government royalties stood at P10.69 billion, 33% down from P15.96 billion due to exceptional profits from the coal segment last year. Excluding government royalties, operating expenses rose by 11% to P4.43 billion on higher taxes, repairs and maintenance, insurance and personnel-related costs

Finance Cost

Consolidated finance costs fell by 31% to P589 million following the repayment of bank loans.

Finance Income

Consolidated finance income rose more than 2x (187%) to P1.19 billion due to higher placements and interest rates.

Forex Gains (Losses) - Net

The Group recognized net forex losses of P175.81 million from a net forex gain of P1 billion last year mainly due to stabilizing forex rates. Also, forex loss on import payments offset forex gains from dollar-denominated export collections.

Other Income

Other income increased by 199% due to higher fly ash sales, recoveries from insurance claims and refund of wharfage fees from the Philippines Port Authority.

Provision for Income Tax

Income taxes declined by 9% to P2.15 billion from P2.35 billion due to absence of last year's accrual of P897 million income tax expense for 2020 in relation to the deferral of Molave mine's ITH, cushioned by higher taxable income from the power segment.

B. Consolidated Statement of Financial Position

The Company's financial condition for the period slightly declined as consolidated total assets and total equity amounted to P85.1 billion and P62.34 billion, respectively as of December 31, 2023. This is a 2% and 3% decline from last year's balances, which is mainly due to all-time high dividends.

Consolidated cash and cash equivalents slipped by 5% from P20.1 billion in December 31, 2022 to P19.0 billion in December 31, 2023 due to lower cash generated from operations, loan repayments, capital expenditures and all-time high dividends and government royalties.

Receivables rose by 5% from P10.2 billion to P10.8 billion in 2023 due to higher revenue from power segment and due to timing of collection during the period.

Consolidated inventories increased by 15% to P14.6 billion due to higher coal inventory and spare parts.

Other current assets diminished by 5% to P1.1 billion due mainly to the application of tax credits to income tax payable during the year.

Asset held-for-sale was revalued to P713.22 million to reflect the asset's carrying amount based on the current net realizable value or fair value less cost to sell.

Property, plant and equipment stood at P37.5 billion, 8% down from P41.0 billion last year as depreciation and amortization more than offset capital expenditures for 2023.

Right-of-use assets declined by 17% due to amortization recognized for 2023.

Deferred tax assets expanded by 58% mainly due to the reversal of deferred tax liability arising from the taxable temporary difference on unrealized foreign exchange gains of the Parent Company.

Other noncurrent assets declined by 4% due mainly to realization of deferred input VAT.

Accounts and other payables grew by 34% owing mainly to timing of payments to suppliers and contractors and higher government royalties to DOE.

Income tax payable declined by 52% due to payment of 2020 income tax in 2023.

Long-term debts dropped by 34% to P6.7 billion following bank loan repayments.

Lease liabilities (current and noncurrent) fell by 19% due to payments made in 2023.

Provision for decommissioning and site rehabilitation pertains to accrual for estimated cost of rehabilitation activities for the mine site and dismantling and restoration activities on its powerplant site.

Pension liabilities increased by 94% following accrual of retirement expense for the year. Decrease in other noncurrent liabilities pertain to amortization of deferred rent income of SLPGC.

Consolidated retained earnings stood at P52.4 billion at year-end, 3% dip from P54.2 billion at the close of 2022 after generation of P27.9 billion net income and declaration of P29.8 billion SMPC Parent dividends. The amount also includes appropriated retained earnings of P6.8 billion as of and for the years ended December 31, 2023 and 2022.

III. Performance Indicators

1. Net income after tax – declined by 30% following a high-base effect from its record-high performance last year. Coal segment contribution dropped by 44% but were moderated by the 33% growth in earnings from the power segment.
2. Dividend payout – remarkable liquidity enabled the company to declare P3.50 per share special dividends on October 9, 2023 and P1.70 per share special dividends on March 27, 2023, on top of the P1.80 per share regular dividends declared on March 27, 2023. Total dividend payout to shareholders for 2023 reached an all-time high of P29.8 billion.
3. Debt to equity ratio (interest bearing loans) - DE ratio dropped to 0.11 at the end of 2023 from 0.16 last year due to bank loan repayment and record-high dividends declaration.
4. Core EBITDA margin – Fell to 46% in 2023 from 52% in 2022 due to all-time high coal shipments and electricity sales volume partially offset by the stabilizing market prices.
5. Current ratio – As of December 31, 2023, current ratio slightly declined to 2.38:1 compared to 2.91:1 as of December 31, 2022, which is still in a healthy condition in spite of capex payments, all-time high cash dividends and loan payments.

B. INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

The external auditors of SMPC and its Subsidiaries is the accounting firm SyCip Gorres Velayo & Co. (SGV). Pursuant to the General Requirements of SRC Rule 68, paragraph 3 (Qualifications and Reports of Independent Auditors), SMPC and its Subsidiaries has engaged the services of SGV as external auditor of the SMPC, and Jennifer D. Ticlaio is the Partner-In-Charge starting 2022 audit period given the

required audit partner rotation every five years.

On March 10, 2026, the Board of Directors of SMPC, upon recommendation of its Audit Committee, approved and recommended the re-appointment of SGV, subject to the stockholders' approval, as SMPC's Independent External Auditor for the fiscal year 2026.

1. External Audit Fees and Services

- a. Audit & Audit Related Fees - SMPC and its Subsidiaries paid its external auditors the following fees in the past two (2) years:

In Million Pesos with VAT	
2024	11.3
2025	12.4
Total	23.7

- b. Tax Fees - There are no fees billed in each of the last fiscal years for professional services rendered by the SGV for tax accounting, compliance, advice, planning and any other form of tax services.
- c. All Other Fees – In 2025, non-audit fees amounting to P3.70 million pertains to various advisory services were paid to SGV. This also includes P150,000.00 for engagement in performing as an independent party to count and/or validate the votes at the Annual Stockholders' Meeting. There are no significant fees paid in 2025 for products and services provided by SGV other than services reported above.
2. There have been no changes in or disagreement with SMPC and its Subsidiaries' accountant on accounting and financial disclosures.
3. SMPC's Audit Committee oversees the external audit function on behalf of the Board of Directors (Board). It recommends the appointment, reappointment or replacement of an external auditor to the Board. It is charged with the evaluation of the audit work engagements, its scope, fees and terms for approval of the Board. The Audit Committee also reviews non-audit services and taxation advice, if any, by the external auditor. At the conclusion of the annual audit, it discusses with Management and the external auditor significant reporting issues. Lastly, the Audit Committee reviews external audit findings in respect of any significant deficiencies or weaknesses in controls and ensures that Management responds appropriately with timely corrective actions, including audit adjusting entries noted or proposed but passed as immaterial or otherwise. The current members of the Audit Committee of SMPC are Ferdinand M. dela Cruz as Chairman while Roberto L. Panlilio and Francisco A. Dizon are Members.

³ Includes Subsidiaries audit fees of P4.5 million.

⁴ Includes Subsidiaries audit fees of P4.7 million.

⁵ Audit and non-audit-related fees; no fees for other assurance and related services were paid.

PART IV – DISCUSSION ON COMPLIANCE WITH LEADING/ PRACTICE ON CORPORATE GOVERNANCE

SMPC's corporate governance framework aims to provide a culture of ethical conduct, higher standards of performance, transparency and accountability throughout the organization. It discloses its overall compliance and level of adoption of leading practices as provided in the SEC's Code of Corporate Governance for Publicly-Listed Companies (PLCs). SMPC seeks to continually improve its compliance with SEC's recommended provisions.

Directors, Officers and employees are advised of their respective duties and internal mechanisms are in place to support the governance framework. It fully complies with the disclosure and reportorial requirements of the SEC and PSE, such as certifications on compliances on Board performance, structured reports, as well as timely disclosures of significant and material information, events or developments and reporting of transactions involving trading of the Company's shares by Directors and Key Officers. The Company's governance structure, policies and systems are further described in the relevant governance section of its Integrated Annual and Sustainability Report.

SUSTAINABLE GOVERNANCE

In 2023, SMPC was recognized as an Asset Class awardee by the ASEAN Capital Market Forum (ACMF), together with the Asian Development Bank (ADB) and Institute of Corporate Directors (ICD) Philippines for its corporate governance practices along with other top-ranking Philippine publicly listed companies. Also, in the recent ASEAN Corporate Governance Scorecard (ACGS) Awards, SMPC received the three Golden Arrow recognition. We continue to be among PLCs which achieved a score of 97 points and higher in the country and the region, which shows how we stand by the values and pillars embedded in our corporate governance framework.

SMPC's Manual on Corporate Governance expresses clearly the roles and responsibilities of the Board and Management to the stockholders and other stakeholders which include customers, employees, suppliers, business partners, government and community in which it operates.

In 2023, the Company fully complied with the provisions of its Manual on Corporate Governance.

RIGHTS OF SHAREHOLDERS

SMPC protects and facilitates the exercise of basic shareholder rights. It maintains a share structure that gives all shares equal voting rights. It allows all shareholders the right to nominate candidates for board of directors. It is committed to providing reasonable economic returns to the investors through the right to participate in its profits. It respects the right of a shareholder to participate, be informed and vote in key decisions regarding fundamental corporate changes in its Annual Shareholders' Meeting (ASM). Shareholders are furnished with sufficient and timely information concerning the ASM date, location, agenda including the rules and voting procedures that govern such meetings in the Notice of ASM and accompanying SEC Form 20-IS Information Statement. It respects other shareholder rights, specifically, to inspect corporate books and records, to information, to dividends and appraisal right.

EQUITABLE TREATMENT OF SHAREHOLDERS

It ensures equitable treatment of all shareholders and provides them the opportunity to obtain redress for violation of their rights. It has a share structure of one class of common shares with one vote for each share. It aims to protect non-controlling shareholders from inequitable conduct and abusive self-dealing of its Directors, Officers and employees. Related good governance policies include:

- Insider Trading Policy - explicitly prohibits insider trading to prevent conflict of interest and benefiting from insider information or knowledge not available to the general public. It prescribes trading block off periods and requires Directors and officers to inform or report to SMPC their trading transactions of SMPC shares within three (3) business days. In 2023, there was no insider trading violation case reported.
- Related Party Transaction (RPT) Policy – provides that RPTs be arms-length and at terms available to an unaffiliated third party under the same or similar business circumstances. It also sets threshold levels requiring approval of the Board or shareholders, and that RPTs be arms-length and at terms generally available to an unaffiliated third party under the same or similar circumstances, among others. All Independent Directors through SMPC's Audit Committee regularly review material

significant RPTs that meet the threshold levels stipulated by regulatory rules and requirements on RPTs and materiality guidelines per RPT Policy. In 2023, all actual RPTs were conducted in arms-length terms.

- Material Related Party Transaction (RPT) Policy - requires at least two-thirds (2/3) approval vote of the Board of Directors, with at least a majority of the Independent Directors, of all transactions of SMPC and subsidiaries meeting the materiality threshold of RPTs amounting to ten percent (10%) or higher of SMPC's Total Consolidated Assets based on its latest audited consolidated financial statements. The policy provisions are compliant with SEC's Rules on Material RPTs for PLCs. These include guidelines in ensuring arm's length terms, maintaining a Related Party Registry and audit, risk and compliance system, among others. In 2023, there was no material RPT that breached the prescribed SEC materiality threshold.

The principal risks to minority shareholders associated with the identity of our company's controlling shareholders include transactions with and/or dependence on related parties, are mitigated by a corporate governance framework that protects and ensures the rights and equitable treatment of all shareholders, including minority and foreign shareholders. Basic shareholder rights, such as the right to information and shareholder participation in key company decisions and fundamental issues, disclosures of control structures and voting rights and threshold approvals of related party transactions, among others are upheld by our governance policies.

In 2023, the Company continues to be an institutional member of the Shareholders' Association of the Philippines Inc. (SharePHIL), which promotes investor education and shareholder activism, and advocates the protection of shareholders' rights.

ROLE OF STAKEHOLDERS

It protects the rights and interests of its employees, customers, suppliers, business partners, creditors, government, environment, communities and other stakeholders as established by law or through mutual agreements. Its active engagement and partnership with key stakeholders encourage open communication and early resolution of issues or concerns, if any, during quarterly monitoring meetings with the Multi-Monitoring Team wherein various sectoral stakeholder groups are represented and heard. Related policies include:

- Alternative Dispute Resolution Policy - promotes the use of alternative dispute resolution (ADR) options and processes in the settlement of corporate governance related disputes or differences with shareholders and key stakeholders.
- Anti-corruption and Ethics Program - consists of ethics-related policies, soft controls and audit procedures aimed to promote the highest standards of openness, probity and accountability throughout the organization.
- Whistleblowing integrity reporting mechanism - provides a secure reporting venue for employees, customers, suppliers and other stakeholders to raise and communicate in good faith valid complaints and confidential concerns on fraud, questionable and unethical transactions.

DISCLOSURE AND TRANSPARENCY

It commits to a regime of open disclosure and transparency of material information and events regarding its financial performance, ownership and business updates. Its Information Policy ensures information is communicated to shareholders and key stakeholders by timely and adequate disclosures through announcements, quarterly or annual reporting, SMPC website and investor relations activities such as analyst briefings and media/press engagement.

We engage with institutional and prospective investors, investment analysts, fund managers and the financial community through various platforms, such as analyst-media briefings, local investor conference, person-to-person meetings, and conference calls, among others.

Our Investor Relations (IR) unit was centralized under our Parent, DMCI Holdings, Inc.'s (DMCI) group-wide IR function to enhance alignment of the group's investor relations strategy and engagement. Our IR team attended the Annual Shareholders' Meeting on May 2, 2023 to address possible shareholder queries.

Our IR Contact Information:

E-mail: Investor_Relations@semirarampc.com

Telephone: +638888-3000

RESPONSIBILITIES OF THE BOARD

SMPC's Good Governance Guidelines for Board Directors serve as the Board's charter with policies regarding directorship tenure, service in other company boards, conflict of interest, among others. It aims to protect non-controlling shareholders from inequitable conduct of its Directors, officers and employees. Its Code of Conduct and Business Ethics (Code) embodies the Board's commitment to conduct business with the highest ethical standards and in accordance with applicable laws, rules and regulations. The Code, which is aligned with SMPC's Manual on Corporate Governance, includes provisions on conflict of interest, gifts, corporate giving, insider trading, corporate opportunities, accounting and financial reporting, influencing external auditor, political activities, fair dealings, confidentiality, protection and proper use of company assets, among others. Annually, SMPC requires all Directors and Officers to certify their compliance with the Code.

ENTERPRISE RISK MANAGEMENT

Our ERM framework is based on the leading frameworks of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and ISO 31000: 2009, integrating a system that all business risks are identified, measured and managed effectively and continuously within a structured and proactive framework. It supports a systematic and disciplined approach to provide clear responsibility and accountability structures of risk management.

Risk Governance

Our Chief Risk Officer (CRO) leads the overall implementation and enhancement of our ERM framework and practices. Our Risk and Quality Management (RQM) Department provides full support to the CRO and Risk Committee in ensuring effective and integrated risk management system in place.

Our Risk Appetite

Our Board sets the tone and establishes the risk appetite level for our ERM. Risks are identified, assessed, managed, monitored and communicated per the Company's strategic and business objectives and then subsequently applied across the organization.

Our Risk Committee assists the Board to ensure that an adequate and effective risk management system is in place. Risk management of significant risks, including emerging risks are regularly reported to the Board.

Business Continuity Management

Our Business Continuity Management efforts are designed to ensure that critical business processes are restored to minimize business disruption without compromising safety and health in the event of a major internal or external incident.

Risks

We implement a proactive hazard identification, risk mitigation, monitoring and risk reporting of our business and associated risks. These are occupational safety & health, compliance & reputation, people & talent, power regulations, asset performance & production efficiency, supply chain, and climate-related risks among others.

UPON THE WRITTEN REQUEST OF ANY STOCKHOLDER, SMPC WILL PROVIDE, WITHOUT CHARGE, A HARD COPY OF ITS DEFINITIVE INFORMATION STATEMENT, ANNUAL REPORT IN SEC FORM 17-A, AND THE CORPORATION'S LATEST QUARTERLY REPORT IN SEC FORM 17-Q DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING:

SEMIRARA MINING AND POWER CORPORATION
2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue
Makati City, Metro Manila, Philippines

ATTENTION: **JOHN R. SADULLO**
Corporate Secretary

SEMIRARA MINING AND POWER CORPORATION

LIST OF TOP 100 STOCKHOLDERS

AS OF MARCH 17, 2026

Count	Last Name	First Name	Middle Name	Shares (Sum)	Percentage
1	DMCI HOLDINGS INC.			2,407,770,396	56.65%
2	PCD NOMINEE CORPORATION (FILIPINO)			800,184,981	18.83%
3	DACON CORPORATION			532,993,408	12.54%
4	PCD NOMINEE CORPORATION (FOREIGN)			145,869,100	3.43%
5	PRIVATIZATION AND MANAGEMENT OFFICE			145,609,296	3.43%
6	DFC HOLDINGS INC.			86,526,716	2.04%
7	DACON CORPORATION			38,048,357	0.90%
8	FREDA HOLDINGS INC.			18,574,952	0.44%
9	AUGUSTA HOLDINGS INC.			15,995,600	0.38%
10	BERIT HOLDINGS CORPORATION			8,500,892	0.20%
11	REGINA CAPITAL DEVELOPMENT CORP.			7,634,550	0.18%
12	MERU HOLDINGS INC			6,854,198	0.16%
13	AUGUSTA HOLDINGS INC.			6,802,698	0.16%
14	DAVEPRIME HOLDINGS INC.			3,445,389	0.08%
15	ARTREGARD HOLDINGS INC.			3,390,390	0.08%
16	GREAT TIMES HOLDINGS CORP.			2,881,148	0.07%
17	GARCIA	JAIME	B.	2,193,768	0.05%
18	DAVEPRIME HOLDINGS INC.			2,177,400	0.05%
19	REGINA CAPITAL DEVELOPMENT CORPORATION			2,000,000	0.05%
20	TASHIDING HOLDINGS INC.			1,832,400	0.04%
21	GREAT TIMES HOLDINGS CORPORATION			1,400,036	0.03%
22	WINDERMERE HOLDINGS INC.			1,162,168	0.03%
23	VENDIVEL	OLGA	P.	720,000	0.02%
24	BERIT HOLDINGS CORPORATION			532,000	0.01%
25	CAROUSEL HOLDINGS INC.			500,000	0.01%
26	AUGUSTA HOLDINGS INC.			420,400	0.01%
27	GREAT TIMES HOLDINGS CORPORATION			354,520	0.01%
28	EMMANUEL M. VILLABROZA OR EMILIA S. VILLABROZA OR FIDES MARIE S			285,000	0.01%
29	BERIT HOLDINGS CORPORATION			257,700	0.01%
30	DIRECTPOINT HOLDINGS INC			223,944	0.01%
31	HENRY ONG CHUSUEY OR ANNA LISSA CHUSUEY			200,000	0.00%
32	TEAM GLADIOLA INC.			183,135	0.00%
33	FLASHPRIME HOLDINGS INC.			180,364	0.00%
34	AMATONG	ISAGANI	S.	166,800	0.00%
35	SAN JUAN	ROMULO .	D.	149,000	0.00%
36	TENG	CHING BUN		135,000	0.00%
37	REYES	JOSEFA	C.	120,000	0.00%
38	SAN JUAN	ROMULO	D.	120,000	0.00%
39	ASTERION HOLDINGS INC.			110,000	0.00%
40	AGILEWINGS HOLDINGS INC.			110,000	0.00%
41	LIGHTSTAR INFINITE HOLDINGS INC.			110,000	0.00%
42	LUMIDERM HOLDINGS INC.			110,000	0.00%

43	SAN JUAN	ROMULO	D.	100,000	0.00%
44	HENRY CHUSUEY OR ANNA LISSA CHUSUEY			100,000	0.00%
45	JABBERWOCK HOLDINGS INC.			96,000	0.00%
46	JABBERWOCK HOLDINGS INC.			95,828	0.00%
47	FLASHPRIME HOLDINGS INC.			90,000	0.00%
48	XIE	BIHUI		82,500	0.00%
49	YAN LUCIO W. YAN &/OR CLARA Y.			80,000	0.00%
50	ZHOU	ZIPING		77,600	0.00%
51	TRAN	AI QUYNH		77,100	0.00%
52	XU	BINYU		77,000	0.00%
53	CHEN	XIAOER		72,000	0.00%
54	ROSARIO VICTOR J. DEL ROSARIO OR MA. RITA S. DEL			72,000	0.00%
55	JUNJIE JIANG			65,200	0.00%
56	CHEN ZONGHAI			64,700	0.00%
57	LEE	MAX	SOON	62,200	0.00%
58	XU	XINWEI		61,100	0.00%
59	YEBES	ROLANDO	E.	60,000	0.00%
60	YU	JIAYU		60,000	0.00%
61	CHEN	SHU ZHU		58,630	0.00%
62	NARANJO	LORNA	J.	57,140	0.00%
63	ZHUANG	YUANPENG		56,000	0.00%
64	CHEN	XI		55,900	0.00%
65	IBANEZ	ANGELICA S.J		55,000	0.00%
66	YAN YIZE			53,000	0.00%
67	INTERNATIONAL SYNTHETIC INDUSTRIES INC.			45,000	0.00%
68	IBANEZ	ANGELICA S.J.		45,000	0.00%
69	SONG YI			43,000	0.00%
70	QIU	YILONG		42,800	0.00%
71	LIN	LI		42,470	0.00%
72	XU	HAIHAN		42,280	0.00%
73	HO	DORIS TERESA	M.	42,240	0.00%
74	YU	TONG		41,800	0.00%
75	FREDA HOLDINGS INC.			41,140	0.00%
76	RUFINO	JOSEFINA	P.	40,880	0.00%
77	GAHUMAN	KRIZZA RICA	O.	40,000	0.00%
78	CHAN	HSIN-YU		40,000	0.00%
79	ZHUANG	YUANHAN		39,200	0.00%
80	ZHANG	GUANNIAN		38,500	0.00%
81	LIU WEI			38,204	0.00%
82	LIU	DAN		37,744	0.00%
83	CHIOU	LI-RUNG		35,863	0.00%
84	CID	JOHANNA THERESA	A.	35,100	0.00%
85	YU JIE			34,826	0.00%
86	RANILLO	ANNA MICHELLE	A.	32,400	0.00%
87	AMATONG	ADRIAN MICHAEL	A.	32,400	0.00%
88	MARANA JR.	CENON	BIENVENID	32,400	0.00%
89	XIE	XINGXIA		32,400	0.00%

90	SAN JUAN	ROMULO	D.	31,000	0.00%
91	AKIDAGAIN HOLDINGS INC.			30,516	0.00%
92	WINDERMERE HOLDINGS INC.			30,480	0.00%
93	FRANCISCO	ERNESTO	A.	30,000	0.00%
94	AKIDAGAIN HOLDINGS INC.			30,000	0.00%
95	ZHAO	YING		29,800	0.00%
96	VIG VIDISHA			29,000	0.00%
97	CHEN	XIAOYU		27,700	0.00%
98	BAUTISTA	JOHN	A.	27,600	0.00%
99	LO	YU-TSE		24,806	0.00%
100	TSAI	TE-LIN		24,600	0.00%

4,249,775,753

4,250,547,620

Philippine Depository & Trust Corp.
OUTSTANDING BALANCES FOR A SPECIFIC COMPANY - ADHOC
 Company Code - SCC000000000 & Company Name - SEMIRARA MINING AND POWER CORPORATION

Selection Criteria :
 Security ID From : SCC000000000 To : SCC000000000 Input Date : 03/17/2026

BPNAME	ADDRESS	HOLDINGS
A & A SECURITIES, INC.	Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	388,650.00
A & A SECURITIES, INC.	Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	764,400.00
A & A SECURITIES, INC.	Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	1,997,300.00
A & A SECURITIES, INC.	Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	7,559.00
A. T. DE CASTRO SECURITIES CORP.	UNIT 1107, 11TH FLOOR, PSE TOWER 5TH AVENUE CORNER 28TH STREET, BONIFACIO GLOBAL CITY TAGUIG CITY 1634	10,000.00
A. T. DE CASTRO SECURITIES CORP.	UNIT 1107, 11TH FLOOR, PSE TOWER 5TH AVENUE CORNER 28TH STREET, BONIFACIO GLOBAL CITY TAGUIG CITY 1634	1,801,400.00
AAA SOUTHEAST EQUITIES, INCORPORATED	Ground Floor, Fortune Life Building #162 Legaspi St., Legaspi Village Makati City	1,200.00
AAA SOUTHEAST EQUITIES, INCORPORATED	Ground Floor, Fortune Life Building #162 Legaspi St., Legaspi Village Makati City	1,430,544.00
AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	G/F, Asianbank Centre Bldg., Sen. Gil Puyat Extension cor. Tordesillas St., Salcedo Village Makati City	1,700.00
AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	G/F, Asianbank Centre Bldg., Sen. Gil Puyat Extension cor. Tordesillas St., Salcedo Village Makati City	85,358.00
AB CAPITAL SECURITIES, INC.	8/F Phinma Plaza 39 Plaza Drive, Rockwell Center Makati City	926,167.00

AB CAPITAL SECURITIES, INC.	8/F Phinma Plaza 39 Plaza Drive, Rockwell Center Makati City	1,481,845.00
AB CAPITAL SECURITIES, INC.	8/F Phinma Plaza 39 Plaza Drive, Rockwell Center Makati City	9,966,601.00
AB CAPITAL SECURITIES, INC.	8/F Phinma Plaza 39 Plaza Drive, Rockwell Center Makati City	532,814.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	48,700.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	6,591,732.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	11,649.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	4,451.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	2,936,000.00
ALAKOR SECURITIES CORPORATION	9/F Quad Alpha Centrum, 125 Pioneer St. Mandaluyong City	700.00
ALPHA SECURITIES CORP.	UNIT 3003, ONE CORPORATE CENTRE, 30TH FLOOR, JULIA VARGAS STREET, COR MERALCO AVENUE STREET, ORTIGAS CENTER, PASIG CITY	82,800.00
ANSALDO, GODINEZ & CO., INC.	340 Nueva St., Binondo Manila	220,200.00
ANSALDO, GODINEZ & CO., INC.	340 Nueva St., Binondo Manila	211,260.00

AP SECURITIES INCORPORATED	Suites 2002/2004, The Peak, 107 Alfaro St., Salcedo Village, Makati City	8,700.00
AP SECURITIES INCORPORATED	Suites 2002/2004, The Peak, 107 Alfaro St., Salcedo Village, Makati City	106,560.00
AP SECURITIES INCORPORATED	Suites 2002/2004, The Peak, 107 Alfaro St., Salcedo Village, Makati City	1,589,860.00
AP SECURITIES INCORPORATED	Suites 2002/2004, The Peak, 107 Alfaro St., Salcedo Village, Makati City	53,800.00
APEX PHILIPPINES EQUITIES CORPORATION	Unit 902, Antel Corporate Center, No. 139 Valero St., Salcedo Vill., Makati City	61,900.00
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	24/F Galleria Corporate Center EDSA corner Ortigas Avenue, Pasig City	41,300.00
ASIA UNITED BANK - TRUST & INVESTMENT GROUP	347 G/F Morning Star Bldg. Sen. Gil Puyat, Makati City	130,400.00
ASIASEC EQUITIES, INC.	8/F Chatham House 116 Valero cor. V.A. Rufino Sts Salcedo Village, Makati City 1227	1,232,380.00
ASTRA SECURITIES CORPORATION	Units 1204-1205 Ayala Tower One Ayala Ave. cor. Paseo de Roxas Makati City	80,000.00
ASTRA SECURITIES CORPORATION	Units 1204-1205 Ayala Tower One Ayala Ave. cor. Paseo de Roxas Makati City	10,000.00
AURORA SECURITIES, INC.	UNIT 2405A WEST TOWER PHILIPPINE STOCK EXCHANGE CENTRE ORTIGAS, PASIG CITY	141,000.00
AURORA SECURITIES, INC.	UNIT 2405A WEST TOWER PHILIPPINE STOCK EXCHANGE CENTRE ORTIGAS, PASIG CITY	2,000.00

B. H. CHUA SECURITIES CORPORATION	872 G. Araneta Avenue, Quezon City	182,300.00
B. H. CHUA SECURITIES CORPORATION	872 G. Araneta Avenue, Quezon City	143,500.00
BA SECURITIES, INC.	Rm 401-403 CLMC Bldg, 256-259 EDSA Greenhills Mandaluyong City	6,720.00
BA SECURITIES, INC.	Rm 401-403 CLMC Bldg, 256-259 EDSA Greenhills Mandaluyong City	80,000.00
BA SECURITIES, INC.	Rm 401-403 CLMC Bldg, 256-259 EDSA Greenhills Mandaluyong City	175,300.00
BANCO DE ORO - TRUST BANKING GROUP	17/F, South Tower, BDO Corporate Centre cor H.V. Dela Costa and Makati Avenue Makati City City	1,153,000.00
BANCO DE ORO - TRUST BANKING GROUP	17/F, South Tower, BDO Corporate Centre cor H.V. Dela Costa and Makati Avenue Makati City City	8,311,570.00
BANK OF COMMERCE - TRUST SERVICES GROUP	PHIL FIRST BUILDING, 6764 AYALA AVE., MAKATI CITY PHILIPPINES	220,000.00
BDO SECURITIES CORPORATION	27/F Tower I & Exchange Plaza Ayala Ave., Makati City	24,249,365.00
BDO SECURITIES CORPORATION	27/F Tower I & Exchange Plaza Ayala Ave., Makati City	19,233,607.00
BDO SECURITIES CORPORATION	27/F Tower I & Exchange Plaza Ayala Ave., Makati City	320.00
BDO SECURITIES CORPORATION	27/F Tower I & Exchange Plaza Ayala Ave., Makati City	312.00

BDO SECURITIES CORPORATION	27/F Tower I & Exchange Plaza Ayala Ave., Makati City	2,712,600.00
BDO SECURITIES CORPORATION	27/F Tower I & Exchange Plaza Ayala Ave., Makati City	200.00
BELSON SECURITIES, INC.	4th Floor Belson House 271 Edsa, Mandaluyong City	2,097,000.00
BELSON SECURITIES, INC.	4th Floor Belson House 271 Edsa, Mandaluyong City	8,968,100.00
BELSON SECURITIES, INC.	4th Floor Belson House 271 Edsa, Mandaluyong City	3,963,100.00
BERNAD SECURITIES, INC.	3/F 1033 M.H. del Pilar St. Ermita, Manila	253,000.00
BPI ASSET MANAGEMENT AND TRUST CORPORATION	7 F BPI BUENDIA CENTER SEN GIL PUYAT AVENUE MAKATI CITY PHILIPPINES 1209	988,600.00
BPI ASSET MANAGEMENT AND TRUST CORPORATION	7 F BPI BUENDIA CENTER SEN GIL PUYAT AVENUE MAKATI CITY PHILIPPINES 1209	10,200.00
BPI SECURITIES CORPORATION	11F AYALA NORTH EXCHANGE TOWER 1 6796 AYALA AVENUE CORNER SALCEDO AND AMORSOLO STS. SAN LORENZO, MAKATI CITY PHILIPPINES 1229	531,300.00
BPI SECURITIES CORPORATION	11F AYALA NORTH EXCHANGE TOWER 1 6796 AYALA AVENUE CORNER SALCEDO AND AMORSOLO STS. SAN LORENZO, MAKATI CITY PHILIPPINES 1229	70,300.00
BPI SECURITIES CORPORATION	11F AYALA NORTH EXCHANGE TOWER 1 6796 AYALA AVENUE CORNER SALCEDO AND AMORSOLO STS. SAN LORENZO, MAKATI CITY PHILIPPINES 1229	27,307,221.00
BPI SECURITIES CORPORATION	11F AYALA NORTH EXCHANGE TOWER 1 6796 AYALA AVENUE CORNER SALCEDO AND AMORSOLO STS. SAN LORENZO, MAKATI CITY PHILIPPINES 1229	100.00

CABALLES GO SECURITIES INC	16/F Robinsons Equitable Tower, ADB Avenue cor. Poveda St. Ortigas Center Pasig City	55,700.00
CAMPOS, LANUZA & COMPANY, INC.	2002B PSEC EAST TOWER EXCHANGE RD ORTIGAS CENTER PASIG CITY 1605	92,344.00
CAMPOS, LANUZA & COMPANY, INC.	2002B PSEC EAST TOWER EXCHANGE RD ORTIGAS CENTER PASIG CITY 1605	1,400.00
CHINA BANK SECURITIES CORPORATION	Unit 6f, 6th Floor 8101 Pearl Plaza, Pearl Drive Ortigas Center, Pasig City	119,000.00
CHINA BANK SECURITIES CORPORATION	Unit 6f, 6th Floor 8101 Pearl Plaza, Pearl Drive Ortigas Center, Pasig City	3,089,800.00
CHINA BANKING CORPORATION - TRUST GROUP	8/F CBC Building, 8745 Paseo de Roxas cor. Villar Streets Makati City	221,400.00
CHINA BANKING CORPORATION - TRUST GROUP	8/F CBC Building, 8745 Paseo de Roxas cor. Villar Streets Makati City	428,030.00
CHINA BANKING CORPORATION - TRUST GROUP	8/F CBC Building, 8745 Paseo de Roxas cor. Villar Streets Makati City	360,000.00
CITIBANK N.A.	2/F CITIBANK CENTER 8741 PASEO DE ROXAS MAKATI CITY	29,533,125.00
CITIBANK N.A.	2/F CITIBANK CENTER 8741 PASEO DE ROXAS MAKATI CITY	4,737,632.00
CITIBANK N.A.	2/F CITIBANK CENTER 8741 PASEO DE ROXAS MAKATI CITY	57,479,416.00
CLSA PHILIPPINES, INC.	Trafalgar Plaza, Unit 17-D, 105 H.V. dela Costa St., Salcedo Vill., Makati City	12,000.00

CNN SECURITIES, INC.	UNIT 2305-B 23/F ORIENT SQUARE BLDG., F. ORTIGAS, JR. ROAD, ORTIGAS CENTRE, PASIG CITY, 1605	219,320.00
CNN SECURITIES, INC.	UNIT 2305-B 23/F ORIENT SQUARE BLDG., F. ORTIGAS, JR. ROAD, ORTIGAS CENTRE, PASIG CITY, 1605	21,300.00
COHERCO SECURITIES, INC.	8TH FLOOR HERCO CENTER, 114 BENAVIDEZ STREET LEGASPI VILLAGE, MAKATI CITY	21,240.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	23,000.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	53,300.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	63,400.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	80,134,240.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	1,934,600.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	235,495.00
COL Financial Group, Inc.	2401-B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER 1605 PASIG CITY	12,885,840.00
COL Inv Mgt Inc as Investment Company Adviser for Various Mutual Funds	2703A EAST TOWER PSE CENTRE, EXCHANGE ROAD ORTIGAS CENTER, PASIG CITY	68,620.00
CTS GLOBAL EQUITY GROUP, INC.	Rm. 2701-B Tektite Tower Center Exchange Rd, Pasig City	1,645,300.00

CUALOPING SECURITIES CORPORATION	UNIT 061 LEVEL 3, AYALA MALLS CIRCUIT, HIPPODROMO STREET, CIRCUIT MAKATI, BRGY. CARMONA, MAKATI CITY 1209, PHILIPPINES	277,980.00
CUALOPING SECURITIES CORPORATION	UNIT 061 LEVEL 3, AYALA MALLS CIRCUIT, HIPPODROMO STREET, CIRCUIT MAKATI, BRGY. CARMONA, MAKATI CITY 1209, PHILIPPINES	20,000.00
DA MARKET SECURITIES, INC.	UNIT 1105 PSE TOWER 5TH AVENUE COR 28TH ST BONIFACIO GLOBAL CITY TAGUIG CITY PHILIPPINES	437,600.00
DAVID GO SECURITIES CORP.	UNIT 2702D EAST TOWER, PHILIPPINE STOCK EXCHANGE CENTRE, EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY	268,500.00
DAVID GO SECURITIES CORP.	UNIT 2702D EAST TOWER, PHILIPPINE STOCK EXCHANGE CENTRE, EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY	2,200,800.00
DEUTSCHE BANK MANILA-CLIENTS A/C	19TH FLOOR FOUR NEO 31ST CORNER 4TH AVENUE E SQUARE ZONE BONIFACIO GLOBAL CITY TAGUIG CITY 1634	30,159,842.00
DEUTSCHE BANK MANILA-CLIENTS A/C	19TH FLOOR FOUR NEO 31ST CORNER 4TH AVENUE E SQUARE ZONE BONIFACIO GLOBAL CITY TAGUIG CITY 1634	31,872,328.00
DIVERSIFIED SECURITIES, INC.	5/F PDCP Bank Centre, Herrera cor. Alfaro Sts., Salcedo Village, Makati City	1,352,500.00
DIVERSIFIED SECURITIES, INC.	5/F PDCP Bank Centre, Herrera cor. Alfaro Sts., Salcedo Village, Makati City	240,000.00
DRAGONFI SECURITIES, INC.	Unit 1007, 10/F Ayala Triangle Tower I, Ayala Avenue, Makati City	3,100.00
DRAGONFI SECURITIES, INC.	Unit 1007, 10/F Ayala Triangle Tower I, Ayala Avenue, Makati City	11,631.00
DRAGONFI SECURITIES, INC.	Unit 1007, 10/F Ayala Triangle Tower I, Ayala Avenue, Makati City	2,751,106.00

DRAGONFI SECURITIES, INC.	Unit 1007, 10/F Ayala Triangle Tower I, Ayala Avenue, Makati City	55,021.00
E. CHUA CHIACO SECURITIES, INC.	113 Renta St., Binondo, Manila	1,207,800.00
E. CHUA CHIACO SECURITIES, INC.	113 Renta St., Binondo, Manila	5,300.00
EAGLE EQUITIES, INC.	779 HARVARD ST WACKWACK VILLAGE MANDALUYONG CITY	1,740.00
EAGLE EQUITIES, INC.	779 HARVARD ST WACKWACK VILLAGE MANDALUYONG CITY	265,400.00
EAGLE EQUITIES, INC.	779 HARVARD ST WACKWACK VILLAGE MANDALUYONG CITY	203,100.00
EAST WEST CAPITAL CORPORATION	2/F U-Bix Building 1331 Angono St., Makati City	400,000.00
EASTERN SECURITIES DEVELOPMENT CORPORATION	1701 Tytana Ctr. Bldg, Binondo, Manila	2,273,580.00
EQUITIWORLD SECURITIES, INC.	807-809 Philippine Stock Exchange Ayala Tower 1, Ayala Avenue Makati City	19,260.00
EVERGREEN STOCK BROKERAGE & SEC., INC.	Suite 606 - 607, 6th Floor, Tower One Phil. Stock Exchange Plaza, Ayala Triangle, Ayala Ave. Makati City	730,940.00
EVERGREEN STOCK BROKERAGE & SEC., INC.	Suite 606 - 607, 6th Floor, Tower One Phil. Stock Exchange Plaza, Ayala Triangle, Ayala Ave. Makati City	72,080.00
F. YAP SECURITIES, INC.	17TH FLOOR LEPANTO BUILDING 8747 PASEO DE ROXAS, MAKATI CITY	3,200.00

F. YAP SECURITIES, INC.	17TH FLOOR LEPANTO BUILDING 8747 PASEO DE ROXAS, MAKATI CITY	3,290,514.00
F. YAP SECURITIES, INC.	17TH FLOOR LEPANTO BUILDING 8747 PASEO DE ROXAS, MAKATI CITY	68,900.00
F. YAP SECURITIES, INC.	17TH FLOOR LEPANTO BUILDING 8747 PASEO DE ROXAS, MAKATI CITY	34,300.00
FIDELITY SECURITIES, INC.	2103-B PSE Centre, Exchange Road, Ortigas, Pasig City	27,300.00
FIRST METRO SECURITIES BROKERAGE CORP.	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	157,100.00
FIRST METRO SECURITIES BROKERAGE CORP.	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	31,462,001.00
FIRST METRO SECURITIES BROKERAGE CORP.	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	1,921,871.00
FIRST METRO SECURITIES BROKERAGE CORP.	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	118,800.00
FIRST METRO SECURITIES BROKERAGE CORP.	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	5,716,601.00
FIRST METRO SECURITIES BROKERAGE CORP.	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	1,103,409.00
FIRST ORIENT SECURITIES, INC.	UNIT 1709 17TH FLOOR PHILIPPINE STOCK EXCHANGE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY, TAGUIG CITY	176,800.00
FIRST ORIENT SECURITIES, INC.	UNIT 1709 17TH FLOOR PHILIPPINE STOCK EXCHANGE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY, TAGUIG CITY	143,700.00

FIRST ORIENT SECURITIES, INC.	UNIT 1709 17TH FLOOR PHILIPPINE STOCK EXCHANGE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY, TAGUIG CITY	120,000.00
FIRST ORIENT SECURITIES, INC.	UNIT 1709 17TH FLOOR PHILIPPINE STOCK EXCHANGE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY, TAGUIG CITY	309,740.00
G.D. TAN & COMPANY, INC.	Unit 2203-A East Tower, PSE Center Exchange Road, Ortigas Center, Pasig City	19,020.00
G.D. TAN & COMPANY, INC.	Unit 2203-A East Tower, PSE Center Exchange Road, Ortigas Center, Pasig City	45,300.00
GLOBALINKS SECURITIES & STOCKS, INC.	# 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City	8,000.00
GLOBALINKS SECURITIES & STOCKS, INC.	# 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City	8,293,712.00
GLOBALINKS SECURITIES & STOCKS, INC.	# 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City	1,101,000.00
GLOBALINKS SECURITIES & STOCKS, INC.	# 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City	36,000.00
GLOBALINKS SECURITIES & STOCKS, INC.	# 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City	221,137.00
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	4-B Vernida I Condominium, 120 Amorsolo St., Legaspi Village, Makati City	56,000.00
GOLDSTAR SECURITIES, INC.	2201-B East Tower, PSE Centre Exchange Rd, Ortigas Center Pasig City	3,000.00
GOLDSTAR SECURITIES, INC.	2201-B East Tower, PSE Centre Exchange Rd, Ortigas Center Pasig City	461,200.00

GOVERNMENT SERVICE INSURANCE SYSTEM	GSIS Hqs., Financial Center Roxas Blvd., Pasay City	3,010,518.00
GUILD SECURITIES, INC.	Unit 1215 Tower One & Exchange Plaza Ayala Ave., Makati City	3,040.00
GUILD SECURITIES, INC.	Unit 1215 Tower One & Exchange Plaza Ayala Ave., Makati City	212,600.00
GUILD SECURITIES, INC.	Unit 1215 Tower One & Exchange Plaza Ayala Ave., Makati City	45,500.00
H. E. BENNETT SECURITIES, INC.	Rm. 1704 World Trade Exchange Bldg., 215 Juan Luna St., Binondo, Manila	10,500.00
H. E. BENNETT SECURITIES, INC.	Rm. 1704 World Trade Exchange Bldg., 215 Juan Luna St., Binondo, Manila	5,000.00
I. B. GIMENEZ SECURITIES, INC.	3/F NEW ROSARIO ORTIGAS ARCADE, NO. 42, ORTIGAS EXTENSION, ROSARIO, PASIG CITY	27,640.00
IGC SECURITIES INC.	Suite 1006, Tower I & Exchange Plaza Ayala Triangle, Ayala Avenue Makati City	25,300.00
IGC SECURITIES INC.	Suite 1006, Tower I & Exchange Plaza Ayala Triangle, Ayala Avenue Makati City	925,720.00
IGC SECURITIES INC.	Suite 1006, Tower I & Exchange Plaza Ayala Triangle, Ayala Avenue Makati City	369,180.00
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	UNIT 1108 PSE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY	10,100.00
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	UNIT 1108 PSE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY	136,350.00

IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	UNIT 1108 PSE TOWER 5TH AVENUE CORNER 28TH STREET BONIFACIO GLOBAL CITY	40,000.00
INTRA-INVEST SECURITIES, INC.	11/F ACT Tower, 135 Sen. Gil Puyat Ave., Salcedo Vill., Makati City	600.00
INTRA-INVEST SECURITIES, INC.	11/F ACT Tower, 135 Sen. Gil Puyat Ave., Salcedo Vill., Makati City	79,000.00
INTRA-INVEST SECURITIES, INC.	11/F ACT Tower, 135 Sen. Gil Puyat Ave., Salcedo Vill., Makati City	207,600.00
INVESTORS SECURITIES, INC,	Unit 604-605 Tower One & Exchange Plaza Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	785,374.00
INVESTORS SECURITIES, INC,	Unit 604-605 Tower One & Exchange Plaza Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	3,600.00
INVESTORS SECURITIES, INC,	Unit 604-605 Tower One & Exchange Plaza Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City	1,790,121.00
JAKA SECURITIES CORP.	Unit 814, Ayala Tower I Ayala Ave., Makati City	300.00
JSG SECURITIES, INC.	4th Floor, A&T Building, 244 Escolta Street, Binondo, Manila	58,700.00
JSG SECURITIES, INC.	4th Floor, A&T Building, 244 Escolta Street, Binondo, Manila	10,000.00
LAND BANK OF THE PHILIPPINES-TRUST BANKING GROUP	LBP PLAZA 1598 M.H. DEL PILAR COR DR. J. QUINTOS STS., MALATE MANILA	3,000.00
LANDBANK SECURITIES, INC.	Suite 1612, 16/F Ayala Tower I Exchange Plaza, Ayala Ave. cor. Paseo de Roxas Makati City	5,437,600.00

LANDBANK SECURITIES, INC.	Suite 1612, 16/F Ayala Tower I Exchange Plaza, Ayala Ave. cor. Paseo de Roxas Makati City	105,000.00
LANDBANK SECURITIES, INC.	Suite 1612, 16/F Ayala Tower I Exchange Plaza, Ayala Ave. cor. Paseo de Roxas Makati City	1,000.00
LARRGO SECURITIES CO., INC.	Rm. 202 2/F Rufino Building, Ayala Avenue, Makati City	9,000.00
LBP-TBG THIRD PARTY CUSTODIANSHIP & REGISTRY DEPT	Landbank Plaza 1598 M.H. Del Pilar cor. Dr. J. Quintos Sts., Malate Manila	100,000.00
LBP-TBG THIRD PARTY CUSTODIANSHIP & REGISTRY DEPT	Landbank Plaza 1598 M.H. Del Pilar cor. Dr. J. Quintos Sts., Malate Manila	1,705,700.00
LOPEZ, LOCSIN, LEDESMA & CO., INC.	405 URBAN BUILDING, SEN. GIL. PUYAT AVENUE, MAKATI CITY	14,080.00
LOPEZ, LOCSIN, LEDESMA & CO., INC.	405 URBAN BUILDING, SEN. GIL. PUYAT AVENUE, MAKATI CITY	19,800.00
LUCKY SECURITIES, INC.	Unit 1402-B PSE Center Exchange Road, Ortigas Center Pasig City	921,400.00
LUNA SECURITIES, INC.	UNIT 601 EMERALD MANSION F ORTIGAS JR ROAD ORTIGAS CENTER PASIG CITY 1605	53,709.00
LUYS SECURITIES COMPANY, INC.	28/F LKG Tower 6801 Ayala Ave. Makati City	1,128,000.00
MANDARIN SECURITIES CORPORATION	28/F LKG Tower 6801 Ayala Ave. Makati City	70,720.00
MANDARIN SECURITIES CORPORATION	28/F LKG Tower 6801 Ayala Ave. Makati City	100.00

MANDARIN SECURITIES CORPORATION	28/F LKG Tower 6801 Ayala Ave. Makati City	246,540.00
MAYBANK SECURITIES, INC.	17/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue Makati City	81,400.00
MAYBANK SECURITIES, INC.	17/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue Makati City	19,445,240.00
MAYBANK SECURITIES, INC.	17/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue Makati City	54,200.00
MBTC - TRUST BANKING GROUP	5/F Metrobank Plaza Sen. Gil J. Puyat Ave. Makati City	23,692,700.00
MBTC - TRUST BANKING GROUP	5/F Metrobank Plaza Sen. Gil J. Puyat Ave. Makati City	65,600.00
MBTC - TRUST BANKING GROUP	5/F Metrobank Plaza Sen. Gil J. Puyat Ave. Makati City	14,200.00
MBTC - TRUST BANKING GROUP	5/F Metrobank Plaza Sen. Gil J. Puyat Ave. Makati City	480,116.00
MBTC - TRUST BANKING GROUP	5/F Metrobank Plaza Sen. Gil J. Puyat Ave. Makati City	1,237,300.00
MBTC - TRUST BANKING GROUP	5/F Metrobank Plaza Sen. Gil J. Puyat Ave. Makati City	637,944.00
MDR SECURITIES, INC.	UNIT 1608 PHILIPPINE STOCK EXCHANGE TOWER 28TH ST. COR. 5TH BONIFACIO GLOBAL CITY TAGUIG CITY	1,500.00
MDR SECURITIES, INC.	UNIT 1608 PHILIPPINE STOCK EXCHANGE TOWER 28TH ST. COR. 5TH BONIFACIO GLOBAL CITY TAGUIG CITY	225,900.00

MERCANTILE SECURITIES CORP.	UNIT 1102 THE PSE TOWER, ONE BONIFACIO HIGH STREET, 5TH AVENUE CORNER 28TH STREET, BONIFACIO GLOBAL CITY, FORT BONIFACIO, TAGUIG CITY	439,200.00
MERIDIAN SECURITIES, INC.	Suite 2702B&C Tektite Tower I Ortigas Centre, Pasig City	62,500.00
MERIDIAN SECURITIES, INC.	Suite 2702B&C Tektite Tower I Ortigas Centre, Pasig City	567,850.00
MERIDIAN SECURITIES, INC.	Suite 2702B&C Tektite Tower I Ortigas Centre, Pasig City	4,200.00
META CAPITAL SECURITIES INC	UNIT 1606B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY 1605	118,300.00
META CAPITAL SECURITIES INC	UNIT 1606B EAST TOWER, PSE CENTER, EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY 1605	63,000.00
MOUNT PEAK SECURITIES, INC.	#748 C.K. Bldg., Juan Luna St., Binondo, Manila	140.00
NEW WORLD SECURITIES CO., INC.	UNIT 2608 WORLD TRADE EXCHANGE BLDG. 215 JUAN LUNA ST. BINONDO, MANILA 1006	60,400.00
OPTIMUM SECURITIES CORPORATION	No. 11 E. O. Bldg., United St. cor. 2nd St. Bo. Kapitolyo, Pasig City	28,100.00
OPTIMUM SECURITIES CORPORATION	No. 11 E. O. Bldg., United St. cor. 2nd St. Bo. Kapitolyo, Pasig City	1,062,980.00
PAN ASIA SECURITIES CORP.	UNIT L2L20-09 PHILIPPINE STOCK EXCHANGE TOWER, 5TH AVE., COR. 28TH STREET, BONIFACIO GLOBAL CITY	218,400.00
PAPA SECURITIES CORPORATION	GROUND FLOOR, ACE BUILDING, DE LA ROSA CORNER RADA ST., LEGASPI VILLAGE, MAKATI CITY	1,894,094.00

PHILIPPINE EQUITY PARTNERS, INC.	Unit 19C Citibank Tower Citibank Plaza 8741 Paseo de Roxas Makati City	139.00
PHILIPPINE EQUITY PARTNERS, INC.	Unit 19C Citibank Tower Citibank Plaza 8741 Paseo de Roxas Makati City	2,107,460.00
PHILSTOCKS FINANCIAL INC	Unit 1101 Orient Square Building Emerald Avenue Ortigas Center, Pasig City	21,633.00
PHILSTOCKS FINANCIAL INC	Unit 1101 Orient Square Building Emerald Avenue Ortigas Center, Pasig City	5,443,615.00
PHILSTOCKS FINANCIAL INC	Unit 1101 Orient Square Building Emerald Avenue Ortigas Center, Pasig City	84,312.00
PLATINUM SECURITIES, INC.	UNIT 1805 18TH FLOOR PSE TOWER, 5TH AVE, CORNER 28TH STREET BONIFACIO GLOBAL CITY, FORT BONIFACIO, CITY OF TAGUIG	600.00
PNB SECURITIES, INC.	3/F PNB Financial Center Roxas Blvd., Pasay City	187,160.00
PNB SECURITIES, INC.	3/F PNB Financial Center Roxas Blvd., Pasay City	1,474,250.00
PNB SECURITIES, INC.	3/F PNB Financial Center Roxas Blvd., Pasay City	27,500.00
PNB SECURITIES, INC.	3/F PNB Financial Center Roxas Blvd., Pasay City	40,360.00
PNB TRUST BANKING GROUP	3/F PNB Financial Center Roxas Blvd., Pasay City	1,726,104.00
PNB TRUST BANKING GROUP	3/F PNB Financial Center Roxas Blvd., Pasay City	1,400,000.00

PREMIUM SECURITIES, INC.	UNIT L2L11-14 PHILIPPINE STOCK EXCHANGE BLDG., 5TH AVE. COR. 28TH ST., ONE BONIFACIO HIGH STREET, BONIFACIO GLOBAL CITY	160,000.00
QUALITY INVESTMENTS & SECURITIES CORPORATION	Suite 1602 Tytana Plaza Oriente St, Binondo Manila	642,384.00
R & L INVESTMENTS, INC.	675 Lee St., Mandaluyong City	6,600.00
R. COYIUTO SECURITIES, INC.	5/F Corinthian Plaza, Paseo de Roxas, Legaspi Village Makati City	775.00
R. COYIUTO SECURITIES, INC.	5/F Corinthian Plaza, Paseo de Roxas, Legaspi Village Makati City	513,090.00
R. COYIUTO SECURITIES, INC.	5/F Corinthian Plaza, Paseo de Roxas, Legaspi Village Makati City	45,000.00
R. COYIUTO SECURITIES, INC.	5/F Corinthian Plaza, Paseo de Roxas, Legaspi Village Makati City	200.00
R. NUBLA SECURITIES, INC.	UNIT 3 4TH FLOOR A CBK BUILDING 495 QUINTIN PAREDES ST BARANGAY 289 BINONDO MANILA	16,200.00
R. NUBLA SECURITIES, INC.	UNIT 3 4TH FLOOR A CBK BUILDING 495 QUINTIN PAREDES ST BARANGAY 289 BINONDO MANILA	980,500.00
R. NUBLA SECURITIES, INC.	UNIT 3 4TH FLOOR A CBK BUILDING 495 QUINTIN PAREDES ST BARANGAY 289 BINONDO MANILA	52,000.00
R. NUBLA SECURITIES, INC.	UNIT 3 4TH FLOOR A CBK BUILDING 495 QUINTIN PAREDES ST BARANGAY 289 BINONDO MANILA	3,787,900.00
R. S. LIM & CO., INC.	1509 Galvani Street San Isidro, Makati City	398,700.00

R. S. LIM & CO., INC.	1509 Galvani Street San Isidro, Makati City	1,000.00
RCBC SECURITIES, INC.	Unit 1008 Tower I & Exchange Plaza Ayala Avenue, Makati City	13,300.00
RCBC SECURITIES, INC.	Unit 1008 Tower I & Exchange Plaza Ayala Avenue, Makati City	523,300.00
RCBC SECURITIES, INC.	Unit 1008 Tower I & Exchange Plaza Ayala Avenue, Makati City	2,390,116.00
RCBC SECURITIES, INC.	Unit 1008 Tower I & Exchange Plaza Ayala Avenue, Makati City	135,400.00
RCBC SECURITIES, INC.	Unit 1008 Tower I & Exchange Plaza Ayala Avenue, Makati City	35,835.00
RCBC TRUST CORPORATION	9TH FLOOR, YUCHENGCO TOWER 1, RCBC PLAZA, 6819 AYALA AVENUE CORNER GIL PUYAT AVENUE, MAKATI CITY	2,265,280.00
RCBC TRUST CORPORATION	9TH FLOOR, YUCHENGCO TOWER 1, RCBC PLAZA, 6819 AYALA AVENUE CORNER GIL PUYAT AVENUE, MAKATI CITY	1,069,080.00
RCBC TRUST CORPORATION	9TH FLOOR, YUCHENGCO TOWER 1, RCBC PLAZA, 6819 AYALA AVENUE CORNER GIL PUYAT AVENUE, MAKATI CITY	724,100.00
RCBC TRUST CORPORATION	9TH FLOOR, YUCHENGCO TOWER 1, RCBC PLAZA, 6819 AYALA AVENUE CORNER GIL PUYAT AVENUE, MAKATI CITY	354,000.00
RCBC TRUST CORPORATION	9TH FLOOR, YUCHENGCO TOWER 1, RCBC PLAZA, 6819 AYALA AVENUE CORNER GIL PUYAT AVENUE, MAKATI CITY	3,400.00
RCBC TRUST CORPORATION	9TH FLOOR, YUCHENGCO TOWER 1, RCBC PLAZA, 6819 AYALA AVENUE CORNER GIL PUYAT AVENUE, MAKATI CITY	12,000.00

REGINA CAPITAL DEVELOPMENT CORPORATION	UNIT 1809-1810 PSE TOWER 5TH AVENUE COR 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	400.00
REGINA CAPITAL DEVELOPMENT CORPORATION	UNIT 1809-1810 PSE TOWER 5TH AVENUE COR 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	11,606,170.00
REGINA CAPITAL DEVELOPMENT CORPORATION	UNIT 1809-1810 PSE TOWER 5TH AVENUE COR 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	69,900.00
REGINA CAPITAL DEVELOPMENT CORPORATION	UNIT 1809-1810 PSE TOWER 5TH AVENUE COR 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	2,173,860.00
REGINA CAPITAL DEVELOPMENT CORPORATION	UNIT 1809-1810 PSE TOWER 5TH AVENUE COR 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	27,300.00
REGIS PARTNERS, INC.	23/F Tower I, Ayala Triangle, Makati City	925.00
REGIS PARTNERS, INC.	23/F Tower I, Ayala Triangle, Makati City	44,305,328.00
REGIS PARTNERS, INC.	23/F Tower I, Ayala Triangle, Makati City	151,000.00
RTG & COMPANY, INC.	UNIT 602 TOWER ONE AND EXCHANGE PLAZA, AYALA TRIANGLE, AYALA AVENUE, MAKATI CITY	1,187,060.00
S.J. ROXAS & CO., INC.	1412 PSE TOWER 5TH AVENUE COR. 28TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY	3,200.00
S.J. ROXAS & CO., INC.	1412 PSE TOWER 5TH AVENUE COR. 28TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY	437,000.00
S.J. ROXAS & CO., INC.	1412 PSE TOWER 5TH AVENUE COR. 28TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY	37,000.00

SALISBURY SECURITIES CORPORATION	SALISBURY BKT SECURITIES CORP U1214 PSE TOWER ONE AND EXCHANGE PLAZA AYALA AVENUE MAKATI CITY	50,000.00
SARANGANI SECURITIES, INC.	UNIT 2 D1 VERNIDA I CONDOMINIUM 120 AMORSOLO ST., LEGASPI VILLAGE MAKATI CITY	49,240.00
SB EQUITIES, INC.	7TH FLOOR, SECURITY BANK BLDG., 6776 AYALA AVE., MAKATI CITY	2,495,200.00
SB EQUITIES, INC.	7TH FLOOR, SECURITY BANK BLDG., 6776 AYALA AVE., MAKATI CITY	2,487,700.00
SB EQUITIES, INC.	7TH FLOOR, SECURITY BANK BLDG., 6776 AYALA AVE., MAKATI CITY	1,377,400.00
SB EQUITIES, INC.	7TH FLOOR, SECURITY BANK BLDG., 6776 AYALA AVE., MAKATI CITY	63,000.00
SECURITIES SPECIALISTS, INC.	8/F LTA BLDG 118 PEREA ST LEGASPI VILLAGE MAKATI CITY 1226	104,300.00
SECURITIES SPECIALISTS, INC.	8/F LTA BLDG 118 PEREA ST LEGASPI VILLAGE MAKATI CITY 1226	218,800.00
SEEDBOX SECURITIES, INC.	4/F TWIN CITIES CONDOMINIUM, LEGAZPI VILLAGE, MAKATI CITY	178,000.00
SINCERE SECURITIES CORPORATION	1203-A EAST TOWER, PSE BUILDING, EXCHANGE ROAD, ORTIGAS CENTER, SAN ANTONIO, PASIG CITY	10,000.00
SOCIAL SECURITY SYSTEM	SSS Bldg., East Ave., Diliman, Quezon City	125,576,586.00
SOCIAL SECURITY SYSTEM	SSS Bldg., East Ave., Diliman, Quezon City	44,565,546.00

SOLAR SECURITIES, INC.	Unit 3002-A East Tower, Phil. Stock Exchange Centre, Exchange Road, Ortigas Complex, Pasig City	1,896,600.00
SSS PROVIDENT FUND	8F SSS BLDG. EAST AVENUE, DILIMAN QUEZON CITY	82,200.00
STANDARD CHARTERED BANK	6756 Ayala Avenue Makati City	17,375,232.00
STANDARD CHARTERED BANK	6756 Ayala Avenue Makati City	42,891,622.00
STANDARD SECURITIES CORPORATION	#34 Jefferson St., GHW, San Juan Metro Manila	330,660.00
STRATEGIC EQUITIES CORP.	Unit 610-611 PSE Plaza, Tower I, Ayala Triangle, Ayala Ave., Makati City	1,031,308.00
STRATEGIC EQUITIES CORP.	Unit 610-611 PSE Plaza, Tower I, Ayala Triangle, Ayala Ave., Makati City	20,000.00
STRATEGIC EQUITIES CORP.	Unit 610-611 PSE Plaza, Tower I, Ayala Triangle, Ayala Ave., Makati City	398,552.00
SUMMIT SECURITIES, INC.	UNIT 2102-B, 21ST FLOOR, EAST TEKTITE TOWER PHIL. STOCK EXCHANGE CENTER, EXCHANGE ROAD ORTIGAS CENTER, PASIG CITY	992,100.00
SUMMIT SECURITIES, INC.	UNIT 2102-B, 21ST FLOOR, EAST TEKTITE TOWER PHIL. STOCK EXCHANGE CENTER, EXCHANGE ROAD ORTIGAS CENTER, PASIG CITY	1,344,120.00
SunSecurities, Inc.	UNIT 1604 EAST TEKTITE TOWER CENTRE, PHIL. STOCK EXCHANGE CENTRE EXCHANGE ROAD, BRGY. SAN ANTONIO, ORTIGAS CENTER, PASIG CITY	1,000.00
SunSecurities, Inc.	UNIT 1604 EAST TEKTITE TOWER CENTRE, PHIL. STOCK EXCHANGE CENTRE EXCHANGE ROAD, BRGY. SAN ANTONIO, ORTIGAS CENTER, PASIG CITY	411,100.00

SunSecurities, Inc.	UNIT 1604 EAST TEKTITE TOWER CENTRE, PHIL. STOCK EXCHANGE CENTRE EXCHANGE ROAD, BRGY. SAN ANTONIO, ORTIGAS CENTER, PASIG CITY	60,000.00
TANSENGCO & CO., INC.	U-2308 World Trade Exchange Condominium 215 Juan Luna St., Binondo, Manila	260,600.00
TANSENGCO & CO., INC.	U-2308 World Trade Exchange Condominium 215 Juan Luna St., Binondo, Manila	6,000.00
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	5TH FL. PSE TOWER, 5TH AVE. COR. 28TH ST. BGC, TAGUIG CITY	561,740.00
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	5TH FL. PSE TOWER, 5TH AVE. COR. 28TH ST. BGC, TAGUIG CITY	100,000.00
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	5TH FL. PSE TOWER, 5TH AVE. COR. 28TH ST. BGC, TAGUIG CITY	223,900.00
THE HONGKONG AND SHANGHAI BANKING CORP. LTD. - CLIENTS' ACCT.	HSBC Securities Services 12th Floor, The Enterprise Center, Tower I 6766 Ayala Avenue corner Paseo de Roxas Makati City	27,702,352.00
THE HONGKONG AND SHANGHAI BANKING CORP. LTD. - CLIENTS' ACCT.	HSBC Securities Services 12th Floor, The Enterprise Center, Tower I 6766 Ayala Avenue corner Paseo de Roxas Makati City	26,304,852.00
THE HONGKONG AND SHANGHAI BANKING CORP. LTD. - CLIENTS' ACCT.	HSBC Securities Services 12th Floor, The Enterprise Center, Tower I 6766 Ayala Avenue corner Paseo de Roxas Makati City	462,700.00
TIMSON SECURITIES, INC.	UNIT 3310 ROBINSON'S EQUITABLE TOWER ADB AVE. CORNER POVEDA, ORTIGAS	149,400.00
TIMSON SECURITIES, INC.	UNIT 3310 ROBINSON'S EQUITABLE TOWER ADB AVE. CORNER POVEDA, ORTIGAS	3,000.00
TOWER SECURITIES, INC.	1802-C TEKTITE TOWER 1, EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY	1,487,100.00

TOWER SECURITIES, INC.	1802-C TEKTITE TOWER 1, EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY	1,163,400.00
TRITON SECURITIES CORP.	26/F LKG Tower, 6801 Ayala Avenue Makati City	119,500.00
TRITON SECURITIES CORP.	26/F LKG Tower, 6801 Ayala Avenue Makati City	100,000.00
TRITON SECURITIES CORP.	26/F LKG Tower, 6801 Ayala Avenue Makati City	788,740.00
UCPB GENERAL INSURANCE CO., INC.	25th Floor, LKG Tower Ayala Avenue, Makati City	107,000.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	9,400.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	609,700.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	24.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	57,640.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	1,136,601.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	39,020.00
UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	4,300.00

UNICAPITAL SECURITIES INC.	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City	100,000.00
UNITED COCONUT PLANTERS LIFE ASSURANCE CORPORATION	6774 Cocolife Building, Ayala Avenue, Makati City	350,000.00
UOB KAY HIAN SECURITIES (PHILS.), INC.	UNIT 4B LEVEL 18 TOWER 2 THE ENTERPRISE CENTER 6766 AYALA AVENUE CORNER PASEO DE ROXAS MAKATI CITY PHILIPPINES	23,400.00
UPCC SECURITIES CORP.	UNIT 1202 TOWER ONE AND EXCHANGE PLAZA AYALA AVENUE, MAKATI CITY	137,000.00
UPCC SECURITIES CORP.	UNIT 1202 TOWER ONE AND EXCHANGE PLAZA AYALA AVENUE, MAKATI CITY	284,940.00
VALUE QUEST SECURITIES CORPORATION	45 SWALLOW DRIVE GREENMEADOWS QUEZON CITY 1100	528,600.00
VALUE QUEST SECURITIES CORPORATION	45 SWALLOW DRIVE GREENMEADOWS QUEZON CITY 1100	268,500.00
VC SECURITIES CORPORATION	6TH FLOOR WILSON CORPORATE CENTER, 225 A WILSON ST. GREENHILLS, SAN JUAN	1,231,900.00
VC SECURITIES CORPORATION	6TH FLOOR WILSON CORPORATE CENTER, 225 A WILSON ST. GREENHILLS, SAN JUAN	326,000.00
VC SECURITIES CORPORATION	6TH FLOOR WILSON CORPORATE CENTER, 225 A WILSON ST. GREENHILLS, SAN JUAN	100,900.00
VC SECURITIES CORPORATION	6TH FLOOR WILSON CORPORATE CENTER, 225 A WILSON ST. GREENHILLS, SAN JUAN	1,018,100.00
VC SECURITIES CORPORATION	6TH FLOOR WILSON CORPORATE CENTER, 225 A WILSON ST. GREENHILLS, SAN JUAN	19,660,200.00

VENTURE SECURITIES, INC.	4F STI HOLDINGS CENTER 6764 AYALA AVENUE MAKATI CITY	3,000.00
VENTURE SECURITIES, INC.	4F STI HOLDINGS CENTER 6764 AYALA AVENUE MAKATI CITY	109,100.00
VENTURE SECURITIES, INC.	4F STI HOLDINGS CENTER 6764 AYALA AVENUE MAKATI CITY	967,860.00
VENTURE SECURITIES, INC.	4F STI HOLDINGS CENTER 6764 AYALA AVENUE MAKATI CITY	19,800.00
WEALTH SECURITIES, INC.	15TH FLOOR PSE TOWER 5TH AVENUE CORNER 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	3,000.00
WEALTH SECURITIES, INC.	15TH FLOOR PSE TOWER 5TH AVENUE CORNER 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	2,171,957.00
WEALTH SECURITIES, INC.	15TH FLOOR PSE TOWER 5TH AVENUE CORNER 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	40,000.00
WEALTH SECURITIES, INC.	15TH FLOOR PSE TOWER 5TH AVENUE CORNER 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	538,137.00
WEALTH SECURITIES, INC.	15TH FLOOR PSE TOWER 5TH AVENUE CORNER 28TH ST. BONIFACIO GLOBAL CITY TAGUIG CITY	6,000.00
WESTLINK GLOBAL EQUITIES, INC.	6/F Philippine Stock Exchange Plaza Ayala Avenue, Makati City	39,000.00
WONG SECURITIES CORPORATION	1402-B A. Mabini St., cor. Sta. Monica St., Ermita, Manila	2,200.00
WONG SECURITIES CORPORATION	1402-B A. Mabini St., cor. Sta. Monica St., Ermita, Manila	4,000.00

WONG SECURITIES CORPORATION	1402-B A. Mabini St., cor. Sta. Monica St., Ermita, Manila	19,000.00
YAO & ZIALCITA, INC.	Yao & Zialcita, Inc., 5G Vernida I Condominium, 120 Amorsolo St., Legaspi Village, Makati City	920,800.00
YAO & ZIALCITA, INC.	Yao & Zialcita, Inc., 5G Vernida I Condominium, 120 Amorsolo St., Legaspi Village, Makati City	296,000.00
YAO & ZIALCITA, INC.	Yao & Zialcita, Inc., 5G Vernida I Condominium, 120 Amorsolo St., Legaspi Village, Makati City	25,000.00
	Total Holdings:	946,054,081.00

If no written notice of any error or correction is received by PDTC within five (5) calendar days from receipt hereof, you shall be deemed to have accepted the accuracy and completeness of the details indicated in this report.
This document is computer generated and requires no signature.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of **SEMIRARA MINING AND POWER CORPORATION** is responsible for the preparation and fair presentation of the **consolidated financial statements** including the schedules attached therein, for the years ended December 31, 2025, 2024 and 2023, in accordance with prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors, appointed by the stockholders has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signed this 10th day of March 2026.



Isidro A. Consunji
Chairman of the Board and Chief Executive Officer



Maria Cristina C. Gotianun
President and Chief Operating Officer



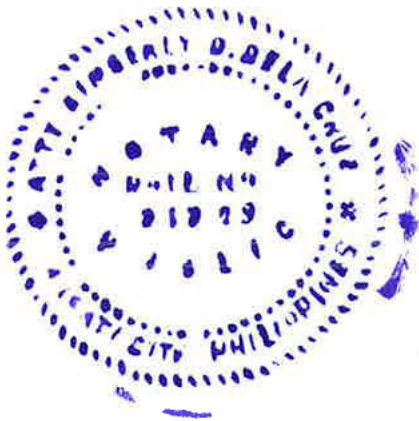
Carla Cristina T. Levina
Vice President and Chief Finance Officer

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in
MAKATI CITY, this ___ day of MAR 13 2026, affiants exhibited before me:

Name	Passport/CTC No.	Validity / Place Issued
Isidro A. Consunji	[REDACTED]	[REDACTED]
Maria Cristina C. Gotianun	[REDACTED]	[REDACTED]
Carla Cristina T. Levina	[REDACTED]	[REDACTED]

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal on the date and place above written.

Doc No. 239
 Page No. 87
 Book No. III
 Series No. 2026



[REDACTED]
ATTY. KIMBERLY D. DELA CRUZ
 Notary Public for the City of Makati
 Appointment No. M-244 (NEW) (2025-2026)
 Until December 31, 2026
 Roll of Attorneys No. 75749
 PTR No. 10767479; 01-06-2026; Makati City
 IBP No. 560295; 11-21-2025; Makati City
 MCLE No. VIII - 0030447; 04-28-2025
 Semirara Mining and Power Corporation
 2/F DDMI Plaza 2281 Don Chino Roces Ave., Makati City

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

0	0	0	0	0	0	0	0	9	1	4	4	7
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COMPANY NAME

S	E	M	I	R	A	R	A		M	I	N	I	N	G		A	N	D		P	O	W	E	R		C	O	R	P
O	R	A	T	I	O	N		A	N	D		S	U	B	S	I	D	I	A	R	I	E	S						

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

2	/	F		D	M	C	I		P	I	a	z	a	,		2	2	8	1		D	o	n		C	h	i	n	o
R	o	c	e	s		A	v	e	n	u	e	,		M	a	k	a	t	i		C	i	t	y					

Form Type

A	A	F	S
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Department requiring the report

C	R	M	D
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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address <table border="1" style="width: 100%; text-align: center;"><tr><td>www.semiraramining.com</td></tr></table>	www.semiraramining.com	Company's Telephone Number <table border="1" style="width: 100%; text-align: center;"><tr><td>8888-3000 / 8888-3955</td></tr></table>	8888-3000 / 8888-3955	Mobile Number <table border="1" style="width: 100%; text-align: center;"><tr><td>N/A</td></tr></table>	N/A
www.semiraramining.com					
8888-3000 / 8888-3955					
N/A					
No. of Stockholders <table border="1" style="width: 100%; text-align: center;"><tr><td>765</td></tr></table>	765	Annual Meeting (Month / Day) <table border="1" style="width: 100%; text-align: center;"><tr><td>First Monday of May</td></tr></table>	First Monday of May	Fiscal Year (Month / Day) <table border="1" style="width: 100%; text-align: center;"><tr><td>December 31</td></tr></table>	December 31
765					
First Monday of May					
December 31					

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person <table border="1" style="width: 100%; text-align: center;"><tr><td>Ms. Carla Cristina T. Levina</td></tr></table>	Ms. Carla Cristina T. Levina	Email Address <table border="1" style="width: 100%; text-align: center;"><tr><td>ctlevina@semirarampc.com</td></tr></table>	ctlevina@semirarampc.com	Telephone Number/s <table border="1" style="width: 100%; text-align: center;"><tr><td>8888-3025</td></tr></table>	8888-3025	Mobile Number <table border="1" style="width: 100%; text-align: center;"><tr><td>N/A</td></tr></table>	N/A
Ms. Carla Cristina T. Levina							
ctlevina@semirarampc.com							
8888-3025							
N/A							

CONTACT PERSON'S ADDRESS

2/F DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Semirara Mining and Power Corporation
2/F DMCI Plaza
2281 Don Chino Roces Avenue
Makati City

Opinion

We have audited the consolidated financial statements of Semirara Mining and Power Corporation (SMPC) and its Subsidiaries (collectively, the Group), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2025, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2025 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to the audits of the consolidated financial statements of public interest entities, together with the ethical requirements that are relevant to the audits of consolidated financial statements of public interest entities in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters.



Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Impact Assessment on Uncertainties Linked to the Near-Term Expiration of Coal Operating Contract No. 5 (COC)

The absence of the Department of Energy's (DOE) favorable action on SMPC's request for term adjustment and the launch of a bid round for Semirara Island's Coal Operating Contract No. 5 (COC) are considered as subsequent events that confirm the uncertainties linked to the near-term expiration of the COC existing as of December 31, 2025. It is an impairment indicator that required an assessment of the recoverability of SMPC's nonfinancial assets, particularly its inventories and property, plant and equipment attributable to coal mining operations with a carrying amount of ₱13,493.65 million and ₱8,249.50 million, respectively, as of December 31, 2025. In addition, the near-term expiry of the COC could have other potential implications—such as potential effects on the provision for mine rehabilitation and decommissioning, contractual obligations, and financing arrangements. This matter is significant to our audit because the impact assessment on these uncertainties requires the use of assumptions and significant estimation from management, including management's specialists.

The disclosures in relation to the above matters are discussed in Notes 3, 6, 9 and 28 to the consolidated financial statements.

Audit response

We involved our internal specialist in evaluating the methodologies and assumptions used in determining the recoverable amounts of coal mining properties and other property, plant and equipment. We reviewed the key assumptions used to estimate the discounted cash flows of the cash generating unit, based on our understanding of SMPC's business plan and compared these assumptions to the relevant market data and historical trends, as applicable. We performed inquiries with the management's specialist who determined the replacement cost, about the methodology and assumptions used in the valuation of the subject assets. On a sample basis, we tested the replacement costs for property, plant and equipment and inventories attributable to coal mining operations by comparing these against the supporting purchase documents for recent transactions and external pricing. We evaluated the competence, capabilities and objectivity of the management's specialists by considering their qualifications, experience and reporting responsibilities. We tested the sensitivity of the recoverable amount to changes in key assumptions used. We reviewed management's assessment of impact of the near-term expiration of the COC on the completeness of provision for mine rehabilitation and decommissioning, contractual obligations and financing arrangements.

Estimation on Coal Mining Properties

The Group's coal mining properties with a carrying value of ₱3,634.25 million as of December 31, 2025 are amortized using the units-of-production method. Under this method, management is required to estimate the volume of mineable ore reserves for the remaining life of the mine which is a key input to the amortization of the coal mining properties. This matter is significant to our audit because the estimation of the mineable ore reserves of the Group's coal mines requires use of assumptions and significant estimation from management's specialists.



The related information on the estimation of mineable ore reserves and related coal mining properties are discussed in Notes 3 and 9 to the consolidated financial statements.

Audit response

We obtained an understanding on management's processes and controls in the estimation of coal mining properties. We evaluated the competence, capabilities and objectivity of management's internal specialists engaged by the Group to perform an assessment of the ore reserves by considering their qualifications, experience and reporting responsibilities. We reviewed the internal specialists' report and obtained an understanding of the nature, scope and objectives of their work and basis of estimates, including the changes in the reserves during the year. We performed back testing of prior year coal production forecast against the actual coal production during the year. We also tested the application of the estimated ore reserves in the amortization of mining properties.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2025 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.




We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Jennifer D. Ticlao.

SYCIP GORRES VELAYO & CO.



Jennifer D. Ticlao

Partner

CPA Certificate No. 109616

Tax Identification No. 245-571-753

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 109616-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-110-2023, September 12, 2023, valid until September 11, 2026

PTR No. 10765137, January 2, 2026, Makati City

March 10, 2026



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
		2024
	2025	(As restated - Note 12)
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4, 30 and 31)	₱4,363,886,635	₱9,466,892,791
Receivables (Notes 5, 19, 30 and 31)	6,681,116,337	7,655,070,054
Inventories (Notes 6, 9 and 21)	17,270,701,024	11,977,301,157
Other current assets (Note 7)	1,344,974,140	1,185,005,882
Total Current Assets	29,660,678,136	30,284,269,884
Noncurrent Assets		
Property, plant and equipment (Note 9)	34,429,322,477	37,209,638,852
Investment in associate (Note 12)	1,347,880,980	1,695,275,709
Deferred tax assets - net (Note 26)	643,394,431	696,071,414
Deferred mine exploration cost (Note 10)	-	993,586,144
Right-of-use assets (Note 11)	69,243,913	80,458,849
Other noncurrent assets (Notes 13, 30 and 31)	342,691,009	234,656,959
Total Noncurrent Assets	36,832,532,810	40,909,687,927
	₱66,493,210,946	₱71,193,957,811
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Notes 14, 19, 30 and 31)	₱8,673,191,057	₱10,930,867,538
Income tax payable (Note 26)	150,334,594	291,281,634
Current portion of long-term debt (Notes 15, 30 and 31)	939,711,246	1,640,932,429
Current portion of lease liabilities (Notes 11, 30 and 31)	7,274,653	8,436,175
Total Current Liabilities	9,770,511,550	12,871,517,776
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 15, 30, 31 and 32)	56,983,546	993,812,125
Lease liabilities - net of current portion (Notes 11, 30, 31 and 32)	25,393,843	31,746,817
Provision for decommissioning and site rehabilitation costs (Notes 3 and 16)	398,757,408	388,398,309
Pension liabilities (Note 20)	423,923,188	348,135,612
Other noncurrent liabilities	35,892,580	41,792,731
Total Noncurrent Liabilities	940,950,565	1,803,885,594
Total Liabilities	10,711,462,115	14,675,403,370
Equity		
Capital stock (Notes 17 and 30)	4,264,609,290	4,264,609,290
Additional paid-in capital (Note 30)	6,675,527,411	6,675,527,411
Treasury shares (Notes 17 and 30)	(739,526,678)	(739,526,678)
Retained earnings (Notes 17, 18 and 30):		
Unappropriated	38,923,794,480	39,677,885,187
Appropriated	6,800,000,000	6,800,000,000
Net remeasurement losses on pension plans (Notes 20 and 30)	(142,655,672)	(159,940,769)
Total Equity	55,781,748,831	56,518,554,441
	₱66,493,210,946	₱71,193,957,811

See accompanying Notes to Consolidated Financial Statements.



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2025	2024	2023
REVENUE FROM CONTRACTS WITH CUSTOMERS (Note 33)			
Coal	₱28,800,282,739	₱40,353,145,289	₱52,268,160,713
Power	23,431,913,540	24,841,154,472	24,692,254,731
	52,232,196,279	65,194,299,761	76,960,415,444
COSTS OF SALES (Notes 21 and 33)			
Coal	19,535,670,926	22,075,242,420	23,372,636,968
Power	11,333,767,919	11,087,379,657	9,536,873,419
	30,869,438,845	33,162,622,077	32,909,510,387
GROSS PROFIT	21,362,757,434	32,031,677,684	44,050,905,057
OPERATING EXPENSES (Notes 22, 28 and 33)	(7,195,380,387)	(11,244,549,921)	(15,117,258,063)
INCOME FROM OPERATIONS	14,167,377,047	20,787,127,763	28,933,646,994
OTHER INCOME (CHARGES) - Net			
Finance income (Notes 24 and 33)	318,636,891	893,055,950	1,187,503,300
Finance costs (Notes 23 and 33)	(204,977,442)	(389,197,861)	(589,249,769)
Foreign exchange gains (losses) - net (Notes 30 and 33)	29,013,547	(113,601,060)	(175,807,586)
Share in net income (loss) of associate (Note 12)	(347,394,729)	10,719,077	-
Others - net (Notes 25 and 33)	761,107,302	618,779,907	725,624,255
	556,385,569	1,019,756,013	1,148,070,200
INCOME BEFORE INCOME TAX	14,723,762,616	21,806,883,776	30,081,717,194
PROVISION FOR INCOME TAX (Notes 26 and 33)	1,663,573,558	2,177,379,995	2,148,420,857
NET INCOME	13,060,189,058	19,629,503,781	27,933,296,337
OTHER COMPREHENSIVE INCOME (LOSS)			
Item not to be reclassified to profit or loss in subsequent periods			
Remeasurement gains (losses) on pension plan (Note 20)	23,046,796	19,143,587	(71,842,953)
Income tax effect	(5,761,699)	(4,785,897)	17,960,738
	17,285,097	14,357,690	(53,882,215)
TOTAL COMPREHENSIVE INCOME	₱13,077,474,155	₱19,643,861,471	₱27,879,414,122
Basic/Diluted Earnings Per Share (Note 27)	₱3.07	₱4.62	₱6.57

See accompanying Notes to Consolidated Financial Statements.



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Capital Stock (Note 17)	Additional Paid-in Capital	Treasury Shares (Note 17)	Retained Earnings		Net Remeasurement Loss on Pension Plan (Note 20)	Total
				Unappropriated (Note 18)	Appropriated (Note 18)		
Balances as of January 1, 2025	₱4,264,609,290	₱6,675,527,411	(₱739,526,678)	₱39,677,885,187	₱6,800,000,000	(₱159,940,769)	₱56,518,554,441
Comprehensive income							
Net income	–	–	–	13,060,189,058	–	–	13,060,189,058
Other comprehensive income	–	–	–	–	–	17,285,097	17,285,097
Total comprehensive income	–	–	–	13,060,189,058	–	17,285,097	13,077,474,155
Cash dividends declared (Note 18)	–	–	–	(13,814,279,765)	–	–	(13,814,279,765)
Balances as of December 31, 2025	₱4,264,609,290	₱6,675,527,411	(₱739,526,678)	₱38,923,794,480	₱6,800,000,000	(₱142,655,672)	₱55,781,748,831
Balances as of January 1, 2024	₱4,264,609,290	₱6,675,527,411	(₱739,526,678)	₱45,551,667,126	₱6,800,000,000	(₱174,298,459)	₱62,377,978,690
Comprehensive income							
Net income	–	–	–	19,629,503,781	–	–	19,629,503,781
Other comprehensive loss	–	–	–	–	–	14,357,690	14,357,690
Total comprehensive income	–	–	–	19,629,503,781	–	14,357,690	19,643,861,471
Cash dividends declared (Note 18)	–	–	–	(25,503,285,720)	–	–	(25,503,285,720)
Balances as of December 31, 2024	₱4,264,609,290	₱6,675,527,411	(₱739,526,678)	₱39,677,885,187	₱6,800,000,000	(₱159,940,769)	₱56,518,554,441
Balances as of January 1, 2023	₱4,264,609,290	₱6,675,527,411	(₱739,526,678)	₱47,372,204,129	₱6,800,000,000	(₱120,416,244)	₱64,252,397,908
Comprehensive income							
Net income	–	–	–	27,933,296,337	–	–	27,933,296,337
Other comprehensive loss	–	–	–	–	–	(53,882,215)	(53,882,215)
Total comprehensive income	–	–	–	27,933,296,337	–	(53,882,215)	27,879,414,122
Cash dividends declared (Note 18)	–	–	–	(29,753,833,340)	–	–	(29,753,833,340)
Balances as of December 31, 2023	₱4,264,609,290	₱6,675,527,411	(₱739,526,678)	₱45,551,667,126	₱6,800,000,000	(₱174,298,459)	₱62,377,978,690

See accompanying Notes to Consolidated Financial Statements.



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱14,723,762,616	₱21,806,883,776	₱30,081,717,194
Adjustments for:			
Depreciation and amortization (Notes 9, 13, 21 and 22)	8,511,100,460	7,305,346,695	7,043,028,260
Share in net loss (income) of associate (Note 12)	347,394,729	(10,719,077)	–
Finance costs (Note 23)	204,977,442	389,197,861	589,249,769
Net unrealized foreign exchange losses	190,761,594	193,722,505	198,097,226
Pension expense (Note 20)	104,531,166	93,288,906	71,676,424
Provision for inventory obsolescence (Notes 6 and 22)	89,493,880	–	–
Provision for expected credit losses on receivable and advances (Notes 5, 7 and 22)	38,921,499	62,691,174	13,687,290
Gain on sale of equipment (Notes 9 and 25)	(1,720,521)	(5,862,002)	–
Realization of advanced rental income	(5,900,151)	(5,900,150)	(5,900,150)
Finance income (Note 24)	(318,636,891)	(893,055,950)	(1,187,503,300)
Recoveries from insurance claims (Note 25)	(361,837,213)	(186,234,200)	(31,884,171)
Write-down of asset held-for-sale (Notes 8 and 22)	–	–	76,094,595
Impairment loss on other current assets (Notes 7 and 22)	–	41,076	8,465,289
Reversal of allowance for inventory obsolescence (Note 6)	–	(3,476,479)	(79,863,727)
Operating income before changes in working capital	23,522,848,610	28,745,924,135	36,776,864,699
Changes in working capital:			
Decrease (increase) in:			
Receivables	930,882,453	3,129,855,975	(602,215,617)
Other current assets	(521,734,555)	(310,212,579)	(27,498,662)
Inventories	(5,614,293,248)	2,843,428,492	(1,528,789,106)
Increase (decrease) in:			
Trade and other payables	(500,290,734)	(5,390,274,723)	3,270,492,500
Provision for decommissioning and site rehabilitation costs	(14,417,946)	12,382,975	17,084,500
Cash generated from operations	17,802,994,580	29,031,104,275	37,905,938,314
Interest received (Note 24)	318,636,891	893,055,950	1,187,503,300
Interest paid	(286,357,876)	(369,585,652)	(558,340,720)
Pension settlement (Note 20)	(5,696,794)	(7,941,829)	(7,162,231)
Income taxes paid, including creditable withholding tax	(1,395,460,910)	(2,040,081,028)	(2,931,174,352)
Net cash provided by operating activities	16,434,115,891	27,506,551,716	35,596,764,311

(Forward)



	Years Ended December 31		
	2025	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to:			
Property, plant and equipment (Notes 9 and 32)	(₱5,934,260,037)	(₱5,331,521,299)	(₱4,016,846,153)
Deferred mine exploration cost (Note 10)	(403,631,379)	(993,586,144)	-
Computer software (Note 13)	(33,461,121)	(21,048,000)	(29,361)
Investment in associate (Note 12)	-	(1,772,139,996)	-
Proceeds from:			
Insurance claims (Note 25)	361,837,213	186,234,200	31,884,171
Sale of equipment (Note 9)	2,320,034	5,862,002	-
Sale of asset held-for-sale (Note 8)	-	110,103,245	603,114,960
Decrease (increase) in other noncurrent assets	(95,314,067)	389,845,527	24,657,404
Net cash used in investing activities	(6,102,509,357)	(7,426,250,465)	(3,357,218,979)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of:			
Dividends (Notes 18 and 32)	(13,811,459,924)	(25,503,073,939)	(29,754,052,759)
Loans (Notes 15 and 32)	(1,641,714,286)	(4,102,314,285)	(3,489,414,286)
Principal portion of lease liabilities (Notes 11, 30 and 32)	(10,452,027)	(21,002,855)	(17,988,992)
Net cash used in financing activities	(15,463,626,237)	(29,626,391,079)	(33,261,456,037)
EFFECT OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS			
	29,013,547	26,052,636	(47,717,775)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
	(5,103,006,156)	(9,520,037,192)	(1,069,628,480)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR			
	9,466,892,791	18,986,929,983	20,056,558,463
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)			
	₱4,363,886,635	₱9,466,892,791	₱18,986,929,983

See accompanying Notes to Consolidated Financial Statements.



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Semirara Mining and Power Corporation (SMPC or the Parent Company) is a corporation incorporated in the Philippines on February 26, 1980. The Parent Company's registered and principal office address is at 2/F DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City. The Parent Company's shares of stock are listed and currently traded at the Philippine Stock Exchange (PSE). The Parent Company is a 56.65%-owned subsidiary of DMCI Holdings, Inc. (DMCI-HI), a publicly-listed entity in the Philippines. DMCI-HI is 50.01% owned by Dacon Corporation.

The Parent Company and its subsidiaries are collectively referred to herein as "the Group".

The Group's primary purpose is to search for, prospect, explore, dig and drill, mine, exploit, extract, produce, mill, purchase or otherwise acquire, store, hold transport, use experiment with, market, distribute, exchange, sell and otherwise dispose of, import, export and handle, trade, and generally deal in, ship coal, coke, and other coal products of all grades, kinds, forms, descriptions and combinations and in general the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured there; to acquire, own, maintain and exercise the rights and privileges under the coal operating contract within the purview of Presidential Decree No. 972, "*The Coal Development Act of 1976*", and any amendments thereto and to acquire, expand, rehabilitate and maintain power generating plants, develop fuel for generation of electricity and sell electricity to any person or entity through electricity markets, among others.

The consolidated financial statements as of December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025, were authorized for issue by the Board of Directors (BOD) on March 10, 2026.

2. Material Accounting Policy Information

Basis of Preparation

The consolidated financial statements of the Group have been prepared on a historical cost basis. The Parent Company's functional currency and the Group's presentation currency is the Philippine Peso (₱). All amounts are rounded off to the nearest Peso, except for earnings per share and par value information or unless otherwise indicated.

Any other differences in the comparative amounts from the amounts in the consolidated financial statements for the year ended December 31, 2024 are the results of restatement (see Note 12).

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.



Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and the following subsidiaries (which are all incorporated in the Philippines) as of December 31, 2025 and 2024, and for each of the three years ended December 31, 2025, 2024, and 2023:

	Effective Rates of Ownership					
	2025		2024		2023	
Sem-Calaca Power Corporation (SCPC)	100.00	%	100.00	%	100.00	%
Sem-Calaca RES Corporation (SCRC) ¹	100.00		100.00		100.00	
Southwest Luzon Power Generation Corporation (SLPGC)	100.00		100.00		100.00	
SEM-Cal Industrial Park Developers, Inc. (SIPDI)	100.00		100.00		100.00	
Semirara Materials and Resources, Inc. (SMRI) ²	100.00		100.00		100.00	
Semirara Energy Utilities, Inc. (SEUI)	100.00		100.00		100.00	
Southeast Luzon Power Generation Corporation (SELPGC)	100.00		100.00		100.00	
St. Raphael Power Generation Corporation (SRPGC)	100.00		100.00		100.00	
Sem-Calaca Port Facilities, Inc. (SPFI) ³	100.00		100.00		100.00	

1. Wholly owned subsidiary of SCPC. Started commercial operations on August 29, 2018.
2. Formerly Semirara Claystone, Inc. (SCI).
3. Wholly owned subsidiary of SCPC. Incorporated on December 20, 2022.

Except for SCPC, SLPGC and SCRC, all other subsidiaries have not yet started commercial operations as of December 31, 2025.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All intra-group assets and liabilities, equity, income, expenses, dividends and cash flows relating to transactions between components of the Group are eliminated in full on consolidation.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Control is achieved when the entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the entity controls an investee if and only if the entity has the following element:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Adoption of New and Amended Accounting Standards and Interpretations

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of the previous financial year, except for the adoption of the following new accounting pronouncements starting January 1, 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.



Unless otherwise indicated, adoption of these amendments did not have an impact on the consolidated financial statements of the Group.

- Amendments to PAS 21, *Lack of exchangeability*

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2026

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*

The amendments add illustrative examples to several PFRS Accounting Standards intended to improve the reporting of climate-related and other uncertainties in the financial statements, particularly to address stakeholders' concerns about consistency of information within the general-purpose financial reports and sufficient information on climate-related risks and other uncertainties in the financial statements.

The examples address topics such as materiality judgements, significant judgements and estimates, and aggregation and disaggregation.

The illustrative examples are not an integral part of PFRS Accounting Standards and, as such, do not have an effective date or transition requirements. However, an entity is expected to be entitled to sufficient time to implement any changes to align the information disclosed in its financial statements with the illustrative examples. Determining how much time is sufficient is a matter of judgement that depends on an entity's particular facts and circumstances. Nonetheless, an entity would be expected to implement any changes on a timely basis.

These amendments are not expected to have a material impact on the Group's consolidated financial statements.

- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*

The amendments clarify that a financial liability is derecognized on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. They also introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.



The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features. Furthermore, the amendments clarify the treatment of non-recourse assets and contractually linked instruments.

These amendments are not expected to have a material impact on the Group's consolidated financial statements.

- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*

The amendments only apply to contracts that reference nature-dependent electricity such as contracts to buy or sell nature-dependent electricity, as well as financial instruments that reference such electricity. This amendment cannot be applied by analogy to other contracts, items or transactions.

The amendments clarify the application of the 'own-use' requirements for in-scope contracts, amend the designation requirements for a hedge item in a cash flow hedging relationship for in-scope contracts and include new disclosure requirements.

This standard is not applicable to the Group.

- Annual Improvements to PFRS Accounting Standards—Volume 11

The amendments are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversight or conflicts between the requirements in the Accounting Standards. The following is the summary of the Standards involved and their related amendments.

- Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*

The amendments included in paragraphs B5 and B6 of PFRS 1 cross references to the qualifying criteria for hedge accounting in paragraph 6.4.1(a), (b) and (c) of PFRS 9. These are intended to address potential confusion arising from an inconsistency between the wording in PFRS 1 and the requirements for hedge accounting in PFRS 9.

- Amendments to PFRS 7, *Gain or Loss on Derecognition*

The amendments updated the language of paragraph B38 of PFRS 7 on unobservable inputs and included a cross reference to paragraphs 72 and 73 of PFRS 13.

- Amendments to PFRS 9

- a) Lessee Derecognition of Lease Liabilities

The amendments to paragraph 2.1 of PFRS 9 clarified that when a lessee has determined that a lease liability has been extinguished in accordance with PFRS 9, the lessee is required to apply paragraph 3.3.3 and recognize any resulting gain or loss in profit or loss.

- b) Transaction Price

The amendments to paragraph 5.1.3 of PFRS 9 replaced the reference to 'transaction price as defined by PFRS 15 *Revenue from Contracts with Customers*' with 'the amount determined by applying PFRS 15'. The term 'transaction price' in relation to PFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of PFRS 9.



- Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
The amendments to paragraph B74 of PFRS 10 clarified that the relationship described in B74 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor.
- Amendments to PAS 7, *Cost Method*
The amendments to paragraph 37 of PAS 7 replaced the term 'cost method' with 'at cost', following the prior deletion of the definition of 'cost method'.

These amendments are not expected to have a material impact on the Group's consolidated financial statements.

Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

On December 15, 2021, the FSRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. Thereafter, on February 14, 2025, the FSRSC approved the amendment to PFRS 17 that further defers the date of initial application by an additional two (2) years, to annual periods beginning on or after January 1, 2027. This will provide more time for the insurance industry to fully prepare and assess the impact of adopting the said standard.

This standard is not applicable to the Group.

- PFRS 18, *Presentation and Disclosure in Financial Statements*

The standard replaces PAS 1, *Presentation of Financial Statements*, and responds to investors' demand for better information about companies' financial performance. The new requirements include:

- Required totals, subtotals and new categories in the statement of profit or loss
- Disclosure of management-defined performance measures
- Guidance on aggregation and disaggregation

The Group is currently assessing the impact of adopting this accounting standard.



- PFRS 19, *Subsidiaries without Public Accountability*

The standard allows eligible entities to elect to apply PFRS 19's reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other PFRS Accounting Standards.

In 2025, PFRS 19 was amended to provide reduced disclosure requirements for new or amended PFRS Accounting Standards adopted by the FSRSC from the issuances of the IASB between February 2021 and May 2024.

The application of the standard is optional for eligible entities.

These amendments are not expected to have a material impact on the Group's consolidated financial statements.

- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*

The amendments introduce translation requirements for entities translating their financial statements, or the results and financial position of a foreign operation, from a functional currency that is the currency of a non-hyperinflationary economy to a presentation currency that is the currency of a hyperinflationary economy.

This standard is not applicable to the Group.

Deferred effectivity

- Amendments to PFRS 10 and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the FSRSC deferred the original effective date of January 1, 2016 of the said amendments until the IASB completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

These amendments are not expected to have a material impact on the Group's consolidated financial statements.

Material Accounting Policies

The material accounting policies that have been used in the preparation of financial statements are summarized below. These accounting policies have been consistently applied to all the years presented, unless otherwise stated.



Recognition and Measurement of Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as either subsequently measured at amortized cost, at fair value through other comprehensive income (FVOCI), or at fair value through profit or loss (FVPL).

The classification of financial assets at initial recognition that are debt instruments depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs.

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient for contracts that have a maturity of one year or less, are measured at the transaction price determined under PFRS 15 (refer to the accounting policies in *Revenue from contracts with customers*).

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

As of December 31, 2025 and 2024, the Group's financial assets comprise of financial assets at amortized cost.

Subsequent measurement - Financial assets at amortized cost (debt instruments)

The Group measures financial assets at amortized cost if both of the following conditions are met:

- the asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and,
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes cash and cash equivalents excluding cash on hand, receivables (excluding nonfinancial assets) and environmental guarantee fund included under other noncurrent assets.



Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the consolidated statements of financial position) when:

- the rights to receive cash flows from the asset have expired, or,
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognized an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Modification of contractual cash flows

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the Group recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR (or credit-adjusted EIR for purchased or originated credit-impaired financial assets) and recognizes a modification gain or loss in the consolidated statements of income.

When the modification of a financial asset results in the derecognition of the existing financial asset and the subsequent recognition of the modified financial asset, the modified asset is considered a 'new' financial asset. Accordingly, the date of the modification shall be treated as the date of initial recognition of that financial asset when applying the impairment requirements to the modified financial asset.

Impairment of financial assets

The Group recognizes an allowance for Expected Credit Losses (ECLs) for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate (EIR). The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).



For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets such as receivable from related parties, other receivables, advances to supplier and contractors and refundable deposits, ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from Standard & Poor's (S&P), Moody's and Fitch to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Group considers a financial asset in default when contractual payments are 30 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities are trade and other payables (except statutory payables) and long-term debt and lease liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings (Financial liabilities at amortized cost)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.



Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in consolidated statement of comprehensive income.

This category generally applies to trade and other payables, short-term and long-term debt and lease liabilities.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Group's consolidated statement of comprehensive income.

Deferred Financing Costs

Deferred financing costs represent debt issue costs arising from the fees incurred to obtain project financing. This is included in the initial measurement of the related debt. The deferred financing costs are treated as a discount on the related debt and are amortized using the EIR method over the term of the related debt.

Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). NRV is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale for coal inventory or replacement cost for spare parts and supplies. Cost is determined using the weighted average production cost method for coal inventory and the moving average method for spare parts and supplies.

The cost of extracted coal includes stripping costs and other mine-related costs incurred during the period and allocated on per metric ton basis by dividing the total production cost with total volume of coal produced. Except for ship loading cost, which is a period cost, all other production related costs are charged to production cost.

Spare parts and supplies, which are usually carried as inventories, are mainly used for the maintenance of equipment are recognized in the statement of comprehensive income once installed and consumed.

Inventories transferred to property, plant and equipment are used as a component of self-constructed property, plant and equipment and are recognized as expense during useful life of that asset. Transfers of inventories to property, plant and equipment do not change the carrying amount of the inventories transferred, and that carrying amount becomes cost for recognition.

Assets Held-for-Sale

The Group classifies non-current assets and disposal groups as held-for-sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Noncurrent assets classified as held-for-sale are carried at the lower of carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.



The criteria for held-for-sale classification under PFRS 5, *Noncurrent Assets Held-for-Sale and Discontinued Operations* is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale is expected to be completed within one year from the date of the classification. Events or circumstances may extend the period to complete the sale beyond one year. An extension of the period required to complete a sale does not preclude an asset (or disposal group) from being classified as held for sale if the delay is caused by events or circumstances beyond the Group's control and there is sufficient evidence that the Group remains committed to its plan to sell the asset (or disposal group).

Property, plant and equipment are not depreciated or amortized once classified as held-for-sale. Assets classified as held-for-sale are presented separately as current items in the consolidated statement of financial position.

Immediately before the initial classification of the asset as held-for-sale, the carrying amount of the Asset will be measured in accordance with applicable PFRS Accounting Standards. Any impairment loss on initial classification and subsequent measurement is recognized as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognized) is recognized in profit or loss.

Stripping Costs

As part of its mining operations, the Group incurs stripping (waste removal) costs both during the development phase and production phase of its operations. Stripping costs incurred in the development phase of a mine, before the production phase commences (development stripping), are capitalized as part of the cost of mine properties and subsequently amortized over its useful life using the units-of-production method over the mine life. The capitalization of development stripping costs ceases when the mine/component is commissioned and ready for use as intended by management.

After the commencement of production, further development of the mine may require a phase of unusually high stripping that is similar in nature to development phase stripping. The costs of such stripping are accounted for in the same way as development stripping (as discussed above).

Stripping costs incurred during the production phase are generally considered to create two benefits, being either the production of inventory or improved access to the coal body to be mined in the future. Where the benefits are realized in the form of inventory produced in the period, the production stripping costs are accounted for as part of the cost of producing those inventories.

Where the benefits are realized in the form of improved access to ore to be mined in the future, the costs are recognized as a noncurrent asset, referred to as a stripping activity asset, if the following criteria are met:

- Future economic benefits (being improved access to the coal body) are probable;
- The component of the coal body for which access will be improved can be accurately identified; and,
- The costs associated with the improved access can be reliably measured.

If all of the criteria are not met, the production stripping costs are charged to the consolidated statement of comprehensive income as operating costs as they are incurred.



In identifying components of the coal body, the Group works closely with the mining operations department for each mining operation to analyze each of the mine plans. Generally, a component will be a subset of the total coal body, and a mine may have several components. The mine plans, and therefore the identification of components, can vary between mines for a number of reasons. These include, but are not limited to, the type of commodity, the geological characteristics of the coal body, the geographical location, and/or financial considerations.

The stripping activity asset is initially measured at cost, which is the accumulation of costs directly incurred to perform the stripping activity that improves access to the identified component of coal body, plus an allocation of directly attributable overhead costs. If incidental operations are occurring at the same time as the production stripping activity but are not necessary for the production stripping activity to continue as planned, these costs are not included in the cost of the stripping activity asset. If the costs of the inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. This production measure is calculated for the identified component of the coal body and is used as a benchmark to identify the extent to which the additional activity of creating a future benefit has taken place.

The stripping activity asset is accounted for as an addition to, or an enhancement of, an existing asset, being the mine asset, and is included as part of 'Mine properties, mining tools and other equipment' under 'Property, plant and equipment' in the consolidated statement of financial position. This forms part of the total investment in the relevant cash generating unit (CGU), which is reviewed for impairment if events or changes of circumstances indicate that the carrying value may not be recoverable.

The stripping activity asset is subsequently depreciated using the units-of-production method over the life of the identified component of the coal body that became more accessible as a result of the stripping activity. Economically recoverable reserves, which comprise proven and probable reserves, are used to determine the expected useful life of the identified component of the coal body. The stripping activity asset is then carried at cost less amortization and any impairment losses.

Mineable Ore Reserves

Mineable ore reserves are estimates of the amount of coal that can be economically and legally extracted from the Group's mining properties. The Group estimates its mineable ore reserves based on information compiled by appropriately qualified persons relating to the geological data on the size, depth and shape of the coal body, and require complex geological judgments to interpret the data.

The estimate on the mineable ore reserve is determined based on the information obtained from activities such as drilling, core logging or geophysical logging, coal sampling, sample database encoding, coal seam correlation and geological modelling. The Group will then estimate the recoverable reserves based upon factors such as estimates of commodity prices, future capital requirements, foreign currency exchange rates, and production costs along with geological assumptions and judgments made in estimating the size and grade of the coal body. Changes in the reserve or resource estimates may impact the amortization of mine properties included as part of 'Mine properties, mining tools and other equipment' under 'Property, plant and equipment'.

Property, Plant and Equipment

Upon completion of exploration, evaluation and development of the mine, the capitalized assets are transferred into property, plant and equipment. Items of property, plant and equipment except land, equipment in transit and construction in progress are carried at cost less accumulated depreciation and any impairment in value.



The initial cost of property, plant and equipment also comprises its purchase price or construction cost, including non-refundable import duties, taxes, borrowing costs and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the year when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, and the costs of these items can be measured reliably, the expenditures are capitalized as an additional cost of the property, plant and equipment. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Equipment in transit and construction in progress, included in property, plant and equipment, are stated at cost. Equipment in transit includes the acquisition cost of mining equipment and other direct costs. Construction in progress represents property, plant and equipment under construction and is stated at cost. This includes cost of construction and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are ready for their intended use.

Mine properties consist of stripping activity asset and expenditures transferred from 'Deferred Mine Exploration Cost' once the work completed supports the future development of the property.

Mine properties are depreciated or amortized on a units-of-production basis over the economically mineable reserves of the mine concerned. Mine properties are included as part of 'Mine properties, mining tools and other equipment' under 'Property, plant and equipment' in the consolidated statement of financial position.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. Depreciation of property, plant and equipment commences once the assets are put into operational use.

Depreciation of property, plant and equipment, except mine properties, are computed on a straight-line basis over the estimated useful lives (EUL) of the respective assets or over the remaining life of the mine, whichever is shorter, as follows:

	Years
Machineries and mining equipment	2 to 3
Power plant and buildings	5 to 25
Roads and bridges	10

The EUL and depreciation method are reviewed periodically to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

Land is stated at historical cost less any accumulated impairment losses. Historical cost includes the purchase price and directly attributable costs.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. When assets are retired, or otherwise disposed of, the cost and the related accumulated depreciation are removed from the accounts. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of comprehensive income in the year the item is derecognized.



Deferred Mine Exploration Costs

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Exploration and evaluation activity includes:

- acquisition of rights to explore
- topographical, geological, geochemical and geophysical studies
- exploratory drilling
- trenching
- sampling
- activities in relation to evaluating the technical feasibility and commercial viability of extracting a mineral resource

License costs paid in connection with a right to explore in an existing exploration area are capitalized and amortized over the term of the permit.

In evaluating whether the expenditures meet the criteria to be capitalized, several different sources of information are used. The information that is used to determine the probability of future benefits depends on the extent of exploration and evaluation that has been performed.

Expenditure on exploration and evaluation is accounted for in accordance with the area of interest method. Exploration and evaluation expenditure is capitalized provided the rights to tenure of the area of interest is current and either: the exploration and evaluation activities are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or exploration and evaluation activities in the area of interest have not, at the reporting date, reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or relating to, the area of interest are continuing.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated, then, any fulfillment exploration and evaluation expenditure is reclassified as mine properties and mine development costs included as part of property, plant and equipment. Prior to reclassification, exploration and evaluation expenditure is assessed for impairment.

Exploration areas are considered permanently abandoned if the related permits of the exploration have expired and/or there are no definite plans for further exploration and/or development.

Other Assets

Other assets pertain to all other resources controlled by the Group as a result of past events and from which future economic benefits are probable to flow to the Group. If assets are expected to be realized within 12 months from end of reporting period, these are classified as current. Otherwise, these are classified as noncurrent.

Creditable withholding tax

Creditable withholding taxes are classified at the amount expected to be utilized and are available for offset against income tax payable in future periods. The assets expected to be expensed or consumed within 12 months from reporting date are classified as current assets; otherwise, they are classified as noncurrent assets.



Advances to Suppliers and Contractors

Advances to suppliers and contractors are recognized in the consolidated statement of financial position when it is probable that the future economic benefits will flow to the Group and the assets have cost or value that can be measured reliably. These assets are regularly evaluated for any impairment in value. Classification is based on actual realization of such advances considering the usage or realization of the asset to which it is intended for (e.g., inventory, property plant and equipment).

Prepayments

Prepayments are amounts paid in advance for goods and services that are yet to be delivered and from which future economic benefits are expected to flow to the Group within its normal operating cycle or within 12 months from end of reporting period. These are measured at amortized cost less any impairment loss.

Value-Added Taxes (VAT)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable. Input VAT pertains to the 12% indirect tax paid by the Group in the course of the Group's trade or business on local purchase of goods or services.

Deferred input VAT pertains to input VAT not yet charged against output VAT in compliance to relevant BIR regulations. This also includes the remaining unamortized portion of input VAT from acquisition of capital goods prior to January 1, 2022. Under the TRAIN Law, starting January 1, 2022, all input VAT on purchases of capital goods shall already be allowed to be claimed outright and shall no longer be subject to amortization. Output VAT pertains to the 12% tax due on the local sale of goods and services by the Group.

For its VAT-registered activities, when VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position up to the extent of the recoverable amount.

For its non-VAT registered activities, the amount of VAT passed on from its purchases of goods or service is recognized as part of the cost of goods/asset acquired or as part of the expense item, as applicable.

Investment in Associate

An associate is an entity in which the Group has significant influence, and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries. The Group's investments in associates are accounted for using the equity method.

Under the equity method, the investment in associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor tested for impairment individually.



If the initial accounting for the investment is incomplete by the end of the reporting period in which the acquisition occurs, the Group reports in its consolidated financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the Group retrospectively adjust the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. The Group also recognizes additional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date. The measurement period ends as soon as the Group receives the information it was seeking about the facts and circumstances that existed as at the acquisition date or learns that more information is not obtainable. The measurement period does not exceed one year from the acquisition date.

The consolidated statement of income reflects the Group's share of the results of operations of the associate. Any change in Other Comprehensive Income (OCI) of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share in profit or loss of an associate is shown on the face of the consolidated statement of income outside operating profit and represents profit or loss after tax and noncontrolling-interests in the subsidiaries of the associate. If the Group's share of losses of an associate equal or exceeds its interest in the associate, the Group discontinues recognizing its share to the extent of the interest in associate.

The financial statements of associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that its nonfinancial assets (investment in associate or joint venture, right-of-use assets, other current and noncurrent assets (except for financial asset at FVPL), and property, plant and equipment) may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

Property, plant and equipment, right-of-use assets and other current and noncurrent assets

An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less cost to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.



Impairment losses are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If any such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If such is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior years.

For property, plant and equipment, right-of-use assets and other current and noncurrent assets, reversal is recognized in the consolidated statements of comprehensive income, unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Revenue and Income Recognition

Revenue from Contracts with Customers

The Group primarily derives its revenue from the sale of coal and power. Revenue from contracts with customers is recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is acting as principal in all of its significant revenue arrangements since it is the primary obligor in these revenue arrangements.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

Sale of coal

Revenue is recognized when control passes to the customer, which occurs at a point in time once the performance obligation to the customer is satisfied. The revenue is measured at the amount to which the Group expects to be entitled, being the price expected to be received upon final billing, and a corresponding trade receivable is recognized.

Revenue from local and export coal sales are denominated in Philippine Peso and US Dollar (US\$), respectively.

Contracted power sales

Contracted power sales pertain to sales of generated or purchased electricity to customers under Power Supply Agreement (PSA) and are recognized over time, using the output method. This is measured on actual energy delivered or nominated by the customer, net of adjustments, as agreed between parties.

Spot electricity sales

Revenue from spot electricity sales is derived from the sale to the spot market of excess generated electricity over the contracted energy using price determined by the spot market or Wholesale Electricity Spot Market (WESM) as mandated by Republic Act (RA) No. 9136 of the Department of Energy (DOE). Revenue from spot electricity sales is recognized over time using an output method measured principally on actual generation delivered to trading participants of WESM.



Under PFRS 15, the Group has concluded that revenue from power sales (contracted and spot sales) should be recognized over time since the customer simultaneously receives and consumes the benefits as the seller supplies power. In this case, any fixed capacity payments for the entire contract period is determined at contract inception and is recognized over time.

Finance income

Finance income is recognized as it accrues. The Group's finance income mainly pertains to interest on cash in banks and cash equivalents.

Other income

Other income is recognized when earned or when the right to receive payment is established. Other income includes recoveries from insurance claims which is recognized when receipts of economic benefits are virtually certain.

Cost of Sales

Cost of coal

Cost of coal includes directly related production costs such as materials and supplies, fuel and lubricants, outside services, depreciation and amortization, provision for decommissioning and mine site rehabilitation, direct labor and other related production overhead. These costs are recognized when incurred.

Cost of power

Cost of power includes costs directly related to the generation and sale of electricity such as cost of coal, coal handling expenses, bunker, lube, diesel, depreciation and other related generation overhead costs. Cost of power are recognized at the time the related coal, bunker, lube and diesel inventories are consumed for the generation of electricity. Cost of power also includes electricity purchased from the spot market and its related market fees. These costs are recognized when the Group receives the electricity and simultaneously sells to its customers.

Operating Expenses

Operating expenses are expenses that arise in the course of the ordinary operations of the Group. These usually take the form of an outflow or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distribution to equity participants. Expenses are recognized in the consolidated statement of comprehensive income as incurred.

Contract balances

Trade receivables

Trade receivables represent the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract fulfillment costs

The Group incurs shiploading costs for each coal delivery made under its contracts with customers.

The Group has elected to apply the practical expedient option for costs to fulfill a contract which allows the Group to immediately expense shiploading costs (presented as part of cost of sales under 'Hauling and shiploading costs') because the amortization period of the asset that the Group otherwise would have used is one (1) year or less.



Borrowing Costs

Borrowing costs directly relating to the acquisition, construction or production of a qualifying capital project under construction are capitalized and added to the project cost during construction until such time the assets are considered substantially ready for their intended use i.e., when they are capable of commercial production. Where funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing costs incurred. Where surplus funds are available for a short term, out of money borrowed specifically to finance a project, the income generated from the temporary investment of such amounts is also capitalized and deducted from the total capitalized borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the period.

All other borrowing costs are recognized in the consolidated statement of comprehensive income in the period in which they are incurred.

Foreign Currency Translations and Transactions

The consolidated financial statements are presented in Philippine Peso. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency closing rate at the reporting date. All differences are taken to consolidated statement of income. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Pension Cost

The Group has a noncontributory defined benefit plan. The net defined benefit liability or asset is the aggregate of the present value of the defined benefit liability at the end of reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plan is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service costs
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.



Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Termination benefit

Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

Employee leave entitlement

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A reassessment is made after inception of the lease only if one of the following applies:

- (a) There is a change in contractual terms, other than a renewal or extension of the arrangement;
- (b) A renewal option is exercised or extension is granted, unless the term of the renewal or extension was initially included in the lease term;
- (c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or
- (d) There is substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c), or (d) and at the date of renewal or extension period for scenario (b).



The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets.

“Right-of-use assets” are presented under noncurrent assets in the consolidated statement of financial position and are subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases

The Group applies the short-term lease recognition exemption to its leases of office spaces, storage and warehouse spaces that have lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on these short-term leases are recognized as expense on a straight-line basis over the lease term.

Income Tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.



Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is determined, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred income tax assets are recognized for all deductible temporary differences, carryforward of un used tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT), and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient taxable income will be available against which the deductible temporary differences and carryforward of unused tax credits from MCIT and unused NOLCO can be utilized. Deferred income tax, however, is not recognized on temporary differences that arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.

Deferred income tax liabilities are not provided on nontaxable temporary differences associated with investments in domestic subsidiaries.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are applicable to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized in OCI or directly in equity is recognized in the consolidated statement of comprehensive income and consolidated statement of changes in equity and not in profit or loss. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

For periods where the income tax holiday (ITH) is in effect, no deferred taxes are recognized in the consolidated financial statements as the ITH status of the Parent Company and subsidiaries neither result in a deductible temporary difference or temporary taxable difference. However, for temporary differences that are expected to reverse beyond the ITH, deferred taxes are recognized.

Provisions

Provisions are recognized only when the Group has: (a) a present obligation (legal or constructive) as a result of a past event; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.



Provision for decommissioning and site rehabilitation costs

The Group records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes closure of plants, dismantling and removing of structures, reforestation, rehabilitation activities on marine and rainwater conservation and maintenance of rehabilitated area.

The obligation generally arises when the asset is installed, or the ground environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets and restoration of power plant sites. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the consolidated statement of comprehensive income as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in the consolidated statement of comprehensive income.

Equity

The Group records common stocks at par value and amount of contribution in excess of par value is accounted for as an additional paid-in capital. Incremental costs incurred directly attributable to the issuance of new shares are deducted from proceeds.

Retained earnings represent accumulated earnings of the Group less dividends declared, if any. Dividends on common stocks are recognized as a liability and deducted from equity when they are declared. Dividends for the year that are approved after reporting date are dealt with as an event after reporting date. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Earnings per Share (EPS)

Basic EPS is computed by dividing the consolidated net income for the year attributable to common shareholders (net income less dividends on convertible redeemable preferred shares) by the weighted average number of common shares issued and outstanding during the year and adjusted to give retroactive effect to any stock dividends declared during the period.

Diluted EPS is computed by dividing the net income for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year adjusted for the effects of dilutive convertible redeemable preferred shares. Diluted EPS assumes the conversion of the outstanding preferred shares. When the effect of the conversion of such preferred shares is anti-dilutive, no diluted EPS is presented.

Treasury Shares

Treasury shares pertains to own equity instruments which are reacquired and are carried at cost and are deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued, and to retained earnings for the remaining balance.



Operating Segments

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The President is the chief operating decision maker. The Group generally accounts for intersegment revenues and expenses at agreed transfer prices. Income and expenses from discontinued operations are reported separate from normal income and expenses down to the level of income after taxes. Financial information on operating segments is presented in Note 33 to the consolidated financial statements.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the consolidated financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements on the period in which the change occurs.

Events after Reporting Date

Post year-end events up to the date of the auditors' report that provides additional information about the Group's position at reporting date (adjusting events) are reflected in the consolidated financial statements. Any post year-end event that is not an adjusting event is disclosed when material to the consolidated financial statements.

3. **Material Accounting Judgments, Estimates and Assumptions**

The preparation of the consolidated financial statements in conformity with PFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The judgments, estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from such estimates.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations which have the most significant effect on the amounts recognized in the consolidated financial statements:

a. Going concern assessment

In evaluating the Group's ability to continue as a going concern, Management considered the set expiration of its Coal Operating Contract (COC) No.5 in July 2027. Based on available resources, technical capabilities and the strategic initiatives outlined in Note 28, the Group concluded that it has the ability to continue operating for the foreseeable future. Accordingly, the Group's financial statements are prepared on a going concern basis.



b. Revenue recognition - method and measure of progress

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

The Group concluded that revenue from coal sales is to be recognized at a point in time (i.e., when the coal passes the rail of the bulk carrier while loading at the SMPC's port for third party sales, when the coal crosses the ship's rail of the related party for intercompany sales) which is consistent with the point in time when customer obtains control of a promised asset under PFRS 15.

On the other hand, the Group's revenue from power sales (both contracted power and spot electricity sales) is to be recognized over time since the customer simultaneously receives and consumes the benefits provided by the Group. The fact that another entity would not need to re-perform the delivery of power that the Group has provided to date demonstrates that the customer simultaneously receives and consumes the benefits as the Group performs its obligation.

The Group has determined that output method used in measuring the progress of the performance obligation faithfully depicts the Group's performance of its obligation to its customers, since the customer obtains the benefit from the Group's performance based on actual energy delivered each month.

c. Determination of components of ore bodies and allocation measures for stripping cost allocation

The Group has identified that each of its two active mine pits, Narra and Acacia, is a whole separate ore component and cannot be further subdivided into smaller components due to the nature of the coal seam orientation and mine plan.

Judgment is also required to identify a suitable production measure to be used to allocate production stripping costs between inventory and any stripping activity asset(s) for each component. The Group considers that the ratio of the expected volume of waste to be stripped for an expected volume of ore to be mined for a specific component of the coal body (i.e., stripping ratio) is the most suitable production measure. The Group recognizes stripping activity asset by comparing the actual stripping ratio during the year for each component and the component's mine life stripping ratio.

d. Investment in Associate

The Group determined that it exercises significant influence over its associate, Concreat Asian South East Corporation (CASEC; formerly Cemex Asian South East Corporation), despite having only an 11.13% ownership interest, and is therefore accounted for using the equity method. The Group has established significant influence by holding representation equivalent to 20% of the Board seat, which provides participation rights in policy-making processes, including decisions on operating strategies, capital expenditures, and dividend declarations. The Group also participates in board sub-committees and other governance structures, and certain contractual arrangements which further allow the Group to influence financial and operating decisions (see Note 12).



e. Contingencies

The Group is currently involved in various legal proceedings and other claims. The estimate of the probable costs for the resolution of these claims has been developed in consultation with internal and outside counsels handling the Group's defense in these matters and is based upon an analysis of potential results. The Group currently believes that these claims will not have a material adverse effect on its current financial position and results of operations. It is possible, however, that future results of operations and financial position could be materially affected by changes in the assessment or in the effectiveness of the strategies relating to these proceedings (see Notes 29 and 34).

f. Determination of lease term of contracts with renewal and termination options - Group as a lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

The Group did not include the renewal and termination period of several lease contracts since the renewal and termination options is based on mutual agreement, thus not yet enforceable (see Note 11).

Management's Use of Estimates and Assumptions

The key assumptions concerning the future and other sources of estimation uncertainty at reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

a. Estimating mineable ore reserves

The Group uses the mineable ore reserves in the determination of the amount of amortization of mine properties using units-of-production method. The Group estimates its mineable ore reserves based on the assessment performed by the internal specialists engaged by the Group, who are professionally qualified mining engineers and geologists (specialists). These estimates on the mineable ore resource and reserves are determined based on the information obtained from activities such as drilling, core logging or geophysical logging, coal sampling, sample database encoding, coal seam correlation and geological modelling.

The carrying values of mine properties included as part of 'Mine properties, mining tools and other equipment' under 'Property, plant and equipment' amounted to ₱3,634.25 million and ₱3,838.25 million as of December 31, 2025 and 2024, respectively (see Note 9).

b. Estimating provision for expected credit losses of trade and other receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type).



The provision matrix is initially based on the Group's historically observed default rates. The Group then calibrates the matrix to adjust the historical credit loss experience with forward-looking information such as inflation and foreign exchange rates. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historically observed default rates, forecasted economic conditions, and ECL is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecasted economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 5.

The Group has considered the recent economic developments and revised its assumptions in determining the macroeconomic variables and loss rates in the computation of ECL. The changes in the gross carrying amounts of receivables during the year and impact of recent economic developments did not materially affect the allowance for ECLs.

Additional provision for expected credit losses recognized for the years ended December 31, 2025 and 2024 amounted to ₱38.92 million and ₱62.69 million, respectively (see Note 5).

As of December 31, 2025 and 2024, allowance for expected credit losses amounted to ₱1,679.37 million and ₱1,676.35 million, respectively. The total carrying value of trade and other receivables, net of allowance for expected credit losses, amounted to ₱6,681.12 million and ₱7,655.07 million as of December 31, 2025 and 2024, respectively (see Note 5).

c. Estimating stockpile inventory quantities

The Group estimates the stockpile inventory of clean and unwashed coal by conducting a topographic survey which is performed by in-house and third-party surveyors. The survey is conducted by in-house surveyors on a monthly basis with a confirmatory survey by third party surveyors at year-end. The process of estimation involves a predefined formula which considers an acceptable margin of error of plus or minus five percent (5%). Thus, an increase or decrease in the estimation threshold for any period would differ if the Group utilized different estimates and this would either increase or decrease the profit for the year.

The coal pile inventory as of December 31, 2025 and 2024 amounted to ₱6,477.90 million and ₱1,389.51 million, respectively (see Note 6).

d. Determination of NRV of inventories

The Group's estimates of the NRV of inventories are based on the most reliable evidence available at the time the estimates are made, of the amount that these assets are expected to be realized. A new assessment is made of NRV in each subsequent period. When the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is a clear evidence of an increase in NRV because of a change in economic circumstances, the amount of the write-down is reversed so that the new carrying amount is the lower of the cost and the revised NRV.

The carrying amounts of inventories are disclosed in Note 6.



e. *Estimating allowance for obsolescence in spare parts and supplies*

The Group provides 100% allowance for obsolescence on items that are specifically identified as obsolete. The amount of recorded inventory obsolescence for any period would differ if the Group made different judgments or utilized different estimates. An increase in the allowance for inventory obsolescence would increase the Group's recorded operating expenses and decrease its current assets.

The carrying amounts of spare parts and supplies are disclosed in Note 6.

f. *Estimating recoverability of capitalized development costs*

Initial capitalization of costs is based on management's judgment that technological and economic feasibility is confirmed. In determining the amounts to be capitalized, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. Management assessed that no impairment indicator exists on the Group's capitalized development costs as of December 31, 2025, and 2024.

The carrying amounts of capitalized development costs are included under "Equipment in transit and construction in progress" under Property, plant and equipment in the consolidated statement of financial position (see Note 9).

g. *Estimating Recoverability of Deferred Mine Exploration Cost*

The application of the Group's accounting policy for deferred mine exploration costs requires judgment and estimates in determining whether it is likely that the future economic benefits are certain, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available.

If, after deferred mine explorations costs are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written-off in the consolidated statement of comprehensive income in the period when the new information becomes available.

The Group reviews the carrying values of its mining property interests whenever events or changes in circumstances indicate that their carrying values may exceed their estimated net recoverable amounts. An impairment loss is recognized when the carrying values of these assets are not recoverable and exceed their fair value. In 2025 and 2024, no provision for impairment loss on the Group's deferred mine exploration costs was recognized (see Note 10).

h. *Estimating provision for decommissioning and site rehabilitation costs*

The Group is legally required to fulfill certain obligations under its Department of Environment and Natural Resources (DENR) issued Environmental Compliance Certificate when its activities have ended in the depleted mine pits. The Group assesses its mine rehabilitation provision annually. The Group is also contractually required to fulfill certain obligations under Section 8 of the Land Lease Agreement (LLA) upon its termination or cancellation. Significant estimates and assumptions are made in determining the provision for decommissioning and mine site rehabilitation costs as there are numerous factors that will affect the ultimate liability. These factors include estimates of the extent and costs of rehabilitation activities given the approved decommissioning and site rehabilitation plan, (e.g., reforestation, rehabilitation activities on marine and rainwater conservation and maintenance of the rehabilitated area), technological changes, regulatory changes, cost increases, and changes in inflation rates and discount rates. These uncertainties may result in future actual expenditure differing from the amounts currently provided. The Group also records the present value of estimated costs of legal and constructive



obligations required to restore operating locations of power generating plants in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing of structures, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

An increase in decommissioning and site rehabilitation costs would increase the carrying amount of the related assets and increase noncurrent liabilities. The provision at reporting date represents management's best estimate of the present value of the future rehabilitation costs required. Assumptions used to compute the decommissioning and site rehabilitation costs are reviewed and updated annually.

Information with respect to the estimated provision for decommissioning and site rehabilitation costs are disclosed in Note 16.

i. Impairment assessment of nonfinancial assets

The Group reviews its nonfinancial assets for impairment. This includes considering certain indicators of impairment such as significant or prolonged decline in the fair value of the asset, significant underperformance relative to expected historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for overall business, significant negative industry or economic trends, or significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment where the Group operates.

When indicators exist, an impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Assets that are subject to impairment testing when impairment indicators are present are as follows:

	2025	2024
Property, plant and equipment (Note 9)	₱34,429,322,477	₱37,209,638,852
Investment in associate (Note 12)	1,347,880,980	1,695,275,709
Deferred mine exploration cost (Note 10)	–	993,586,144
Right-of-use assets (Note 11)	69,243,913	80,458,849
Other current assets (Note 7)	1,344,974,140	1,185,005,882
Other noncurrent assets (Note 13)	342,691,009	234,656,959

The Group determined that the absence of DOE's favorable response on SMPC's request for term adjustment and the launch of a bid round for Semirara Island's COC No. 5 are impairment indicators of its property, plant and equipment as of December 31, 2025.

Impairment testing requires an estimation of the recoverable amount of the cash-generating unit (CGU), which is determined to be the coal mining operations. The recoverable amount is measured as the higher of the CGU's value-in-use or fair value less costs to sell.

As of December 31, 2025, the recoverable amount of SMPC's property, plant and equipment are determined to be higher than its carrying amount. No impairment loss was recognized in the consolidated financial statements in 2025 (see Note 28).

Management believes that no impairment indicator exists for the Group's other nonfinancial assets as of December 31, 2025 and 2024.



j. Estimating useful lives of depreciable property, plant and equipment

The Group estimated the useful lives of its property, plant and equipment (except land, equipment in transit, construction in progress and mine properties) based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed at least annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets.

It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment would increase depreciation expense and decrease noncurrent assets.

In estimating the useful life of depreciable assets that are constructed in a leased property, the Group considers the enforceability of and the intent of management to exercise the option to purchase the leased property. For these assets, the depreciation period is over the economic useful life of the asset which may be longer than the remaining lease period.

The carrying values and movements in property, plant and equipment are disclosed in Note 9.

k. Recoverability of deferred tax assets

The Group reviews the carrying amounts of the deferred income tax assets at each end of the reporting period and reduces deferred income tax assets to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. However, there is no assurance that the Group will utilize all or part of the deferred income tax assets.

The deductible temporary differences and NOLCO for which deferred tax assets are not recognized are disclosed in Note 26.

l. Estimating pension and other employee benefits

The cost of defined benefit pension plan and the present value of the pension liabilities are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These assumptions are described in Note 20 and include among others, the determination of the discount rates and future salary increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit liability.

The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements. Future salary and pension increases are based on management's assumption aligned with the future inflation rates.



m. Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating). This rate reflects the amount that the entity would need to borrow over the term of the lease.

The Group's lease liabilities discounted using the IBR amounted to ₱32.67 million and ₱40.18 million as of December 31, 2025 and 2024, respectively (see Note 11).

4. Cash and Cash Equivalents

	2025	2024
Cash on hand	₱1,275,493	₱1,322,999
Cash in banks	2,014,968,989	4,385,671,520
Cash equivalents	2,347,642,153	5,079,898,272
	₱4,363,886,635	₱9,466,892,791

Cash and cash equivalents comprise cash on hand and in banks and short-term deposits but exclude any restricted cash that is not available for use by the Group and therefore is not considered highly liquid.

Cash in banks earns interest at the respective bank deposit rates. Cash equivalents include short-term placements made for varying periods of up to three (3) months, depending on the immediate cash requirements of the Group, and earns interest at the respective prevailing short-term placement rates. Interest rates range from 0.05% to 6.13%, 0.03% to 6.25%, and 0.03% to 7.13% in 2025, 2024 and 2023, respectively.

In 2025, 2024 and 2023, total interest income earned from cash and cash equivalents amounted to ₱304.64 million, ₱885.26 million and ₱1,182.93 million, respectively (see Note 24).

5. Receivables

	2025	2024 (As restated - Note 12)
Trade receivables - outside parties	₱6,226,277,380	₱7,323,181,384
Trade receivables - related parties (Note 19)	1,381,204,389	1,671,896,599
Others (Notes 12 and 25)	753,005,373	336,343,588
	8,360,487,142	9,331,421,571
Less allowance for expected credit losses (Note 22)	1,679,370,805	1,676,351,517
	₱6,681,116,337	₱7,655,070,054



Trade receivables - outside parties

These are receivables from electricity sales and coal sales.

Receivables from electricity sales are claims from power distribution utilities, spot market participants and other customers for the sale of contracted power and spot sales transactions. These are generally on a 30-day credit term and are carried at original invoice amounts less discounts and rebates.

Receivables from coal sales are noninterest-bearing and generally have 30 days credit terms. These receivables arise from coal export sales which are priced in US\$ and coal domestic sales which are priced in Philippine Peso.

Trade receivables - related parties

Receivables from related parties are noninterest-bearing and are generally on a 30-day credit term. These are generally settled in cash.

Others

Others include advances to officers, employees and receivables from sale of fly ashes. These are generally noninterest-bearing. Advances to officers and employees are recovered through salary deduction and receivables from sale of fly ash are generally settled within the 30 days credit terms.

This account also includes the receivable related to the investment in associate following the adjustment to the final consideration of the said investment in 2025 and 2024 (see Note 12).

As of December 31, 2025, the Group recognized a net receivable from the DOE amounting to ₱480.42 million, following the annualization of government share with the DOE (see Notes 14 and 28).

Allowance for expected credit losses

The movements in the allowance for expected credit losses are as follows:

	2025	2024
Balance at beginning of year	₱1,676,351,517	₱1,613,660,343
Provision (Note 22)	38,921,499	62,691,174
Write-off	(35,902,212)	-
Balance at end of year	₱1,679,370,804	₱1,676,351,517

6. Inventories

	2025	2024
At cost		
Coal pile inventory	₱6,477,899,925	₱1,389,505,061
At NRV		
Spare parts and supplies	11,032,482,699	10,737,983,816
Less allowance for inventory obsolescence	239,681,600	150,187,720
	10,792,801,099	10,587,796,096
	₱17,270,701,024	₱11,977,301,157



Coal pile inventory is stated at cost, which is lower than NRV. The cost of coal inventories recognized as ‘Cost of coal sales’ in the consolidated statements of comprehensive income amounted to ₱18,283.13 million and ₱21,087.20 million in 2025 and 2024, respectively (see Note 21).

Coal pile inventory at cost includes capitalized depreciation of ₱1,430.63 million and ₱227.76 million in 2025 and 2024, respectively (see Note 9).

Inventories attributable to coal mining operations amounted to ₱13,493.65 million and ₱8,749.40 million as of December 31, 2025 and 2024, respectively, while inventories attributable to power operations amounted to ₱3,777.05 million and ₱3,227.90 million as of December 31, 2025 and 2024, respectively.

Movement in the Group’s allowance for inventory obsolescence are as follows:

	2025	2024
Balance at beginning of year	₱150,187,720	₱189,168,295
Provision (Note 22)	89,493,880	–
Write-off	–	(35,504,096)
Reversal (Note 22)	–	(3,476,479)
Balance at end of year	₱239,681,600	₱150,187,720

In 2025, the Group recognized ₱89.49 million additional provision for inventory obsolescence for spare parts specifically identified to be obsolete.

In 2024, the Group has written off ₱35.50 million spare parts that had previously been provided with an allowance in prior years. These parts were sold along with the gas turbine plant in March 2024 (see Note 8). Allowance for inventory write-down amounting to ₱3.48 million were reversed in 2024 as the net realizable value of the materials and supplies were recovered through use.

As of December 31, 2025 and 2024, the allowance for inventory obsolescence amounted to ₱239.68 million and ₱150.19 million, respectively.

7. Other Current Assets

	2025	2024
Creditable withholding tax	₱514,872,643	₱452,889,779
Prepaid insurance	406,444,307	146,474,237
Advances to suppliers and contractors - current portion	399,594,207	533,465,438
Input VAT - net	–	34,455
Others	25,345,129	53,424,119
	1,346,256,286	1,186,288,028
Less allowance for impairment losses	1,282,146	1,282,146
	₱1,344,974,140	₱1,185,005,882



Creditable withholding tax

Creditable withholding tax pertains to the amount withheld by the Group's customers from their income payment. This will be claimed as tax credit and will be used against future income tax payable. The Group recognized an impairment loss amounting to ₱0.04 million in 2024 (nil in 2025) upon assessment that the amount cannot be claimed as tax credits against future income tax liability (see Note 22).

Prepaid insurance

Prepaid insurance represents advance payments to various insurance providers that are expected to be utilized within the next 12 months.

Advances to suppliers and contractors

Advances to suppliers and contractors represent prepayments for the acquisition of materials and supplies. In 2024, the Group made a reversal on the previously recognized allowance amounting to ₱0.65 million (nil in 2025) (see Note 22). The balance, net of related allowance of ₱1.28 million as of December 31, 2025 and 2024, will be recouped upon rendering of services or delivery of assets within the Group's normal operating cycle.

Input VAT- net

Input VAT represents VAT imposed on the Group by its suppliers and contractors for the acquisition of goods and services required under Philippine taxation laws and regulations. Input VAT is applied against output VAT. The balance is recoverable within 12 months.

Others

Others include prepaid rent, guarantee deposit to government and other prepaid charges.

8. Asset Held-for-Sale

The Group classified its gas turbine plant as asset held-for-sale in 2022 upon assessment that the carrying amount of the asset will be recovered principally through a sale transaction rather than continuing use.

The plan to decommission and sell the asset was approved on August 2, 2022 by the BOD. On October 3, 2022, the Group completely secured all relevant clearances from regulatory bodies to disconnect, deregister, decommission, and sell the asset.

In October 2022, the Group reclassified its 2x25 MW gas turbine plant to "Asset Held-for-Sale". Depreciation of the asset ceased immediately and a loss on write-down amounting to ₱171.77 million was recognized in 2022 to bring the carrying amount to its net realizable value before its reclassification.

In October 2023, upon the completion of the one-year period, the sale of the asset was not finalized. Hence, the period to complete the sale was extended beyond one-year due to circumstances beyond the control of the Group but the commitment to the plan to sell the asset remains.

The Group took the necessary actions to respond to these circumstances and was able to locate a buyer and agree with the terms and conditions of the sale. The agreed transaction price amounted to ₱713.22 million. Prepayments totaling ₱603.11 million were received from the buyer based on the progress made in the dismantling of the asset. These were recorded under 'Accounts and other payables' in the consolidated statements of financial position in 2023.



Consequently, the Group recorded an additional loss on write-down amounting to ₱76.09 million in 2023 to revalue the asset's carrying amount based on the current net realizable value or fair value less costs to sell (see Note 22).

On March 27, 2024, the sale of the asset was completed, and the final payment amounting to ₱110.10 million was received upon transfer of the asset to the buyer. The Group has also written-off ₱35.50 million spare parts which were sold along with the gas turbine plant and reversed ₱1.28 million as the net realizable value of the materials and supplies were recovered through use (see Note 6).

As of December 31, 2025 and 2024, the Group had no assets classified as held-for-sale.

9. Property, Plant and Equipment

	2025					Total
	Land	Mine Properties, Mining Tools and Other Equipment	Power Plant and Buildings	Roads and Bridges	Equipment in Transit and Construction in Progress	
Cost						
At January 1	₱429,990,622	₱53,178,844,805	₱58,027,859,056	₱846,946,929	₱284,424,042	₱112,768,065,454
Additions	–	5,146,399,771	355,321,070	–	8,645,252	5,510,366,093
Transfer from inventory	–	–	231,399,501	–	–	231,399,501
Transfer from deferred mine exploration cost (Note 10)	–	1,397,217,524	–	–	–	1,397,217,524
Disposals	–	(2,376,971,444)	–	–	–	(2,376,971,444)
Adjustments (Note 16)	–	21,500,969	–	–	–	21,500,969
At December 31	429,990,622	57,366,991,625	58,614,579,627	846,946,929	293,069,294	117,551,578,097
Accumulated Depreciation and Impairment						
At January 1	–	45,246,078,771	29,465,680,403	846,667,428	–	75,558,426,602
Depreciation and amortization (Notes 6, 21 and 22)	–	6,635,325,348	3,304,596,100	279,501	–	9,940,200,949
Disposals	–	(2,376,371,931)	–	–	–	(2,376,371,931)
At December 31	–	49,505,032,188	32,770,276,503	846,946,929	–	83,122,255,620
Net Book Value	₱429,990,622	₱7,861,959,437	₱ 25,844,303,124	₱–	₱293,069,294	₱34,429,322,477

	2024					Total
	Land	Mine Properties, Mining Tools and Other Equipment	Power Plant and Buildings	Roads and Bridges	Equipment in Transit and Construction in Progress	
Cost						
At January 1	₱429,990,622	₱47,478,432,765	₱56,269,763,830	₱846,946,929	₱405,132,251	₱105,430,266,397
Additions	–	5,779,259,334	1,323,664,008	–	–	7,102,923,342
Transfer from inventory	–	–	313,723,009	–	–	313,723,009
Transfer from construction in progress	–	–	120,708,209	–	(120,708,209)	–
Disposals	–	(95,439,714)	–	–	–	(95,439,714)
Adjustments (Note 16)	–	16,592,420	–	–	–	16,592,420
At December 31	429,990,622	53,178,844,805	58,027,859,056	846,946,929	284,424,042	112,768,065,454
Accumulated Depreciation and Impairment						
At January 1	–	40,649,313,269	26,418,850,175	844,536,479	–	67,912,699,923
Depreciation and amortization (Notes 6, 21 and 22)	–	4,692,205,216	3,046,830,228	2,130,949	–	7,741,166,393
Disposals	–	(95,439,714)	–	–	–	(95,439,714)
At December 31	–	45,246,078,771	29,465,680,403	846,667,428	–	75,558,426,602
Net Book Value	₱429,990,622	₱7,932,766,034	₱28,562,178,653	₱279,501	₱284,424,042	₱37,209,638,852



Mine properties, mining tools and other equipment

- In 2025 and 2024, the Group acquired various property, plant and equipment amounting to ₱5,510.37 million and ₱7,102.92 million, respectively. Unpaid balance amounted to ₱335.14 million and ₱1,771.40 million as of December 31, 2025 and 2024, respectively.
- Mine properties, mining tools and other equipment includes the mining properties and stripping activity assets amounting to ₱3,634.25 million and ₱3,838.25 million as of December 31, 2025 and 2024, respectively, that are depreciated using the units-of-production method (see Note 3).
- These also include the expected cost of decommissioning and site rehabilitation of mine sites and future clean-up of its power plants. The impact of annual re-estimation is shown in the rollforward as an adjustment (see Notes 3 and 16).
- Other mine properties, mining tools and other equipment that are depreciated using the straight-line method amounted to ₱4,220.26 million and ₱4,094.52 million as of December 31, 2025 and 2024, respectively.

Equipment in transit and construction in progress accounts

- Equipment in transit and construction in progress accounts mostly pertain to purchased mining equipment that are in transit and various buildings and structures that are under construction as of December 31, 2025 and 2024.
- In 2024, there were reclassifications from “Equipment in Transit and Construction in progress” to “Power Plant and Buildings” upon completion of construction and regular rehabilitation works which amounted to ₱120.71 million.
- This also includes capitalized project development costs amounting to ₱120.31 million and ₱111.67 million as of December 31, 2025 and 2024, respectively, related to its planned construction of 2x350 Megawatt (MW) coal-fired power plant. As of December 31, 2025, construction of the plant itself has yet to commence as the timeline is contingent on several factors such as the construction of the transmission connection by the National Grid Corporation of the Philippines (NGCP) and the power supply requirements of electricity customers. Based on management’s estimation of the recoverable amount, there is no resulting impairment loss in 2025 and 2024.
- As of December 31, 2025 and 2024, there are no borrowing costs directly attributable to the construction of a qualifying asset.

Property, plant and equipment attributable to coal mining operations amounted to ₱8,249.50 million and ₱8,571.02 million as of December 31, 2025 and 2024, respectively, while those that are attributable to power operations amounted to ₱26,179.82 million and ₱28,638.62 million as of December 31, 2025 and 2024, respectively.



Depreciation and amortization follow:

	2025	2024	2023
Depreciation and amortization of:			
Property, plant and equipment	₱9,940,200,949	₱7,741,166,393	₱7,354,572,727
Right-of-use assets (Note 11)	11,214,936	17,149,650	19,336,902
Computer software (Note 13)	20,363,031	6,657,567	3,017,289
	₱9,971,778,916	₱7,764,973,610	₱7,376,926,918
Included under:			
Inventories (Note 6)	₱1,430,625,129	₱227,759,620	₱262,735,066
Mine properties, mining tools and other equipment	30,053,327	231,867,295	71,163,592
	1,460,678,456	459,626,915	333,898,658
Cost of coal sales (Note 21):			
Depreciation and amortization	3,593,517,619	3,874,522,986	3,522,670,333
Hauling and shiploading costs	165,688,951	30,412,725	27,341,039
Cost of power sales (Note 21):			
Depreciation and amortization	3,081,034,940	2,843,339,357	2,793,654,219
Cost of coal on power sales (Note 21):			
Depreciation and amortization	1,604,045,774	498,602,977	636,493,016
Operating expenses (Note 22)	66,813,176	58,468,650	62,869,653
	8,511,100,460	7,305,346,695	7,043,028,260
	₱9,971,778,916	₱7,764,973,610	₱7,376,926,918

10. Deferred Mine Exploration Cost

In 2025, SMPC has continued its exploration efforts to discover additional coal resources with the objective of developing new mine reserves, with the Acacia Mine being a key project in the pipeline. Initial resource valuation confirmed both the technical feasibility and commercial viability of the coal deposit. Costs incurred related to mine exploration activities totaled to ₱403.63 million and ₱993.59 million in 2025 and 2024, respectively.

Accordingly, SMPC proceeded to the production stage in August 2025. Upon commencement of production, the accumulated deferred exploration and development costs amounting to ₱1,397.22 million were reclassified to 'Mine Properties' under Property, Plant and Equipment, and are amortized using the unit-of-production method over the economically recoverable reserves of the mine in 2025 (see Note 9).

As of December 31, 2025 and 2024, deferred mine exploration costs amounted to nil and ₱993.59 million. This consists of costs of drilling, geological studies and land reclamation related to exploration of Acacia Mine.

No provision for impairment loss on the deferred mine exploration costs was recognized in 2025 and 2024.



11. Leases

The Group as a Lessee

The Group has lease contracts for various items of land, office spaces and foreshore leases used in its operations. Leases of land and foreshore generally have lease terms between five (5) and twenty-five (25) years, while office spaces generally have lease terms of two (2) to seven (7) years. The Group also has certain leases of warehouse, and office spaces with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemption for these leases.

Set out below are the movements in the Group's right-of-use assets and lease liabilities during the year:

	Right-of-use Assets	
	2025	2024
At Cost		
At beginning of year	₱150,677,513	200,617,375
Expiration	–	(49,939,862)
At end of year	150,677,513	150,677,513
Accumulated Amortization		
At beginning of year	₱70,218,664	₱103,008,875
Amortization (Notes 21 and 22)	11,214,936	17,149,650
Expiration	–	(49,939,861)
At end of year	81,433,600	70,218,664
	₱69,243,913	₱80,458,849

The Group applied the requirements of PFRS 16 for this long-term lease and did not change the amount initially recognized as right-of-use asset at the date of initial application. No corresponding lease liability was recognized given the prepayment.

	Lease Liabilities	
	2025	2024
At beginning of year	₱40,182,992	₱57,560,068
Accretion of interest (Note 23)	2,937,531	3,625,779
Lease payments	(10,452,027)	(21,002,855)
At end of year	32,668,496	40,182,992
Less current portion of lease liabilities	7,274,653	8,436,175
Noncurrent lease liabilities	₱25,393,843	₱31,746,817

The lease liabilities were measured at the present value of the remaining lease payments discounted at the Group's weighted average incremental borrowing rate of 6.32% in 2025 and 2024.

The following are the amounts recognized in profit or loss of the Group:

	2025	2024
Depreciation expense of right-of-use asset (Note 9)	₱11,214,936	₱17,149,650
Interest expense on lease liability (Note 23)	2,937,531	3,625,779
Expense relating to short-term leases (included in cost of sales) (Note 21)	10,565,471	14,459,827
Expense relating to leases of low-value assets (included in operating expense) (Note 22)	24,297,500	18,246,941
	₱49,015,438	₱53,482,197



The Group had total cash outflows for leases which amounted to ₱45.31 million and ₱53.71 million in 2025 and 2024, respectively.

As of December 31, 2025 and 2024, future minimum lease payments under operating leases are as follows:

	2025	2024
Within one year	₱9,639,833	₱9,639,833
After one year but not more than five years	28,536,580	28,536,579
More than five years	13,885,369	18,513,826
	₱52,061,782	₱56,690,238

12. Investment in Associate

The details of the Group's investment in associate follow:

	2025	2024 (As restated)
Acquisition cost		
Balance at beginning of year	₱1,684,556,632	₱-
Additional investments	-	1,684,556,632
Balance at end of year	1,684,556,632	1,684,556,632
Accumulated equity in net earnings		
Balance at beginning of year	10,719,077	-
Share in net income (loss) of associate	(342,747,905)	8,524,760
Net unrealized loss (gain)	(4,646,824)	2,194,317
Balance at end of year	(336,675,652)	10,719,077
	₱1,347,880,980	₱1,695,275,709

Cemex Asian Southeast Corporation (CASEC)

On April 25, 2024, the Parent Company (SMPC), DMCI Holdings, Inc. (DMCI-HI) and Dacon Corporation (DACON) entered into a Share Purchase Agreement (SPA) with Cemex Asia B.V (Cemex) for the sale and purchase of its 100% interest in Concreat Asian South East Corporation (CASEC; formerly Cemex Asian South East Corporation), a company incorporated in the Philippines, which is involved in investing and acquiring various real and personal properties to exercise ownership rights and generate revenues. CASEC owns 89.86% of Concreat Holdings Philippines, Inc. (CHP; formerly Cemex Holdings Philippines, Inc.), a cement company listed in the Philippine Stock Exchange under the ticker name, CHP.

The transaction was completed on December 2, 2024 resulting in a combined ownership stake of CHP, with SMPC holding 11.13%, while DMCI and Dacon hold 56.75% and 32.12%, respectively, of CASEC. On the same date, an assignment agreement was executed between DMCI-HI, Dacon and SMPC, which entitles them to appoint members to the Board of Directors of CASEC, with SMPC's representation equivalent to 20% of the total Board seats, indicating significant influence over CASEC. The Group's investment in CASEC is accounted for using the equity method.



In 2024, the purchase price allocation has been prepared on a preliminary basis to include more information necessary for the valuation of identifiable assets and liabilities, and intangible assets, if any. The provisional goodwill is subject to reasonable changes, if any, as additional information becomes available and the purchase price allocation has been finalized which shall not exceed one year from the acquisition date.

In 2025, the parties executed a letter confirming the post-completion adjustment under the SPA. The portion of the refund of the consideration allocated to SMPC amounted to US\$1.56 million (₱87.58 million), which is shown as reduction in the cost of the investment as shown below.

In 2025, the fair values of the net assets of CASEC acquired were finalized resulting to adjustments made from that of previously recognized as at December 2, 2024 as follows:

<i>(in thousands)</i>	As previously reported	Adjustment	As restated
Statement of financial position			
Current assets	₱7,431,690	₱–	₱7,431,690
Noncurrent assets	35,597,387	5,738,398	41,335,785
Current liabilities	(21,345,028)	(7,748,313)	(29,093,341)
Noncurrent liabilities	(12,598,790)	5,299,170	(7,299,620)
Equity	9,085,259	3,289,255	12,374,514
Proportion of the Group's ownership	11.13%	11.13%	11.13%
Share in equity	1,011,189	366,094	1,377,283
Goodwill	760,951	(453,677)	307,274
Carrying value of investment	₱1,772,140	(₱87,583)	₱1,684,557

Consequently, the 2024 statement of financial position has been restated to recognize the return of consideration which is yet to be collected from the associate. Impact as of December 31, 2024 follows:

<i>(in thousands)</i>	Increase (decrease)
Receivables	₱87,583
Investment in associate	(87,583)

The following table summarizes the significant information of CASEC as of December 31, 2025 and 2024:

<i>(in thousands)</i>	2025	2024 (As restated)
Statement of financial position		
Current assets	₱8,589,972	₱11,228,248
Noncurrent assets	37,241,423	38,110,341
Current liabilities	(9,500,831)	(9,876,621)
Noncurrent liabilities	(26,170,664)	(25,831,360)
Equity	10,159,900	13,630,608
Proportion of the Group's ownership	11.13%	11.13%
Share in equity	1,130,797	1,517,087
Goodwill	307,274	307,274
Others	(90,190)	(129,085)
Carrying value of investment	₱1,347,881	₱1,695,276



The following table summarizes the statement of income of for the period ended December 31, 2025 and December 31, 2024 (one month from acquisition date):

<i>(in thousands)</i>	2025 (one year)	2024 (one month)
Statement of income		
Revenue and other income	₱13,485,964	₱510,279
Costs and expenses	(16,565,460)	(433,525)
Net income (loss)	(₱3,079,496)	₱76,754

The carrying amount of the investment in CASEC is adjusted by unrealized gains and losses from transactions with subsidiaries of CASEC, relating to coal sales which are entered on an arms-length basis. Equity in net earnings and losses from CASEC are adjusted for the realization of these unrealized gains and losses.

There have been no outstanding capital commitments in 2025 and 2024.

13. Other Noncurrent Assets

	2025	2024
Advances to suppliers and contractors - net of		
current portion	₱132,321,180	₱83,286,016
Deferred input VAT	21,515,578	47,742,043
Computer software	28,889,730	15,791,640
Others	160,342,631	88,215,370
	343,069,119	235,035,069
Less allowance for impairment losses	378,110	378,110
	₱342,691,009	₱234,656,959

Advances to suppliers and contractors

Advances to suppliers and contractors under noncurrent assets represent prepayment for the acquisition and construction of property, plant and equipment and other capitalized development costs.

Deferred input VAT

Deferred input VAT pertains to input VAT not yet charged against output VAT in compliance to relevant BIR regulations. This also includes the remaining unamortized portion of input VAT from acquisition of capital goods prior to January 1, 2022. Under the TRAIN Law, starting January 1, 2022, all input VAT on purchases of capital goods shall already be allowed to be claimed outright and shall no longer be subject to amortization.



Computer software

Movements in computer software account follows:

	2025	2024
At Cost		
At January 1	₱107,533,677	₱86,485,677
Additions	33,461,121	21,048,000
At December 31	140,994,798	107,533,677
Accumulated Amortization		
At January 1	91,742,037	85,084,470
Amortization (Note 9)	20,363,031	6,657,567
At December 31	112,105,068	91,742,037
Net Book Value	₱28,889,730	₱15,791,640

Others

Others include environmental guarantee fund and costs of the right-of-way grants acquired on lots affected by the transmission lines to be developed by the Group.

14. Trade and Other Payables

	2025	2024
Trade:		
Payable to suppliers and contractors	₱6,346,136,641	₱6,312,837,899
Related parties (Note 19)	559,658,838	372,123,366
Deferred output tax	557,879,763	454,456,085
Accrued expenses and other payables	488,760,657	588,247,140
Customer deposits	463,347,554	444,519,487
Output VAT - net	257,407,604	659,968,910
Payable to DOE (Note 28)	-	2,098,714,651
	₱8,673,191,057	₱10,930,867,538

Trade payable to suppliers and contractors

Trade payable to suppliers and contractors arise from progress billings of completed work as of year-end. The amount includes liabilities amounting to ₱3,147.53 million (US\$53.52 million) and ₱3,376.63 million (US\$58.21 million) as of December 31, 2025 and 2024, respectively, payable to various foreign suppliers for open account purchases of equipment, and equipment parts and supplies (see Note 30).

Trade payables are noninterest-bearing and are normally settled on 30 to 60-day credit terms.

Accrued expenses and other payables

Details of this account follow:

	2025	2024
Taxes, permits and licenses	₱158,831,842	₱227,908,068
Salaries and wages	51,403,018	80,858,670
Interest	4,766,200	17,672,088
Dividends payable (Note 32)	6,146,885	3,327,044
Others	267,612,712	258,481,270
	₱488,760,657	₱588,247,140



Others include accruals and other payables on contracted services, spot purchases, utilities, supplies, other administrative expenses, financial benefit payable to host communities, retention on contract payments (usually settled on a 30 to 60-day terms) and withholding taxes.

Deferred output tax

Deferred output VAT pertains to the corresponding VAT on uncollected receivables following the relevant BIR rules and regulations.

Customer Deposits

Customer deposits pertain to advance payments received from coal export customers.

Output VAT – net

Output VAT - net pertains to the tax imposed on sales of goods and services which is presented net of applicable input VAT. Upon the effectivity of the Ease of Paying Taxes (EOPT) Act in 2024, the rule on VAT treatment of sales of goods and services is harmonized, thereby requiring the issuance of sales invoice for both.

Payable to DOE

Payable to DOE represents the share of DOE in the gross income of SMPC's coal production and shipments computed in accordance with the Coal Operating Contract (COC) between SMPC and DOE dated July 11, 1977 (see Note 28).

As of December 31, 2025, SMPC recognized a net receivable from DOE amounting to ₱480.42 million, following the annualization of government share payments made to DOE on a quarterly basis, which resulted in an overpayment. This amount is reflected as receivable from DOE under the trade receivable account (see Note 5).

15. Long-term Debt

	2025	2024
Principal	₱997,714,286	₱2,639,428,572
Less unamortized deferred financing cost	1,019,494	4,684,018
	996,694,792	2,634,744,554
Less current portion	939,711,246	1,640,932,429
	₱56,983,546	₱993,812,125

The Group's outstanding long-term debt from local banks pertain to the loans of the following entities:

	2025	2024
SMPC	₱279,775,751	₱502,869,060
SCPC	716,919,041	2,131,875,494
Total long-term debt	996,694,792	2,634,744,554
Less current portion	939,711,246	1,640,932,429
Long-term debt - net of current portion	₱56,983,546	₱993,812,125



a. Details of the Parent Company's bank loans are as follows:

Loan Type	Year of Availment	Outstanding Balance Gross of Deferred Financing Costs		Maturity	Interest Rate	Payment Terms
		2025	2024			
Peso loan 1	2020	₱280,000,000	₱504,000,000	Various quarterly maturities starting 2020 until 2027	Fixed annual interest rate of 4.97% per annum	Interest payable every 3 months, principal to be paid on maturity date

b. Details of SCPC's bank loans are as follows:

Loan Type	Year of Availment	Outstanding Balance Gross of Deferred Financing Costs		Maturity	Interest Rate	Payment Terms
		2025	2024			
Peso loan 2	2019	₱285,714,286	₱571,428,572	Various quarterly maturities starting 2019 until 2026	Fixed rate of 4.8770% per annum	Interest payable every 3 months, principal to be paid on maturity date
Peso loan 3	2019	432,000,000	864,000,000	Various quarterly maturities starting 2019 until 2026	Fixed rate of 4.8770% per annum	Interest payable every 3 months, principal to be paid on maturity date
Peso loan 4	2021	-	700,000,000	Various quarterly maturities starting 2021 until 2025	Fixed rate of 4.6258% per annum	Interest payable every 3 months, principal to be paid on maturity date
		₱717,714,286	₱2,135,428,572			

All bank loans are clean and are compliant with loan covenants. As of December 31, 2025 and 2024, the Group has not been cited by any banks as in default.

The movements in unamortized deferred financing costs are as follows:

	2025	2024
Balance at beginning of year	₱4,684,018	₱15,410,308
Amortization (Note 23)	(3,664,524)	(10,726,290)
Balance at end of year	₱1,019,494	₱4,684,018

Interest expense on long-term debt recognized under 'Finance cost' amounted to ₱99.85 million, ₱234.89 million and ₱428.97 million in 2025, 2024 and 2023, respectively (see Note 23).

Future payments of long-term debt of the Group as of December 31, 2025 and 2024 follow:

	2025	2024
Within one year	₱941,714,286	₱1,641,714,286
After one year but not more than five years	56,000,000	997,714,286
	₱997,714,286	₱2,639,428,572



16. Provision for Decommissioning and Site Rehabilitation Costs

	2025	2024
At January 1	₱388,398,309	₱353,871,687
Effect of change in estimates (Note 9)	22,370,781	42,589,306
Actual usage	(36,788,727)	(30,206,331)
Accretion of interest (Note 23)	24,777,045	22,143,647
At December 31	₱398,757,408	₱388,398,309

The Group's provision for decommissioning and site rehabilitation costs relates to rehabilitation activities for the coal pits for its mining segment and dismantling and restoration activities for its power segment.

Segment breakdown of provision for decommissioning and site rehabilitation costs follows:

	2025	2024
Mining	₱361,462,749	₱354,060,346
Power	37,294,659	34,337,963
	₱398,757,408	₱388,398,309

These provisions have been created based on the Group's internal estimates. Assumptions based on the current regulatory requirements and economic environment have been made, which management believes are reasonable bases upon which to estimate the future liability. These estimates are reviewed annually to take into account any material changes to the assumptions (see Note 3).

However, actual rehabilitation costs will ultimately depend upon future market prices for the necessary decommissioning works required which will reflect market conditions at the relevant time. Furthermore, the timing of rehabilitation is likely to depend on when the mines cease to produce at economically viable rates. This, in return, will depend upon future ore and coal prices, which are inherently uncertain.

Discount rates used by the Group to compute for the present value of liability for decommissioning and mine site rehabilitation costs are from 5.37% to 8.58% in 2025, 6.10% to 8.58% in 2024 and 5.96% to 8.58% in 2023.

In 2023, there were two (2) mine pits being mined for coal deposits - Molave and Narra. In October 2022, Narra resumed its operation which was non-operational since March 2019 due to implementation of geotechnical solutions on the continuous increase of water seepage in Narra pit. The Panian mine site has been depleted and its operation was closed in September 2016. All mine sites are located in Semirara Island, Province of Antique.

In November 2023, a mudflow incident occurred in Molave mine that resulted to a change in its existing pit configuration. Expected mine life of Molave was shortened by one year as increased mudflow from the adjacent area made mining operations in Molave uneconomic. Given the adjusted stripping ratio and heightened risks, the remaining Molave reserves were no longer economically feasible to mine.

In January 2024, SMPC presented to the DOE the early closure plan of Molave including the revised impact to SMPC's work program and budget from 2024 onwards.

In August 2025, SMPC commenced coal production at its new operating mine pit, Acacia.



The Group revised its mine work program based on the current conditions of the mining operations. Management revisited certain procedures, practices and assumptions on its existing rehabilitation plan (e.g., timing of mining operations, reforestation requirements, movement of the overburden) which resulted to adjustment in the previously estimated provision for decommissioning and mine site rehabilitation costs.

Resulting changes in estimate pertaining to mine sites amounted to an addition of ₱22.37 million and ₱42.59 million in 2025 and 2024, respectively. The changes in estimates were recognized as adjustment to 'Mine properties, mining tools and other equipment' under property, plant and equipment account amounting to ₱21.50 million and ₱16.59 million in 2025 and 2024, respectively (see Note 9), and as adjustment to 'Others' under operating expense account amounting to ₱0.87 million and ₱26.00 million in 2025 and 2024, respectively (see Note 22).

17. Capital Stock

The details of the Parent Company's capital stock as of December 31, 2025 and 2024 are as follows:

	Shares	Amount
Authorized - ₱1 par value		
Balance at beginning and end of year	10,000,000,000	₱10,000,000,000
Issued and outstanding		
Capital stock		
Balance at beginning and end of year	4,264,609,290	4,264,609,290
Treasury shares		
Balance at beginning and end of year	(14,061,670)	(739,526,678)
	4,250,547,620	₱3,525,082,612

Treasury shares

As of December 31, 2025 and 2024, the Parent Company has bought-back 14,061,670 shares for a total consideration of ₱739.53 million. This is presented as treasury shares in the consolidated statements of financial position.

The unappropriated retained earnings amounting to ₱38,923.79 million and ₱39,677.89 million as of December 31, 2025 and 2024, respectively, are restricted for the payment of dividends to the extent of the cost of the shares held in treasury, the undistributed earnings of the subsidiaries, and recognized deferred tax assets which did not flow through profit or loss (see Note 18).

Below is the summary of the Parent Company's track record of registration of securities with the SEC as of December 31, 2025:

	Number of shares registered	Number of holders as of yearend
December 31, 2023	4,250,547,620	747
Add: Movement	-	5
December 31, 2024	4,250,547,620	752
Add: Movement	-	16
December 31, 2025	4,250,547,620	768



18. Retained Earnings

As of December 31, 2025, and 2024, retained earnings amounted to ₱45,723.79 million and ₱46,477.89 million, respectively. The accumulated equity in undistributed net earnings of subsidiaries which are not available for dividends until declared by the BOD of the respective subsidiaries as of December 31, 2025 and 2024 amounted to ₱13,814.28 million and ₱12,310.75 million, respectively. The retained earnings is also restricted to the extent of the cost of the treasury shares (see Note 17).

In accordance with SEC Memorandum Circular No. 11 issued in December 2008, the Parent Company's retained earnings available for dividend declaration as of December 31, 2025 and 2024 amounted to ₱20,669.14 million and ₱20,438.68 million, respectively.

Cash Dividends

On October 20, 2025, the Parent Company's BOD authorized the Parent Company to declare and distribute additional special cash dividends of ₱1.25 per share or ₱5,313.18 million to stockholders of record as of October 20, 2025 and payable on November 30, 2025.

On March 24, 2025, the Parent Company's BOD authorized the Parent Company to declare a regular cash dividend of ₱1.25 per share or ₱5,313.18 million and special cash dividends of ₱0.75 per share or ₱3,187.91 million to stockholders of record as of March 24, 2025 and payable on April 23, 2025.

On October 15, 2024, the Parent Company's BOD authorized the Parent Company to declare and distribute special cash dividends of ₱2.50 per share or ₱10,626.37 million to stockholders of record as of October 29, 2024 and payable on November 14, 2024.

On March 22, 2024, the Parent Company's BOD authorized the Parent Company to declare and distribute regular cash dividends of ₱1.50 per share or ₱6,375.82 million to stockholders of record and special cash dividends of ₱2.00 per share or ₱8,501.10 million to stockholders of record as of April 11, 2024 and payable on April 19, 2024.

On October 9, 2023, the Parent Company's BOD authorized the Parent Company to declare and distribute special cash dividends of ₱3.50 per share or ₱14,876.92 million to stockholders of record as of October 23, 2023 and payable on November 8, 2023.

On March 27, 2023, the Parent Company's BOD authorized the Parent Company to declare and distribute regular cash dividends of ₱1.80 per share or ₱7,650.99 million to stockholders of record and special cash dividends of ₱1.70 per share or ₱7,225.93 million to stockholders of record as of April 13, 2023 and payable on April 25, 2023.

Appropriations

On October 28, 2022, the BOD approved the re-appropriation of ₱5,300.00 million from the appropriated retained earnings as of December 31, 2020 for capital expenditures and power expansion projects which are expected to be completed by 2026. On March 10, 2026, the BOD further approved the extension of the appropriation of this amount for capital expenditures and power expansion projects which are expected to be pursued within 2027.



On October 28, 2021, the BOD approved the appropriation of ₱1,500.00 million from the unappropriated retained earnings as of December 31, 2021 for other investments of the Group. On March 10, 2026, the BOD further approved the extension of the appropriation of this amount for the renewable energy investments of the Group which are expected to be pursued within 2027.

19. Related Party Transactions

Parties are considered to be 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 or common significant influence which include affiliates. Related parties may be individuals or corporate entities. Transactions entered into by the Group with affiliates are made at normal commercial prices and terms. These are settled in cash, unless otherwise specified.

The significant related party transactions entered into by the Group with its related parties and the amounts included in the accompanying consolidated financial statements with respect to these transactions are as follows:

		2025			
	Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
<u>Trade receivables (Note 5)</u>					
<i>Entities under common control</i>					
Sale of coal	(a)	₱2,235,275,735	₱927,520,074	Noninterest-bearing, 30 days	Unsecured, no impairment
Transfer of materials, provision of services and reimbursement of shared expenses	(h)	243,668,394	453,684,315	Noninterest-bearing, 30 days	Unsecured, no impairment
			₱1,381,204,389		

		2025			
	Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
<u>Trade payables (Note 14)</u>					
<i>Entities under common control</i>					
Operation and maintenance fees	(b)	(₱132,000,000)	₱-	30 days, noninterest-bearing	
Coal handling and other services	(c)	(1,607,540,024)	(227,481,310)	30 days, noninterest-bearing	Unsecured
Mine exploration and hauling services	(d)	(454,065,094)	(127,966,036)	30 days, noninterest-bearing	Unsecured
Construction and other outside services	(e)	(19,032,453)	(3,409,792)	30 days for monthly billings and portion after expiration of, retention period, noninterest-bearing	Unsecured
Land and warehouse rental expenses	(f)	(22,466,682)	(17,321,212)	30 days, noninterest-bearing	Unsecured
Aviation services	(g)	(119,780,297)	(127,372,426)	30 days, noninterest-bearing	Unsecured
Others	(h)	(218,939,117)	(56,108,062)	30 days, noninterest-bearing	Unsecured
			(₱559,658,838)		



2024					
	Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Trade receivables (Note 5)					
<i>Entities under common control</i>					
Sale of coal	(a)	₱867,253,807	₱1,367,686,852	Noninterest-bearing, 30 days	Unsecured, no impairment
Sale of materials, services and reimbursement of shared expenses	(h)	219,145,010	304,209,747	Noninterest-bearing, 30 days	Unsecured, no impairment
			₱1,671,896,599		

2024					
	Reference	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Trade payables (Note 14)					
<i>Entities under common control</i>					
Operation and maintenance fees	(b)	(₱168,000,000)	(₱15,400,000)	30 days, noninterest-bearing	
Coal handling and other services	(c)	(1,507,278,363)	(138,279,495)	30 days, noninterest-bearing	Unsecured
Mine exploration and hauling services	(d)	(574,712,677)	(120,633,685)	30 days, noninterest-bearing	Unsecured
Construction and other outside services	(e)	(31,232,941)	(30,531,843)	30 days for monthly billings and portion after expiration of, retention period, noninterest-bearing	Unsecured
Land and warehouse rental expenses	(f)	(20,098,860)	(1,450,822)	30 days, noninterest-bearing	Unsecured
Aviation services	(g)	(223,800,397)	(35,099,789)	30 days, noninterest-bearing	Unsecured
Others	(h)	(29,926,901)	(30,727,732)	30 days, noninterest-bearing	Unsecured
			(₱372,123,366)		

- a. Under existing Coal Supply Agreements, the Parent Company supplies coal to entities under common control, i.e., DMCI Power Corporation (DPC) and DMCI Masbate Power Corporation (DMPC), and to subsidiaries of its affiliate, CHP.
- b. SCPC engaged DPC for the operation and maintenance of the power plant with a fixed monthly fee of ₱11.00 million and ₱14.00 million, exclusive of VAT, in 2025 and 2024, respectively, subject to quarterly and annual review and adjustment as maybe mutually agreed upon by both parties. The cost of services provided is accounted in the 'Operation and maintenance fees' account under 'Operating Expenses' (see Note 22).
- c. SCPC and SLPGC entered into a voyage charter agreement with DMC Construction Equipment and Resources, Inc. (DMC CERI), an affiliate. Freight cost charged by DMC CERI are included as part of the cost of coal inventory. The total inventory cost including the freight charges are recorded as expenses under 'Cost of power sales' depending on the level of coal consumed for the period. Outstanding payable balance as of year-end to DMC CERI are included in the 'Accounts and other payables' account of the consolidated statements of financial position.

The affiliate was also engaged for equipment rentals and dredging activities amounting to ₱17.74 million in 2025 and ₱72.66 million in 2024 which was also settled within the same year.

- d. DMC CERI had transactions with the Parent Company for services rendered relating to the Parent Company's coal operations. Expenses incurred for said services are included in 'Outside services' under 'Cost of sales' in the consolidated statements of comprehensive income (see Note 21).



DMC CERI also provides service requirements needed by the Parent Company to operate and maintain barges, vessels and tugboats for the purpose of transporting coal. Expenses incurred for these services are included in 'Hauling and shiploading costs' under 'Cost of sales' in the consolidated statements of comprehensive income (see Note 21).

Furthermore, DMC CERI provides labor services relating to coal operations, including those services rendered by consultants. Expenses incurred for said services are included in 'Direct labor' under 'Cost of sales' in the consolidated statements of comprehensive income (see Note 21).

- e. SCPC and SLPGC engaged D.M. Consunji, Inc. (DMCI) for various construction and maintenance projects. Cost of construction services is recorded as part of the 'Property, plant and equipment' account for capitalizable costs or under 'Operating expenses' for costs of repairs and maintenance. Outstanding balance and retention for contract payments is included in the 'Accounts and other payables' account.
- f. DMC Urban Property Developers, Inc. (DMC-UPDI) had transactions with the Parent Company representing long-term lease on land, warehouse space and other transactions necessary for the coal operations. Rental expenses on warehouse space are included in cost of sales under 'Outside services', while payments related to lease of land are accounted as reduction to lease liabilities upon adoption of PFRS 16 (see Notes 11 and 21).
- g. Royal Star Aviation Inc. provide maintenance services and hangarage for the Parent Company's aircraft use to transport supplies, employees and visitors in and out of the minesite. The related expenses are included in cost of sales under 'Production overhead' in the consolidated statement of comprehensive income (see Note 21).
- h. Certain expenses are shouldered by the Group in behalf of its affiliates or entities under common control. The Group also incurred expenses that were shouldered by the affiliates and/or entities under common control.

In 2025 and 2024, the Group also recorded receivables (payables) for services rendered and transfers (purchases) of materials to various affiliates. These are noninterest-bearing and are due and demandable 30 days after receipt of billing.

All outstanding balances from affiliates are included in receivables under 'Trade receivables - related parties' and 'Trade payables - related parties' in the consolidated statements of financial position (see Notes 5 and 14).

Terms and conditions of transactions with related parties

The outstanding accounts with related parties are settled in cash. The transactions are made at terms and prices agreed upon by the parties. The Group has an approval process and established limits when entering into material related party transactions.

There have been no guarantees and collaterals provided or received for any related party receivables or payables. These accounts are noninterest-bearing and are generally unsecured. Impairment assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates. As of December 31, 2025 and 2024, there were no impairment losses recognized on related party balances.

Compensation of key management personnel of the Group amounted to ₱100.17 million, ₱124.50 million and ₱103.62 million in 2025, 2024 and 2023, respectively.



There are no other agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the Group's pension plan.

20. Pension Plan

The Group has a funded, noncontributory defined benefit plan covering substantially all of its regular employees. The latest actuarial valuation is for the year ended December 31, 2025.

The Group accrues retirement costs (included in 'Pension liabilities' in the consolidated statements of financial position) based on an actuarially determined amount using the projected unit credit method.

The funds are administered by a trustee bank under the supervision of the BOD of the plan. The BOD is responsible for the investment of the assets. It defines the investment strategy as often as necessary, at least annually, especially in the case of the significant market developments or changes to the structure of the plan participants. When defining the investment strategy, it takes account of the plan's objectives, benefit obligation and risk capacity. The investment strategy is defined in the form of a long-term target structure (investment policy). The BOD delegates the implementation of the investment policy in accordance with the investment strategy as well as various principles and objectives to an Investment Committee, which consists of members of the BOD, the President and the Vice President and Chief Finance Officer.

Under the existing regulatory framework, Republic Act No. 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

Provisions for pension liabilities are established for benefits payable in the form of retirement pensions. Benefits are dependent on years of service and the respective employees' final compensation. The Group updates the actuarial valuation every year by hiring the services of a third party professionally qualified actuary. There are no plan amendments or curtailments in 2025, 2024 and 2023.

The cost of defined benefit pension plans and the present value of the pension liabilities are determined using actuarial valuations.

The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension liabilities for the defined benefit plan are shown below:

	2025	2024	2023
Discount rate	6.13% - 6.50%	6.08% - 6.13%	6.05% - 6.16%
Salary increase rate	3.00% - 6.00%	3.00% - 6.00%	3.00% - 6.00%

The weighted average duration of significant defined benefit obligation per segment are as follows (average number of years) for 2025 and 2024:

	2025	2024
Mining	5.7 years	5.3 years
Power	7.9-11.9 years	12.7-13.6 years



The following table summarizes the components of pension expense in the consolidated statements of comprehensive income:

	2025	2024	2023
Current service cost	₱82,180,113	₱75,733,847	₱60,290,120
Interest expense related to the defined benefit liability	46,237,615	41,231,575	39,156,143
Interest income related to plan assets	(23,886,562)	(23,676,516)	(27,769,839)
	₱104,531,166	₱93,288,906	₱71,676,424

The above pension expense is included as 'Direct labor' under cost of sales and 'Personnel costs' under 'Operating Expenses' in the consolidated statements of comprehensive income (see Notes 21 and 22).

The following tables provide analyses of the movement in the defined benefit liability, fair value of plan assets and net pension liabilities recognized in the consolidated statements of financial position:

	2025	2024
Defined benefit liability at beginning of year	₱755,560,510	₱679,023,228
Current service cost	82,180,113	75,733,847
Interest expense	46,237,615	41,231,575
Remeasurement losses (gains) arising from:		
Changes in demographic assumptions	(12,245,840)	-
Changes in financial assumptions	8,695,422	(921,415)
Experience adjustments	(17,431,665)	(18,053,858)
Benefits directly paid by the Group	(5,696,794)	(7,941,829)
Benefits paid from plan assets	(34,598,470)	(13,511,038)
Defined benefit liability at end of year	₱822,700,891	₱755,560,510

	2025	2024
Fair value of plan assets at beginning of year	₱407,424,898	₱397,091,103
Interest income	23,886,562	23,676,516
Remeasurement gains arising from return on plan assets	2,064,713	168,317
Benefits paid from plan assets	(34,598,470)	(13,511,038)
Fair value of plan assets at end of year	₱398,777,703	₱407,424,898

	2025	2024
Net pension liability at beginning of year	₱348,135,612	₱281,932,125
Net pension expense	104,531,166	93,288,906
Actuarial gains recognized in OCI	(23,046,796)	(19,143,590)
Benefit directly paid by the Group	(5,696,794)	(7,941,829)
Net pension liability at end of year	₱423,923,188	₱348,135,612

The Group is not required to pre-fund the future defined benefits payable under the Retirement Plan before they become due. For this reason, the amount and timing of contributions to the Retirement Fund are at the Group's discretion. However, in the event a benefit claim arises and the Retirement Fund is insufficient to pay the claim, the shortfall will then be due and payable from the Group to the Retirement Fund.



The composition and fair value of plan assets as at the end of reporting date are as follows:

	2025	2024
Cash and cash equivalents	₱72,738,497	₱68,434,730
Equity instruments		
Financial institutions	84,524,305	86,972,655
Debt instruments		
Government securities	187,400,191	205,565,540
Unquoted debt securities	52,326,764	44,356,413
Receivables	1,787,946	2,095,560
	₱398,777,703	₱407,424,898

Trust fee in 2025 and 2024 amounted to ₱134,635 and ₱632,275, respectively.

The composition of the fair value of the plan assets includes:

- *Cash and cash equivalents* - include savings and time deposit with banks and special deposit account with Bangko Sentral ng Pilipinas.
- *Investment in equity securities* - includes investment in common and preferred shares of financial institutions traded in the Philippine Stock Exchange. This includes investment in SMPC shares with a fair value of ₱1.81 million and ₱2.23 million as of December 31, 2025 and 2024, respectively.
- *Investment in debt securities - government securities* - include investment in Philippine Retail Treasury Bonds and Fixed Rate Treasury Notes.
- *Investments in unquoted debt securities* - include investment in long-term debt notes and retail bonds.
- *Receivables* - pertain to interest and dividends receivable on the investments in the fund.

The management performs a study of how to match its existing assets versus the pension liabilities to be settled. The overall investment policy and strategy of the Group's defined benefit plan is guided by the objective of achieving an investment return which, together with contributions, ensures that there will be sufficient assets to pay pension benefits as they fall due while also mitigating the various risks of the plan. The Group's current guiding strategic investment strategy consists of 61% and 62% of debt instruments, 18% and 17% of cash and cash equivalents, 21% and 21% of equity instruments and 0.4% and 1% of others for 2025 and 2024, respectively.

Each sensitivity analysis on the significant actuarial assumptions was prepared by remeasuring the Defined Benefit Obligation (DBO) at the reporting date after first adjusting one of the current assumptions according to the applicable sensitivity increment or decrement (based on changes in the relevant assumption that were reasonably possible at the valuation date) while all other assumptions remained unchanged. The sensitivities were expressed as the corresponding change in the DBO.

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which changes other than those assumed may be deemed to be more reasonable.

	Increase (Decrease)	Effect on Defined Benefit Liability	
		2025	2024
Discount rates	+1%	(₱51,816,968)	(₱48,628,605)
	-1%	59,301,436	56,283,339
Future salary increases	+1%	60,103,885	56,774,074
	-1%	(53,418,345)	(49,930,320)



Shown below is the maturity analysis of the undiscounted benefit payment up to 10 years:

	2025	2024
Within one year	₱304,092,151	₱291,543,440
After one year but not more than five years	181,524,013	180,239,722
More than five years	435,365,107	406,578,974
	₱920,981,271	₱878,362,136

The Group has no other transactions with the fund.

21. Cost of Sales

Cost of coal sales consists of:

	2025	2024	2023
Cost of coal (Note 6)			
Fuel and lubricants	₱7,054,932,567	₱7,391,121,256	₱8,966,311,223
Materials and supplies (Note 19)	4,241,688,291	5,787,195,977	5,237,045,506
Depreciation and amortization (Notes 9, 11 and 13)	3,593,517,619	3,874,522,986	3,522,670,333
Direct labor (Notes 19)	1,867,872,310	2,344,878,455	2,312,655,836
Production overhead (Note 19)	1,192,427,000	1,289,250,744	1,566,630,870
Outside services (Note 19)	332,689,130	400,226,546	409,632,735
	18,283,126,917	21,087,195,964	22,014,946,503
Hauling and shiploading costs (Notes 9 and 19)	1,252,544,009	988,046,456	1,357,690,465
	₱19,535,670,926	₱22,075,242,420	₱23,372,636,968

In 2023, the Parent Company made a reversal on the previously recognized allowance for inventory obsolescence amounting to ₱79.86 million, included as part of “Materials and supplies” under cost of coal in the consolidated statements of comprehensive income.

Cost of power sales consists of:

	2025	2024	2023
Coal (Note 6)	₱7,169,203,741	₱6,104,593,980	₱5,425,050,452
Depreciation and amortization (Note 9)	3,081,034,940	2,843,339,357	2,793,654,219
Energy spot purchases	502,703,497	903,930,488	880,725,734
Market fees	41,899,926	37,667,010	25,815,100
Chemicals, lubricants and limestone	156,774,596	189,909,298	143,994,889
Diesel	31,876,107	52,899,704	173,032,673
Others	350,275,112	955,039,820	94,600,352
	₱11,333,767,919	₱11,087,379,657	₱9,536,873,419



The cost of coal on power sales consists of:

	2025	2024	2023
Fuel and lubricants	₱2,249,430,198	₱2,285,106,760	₱1,705,410,611
Depreciation and amortization (Note 9)	1,604,045,774	498,602,977	636,493,016
Materials and supplies	1,666,660,360	1,709,948,727	1,797,883,005
Direct labor	727,793,266	724,964,105	439,871,839
Hauling and shiploading costs	416,467,298	414,790,056	469,502,629
Production overhead	382,100,558	347,443,650	297,976,374
Outside services	122,706,287	123,737,705	77,912,978
	₱7,169,203,741	₱6,104,593,980	₱5,425,050,452

22. Operating Expenses

	2025	2024	2023
Government share (Note 28)	₱1,955,300,919	₱6,379,394,509	₱10,682,608,445
Insurance and bonds	1,130,071,467	738,867,828	510,407,770
Repairs and maintenance	1,349,350,241	1,468,080,973	1,255,358,370
Personnel costs (Notes 19 and 20)	901,727,269	823,058,873	855,490,362
Taxes and licenses	837,604,825	779,612,221	729,950,599
Office expenses	325,250,942	320,527,913	210,102,811
Operation and maintenance (Note 19)	132,000,000	168,000,000	324,000,000
Provision for expected credit losses and inventory obsolescence (Notes 5, 6 and 7)	128,415,379	62,041,374	13,687,290
Professional fees	115,534,855	136,724,268	79,151,745
Depreciation and amortization (Note 9)	66,813,176	58,468,650	62,869,653
Entertainment, amusement and recreation	58,085,231	46,956,782	38,061,026
Transportation and travel	24,286,122	23,903,444	25,660,590
Impairment loss on other current assets (Note 7)	–	41,076	8,465,289
Write-down of asset held-for-sale (Note 8)	–	–	76,094,595
Others (Notes 16 and 26)	170,939,961	238,872,010	245,349,518
	₱7,195,380,387	₱11,244,549,921	₱15,117,258,063

In 2024, the Group has written off ₱35.50 million spare parts that had previously been provided with an allowance in prior years. These parts were sold along with the gas turbine plant in March 2024 (Note 8) and allowance for inventory write-down amounting to ₱3.48 million were reversed in 2024 as the net realizable value of the materials and supplies were recovered through use.



23. Finance Costs

	2025	2024	2023
Interest on:			
Long-term debt (Note 15)	₱99,853,646	₱234,889,690	₱428,970,377
Accretion of provision for decommissioning and site rehabilitation costs (Note 16)	24,777,045	22,143,647	21,736,963
Amortization of debt issuance cost (Note 15)	3,664,524	10,726,290	19,559,322
Lease liabilities (Note 11)	2,937,531	3,625,779	4,848,214
Bank charges and others	73,744,696	117,812,455	114,134,893
	₱204,977,442	₱389,197,861	₱589,249,769

24. Finance Income

	2025	2024	2023
Interest on:			
Cash in banks (Note 4)	₱43,954,370	₱63,795,517	₱31,259,609
Cash equivalents (Note 4)	260,683,639	821,459,972	1,151,671,119
Others	13,998,882	7,800,461	4,572,572
	₱318,636,891	₱893,055,950	₱1,187,503,300

25. Other Income

	2025	2024	2023
Recoveries from insurance claims	₱361,837,213	₱186,234,200	₱31,884,171
Sale of fly ash	355,039,606	388,870,598	472,004,670
Gain on sale of equipment - net (Note 9)	1,720,521	5,862,002	-
Miscellaneous	42,509,962	37,813,107	221,735,414
	₱761,107,302	₱618,779,907	₱725,624,255

Recoveries from insurance claims

Recoveries from insurance claims represent proceeds from the settlement of insurance claims, net of any related deductibles, and are recognized when the receipt of the proceeds is virtually certain.

Sales of fly ash

These pertain to income generated from the sale of by-products from the power plant's operations to its cement manufacturing customers.

Miscellaneous

Miscellaneous pertains to liquidated damages received, various reimbursements and amortization of deferred rental income.



26. Income Tax

	2025	2024	2023
Current	₱1,557,039,603	₱1,937,285,481	₱2,321,226,660
Final	59,618,670	166,803,899	214,931,551
Deferred	46,915,285	73,290,615	(387,737,354)
	₱1,663,573,558	₱2,177,379,995	₱2,148,420,857

The reconciliation of the effective statutory income tax rate to the provision for income tax rate shown in the consolidated statements of comprehensive income follows:

	2025	2024	2023
Statutory income tax rate	25.00%	25.00%	25.00%
Adjustments for:			
Nondeductible expense	0.44	0.14	0.39
Nondeductible interest expense	0.05	0.12	0.05
Movement in unrecognized deferred tax assets	(0.03)	(0.24)	(0.02)
Interest income already subjected to final tax at a lower rate	(0.11)	(0.25)	(0.27)
Tax-exempt income	(12.51)	(21.72)	(20.53)
Others	(1.54)	6.93	2.52
Effective income tax rate	11.30%	9.98%	7.14%

Deferred tax assets and deferred tax liabilities are offset on a per entity level and the net amount is reported in the consolidated statements of financial position as follows:

Deferred tax assets - net

	2025	2024
Deferred tax assets on:		
Allowance for expected credit losses and impairment losses (Notes 5, 7 and 13)	₱470,269,317	₱469,514,496
Accrual of pension obligation	109,306,516	132,455,464
Allowance for inventory obsolescence	59,920,400	37,546,930
Provision for decommissioning and site rehabilitation costs (Note 16)	8,568,484	7,744,680
Lease liabilities (Note 11)	8,167,124	10,045,748
Unrealized foreign exchange losses		49,158,751
Others	45,424,618	10,448,183
	₱701,656,459	₱716,914,252
Deferred tax liability on:		
Other comprehensive income	(17,310,978)	(20,114,713)
Unrealized foreign exchange gain	(40,951,050)	(728,125)
	(58,262,028)	(20,842,838)
	₱643,394,431	₱696,071,414

There were no net deferred tax liabilities on a per entity level reported in the consolidated statement of financial position as of December 31, 2025 and 2024.



Deferred tax assets are recognized only to the extent that taxable income will be available against which the deferred tax assets can be used.

The Group has the following deductible temporary differences that are available for offset against future taxable income or tax payable for which deferred taxes have not been recognized:

	2025	2024
NOLCO	₱8,759,250	₱18,959,442
Allowance for impairment losses and other probable losses	5,127,680	128,170,838
MCIT	10,734	-
Others	-	1,158,138

Unrecognized deferred tax assets on temporary differences amounted to ₱2.84 million and ₱29.89 million as of December 31, 2025 and 2024, respectively.

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4 of Bayanihan to Recover as One Act (Bayanihan 2) which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over as a deduction from gross income for the next five (5) consecutive years immediately following the year of such loss.

As of December 31, 2025, the Group has available NOLCO that can be claimed as deduction from future taxable income as follows:

Period	Amount	Applied	Expired	Balance	Expiry Year
2020	₱10,255,646	₱-	₱10,255,646	₱-	2025
2021	4,406,673	-	-	4,406,673	2026
2022	2,538,149	-	2,538,149	-	2025
2023	636,022	-	-	636,022	2026
2024	1,122,949	-	-	1,122,949	2027
2025	2,514,508	-	-	2,593,606	2028
	₱21,473,947	₱-	₱12,793,795	₱8,759,250	

As of December 31, 2025, the excess MCIT that is available for offset against future income tax payable follow:

Year incurred	Amount	Applied	Expired	Balance	Expiry Year
2025	₱10,734	₱-	₱-	₱10,734	2028

Board of Investments (BOI) Incentives

Parent Company

In relation to the Parent Company's operation in Panian mine site, on September 26, 2008, the BOI issued in favor of the Parent Company a Certificate of Registration as an Expanding Producer of Coal in accordance with the provisions of the Omnibus Investments Code of 1987. Pursuant thereto, the Parent Company shall be entitled to the following incentives, among others:



On August 31, 2012 and February 24, 2016, BOI has granted the Parent Company Certificates of Registration as New Producer of Coal in accordance with the provisions of the Omnibus Investments Code of 1987 in relation to the operations in Narra Mine (formerly Bobog) (Certificate of Registration No. 2012-183) and Molave Mine (Certificate of Registration No. 2016-042). Pursuant thereto, the Parent Company shall be entitled to the following incentives for the two Certificates of Registration, among others:

- a. ITH for four (4) years from January 2015 and January 2017 for Narra Mine and Molave Mine, respectively, or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration.
- b. Income qualified for ITH availment shall not exceed by more than 10% of the projected income represented by the Parent Company in its application provided the project's actual investments and employment match the Parent Company's representation in the application.

On October 24, 2019, the BOI approved the request for suspension of Narra Mine until the slope stability of the Narra Mine to resume production is ensured, as follows:

- a. the suspension of mining operation of Narra Mine under its Certificate of Registration No. 2012-183 dated August 31, 2012, subject to the capping of ITH incentive of Molave Mine to 9,697,165 MT under BOI Certificate of Registration No. 2016-042 dated February 24, 2016, which is the highest attained production volume for the last three (3) years of operation; and,
- b. the suspension of the corresponding ITH under its Certificate of Registration No. 2012-183 dated August 31, 2012.

On November 28, 2019, the BOI approved the Parent Company's application for extension for one (1) year for ITH incentive. The approved bonus year under Certificate of Registration No. 2016-042 is for the period October 15, 2020 to October 14, 2021 using the *Indigenous Raw Material Criterion* pursuant to Executive Order No. 226.

The Parent Company received a letter from the BOI dated February 28, 2020, stating that the BOI per Board Resolution No. 04-14, Series of 2020, approved the motion for reconsideration of the Parent Company and that the portion of BOI Board Resolution No. 31-07, Series of 2019, capping the incentive of Molave Mine to 9,697,165 MT be amended. The annual coal production rate of 16 million metric tons as specified in the Amended Environmental Compliance Certificate issued by the Department of Environment and Natural Resources-Environmental Management Bureau (DENR-EMB) shall be imposed upon the Parent Company's two (2) projects under BOI Certificate of Registration No. 2012-183 dated August 31, 2012 and BOI Certificate of Registration No. 2016-042 dated February 24, 2016 as New Producer of Coal, pursuant to the provisions under the Executive Order No. 226. Any revenue arising from the coal production in excess of 16 million metric tons annual production rate shall not be entitled to ITH incentive.

On July 2, 2020, through Board Resolution No. 12-13, Series of 2020, the BOI approved the request for deferment of the ITH incentive availment for Molave Mine for taxable year 2020, noting that the operation has been affected or disrupted by COVID-19 pandemic and since the project has not fully enjoyed the incentives granted to it for reasons beyond the Parent Company's control pursuant to Article 7(14) of Executive Order No. 226, otherwise known as the Omnibus Investments Code of 1987, as amended, subject to the following:

- (1) the income tax due for the taxable year covered by the deferment period shall be paid by the Parent Company;



- (2) the Parent Company will only be entitled to ten (10) months of ITH incentive in the next taxable year since the deferment period, taxable year 2020, is the project's last year of ITH availment period;
- (3) that this deferment shall not prejudice the project's approved bonus year under Certificate of Registration No. 2016-042 for the period October 15, 2020 to October 14, 2021 using the Indigenous Raw Material Criterion pursuant to Art. 39(a)(ii) of E.O. 226 pursuant to Board Resolution No. 31-07, Series of 2019. Noting the deferment of its ITH incentive for taxable year 2020, the bonus year shall correspondingly be amended from October 15, 2021 to October 24, 2022.

On July 12, 2021, the Parent Company applied for another extension of one (1) year of ITH incentive for Molave Mine. On December 16, 2021, the BOI approved the Parent Company's application for extension for one (1) year of ITH incentive for Molave Mine. The approved bonus year under Certificate of Registration No. 2016-042 is for the period October 15, 2021 to October 14, 2022 using the *Net Foreign Exchange Earnings Criterion* pursuant to Executive Order No. 226.

In 2022, the BOI provided the Parent Company the option to amend the ITH incentive (bonus) expiration year for Molave Mine to October 2023 subject to the Parent Company paying the Taxable Year 2020 income tax due amounting to ₱897.30 million and the related interest.

In 2022, the Parent Company recognized ₱897.30 million of income tax due on its income in 2020, as part of its provision for current income tax.

In January 2023, the Parent Company settled the income tax due for the Taxable Year 2020 at ₱1,088.46 million inclusive of interest amounting to ₱191.16 million. Hence, the ITH incentive (bonus year) will expire beginning October 2023 and the income from the registered activities of the BOI project (Molave Mine Pit) after the said period will be subjected to regular corporate tax of 25%.

The BOI then corrected the ITH availment period of the BOI project pursuant to Art. 39(a)(1)(iii) of E.O. 226 under Certificate of Registration No. 2016-042 from October 15, 2021 to October 14, 2022 to October 15, 2022 to October 14, 2023.

On August 2, 2024, the Parent Company applied for another extension of one (1) year of ITH incentive for Narra Mine. On October 10, 2024, the BOI approved the Parent Company's application for extension for one (1) year of ITH incentive for Narra Mine.

The approved bonus year for Narra Mine under Certificate of Registration No. 2012-183 is for the period May 15, 2024 to May 14, 2025 using the *Indigenous Raw Material* criterion pursuant to Art. 39 (a) (1)(ii) of Executive Order No. 226 subject to the following conditions:

- (1) At the time of the ITH bonus year incentive, the ratio of the cost of indigenous raw materials shall be at least 50% of the total raw material cost; and
- (2) In relation to Memorandum Circular (MC) No. 2024-004 on Lifting of the Covid-Related Policies implemented by the Board of Investments (BOI) Pursuant to Presidential Proclamation (PP) No. 297 Providing for the Lifting of the State of Public Health Emergency Throughout the Philippines Due to Covid-19, the firm shall include in the list of CSRs for ITH Bonus Year the provision of essential goods, products, and services, including basic amenities such as food, accommodation, and transportation, to fight the effects of a pandemic; or to address the medical requirements of the community or the country during local or national public health emergency; or to use during the occurrence of natural calamities or disasters such as, but not limited to, typhoons, earthquake, volcanic eruptions.



On October 7, 2025, the Parent Company applied for the last bonus year of ITH incentive for Narra Mine. On December 22, 2025, under Certificate No. 2012-183, Narra mine bonus year was approved for the period May 15, 2025 to May 14, 2026 using the Net Foreign Exchange Earnings (NFEE) criterion pursuant to Art. 39 (1)(iii) of E.O. 226 subject to the following conditions:

- (1) Undertake Corporate Social Responsibilities (CSR) activities which shall be completed on the actual availment of the bonus year.
- (2) In relation to Memorandum Circular (MC) No. 2024-004 on Lifting of the Covid-Related Policies implemented by the Board of Investments (BOI) Pursuant to Presidential Proclamation (PP) No. 297 Providing for the Lifting of the State of Public Health Emergency Throughout the Philippines Due to Covid-19, the firm shall include in the list of CSRs for ITH Bonus Year the provision of essential goods, products, and services, including basic amenities such as food, accommodation, and transportation, to fight the effects of a pandemic; or to address the medical requirements of the community or the country during local or national public health emergency; or to use during the occurrence of natural calamities or disasters such as, but not limited to, typhoons, earthquake, volcanic eruptions.

The Parent Company availed of incentive in the form of ITH on its income under registered activities. The income under registered activities amounted to ₱7,792.78 million, ₱12,946.75 million, ₱21,559.39 million in 2025, 2024 and 2023, respectively.

27. Basic/Diluted Earnings Per Share

The following table presents information necessary to calculate earnings per share:

	2025	2024	2023
Net income	₱13,060,189,058	₱19,629,503,781	₱27,933,296,337
Divided by the weighted average number of common shares outstanding	4,250,547,620	4,250,547,620	4,250,547,620
Basic/diluted earnings per share	₱3.07	₱4.62	₱6.57

There have been no other transactions involving common shares or potential common shares between the reporting date and the date of authorization of these consolidated financial statements.

28. Coal Operating Contract with DOE

The DOE issued Coal Operating Contract No. 5 (COC) to the Parent Company which gives it the exclusive right to conduct exploration, development and coal mining operations in Semirara Island. In return for the mining rights granted to the Parent Company, the Government is entitled to receive annual royalty payments consisting of the balance of the gross income after deducting operating expenses, operator's fee and special allowance. The coal produced and used solely by the Parent Company to feed its power plant used directly for mining operations is excluded in determining the royalty amount due to DOE.

On May 13, 2008, the DOE granted the Parent Company's request for an extension of its COC for another 15 years, which is set to expire on July 14, 2027.



On February 27, 2026, the DOE launched a Pre-Determined Area (PDA) Bid Round for coal development and production, offering coal areas with identified mineable reserves to support broader energy security and transition agenda under a transparent and competitive contracting process. Under the bid round, the DOE included the (10) blocks in Semirara Island, Caluya, Antique. The bidders are given (60) calendar days to submit their bid. A Pre-Submission Conference will be held twenty (20) days after the launch to address bidder inquiries and clarify requirements. The bid submission deadline will be on April 28, 2026 and contract will be awarded within 60 days from such date.

The PDA Bid Round for the continuation of coal operations in Semirara will be undertaken pursuant to DOE Department Circular No. 2026-02-004, within the broader policy framework of DOE Department Circular No. 2017-09-0010 governing coal operating contract. Management has undertaken an assessment of the applicable regulatory framework for the bid and award of a coal operating contract which is anchored on the proponent's ability to deliver the following:

1. Demonstrated technical competence and an optimized mine development plan;
2. Sufficient financial capability to undertake exploration, development, and rehabilitation obligations that maximizes fiscal benefits to the Government while supporting national energy security
3. A work program that ensures efficient resource utilization, environmental protection, and sustainability; and
4. A strong compliance and regulatory track record.

Management believes that SMPC is in a uniquely strong and advantageous position. As the long-standing operator in Semirara, SMPC has established mining infrastructure, logistics systems, equipment, and an experienced workforce. This enables immediate continuity of operations and minimizes transition risks, directly supporting the DOE's objective of ensuring uninterrupted domestic coal supply. SMPC's extensive operational history provides deep geological data and mine planning expertise, and decades of experience in managing complex engineering projects, together with its established operations, technical expertise, and extensive equipment fleet developed through its long-standing presence in Semirara Island, provide a strong competitive advantage.

The Group has also established a strong financial position, liquidity, and access to funding, which demonstrate its ability to meet capital requirements, and fulfill contractual obligations, thereby satisfying both the qualification and execution requirements under the applicable Circulars. Leveraging its existing assets and operational efficiencies, SMPC intends to submit the best technical and financial offer in the PDA Bid Round.

The events described above are considered subsequent events that provide evidence of conditions existing at the reporting date. Consequently, the Group identified these events as indicators of impairment which required the assessment of recoverability of the coal mining's nonfinancial assets including inventories, coal mining properties and other property, plant and equipment as of December 31, 2025.

The recoverable amount was determined based on multiple scenario-based projections reflecting Management's best estimate of future outcomes for the Group's mining operations. These estimates incorporate projected coal sales, margins, and the discount rate, as well as the depreciated replacement cost of assets where applicable.

Based on this assessment, no impairment was recognized as of December 31, 2025, as the recoverable amount was determined to be in excess of the carrying amount of the subject assets.



The management has also evaluated that the above does not present a material risk to SMPC's ability to continue as going concern due to the following:

- (1) Bidding advantage due to SMPC's long-standing Semirara operator experience in which SMPC possesses established infrastructure and technical expertise including its experienced workforce.
- (2) Independence of Power Generation Subsidiaries in which SCPC and SLPGC's operational maturity, remaining plant life, and strategic importance of these power generation assets provide SMPC with a stable and continuing economic base that is independent of the remaining term of SMPC's coal mining operations. These subsidiaries therefore continue to support SMPC's financial position and its ability to operate as a going concern.
- (3) Re-strategizing the role of SMPC in which it can continue to act or operate as a coal supplier, intermediary or importer to support the fuel requirements of the affiliated power plants, thereby establishing a continuing line of business for the Parent Company.
- (4) Opportunity for Support Services to Affiliates in which the Parent Company's assets may be redeployed within the group through leasing or service arrangements with affiliated companies.

Royalty dues for DOE's share under this contract, amounted to ₱1,955.30 million, ₱6,379.39 million and ₱10,682.61 million in 2025, 2024 and 2023, respectively, included under 'Operating expenses' in the consolidated statements of comprehensive income (see Note 22). Receivable from (payable to) DOE, amounting to ₱480.42 million and (₱2,098.71) million as of December 31, 2025 and 2024, respectively, are included under the "Receivables" and "Trade and other payables" accounts in the consolidated statements of financial position (see Notes 5 and 14).

29. Contingencies and Commitments

The Group is a party to certain proceedings and legal cases with other parties in the normal course of business. The ultimate outcome of these proceedings and legal cases cannot be presently determined. Management, in consultation with its legal counsels, believes that it has substantial legal and factual bases for its positions and is currently of the opinion that the final resolution of these claims will not have a material effect on the consolidated financial statements.

The Group is also contingently liable with respect to certain taxation matters, lawsuits and other claims which are being contested by management, the outcome of which are not presently determinable. Management believes that the final resolution of these claims will not have a material effect on the Group's consolidated financial statements.

There is no resulting provision in 2025, 2024 and 2023 for these lawsuits, claims and assessments based on management's assessment. The other information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, are not disclosed on the grounds that it can be expected to prejudice the outcome of pending lawsuits, claims and assessments.

a. Effectivity of Revenue Regulations (RR) 1-2018

On January 5, 2018, RR 1-2018 took effect pursuant to the effectivity of the Tax Reform for Acceleration and Inclusion (TRAIN) law beginning January 1, 2018. Among others, the new tax law raised the excise tax rates on domestic and imported coal from ₱10.0 per metric ton (MT) to ₱50.0 per MT in the first year of implementation, ₱100.0/MT in the second year, and ₱150.0/MT in the third and succeeding years. Based also on the RR, coal produced under coal operating contracts entered into by the Government pursuant to PD No. 972, as well as those exempted from excise tax on mineral products under other laws, shall now be subject to the applicable rates beginning January 1, 2018.



On February 21, 2018, the Group requested for a clarification on this with the tax bureau and submitted a supplemental letter explaining why the excise tax provisions on coal under the TRAIN law will not apply to the Group under the terms and conditions of its COC with the DOE. In response, on December 17, 2018, Revenue Memorandum Circular (RMC) No. 105-2018 was issued, clarifying the payment of excise tax on domestic coal sales and specifically identifying the Group as merely a collecting agent (the Group collected from customers and remitted to the tax bureau). The RMC did not provide for the excise tax treatment of export coal sales (per RMC, this will be tackled in a separate revenue memorandum issuance), but management believes that the Group is similarly not liable for this under the terms of its existing COC. Given this, management believes that both the timing and the amount of excise tax on exported coal that will be due from the Group, if any, are uncertain as of December 31, 2025 and 2024 and will only be confirmed when the said issuance will be issued by the tax bureau.

b. *Tax Case on Fuel Importation*

On 05 June 2025, SMPC filed a Complaint for Injunction with an application for a Temporary Restraining Order (TRO) and/or Writ of Preliminary Injunction to prevent the Department of Finance (DOF), Bureau of Internal Revenue (BIR), and Bureau of Customs (BOC) from enforcing a unilateral withdrawal of SMPC's long-standing exemptions from tariff duties, compensating tax, and fuel-marking fees. These exemptions are expressly granted under Coal Operating Contract (COC) No. 5, executed pursuant to Presidential Decree (PD) No. 972, and have been consistently recognized by the government for decades.

The case is entitled "*Semirara Mining and Power Corporation (SMPC) vs. Hon. Ralph Gonzales Recto, in his capacity as Secretary of the Department of Finance (DOF); Hon. Romeo D. Lumagui, Jr., in his capacity as Commissioner of the Bureau of Internal Revenue (BIR); and Hon. Bienvenido Y. Rubio, in his capacity as Commissioner of the Bureau of Customs (BOC)*", and docketed as Civil Case No. R-MKT-25-01180-CV pending before the Regional Trial Court of Makati City, Branch 234.

The issue stemmed from a BIR Opinion dated 30 April 2025, which erroneously suggested that PD No. 972 was effectively repealed by Republic Act No. 11534 or the CREATE Law. Acting solely on this internal BIR interpretation, the DOF stopped issuing Tax Exemption Indorsements (TEIs) despite SMPC's valid Tax Exemption Certificates (TECs) issued by the Department of Energy (DOE).

SMPC's position rests on clear and well-established legal grounds:

- COC No. 5 is a valid and subsisting contract between SMPC and the DOE.
- The DOE, as the contracting party and SMPC's main government regulator fully supports SMPC's position, has not amended the fiscal regime of the contract, and continues to issue TECs in favor of SMPC.
- The Non-Impairment Clause of the Constitution protects SMPC's vested tax and tariff exemptions. The actions of the DOF violate SMPC's constitutional right.
- Neither the CREATE Law (RA 11534) nor CREATE MORE (RA 12066) contains any express or implied repeal of PD No. 972.
- The BIR Opinion is unilateral, without statutory basis, and constitutes an ultra vires act impairing a government contract.
- The exemptions under PD No. 972 are integral to the State's policy of encouraging coal development and ensuring national energy security.



Recognizing the merits and urgency of SMPC's petition, the RTC Makati issued a Temporary Restraining Order on 17 June 2025. SMPC's position was supported by the DOE in a formal letter to the DOF dated 04 July 2025, expressly stating that:

- coal operators remain exempt from tariff duties and compensating tax under Section 16(b) of PD No. 972; and
- such exemptions are key features of coal operating contracts deliberately crafted to support energy-sector development.

SMPC has submitted this DOE Letter to the trial court as further evidence.

RTC Makati subsequently issued a Writ of Preliminary Injunction on 06 August 2025 effectively directing the DOF, BIR, and BOC to refrain from implementing the withdrawal of fiscal incentives under PD No. 972. It further denied the respondents' Motion for Reconsideration.

Following the RTC's denial of the respondents' Motion for Reconsideration, the BIR elevated the matter to the Court of Tax Appeals (CTA) by filing, on 12 December 2025, a Petition for Certiorari and Prohibition with an urgent prayer for the issuance of a Temporary Restraining Order (TRO) and/or Writ of Preliminary Injunction. The Petition seeks to nullify the RTC Orders and to restrain the RTC from further proceeding with the case.

While a copy of the Petition was served upon SMPC's external counsel, SMPC itself has not yet been formally served. It is respectfully submitted that service upon external counsel does not constitute proper service upon SMPC. Accordingly, we believe that the CTA has not yet acquired jurisdiction over SMPC in this matter.

On 15 December 2025, the BIR likewise moved for the suspension of proceedings before the RTC Makati, which the latter granted on 13 January 2026 for a period of ninety (90) days in deference to the CTA. The RTC will resume a status hearing scheduled on 14 April 2026.

To date, the CTA has not taken any significant action on the BIR's application for a TRO/Injunction nor has formally served the Petition to SMPC.

c. *Land Lease Agreement (LLA)*

SCPC entered an LLA with Power Sector Assets and Liabilities Management Corporation (PSALM) for the lease of land where the Power Plant is situated, for the period of 25 years, renewable for another 25 years upon mutual agreement. In 2009, SCPC paid US\$3.19 million or its Peso equivalent ₱150.57 million as advance rental for the 25-year land lease.

Provisions of the LLA include that SCPC has the option to buy the Option Assets upon issuance of an Option Existence Notice (OEN) by the lessor. Option assets are parcels of land that form part of the leased premises which the lessor offers for sale to the lessee.

SCPC was also required to deliver and submit to the lessor a performance security in the form of Stand-by Letter of Credits (SBLC). As of December 31, 2025, SBLC issued for this purpose has a value of US\$0.54 million. The Performance Security shall be maintained by SCPC in full force and effect continuously without any interruption until the Performance Security expiration date. The Performance Security initially must be effective for the period of one year from the date of issue, to be replaced prior to expiration every year thereafter and shall at all times remain valid.



On various dates starting in 2010, PSALM issued OENs and granted SCPC the “Option” to purchase parcels of land (Optioned Assets) that form part of the leased premises for which SCPC has availed on selected parcels of land. This also includes the assignment of the option to purchase to the Parent Company/SLPGC and the request to sub-lease a portion of the Calaca Leased Premises to SLPGC for the purpose of constructing and operating a power plant. These requests were approved by PSALM’s Board on February 13, 2012.

On February 2017 and June 2021, SCPC exercised its option to purchase lots with an area of 9,548 square meters at ₱10.56 million and 19,304 square meters at ₱43.11 million, respectively.

On December 27, 2023, PSALM wrote informing SCPC that certain lots with an area of 389,357 square meters may be considered for OEN issuance under the principle of “just cause of exclusive possession”. SCPC, in its letter to PSALM dated January 24, 2024, inquired if an adjustment in the final price of lots can be made since titles have yet to be issued to PSALM and since portions of the lots are submerged in seawater. PSALM replied on January 29, 2024, and reiterated the “as-is-where-is” basis. To date, SCPC has yet to consider whether to accede to the position of PSALM.

Foreshore lease

On December 29, 2011, following the execution of the Deed of Sale on the power plant between PSALM and SCPC, the National Power Corporation (NAPOCOR or “NPC”) transferred its rights over the foreshore lease with the Department of Environment and Natural Resources (DENR) to SCPC thru an execution of Deed of Assignment in which SCPC unconditionally agrees to assume all rights and obligations under the Foreshore Lease Contract. The Foreshore Lease Contract is entered into between NPC and DENR effective for a period of 25 years starting April 2009.

The lease payments is subject to reappraisal every 10 years. The lease rate for the first 10 years is ₱2.65 million which was reappraised to ₱3.88 million for the next 10 years starting April 2019. Refer to Note 11 for the information and related disclosures.

- d. Application for Approval of the Ancillary Services Procurement Agreement (ASPA) between SLPGC and NGCP, with Prayer for the Issuance of Provisional Authority

On July 12, 2018, SLPGC and NGCP filed an application for approval of the ASPA, with a prayer for the issuance of provisional authority, docketed as ERC Case No. 2018-074-RC, where NGCP agreed to procure, and SLPGC agreed to supply ancillary services in the form of regulating reserve under a firm and non-firm arrangement and contingency reserve and dispatchable reserve under a non-firm arrangement.

Although the ERC granted interim relief to implement the ASPA in its order dated May 20, 2019, the ERC had disallowed the recovery of the cost of minimum stable load (Pmin) Capacity of 2MW. Subsequently, on September 5, 2019, the ERC resolved to deny SLPGC’s Motion for Partial Reconsideration, praying for the recovery of the cost Pmin Capacity of 2 MW, for lack of merit.

On November 22, 2019, SLPGC and NGCP filed their Joint Manifestation with Motion to Withdraw in view of the decision to terminate the ASPA.

While no supply agreement has been secured, the gas turbine plant was used by SLPGC for electricity generation and sale through WESM.



On August 2, 2022, the BOD approved the plan to decommission and sell the gas turbine plant. Following the receipt of all necessary regulatory clearances for disconnection and deregistration, the sale of the asset was finalized on March 27, 2024, with SLPGC receiving full payment upon the transfer of the asset to the buyer.

As of the reporting date, the ERC has yet to formally rule on the Joint Manifestation with Motion to Withdraw. However, SLPGC concludes that this pending administrative action has no material impact on SLPGC's financial position, as the underlying asset has been fully disposed of and the associated ASPA has been terminated.

30. Financial Risk Management Objectives and Policies

The Group has various financial assets such as cash and cash equivalents, receivables, and environmental guarantee fund, which arise directly from operations.

The Group's financial liabilities comprise trade and other payables, lease liabilities, and long-term debt. The main purpose of these financial liabilities is to raise finance for the Group's operations. The main risks arising from the Group's financial instruments are price risk, interest rate risk, liquidity risk, foreign currency risk and credit risk.

The BOD reviews and approves policies for managing each of these risks which are summarized below.

The sensitivity analyses have been prepared on the following basis:

- Price risk - movement in one-year historical coal prices and movement of WESM price for power
- Interest rate risk - market interest rate on loans
- Foreign currency risk - yearly movement in the foreign exchange rates

The assumption used in calculating the sensitivity analyses of the relevant income statement item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at December 31, 2025 and 2024.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The price that the Group can charge for its coal is directly and indirectly related to the price of coal in the global coal market. In addition, as the Group is not subject to domestic competition in the Philippines, the pricing of all of its coal sales is referenced to coal indices such as New Castle Index and Indonesian Coal Index. Global thermal coal prices are affected by numerous factors outside the Group's control, including the demand from customers which is influenced by their overall performance and demand for electricity. Prices are also affected by changes in the global supply of coal and may be affected by the price of alternative fuel supplies, availability of shipping vessels as well as shipping costs. As the coal price is reset on a periodic basis under coal supply agreements, this may increase its exposure to short-term coal price volatility.



There is no assurance that global coal prices will remain higher than pre-pandemic level or that domestic and international competitors will not seek to replace the Group in its relationship with its key customers by offering higher quality, better prices or larger guaranteed supply volumes, any of which would have a materially adverse effect on the Group's profits.

To mitigate this risk, the Group continues to improve the quality of its coal and diversify its market from power industry, cement industry, other local industries and export market. This will allow flexibility in the distribution of coal to its target customers in such manner that minimum target average price of its coal sales across all its customers will still be achieved (i.e., domestic versus export). Also, in order to mitigate any negative impact resulting from price changes, it is the Group's policy to set minimum contracted volume for customers with long-term supply contracts for each given period (within the duration of the contract) and pricing is negotiated on a monthly basis to even out the impact of any fluctuation in coal prices, thus, protecting its target margin. The excess volumes are allocated to spot sales which may command different price than those contracted already since the latter shall follow pricing formula per contract.

Nevertheless, on certain cases temporary adjustments on coal prices with reference to customers following a certain pricing formula are requested in order to recover at least the cost of coal if the resulting price is abnormally low vis-à-vis cost of production (i.e., abnormal rise in cost of fuel, foreign exchange).

Below are the details of the Group's coal sales to the domestic market and to the export market (as a percentage of total coal sales volume):

	2025	2024
Owned Plants*	29.8%	24.9%
Other Domestic Market	24.6%	23.9%
Export market	45.6%	51.2%

*Sales to Owned Plants are eliminated in the consolidated financial results

The following table shows the effect on income before income tax should the change in the prices of coal occur based on the inventory of the Group as of December 31, 2025 and 2024 with all other variables held constant.

The change in coal prices used in the simulation assumes fluctuation from the lowest and highest price based on one (1)-year historical price movements in 2025 and 2024.

Change in coal price	Effect on income before income tax increase (decrease)	
	2025	2024
<i>Based on ending coal inventory</i>		
Increase by 495% in 2025 and 62% in 2024	₱1,731,419,205	₱290,757,573
Decrease by 495% in 2025 and 62% in 2024	(1,731,419,205)	(290,757,573)
<i>Based on coal sales volume</i>		
Increase by 40% in 2025 and 64% in 2024	6,687,317,387	4,779,122,512
Decrease by 40% in 2025 and 64% in 2024	(6,687,317,387)	(4,779,122,512)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt with floating interest rates. The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts.



The following table shows the information about the Group's financial instruments that are exposed to cash flow (floating rate instrument) and fair value (fixed rate instrument) interest rate risks and presented by maturity profile:

	Interest	2025					Total
		Within 1 year	More than 1 year to 2 years	More than 2 years to 3 years	More than 3 years to 4 years	More than 4 years	
Cash in banks and cash equivalents	0.050% to 6.00%	₱4,362,611,142	₱-	₱-	₱-	₱-	₱4,362,611,142
Peso (PHP) long-term debt*							
a) 1,400.00 million loan	Fixed annual interest rate of 4.97% - 5.13% per annum	₱235,544,101	₱56,711,835	₱-	₱-	₱-	₱292,255,936
b) 2,000.00 million loan	Fixed annual interest rate of 4.88% - 6.40% per annum	292,346,027	-	-	-	-	292,346,027
c) 2,700.00 million loan	Fixed annual interest rate of 4.88% - 6.52% per annum	443,241,418	-	-	-	-	443,241,418
		₱971,131,546	₱56,711,835	₱-	₱-	₱-	₱1,027,843,381

*Includes future interest payables amounting to ₱30.13 million



		2024					
	Interest	Within 1 year	More than 1 year to 2 years	More than 2 years to 3 years	More than 3 years to 4 years	More than 4 years	Total
Cash in banks and cash equivalents	0.030% to 6.250%	₱9,465,569,792	₱-	₱-	₱-	₱-	₱9,465,569,792
Peso (PHP) long-term debt*							
a) 1,400.00 million loan	Fixed annual interest rate of 4.97% - 5.13% per annum	₱250,183,136	₱235,544,101	₱56,711,836	₱-	₱-	₱542,439,073
b) 2,000.00 million loan	Fixed annual interest rate of 4.88% - 6.40% per annum	306,277,456	292,346,027	-	-	-	598,623,483
c) 2,700.00 million loan	Fixed annual interest rate of 4.88% - 6.52% per annum	464,310,058	443,241,418	-	-	-	907,551,476
d) 3,500.00 million loan	Fixed annual interest rate of 4.88% - 4.90% per annum	707,939,901	-	-	-	-	707,939,901
		₱1,728,710,551	₱971,131,546	₱56,711,836	₱-	₱-	₱2,756,553,933

*Includes future interest payables amounting to ₱117.13 million



The following table demonstrates the sensitivity of the Group's income before income tax to a reasonably possible change in interest rates on December 31, 2025 and 2024, with all variables held constant, through the impact on floating rate borrowings (amounts in thousands):

Basis points	Effect on income before income tax Increase (decrease)	
	2025	2024
+100	(P18,928)	(P28,034)
-100	18,928	28,034

The assumed movement in basis points for interest rate sensitivity analysis is based on the Group's historical changes in market interest rates on bank loans.

There was no effect on the equity other than those affecting the income before tax.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The Group's policy is to maintain a level of cash that is sufficient to fund its monthly cash requirements, at least for the next four to six months. Capital expenditures are funded through a mix of suppliers' credit, letters of credit, trust receipts and long-term debt, while operating expenses and working capital requirements are funded through cash collections. A significant part of the Group's financial assets that are held to meet the cash outflows include cash equivalents and trade receivables. Although trade receivables are contractually collectible on a short-term basis, the Group expects continuous cash inflows through continuous production and sale of coal and power generation. In addition, although the Group's short-term deposits are collectible at a short notice, the deposit base is stable over the long term as deposit rollovers and new deposits can offset cash outflows.

Moreover, the Group considers the following as mitigating factors for liquidity risk:

- It has available lines of credit that it can access to answer anticipated shortfall in sales and collection of receivables resulting from timing differences in programmed inflows and outflows.
- It has very diverse funding sources.
- It has internal control processes and contingency plans for managing liquidity risk. Cash flow reports and forecasts are reviewed on a weekly basis in order to quickly address liquidity concerns. Outstanding trade receivables are closely monitored.

As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities. Fund-raising activities may include obtaining bank loans.



The tables below summarize the maturity profile of the Group's financial assets and financial liabilities as of December 31, 2025 and 2024 based on contractual payments:

	2025					Total
	On Demand	Within 1 year	Beyond 1 year to 2 years	Beyond 2 year to 3 years	Beyond 3 years	
Financial Assets						
Cash in banks and cash equivalents	₱4,362,611,142	₱-	₱-	₱-	₱-	₱4,362,611,142
Receivables						
Trade:						
Outside parties	4,085,001,859	2,141,275,521	-	-	-	6,226,277,380
Related parties	-	1,381,204,389	-	-	-	1,381,204,389
Others ⁽¹⁾	62,864,515	689,081,398	-	-	-	751,945,913
Environmental guarantee fund ⁽²⁾	-	-	-	-	17,607,307	17,607,307
	₱8,510,477,516	₱4,211,561,308	₱-	₱-	₱17,607,307	₱ 12,739,646,131
Financial Liabilities						
Trade and other payables						
Trade:						
Payable to suppliers and contractors	₱-	₱6,346,136,641	₱-	₱-	₱-	₱6,346,136,641
Related parties	-	559,658,838	-	-	-	559,658,838
Accrued expenses and other payables ⁽³⁾	75,494,244	254,434,571	-	-	-	329,928,815
Lease liabilities	-	9,639,833	9,639,833	9,639,833	23,142,282	52,061,781
Peso long-term debt with interest payable in arrears ⁽⁴⁾						
Peso loan 1	-	235,544,101	56,711,835	-	-	292,255,936
Peso loan 2	-	292,346,027	-	-	-	292,346,027
Peso loan 3	-	443,241,418	-	-	-	443,241,418
	₱75,494,244	₱8,141,001,429	₱66,351,668	₱9,639,833	₱23,142,282	₱8,315,629,456

⁽¹⁾Excludes advances to officers and employees amounting to ₱1.06 million which are considered as non-financial asset

⁽²⁾Included as part of other current assets

⁽³⁾Excludes statutory liabilities amounting to ₱158.83 million

⁽⁴⁾Includes future interest payable amounting to ₱30.13 million



	2024					Total
	On Demand	Within 1 year	Beyond 1 year to 2 years	Beyond 2 year to 3 years	Beyond 3 years	
Financial Assets						
Cash in banks and cash equivalents	₱9,465,569,792	₱-	₱-	₱-	₱-	₱9,465,569,792
Receivables						
Trade:						
Outside parties	3,735,290,351	3,587,891,033	-	-	-	7,323,181,384
Related parties	-	1,671,896,599	-	-	-	1,671,896,599
Others ⁽¹⁾	88,100,715	208,212,456	-	-	-	296,313,171
Environmental guarantee fund ⁽²⁾	-	-	-	-	16,607,307	16,607,307
	₱13,288,960,858	₱5,468,000,088	₱-	₱-	₱16,607,307	₱18,773,568,253
Financial Liabilities						
Trade and other payables						
Trade:						
Payable to suppliers and contractors	₱-	₱6,312,837,899	₱-	₱-	₱-	₱6,312,837,899
Related parties	-	372,123,366	-	-	-	372,123,366
Accrued expenses and other payables ⁽³⁾	10,369,138	349,969,934	-	-	-	360,339,072
Lease liabilities	-	9,639,833	9,639,833	9,639,833	27,770,739	56,690,238
Peso long-term debt with interest payable in arrears ⁽⁴⁾						
Peso loan 1	-	250,183,136	235,544,101	56,711,835	-	542,439,072
Peso loan 2	-	306,277,456	292,346,027	-	-	598,623,483
Peso loan 3	-	464,310,058	443,241,418	-	-	907,551,476
Peso loan 4	-	707,939,901	-	-	-	707,939,901
	₱10,369,138	₱8,773,281,583	₱980,771,379	₱66,351,668	₱27,770,739	₱9,858,544,507

⁽¹⁾Excludes advances to officers and employees amounting to ₱40.03 million which are considered as non-financial asset

⁽²⁾ Included as part of other current assets

⁽³⁾Excludes statutory liabilities amounting to ₱227.91 million

⁽⁴⁾Includes future interest payable amounting to ₱117.13 million



Foreign currency risk

Majority of the Group's revenue are generated in Philippine Peso, however, there are also significant export coal sales as well as capital expenditures which are in US\$.

The Group manages this risk by matching receipts and payments in the same currency and monitoring. Approximately, 32.25% and 40.76% of the Group's sales in 2025 and 2024 were denominated in US\$ whereas approximately 32.12% and 23.01% of liabilities were denominated in US\$ as of December 31, 2025, and 2024, respectively.

Information on the Group's foreign currency-denominated monetary assets and liabilities and their Philippine Peso equivalents follow:

	December 31, 2025		December 31, 2024	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Assets				
Cash and cash equivalents	\$5,473,931	₱321,921,882	\$9,577,746	₱555,605,045
Trade receivables	6,101,704	358,841,212	20,439,711	1,185,707,635
Liabilities				
Trade payables	(53,520,401)	(3,147,534,783)	(58,207,647)	(3,376,625,602)
Net exposure	(\$41,944,766)	(₱2,466,771,689)	(\$28,190,190)	(₱1,635,312,922)

The exchange rates used were ₱58.81 to US\$1 and ₱58.01 to US\$1 in 2025 and 2024, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in foreign exchange rates, with all variables held constant, of the Group's income before income tax (due to changes in the fair value of monetary assets and liabilities) as of December 31, 2025 and 2024.

	Currency	Increase (decrease) in Philippine Peso/ Foreign exchange rate	Effect on profit before tax
2025	USD	3.41%	(₱84,116,915)
		(3.41%)	84,116,915
2024	USD	0.80%	(₱13,082,503)
		(0.80%)	13,082,503

There is no impact on the Group's equity other than those already affecting profit or loss. The movement in sensitivity analysis is derived from current observations on movement in dollar average exchange rates.

The Group recognized realized and unrealized net foreign exchange gains (losses) amounting to ₱29.01 million, (₱113.60) million and (₱175.81) million in 2025, 2024 and 2023, respectively, arising from the translation of the Group's cash and cash equivalents, trade receivables and trade payables.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The Group manages and controls credit risk by doing business with recognized, creditworthy third parties, thus, there is no requirement for collateral. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group evaluates the financial condition of the local customers before deliveries are made to them.



On the other hand, export sales are covered by sight letters of credit issued by foreign banks subject for the Group's approval, hence, mitigating the risk on collection. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to doubtful accounts is not significant. The Group generally bills 80% of coal delivered payable within 30 days upon receipt of billing and the remaining 20% payable within 5 days after receipt of final billing based on final analysis of coal delivered. The Group's exposure to credit risk from trade receivables arise from the default of the counterparty with a maximum exposure equal to their carrying amounts.

With respect to the credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, other receivables and environmental guarantee fund, the exposure to credit risk arises from default of the counterparty with a maximum exposure to credit risk equal to the carrying amount of the financial assets as of reporting date. The Group does not hold any collateral or other credit enhancement that will mitigate credit risk exposure. The Group transacts only with institutions or banks and third parties that have proven track record in financial soundness. The management does not expect any of these institutions to fail in meeting their obligations, however, due to the regulated environment that the Group operates in, collectability of financial assets is impacted by government regulations or actions.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of the customer with loss pattern. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The tables below present the summary of the Group's exposure to credit risk as of December 31 and show the credit quality of the assets by indicating whether the assets are subjected to the 12-month ECL or lifetime ECL.

	2025			Total
	12-month ECL	Lifetime ECL Not Credit Impaired	Lifetime ECL Credit Impaired	
Cash in banks and cash equivalents	₱4,362,611,142	₱-	₱-	₱4,362,611,142
Receivables:				
Trade receivables - outside parties	-	4,552,721,935	1,673,555,445	6,226,277,380
Trade receivables - related parties	-	1,381,204,389	-	1,381,204,389
Others*	-	746,130,554	5,815,359	751,945,913
Environmental guarantee fund	-	17,607,307	-	17,607,307
	₱4,362,611,142	₱ 6,697,664,185	₱1,679,370,804	₱12,739,646,131

*Excludes advances to officers and employees amounting to ₱1.06 million which are considered as non-financial asset

	2024			Total
	12-month ECL	Lifetime ECL Not Credit Impaired	Lifetime ECL Credit Impaired	
Cash in banks and cash equivalents	₱9,465,569,792	₱-	₱-	₱9,465,569,792
Receivables:				
Trade receivables - outside parties	-	5,652,645,226	1,670,536,158	7,323,181,384
Trade receivables - related parties	-	1,671,896,599	-	1,671,896,599
Others*	-	290,497,812	5,815,359	296,313,171
Environmental guarantee fund	-	16,607,307	-	16,607,307
	₱9,465,569,792	₱7,631,646,944	₱1,676,351,517	₱18,773,568,253

*Excludes advances to officers and employees amounting to ₱40.03 million which are considered as non-financial asset



The table below presents the credit risk exposure of the Group using a provision matrix:

	2025						
	Current	Days Past Due					Total
		<30 days	30-60 days	61-90 days	91 -120 days	>120 days	
Expected credit loss rate	0%	0%	0%	0%	0%	78%	20%
Trade receivables	₱3,520,099,366	₱355,974,873	₱477,801,667	₱414,230,257	₱727,211,935	₱2,112,163,671	₱7,607,481,769
Others*	689,081,398	15,265,858	28,490,393	127,654	1,648,526	17,332,084	751,945,913
Total	₱4,209,180,764	₱371,240,731	₱506,292,060	₱414,357,911	₱728,860,461	₱2,129,495,755	₱8,359,427,682
Expected credit loss	₱-	₱-	₱-	₱-	₱-	₱1,679,370,804	₱1,679,370,804

*Excludes advances to officers and employees amounting to ₱1.06 million which are considered as non-financial asset

	2024						
	Current	Days Past Due					Total
		<30 days	30-60 days	61-90 days	91 -120 days	>120 days	
Expected credit loss rate	0%	0%	0%	0%	0%	72%	18%
Trade receivables	₱5,259,787,632	₱846,882,832	₱242,924,417	₱173,497,943	₱154,027,738	₱2,317,957,421	₱8,995,077,983
Others*	208,212,456	48,830,949	24,503,268	5,940,229	4,695,499	4,130,770	296,313,171
Total	₱5,468,000,088	₱895,713,781	₱267,427,685	₱179,438,172	₱158,723,237	₱2,322,088,191	₱9,291,391,154
Expected credit loss	₱-	₱-	₱-	₱-	₱-	₱1,676,351,517	₱1,676,351,517

*Excludes advances to officers and employees amounting to ₱40.03 million which are considered as non-financial asset

Capital management

The primary objective of the Group's capital management strategy is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares.

No changes were made in the objectives, policies and processes from the previous years.

The Group manages its capital using debt-to-equity ratio, which is interest-bearing loans divided by equity, and EPS. The following table shows the Group's capital ratios as of December 31, 2025 and 2024.

	2025	2024
Interest-bearing loans	₱996,694,792	₱2,634,744,554
Total equity	55,781,748,831	56,518,554,441
Debt-equity ratio	0.02:1	0.05:1
EPS (Note 27)	₱3.07	₱4.62

The debt-to-equity ratio, expressed in percentage, is carefully matched with the strength of the Group's financial position, such that when a good opportunity presents itself, the Group can afford further leverage.

The Group considers long-term debt as 'interest-bearing loans' in determining debt-to-equity ratio.

The following table shows the components of the Group's capital as of December 31, 2025 and 2024:

	2025	2024
Total paid-up capital	₱10,940,136,701	₱10,940,136,701
Acquisition of treasury shares	(739,526,678)	(739,526,678)
Net remeasurement losses on pension plan	(142,655,672)	(159,940,769)
Retained earnings – unappropriated	38,923,794,480	39,677,885,187
Retained earnings – appropriated	6,800,000,000	6,800,000,000
	₱55,781,748,831	₱56,518,554,441



Some loan agreements have covenants that require the Group to maintain debt-to-equity (D/E) ratios, among others (see Note 15).

31. Fair Values

Fair Value Information

The fair values of cash and cash equivalents, receivables, environmental guarantee fund, trade payables and accrued expenses and other payables approximate its carrying values since most of these financial instruments are relatively short-term in nature.

Long-term debt and lease liabilities

Estimated fair values are based on the discounted value of future cash flows using the applicable rates for similar types of debt. Interest rates used in discounting cash flows ranges from 4.88% to 5.11%, while interest rate for lease liabilities is 6.59% to 7.89% in 2025 and 2024, respectively (see Notes 11 and 15). The estimated fair values of long-term debt and lease liabilities amounted to ₱1,017.34 million and ₱49.75 million, respectively, as of December 31, 2025, and ₱2,580.95 million and ₱54.55 million, respectively, as of December 31, 2024.

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data

There has been no reclassification from Level 1 to Level 2 or 3 category in 2025 and 2024.

32. Notes to Consolidated Statements of Cash Flows

Supplemental disclosure of noncash investing activities follows:

	2025	2024	2023
Transfers from inventories to property, plant and equipment (Notes 6 and 9)	₱231,399,501	₱313,723,009	₱239,372,058

Changes in liabilities arising from financing activities in 2025, 2024 and 2023 follows:

	For the Year Ended December 31, 2025			
	January 1, 2025	Net cash flows	Noncash	December 31, 2025
Long-term debt (Note 15)	₱2,634,744,554	(₱1,641,714,286)	₱3,664,524	₱996,694,792
Dividend payable (Note 14)	3,327,044	(13,811,459,924)	13,814,279,765	6,146,885
Lease liabilities (Note 11)	40,182,992	(10,452,027)	2,937,531	32,668,496
	₱2,678,254,590	(₱15,463,626,237)	₱13,820,881,820	₱1,035,510,173

	For the Year Ended December 31, 2024			
	January 1, 2024	Net cash flows	Noncash	December 31, 2024
Long-term debt (Note 15)	₱6,726,332,549	(₱4,102,314,285)	₱10,726,290	₱2,634,744,554
Dividend payable (Note 14)	3,115,263	(25,503,073,939)	25,503,285,720	3,327,044
Lease liabilities (Note 11)	57,560,068	(21,002,855)	3,625,779	40,182,992
	₱6,787,007,880	(₱29,626,391,079)	₱25,517,637,789	₱2,678,254,590



	For the Year Ended December 31, 2023			
	January 1, 2023	Net cash flows	Noncash	December 31, 2023
Long-term debt (Note 15)	₱10,196,187,514	(₱3,489,414,286)	₱19,559,321	₱6,726,332,549
Dividend payable (Note 14)	3,334,682	(29,754,052,759)	29,753,833,340	3,115,263
Lease liabilities (Note 11)	70,700,846	(17,988,992)	4,848,214	57,560,068
	₱10,270,223,042	(₱33,261,456,037)	₱29,778,240,875	₱6,787,007,880

Noncash changes pertain to amortization of deferred financing costs and cash dividend declaration by the Parent Company, recognition of lease liabilities as a result of adoption of PFRS 16 and subsequent additions thereto, and accretion of interest (see Notes 2 and 11).

33. Operating Segments

Segment Information

	2025 (In thousands)				
	Mining	Power	Others	Adjustments and Eliminations	Consolidated
Revenue					
Sales to external customers	₱28,800,283	₱23,431,913	₱-	₱-	₱52,232,196
Inter-segment sales	6,713,521	-	-	(6,713,521)	-
	35,513,804	23,431,913	-	(6,713,521)	52,232,196
Cost of sales*	(19,156,344)	(9,772,756)	-	5,492,858	(23,436,242)
Depreciation and amortization	(5,571,049)	(3,081,035)	-	1,218,887	(7,433,197)
Gross profit	10,786,411	10,578,122	-	(1,776)	21,362,757
Operating expenses*	(2,892,681)	(4,233,529)	(2,357)	-	(7,128,567)
Depreciation	(25,489)	(41,324)	-	-	(66,813)
Operating profit (loss)	7,868,241	6,303,269	(2,357)	(1,776)	14,167,377
Others - net	6,638,048	623,059	-	(6,500,000)	761,107
Finance income	137,151	178,467	3,019	-	318,637
Foreign exchange gain (loss) - net	34,758	(5,744)	-	-	29,014
Finance costs	(116,647)	(88,330)	-	-	(204,977)
Share in net loss of associate	(347,395)	-	-	-	(347,395)
Pre-tax income (loss)	14,214,156	7,010,721	662	(6,501,776)	14,723,763
Provision for income tax	(127,855)	(1,535,116)	(603)	-	(1,663,574)
Net income	₱14,086,301	₱5,475,605	₱59	(₱6,501,776)	₱13,060,189
Segment assets	₱45,509,994	37,658,088	₱59,920	(₱17,378,186)	₱65,849,816
Deferred tax assets	189,351	454,043	-	-	643,394
	₱45,699,345	₱38,112,131	₱59,920	(₱17,378,186)	₱66,493,210
Segment liabilities	₱6,931,538	₱3,058,888	₱234,307	(₱509,966)	₱9,714,767
Long-term debt	279,776	716,919	-	-	996,695
	₱7,211,314	₱3,775,807	₱234,307	(₱509,966)	₱10,711,462
Cash flows arising from:					
Operating activities	₱5,650,735	₱10,874,337	₱-	(₱90,956)	₱16,434,116
Investing activities	(4,040,861)	(3,792,036)	-	1,730,388	(6,102,509)
Financing activities	(14,043,767)	(4,820,193)	-	3,400,334	(15,463,626)
Other disclosures					
Capital expenditures	₱4,780,447	₱1,153,813	₱-	₱-	₱5,934,260

*Excluding depreciation and/or amortization



For management purposes, the Group is organized into business units based on their products and activities. Segment revenues, cost and operating expenses, profit or loss, segment assets and segment liabilities assume measurement under PFRS.

2024 (In thousands)					
	Mining	Power	Others	Adjustments and Eliminations	Consolidated
Revenue					
Sales to external customers	P40,353,145	P24,841,155	P-	P-	P65,194,300
Inter-segment sales	6,717,083	-	-	(6,717,083)	-
	47,070,228	24,841,155	-	(6,717,083)	65,194,300
Cost of sales*	(21,366,124)	(10,890,169)	-	6,000,367	(26,255,926)
Depreciation and amortization	(4,824,239)	(2,843,339)	-	760,882	(6,906,696)
Gross profit	20,879,865	11,107,647	-	44,166	32,031,678
Operating expenses*	(7,167,657)	(4,017,567)	(857)	-	(11,186,081)
Depreciation	(20,340)	(38,129)	-	-	(58,469)
Operating profit (loss)	13,691,868	7,051,951	(857)	44,166	20,787,128
Others- net	6,023,482	595,298	-	(6,000,000)	618,780
Finance income	566,640	323,340	3,076	-	893,056
Foreign exchange gain (loss) - net	(130,825)	17,224	-	-	(113,601)
Finance costs	(169,804)	(219,394)	-	-	(389,198)
Share in net income of associate	10,719	-	-	-	10,719
Pretax income (loss)	19,992,080	7,768,419	2,219	(5,955,834)	21,806,884
Provision for income tax	(246,047)	(1,930,719)	(614)	-	(2,177,380)
Net income	P19,746,033	P5,837,700	P1,605	(P5,955,834)	P19,629,504
Segment assets					
Segment assets	P47,842,622	40,836,467	P57,567	(P18,238,776)	P70,497,880
Deferred tax assets	251,911	444,167	-	-	696,078
	P48,094,533	P41,280,634	P57,567	(P18,238,776)	P71,193,958
Segment liabilities					
Segment liabilities	P9,380,433	P3,809,325	P231,765	(P1,380,864)	P12,040,659
Long-term debt	502,869	2,131,875	-	-	2,634,744
	P9,883,302	P5,941,200	P231,765	(P1,380,864)	P14,675,403
Cash flows arising from:					
Operating activities	P20,515,540	P8,423,901	P-	(P1,432,889)	P27,506,552
Investing activities	(1,722,473)	(1,223,337)	-	(4,480,440)	(7,426,250)
Financing activities	(25,743,880)	(10,102,610)	-	6,220,099	(29,626,391)
Other disclosures					
Capital expenditures	P3,516,626	P1,814,895	P-	P-	P5,331,521

*Excluding depreciation and/or amortization

2023 (In thousands)					
	Mining	Power	Others	Adjustments and Eliminations	Consolidated
Revenue					
Sales to external customers	P52,268,160	P24,692,255	P-	P-	P76,960,415
Inter-segment sales	7,550,937	-	-	(7,550,937)	-
	59,819,097	24,692,255	-	(7,550,937)	76,960,415
Cost of sales*	(22,498,824)	(10,661,034)	-	6,926,040	(26,233,818)
Depreciation and amortization	(4,518,530)	(2,793,654)	-	636,493	(6,675,691)
Gross profit	32,801,743	11,237,567	-	11,596	44,050,906
Operating expenses*	(11,492,718)	(3,561,558)	(113)	-	(15,054,389)
Depreciation	(23,300)	(39,570)	-	-	(62,870)
Operating profit (loss)	21,285,725	7,636,439	(113)	11,596	28,933,647
Others - net	3,205,584	555,040	-	(3,035,000)	725,624
Finance income	855,432	329,299	2,772	-	1,187,503
Foreign exchange gain (loss) - net	(159,468)	(16,340)	-	-	(175,808)
Finance costs	(180,631)	(408,618)	-	-	(589,249)
Pretax income (loss)	25,006,642	8,095,820	2,659	(3,023,404)	30,081,717
Provision for income tax	(107,342)	(2,040,525)	(554)	-	(2,148,421)
Net income	P24,899,300	P6,055,295	P2,105	(P3,023,404)	P27,933,296
Segment assets					
Segment assets	P57,268,808	45,202,642	P55,168	(P18,165,836)	P84,360,782
Deferred tax assets	250,319	517,342	-	-	767,661
	P57,519,127	P45,719,984	P55,168	(P18,165,836)	P85,128,443

(Forward)



	2023 (In thousands)				
	Mining	Power	Others	Adjustments and Eliminations	Consolidated
Segment liabilities	₱12,828,469	₱4,229,617	₱230,964	(₱1,264,918)	₱16,024,132
Long-term debt	725,661	6,000,671	–	–	6,726,332
	₱13,554,130	₱10,230,288	₱230,964	(₱1,264,918)	₱22,750,464
Cash flows arising from:					
Operating activities	₱26,570,942	₱8,975,767	₱–	₱50,055	₱35,596,764
Investing activities	29,572	(588,024)	–	(2,798,767)	(3,357,219)
Financing activities	(29,959,529)	(6,701,354)	–	3,399,427	(33,261,456)
Other disclosures					
Capital expenditures	₱2,967,055	₱1,049,791	₱–	₱–	₱4,016,846

*Excluding depreciation and/or amortization

Reportable operating segments are as follows:

- Mining - engaged in surface open cut mining of thermal coal; and,
- Power - involved in generation of power available for sale through bilateral contracts, wholesale electricity market and trading.

No operating segments have been aggregated to form the above reportable operating segments.

The Chief Operating Decision Maker (CODM) of the Group, who is the Chief Operating Officer (COO), monitors the operating results of the Group for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenue, operating profit and pretax income which are measured similarly in the consolidated financial statements. Transactions between operating segments are made at terms and prices agreed upon by the parties.

Inter-segment revenues and cost of sales are eliminated in the consolidation under adjustments and eliminations.

Segment assets exclude deferred tax assets amounting to ₱643.39 million, ₱696.07 million and ₱767.66 million as of December 31, 2025, 2024 and 2023, respectively.

Capital expenditures consist of additions to property, plant and equipment.

All noncurrent assets other than financial instruments are located in the Philippines.

Disaggregation of Revenue Information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Revenues from coal sales

	2025	2024	2023
Domestic market	₱11,546,621,872	₱13,839,372,223	₱19,087,490,745
Export market	17,253,660,867	26,513,773,066	33,180,669,968
	₱28,800,282,739	₱40,353,145,289	₱52,268,160,713

Substantially all revenues from external customer are from open cut mining and sales of thermal coal. Local and export classification above is based on the geographic location of the customer.

All of the Group's sales of coal are revenue from contracts with customers recognized at point in time.



Revenues from power sales

	2025	2024	2023
Bilateral contracts			
Retail Electricity Supply (RES)	₱10,514,354,645	₱5,986,593,563	₱3,820,348,311
Distribution utility	2,163,625,255	4,854,601,938	2,532,595,868
Others	314,719,392	265,423,964	288,636,284
	12,992,699,292	11,106,619,465	6,641,580,463
Spot sales			
WESM	10,439,214,248	13,734,535,007	18,050,674,268
	₱23,431,913,540	₱24,841,154,472	₱24,692,254,731

All revenues from power are derived from the Philippine market and are revenue from contracts with customers recognized over time.

Set out below is the reconciliation of contracts with customers with the amounts disclosed in segment information:

	For the Year Ended December 31, 2025				
	Domestic coal sales	Export coal sales	Bilateral Contracts	Spot sales	Total
Revenue					
External customers	₱11,546,621,872	₱17,253,660,867	₱12,992,699,291	₱10,439,214,249	₱52,232,196,279
Inter-segment	6,713,521,305	-	-	-	6,713,521,305
	18,260,143,177	17,253,660,867	12,992,699,291	10,439,214,249	58,945,717,584
Inter-segment adjustments and eliminations	(6,713,521,305)	-	-	-	(6,713,521,305)
	₱11,546,621,872	₱17,253,660,867	₱12,992,699,291	₱10,439,214,249	₱52,232,196,279

	For the Year Ended December 31, 2024				
	Domestic coal sales	Export coal sales	Bilateral Contracts	Spot sales	Total
Revenue					
External customers	₱13,839,372,223	₱26,513,773,066	₱11,106,619,465	₱13,734,535,007	₱65,194,299,761
Inter-segment	6,717,082,546	-	-	-	6,717,082,546
	20,556,454,769	26,513,773,066	11,106,619,465	13,734,535,007	71,911,382,307
Inter-segment adjustments and eliminations	(6,717,082,546)	-	-	-	(6,717,082,546)
	₱13,839,372,223	₱26,513,773,066	₱11,106,619,465	₱13,734,535,007	₱65,194,299,761

	For the Year Ended December 31, 2023				
	Domestic coal sales	Export coal sales	Bilateral Contracts	Spot sales	Total
Revenue					
External customers	₱19,087,490,745	₱33,180,669,968	₱6,641,580,463	₱18,050,674,268	₱76,960,415,444
Inter-segment	7,550,936,901	-	-	-	7,550,936,901
	26,638,427,646	33,180,669,968	6,641,580,463	18,050,674,268	84,511,352,345
Inter-segment adjustments and eliminations	(7,550,936,901)	-	-	-	(7,550,936,901)
	₱19,087,490,745	₱33,180,669,968	₱6,641,580,463	₱18,050,674,268	₱76,960,415,444



34. Other Matters

a. Electric Power Industry Reform Act (EPIRA)

The Group's operations are governed by Republic Act No. 9136, otherwise known as the EPIRA, and its Implementing Rules and Regulations. Pursuant to Section 30 of the EPIRA, WESM serves as the centralized venue for trading electricity as a commodity.

The WESM is operated by the Independent Electricity Market Operator of the Philippines, Inc. (IEMOP). IEMOP is responsible for the centralized scheduling, dispatch, and settlement of energy transactions in the Luzon, Visayas, and Mindanao grids.

The Group participates in the WESM for the sale of its uncontracted capacity and the purchase of replacement power, where applicable.

The Group remains in compliance with the WESM Rules and Market Manuals. Any enforcement and compliance matters are monitored by Philippine Electricity Market Corporation (PEMC), acting as the governance body, while technical dispatch and reliability standards are overseen by the National Grid Corporation of the Philippines (NGCP) as the System Operator.

b. *Environmental Compliance and Sustainability*

Philippine Clean Air Act (R.A. 8749)

The Group's thermal power generation facilities are subject to the provisions of R.A. No. 8749, or the Philippine Clean Air Act (PCAA), and its Implementing Rules and Regulations. To ensure compliance with the National Emission Standards for Source Specific Air Pollutants (NESSAP) and Ambient Air Quality Guideline Values, the Group operates a Continuous Emission Monitoring System (CEMS).

The Group's emission data is transmitted in real-time (or periodically as required) to the Department of Environment and Natural Resources – Environmental Management Bureau (DENR-EMB) through an online database system, in compliance with EMB Memorandum Circular No. 2021-14 and other relevant issuances.

Sustainability Reporting Transition

Pursuant to Memorandum Circular No. 16, series of 2025, the Securities and Exchange Commission (SEC) has mandated the adoption of PFRS S1, *General Requirements for Disclosure of Sustainability-related Financial Information* and PFRS S2, *Climate-related Disclosures*, beginning fiscal year 2026. The Group is currently enhancing its internal reporting frameworks to include standardized disclosures of climate-related risks and Greenhouse Gas (GHG) emissions. Management believes the Group is positioned to meet these evolving reporting requirements as they become mandatory.

c. Coal Moratorium Policy

On December 22, 2020, the DOE issued an advisory on the moratorium of endorsements for greenfield coal-fired power projects in line with improving sustainability of the Philippines' electric power industry ("Coal Moratorium Policy"). Pursuant to the Coal Moratorium Policy, the DOE is enjoined from processing applications for greenfield coal-fired power generation facility projects requesting for endorsements. However, explicitly excluded from the Coal



Moratorium Policy are existing and operational coal-fired power generation facilities as well as those considered as *i)* committed power projects; *ii)* existing power plant complexes which already have firm expansion plans and existing land site provision; and *iii)* indicative power projects with substantial accomplishments.

On July 19, 2024, the DOE, through its Electric Power Industry Management Bureau, clarified the coverage of the Coal Moratorium Policy and emphasized the exclusion of coal-fired plants that specifically fall under the exceptions. DOE also clarified its ministerial process in operationalizing its Coal Moratorium Policy. It stated that once a request for certification of non-coverage is applied by a project proponent, the DOE ministerially issues a confirmation after verification and in accordance with the guidelines stated in the Coal Moratorium Policy.

d. Competitive Selection Process (CSP)

Pursuant to DOE Circular No. DC2023-06-0021 and ERC Resolution No. 16, Series of 2023, all Distribution Utilities (DUs) are mandated to procure power supply for their captive market through a CSP. This framework ensures transparency and competitive pricing in the execution of Power Supply Agreements (PSAs).

As of December 31, 2025, and 2024, the Group's existing PSAs were entered into in compliance with the CSP guidelines effective at the time of execution. The Group monitors the following regulatory developments related to CSP:

New Procurement Framework

Under the 2023 CSP Policy (which repealed previous circulars from 2015, 2018, and 2021), the Group participates in bidding processes characterized by standardized pre-qualification, transparent evaluation, and ERC-mandated PSA templates.

Emergency Power Supply Agreements (EPSA)

The Group acknowledges the provisions for CSP exemptions in cases of emergency power procurement and direct negotiation, subject to strict ERC price caps and time-limited validity.

Contract Renewals

In accordance with ERC Resolution No. 16 (2023), the Group recognizes that any extension or renewal of expiring PSAs must undergo a fresh CSP, unless specifically exempted under the "Protocol for Negotiated Procurement."

The Group continues to align its business development and bidding strategies with these guidelines to ensure the long-term viability of its power supply contracts and compliance with the National Electrification Administration (NEA) and ERC oversight.

e. Retail Competition and Open Access (RCOA)

Pursuant to Section 31 of the EPIRA, Retail Competition and Open Access (RCOA) allows qualified "Contestable Customers" to choose their electricity suppliers, fostering competition in the retail market.

Omnibus Rules and Current Thresholds

On September 6, 2024, ERC Resolution No. 13, Series of 2024 (Omnibus Rules for Customer Choice Programs in the Retail Market) took effect. This resolution consolidated and streamlined the rules for various customer choice programs, effectively providing a clear regulatory framework following previous legal stay orders.



As of the reporting date, the following programs are active:

Competitive Retail Electricity Market (CREM): Allows end-users with an average monthly peak demand of at least 500kW to voluntarily enter into Retail Supply Contracts (RSCs) with licensed Retail Electricity Suppliers (RES).

Green Energy Option Program (GEOP): Enables end-users with a monthly average peak demand of at least 100kW to source their energy from renewable energy resources.

Retail Aggregation Program (RAP): Permits the joining of two or more end-users within a contiguous area to aggregate their demand to meet the 500kW threshold for contestability.

The Group monitors these programs to identify wholesale supply opportunities for licensed RES and to manage the impact on the competitive landscape.

f. *Renewable Portfolio Standards (RPS)*

Pursuant to Republic Act No. 9513 (the "Renewable Energy Act of 2008"), the RPS mandates energy sector participants to source a portion of their supply from renewable resources. Compliance is monitored via the Philippine Renewable Energy Market (PREM), where Renewable Energy Certificates (RECs) are issued for every megawatt-hour of generation from eligible RE facilities. While the Group's current portfolio consists of thermal generation assets providing baseload capacity, it continues to monitor RPS developments and the resulting PREM rules for any indirect impact on the long-term contracting environment and dispatch protocols within the Philippine Grid. The Group also remains committed to operational efficiency and grid reliability, providing the critical baseload power necessary to support the intermittency of the growing renewable energy sector.



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
Semirara Mining and Power Corporation
2/F DMCI Plaza
2281 Don Chino Roces Avenue
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Semirara Mining and Power Corporation and its Subsidiaries (the Group) as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated March 10, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Jennifer D. Ticlao
Partner

CPA Certificate No. 109616

Tax Identification No. 245-571-753

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 109616-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-110-2023, September 12, 2023, valid until September 11, 2026

PTR No. 10765137, January 2, 2026, Makati City

March 10, 2026



INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and the Stockholders
Semirara Mining and Power Corporation
2/F DMCI Plaza
2281 Don Chino Roces Avenue
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Semirara Mining and Power Corporation and its Subsidiaries (the Group) as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated March 10, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule of Components of Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and for each of the three years in the period ended December 31, 2025 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Jennifer D. Ticlao
Partner

CPA Certificate No. 109616

Tax Identification No. 245-571-753

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 109616-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-110-2023, September 12, 2023, valid until September 11, 2026

PTR No. 10765137, January 2, 2026, Makati City

March 10, 2026



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES INDEX TO THE SUPPLEMENTARY SCHEDULES

Annex A: Reconciliation of retained earnings available for dividend declaration

Annex B: Map Showing the Relationships Between and Among the Group and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries, Associates, Wherever Located or Registered

Annex C: Supplementary schedules required by Annex 68-J

- Schedule A: Financial Assets
- Schedule B: Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholder (Other Than Related Parties)
- Schedule C: Amounts Receivables/Payables from/to Related Parties Which are Eliminated During the Consolidation of Financial Statements
- Schedule D: Long-Term Debt
- Schedule E: Indebtedness to Related Parties
- Schedule F: Guarantees of Securities of other Issuers
- Schedule G: Capital Stock
- Schedule H: Schedule of External Auditor Fee-Related Information

SEMIRARA MINING AND POWER CORPORATION
SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR
DIVIDEND DECLARATION
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2025

Unappropriated Retained Earnings, beginning of reporting period	₱20,438,676,916
Add: Category A: Items that are directly credited to	
Unappropriated Retained Earnings	₱-
Reversal of Retained Earnings Appropriation/s	-
Effect of restatements or prior-period adjustments	-
	<hr/>
Less: Category B: Items that are directly debited to	
Unappropriated Retained Earnings	
Dividend declaration during the reporting period	13,814,279,765
Retained Earnings appropriated during the reporting period	-
Effect of restatements or prior-period adjustments	-
Sub-total	13,814,279,765
Unappropriated Retained Earnings, as adjusted	6,624,397,151
Add/Less: Net Income for the current year	14,086,299,817
	<hr/>
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)	
Equity in net income of associate/joint venture, net of dividends declared	-
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	105,361,676
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Unrealized fair value gain of Investment Property	-
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-
Sub-total	105,361,676
	<hr/>
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Realized fair value gain of Investment Property	-
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-
Sub-total	-
	<hr/>

Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)

Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	—
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Reversal of previously recorded fair value gain of Investment Property	—
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	—
Sub-total	—
Adjusted Net Income/Loss	13,980,938,141

Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)

Depreciation on revaluation increment (after tax)	—
Sub-total	—

Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP

Amortization of the effect of reporting relief	—
Total amount of reporting relief granted during the year	—
Sub-total	—

Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution

Net movement of treasury shares (except for reacquisition of redeemable shares)	—
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	—
Net movement in deferred tax asset and deferred tax liabilities related to same transaction	63,805,443
Adjustment due to deviation from PFRS/GAAP - gain (loss)	—
Sub-total	63,805,443

Total Retained Earnings, end of the reporting period available for dividend

₱20,669,140,735

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
FOR THE YEARS ENDED DECEMBER 31, 2025 and 2024

Financial Soundness Indicators

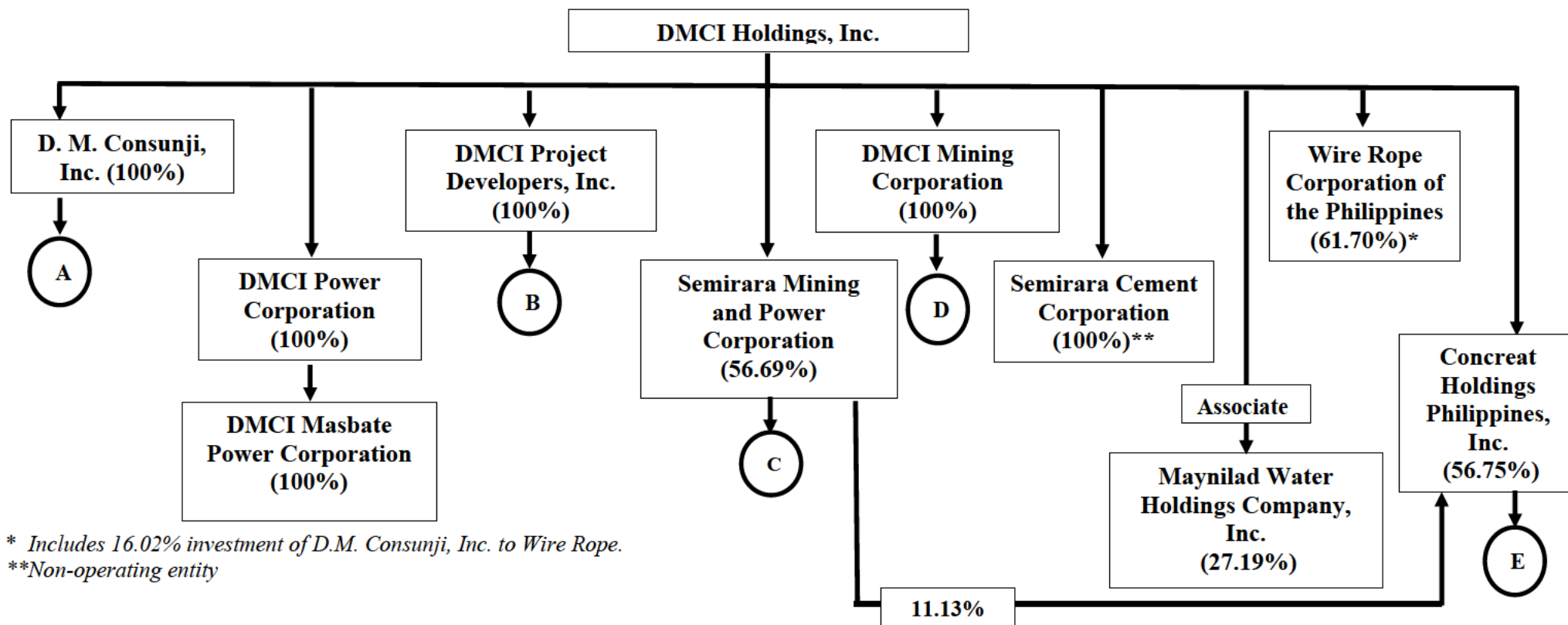
Below are the financial ratios that are relevant to the Group for the years ended December 31, 2025 and 2024:

Financial ratios	2025	2024
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	2.35:1
Acid-test ratio	$\frac{\text{Current assets less inventories}}{\text{Current liabilities}}$	1.42:1
Solvency ratio	$\frac{\text{Net income plus depreciation}}{\text{Total liabilities}}$	1.87:1
Debt to equity ratio	$\frac{\text{Interest-bearing loans}}{\text{Total equity}}$	0.05:1
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	1.26:1
Inventory turnover	$\frac{\text{Cost of sales}}{\text{Average inventory}}$	2:5:1
Accounts receivable turnover ratio	$\frac{\text{Net credit sales}}{\text{Average accounts receivable}}$	7.08:1
Interest rate coverage	$\frac{\text{Earnings before interest and taxes}}{\text{Interest paid}}$	60.06:1
Return on assets	$\frac{\text{Net income}}{\text{Average total assets}}$	0.25:1
Return on equity	$\frac{\text{Net income}}{\text{Average total equity}}$	0.33:1
Gross Margin ratio	$\frac{\text{Gross profit}}{\text{Sales}}$	0.49:1
Net profit margin ratio	$\frac{\text{Net income}}{\text{Sales}}$	0.30:1

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP

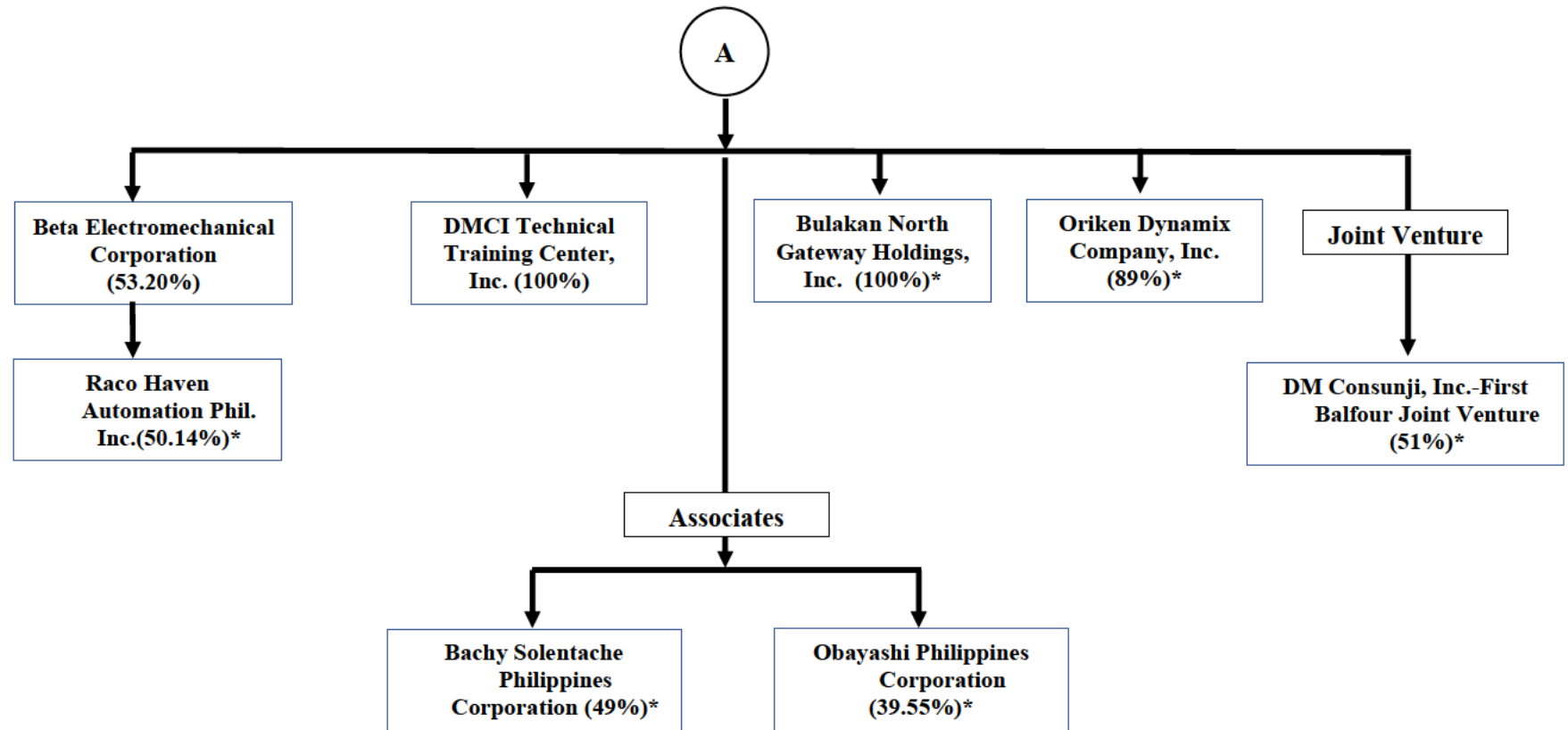
Group Structure

Below is a map showing the relationship between and among the Group as of December 31, 2025:

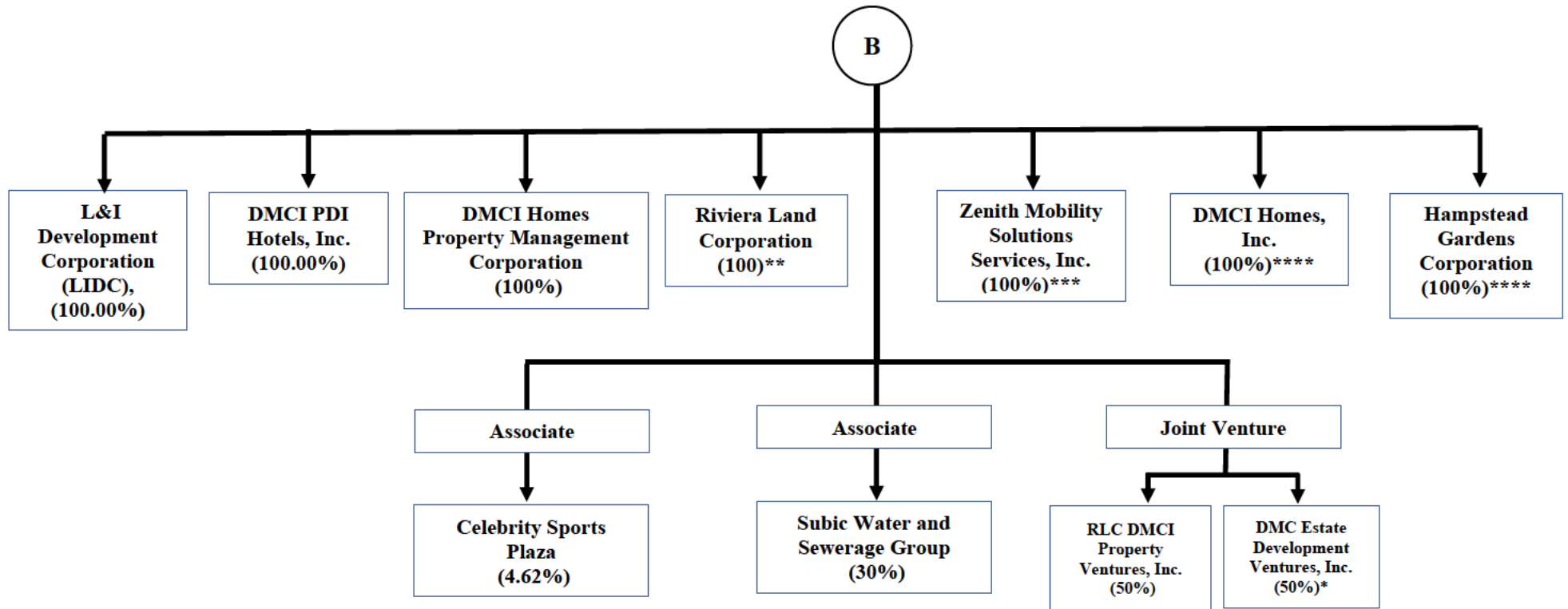


* Includes 16.02% investment of D.M. Consunji, Inc. to Wire Rope.

**Non-operating entity



**Non-operating entities*

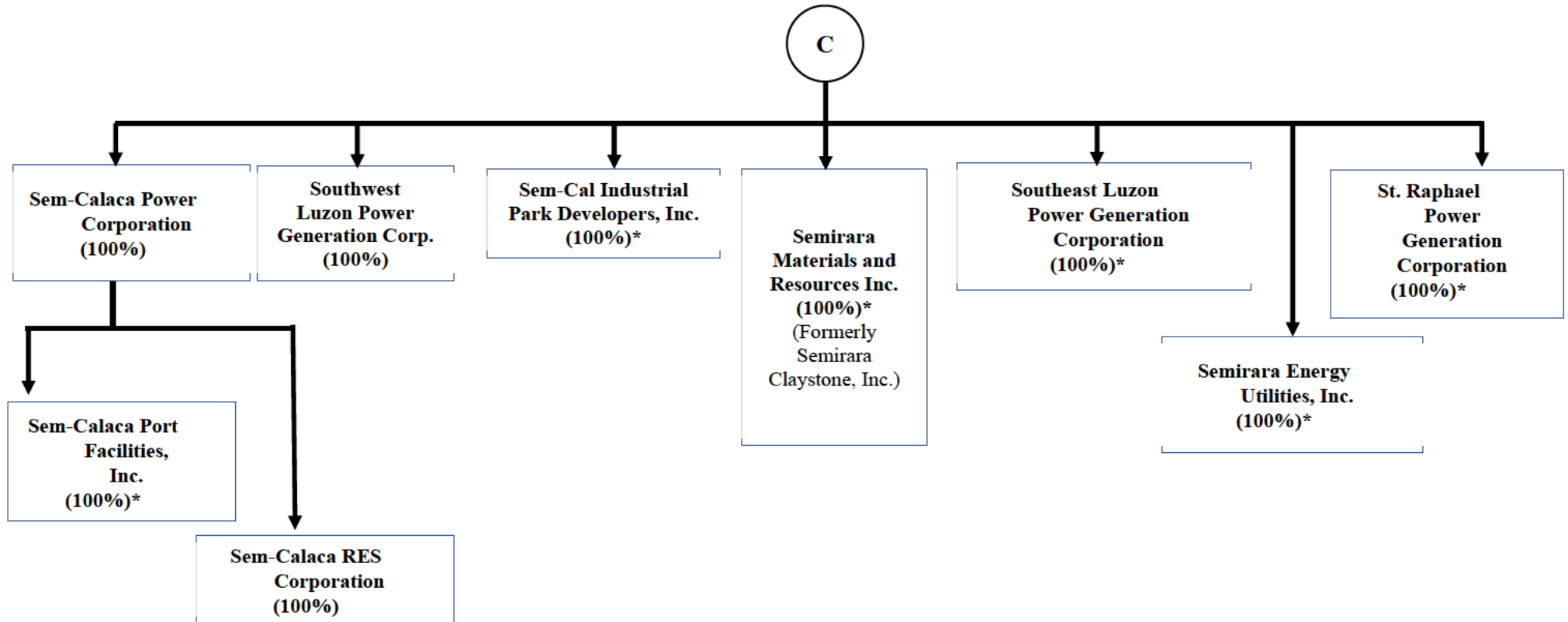


* Established in 2021

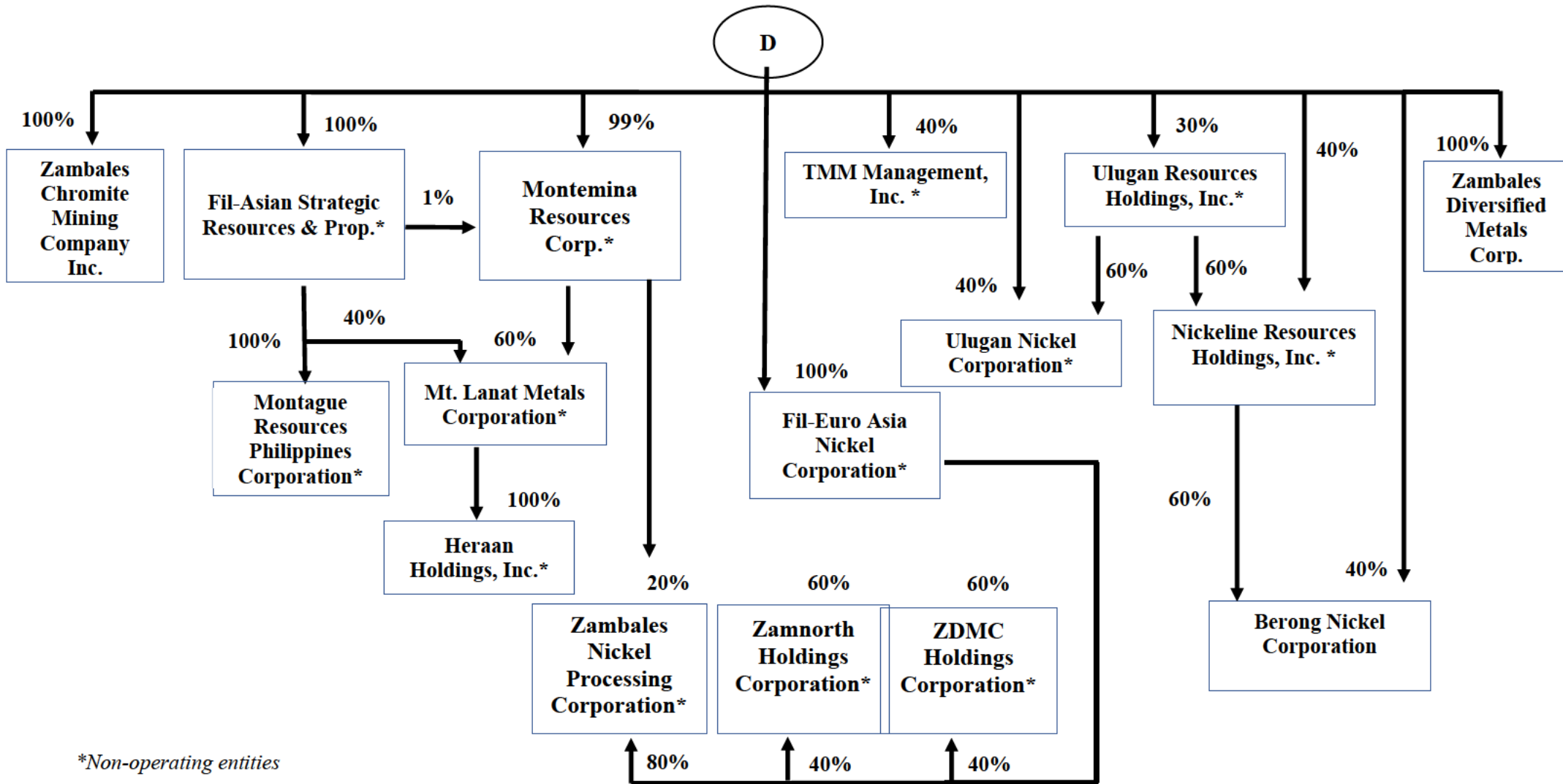
** Includes the 34.12% interest of DMCI

*** Equity interest increased from 51% to 100% in 2020

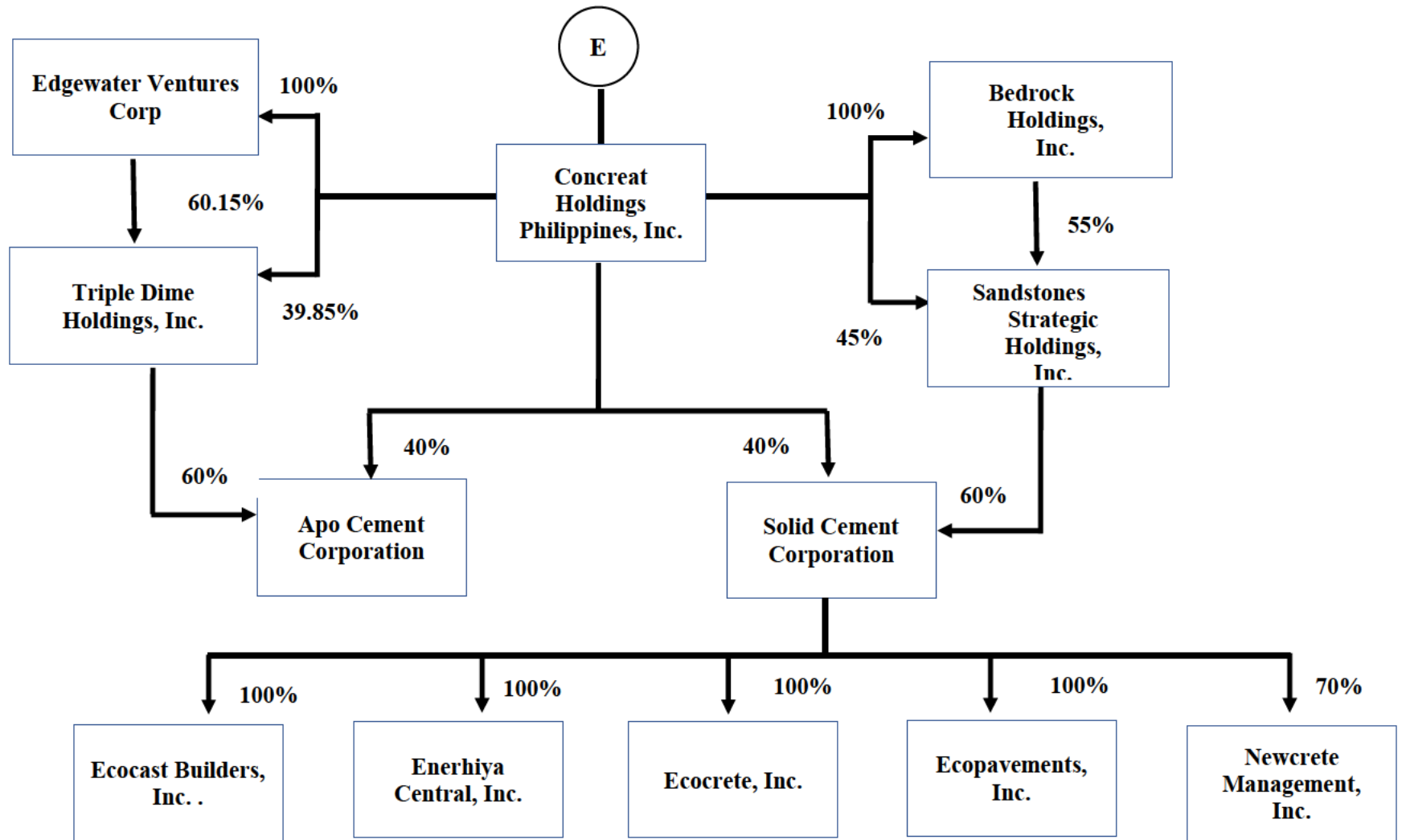
**** Liquidating as of December 31, 2025



**Non-operating entities*



**Non-operating entities*



SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES

SCHEDULE A: FINANCIAL ASSETS

DECEMBER 31, 2025

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Income received and accrued
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NOT APPLICABLE

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES

SCHEDULE B: AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDER (OTHER THAN RELATED PARTIES)

DECEMBER 31, 2025

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of period
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Not applicable. The Group's receivables from officers and employees pertain to ordinary purchases subject to usual terms, travel and expense advances and other transactions arising from the Group's ordinary course of business.

ANNEX C**SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES****SCHEDULE C: AMOUNTS RECEIVABLES/PAYABLES FROM/TO RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS****DECEMBER 31, 2025**

Name of Subsidiaries	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of period
Sem-Calaca Power Corporation	₱1,072,256,853	₱4,851,947,339	₱5,742,615,240	₱-	₱181,588,952	₱-	₱181,588,952
Semirara Materials and Resources, Inc.	229,496,656	2,110,938	-	-	231,607,594	-	231,607,594
Southwest Luzon Power Generation Corporation	88,308,700	1,866,918,402	1,841,873,114	-	113,353,988	-	113,353,988
Semirara Energy Utilities, Inc.	807,109	80,830	-	-	887,939	-	887,939
Southeast Luzon Power Generation Corporation	17,794,664	66,899	-	-	17,861,563	-	17,861,563
SEM-Cal Industrial Park Developers, Inc.	511,809	81,830	124,849	-	468,790	-	468,790
St. Raphael Power Generation Corporation	11,563,250	8,260	1,061,107	-	10,510,403	-	10,510,403
	₱1,420,739,041	₱6,721,214,498	₱7,585,674,310	₱-	₱556,279,229	₱-	₱556,279,429

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES

SCHEDULE D: LONG-TERM DEBT

DECEMBER 31, 2025

Title of issue and type of obligation	Amount authorized by indenture	Interest rates	Maturity date	Number of periodic installments	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet
Bank loans	₱1,400.00 million	Fixed annual interest rate of 4.97% per annum	Various quarterly maturities starting 2020 until 2027	Interest payable every 3 months, principal to be paid on maturity date	₱222,792,205	₱56,983,543
Bank loans	₱2,000.00 million	Fixed rate of 4.8760% for 5 years, repriced in 2024 using the two-year Bloomberg Valuation Service (BVAL) benchmark rate plus 60 basis points for the remainder of its tenor	Various quarterly maturities starting 2019 until 2026	Interest payable every 3 months, principal to be paid on maturity date	285,396,817	—
Bank loans	₱2,700.00 million	Fixed rate of 4.8770% for 5 years, using the two-year BVAL benchmark rate plus 60 basis points for the remainder of its tenor	Various quarterly maturities starting 2019 until 2026	Interest payable every 3 months, principal to be paid on maturity date	431,522,224	—
					₱939,711,246	₱56,983,543

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
SCHEDULE E: INDEBTEDNESS TO RELATED PARTIES
DECEMBER 31, 2025

Name of related party	Balance at beginning of period	Balance at end of period
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Not applicable. The Group currently has no noncurrent indebtedness to related parties.

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES
SCHEDULE F: GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2025

Name of issuing entity of securities guaranteed by the company for which this statements is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount of owned by person for which statement is filed	Nature of guarantee
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NOT APPLICABLE

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES

SCHEDULE G: CAPITAL STOCK

DECEMBER 31, 2025

Title of issue	Number of shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Related parties	Directors, officers and employees	Others
Common stock - ₱1 par value	10,000,000,000	4,250,547,620	—	2,978,812,281	96,984,204	1,174,751,135

ANNEX C

SEMIRARA MINING AND POWER CORPORATION AND SUBSIDIARIES

SCHEDULE H: External Auditor Fee-Related Information

DECEMBER 31, 2025

Below are the audit and non-audit fees (exclusive of out of pocket expenses and VAT) of the Group for the years ended December 31, 2025 and 2024:

	2025	2024
Total Audit Fees	₱7,735,000	₱7,229,206
Non audit service fees		
Climate change advisory services	3,170,558	2,517,500
Transfer pricing study update	104,000	200,000
Income tax compliance training	26,400	150,000
Total Non-audit Fees	3,300,958	2,867,500
Total Audit and Non-audit Fees	₱11,035,958	₱10,096,706