

**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 5, 2025, 10:00 a.m., to be conducted virtually at <https://www.semirarampc.com/asm>.**

Item 2. Instructions.

- (a) The stockholder of record must be duly accomplished the proxy as of 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@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 30, 2025, 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 minutes of previous Stockholders’ meeting held on May 6, 2024

For Abstain Against

2. Presentation and Approval of President’s Report

For Abstain Against

3. **Presentation and Approval of the Audited Financial Statements for 2024**

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 2025-2026**

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. Cesar A. Buenaventura | 9. Ferdinand M. dela Cruz* |
| 4. Herbert M. Consunji | 10. Roberto L. Panlilio* |
| 5. Maria Cristina C. Gotianun | 11. Francisco A. Dizon* |
| 6. Ma. Edwina C. Laperal | |
- *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, on the matter to acted upon at the annual stockholders' meeting to be held on May 5, 2025.

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).