

DRAFT | FOR APPROVAL BY STOCKHOLDERS

MINUTES OF THE STOCKHOLDERS' MEETING OF

APC GROUP, INC.

Held 28 June at 11:00 a.m.
Via Webinar (Zoom) link

DIRECTORS PRESENT:

WILLY N. OCIER	Chairman of the Board Director Chairman, Executive Committee Chairman, Compensation and Remuneration Committee
IAN JASON R. AGUIRRE	President & CEO Director Member, Executive Committee
JACKSON T. ONGSIP	Director Chairman, Risk Oversight Committee Member, Audit Committee Member, Corporate Governance Committee Member, Related Party Transactions Committee
RAFAEL M. ALUNAN III	Lead Independent Director Chairman, Audit Committee Member, Corporate Governance Committee Member, Related Party Transactions Committee Member, Risk Oversight Committee
EDMUNDO L. TAN	Director Member, Compensation and Remuneration Committee
VIRIGINIA A. YAP	Director Member, Executive Committee Member, Compensation and Remuneration Committee
JERRY C. TIU	Independent Director Chairman, Corporate Governance Committee Chairman, Related Party Transactions Committee Member, Audit Committee Member, Risk Oversight Committee

ALSO PRESENT:

RICHARD ANTHONY D. ALCAZAR	Corporate Secretary
MICHELLE T. HERNANDEZ	Contact for Stakeholders' Concerns/Host
MS. MARIE JOY T. CO	Compliance Officer and Treasurer
MS. CRISTINA CASTRO NUGUIT	Third Party Tabulator

Stockholders present in person or represented by proxy	3,973,119,155 constituting 52.95% of the total outstanding capital of the Corporation as of record date 31 May 2024 (Please see the Record of Attendance here attached as Annex "A")
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The representatives from the Company's external auditor, Reyes Tacandong & Co., were likewise in attendance to address questions from the stockholders during the meeting.

After the national anthem, the host, Ms. Michelle T. Hernandez welcomed everyone to the 2024 Annual Stockholders’ Meeting of APC Group, Inc. She welcomed the Board of Directors and officers who were present, namely:

Mr. Willy N. Ocier	-	Chairman of the Board
Mr. Ian Jason R. Aguirre	-	President and Chief Executive Officer
Mr. Jackson T. Ongsip		
Atty. Edmundo L. Tan		
Ms. Virginia A. Yap		
Mr. Rafael M. Alunan III	-	Lead Independent Director
Mr. Jerry C. Tiu	-	Independent Director
Atty. Richard Anthony D. Alcazar	-	Corporate Secretary
Ms. Marie Joy Co-Reyes	-	Compliance Officer
Representatives from Reyes Tacandong & Company.		

I. CALL TO ORDER

Mr. Willy N. Ocier, the Chairman of the Board, welcomed the stockholders, called the meeting to order, and presided over the proceedings. The Corporate Secretary, Atty. Richard Anthony D. Alcazar, recorded the minutes of the meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that the notice of the annual stockholders’ meeting and the Definitive Information Statement, along with the Corporation’s “Guidelines for Participation via Remote Communication and Voting in Absentia” were uploaded via PSE EDGE on May 22, 2024 and posted on the Corporation’s website beginning on the same day. In addition, the Corporate Secretary also certified that the notices of the meeting were distributed electronically and by courier to the shareholders starting on May 23, 2024.

The Chairman inquired from the Corporate Secretary whether there was a quorum for the transaction of business by the stockholders.

The Corporate Secretary certified that based on record, stockholders who have registered and participated in the meeting, personally and by proxy, represented **3,973,119,155** common shares, constituting **52.95%** of the total outstanding capital stock of the Corporation as of record date May 31, 2024.

The Corporate Secretary then certified that there was a quorum for the meeting. He then acknowledged the presence of Ms. Cristina Castro Nuguit who has been engaged as third-party tabulator of votes cast for the meeting. Furthermore, he informed all stockholders and other participants that the meeting would be recorded

The Chairman then declared the existence of quorum and explained that though the holding of the meeting was in a virtual format, it was the desire of the Company to provide the stockholders the opportunity to participate in said meeting to the same extent possible as in an in-person meeting.

He then invited everyone to listen to a brief discussion on the rules of conduct and voting procedures for the meeting.

The Corporate Secretary discussed the rules of conduct and voting procedures set forth in the Definitive Information Statement and in the Notice of Annual Stockholders’ Meeting, in accordance with the rules of the Securities and Exchange Commission, as follows:

First, stockholders who notified the Corporation of their intention to participate in this meeting by remote communication have sent their questions or comments through the e-mail address provided for the purpose.

Stockholders now participating through the livestream can continue sending more questions throughout the duration of the meeting through the Q&A button located at the bottom of your screens.

Second, some of the questions or comments received will be read out during the Open Forum, after all matters in the agenda are concluded.

As the time dedicated for the meeting, however, is limited, the questions and comments which will not be read out and responded to during the meeting will be answered by the appropriate officers of the Corporation concerned.

Third, resolutions will be proposed for adoption by the stockholders for each of the items in the Agenda for the meeting. Each proposed resolution will be shown on the screen as the same is being taken up.

Finally, we have tabulated the votes cast as of **June 25, 2024**. These votes are from stockholders owning **3,973,119,155** voting shares, representing **52.95%** of the total outstanding voting shares. The results of this preliminary tabulation will be referred to when the voting results are reported out throughout the meeting.

The results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reflected in the Minutes of this Meeting.

III. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING.

The Chairman proceeded to the next item in the agenda which was the approval of the minutes of the previous annual meeting of the stockholders held on June 22, 2023 posted on the Corporation’s website several days after its adjournment. A copy of the minutes is also appended to the Definitive Information Statement posted on the PSE EDGE and the Corporation’s website. The minutes reflect the proceedings of the last annual meeting, including resolutions adopted and approved, with corresponding tabulation of votes for each item then for approval.

Upon inquiry from the Chair, the Corporate Secretary reported that based on the tabulation of votes, 100% of the shareholders present voted in favor of the approval. Below was the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,973,119,155	100%	0	0%	0	0%

The Chairman then declared that the motion was carried and the minutes were approved, and the following resolution was passed and adopted:

“RESOLVED, that the Minutes of the Annual Stockholders’ Meeting of APC Group, Inc. held on June 22, 2023 is approved.”

The Corporate Secretary was requested by the Chairman to ensure that the minutes of the meeting reflect he tabulation of the votes for all agenda items requiring stockholder approval.

IV. APPROVAL OF THE 2023 OPERATION AND RESULTS

The Chairman proceeded to the next item in the agenda which is the approval of the 2023 operations and results of the Corporation. The Chairman explained that the copies of the Corporation’s Definitive Information Statement and the accompanying Annual Report had been sent and made available to all stockholders several weeks prior to the meeting, and the same were likewise posted in the Corporation’s website. The Annual report contains the summaries of operations and the Audited Financial Statements of the Corporation for the Year 2023. The Information Statement and Annual report likewise contains the items required under Section 49 of the Revised Corporation Code.

The Chairman then requested the President and CEO, Mr. Ian Jason Aguirre, to render his report on the Company's results of operations for 2023. The President reported as follows:

"Good morning and welcome everyone. Mr. Chairman, members of the Board of Directors and fellow shareholders. Thank you for joining us today.

I am pleased to report that your Company, through its subsidiary Aragorn Power and Energy Corporation or APEC, continues to move forward in its Kalinga Geothermal Project (KGP). In July of 2023, APEC was awarded a new Geothermal Service Contract (GSC), denominated as the South West Kalinga Geothermal Project, which has a fresh 25-year term inclusive of a 7-year exploration period. Furthermore, in early 2024, the DOE granted our request for an extension of our existing Kalinga GSC.

With the newly awarded South West Kalinga GSC, APEC will proceed to conduct exploration activities in the South West portion of the contract area through 3G surveys and eventual exploratory and appraisal drilling. To date, Information Education and Communication campaigns are ongoing as well as community engagement meetings, all in preparation for the 3G surveys.

With the favorable approval of the contract term extension for the old Kalinga GSC, exploration activities will continue with the objective of eventually leading to the resumption of drilling operations within the project's contract area.

Your Company continues its commitment to build long-lasting relationships with its host communities through the furtherance of its educational assistance and tree-planting activities within the 8 ancestral domains in its contract area. To date, the Project has already extended scholarships to 410 grantees and has produced 349 graduates in various courses of study inclusive of 62 licensed professionals. In fact, five (5) scholar graduates in engineering and geology have been hired for the Project. Scholarship accounts for 29% of our Community Development expenditures. We have also planted more than 100 native bamboo and guyabano seedlings in landslide prone areas within our service contract.

At this point, let me briefly go through the Company's financial performance in 2023. For your reference, the details of the financial statements are contained in the Information Statement sent to the stockholders.

- The Company recorded consolidated assets of P269.0 million, higher by 0.4% from P259.6 million in 2022.*
- Total liabilities is at P115.6 million, with a 3% or P3.3 million increase versus last year.*
- For the year, the Company recognized P13.7 million in revenues, mainly brought about by the one-time proceed from the settlement of long-outstanding claim. General and admin costs is 26% higher from the previous year due to the legal fees incurred attributable to the settlement of the claim. This resulted to a significant improvement in the total comprehensive income versus last year. Overall, stockholder's equity ended at P153.4MM, higher by 4% vs. last year due to income recognized by the Company.*

I am also pleased to share with you that your Company received a 2 Golden Arrow Award, being recognized by the Institute of Corporate Directors as one of the top Philippine publicly listed companies in corporate governance based on the 2022 ASEAN Corporate Governance Scorecard (ACGS) results.

Looking forward, we are excited to build on our current momentum. With the awarding of the new SW Kalinga GSC and extension of our existing Kalinga GSC, the Company remains focused on its mission of creating value for our investors and our stakeholders.

I want to extend my thanks to our dear shareholders, for your continued patience, trust and confidence, to our Board of Directors, for their counsel, support and wisdom, and to our employees for their hard work and dedication. We look forward to working together with our many stakeholders in order to advance our project and create more value in the future.

Thank you and good day to everyone.

The Chairman then requested Corporate Secretary to announce the results of the voting for the approval of the 2023 Operations and Results of the Corporation which were appended to the Definitive Information Statement, the 2023 Annual Report and the Consolidated Audited Financial Statements of the Corporation as of December 31, 2023 as audited by Reyes Tacandong & Co.

The Corporate Secretary reported that based on the tabulation of votes, 100% of the shareholders present voted in favor of the approval. Below was the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,973,119,155	100%	0	0%	0	0%

The Chairman then declared that the motion was carried and the minutes were approved, and the following resolution was passed and adopted:

“**RESOLVED**, That the 2023 Annual Report, 2023 Consolidated Audited Financial Statements of APC Group, Inc., and the Corporation’s 2023 Operations and Results are approved.”

V. **Approval and Ratification of the Acts of the Board of Directors and Management**

The next item in the agenda was the approval and ratification of the acts of the Board of Directors and Management during their term of office. The Chairman explained that the summary of these acts could be found in the Definitive Information Statement that was made available to all stockholders.

Upon inquiry from the Chair, the Corporate Secretary reported that based on the tabulation of votes, 100% of the shareholders present voted in favor for the approval and ratification. Below was the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,973,119,155	100%	0	0%	0	0%

The Chairman then declared that the motion was carried and the minutes were approved, and the following resolutions were passed and adopted:

“**RESOLVED**, that all acts, transactions and contracts entered into as well as resolutions made and adopted by the Board of Directors, Board Committees, and Management of APC Group, Inc. (the ‘Corporation’) from the date of the last Annual Stockholders’ Meeting up to the date of meeting are approved, ratified, and confirmed.

“**RESOLVED FINALLY**, that all acts, proceedings, elections and appointments performed or taken pursuant to the foregoing resolution, be in all respects approved, ratified and confirmed.”

VI. **ELECTION OF DIRECTORS FOR 2024-2025**

The next item in the agenda was the election of directors for the year 2024-2025. The Chairman requested the Corporate Secretary to announce the nominees.

The Corporate Secretary announced the following nominees, prequalified by the Corporate Governance Committee, for the election to the Board for 2024-2025:

- 1. Willy N. Ocier
- 2. Ian Jason R. Aguirre
- 3. Armin Antonio B. Raquel Santos
- 4. Edmundo L. Tan

- 5. Virginia A. Yap
- 6. Rafael M. Alunan III as Independent Director
- 7. Jerry C. Tiu as Independent Director

Upon inquiry from the Chair, the Corporate Secretary announced the tabulation of the votes received and cast in favor of the said nominees, as follows:

Nominee	Number of shares voting in favor	%
Willy N. Ocier	3,973,119,155	100%
Ian Jason R. Aguirre	3,973,119,155	100%
Armin Antonio B. Raquel Santos	3,973,119,155	100%
Edmundo L. Tan	3,973,119,155	100%
Virginia A. Yap	3,973,119,155	100%
Rafael M. Alunan III	3,973,119,155	100%
Jerry C. Tiu	3,973,119,155	100%

The Corporate Secretary announced that since there were only seven (7) nominees and with the votes received, all nominees have obtained sufficient votes for election. The following resolution was then passed and approved:

“RESOLVED, that the following persons are elected directors of APC Group, Inc. for a period of one (1) year until their successors shall have been duly elected and qualified.

WILLY N. OCIER
IAN JASON R. AGUIRRE
ARMIN ANTONIO B. RAQUEL SANTOS
EDMUNDO L. TAN
VIRGINIA A. YAP

Independent Directors

RAFAEL ALUNAN III
JERRY C. TIU

The Chairman then congratulate the newly elected members of the Board. On behalf of the Board of Directors, he expressed gratitude to Mr. Jackson Ongsip for his valuable contributions to the Company as one of its directors and former President and CEO. He proceeded to wish him well in all his endeavours.

VII. APPOINTMENT OF EXTERNAL AUDITOR

The next item in the agenda was the appointment of the Company’s External Auditor for 2024. The Corporate Secretary informed the shareholders that the Audit Committee had pre-screened and recommended, and the Board had endorsed for consideration of the stockholders, the appointment of Reyes Tacandong & Co. as the Corporation’s external auditor for 2024.

Upon inquiry from the Chair, the Corporate Secretary reported that based on the tabulation of votes, 100% of the shareholders present voted in favor for the approval and ratification. Below was the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
3,973,119,155	100%	0	0%	0	0%

Accordingly, the following resolution was passed and approved:

“RESOLVED that Reyes Tacandong & Co. is appointed as the External Auditor of APC Group, Inc. for 2024, under such terms and conditions as may be approved by the Board.”

The Chairman then announced that as stated in the Definitive Information Statement, all stockholders of record were allowed to submit questions via email to apc_governance@bellocorp.com, and through the live comments broadcast section of the proceedings. He added that for those not entertained due to time constraints, the Corporation will endeavor to respond to their questions via email.

Upon request of the Chair, the host read the following question sent via email:

“How can the Project improve to the energy crisis in the Philippines?”

The President and Chief Executive Officer, Mr. Ian Jason Aguirre gave the following reply:

The Project aims to support the National Renewable Energy Program (NREP) 2020-2040, the government’s commitment to expanding the country’s renewable energy generation by 35% in 2030 and 50% by 2040. An additional capacity of about 700 MW is targeted for geothermal.

The other question that was sent to us states: “Do you have plans to enter into other renewable energy aside from geothermal?” to which Mr. Aguirre replied:

Currently, the Company is focused on its existing Geothermal Service Contracts, but is still open to enter into other renewable energy source Opportunities such as wind energy, if feasible, maybe explored within the same contract area as geothermal

VIII. OTHER MATTERS

The Chairman inquired if there were other matters that could properly be taken up at this meeting. The Corporate Secretary confirmed that there was none.

IX. ADJOURNMENT

There being no further business to transact, the meeting was, upon motion duly made and seconded thereupon, adjourned. The Chairman thanked everyone who attended the stockholders’ meeting.

CERTIFIED CORRECT:



RICHARD ANTHONY D. ALCAZAR
Corporate Secretary

ATTESTED BY:

WILLY N. OCIER
Chairman