

COVER SHEET

C	S	2	0	0	9	0	9	2	3	3
---	---	---	---	---	---	---	---	---	---	---

[illegible][illegible]

(Company's Full Name)

L	E	V	E	L		3	B	,		1	1	1		P	A	S	E	O		D	E		R	O	X	A	S							
B	U	I	L	D	I	N	G	,		P	A	S	E	O		D	E		R	O	X	A	S											
A	V	E	N	U	E		C	O	R	N	E	R		L	E	G	A	Z	P	I		S	T	R	E	E	T	,						
L	E	G	A	S	P	I		V	I	L	L	A	G	E	,		M	A	K	A	T	I		C	I	T	Y							

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

ATTY. JANINA C. ARRIOLA
(Compliance Officer)

Contact Person	
----------------	--

(+632) 8813 4678

Company's Telephone Number

0	6	3	0
---	---	---	---

Month

Fiscal Year

3	0
---	---

Day

I-ACGR

FORM TYPE

12 10

Month	Day
-------	-----

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders.

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document I.D.

Cashier

STAMP

Remarks=pls. use black ink for scanning purpose

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Contains CG Practices/ Policies, labelled as follows: (1) "Recommendations" – derived from the CG Code for PLCs; (2) "Supplement to Recommendation" – derived from the PSE CG Guidelines for Listed Companies; (3) "Additional Recommendations" – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and (4) "Optional Recommendation" – practices taken from the ASEAN Corporate Governance Scorecard *Items under (1) – (3) must be answered/disclosed by the PLCs following the "comply or explain" approach. Answering of items under (4) are left to the discretion of PLCs.	The company shall indicate compliance or non-compliance with the recommended practice.	The company shall provide additional information to support their compliance with the recommended CG practice	The PLCs shall provide the explanations for any non-compliance, pursuant to the "comply or explain" approach. Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company. *"Not Applicable" or "None" shall not be considered as sufficient explanation

C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **30 June 2025**
2. SEC Identification Number **CS200909233** 3. BIR Tax Identification No. **007-315-916**
4. Exact name of issuer as specified in its charter **ALTERNERGY HOLDINGS CORPORATION**
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6.  (SEC Use Only)
Industry Classification Code:
7. **Level 3B, 111 Paseo de Roxas Building, Makati City**
Address of principal office
- 1229**
Postal Code
8. **(+632) 8813 4678**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT of
ALTERENERGY HOLDINGS CORPORATION**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	The Board is composed of directors with diverse backgrounds, competence, and experience that are relevant to their functions and to the renewable energy industry. Each director's qualifications, industry knowledge, professional experience, and expertise are provided on the Company's website at https://www.alternenergy.com/board-of-directors To ensure the continuing qualification of each director as well as to maintain the professional competence of the members of the Board, the Company's Manual on Corporate Governance (the "CG Manual") mandates that the Board shall be comprised of directors "with a collective working knowledge, experience or expertise that is relevant to the Company's renewable energy sector. The Board always ensures that it has an	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		

		appropriate mix of competence and expertise and that the directors remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.” The Company’s Updated CG Manual may be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf In addition, the Corporate Governance Committee (the “CGC”), under its charter and as part of the Company’s Nomination and Election Process under Part IV (C) of the CGC charter, is tasked to “develop criteria for identifying, selecting and evaluating candidates for the Board including guidelines for assessing their independence. Amongst these criteria are desired board skills and attributes, business and management experience, diversity of talents, background, perspectives, ability to devote the time and effort necessary to fulfill the responsibilities as a Board member, and familiarity with the business and relevant regulatory requirements. The process shall also include monitoring the qualifications of the directors and the grounds for the	
--	--	--	--

		disqualification of a director.” The CGC shall [also] “identify and recruit qualified director candidates for the Board and review director candidates recommended and nominated validly by the shareholders or directors of the Company”; and “review and evaluate the qualifications of all persons nominated to the Board, in relation to the criteria set forth in the Manual, the Company By-Laws, and applicable regulations, including whether the candidates: (a) possess the knowledge, skills, experience, and in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity’s business and risk profile; (b) have a record of integrity and good repute; (c) have sufficient time to carry out their responsibilities; and (d) have the ability to promote a smooth interaction between Board members.” Further, the CGC Charter mandates that the CGC “conduct a periodic review of the Board’s committee structure, including evaluation of board size, composition and activities, practices, committees and committee membership. Review and recommend to the Board concerning qualifications, appointment, removal and replacement of directors and committee members.”	
--	--	---	--

		For the detailed functions of the CGC relevant to the Nomination and Election Process, please see the CGC Charter on the Company's website at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	NON-COMPLIANT		While a majority of the members of the Board of Directors are executive directors (Messrs. Vicente Pérez, Jr. Gerry P. Magbanua, Knud Hedeager, Eduardo Martinez Miranda, Michael James Lichtenfeld, and Janina C. Arriola), or six (6) out of nine (9) directors, the diverse backgrounds and expertise and proven integrity of each such executive director ensures fealty to the interests of the Company and to the principles of good corporate governance. The current Board composition complies with the mandate of the Company's CG Manual which requires that "a majority of directors [must] possess the necessary qualifications to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances." See Part I(A)(3) of the CG Manual. The Company's CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf

			Each director's qualifications, industry knowledge, professional experience, and expertise are provided in the Company's website at https://www.alternergy.com/board-of-directors
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Part I(B) of the CG Manual provides that the Company must "conduct an orientation program for first-time directors to ensure that they are appropriately apprised of their duties and responsibilities, before beginning their directorships; and relevant annual continuing training for all incumbent directors which will promote an effective board performance and continuing qualification of the directors in carrying-out their duties and responsibilities." In addition, Part IV (7) of the CGC Charter mandates the adoption of a system "on the training of directors which shall include an orientation program for first-time directors and relevant annual continuing training for all directors. The orientation program shall cover topics on corporate governance mandated by the Securities and Exchange Commission ("SEC") and an introduction to the Company's business, corporate/charter documents, and Company policies." The training referred to shall concern courses on corporate governance matters relevant to the Company, including audit, internal	

		control, risk management, sustainability, and strategy. The Company's CG Manual can be viewed on the Company's website at on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf, while the Company's CGC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf Until the covered period of 31 December 2025, the following Directors attended the respective trainings/seminars: Chairman Perez, Jr. : -25 July 2025 BDO 2025 Corporate Governance Seminar conducted by Professor Ian Goldin / Mr. Steve Martin / Mr. Shai Ganu -10 Sep 2025 Center for Global Best Practices "Strategic Thinking for Board Directors and Leaders" President Magbanua: -10 Sep 2025 Center for Global Best Practices "Strategic Thinking for Board Directors and Leaders" Director Hedeager:	
--	--	---	--

		-10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” Director Atty Arriola: - 10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” -24 Mar 2026 Center for Global Best Practices “Best Leadership Practices for Fast and Effective Change Management” Director Lichtenfeld: -10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” Director Miranda: -10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” Ind. Director Español: -24 Jan 2025, Bankers Institute of the Philippines, Inc. “BSP Guidelines on the Implementation of the Environment and Social Risk Management System” -28 Jan 2025, Bankers Institute of the Philippines, Inc. “The National Retail Payment	
--	--	---	--

		System Framework and the National Payment Systems Act and Digitalization Initiatives” -17 and 24 Jan 2025, Dante T. Fuentes “Corporate Governance for Banks/Quasi-Banks” -13 Feb 2025, Bankers Institute of the Philippines, Inc. “Enterprise Risk Management “Next Level Understanding” -18 Feb 2025, Anti-Money Laundering Council “Anti-Money Laundering Law and Counter-Terrorism Financing” -19 Feb 2025, Bankers Institute of the Philippines, Inc. “Rules & Regulations on Currency Notes & Coins (Legal, Technical & Practical Aspects)” -21 Feb 2025, “12th SEC Corporate Governance Forum” -26 Feb 2025, Anti-Money Laundering Council “Targeted Financial Sanctions” -21 Nov 2025, “12th SEC Corporate Governance Forum” Ind. Director Domingo	
--	--	---	--

		-25 July 2025, BDO Unibank “2025 Annual Corporate Governance” Lead Ind. Director Marcial -13 Oct 2025, BPI AIA “IC Mandated Training Session” -4 Nov 2025, Ayala Corporation “2025 Integrated Corporate Governance, Risk Management and Sustainability Summit” -14 Apr 2026, BPI “BPI AI Roadshow – Showcasing AI-Driven Transformation”	
2. Company has an orientation program for first time directors.	COMPLIANT	Part I(B) of the CG Manual provides that the Company must “conduct an orientation program for first-time directors to ensure that they are appropriately apprised of their duties and responsibilities, before beginning their directorships; and relevant annual continuing training for all incumbent directors which will promote an effective board performance and continuing qualification of the directors in carrying-out their duties and responsibilities.”	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	In addition, Part IV (4) and (6) of the CGC Charter puts it upon the CGC to “recommend continuing education/training programs for directors xxx” and “propose and plan relevant trainings for the members of the Board”, and in Part IV (7) of the CGC Charter, to ensure that a system is adopted “on the	

		training of directors which shall include an orientation program for first-time directors and relevant annual continuing training for all directors. The orientation program shall cover topics on corporate governance mandated by the Securities and Exchange Commission (“SEC”) and an introduction to the Company’s business, corporate/charter documents, and Company policies.” The training referred to shall concern courses on corporate governance matters relevant to the Company, including audit, internal control, risk management, sustainability, and strategy. The Company’s CG Manual can be viewed on the Company’s website at on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf, while the Company’s CGC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf. Chairman Perez, Jr. : -25 July 2025 BDO 2025 Corporate Governance Seminar conducted by Professor Ian Goldin / Mr. Steve Martin / Mr. Shai Ganu	
--	--	---	--

		-10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” President Magbanua: -10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” Director Hedeager: -10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” Director Atty Arriola: - 10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” -24 Mar 2026 Center for Global Best Practices “Best Leadership Practices for Fast and Effective Change Management” Director Lichtenfeld: -10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders” Director Miranda: -10 Sep 2025 Center for Global Best Practices “Strategic Thinking for Board Directors and Leaders”	
--	--	---	--

		Ind. Director Español: -24 Jan 2025, Bankers Institute of the Philippines, Inc. “BSP Guidelines on the Implementation of the Environment and Social Risk Management System” -28 Jan 2025, Bankers Institute of the Philippines, Inc. “The National Retail Payment System Framework and the National Payment Systems Act and Digitalization Initiatives” -17 and 24 Jan 2025, Dante T. Fuentes “Corporate Governance for Banks/Quasi-Banks” -13 Feb 2025, Bankers Institute of the Philippines, Inc. “Enterprise Risk Management “Next Level Understanding” -18 Feb 2025, Anti-Money Laundering Council “Anti-Money Laundering Law and Counter-Terrorism Financing” -19 Feb 2025, Bankers Institute of the Philippines, Inc. “Rules & Regulations on Currency Notes & Coins (Legal, Technical & Practical Aspects)” -21 Feb 2025, “12th SEC Corporate Governance Forum”	
--	--	--	--

		-26 Feb 2025, Anti-Money Laundering Council “Targeted Financial Sanctions” -21 Nov 2025, “12th SEC Corporate Governance Forum” Ind. Director Domingo -25 July 2025, BDO Unibank “2025 Annual Corporate Governance” Lead Ind. Director Marcial -13 Oct 2025, BPI AIA “IC Mandated Training Session” -4 Nov 2025, Ayala Corporation “2025 Integrated Corporate Governance, Risk Management and Sustainability Summit” -14 Apr 2026, BPI “BPI AI Roadshow – Showcasing AI-Driven Transformation”	
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	Part I(C) of the Company’s CG Manual declares it a Company policy to “[encourage] diversity in its Board, which may refer to distinctions in age, ethnicity, culture, skills, competence, knowledge, gender, among other things. A diverse Board promotes different perspectives and ideas and mitigates groupthink to achieve optimal decision-making.” In addition, the CGC is mandated under its charter (Part IV (C) (1)) to develop criteria to identify, select, and evaluate	

		candidates for the Board. These criteria include "diversity of talents, background, [and] perspectives", among others. The Company's CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf, while the Company's CGC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf. Out of a total of nine (9) seats in the Board, three (3) are occupied by women; namely, Independent Directors Ms. Ma. Theresa Marcial and Ms. Marivic España, and Atty. Janina Arriola.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.			
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	Atty. Melissa R. Lichaytoo was (re)elected as Corporate Secretary of the Company at the Organizational Meeting of the Board on 10 December 2025. She is a separate individual from the Company's Compliance Officer (who is currently Atty.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		

		Janina C. Arriola) and is not a member of the Board. The Corporate Secretary's qualifications, duties and functions can be found in the Company's Amended By-Laws, Article V, Section 5, and in Part I(D) of the CG Manual. The By-Laws can be viewed at https://www.alternergy.com/files/ugd/941b16_1f4894f07f444f618d05223e68b34156.pdf while the CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf. Atty. Lichaytoo's professional expertise and experience can be viewed at https://www.alternergy.com/board-of-directors.	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Atty. Lichaytoo attended the Advanced Corporate Governance Training facilitated by the Institute for Corporate Directors on 5 Nov2025 and the Targeted Financial Sanctions (TFS) Course facilitated by the AMLC on 11 Feb 2026.	
Optional: Recommendation 1.5			

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.			
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	The CG Manual prescribes the appointment of a Compliance Officer who must have those qualifications set out in Part I (E) (1), <i>to wit</i> : the Compliance Officer must have “adequate stature and authority in the Company, who shall report directly to the Chairman. The Compliance Officer should not be a member of the Board of Directors and should annually attend a training on corporate governance.”	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		
3. Compliance Officer is not a member of the board.	NON-COMPLIANT	The Compliance Officer’s duties and responsibilities are set out in Part I (E) (2) of the CG Manual. The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf. Atty. Janina C. Arriola, Vice President and General Counsel, was appointed as Compliance Officer by the Board at its organizational meeting on 11 December 2024. Her professional experience can be viewed on the Company’s website at https://www.alternenergy.com/board-of-directors.	Atty. Arriola currently sits as a member of the Board of Directors of the Company, while functioning as the Compliance Officer. This circumstance was brought about by the absence of any other qualified senior officer within the Company who can perform the functions of a Compliance Officer. However, the Company intends to engage or employ a senior officer who will subsequently be appointed as Compliance Officer in place of Atty. Arriola. The process for such engagement or employment is ongoing.

		Atty. Arriola is not technically a “Senior” Vice President, as the title of Senior Vice President does not exist within the Company’s organizational structure. She is, however, Vice President, General Counsel, and Chief Sustainability Officer, and is a member of senior management and of the Company’s Executive Committee, and is generally highly regarded within the organization owing to her years of experience in the energy industry and her unique expertise in power project development, financing, and contracts management, among others.	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	The CG Manual, Part I(E)(1), requires the Compliance Officer to attend a training on corporate governance “annually.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf. Atty. Arriola participated in the “Strategic Thinking for Board Directors and Leaders” training on 10 Sep 2025 facilitated by the Center for Global Best Practices and periodically attends lectures relevant to corporate governance as part of her Mandatory Continuing Legal Education trainings.	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Part II of the Company's CG Manual expressly provides that "The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the Company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders and other stakeholders." Part II (1) goes further to declare that "The Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company and all shareholders." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf. The following excerpts (taken from approved Minutes of Meetings of the Board) show the directors asking questions, clarifications, and explanations to certain Management reports:	

		1. At the 04 Feb 2025 Regular Board meeting: <i>Minutes of the Regular Meeting of the Board of Directors of Altenergy Holdings Corporation Held on 4 February 2025 Page 3 of 5</i> The Corporation's tax advisor, SGV, proposed that [REDACTED] Upon inquiry of Ms. Marivic Espano, Mr. Magbanua clarified that [REDACTED] and further explained the [REDACTED] X X X Upon inquiry of Ms. Espano on the risks attached to hydro projects, Mr. Hedeager confirmed that prior to any project, Management fully investigates what resources and technologies are key for the project. [REDACTED] [REDACTED] Projects, are, however designed to meet particular demand of the area. Thereafter a promotional video for the Corporation and its projects were presented to the directors. 2. At the 29 April 2025 Regular Board meeting: Upon inquiry of Ms. Marcial, Mr. Magbanua clarified that [REDACTED] Mr. Gregory Domingo requested for a cash flow projection for the next 2 years. In reply to the query of Mr. Domingo, (i) Mr. Magbanua clarified that [REDACTED] [REDACTED] [REDACTED] Mr. Magbanua and Mr. Lichtenfeld thereafter presented the timeline, process, and proposed projects of the Group [REDACTED] In reply to the query of Ms. Marcial as to how Management determines the minimum nominal price, Mr. Lichtenfeld explained that [REDACTED] 3. At the 15 July 2025 Special Board meeting:	
--	--	---	--

		Upon inquiry of Mr. Gregory Domingo, Mr. Magbanua explained that “P” means probability and that the higher the probability, the lower the volume generated. Mr. Magbanua confirmed Ms. Maria Theresa Marcial’s understanding that based on industry practice, debts are considered to be closer to P75 while equity investments normally track P50 levels. Mr. Perez further added that banks calculate based on P90 to ensure that the debt is serviced without any return to the equity owner. Upon further inquiry of Ms. Marcial, Mr. Magbanua informed the Board that [REDACTED] X X X Upon inquiry of Ms. Marcial, Ms. Diaz confirmed that [REDACTED] Upon motion duly made and seconded, the following resolution was approved: 4. At the 23 September 2025 Regular Board meeting: Upon inquiry of Ms. Marcial, Mr. Magbanua clarified that both the Alabat and Tanay Wind Projects [REDACTED] [REDACTED] Mr. Knud Hedeager also explained that [REDACTED] With two projects moving their operations date in 2026, Ms. Maria Victoria Espano inquired as to how this will affect the targets for FY 2026 and the Corporation’s ability to finance current loan obligations. In reply, Mr. Magbanua informed the Board that [REDACTED] Upon inquiry of Mr. Gregory Domingo, Mr. Magbanua and Mr. Arman Ang explained that the [REDACTED] X X X Upon inquiry by Ms. Marcial, Mr. Magbanua confirmed that [REDACTED] [REDACTED] Upon further inquiry of Mr. Domingo, Mr. Magbanua informed the Board that [REDACTED]	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company’s business objectives and strategy.	COMPLIANT	Part II (2) of the Company’s CG Manual provides that “The Board should oversee the development of and approve the company’s business objectives and strategy, and monitor their implementation, in order to sustain the	
2. Board oversees and monitors the implementation of the company’s business objectives and strategy.	COMPLIANT		

company's long-term viability and strength."

The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.

The Company's business objectives and strategy are discussed quarterly at every regular meeting of the Board.

In addition, the Executive Committee (the "Execom"), as set forth in the Executive Committee Charter ("ECC") Part I stands as a delegate of the Board and exercises the duty to "provide management sound guidance and advice, policies, and strategic guidelines on key capital expenditures, and periodically evaluate and monitor implementation of the strategies that the Board has approved." The Execom also "provides guidance to management in formulating the basic strategies for achieving targets set by the Board".

The Execom Charter may be viewed at https://www.alternenergy.com/files/ugd/941b16_95cd719c762640e193da327a0c439353.pdf.

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	The Company's vision, mission, and core values can be viewed at https://www.alternergy.com/mission-vision-values and are reviewed annually by members of senior management with a view to making recommendations, if any, to the Board to align the Company's vision, mission, and core values to updated business objectives and strategies of the Company.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Part II (E), <i>Duties and Functions [of the Board]</i>, (2), provides that the Board shall "[p]rovide sound strategic policies and guidelines on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance." The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	The Company's Founder and Chairman of the Board, Mr. Vicente S. Pérez, Jr., is a	

		well-respected figure in the energy industry. He was Philippine Energy Secretary from June 2001 to March 2005. He promoted clean indigenous energy and crafted a ten-year renewable energy policy framework. Vince played a key role in President Arroyo's economic diplomacy, by forging strategic energy partnerships with several Asian countries, the UK and USA. He served briefly in early 2001 as Undersecretary at the Department of Trade and Industry. Prior to his government service, Vince had 17 years' experience in debt restructuring, capital markets, and private equity in emerging markets. He joined Mellon Bank in Pittsburgh in 1983 as Latin American credit analyst and Mexico desk officer. In 1987, Vince joined Lazard Brothers' debt trading team in London. The following year he moved to Lazard Frères in New York and formed its emerging markets team. At 35, he became the first Asian General Partner at Lazard Frères. He was Managing Director of Lazard Asia from 1995 to 1997. Vince founded Next Century Partners in 1997, a private equity firm, and launched the Philippine Discovery Fund and the Asian Conservation Company. He assisted several investee companies with their Singapore Stock Exchange listings. He was also Chairman of	
--	--	---	--

		Merritt Partners, an energy advisory firm focused on Asia. He has served as independent director of Energy Development Corporation and SM Investments and is currently an independent director of Banco de Oro Universal Bank and Double Dragon Properties. He is on the advisory boards of Pictet Clean Energy Fund and Yale Center for Business in the Environment. He was Chairman of WWF-Philippines and trustee of WWF-International and was Vice Chairman of National Renewable Energy Board from 2009 to 2010. Vince obtained an MBA from the Wharton Business School of the University of Pennsylvania and a Bachelor's Degree in Business Economics from the University of the Philippines. He was a World Fellow at Yale University, where he lectured an MBA class on renewable energy in emerging countries. Mr. Pérez's more detailed qualifications and experience can be viewed on the Company's website at https://www.alternenergy.com/board-of-directors.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Part II (4) of the CG Manual provides that the "The Board [is] responsible for ensuring and adopting an effective succession planning program for directors,	

2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	key officers and management to ensure growth and a continued increase in the shareholders' value. This should include adopting a policy on the retirement age for directors and key officers as part of management succession and to promote dynamism in the Company." In addition, Part II (E), <i>Duties and Functions [of the Board]</i>, (1), provides, in part, that the Board is mandated with the duty to "[a]dopt an effective succession planning program for Management." Part II (H) (1) (e), which discusses the "internal control mechanisms for the performance of the Board", mandates the Board, pursuant to its oversight responsibility, to "[r]eview [the] Company's x x x management succession plan." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	Part II, (5), of the CG Manual provides as follows: "The Board should align the remuneration of key officers and board members with the long-term interests of	

2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	the Company. In doing so, it should formulate and adopt a policy specifying the relationship between remuneration and performance. Further, no director should participate in discussions or deliberations involving his own remuneration.”	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf .	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.			
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.			
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Part II (B) of the CG Manual provides the following:	
2. Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.	COMPLIANT	“The Board should have a formal and transparent board nomination and election policy that should include how it accepts nominations from minority	

3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	shareholders and reviews nominated candidates. The policy should also include an assessment of the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director. In addition, its process of identifying the quality of directors should be aligned with the strategic direction of the Company."	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT	The election of all Directors is held during each regular stockholders' meeting, unless a vacancy occurred which shall be filled in immediately by a vote of at least a majority of the remaining directors if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or special meeting of stockholders during a meeting called for the purpose; and the person so elected shall serve only the unexpired portion of his predecessor in office.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	Part II (C) of the CG Manual provides for the Qualification of Directors in that "In addition to the qualifications for membership in the Board provided for in the Revised Corporation Code, Securities Regulation Code, and other relevant laws, the Board may provide additional qualifications, including, among others, the following:	

		1. College education or equivalent academic degree; 2. Practical understanding of the business of the Company; 3. Membership in good standing in relevant industry, business, or professional organizations; and 4. Previous business experience. Part II (D) of the CG Manual provide for grounds for disqualifying persons from performing duties as director. For Independent Directors, the selection process is as follows: 1. The nomination of the independent director shall be conducted by the Nomination Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. 2. After the nomination, the Nomination Committee shall prepare a final list of candidates which shall contain all the information about all the nominees for the independent directors. The list shall be made available to the SEC and to all the stockholders through the filing and distribution of the Information Statement or Proxy Statement, or in such other reports	
--	--	---	--

		the Company is required to submit to the Commission. - Only nominees whose names appear on the Final List of Candidates shall be eligible for election as an Independent Director. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting. - The specific slot for independent directors shall not be filled-up by unqualified nominees. - In case of failure of election for the independent director, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			

Recommendation 2.7

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	The Board is specifically empowered and entrusted under Part II (E) (8), with the duty to “Formulate and implement policies and procedures that would ensure the integrity and transparency of Related Party Transactions between and among the corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board. “	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	The CG Manual (Part III (D)) also mandates the creation of a “Related Party Transactions Committee” tasked primarily with reviewing all material related party transactions of the Company. Among its specific duties are: 1. Formulate and implement policies and procedures that would guarantee the integrity and transparency of related-party transactions (“RPTs); 2. Evaluate on an on-going basis the existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparts	

		(from non-related to related and vice versa) are captured; 3. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with nonrelated parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions; 4. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, and policies on potential conflicts of interest or actual conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Company's affiliation or transactions with other related parties; 5. Report to the Board on a regular basis, the status and aggregate exposures to each related party, as	
--	--	--	--

well as the total amount of exposures to all related parties;

6. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;
7. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures;
8. Coordinate, monitor, and facilitate compliance with laws, rules, and regulations; and
9. Perform such other functions as may be delegated or authorized by the Board.

The CG Manual can be viewed on the Company's website at

https://www.alternergy.com/_files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.

In addition to the CG Manual, the Company has formulated and implements a "Policy on Material Related Party Transactions (the "RPT Policy"). The RPT Policy prescribes, among others, the procedure for identifying material RPTs, the measures to ensure arms' length terms for RPTs, the approval process of RPTs, and mandatory disclosures.

The RPT Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3b765f478b3149138ddc91bd7708af75.pdf.

The RPT Policy covers in the definition of the term “Related Parties” the following: the Company's directors, officers, substantial shareholders and their spouses and relatives within the fourth civil degree of affinity or consanguinity, legitimate or common law, if these persons have control, joint control or significant influence over the Company. It also covers the Company's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled or significantly influenced or managed by a person who is a related party.

Still in addition to the foregoing, the charter of the RPT Committee (the “RPTC Charter”), mandates it to “ensure that terms and conditions of all Related Party Transactions [must be] equivalent to those that prevailing in arm’s length transactions and [shall be] subject to appropriate corporate approvals and actions of the Company and of Related Parties, with the best interest of the investing public and the Company in mind.”

		The RPTC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf. For the period ending 31 December 2025, the following were RPT matters taken up by the RPTC, on 01 July 2025 – a. The transfer of the Company's 10% stake in the Palau Solar Project to subholding company, Alternergy Solar Holdings Corporation (ASHCo) b. The purchase of QBL Eco Corporation's 6% stake in Solar Pacific Pristine Power Inc. (SPPPI) and in Solar Pacific CitySun Corporation (SPCC)	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	COMPLIANT	The Company's RPT Policy defines both "Related Party Transactions" and "Material Related Party Transactions". The latter term is defined as "[a]ny related party transaction either individually, or in aggregate over a twelve (12) month period with the same related party, amounting to ten percent (10%) or higher of the Company's total assets based on its latest audited financial statement. The twelve-month period for the purpose of this policy shall start on the first day of January and shall end on the last day of December of each year." The materiality threshold is separately also defined as	

		“[t]en percent (10%) of the Company's total assets based on its latest audited financial statements. The RPT Policy goes on to mandate directors, substantial shareholders, and officers, to disclose to the Board any and all material facts relating to Material RPTs as well as their interests therein. The RPT Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3b765f478b3149138ddc91bd7708af75.pdf. The RPTC Charter in Part V (D) also provides that the RPT Committee shall “[e]nsure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company’s RPT exposures, and policies on conflicts of interest or potential conflicts of interest.” The RPTC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf.	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders’ meetings.	COMPLIANT	Under the Company’s RPT Policy, all individual Material RPTs shall be approved by at least two thirds (2/3) vote of the Board, with at least majority of the	

		Independent Directors voting to approve the Material RPT. In case a majority of the Independent Directors' vote is not secured, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) the Company's outstanding common capital stock in a Special or Regular Stockholders' Meeting. For aggregate RPT transactions within a twelve (12)-month period that breaches the materiality threshold of ten percent (10%) of the total assets based on its latest Audited Financial Statements, the same Board approval and Stockholders' confirmation/ratification above shall be required for the transaction that meets and exceeds the materiality threshold covering the same related party. In addition to the foregoing, to prevent and/or manage potential or actual conflict of interest situations which may arise out of or in connection with Material RPTs, directors and officers with personal interest in the transaction shall abstain from the discussion, approval and management of such transaction. No director or officer shall participate in the Board discussion of a Material RPT for which he/she or any member of his/her close family or related interest is involved,	
--	--	--	--

		including transactions of subordinates, except in order to provide material information on the Material RPT to the Board. In case they refuse to abstain, their attendance shall not be counted for purposes of assessing the quorum and their votes shall not be counted for purposes of determining if the required approval is secured. The RPT Policy can be viewed at The RPT Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3b765f478b3149138ddc91bd7708af75.pdf.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	The CG Manual, Part II (E) (1), requires that the Board appoint “competent, professional, honest and highly motivated management officers,” and in Part II (E) (2), to periodically evaluate Management’s overall performance. The CG Manual in Part II (H) (1) also prescribes the establishment of minimum control mechanisms which may include: 1. Selection of the person who possesses the ability, integrity and expertise essential for the position of President and CEO; 2. Evaluation of proposed senior management appointments; and	

		3. Selection and appointment of qualified and competent management officers. The CRO is required to possess “adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company’s size, risk profile and complexity of operations.” (See Part XII, <i>Chief Risk Officer (CRO)</i>). On 3 September 2025, Ms. Ma. Carmen D.G. Diaz was affirmed as the Chief Risk Officer in addition to her being the Chief Finance Officer. The Board is to be assisted by the Compliance Officer, who must have “adequate stature and authority in the Company, who shall report directly to the Chairman” and should not be a member of the Board of Directors and should annually attend a training on corporate governance. (Part I (E) of the CG Manual) Atty. Janina C. Arriola, Vice President and General Counsel, on 31 December 2024, was appointed as the Company’s Compliance Officer. The CG Manual, Part XII (3), provides the duties and functions of the Audit Head (or Chief Audit Executive). The Company, on 14 October 2024, engaged Mr. Rogel M. Urbiztondo as the Company’s Internal	
--	--	--	--

		Audit Manager to oversee internal audit activities of the organization. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Part II (E) of the CG Manual mandates the Board to "periodically" and "effectively" "evaluate and monitor xxx Management's overall performance." In practice, the Board elects the Company's management personnel at every organizational meeting of the Board based on their own evaluation of each such officer's performance. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Part II (E) of the CG Manual mandates the Board to "periodically" and "effectively" "evaluate and monitor xxx Management's overall performance." [See also Clause II (E) (2)]	

2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	In addition, Part II (5) of the CG Manual mandates that the Board “adopt a policy specifying the relationship between remuneration and performance [of Management].” In practice, the Board elects the Company's management personnel at every organizational meeting of the Board based on their own evaluation of each such officer's performance. Still further, the Company's independent internal audit function, which shall function, among others, to ensure “effective performance management” in the organization. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Part II (H) states that: “The control environment of the Company consists of [among others x x x the Board which ensures that the corporation is properly and effectively managed and supervised”.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	The internal control system must, as a minimum, require the “[r]eview of the Company's human resource policies, conflict of interest situations,	

		compensation program for employees, and management succession plan.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf. In addition, the Company has a “Policy on Conflict of Interest” applicable to Associates (i.e., all department heads, managers, officers, and all other employees, whether members of the key management personnel or the rank-and-file personnel”, and to members of the Board, that provides the guidelines on how to avoid or handle conflicts of interest. The updated Conflict of Interest Policy may be viewed at https://www.alternenergy.com/files/ugd/941b16_0b4fee305b804b0d89783988dd6b328a.pdf.	
3. Board approves the Internal Audit Charter.	COMPLIANT	Part XII (3) (a) of the CG Manual mandates the Chief Audit Executive to periodically review “the internal audit charter” and present it to senior management and the Board Audit Committee for approval.	

		The IA Charter was approved by the Board through the Audit Committee on 12 Feb 2026. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	The CG Manual defines "Enterprise Risk Management" as "a process, effected by an entity's Board of Directors, management and other personnel, applied in strategy setting and across the enterprise that is designed to identify potential events that may affect the entity, manage risks to be within its risk appetite, and provide reasonable assurance regarding the achievement of entity objectives." <i>[Underscoring and emphasis supplied.]</i> The process referred to, or system, is reviewed for its functionality and effectiveness by the Board's Risk Oversight Committee. Part XII <i>[Enterprise Management System]</i> provides that the Company shall "establish a separate, effective enterprise risk management function to identify, assess	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		

		and monitor key risk exposures.” This function involves the following activities: 1. Defining a risk management strategy; 2. Identifying and analyzing key risk exposures relating to economic, environmental, social and governance (EESG) factors and the achievement of the organization's strategic objectives; 3. Evaluating and categorizing each identified risk using the Company's predefined risk categories and parameters; 4. Establishing a risk register with clearly defined, prioritized and residual risks; 5. Developing a risk mitigation plan for the most important risks to the Company, as defined by the risk management strategy; 6. Communicating and reporting significant risk exposures including business risks (i.e., strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Board Risk Oversight Committee; and 7. Monitoring and evaluating the effectiveness of the organization's risk management processes. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/9	
--	--	--	--

		41b16_d10225e245124c299a895b41488c_cf5f.pdf .	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	The Company’s CG Manual functions as the Company’s Board Charter. Part I (A), (B), (C) and Part II (B), (C), (D), (E), (F), (G), (H) (I), and (J) of the CG Manual is discusses the Board’s Composition, Qualifications and Disqualifications, Training, Policy on Board Diversity, the functions of key officers who assist the Board, Nomination and Succession, and the Responsibilities, Duties and Functions of the Board. The CG Manual is posted on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf .	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company’s website.	COMPLIANT		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	The Company implements a “Policy on Insider Trading” which was created “to assist the Company, its subsidiaries, and its Associates in complying with [various] laws and regulations [regarding securities trading].” The Company’s Policy on Insider Trading can be viewed at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf .	

		41b16_2f0ee6d262c244f595c9d2fd54db4256.pdf .	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of directors' approval.			
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Part III of the CG Manual is devoted to establishing the functions, constitution, and members qualifications, among others, of the Board's various committees, i.e, the Execom, the Audit Committee, the CGC, the RPTC, and the Board Risk Oversight Committee. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control	COMPLIANT	Part III (B) of the CG Manual provides for the functions, constitution, and members qualifications, among others, of the Audit	

system, internal and external audit processes, and compliance with applicable laws and regulations.		Committee, which functions, among others, to oversee “the integrity of the Group’s financial statements and the Group’s accounting and financial reporting processes”, monitor and evaluate the adequacy and effectiveness of the internal control systems, that[:] (a) safeguard the [Company’s] resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the [Company’s] financial data, (d) ensure compliance with applicable laws and regulations, and (e) ensure compliance with the [Company’s] policy on business conduct and ethics.” The Audit Committee shall also “[e]stablish and oversee an Internal Audit Function which shall have such number of personnel as may be necessary; Review periodically the effectiveness of the Internal Audit function.” Also, the Audit Committee has the responsibility of “assessing the integrity and independence of external auditors and exercising effective oversight to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process, taking into consideration	
--	--	---	--

		relevant Philippine professional and regulatory requirements.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf. In addition, the Charter of the Audit Committee (the “AC Charter”) provides that the “Audit Committee shall enhance the Board’s oversight capability over Alternergy Holdings Corporation and its subsidiaries and affiliates’ (the Group) financial reporting, internal control system, internal and external audit functions and processes, compliance with applicable laws, regulations, adherence to agreements with external parties, and over the observance of the Group’s policy on business conduct and ethics. “The Committee shall assist both the Board and the Management by providing advice and guidance on the adequacy and effectiveness of the internal control system, Management’s practices, including potential improvements to such practices, through the audit, assurance, and compliance functions at its disposal. “The Committee shall be provided with adequate means and resources to	
--	--	--	--

		effectively discharge its functions. It shall have explicit authority to conduct an inquiry into any matter within its scope. It shall have full discretion to invite any director or executive officer to attend meetings and full access to and cooperation by Management.” The AC Charter (the update of which was approved by the AC on 12 February 2026) can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Both Part III (B) of the CG Manual and Part II of the AC Charter prescribe that the Audit Committee shall be composed of at least three (3) directors, the majority of whom, including the chairperson of the committee, should be independent directors. xxx” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf, while the AC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf.	

3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Part III (B) of the CG Manual states that: “All of the members of the [Audit] Committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. Preferably, the members shall have accounting and finance backgrounds, and at least one (1) member shall have audit experience.” This is also echoed in the second paragraph of Part II of the updated AC Charter. The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf, while the AC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	The AC Charter provides, In Part II that “xxx the chairperson of the Committee shall not be the chairperson of the Board of Directors or of any other Board-level committees.” The AC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf	

Supplement to Recommendation 3.2

1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Among the Audit Committee’s various functions and duties under Part III (B) of the CG Manual and Part IV of the AC Charter, is to “[e]valuate and determine the non-audit work, if any, of the external auditor, and periodically review the non-audit fees paid to the external auditor in relation to the total fees paid to him and to the [Company’s] overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the [Company’s] Annual Report and Annual Corporate Governance Report.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf, while the AC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca5cc5.pdf.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	The AC Charter, in Part III, provides that “Periodically, and at least annually, the Committee shall meet in private session with the Internal and External Audit, separately, with only the Committee members present.” Also, “The Committee	

		shall meet periodically with the Board without the presence of the Chief Executive Officer.” The AC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.			
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	Part III (C) of the CG Manual creates the Corporate Governance Committee (CGC) principally “to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to the nomination and remuneration committees.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf.	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NON-COMPLIANT		Both Part III (C) of the CG Manual and Part II (A) of the CGC Charter provide that the CGC “shall have at least three (3) members, majority of

			whom shall be independent directors, including the Chairman.” Currently, there are two (2) independent directors that sit at the CGC; the third is an executive director (Mr. Michael James Lichtenfeld), whose proven capability qualifies him for the position. Mr. Lichtenfeld’s bio can be viewed at https://www.alternergy.com/board-of-directors and at https://www.alternergy.com/our-team The CG Manual can be viewed at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf while the CGC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf.
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Part III (C) of the CG Manual and Part II (A) of the CGC Charter both provide that the Chairperson of the committee shall be an independent director. The membership of the Committees can be accessed at https://www.alternergy.com/board-committees The CG Manual can be viewed at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf while the CGC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf.	

Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.			
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	Part III (E) of the CG Manual creates the Board Risk Oversight Committee (BROC) which shall be responsible for "the oversight of the Company's Enterprise Risk Management system in order to ensure its functionality and effectiveness." This is echoed in the Risk Oversight Committee Charter (ROC Charter) in Part I (A). The CG Manual can be viewed at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf while the ROC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	Part III (E) of the CG Manual and Part II (A) of the ROC Charter mandate that the BROC shall be composed of "at least three members, the majority of whom should be independent directors, including the chairperson of the ROC. The chairperson should not be the Chairman of the Board nor of any other Committee. At least one member of the committee must have relevant thorough knowledge and experience on risk and risk management."	

		The Company's BROC, as of 31 December 2025, is composed of Ms. Ma. Theresa D. P. Marcial, Chairperson, and Mr. Eduardo V. Mañalac (both of whom are Independent Directors), and Mr. Knud Hedeager, executive director, while, Mr. Gerry P. Magbanua, director acts as BROC advisor. Each such director's qualifications can be viewed at https://www.alternenergy.com/board-of-directors of the Company's website.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	COMPLIANT / NON-COMPLIANT	Both Part III (E) of the CG Manual and Part II (A) of the BROC Charter mandate that the chairperson of the BROC must not be the Chairman of the Board. The CG Manual can be viewed at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf while the ROC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf.	Management, with the advice and approval of the Board, has merged the Board Risk Oversight Committee and the Related Party Transactions Committee. It should be noted, however, that Management does not believe that Ms. Ma. Theresa D.P. Marcial, who sits concurrently as Chairperson of both the BROC and of the RPTC, is conflicted to take on the roles in the BROC and the RPTC, as both Committees are part of the overall internal control mechanisms of the Company and their duties and functions are not inconsistent with each other. Ms. Marcial is also a highly regarded banking professional and sits as an independent director of the Company (i.e., she is not an executive director).

			The CG Manual can be viewed at https://www.alternergy.com/files/ugd/941b16d10225e245124c299a895b41488ccf5f.pdf while the ROC Charter can be viewed at https://www.alternergy.com/files/ugd/941b1612d7c9fe9e0b426da429dcf5f22c0cf0.pdf.
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	Both Part III (E) of the CG Manual and Part II (A) of the ROC Charter mandate that “At least one member of the [BROCC] must have relevant, thorough knowledge and experience on risk and risk management.” The CG Manual can be viewed at https://www.alternergy.com/files/ugd/941b16d10225e245124c299a895b41488ccf5f.pdf while the ROC Charter can be viewed at https://www.alternergy.com/files/ugd/941b1612d7c9fe9e0b426da429dcf5f22c0cf0.pdf.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	Part III (D) of the CG Manual mandates the creation of the RPTC which is “tasked with reviewing all material related party transactions of the Company. The Related Party Transactions Committee Charter (RPTC Charter), in Part I, also defines the purpose of the RPTC “to review all material related party transaction of the Company [to ensure] that terms and conditions of all Related	

		Party Transactions must be equivalent to those that are prevailing in arm's length transactions, and subject to appropriate corporate approvals and actions of the Company and of Related Parties, with the best interest of the investing public and the Company in mind; and any related-party transactions entered into by the Company or its affiliates are in accordance with applicable law, rules and regulations and this Charter." The CG Manual can be viewed at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf while the RPTC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf.	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT / NON-COMPLIANT	The RPTC is composed of "at least three members, at least two of whom shall be independent directors including the chairperson of the committee." The CG Manual can be viewed at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf while the RPTC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf.	The RPTC is composed of "at least three members, at least two of whom shall be independent directors including the chairperson of the committee." The CG Manual can be viewed at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf while the RPTC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf.

		There is no requirement under the CG Manual or in the RPTC Charter that at least three (3) of the RPTC members shall be non-executive directors. The RPTC (merged with the BROC) is composed of two (2) independent directors (Ms. Ma. Theresa Marcial as Chairperson and Mr. Eduardo V. Mañalac) and Mr. Knud Hedeager, with Mr. Gerry P. Magbanua as RPTC Advisor. Mr. Hedeager is an executive director. However, the Board believes that his professionalism, experience and proven integrity qualifies him for membership with the RPTC. Each such director's qualifications can be viewed at https://www.alternergy.com/board-of-directors of the Company's website.	There is no requirement under the updated CG Manual or in the updated RPTC Charter that at least 3 of the RPTC members shall be non-executive directors. The RPTC (merged with the BROC) is composed of 2 independent directors (Ms. Ma. Theresa Marcial as Chairperson and Mr. Mr. Eduardo V. Mañalac) and Mr. Knud Hedeager with Mr. Gerry P. Magbanua acting as RPTC Advisor. Mr. Hedeager is an executive director. However, the Board believes that his professionalism, experience and proven integrity qualifies him for membership with the RPTC. Each such director's qualifications can be viewed at https://www.alternergy.com/board-of-directors of the Company's website.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Each Board committee (the RPTC, the CGC, the BROC, and the Execom) has a charter, which took effect on 25 September 2024, while the Audit Committee Charter was updated with an effective date on 12 February 2026.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Each Board committee charter states in plain terms the relevant committee's purpose, membership, structure, operations, reporting process, and other	

		relevant information, and provides standards for evaluating performance of the committees. The Audit Committee Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf The RPTC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf. The CGC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf. The ROC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf. The Execom Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_95cd719c762640e193da327a0c439353.pdf.	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	The Audit Committee Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_95cd719c762640e193da327a0c439353.pdf	

		41b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf The RPTC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf. The CGC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf. The ROC Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf. The Execom Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_95cd719c762640e193da327a0c439353.pdf.	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Part IV of the CG Manual provides as follows: <u>"The directors should attend and actively participate in all meetings of the Board, Committees, and Shareholders, in person</u>	

		<u>or through tele-/videoconferencing, conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so.</u> In Board and Committee meetings, the director should review meeting materials and, if called for, ask the necessary questions or seek clarifications and explanations.” <i>[Underscoring and emphasis supplied.]</i> The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	Part IV of the CG Manual provides as follows: “The directors should attend and actively participate in all meetings of the Board, Committees, and Shareholders, in person or through tele-/videoconferencing, conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. <u>In Board and Committee meetings, the director should review meeting materials</u> and, if called for, ask the necessary	

		questions or seek clarifications and explanations.” <i>[Underscoring and emphasis supplied.]</i> The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Part IV of the CG Manual provides as follows: “The directors should attend and actively participate in all meetings of the Board, Committees, and Shareholders, in person or through tele-/videoconferencing, conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. <u>In Board and Committee meetings, the director should</u> review meeting materials and, if called for, <u>ask the necessary questions or seek clarifications and explanations.</u>” <i>[Underscoring and emphasis supplied.]</i> The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	

The following excerpts (taken from approved Minutes of Meetings of the Board) show the directors asking questions, clarifications, and explanations:

1. At the 04 Feb 2025 Regular Board meeting:

*Minutes of the Regular Meeting of the Board of Directors of
Altenergy Holdings Corporation
Held on 4 February 2025
Page 3 of 5*

The Corporation's tax advisor, SGV, proposed that [REDACTED]

Upon inquiry of Ms. Marivic Espano, Mr. Magbanua clarified that [REDACTED] and further explained the [REDACTED]

X X X

Upon inquiry of Ms. Espano on the risks attached to hydro projects, Mr. Hedeager confirmed that prior to any project, Management fully investigates what resources and technologies are key for the project. [REDACTED]

[REDACTED] Projects, are, however designed to meet particular demand of the area.

Thereafter a promotional video for the Corporation and its projects were presented to the directors.

2. At the 29 April 2025 Regular Board meeting:

Upon inquiry of Ms. Marcial, Mr. Magbanua clarified that [REDACTED]

[REDACTED] Mr. Gregory Domingo requested for a cash flow projection for the next 2 years. In reply to the query of Mr. Domingo, (i) Mr. Magbanua clarified that [REDACTED]

[REDACTED] Mr. Magbanua and Mr. Lichtenfeld thereafter presented the timeline, process, and proposed projects of the Group [REDACTED] In reply to the query of Ms. Marcial as to how Management determines the minimum nominal price, Mr. Lichtenfeld explained that [REDACTED]

		3. At the 15 July 2025 Special Board meeting: Upon inquiry of Mr. Gregory Domingo, Mr. Magbanua explained that “P” means probability and that the higher the probability, the lower the volume generated. Mr. Magbanua confirmed Ms. Maria Theresa Marcial’s understanding that based on industry practice, debts are considered to be closer to P75 while equity investments normally track P50 levels. Mr. Perez further added that banks calculate based on P90 to ensure that the debt is serviced without any return to the equity owner. Upon further inquiry of Ms. Marcial, Mr. Magbanua informed the Board that [REDACTED] X X X Upon inquiry of Ms. Marcial, Ms. Diaz confirmed that [REDACTED] Upon motion duly made and seconded, the following resolution was approved: 4. At the 23 September 2025 Regular Board meeting: Upon inquiry of Ms. Marcial, Mr. Magbanua clarified that both the Alabat and Tanay Wind Projects [REDACTED]. Mr. Knud Hedeager also explained that [REDACTED] With two projects moving their operations date in 2026, Ms. Maria Victoria Espano inquired as to how this will affect the targets for FY 2026 and the Corporation’s ability to finance current loan obligations. In reply, Mr. Magbanua informed the Board that [REDACTED] Upon inquiry of Mr. Gregory Domingo, Mr. Magbanua and Mr. Arman Ang explained that the [REDACTED] X X X Upon inquiry by Ms. Marcial, Mr. Magbanua confirmed that [REDACTED]. Upon further inquiry of Mr. Domingo, Mr. Magbanua informed the Board that [REDACTED]	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management’s	COMPLIANT	The Company’s three (3) independent directors each holds less than five (5) directorship seats in other publicly-listed companies.	

proposals/views, and oversee the long-term strategy of the company.		Their bios are provided in https://www.alternenergy.com/board-of-directors of the Company's website. The directorships in other companies of Ms. Marcial and Ms. España are detailed in their respective Certifications of Independent Directors, which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16df283575dd464f19a55edaee5d2660fe.pdf Mr. Mañalac currently does not hold any other directorships as set forth in his profile, which can be accessed at https://www.alternenergy.com/board-of-directors	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	The independent directors disclose any directorships in other companies to the Company. The directorships in other companies of Ms. Marcial and Ms. España are detailed in their respective Certifications of Independent Directors, which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16df283575dd464f19a55edaee5d2660fe.pdf Mr. Mañalac currently does not hold any other directorships as set forth in his profile, which can be accessed at	

		https://www.alternenergy.com/board-of-directors As of their election on 10 December 2025, none of the executive directors have given notice of accepting directorships in another company.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.			
4. Company requires as minimum quorum of at least 2/3 for board decisions.			
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	COMPLIANT	Part I (A) (2) of the CG Manual provides that the Board "shall have at least two (2) independent directors or such number of independent directors that constitutes one-third (1/3) of the members of the Board, whichever is higher." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf .	

		The Company has three (3) incumbent independent directors out of nine (9) Board seats. This constitutes one-third (1/3) of the total number of Board seats. The independent directors are identified in the Company's website at https://www.alternergy.com/board-of-directors.	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Each of the Company's independent directors possesses all the qualifications prescribed by Part II (C) of the CG Manual, and none of the disqualifications prescribed by Part II (D) of the CG Manual, to hold the position. Each independent director possesses the qualifications set out in Part V (A) of the CG Manual. The Company's independent directors are each well-respected in their respective fields (in fact, Mr. Eduardo Mañalac is a former Undersecretary of the DOE while Ms. Ma. Theresa Marcial and Ms. Ma. Victoria España are / were at the helm of BPI Wealth and Punongbayan auditing firm, until Ms. España's retirement, respectively). Their bios can be viewed at https://www.alternergy.com/board-of-directors in the Company's website.	

		The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	The Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently. In fact, the CG Manual, in Part II (F) (4) mandates that the individual members of the Board must "exercise independent judgment," <i>to wit</i>: "A director should view each problem or situation objectively. If a disagreement with other directors arises, he should carefully evaluate and explain his position. He should not be afraid to take an unpopular position. Corollary, he should support plans and ideas that he thinks are beneficial to the corporation." Further, Part V (A) of the CG Manual states that "The presence of independent directors in the Board is to ensure the exercise of independent judgment on corporate affairs and proper oversight of managerial performance, including prevention of conflict of interests and balancing of competing demands of the Company."	

		The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Also pursuant to SEC Memorandum Circular No. 7, s.2026, Part V (A) of the CG Manual limits the term of the Company's independent directors to "a maximum term of nine years, whether cumulative or intermittent, provided that the total years served does not exceed the nine-year term limit. After which, the independent director should be perpetually barred from re-election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting." None of the incumbent independent directors of the Company has served as such for more than nine (9) years. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	

		41b16_d10225e245124c299a895b41488c_cf5f.pdf .	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	Also pursuant to SEC Memorandum Circular No. 7, s.2026, Part V(A) of the CG Manual limits the term of the Company's independent directors to "a maximum term of nine years, whether cumulative or intermittent, provided that the total years served does not exceed the nine-year term limit. After which, the independent director should be perpetually barred from re-election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting." None of the incumbent independent directors of the Company has served as such for more than nine (9) years. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	

3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT	Also pursuant to SEC Memorandum Circular No. 7, s.2026, Part V (A) of the CG Manual limits the term of the Company's independent directors to "a maximum term of nine years, whether cumulative or intermittent, provided that the total years served does not exceed the nine-year term limit. After which, the independent director should be perpetually barred from re-election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting." None of the incumbent independent directors of the Company has served as such for more than nine (9) years. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	The positions of Chairman and President (or Chief Executive Officer) are held by separate individuals. Mr. Vicente S. Pérez,	

		Jr. is incumbent Chairman of the Board, while Mr. Gerry P. Magbanua is incumbent President. Messrs. Pérez's and Magbanua's bios can be viewed in the Company's website as holding the said positions at https://www.alternergy.com/our-team.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Part II (A) of the CG Manual provides that "[t]he roles of Chairman and President should, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. A clear delineation of functions should be made between the Chairman and President upon their election." The Chairman's duties and responsibilities are laid out in Part II (A) of the CG Manual, while those of the President's / CEO's are set forth in Part V (B) of the CG Manual. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf.	
Recommendation 5.5			

1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	COMPLIANT	The Chairman of the Board, Mr. Vicente Pérez, Jr. is not an independent director. Ms. Ma. Theresa Marcial has been designated as the Company's lead independent director at the Board's organizational meeting on 10 December 2025.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	Part II (5) of the Company's "Policy on Material Related Party Transactions (RPT)" provides as follows: "Independence and Inhibition of Directors and Officers Involved in Material RPTs. To prevent and/or manage potential or actual conflict of interest situations which may arise out of or in connection with Material RPTs, directors and officers with personal interest in the transaction shall abstain from the discussion, approval and management of such transaction. No director or officer shall participate in the Board discussion of a Material RPT for which he/she or any member of his/her close family or related interest is involved, including transactions of subordinates, except in order to provide material information on the Material RPT to the Board. In case they refuse to abstain, their attendance shall not be counted for purposes of assessing the quorum and their votes shall not be counted for purposes of	

		determining if the required approval is secured.” The Company’s RPT Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3b765f478b3149138ddc91bd7708af75.pdf .	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	The updated CG Manual, in Part II (H) (4) provides that “[t]he non-executive directors should have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation. The meetings should be chaired by the lead independent director.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488cf5f.pdf .	
2. The meetings are chaired by the lead independent director.			
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.			

Principle 6: The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	Part VI of the CG Manual contains a specific provision for “Assessing Board Performance,” to wit: “The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies. 1. The Board should conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees. The self-assessment must also measure the performance of the Board and Management in accordance with the criteria provided for in this Manual. Every three (3) years, the assessment should be supported by an external facilitator. 2. The Board should have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and such system	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		

should allow for a feedback mechanism from the shareholders.”

Each committee as provided in their respective updated Charters have in their Part VI (Part VII in the RPTC Charter) the mechanism for Performance Evaluation.

The CG Manual can be viewed on the Company’s website at
https://www.alternenergy.com/files/ugd/941b16_994ec4dc91a74b108ae533e07af2ffa3.pdf.

The Audit Committee Charter can be viewed at
https://www.alternenergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf.

The RPTC Charter can be viewed at
https://www.alternenergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf.

The CGC Charter can be viewed at
https://www.alternenergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf.

The ROC Charter can be viewed at
https://www.alternenergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf.

		The Execom Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_95cd719c762640e193da327a0c439353.pdf .	
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	The Company is in the process of engaging an external facilitator to conduct such an assessment along with the establishment of the procedure for its conduct every three (3) years, now that the Company has celebrated the third anniversary of its initial public offering.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Part VI of the CG Manual contains a specific provision for "Assessing Board Performance," <i>to wit</i> : "The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.	.
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	1. The Board should conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees. The self-assessment must also measure the performance of the	

		Board and Management in accordance with the criteria provided for in this Manual. Every three (3) years, the assessment should be supported by an external facilitator. 2. The Board should have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and such system should allow for a feedback mechanism from the shareholders.” Each committee as provided in their respective updated Charters have in their Part VI (Part VII in the Audit and RPTC Charters) the mechanism for Performance Evaluation. The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_994ec4dc91a74b108ae533e07af2ffa3.pdf. The Audit Committee Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf.	
--	--	--	--

		The RPTC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_83ab965756904bb0baa11d29c0d22e21.pdf. The CGC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_d022d7b549ea4416b2b8ce15b3a3a3cc.pdf. The ROC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf. The Execom Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_95cd719c762640e193da327a0c439353.pdf.	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Part VII of the CG Manual mandates the Board to “adopt a Code of Business Conduct and Ethics, which would provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings. The Code should be properly disseminated to the Board, senior management and employees. It should also be disclosed and	

		made available to the public through the company website.” The Company implements a Board-approved “Policy on Business Conduct and Ethics” (the “Ethics Policy”) which provides standards of acceptable conduct relating to Conflict of Interest, Conduct of Business and Fair Dealings, Receipt of Gifts from Third Parties, Compliance with Laws and Regulations, Respect for Trade Secrets / Use of Non-public Information, and Use of Company Funds, Assets and Information, among others. The Company’s CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf. The Ethics Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf.	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Part VII of the CG Manual mandates the Board to “adopt a Code of Business Conduct and Ethics, which would provide standards for professional and ethical behavior, as well as articulate 22 acceptable and unacceptable conduct and practices in internal and external dealings. The Code should be properly disseminated	

		to the Board, senior management and employees. It should also be disclosed and made available to the public through the company website.” The Company’s Ethics Policy is widely disseminated to all personnel, including senior management. It is part of the onboarding program of the Company for new employees. The Company’s CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Ethics Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf.	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Part VII of the CG Manual mandates the Board to “adopt a Code of Business Conduct and Ethics, which would provide standards for professional and ethical behavior, as well as articulate 22 acceptable and unacceptable conduct and practices in internal and external dealings. The Code should be properly disseminated to the Board, senior management and employees. It should also be disclosed and made available to the public through the company website.”	

		The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Ethics Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf.	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	Part XVI of the CG Manual requires the Board to "set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program. Further, the Board should disseminate the policy and program to employees across the organization through trainings to embed them in the Company's culture." The same part of the CG Manual mandates the Board to establish a suitable framework for whistleblowing "that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board should be conscientious in establishing the framework, as well as in	

		supervising and ensuring its enforcement.” In addition, the Company’s Ethics Policy provides, among others, for standards of acceptable conduct relating to Conflict of Interest, Conduct of Business and Fair Dealings, Receipt of Gifts from Third Parties, Compliance with Laws and Regulations, Respect for Trade Secrets / Use of Non-public Information, and Use of Company Funds, Assets and Information, among others. Finally, the Board has formulated and approved a “Policy on Whistle-Blowing” (the “Whistleblower Policy”) which, in summary, “sets forth the conditions and procedure for investigating allegations of corruption, fraud, and other misconduct.” The Company’s CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Ethics Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03_ad8.pdf. Finally, the updated Whistleblower Policy can be viewed at	
--	--	--	--

		https://www.alternenergy.com/ files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf .	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	The Company's CG Manual, in Part VII, mandates the Board to "ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies."	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	The Company implements a Board-approved "Policy on Business Conduct and Ethics" (the "Ethics Policy") which provides standards of acceptable conduct relating to Conflict of Interest, Conduct of Business and Fair Dealings, Receipt of Gifts from Third Parties, Compliance with Laws and Regulations, Respect for Trade Secrets / Use of Non-public Information, and Use of Company Funds, Assets and Information, among others. The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/ files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf The Ethics Policy can be viewed at https://www.alternenergy.com/ files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf.	

		Directors, Senior Management, and all employees are required to comply with the Ethics Policy.	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	Part VIII (1) of the CG Manual provides as follows: “The Company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations. In view thereof, the Company shall publicly and timely disclose an material information which could affect its viability or the interests of the stockholders. To attain these objectives – 1. The Board should establish corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a Company's financial condition, results and business operations, including but not limited to, earnings results and off balance sheet transactions.”	

		The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	COMPLIANT	The Annual Report with Consolidated and Parent FS and Sustainability Report, embodied in the SEC Form 17-A was filed with both the SEC and PSE and posted on PSE EDGE on 18 September 2025, it can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_fca803cc36784ff6bc87e5086f03d5aa.pdf Other reports are filed as follows: 1. FY25 Q1 – November 11, 2024 which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_49efd067d92a447daf19655215613f83.pdf 2. FY25 Q2 – 10 February 2025, which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_f66d8d17a45b4cd685eff0f87ce0da83.pdf	

		3. FY25 Q3 – 9 May 2025, which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_dba7d20e557f464d9d421534e0ee92aa.pdf. 4. FY26 Q1 – 13 November 2025, which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_87a97c66cb3e48b38e9b7128bb04316e.pdf	
2. Company discloses in its annual report the principal risks associated with the identity of the company’s controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders’ voting power and overall equity position in the company.	COMPLIANT	The Annual Report with Consolidated and Parent FS and Sustainability Report, embodied in the SEC Form 17-A was filed with both the SEC and PSE and posted on PSE EDGE on 18 September 2025, it can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_fca803cc36784ff6bc87e5086f03d5aa.pdf	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company’s shares within three business days.	COMPLIANT	Part VIII of the CG Manual, dealing with “Enhancing Company Disclosure Policies and Procedures,” mandates the establishment and implementation of “a policy requiring all directors and officers to disclose/report to the company any dealings in the company’s shares within three business days.”	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company’s shares within three business days.	COMPLIANT		

		The Company's CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf Disclosures relating to actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction are periodically disclosed to the SEC and the PSE through SEC Form 23-A/B and PSE Form 13-1, respectively. These disclosures are found in "Other Disclosures to SEC, PSE and Other Pertinent Agencies" which can be found at https://www.alternergy.com/investors/disclosures.	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	Disclosures relating to actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction are periodically disclosed to the SEC and the PSE through SEC Form 23-A/B and PSE Form 13-1, respectively.	

		These disclosures are found in “Other Disclosures to SEC, PSE and Other Pertinent Agencies” which can be found at https://www.alternenergy.com/investors/disclosures. The Company’s Conglomerate Map can be viewed at https://www.alternenergy.com/group-structure.	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Part VIII (3) provides as follows: “The Board should fully disclose an relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.” The Company’s CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf Relevant and material information on individual board members to evaluate their experience and qualifications and assess any potential conflicts of interest can be found in	

		https://www.alternergy.com/board-of-directors .	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Part VIII (3) provides as follows: “The Board should fully disclose an relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.” The Company’s CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf Relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest can be found in https://www.alternergy.com/our-team.	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	Part II (J) of the CG Manual provides: “The levels of remuneration of the Company should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration	

		of executive directors may be structured or be based on corporate and individual performance. “The Company may establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the particular needs of the corporation. No director should participate in deciding on his remuneration. “The Company's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers during the preceding fiscal year. “To protect the funds of the Company, the Commission may, in exceptional cases (e.g., when a corporation is under receivership or rehabilitation), regulate the payment of the compensation, allowances, fees and fringe benefits to its directors and officers.” In addition, the CG Manual mandates the CGC, in Part III (C) (i), to “establish a formal and transparent procedure for	
--	--	---	--

		developing a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy, hitting sustainability targets, as well as the business environment in which it operates." Finally, Part VIII (4) provides as follows: "The Company should provide a clear disclosure of its policies and procedure for setting Board and executive direct and indirect remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report. Also, the Company should disclose the remuneration on an individual basis, including termination and retirement provisions." The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	The following is an extract of Part II (J) of the CG Manual: "The levels of remuneration of the Company should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of	

		executive directors may be structured or be based on corporate and individual performance. “The Company may establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the particular needs of the corporation. No director should participate in deciding on his remuneration. “The Company's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers during the preceding fiscal year. “To protect the funds of the Company, the Commission may, in exceptional cases (e.g., when a corporation is under receivership or rehabilitation), regulate the payment of the compensation, allowances, fees and fringe benefits to its directors and officers.” In addition, the CG Manual mandates the CGC, in Part III (C) (i), to “establish a formal and transparent procedure for	
--	--	--	--

		developing a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy, hitting sustainability targets, as well as the business environment in which it operates." Finally, Part VIII (4) provides as follows: "The Company should provide a clear disclosure of its policies and procedure for setting Board and executive direct and indirect remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report. Also, the Company should disclose the remuneration on an individual basis, including termination and retirement provisions." The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	Part VIII (4) provides as follows: "The Company should provide a clear disclosure of its policies and procedure for setting Board and executive direct and indirect remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report. Also, the	

		Company should disclose the remuneration on an individual basis, including termination and retirement provisions.” The Company’s CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf In addition, the Company’s Definitive Information Sheet, relative to the latest ASM of the Company, discloses the aggregate compensation paid to the top 5 executives and directors for the years 2023-2025. The Company’s Definitive Information Statement is disclosed in the Company’s website at “Information Statement” at https://drive.google.com/drive/folders/1760fx_KjZe-efUXED5JwDz-n2JqPiU8f Still further, the Company’s Annual and Quarterly Reports contain information on remuneration. These reports can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_fca803cc36784ff6bc87e5086f03d5aa.pdf	
Recommendation 8.5			

1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	Part VIII (5) of the CG Manual provides as follows: “The Company should disclose its policies governing Related Party Transactions and other unusual or infrequently occurring transactions. The material or significant RPTs reviewed and approved during the year should be disclosed in its Annual Corporate Governance Report.” As of 31 December 2025, there has occurred no material, unusual or non-recurring RPT between the Company and its related parties. The Company’s CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	As of 31 December 2025, there has occurred no material, unusual or non-recurring RPT between the Company and its related parties.	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	Part II (F) (1) of the CG Manual mandates every director to follow certain norms of conduct, including disclosing his interests in transactions or any other conflict of interests, <i>to wit</i> :	

		<i>"1. Conduct fair business transactions with the Company, and ensure that his personal interest does not conflict with the interests of the Company.</i> The basic principle to be observed is that a director should not use his position to profit or gain some benefit or advantage for himself and/ or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position." The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.			
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition	COMPLIANT	Part VIII (6) of the CG Manual is reproduced here as follows:	

or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.		“The Company should make a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Moreover, the Board should appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.” By way of example for the period ending 31 December 2025, the Company, made disclosure in relation to the following acquisitions of assets and/or interest in other corporations, to wit: 1. On 17 January 2025, the Company disclosed to the PSE the incorporation and acquisition of an equity stake in AlterCore Management Services Inc., which disclosure can be accessed at: https://edge.pse.com.ph/openDiscViewer.do?edge_no=468e62373963560fec6e1601ccee8f59 2. On 24 September 2025, the Company disclosed to the PSE the acquisition of two (2) wind power projects in the Province of Quezon from CleanTech Global Renewables, Inc., which disclosure can be accessed at: https://edge.pse.com.ph/openDiscViewer.do?edge_no=468e62373963560fec6e1601ccee8f59	
--	--	---	--

		wer.do?edge_no=f1451a8a742b99b0ec6e1601ccee8f59 2. On 24 October 2025, the Company disclosed to the PSE the disposition of shares in subsidiaries ATWC and AWPC in favor of ABC Energy Inc. which disclosures can be accessed at: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a9d07c39b4781d13ec6e1601ccee8f59 and https://edge.pse.com.ph/openDiscViewer.do?edge_no=7128a85ec01c47aaec6e1601ccee8f59 3. On 17 November 2025, the Company disclosed to the PSE the acquisition of an equity stake in MC Project Solutions Inc., which disclosure can be accessed at: https://edge.pse.com.ph/openDiscViewer.do?edge_no=52d511c533fe6010ec6e1601ccee8f59 The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf	
4. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	Part VIII (6) of the CG Manual is reproduced here as follows:	

		“The Company should make a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Moreover, the Board should appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.” The Company’s CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	Disclosures relating to these matters may be found in the “SEC 17-C” page of the Company’s website at https://www.alternenergy.com/investors/disclosures .	
Recommendation 8.7			
1. Company’s corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Company’s corporate governance policies, programs, and procedure are contained in the CG Manual, which can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. Company’s MCG is submitted to the SEC and PSE.	COMPLIANT		

3. Company's MCG is posted on its company website.	COMPLIANT	41b16_d10225e245124c299a895b41488c_cf5f.pdf	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	The latest CG Manual was submitted to the SEC and the PSE on 01 October 2024. The Company's CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	COMPLIANT	The Company's corporate objectives can be found at https://www.alternergy.com/mission-vision-values while its financial and non-financial performance indicators are discussed in the Company's 2025 Annual and Sustainability Reports. The biographical details and relevant experience and directorships can be accessed at: https://www.alternergy.com/board-of-directors and can also be found in the Definitive Information Statement with Management Report of the Company. ALTER's June 2025 Annual Report can be accessed at: https://941b1631-8e7e-4428-9e88-	
a. Corporate Objectives	COMPLIANT		
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		
d. Dividend Policy	NON-COMPLIANT		Article VII, Section 3, of the Company's By-Laws articulate the Company's dividend policy as follows: Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law. The By-Laws can be viewed at https://www.alternergy.com/files/ugd/941b161f4894f07f444f618d05223e68b34156.pdf.

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	9ceb26b44e2d.usrfiles.com/ugd/941b16_fca803cc36784ff6bc87e5086f03d5aa.pdf The Company's Management Report can be accessed at: https://drive.google.com/drive/folders/1760fx_KjZe-efUXED5JwDz-n2JqPiU8f and	
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT	The Company's 2025 Sustainability Report can be accessed at: https://www.alternergy.com/files/ugd/941b16_287d193cf3ba41cbaa140b51a7bcc8aa.pdf Item 10 of the 2025 Annual Report contain information on executives' and directors' compensation.	Attendance details of each director at all directors meetings held from December 2024 to November 2025 is folded into the Management Report pp. 47 to 48. The Company's Management report can be viewed at https://drive.google.com/drive/folders/1760fx_KjZe-efUXED5JwDz-n2JqPiU8f
g. Total remuneration of each member of the board of directors	COMPLIANT	The Annual Report can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_fca803cc36784ff6bc87e5086f03d5aa.pdf Further, Directors' remunerations are disclosed in the Company's Definitive Information Statement which can be viewed at https://drive.google.com/drive/folders/1760fx_KjZe-efUXED5JwDz-n2JqPiU8f	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where	COMPLIANT	The Annual Report, in the part discussing Corporate Governance, states that "The Company and its Directors, Executives and employees strive to comply with the best	

there is non-compliance, identifies and explains reason for each such issue.		practices and principles of good corporate governance. The Board is primarily responsible for the governance of the Company, including setting the policies for the accomplishment of corporate objectives and doing an independent check on the Executives and Management.” The Company’s Annual Report can be viewed at: https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_fca803cc36784ff6bc87e5086f03d5aa.pdf	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT	The Annual Report contains many references identifying key risks to which the Company is exposed. The Annual Report as of FY ending 30 June 2025 can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_	

[18ec4258cb3b459798a364986254268e.pdf](#)

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.

COMPLIANT

Part IX of the CG Charter provides that the Audit Committee:

“xxx should have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor duly accredited by the Commission. The external auditor shall undertake an independent audit of the Company and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders.”

The Company's CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf

2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.

COMPLIANT

Part IX of the CG Manual provides in pertinent part as follows:

“The appointment, reappointment, removal, and fees of the external auditor

		should be recommended by the Audit Committee, approved by the Board and ratified by the shareholders. For resignation, removal, or cessation of the performance of services of the external auditor, the reasons therefor and the date of effectivity of such action should be disclosed to the regulators and the public through the Company's website and required disclosures. The report shall include a discussion of any disagreement between the external auditor and the Company on accounting principles or practices, financial disclosures, or audit procedures which the former and the Corporation failed to resolve satisfactorily. A preliminary copy of said report shall be given to the external auditor before its submission.” The appointment of SGV & Co., the Company’s external auditors, was approved by the Board and ratified by the stockholders at its annual meeting held on 10 December 2025. The pertinent approval is reflected in the minutes of the meeting thus:  VIII. <u>APPOINTMENT OF EXTERNAL AUDITOR</u> Ms. Maria Victoria C. España, the Chairperson of the Audit Committee, discussed the appointment of the Corporation’s External Auditor for the ensuing year. As reported, the Audit Committee reviewed the performance of Sycip Gorres Velayo & Co. (SGV & Co.) as external auditor of the Corporation for the fiscal year 2024 – 2025 and have concluded that SGV & Co. performed satisfactorily. After confirming the independence of SGV & Co. and its ability to deliver quality services, the Audit Committee recommended the reappointment of Sycip Gorres Velayo & Co. (SGV &	
--	--	---	--

		Co.) as External Auditor of the Corporation for the year 2025 – 2026. The SGV & Co. partner in charge, Ms. Jhoanna Feliza C. Go, was present at the meeting together with other members of SGV & Co.. After confirming that the Corporation did not receive any queries or objections with respect to the nomination of SGV & Co., the Corporate Secretary reported that Three Billion One Hundred Sixty One Million Nine Hundred Eighty Three Thousand Five Hundred Seventy Six (3,161,983,576) voting shares, equivalent to 100% of the voting shareholders present at the meeting, voted in favor of the appointment of SGV & Co. as external auditor for 2025 – 2026. The following resolution was approved: “RESOLVED. That the appointment of Sycip Gorres Velayo & Co. (SGV & Co.) as the External Auditor for the fiscal year 2025 – 2026 be, as it is hereby, confirmed and ratified.” The DRAFT Minutes of the 10 December 2025 annual meeting of the stockholders can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16e183c0624aa44b9288a5e1efd82f73ef.pdf This is for approval on the NEXT Annual Shareholders Meeting in 2026.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	The Company’ external auditors have not been removed, or changed, since the Company went public in March 2023.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	Part IX of the CG Manual provides in pertinent part as follows: “The Audit Committee should have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor duly accredited by the Commission. The external auditor shall undertake an independent audit of the Company and shall provide an objective	

		assurance on the manner by which the financial statements shall be prepared and presented to the stockholders. The external auditor shall not, at the same time, provide internal audit services to the Company. <u>The external auditor or the signing partner of the external auditing firm assigned to the Company should be rotated or changed every five (5) years or earlier.</u>” (underscoring and emphasis supplied) The Company’s CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee’s responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor’s independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	The updated AC Charter, in Part IV, provides that the Audit Committee shall, among others: “Review the qualifications of the external auditor for their competence, integrity, and independence, taking into consideration the relevant Philippine professional and regulatory requirements. The external auditor must be duly accredited by the Securities and Exchange Commission, credible, competent, and has the ability to understand complex transactions, including related-party	

		transactions and valuation of such transactions.” Part III (B) of the CG Manual states that the AC shall be: Responsible for (i) assessing the integrity and independence of external auditors using an established detailed guidelines, policies, and procedures that are contained in a separate memorandum or document and (ii) exercising effective oversight to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements[;]” The Company’s CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf The updated Audit Committee Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf	
2. Audit Committee Charter contains the Committee’s responsibility on reviewing and	COMPLIANT	The updated AC Charter, in Part IV, provides that it shall be the responsibility of the Audit Committee to, among others:	

monitoring the external auditor's suitability and effectiveness on an annual basis.		"Review and monitor the external auditor's suitability and effectiveness on an annual basis." The updated Audit Committee Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	The updated AC Charter, in Part IV provides that the Audit Committee shall: "Review the qualifications of the external auditor for their competence, integrity, and independence, taking into consideration the relevant Philippine professional and regulatory requirements. The external auditor must be duly accredited by the Securities and Exchange Commission, credible, competent, and has the ability to understand complex transactions, including related-party transactions and valuation of such transactions." The updated Audit Committee Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	The updated AC Charter, in Part IV, provides that the Audit Committee shall, among others: “Before presentation to the Board, review the draft audited financial statements made by external auditors who shall explain generally how the audit was conducted, its quality control principles and procedures, material findings and exceptions, and other matters that need to be addressed.” The updated Audit Committee Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Part IX of the CG Manual provides: “Non-audit work may be given the external auditor, provided it does not conflict with his duties as an independent auditor, or does not pose a threat to his independence. The Company should disclose the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest. The Audit Committee should be alert for any potential conflict of interest situations, given the guidelines or	

		policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The external auditor has, in the preceding fiscal year, performed the following non-audit services for the Company: 1. Legal opinion and assistance; and 2. Audit and other professional services relating to applications for increases in authorized capital stock and tax matters.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor’s objectivity.	COMPLIANT	Part IX of the CG Manual provides: “Non-audit work may be given the external auditor, provided it does not conflict with his duties as an independent auditor, or does not pose a threat to his independence. The Company should disclose the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest. The Audit Committee should be alert for any potential conflict of interest situations, given the guidelines or	

		policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.” The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The external auditor has, in the preceding fiscal year, performed the following non-audit services for the Company: 1. Legal opinion and assistance; and 2. Audit and other professional services relating to applications for increases in authorized capital stock and tax matters.	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	Part IV of the AC Charter and Part III (B) of the CG Manual requires the Audit Committee to: “Evaluate and determine the non-audit work, if any, of the external auditor, and periodically reviews the non-audit fees paid to the external auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. x x x” The CG Manual can be viewed on the Company's website at	

		https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf The updated Audit Committee Charter can be viewed at https://www.alternergy.com/files/ugd/941b16_cd01407dcc0942c4b0982cd31ca85cc5.pdf For Fiscal Year ending on 30 June 2025, fees paid for audit services amounted to Php2,500,000.00, while fees for non-audit services amounted to Php2,347,376.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	Both Part III (B) and Part IX of the CG Manual require that the external auditor be "duly accredited by the [SEC]". Below is information relevant to the company's external auditor, Sycip Gorres Velayo & Co. (as of 31 December 2025): 1. Name of the audit engagement partner: Jhoanna Feliza C. Go 2. Accreditation number: 114122-SEC (Group A) 3. Date Accredited: 2021 4. Expiry date of accreditation: 2025 (Renewal letter/application for accreditation has been submitted to the SEC as of 15 May 2026).	

		5. Name, address, contact number of the audit firm: Sycip Gorres Velayo & Co. 6760 Ayala Avenue Makati City 1226 (632)8891-0307	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	COMPLIANT	The Company's external auditor, SGV & Co., was subjected to SOAR on 4 to 22 Aug 2025. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	Part X of the CG Manual is reproduced below to address the requirement: "As part of its Quadruple Bottom Line Philosophy, the Company ensures that the material and reportable non-financial and sustainability issues are disclosed. The Board should have a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability." The CG Manual can be viewed on the Company's website at	

		https://www.alternenergy.com/ files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	Part X of the CG Manual states that: “X. Increasing Focus on Non-Financial and Sustainability Reporting As part of its Quadruple Bottom Line Philosophy, the Company ensures that the material and reportable non-financial and sustainability issues are disclosed. The Board should have a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/ files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Company’s latest Sustainability Report can be viewed at https://www.alternenergy.com/ files/ugd/941b16_287d193cf3ba41cbaa140b51a7bcc8aa.pdf	

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	Part XI of the CG Manual provides that the Company shall "maintain a comprehensive and cost-efficient communication channel for disseminating relevant information to its shareholders and other investors. This channel is crucial for timely and informed decision-making by investors, stakeholders and other interested users. These shall include, but not limited to, Company's website, media and analyst briefings." The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf Disclosures to its shareholders and other investors (and to the public in general) can be viewed at https://www.alternergy.com/investors/disclosures. On 15 May 2025, the Company participated in the PSE-STAR: Investor Day Q1 2025 event by fielding featured speakers, Mr. Gerry P. Magbanua	
--	-------------------------	---	--

		(Company President) and Ms. Carmen Diaz (Company CFO).	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	The Company's website address is https://www.alternergy.com/	
a. Financial statements/reports (latest quarterly)	COMPLIANT	Specific items can be found at 2025 Tab:	
b. Materials provided in briefings to analysts and media	COMPLIANT	1. https://www.alternergy.com/investors/disclosures [Items (a), (c), (d)]	
c. Downloadable annual report	COMPLIANT	2. Materials provided to analysts and the media per item (b), can be found in "Other Disclosures to SEC, PSE and Other Pertinent Agencies" on the Company's website at	
d. Notice of ASM and/or SSM	COMPLIANT	https://www.alternergy.com/investors/disclosures	
e. Minutes of ASM and/or SSM	COMPLIANT		
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	3. https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_e183c0624aa44b9288a5e1efd82f73ef.pdf and https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_037158f4cc3e4b0fac3c364e90820126.pdf [Item (e)]	
		4. https://www.alternergy.com/files/ugd/941b16_116a37f8728b4141a68f4a3d88ba04eb.pdf and https://www.alternergy.com/files/ugd/941b16_116a37f8728b4141a68f4a3d88ba04eb.pdf	

		d/941b16_1f4894f07f444f618d05223e68b34156.pdf [Item (f)] On 15 May 2025, the Company participated in the PSE-STAR: Investor Day Q1 2025 event by fielding featured speakers, Mr. Gerry P. Magbanua (Company President) and Ms. Carmen Diaz (Company CFO).	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	The website endeavors to comply with SEC-prescribed website template. The Company's website address is https://www.alternenergy.com/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	Part XII (1) of the CG Manual requires that the Company "have an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, taking into account its size, risk profile and complexity of operations." In addition, Part II (E) (6) of the CG Manual provides that "xxx There should be a continuing review of the Company's	

		internal control system in order to maintain its adequacy and effectiveness.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Part XII of the CG Manual requires that the Company “have an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, taking into account its size, risk profile and complexity of operations.” To supplement the enterprise risk function, the Internal Auditor, under Part II (H) (3) of the CG Manual, “The Internal Auditor shall be guided by the International Standards on Professional Practice of Internal Auditing and shall certify that he conducts his activities in accordance with [said standards]. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with said standards.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	

		The Company also adopts and implements a “Policy on Enterprise Risk Management” (the “ERM Policy”) which discusses the Company’s risk management procedures and processes, process for identifying key risks the company is currently facing, and how the company manages the key risks. The ERM Policy mandates the regular and continuing “[m]onitoring and evaluating the effectiveness of the Company's risk management processes.” The Company’s ERM Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3ebefcfbff8846d788ebb6850e53137d.pdf.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	COMPLIANT	The Company implements an enterprise-wide internal control system, a process designed and effected by the Board of Directors, senior management, and all levels of personnel to provide reasonable assurance on the achievement of objectives through efficient and effective operations; reliable, complete and timely financial and management information; and compliance with applicable laws, regulations, and the organization’s policies and procedures Provide information on or link/ reference to a document containing	

		the company's compliance program covering compliance with laws and relevant regulations. The CG Manual Part II (E) states that "[t]here should be a continuing review of the Company's internal control system in order to maintain its adequacy and effectiveness." The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	"The Company shall have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations." under the Part XII of the CG Manual. In addition, Part II (H) (3) of the CG Manual provides as follows: "The Company shall establish an internal	

		audit system that can reasonably assure the Board, Management and stockholders that its key organizational and operational controls are faithfully complied with. The Board may appoint an Internal Auditor to perform the audit function, and may require him to report to a level in the organization that allows the internal audit activity to fulfill its mandate. The Internal Auditor shall be guided by the International Standards on Professional Practice of Internal Auditing and shall certify that he conducts his activities in accordance with [said standards]. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with said standards.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf Further, the Company’s ERM Policy provides: “The Company also has an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations. The following are the functions of the internal audit, among others:	
--	--	---	--

		h) Provides an independent risk-based assurance service to the Board, Audit Committee and Management, focusing on reviewing the effectiveness of the governance and control processes in: (1) promoting the right values and ethics, (2) ensuring effective performance, management and accounting in the organization, (3) communicating risk and control information, and (4) coordinating the activities and information among the Board, external and internal auditors, and Management; j) Performs regular and special audit as contained in the annual audit plan and/or based on the Company's risk assessment; Performs consulting and advisory services related to governance and control as appropriate for the organization; k) Performs compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the organization; l) Reviews, audits and assesses the efficiency and effectiveness of the internal control system of all areas of the company;	
--	--	---	--

		m) Evaluates operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned; n) Evaluates specific operations at the request of the Board, as appropriate; and o) Monitors and evaluates governance processes.” The ERM Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3ebefcfbff8846d788ebb6850e53137d.pdf The Company’s intention is for the Internal Audit function to be performed both in-house and by an external service provider (outsourced). The engaged Internal Audit Manager will perform functions in-house, while staff work / legwork will be outsourced.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Part XII (3) of the CG Manual provides as follows: “The Company shall have a Chief Audit Executive or equivalent position who shall oversee and be responsible for the internal audit function of the organization, including that portion that is outsourced to a	

		third-party service provider. In case of a fully outsourced internal audit function, a qualified independent executive or senior management personnel will be assigned responsibility for managing the fully outsourced internal audit function. It shall be positioned at a level in the organization that enables Internal Audit services and responsibilities to be performed without interference from Management. The following are the responsibilities of the Chief Audit Executive, among others: a. Periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval; b. Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the organization's goals; c. Communicates the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to senior management and the Audit Committee for review and approval; d. Spearheads the performance of the internal audit activity to ensure it adds value to the organization; e. Reports periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and	
--	--	---	--

		f. Presents findings and recommendations to the Audit Committee and gives advice to senior management and the Board on how to improve internal processes.” Further, the Company’s ERM Policy provides: “The company has a Chief Audit Executive (CAE) or its equivalent position that oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel should be assigned the responsibility for managing the fully outsourced internal audit activity. The following are the responsibilities of the CAE, among others: p) Periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval; q) Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Company’s goals; r) Communicates the internal audit activity’s plans, resource requirements and impact of resource limitations, as well	
--	--	---	--

		as significant interim changes, to senior management and the Board Audit Committee for review and approval; s) Spearheads the performance of the internal audit activity to ensure it adds value to the Company; t) Reports periodically to the Board Audit Committee on the internal audit activity's performance relative to its plan; and u) Presents findings and recommendations to the Board Audit Committee and gives advice to senior management and the Board on how to improve internal processes.” The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The ERM Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3ebefcfbfff8846d788ebb6850e53137d.pdf	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	Part XII (3) of the CG Manual provides as follows: “The Company shall have a Chief Audit Executive or equivalent position who shall oversee and be responsible for the internal audit function of the organization, including that portion that is outsourced to a	

		third-party service provider. In case of a fully outsourced internal audit function, a qualified independent executive or senior management personnel will be assigned responsibility for managing the fully outsourced internal audit function. It shall be positioned at a level in the organization that enables Internal Audit services and responsibilities to be performed without interference from Management. The following are the responsibilities of the Chief Audit Executive, among others: a. Periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval; b. Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the organization's goals; c. Communicates the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to senior management and the Audit Committee for review and approval; d. Spearheads the performance of the internal audit activity to ensure it adds value to the organization; e. Reports periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and	
--	--	---	--

		f. Presents findings and recommendations to the Audit Committee and gives advice to senior management and the Board on how to improve internal processes.” Further, the Company’s ERM Policy provides: “The company has a Chief Audit Executive (CAE) or its equivalent position that oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel should be assigned the responsibility for managing the fully outsourced internal audit activity. The following are the responsibilities of the CAE, among others: p) Periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval; q) Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Company’s goals; r) Communicates the internal audit activity’s plans, resource requirements and impact of resource limitations, as well	
--	--	---	--

		as significant interim changes, to senior management and the Board Audit Committee for review and approval; s) Spearheads the performance of the internal audit activity to ensure it adds value to the Company; t) Reports periodically to the Board Audit Committee on the internal audit activity's performance relative to its plan; and u) Presents findings and recommendations to the Board Audit Committee and gives advice to senior management and the Board on how to improve internal processes." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The ERM Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3ebefcfbff8846d788ebb6850e53137d.pdf	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	Part XII (3) of the CG Manual provides as follows: "The Company shall have a Chief Audit Executive or equivalent position who shall oversee and be responsible for the internal audit function of the organization, including that portion that is outsourced to a	

		third-party service provider. In case of a fully outsourced internal audit function, a qualified independent executive or senior management personnel will be assigned responsibility for managing the fully outsourced internal audit function. It shall be positioned at a level in the organization that enables Internal Audit services and responsibilities to be performed without interference from Management. The following are the responsibilities of the Chief Audit Executive, among others: a. Periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval; b. Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the organization's goals; c. Communicates the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to senior management and the Audit Committee for review and approval; d. Spearheads the performance of the internal audit activity to ensure it adds value to the organization; e. Reports periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and	
--	--	---	--

		f. Presents findings and recommendations to the Audit Committee and gives advice to senior management and the Board on how to improve internal processes.” Further, the Company’s ERM Policy provides: “The company has a Chief Audit Executive (CAE) or its equivalent position that oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel should be assigned the responsibility for managing the fully outsourced internal audit activity. The following are the responsibilities of the CAE, among others: p) Periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval; q) Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Company’s goals; r) Communicates the internal audit activity’s plans, resource requirements and impact of resource limitations, as well	
--	--	---	--

		as significant interim changes, to senior management and the Board Audit Committee for review and approval; s) Spearheads the performance of the internal audit activity to ensure it adds value to the Company; t) Reports periodically to the Board Audit Committee on the internal audit activity's performance relative to its plan; and u) Presents findings and recommendations to the Board Audit Committee and gives advice to senior management and the Board on how to improve internal processes." The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The ERM Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_3ebefcfbfff8846d788ebb6850e53137d.pdf	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Part XII of the CG Manual, as well as the ERM Policy, provides as follows: "The Company shall establish a separate, effective enterprise risk management function to identify, assess and monitor	

		key risk exposures. The risk management function involves the following activities, among others: 1. Defining a risk management strategy; 2. Identifying and analyzing key risk exposures relating to economic, environmental, social and governance (EESG) factors and the achievement of the organization's strategic objectives; 3. Evaluating and categorizing each identified risk using the Company's predefined risk categories and parameters; 4. Establishing a risk register with clearly defined, prioritized and residual risks; 5. Developing a risk mitigation plan for the most important risks to the Company, as defined by the risk management strategy; 6. Communicating and reporting significant risk exposures including business risks (i.e., strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Board Risk Oversight Committee; and	
--	--	--	--

		7. Monitoring and evaluating the effectiveness of the organization's risk management processes.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The ERM Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_3ebefcfbff8846d788ebb6850e53137d.pdf	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	Part XII of the CG Manual provides that the Chief Risk Officer must have “adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company’s size, risk profile and complexity of operations,” <i>to wit</i>: “In managing the Company's Risk Management System, the Company shall have a Risk Officer-in-Charge who is the ultimate champion of Enterprise Risk Management (ERM) and has adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company's size, risk profile and	

		complexity of operations. The CRO has the following functions, among others: 1. Supervises the entire ERM process and spearheads the development, implementation, maintenance and continuous improvement of ERM processes and documentation; 2. Communicates the top risks and the status of implementation of risk management strategies and action plans to the Board Risk Oversight Committee; 3. Collaborates with the CEO in updating and making recommendations to the Board Risk Oversight Committee; 4. Suggests ERM policies and related guidance, as may be needed; and e. Provides insights on the following: Risk management processes are performing as intended; Risk measures reported are continuously reviewed by risk owners for effectiveness; and Established risk policies and procedures are being complied with. There should be clear communication between the Board Risk Oversight Committee and the CRO. The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/9	
--	--	--	--

		41b16_d10225e245124c299a895b41488c_cf5f.pdf Management, with the assistance of other departments, performs the risk management function of the Company, but is also evaluating the need for such external technical support.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	Part XII of the CG Manual provides that the Chief Risk Officer must have "adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company's size, risk profile and complexity of operations," <i>to wit</i> : "In managing the Company's Risk Management System, the Company shall have a Risk Officer-in-Charge who is the ultimate champion of Enterprise Risk Management (ERM) and has adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company's size, risk profile and complexity of operations. The CRO has the following functions, among others: 1. Supervises the entire ERM process and spearheads the development, implementation, maintenance and	

		continuous improvement of ERM processes and documentation; 2. Communicates the top risks and the status of implementation of risk management strategies and action plans to the Board Risk Oversight Committee; 3. Collaborates with the CEO in updating and making recommendations to the Board Risk Oversight Committee; 4. Suggests ERM policies and related guidance, as may be needed; and e. Provides insights on the following: Risk management processes are performing as intended; Risk measures reported are continuously reviewed by risk owners for effectiveness; and Established risk policies and procedures are being complied with. There should be clear communication between the Board Risk Oversight Committee and the CRO. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf Ms. Ma. Carmen D.G. Diaz is the Company's Chief Risk Officer in addition to her being the Chief Finance Officer.	
--	--	--	--

		The ROC Charter can be viewed at https://www.alternenergy.com/files/ugd/941b16_12d7c9fe9e0b426da429dcf5f22c0cf0.pdf	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	Part XII of the CG Manual provides that the Chief Risk Officer must have “adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company’s size, risk profile and complexity of operations,” <i>to wit</i>: “In managing the Company's Risk Management System, the Company shall have a Risk Officer-in-Charge who is the ultimate champion of Enterprise Risk Management (ERM) and has adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company's size, risk profile and complexity of operations. The CRO has the following functions, among others: 1. Supervises the entire ERM process and spearheads the development, implementation, maintenance and continuous improvement of ERM processes and documentation; 2. Communicates the top risks and the status of implementation of risk	

		management strategies and action plans to the Board Risk Oversight Committee; 3. Collaborates with the CEO in updating and making recommendations to the Board Risk Oversight Committee; 4. Suggests ERM policies and related guidance, as may be needed; and e. Provides insights on the following: Risk management processes are performing as intended; Risk measures reported are continuously reviewed by risk owners for effectiveness; and Established risk policies and procedures are being complied with. There should be clear communication between the Board Risk Oversight Committee and the CRO. The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	NON-COMPLIANT		The Company is still in the process of putting a system in place to attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively, as the first full fiscal year of the IA head's tenure will only lapse on June 2026.

Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Part XIII of the CG Manual is devoted to “Promoting Shareholder Rights.” The basic principle is that “The Company shall treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company’s website.	COMPLIANT	Part XIII of the CG Manual is devoted to “Promoting Shareholder Rights.” The basic principle is that “The Company shall treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	

Supplement to Recommendation 13.1

1. Company’s common share has one vote for one share.	COMPLIANT	Nothing in the Company’s by-laws restrict the exercise of a voting right in respect of each common share.	
---	------------------	---	--

		The Company's By-Laws can be viewed at https://www.alternergy.com/files/ugd/941b16_1f4894f07f444f618d05223e68b34156.pdf.	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Part XIII of the CG Manual is devoted to "Promoting Shareholder Rights." The basic principle is that "The Company shall treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights." The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf In addition, the Company's By-Laws describe the rights of different classes of shareholders in Article I, Sections 2 and 4. The Company's By-Laws can be viewed at https://www.alternergy.com/files/ugd/941b16_1f4894f07f444f618d05223e68b34156.pdf.	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Article III, Section 6, of the Company's By-Laws provide that "every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the	

		vote of a majority of all the members of the Board.” The Company’s By-Laws can be viewed at https://www.alternergy.com/files/ugd/941b16_1f4894f07f444f618d05223e68b34156.pdf.	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	The Company has no shareholder voting mechanisms such as supermajority or “majority of minority”. Minority shareholders’ rights are protected under the Revised Corporation Code. In addition, under the CG Manual, “Minority stockholders shall be given the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Company.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	Article II, Section 2, of the Company’s By-Laws allows shareholders to call special shareholders’ meetings, <i>to wit</i>: “Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by	

		any of the following: (a) majority members of the Board of Directors, at its own instance; (b) President; or (c) by stockholders owning at least ten percent (10%) of the total issued and outstanding capital stock of the corporation; provided that such stockholders have continuously held such shares for at least one (1) year prior to the Corporate Secretary's receipt of such stockholders' written call for a special meeting and provided further that such call complies with the procedures and requirements set forth in relevant regulations. Such call shall state the purpose or purposes of the meeting, which must affect the legitimate interest of the stockholders, is germane to the stockholders' interest, and should not include the removal of any director. (As amended on June 10, 2022)” In addition, under the CG Manual, “Minority stockholders shall be given the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Company.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
--	--	---	--

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	Part XIII of the CG Manual is devoted to “Promoting Shareholder Rights.” The basic principle is that “The Company shall treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.” In addition, under the CG Manual, “Minority stockholders shall be given the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Company.” In addition: “The Board shall commit to respect the following rights of the stockholders: 1. Voting Rights on all matters that require their consent or approval; 2. Pre-emptive Right; 3. Right of Inspection; 4. Right to Information; 5. Right to Dividends and Dividend Policy; and 6. Appraisal Right.” The CG Manual can be viewed on the Company’s website at	
---	-------------------------	---	--

		https://www.alternenergy.com/ files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
7. Company has a transparent and specific dividend policy.	COMPLIANT	Article VII, Section 3, of the Company's By-Laws articulate the Company's dividend policy as follows: "Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law." The Company's By-Laws can be viewed at https://www.alternenergy.com/ files/ugd/941b16_1f4894f07f444f618d05223e68b34156.pdf. The Company approved the declaration of Cash Dividends to holders of Common Shares on 15 July 2025 and to holders of Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2-Series A on 2 December 2025. The SEC Form 17-C disclosing the same can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b167416f8e27d6b41cda7fad60a8b87a2ce.pdf and at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16	

		7272181c504a4ce8b98b4fd6f476e483.pdf , respectively.	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.			
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT / NON- COMPLIANT	The principle is enshrined in Part XIII of the CG Manual, thus: "The Board shall encourage active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information within the period prescribed by law." In addition, Article II, Section 4, of the Company's By-Laws provide the requirements for notices of shareholders meetings as follows (including a 21-day notice period): "Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail, telegraph, cable, facsimile, electronic-mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph	Article II, Section 4, of the Company's By-Laws require at least 21 days' prior notice of the convening of annual meetings. Notices for special shareholders meetings may be sent at least 1 week before the date of the meeting, or "such other period as may be allowed by applicable regulations." "Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail, telegraph, cable, facsimile, electronic-mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary at least twenty-one (21) days before the date of the meeting. Notice for special meetings of stockholders may be sent at least one (1) week before the date of the meeting, or such other period as may be allowed by applicable regulations. Except where expressly required by law, no publication of any

		number or electronic mail address last known to the Secretary at least twenty-one (21) days before the date of the meeting. Notice for special meetings of stockholders may be sent at least one (1) week before the date of the meeting, or such other period as may be allowed by applicable regulations. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. “Each stockholder shall provide his current residential or office address and electronic mail address to the Secretary not later than thirty (30) days after the regular meeting of the stockholders, and shall notify the Secretary of any change in his residential or office address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each stockholder of the corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a stockholder shall be considered a valid service of the notice upon said stockholder. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the	notice of a meeting of stockholders shall be required. “Each stockholder shall provide his current residential or office address and electronic mail address to the Secretary not later than thirty (30) days after the regular meeting of the stockholders, and shall notify the Secretary of any change in his residential or office address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each stockholder of the corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a stockholder shall be considered a valid service of the notice upon said stockholder. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. Such requirements aforesaid and notice of any meetings may be waived, expressly or impliedly, by any stockholder. (As amended on June 10, 2022) “When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business
--	--	---	--

		meeting is called. Such requirements aforesaid and notice of any meetings may be waived, expressly or impliedly, by any stockholder. (As amended on June 10, 2022) “When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf The Company’s By-Laws can be viewed at https://www.alternergy.com/files/ugd/941b16_1f4894f07f444f618d05223e68b34156.pdf. The agenda for the latest ASM of the Company is included in the Notice of the Annual Stockholders’ Meeting which can be viewed at https://941b1631-8e7e-4428-9e88-	may be transacted that might have been transacted on the original date of the meeting.” The shorter notice periods take into account that meetings may be conducted by teleconference or online, as was the case in respect of the Company’s latest ASM, the tabulation of votes taken during which can be accessed at: https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_0f0200e4f58d42509c07f88962acff24.pdf
--	--	--	---

		9ceb26b44e2d.usrfiles.com/ugd/941b16_c030075db4a24e81a9013fb8f801a173.pdf	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	COMPLIANT	The Notice of the 2025 Annual Stockholders' Meeting can be viewed at: https://drive.google.com/drive/folders/1760fx_KjZe-efUXED5JwDz-n2JqPiU8f	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	NON-COMPLIANT		The Notice of ASM does not contain the profile of the directors. However, the Company's Definitive Information Sheet (Item 5), relative to the 2025 ASM of the Company, discloses the profiles of the directors. The Company's Definitive Information Statement is disclosed in the Company's website at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_c030075db4a24e81a9013fb8f801a173.pdf The directors' bios may also be viewed on the Company's website at https://www.alternenergy.com/board-of-directors.
b. Auditors seeking appointment/re-appointment	COMPLIANT	The Definitive Information Statement, which in turn includes the Notice of the Annual Stockholders' Meeting in the tranche of documents, sets forth the agenda for the meeting, which in turn includes the appointment of the external auditor. The tranche of documents submitted to the SEC and PSE including	

		the Notice clearly identify SGV & Co. as the proposed external auditor. The Company's Definitive Information Statement is disclosed in the Company's website at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16c030075db4a24e81a9013fb8f801a173.pdf and at PSE EDGE through https://edge.pse.com.ph/openDiscViewer.do?edge_no=8665a6f1812c5068ec6e1601ccee8f59	
c. Proxy documents	COMPLIANT	Proxy forms were provided (though not solicited) through the Company's Definitive Information Statement. The Notice of the ASM urged shareholders who will be unable to attend the meeting to submit a scanned copy of their proxies to a designated email address specified in the Notice, no later than 2 December 2025 (for validation on 5 December 2025). The Company's Definitive Information Statement is disclosed in the Company's website at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16c030075db4a24e81a9013fb8f801a173.pdf and at PSE EDGE through https://edge.pse.com.ph/openDiscViewer.do?edge_no=8665a6f1812c5068ec6e1601ccee8f59	

Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	Annex “A” of the Information Statement provides brief explanation and rationale for each item of the Agenda. The Company’s Definitive Information Statement is disclosed in the Company’s website at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16c030075db4a24e81a9013fb8f801a173.pdf and at PSE EDGE through https://edge.pse.com.ph/openDiscViewer.do?edge_no=8665a6f1812c5068ec6e1601ccee8f59	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders’ Meeting publicly available the next working day.	COMPLIANT	Part XIII of the CG Manual provides: “The Board shall encourage active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders’ Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders’ Meeting shall be available on the Company’s website within five (5) business days from the end of the meeting.” The CG Manual can be viewed on the Company’s website at	

		https://www.alternenergy.com/ files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Minutes of the 10 December 2025 ASM contains information on all relevant questions raised and answers during the ASM and the results of the vote taken. The Minutes can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_e183c0624aa44b9288a5e1efd82f73ef.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	The CG Manual, in Part XIII, provides that "the Minutes of the Annual and Special Shareholders' Meeting shall be available on the Company's website within five (5) business days from the end of the meeting." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/ files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Minutes of the 10 December 2025 ASM contains information on all relevant questions raised and answers during the ASM and the results of the vote taken. The Minutes can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16_e183c0624aa44b9288a5e1efd82f73ef.pdf	

Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	The external auditors and other relevant individuals were present during the 10 December 2025 ASM, as evidenced by the minutes, which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16e183c0624aa44b9288a5e1efd82f73ef.pdf	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Part XIII of the CG Manual provides: “It is the responsibility of the Board of Directors to establish an alternative dispute resolution system to settle intra-corporate disputes in an amicable and effective manner. As such, the Board of Directors normally engages the services of a neutral third party to assist in the resolution of issues between the Company and stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances see fit. Consideration is given to the need to promote candor through confidentiality of the process, the policy of fostering prompt, economical, and amicable resolution of disputes in accordance with the principles of integrity	

		of determination by the parties, and the policy that the decision-making authority in the process rests with the parties.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
2. The alternative dispute mechanism is included in the company’s Manual on Corporate Governance.	COMPLIANT	Part XIII of the CG Manual provides: “It is the responsibility of the Board of Directors to establish an alternative dispute resolution system to settle intra-corporate disputes in an amicable and effective manner. As such, the Board of Directors normally engages the services of a neutral third party to assist in the resolution of issues between the Company and stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances see fit. Consideration is given to the need to promote candor through confidentiality of the process, the policy of fostering prompt, economical, and amicable resolution of disputes in accordance with the principles of integrity of determination by the parties, and the	

		policy that the decision-making authority in the process rests with the parties.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	Part XIII of the CG Manual provides: “The Company shall establish an Investor Relations Office (IRO) to facilitate constant engagement with its shareholders. The IRO shall be present at every shareholders' meeting.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Company’s Investor Relations Officer is Ms. Beatriz Bathan, whose contact details are as follows: 1. Telephone number: 0908-3321785 2. Fax number: None 3. E-mail address: investorrelations@alternergy.com	

2. IRO is present at every shareholder's meeting.	COMPLIANT	The IRO was present during the Company's latest ASM on 10 December 2025, the minutes of which can be viewed at https://941b1631-8e7e-4428-9e88-9ceb26b44e2d.usrfiles.com/ugd/941b16e183c0624aa44b9288a5e1efd82f73ef.pdf	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	The Board does not employ any anti-takeover measures or similar devices.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	The Company's disclosure of its List of Top 100 shareholders (which can be viewed at https://edge.pse.com.ph/openDiscViewer.do?edge_no=61bd301163d927b664d70b69f0a3140b) indicate total shares traded publicly at 3,933,840,480, constituting 33.89% public float.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Part XV of the CG Manual provides that "The Board should identify the Company's various stakeholders and promote cooperation between them and the company in creating wealth, growth and sustainability." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Company's disclosure of its List of Top 100 shareholders (which can be accessed through https://edge.pse.com.ph/openDiscViewer.do?edge_no=61bd301163d927b664d70b69f0a3140b) identifies the company's Top 20 shareholders as of the period ending 31 December 2025.	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Part XV of the CG Manual provides that "The Board should establish clear policies and programs to provide a mechanism on the fair treatment and protection of Stakeholders." The CG Manual can be viewed on the Company's website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	

Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Part XV of the CG Manual provides that “The Board should adopt a transparent framework and process that allow Stakeholders to communicate with the company and to obtain redress for the violation of their rights.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf The Company’s Whistleblower Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Part XIII of the CG Manual provides: “It is the responsibility of the Board of Directors to establish an alternative dispute resolution system to settle intra-corporate disputes in an amicable and effective manner. As such, the Board of Directors normally engages the services of a neutral third party to assist in the resolution of issues between the Company and stockholders, third parties and	

		regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances see fit. Consideration is given to the need to promote candor through confidentiality of the process, the policy of fostering prompt, economical, and amicable resolution of disputes in accordance with the principles of integrity of determination by the parties, and the policy that the decision-making authority in the process rests with the parties.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	The Company has not sought any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.	
2. Company respects intellectual property rights.	COMPLIANT	The Company has never been subject of any complaints or claims for violation of	

		intellectual property. Respect for intellectual property rights are embedded in contracts entered into by the Company and its subsidiaries.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Part XVI (1) of the CG Manual is devoted to "Encouraging Employees' Participation", thus: "The Board should establish policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance." The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf	

Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	NON-COMPLIANT		The Company is still currently formulating a merit-based “Long Term Incentive Plan” (similar to an employee stock option plan) that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	The Company implements a “Policy on Health and Wellness and Training” (the “Wellness Policy”) which provides information on policies and practices on health, safety and welfare of employees, as well as on training. The Wellness Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_be275312eece442785651856058d7df.pdf	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	The Company implements a “Policy on Health and Wellness and Training” (the “Wellness Policy”) which provides information on policies and practices on health, safety and welfare of employees, as well as on training. The Wellness Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_be275312eece442785651856058d7df.pdf	

		For the period ending 31 December 2025, the Company has provided trainings to the Company’s officers and staff, to wit: <table><tr><th>Description</th><th>Date</th></tr><tr><td>Unlocking MORE Opportunities: Understanding the CREATE MORE Act and its IRR</td><td>March 20, 2025</td></tr><tr><td>Pre-energization Workshop for Alabat Wind Power Corporation and Alternergy Tanay Wind Corporation with National Grid Corporation of the Philippines</td><td>April 2, 2025</td></tr><tr><td>Mandatory Continuing Legal Education (MCLE)</td><td>April 14, 2025</td></tr><tr><td>Solar and Storage Live Philippines 2025 on SMX Pasay City</td><td>May 19-20, 2025</td></tr><tr><td>IFRS S1 & S2 Sustainability Reporting Standards</td><td>June 03, 2025</td></tr><tr><td>Annual Geodetic Engineers' National Convention 2025</td><td>June 12-13, 2025</td></tr><tr><td>Project EnSync Workshop</td><td>June 16, 2025</td></tr><tr><td>Accredited Eight (8) Hour Orientation Seminar for Managing Heads of PCOs</td><td>July 08, 2025</td></tr><tr><td>Basic Occupational Safety & Health Training for Safety Officer 2</td><td>July 22-25, 2025</td></tr></table>	Description	Date	Unlocking MORE Opportunities: Understanding the CREATE MORE Act and its IRR	March 20, 2025	Pre-energization Workshop for Alabat Wind Power Corporation and Alternergy Tanay Wind Corporation with National Grid Corporation of the Philippines	April 2, 2025	Mandatory Continuing Legal Education (MCLE)	April 14, 2025	Solar and Storage Live Philippines 2025 on SMX Pasay City	May 19-20, 2025	IFRS S1 & S2 Sustainability Reporting Standards	June 03, 2025	Annual Geodetic Engineers' National Convention 2025	June 12-13, 2025	Project EnSync Workshop	June 16, 2025	Accredited Eight (8) Hour Orientation Seminar for Managing Heads of PCOs	July 08, 2025	Basic Occupational Safety & Health Training for Safety Officer 2	July 22-25, 2025	
Description	Date																						
Unlocking MORE Opportunities: Understanding the CREATE MORE Act and its IRR	March 20, 2025																						
Pre-energization Workshop for Alabat Wind Power Corporation and Alternergy Tanay Wind Corporation with National Grid Corporation of the Philippines	April 2, 2025																						
Mandatory Continuing Legal Education (MCLE)	April 14, 2025																						
Solar and Storage Live Philippines 2025 on SMX Pasay City	May 19-20, 2025																						
IFRS S1 & S2 Sustainability Reporting Standards	June 03, 2025																						
Annual Geodetic Engineers' National Convention 2025	June 12-13, 2025																						
Project EnSync Workshop	June 16, 2025																						
Accredited Eight (8) Hour Orientation Seminar for Managing Heads of PCOs	July 08, 2025																						
Basic Occupational Safety & Health Training for Safety Officer 2	July 22-25, 2025																						

		Boost Engagement & Retention Through Smarter Retirement Plans Confirmation	September 17, 2025	
		2025 The Institute of Internal Auditors Philippines, Inc Annual Convention	October 15-17, 2025	
		The 4th SGV Tax Symposium – From Compliance to Confidence: Trust, Transformation, and Transparency	October 23, 2025	
		A closer look at the new PFRS Accounting Standard: PFRS 18, Presentation and Disclosure in Financial Statements	November 05, 2025	
		SGV Tax Compliance Bootcamp	November 13-14, 2025	
Recommendation 15.2				
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	Part XVI of the CG Manual requires the Board to “set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program. Further, the Board should disseminate the policy and program to employees across the organization through trainings to embed them in the Company’s culture.”		

		The same part of the CG Manual mandates the Board to establish a whistleblowing framework “that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board should be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.” In addition, the Company’s Ethics Policy provides, among others, for standards of acceptable conduct relating to Conflict of Interest, Conduct of Business and Fair Dealings, Receipt of Gifts from Third Parties, Compliance with Laws and Regulations, Respect for Trade Secrets / Use of Non-public Information, and Use of Company Funds, Assets and Information, among others. Finally, the Board has formulated and approved a “Policy on Whistle-Blowing” (the “Whistleblower Policy”) which, in summary, “sets forth the conditions and procedure for investigating allegations of corruption, fraud, and other misconduct.” The CG Manual can be viewed on the Company’s website at	
--	--	---	--

		https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf, while the Ethics Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf. Finally, the updated Whistleblower Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	The anti-corruption policies of the Company are available on the Company's website: The CG Manual can be viewed on the Company's website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf, while the Ethics Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf. Finally, the updated Whistleblower Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf	

		They are also disseminated as part of the onboarding of new employees in order to embed them in the Company's culture.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	Part XVI of the CG Manual requires the Board to "set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program. Further, the Board should disseminate the policy and program to employees across the organization through trainings to embed them in the Company's culture." The same part of the CG Manual mandates the Board to establish a whistleblowing framework "that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board should be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement." In addition, the Company's Ethics Policy provides, among others, for standards of acceptable conduct relating to Conflict of Interest, Conduct of Business and Fair Dealings, Receipt of Gifts from Third Parties, Compliance with Laws and	

		Regulations, Respect for Trade Secrets / Use of Non-public Information, and Use of Company Funds, Assets and Information, among others. Finally, the Board has formulated and approved a “Policy on Whistle-Blowing” (the “Whistleblower Policy”) which, in summary, “sets forth the conditions and procedure for investigating allegations of corruption, fraud, and other misconduct.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488c_cf5f.pdf, while the Ethics Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_55f0c54fee5047d093c946d1b1a03ad8.pdf. Finally, the updated Whistleblower Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf. To date, no violations of the Company’s policies on this matter have been reported.	
Recommendation 15.3			

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Part XVI of the CG Manual provides that “The Board should establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board should be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf The Board has formulated and approved a Whistleblower Policy which, in summary, “sets forth the conditions and procedure for investigating allegations of corruption, fraud, and other misconduct.” The updated Whistleblower Policy can be viewed at https://www.alternergy.com/files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf.	
--	-------------------------	--	--

		Part 5 of the Whistleblower Policy includes procedures to protect a whistleblower from retaliation.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	Part XVI of the CG Manual provides that “The Board should establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board should be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf The Board has also formulated and approved a Whistleblower Policy which, in summary, “sets forth the conditions and procedure for investigating allegations of corruption, fraud, and other misconduct.” Part 7 of the Whistleblower Policy provides the channels and procedure for raising whistleblowing complaints shall depend on whether or not the allegation,	

		complaint, or information is made or disclosed by an Associate, by a party external to the Company but privy to a Company Project, or by a party external to the Company and not a privy to a Company Project. The updated Whistleblower Policy can be viewed at https://www.alternenergy.com/files/ugd/941b16_0d868cc1bb14455594fadcf831f712e3.pdf.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Part XVI of the CG Manual provides that “The Board should establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board should be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.” The CG Manual can be viewed on the Company’s website at https://www.alternenergy.com/files/ugd/941b16_d10225e245124c299a895b41488ccf5f.pdf	

		To date, there have been no whistleblowing incidents reported.	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	Part XVII of the CG Manual provides as follows: “In line with its Quadruple Bottom Line Philosophy, the Company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development. “The Company should recognize and place an importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company to grow its business, while contributing to the advancement of the society where it operates.” The CG Manual can be viewed on the Company’s website at https://www.alternergy.com/files/ugd/9	

		41b16_d10225e245124c299a895b41488c_cf5f.pdf	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development			
2. Company exerts effort to interact positively with the communities in which it operates			

[Signatures follow]

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of **ALTERNERGY HOLDINGS CORPORATION** by the undersigned, thereunto duly authorized, in the City of Makati, on ~~May 25, 2023~~ **May 2026**.

SIGNATURES



Vicente S. Pérez, Jr.
Chairman of the Board



Gerry P. Magbanua
President



Maria Theresa dela Peña Marcial
Lead Independent Director



Eduardo V. Mañalac
Independent Director



Maria Victoria C. España
Independent Director



Atty. Janina. C. Arriola
Compliance Officer



Atty. Anna Melissa R. Lichaytoo
Corporate Secretary

MAY 25 2026

SUBSCRIBED AND SWORN to before me this ____ day of May 2026, by the following affiants:

Affiant	Competent Evidence of Identity		
Vicente S. Pérez, Jr.	PHL Passport No.	/	
Gerry P. Magbanua	PHL Passport No.	/	
Maria Theresa dela Peña Marcial	PHL Passport No.	/	
Eduardo V. Mañalac	PHL Passport No.	/	
Ma. Victoria S. España	PHL Passport No.	/	
Janina C. Arriola	PHL Passport No.	/	
Anna Melissa R. Lichaytoo	PHL Passport No.	/	

Doc. No. 73
Page No. 16
Book No. 24
Series of 2026.

ATTY. SHERLUCK JUN C. VILLEGAS

Notary Public for Makati City

Appt. No. M-118 until Dec. 31, 2026

Unit 3C LTA Building, 118 Perea St.

Legaspi Village, Makati City

Roll No. 70942

IBP No. 566586 / 12-16-2025 / Pasig City

PTR No. 10764057 / 01-02-2026 / Makati City

MCLE Compliance No. VIII-0024929/April 14, 2028