



# GENERAL INFORMATION SHEET (GIS)

FOR THE YEAR 2021

## STOCK CORPORATION

### GENERAL INSTRUCTIONS:

1. FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. **DO NOT LEAVE ANY ITEM BLANK.** WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING.
2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED.
3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE **CORPORATE SECRETARY** OF THE CORPORATION.
4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE.
5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE
6. **ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.**
7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS

===== PLEASE PRINT LEGIBLY =====

|                                                                                                                                                |                                                                                                             |                                                                                                                            |                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| <b>CORPORATE NAME:</b><br>SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.                                                                       |                                                                                                             | <b>DATE REGISTERED:</b><br>04/30/2014                                                                                      |                                                    |
| <b>BUSINESS/TRADE NAME:</b><br>SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.                                                                  |                                                                                                             | <b>FISCAL YEAR END:</b><br>December 31                                                                                     |                                                    |
| <b>SEC REGISTRATION NUMBER:</b><br>CS201408354                                                                                                 |                                                                                                             | <b>CORPORATE TAX IDENTIFICATION NUMBER (TIN):</b><br>008-766-992                                                           |                                                    |
| <b>DATE OF ANNUAL MEETING PER BY-LAWS:</b><br>1st Monday of May each year                                                                      |                                                                                                             | <b>WEBSITE/URL ADDRESS:</b><br><a href="http://www.solarphilippines.ph">www.solarphilippines.ph</a>                        |                                                    |
| <b>ACTUAL DATE OF ANNUAL MEETING:</b><br>May 10, 2021                                                                                          |                                                                                                             | <b>E-MAIL ADDRESS:</b><br><a href="mailto:sp.corporatelegal@solarphilippines.ph">sp.corporatelegal@solarphilippines.ph</a> |                                                    |
| <b>COMPLETE PRINCIPAL OFFICE ADDRESS:</b><br>LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |                                                                                                             | <b>FAX NUMBER:</b><br>N.A.                                                                                                 |                                                    |
| <b>COMPLETE BUSINESS ADDRESS:</b><br>20th Floor, Philamlife Tower, 8767 Paseo de Roxas, Brgy. Bel-Air, Makati City 1226, Philippines           |                                                                                                             | <b>TELEPHONE NUMBER(S):</b><br>(02) 8817-2585                                                                              |                                                    |
| <b>OFFICIAL E-MAIL ADDRESS</b><br><a href="mailto:sp.corporatelegal@solarphilippines.ph">sp.corporatelegal@solarphilippines.ph</a>             | <b>ALTERNATE E-MAIL ADDRESS</b><br><a href="mailto:legal@solarphilippines.ph">legal@solarphilippines.ph</a> | <b>OFFICIAL MOBILE NUMBER</b><br>(+639)988889326                                                                           | <b>ALTERNATE MOBILE NUMBER</b><br>(+639)9088142489 |
| <b>NAME OF EXTERNAL AUDITOR &amp; ITS SIGNING PARTNER:</b><br>Sycip Gorres Velayo & Co./Signing Partner: Jhoanna Feliza C. Go                  |                                                                                                             | <b>SEC ACCREDITATION NUMBER (if applicable):</b><br>0012-FR-4                                                              |                                                    |
| <b>PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN:</b><br>See Annex "A"                                                                |                                                                                                             | <b>INDUSTRY CLASSIFICATION:</b><br>Renewable Energy                                                                        | <b>GEOGRAPHICAL CODE:</b><br>137602025             |

### ===== INTERCOMPANY AFFILIATIONS =====

| PARENT COMPANY                                  | SEC REGISTRATION NO. | ADDRESS                                                                                           |
|-------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------------|
| N.A.                                            | N.A.                 | N.A.                                                                                              |
| SUBSIDIARY/AFFILIATE                            | SEC REGISTRATION NO. | ADDRESS                                                                                           |
| SOLAR PHILIPPINES BATANGAS CORPORATION          | CS201712077          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES BATANGAS BASELOAD CORPORATION | CS201802688          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES BULACAN CORPORATION           | CS201707755          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |

NOTE: USE ADDITIONAL SHEET IF NECESSARY

| SUBSIDIARY/AFFILIATE                                | SEC REGISTRATION NO. | ADDRESS                                                                                           |
|-----------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------------|
| SOLAR PHILIPPINES CALATAGAN CORPORATION             | CS201511280          | Barangay Paraiso, Calatagan, Batangas, Philippines 4215                                           |
| SOLAR PHILIPPINES CAVITE CORPORATION                | CS201712083          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES CITYMALL CORPORATION              | CS201610618          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES UTILITY CORPORATION               | CS201712078          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES MINDORO CORPORATION               | CS201712076          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES MODULE MANUFACTURING CORPORATION  | CS201615732          | First Philippine Industrial Park, Barangay Anastacia, Sto. Tomas, Batangas City                   |
| SOLAR PHILIPPINES SYSTEMS MANUFACTURING CORPORATION | CS201807897          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES NAIC CORPORATION                  | CS201621877          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES NUEVA ECIJA CORPORATION           | CS201627300          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES PALAWAN CORPORATION               | CS201707761          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES RENEWABLE ENERGY PROJECTS, INC.   | CS201502758          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES RETAIL ELECTRICITY, INC.          | CS201619446          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES ROOFTOP CORPORATION               | CS201712079          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES SAN RAFAEL CORPORATION            | CS201707758          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES SEASIDEMALL CORPORATION           | CS201612914          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES SOUTH LUZON CORPORATION           | CS201712081          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES TAGALOGAN CORPORATION             | CS201519953          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES TARLAC BASELOAD CORPORATION       | CS201519955          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES TANAUAN CORPORATION               | CS201620740          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES TARLAC CORPORATION                | CS201513988          | Barangay Sta. Rosa, Concepcion, Tarlac                                                            |
| SOLAR PHILIPPINES VISAYAS CORPORATION               | CS201712080          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |
| SOLAR PHILIPPINES ZAMBALES CORPORATION              | CS201627304          | LPL Towers, 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City 1129, Philippines |

## GENERAL INFORMATION SHEET

## STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

Corporate Name: SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.

A. Is the Corporation a covered person under the Anti Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365) ☐ Yes ☒ No

Please check the appropriate box:

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1.</b><br><input type="checkbox"/> a. Banks<br><input type="checkbox"/> b. Offshore Banking Units<br><input type="checkbox"/> c. Quasi-Banks<br><input type="checkbox"/> d. Trust Entities<br><input type="checkbox"/> e. Non-Stock Savings and Loan Associations<br><input type="checkbox"/> f. Pawnshops<br><input type="checkbox"/> g. Foreign Exchange Dealers<br><input type="checkbox"/> h. Money Changers<br><input type="checkbox"/> i. Remittance Agents<br><input type="checkbox"/> j. Electronic Money Issuers<br><input type="checkbox"/> k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>4.</b> <input type="checkbox"/> Jewelry dealers in precious metals, who, as a business, trade in precious metals                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>2.</b><br><input type="checkbox"/> a. Insurance Companies<br><input type="checkbox"/> b. Insurance Agents<br><input type="checkbox"/> c. Insurance Brokers<br><input type="checkbox"/> d. Professional Reinsurers<br><input type="checkbox"/> e. Reinsurance Brokers<br><input type="checkbox"/> f. Holding Companies<br><input type="checkbox"/> g. Holding Company Systems<br><input type="checkbox"/> h. Pre-need Companies<br><input type="checkbox"/> i. Mutual Benefit Association<br><input type="checkbox"/> j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>5.</b> <input type="checkbox"/> Jewelry dealers in precious stones, who, as a business, trade in precious stone                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>3.</b><br><input type="checkbox"/> a. Securities Dealers<br><input type="checkbox"/> b. Securities Brokers<br><input type="checkbox"/> c. Securities Salesman<br><br><input type="checkbox"/> d. Investment Houses<br><input type="checkbox"/> e. Investment Agents and Consultants<br><input type="checkbox"/> f. Trading Advisors<br><input type="checkbox"/> g. Other entities managing Securities or rendering similar services<br><input type="checkbox"/> h. Mutual Funds or Open-end Investment Companies<br><input type="checkbox"/> i. Close-end Investment Companies<br><input type="checkbox"/> j. Common Trust Funds or Issuers and other similar entities<br><input type="checkbox"/> k. Transfer Companies and other similar entities<br><input type="checkbox"/> l. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on<br><input type="checkbox"/> m. Entities administering of otherwise dealing in valuable objects<br><input type="checkbox"/> n. Entities administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC) | <b>6.</b> Company service providers which, as a business, provide any of the following services to third parties:<br><input type="checkbox"/> a. acting as a formation agent of juridical persons<br><input type="checkbox"/> b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons<br><br><input type="checkbox"/> c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement<br><br><input type="checkbox"/> d. acting as (or arranging for another person to act as) a nominee shareholder for another person |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>7.</b> Persons who provide any of the following services:<br><input type="checkbox"/> a. managing of client money, securities or other assets<br><input type="checkbox"/> b. management of bank, savings or securities accounts<br><input type="checkbox"/> c. organization of contributions for the creation, operation or management of companies<br><input type="checkbox"/> d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>8.</b> <input type="checkbox"/> None of the above<br>Describe nature of business:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS?

☐ Yes ☒ No

# GENERAL INFORMATION SHEET

STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|----------------------------------------------|-----------------------------|------------------------------------------------|-------------------------|------------------------------------------------------------|-------------------------|-----------------------|-----------------------|
| <b>CORPORATE NAME:</b>                       |                             | SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC. |                         |                                                            |                         |                       |                       |
| <b>CAPITAL STRUCTURE</b>                     |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>AUTHORIZED CAPITAL STOCK</b>              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              | <b>TYPE OF SHARES *</b>     | <b>NUMBER OF SHARES</b>                        | <b>PAR/STATED VALUE</b> | <b>AMOUNT (PhP)<br/>(No. of shares X Par/Stated Value)</b> |                         |                       |                       |
|                                              | COMMON                      | 100,000,000                                    | 1.00                    | 100,000,000.00                                             |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>TOTAL</b>                                 |                             | <b>100,000,000</b>                             | <b>TOTAL P</b>          | <b>100,000,000.00</b>                                      |                         |                       |                       |
| <b>SUBSCRIBED CAPITAL</b>                    |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>FILIPINO</b>                              | <b>NO. OF STOCK-HOLDERS</b> | <b>TYPE OF SHARES *</b>                        | <b>NUMBER OF SHARES</b> | <b>NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **</b>      | <b>PAR/STATED VALUE</b> | <b>AMOUNT (PhP)</b>   | <b>% OF OWNERSHIP</b> |
|                                              | 3                           | COMMON                                         | 100,000,000             |                                                            | 1.00                    | 100,000,000.00        | 100.00%               |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>TOTAL</b>                                 |                             | <b>100,000,000</b>                             | <b>TOTAL</b>            | <b>TOTAL P</b>                                             | <b>100,000,000.00</b>   |                       | <b>100.00%</b>        |
| <b>FOREIGN<br/>(INDICATE BY NATIONALITY)</b> | <b>NO. OF STOCK-HOLDERS</b> | <b>TYPE OF SHARES *</b>                        | <b>NUMBER OF SHARES</b> | <b>NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **</b>      | <b>PAR/STATED VALUE</b> | <b>AMOUNT (PhP)</b>   | <b>% OF OWNERSHIP</b> |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>Percentage of Foreign Equity :</b>        |                             |                                                | <b>TOTAL</b>            | <b>TOTAL</b>                                               | <b>TOTAL P</b>          |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         | <b>100,000,000.00</b> | <b>100.00%</b>        |
| <b>PAID-UP CAPITAL</b>                       |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>FILIPINO</b>                              | <b>NO. OF STOCK-HOLDERS</b> | <b>TYPE OF SHARES *</b>                        | <b>NUMBER OF SHARES</b> | <b>PAR/STATED VALUE</b>                                    | <b>AMOUNT (PhP)</b>     | <b>% OF OWNERSHIP</b> |                       |
|                                              | 3                           | COMMON                                         | 100,000,000             | 1.00                                                       | 100,000,000.00          | 100.00%               |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>TOTAL</b>                                 |                             | <b>100,000,000</b>                             | <b>TOTAL P</b>          | <b>100,000,000.00</b>                                      |                         | <b>100.00%</b>        |                       |
| <b>FOREIGN<br/>(INDICATE BY NATIONALITY)</b> | <b>NO. OF STOCK-HOLDERS</b> | <b>TYPE OF SHARES *</b>                        | <b>NUMBER OF SHARES</b> | <b>PAR/STATED VALUE</b>                                    | <b>AMOUNT (PhP)</b>     | <b>% OF OWNERSHIP</b> |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
|                                              |                             |                                                |                         |                                                            |                         |                       |                       |
| <b>0.00 %</b>                                |                             |                                                | <b>TOTAL</b>            | <b>TOTAL P</b>                                             |                         |                       |                       |
|                                              |                             |                                                |                         | <b>TOTAL PAID-UP P</b>                                     | <b>100,000,000.00</b>   |                       | <b>100.00%</b>        |

NOTE: USE ADDITIONAL SHEET IF NECESSARY

\* Common, Preferred or other classification

\*\* Other than Directors, Officers, Shareholders owning 10% of outstanding shares.

## GENERAL INFORMATION SHEET

STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

| <b>CORPORATE NAME:</b> SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |             |       |       |        |              |                                   |             |                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------|-------|--------|--------------|-----------------------------------|-------------|---------------------------|
| <b>DIRECTORS / OFFICERS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |             |       |       |        |              |                                   |             |                           |
| NAME/CURRENT RESIDENTIAL ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | NATIONALITY | INC'R | BOARD | GENDER | STOCK HOLDER | OFFICER                           | EXEC. COMM. | TAX IDENTIFICATION NUMBER |
| 1. <b>Leandro Antonio L. Leviste</b><br>40 Cambridge Circle, North Forbes Park, Makati City                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Filipino    | Y     | C     | M      | Y            | President/<br>CEO                 |             | 431-023-685               |
| 2. <b>Hazel Iris P. Lafuente</b><br>Block 6 Lot 10 Banahaw Street, Mambog II, Bacoor City, Cavite                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Filipino    | N     | M     | F      | Y            | Corporate Secretary/<br>Treasurer |             | 265-583-738               |
| 3. <b>Irma C. Flaminiano</b><br>196H P. Santos Street, Malibay, Pasay City                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Filipino    | N     | M     | F      | Y            | Director                          |             | 125-972-554               |
| 4. <b>Muviel Justine C. Martinez</b><br>1701 Urban Deca Towers EDSA, Brgy. Highway Hills, Mandaluyong City 1550                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Filipino    | N     |       | M      | N            | Assistant Corporate Secretary     |             | 276-568-010               |
| 5.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |             |       |       |        |              |                                   |             |                           |
| 6.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |             |       |       |        |              |                                   |             |                           |
| 7.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |             |       |       |        |              |                                   |             |                           |
| 8.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |             |       |       |        |              |                                   |             |                           |
| 9.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |             |       |       |        |              |                                   |             |                           |
| 10.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |       |       |        |              |                                   |             |                           |
| 11.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |       |       |        |              |                                   |             |                           |
| 12.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |       |       |        |              |                                   |             |                           |
| 13.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |       |       |        |              |                                   |             |                           |
| 14.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |       |       |        |              |                                   |             |                           |
| 15.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |       |       |        |              |                                   |             |                           |
| <b>INSTRUCTION:</b><br>FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.<br>FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.<br>FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.<br>FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.<br>FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.<br>FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER. |             |       |       |        |              |                                   |             |                           |

**GENERAL INFORMATION SHEET**  
STOCK CORPORATION

| ===== PLEASE PRINT LEGIBLY =====                                                                          |                   |                                                |                 |                                                 |                         |                                 |
|-----------------------------------------------------------------------------------------------------------|-------------------|------------------------------------------------|-----------------|-------------------------------------------------|-------------------------|---------------------------------|
| <b>CORPORATE NAME:</b>                                                                                    |                   | SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC. |                 |                                                 |                         |                                 |
| <b>TOTAL NUMBER OF STOCKHOLDERS:</b>                                                                      |                   | 3                                              |                 | <b>NO. OF STOCKHOLDERS WITH 100 OR MORE SH.</b> |                         | 1                               |
| <b>TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS:</b>                                         |                   | PHP 4,142,737,921.00                           |                 |                                                 |                         |                                 |
| STOCKHOLDER'S INFORMATION                                                                                 |                   |                                                |                 |                                                 |                         |                                 |
| NAME, NATIONALITY AND CURRENT<br>RESIDENTIAL ADDRESS                                                      | SHARES SUBSCRIBED |                                                |                 |                                                 | AMOUNT<br>PAID<br>(PhP) | TAX<br>IDENTIFICATION<br>NUMBER |
|                                                                                                           | TYPE              | NUMBER                                         | AMOUNT<br>(PhP) | % OF<br>OWNER-<br>SHIP                          |                         |                                 |
| 1 Leandro Antonio L. Leviste<br>Filipino<br>40 Cambridge Circle, North Forbes Park,<br>Makati City        | common            | 99,999,998                                     | 99,999,998      | 100.000%                                        | 99,999,998.00           | 431-023-685                     |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      | 99,999,998                                     | 99,999,998.00   |                                                 |                         |                                 |
| 2. Hazel Iris P. Lafuente<br>Filipino<br>Block 6 Lot 10 Banahaw Street, Mambog II,<br>Bacoor City, Cavite | common            | 1                                              | 1.00            | nil                                             | 1.00                    | 265-583-738                     |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      | 1                                              | 1.00            |                                                 |                         |                                 |
| 3. Irma C. Flaminiano<br>Filipino<br>196H P. Santos Street, Malibay, Pasay City                           | common            | 1                                              | 1.00            | nil                                             | 1.00                    | 125-972-554                     |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      | 1                                              | 1.00            |                                                 |                         |                                 |
| 4.                                                                                                        |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      |                                                |                 |                                                 |                         |                                 |
| 5.                                                                                                        |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      |                                                |                 |                                                 |                         |                                 |
| 6.                                                                                                        |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      |                                                |                 |                                                 |                         |                                 |
| 7.                                                                                                        |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           |                   |                                                |                 |                                                 |                         |                                 |
|                                                                                                           | <b>TOTAL</b>      |                                                |                 |                                                 |                         |                                 |
| <b>TOTAL AMOUNT OF SUBSCRIBED CAPITAL</b>                                                                 |                   |                                                | 100,000,000.00  | <b>100%</b>                                     | <b>100,000,000.00</b>   |                                 |
| <b>TOTAL AMOUNT OF PAID-UP CAPITAL</b>                                                                    |                   |                                                |                 |                                                 |                         |                                 |

|                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS                                                                                                                                |
| <i>Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.</i> |

**GENERAL INFORMATION SHEET**  
STOCK CORPORATION

| ===== PLEASE PRINT LEGIBLY =====                                                                       |                              |                                               |                                               |
|--------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------------|-----------------------------------------------|
| <b>CORPORATE NAME:</b> SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.                                  |                              |                                               |                                               |
| <b>1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION</b>                                         | <b>AMOUNT (PhP)</b>          | <b>DATE OF BOARD RESOLUTION</b>               |                                               |
| 1.1 STOCKS                                                                                             | 2,950,042,382.00             | N.A.                                          |                                               |
| 1.2 BONDS/COMMERCIAL PAPER (Issued by Private Corporations)                                            | N.A.                         | N.A.                                          |                                               |
| 1.3 LOANS/ CREDITS/ ADVANCES                                                                           | N.A.                         | N.A.                                          |                                               |
| 1.4 GOVERNMENT TREASURY BILLS                                                                          | N.A.                         | N.A.                                          |                                               |
| 1.5 OTHERS                                                                                             | N.A.                         | N.A.                                          |                                               |
| <b>2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY:)</b>   |                              | <b>DATE OF BOARD RESOLUTION</b>               | <b>DATE OF STOCKHOLDERS RATIFICATION</b>      |
| N.A.                                                                                                   |                              | N.A.                                          | N.A.                                          |
| <b>3. TREASURY SHARES</b>                                                                              |                              | <b>NO. OF SHARES</b>                          | <b>% AS TO THE TOTAL NO. OF SHARES ISSUED</b> |
|                                                                                                        |                              | N.A.                                          | N.A.                                          |
| <b>4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR 1,395,526,218.00</b> |                              |                                               |                                               |
| <b>5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR:</b>                                    |                              |                                               |                                               |
| <b>TYPE OF DIVIDEND</b>                                                                                | <b>AMOUNT (PhP)</b>          | <b>DATE DECLARED</b>                          |                                               |
| 5.1 CASH                                                                                               | N.A.                         | N.A.                                          |                                               |
| 5.2 STOCK                                                                                              | N.A.                         | N.A.                                          |                                               |
| 5.3 PROPERTY                                                                                           | N.A.                         | N.A.                                          |                                               |
| <b>TOTAL</b>                                                                                           | <b>P</b>                     | N.A.                                          |                                               |
| <b>6. ADDITIONAL SHARES ISSUED DURING THE PERIOD:</b>                                                  |                              |                                               |                                               |
| <b>DATE</b>                                                                                            | <b>NO. OF SHARES</b>         | <b>AMOUNT</b>                                 |                                               |
| N.A.                                                                                                   | N.A.                         | N.A.                                          |                                               |
| N.A.                                                                                                   | N.A.                         | N.A.                                          |                                               |
| N.A.                                                                                                   | N.A.                         | N.A.                                          |                                               |
| N.A.                                                                                                   | N.A.                         | N.A.                                          |                                               |
| <b>SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY:</b>                                 |                              |                                               |                                               |
| <b>NAME OF AGENCY:</b>                                                                                 | <b>SEC</b>                   | <b>B S P</b>                                  | <b>I C</b>                                    |
| <b>TYPE OF LICENSE/REGN.</b>                                                                           | N.A.                         | N.A.                                          | N.A.                                          |
| <b>DATE ISSUED:</b>                                                                                    | N.A.                         | N.A.                                          | N.A.                                          |
| <b>DATE STARTED OPERATIONS:</b>                                                                        | N.A.                         | N.A.                                          | N.A.                                          |
| <b>TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (in PhP)</b>                | <b>TOTAL NO. OF OFFICERS</b> | <b>TOTAL NO. OF RANK &amp; FILE EMPLOYEES</b> | <b>TOTAL MANPOWER COMPLEMENT</b>              |
| N.A.                                                                                                   | 66                           | 421                                           | 487                                           |

NOTE: USE ADDITIONAL SHEET IF NECESSARY

I, **HAZEL IRIS P. LAFUENTE**, Corporate Secretary of **SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.**, declare under penalty of perjury that all matters set forth in this GIS have been made in good faith, duly verified by me and to the best of my knowledge and belief are true and correct.

I hereby attest that all the information in this GIS are being submitted in compliance with the rules and regulations of the Securities and Exchange Commission (SEC) the collection, processing, storage and sharing of said information being necessary to carry out the functions of public authority for the performance of the constitutionally and statutorily mandated functions of the SEC as a regulatory agency.

I further attest that I have been authorized by the Board of Directors/Trustees to file this GIS with the SEC.

I understand that the Commission may place the corporation under delinquent status for failure to submit the reportorial requirements three (3) times, consecutively or intermittently, within a period of five (5) years (Section 177, RA No. 11232 ).

Done this JUN 02 2021 of           , 20       in Makati City.



**HAZEL IRIS P. LAFUENTE**  
(Signature over printed name)

**SUBSCRIBED AND SWORN TO** before me in **MAKATI CITY** on JUN 02 2021 by affiant who personally appeared before me and exhibited to me her competent evidence of identity consisting of her Philippine Passport No. P0333462B issued at DFA MANILA on 21 January 2019.

NOTARY PUBLIC

Doc. No. 211  
Page No. 44  
Book No. 20  
Series of 2021



**ATTY SHERLUCK JUNC VILLEGAS**  
Notary Public for Makati City  
Appt. No. M-555 until June 30 2021  
per B.M. No. 3795  
Unit 3C LTA Building, 118 Perea St  
Legaspi Village, Makati City  
Roll No. 70942  
IBP No. 097148/12-11-2019/Pasig City  
PTR No. 8533523/01-04-2021/Makati City  
MCLE Compliance No. VI-0028223/August 13, 2019

# BENEFICIAL OWNERSHIP DECLARATION

SEC REGISTRATION NUMBER:

CS201408354

CORPORATE NAME:

SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.

## Instructions:

1. Identify the Beneficial Owner/s of the corporation as described in the Categories of Beneficial Ownership in items A to I below. List down as many as you can identify. You may use an additional sheet if necessary.
2. Fill in the required information on the beneficial owner in the fields provided for.
3. In the "Category of Beneficial Ownership" column, indicate the letter(s) corresponding thereto. In the event that the person identified as beneficial owner falls under several categories, indicate all the letters corresponding to such categories.
4. If the category is under letter "I", indicate the position held (i.e., Director/Trustee, President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, etc.).
5. Do not leave any item blank. Write "N/A" if the information required is not applicable or "NONE" if non-existent.

"Beneficial Owner" refers to any natural person(s) who ultimately own(s) or control(s) or exercise(s) ultimate effective control over the corporation. This definition covers the natural person(s) who actually own or control the corporation as distinguished from the legal owners. Such beneficial ownership may be determined on the basis of the following:

## Category

## Description

- A Natural person(s) owning, directly or indirectly or through a chain of ownership, at least twenty-five percent (25%) of the voting rights, voting shares or capital of the reporting corporation.
- B Natural person(s) who exercise control over the reporting corporation, alone or together with others, through any contract, understanding, relationship, intermediary or tiered entity.
- C Natural person(s) having the ability to elect a majority of the board of directors/trustees, or any similar body, of the corporation.
- D Natural person(s) having the ability to exert a dominant influence over the management or policies of the corporation.
- E Natural person(s) whose directions, instructions, or wishes in conducting the affairs of the corporation are carried out by majority of the members of the board of directors of such corporation who are accustomed or under an obligation to act in accordance with such person's directions, instructions or wishes.
- F Natural person(s) acting as stewards of the properties of corporations, where such properties are under the care or administration of said natural person(s).
- G Natural person(s) who actually own or control the reporting corporation through nominee shareholders or nominee directors acting for or on behalf of such natural persons.
- H Natural person(s) ultimately owning or controlling or exercising ultimate effective control over the corporation through other means not falling under any of the foregoing categories.
- I Natural person(s) exercising control through positions held within a corporation (i.e., responsible for strategic decisions that fundamentally affect the business practices or general direction of the corporation such as the members of the board of directors or trustees or similar body within the corporation; or exercising executive control over the daily or regular affairs of the corporation through a senior management position). This category is only applicable in exceptional cases where no natural person is identifiable who ultimately owns or exerts control over the corporation, the reporting corporation having exhausted all reasonable means of identification and provided there are no grounds for suspicion.

| COMPLETE NAME<br>(Surname, Given Name, Middle Name, Name Extension (i.e., Jr., Sr., III)) | SPECIFIC RESIDENTIAL ADDRESS                        | NATIONALITY | DATE OF BIRTH | TAX IDENTIFICATION NO. | % OF OWNERSHIP <sup>1</sup> / % OF VOTING RIGHTS <sup>2</sup> | TYPE OF BENEFICIAL OWNER <sup>3</sup><br>Direct (D) or Indirect (I) | CATEGORY OF BENEFICIAL OWNERSHIP |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------|---------------|------------------------|---------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
| Leviste, Leandro Antonio, Legarda                                                         | 40 Cambridge Circle, North Forbes Park, Makati City | Filipino    | 03/18/1993    | 431-023-685            | 100%                                                          | D and I                                                             | A                                |
|                                                                                           |                                                     |             |               |                        |                                                               |                                                                     |                                  |
|                                                                                           |                                                     |             |               |                        |                                                               |                                                                     |                                  |

Note: This page is not for uploading on the SEC iView.

<sup>1</sup> For Stock Corporations.

<sup>2</sup> For Non-Stock Corporations.

<sup>3</sup> For Stock Corporations.

## **ANNEX "A"**

### **Primary Purpose**

That the primary purpose of this Corporation is to invest in, hold, purchase, acquire, lease, contract or otherwise, within the limits allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise acquire the stocks, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefor its own stocks, bonds, or other obligations or therefor in cash or otherwise; to hold or own, use, sell, issue, deal in, dispose of, and turn to account, any such stocks, warrants, options, bonds, or other securities, and while the owner or holder thereof; to exercise all the rights and power of ownership including the right to vote thereon for any purpose; to acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm association, or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for any and all of the purposes of the Corporation, and to pay for the same in cash or stocks, bonds, or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any acquisition, and to exercise all the powers necessary or convenient for the conduct and management thereof. provided that the Corporation shall not act as dealer or broker of securities.



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

**COMPANY REG. NO. CS201408354**

**COMPANY TIN 008-766-992**

## **CERTIFICATE OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**This is to certify that the Articles of Incorporation and By-Laws of**

**SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.**

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 30th day of April, Twenty Fourteen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**

# COVER SHEET

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

FINANCIAL HOLDING COMPANY

SEC Registration Number

|  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|

Company Name

S O L A R P H I L I P P I N E S

P O W E R P R O J E C T

H O L D I N G S I N C

Principal Office (No./Street/Barangay/City/Town) Province)

1 1 2 L E G A S 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

Company's Telephone Number/s

|  |
|--|
|  |
|--|

Contact Person

CHRISTIANNE GRACE F. SALONGA

Contact Person's Telephone Number

830800

Contact Person's Address

22ND FLOOR, ACCRALAW TOWER, 2ND AVE. COR. 30TH ST., CRESCENT PARK WEST, BONIFACIO  
GLOBAL CITY TAGUIG

### To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

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Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
Compliance Monitoring Division

|  |  |
|--|--|
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|  |  |

**ARTICLES OF INCORPORATION**

**OF**

**SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.**



**Know All Men By These Presents:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines, and **WE HEREBY CERTIFY THAT:**

**FIRST:** The name of this corporation shall be:

**SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.**

**(the "Corporation")**

**SECOND:** The purposes for which the Corporation is formed are:

**PRIMARY PURPOSE**

To invest in, hold, purchase, acquire, lease, contract or otherwise, within the limits allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof; to purchase, or otherwise acquire the stocks, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefor its own stocks, bonds, or other obligations or to pay therefor in cash, or otherwise; to hold or own, use, sell, issue, deal in, dispose of, and turn to account, any such stocks, warrants, options, bonds, or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership including the right to vote thereon for any purpose; to acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association, or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for any and all of the purposes of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisition, and to exercise all the powers necessary or convenient for the conduct and management thereof, provided that the Corporation shall not act as dealer and broker of securities.

*Handwritten notes in the left margin:*  
Cabalaya  
from  
left  
of  
the  
line

## SECONDARY PURPOSES

1. To acquire by purchase, lease, contract, concession or otherwise, within the limits allowed by law, any and all real and/or personal property of every kind and description, whether tangible or intangible, which the Corporation may deem necessary or appropriate in connection with the conduct of any business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, assign, convey, transfer, exchange, or otherwise of the whole or any part thereof;

2. To purchase or otherwise acquire, and to hold, own, trade and deal in, mortgage, pledge, assign, sell exchange, transfer or otherwise dispose of goods, wares, merchandise and personal property of every class and description and to transport the same in any manner;

3. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade-names, brands, labels, patents, design patents, improvements or processes used in connection with or secured under letters patent of any country, government or authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trademarks, trade-names, brands, labels, patents, design patents, inventions, improvements, processes and the like;

4. To raise capital or borrow money from not more than nineteen (19) lenders, including its stockholders, to meet the financial requirements of its business, for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officer or agents shall determine and as may be permitted by law;

5. To guarantee and/or assume the obligations and liabilities of any corporation, partnership, association in which the Corporation has an interest, including its affiliated companies, and to secure the repayment of the obligations and liabilities of any such corporation, partnership, association in which the Corporation has an interest, including its affiliated companies, by mortgage, pledge, assignment, deed of trust or other encumbrances upon the monies and properties of the Corporation;

6. Insofar as may be permitted by law, to purchase or otherwise acquire the stocks, bond, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefore its own stocks, bonds, or other obligations or to pay therefore

in cash, or otherwise; to hold for investment or otherwise own, use, sell deal in, dispose of, and turn to account any such stocks, bonds, or other securities, and exercise the rights and powers of ownership, including the right to vote thereon for any purpose;

7. To purchase hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

8. To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

9. To acquire, take over, hold or control all or any part o the business, goodwill, property and other assets, as may be allowed under the law, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the corporation is or may become authorized to carry on or which may be appropriated or suitable for the purposes of the Corporation, and to pay for the same in cash or in stock bonds, or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of , in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;

10. To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association corporation, municipality, body politic, county, territory, province, state, government or colony or dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry-out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions; and

11. To do and perform all acts and things necessary, suitable or property for the accomplishment of any of the purposes herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations in particular.

PROVIDED, the foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the provisions of **B.P. 68** as amended, known as the Corporation Code of the Philippines.

**THIRD:** The place where the principal office of the Corporation is to be established is at

112 Legaspi Street, Legaspi Village, Makati City, Philippines 1229

**FOURTH:** The term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

**FIFTH:** The names, nationalities, and residences of the incorporators are as follows:

| Name                         | Nationality | Address                                                            | Tax Identification No. |
|------------------------------|-------------|--------------------------------------------------------------------|------------------------|
| Leandro L. Leviste           | Filipino ✓  | 112 Legaspi Street, Legaspi Village, Makati City, Philippines 1229 | 431-023-685            |
| Amenah F. Pangandaman        | Filipino ✓  | 63B P.Tuazon, QC                                                   | 203-210-836            |
| Reynaldo J. Concepcion       | Filipino ✓  | ACCRALAW Tower, 2na Ave., cor 30th Street, BGC, Taguig,            | 131-276-824            |
| Aldren B. Samson             | Filipino ✓  | Peacock St., Sitio Veterans, Bagong Silangan, Quezon City          | 402-709-531            |
| Christianne Grace F. Salonga | Filipino ✓  | Cordillera St., La Loma, Quezon City                               | 269-003-353            |

**SIXTH:** The number of directors of the said Corporation shall be five (5), who are to serve until their successors are elected and qualified as provided by the By-Laws; The five (5) directors <sup>are</sup> also the incorporators listed above.

**SEVENTH:** The Authorized Capital Stock of the Corporation is **ONE HUNDRED MILLION PESOS (P100,000,000.00)** in lawful money of the Philippines, divided into **ONE HUNDRED MILLION (100,000,000) Common Shares** with par value of **ONE PESO (P1.00)** per share.

**EIGHTH:** The subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

| Names                  | Citizenship | %      | No. of Shares Subscribed | Amount Subscribed (in P) (25% of ACS) | Amount Paid-In (in P) (25% of Subscribed) |
|------------------------|-------------|--------|--------------------------|---------------------------------------|-------------------------------------------|
| Leandro L. Leviste     | Filipino    | 99.99% | 24,999,996               | P24,999,996.00                        | P6,249,996.00                             |
| Amenah F. Pangandaman  | Filipino    | 0%     | 1                        | P1.00                                 | P1.00                                     |
| Reynaldo J. Concepcion | Filipino    | 0%     | 1                        | P1.00                                 | P1.00                                     |
| Aldren B. Samson       | Filipino    | 0%     | 1                        | P1.00                                 | P1.00                                     |
| Christianne Grace F.   | Filipino    | 0%     | 1                        | P1.00                                 | P1.00                                     |

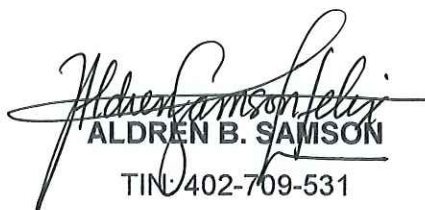


IN WITNESS WHEREOF, we have set out our hands this 27 day of March, 2014 at Taguig City, Philippines.

  
**LEANDRO L. LEVISTE**  
TIN : 431-023-685

  
**AMENA H. PANGANDAMAN**  
TIN: 203-210-836

  
**REYNALDO J. CONCEPCION**  
TIN: 131-276-824

  
**ALDREN B. SAMSON**  
TIN: 402-709-531

  
**CHRISTIANNE GRACE F. SALONGA**  
TIN: 269-003-353

SIGNED IN THE  
PRESENCE OF:

 \_\_\_\_\_  \_\_\_\_\_

# ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

TAGUIG CITY **MAKATI CITY** ) S.S.

BEFORE ME, a Notary Public for and in **MAKATI CITY**, Philippines, this MAR 27 2014 March 2014, personally appeared:

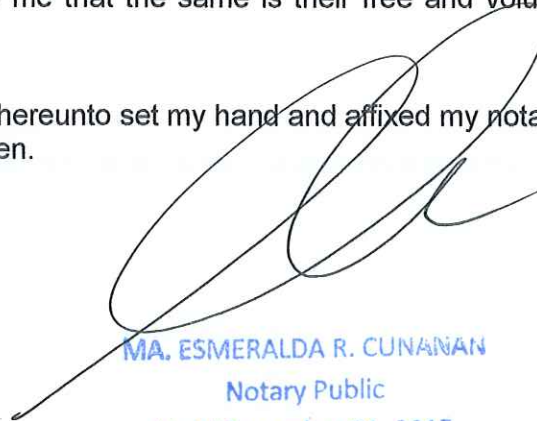
| Name                         | Competent Evidence of Identity |                                                 | Community Tax Certificate |                               |
|------------------------------|--------------------------------|-------------------------------------------------|---------------------------|-------------------------------|
|                              | Type of ID                     | ID Number and Expiry Date (if applicable)       | Number                    | Date/Place Issued             |
| LEANDRO L. LEVISTE           | 1 Passport                     | EB5709403 Issued on 21 June 2012 at DFA, Manila | 34414705                  | 10 February 2014; Makati City |
|                              | 2 TIN                          | 431-023-685                                     |                           |                               |
| AMENAH F. PANGANDAMAN        | 1 Passport No.                 | EB6267019 Issued on 05 September 2012           | 23768338                  | 4 March 2014; Quezon City     |
|                              | 2 Driver's License             | NO1-96-200766                                   |                           |                               |
| REYNALDO J. CONCEPCION       | 1 IBP Roll of Attorney No.     | 47690                                           | 02297651                  | 5 March 2014; Makati City     |
|                              | 2 Passport No.                 | EB9392352 valid until 18 October 2018           |                           |                               |
| ALDREN B. SAMSON             | 1 PhilHealth (with ID):        | 01-051097963-5                                  | 10862512                  | 13 January 2014; Makati City  |
|                              | 2 SSS (no ID):                 | 34-2420005-6                                    |                           |                               |
| CHRISTIANNE GRACE F. SALONGA | 1 IBP Roll of Attorney No.     | 57234                                           | 10867052                  | 15 January 2014; Makati City  |
|                              | 2 GSIS No.                     | 0200-3964-371                                   |                           |                               |

*Chalaya*  
*and*  
*6/24*  
*the*

all known to me and to me known to be the same person who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc No. 75 ;  
Page No. 16 ;  
Book No. VII ;  
Series of 2014.



MA. ESMERALDA R. CUNANAN

Notary Public

Until December 31, 2015

Appt. No. M-63(2014-2015) Attorney's No. 34562

MCLE Compliance No. IV-0017006/4-16-2013

PTR No. 4232706MC/1-06-2014/Makati City

IBP Lifetime Member Roll No. 05413

Handwritten notes on the left margin: "not for", "light", and "OK" with a checkmark.

REPUBLIC OF THE PHILIPPINES)  
CITY OF TAGUIG **MAKATI CITY** S.S.

### TREASURER'S AFFIDAVIT

I, **ALDREN B. SAMSON**, of legal age, Filipino, with residence address at Peacock St., Sitio Veterans, Bagong Silangan, Quezon City, after having been sworn to in accordance with law hereby depose and state:

That I have been elected by the subscribers of **SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.** (the "Corporation") as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the By-Laws of the Corporation.

As such Treasurer, I hereby certify under oath that at least twenty five percent (25%) of the authorized capital stock of the Corporation has been subscribed and at least twenty five percent (25%) of the subscription in the amount of SIX MILLION TWO HUNDRED FIFTY MILLION PESOS (Php6,250,000.00) has been paid, and received by me in cash for the benefit and credit of the Corporation.

**IN WITNESS WHEREOF**, I hereby sign this affidavit this 27<sup>th</sup> day of March 2014 at Taguig City.

  
**ALDREN B. SAMSON**  
Affiant

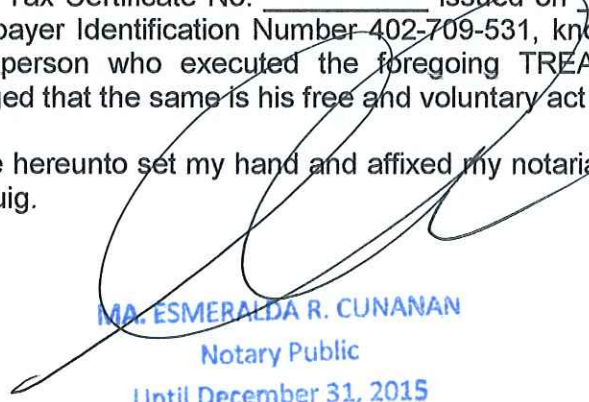
### ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )  
CITY OF TAGUIG **MAKATI CITY** ) S.S.

**BEFORE ME**, a Notary Public in and for the City of Taguig, personally appeared **ALDREN B. SAMSON** with Community Tax Certificate No. \_\_\_\_\_ issued on \_\_\_\_\_ 2014 at \_\_\_\_\_ City, and with Taxpayer Identification Number 402-709-531, known to me and by me known to be the same person who executed the foregoing TREASURER'S AFFIDAVIT and who further acknowledged that the same is his free and voluntary act and deed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my notarial seal this \_\_\_\_ day of March 2014 in the City of Taguig.

Doc. No. 74 ;  
Page No. 16 ;  
Book No. VII ;  
Series of 2014.

  
**MA. ESMERALDA R. CUNANAN**  
Notary Public

Until December 31, 2015

Appt. No. M-63(2014-2015) Attorney's No. 3456;  
MCLE Compliance No. IV-0017036/4-16-2013  
PTR No. 4232706MC/1-06-2014/Makati City  
IBP Lifetime Member Roll No. 05413

**BY-LAWS**  
**OF**  
**SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.**

**ARTICLE I**  
**MEETINGS OF STOCKHOLDERS**

Section 1. Regular Meetings – The annual meeting of stockholders, for the purpose of electing directors and for the transaction of such businesses which may properly come before the meeting shall be held on the First Monday of May of each year, if not a legal holiday and if a legal holiday, then on the day following. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting.

Section 2. Special meetings – The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the subscribed capital stock entitled to vote; (b) Chairman, or in his absence, the Vice-Chairman of the Board of Directors; or (c) President.

Section 3. Place of Meeting – Stockholders' meetings, whether regular or special, shall be held in the principal office of the Corporation at any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located.

Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the secretary by personal delivery or by mailing the notice at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters in the notice stated in the notice can be subject of motions or deliberations at such meetings. Notice of any meeting may be waived, expressly or implied by any stockholder, in person or by proxy, before or after the meeting.

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.

Section 5. Quorum – Unless otherwise provide by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. The stockholders present at a duly organized meeting may continue to transact business until adjustments, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 6. Conduct of Meeting – Meeting of stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-President of the Board, or in his absence, the President, or, if none of the foregoing is in office and present and acting, by a Chairman to be chosen by the stockholders. The Secretary shall act as such in every meeting, but if the Secretary is not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting from time to time, without notice other than that announced at the meeting.

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary not later than ten (10) days before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholder either in an instrument in writing duly presented and recorded with the Secretary at least three (3) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the Secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.

Section 8. Closing of Transfer Books or Fixing of Records Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. Such date shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instances where applicable rules and regulations provide otherwise.

## ARTICLE II SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions – Subscribers to the capital stock of the Corporation shall pay to the Corporation the subscription value or price of stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscription shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates – Each stockholder shall be entitled to one or more certificates for such fully paid stock subscriptions in his name in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of facsimile of the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation and herein set forth, shares may be transferred, sold,

ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the Corporation only upon record thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

Shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the shareholder, his attorney-in-fact, or other legally authorized person, subject to restrictions, terms and conditions which shall be printed at the back of every issued stock certificate as follows:

- 1
- a) If any shareholder (hereinafter referred to as "Selling Party") wishes to sell, transfer or otherwise dispose of any or all of its shares (including its right to subscribe to new shares) (hereinafter referred to as "Offered Shares") in the Corporation to any third party, the Selling Party shall, by written notice, give the other party ("Noticed Party") first priority to purchase the Offered Shares. Such notice shall set forth the time, not being less than sixty (60) days but not more than ninety (90) days, within which the Noticed Party may exercise the right for first refusal herein provided, and the other terms and conditions of its offer. If the Offered Shares are not accepted within the said period, the offer is deemed declined.
  - b) Any Offered Shares, the purchase of which was declined or deemed to be declined by the Noticed Party, may be sold or transferred to any third party, provided that:
    - 1. such sale or transfer shall in no circumstances be on terms and conditions more favorable to such third party than those under which the offer was made to the Noticed Party;
    - 2. such third party shall be acceptable and approved by the Noticed Party provided that such approval by the Noticed Party shall not be unreasonably withheld;
    - 3. such sale or transfer shall be made within ninety (90) Days after the date the Noticed Party decline or are deemed to have declined to purchase the Offered Shares; andany Noticed Party shall be entitled, but not obligated, to offer its shares for sale to such third party on the same terms and conditions as those of the Offered Shares. In case the Noticed Party offers its shares, such third party shall be obligated to purchase all shares offered by such Noticed Party together with the shares of the Selling Party.
  - c) Should the Noticed Party be not qualified to acquire the shares offered by the Selling Party in the latter's exercise of its rights, the Noticed Party is hereby granted the right to assign its right to purchase the Offered Shares to a qualified entity of its own choice.
  - d) In case the Noticed Party wishes to sell or transfer its shares in the Corporation to any of its Related Companies (i.e. any corporation, limited liability company or other entity which the Noticed Party Controls or which Controls the Noticed Party), it may do so with a written notice given to the Selling party, provided that such notice shall be made five (5) days prior to the transfer date and provided further that such assignee shall agree in writing to be bound by the terms and conditions herein set forth.
- 267
- X

- e) No party may pledge or encumber any or all of its shares in the Corporation without the prior written consent of the other shareholders.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub of the certificate book.

Section 4. Lost Certificates – In case any certificate for the capital stock of the Corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure by prescribed by law, particularly Section 73 of the Corporation Code.

Section 5. Fractional Shares – No certificate shall be issued evidencing ownership of a fractional part of a share.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these By-Laws for the management of the Corporation's business and affairs;
- b) To purchase, receive, take, or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporation, as the transaction of the business of the Corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the Corporation in another corporation or business or for any other purposes other than those for which the Corporation was organized, whenever in the judgment of the Board of the interest of the Corporation would thereby be promoted, subject to such stockholder approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures or securities, subject to such stockholder approval as may be required by

law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation.

- e) To guarantee, for and in behalf of the Corporation obligations of other corporations or entities in which it has lawful interest;
- f) To make provision of the discharge of the obligations of the Corporation as they mature, including payment for any property or rights acquired by the Corporation, either wholly or partly in money, property, or in stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose;
- g) To impose conditions as the Board may deem convenient, subject to the limitations prescribed by law, regarding the transfer of shares issued in total or partial payment of debts contracted or properties acquired by, services rendered to the Corporation;
- h) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in the Board's judgment, the Corporation's interest would thereby be promoted;
- i) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons to participate in any such plans and the amount of their respective participations;
- j) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and likewise, to grant installments for the payment or settlement of whatever debts are payable to the Corporation;
- k) To delegate from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the Corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the Corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- l) To implement these By-Laws and to act on any matter not covered by these By-Laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rule or regulation.

Section 2. Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still a quorum; otherwise the vacancy must be filled by the stockholders at a regular or special meeting called for That purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors of so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this By-Laws.

Section 4. Meeting – The Board of Directors shall hold regular meeting on such dates and such times and places as the Board of Directors may determine.

Special meeting of the Board may be called at any time by the Chairman of the Board or, in his absence, by the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Section 5. Notice – Notice of the regular or special meetings of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of Corporate business, and 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 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.

Section 7 – Conduct of the Meetings – Meetings of the Board of Directors shall be presided over the Chairman of the Board or in his absence, the Vice-Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any director chosen by the Board. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant is present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 8 – Compensation – By resolution of the Board, each director shall receive a per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount not more than ten percent (10%) of the net income before income tax of the Corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem

proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special stockholders' meeting.

Section 9 - Executive Committee - An Executive Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) directors but not more than five (5) members which shall include the President. The Board shall have the power at any time to remove and replace the members of, and fill the vacancies in, the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to: (1) approval of any action for which stockholders' approval is also required; (2) the filing of vacancies in the Board; (3) the amendment or repeal of these By-Laws or the adoption which by its express terms is not so amendable or repeatable; (4) a distribution of cash dividends to the stockholders; and (5) such other matters as may be specifically excluded or limited by the Board.

#### **ARTICLE IV** **OFFICERS**

Section 1. Election/Appointments - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, the Treasurer, and the Secretary. At said meeting, the Board may also appoint a Vice-Chairman, an Executive Vice-President, one or more Vice-President, and Assistant Treasurer, all of whom need not be directors of the Corporation, and who shall be referred, to as By-Laws Officers.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except preside at the meeting act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meeting of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. Vice-Chairman - If a Vice-Chairman of the Board is appointed, he shall preside at the meetings of the directors and of the stockholders, in the absence of the Chairman. He shall exercise such powers and perform such duties and functions as the Board of Directors may, from time to time, assign to him.

Section 4. President - The President, who shall be a director, shall be the Chief Executive Officer of the Corporation and shall also have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman or Vice-Chairman of the Board of Directors;

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- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development, and compensation.
  - c) To have general supervision and management of the business affairs and property of the Corporation;
  - d) To ensure that the administration and operational policies of the Corporation are carried out under his supervision and control;
  - e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries.
  - f) To oversee the preparation of the budgets and statements of account of the Corporation;
  - g) To prepare such statements and reports of the Corporation as may be required of him by-law;
  - h) To represent the Corporation at all functions and proceedings;
  - i) To execute on behalf of the Corporation all contracts, agreements and other instrument affecting the interest of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
  - j) To make reports to the Board of Directors and stockholders;
  - k) To sign certificates of stock;
  - l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors;

The President may assign the exercise or performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control.

Section 5. The Executive Vice-President – In the absence or disability of the President, and if an Executive Vice-President is appointed and is qualified, the Executive Vice-President shall act in his place, exercise his powers and perform his duties pursuant to these By-laws. The Executive Vice-President shall also exercise such powers and perform such duties as the Board of Directors or the President may assign to him.

Section 6. The Vice-President(s) – If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 7. – The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the Corporation's formal actions and transactions. He shall have the following specific powers and duties:

- (a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law.
- (b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books showing all shares of the Corporation subscribed, issued and transferred.
- (c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.
- (d) To attend to the giving and serving of all notices of the Corporation required by law or those By-Laws to be given.
- (e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.
- (f) To act as the inspector at the election of directors and, as such to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questioning arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers, and functions to any other person or persons, subject always to his supervision and control.
- (g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 8. The Treasurer – The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following specific powers and duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;

- b) To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;
- c) To deposit in the name and to the credit of the Corporation, in such bank(s) as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;
- d) To render an annual statements showing the financial condition of the Corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time, require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 9. The Assistant Treasurer – In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Treasurer may at his request or in his disability, delegates any or all of his powers, duties, and functions to the Assistant Treasurer. The Assistant Treasurer shall also perform such other duties as may from time to time be assigned to him by the President.

Section 10. Term of Office – The term of office of all officers shall be for a period of one (1) year until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 11. Vacancies – if any of the offices becomes vacant by reason of death, resignation, failure to qualify, disqualification or for any other causes, the Board of Directors may elect a successor who shall hold office for the unexpired term.

Section 12. Compensation – The By-law Officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent or otherwise and receiving compensation therefore.

## **ARTICLE V**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, or proceeding

(other than an action by the Corporation) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action suit, or proceedings as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on before of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

## **ARTICLE VI**

### **OFFICES**

Section 1. The principal office of the Corporation shall be located at 112 Legaspi Street, Legaspi Village, Makati City, Philippines 1229. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the Corporation may, from time to time, require.

## **ARTICLE VII**

### **AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS**

Section 1. External Auditors – At the regular stockholders' meeting, the external auditor or auditors of the Corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the Corporation and shall certify the remuneration of the external; auditor or auditors shall determine by the Board of Directors.

Section 2. Fiscal Year –The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

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 an in accordance with law and applicable rules and regulations.

**ARTICLE VIII**  
**AMENDMENTS**

Section 1. These By-Laws may be amended and repealed by the affirmative vote of at least a majority of the Board of Directors and stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new By-Law may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new By-Laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

**ARTICLE IX**  
**SEAL**

Section 1. Form and Inscriptions – The corporate seal shall be circular in form, within which shall be inscribed:

**SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.**

*[Signature page follows]*

IN WITNESS WHEREOF, we have set out our hands this 27 day of 2014 at Taguig City, Philippines.

  
**LEANDRO L. LEVISTE**  
TIN : 431-023-685

  
**AMENA F. PANGANDAMAN**  
TIN: 203-210-836

  
**REYNALDO J. CONCEPCION**  
TIN: 131-276-824

  
**ALDREN B. SAMSON**  
TIN: 002-709-531

  
**CHRISTIANNE GRACE F. SALONGA**  
TIN: 269-003-353

SIGNED IN THE  
PRESENCE OF:

  
\_\_\_\_\_

  
\_\_\_\_\_

Print

Finish

Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION

### Reservation Payment Confirmation

This certifies that the name **SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.** has been reserved from **April 29, 2014 to May 29, 2014.**

Reference Reservation Number (RRN): **RRN20140429080516817**

Type of Industry: Financial Holding Company Activities

**Breakdown of Fees:**

Reservation Fee: Php 40.00

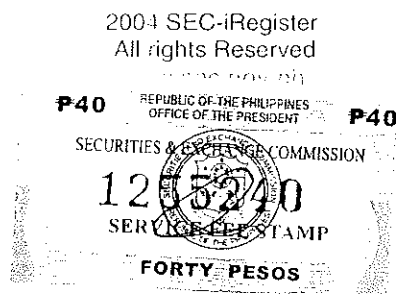
**TOTAL: Php 40.00**

**Important Reminders:**

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension WITHIN THE SAME DAY via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.





**No. 04152014-824389**

[illegible]

|                         |                |
|-------------------------|----------------|
| TOTAL AMOUNT TO BE PAID | Php 202,510.00 |
|-------------------------|----------------|

**Machine Validation:**

Php 202,510.00



Republic of the Philippines  
**DEPARTMENT OF ENERGY**

April 10, 2014

**ATTYS. REYNER J. CONCEPCION/CHRISTIANNE GRACE F. SALONGA**

c/o Angara Abello Concepcion Regala & Cruz Law Offices  
ACCRALAW Tower, 2nd Avenue cor. 30th Street  
Bonifacio Global City, Taguig

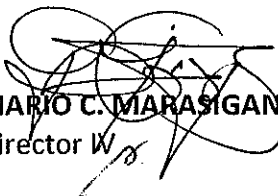
Dear **Attys. Concepcion/Salonga:**

This is to acknowledge receipt of your letter requesting our endorsement to the Securities and Exchange Commission (SEC) the proposed Articles of Incorporation and By-Laws of your client, Solar Philippines Power Project Holdings, Inc.

Given that the primary as well as the secondary purposes do not include renewable energy-related activities, we could not endorse your request to the SEC.

Thank you.

Very truly yours,

  
**MARIO C. MARASIGAN**  
Director W



**OFFICIAL RECEIPT**  
Republic of the Philippines  
DEPARTMENT OF FINANCE  
**SECURITIES & EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, 1554



Accountable Form No. 51  
Revised 2006

10

**ORIGINAL**

DATE

April 29, 2014

No. 1080582

**PAYOR** SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.  
MAKATI CITY

| NATURE OF COLLECTION | ACCOUNT CODE | RESPONSIBILITY CENTER | AMOUNT                |
|----------------------|--------------|-----------------------|-----------------------|
| REGISTRATION         |              |                       | 200,000.00            |
| LRF (A0823)          |              |                       | 2,010.00              |
| BY-LAWS              |              |                       | 500.00                |
| <b>TOTAL</b>         |              |                       | <b>PHP 202,510.00</b> |

**AMOUNT IN WORDS**

TWO HUNDRED TWO THOUSAND FIVE  
HUNDRED TEN PESOS AND 0/100

|                                                                                          |                                           |                                                 |
|------------------------------------------------------------------------------------------|-------------------------------------------|-------------------------------------------------|
| Received                                                                                 | <input type="checkbox"/> Cash             | Received the<br>Amount Stated Above             |
|                                                                                          | <input type="checkbox"/> Treasury Warrant |                                                 |
|                                                                                          | <input type="checkbox"/> Check            | Marissa L. Padanga<br><b>COLLECTING OFFICER</b> |
|                                                                                          | <input type="checkbox"/> Money Order      |                                                 |
| Treasury Warrant, Check,<br>Money Order Number<br>Check-Banco De Oro-C010746/04/28/2014/ |                                           | O.R. No. 1080582                                |
| Date of Treasury Warrant,<br>Check, Money Order                                          |                                           |                                                 |

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

Company Registration and Monitoring Department

Date Apr 30, 2014

Name of Corporation/Partnership Solan Philippines Power Project Holdings Inc  
(Principal office address) 112 Legaspi St. Legaspi Vill. Makati City

Gentlemen:

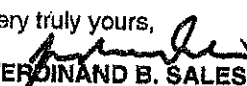
Transmitted herewith is the Certificate of Incorporation/Recording of the above-named corporation/partnership bearing its SEC Registration Number and Corporate Tax Identification Number (TIN).

Please be informed that the corporate TIN as indicated therein is only a computer-system pre-generated number issued pursuant to BIR's Memorandum of Agreement with this Commission. The corporation/partnership must immediately register said TIN with the appropriate BIR Regional District Office located in the city or municipality where it holds its principal office.

Should the pre-generated TIN be denied confirmation, kindly report the matter to this Department with indication of the RDO and its location, which denied its registration, the RDO's contact person and RDO's contact number to facilitate our coordination with the said Office.

A replacement certificate shall only be issued by this Office to reflect any change or correction of TIN upon confirmation by the BIR.

Very truly yours,

  
FERDINAND B. SALES  
Acting Director



**OFFICIAL RECEIPT**  
Republic of the Philippines  
DEPARTMENT OF FINANCE  
**SECURITIES & EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, 1554



|                                                                     |                    |
|---------------------------------------------------------------------|--------------------|
| Accountable Form No. 51<br>Revised 2006                             | <b>10 ORIGINAL</b> |
| DATE<br>April 29, 2014                                              | No. 1080582        |
| PAYOR SOLAR PHILIPPINES POWER PROJECT HOLDINGS, INC.<br>MAGATI CITY |                    |

| NATURE OF COLLECTION | ACCOUNT CODE | RESPONSIBILITY CENTER | AMOUNT         |
|----------------------|--------------|-----------------------|----------------|
| REGISTRATION         |              |                       | 200,000.00     |
| LRF (AGB23)          |              |                       | 2,010.00       |
| BY-LAWS              |              |                       | 500.00         |
| TOTAL                |              |                       | PHP 202,510.00 |

AMOUNT IN WORDS  
TWO HUNDRED TWO THOUSAND FIVE  
HUNDRED TEN PESOS AND 0/100

|                                                                                                                                                                  |                                         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| Received<br><input type="checkbox"/> Cash<br><input type="checkbox"/> Treasury Warrant<br><input type="checkbox"/> Check<br><input type="checkbox"/> Money Order | Received the<br>Amount Stated Above     |
| Treasury Warrant, Check,<br>Money Order Number<br>Check-Banco De Oro-0010746/<br>04/28/2014/                                                                     | Marissa L. Padana<br>COLLECTING OFFICER |
| Date of Treasury Warrant,<br>Check, Money Order                                                                                                                  | O.R. No. 1080582                        |

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.