

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To All Stockholders:

NOTICE IS HEREBY GIVEN that the annual meeting of the stockholders of ANGELES ELECTRIC CORPORATION will be conducted virtually on **Tuesday, June 16, 2026, at 9:30 am**, to discuss the following:

### AGENDA

1. Call to Order
2. Certification of Notice
3. Determination of Quorum
4. Approval of Minutes of the 2025 Annual Stockholders' Meeting
5. Chairman's Message and Annual Report of the President
6. Ratification of the Audited Financial Statements
7. Ratification of the Acts of the Board of Directors and of Management
8. Election of Directors for the Ensuing Year
9. Appointment of External Auditors
10. Approval of the Amendment of Article VI of the Amended Articles of Incorporation to increase the number of the directors from nine (9) to eleven (11)
11. Approval of the Dividend Policy
12. Other Matters
13. Adjournment

Please refer to Annex A of the Notice as posted in the company website <http://www.angeleselectric.com.ph/> for a brief discussion of, and rationale for, the above agenda items.

For the purpose of this meeting, stockholders as of May 15, 2026 are entitled to notice and to vote in the said meeting. Since the meeting will be held in a fully virtual format, stockholders may only attend the meeting by remote communication, and may only vote in absentia or by appointing other individuals of the meeting as their proxy.

Stockholders intending to attend the meeting by remote communication should notify the Company not later than June 9, 2026 at 5:00 p.m. The procedures and details for participation and attendance in the meeting through remote communication and voting in absentia are set forth in Annex B.

Stockholders of record as of May 15, 2026 owning at least 5% of the total outstanding capital stock of the Company should submit proposals on items for inclusion in the agenda on or before May 31, 2026.

Should you wish to ask any question or give any comments on the items in the agenda, you may send them by email to [aec\\_asm@angeleselectric.com.ph](mailto:aec_asm@angeleselectric.com.ph) on or before June 9, 2026 and this will be read and addressed by the Board of Directors during the meeting within the time allowed. Questions that could not be accommodated during the meeting will be responded to by email.

The Information Statement and its attachments, minutes of the previous meeting of the stockholders, and other documents related to the meeting can be accessed through the company website <http://www.angeleselectric.com.ph/>.

The meeting proceedings will be recorded in audio and video format, and the recorded copy shall be kept by the Company in accordance with the Revised Corporation Code and related regulations.

Pasig City, May 21, 2026.

**BENEDICT R. TUGONON**

Corporate Secretary

**BEATRIZ RAINE L. BAYUDAN**

Assistant Corporate Secretary

## ANNEX A

### EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman will call to order the Annual Stockholders' Meeting.

2. Proof of Notice

The Corporate Secretary will be asked to certify that the copies of the Notice and Agenda of the meeting, among others, were served upon the stockholders entitled to the same. The Corporate Secretary will then certify whether or not, based on the number of shares present personally or represented by proxy, a quorum exists for a valid meeting. He will also explain the rules for the orderly conduct of business at the meeting.

3. Determination of Quorum

The Corporate Secretary will then certify whether or not, based on the number of shares presented personally or represented by proxy, a quorum exists for a valid meeting. He will also explain the rules for the orderly conduct of business at the meeting.

4. Approval of the Minutes of the June 17, 2025 Annual Stockholders' Meeting

The minutes of the previous stockholders' meeting is available on the Corporation's website <https://www.angeleselectric.com.ph>. A resolution on this item requires the approval of a majority of the votes of the stockholders present and eligible to vote. The minutes of the June 17, 2025 meeting contain discussions of the following items:

- Approval of the minutes of the June 18, 2024 Annual Stockholders' Meeting
- Approval of the Report of Management and the Audited Financial Statements for the period ending December 31, 2024
- Ratification of the Acts of the Board of Directors and Management
- Election of Directors for the Ensuing Year
- Appointment of External Auditors

5. Chairman's Message and Report of Management

The Chairman will deliver his message to the stockholders. The President will thereafter render the Report of Management on the Corporation's performance in 2025, as reflected in the audited financial statements. They do not require any approval by the stockholders.

6. Ratification of the Audited Financial Statements as of December 31, 2025

The stockholders will be requested to ratify the Board's approval of the Corporation's audited financial statements as of December 31, 2025. The audited financial statements are attached to the Information Statement and made available to eligible stockholders pursuant to the requirements of the Securities Regulation Code. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

7. Ratification of the Acts of the Board and of Management

This will cover all acts and resolutions adopted by the board of directors and management since the June 17, 2025 annual stockholders' meeting and until June 15, 2026. These cover the Company's agreements, projects, investments, capital expenditures, and matters entered into in the ordinary course of business, with those of significance having been covered by the proper disclosures to the Securities and Exchange Commission in accordance with applicable disclosure rules. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

8. Election of Directors for the Ensuing Year

Pursuant to the Corporation's By-Laws, and applicable rules of the Securities and Exchange Commission, any stockholder, the Corporation's Governance Committee is tasked with the promulgation and issuance of the guidelines regarding the nomination of directors. The Governance Committee has set the deadline for submission of nominations on May 15, 2026.

As of the date of this statement, the Governance Committee received nominations for directors and found such nominees to have all of the qualifications and none of the disqualifications to serve as directors. The names of the nominees and their respective profiles, including directorships in listed companies, are duly indicated in the Information Statement. The election of directors will be done by plurality of votes using cumulative voting.

9. Appointment of External Auditors

The Audit Committee has recommended the re-appointment of Punongbayan & Araullo as external auditors for the ensuing year. The profile of the firm is indicated in the Information Statement. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

10. Other Business

This covers the consideration of other business that may properly come before the meeting. The chairman of the meeting will open the floor for any comments, questions or points of clarification received from stockholders on or before June 9, 2026, in accordance with existing laws, rules, and regulations of the Securities and Exchange Commission.

## ANNEX B

### **Requirements and Procedure for Participating via Remote Communication and Voting in Absentia**

The 2026 Annual Stockholders' Meeting of Angeles Electric Corporation ("AEC" or the "Company") will be held virtually on June 16, 2026, at 9:30 A.M.

#### ***REGISTRATION***

Stockholders of record as of May 15, 2026 who intend to attend and participate in the meeting through remote communication should notify the Company via email to [aec\\_asm@angeleselectric.com.ph](mailto:aec_asm@angeleselectric.com.ph) and register as follows:

Who May Register:	Stockholders of record as of May 15, 2026
When to Register:	<p>Registration period shall be from <b>9:00 A.M. on May 25, 2026</b> and will close at <b>5:00PM on June 9, 2026</b> ("Registration Period").</p> <p>Stockholders who fail to register during the Registration Period may no longer avail of the option to electronically participate at the stockholders' meeting and to vote <i>in absentia</i> or by proxy.</p>
How to Register:	<p>Stockholders should send, within the Registration Period, a notification to <a href="mailto:aec_asm@angeleselectric.com.ph">aec_asm@angeleselectric.com.ph</a> with the subject "<b>AEC 2026 ASM</b>" with the following information: (a) Name; (b) Address; and (c) Contact Number, together with scanned or digital copies of the documents listed below for validation by the Company:</p> <ol style="list-style-type: none"><li><b>1. Individual Stockholders</b><ol style="list-style-type: none"><li>1.1 The completely filled up Registration Form</li><li>1.2 Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s) of the stockholder</li><li>1.3 A valid and active e-mail address; and</li><li>1.4 A valid and active contact number.</li></ol></li><li><b>2. Individual Stockholders with joint accounts</b><ol style="list-style-type: none"><li>2.1 The completely filled up Registration Form</li><li>2.2 A scanned copy of an authorization letter signed by all stockholders, identifying who among them is authorized to cast the vote for the account (up to 2MB);</li><li>2.3 A valid and active e-mail address; and</li></ol></li></ol>

	<p>2.4 A valid and active contact number.</p> <p><b>3. Corporate Stockholders</b></p> <p>3.1. The completely filled up Registration Form</p> <p>3.2. Digital copy of the Secretary’s Certificate (or equivalent for non-resident) attesting to the authority of the representative to vote for and on behalf of the corporation</p> <p>3.3 Clear digital copy of the front and back portion of a valid government-issued identification cards (IDs) of the corporate secretary and the authorized representative (e.g., passport, driver’s license, SSS ID, senior citizen ID, etc.) (no more than 2MB)</p> <p>3.4 A valid and active e-mail address of the stockholder’s representative; and</p> <p>3.5 A valid and active contact number of the stockholder’s representative.</p> <p><b>4. Stockholders under Broker Accounts</b></p> <p>4.1 A broker’s certification on the stockholder’s number of shareholdings</p> <p>4.2 The other requirements under items 1, 2, or 3 above, as applicable.</p> <p>A stockholder may also appoint the chairman of the meeting as his/her/its proxy.</p> <p>After registration, the Company will conduct the validation process. Upon validation, the Company will send an email to the stockholder, which shall be sent to the email address of the stockholder/authorized representative indicated in the Registration Form, containing a link to the virtual meeting room.</p>
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**Important Note: Incomplete or inconsistent information may result in an unsuccessful registration. As a result, stockholders will not be able to attend the meeting nor to vote *in absentia* or by proxy.**

## ***VOTING BY PROXY***

Stockholders who want to vote *in absentia* or by proxy in the stockholders' meeting shall use the **Proxy Form** attached and comply with the following procedures and requirements:

Who May Vote:	Stockholders of record as of May 15, 2026
Manner and Methods of Voting:	<p>For the 2026 ASM, voting shall only be allowed through proxy or <i>in absentia</i> by accomplishing the Proxy /Ballot Form.</p> <ul style="list-style-type: none"> <li>• For the election of directors, each common share shall be entitled to nine votes and the registered stockholder can elect to have all votes cast in favor of one director or in any manner he chooses, provided the total number of votes cast shall not exceed nine votes per share held.</li> <li>• For items other than the election of directors, the registered Stockholder has the option to vote: Yes, No, or Abstain. The vote is considered cast for all the registered stockholder's shares.</li> </ul> <p>Only the votes cast by duly registered stockholders/proxies shall be counted.</p>
When to Submit the Proxy/Ballot Form:	<p>An advance copy of duly accomplished and signed* Proxy/Ballot Form shall be submitted through email to <a href="mailto:aec_asm@angeleselectric.com.ph">aec_asm@angeleselectric.com.ph</a> during the Registration Period.</p> <p>Email submission may be made together with the registration requirements, or through a separate email with the subject "AEC PROXY/BALLOT ASM 2026".</p> <p>Hard copy of the originally signed Proxy/Ballot Form shall be sent to:</p> <p>Office of the Corporate Secretary          Angeles Electric Corporation          c/o The Law Firm of Quiason Makalintal          21<sup>st</sup> Floor, Robinsons Equitable Tower          4 ADB Avenue cor. Poveda St.          Ortigas Center          1605 Pasig City, Philippines</p> <p>After email submission of the Proxy/Ballot Form, the stockholder may no longer change his/her/its vote.</p> <p><i>*The Company shall accept electronic signature and digital signatures, or a scanned copy of the Proxy/Ballot Form signed by wet-ink. However, the Company reserves the right to request additional information, and original signed copies of Proxy/Ballot Form at a later date, as it deems necessary.</i></p>

Tabulation and Validation of Votes:	The Office of the Corporate Secretary of the Company will count and tabulate the votes cast <i>in absentia</i> together with the votes cast by proxy.  Final tally of votes shall be announced during the meeting.
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***LIVESTREAM***

The annual stockholders meeting will be broadcast live, and stockholders who have successfully registered will be provided access to participate via remote communication.

Audio and/or video recordings of the annual stockholders meeting will be adequately maintained by the Company and will be made available to participating stockholders upon request.

***OPEN FORUM***

During the virtual meeting, the Company will have an Open Forum, during which the chairman of the meeting or the Corporate Secretary will read and where representatives of the Company shall endeavor to answer as many of the questions and comments received from stockholders as time will allow.

Stockholders may submit their questions in advance by sending an email bearing the subject “ASM 2026 Open Forum” to [aec\\_asm@angeleselectric.com.ph](mailto:aec_asm@angeleselectric.com.ph) on or before 5:00 p.m. of June 9, 2026. There is no assurance that questions which are submitted beyond the said deadline can be considered and answered during the Annual Stockholders’ Meeting.

A section for stockholder comments/questions or a “chatbox” may also be provided in the livestreaming platform. Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Company’s Corporate Secretary.

***For any concerns, please contact us via email at [aec\\_asm@angeleselectric.com.ph](mailto:aec_asm@angeleselectric.com.ph).***

**ANNEX B-1**

**ANGELES ELECTRIC CORPORATION  
2026 ANNUAL STOCKHOLDERS' MEETING  
REGISTRATION FORM**

*This Registration Form and the required documents listed below (as applicable) should be received by email to aec\_asm@angeleselectric.com.ph **on or before June 9, 2026**. If this Registration Form is not completely filled up, not signed, or if incomplete information or incomplete documents are submitted, your registration will not be complete and you will not be permitted to attend the stockholders' meeting nor to vote in absentia or by proxy.*

**I. Registration Information**

**Stockholder's Information**

Surname:	_____
Given Name:	_____
Middle Initial:	_____
Contact Number:	_____
Email:	_____
Number of Shares:	Common: _____
	Preferred: _____

**Proxy's Information**

*Please fill out only if you have a proxy.*

Surname:	_____
Given Name:	_____
Middle Initial:	_____
Contact Number:	_____
Email:	_____

*Note: All fields must be filled up in order to complete registration. The instructions and link to attend the stockholders' meeting and to access the materials for the stockholders' meeting will be sent to you in the e-mail address you indicated above.*

**II. Other Required Information**

**1. Individual Stockholders**

- 1.1. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s) of the stockholder (up to 2MB)
- 1.2. A valid and active e-mail address; and
- 1.3. A valid and active contact number.

**2. Individual Stockholders with joint accounts**

- 2.1. A scanned copy of an authorization letter signed by all stockholders, identifying who among them is authorized to cast the vote for the account (up to 2MB);
- 2.3. A valid and active e-mail address; and

2.4. A valid and active contact number.

**3. Corporate Stockholders**

3.1. Digital copy of the Secretary's Certificate (or equivalent for non-resident) attesting to the authority of the representative to vote for and on behalf of the corporation

3.2. Clear digital copy of the front and back portion of a valid government-issued identification cards (IDs) of the corporate secretary and the authorized representative (e.g., passport, driver's license, SSS ID, senior citizen ID, etc...) (no more than 2MB)

3.3. A valid and active e-mail address of the stockholder's representative; and

3.4. A valid and active contact number of the stockholder's representative.

**4. Stockholders under Broker Accounts**

4.1. A broker's certification on the stockholder's number of shareholdings

4.2. The other requirements under items 1, 2, or 3 above, as applicable.

**III. Data Privacy Disclosure and Consent**

I hereby expressly give my full consent and authority to Angeles Electric Corporation (the "Company"), its officers, directors, employees, advisors, and authorized third parties to collect, store, disclose, transfer, and process my personal data for the purpose of registering, sending and/or making information available to the stockholders or their proxies, and attending and conducting the live streaming of the 2026 Annual Stockholders' Meeting in accordance with the Company's Data Privacy guidelines and law.

Further to this, I give my consent to the recording of the meeting, as required by the guidelines promulgated by the Securities and Exchange Commission.

**IV. Certification of Registrant**

By signing below, I hereby certify that:

1. In the case of an individual stockholder, I am a stockholder of the Company as of record date May 15, 2026 ("Record Date");
2. In the case of an account with joint owners or an account in an and/or-capacity, I have secured the authorization and consent of all other owners in the submission of this Registration Form as well as in my actions or inactions in relation to the abovesaid stockholders' meeting, and I and my joint account holders are stockholders of the Company as of the Record Date;
3. In the case of a corporate shareholder, I am the authorized representative of the corporation, I am duly authorized to submit this registration form, and the corporation I represent is a stockholder of the Company as of the Record Date;
4. The number of votes that I can exercise shall be in accordance with the total number of shares registered as of record date in my name and/or, if the undersigned is signing as an authorized representative, in the name of my principal;
5. I understand that the quality of my remote-meeting experience depends on my internet provider's services and connectivity, and that there may be unforeseen circumstances that may disrupt the transmission and/or recording of the livestream. I hold the Company free and harmless of any liability from any interruption, latency, or disconnection from the live streaming resulting thereto;

6. Any and all information contained in this Registration Form or provided in connection herewith is true and complete, and the Company may rely on the accuracy of any such information.

\_\_\_\_\_  
Name and Signature of Stockholder / Authorized Representative (if corporate shareholder)

Date signed: \_\_\_\_\_

**ANNEX B-2**

**ANGELES ELECTRIC CORPORATION  
2026 ANNUAL STOCKHOLDERS' MEETING  
PROXY / BALLOT FORM**

**Vote by Proxy:** The undersigned stockholder of Angeles Electric Corporation (the “Company”) hereby appoints \_\_\_\_\_ as attorney-in-fact and proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Stockholders’ Meeting of the Company on June 16, 2026 and at any of the adjournments thereof for the purpose of acting on the following matters:

*\*If no proxy, please indicate “N/A” above*

<b>Proposal</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
Approval of the Minutes of the June 17, 2025 Annual Stockholders’ Meeting			
Annual Report of the President			
Approval and ratification of the Audited Financial Statements as of December 31, 2025			
Ratification of the Acts of the Board and of Management			
Appointment of Punongbayan & Araullo as External Auditors			
Approval of the Amendment of Articles of Incorporation			
Approval of the Dividend Policy			
At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting			

**Election of Directors**

- Distribute all my votes equally among the nine (9) nominees
- Abstain
- Allocate my votes for each nominee as follows:

<b>Nominee</b>	<b>Number of Votes<sup>1</sup></b>
1. Mr. Geromin T. Nepomuceno Jr.	
2. Mrs. Maria Rita Josefina V. Chua	
3. Mr. Arsenio N. Valdes	
4. Mr. Robert Gerard B. Nepomuceno	
5. Mr. Richard Hubert N. Wilkerson	
6. Mr. Emmanuel Joseph M. Nepomuceno	
7. Mr. Rafael N. Mapua	
8. Mr. Horacio E. Cebrero III (Independent Director)	
9. Ms. Ivanna dela Peña (Independent Director)	

<sup>1</sup> Stockholders shall have the right to vote the number of shares of stock standing, on Record Date, in his/her/its own name on the stock and transfer book of the Company; and such shareholder may vote such number of shares for as many individuals as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them in the same principle among as many candidates as he shall see fit; Provided, that, the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the whole number of directors to be elected.

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Number of Common Shares Held	Signature of Stockholder/ Authorized Signatory (if corporate shareholder)
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Date	Complete Name of Stockholder
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The accomplished proxy should be received on or before June 9, 2026 by email to aec\_asm@angeleselectric.com.ph. A proxy submitted by a corporation should be accompanied by a Corporate Secretary's certificate quoting the board resolution designating a corporate officer to execute the proxy. In addition to the above requirement for corporations, a proxy form given by a broker or custodian bank in respect of shares of stock carried by such broker or custodian bank for the account of the beneficial owner must be accompanied by a certification under oath stating that the broker or custodian bank has obtained the written consent of the account holder. Proxies will be validated beginning June 10, 2026. The proxy is not required to be notarized.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by Management or the Board of Directors.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised.

**WE ARE NOT ASKING YOU FOR A PROXY AND  
YOU ARE REQUESTED NOT TO SEND US A PROXY**