

Notice of Annual Stockholders' Meeting

Please be notified that the Annual Meeting of Stockholders of Semirara Mining and Power Corporation (the "Corporation") will be held on May 2, 2022,¹ Monday at 10:00 o'clock in the morning and will be conducted by remote communication in view of the current circumstances brought by regulations issued by the National Government due to COVID-19 with the following agenda:

Agenda

- 1) CALL TO ORDER & PROOF OF NOTICE OF MEETING
- 2) CERTIFICATION OF QUORUM
- 3) CHAIRMAN'S MESSAGE
- 4) APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDERS' MEETING HELD ON MAY 3, 2021
- 5) PRESENTATION AND APPROVAL OF PRESIDENT'S REPORT
- 6) PRESENTATION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR 2021
- 7) RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDERS' MEETING UP TO THE DATE OF THIS MEETING
- 8) ELECTION OF DIRECTORS FOR 2022-2023
- 9) APPROVAL OF APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR
- 10) OTHER MATTERS
- 11) ADJOURNMENT

Record Date

Stockholders of record as of **March 14, 2022** will be entitled to notice of, and vote at the said annual meeting or any adjournment or postponement thereof.

Registration and Voting

Stockholders may attend the meeting by remote communication by registering at <https://www.semirarampc.com/asm> beginning April 18 until April 25, 2022. Only stockholders of record as of March 14, 2022 will be entitled to vote at the said meeting. Stockholders may vote *in absentia* using the online voting portal at <https://www.semirarampc.com/voting>, or by appointing the Chairman of the meeting as their proxy. The voting portal will be accessible beginning April 26, 2022 until the day of the ASM virtual meeting on May 2, 2022 at 12:00 noon.

The following documents are required to be transmitted by email to corporatesecretary@semirarampc.com upon registration:

CERTIFICATED SHARES:

1. Individual Stockholder
 - a. Valid Government-Issued ID or passport
2. Corporate Stockholder
 - a. Secretary's Certificate designating its attorney-in-fact and proxy
 - b. Valid Government-Issued ID or passport of the representative

UNCERTIFICATED OR SCRIPLESS SHARES:

1. Individual Stockholder
 - a. Broker's Certification stating the stockholder's name and the number of shares held
 - b. Valid Government-Issued ID or passport
2. Corporate Stockholder
 - a. Broker's Certification stating the stockholder's name and the number of shares held
 - b. Secretary's Certificate designating its attorney-in-fact and proxy
 - c. Valid Government-Issued ID or passport of the representative

The requirements and procedure for electronic voting *in absentia* and participation by remote communication is set forth in **Schedule 4** of the Definitive Information Statement, published in the Company's website at www.semiraramining.com ([CLICK HERE](#)) and on PSE EDGE ([CLICK HERE](#)).

Stockholder Question

Questions and/or comments may be sent prior to the meeting at corporatesecretary@semirarampc.com no later than April 27, 2022, which shall be limited to the items in the Agenda. Some questions may be addressed while others will be replied to via email.

Proxy

Duly accomplished proxy forms must be submitted on or before April 22, 2022 to the Office of the Corporate Secretary at 2nd Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Philippines or by email at corporatesecretary@semirarampc.com. Validation of proxies is set on April 26, 2022 at 10:00 a.m.

(Sgd.) JOHN R. SADULLO
Corporate Secretary
For the Board of Directors

¹ Should the date of the annual stockholders' meeting (ASM) be declared a legal holiday, the ASM will be held on the next succeeding business day, at 10:00 a.m. pursuant to Section 1, Article I of SMPC's By-Laws, as amended.