

## REINVESTMENT PLAN

In connection with the Secondary Offer by Camotes Island Power Generation Corporation and S.I. Power Corporation of 1,400,000,000 Common Shares, with an Overallotment Option of up to 210,000,000 Common Shares, of

**Premiere Island Power REIT Corporation** 

Offer Price: ₱1.50 per Offer Share

to be listed and traded on the Main Board of The Philippine Stock Exchange, Inc.

As of November 23, 2022

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### A. EXECUTIVE SUMMARY

This Reinvestment Plan sets forth the planned use of the net proceeds to be received by the Sponsors of Premiere Island Power REIT Corporation ("PremiereREIT", or the "Company"), S.I. Power Corporation ("SIPCOR") and Camotes Island Power Generation Corporation ("CAMPCOR", and together with SIPCOR, the "Sponsors" or "Selling Shareholders").

The Company's current authorized capital stock is ₱7,500,000,000.00 divided into 7,500,000,000 common shares with a par value of ₱1.00 per share. As of the date of this REIT Plan, a total of 3,288,669,000 common shares are issued and outstanding.

The Offer Shares will comprise of 1,400,000,000 issued Shares owned and to be offered and sold by the Selling Shareholders by way of a secondary offer (the "Firm Shares"), with an overallotment option (the "Overallotment Option") of up to 210,000,000 secondary common shares owned by the Selling Shareholders ("Option Shares"). The offer of the Offer Shares is referred to herein as the "Offer".

The Company will not receive any proceeds from the sale of the Offer Shares by the Selling Shareholders. The total proceeds to be raised from the sale of the Firm Shares will be approximately ₱2,100,000,000.00. The net proceeds to be received by the Selling Shareholders from the sale of the Firm Shares (after deduction of estimated fees and expenses of the Offer of approximately ₱89,581,287.48) will be approximately ₱2,010,418,712.52. Assuming full exercise of the Overallotment Option, the total proceeds to be raised by the Selling Shareholders from the sale of the Option Shares will be approximately ₱2,415,000,000.00 and the Selling Shareholders will receive net proceeds of approximately ₱2,314,401,272.52 (after deducting fees and expenses of approximately ₱100.598,727.48.

Pursuant to Securities and Exchange Commission ("SEC") Memorandum Circular No. 1, series of 2020, and Bureau of Internal Revenue ("BIR") Regulations No. 3-2020, any sponsor/promoter of a REIT who contributes income-generating real estate to a REIT, shall submit a sworn statement to the SEC, The Philippine Stock Exchange, Inc. ("PSE"), and the BIR, of a reinvestment plan undertaking to reinvest any proceeds realized by the sponsor/promoter from the sale of REIT shares or other securities issued in exchange for income-generating real estate transferred to the REIT, and any money raised by the sponsor/promoter from the sale of any of its income-generating real estate to the REIT, in any real estate, including any redevelopment thereof, and/or infrastructure projects in the Philippines, within one (1) year from the date of receipt of proceeds or money by the sponsor/promoter.

Following current regulations, the Sponsors intend to use the entire net proceeds of the Offer in accordance with this reinvestment plan (the "Reinvestment Plan"). All disbursements for the projects contemplated in this Reinvestment Plan are intended to be effected within one (1) year upon the Sponsors' receipt of the net proceeds from the Offer. The Sponsors do not intend to reinvest the net proceeds from the Offer Shares in any infrastructure project other than the projects aforementioned.

### B. ABOUT THE SPONSORS

### 1. Overview

SIPCOR and CAMPCOR are the sponsors of PremiereREIT, and are direct and indirect subsidiaries of Prime Asset Ventures, Inc. ("PAVI"), respectively.

SIPCOR was incorporated in the Philippines and registered with the SEC in September 2011. Its primary purpose is to buy, acquire, lease, construct, maintain, and operate plants, work systems, poles, pole wire, conduit, ducts and subway for the production, supply, distribution and sale of electricity for light and power and any other use to which electricity may or may be applied. SIPCOR is a wholly-owned subsidiary of PAVI.

CAMPCOR was incorporated in the Philippines and registered with the SEC in September 2019. Its primary purpose is to buy, acquire, lease, construct, maintain, and operate plants, work systems, poles, pole wire, conduit, ducts and subway for the production, supply, distribution and sale of electricity for light and power and any other use to which electricity may be applied. Its first power plant facilities have an aggregate

installed capacity of 6.9 MW for the Camotes main grid, and 1,280 kW for the Pilar grid, both in the province of Cebu. CAMPCOR is the sole power provider for Pilar Island and Camotes Island.

The table below sets forth the list of properties contributed by each Sponsor and the corresponding gross area and appraised values as of May 31, 2022:

### **SIPCOR Properties**

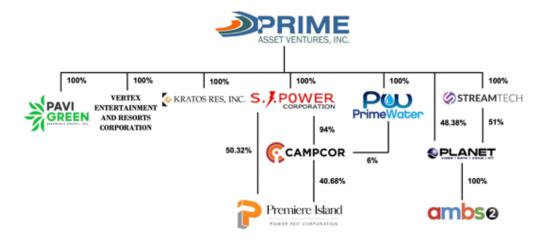
Property	Location	Area	Appraised Value (in ₱)	
Land	Candanay Sur, Siquijor, Siquijor	9,478 sq.m.	1,325,850,000	
Land	Barrio of Tignao, Lazi, Siquijor	3,000 sq.m.	1,003,310,000	
Building	Candanay Sur, Siquijor, Siquijor	353.20 sq.m.	102,210,000	
Powerplant Assets	Candanay Sur, Siquijor, Siquijor	607 sq.m.	910,740,000	

### **CAMPCOR Properties**

Property	Location	Area	Appraised Value	
			(in <b>₽</b> )	
Land	Brgy. Teguis, Poro, Camotes Island, Cebu	8,468 sq.m.	1,632,520,000	
	Upper Poblacion, Pilar, Cebu	7,938.50 sq.m.	1,530,440,000	
Building	Brgy. Teguis, Poro, Camotes Island, Cebu	577.30 sq.m.	1,271,250,000	
	Upper Poblacion, Pilar, Cebu	244 sq.m	897,350,000	

## 2. Conglomerate Map

The diagram below illustrates the corporate structure of PAVI and its major subsidiaries:



### 3. Board of Directors and Senior Management

The overall management and supervision of the Sponsors is undertaken by their respective Boards of Directors. The table below sets forth the board or directors and executive officers of each of the Sponsors as of May 31, 2022.

### S.I. POWER CORPORATION

Name	Position		
Jose Rommel C. Orillaza	President		
Maryknoll B. Zamora	Director and Treasurer		
Timothy Joseph M. Mendoza	Director and Corporate Secretary		

Erma M. Abalos	Director		
Rea Nizza Macaspac	Director		

Jose Rommel C. Orillaza, *President and Operations Head*. Mr. Orillaza, 54, graduated from the Adamson University with a degree in Civil Engineering in 1989. From 2004 to 2011, he was the Chief Technical Officer / Division Head of Casa Regalia, Inc. He previously worked as the Chief Technical Officer of Household Development Corp., Operations Head of Communities Philippines Inc., Technical Head of Crown Asia Properties, Inc. and Operations Head of Southwell Waterworks, Inc. Mr. Orillaza is currently the Operations Head of Kratos Res. Inc.

Timothy Joseph M. Mendoza, *Director and Corporate Secretary*. Atty. Mendoza, 41, graduated from the Ateneo de Manila University with a Bachelor of Arts degree, Major in Political Science, and Minor in Hispanic Studies in 2002. He received his Juris Doctor from the University of the Philippines in 2006, ranking 9th highest grade overall in the 2006 Bar Examinations. He joined the law firm of Picazo Buyco Tan Fider & Santos in 2006 as a Junior Associate and became a Partner from 2014 to 2017. From 2017 to 2020, he worked as Partner for Quisumbing Torres, a member firm of Baker McKenzie International, as the head of the Banking and Finance Practice Group, Financial Institutions Group, FinTech Focus Group, and Restructuring and Insolvency Focus Group. For the years 2018, 2019 and 2020, Atty. Mendoza was ranked as a Leading Lawyer for Banking and Finance by the Chambers and Partners Asia-Pacific. In 2020, he was also ranked as a Leading Lawyer for Corporate and Finance by the Chambers and Partners Global and a Rising Star for Banking and Financial Services by the AsiaLaw Leading Lawyers. For the years 2018 and 2019, he was cited as one of the Philippines' Top 100 lawyers in the A-List Top 100 Lawyers in the Philippines by the Asian Business Law Journal. Atty. Mendoza concurrently serves as the General Counsel of Prime Asset Ventures, Inc. and Corporate Secretary of its various subsidiaries.

Maryknoll B. Zamora, Treasurer and Chief Finance Officer. Ms. Zamora, 50, graduated from the Polytechnic University of the Philippines with a Bachelor's degree in Accountancy in 1993. She obtained her Master's degree in Business Administration from De La Salle University Graduate School of Business in 2001 and her Bachelor of Laws degree from Adamson University – College of Law in 2014. She is a Certified Public Accountant. From 2014 to 2018, she was the Head of Finance of Prime Asset Ventures, Inc. She previously worked as the Controller / Treasury and Investment Head, Corporate Information Officer and Investor Relationship Officer and Accounting and Admin Manager from 1997 to 2006 of Alcorn Gold Resources Corp. (formerly Alcorn Petroleum & Minerals Corp. and now Cosco Capital, Inc.) She was also an Audit Supervisor in Pricewaterhouse Coopers Auditing Firm. Ms. Zamora is currently the Chief Finance Officer and Treasurer of Prime Asset Ventures, Inc., Primewater Infrastructure Corp., Planet Cable, Inc., Streamtech System Technologies, and Kratos Res, Inc.

**Erma M. Abalos**, *Director*. Mrs. Abalos, 53, graduated from New Era University with a Bachelor's degree in Business Administration and Accounting. She is a Certified Public Accountant and a licensed real estate broker. She is currently a Director and Treasurer at PAV Realty, Inc. and Vertex Entertainment and Resorts Corporation. She is also currently the Chief Finance Officer of Primewater Infrastructure Corporation and Global Land.

Rea Nizza Macaspac, *Director*. Ms. Macaspac, 36, graduated from New Era University with a Bachelor's degree in Accountancy. She is a Certified Public Accountant and an accredited financial analyst. She was previously the Accounting and Finance head at S.1. Power Corporation, Mella Hotel, Inc., Fernbrook Inc., Malay Resort Holdings, Inc., Dusit Hospitality Education Philippines, Inc., and Vista Hospitality Management Corporation. Ms. Macaspac is currently the Accounting and Finance Head of Vista Leisure Club Corporation.

### CAMOTES ISLAND POWER GENERATION CORPORATION

Name	Position			
Cynthia J. Javarez	Chairman			
Jose Rommel C. Orillaza	President			
Timothy Joseph M. Mendoza	Director and Corporate Secretary			
Maryknoll B. Zamora	Director and Treasurer			
Rea Nizza Macaspac	Director			

Cynthia J. Javarez, Chairman. Ms. Javarez, 59, graduated from the University of the East with a Bachelor's degree in Business Administration, major in Accounting. She is a Certified Public Accountant. She completed a Management Development Program at the Asian Institute of Management in 2006. Ms. Javarez was previously the Chief Financial Officer of Polar Property Holdings Corp. until 2011 and the Tax & Audit Head in the MB Villar Group of Companies until 2007. She is the current President of Fine Properties, Inc, and a Director and the Treasurer and Chief Risk Officer of Vista Land & Lifescapes, Inc. Ms. Javarez is also the Chairman of Prime Asset Ventures, Inc., Primewater Infrastructure Corp., Planet Cable, Inc., Streamtech System Technologies, Inc. and Dusit Hospitality Education Philippines, Inc.

**Jose Rommel C. Orillaza**, *President and Operations Head*. Mr. Orillaza, 54, graduated from the Adamson University with a Bachelor's degree in Civil Engineering in 1989. From 2004 to 2011, he was the Chief Technical Officer / Division Head of Casa Regalia, Inc. He previously worked as the Chief Technical Officer of Household Development Corp., Operations Head of Communities Philippines Inc., Technical Head of Crown Asia Properties, Inc. and Operations Head of Southwell Waterworks, Inc. Mr. Orillaza is currently the Operations Head of Kratos Res, Inc.

Timothy Joseph M. Mendoza, *Director and Corporate Secretary*. Atty. Mendoza, 41, graduated from the Ateneo de Manila University with a Bachelor of Arts degree, Major in Political Science, and Minor in Hispanic Studies in 2002. He received his Juris Doctor from the University of the Philippines in 2006, ranking 9th highest grade overall in the 2006 Bar Examinations. He joined the law firm of Picazo Buyco Tan Fider & Santos in 2006 as a Junior Associate and became a Partner from 2014 to 2017. From 2017 to 2020, he worked as Partner for Quisumbing Torres, a member firm of Baker McKenzie International, as the head of the Banking and Finance Practice Group, Financial Institutions Group, FinTech Focus Group, and Restructuring and Insolvency Focus Group. For the years 2018, 2019 and 2020, Atty. Mendoza was ranked as a Leading Lawyer for Banking and Finance by the Chambers and Partners Asia-Pacific. In 2020, he was also ranked as a Leading Lawyer for Corporate and Finance by the Chambers and Partners Global and a Rising Star for Banking and Financial Services by the AsiaLaw Leading Lawyers. For the years 2018 and 2019, he was cited as one of the Philippines' Top 100 lawyers in the A-List Top 100 Lawyers in the Philippines by the Asian Business Law Journal. Atty. Mendoza concurrently serves as the General Counsel of Prime Asset Ventures, Inc. and Corporate Secretary of its various subsidiaries.

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### C. PROCEEDS TO BE RECEIVED BY THE SPONSORS

The Company will not receive any proceeds from the sale by the Selling Shareholders of the Offer Shares. The total proceeds to be raised from the sale of the Firm Shares will be approximately ₱2,100,000,000.00. The net proceeds to be received by the Selling Shareholders from the sale of the Firm Shares (after deduction of estimated fees and expenses of the Offer of approximately ₱89,581,287.48) will be approximately ₱2,010,418,712.52. Assuming full exercise of the Overallotment Option, the total proceeds to be raised by the Selling Shareholders from the sale of the Offer Shares will be approximately ₱2,415,000,000.00 and the Selling Shareholders will receive net proceeds of approximately

₱2,314,401,272.52 (after deducting fees and expenses payable by the Selling Shareholders of approximately ₱100,598,727.48).

Below is the breakdown of the gross proceeds each Sponsor will receive prior to deducting fees and expenses payable in relation to the Offer:

	Firm Shares Only	Assuming Overallotment Option is Fully Exercised
SIPCOR	₱1,056,720,175.50	₱1,215,228,202.50
CAMPCOR	1,043,279,824.50	1,199,771,797.50
TOTAL	2,100,000,000.00	2,415,000,000.00

### D. THE REINVESTMENT PLAN

The Sponsors intend to use the net proceeds to be received from the Offer to acquire critical real estate and infrastructure that may be devoted to renewable, social, and missionary power generation. The Sponsors may undertake the property acquisitions on their own or through other subsidiaries of PAVI. If such disbursement is undertaken by a PAVI Group company other than a Sponsor (or by a Sponsor to the extent of any excess over the net proceeds that will be received by it as a Selling Shareholder), then such funding shall be provided by the relevant Sponsor to the disbursing entity, via cash advances and conducted at arm's length terms. With respect to CAMPCOR, this means that the funding will be provided by CAMPCOR to SIPCOR via cash advances at arms-length.

The projected disbursements in connection with the proposed use of proceeds is provided in the succeeding tables:

# Assuming Overallotment Option is fully exercised

DISBURSING ENTITY	SIPCOR	SIPCOR	SIPCOR	SIPCOR	SIPCOR	SIPCOR	SIPCOR	SIPCOR	SIPCOR	
Q4 – 2023				,		58,666,666.00	168,533,333.00	84,000,000.00	31,044,052.52	
Q3 – 2023				24,000,000.00	27,280,592.00	58,666,667.00	168,533,333.00	84,000,000.00	36,320,000.00	
Q2 – 2023				24,000,000.00	27,280,592.00	58,666,667.00	168,533,334.00	84,000,000.00	36,320,000.00	
Q1 – 2023				24,000,000.00	27,280,592.00	44,000,000.00	126,400,000.00	63,000,000.00	27,240,000.00	
Q4 – 2022	145,800,000.00	308,375,000.00	370,000,000.00	18,000,000.00	20,460,444.00					
TOTAL PLANNED USE FOR ONE YEAR	145,800,000.00	308,375,000.00	370,000,000.00	90,000,000,00	102,302,220.00	220,000,000.00	632,000,000.00	315,000,000.00	130,924,052.52	2,314,401,272.52
Percentage Completed	47%	12%	10%	%0	%0	%0	%0	%0	%0	
Status	on-going construction	on-going construction	on-going construction	site selection, pre- development	site selection, pre- development	site selection, pre- development	site selection, pre- development	site selection, pre- development	site selection, pre- development	
LOCATION	Bataan	Camarines Norte	Camarines Sur	Camarines Sur	Pangasinan	Pangasinan	Nueva Ecija	Bulacan	Isabela	
MWDC	20	36	90	54	140.83	132	379.2	84	108.96	
DESCRIPTION	Solar PV Farm	Solar PV Farm	Solar PV Farm	Solar PV Farm	Solar PV Farm	Solar PV Farm	Solar PV Farm	Solar PV Farm	Solar PV Farm	
PROJECT	Bataan Solar Farm 1	Camarines Norte Solar Farm 1	Camarines Sur Solar Farm 1	Camarines Sur Solar Farm 2	Pangasinan Solar Farm 1	Pangasinan Solar Farm 2	Nueva Ecija Solar Farm	Bulacan Solar Farm	Isabela Solar Farm 1	
	-	2	33	4	S	9	7	8	6	

<sup>1.</sup> Site Selection activities include the conduct of legal and technical due diligence to assess suitability of location and authenticity of land titles, with the output being a pre-feasibility study yields favorable findings, negutive or lease the land can proceed. Post securing land rights, pre-development activities follow immediately. Based on previous experience, it takes approximately 3 to 6 months to complete Site Selection

<sup>2.</sup> Pre-Development starts after securing Land Rights and Department of Energy (DOE) Solar Energy Service Contract. Based on previous experience, it takes approximately 6 to 8 months to complete Pre-Development activities before construction can begin.

3. For the target properties presently under construction, the entities from whom these assets will be purchased by the Sponsors are as follows:

For the Bataan Solar Farm 1 – this will be purchased from Fine Properties, Inc. and PAVI, which are current registered owners of the Solar PV Farm project sites; *(a)* 

For Camarines Norte Solar Farm 1 and Camarines Sur Solar Farm 1, from Communities Naga, Inc., the current beneficial owner of the Solar PV Farm project sites. *(9)* 

For all other projects, title to or ownership over the relevant lands will be acquired by the Sponsors from various individuals and corporations who have represented themselves as the legal and beneficial owners of such properties, and with whom the Sponsors have entered preliminary expressions of interest for acquisition of such title or ownership.

## Assuming Overallotment Option is not exercised

## Note

1. Site Selection activities include the conduct of legal and technical due diligence to assess suitability of location and authenticity of land titles, with the output being a pre-feasibility study yields favorable findings, nedetian or lease the land can proceed. Post securing land rights, pre-development activities follow immediately. Based on previous experience, it takes approximately 3 to 6 months to complete Site Selection activities.

2. Pre-Development starts after securing Land Rights and DOE Solar Energy Service Contract. Based on previous experience, it takes approximately 6 to 8 months to complete Pre-Development activities before construction can begin.

3. For the target properties presently under construction, the entities from whom these assets will be purchased by the Sponsors are as follows:

- For the Bataan Solar Farm 1 this will be purchased from Fine Properties, Inc. and PAVI, which are current registered owners of the Solar PV Farm project sites; a
- For Camarines Norte Solar Farm 1 and Camarines Sur Solar Farm 1, from Communities Naga, Inc., the current beneficial owner of the Solar PV Farm project sites. *(b)*

For all other projects, title to or ownership over the relevant lands will be acquired by the Sponsors from various individuals and corporations who have represented themselves as the legal and beneficial owners of such properties, and with whom the Sponsors have entered preliminary expressions of interest for acquisition of such title or ownership.

The Reinvestment Plan spreads over up to 9 renewable energy project and covers 100% of the total Sponsor's funding requirement for land or property acquisitions to support the land requirements of the 14 projects assuming full exercise of Over-allotment Option and 100% of the total Sponsor's funding requirements in the 8 projects assuming the Over-allotment Option is not exercised. The balance of funding requirements of the Sponsor[s] shall be sourced from internally generated cash and/or credit line facilities with banks. The projects identified in the foregoing renewable energy projects are already listed in terms of priority. Considering all of the foregoing projects identified are still in the site selection or pre-development stage, the Sponsor[s], at its option, may increase allocation to any one or more of these projects or substitute one or more projects with other solar photovoltaic (PV) farm projects that are in more advanced stages to meet the one-year period limit for reinvestment of the proceeds of the Offer.

### E. MONITORING AND REVIEW

The Sponsors shall monitor the actual disbursements under this Reinvestment Plan on a quarterly basis. For purposes of monitoring, the Sponsors shall prepare a quarterly progress report of actual disbursements on the projects covered by this Reinvestment Plan.

In the event of changes in the actual disbursements for projects proposed in this Reinvestment Plan, the Sponsors shall carefully evaluate the situation and may reallocate the proceeds for future investments or other uses, and/or hold such funds in short-term investments, whichever is in thebest interest of the Company and its shareholders. The cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary and the Company may find it necessary or advisable to alter their plans.

In such an event, the Sponsors undertake that any deviation from the planned reinvestment (as disclosed in the Reinvestment Plan that formed part of the RS) will be promptly disclosed to the PSE and SEC via SEC Form 17-C (and submit a Revised Reinvestment Plan as necessary).

The monitoring will still be conducted by the Sponsors, regardless of the disbursing entity.

### F. REPORTING

The Sponsors shall comply with the reportorial and disclosure requirements prescribed by the SEC, PSE, BIR, or the appropriate regulatory government agency/ies with respect to the use of proceeds of a REIT IPO. The reports of the Sponsors on the status of the implementation of the Reinvestment Plan shall be submitted by the Sponsors to the Company and shall, in turn, be disclosed by the Company to the regulators.

The Sponsors shall submit to the PSE quarterly progress reports and a final report on the implementation of the Reinvestment Plan, duly certified by its Finance Controller, Treasurer, and External Auditor. The quarterly progress report and the final report shall be submitted to the PSE in accordance with the REIT Law and its relevant implementing regulations and relevant PSE rules.

The Reinvestment Plan and the status of its implementation shall be included in the appropriate structured reports of the Sponsors to the SEC and the PSE. Any investment pursuant to the Reinvestment Plan shall be disclosed by the Company via SEC Form 17-C assuch investment is made. The Company shall likewise furnish the SEC with copies of the relevant documentary stamp tax returns, as may be applicable.

### CERTIFICATION

This REINVESTMENT PLAN was prepared and assembled under our supervision in accordance with existing rules of the Securities and Exchange Commission, Philippine Stock Exchange, and the Bureau of Internal Revenue. The information and data provided herein are complete, true, and correct to the best of our knowledge and/or based on authentic records.

BY:
S.I. POWER CORPORATION
Sponsor

Jose Rommel C. Orillaza
Attorney-in-fact

Doc No. 25; Page No. 2; Book No. 1; Series of 2022.

KATRINA ISABELLE G. PIMENTEL
Appointment No. M-336
Notary Public for Makati City
Until December 31, 2023
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 80892
PTR No. 9015884/Makati City/05-26-2022
184 No. 213748/Makati City/05-21-2022

MCLE Exempted-Admitted to the bar in 2022

### CERTIFICATION

This REINVESTMENT PLAN was prepared and assembled under our supervision in accordance with existing rules of the Securities and Exchange Commission, Philippine Stock Exchange, and the Bureau of Internal Revenue. The information and data provided herein are complete, true, and correct to the best of our knowledge and/or based on authentic records.

BY:
CAMOTES ISLAND POWER GENERATION CORPORATION
Sponsor

Jose Romme C. Orillaza Attorney-in-fact

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_\_\_\_\_ in \_\_\_\_\_\_ in \_\_\_\_\_\_\_ affiant exhibiting to me as competent evidence of their identity, Passport No. P5151476A issued at DFA, Manila on November 26, 2017.

Doc No. 25; Page No. 2; Book No. 1; Series of 2022.

KATRINA ISABELLE C. PIMENTEL
Appointment No. M-336
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