



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Board of Directors of **TARLAC ELECTRIC INC.** (“TEI” or the “Corporation”), in a regular meeting held on 17 March 2023, has approved that the Annual Stockholders’ Meeting will be conducted virtually on **23 June 2023 (Friday)** at **10:00 a.m.**, at which meeting the following matters shall be taken up:

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Quorum
- IV. Approval of the Minutes of the Annual Stockholders’ Meeting held on 28 June 2022
- V. Presentation of the President’s Report
- VI. Ratification of the Audited Financial Statements for the year ended 31 December 2022
- VII. Ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders’ Meeting up to 22 June 2023
- VIII. Re-allocation of the proceeds from the Initial Public Offering
- IX. Election of the Members of the Board of Directors, including one (1) Independent Director, to serve for 2023-2024.
- X. Appointment of the External Auditor
- XI. Other Matters
- XII. Adjournment

In view of the current circumstances and in support of the efforts to contain the outbreak of COVID-19, stockholders may attend and participate in the meeting only by remote

communication, voting *in absentia* and/or appointing a proxy. The procedure and requirements for online registration for remote communication and voting *in absentia* will be explained in the guidelines attached with this notice.

Only Stockholders of Record as of 5:00 PM of 31 March 2023 shall be entitled to vote at this meeting. Votes cast remotely or *in absentia* should be received by the Corporation on or before 15 June 2023, 11:59 PM (Philippine time).

Stockholders who wish to attend by proxy shall submit the same on or before 31 May 2023 with the Office of the Corporate Secretary, through Atty. Leandro Rodel V. Atienza, located at 123 Mabini, Tarlac City, or by email to corpsec@teiph.com. 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. A sample proxy form shall be enclosed together with this Notice. Validation of proxies is set on 02 June 2023, 10:00 a.m. at TEI Head Office, Mabini St., Mabini, Tarlac City.

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

The nomination and election of the members of the Board of Directors should be in accordance with the nomination forms, procedures and requirements adopted by the Board of Directors. The required nomination form shall be enclosed together with this Notice of Annual Stockholders Meeting in the email to be sent to the official email of the stockholder and must submit his/her nominations to, the Office of Corporate Secretary at Mabini St., Tarlac City or by email to corpsec@teiph.com, not later than 05 May 2023 at 5 o'clock in the afternoon.

All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance and conformity of their nominee. The nomination must indicate whether the nominees are intended to be independent directors. Further, all nominations should include (i) the curriculum vitae of the nominee, (ii) a statement that the nominee has all the qualifications and none of the disqualifications, (iii) information on the relationship of the nominee to the stockholder submitting the nomination, and (iv) all relevant information about the nominee's qualifications, such as the nominee's age, educational attainment, full disclosure of work and/or business experience and/or affiliations. The directors and independent directors shall be elected from among TEI's stockholders. All nominees for directors and independent directors must possess the minimum requirements/qualifications and none of the disqualifications prescribed by the Securities and Exchange Commission and in TEI's Revised Manual on Corporate Governance.

The Corporation's Information Statement, Management Report, and 2022 Audited Financial Statements shall be sent to the stockholders through email, no later than 19 May 2023. Pursuant to SEC Memorandum Circular No. 6, Series of 2020, please be informed that there will be a visual and audio recording of the meeting.

Please be guided accordingly.



ATTY. LEANDRO RODEL V. ATIENZA
Corporate Secretary