

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **ACE ENEXOR, INC.** will be conducted by remote communication via <http://www.ayalagroupshareholders.com/> on **Monday, April 25, 2022 at 2:00 o'clock in the afternoon** with the following

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of Previous Meeting
4. Annual Report of Management including the 2021 Audited Financial Statements
5. Ratification of the Acts of the Board of Directors and Officers
6. Issuance of Shares to AC Energy Corporation (in exchange for property needed for corporate purposes)
7. Issuance and Listing of up to 74,000,000 Shares pursuant to a Follow-On Offering
8. Amendment of the Articles of Incorporation to Change the Corporate Name
9. Amendment of the Articles of Incorporation to Change the Principal Place of Business
10. Election of Directors (Including Independent Directors)
11. Election of External Auditor and Fixing of its Remuneration
12. Consideration of Such Other Business as May Properly Come Before the Meeting
13. Adjournment

The deadline for nomination of directors is on **April 1, 2022**.

Only stockholders of record as of **March 25, 2022** are entitled to notice of, and to vote at, this meeting.

Given the current circumstances, stockholders may only attend the meeting by remote communication, by voting *in absentia*, or by appointing the Chairman of the meeting as their proxy. Stockholders intending to participate by remote communication should notify the Corporation on or before **April 19, 2022**.

Duly accomplished proxies should be submitted on or before 9:00 AM of **April 15, 2022** to the Office of the Corporate Secretary at the 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City 1226 or by email to corpsec.enexor@acenergy.com.ph. Validation of proxies is set for **April 18, 2022** starting at 9:00 AM.

¹ See page 3 for the explanation for each agenda item.

Stockholders may vote by remote communication, or *in absentia* subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting votes *in absentia* will be set forth in the Information Statement.²

Stockholders of record as of March 25, 2022 owning at least 5% of the total outstanding capital stock of the Corporation may submit proposals on items for inclusion in the agenda on or before April 18, 2022.³

All communications should be sent by email to corpsec.enexor@acenergy.com.ph on or before the designated deadlines.

Makati City, March 29, 2022.


MAN T. ASCALON
Assistant Corporate Secretary

² Stockholders should notify the Corporation at corpsec.enexor@acenergy.com.ph of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 21, 2022.

³ The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Corporation's internal guidelines.

EXPLANATION OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 2:00 o'clock in the afternoon.

Certification of Notice and Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Corporation has set up a designated online web address which may be accessed by the stockholders to register and vote on the matters at the meeting *in absentia*.⁴ A stockholder participating by remote communication or who votes *in absentia* shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at corpsec.enexor@acenergy.com.ph and shall be limited to the Items in the Agenda.
- (ii) In the event that physical attendance will be allowed at the meeting -
 - a. Anyone who wishes to make a remark shall identify himself or herself after being acknowledged by the Chairman and shall limit his or her remarks to the item in the Agenda under consideration;
 - b. Stockholders present at the meeting may opt for manual or electronic voting. For manual voting, each stockholder will be given, upon registration, a ballot where he or she can write his or her vote on every item in the Agenda or proposed resolution. For electronic voting, there will be computer stations near the registration table where stockholders may cast their votes electronically using a digital version of the ballot.
- (iii) Each of the proposed resolutions will be shown on the screen in the venue and during the livestreaming as the same is taken up at the meeting.
- (iv) Stockholders must notify the Corporation on or before April 19, 2022 of their intention to participate in the Meeting by remote communication to be included in determining quorum, together with the stockholders who voted *in absentia* and by proxy.
- (v) Voting shall only be allowed for Stockholders registered in the Voting *in Absentia* and Shareholder (VIASH) System or through authorizing the Chairman of the meeting as proxy.
- (vi) Stockholders voting *in absentia*, who have previously registered in the VIASH System provided, may cast their votes electronically at any time using the VIASH System prior to or during the meeting.
- (vii) All the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting, unless the law requires otherwise.
- (viii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one (1) vote.
- (ix) The Committee of Inspectors of Proxies and Ballots will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.
- (x) The meeting proceedings shall be recorded in audio and video format.

Approval of Minutes of Previous Meeting

The minutes of the meeting held on April 19, 2021 are available at the Corporation's website, <https://enexor.com.ph/wp-content/uploads/2021/04/ACEX-Minutes-of-2021-ASM-19-April-2021.pdf>

⁴ The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

Annual Report of Management Including the 2021 Audited Financial Statements

The Chairman, Mr. John Eric T. Francia will report on the performance of the Corporation in 2021 and the outlook for 2022.

The Corporation's annual report, titled Annual Report, will contain the "Message from the Chairman" and the "Report of the President". Copies of the Annual Report will be posted on the Corporation's website, <https://enexor.com.ph/annual-report-2021/>.

The Audited Financial Statements as of December 31, 2021 (AFS), as approved by the Board upon the recommendation of the Audit Committee, will be included in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting.

Ratification of the Acts of the Board of Directors and Officers

The actions of the Board and its Committees were those taken and adopted since the annual stockholders' meeting on April 19, 2021 until April 24, 2022. They include the approval of agreements, projects, investments, treasury-related matters, and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the officers were those taken to implement the resolutions of the Board or its Committees or made in the general conduct of business.

Issuance of Shares to AC Energy Corporation (in exchange for property needed for corporate purposes)

Approval by the stockholders representing at least majority of the outstanding of capital stock will be sought for the issuance and listing of 339,076,058 common shares of the Corporation to AC Energy Corporation in exchange for the following properties of ACEN: (a) 3,064,900 common shares in Palawan55 Exploration & Production Corporation with a par value of Php100.00 per share, comprising 30.65% of the issued and outstanding shares in Palawan55; (b) 6,000,000 common shares in Bulacan Power Generation Corporation representing 100% of the issued and outstanding shares in BPGC; (c) 6,351,000 common shares in CIP II Power Corporation with a par value of Php50.00 per share representing 100% of the issued and outstanding shares in CIPP; (d) 3,600,000 redeemable preferred shares in Ingrid3 Power Corp., a special purpose vehicle for the development of a new power project, with a par value of Php1.00 per share, representing 100% of the issued and outstanding redeemable preferred shares in Ingrid 3; and (e) 33,493,366 common shares in One Subic Power Generation Corporation with a par value of Php1.00 per share representing 17.13% of the issued and outstanding shares in OSPGC. The details of the issuance are discussed in the Comprehensive Corporate Disclosure posted at PSE Edge on January 7, 2022. Please see the link to the CCD at <https://bit.ly/35mgkqw>.

Issuance and Listing of up to 74,000,000 Shares pursuant to a Follow-On Offering

Approval by the stockholders representing at least majority of the outstanding of capital stock will be sought for the issuance and listing of 74,000,000 common shares of the Corporation pursuant to a Follow-on Offering. On 21 March 2022, the Executive Committee, by authority of the Board of Directors, approved the conduct of a FOO with a size of up to 74,000,000 shares to be priced at P10.00 to P11.84 per share.

Amendment of Articles of Incorporation to Change the Corporate Name

Approval by the stockholders representing at least two thirds (2/3) of the outstanding capital stock will be sought for the amendment of the Articles of Incorporation to change the corporate name from "ACE Enexor, Inc." to "ENEX Energy Corp." and the amendment of the First Article of the Articles of Incorporation for this purpose.

Amendment of Articles of Incorporation to Change the Principal Place of Business

Approval by the stockholders representing at least two thirds (2/3) of the outstanding capital stock will be sought for the amendment of the Articles of Incorporation to change the principal place of business from "4th Floor, 6750 Office Tower, Ayala Avenue, Makati City, Philippines" to "35th Floor Ayala Triangle Gardens Tower 2, Paseo De Roxas Cor. Makati Avenue, Makati City 1226, Philippines" and the amendment of the Third Article of the Articles of Incorporation for this purpose.

Election of Directors (Including the Independent Directors)

The nine (9) nominees for directors, to be evaluated and determined by the Corporate Governance and Nomination Committee of the Board to have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election to the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement.

Appointment of External Auditor and Fixing of its Remuneration

The Audit Committee of the Board will endorse to the stockholders the election of the external auditor for the ensuing fiscal year as well as its proposed remuneration. The external auditor conducts an independent verification of the Corporation's financial statements and provides an objective assurance on the accuracy of its financial statements. The profile of the external auditor will be provided in the Information Statement.

Consideration of Such Other Business as may Properly Come Before the Meeting

Stockholders may email questions or comments prior to or during the meeting at the following email address: corpsec.enexor@acenergy.com.ph. The Chairman will take up agenda items received from stockholders on or before April 18, 2022 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Corporation's internal guidelines.⁵

⁵ SEC Memorandum Circular No. 14, series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings": <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-specialstockholders-meetings/>.