COVER SHEET
for
SEC FORM 17-Q

SEC Registration Number

0 6 9 - 0 3 9 2 7 4

COMPANY NAME

ACEN CORPORATION AND SUBSIDIARIES

PRINCIPAL OFFICE *(No. / Street / Barangay / City / Town / Province)*

35TH FLOOR, AYALA TRIANGLE GARDENS TOWER 2, PASEO DE ROXAS CORNER MAKATI AVENUE, MAKATI CITY 1226

Form Type	Department requiring the report	Secondary License Type, If Applicable
17-Q	SEC	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
corpsec.aceph@acenergy.com.ph	7730-6300	09278370863

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
3,246	04/24	12/31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Alan T. Ascalon	alan.ascalon@acenrenewables.com	(632) 7-730-6300	–

CONTACT PERSON's ADDRESS

35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City 1226

NOTE 1 *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2 *All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.*

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **March 31, 2023**

2. Commission identification number **39274**

3. BIR Tax Identification No. **000-506-020-000**

4. Exact name of issuer as specified in its charter **ACEN CORPORATION**

5. Province, country or other jurisdiction of incorporation or organization **Metro Manila**

6. Industry Classification Code [ ] (SEC Use Only)

7. Address of issuer's principal office Postal Code
   35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, 1226

8. Issuer's telephone number, including area code **(632) 7-730-6300**

9. Former name, former address and former fiscal year, if changed since last report:
   AC Energy Corporation

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Number of shares of common stock outstanding	**39,677,394,773 shares**
Amount of debt outstanding	**₱10.00 billion in bonds registered with Philippine SEC and listed in PDEX.**

11. Are any or all of the securities listed on a Stock Exchange?
    Yes [**X**] No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:
    Philippine Stock Exchange Common

12. Indicate by check mark whether the registrant:

    (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
    Yes [**X**] No [ ]

    (b) has been subject to such filing requirements for the past ninety (90) days.
    Yes [**X**] No [ ]

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

Please refer to attached ANNEX “A”

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Please refer to attached ANNEX “B”

PART II--OTHER INFORMATION

Please refer to attached ANNEX “C”

SIGNATURES

Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on May 9, 2023.

ACEN CORPORATION

JOHN ERIC T. FRANCIA
President & Chief Executive Officer

MARIA CORAZON G. DIZON
Chief Financial Officer

ANNEX A

ACEN CORPORATION
and Subsidiaries

Unaudited Interim Condensed Consolidated
Financial Statements
As at March 31, 2023
and for the Three Months Period Ended
March 31, 2023 and 2022
(With comparative figures as at
December 31, 2022)

ACEN CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

March 31, 2023 (With Comparative Balances as at December 31, 2022)
(Amounts in Thousands)

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4 and 24)	**₱34,963,879**	₱34,630,011
Accounts and notes receivable - net (Notes 5, 22 and 24)	**27,162,993**	30,503,231
Fuel and spare parts	**1,030,981**	806,986
Financial assets at fair value through profit or loss (FVTPL)	**786,534**	42,863
Current portion of:		
Input value added tax (VAT)	**2,142,682**	2,132,179
Creditable withholding taxes	**1,282,857**	940,403
Other current assets (Notes 11 and 24)	**994,311**	966,907
Total Current Assets	**68,364,237**	70,022,580
Noncurrent Assets		
Investments in:		
Associates and joint ventures (Note 6)	**25,400,841**	24,766,433
Other financial assets at amortized cost (Note 7)	**20,802,848**	21,260,907
Financial assets at FVTPL	**1,307,480**	1,260,023
Financial assets at fair value through other comprehensive income (FVOCI)	**723,712**	366,844
Property, plant and equipment (Note 8)	**65,959,872**	58,398,228
Right-of-use assets (Note 9)	**4,386,270**	3,726,647
Accounts and notes receivable - net of current portion (Notes 5, 22 and 24)	**12,467,334**	16,387,729
Goodwill and other intangible assets (Note 10)	**22,736,364**	23,268,743
Net of current portion:		
Input VAT	**2,874,937**	2,336,747
Creditable withholding taxes	**777,700**	752,317
Deferred income tax assets - net (Note 21)	**1,950,214**	1,730,194
Other noncurrent assets (Notes 11 and 24)	**5,900,551**	8,495,171
Total Noncurrent Assets	**165,288,123**	162,749,983
TOTAL ASSETS	**₱233,652,360**	₱232,772,563

LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Notes 12, 22 and 24)	**₱11,695,335**	₱13,322,569
Short-term loans (Notes 13 and 24)	**2,300,000**	2,900,000
Current portion of:		
Long-term loans (Notes 13 24 and 25)	**1,086,180**	719,385
Lease liabilities (Notes 9, 24 and 25)	**338,016**	258,562
Income and withholding taxes payable	**333,760**	479,435
Due to stockholders (Note 22)	**16,585**	16,585
Total Current Liabilities	**15,769,876**	17,696,536

(Forward)

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Noncurrent Liabilities		
Notes payable (Notes 13, 24 and 25)	**₱31,554,877**	₱32,093,314
Long-term loans - net of current portion (Notes 13, 24 and 25)	**36,792,572**	28,051,903
Lease liabilities - net of current portion (Notes 9, 24 and 25)	**4,599,432**	4,206,459
Pension and other employee benefits	**75,963**	76,997
Deferred income tax liabilities – net (Note 21)	**310,625**	226,268
Other noncurrent liabilities (Note 14)	**640,955**	827,643
Total Noncurrent Liabilities	**73,974,424**	65,482,584
Total Liabilities	**89,744,300**	83,179,120
Equity		
Capital stock (Note 15)	**39,691,895**	39,691,895
Additional paid-in capital (Note 15)	**107,492,243**	107,492,243
Other equity reserves (Note 15)	**(59,450,345)**	(56,585,740)
Unrealized fair value loss on equity instruments at FVOCI	**(128,358)**	(114,566)
Unrealized fair value gain on derivative instruments designated as hedges – net of tax (Note 24)	**114,724**	326,676
Remeasurement gain (loss) on defined benefit plans – net of tax	**7,817**	(43,910)
Accumulated share in other comprehensive loss of associates and joint ventures (Note 6)	**(8,890)**	(5,794)
Cumulative translation adjustments	**4,755,179**	7,449,690
Retained earnings (Note 15)	**21,577,745**	19,551,839
Treasury shares (Note 15)	**(28,657)**	(28,657)
Total equity attributable to equity holders of the Parent Company	**114,023,353**	117,733,676
Non-controlling interests (Note 15)	**29,884,707**	31,859,767
Total Equity	**143,908,060**	149,593,443
TOTAL LIABILITIES AND EQUITY	**₱233,652,360**	₱232,772,563

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

ACEN CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Thousands, Except Per Share Figures)

	Three-Month Period Ended March 31 (Unaudited)	
	2023	**2022**
REVENUE		
Revenue from sale of electricity (Note 16)	**₱9,023,014**	₱7,358,378
Rental income	**17,213**	17,053
Dividend income	**–**	3,635
Other revenues (Note 22)	**95,475**	23,540
	9,135,702	7,402,606
COSTS AND EXPENSES		
Costs of sale of electricity (Note 17)	**8,119,401**	7,868,135
General and administrative expenses (Note 18)	**1,180,387**	284,969
	9,299,788	8,153,104
INTEREST AND OTHER FINANCE CHARGES (Note 19)	**(664,414)**	(504,313)
EQUITY IN NET INCOME OF ASSOCIATES AND		
JOINT VENTURES (Note 6)	**978,485**	344,473
OTHER INCOME - NET (Note 20)	**2,074,185**	1,219,806
INCOME BEFORE INCOME TAX	**2,224,170**	309,468
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 21)		
Current	**71,245**	41,722
Deferred	**(289,311)**	(484,700)
	(218,066)	(442,978)
NET INCOME	**₱2,442,236**	₱752,446
Net Income Attributable To:		
Equity holders of the Parent Company	**₱2,025,906**	₱405,027
Non-controlling interests	**416,330**	347,419
	₱2,442,236	₱752,446
Basic/Diluted Earnings Per Share (Note 23)	**₱0.05**	₱0.01

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

ACEN CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands, Except Per Share Figures)

	Three-Month Period Ended March 31 (Unaudited)	
	2023	2022
NET INCOME	**₱2,442,236**	₱752,446
OTHER COMPREHENSIVE INCOME (LOSS)		
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods		
Cumulative translation adjustment	**(2,845,913)**	1,460,272
Unrealized fair value(loss) gain on derivative instruments designated as hedges - net of tax	**(211,952)**	92,199
	(3,057,865)	1,552,471
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods		
Net changes in the fair value of equity instruments at FVOCI	**(13,792)**	(13,457)
Remeasurement loss on defined benefit plans, net of tax	**51,727**	(755)
	37,935	(14,212)
SHARE IN OTHER COMPREHENSIVE INCOME (LOSS) OF ASSOCIATES AND JOINT VENTURES (Note 6)		
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods		
Unrealized fair value gain (loss) on derivative instruments designated as hedges - net of tax	**2,656**	15,490
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods		
Remeasurement loss on defined benefit plans, net of tax	**(5,752)**	24,338
TOTAL OTHER COMPREHENSIVE (LOSS) INCOME - NET OF TAX	**(3,023,026)**	1,578,087
TOTAL COMPREHENSIVE (LOSS) INCOME	**(₱580,790)**	₱2,330,533
Total Comprehensive (Loss) Income Attributable To:		
Equity holders of the Parent Company	**(₱845,718)**	₱1,946,767
Non-controlling interests	**264,928**	383,766
	(₱580,790)	₱2,330,533

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

ACEN CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in Thousands)

	Attributable to Equity Holders of the Parent Company												
	Capital Stock (Note 15)	Additional Paid-in Capital (Note 15)	Other Equity Reserves (Note 15)	Unrealized Fair Value Loss on Equity Instruments at FVOCI	Unrealized Fair Value Gain on derivative instruments designated as hedge – net of tax (Note 24)	Remeasurement Loss On Defined Benefit Plans – net of tax	Accumulated Share in Other Comprehensive Income (Loss) gain of Associates and Joint Ventures (Note 6)	Cumulative Translation Adjustments	Retained Earnings (Note 15)	Treasury Shares (Note 15)	Total	Non-controlling Interests (Note 15)	Total Equity
	For the three-month period ended March 31, 2023 (Unaudited)												
Balances at January 1, 2023	**₱39,691,895**	**₱107,492,243**	**(₱56,585,740)**	**(₱114,566)**	**₱326,676**	**(₱43,910)**	**(₱5,794)**	**₱7,449,690**	**₱19,551,839**	**(₱28,657)**	**₱117,733,676**	**₱31,859,767**	**₱149,593,443**
Net income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**2,025,906**	**–**	**2,025,906**	**416,330**	**2,442,236**
Other comprehensive income (loss)	**–**	**–**	**–**	**(13,792)**	**(211,952)**	**51,727**	**(3,096)**	**(2,694,511)**	**–**	**–**	**(2,871,624)**	**(151,402)**	**(3,023,026)**
Total comprehensive income (loss)	**–**	**–**	**–**	**(13,792)**	**(211,952)**	**51,727**	**(3,096)**	**(2,694,511)**	**2,025,906**	**–**	**(845,718)**	**264,928**	**(580,790)**
Dividends Declared	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(379,911)**	**(379,911)**
Acquisition of non-controlling interest in a subsidiary	**–**	**–**	**(2,864,605)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(2,864,605)**	**(1,860,077)**	**(4,724,682)**
	–	**–**	**(2,864,605)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(2,864,605)**	**(2,239,988)**	**(5,104,593)**
Balances at March 31, 2023	**₱39,691,895**	**₱107,492,243**	**(₱59,450,345)**	**(₱128,358)**	**₱114,724**	**₱7,817**	**(₱8,890)**	**₱4,755,179**	**₱21,577,745**	**(₱28,657)**	**₱114,023,353**	**₱29,884,707**	**₱143,908,060**
	For the three-month period ended March 31, 2022 (Unaudited)												
Balances at January 1, 2022	₱38,338,527	₱98,043,831	(₱56,604,532)	(₱90,089)	₱6,228	(₱24,436)	₱29,723	(₱359,910)	₱8,707,301	(₱28,657)	₱88,017,986	₱29,950,776	₱117,968,762
Net income	–	–	–	–	–	–	–	–	405,027	–	405,027	347,419	752,446
Other comprehensive income (loss)	–	–	–	(13,457)	50,092	(755)	39,828	1,466,032	–	–	1,541,740	36,347	1,578,087
Total comprehensive income (loss)	–	–	–	(13,457)	50,092	(755)	39,828	1,466,032	405,027	–	1,946,767	383,766	2,330,533
Dividends declared	–	–	–	–	–	–	–	–	–	–	–	(352,344)	(352,344)
Issuance of capital stock	1,320,746	9,237,832	–	–	–	–	–	–	–	–	10,558,578	–	10,558,578
Non-controlling interest arising from a business combination	–	–	–	–	–	–	–	–	–	–	–	(9,381)	(9,381)
Acquisition of non-controlling interest in a subsidiary	–	–	(110,489)	–	–	–	–	–	–	–	(110,489)	15,140	(95,349)
	1,320,746	9,237,832	(110,489)	–	–	–	–	–	–	–	10,448,089	(346,585)	10,101,504
Balances at March 31, 2022	₱39,659,273	₱107,281,663	(₱56,715,021)	(₱103,546)	₱56,320	(₱25,191)	₱69,551	₱1,106,122	₱9,112,328	(₱28,657)	₱100,412,842	₱29,987,957	₱130,400,799

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

ACEN CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	Three-Month Period Ended March 31 (Unaudited)	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱2,224,170**	₱309,468
Adjustments for:		
Interest and other finance charges (Note 19)	**664,414**	504,313
Depreciation and amortization (Notes 17 and 18)	**420,823**	554,262
Provision for (reversal of) expected credit losses (Notes 5, 7 and 18)	**236,848**	(32,807)
Foreign exchange losses - net	**164,593**	87,276
Pension and other employee benefits	**50,694**	13,017
Dividend income	**–**	(3,635)
Equity in net income of associates and joint ventures (Note 6)	**(978,485)**	(344,473)
Interest and other financial income (Note 20)	**(1,592,597)**	(1,094,251)
Provision for (reversal of):		
Impairment loss on:		
Property, plant and equipment - net (Notes 8, 18 and 20)	**655**	26,485
Advances to contractors (Notes 11, 18 and 20)	**112**	(5,462)
Deferred exploration costs (Notes 10 and 18)	**–**	584
Loss (gain) on:		
Settlement of development loan (Notes 5 and 20)	**(515,000)**	–
Fair value adjustment on financial asset at FVTPL (Note 20)	**(84,966)**	–
Sale of financial asset at FVTPL (Note 20)	**(28,634)**	–
Sale of property and equipment (Notes 8 and 20)	**3,531**	–
Sale of inventories and by-product (Note 20)	**–**	60,359
Sale of noncurrent assets held for sale	**–**	4,200
Operating income before working capital changes	**566,158**	79,336
Decrease (increase) in:		
Accounts receivable	**3,264,186**	4,462,285
Fuel and spare parts	**(223,995)**	(301,620)
Other current assets	**(134,409)**	(995,500)
Increase in accounts payable and other current liabilities	**(2,239,807)**	679,179
Cash generated from operations	**1,232,133**	3,923,680
Interest received	**255,484**	469
Income and withholding taxes paid	**(7,169)**	(3,401)
Net cash flows from operating activities	**1,480,448**	3,920,748
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to:		
Property, plant and equipment (Note 8)	**(5,866,556)**	(2,422,209)
Loans to related parties (Note 22)	**(1,502,669)**	(15,867,255)
Investments in redeemable preferred shares (Note 7)	**(743,688)**	(1,824,745)
Investments in associates and joint venture, net (Note 6)	**(367,579)**	(7,485,347)
Financial assets at FVTPL	**(325,203)**	(786,366)
Investments in subsidiaries, net of cash acquired	**(114,000)**	(5,167)
Subscription deposits (Note 7)	**(27,320)**	(50,548)
Other intangible assets (Note 10)	**(13,439)**	–
Short-term investments	**–**	(128,401)
Deferred exploration costs (Note 10)	**–**	(775)

(Forward)

	Three-Month Period Ended March 31 (Unaudited)	
	2023	2022
Proceeds from:		
Collection of loans to related parties (Note 22)	**₱5,556,316**	₱10,425,626
Sale of financial assets at FVTPL	**130,076**	–
Redemption of redeemable preferred shares (Note 7)	**74,752**	–
Sale of noncurrent assets held for sale	**–**	148,598
Dividends received from:		
Investments in associates and joint ventures (Note 6)	**369,531**	233,650
Financial assets at FVOCI	**–**	3,635
Interest received	**413,616**	691,107
Increase in other noncurrent assets, non-current portion of input VAT and CWT (Note 24)	**(639,679)**	(1,226,577)
Net cash flows used in investing activities	**(3,055,842)**	(18,294,774)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Availment of long-term debts (Notes 13 and 27)	**9,533,898**	2,000,000
Availment of short-term debts (Notes 13 and 27)	**2,300,000**	3,237,020
Payments of:		
Short-term loans (Notes 13 and 27)	**(2,900,000)**	–
Interest on short-term and long-term loans (Note 27)	**(688,484)**	(492,178)
Cash dividends (Notes 15 and 27)	**(379,911)**	(352,344)
Lease liabilities (Notes 9 and 27)	**–**	(4,530)
Long-term loans (Notes 13 and 27)	**(138,636)**	(114,136)
Interest on lease liabilities (Notes 9 and 27)	**(29,058)**	(56,514)
Debt issue cost (Note 13)	**(41,250)**	(15,000)
Increase in other noncurrent liabilities	**(524,679)**	618,375
Acquisition of non-controlling interest (Notes 1 and 15)	**(4,724,682)**	(95,350)
Issuance of capital stock (Note 15)	**–**	10,558,577
Net cash flows from financing activities	**2,407,198**	15,283,920
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(497,936)**	341,943
NET INCREASE IN CASH AND CASH EQUIVALENTS	**333,868**	1,251,837
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**34,630,011**	26,445,429
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 4)	**₱34,963,879**	₱27,697,266

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

ACEN CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in Thousands, Except When Otherwise Indicated)

1. Corporate Information

ACEN CORPORATION ("ACEN" or "the Parent") incorporated on September 8, 1969 and registered with the Philippine Securities and Exchange Commission ("SEC"), is engaged in power generation and trading, oil and mineral exploration, development and production. The Parent Company is a licensed Retail Electricity Supplier ("RES"). As a RES, the Parent Company is allowed to supply electricity to the contestable market pursuant to the Electric Power Industry Reform Act ("EPIRA"). Other activities of the Parent Company include investing in various operating companies and financial instruments. ACEN and its subsidiaries are referred to as "the Group".

The direct parent company (or intermediate parent company) of ACEN is AC Energy and Infrastructure Corporation ("ACEIC"), a wholly owned subsidiary of Ayala Corporation ("AC"). AC is a publicly listed company which is 47.91% owned by Mermac, Inc. (ultimate parent company), and the rest by the public. AC is a listed entity incorporated in the Philippines.

As at March 31, 2023, ACEIC owns 57.74% of ACEN's total outstanding shares of stock.

The accompanying unaudited interim condensed consolidated financial statements of ACEN and its subsidiaries ("the Group") as at March 31, 2023, and for the three-month periods ended March 31, 2023 and 2022 were approved and authorized for issuance by the Parent Company's Audit Committee (pursuant to the authority delegated by the Parent Company's Board of Directors (BOD)) on May 9, 2023.

2. Summary of Significant Accounting Policies

<u>Basis of Preparation and Statement of Compliance</u>

The unaudited interim condensed consolidated financial statements as at March 31, 2023 and for the three-month periods ended March 31, 2023 and 2022 have been prepared on a historical cost basis, except for the financial assets at fair value through profit and loss (FVTPL), financial assets at fair value through other comprehensive income (FVOCI), and derivative financial instruments which have been measured at fair value.

The unaudited interim condensed consolidated financial statements are presented in Philippine Peso (₱) which is the functional and presentation current of the Parent Company, and all amounts are rounded to the nearest thousands ('000) unless otherwise indicated.

<u>Statement of Compliance</u>

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at December 31, 2022.

Changes in Accounting Policies

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2022, except for the adoption of new standards and amendments effective as at January 1, 2023. The Group has not early adopted may standard, interpretation or amendment that has been issued but is not yet effective.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

  The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

  - Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and
  - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

  The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 8, *Definition of Accounting Estimates*

  The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

  An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

  The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

  The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

  An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented for annual reporting periods on or after January 1, 2023.

Basis of Consolidation
The interim condensed consolidated financial statements comprise the financial statements of the Group. For the three-month period ended March 31, 2023, the sole change in the Parent Company's ownership in its subsidiaries is:

		Percentage of Ownership (%)			
		March 31, 2023		December 31, 2022	
Subsidiaries	Principal Activities	**Direct**	**Indirect**	Direct	Indirect
UPC-AC Energy Australia (HK) Ltd. ("UPC-ACE Australia")	Power generation	–	**100.00**	–	**80.00**

Acquisition by ACEN of the effective ownership interest of UPC Renewables Asia Pacific Holdings Pte Limited ("UPCAPH") and Mr. Anton Rohner ("Rohner") in ACEN Australia Pty. Ltd. ("ACEN Australia"; formerly, UPC Renewables Australia Pty. Ltd.)

On February 1, 2023, ACRI and UPCAPH signed an Instrument of Transfer for the transfer to ACRI of UPCAPH's remaining 4,766 ordinary shares in UPC-ACE Australia, which completes the second and final tranche of ACRI's acquisition of ACEN Australia.

The acquisition results in the full ownership by ACEN of the 521 MW New England solar farm and the 520 MW Stubbo solar farm in Australia, as well as the development pipeline of ACEN Australia spanning New South Wales, Tasmania, Victoria, and South Australia.

Investment in UPC Philippines

On March 18, 2022, ACEN, its wholly owned subsidiary, ACE Endevor, Inc. (ACE Endevor), UPC Philippines, and Stella Marie L. Sutton (collectively "the Sellers") signed an agreement for the sale and purchase of UPC Philippine's and Ms. Sutton's share and/or subscription rights in the following companies to ACEN and ACE Endevor:

- 40% interest in North Luzon Renewable Energy Corp. (NLR), the owner and operator of an 81MW operating wind farm in Brgy. Caparispisan, Pagudpud, Ilocos Norte,
- 39.98% interest in Bayog Wind Power Corp. (BWPC), the owner of the 160MW Pagudpud Wind Farm that is currently under construction in Brgy. Balaoi, Pagudpud, Ilocos Norte, and
- 100% in development and pipeline vehicle companies (collectively referred to as "Target Companies"):
    - Buduan Wind Energy Co, Inc.,
    - Caraballo Mountains UPC Asia Corporation,
    - Pangasinan UPC Asia Corporation,
    - Sapat Highlands Wind Corporation,
    - UPC Mindanao Wind Power Corp.,
    - Itbayat Island UPC Asia Corporation,
    - Laguna Central Renewables, Inc.,
    - Laguna West Renewables, Inc.,
    - Suyo UPC Asia Corporation, and
    - SolarAce 4 Energy Corp. ("SolarAce 4")

Prior to the acquisition of 39.98% in BPWC, ACEN indirectly owned 60.00% interest through its wholly owned subsidiary, Pagudpud Wind Power Corp. The acquisition resulted to 100.00% interest in BPWC and is accounted for as an acquisition of non-controlling interest.

Prior to the acquisition of 30.00% in SolarAce4, ACEN indirectly owned 70.00% interest through its wholly owned subsidiary, ACE Endevor. The acquisition resulted to 100.00% interest in SolarAce4 and is accounted for as an acquisition of non-controlling interest.

Following the ACEN BOD approval made on October 18, 2021, whereby ACEN and ACE Endevor will acquire interest in UPC Philippine companies, the Sellers will in turn subscribe to up to 390.00 million common shares of ACEN with subscription price of ₱ 11.32/share, subject to adjustments. The issuance and listing of the ACEN common shares were approved by ACEN's stockholders on December 15, 2021.

Consequently, on March 22, 2022, ACEN signed Subscription Agreements with the Sellers for 389,995,833 ACEN shares for subscription price per share of ₱8.2889 per share.

On March 31, 2023, the Group finalized the accounting for the acquisition of UPC Philippine companies. The fair values of assets and liabilities approximate their carrying values. Goodwill arising from the acquisition amounted to ₱118.36 million.

Investment in Sinocalan Solar Power Corp.("SSPC")

On November 29, 2022, ACEN, Sungrow Power Renewables Corp. ("Sungrow"), and Havilah AAA Holdings Corp. ("Havilah") signed an agreement for the sale and purchase of Sungrow's and Havilah's shares and/or subscription rights in Sinocalan Solar Power Corp. ("SSPC") to ACEN.

SSPC is the developer of the proposed 60MW solar power plant in San Manuel, Pangasinan.

On December 16, 2022, ACEN signed the following documents:
1. Deed of Absolute Sale of Shares with Sungrow for the acquisition by ACEN of Sungrow's 4,400 Class A Common Shares in SSPC;
2. Deed of Absolute Sale of Shares with Havilah for the acquisition by ACEN of Havilah's 600 Class B Common Shares in SSPC;
3. Deed of Assignment of Subscription Rights with Havilah for the acquisition by ACEN of Havilah's subscription rights to 6,000 Class B Common Shares in SSPC; and
4. Subscription Agreement with SSPC for the subscription by ACEN to 600,000 Redeemable Preferred Shares B ("RPS B"), to be issued out of the increase in ACS of SSPC.

On January 10, 2023, ACEN signed Deed of Assignment of Subscription Rights with Sungrow for the acquisition of Sungrow's subscription rights to 400,000 Redeemable Preferred Shares A ("RPS A"), to be issued out of the increase in authorized capital stock of SSPC.

The following are the fair value of the identifiable assets and liabilities of SSPC as at the date of acquisition:

Assets	
Cash and cash equivalents	₱268
Input value added tax	92
Property, plant and equipment	143,706
Other noncurrent assets	20,352
	164,418

(Forward)

Liabilities	
Accounts payable and other current liabilities	₱17
Income and withholding taxes payable	3
	20
Total identifiable net assets	164,398
Less cost of acquisition	278,398
Goodwill arising on acquisition (Note 10)	₱114,000

Goodwill comprises the fair value of expected synergies arising from the acquisition. This is presented under Goodwill in the consolidated statements of financial position. None of the goodwill recognized is expected to be deductible for income tax purposes.

Consideration transferred was paid in cash on transaction date.

Net cash outflow on acquisition is as follows:

Cash consideration	₱278,398
Less Cash acquired with the subsidiary[a]	268
Net cash outflow	₱278,130

[a]*Cash acquired with the subsidiary is included in cash flows from investing activities.*

3. Significant Accounting Judgment, Estimates and Assumptions

The preparation of the accompanying unaudited interim condensed consolidated financial statements in conformity with PFRSs requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from such estimates.

Except as otherwise stated, the significant accounting policies, judgements, estimates and assumptions used in the preparation of the unaudited interim condense consolidated financial statements are consistent with those used in the annual consolidated financial statements as at and for the year ended December 31, 2022.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in unaudited interim condensed consolidated financial statements.

Classification of listed equity instruments

ACEN received listed equity shares as partial payment of development loan (see Note 5). The Group's business model over the listed equity instruments is neither to hold-to-collect nor hold-to-collect-and-sell, but for trading. The fair value changes are recognized directly in profit or loss.

Assessment of Joint Control over Joint Ventures
The Group's investments in joint ventures are structured in separate incorporated entities (see Note 6). Even though the Group holds various percentage of ownership in interests on these arrangements, their respective joint arrangement agreement requires unanimous consent from all parties to the agreement for the relevant activities identifies. In addition, the Group considers the number of its Board seats in its incorporated entity. Further, the Group and the parties to the agreement only have rights to the net assets of the joint venture through the term of the contractual agreements. Considering these factors, management assessed that it has joint control over the entity.

Determination of Transaction Price from Sale of Electricity
The adjustment of the FIT rates for the delivered energy is a variable consideration which shall be accounted for in the period it is approved. For the three-month periods ended March 31, 2023, and 2022, while waiting for the approval of the respective years FIT rates, management assessed that the use of the approved 2020 FIT rates is appropriate because it has undergone due process of approval by the ERC.

The adjustment of the FIT rate for the delivered energy is a variable consideration which shall be accounted for in the period in which the transaction price changed. For the three months period ended March 31, 2023, and 2022, while waiting for the approval of the respective years FIT rates management assessed that the approved 2020 FIT rate represents the best estimate of the transaction price the Group will be entitled to in exchange of delivered energy.

<u>Management's Use of Estimates</u>
The key assumptions concerning the future and other sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Purchase Price Allocation and Goodwill
The Group made several acquisitions for the three-month period ended March 31, 2023 (see Note 6 and 10). The Group determined the fair value of the net assets of the investee companies for the finalization of the purchase price allocation. Estimation of the fair value used assumptions such as unavailability of information to facilitate fair value computation. This includes information for the valuation of assets related to offtake contracts, and property, plant, and equipment, among others.

Evaluation of impairment of financial assets
Under PFRS 9, the Group reviews its receivables portfolio to assess impairment at least on an annual basis. In determining whether ECL should be recognized in the Group's consolidated comprehensive income, the Group makes judgment as to whether there is any observable data that there is measurable decrease in the estimated future cash flows from debt instruments (see Notes 5 and 7).

4. Cash and Cash Equivalents

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Cash on hand and in banks	**₱16,207,000**	₱11,205,281
Cash equivalents	**18,756,879**	23,424,730
	₱34,963,879	₱34,630,011

Interest income from cash in banks and cash equivalents for the three-month period ended March 31, 2023 and 2022 amounted to ₱245.73 million and ₱11.55 million, respectively.

5. Accounts and Notes Receivable

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Accounts and other receivable	**₱8,324,825**	₱11,938,538
Notes receivable (Note 22)		
Debt replacement loans	**19,920,552**	20,094,774
Development loans	**3,209,565**	8,299,937
Other loans	**2,162,534**	1,552,543
Accrued interest receivable	**6,174,079**	5,173,012
	39,791,555	47,058,804
Allowance for expected credit losses	**161,228**	167,844
	39,630,327	46,890,960
Less noncurrent portion	**12,467,334**	16,387,729
Current portion	**₱27,162,993**	₱30,503,231

Accounts and other receivable
This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Trade receivables		
Third party		
Independent Electricity Market Operator of the Philippines (“IEMOP”)	**₱2,422,824**	₱3,995,641
RES Buyer	**1,702,267**	3,630,872
National Transmission Corporation (“TransCo”)	**1,409,283**	1,772,553
National Grid Corporation of the Philippines (“NGCP”)	**226,048**	146,922

(Forward)

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Philippine Electricity Market Corporation ("PEMC")	**₱35,173**	₱51,025
Others	**56,451**	63,258
Other receivables		
Third party	**1,116,002**	1,387,897
Related party (Note 22)	**1,356,777**	890,370
	8,324,825	11,938,538
Allowance for expected credit losses	**161,228**	167,844
	8,163,597	11,770,694
Less noncurrent portion	**1,425,261**	1,507,126
Current portion	**₱6,738,336**	₱10,263,568

Other receivables are comprised of outstanding balance from NGCP for the sale of transmission line assets, refundable deposits, receivable from employees and dividends receivables.

Notes receivable
This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Debt replacement - related party (Note 22)	**₱19,920,552**	₱20,094,774
Development loans:		
Third party	**816,798**	5,845,766
Related party (Note 22)	**2,392,767**	2,454,171
Other loans:		
Third party	**1,009,077**	1,009,077
Related party (Note 22)	**1,153,457**	543,466
	25,292,651	29,947,254
Less noncurrent portion	**7,614,021**	11,974,612
Current portion	**₱17,678,630**	₱17,972,642

Debt replacement
Debt replacement facilities are provided to related party entities, mostly joint ventures, in order to fund investment requirements for plants while undergoing construction and implementation or release of project financing from bank.

Debt replacement bear interest ranging from 8.00% to 12.00% per annum.

Development loans
Development loans are provided to third parties and related parties to fund development of renewable energy projects in various locations.

Development loan bear interest ranging from 4.00% to 10.85% per annum.

On January 25, 2023, ACEN, Provincia Investments Corporation (Provincia), and Solar Philippines Power Project Holdings, Inc. (Solar PH) entered into definitive agreements whereby ACEN receives 500 million shares in of SP New Energy Corporation ("SPNEC"), a listed company which is an affiliate of Solar PH (which SPNEC shares have a market value of approximately ₱660.00 million as of January 24, 2023) as (a) pre-payment for part of the development loan principal, (b) payment of interest and arrangement and security amendment in consideration for ACEN releasing its pledge over shares owned by Solar PH in SPNEC, and (c) allow further drawdown by Provincia from the existing ₱1,000.00 million loan facility. Consequently, on January 25, 2023, Provincia drew additional ₱125.00 million from its development loan facility.

The Group recognized ₱515.00 million gain from the partial settlement of development loan for the three-month period ended March 31, 2023 (see Note 20).

Other Loan
Other loans receivable from third parties includes long term loan receivables for land acquisitions. These are interest bearing and payable upon maturity.

Accrued interest receivable:
This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Debt replacements:		
Related party (Note 22)	**₱1,330,524**	₱1,072,045
Development loans:		
Third party	**99,568**	43,705
Related party (Note 22)	**422,611**	389,231
Other financial assets at amortized cost - related party (Note 22)		
Redeemable preferred shares	**2,983,033**	2,487,852
Convertible loans	**1,189,007**	1,071,551
Other loans:		
Third party	**26,648**	31,846
Related party (Note 22)	**25,173**	11,042
Trade receivables		
Third party	**97,515**	60,332
Related party (Note 22)	**–**	5,408
	6,174,079	5,173,012
Less noncurrent portion	**3,428,052**	2,905,991
Current portion	**₱2,746,027**	₱2,267,021

As at March 31, 2023 and December 31, 2022, the aging analysis of receivables are as follows:

	March 31, 2023 (Unaudited)						
		Past Due but not Impaired					
	Current	**<30 Days**	**30–60 Days**	**61–90 Days**	**More than 90 Days**	**Past Due Individually Impaired**	**Total**
Trade receivables	**₱4,029,073**	**₱185,507**	**₱400,689**	**₱258,444**	**₱901,969**	**₱76,364**	**₱5,852,046**
Due from related parties	**24,853,929**	**140,781**	**476,347**	**4,909,574**	**392,370**	**300**	**30,773,301**
Others	**1,085,374**	**78,959**	**47,152**	**392,074**	**1,478,085**	**84,564**	**3,166,208**
	₱29,968,376	**₱405,247**	**₱924,188**	**₱5,560,092**	**₱2,772,424**	**₱161,228**	**₱39,791,555**

	December 31, 2022 (Audited)						
		Past Due but not Impaired					
	Current	<30 Days	30–60 Days	61–90 Days	More than 90 Days	Past Due Individually Impaired	Total
Trade receivables	₱ 8,953,563	₱151,902	₱ 244,730	₱ 7,774	₱219,322	₱ 82,980	₱9,660,271
Due from related parties	27,521,524	484,305	5	28,556	1,006,828	–	29,041,218
Others	7,987,250	136,262	41,212	107,727	–	84,864	8,357,315
	₱ 44,462,337	₱772,469	₱ 285,947	₱144,057	₱1,226,150	₱167,844	₱47,058,804

<u>Interest income</u>
The Group earns interest income from its accounts and notes receivable amounting to:

	March 31, 2023 (Unaudited)	March 31 2022 (Unaudited)
Debt replacements		
Related Party		
Vietnam Wind Energy Limited (VWEL)	**₱7,359**	₱18,276
Greencore Power Solutions 3, Inc. (Greencore 3)	**76,104**	38,735
Asia Wind Power 2 HK (Asia Wind 2)	**64,196**	29,155
BIM Wind	**93,433**	87,367
Wind Power Lac Hoa (Lac Hoa)	**80,855**	–
Wind Power Hoa Dong (Hoa Dong)	**71,071**	–
BIM Renewable Energy Joint Stock Company (BIM RE)	**–**	9,663
Asia Wind Power 1 HK (Asia Wind 1)	**81,387**	58,255
	474,405	241,451
Development Loans		
Third Party		
Provincia Investments Corporation (Provincia)	**2,959**	2,959
BIM Energy Holdings (BIMEH)	**7,523**	–
BEHS Joint Stock Company (BEHS)	**10,617**	10,106
NEFIN Solar Asset Limited (NEFIN)	**10,792**	4,362
UPC Renewables Asia Pacific Holdings Ltd. (UPCAPH)	**3,079**	31,917
Related Party		
AC Energy and Infrastructure Corporation (ACEIC)	**–**	59,024
UPC Solar Asia Pacific Ltd. (UPC-ACE Solar)	**30,510**	25,172
The Blue Circle (TBC)	**–**	17,266
Yoma Strategic Investments (Yoma)	**12,991**	12,147
	78,471	162,953
Other Loans		
Third Party	**878**	863
Related Party		
Ingrid Power Holdings, Inc. (Ingrid)	**22,280**	–
BrightNight India B.V. (BrightNight)	**734**	–
Infenium 4 Energy, Inc. (Infenium 4)	**857**	102
	24,749	965
Accounts and other Receivables		
Third Party	**23,907**	22,511
	₱601,532	₱427,880

6. Investments in Associates and Joint Ventures

The Group's investment in associates and joint ventures and the corresponding effective percentage ownership as at March 31, 2023 and December 31, 2022 are as follows:

	Percentage of ownership		**Carrying amount**	
	March 31, 2023	December 31, 2022	**March 31, 2023**	December 31, 2022
Investments in associates:				
Star Energy Geothermal B.V. (Salak-Darajat)	**19.80**	19.80	**₱11,568,513**	₱11,550,597
Maibarara Geothermal, Inc. (MGI)	**25.00**	25.00	**847,224**	823,357
Others	**various**	various	**35,959**	40,423
			12,451,696	12,414,377
Investments in joint ventures:				
Philippine Wind Holdings Corporation (PhilWind)	**69.81**	69.81	**5,822,819**	5,779,741
North Luzon Renewable Energy Corp. (NLR)	**33.30**	33.30	**2,329,855**	2,306,315
BIM Renewable Energy Joint Stock Company (BIMRE)	**30.00**	30.00	**1,832,206**	1,802,627
Ingrid Power Holdings, Inc. (Ingrid)	**50.00**	50.00	**1,131,302**	1,168,629
NEFIN Limited (NEFIN)	**50.00**	50.00	**494,645**	520,173
Greencore Power Solutions 3, Inc. (Greencore 3)	**50.00**	50.00	**264,969**	216,729
BrightNight India B.V. (BrightNight)	**50.00**	–	**233,552**	–
BIM Wind Joint Stock Company (BIM Wind)	**65.00**	65.00	**217,622**	101,622
AMI AC Renewables Corporation (AAR)	**50.00**	50.00	**204,705**	128,577
BIM Energy Joint Stock Company (BIME)	**30.00**	30.00	**110,060**	116,179
Monsoon Wind B.V. (Monsoon)*	**50.00**	–	**79,891**	–
Others	**various**	various	**227,519**	211,464
			12,949,145	12,352,056
			₱25,400,841	₱24,766,433

**Economic interest at 24%; voting interest at 50%.*

The details and movements of investments in associates and joint ventures accounted for under the equity method are as follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Investment in associates and joint ventures		
Acquisition costs:		
Balance at beginning of period	**₱22,557,032**	₱19,908,130
Additions	**367,579**	7,575,323
Conversion from subscription deposits	**27,320**	134,228
Acquired from business combination	**–**	41,866
Reclassification from other noncurrent asset	**–**	22,997

(Forward)

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Acquisition of control	**₱–**	(₱7,005,539)
Divestment	**–**	(94,339)
Cumulative translation adjustment	**(366,349)**	1,974,366
Balance at end of period	**22,585,582**	22,557,032
Accumulated equity in net earnings (losses):		
Balance at beginning of period	**2,216,754**	1,422,007
Equity in net earnings	**978,485**	937,834
Acquisition of control	**–**	1,984,930
Dividends received	**(369,531)**	(2,222,356)
Divestment	**–**	94,339
Balance at end of period	**2,825,708**	2,216,754
Accumulated share in other comprehensive income:		
Balance at beginning of period	**(5,794)**	29,723
Unrealized fair value gain (loss) on derivative instruments designated as hedges - net of tax	**2,656**	45,224
Remeasurement loss on defined benefit plans - net of tax	**(5,752)**	7,628
Effect of business combinations	**–**	(88,369)
Balance at end of period	**(8,890)**	(5,794)
Accumulated impairment losses		
Balance at beginning of period	**(1,559)**	(1,559)
Divestment	**–**	–
Balance at end of period	**(1,559)**	(1,559)
Total investments	**₱25,400,841**	₱24,766,433

The Group received dividends amounting to:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
PhilWind	**₱311,000**	₱233,650
NLR	**58,531**	–
	₱369,531	₱233,650

Investments in Joint Ventures

a. BrightNight

On March 10, 2023, the Group signed a Shareholder's Agreement with US-based renewable power company, BrightNight to develop, construct and operate large-scale hybrid wind-solar and round-the- clock renewable power projects in India with over 1,200MW pipeline. As of March 31, 2023, the Group infused US$3.80 million (₱206.37 million).

b. Monsoon

On February 24, 2023, the Group signed a Shareholder's Agreement with Mitsubishi Corporation (MC) for the development, construction, and operations of Monsoon Wind Power Project in Southern Loa PDR. The 600MW power plant is the first cross-border wind project in Southeast Asia and is expected to achieve commercial operations before the end of 2025. As of March 31, 2023, the Group infused $1.47 million (₱82.32 million).

In connection with the MC and the Group's investment in the project, the parties also agreed to infuse funding into Impact Wind Investment Limited (IWIL) pursuant to the Party B Financing Bond Subscription and Shareholder's Agreement executed on February 24, 2023. As of March 31, 2023, the Group subscribed to IWIL's Party B Financing Bonds amounting to $5.81 million (₱315.60 million; see Note 7).

7. Investments in Other Financial Assets at Amortized Cost

The Group's investment in other financial assets at amortized cost are shown below:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Redeemable preferred shares		
AAR	**₱6,816,977**	₱6,991,917
UPC Solar	**4,223,772**	4,332,163
BIM Wind	**2,022,774**	2,074,683
BIMRE	**1,325,659**	1,359,678
UPC Renewables Asia III Ltd. (UPC Asia III)	**1,188,547**	1,219,047
NEFIN	**1,113,836**	1,142,420
BIME	**231,312**	237,248
Impact Wind Investment Limited (IWIL) (Note 6)	**315,597**	–
	17,238,474	17,357,156
Subscription deposits		
BIM Wind	**286,136**	293,479
Suryagen Capital Pte. Ltd. (Suryagen)	**135,900**	139,388
	422,036	432,867
Convertible loans		
Asian Wind 1	**1,413,360**	1,449,630
Asian Wind 2	**1,157,275**	1,186,973
VWEL	**2,099,580**	2,118,690
	4,670,215	4,755,293
	22,330,725	22,545,316
Less: Allowance for expected credit loss	**1,527,877**	1,284,409
Balance at end of period	**₱20,802,848**	₱21,260,907

Investments in redeemable preferred shares and subscription deposits

The rollforward analysis of this account follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Balances at beginning of period	**₱17,790,023**	₱12,766,483
Subscription deposits	**27,320**	180,448
Subscription to redeemable preferred shares	**743,688**	3,571,739
Conversion of subscription deposits	**–**	(1,899,834)
Conversion to redeemable preferred shares	**–**	1,899,834
Collection/ redemption of redeemable preferred shares	**(74,752)**	–
Reclassification to FVOCI	**(353,340)**	–
Conversion to investment in joint venture (Note 7)	**(27,320)**	(134,228)
Cumulative translation adjustment	**(445,109)**	1,405,581
Balances at end of period	**₱17,660,510**	₱17,790,023

Investments in redeemable preferred shares bear interest ranging from 8.80% to 14.00% per annum.

Convertible loans

The rollforward analysis of this account follows:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Balance at beginning of period	**₱3,470,884**	₱13,319,476
Allowance for impairment	**(243,468)**	(1,284,409)
Additions	**–**	2,807,214
Reclassified from receivables from a related party	**–**	74,446
Redemptions	**–**	(14,508)
Effect of business combination	**–**	(12,951,246)
Cumulative translation adjustment	**(85,078)**	1,519,911
Balance at end of period	**₱3,142,338**	₱3,470,884

Convertible loan facilities bear interest ranging from 8.50% to 12.00% per annum.

For the three-month ended March 31, 2023, the Group recognized additional allowance for impairment loss in convertible loan to Vietnam Wind Energy amounting to ₱243.47 million.

Interest income
The Group earns interest income from its investments in redeemable preferred shares, subscription deposits, and convertible loans amounting to:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Redeemable preferred shares		
AAR	**₱217,927**	₱193,608
BIM Wind	**73,907**	4,038
UPC Solar	**132,525**	73,130
UPC Asia III	**61,324**	51,490
BIMRE	**42,865**	40,306
BIME	**7,496**	7,049
NEFIN	**24,934**	–
IWIL	**1,433**	–
	562,411	₱369,621
Convertible loans		
VWEL	**91,562**	–
Asian Wind 1	**46,607**	45,429
Asian Wind 2	**44,755**	45,529
UPC-ACE Australia	–	194,240
	182,924	285,198
	₱745,335	₱654,819

8. **Property, Plant and Equipment**

The Group invested significant capital expenditures related to the following projects amounting to ₱6,203.81 million and ₱18,854.56 million for the three months ended March 31, 2023 and for the year ended December 31, 2022, respectively:

Project	Capacity (MW)	Location	% Completion March 31, 2023 (Unaudited)	% Completion December 31, 2023 (Audited)
Pagudpud Wind	160	Ilocos Norte, Philippines	93%	90%
Arayat-Mexico Solar (Phase 2)	44	Pampanga, Philippines	90%	81%
San Marcelino Solar (Phase 1)	283	Zambales, Philippines	84%	68%
Cagayan North Solar (Phase 1)	133	Lal-lo Cagayan, Philippines	76%	60%
Palauig 2 Solar	300	Zambales, Philippines	12%	5%
Capa Wind	70	Caparispisan, Pagudpud, Ilocos Norte, Philippines	4%	<1%
Pangasinan Solar	60	Sinocalan, San Manuel, Pangasinan, Philippines	6%	<1%
New England Solar Farm 1	521	Uralla, New South Wales, Australia	88%	79%

			% Completion	
Project	Capacity (MW)	Location	March 31, 2023 (Unaudited)	December 31, 2023 (Audited)
Stubbo Solar	520	Central Western Tablelands, New South Wales, Australia	11%	2%

As at March 31, 2023 and 2022, unpaid property, plant and equipment acquisitions amounted to ₱1,253.77 million and ₱114.15 million, respectively.

Borrowing cost capitalized to property, plant, and equipment amounted to ₱352.92 million and ₱86.58 million for the three-month period ended March 31, 2023 and 2022, respectively. The capitalization rate used to determine the borrowing cost eligible for capitalization is 5.02% and 4.99% in 2023 and 2022, respectively.

For the three-month periods ended March 31, 2023 and 2022, depreciation and amortization included in the cost of sale of electricity amounted to ₱299.37 million and ₱525.48 million, respectively (see Note 17), while depreciation and amortization included as part of general and administrative expenses amounted to ₱121.45 million and ₱28.79 million, respectively (see Note 18).

The Group's property, plant, and equipment with carrying value of ₱3,448.26 million, and ₱3,650.50 million as at March 31, 2023 and 2022, respectively, were mortgaged as security for the long-term loans of the Group. There are no other property, plant, and equipment that are used to secure the borrowings of the Group (see Note 13).

9. Right-of-Use Assets and Lease Liabilities

The Group's Right-of-Use Assets arise from the lease agreements of the following entities:

- ACEN - rental of office space in 34th, 35th and 36th Floor of Ayala Triangle Gardens Tower 2 with 69 parking slots.
- ACES - for the lease of office unit located at the 4th Floor 6750 Ayala Avenue Office Tower and a total of eighteen appurtenant parking slots.
- One Subic Power - facilities and lease agreement with SBMA for the Land in Subic including the 116 MW Diesel Powerplant.
- Guimaras Wind - lease commitments from various landowners in Guimaras for land, easement rights and rights of way use to connect to the grid.
- SACASOL - lease of land for its solar power facility and office building.
- MONTESOL - lease of land for its solar power facility.
- NorthWind - lease of land for its wind power facility (Phase I-II) in Bangui, Ilocos Norte through a Foreshore Lease Agreement granted by the DENR on September 19, 2003 valid for 25 years.
- Solarace1 - lease of land for the construction and operation of its solar power facility.
- MCV - lease of land as site for its water supply system.
- LCC - lease of land as site for its water supply system.
- ISLASOL - lease of land for its solar power facility.
- BCHC - lease of land for its solar power facility

In 2022, Ayala Land, Inc. (ALI) as lessor and ACEIC as lessee signed a Deed of Assignment with ACES related to Contract of Lease dated July 1, 2017, for the lease of office unit with a gross leasable area approximately 1,416.15 square meters located at the 4th floor 6750 Ayala Avenue Office Tower and a total of eighteen appurtenant parking slots, and a separate Stockroom Agreement dated October 23, 2018, for the lease of stockroom with a gross leasable area of approximately 12.76 square meters located at the same floor.

In 2022, BCHC entered into a 10-year lease agreement with a third party for parcels of land situated in Brgy. Malaya Pililla, Rizal.

For the three-month period ended March 31, 2023, and 2022, the total cash outflow in respect of leases amounted to ₱29.06 million and ₱61.04 million, respectively. Interest expense in relation to lease liabilities in the current period 2022 and 2021 amounted to ₱86.85 million and ₱56.51 million, respectively, and is presented as part of “Interest and Other Finance Charges” in the consolidated statements of income (see Note 19).

Moreover, the Group recognized amortization expense for its right-of-use asset amounting to ₱95.49 million and ₱40.19 million and is presented as part of Depreciation and amortization in the consolidated statements of income for the three-month period ended March 31, 2023 and 2022, respectively (see Notes 17 and 18).

There was no indication of impairment on the right-of-use asset of the Group as at March 31, 2023 and December 31, 2022.

10. Goodwill and Other Intangible Assets

The rollforward of this account follows:

	March 31, 2023 (Unaudited)				
	Goodwill	**Deferred Exploration Costs**	**Leasehold and Water Rights**	**Other Intangible Assets**	**Total**
Cost:					
Balance at beginning of period	**₱21,190,542**	**₱143,212**	**₱185,347**	**₱2,301,466**	**₱23,820,567**
Acquired from business combination (Note 2)	**114,000**	**–**	**–**	**–**	**114,000**
Additions/Cash calls	**–**	**–**	**–**	**13,439**	**13,439**
Currency translation adjustment	**(619,889)**	**–**	**–**	**–**	**(619,889)**
Balance at end of period	**20,684,653**	**143,212**	**185,347**	**2,314,905**	**23,328,117**
Accumulated amortization:					
Balance at beginning of period	**₱–**	**₱–**	**₱48,877**	**₱416,886**	**₱465,763**
Amortization (Notes 17 and 18)	**–**	**–**	**2,030**	**37,899**	**39,929**
Balance at end of period	**–**	**–**	**50,907**	**454,785**	**505,692**
Accumulated impairment:					
Balance at beginning and end of period	**–**	**86,061**	**–**	**–**	**86,061**
Net book value	**₱20,684,653**	**₱57,151**	**₱134,440**	**₱1,860,120**	**₱22,736,364**

	December 31, 2022 (Audited)				
	Goodwill	Deferred Exploration Costs	Leasehold and Water Rights	Other Intangible Assets	Total
Cost:					
Balance at beginning of year	₱246,605	₱141,741	₱185,347	₱2,193,812	₱2,767,505
Additions/Cash calls	21,665,700	1,471	–	88,648	21,755,819
Acquired from business combination	–	–	–	19,006	19,006
Currency translation adjustment	(721,763)	–	–	–	(721,763)
Balance at end of year	21,190,542	143,212	185,347	2,301,466	23,820,567
Accumulated amortization:					
Balance at beginning of year	–	–	40,757	265,291	306,048
Amortization	–	–	8,120	151,595	159,715
Balance at end of year	–	–	48,877	416,886	465,763
Accumulated impairment:					
Balance at beginning of year	–	85,477	–	–	85,477
Impairment	–	584	–	–	584
Balance at end of year	–	86,061	–	–	86,061
Net book value	₱21,190,542	₱57,151	₱136,470	₱1,884,580	₱23,268,743

11. **Other Assets**

Other current asset

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Derivative asset (Note 24)	**₱514,899**	₱617,139
Prepaid expenses	**309,826**	202,565
Advances to contractors	**171,165**	145,163
Short-term investments	**–**	528
Other current assets	**24,714**	27,693
	1,020,604	993,088
Less allowance for impairment loss (Note 18)	**26,293**	26,181
	₱994,311	₱966,907

Derivative asset pertains to the coal and fuel commodity swaps contracts maturing within 12-month period (see Notes 12 and 26). ACEN had unrealized ₱1.65 million losses on coal swaps (see Note 23). The account also includes hedge transactions from UPC-ACE Australia amounting to $9.97 million (₱555.87 million).

Other noncurrent asset

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Development costs	**₱2,835,335**	₱5,723,562
Advances to suppliers	**1,799,858**	1,722,023
Advances for land acquisition	**1,048,192**	809,975
Deposits	**111,761**	109,718
Performance bond for land conversion	**64,073**	–
Investment properties	**13,085**	13,085
Others	**28,247**	116,808
	₱5,900,551	₱8,495,171

12. **Accounts Payable and Other Current Liabilities**

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Trade	**₱2,913,272**	₱3,701,024
Accrued expenses	**2,551,011**	4,710,091
Due to related parties (Note 22)	**2,120,317**	1,782,157
Nontrade	**1,999,163**	1,231,305
Output VAT - net	**1,363,091**	1,280,631
Accrued interest expenses	**353,077**	210,510
Retention payables	**177,982**	158,105
Others	**217,422**	248,746
	₱11,695,335	₱13,322,569

13. **Short-term Loans, Long-term Loans, and Notes Payable**

Short-term Loans

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Balance at beginning of period	**₱2,900,000**	₱–
Availments	**2,300,000**	23,259,020
Payments	**(2,900,000)**	(20,359,020)
Balance at end of period	**₱2,300,000**	₱2,900,000

As at March 31, 2023, the Group's outstanding short-term loans from various local banks bear interest ranging from 5.94% to 6.00%. (2.20% to 4.25% in 2022).

Total interest expense recognized on short-term loans amounted to ₱28.75 million and ₱1.00 million for the three-month period ended March 31, 2023 and 2022.

Long-term Loans

This account consists of:

Facility	Loan Availed	Date of Availment	Maturity	Interest Rate	Payment Terms	Covenants / Collateral	**March 31, 2023 (Unaudited)**	December 31, 2022 (Audited)
ACEN								
₱1,175.00 million Loan A	₱1,175.00 million	January 11, 2017	July 11, 2029	6.50% per annum	Principal and interest payable semi-annual	Maximum net DE ratio of 3.0x* Based on the ACEN consolidated year-end balances. Tested semi-annual *On August 24, 2022, lender approved amendment to financial covenants. Previously, covenant included minimum DSCR 1.00x; maximum DE ratio of 1.50x; and minimum current ratio of 1.00x.	**₱651,869**	₱692,425
₱5,000.00 million Loan B	₱5,000.00 million	November 15, 2019	November 14, 2029	5.0505% per annum for the first 5 years; repricing for the succeeding five (5) years is the average of the 5-year BVAL, three (3) days prior to repricing date, plus a margin of ninety basis points per annum (0.90%), with the sum divided by 0.95	Principal and interest payable semi-annual	Maximum net DE ratio of 3.0x Based on the ACEN consolidated year-end balances. Tested semi-annual	**4,842,105**	4,842,105
₱7,000.00 million Loan C	₱500.00 million ₱1,000.00 million ₱1,000.00 million ₱2,000.00 million	July 15, 2020 August 24, 2020 June 10, 2022 November 15, 2022	July 15, 2030 July 15, 2030 July 15, 2030 July 15, 2030	5.00% per annum 5.00% per annum 5.066% per annum 5.8096% per annum	Principal and interest payable semi-annual Principal and interest payable quarterly	Maximum net DE ratio of 3.0x Based on the ACEN consolidated year-end balances. Tested semi-annual	**6,949,000**	4,476,000

Facility	Loan Availed	Date of Availment	Maturity	Interest Rate	Payment Terms	Covenants / Collateral	**March 31, 2023 (Unaudited)**	December 31, 2022 (Audited)
	₱2,500.00 million	January 13, 2023	July 15, 2023	6.4580% per annum				
₱4,500.00 million Loan D	₱805.00 million ₱2,000.00 million ₱1,695.00 million	March 30, 2021 February 28, 2022 April 11, 2022	March 30, 2031 March 30, 2031 March 30, 2031	Floating interest rate repriced on every succeeding semi-annual period. Can be converted to fixed up to the 2nd anniversary of initial drawdown.	Principal and interest payable semi-annual	Maximum net DE ratio of 3.0x Based on the ACEN consolidated year-end balances. Tested semi-annual	**4,500,000**	4,500,000
₱10,000.00 million Loan E	₱3,000.00 million ₱3,000.00 million	December 13, 2022 January 27, 2023	December 13, 2032 December 13, 2023	Floating interest rate repriced on every succeeding semi-annual period. Can be converted to fixed up to the 1st anniversary of initial drawdown.	Principal and interest payable semi-annual	Maximum net DE ratio of 3.0x Based on the ACEN consolidated year-end balances. Tested semi-annual	**6,000,000**	3,000,000
NorthWind								
₱2,300.00 million	₱2,300.00 million	May 29, 2020	May 29, 2032	Fixed at a rate of 5.13% for ten (10) years to be repriced after the 10th anniversary at a rate equivalent to (a) the 2-year base fixed rate plus a spread of 1.115%, or (b) 5.125% per annum, whichever is higher	Principal and interest payable semi-annual	Minimum historical DSCR of 1.05 times Based on the standalone balances of the borrower. Tested annually at year end.	**1,939,360**	1,939,360

Facility	Loan Availed	Date of Availment	Maturity	Interest Rate	Payment Terms	Covenants / Collateral	**March 31, 2023 (Unaudited)**	December 31, 2022 (Audited)
Guimaras Wind								
₱4,300.00 million loan	₱4,300.00 million	December 18, 2013	February 14, 2029	6.25%-6.50% fixed rate)	Principal and interest payable semi-annual	Minimum DSCR of 1.2x, a maximum Debt to equity ratio of 70:30. Based on the standalone balances of the borrower. Tested annually at year end.	**1,071,422**	1,142,502
ACEN Australia Pty Ltd. ("ACEN Australia")								
AU$212.50 million Loan	AU$157.78 million	February 11, 2021	December 22, 2025	BBSY + margin - Construction Facility/Term Facility	Principal Repayment based on agreed schedule. Interest payments 3 or 6 months or any such shorter period agreed.	DSCR Ratio of 1.15 to 1.00x Secured by Property Based on the ACEN consolidated year-end balances. Tested semi-annual	**6,219,990**	5,933,641
AU$100 million Loan	AU$34.54 million	August 18, 2022	August 18, 2027	Floating Rate. Reuters screen BBSW + margin	3 or 6 months with automatic rollover but not to exceed the maturity date	Net DE Ratio of 3.0x Tangible Net worth of AU$150 million Based on the ACEN consolidated year-end balances. Tested semi-annual	**1,267,946**	1,299,044
AU$140 million Loan	AU$28.36 million	September 16, 2022	September 16, 2027	Floating Rate. BBSY + margin	Principal Repayment on Termination Date. Interest payments 3 or 6 months, or any other period greater than 1 month agreed with Lender.	Net DE Ratio of 3.0x Tangible Net worth of AU$150 million Based on the ACEN consolidated year-end balances. Tested semi-annual	**1,954,528**	1,066,513

Facility	Loan Availed	Date of Availment	Maturity	Interest Rate	Payment Terms	Covenants / Collateral	**March 31, 2023 (Unaudited)**	December 31, 2022 (Audited)
AU$75.00 million Loan	AU$0.38 million	October 28, 2022	October 28, 2027	Fixed rate. Base rate + margin	Principal Repayment on Termination Date. Interest payments 6 months, or any other period greater than 1 month agreed with Lender.	Net DE Ratio of 3.0x Based on the ACEN consolidated year-end balances. Tested semi-annual	**13,630**	14,101
AU$277.00 million Loan	AU$72.61 million	January 6, 2023	January 6, 2028	Floating Rate. BBSY + margin	Principal Repayment on Termination Date. Interest periods may be selected from one, 3 or 6 months. Or any other period greater than one month as agreed.	Net DE Ratio of 3.0x Tangible Net worth of AU$150 million Based on the ACEN consolidated year-end balances. Tested semi-annual	**2,639,733**	–
Totals							**₱38,049,583**	₱28,905,691
Less unamortized debt issue cost							**170,831**	134,403
							37,878,752	28,771,288
Less current portion							**1,086,180**	719,385
Long-term loans, net of current portion							**₱36,792,572**	₱28,051,903

The rollforward of this account follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
As at beginning of period	**₱28,905,691**	₱21,154,114
Availment	**9,533,898**	22,753,475
Payment	**(138,636)**	(7,387,050)
Assumed through business combination	**–**	5,758,990
Change due to loss of control	**–**	(13,594,700)
Cumulative translation adjustments	**(251,370)**	220,862
	38,049,583	28,905,691
Less unamortized debt issue cost	**170,831**	134,403
	₱37,878,752	₱28,771,288

Movements in debt issue costs related to the long-term loans follow:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
As at beginning of period	**₱134,403**	₱211,893
Additions	**41,250**	261,443
Derecognition	**–**	(97,864)
Change due to loss of control	**–**	(214,360)
Amortization/accretion (Note 19)	**(4,822)**	(26,709)
As at end of period	**₱170,831**	₱134,403

Compliance with covenants
The Group has complied with the covenants required by the long-term loans payable as at March 31, 2023, and December 31, 2022.

As disclosed in Note 8, certain property, plant, and equipment are used as collateral to long-term loans.

Total interest expense and other financing charges recognized on long-term loans amounted to ₱399.11 million and ₱394.43 million for the three-month period ended March 31, 2023 and 2022, respectively.

Notes payable

The rollforward of this account follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Principal		
Balance at beginning of period	**₱30,383,600**	₱20,383,600
Additions	**–**	10,000,000
Balance at end of period	**30,383,600**	30,383,600

(Forward)

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Debt issue cost		
Balance at beginning of period	**198,773**	114,939
Additions	**–**	128,622
Amortization (Note 19)	**(14,271)**	(44,788)
Balance at end of period	**184,502**	198,773
Cumulative translation adjustment	**1,355,779**	1,908,487
	₱31,554,877	₱32,093,314

For the three-months period ended March 31, 2023 and 2022, total interest expense and other financing charges recognized on the US dollar Green Bonds amounted to US$4.31 million (₱236.29 million) and US$4.10 million (₱210.34 million), respectively, while ₱150.99 million and nil for the Peso Green Bonds, respectively (see Note 19).

14. Other Noncurrent Liabilities

This account consists of:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Asset retirement obligation	**₱235,887**	₱176,056
Retention payable	**110,070**	77,180
Contract liabilities	**101,916**	68,875
Deposit payable	**70,858**	83,199
Provision for employee benefits / long service leave	**53,696**	88,486
Derivative liability (Note 24)	**7,160**	37,500
Accrued expenses	**2,166**	280,724
Others	**59,202**	15,623
	₱640,955	₱827,643

15. Equity

Capital Stock

This account consists of:

	Number of Shares	
	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Authorized capital stock – ₱1 par value	**48,400,000,000**	48,400,000,000
Issued shares:		
Balance at beginning of the period	**39,691,894,773**	38,338,527,174
Issuance of new shares	**–**	1,353,368,499
Adjustment in grants through Employee Stock Ownership Plan	**–**	(900)
Balance at end of the period	**39,691,894,773**	39,691,894,773

The issued and outstanding shares as at March 31, 2023 and December 31, 2022 are held by 3,246 and 3,182 equity holders, respectively.

The following table presents the track record of registration of capital stock:

Year Approval	No. of shares Registered	No. of shares Issued	Par Value
Prior to 2005*	1,000,000,000	**840,601,987	₱0.01/1.00
2005	1,000,000,000	264,454,741	1.00
2007	–	552,528,364	1.00
2008	–	4,713,558	1.00
2009	–	304,419	1.00
2010	–	2,022,535	1.00
2011	2,200,000,000	1,165,237,923	1.00
2012	4,200,000,000	2,027,395,343	1.00
2013	–	6,603,887	1.00
2014	–	1,283,332	1.00
2016	–	20,751,819	1.00
2017	–	3,877,014	1.00
2019	–	2,632,000,000	1.00
2020	16,000,000,000	6,185,182,288	1.00
2021	24,000,000,000	24,623,380,967	1.00
2022	–	1,361,556,596	1.00
Total	48,400,000,000	39,691,894,773	

**On April 7, 1997, par value was increased from ₱0.01 to ₱1.00.*
***Equivalent number of shares at ₱1.00 par.*

Amendment to Articles of Incorporation
On March 8, 2023, the BOD of ACEN approved the amendment of the Seventh Article of the Articles of Incorporation to reclassify 100.00 million unissued common shares with a par value of ₱1.00 per share to 100.00 million preferred shares with par value of ₱1.00 per share (the “Preferred Shares”). On April 24, 2023, the proposed amendment was approved by stockholders representing at least 2/3 of ACEN’s authorized capital stock.

<u>Retained Earnings</u>
Retained earnings represent the Group’s accumulated earnings, net of dividends declared. The balance includes accumulated earnings of subsidiaries, joint venture and associates, which are not available for dividend declaration by the Parent Company until these are declared by the investee companies.

Retained earnings not available for dividend declaration are included in the Group’s retained earnings to the extent of (a) accumulated equity in undistributed net earnings of consolidated subsidiaries, and associates and joint ventures accounted for under equity method amounting ₱38,676.61 million and ₱43,529.36 as at March 31, 2023 and December 31, 2022, respectively and (b) the cost of treasury shares amounted to ₱28.66 million as at March 31, 2023 and December 31, 2022.

As at March 31, 2023 and December 31, 2022, deferred tax liabilities have not been recognized on undistributed earnings of and cumulative translation adjustment of foreign subsidiaries since the timing of the reversal of the temporary difference can be controlled by the Group and management does not expect the reversal of the temporary differences in the foreseeable future. The undistributed earnings and cumulative translation adjustment amounted to US$613.13 million (₱26,660.44 million) and US$927.32 million (₱27,983.63 million) as at March 31, 2023 and December 31, 2022, respectively.

Dividends
On March 8, 2022, the BOD of ACEN approved the declaration of cash dividends of six centavos (₱0.06) per share on the 38,315,838,177 outstanding shares of ACEN, or a total dividend amounting to ₱2,298.95 million, paid on April 19, 2022, to the shareholders on record as at April 5, 2022 (nil for the three-month period ended March 31, 2023).

Non-controlling Interest (NCI)

The rollforward of this account is as follows:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Balance at beginning of period	**₱31,859,767**	₱29,950,776
Net income attributable to NCI	**416,330**	1,542,769
OCI attributable to NCI	**–**	42,108
Cumulative translation adjustments	**(151,402)**	(28,690)
Dividends	**(379,911)**	(1,504,247)
Acquisition of NCI	**(1,860,077)**	15,139
Additions through business combination	**–**	1,947,104
Effects of common control business combination	**–**	(105,192)
Balance at end of period	**₱29,884,707**	₱31,859,767

Acquisition of non-controlling interest in UPC-ACE Australia
On February 1, 2023, ACRI and UPCAPH signed an Instrument of Transfer for the transfer to ACRI of UPCAPH's remaining 4,766 ordinary shares in UPC-ACE Australia, which completes the second and final tranche of ACRI's acquisition of ACEN Australia.

	In US$	In PHP
Total consideration	$85,391	₱4,724,682
Carrying amount of NCI	33,618	1,860,077
Excess of consideration	$51,773	₱2,864,605

The transaction resulted into the acquisition of remaining 20% ownership interest in UPC-ACE Australia. The excess of consideration over the carrying amount of the non-controlling interest is recognized under equity reserves.

The acquisition results in the full ownership by ACEN of the 521 MW New England solar farm and the 520 MW Stubbo solar farm in Australia, as well as the development pipeline of ACEN Australia spanning New South Wales, Tasmania, Victoria, and South Australia.

Dividends
For the three-month periods ended March 31, 2023 and 2022, ACEN Cayman declared to its shareholder, AC Energy Finance International Limited $6,871 (₱379.91 million) and $6,871 (₱352.34 million), respectively.

Other Equity Reserves

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Effect of:		
Common control business combinations	**(₱53,269,303)**	(₱53,269,303)
Purchase of:		
20.00% in UPC-ACE Australia shares	**(2,864,605)**	–
20.00% in SLTEC	**(2,229,587)**	(2,229,587)
32.21% in NorthWind	**(723,974)**	(723,974)
34.00% in MSPDC	**(261,728)**	(261,728)
25.18% in ENEX	**(130,854)**	(130,854)
40.00% in BWPC	**(110,398)**	(110,398)
30.00% in SolarAce4	**(65)**	(65)
25.00% in UACH	**121,831**	121,831
Distribution of property dividends – ENEX shares	**1,107**	1,107
Other equity reserves from joint venture	**17,231**	17,231
	(₱59,450,345)	(₱56,585,740)

16. Revenue from Sale of Electricity

The Group's revenue from rendering of services consists of:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Revenue from power supply contracts	**₱4,900,238**	₱4,531,803
Revenue from power generation	**4,122,776**	2,826,575
	₱9,023,014	₱7,358,378

Feed-in-Tariff ("FIT") adjustment
On February 19, 2021, the ERC clarified in its letter to TransCo, the Administrator of the FIT system, pending the approval of the 2021 FIT-All rate and adjustment of FIT rates, the original approved FIT rates shall be used for the generation billing for 2021. Revenues for the three-month periods ended March 31, 2023 and 2022 were accrued using the 2020 approved FIT rates in the absence of the approval of the respective years FIT rates and are billed and collected based on the original approved FIT rates.

17. Costs of Sale of Electricity

This account consists of:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Costs of purchased power	**₱7,243,731**	₱5,399,347
Depreciation and amortization (Notes 8, 9 and 10)	**299,374**	525,476
Fuel	**169,685**	1,287,326
Repairs and maintenance	**123,183**	183,468
Taxes and licenses	**119,238**	175,505
Salaries and directors' fees	**39,496**	94,675
Insurance	**30,843**	100,772
Contractor's fee	**23,772**	41,292
Transmission costs	**20,505**	18,039
Rent	**16,365**	14,490
Communication	**3,208**	3,993
Transportation and travel	**2,640**	2,229
Pension and other employee benefits	**1,887**	5,261
Filing fees	**1,413**	3,264
Others	**24,061**	12,998
	₱8,119,401	₱7,868,135

18. General and Administrative Expenses

This account consists of:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Management and professional fees	**₱326,333**	₱52,474
Salaries and directors' fees	**251,888**	39,636
Provision for (reversal of) expected credit losses (Notes 5 and 7)	**236,848**	(32,807)
Depreciation and amortization (Notes 8, 9 and 10)	**121,449**	28,786
Taxes and licenses	**93,692**	44,370
Insurance, dues and subscriptions	**26,845**	6,373
Transportation and travel	**18,770**	3,528
Building maintenance and repairs	**15,271**	2,152
Advertisements	**11,417**	4,127
Contractor's fee	**9,217**	6,461
Rent	**8,918**	1,924
Pension and other employee benefits	**6,827**	5,354

(Forward)

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Corporate social responsibilities	**₱5,641**	₱41,947
Office supplies	**4,785**	3,005
Meeting and conferences	**3,174**	1,595
Communication	**1,940**	1,519
Others	**37,372**	74,525
	₱1,180,387	₱284,969

19. Interest and Other Finance Charges

This account consists of:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Interest expense on:		
Notes payable (Note 13)	**₱387,273**	₱210,338
Lease obligations (Note 9)	**86,849**	56,514
Short-term loans (Note 13)	**28,751**	999
Long-term loans (Note 13)	**11,840**	184,093
Amortization of debt issue cost (Note 13)	**10,326**	26,935
Asset retirement obligation	**8,378**	1,857
Other finance charges	**130,997**	23,577
	₱664,414	₱504,313

Other finance charges include bank and other finance charges.

20. Other Income - Net

This account consists of:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Interest and other financial income	**₱1,592,597**	₱1,094,251
Gain on settlement of development loan (Note 5)	**515,000**	–
Fair value gain on financial asset at FVTPL	**84,966**	–
Gain on sale of financial asset at FVTPL	**28,634**	–
Guarantee fee income	**24,416**	86,150
Foreign exchange (loss) gain - net	**(254,357)**	60,049
Others	**82,929**	(20,644)
	₱2,074,185	₱1,219,806

Fair value gain on financial assets at FVTPL is comprised of marked-to-market gains of listed SPNEC shares amounting to ₱186.86 million and loss of unlisted shares Masaya Solar Energy Private Limited amounting to ₱101.22 million for the three-month ended March 31, 2023.

Interest and Other Financial Income
The details of interest and other financial income are as follows:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
Interest income on:		
Cash in banks and short-term deposits (see Note 4)	**₱245,730**	₱11,552
Accounts and notes receivables (Notes 5 and 22)	**601,532**	427,880
Other financial assets at amortized cost (Note 7)	**745,335**	654,819
	₱1,592,597	₱1,094,251

ACRI Guarantee Agreement
ACRI serves as a guarantor for various types of transactions entered by its related parties which ACRI unconditionally and irrevocably guaranteed. Fees are charged for these guarantee agreements. ACRI assessed that the expected credit loss from its guaranteed obligation of the related parties is nil for the three-month periods ended March 31, 2023 and 2022. Therefore, the obligation related to the guarantee extended by ACRI is nil.

There is no new material guarantee provided for the three-month period ended March 31, 2023.

21. **Income Taxes**

Current income tax pertains to the following:

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
RCIT	**₱66,562**	₱39,829
MCIT	**33**	1,547
Final income tax	**4,650**	346
	₱71,245	₱41,722

Net deferred tax liabilities amounted to ₱310.63 million and ₱226.27 million as at March 31, 2023 and December 31, 2022, respectively.

Net deferred tax assets amounted to ₱1,950.21 million and ₱1,730.19 million as at March 31, 2023 and December 31, 2022, respectively.

22. Related Party Transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence which include affiliates. Related parties may be individual or corporate entities.

In the ordinary course of business, the Group transacts with associates, affiliates, jointly controlled entities and other related parties on advances, loans, reimbursement of expenses, office space rentals, management service agreements and electricity supply.

The transactions and balances of accounts as at March 31, 2023 and December 31, 2022 and for the twelve-month period ended December 31, 2022 and 2021 are:

a. Transaction with ACEIC, the Parent Company

	Amount/Volume		**Outstanding Balance Receivable (Payable)**		
Nature	**March 31, 2023**	March 31, 2022	**March 31, 2023**	December 31, 2022	
Interest income / receivable	**₱–**	₱59,023	**₱–**	₱–	30-day, non-interest bearing
Management fee income	**6,229**	–	**2,891**	10,002	30-day, non-interest bearing
Management fees expense	**228,809**	15,510	**(40,098)**	(23,421)	30-day, non-interest bearing
Due from related parties	**–**	–	**167,136**	167,572	Due and demandable
Due to related parties	**–**	–	**(274,814)**	(80,194)	Due and demandable

b. Notes Receivables

		Outstanding Balance		
Nature & Relationship	**Related Party**	March 31, 2023	December 31, 2022	**Terms / Conditions**
Development loans				
Joint Venture				
	UPC-AC Energy Solar Limited (UPC-ACE Solar)	**₱1,087,200**	₱1,115,100	Due in 2023; interest bearing; unsecured; no impairment
	Greencore 3	**–**	–	Due in 2022; interest bearing; unsecured; no impairment
Associate				
	TBC	**–**	–	Due in 2022; interest bearing; unsecured; no impairment
Affiliate				
	Yoma Strategic Investments Ltd ("Yoma")	**1,305,567**	1,339,071	Due in 2023; interest bearing; unsecured; no impairment
		₱2,392,767	₱2,454,171	
Debt replacements				
Joint Venture				
	BIM Wind	**₱4,630,657**	₱4,749,490	Due in 2030 interest bearing; unsecured; no impairment
	Greencore 3	**4,339,062**	4,225,946	Due in 2023; interest bearing; unsecured; no impairment
	Asian Wind 1	**2,974,776**	3,087,433	Due in 2023; interest bearing; unsecured; no impairment
	Lac Hoa	**2,577,265**	2,643,403	Due in 2024; interest bearing; unsecured; no impairment
	Asian Wind 2	**2,364,882**	2,435,262	Due 2045 interest bearing; unsecured; no impairment
	Hoa Dong	**2,260,775**	2,318,792	Due in 2024; interest bearing; unsecured; no impairment

(Forward)

Nature & Relationship	Related Party	Outstanding Balance March 31, 2023	Outstanding Balance December 31, 2022	Terms / Conditions
	NEFIN Solar	**₱560,452**	₱574,834	Due in 2024; interest bearing; unsecured; no impairment
	VWEL	**212,683**	59,614	Due in 2022; interest bearing; unsecured; no impairment
	BIMRE	**–**	–	Due in 2022; interest bearing; unsecured; no impairment
		₱19,920,552	₱20,094,774	
Other Loan				
Joint Venture	Ingrid	**₱800,000**	₱500,000	Due in 2023; interest bearing; unsecured; no impairment
Joint Venture	Infineum 4 Energy, Inc.	**43,466**	43,466	Due in 2024; interest bearing; unsecured; no impairment
Joint Venture	Brightnight	**309,991**	–	Due in 2024; interest bearing; unsecured; no impairment
		₱1,153,457	₱543,466	

Except for the discussion above, the movement in the notes receivable from related parties are revaluation of US$ denominated notes receivable to Philippine peso from December 31, 2021, to December 31, 2022.

Receivables from Ingrid
In September 2022, the Group and Ingrid entered into a short-term loan agreement for the latter's working capital requirements. The interest-bearing loan bears an annual fixed rate and principal is payable 30 to 120 days from drawdown.

Receivables from Infineum 4 Energy, Inc.
On January 7, 2022, ACED, Maraj Energy and Development, Inc. (MEDI) and Infineum 4 entered into an Omnibus Loan and Security Agreement in which the Parent Company will lend a loan amounting to ₱150.00 million to Infineum 4 with an annual interest of 8% payable in full on the repayment date, to be utilized for the purpose of enabling the pre-development and development activities in relation to its proposed floating solar power project in Lake Mapanuepe in San Marcelino, Zambales. The Loan shall be made available for a period of two (2) years from the date of the agreement which may be extended upon mutual agreement by the parties.

c. Interest Income and Receivable

This account consists of:

Related Party	Amount/Volume March 31, 2023	Amount/Volume March 31, 2022	Outstanding Balance Receivable (Payable) March 31, 2023	Outstanding Balance Receivable (Payable) December 31, 2022	Terms
Other Financial Assets at Amortized Cost (Note 7)					
Redeemable preferred shares	**₱562,411**	₱369,621	**₱2,983,033**	₱2,487,852	various dates
Convertible loans	**182,924**	285,198	**1,189,007**	1,071,551	various dates
Development Loans					
Joint Venture					
UPC Solar	**30,510**	25,172	**267,054**	242,890	various dates
UPC-ACE Australia	–	–	**155,557**	–	various dates
Associate					
TBC	–	17,266	**–**	–	various dates
Affiliate					
Yoma	**12,991**	12,147	**–**	146,341	various dates
Debt replacements					
Joint Venture					
VWEL	**7,359**	18,276	**421,093**	431,899	various dates
Greencore 3	**76,104**	38,735	**351,147**	276,357	30-day, non-interest bearing
Asian Wind 2	**64,196**	29,155	**110,322**	67,648	various dates
BIM Wind	**93,433**	87,367	**84,381**	88,657	various dates
Lac Hoa	**80,855**	–	**175,592**	97,896	various dates
Hoa Dong	**71,071**	–	**155,762**	87,504	various dates
NEFIN Solar	–	–	**32,227**	22,084	various dates

(Forward)

	Amount/Volume		Outstanding Balance Receivable (Payable)		
Related Party	**March 31, 2023**	March 31, 2022	**March 31, 2023**	December 31, 2022	**Terms**
BIMRE	**₱–**	₱9,663	**₱–**	₱–	various dates
Asian Wind 1	**81,387**	58,255	**–**	–	various dates
Others					
Ingrid	**22,280**	–	**21,726**	9,167	30-day, non-interest bearing
Infenium 4	**857**	102	**2,734**	1,875	30-day, non-interest bearing
Brightnight	**734**	–	**714**		
Trade Receivables					
Affiliates	**10,071**	**–**	**–**	5,408	30-day, non-interest bearing
	₱1,297,183	₱950,957	**₱ 5,950,349**	₱ 5,037,129	

d. Loans Payable

	Amount/Volume		Outstanding Balance Receivable (Payable)		
Related Party	**March 31, 2023**	March 31, 2022	**March 31, 2023**	December 31, 2022	**Terms**
Bank of the Philippines Island					
Interest Expense/Interest Payable	**₱28,374**	₱27,800	**(₱36,506)**	(₱8,834)	30 days, unsecured
Short-term loans (Note 13)			**(2,000,000)**		Due in May 2023, interest bearing
Long-term loans (Note 13)	–	–	**(1,767,007)**	(1,766,487)	Due in May 2032, interest bearing

e. Right of Use Assets / Lease Liabilities

The Group entered into lease agreements with Ayala Land, Inc, (ALI) and Fort Bonifacio Development Corporation (FBDC), affiliates, for the use of its office unit and parking spaces.

	Amortization / Interest Expense		Right-of-use assets / (Lease Liabilities)		
Related Party	**March 31, 2023**	March 31, 2022	**March 31, 2023**	December 31, 2021	**Terms**
ALI					
Right of use Assets (Note 9)	**₱33,346**	₱29,364	**₱893,410**	₱926,451	10 years, unsecured
Lease Liabilities (Note 9)	**10,681**	9,867	**(1,027,632)**	(1,008,858)	10 years, unsecured
FBDC					
Right of use Assets	–	2,307	–	4,573	3 years, unsecured
Lease Liabilities	–	64	–	(9,771)	3 years, unsecured

f. Other Related Party Transactions

	Amount/Volume		Outstanding Balance Receivable (Payable)		
	March 31, 2023	March 31, 2022	**March 31, 2023**	December 31, 2022	**Terms**
Management fee income	**₱ 75,625**	13,533	**₱ 8,800**	₱ 8,019	30-days, unsecured
Rental income	**4,334**	3,490	**4,302**	2,118	30-days, unsecured
Revenue from power supply contracts	**123,983**	–	**–**	–	30-days, unsecured
Cost of sale of electricity	**246,416**	103,160	**(91,248)**	(92,591)	30-days, unsecured
Dividends Receivables (Note 6)	**369,531**	**–**	**369,531**	**–**	30-days, unsecured
Due from related parties	**–**	3,465	**501,451**	422,796	On demand, Unsecured
Due to related parties	**–**	–	**(1,714,157)**	(1,585,951)	On demand, Unsecured

Management fee income pertains to service fees billed by the Group to its related parties under common control and joint venture & associates for providing a full range of business process outsourcing services, such as, but not limited to, financial and general accounting/ bookkeeping services, human resources management, manpower related services and other related functions. This is presented under “Other revenues” in the consolidated statement of income.

Rental income pertains to revenue from sublease agreement with Ingrid.

The Parent Company purchases the entire net electricity output of MGI.

The amount due from a related company pertains mostly from advances including those for project development or reimbursement of expenses. These are non-trade, interest-free, repayable on demand and to be settled in cash.

The amount due to a related parties pertains to advances, including those for development cost, utilities expense, professional services and other miscellaneous expenses. These are non-trade, interest-free, repayable on demand and to be settled in cash.

g. Receivables from Employees and Officers

Receivables from officers and employees amounting to ₱302.67 million and ₱301.17 million as at March 31, 2023 and December 31, 2022, respectively, pertain to housing, car, salary and other loans granted to Group's officers and employees.

h. Payable to Directors and Stockholders

	Amount/Volume		Outstanding Balance Receivable (Payable)		
	March 31, 2023	March 31, 2022	**March 31, 2023**	December 31, 2022	**Terms**
Accrued director's and annual incentives (Note 12)					
Directors' fee and annual incentives	**₱3,302**	₱3,277	**(₱55,205)**	(₱58,507)	On demand, Unsecured
Due to stockholders (Note 15)					
Cash dividends	-	-	**(16,585)**	(16,585)	On demand, Unsecured

Identification, Review and Approval of Related Party Transactions

All (1) SEC-defined material related party transactions, i.e., related party transaction/s, either individually or in aggregate over a twelve (12)-month period of the Group with the same related party, amounting to ten percent (10%) or higher of the Group's total consolidated assets based on its latest audited consolidated financial statements; and (2) any related party transaction/s that meet the threshold values approved by the Risk Management and Related Party Transactions Committee (the Committee), i.e., ₱50.00 million or five percent (5%) of the Group's total consolidated assets, whichever is lower, shall be reviewed by the Committee and approved by the BOD before its commencement, except transactions that are explicitly excluded/exempted by the SEC and transactions delegated to management.

For SEC-defined material related party transactions, the approval shall be by at least 2/3 vote of the BOD, with at least a majority vote of the independent directors. In case that the vote of a majority of the independent directors is not secured, the material related party transactions may be ratified by the vote of the stockholders representing at least 2/3 of the outstanding capital stock.

23. Earnings Per Share

Basic and diluted EPS are computed as follows:

(In Thousands, Except for Number of Shares and Per Share Amounts)

	For the three-month period ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
(a) Net income attributable to equity holders of Parent Company	**₱2,025,906**	₱405,026
Common shares outstanding at beginning of period (Note 15)	**39,677,394,773**	38,324,027,174
Weighted average number of:		
Shares issued during the period	**–**	132,074,583
Shares buyback during the period	**–**	–
(b) Weighted average common shares outstanding	**39,677,394,773**	38,456,101,757
Basic/Diluted earnings (loss) per share (a/b)	**₱0.05**	₱0.01

For the three-months ended March 31, 2023 and 2022, except for ESOWN, the Parent Company does not have any material potential common shares or other instruments that may entitle the holder to common shares. Consequently, diluted earnings per share is the same as basic earnings per share for the three-months ended March 31, 2023 and 2022.

24. Financial Risk Management Objectives and Policies

Objectives and Investment Policies

The funds of the entities are held directly by the Group and are managed by the Corporate Finance and Treasury Group ("CFT").

All cash investments of the Group are carried and governed by the following principles, stated in order of importance:

- Preservation of invested cash
- Liquidity of invested cash; and
- Yield on invested cash. Under no circumstance will yield trump the absolute requirement that the principal amount of investment be preserved and placed in liquid instruments.

CFT manages the funds of the Group and invests them in highly liquid instruments such as short-term deposits, marketable instruments, corporate promissory notes and bonds, government bonds, and trust funds denominated in Philippine peso and U.S. dollar. It is responsible for the sound and prudent management of the Group's financial assets that finance the Group's operations and investments in enterprises.

CFT focuses on the following major risks that may affect its transactions:

- Foreign exchange risk
- Credit or counterparty risk
- Liquidity risk
- Interest rate risk

Corporate Planning and Investor Relations ("CPIR") focuses on the following major risks that may affect its transactions:

- Market risk
- Equity price risk

Commercial Operations ("CO") focuses on commodity price risk.

Professional competence, prudence, clear and strong separation of office functions, due diligence and use of risk management tools are exercised at all times in the handling of the funds of the Group.

Risk Management Process

Foreign Exchange Risk
The Group defines foreign exchange risk as the risk of realizing reduced operating cash flows and/or increasing the volatility of future earnings from movements in foreign exchange. The risk is measured based on potential downside impact of market volatility to operating cash flows and target earnings.

Foreign exchange risk is generally managed in accordance with the Natural Hedge principle and further evaluated through:

- Continual monitoring of global and domestic political and economic environments that have impact on foreign exchange;
- Regular discussions with banks to get multiple perspectives on currency trends/forecasts; and
- Constant updating of the foreign currency holdings gains and losses to ensure prompt decisions if the need arises.

In the event that a Natural Hedge is not apparent, the Group endeavors to actively manage its open foreign currency exposures through:

- Trading by spot conversions; or
- Entering into derivative forward transactions on a deliverable or non-deliverable basis to protect values.

The Group's significant foreign currency-denominated financial assets and financial liabilities as at December 31 are as follows:

	March 31, 2023 (Unaudited) U.S. Dollar (US$)	December 31, 2022 (Audited) U.S. Dollar (US$)
Financial Assets		
Cash and cash equivalents	**$430,710**	$433,954
Other receivables	**473,397**	492,919
	904,107	926,873
Financial Liabilities		
Accounts payable and other current liabilities	**(58,424)**	(64,476)
Notes payable and loans-term loans	**(611,891)**	(284,620)
	(670,315)	(349,096)
Net foreign currency-denominated assets (liabilities)	**$233,792**	$577,777
Peso equivalent	**₱12,725,299**	₱32,424,845

In translating foreign currency-denominated financial assets and financial liabilities into Philippine Peso amounts, the exchange rates used were ₱54.43 to US$1.00 March 31, 2023 and ₱56.12 to US$1.00 as at December 31, 2022.

The following tables demonstrate the sensitivity to a reasonably possible change in the exchange rate, with all other variables held constant, of the Group's profit before tax (due to the changes in the fair value of monetary assets and liabilities) in periods presented. The possible changes are based on the survey conducted by management among its banks. There is no impact on the Group's equity other than those already affecting the profit or loss. The effect on profit before tax already includes the impact of derivatives.

Pertinent Period	Increase (Decrease) in Foreign Exchange Rate	US$
March 31, 2023	**(₱0.50)**	**(₱116,896)**
	(1.00)	**(233,792)**
	0.50	**116,896**
	1.00	**233,792**
December 31, 2022	(₱0.50)	(₱288,889)
	(1.00)	(577,777)
	0.50	288,889
	1.00	577,777

For subsidiaries with functional currency in US dollars, financial assets and liabilities are translated into Philippine peso, presentation currency of the Group using closing exchange rate prevailing at the reporting date, and respective income and expenses at the average rate for the period. These include the assets and liabilities of ACRI and its subsidiaries composed of US dollar denominated investments in associates and joint ventures, accounts and other payables, and notes payable with US dollar functional currency, are translated into the presentation currency of the Group using the closing foreign exchange rate prevailing at the reporting date, and the respective income and expenses at the average rate for the period. Assets and liabilities of ACEC, ACEN HK and ACEN Finance which are in US dollar functional currency were likewise translated to the Group's presentation currency.

The exchange difference arising on the translation are recognized in OCI under "Cumulative Translation Adjustments". See below for the carrying amounts.

	March 31, 2023 (Unaudited)	
	Peso	**US$**
Cash and cash equivalents	**₱15,384,938**	**$283,019**
Receivables	**25,383,828**	**466,958**
Investments in:		
Associates and joint ventures	**14,758,734**	**271,500**
Other financial assets at amortized cost	**20,802,848**	**382,687**
Financial asset at FVTPL	**2,070,470**	**38,088**
	78,400,818	**1,442,252**
Accounts payable and other current liabilities	**(2,347,068)**	**(43,176)**
Notes payable	**(33,262,409)**	**(611,891)**
Net foreign currency position	**₱42,791,341**	**$787,185**

	December 31, 2022 (Audited)	
	Peso	US$
Cash and cash equivalents	₱24,035,474	$431,091
Receivables	28,183,114	505,481
Investments in:		
Associates and joint ventures	67,285,242	1,206,802
Other financial assets at amortized cost	22,952,511	411,667
Financial asset at FVTPL	1,260,023	22,599
	143,716,364	2,577,640
Accounts payable and other current liabilities	(5,684,034)	(101,947)
Notes payable	(30,529,271)	(547,561)
Net foreign currency position	₱107,503,059	$1,928,132

The following are the sensitivity rates used in reporting foreign currency risk internally to key management personnel. The sensitivity rates represent management's assessment of the reasonably possible change in foreign exchange rates.

		Increase (decrease) in Peso per foreign currency	**Effect on income before income tax**
March 31, 2023	**USD**	**($0.50)**	**(₱393,593)**
		(1.00)	**(787,185)**
		0.50	**393,593**
		1.00	**787,185**

		Increase (decrease) in Peso per foreign currency	Effect on income before income tax
December 31, 2022	USD	($0.50)	(₱964,067)
		(1.00)	(1,928,133)
		0.50	964,067
		1.00	1,928,133

Credit or Counterparty Risk
The Group defines Credit or Counterparty Risk as the risk of sustaining a loss resulting from a counterparty's default to a transaction entered with the Group.

Credit or counterparty risk is managed through the following:
- Investments are coursed through or transacted with duly accredited domestic and foreign banks subject to investment limits per counterparty as approved by the Board.
- Discussions are done on every major investment by CFT before it is executed subject to the Group's Treasurer for approval. Exposure limits are tracked for every transaction and CFT Finance Managers supervise major transaction executions.
- Market and portfolio reviews are done at least once a week and as often as necessary should market conditions require. Monthly reports are given to the Treasurer with updates in between these reports as needed.
- A custodian bank for Philippine peso instruments and foreign currency instruments has been appointed based on its track record on such service and the bank's financial competence.

With respect to credit risk arising from the receivables of the Group, its exposures arise from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

	March 31, 2023 (Unaudited)					
	Neither Past Due nor Impaired			**Past Due but not**	**Past Due Individually**	
	Class A	**Class B**	**Class C**	**Impaired**	**Impaired**	**Total**
Trade and other receivables						
Current:						
Trade receivables	**₱3,533,400**	**₱881,620**	**₱2,796**	**₱194,121**	**₱60,433**	**₱4,672,370**
Due from related parties	**20,319,404**	**128**	**1,785**	**228,554**	**–**	**20,549,871**
Others	**127,211**	**14,839**	**31,982**	**333,176**	**1,578,841**	**2,086,049**
Noncurrent						
Trade receivables	**166,825**	**–**	**223,965**	**758,357**	**15,931**	**1,165,078**
Due from related parties	**9,935,379**	**8,674**	**–**	**294,575**	**–**	**10,238,628**
Receivables from third Parties	**709**	**–**	**812,941**	**265,909**	**–**	**1,079,559**
	₱34,082,928	**₱905,261**	**₱1,073,469**	**₱2,074,692**	**₱1,655,205**	**₱39,791,555**

	December 31, 2022 (Audited)					
	Neither Past Due nor Impaired			Past Due but not	Past Due Individually	
	Class A	Class B	Class C	Impaired	Impaired	Total
Trade and other receivables						
Current:						
Trade receivables	₱7,686,667	₱461,360	₱–	₱171,351	₱60,433	₱8,379,811
Due from related parties	13,950,580	6,536	4,211	1,011,690		14,973,017
Others	6,798,294	155,960	17,020	174,266	84,864	7,230,404
Noncurrent						
Trade receivables	459,132	346,404	–	424,367	22,547	1,252,450
Due from related parties	13,559,933	264	–	534,004	–	14,094,201
Receivables from third Parties	1,013,367	2,609	–	47,380	–	1,063,356
	₱43,467,973	₱973,133	₱21,231	₱2,363,058	₱167,844	₱46,913,509

The Group uses the following criteria to rate credit risk as to class:

Class	Description
Class A	Customers with excellent paying habits
Class B	Customers with good paying habits
Class C	Unsecured accounts

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, short-term investments, financial assets at FVOCI and derivative instruments, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The Group's assessments of the credit quality of its financial assets are as follows:

- Cash and cash equivalents, short-term investments and derivative assets were assessed as high grade since these are deposited in or transacted with reputable banks, which have low probability of insolvency.
- Listed and unlisted financial assets at FVOCI were assessed as high grade since these are investments in instruments that have a recognized foreign or local third-party rating or instruments which carry guaranty or collateral.

There are no significant concentrations of credit risk within the Group.

Maximum exposure to credit risk of financial assets not subject to impairment

The gross carrying amount of financial assets not subject to impairment also represents the Group's maximum exposure to credit risk which mainly pertains to financial assets at FVOCI amounting to ₱723.71 million and ₱366.84 million as at March 31, 2023 and December 31,2022, respectively.

Maximum exposure to credit risk of financial assets subject to impairment
The gross carrying amount of financial assets subject to impairment are as follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Financial Assets at Amortized Cost (Portfolio 1)		
Cash and cash equivalents	**₱34,963,879**	₱34,630,011
Short-term investments	**–**	528
Under “Receivables” account		
Current:		
Trade receivables	**4,672,370**	9,649,612
Due from related parties	**20,549,871**	14,947,017
Others	**507,208**	7,315,267
Noncurrent:		
Trade receivables	**1,149,147**	1,230,172
Due from related parties	**10,238,628**	14,094,201
Receivables from third parties	**1,079,559**	1,063,355
Other financial assets at amortized cost	**22,296,825**	22,545,316
Under “Other Noncurrent Assets” account		
Deposits	**111,761**	109,718
	₱95,569,248	₱105,585,197

The Group’s maximum exposure to credit risk are as follows:

	March 31, 2023 (Unaudited)				
		Lifetime ECL			
Grade	**12-month Stage 1**	**Stage 2**	**Stage 3**	**Simplified Approach**	**Total**
High	₱23,896,050	₱–	₱–	₱24,507	₱23,920,557
Standard	–	–	–	945,183	945,183
Substandard	–	–	–	–	–
Default	–	–	–	–	–
Gross carrying amount	23,896,050	–	–	969,690	24,865,740
Less loss allowance	–	–	–	–	–
Carrying amount	₱23,896,050	₱–	₱–	₱ 969,690	₱ 24,865,740

	December 31, 2022 (Audited)				
		Lifetime ECL			
Grade	12-month Stage 1	Stage 2	Stage 3	Simplified Approach	Total
High	₱ 29,473,652	₱–	₱–	₱ 32,273	₱ 29,505,925
Standard	–	–	–	1,573,540	1,573,540
Substandard	–	–	–	–	–
Default	–	–	–	–	–
Gross carrying amount	29,473,652	–	–	1,605,813	31,079,465
Less loss allowance	–	–	–	–	–
Carrying amount	₱ 29,473,652	₱–	₱–	₱ 1,605,813	₱ 31,079,465

Liquidity Risk

Liquidity risk is defined as the risk that the Group may not be able to settle or meet its obligations on time or at a reasonable price.

Liquidity risk is managed through:

- Asset and Liability Management principle. Short-term assets are used to fund short-term liabilities while major investments, capital expenditures and long-term assets are funded by long-term liabilities.
- Detailed cash flow forecasting and continuous monitoring of the weekly and monthly cash flows as well as frequent updates of the annual plans of the Group.
- Investment maturities being spread on a weekly, monthly, and annual basis as indicated in the Group's plans. Average duration of investments does not exceed one (1) year.
- Setting up working capital lines to address unforeseen cash requirements that may cause pressure to liquidity.

	March 31, 2023 (Unaudited)					
	On Demand	**Less than 3 Months**	**3 to 12 Months**	**More than 1 Year to 5 Years**	**More than 5 Years**	**Total**
Accounts payable and other current liabilities:						
Trade and nontrade accounts payable	**₱ 3,581,983**	**₱ 940,582**	**₱ 377,775**	**₱ 12,095**	**₱–**	**₱ 4,912,435**
Retention payable	**39,290**	**22,060**	**116,632**	**109,510**	**560**	**288,052**
Accrued expenses [a]	**735,245**	**367,825**	**1,447,941**	**2,166**	**–**	**2,553,177**
Accrued interest	**7,616**	**66,404**	**279,057**	**–**	**–**	**353,077**
Due to related parties	**903,889**	**28,886**	**1,187,542**	**–**	**–**	**2,120,317**
Others	**104,321**	**3,753**	**109,348**	**231,976**	**–**	**449,398**
Derivative Liability	**–**	**–**	**–**	**7,160**	**–**	**7,160**
Short-term loans	**2,000,000**	**-**	**300,000**	**–**	**–**	**2,300,000**
Due to stockholders	**–**	**–**	**16,585**	**–**	**–**	**16,585**
Lease liabilities [b]	**–**	**74,410**	**291,056**	**1,559,191**	**3,072,058**	**4,996,715**
Long-term loans [c]	**–**	**424,989**	**1,492,099**	**21,592,277**	**26,455,839**	**49,965,204**
Notes payable	**–**	**–**	**–**	**–**	**35,321,611**	**35,321,611**
Other noncurrent liabilities [d]	**–**	**–**	**–**	**172,774**	**–**	**172,774**
	₱ 7,372,344	**₱ 1,928,909**	**₱ 5,618,035**	**₱ 23,687,149**	**₱ 64,850,068**	**₱ 103,456,505**

[a] *Excluding current portion of vacation and sick leave accruals.*
[b] *Gross contractual payments.*
[c] *Including contractual interest payments.*
d. *Excluding contract liabilities.*

	December 31, 2022 (Audited)					
	On Demand	Less than 3 Months	3 to 12 Months	More than 1 Year to 5 Years	More than 5 Years	Total
Accounts payable and other current liabilities:						
Trade and nontrade accounts payable	₱5,293,784	₱654,599	₱247,315	₱8,144	₱–	₱6,203,842
Retention payable	12,946	35,220	109,939	–	–	158,105
Accrued expenses [a]	1,930,807	1,993,145	786,139	–	–	4,710,091
Accrued interest	210,510	–	–	272,580	–	483,090
Due to related parties	1,782,157	–	–	–	–	1,782,157
Others	187,227	–	–	–	–	187,227
Derivative Liability	–	3,012	–	–	–	3,012
Short-term loans	–	–	2,900,000	–	–	2,900,000
Due to stockholders	–	–	–	16,585	–	16,585
Lease liabilities [b]	–	96,609	238,677	1,452,701	3,177,193	4,965,180
Long-term loans [c]	–	282,312	1,212,849	14,963,582	20,202,233	36,660,976
Notes payable	–	–	–	35,522,654	–	35,522,654
Other noncurrent liabilities [d]	–	–	–	827,643	–	827,643
	₱9,417,431	₱3,064,897	₱5,494,919	₱53,063,889	₱23,379,426	₱94,420,562

[a] *Excluding current portion of vacation and sick leave accruals.*
[b] *Gross contractual payments.*
[c] *Including contractual interest payments.*
d. *Excluding contract liabilities.*

As at March 31, 2023 and December 31, 2022, the profile of financial assets used to manage the Group's liquidity risk is as follows:

	March 31, 2023 (Unaudited)				
	On Demand	**Less than 3 Months**	**3 to 12 Months**	**Over 12 Months**	**Total**
Loans and receivables:					
Current:					
Cash and cash equivalents	**₱34,963,879**	**₱–**	**₱–**	**₱–**	**₱34,963,879**
Short-term investments	–	–	–	–	–
Accounts and Notes Receivables:					
Accounts and other Receivable	**5,185,580**	**904,495**	**2,234,750**	–	**8,324,825**
Notes receivable	**18,994,513**	**5,139,062**	**1,159,076**	–	**25,292,651**
Interest receivable	**5,788,284**	**100,470**	**285,325**	–	**6,174,079**
Noncurrent:					
Receivables:					
Accounts and other receivable	–	–	–	**1,425,261**	**1,425,261**
Notes receivable	–	–	–	**7,614,021**	**7,614,021**
Interest receivable	–	–	–	**3,428,052**	**3,428,052**
Derivative assets		–	–	**514,899**	**514,899**
Other financial assets at amortized cost	–	–	–	**20,802,848**	**20,802,848**
Financial assets at FVOCI:					
Quoted	–	–	–	**1,822**	**1,822**
Unquoted	–	–	–	**721,890**	**721,890**
	₱64,932,256	**₱6,144,027**	**₱3,679,151**	**₱34,508,793**	**₱109,264,227**

	December 31, 2022 (Unaudited)				
	On Demand	Less than 3 Months	3 to 12 Months	Over 12 Months	Total
Loans and receivables:					
Current:					
Cash and cash equivalents	₱34,630,011	₱–	₱–	₱–	₱34,630,011
Accounts and Notes Receivables:					
Accounts and other receivable	9,161,537	236,161	1,011,167	–	10,408,865
Notes receivable	13,232,751	421,179	4,318,712	–	17,972,642
Interest receivable	2,267,021	–	–	2,905,991	5,173,012
Noncurrent:					
Receivables:					
Accounts and other receivable	–	–	–	1,529,673	1,529,673
Notes receivable	–	–	–	11,974,612	11,974,612
Interest receivable	–	–	–	2,905,991	2,905,991
Derivative assets		–	–	617,139	617,139
Other financial assets at amortized cost	–	–	–	22,545,316	22,545,316
Financial assets at FVOCI:					
Quoted	–	–	–	1,822	1,822
Unquoted	–	–	–	365,022	365,022
	₱59,291,320	₱657,340	₱5,329,879	₱42,845,566	₱108,124,105

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2022 and 2021, the Group has fixed rate financial instruments measured at fair value.

The Group's exposure to interest rate risk relates primarily to long-term debt obligations that bear floating interest rate. The Group generally mitigates risk of changes in market interest rates by constantly monitoring fluctuations of interest rates and maintaining a mix of fixed and floating interest-bearing loans. Specific interest rate risk policies are as follows:

Market Risk
Market risk is the risk that the value of an investment will decrease due to drastic adverse market movements that consist of interest rate fluctuations affecting bid values or fluctuations in stock market valuation due to gyrations in offshore equity markets or business and economic changes. Interest rate, foreign exchange rates and risk appetite are factors of a market risk as the summation of the three defines the value of an instrument or a financial asset.

Equity Price Risk
Equity price risk is the risk to earnings or capital arising from changes in stock exchange indices relating to its quoted equity securities. The Group's exposure to equity price risk relates primarily to its financial assets at FVOCI.

Commodity Price Risk

Cash flow hedges
The Group defines Commodity Price Risk as the risk of realizing reduced profit margins and/or increasing the volatility of future earnings that are affected by the pricing variability and uncertainty in coal and fuel supply and any associated foreign exchange risk. The risk is measured based on potential downside impact of market volatility to target earnings.

To manage Commodity Price Risk, the Group develops a Coal and Fuel Hedging Strategy aimed to:
- Manage the risk associated with unexpected increase in coal and fuel prices which affect the target Profit & Loss of the Group
- Determine the Hedge Item and appropriate Hedging Instrument to use, including but not limited to price, amount and tenor of the hedge to reduce the risk to an acceptable level
- Reduce Mark-to-Market impact of hedges by qualifying the hedging transaction for hedge accounting

Only the Group's Chief Executive Officer and Chief Finance Officer are authorized to make coal and bunker fuel oil hedging decisions for the Group. All executed hedges go through a stringent approval process to justify the tenor, price and volume of the hedge to be undertaken.

Monitoring and assessment of the hedge effectiveness and Coal and Fuel Hedging Strategy are reviewed periodically by the Commercial Operations. Continuation, addition, reduction and termination of existing hedges are decided by the Head of CO and any material change in permissible hedging instrument, counterparties and limits are elevated to the BOD for approval.

The Group purchases coal and bunker fuel oil on an ongoing basis for its operating activities in the thermal energy power generators, composed of SLTEC and other diesel power plants (CIPP, One Subic Power, Bulacan Power). The increased volatility in coal and fuel oil price over time led to entering in commodity swap contracts. The forecasted volumes are determined based on each plant's projected operating capacity, plant availability, required monthly consumption and storage capacity.

These contracts are expected to reduce the volatility attributable to price fluctuations. Hedging the price volatility of forecast coal and bunker fuel oil purchases is in accordance with the risk management strategy outlined by the Board.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange and commodity swap contracts match the terms of the expected highly probable forecast transactions (i.e., notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange and commodity swap contracts are identical to the hedged risk components. To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the hedged items and the hedging instruments
- Different indexes (and accordingly different curves) linked to the hedged risk of the hedged items and hedging instruments
- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amount of cash flows of hedged items and hedging instruments

The Group is holding the following foreign exchange and commodity swap contracts:

	Maturity						
	< 1 month	**1-3 months**	**4-6 months**	**7-9 months**	**10-12 months**	**>12 months**	**Total**
As at March 31, 2023							
Foreign exchange forward contracts							
Notional amount ($000)	$17,194	$726	$–	$–	$–	$–	$17,920
Average forward rate ($/₱)	54.55	54.57	–	–	–	–	
As at December 31, 2022							
Foreign exchange forward contracts							
Notional amount ($000)	$10,600	$4,115	$–	$–	$–	$–	$14,715
Average forward rate ($/₱)	55.63	56.78	–	–	–	–	
Fuel							
Notional amount (in Metric Tons)	16,800	–	–	–	–	–	16,800
Notional amount (in $000)	($461)	$–	$–	$–	$–	$	($461)
Average hedged rate ($ per Metric ton)	327.97	–	–	–	–	–	
Coal							
Notional amount (in Metric Tons)	9,000	–	–	–	–	1,950	10,950
Notional amount (in $000)	$846	$–	$–	$–	$–	$39	$885
Average hedged rate ($ per Metric ton)	408.63	–	–	–	–	–	

The impact of the hedging instruments on the consolidated statements of financial position are as follows:

	Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring ineffectiveness for the period
As at March 31, 2023				
Foreign exchange forward contracts	**$17,920**	**(₱3,435)**	**Accounts payable and other current liabilities**	**(₱3,435)**
As at December 31, 2022				
Foreign exchange forward contracts	$14,715	(₱3,012)	Accounts payable and other current liabilities	(₱3,012)
Commodity swap contracts – Fuel	$16,800	11,604	Other current assets	8,703
Commodity swap contracts – Fuel		(37,500)	Other noncurrent liabilities	(28,125)
Commodity swap contracts – Coal	$10,950	49,666	Other current assets	35,603

The impact of hedged items on the consolidated statements of financial position are as follows:

	Change in fair value used for measuring ineffectiveness	Cash flow hedge reserve	Cost of hedging reserve
As at March 31, 2023			
Highly probable forecast purchases	**(₱3,435)**	**₱–**	**₱–**
As at December 31, 2022			
Highly probable forecast purchases	₱55,500	(₱51,722)	₱–
Highly probable forecast purchases	(3,012)	–	–
Fuel purchase	8,703	–	–
Fuel purchase	(28,125)	–	–
Coal purchase	35,603	–	–
Highly probable forecast purchases	₱55,500	(₱51,722)	₱–

The effect of the cash flow hedge in the consolidated statements of comprehensive income are as follows:

	Total hedging gain/(loss) recognized in OCI	Ineffectiveness recognized in profit or loss	Line item in consolidated statements of comprehensive income	Cost of hedging recognized in OCI	Amount reclassified from OCI to profit or loss	Line item in the statement of profit or loss
As at March 31, 2023						
Foreign exchange forward contracts	**₱–**	**(₱3,435)**	**Other income (expense)**	**₱–**	**₱–**	**₱–**
As at December 31, 2022						
Foreign exchange forward contracts	**₱–**	**(₱3,012)**	**Other income (expense)**	**₱–**	**₱–**	**₱–**
Foreign exchange forward contracts	**55,500**	–	**Unrealized fair value gains on derivative instruments designated as hedges**	–	–	–
Commodity swap contracts - Fuel	**8,703**	–	**Unrealized fair value gains on derivative instruments designated as hedges**	–	–	–
Commodity swap contracts - Fuel	**(28,125)**	–	**Unrealized fair value gains on derivative instruments designated as hedges**	–	–	–
Commodity swap contracts - Coal	**35,603**	–	**Unrealized fair value gains on derivative instruments designated as hedges**	–	–	–

<u>Monitoring of Risk Management Process</u>

Risk management is regarded as a core competency, thus review of processes and approval processes including periodic audit are practiced and observed as follows:

- Enterprise risk assessments are refreshed on an annual basis. Risk assessments at the plant level are also conducted for operational risks. Insurance coverage is also reviewed annually by the Insurance Committee.
- Monthly Treasury meetings are scheduled where approved strategies, limits, mixes are challenged and rechallenged based on current and forecasted developments on the financial and political events.

- Monthly management reports are submitted to the Operations Management Committee that includes updates from the various business and functional units, including market updates. This includes updates on financials, leverage, operations, health and safety, human resources, sustainability, and other risk areas.
- Annual planning sessions are conducted to set the targets for the Group, and these are revisited at midyear to review the progress and risks related to the accomplishment of these targets.
- Annual teambuilding sessions are organized as a venue for the review of personal goals, corporate goals and professional development.
- One on one coaching sessions are scheduled to assist, train and advise personnel.
- Periodic review of Treasury risk profile and control procedures.
- Periodic specialized audit is performed to ensure active risk oversight.

Capital Management
The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or acquire long-term debts.

The Group monitors capital using a gearing ratio of debt to equity and net debt to equity.

Debt consists of short-term and long-term debts of the Group. Net debt includes short-term and long-term debts less cash and cash equivalents, short-term investments and restricted cash. The Group considers its total equity as capital.

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Short-term debt (Note 13)	**₱2,300,000**	₱2,900,000
Long-term debt (Note 13)	**69,433,629**	60,864,602
Total debt	**71,733,629**	63,764,602
Less:		
Cash and cash equivalent (Note 4)	**34,963,879**	34,630,011
Short-term investments (Note 11)	**–**	528
Restricted cash (Note 4)	**–**	–
Net debt	**36,769,750**	29,134,063
Total equity	**143,908,060**	149,593,443
Debt to equity	**49.85%**	42.63%
Net debt to equity	**25.55%**	19.48%

The Group closely monitors its debt covenants and maintains a capital expenditure program and dividend declaration policy that keep the compliance of these covenants into consideration. The Group is not subject to externally imposed capital requirements.

25. **Fair Values**

The table below presents the carrying values and fair values of the Group's financial assets and financial liabilities, by category and by class, as at March 31, 2023 and December 31, 2022:

	March 31, 2023 (Unaudited)			
		Fair Value		
	Carrying Value	**Quoted Prices in Active Markets (Level 1)**	**Significant Observable Input (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets				
Financial assets at FVTPL	**₱2,094,014**	**₱744,744**	**₱1,349,270**	**₱–**
Financial assets at FVOCI	**723,712**		**723,712**	**–**
Other financial assets at amortized cost	**20,802,848**	**–**	**–**	**15,182,844**
Derivative asset*	**514,899**	**–**	**514,899**	**–**
Refundable deposits**	**111,761**	**–**	**–**	**117,363**
Trade receivables***	**845,356**	**–**	**–**	**874,354**
Receivables from third parties****	**1,116,003**	**–**	**–**	**1,116,003**
	₱26,208,593	**₱744,744**	**₱2,587,881**	**₱17,290,564**
Liabilities				
Notes payable	**₱31,554,877**	**₱–**	**₱–**	**₱29,115,662**
Long-term debt	**37,878,752**	**–**	**–**	**38,786,258**
Deposit payables and other liabilities*****	**–**	**–**	**–**	**–**
Derivative liability******	**7,160**	**–**	**7,160**	**–**
Lease liabilities	**4,937,448**	**–**	**–**	**3,538,945**
	₱74,378,237	**₱–**	**₱7,160**	**₱71,440,865**

** Included under "Other current assets" account.*
*** Included under "Other noncurrent assets" account.*
**** Included under "Receivables" and "Other noncurrent assets" accounts and pertain to FIT adjustments and multilateral agreement with PEMC*
***** Included under "Receivables"*
****** Included under "Accounts payable and other current liabilities" and "Other noncurrent liabilities" accounts.*
******* Included under "Other noncurrent Liabilities"*

	December 31, 2022 (Audited)			
		Fair Value		
	Carrying Value	Quoted Prices in Active Markets (Level 1)	Significant Observable Input (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Financial assets at FVTPL	₱1,302,886	₱–	₱1,302,885	₱–
Financial assets at FVOCI	366,844		366,844	–
Other financial assets at amortized cost	21,260,907	–	–	18,623,291
Derivative asset*	617,139	–	617,139	–
Refundable deposits**	109,718	–	–	109,608
Trade receivables***	906,343	–	–	937,789
Receivables from third parties****	51,025	–	–	51,025
	₱24,614,862	₱–	₱2,286,868	₱19,721,713
Liabilities				
Notes payable	₱32,093,314	₱–	₱–	₱28,638,196
Long-term debt	28,771,288	–	–	28,282,078
Deposit payables and other liabilities*****	92,667	–	91,522	–
Derivative liability******	37,500	–	37,500	–
Lease liabilities	4,465,021	–	–	3,391,140
	₱65,459,790	₱–	₱129,022	₱60,311,414

** Included under "Other current assets" account.*
*** Included under "Other noncurrent assets" account.*
**** Included under "Receivables" and "Other noncurrent assets" accounts and pertain to FIT adjustments and multilateral agreement with PEMC*
***** Included under "Receivables" and "Other noncurrent assets" accounts.*
****** Included under "Accounts payable and other current liabilities" and "Other noncurrent liabilities" accounts.*

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following methods and assumptions are used to estimate the fair values of each class of financial instruments:

Cash and Cash Equivalents, Short-term Investment, Receivables, Accounts Payable and Other Current Liabilities and Due to Stockholders
The carrying amounts of cash and cash equivalents, short-term investment, receivables, accounts payable and other current liabilities and due to stockholders approximate their fair values due to the relatively short-term maturities of these financial instruments.

Financial Asset at FVTPL and FVOCI
Quoted market prices have been used to determine the fair values of quoted financial assets at FVOCI.

For unquoted financial assets at FVTPL and FVOCI, management uses the discounted cash flow technique in estimating the fair value of the financial instruments. Based on the financial performance and financial position of the investee entity which is a related party investment company, management estimates the amount and timing of the future cash inflow arising from redemption of preferred shares.

Other Financial Assets at Amortized Cost
This includes investments in redeemable preferred shares and convertible loans. The estimated fair value is based on the discounted value of future cash flows using the prevailing credit adjusted risk-free rates that are adjusted for credit spread.

Noncurrent trade receivables, Receivables from third parties, Refundable Deposits, Deposits Payable and Other Liabilities
Estimated fair value is based on present value of future cash flows discounted using the prevailing BVAL rates that are specific to the tenor of the instruments’ cash flows at the end of the reporting period.

Long-Term Loans
The estimated fair value is based on the discounted value of future cash flows using the prevailing credit adjusted risk-free rates that are adjusted for credit spread. Interest rates used in discounting cash flows ranged from 1.03% to 9.13% and 4.40% to 7.10% as at December 31, 2022 and 2021, respectively.

Notes Payable
The estimated fair value is based on the discounted value of future cash flows using the prevailing credit adjusted risk-free rates that are adjusted for credit spread. Interest rates used in discounting cash flows is 6.47% and 4.40% as at December 31, 2022 and 2021 respectively.

Derivative asset and liability
The fair value of the derivative asset and liability is determined using valuation techniques with inputs and assumptions that are based on market observable data and conditions and reflect appropriate risk adjustments that market participants would make for risks existing at the end of each reporting period.

26. Operating Segment Information

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

For management purposes, the Group is organized into the following business units:

- Philippines, which includes:
  1. Retail Electricity Supply (RES) or Commercial Operations (CO)
  2. Renewables - generation, transmission, distribution, and supply of electricity using renewable sources such as solar, wind, and geothermal resources
  3. Thermal - generation, transmission, distribution, and supply of electricity using conventional ways of energy generation
  4. Project development
  5. Leasing
  6. bulk water supply, and
  7. Petroleum and exploration.

- International represents the operations of ACRI, which is the holding company for all offshore investments. This includes earnings from the international renewable investments, as well as project development expenses and overhead expenses for the various renewable power projects in the pipeline

- Parent and Others represents operations of the Parent Company (excluding RES / CO) and ACE Shared Services, Inc. This also includes interest expense incurred by ACEN Finance Limited.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. The chief operating decision-maker (CODM) has been identified as the chief executive officer. The CODM reviews the Group’s internal reports to assess performance of the Group.

Revenue earned from a single external customer amounted to ₱2,694.66 million and ₱2,095.00 million for the three-month period ended March 31, 2023 and 2022, respectively, which accounted for more than 10% of the consolidated revenues from external customers, arise from sales in the Philippine Segment.

Intersegment transfers or transactions are entered into under the normal commercial terms and conditions that would also be available to unrelated third parties. Segment revenue, segment expense and segment results are shown net of transfers between operating segments. Those transfers are eliminated in consolidation.

The following tables regarding operating segments present revenue and income information for the three-month period ended March 31, 2023 and 2022 and assets and liabilities as at March 31, 2023 and December 31, 2022:

	For the three months ended March 31, 2023 (Unaudited)			
	Philippines	International	Parent and Others	Consolidated
Revenues				
Revenue from sale of electricity	₱8,965,569	₱57,445	₱–	₱9,023,014
Rental income	17,213	–	–	17,213
Other revenues	3,621	6,516	85,338	95,475
	8,986,403	63,961	85,338	9,135,702
Costs and expenses				
Costs of sale of electricity	8,119,401	–	–	8,119,401
General and administrative expenses	30,123	503,206	647,058	1,180,387
	8,149,524	503,206	647,058	9,299,788
Interest and other finance charges	(119,710)	(375,568)	(169,136)	(664,414)
Equity in net income of associates and joint ventures	462,042	516,443	–	978,485
Other income – net	408,659	1,503,524	162,002	2,074,185
Net income (loss) before income tax	1,587,870	1,205,154	(568,854)	2,224,170
Provision for (benefit from) income tax	51,161	(266,536)	(2,691)	(218,066)
Segment net income (loss)	₱1,536,709	₱1,471,690	(₱566,163)	₱2,442,236
Other disclosures				
Depreciation and amortization	326,299	15,480	79,044	420,823
Capital expenditures	5,866,556	–	–	5,866,556
Provision for impairment of property, plant and equipment, advances to contractors and investment in an associate	767	–	–	767

	As at March 31, 2023 (Unaudited)			
Operating assets	₱27,945,507	₱86,543,694	₱119,163,159	₱233,652,360
Operating liabilities	₱4,104,259	₱44,838,726	₱40,801,315	₱89,744,300
Other disclosures:				
Investments in associates and joint ventures	₱10,822,698	₱14,578,143	₱–	₱25,400,841
Pension & other employment benefits	37,770	–	38,193	75,963

	For the three months ended March 31, 2022 (Unaudited)			
	Philippines	International	Parent and Others	Consolidated
Revenues				
Revenue from sale of electricity	₱7,358,378	₱–	₱–	₱7,358,378
Rental income	17,053	–	–	17,053
Dividend income	–	3,635	–	3,635
Other revenues	7,797	6,339	9,404	23,540
	7,383,228	9,974	9,404	7,402,606
Costs and expenses				
Costs of sale of electricity	7,868,134	–	–	7,868,134
General and administrative expenses	220,030	29,064	35,876	284,970
	8,088,164	29,064	35,876	8,153,104
Interest and other finance charges	(243,217)	(22,552)	(238,545)	(504,314)
Equity in net income of associates and joint ventures	216,209	128,264	–	344,473
Other income - net	8,268	1,088,439	123,099	1,219,806
Net income (loss) before income tax	(723,676)	1,175,061	(141,917)	309,468
Provision for (benefit from) income tax	(295,945)	(21,163)	(125,870)	(442,978)
Segment net income (loss)	(₱427,731)	₱1,196,224	(₱16,047)	₱752,446
Other disclosures				
Depreciation and amortization	527,449	27	26,787	554,263
Capital expenditures	1,981,533	–	461,787	2,443,320
Provision for impairment of property, plant and equipment, advances to contractors and investment in an associate	26,485	–	–	26,485

	As at December 31, 2022 (Audited)			
Operating assets	₱37,606,942	₱92,551,857	₱102,613,764	₱232,772,563
Operating liabilities	₱11,531,664	₱36,852,019	₱34,795,437	₱83,179,120
Other disclosures:				
Investments in associates and joint ventures	₱10,392,685	₱14,373,748	₱–	₱24,766,433
Pension & other employment benefits	38,804	–	38,193	76,997

<u>Adjustments and Eliminations</u>

Interest on parent loans and other financial income, including fair value gains and losses on financial assets, are not allocated to individual segments as the underlying instruments are managed on a group basis. Likewise, certain operating expenses and finance-related charges are managed on a group basis and are not allocated to operating segments. Allocable operating expenses have been allocated as applicable.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

Capital expenditures consist of additions to property, plant and equipment. Investments and advances consist of investments and cash advances to the Group's associates and joint ventures.

Other income - Net includes interest and other financial income from investments in redeemable preferred shares of associates and joint ventures and from development loans and advances to these associates and joint ventures, guarantee fee income, reversal of allowance for impairment of advances to contractors and impairment of investments in joint venture, tax credits on real property taxes, gain (loss) on derivatives, gain on sale of by-product, claims on insurance, foreign exchange gain (loss), gain (loss) on sale of property, plant and equipment, mark-to market gains, fees on advisory services, and other miscellaneous income (expense) which are allocated to operating segments.

27. Supplemental Cash Flows Information

The non-cash investing activities of the Group for the three-month period ended March 31, 2023 and 2022 are as follow:

	Three-Month Period Ended March 31 (Unaudited)	
	2023	2022
Non-cash additions to property, plant and equipment	**₱–**	₱33,334
Reclassifications to (from):		
Property, plant and equipment	**2,982,377**	9,420
Investments in associates and joint ventures	**27,320**	–
Investments in other financial assets at amortized cost	**(27,320)**	–
Creditable withholding taxes	**(342,454)**	(160,731)
Noncurrent assets held for sale	**–**	68,512

Movements in the Group's liabilities from financing activities for the three-month period ended March 31, 2023 and 2022 are as follows:

	January 1, 2023	**Availments/ Proceeds**	**Payments**	**Others**	**March 31, 2023**
Current portion of:					
Short-term loans	**₱2,900,000**	**₱2,300,000**	**(₱2,900,000)**	**₱–**	**₱2,300,000**
Long-term loans	**719,385**	**–**	**(138,636)**	**505,431**	**1,086,180**
Lease liabilities	**258,562**	**–**	**(29,058)**	**108,512**	**338,016**
Interest payable	**483,090**	**–**	**(688,484)**	**558,471**	**353,077**
Due to stockholders	**16,585**	**–**	**(379,911)**	**379,911**	**16,585**
Noncurrent portion of:					
Notes payable	**32,093,314**	**–**	**–**	**(538,437)**	**31,554,877**
Long-term loans	**28,051,903**	**9,533,898**	**–**	**(793,229)**	**36,792,572**
Lease liabilities	**4,206,459**	**–**	**–**	**392,973**	**4,599,432**
Other noncurrent liabilities	**827,643**	**–**	**(370,129)**	**183,441**	**640,955**
Total liabilities from financing activities	**₱69,556,941**	**₱11,833,898**	**(₱4,506,218)**	**₱797,073**	**₱77,681,694**

	January 1, 2022 (Audited)	Availments/ Proceeds	Payments	Others	March 31, 2022 (Unaudited)
Current portion of:					
Short-term loans	₱–	₱3,237,020	₱–	₱–	₱3,237,020
Long-term loans	824,488	–	(114,136)	120,643	830,995
Lease liabilities	536,950	–	(61,044)	(283,269)	192,637
Interest payable	448,919	–	(492,178)	431,351	388,092
Due to stockholders	16,585	–	(352,344)	352,344	16,585
Noncurrent portion of:					
Notes payable	20,195,054	–	–	481,338	20,676,392
Long-term loans	20,117,733	2,000,000	–	(79,418)	22,038,315
Lease liabilities	2,159,302	–	–	225,388	2,384,690
Other noncurrent liabilities	2,736,920	618,375	–	217,304	3,572,599
Total liabilities from financing activities	₱47,035,951	₱5,855,395	(₱1,019,702)	₱1,465,681	₱53,337,325

28. Provisions and Contingencies

Tax assessments:

On August 20, 2014, ACEN distributed cash and property dividends in the form of shares in ENEX after securing SEC's approval of the registration and receipt of CAR from the BIR.

On October 22, 2014, ACEN received from the BIR a Formal Letter of Demand ("FLD"), assessing ACEN for a total donor's tax due of ₱157.75 million inclusive of penalty and interest up to September 30, 2014.

On November 21, 2014, ACEN and its independent legal counsel filed an administrative protest in response to the FLD, on the following grounds:
1. The dividend distribution is a distribution of profits by ACEN to its stockholders and not a "disposition" as contemplated under Revenue Regulations Nos. 6-2008 and 6-2013 which would result in the realization of any capital gain of ACEN;
2. ACEN did not realize any gain or increase its wealth as a result of the dividend distribution; and,
3. There was no donative intent on the part of ACEN.

On May 27, 2015, ACEN received from the BIR a Final Decision on Disputed Assessment ("FDDA") denying the protest.

On June 25, 2015, ACEN filed with the Court of Tax Appeals ("CTA") a Petition for Review seeking a review of the FDDA and requesting the cancellation of the assessment.

In its decision dated September 28, 2018, the CTA Third Division granted ACEN's petition and ordered the cancellation and withdrawal of the FLD (the "CTA Third Division Decision"). On January 18, 2019, the CTA denied the Commissioner of Internal Revenue's ("CIR") motion for reconsideration ("CTA Resolution"). On February 22, 2019, the CIR filed a petition for review with the CTA *en banc* seeking the reversal of the CTA Third Division's Decision and CTA Resolution. On July 21, 2020, the CTA *en banc* upheld the CTA Third Division Decision and denied the CIR's petition. The CIR filed a motion for reconsideration dated August 26, 2020. In response, ACEN filed its Comment/ Opposition. As at May 9, 2023, the CIR's motion for reconsideration has not been resolved by the CTA *en banc*.

Claims for tax refund

a. On May 19, 2022, Guimaras Wind received a copy of the Decision of the CTA En Banc dated May 17, 2022 denying Guimaras Wind 's Petition for Review for lack of merit. The CTA en banc affirmed the decision dated January 3, 2020 and Resolutions dated July 1, 2020 and September 23, 2020, both rendered by the CTA Third Division, which partially granted Guimaras Wind 's claim for the refund of or the issuance of a tax credit certificate in the reduced amount of ₱16,149,514, out of the total amount claimed of ₱335,759,253, representing Guimaras Wind's excess and unutilized input value-added tax for Q3 and Q4 of 2014 and Q1 and Q2 of 2015. Guimaras Wind filed its Motion for Reconsideration (MR) to the CTA En Banc on June 3, 2022.

   On June 27, 2022, Guimaras Wind received a Resolution from the CTA En Banc directing Guimaras Wind to file its Comment to the MR filed by the Commissioner of Internal Revenue within five (5) days from receipt of the said Resolution. Consequently, Guimaras Wind complied with the Resolution and filed its Comment to the CTA En Banc on July 4, 2022. The case remains pending with the CTA En Banc.

   On January 17, 2023, the CTA EB issued a Resolution reiterating its Decision dated May 17, 2022, which in turn affirmed the CTA Third Division's Decision limiting the Guimaras Wind's entitlement to refund to a reduced amount of ₱16,149,514.

   The CTA EB held that the Certificate of Endorsement (COE) from the Department of Energy (DOE) and the Certificate of Compliance (COC) from the Energy Regulatory Commission (ERC) are both required in order for Guimaras Wind to properly avail VAT zero-rating incentives. The CTA EB also rejected the Guimaras Wind's position that its application for COC should be deemed "provisionally approved" six months from the filing of its application for a COC with the ERC.

   On February 3, 2023, Guimaras Wind filed a Motion for Extension of Time to File Petition for Review on Certiorari with the Supreme Court. On March 6, 2023, the Company filed the Petition.

b. In 2017, SACASOL filed a Petition for Review with the CTA regarding the disallowed claim of 2015 input VAT amounting to ₱40.62 million. On February 3, 2021, CTA Third Division denied the Petition of SACASOL. Subsequently, SACASOL filed a Motion for Reconsideration (MR), a Supplement to the MR, and a Second Supplement to the MR. On September 22, 2021, CTA Third Division issued a resolution denying the Motion for Reconsideration.

   As of April 12, 2022, the Petition for Review is already submitted for Decision. On February 2, 2023, SACASOL elevated and filed a Petition for Review before the CTA En Banc.

Compliance with Must Offer Rule
On October 4, 2018, CIPP, One Subic Power, Bulacan Power and the Parent Company received a letter from PEMC for pending investigation of trading intervals covering periods from 2014 to 2018. The scope of the investigation covers possible non-compliance with the Must Offer Rule (MOR) and with the Real-Time Dispatch (RTD) or System Operator Instructions.

On October 28, 2020 and August 17, 2021, the PEMC Board cleared CIP and found no breaches from August 2014 to December 2015. On June 3, 2022, the PEMC Board cleared OSPGC and found no breaches for the period May to December 2014 period. In the May 2022 meeting, PEMC met with trading participants with pending investigations and discussed a shortened process in the investigation while at the same time ensuring due process for all participants. The shortened process will adopt the current PEMC process of frequently flagging the trading participant of the intervals under investigation and requesting for immediate replies and dispensing with lengthy discussions in its investigation reports. At present, the PEMC is still finishing all its investigations.

Refund of Market Transaction Fee from PEMC
On July 9, 2020, the ERC issued its Decision on ERC Case 2015-160 RC ordering PEMC to refund the over collection in the Market Transaction Fee (MTF) in 2016 and 2017. The ERC determined the over collection by getting the variance between the MTF collected in 2016 and 2017, and the ERC-Approved Budget of PEMC for the same period. The total refund was determined at ₱433.20 million which shall be apportioned among all the Luzon and Visayas participants. The ERC has directed PEMC to implement the refund over twelve (12) months beginning the next billing month upon receipt of the relevant Decision.

The PEMC filed a motion for reconsideration with the ERC. In an Order promulgated on June 11, 2021, the ERC resolved to deny the motion for reconsideration filed by the. The market level fee approved by the ERC in its Decision of July 2020 was implemented by the Independent Electricity Market Operator of the Philippines for the WESM market fee collection for the calendar year 2021.

29. Events After the Reporting Period

Monsoon Wind signs financing for its 600 MW wind project
On April 10, 2023, ACEN through its subsidiary ACRI, signed the financing documents for the non-recourse project financing for Monsoon Wind, the first wind power project in Lao People's Democratic Republic (PDR).

Monsoon Wind will construct, own, and operate a 600 MW wind power plant and its 500 kV transmission line in the Sekong and Attapeu provinces located in southeastern provinces of the Lao PDR. Monsoon Wind is also the first cross-border wind project in Southeast Asia.

Under the 25-year power purchase agreement, the electricity generated will be sold to Vietnam Electricity (EVN) through the Project Company's 500 kV transmission line.

The Monsoon Wind project is a partnership with ACEN, BCPG Public Company Limited, Impact Electrons Siam Limited, Mitsubishi Corporation and SMP Consultation and STP&I Public Company Limited. The project will be co-financed by the Asian Development Bank as lead arranger, Asia Infrastructure Investment Bank, Japan International Corporation Agency, the Export-Import Bank of Thailand, Hong Kong Mortgage Corporation Limited, Sumitomo Mitsui Banking Corporation, Kasikornbank, and Siam Commercial Bank.

Amendment of Articles of Incorporation
On March 7, 2023, during the regular meeting, the Parent Company's BOD approved the amendment to the Seventh Article of the Articles of Incorporation to reclassify 100.00 million unissued Common Shares into Redeemable Preferred Shares, with par value of ₱1.00 per share.

On April 24, 2023, during the annual special stockholder's meeting, the stockholders representing at least 2/3 of the Parent Company's authorized capital stock approved the amendment.

ANNEX B

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial position and results of operations of ACEN and its subsidiaries should be read in conjunction with the unaudited interim consolidated financial statements as at March 31, 2023, for the three-month period ended March 31, 2023 and 2022 and the audited consolidated financial statements as at December 31, 2022. The unaudited interim consolidated financial statements have been prepared in accordance with Philippine Accounting Standards ("PAS") 34, *Interim Financial Reporting*.

2023

Corporate Highlights:

- On February 1, 2023, ACRI and UPCAPH signed an Instrument of Transfer for the transfer to ACRI of UPCAPH's remaining 4,766 ordinary shares in UPC-ACE Australia, which completes the second and final tranche of ACRI's acquisition of ACEN Australia. The acquisition transformed the previously UPC Renewables Australia Pty. Ltd. joint venture into ACEN Australia Pty. Ltd., the Group's first wholly owned development and operating platform outside of the Philippines.

- In March 2023, ACEN signed a partnership with BrightNight, a US-based renewable power company, to develop, construct, and operate at least 1.2 GW of large-scale hybrid wind-solar and round-the-clock renewable power projects in India.

- That same month, ACEN, through joint venture company UPC Power Solutions LLC, signed a Purchase and Sale Agreement with GlidePath Power Solutions LLC for the acquisition of a portfolio of eight operating wind projects totaling 136 MW in northern Texas, USA, subject to regulatory approvals. This milestone marks ACEN's anticipated entry into the fast-growing American renewables market as it expands its geographic footprint beyond the Asia Pacific region.

- ACEN recently announced the completion of a robust Net Zero roadmap that includes near-term emission reduction targets aligned with the GHG Protocol and the latest climate-science and long-term targets that are consistent with the deep decarbonization of the power sector. This makes ACEN the first energy company in Southeast Asia to take this critical step towards achieving Net Zero, providing an accountable and transparent framework for monitoring progress.

Operating Highlights:

- ACEN currently has ~4,200 MW (megawatts) of attributable capacity of operational and projects under construction in the Philippines and across the region, of which ~4,100 MW, or 98%, is renewable. This puts the Group in a strong position to reach its 20-GW RE (gigawatt renewable) target by 2030, towards its vision of becoming the largest listed renewables platform in Southeast Asia.

- Total attributable renewables output showed double-digit growth, rising 20% to 1,058 GWh in the first quarter. Renewables generation from Philippine operations increased by a significant 31% to 310 GWh with the absence of the prior year's curtailment in the Visayas, driven by new operating solar capacity and a stronger wind regime in the north. On the other hand, greater wind resources in Vietnam drove the 15% increase in International output to 748 GWh, with contributions from the partial commissioning of New England Solar Phase 1 in Australia and improved geothermal availability in Indonesia

Financial Highlights:

- The Group posted consolidated net income attributable to equity holders of the Parent Company amounting to **₱2,025.91 million** for the first quarter of 2023 compared to **₱405.03 million** net income in the same period last year.

The tables below summarize the consolidated results of operations of the Group's revenues, costs and expenses for the first quarter ended March 31, 2023 and 2022.

Revenues

	Jan - Mar		Increase (Decrease)	
In thousand Pesos	**2023**	**2022**	**Amount**	**%**
Revenue from sale of electricity	9,023,014	7,358,378	1,664,636	23%
Rental income	17,213	17,053	160	1%
Dividend income	–	3,635	(3,635)	(100%)
Other revenue	95,475	23,540	71,935	306%

- **Revenue from sale of electricity** increased as a result of higher net generation due to better wind resources, as well as the start of commissioning of new power plants in the Philippines and in Australia. Last year includes the impact of curtailment in the Visayas plants and payment of customer buy-out fee.
- **Rental income** increased mainly coming from BCHC.
- **Dividend Income** in Q1 2022 came from UPC Sidrap, which is recognized as financial asset at FVOCI.
- **Other revenue** consists of management fees earned by ACEN from its joint venture and bulk water sales.

Costs and Expenses

	Jan - Mar		Increase (Decrease)	
In thousand Pesos	**2023**	**2022**	**Amount**	**%**
Cost of sale of electricity	8,119,401	7,868,135	251,266	3%
General and administrative	1,180,387	284,969	895,418	314%

- **Cost of sale of electricity** slightly increased by 3% with higher cost of purchased power under SLTEC AMA following the divestment of SLTEC starting November 2022.

- **General and administrative expenses** increased mainly driven by increase in manpower to complete renewables scale up and consolidation of ACEN Australia overhead starting November 2022.

Other Income and Expenses

	Jan – Mar		Increase (Decrease)	
In thousand Pesos	**2023**	**2022**	**Amount**	**%**
Interest and other finance charges	(664,414)	(504,313)	(160,101)	32%
Equity in net income of associates and joint ventures	978,485	344,473	634,012	184%
Other income – net	2,074,185	1,219,806	854,379	70%

- **Interest and other finance charges** went up from last year due to new borrowings in the second half of 2022 as well as additional availments of long-term and short-term loans during the period. This also reflects the higher interest rate environment.
- **Equity in net income of associates and joint ventures** increased largely coming from the wind plants in northern Luzon and in Vietnam due to stronger wind regime, as well as improved geothermal availability in Indonesia. Last year includes share in development losses incurred by ACEN Australia prior to consolidation in November 2022.
- **Other income** mainly comprised of interest and other financial income from investments in redeemable preferred shares, debt replacements, and development loans which increased by ₱498.35 million. This also includes gain from partial settlement of development loan, net fair value gains on investments in FVTPL, partly offset foreign exchange losses for the period (₱254.36 million).

Provision for (benefit from) income tax

	Jan – Mar		Increase (Decrease)	
In thousand Pesos	**2023**	**2022**	**Amount**	**%**
Current	**71,245**	41,722	29,523	71
Deferred income tax	**(289,311)**	(484,700)	195,389	(40)

- The increase in **provision for income tax - current** due to higher taxable income for the period.
- **Deferred income tax benefit** decreased mainly driven by lower deferred tax asset recognized on NOLCO that will be applied against future taxable income.

Material changes in Consolidated Statements of Financial Position accounts

In thousand pesos	**March 31, 2023**	**December 31, 2022**	**Increase (Decrease) Amount**	**%**
Current Assets				
Cash and cash equivalents	**₱34,963,879**	₱34,630,011	₱333,868	1
Accounts and notes receivable	**27,162,993**	30,503,231	(3,340,238)	(11)
Fuel and spare parts	**1,030,981**	806,986	223,995	28
Financial assets at fair value through profit or loss (FVTPL)	**786,534**	42,863	743,671	1,735
Current portion of:				
Input value added tax (VAT)	**2,142,682**	2,132,179	10,503	1
Creditable withholding taxes	**1,282,857**	940,403	342,454	36
Other current assets	**994,311**	966,907	27,404	3
Noncurrent Assets				
Investments in:				
Associates and joint ventures	**25,400,841**	24,766,433	634,408	3
Other financial assets at amortized cost	**20,802,848**	21,260,907	(458,059)	(2)
Financial assets at FVTPL	**1,307,480**	1,260,023	47,457	4
Financial assets at fair value through other comprehensive income (FVOCI)	**723,712**	366,844	356,868	97
Plant, property and equipment	**65,959,872**	58,398,228	7,561,644	13
Right-of-use assets	**4,386,270**	3,726,647	659,623	18
Accounts and notes receivable - net of current portion	**12,467,334**	16,387,729	(3,920,395)	(24)
Goodwill and other intangible assets	**22,736,364**	23,268,743	(532,379)	(2)
Net of current portion:				
Input VAT	**2,874,937**	2,336,747	538,190	23
Creditable withholding tax	**777,700**	752,317	25,383	3
Deferred income tax assets – net	**1,950,214**	1,730,194	220,020	13
Other noncurrent assets	**5,900,551**	8,495,171	(2,594,620)	(31)

- Increase in **Cash and cash equivalents** is attributed to cash generated from operations and availments of both short-term and long-term debts which used for investing activities for the period.
- Decrease in **Accounts and notes receivable** is mainly due to improved collections in trade receivables and loan repayments. This is partially offset by a loan extension of ₱4 billion to Greencore.
- **Fuel and spare parts** went up as a result of purchases in bunker fuels.
- Increase in **current portion of input VAT** mainly driven by input tax from purchases of various materials needed for construction and maintenance of various plants and services procured.
- **Creditable withholding tax** went up with increased revenues and minimal utilization of tax credits.
- **Other current assets** increased primarily due to prepaid taxes for permits and licenses to be amortized over the year.
- **Investments in associates and joint ventures** increased mainly due to investments in BrightNight, Monsoon, and UPC Power Solutions LLC with a total subscription of ₱367.58 million. Accumulated equity in net earnings increased by ₱978.48 million for the period largely coming from the wind plants in northern Luzon and in Vietnam due to stronger wind regime, as well as improved geothermal availability in Indonesia. Investments balance was reduced by dividends received from Phiwind/NLR (₱369.53 million) and CTA losses (₱366.37 million) with the appreciation of Philippine peso vs US dollar during the period.

- **Investments in other financial assets at amortized cost** include redeemable preferred shares and convertible loans. During the period, new investment was made in Impact Wind Investment amounting to ₱315.60 million. This is offset by the translation loss of US dollar denominated investments (Philippine peso appreciated) and recognition of impairment in Vietnam Wind.
- **Current and Noncurrent financial assets at FVTPL** pertains to Compulsorily Convertible Debentures (CCDs) from Masaya Solar. Masaya Solar is currently constructing the 420MW solar farm in the Central Indian state of Madhya Pradesh. The increase is mainly from listed shares received from the partial settlement of development loans.
- **Noncurrent financial assets at FVOCI** are largely the investment in UPC Sidrap and also include golf club shares and listed equity instruments. The increase is attributable to a reclassification of redeemable preferred shares of UPC-AC Energy Solar Limited.
- **Plant, property and equipment's** increase is from construction of Balaoi, San Marcelino, Cagayan, and New England Solar Farm 1. The Group also capitalized borrowing cost to these renewable projects under construction.
- **Right-of-use asset's** increased due to new lease contracts in 2023, mainly ACEN Australia.
- **Receivables - net of current portion** decreased primarily due to a Greencore debt replacement being reclassified to current following maturity date.
- **Goodwill & other intangible assets** decreased following translation loss on the goodwill from ACEN Australia.
- Majority of the balance of **Deferred tax asset** are from NOLCO of the Group.
- **Input VAT non-current** increased due to purchases for ongoing renewable projects.
- **Other non-current assets** include various advances to contractors for the ongoing project under construction and development. The decrease is mainly attributable to capitalization of developmental costs to appropriate property, plant and equipment account upon operation.

In thousand pesos			Increase (Decrease)	
	March 31, 2023	December 31, 2022	Amount	%
Current Liabilities				
Accounts payable and other current liabilities	**₱11,695,335**	₱13,322,569	(₱1,627,234)	(12)
Short-term loans	**2,300,000**	2,900,000	(600,000)	(21)
Current portion of:				
Long-term loans	**1,086,180**	719,385	366,795	51
Lease liabilities	**338,016**	258,562	79,454	31
Income and withholding taxes payable	**333,760**	479,435	(145,675)	(30)
Due to stockholders	**16,585**	16,585	–	–
Noncurrent Liabilities				
Notes payable	**31,554,877**	32,093,314	(538,437)	(2)
Long-term loans - net of current portion	**36,792,572**	28,051,903	8,740,669	31
Lease liabilities - net of current portion	**4,599,432**	4,206,459	392,973	9
Pension and other employee benefits	**75,963**	76,997	(1,034)	(1)
Deferred tax income liabilities - net	**310,625**	226,268	84,357	37
Other noncurrent liabilities	**640,955**	827,643	(186,688)	(23)
Equity				
Capital Stock	**39,691,895**	39,691,895	–	–
Additional paid-in capital	**107,492,243**	107,492,243	–	–
Other equity reserves	**(59,450,345)**	(56,585,740)	(2,864,605)	5
Unrealized fair value loss on equity instruments at FVOCI	**(128,358)**	(114,566)	(13,792)	12
Unrealized fair value gain on derivative instruments designated as hedges – net of tax	**114,724**	326,676	(211,952)	(65)
Remeasurement gain (loss) on defined benefit plans – net of tax	**7,817**	(43,910)	51,727	(118)
Accumulated share in other comprehensive loss of associates and joint ventures	**(8,890)**	(5,794)	(3,096)	53
Cumulative translation adjustments	**4,755,179**	7,449,690	(2,694,511)	(36)
Retained earnings	**21,577,745**	19,551,839	2,025,906	10
Treasury shares	**(28,657)**	(28,657)	–	–
Non-controlling interests	**29,884,707**	31,859,767	(1,975,060)	(6)

- **Accounts payable and other current liabilities** decrease following settlement of various obligations (trade payables and accrued expenses).
- **Short-term loans** are outstanding loans from local banks (₱2.3 billion).
- **Current portion of long-term loans** increased with the currently maturing amortization.
- **Current portion of lease liability** increased with the currently maturing amortization.
- Decrease in **income and withholding taxes payable** was mainly due to settlement of income tax with the internal revenue regulator.
- **Notes payable** pertains to the ₱10 billion 5-year Green Bonds by ACEN and the US$400.0 million U.S. dollar-denominated senior guaranteed undated fixed-for-life (non-deferrable) Green Bonds (the Bonds) issued and listed in SGX-ST
- **Long-term loans - net of current portion** increased due to the new loan availed to support ongoing construction Philippine and International projects. The increase was partially offset by the principal payments on these loans and other existing loans.
- **Lease Liabilities-net of current portion** increased mainly due to interest expense recognized during the period.
- Majority of the balance of **deferred income tax liabilities** came from recognition on unrealized foreign exchange gains and right-of-use assets of the Group as at period ended.
- **Other non-current liabilities** include contract liabilities and asset retirement obligations related to solar operations.
- The increase in **unrealized FV loss on equity instruments at FVOCI** came from mark-to-market loss for UPC Sidrap for the current period.
- **Unrealized fair value gain on derivative instruments designated as hedges** increased substantially due to equity hedge.
- **Remeasurement loss on defined benefit plan** decreased parallel to various actuarial gain and gain on return on plan assets.
- The decrease in **accumulated share in other comprehensive loss of associates and joint ventures** came from share in remeasurement loss from defined benefit obligation of associate and joint venture.
- **Retained earnings** increased from resulting net income earned for the period.
- **Treasury shares** has no movement during the period.
- **Non-controlling interests** are mainly comprised of redeemable preferred shares (RPS) of ACE Cayman held by AC Energy Finance International Limited and 20% NCI in UPC-ACE Australia. In 2023, the Group acquired the remaining NCI in UPC-ACE Australia. Non-controlling interests' share in net income amounted to ₱416.33 million, which was offset by dividends totaling ₱379.91 million.

Key Performance Indicators

The key performance indicators of ACEN and its majority owned subsidiaries, as consolidated, are the following:

Key Performance Indicator	Formula	31-Mar-23 (Unaudited)	31-Dec-22 (Audited)	Increase (Decrease) Amount	%
Liquidity Ratios					
Current Ratio	Current assets / Current liabilities	**4.34**	3.96	0.38	10%
Acid test ratio	Cash + Short-term investments + Accounts receivables + Other liquid assets / Current liabilities	**3.99**	3.68	0.31	8%
Solvency Ratios					
Debt/Equity ratio	Total liabilities / Total equity	**0.62**	0.56	0.06	11%
Asset-to-equity ratio	Total assets / Total equity	**1.62**	1.56	0.06	4%
Interest Coverage Ratio	Earnings before interest & tax (EBIT) / Interest expense	**4.35**	6.91	(2.56)	(37%)
Net bank Debt to Equity ratio	Short & long-term loans - Cash & Cash Equivalents / Total Equity	**0.26**	0.19	0.07	37%
Profitability Ratios					
Return on equity*	Net income after tax attributable to equity holders of the Parent Company / Average stockholders' equity	–	–	–	–
Return on assets*	Net income after taxes / Average total assets	–	–	–	–
Asset Turnover	Revenues / Average total assets	**3.92%**	17.45%	(13.53%)	(77.55%)

**computed on annual basis*

Current ratio & Acid test ratio

Current ratio & acid test ratio increased due to higher liquid assets such as cash and cash equivalents at period end alongside the decrease in current liabilities primarily from short-term loans repayment.

Debt/Equity ratio & Asset-to-equity ratio

D/E ratio slightly increased with additional short-term and long-term loan availments, which were cushioned by the increase net income for the period. Asset-to-equity ratio also went up as the increase in total assets slightly outpaced the increase in equity.

Interest coverage ratio

Lower net income before interest and taxes coupled with higher interest expense following additional loan availments yield to lower interest coverage ratio for the current period.

Net bank debt to equity ratio

Increased from year-end 2022 due to additional availments of short-term and long-term loans.

Asset turnover

In spite of increase in revenues during the period, asset turnover decreased due higher average total assets of the Group during the period.

Material events and uncertainties

- There were no events that triggered direct or contingent financial obligation that was material to the Group. There were no contingent assets or contingent liabilities since the last annual financial reporting.
- There were no material off-balance sheet transactions, arrangements, obligations and other relationships of the Parent Company with unconsolidated entities or other persons created during the financial reporting period.
- There were no material events that had occurred subsequent to the financial reporting close except for the events after the reporting period disclosed in Note 29 of the unaudited Interim Condensed Consolidated Financial Statements.
- ACEN has material commitments to invest in capital expenditure projects mainly in the following:
  - 160MW Pagudpd Wind
  - 44MW Arayat-Mexico Solar Phase 2
  - 283MW San Marcelino Solar (Phase 1)
  - 133MW Cagayan North Solar (Phase 1)
  - 300MW Palauig 2 Solar
  - 70MW Capa Wind
  - 60MW Pangasinan Solar
  - 521MW New England Solar Farm 1
  - 520MW Stubbo Solar
- Any known trends, events or uncertainties that have had or that were reasonably expected to have material favorable or unfavorable impact on net revenues/income from continuing operations
  - The results of operations of ACEN and its subsidiaries depend to a significant extent, on the performance of the Philippine economy and the various markets where it operates.
  - The performance of the renewable energy plants depends on solar and wind resources, which are not within the control of ACEN. Plant availability can also impact ACEN's generation capacity.

  - The current highly competitive environment, operation of priority-dispatch variable renewable energy, and tight power supply in the Philippines have driven market prices of electricity upward.
  - Movements in the WESM prices could have a significant favorable or unfavorable impact on the Group's financial results.
  - Delays in the construction of new operating capacity may also impact ACEN's revenues/income.
  - Commodity prices, interest rates, and other macroeconomic factors may also impact the business.
- Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way - The Group is developing a line-up of renewable energy projects as part of its growth aspiration. The capital expenditures shall be funded by a combination of debt and equity,
- There were no significant elements of income or loss that did not arise from continuing operations that had material effect on the financial condition or results of operations.
- There were no operations subject to seasonality and cyclicality except for the operation of wind farms. The wind regime is high during the northeast monsoon ("amihan") season in the first and fourth quarter when wind turbines generate more power to be supplied to the grid. The generation drops in the second and third quarter due to low wind regime brought about by the southwest monsoon ("habagat").

ANNEX C

ACEN CORPORATION (the "Company")
1ST Quarter 2023

1. January 6, 2023 – Attendance of Directors in the meetings for year 2022
2. January 9, 2023 – Issuance of Corporate Guarantee in Support of the Company's Australia Projects
3. January 9, 2023 – Disposition of 1,170,000 ACEN shares of Irene S. Maranan
4. January 9, 2023 – Press Release: ACEN secures its largest syndicated green term loan facility for Australia platform
5. January 10, 2023 – The Company's acquisition of subscription rights in Sinocalan Solar Power Corp.
6. January 10, 2023 – Press release: ACEN Australia appoints PCL as EPC contractor and issues Notice to Proceed for 520MWdc (400MWac) Stubbo Solar Project
7. January 10, 2023 – Loan Agreement with BDO Unibank, Inc.
8. January 16, 2023 – Public Ownership Report as of December 31, 2022
9. January 16, 2023 – Disbursements of the proceeds generated from the Company's Stock Rights Offering as of December 31, 2022
10. January 16, 2023 – List of Top 100 Stockholders as of December 31, 2022
11. January 16, 2023 – Acquisition of 608,773 ACEN shares of Sherisa P. Nuesa
12. January 18, 2023 – Press release: ACEN and BIM Group's Vietnam wind farm gets US$107 million financing boost
13. January 19, 2023 – Matters approved at the special board meeting held January 18, 2023:
    a. Appointment of Mr. Jonathan Back as Chief Strategy Officer effective January 18, 2023;
    b. Memorandum of Agreement with subsidiary North Luzon Renewable Energy Corp. for the implementation of a conservation estate program;
    c. The Company's information security policies;
    d. The Company's foreign exchange management policy;
    e. Issuance of a standby letter of credit in favor of Maibarara Geothermal Inc., of which the Company has a 25% ownership interest;
    f. Investment for and construction of access road and transmission line for wholly owned subsidiaries Gigasol1, Inc. and SolarAce2 Energy Corp., respectively, for a solar plant power project to be developed in Botolan, Zambales;
    g. Updates to delegation of authority for international investments; and
    h. Terms of funding for renewable energy projects in the US through ACEN's joint venture company, UPC Power Solutions, LLC.
14. January 19, 2023 – Appointment of Jonathan P. Back as Chief Strategy Officer of the Company
15. January 19, 2023 – Press release: ACEN Australia welcomes NSW Government support for long duration renewable energy storage facility
16. January 19, 2023 – Submission of SEC Form 23-A of Jonathan P. Back as the newly elected Chief Strategy Officer
17. January 23, 2023 – ACEN Change in Stock Transfer Agent effective February 1, 2023
18. January 25, 2023 – Press release: ACEN adds 300 MW renewables capacity in Palauig Solar
19. January 25, 2023 – Update on the Company's up to Php 1 billion Omnibus Loan and Security Agreement ("OLSA") with Provincia Investments Corporation ("PIC") and Solar Philippines Power Project Holdings, Inc. ("Solar PH")
20. January 26, 2023 – Report by ACEN CORPORATION as owner of 500,000,000 common shares in SP New Energy Corporation (SPNEC), or 5% of SPNEC's equity
21. January 26, 2023 – Press release: ACEN set to commence construction of 60 MW Pangasinan Solar
22. January 27, 2023 – Submission of the 2022 amended General Information Sheet

23. February 2, 2023 – Acquisition by ACEN of the effective ownership interest of UPC Renewables Asia Pacific Holdings Pte Limited (“UPCAPH”) and Mr. Anton Rohner ("Rohner”) in ACEN Australia (formerly, UPC-AC Renewables Australia)
24. February 2, 2023 – Amendment: Acquisition by ACEN of the effective ownership interest of UPC Renewables Asia Pacific Holdings Pte Limited (“UPCAPH”) and Mr. Anton Rohner in ACEN Australia (formerly, UPC-AC Renewables Australia)
25. February 2, 2023 – Press release: ACEN completes acquisition of Australia development platform
26. February 7, 2023 – Changes in percentage ownership of AC Energy and Infrastructure Corporation as of January 31, 2023
27. February 10, 2023 – Notice of Briefing on FY 2022 Financial and Operating Results for Analysts and Investors on 9 March 2023
28. March 8, 2023 – Notice of Conduct of the Annual Stockholders’ Meeting
29. March 8, 2023 – Amendment to Article VII of the Articles of Incorporation of the Company to create preferred shares via reclassification of 100 million unissued common shares into preferred shares
30. March 8, 2023 – Schedule of the Annual Stockholders’ Meeting
31. March 8, 2023 – Matters approved at the regular board meeting held on March 7, 2023
    a. Schedule, mode of conduct, and agenda of the 2023 annual stockholders’ meeting ("ASM")
    b. Designation of proxy for ENEX Energy Corp.’s 2023 ASM
    c. Revisions to the Corporate Governance Manual
    d. Revisions to the Sustainability Committee Charter
    e. Delegation of certain investment/capital investment decisions to the Executive Committee
    f. Increase in Philippine revolving development fund
    g. Increase in land acquisition budget and expansion of use to include Australia and Indonesia
    h. Issuance of credit support for the Laos-Vietnam wind project of Company’s wholly-owned subsidiary, ACEN Renewables International Pte. Ltd.
    i. The Company’s 2022 audited financial statements
    j. Procurement of additional credit facilities of up to Php 32 billion
    k. Modifications and entry into a sustainability-linked loan facility with Asian Development Bank and Bank of Philippine Islands, subject to finalization of loan terms
    l. Modifications to the foreign exchange management policy
    m. Re-appointment of SGV & Co. as the Company’s external auditor for 2023 and endorsement thereof to the stockholders for approval at the 2023 ASM
    n. Amendment of Articles of Incorporation to create preferred shares via reclassification of 100 million unissued common shares into preferred shares and endorsement thereof to the stockholders for approval at the 2023 ASM
    o. Offering/issuance, and/or private placement, and listing of preferred shares, subject to stockholders’ and regulatory approvals 2023 key results areas
    p. The Company’s Net Zero greenhouse gas emissions by 2050 strategy and roadmap, which include assessments on potential emission reduction activities, and the establishment of near-erm targets aligned with a science-based 1.5°C pathway across the core business units
    q. Execution of a keep whole agreement with Axia Power Holdings Philippines Corporation in relation to the proposed participation by Ingrid Power Holdings, Inc. (their joint venture company) in a bidding for ancillary services with the National Grid Corporation of the Philippines
32. March 9, 2023 – Press release: ACEN registers Php13.1 billion net income in 2022
33. March 13, 2023 – Press release: ACEN partners with BrightNight to develop over 1.2 GW hybrid renewable energy portfolio in India
34. March 16, 2023 – Detailed Notice and Agenda of the 2023 Annual Stockholders' Meeting
35. March 16, 2023 – Press release: ACEN acquires portfolio of eight operating wind projects in Texas, USA
36. March 17, 2023 – Acquisition of 100,000 ACEN shares of Solomon M. Hermosura

37. March 20, 2023 – Resignation of Michael E. Limbo as Chief Audit Executive effective 30 March 2023
38. March 20, 2023 – Press release: New England Solar, one of Australia's largest solar projects, officially opened
39. March 21, 2023 – Sale by ACEN CORPORATION of 100,000 common shares in SP New Energy Corporation (SPNEC), reducing its ownership to less than 5%
40. March 24, 2023 – Clarification of the news article in BusinessWorld (Online Edition) on March 22, 2023 entitled, "PSALM says qualified bidders for Casecnan now down to seven"
41. March 28, 2023 – Notice of Company's Definitive Information Statement to be uploaded at https://acenrenewables.com/disclosures/2023-dis/
42. March 30, 2023 – Subscription by the Company to shares in Santa Cruz Solar Energy Inc.
43. March 31, 2023 – Annual Certification of the Department of Energy