

17 June 2026

**MS. STEPHANIE MARIE A. ZULUETA**

President  
Philippine Dealing & Exchange Corp.  
29/F, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City

Attention: **ATTY. SUZY CLAIRE R. SELLEZA**  
Head - Issuer Compliance and Disclosure Department  
Philippine Dealing & Exchange Corp.

Subject: Material Information/Transaction/Corporate Actions

Gentlemen:

Further to the disclosure of San Miguel Global Power Holdings Corp. (the "Corporation") dated 02 June 2026 on the exchange offer and tender offer of the outstanding 5.45% US Dollar-denominated Senior Perpetual Capital Securities issued on 09 June 2021 (the "Exchange Offer and Tender Offer") and the offer and issuance of additional Senior Perpetual Securities ("Additional New Securities"), the Corporation hereby furnishes the Securities and Exchange Commission a copy of its announcement with the Singapore Exchange Securities Trading Limited, dated 17 June 2026, regarding the settlement of the Exchange Offer and Tender Offer and the issuance of the Additional New Securities.

Very truly yours,

**SAN MIGUEL GLOBAL POWER HOLDINGS CORP.**

By:



**ELENITA D. GO**

Corporate Information Officer  
Senior Vice President and General Manager

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (THE “UNITED STATES”) OR IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.**

*This announcement is for information purposes only, and does not constitute an invitation or an offer to acquire, purchase, or subscribe for or sell any securities. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities law of any such jurisdiction. Any materials relating to the Offers do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. If a jurisdiction requires the Exchange Offer and/or Tender Offer to be made by a licensed broker or dealer and the Sole Dealer Manager or any of its affiliates is such a licensed broker or dealer in such jurisdiction, the Exchange Offer and/or Tender Offer shall be deemed to be made by the Sole Dealer Manager or such affiliate (as the case may be) on behalf of the Company in such jurisdiction.*



**San Miguel Global Power Holdings Corp.**  
**(formerly known as SMC Global Power Holdings Corp.)**  
*(incorporated with limited liability in the Republic of the Philippines)*  
**(the “Company”)**

#### **Settlement of the Exchange Offer and Tender Offer**

**and**

#### **Issuance of the New Securities**

Reference is made to the previous announcements of the Company dated 2 June 2026, 9 June 2026 and 10 June 2026 (the “**Announcements**”), in respect of (i) its invitation to eligible holders of the outstanding Existing Securities to the Exchange Offer and the Tender Offer; (ii) the Minimum New Issue Initial Distribution Rate of the New Securities; (iii) the aggregate principal amount of Existing Securities offered for exchange or tendered for purchase pursuant to the Offers; and (iv) the pricing terms of the New Securities, aggregate principal amount of New Securities to be issued and results of the Exchange Offer and Tender Offer, respectively.

Capitalised terms used and not otherwise defined in this announcement have the meanings given to them in the Offer Memorandum and the Announcements.

#### ***Settlement of the Exchange Offer and Tender Offer***

As all conditions to the Exchange Offer and Tender Offer (including the New Issue Condition) have been satisfied, the Company is pleased to announce that settlement was completed on 17 June 2026, with respect to all Existing Securities that were offered for exchange and tendered for purchase pursuant to the Offers and accepted by the Company. Following cancellation of the Existing Securities accepted for purchase and exchange by the Company pursuant to the Offers, the remaining outstanding aggregate principal amount of the Existing Securities is set forth in the table below.

| <b>Existing Securities</b> | <b>ISIN/Common Code</b>                      | <b>Remaining Outstanding Principal Amount after the Settlement Date</b> |
|----------------------------|--|---|
| 5.45% Securities           | ISIN: XS2346954873<br>Common Code: 234695487 | US\$258,528,000   |

The Company has retained Standard Chartered Bank as the Sole Dealer Manager for the Offers and engaged Sodali & Co. as the Exchange and Tender Agent for the Offers.

For a detailed statement of the terms and conditions of the Exchange Offer and Tender Offer, Securityholders should refer to the Offer Memorandum. The Offer Memorandum and any other relevant notices and documents with respect to the Offers are available at <https://projects.sodali.com/sanmiguel>.

### *Issuance of the New Securities*

The Company is pleased to announce that on 17 June 2026, it has completed the issuance of US\$430,000,000 Senior Perpetual Capital Securities (ISIN: XS3401031656 / Common Code: 340103165) with an initial distribution rate of 8.875%, consisting of: (i) US\$271,478,000 Senior Perpetual Capital Securities issued in exchange for certain Existing Securities pursuant to the Exchange Offer; and (ii) US\$158,522,000 Senior Perpetual Capital Securities issued pursuant to the Additional New Securities Issuance.

Listing of the New Securities on the Singapore Exchange Securities Trading Limited will take place on or about 18 June 2026.

**Dated: 17 June 2026**

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**This announcement must be read in conjunction with the Offer Memorandum. This announcement and the Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers.**

**Securityholders should independently analyze the value of the Existing Securities and make an independent assessment of the terms of the Offers. None of the Company, the Sole Dealer Manager or the Exchange and Tender Agent has expressed any opinion as to whether the terms of the Offers are fair. None of the Company, the Sole Dealer Manager or the Exchange and Tender Agent makes any recommendation whether Securityholders should offer any or all of their Existing Securities for exchange or tender any or all of their Existing Securities for purchase or refrain from doing so pursuant to the Offers, and none of them has authorized anyone to make any such recommendation.**

**Each Securityholder participating in the Offers will be deemed to give certain representations as set out in the Offer Memorandum. Any offer for exchange or tender for purchase of Existing Securities from a Securityholder that is unable to make these representations will not be accepted. Each of the Company, the Sole Dealer Manager and the Exchange and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any offer for exchange or tender for purchase of Existing Securities pursuant to the Offers, whether any such representation given by a Securityholder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such offer or tender shall not be accepted.**

**The securities referred to herein have not and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States or any other jurisdiction. The securities referred to herein may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No public offering of the securities referred to herein is being made in the United States or in any other jurisdiction.**

**NONE OF THE OFFER MEMORANDUM, OFFERING CIRCULARS, OR ANY RELATED DOCUMENT HAS BEEN REVIEWED BY THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION (THE "PHILIPPINE SEC"), AND NEITHER THE OFFERS NOR THE SECURITIES BEING REFERRED TO HEREIN, HAVE BEEN AND WILL BE REGISTERED WITH THE PHILIPPINE SEC UNDER THE SECURITIES REGULATION CODE OF THE PHILIPPINES AND ITS IMPLEMENTING RULES AND REGULATIONS, AS AMENDED (THE "PHILIPPINE SRC"). ANY OFFER OR SALE OF THE SECURITIES WITHIN THE PHILIPPINES IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE PHILIPPINE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION UNDER THE PHILIPPINE SRC.**

**The distribution of the Offer Memorandum in certain jurisdictions may be restricted by law. Securityholders and any other person into whose possession the Offer Memorandum comes are required by the Company to inform themselves about, and to observe, any such restrictions.**