



**NOTICE AND AGENDA OF ANNUAL STOCKHOLDERS' MEETING
on MAY 19, 2026 at 11:00 A.M.**

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting ("ASM") of **VISAYAN ELECTRIC COMPANY, INC.** (the "Company") will be held on **May 19, 2026, Tuesday at 1100H (PHT)**. The ASM will be conducted virtually via videoconference from VECO Engineering Center, J. Panis St., Banilad, Cebu City. Stockholders can visit the Company's website at www.visayanelectric.com for details on how to register and vote at the 2026 ASM.

The Agenda of the meeting are as follows:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Reading and Approval of the Minutes of the 2025 Annual Stockholders' Meeting
4. Presentation of President's Report
5. Approval of the 2025 Audited Financial Statements
6. Appointment of External Auditor for 2026-2027
7. Election of the Members of the Board of Directors for 2026-2027
8. Ratification of the Official Acts, Resolutions, and Proceedings of the Board of Directors, Officers, and Management in 2025 up to May 19, 2026
9. Other Matters
10. Adjournment

Only stockholders of record at the close of business hours on April 29, 2026 are entitled to notice of, to participate in, and to vote at, this meeting by registering online beginning on May 4, 2026.

Stockholders may attend by registering at www.visayanelectric.com or through email to the Office of the Corporate Secretary at jbaron@jgarcialaw.com or ranulfo.javelosa@aboitizpower.com beginning May 4, 2026 until 1200H (PHT) on May 18, 2026. Registered stockholders may send their questions in advance to the Office of Corporate Secretary through the aforementioned email addresses.

Stockholders may vote through proxy, or remotely *in absentia*.

Registered stockholders may cast their votes electronically, by remote communication or *in absentia* through the Company's website, www.visayanelectric.com beginning on May 4, 2026. Votes cast by registered stockholders until 1200 (PHT) on May 18, 2026 will be tabulated and presented during the 2026 ASM.

Stockholders may cast their vote after the cut-off time, and the final votes cast through proxy and after the cut-off time will be reflected in the minutes of the 2026 ASM. The procedures for attendance and voting during the 2026 ASM are published in the Company's website at www.visayanelectric.com.

Stockholders may send their duly accomplished proxies on or before 1700H (PHT) on May 15, 2026 to the Office of Corporate Secretary through email at jbaron@jgarcialaw.com or ranulfo.javelosa@aboitizpower.com. For your convenience, a proxy form is available from the Office of the Corporate Secretary upon request. Validation of proxies is scheduled on May 18, 2026 at the Office of the Corporate Secretary. **WE ARE NOT SOLICITING PROXIES.**

Please be guided accordingly.

For the Board of Directors,

(Original Signed)
JOAN A. GIDUQUIO-BARON
Corporate Secretary

(Original Signed)
RANULFO J. JAVELOSA, III
Assistant Corporate Secretary

For stockholders' questions or concerns regarding registration, voting, proxy, and other stockholder concerns, or to request for a copy of the 2025 ASM minutes, proxy forms, or 2025 Audited Financial Statements, please contact the Office of the Corporate Secretary through email at jbaron@jgarcialaw.com or ranulfo.javelosa@aboitizpower.com.