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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. February	<u>21, 20</u>	<u>)23</u>
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Date of Report

2. SEC Identification No.: <u>0000091447</u> 3. BIR Tax Identification No.: <u>000-190-324-000</u>

4. SEMIRARA MINING AND POWER CORPORATION

Exact name of issuer as specified in its charter

5. Philippines

8. **(632) 888-3000**

6. (SEC Use Only) Industry Classification Code:

Province, country or other jurisdiction of incorporation

7. 2/F DMCI Plaza, 2281 Chino Roces Avenue, Makati City

1231 Postal Code

Address of principal office

Issuer's telephone number, including area code

9. **N.A.**

Former name or former address, if changed since last report

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

Title of Each Class

Number of Shares of Common Stock

(Outstanding)

Common Shares

4,250,547,620

11. Indicate the item numbers reported herein: Item 9.

The Corporate Governance Committee of Semirara Mining and Power Corporation (the "Corporation") at its meeting held today in relation to the Corporation's Annual Stockholders' Meeting on May 2, 2023, has fixed the deadline for submission of nominees to the Board of Directors on March 3, 2023 and the date to approve the final list of nominees on March 14, 2023. Attached is the Nomination Procedure for your immediate reference.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer : Semirara Mining and Power Corporation

Signature and Title : JOHN R. SADULLO

VP Legal & Corporate Secretary

Date : February 21, 2023



PROCEDURE ON THE NOMINATION AND ELECTION OF DIRECTORS

<u>Section 1. Period</u>. Nomination for the position of directors shall be submitted to the Corporate Governance Committee or the Corporate Secretary not later than March 15 of every year or such other dates as may be fixed by the Committee.

Section 2. <u>Right to Nominate</u>. A Stockholder who owns at least one (1) share standing in his name in the books of the corporation as of record date shall have the right to nominate.

Section 3. <u>Form and Content</u>. The Committee may adopt a Nomination Form which it may from time to time be amended; provided that such form shall require that:

- a) All nominations shall be signed by the nominating stockholder/s together with the acceptance and conformity by the would-be nominees.
- b) Each nomination shall set forth (i) the name, age, citizenship, status, business address and residence of each nominee; (ii) educational attainment and work and business experience (iii) the principal occupation or employment of each nominee, (iv) the number of shares of stock of the Corporation which are beneficially owned by each such nominee, (v) the interest and position held by each nominee in other corporations, (vi) and other relevant information. In addition, the stockholder making such nomination shall promptly provide any other information reasonably requested by the Committee.
- c) In case of nomination of independent directors, the nominee shall be required to sign a certification that he/she has the qualifications and none of the disqualifications as provided for in SEC Memorandum Circular No. 16, Series of 2002, Section 38 of the Securities Regulation Code and its implementing Rules and Regulations.

Section 4. <u>List of Candidates</u>. After the submission of the nominations, the Committee shall pre-screen the qualifications and prepare a final list of all candidates which shall contain all the information about the nominees not later than ten (10) days from the submission of the nominations. Only nominees whose names appear on the Final List of Candidates shall be eligible for election. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

Bridging the Future

¹ Please see Nomination Form



NOMINATION FORM												
Name of Nominee -a/		PLS. CHECK PROPER BOX - Nominee for Regular Director - Nominee for Independent Director -b/										
CITIZENSHIP:	AGE:-c/											
DATE OF BIRTH:	NAME O	F SPOUSE:										
RESIDENCE ADDRESS:												
OFFICE ADDRESS:												
CELLPHONE NO.:	HOME N	IO.:										
OFFICE NO.:	FAX NO.	:										
EDUCATIONAL BACKGROUND/ATTAINTMENT: -d/	EDUCATIONAL BACKGROUND/ATTAINTMENT: -d/ (Please use separate sheet, if necessary)											
DIRECTORSHIP/POSITION IN OTHER CORPORATION	NS/ASSOCIATIO	NS: (Please use separate sheet, if necessary)										
STOCKHOLDINGS/SECURITY OWNERSHIP												
Direct: Indirect:												
CONVICTION, IF ANY , JUDICIAL OR ADMINISTRATIVE INSOLVENT, SPENDTHRIFT OR INCAPACITATED TO												
		Date of Complaint/										
Particulars & Nature of Offense	Court/Body	Information was filed										
CONFORMITY & ACCEPTANCE:												
Signature		Signature										
Printed Name of Nominee		Printed Name of Nominator-Stockholder or his/her/its Authorized Representative –e/										
Date Submitted		Date Submitted										

Note: Please see reverse side to be signed and certified by nominee for Independent Director.





- -a/ Must be an owner of at least one (1) share of stock of the Corporation.
- -b/ Independent Director is hereby defined by SEC Memorandum Circular No. 16, Series of 2002, as a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Rule 38 of the Securities Regulation Code and its Implementing Rules and Regulations and those required/implicit under R.A. No. 8791 and includes, among others, any person who:
 - is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
 - ii. does not own more than two percent (2%) of the shares of the corporation and/or related companies or any of its substantial shareholders;
 - iii. is not a relative of any director, officer or substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
 - iv. is not acting as a nominee or representative of a substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders;
 - v. has not been employed in any executive capacity by that public company, any of its related companies or by any of its substantial shareholders within the last two (2) years;
 - vi. is not retained as professional adviser by that public company, any of its related companies or any of its substantial shareholders within the last two (2) years, either personally or through his firm;
 - vii. has not engaged and does not engage in any transaction with the corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms-length and are immaterial or insignificant.
 - viii. is not convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Securities Regulation Code, committed within five (5) years prior to the date of his election.
- -c/ Nominee must be at least twenty-five (25) years old at the time of election/appointment.
- -d/ Nominee must be at least a college graduate or have been engaged or exposed to the business of the corporation for at least five (5) years.
- -e/ Nominee must attach a copy of pertinent Board of Partnership Resolution or a Special Power of Attorney if an individual stockholder is making the nomination through his representative.
- -f/ Nominee for Independent Director must certify under oath that he/she has all the qualifications and none of the disqualifications under the foregoing enumeration and the subsequent laws, rules and regulations issued by the Commission.

As nominee for Independent Director of Semirara Mining and Power Corporation, I hereby certify that I

CERTIFICATION -f/

						•			menting Rules				ar no.	10,
	IN	WITNESS	WHEREOF, 	Ι	have	hereunto	signed	this	certification	on	this		day	O
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