

COVER SHEET

C S 2 0 0 6 0 4 4 9 4

S.E.C. Registration Number

M E T R O P A C I F I C I N V E S T M E N T S

C O R P O R A T I O N

(Company's Full Name)

9 F T O W E R 1 R O C K W E L L B U S I N E S S

C E N T E R O R T I G A S A V E P A S I G C I T Y

(Business Address : No./ Street / City Town / Province)

RICARDO M. PILARES III

Contact Person

8888-0888

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

17C

FORM TYPE

0 5

Month

2 7

Year

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS



METRO PACIFIC INVESTMENTS CORPORATION

28 March 2023

PHILIPPINE STOCK EXCHANGE

PSE TOWER
28th Street corner 5th Avenue
BGC, Taguig City

SECURITIES & EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village
Barangay Bel-Air
Makati City, 1209

Attention: **MR. JOSE VALERIANO B. ZUÑO**
OIC – HEAD, Disclosure Department

DIR. VICENTE GRACIANO P. FELIZMENIO, JR.
Markets and Securities Regulation Department

RE: SEC FORM 17-C
METRO PACIFIC INVESTMENTS CORPORATION (“MPIC”)

Metro Pacific Investments Corporation submits the attached SEC Form 17-C disclosing the execution of an agreement to acquire shares in SP New Energy Corporation (“SPNEC”) from Solar Philippines Power Projects Holdings, Inc. (“SPPPHI”) by Metro Pacific Investments, Corp. (“MPIC”).

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Pilares III", written over a horizontal line.

RICARDO M. PILARES III

Vice President for Legal/Compliance Officer

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. **28 March 2023**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200604494**
3. BIR Tax Identification No. **244-520-457-000**
4. **METRO PACIFIC INVESTMENTS CORPORATION**
Exact name of issuer as specified in its charter
5. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City**
.....
Address of principal office
1604
Postal Code
8. **(632) 8888-0888**
Issuer's telephone number, including area code
9. **NA**
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 and Amount of Debt Outstanding
COMMON SHARES OF STOCK	28,695,934,752*

**as reported by the stock transfer agent as of 28 March 2023.*

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

Item 9. Other Items

Metro Pacific Investments Corporation (“MPIC”), entered into a sale and purchase agreement with Solar Philippines Power Projects Holdings, Inc. (“SPPPHI”) to acquire 16% equity stake or 1,600,000,000 shares in SP New Energy Corporation (“SPNEC”). SPNEC develops, constructs, and operates solar power plants primarily in Luzon.

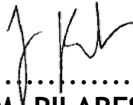
The PSE Disclosure Forms 4-2 (Acquisition or Disposition of Shares of Another Corporation) and PSE Disclosure Form 4-31 (Press Release) are attached herewith as Annex “A” and Annex “B”, respectively.

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 hereunto duly authorized.

METRO PACIFIC INVESTMENTS CORPORATION
MPIC or Issuer

28 March 2023
Date



.....
RICARDO M. PILARES III
Vice President for Legal/Compliance Officer

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. Date of Report (Date of earliest event reported)

Mar 28, 2023

2. SEC Identification Number

CS200604494

3. BIR Tax Identification No.

244-520-457-000

4. Exact name of issuer as specified in its charter

Metro Pacific Investments Corporation

5. Province, country or other jurisdiction of incorporation

Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City

Postal Code

1604

8. Issuer's telephone number, including area code

(632) 8888-0888

9. Former name or former address, if changed since last report

N/A

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 and Amount of Debt Outstanding
Common Shares of Stock	28,695,934,752

11. Indicate the item numbers reported herein

9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Metro Pacific Investments Corporation

MPI

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Execution of an agreement to acquire shares in SP New Energy Corporation ("SPNEC") from Solar Philippines Power Projects Holdings, Inc. ("SPPPHI") by Metro Pacific Investments Corporation ("MPIC").

Background/Description of the Disclosure

MPIC entered into a sale and purchase agreement with SPPPHI to acquire 16% equity stake or 1,600,000,000 shares in SPNEC. SPNEC develops, constructs, and operates solar power plants primarily in Luzon.

Date of Approval by Board of Directors

Mar 27, 2023

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

MPIC's investment into SPNEC is part of its sustainability agenda to increase the group's investments in the renewable energy sector, guided by the vision of the Department of Energy that 35% of energy share should come from renewable energy by 2030.

Please see attached Press Release for more information.

Details of the acquisition or disposition

Date

Mar 27, 2023

Manner

MPIC entered into a share and purchase agreement for the acquisition by MPIC of a total of 1,600,000,000 common shares for an aggregate consideration of Php 2,000,000,000.00.

Description of the company to be acquired or sold

SPNEC, formerly Solar Philippines Nueva Ecija Corporation, a listed company in the Philippine Stock Exchange, is a renewable energy power generation company. The primary purpose of SPNEC is to develop, construct, commission, operate and maintain power-generating plants, warehouses, terminals, and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution.

The terms and conditions of the transaction

Number of shares to be acquired or disposed

1,600,000,000

Percentage to the total outstanding shares of the company subject of the transaction

16

Price per share

Php 1.25 per share

Nature and amount of consideration given or received

The total consideration for the transaction is Php 2,000,000,000.00, which shall be paid in cash by MPIC on the completion of the transaction.

Principle followed in determining the amount of consideration

The valuation was agreed by taking into consideration the value of the assets of SPNEC, further taking into consideration the intangible value of the company's projects under development.

The agreed purchase price of Php 1.25/share was deemed acceptable, given that (i) it was at a discount to the 52-week VWAP (ii) the discount was in line with comparable block trades for other companies.

Terms of payment

The purchase price will be paid in cash on the completion of the transaction.

Conditions precedent to closing of the transaction, if any

The completion of the transaction is subject to the satisfaction of certain conditions precedent, including the procurement of regulatory approvals and execution of a separate agreement which will, among others, grant the MPIC Group the option to increase its interest in SPNEC to 43% of its outstanding shares after SPNEC increases its authorized capital stock from Php 10 Billion to Php 50 Billion through an asset-for-share swap which involves the infusion of SPPHI assets into SPNEC.

Any other salient terms

None.

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Solar Philippines Power Projects Holdings, Inc.	N/A

Effect(s) on the business, financial condition and operations of the Issuer, if any

MPIC's investment into SPNEC is guided by the vision of the Department of Energy that 35% of energy share should come from renewable energy by 2030. Further, this acquisition augments the ability of the private sector to aid in securing energy security for the country.

Please see attached Press Release for more information.

Other Relevant Information

MPIC will be funding the initial acquisition through internally generated cash.

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. Date of Report (Date of earliest event reported)

Mar 28, 2023

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Metro Pacific Investments Corporation

MPI

PSE Disclosure Form 4-31 - Press Release
References: SRC Rule 17 (SEC Form 17-C)
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Execution of an agreement to acquire shares in SP New Energy Corporation from Solar Philippines Power Projects Holdings, Inc. by Metro Pacific Investments Corporation

Background/Description of the Disclosure

Please see attached Press Release.

Other Relevant Information

Please see attached 17C filed with the SEC.



MPIC to Invest in SPNEC

Towards Building the Largest RE Company in the PH

Metro Manila, Philippines, 28 March 2023 – Metro Pacific Investments Corporation (“MPIC”), the country’s leading infrastructure investments company, has entered into a definitive agreement to invest Php 2 billion to acquire 1.6 billion common shares of SP New Energy Corporation (“SPNEC” or the “Company”) from SPNEC’s parent Solar Philippines Power Project Holdings, Inc. (“SPH”), with MPIC to be given the option to become the single largest shareholder of SPNEC. SPNEC is an integrated developer, owner, and operator of solar power projects listed in the Philippine Stock Exchange.

MPIC, represented by its Chairman and President Manuel V. Pangilinan, and SPH, represented by its President and CEO Leandro Leviste, signed the agreement for the purchase of secondary shares of SPNEC. SPH will advance the proceeds to SPNEC to fund its land investments in Nueva Ecija, where the Company is developing what could be Asia’s largest solar project.

This is the first of several agreements through which the MPIC Group may acquire up to a total of about 19 billion common shares of SPNEC, subject to relevant approvals, with the goal of making SPNEC the largest renewable energy company in the Philippines.

“Our thrust of pursuing renewable energy brings the MVP Group one step closer to fulfilling our mission of creating long-term value for our stakeholders through responsible and sustainable investments,” says Pangilinan.

Upon the Closing of the transaction, Mr. Pangilinan will become Chairman of the Board of SPNEC.

MPIC’s Renewable Energy Thrust

MPIC’s investment into SPNEC is guided by the vision of the Department of Energy (“DOE”) that 35% of the country’s energy come from renewable energy by 2030. SPNEC and SPH are in the process of completing an asset-for-share swap where SPH’s pipeline of over 8 GW of projects will be consolidated under SPNEC. This would increase SPNEC’s outstanding shares from 10.0 billion to over 34.3 billion out of an authorized capital stock of 50.0 billion common shares, after which, the MPIC Group may acquire up to 43% of the total outstanding shares of SPNEC. This would position MPIC to be a leading contributor to the country’s renewable energy goals, and is also a corollary to MPIC’s investments in biodiversity protection to help mitigate the devastating impacts of climate change.

SPNEC creates value through solar project development. MPIC contributes capital and investment expertise to work collaboratively with management teams and key stakeholders to build profitably growing infrastructure leaders.

“We have long seen a partnership with MPIC to be the key to unlock the potential of our project pipeline. We are humbled and grateful for this opportunity, and believe that SPNEC now has the final ingredients to realize the value of our developments for the benefit of all stakeholders,” said Leviste.

This transaction affirms MPIC's resolve to be the largest catalyst for a Sustainable Philippines. It is also aligned with the group's efforts to contribute to the United Nations Sustainable Development Goals ("UNSDG"), particularly Goal 7 Affordable and Clean Energy, which aims to ensure access to affordable, reliable, sustainable and modern energy for all.

UBS acted as the financial advisor on the transaction.

About MPIC

MPIC is a leading Philippine company with investments in power, toll roads, water, transportation, healthcare and real estate.

The Company seeks to create long-term value for all its stakeholders through responsible and sustainable investments that contribute to national progress and improve the quality of life in the communities it serves.

MPIC and its group of companies are making a difference in the lives of millions of Filipinos, powering commerce and households, connecting people and places, delivering clean and safe water, and making world-class healthcare available to all.

For further information, please contact:

Metro Pacific Investments Corporation		
Ryan Jerome T. Chua	Melody M. Del Rosario	
Vice President, Business Development, Metro Pacific Investment Corporation	Vice President, Public Relations and Corporate Communications	
+632 888 0888 rtchua@mpic.com.ph	+632 888 0888 mmdelrosario@mpic.com.ph	

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_17C_28 March 2023
Date: Tuesday, March 28, 2023 7:29:35 AM

*****This is an External Email. Please be cautious in opening links even if it's from a trusted contact.*****

Thank you for reaching out to ictdsubmission@sec.gov.ph. Your submission is subject for Verification and Review of the Quality of the Attached Document only for **Secondary Reports**. Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order from receipt through the SEC Express System at <https://secexpress.ph/>. Or you may call 8737-8888 for further clarifications.

NOTICE

Please be informed that selected reports should be filed through **ELECTRONIC FILING AND SUBMISSION TOOL (EFAST)**. <https://cifss-ost.sec.gov.ph/user/login>

such as: **AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)**

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as:

17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT, through email at

ictdsubmission@sec.gov.ph

FOR **MC28**, please go to SEC website:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.