



101122017001259

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Representative

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Company Information

SEC Registration No. PW00000102

Company Name MANILA ELECTRIC CO.

Industry Classification

Company Type Stock Corporation

Document Information

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Document Type 17-C (FORM 11-C:CURRENT DISCL/RPT)

Document Code 17-C

Period Covered January 11, 2017

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Department CFD

Remarks

COVER SHEET

P W - 1 0 2

S.E.C Registration Number

M A N I L A E L E C T R I C C O M P A N Y

(Company's Full Name)

L O P E Z B U I L D I N G , O R T I G A S A V E N U E ,
B R G Y U G O N G , P A S I G C I T Y

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

ATTY. WILLIAM S. PAMINTUAN

Contact Person

632-8014

Company Telephone Number

1 2 - 3 1

Month Day

Fiscal Year

1 7 - C

FORM TYPE

0 5 3 1

Month Day

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

Remarks = pls. use black ink for scanning purposes

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:** *January 11, 2017*
2. **SEC Identification Number:** *PW-102*
3. **BIR Tax Identification Code:** *000-101-528-000*
4. **Name of Issuer as specified in its Charter:** *Manila Electric Company*
5. **Country of Incorporation:** *Philippines*
6. **Industry Classification:** *(SEC use only)*
7. **Address of principal office:** *Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City*
8. **Issuer's telephone numbers:** *(02) 6328014 Area Code: 1605*
9. **Former name or former address:** *Not Applicable*
10. **Securities registered pursuant to Sections 18 and 12 of the SRC or Sections 4 and 8 of the RSA:**

*Number of Shares of
Common Stock Outstanding*

*1,127,098,705
(As of December 31, 2016)*

Debt Securities: PhP18.5 Billion Bonds

11. Item Number reported: Item 9 (Other Events)

In compliance with the SEC Memorandum Circulars No. 2, Series of 2015, No. 1, Series of 2014 and No. 20, Series of 2013, we submit the attached information of attendance of our Directors in Meralco's Board and Board Committee Meetings for the period of January to December 2016, countersigned by the Chairman, Mr. Manuel V. Pangilinan.

We also submit the attached Certification of Compliance with the Manual of Corporate Governance for the year 2016 in compliance with the SEC's Memorandum Circular No. 19, Series of 2016 (the "Code of Corporate Governance for Publicly Listed Companies").

SIGNATURE

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.

MANILA ELECTRIC COMPANY
Issuer



WILLIAM S. PAMINTUAN
First Vice President
Assistant Corporate Secretary &
Information Disclosure Officer

Date: January 11, 2017

***Cc: Disclosure Department
Listings and Disclosure Group
Philippine Stock Exchange***

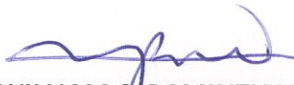
***Issuer Compliance and Disclosure Department
Philippine Dealing & Exchange Corp.***

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

SECRETARY'S CERTIFICATE

I, WILLIAM S. PAMINTUAN, a duly elected, qualified and incumbent Assistant Corporate Secretary of Manila Electric Company (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, do hereby certify the attached list of attendance of the Company's directors in Board Meetings and Committee Meetings for the period covering January to December 2016.

WITNESS THE SIGNATURE of the undersigned as such officer of the Company and its corporate seal hereunto affixed on this JAN 09 2017 2017.


WILLIAM S. PAMINTUAN
Assistant Corporate Secretary

COUNTERSIGNED BY:


MANUEL V. PANGILINAN
Chairman

SUBSCRIBED AND SWORN TO before me in Pasig City this JAN 09 2017 2017 by William S. Pamintuan who has satisfactorily proven to me his identity through his Passport No. EC2114124 issued on 16 September 2014 valid until 15 September 2019 at DFA NCR Central, that he is the person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he executed the same.

Doc. No. : 421
Page No. : 86
Book No. : VIII
Series of 2017.


ATTY. FREDDIE M. NAVIDAD
Notary Public
Pasig, San Juan, Taguig and Pateros
Issued on December 29, 2015 at Pasig City
Appointment No. 77 (2016-2017)
Roll No. 53655/ IBP No. 1020805/ 01-06-16 RSM Chapter
PTR No. 1465697/01-21-16 Pasig City
MCLE V-0002608-06/09/14
8th Floor Lopez Bldg., Ortigas Avenue, Pasig City

2016 BOARD MEETING ATTENDANCE

Regular Board Meetings														Annual SH Meeting	Orgn'l Meeting	Special Meeting
Board of Directors		1/25/2016	2/26/2016	3/28/2016	4/25/2016	5/31/2016	6/27/2016	7/25/2016	8/22/2016	9/26/2016	10/24/2016	11/28/2016	12/19/2016	5/31/2016	5/31/2016	4/26/2016*
1	Ray C. Espinosa	P	P	P	P	P	P	P	P	P	P	A	P	P	P	P
2	James L. Go	P	P	P	P	P*	P	P	P	P	P*	P	P	-	P*	P
3	John L. Gokongwei, Jr.	P*	P*	P*	P*	P*	P*	P*	P*	P*	P*	P*	P*	-	P*	P*
4	Lance Y. Gokongwei	P	P	A	P	P	P	P	P	P	P	P	P	P	P	A
5	Jose Ma. K. Lim	P	P	P	P	P	P	P	P	P	P	A	P	P	P	P
6	Manuel M. Lopez	P	P*	P*	P*	P	P*	P	P	P	P	P	P	P	P	A
7	Napoleon L. Nazareno	P	P	P	P*	P	-	-	-	-	-	-	-	P	-	P
	Anabelle L. Chua **	-	-	-	-	-	P	P	P	P	P	P	P	-	P	-
8	Artemio V. Panganiban	P	P	P	P	P	P	P	P	P	P	P*	P	P	P	P
9	Manuel V. Pangilinan	P	P	P	P	P	A	P*	P	P	P	A	P	P	P	P
10	Oscar S. Reyes	P	P	P	P	P	P	P	P	P	P*	P	P	P	P	P
11	Pedro E. Roxas	P	P	P	P	P	P	P	P	P	P*	P	P	P	P	P
	% Attendance Duration of Meeting	100% 2.25	100% 2.00	91% 2.25	100% 2.75	100% 1.50	91% 2.25	100% 1.80	100% 2.00	100% 2.50	100% 2.15	73% 2.00	100% 2.75	82% 1.20	100% 0.33	82% 1.25

Note : * A Special Board meeting was held last April 26, 2016.

** Anabelle L. Chua elected as Board Director during May 31, 2016 ASM, replacing Napoleon L. Nazareno effective June 1, 2016.

Legend:
P Present
A Absent
P* Via Teleconference / Videoconference
--- Non-Member as of date of meeting

2016 BOARD COMMITTEE ATTENDANCE
FINANCE COMMITTEE

Members		1/25/2016	2/26/2016	3/28/2016	4/25/2016	5/30/2016	6/27/2016*	7/25/2016	8/22/2016	9/26/2016	10/24/2016	11/28/2016	12/19/2016
1	Ray C. Espinosa (Chairman)	P	P	P	P	P	P	P	Postponed to Sept 29, 2016				
2	John L. Gokongwei, Jr.	P*	P*	P*	P*	P*	P*	P*					
3	James L. Go	P	P	P	P	A	P	P					
4	Manuel M. Lopez	P	P*	P*	P*	P*	P*	P					
5	Pedro E. Roxas	P	P	P*	P	P	P	P					
6	Anabelle L. Chua (Director as of June 1, 2016)	P	P	A	P	P	P	P					
7	David J. Nicol (Observer)	-	-	-	-	-	-	-					
% Attendance		100%	100%	83%	100%	83%	100%	100%					
Duration of Meeting		1.00	1.50	1.00	1.00	1.00	1.25	1.20					
> Oscar S. Reyes		P	P	P	P	P	P	P					

* June 27, 2016 had a joint meeting with AUDITCOM

AUDIT COMMITTEE

Members		1/22/2016	2/26/2016	3/14/2016	4/18/2016	6/27/2016*	7/25/2016*	8/19/2016	10/21/2016	12/16/2016
1	Artemio V. Panganiban (Chairman)	P	P	P	P	P	P	P	P	P
2	James L. Go	P	P	P	P	P	P	P	A	P
3	Lance Y. Gokongwei	A	P	P	P	P	P	P	A	P
4	Jose Ma. K. Lim	P	P	P	P	P	P	P	P	P
5	Pedro E. Roxas	P	P	P	P	P	P	P	P	P
6	Anabelle L. Chua (Director as of June 1, 2016)	P	P	P	P	P	P	A	P	P*
7	David J. Nicol (Observer)	-	-	-	-	-	-	-	-	-
% Attendance		83%	100%	100%	100%	100%	100%	83%	67%	100%
Duration of Meeting		1.00	1.00	1.50	2.00	0.25	0.90	0.90	1.50	1.75
> Oscar S. Reyes		P	P	-	P	P	P	P	P	-

* June 27, 2016 and July 25, 2016 - joint meeting with FINCOM with separate per diem checks for Audit Com members

RISK MANAGEMENT COMMITTEE

Members		2/26/2016*				7/25/2016*	10/24/2016		
1	Artemio V. Panganiban (Chairman)	P				P	P		
2	James L. Go	P				P	P*		
3	Lance Y. Gokongwei	P				P	P		
4	Jose Ma. K. Lim (no more a member starting June 1, 2016)	P				-	-		
5	Pedro E. Roxas	P				P	P*		
6	Anabelle L. Chua (Director as of June 1, 2016)	P				P	P		
7	David J. Nicol (Observer)	-				-	-		
% Attendance		100%				100%	100%		
Duration of Meeting		0.30				0.25	0.25		
> Oscar S. Reyes		-				P	-		

* On Feb 26, 2016, July 25, 2016 and October 21, 2016 - held immediately following the Audit Com (one per diem check for Audit Cte & Risk Cte)

NOMINATION & GOVERNANCE COMMITTEE

Members		2/15/2016	3/14/2016		5/30/2016					10/24/2016	
1	Pedro E. Roxas (Chairman)	A	P		P					P*	
2	Lance Y. Gokongwei	P	P		P*					P	
3	James L. Go	P	P		A					P*	
4	Jose Ma. K. Lim	A	P		A					P	
5	Napoleon L. Nazareno	P	P		P*					-	
	Anabelle L. Chua (replacing NLN June 1, 2016)									P	
	% Attendance	60%	100%		60%					100%	
	Duration of Meeting	1.00	1.00		0.75					0.75	
	> Oscar S. Reyes	-	-		P					-	

REMUNERATION & LEADERSHIP DEVELOPMENT COMMITTEE

Members		2/26/2016						9/26/2016		12/19/2016
1	Manuel V. Pangilinan (Chairman)	P						P		P
2	Lance Y. Gokongwei	P						P		P
3	Napoleon L. Nazareno	P						-		-
4	Jose Ma. K. Lim (replacing NLN June 1, 2016)							P		P
5	Pedro E. Roxas	P						P		P
	% Attendance	100%						100%		100%
	Duration of Meeting	0.75						0.75		1.00
	> Oscar S. Reyes	P						P		P

EXECUTIVE COMMITTEE

Members				4/18/2016*	
1	Manuel V. Pangilinan (Chairman)			P*	
2	Lance Y. Gokongwei			P	
3	John L. Gokongwei, Jr.			P*	
4	Jose Ma. K. Lim			P	
5	Artemio V. Panganiban			P	
	% Attendance			100%	
	Duration of Meeting			1.00	
	> Oscar S. Reyes			P	

Legend:
P Present
A Absent
P * Via Teleconference / Videoconference
--- Non-Member as of date of meeting

REPUBLIC OF THE PHILIPPINES)

PASIG CITY

) S.S.

SECURITIES AND EXCHANGE COMMISSION

CERTIFICATE

I, **WILLIAM S. PAMINTUAN**, of legal age and with office address at **8/F Lopez Bldg., Ortigas Avenue, Pasig City**, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of **MANILA ELECTRIC COMPANY** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at **Lopez Bldg., Ortigas Avenue, Pasig City**;

2. The Company's Manual on Corporate Governance, conforms with the provisions of Philippine Securities and Exchange Commission (SEC) Memorandum Circular No. 19, Series of 2016 (the "Code of Corporate Governance for Publicly Listed Companies"), as well as contains other leading practices and principles on good corporate governance;

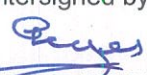
3. In **2016**, the Company did not deviate from the provisions of its Manual as well as the provisions of the Revised Code of Corporate Governance as adopted in the Company's Manual; and

4. I am issuing this certificate in compliance with the requirement of the SEC on the annual reporting of the foregoing matters.

IN WITNESS WHEREOF, I have signed this Certificate this 09 day of January 2017 at Pasig City, Metro Manila,


WILLIAM S. PAMINTUAN
Compliance Officer

Countersigned by:


OSCAR S. REYES
President & CEO

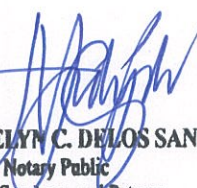
SUBSCRIBED AND SWORN TO before me this 09 day of January 2017 at Pasig City by William S. Pamintuan who has satisfactorily proven to me his identity through his Driver's License No. N02-91-156323 valid until February 6, 2018, that he is the person who personally signed before me the foregoing Certificate and acknowledged that he executed the same.

Doc. No.: 185;

Page No.: 38;

Book No.: I;

Series of 2017


ATTY. MADELYN C. DELOS SANTOS
Notary Public
Pasig, San Juan, and Pateros
Issued on June 6, 2016 at Pasig City
Appointment No. 146 (2016-2017)
Roll No. 64977/ IBP No. 1020809/ 01-06-16 Laguna Chapter
PTR No. 1465698/ 01-21-16 Pasig City
MCLE V-0023958-04/14/19
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City