

PROXY

KNOW ALL MEN BY THESE PRESENTS:

I, _____, of legal age, Filipino, and residing at _____ after having been sworn in accordance with law, depose and state that:

1. I am the _____ [POSITION] of _____ [NAME OF BROKER/PARTICIPANT], a corporation organized and existing under the laws of the Republic of the Philippines, with principal office at _____ [OFFICE ADDRESS].

2. _____ [NAME OF BROKER/PARTICIPANT] is a Participant of the Philippine Depository Trust Corporation, Inc. (PDTTC) and duly appointed Proxy for _____ [NUMBER OF SHARES] common shares of the Manila Electric Company (Meralco) registered in the name of PCD Nominee Corporation, with the power to nominate, constitute and appoint a sub-proxy for all or part of the said shares.

3. I am authorized by the said Participant to act as sub-proxy or designate a sub-Proxy for the said common shares at any regular or special meeting of the stockholders of the Manila Electric Company and any of its adjournment(s) or postponement(s). (Hereto attached is a copy of the Board Resolution/Secretary's Certificate showing such authority.)

4. I hereby designate, name, and appoint: _____ [NAME OF PROXY] as sub-proxy, with full power of substitution or delegation, in any regular or special meeting of the stockholders of Meralco and any of its adjournment(s) or postponement(s) as fully to all intents and purposes as I might or could do if present and acting in person, and with full authority and discretion to act and vote the said shares. The Proxy is hereby authorized to exercise full discretion to act and vote all shares which the said corporation owns, may hereafter own, or authorized to vote in its capacity as Administrator, Executor or Attorney-in-Fact.

5. HEREBY GIVING AND GRANTING unto the said Proxy full power and authority to do and perform every legal act and thing whatever requisite or necessary to be done in and about the premises as fully to all intents and purposes as I might or could lawfully do, and CONFIRMING all that the said Proxy shall lawfully do if personally present or cause to be done by virtue hereof;

5. I hereby warrant that the written consent of the beneficial owner(s) of the said shares has been secured.

Signed this _____ day of _____ 20__.

By:

Printed Name & Signature of Authorized
Representative

SUBSCRIBED AND SWORN to before me, this _____ day of _____ at
_____ affiant exhibiting to me his/her _____.

Doc. No. _____ ;
Book No. _____ ;
Page No. _____ ;
Series of 20_____