

COVER SHEET

P W - 1 0 2

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 , 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 Tel. No.

1 2

Month

3 1

Day

Fiscal Year

CERTIFICATION ON COMPLIANCE
WITH CORPORATE GOVERNANCE
MANUAL

FORM TYPE

0 5

Month

3 1

Day

Secondary License Type, If Applicable

Dept. Requiring this Doc.
Number/Section.

Amended Articles

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



ORTIGAS AVENUE, PASIG CITY
0300 PHILIPPINES

January 11, 2013

SECURITIES AND EXCHANGE COMMISSION

Attention: Director Justina F. Callangan
Corporation Finance Department
S.E.C. Building, EDSA
Mandaluyong City

PHILIPPINE STOCK EXCHANGE, INC.

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department
3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Gentlemen:

We respectfully submit the attached copy of the Certification of Manila Electric Company's compliance with the Corporate Governance Manual for the year 2012.

Thank you.

Very truly yours,



WILLIAM S. PAMINTUAN
Compliance Officer

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

CERTIFICATION

I, **WILLIAM S. PAMINTUAN**, of legal age and with office address at 8th Floor Lopez Building, Ortigas Avenue, Pasig City, after being sworn to in accordance with law, certify 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 Building, 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. 6, Series of 2009 (the "Revised Code of Corporate Governance"), as well as contains other leading practices and principles on good corporate governance;


3. In 2012, 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 Certification in compliance with the requirement of the Philippine SEC on the annual reporting on the foregoing matters.

IN WITNESS WHEREOF, I have hereunto set my hand on this JAN 11 day of January 2013 in Pasig City, Metro Manila, Philippines.



WILLIAM S. PAMINTUAN
Compliance Officer

Countersigned by:


OSCAR. S. REYES
President and Chief Executive Officer

SUBSCRIBED AND SWORN TO before me in Pasig City this JAN 11 day of January 2013 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, 2015, that he is the person who personally signed before me the foregoing Certificate and acknowledged that he executed the same.

Doc. No.: 488;
Page No: 102;
Book No: III;
Series of 2013


ATTY. FREEDIE M. NAVIDAD
NOTARY PUBLIC
PASIG, PATEROS, LAGUIG, AND SAN JUAN
ISSUED ON FEBRUARY 20, 2012 AT PASIG CITY
APPOINTMENT NO. 77 (2012-2013)
ROLL NO. 53655 / IBP NO. 870016 / R1/2/12 RSM CHAPTER
PTR NO. 7575232 / 01/14/12 PASIG CITY
8TH FLOOR LOPEZ BLDG. ORTIGAS AVENUE, PASIG CITY