

**PROXY**

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned stockholder of MANILA ELECTRIC COMPANY (Company), do hereby appoint, name and constitute: \_\_\_\_\_ [NAME OF PROXY] \_\_\_\_\_ as my true and lawful proxy, with full power of substitution or delegation, for me and in my name and stead, to attend any regular or special meeting of the stockholders of the Company, including postponements and adjournments thereof, to vote all shares of stock in the Company which I own, may hereafter own, or authorized to vote in my capacity as Administrator, executor or Attorney-in-fact. I hereby authorize my Proxy to exercise full discretion to act and vote on my behalf.

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 or cause to be done by virtue hereof.

This proxy shall be valid for a period of five (5) years unless sooner terminated in writing signed by me, a copy of which is furnished to the Corporate Secretary of the said Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ .

\_\_\_\_\_  
Printed name and signature of  
Stockholder

*Address:*

\_\_\_\_\_  
\_\_\_\_\_

*Contact No. & e-mail address:*

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