

- c) Ensure that the Company complies with all relevant laws, regulations and endeavor to adopt best business practices;
- d) Identify the Company's major and other stakeholders and oversee Management's formulation and implementation of the Company's policy on communicating or relating with them through an effective investor relations program and other appropriate communication programs;
- e) Adopt a system of check and balance within the Board, which should be regularly reviewed for effectiveness;
- f) Provide oversight with regard to enterprise risk management;
- g) Identify key risk areas and key performance indicators and monitor these factors with due diligence;
- h) Ensure that the Company establishes appropriate policies and procedures in accordance with this Revised Manual and applicable laws and regulations, including, but not limited to, conflict of interest and related party transactions;
- i) Constitute Board Committees, including an Audit and Risk Management Committee, that it deems necessary to assist the Board in the performance of its duties and responsibilities;
- j) Consider the creation and maintenance of an alternative dispute resolution system in the Company that can amicably settle differences or conflicts between the Company and its stockholders, if applicable;
- k) Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be duly minuted;
- l) Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and in existing law, rules and regulation; and
- m) Appoint a Compliance Officer who shall have the rank of at least vice president. In the absence of such appointment, the Corporate Secretary, preferably, shall act as Compliance Officer.

Please refer to attached **Annex A** for the full copy of the Company's Revised Manual of Corporate Governance which was also submitted and disclosed to SEC last March 30, 2011.

How often does the Board review and approve the vision and mission?

The Board conducts an annual review of the Company vision and mission during their annual strategy and business plan exercise for the Company

(b) Directorship in Other Companies

(i) Directorship in the Company's Group¹

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

¹ The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Ray C. Espinosa	Meralco PowerGen Corporation	Non-Executive
Jose Ma. K. Lim	Meralco PowerGen Corporation	Non-Executive
Manuel M. Lopez	Indra Phils., Inc.	Chairman
Manuel V. Pangilinan	Meralco PowerGen Corporation	Chairman
Oscar S. Reyes	Meralco PowerGen Corporation	Executive
	Redondo Peninsula Energy, Inc.	Chairman
	Meralco Industrial Engineering Services, Inc.	Chairman
	Meralco Energy, Inc.	Chairman
	CIS Bayad Center, Inc.	Chairman
	Republic Surety & Insurance Company, Inc.	Non-Executive

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the Company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Ray C. Espinosa	Lepanto Consolidated Mining Company	Non-executive
	Metro Pacific Investments Corporation	Non-executive
	Philippine Long Distance Telephone Company	Non-executive
James L. Go	Oriental Petroleum and Minerals Corp.	Chairman, Executive (Chief Executive Officer)
	JG Summit Holdings, Inc.	Chairman, Executive (Chief Executive Officer)
	Robinsons Retail Holdings, Inc.	Vice Chairman, Executive (Deputy Chief Executive Officer)
	Universal Robina Corporation	Chairman
	Robinsons Land Corporation	Chairman
	Philippine Long Distance Telephone Company	Non-executive

	Cebu Air, Inc.	Non-executive
John L. Gokongwei, Jr.	JG Summit Holdings, Inc	Chairman Emeritus, Non-Executive
	Universal Robina Corporation	Chairman Emeritus, Non-Executive
	Robinsons Land Corporation	Chairman Emeritus, Non-Executive
	A. Soriano Corporation	Non-Executive
	Cebu Air, Inc.	Non-Executive
	Oriental Petroleum and Minerals Corporation	Non-Executive
Lance Y. Gokongwei	Robinsons Land Corporation	Vice Chairman, Executive (Chief Executive Officer)
	JG Summit Holdings, Inc.	Executive (President and Chief Operating Officer)
	Cebu Air Inc.	Executive (President and Chief Executive Officer)
	Universal Robina Corporation	Executive (President and Chief Operating Officer)
	Robinsons Retail Holdings, Inc.	Vice Chairman, Non-executive
	Oriental Petroleum and Minerals Corp.	Vice Chairman, Non-executive
Jose Ma. K. Lim	Metro Pacific Investments Corporation	Executive (President and CEO)
Manuel M. Lopez	Rockwell Land Corporation	Chairman, Non-executive
	Lopez Holdings Corporation	Chairman, Executive (CEO)
	First Philippine Holdings Corporation	Vice Chairman, Non-executive
	ABS-CBN Corporation	Non-executive
	ABS-CBN Holdings Corporation	Non-executive
Napoleon L. Nazareno	Philippine Long Distance Telephone Company	Executive (President and Chief Operating Officer)
Artemio V. Panganiban	GMA Network, Inc.	Independent
	First Philippine Holdings Corporation	Independent
	Metro Pacific Investments Corporation	Independent
	Robinsons Land Corporation	Independent
	GMA Holdings, Inc.	Independent
	Petron Corporation	Independent
	Bank of the Philippine Islands	Independent
	Philippine Long Distance Telephone Company	Independent
	Jollibee Foods Corporation	Non-executive
	Asian Terminals, Inc.	Independent
Manuel V. Pangilinan	Philippine Long Distance Telephone Company	Chairman

	Metro Pacific Investments Corporation	Chairman
	Philex Mining Corporation	Chairman
	First Pacific Company Limited (Hongkong)	Executive (CEO and Managing Director)
Oscar S. Reyes	Bank of the Philippine Islands	Independent
	Manila Water Company	Independent
	Ayala Land, Inc.	Independent
	Philippine Long Distance Telephone Company	Non-executive
	Pepsi Cola Products Philippines, Inc.	Chairman, Independent
	Basic Energy Corporation	Independent
Pedro E. Roxas	Roxas Holdings, Inc.	Chairman
	Roxas and Company, Inc.	Chairman, Executive (President and CEO)
	Philippine Long Distance Telephone Company	Independent

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders* in the Company and/or in its Group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
Ray C. Espinosa	Beacon Electric Asset Holdings, Inc	Director
James L. Go	JG Summit Holdings, Inc.	Chairman, Executive (Chief Executive Officer)
Lance Y. Gokongwei	JG Summit Holdings, Inc.	Director, Executive (President and Chief Operating Officer)
Jose Ma. K. Lim	Beacon Electric Asset Holdings, Inc	Director
Estelito P. Mendoza	San Miguel Corporation	Director
Manuel V. Pangilinan	Beacon Electric Asset Holdings, Inc	Chairman of the Board

*We interpret significant shareholders as those with 5% and above shareholdings in the Company, following the disclosure on Beneficial Ownerships.

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary