

# COVER SHEET

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S.E.C Registration Number

[illegible]

(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	A	R	A	N	G	A	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

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Month Day

Fiscal Year

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FORM TYPE

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2	6
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Month      Day

Annual Meeting

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Secondary License Type, if Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

\_\_\_\_\_

Total No. of Stockholders

\_\_\_\_\_

Domestic

\_\_\_\_\_

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

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LCU

[illegible]

Document I.D.

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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: *May 26, 2015*
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: *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 March 31, 2015)*

*Debt Securities: PhP18.5 Billion Bonds*

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

At the Annual Meeting of the Stockholders held today, May 26, 2015, the stockholders approved the following:

1. Minutes of the Annual Meeting of the Stockholders held on May 27, 2014.
2. Audited Financial Statements of the Company for the period ended December 31, 2014.
3. Ratification of all acts, resolutions, and deeds of the Board, its Committees as well as all acts of Management since the May 27, 2014 Annual Stockholders' Meeting until today.
4. Election of the following as directors for the term 2015-2016 and until their successors are duly elected and qualified:

- 1) Atty. Ray C. Espinosa
- 2) Mr. James L. Go
- 3) Mr. John L. Gokongwei, Jr.
- 4) Mr. Lance Y. Gokongwei
- 5) Mr. Jose Ma. K. Lim
- 6) Ambassador Manuel M. Lopez
- 7) Mr. Napoleon L. Nazareno
- 8) Retired Chief Justice Artemio V. Panganiban
- 9) Mr. Manuel V. Pangilinan
- 10) Mr. Oscar S. Reyes
- 11) Mr. Pedro E. Roxas

Retired Chief Justice Artemio V. Panganiban and Mr. Pedro E. Roxas were elected as Independent Directors.

Attached are copies of the Certifications executed by Retired Chief Justice Artemio V. Panganiban and Mr. Pedro E. Roxas in connection with their election as independent directors of the Company.

5. Appointment of SyCip Gorres Velayo & Company (SGV & Co.) as the external auditors of the Company for the year 2015-2016.

At the Organizational Meeting held immediately after the Annual Meeting of the Stockholders, the Board of Directors elected the following:

1. Officers:

Name	Rank & Position
Oscar S. Reyes	President and Chief Executive Officer
Ray C. Espinosa	General Counsel
Simeon Ken R. Ferrer	Corporate Secretary
Roberto R. Almazora	Senior Vice President and Head, MPower
Angelito D. Bermudo	Senior Vice President and President and Chief Executive Officer, MIESCOR
Aaron A. Domingo	Senior Vice President and Executive Vice President and Chief Operating Officer, Meralco Power Gen Corporation
Alfredo S. Panlilio	Senior Vice President and Head, Customer Retail Services and Corporate Communications
Ramon B. Segismundo	Senior Vice President and Head, Human Resources and Corporate Services
Betty C. Siy-Yap	Senior Vice President and Chief Finance Officer
Rafael L. Andrada	First Vice President and Group Treasurer



Ronnie L. Apercho	First Vice President and Head, Networks
Ruben B. Benosa	First Vice President and Head, Corporate Logistics
Helen T. de Guzman	First Vice President and Head, Corporate Audits
Ivanna G. dela Pena	First Vice President and Head, Regulatory Management
William S. Pamintuan	First Vice President, Deputy General Counsel, Assistant Corporate Secretary, Compliance Officer and Head, Legal and Corporate Governance
Antonio M. Abuel, Jr.	Vice President and Head, Sub-Transmission Services
Ireneo B. Acuña	Vice President and Head, Electric Distribution and Development
Ferdinand C. Alejandro	Vice President and Head, Home and Micro Business – North Business Area
Angelita S. Atanacio	Vice President and Head, Management Services and Senior Human Resources Business Partner for Customer Retail Services and Strategy and Innovation
Bennette D. Bachoco	Vice President and Head, Financial Planning and Reporting
Rolando M. Cagampan	Vice President and Head, Energy Management
Edgardo V. Carasig	Vice President and Head, Human Resources Operations
Marthyn S. Cuan	Vice President and Head, Corporate Information and Technology
Benjamin U. Cusi	Vice President and Head, South Distribution Services
Lawrence S. Fernandez	Vice President and Head, Utility Economics
Ferdinand O. Geluz	Vice President and Head, Home and Micro Business – Central Business Area
Victor Emmanuel S. Genuino	Vice President and Head, Corporate Business Group
Nixon G. Hao	Vice President and Head, Network and Asset Management
Ernie G. Imperial	Vice President and Head, Business Transformation
Dexter C. Lee	Vice President and President and Chief Executive Officer, Meralco Energy, Inc.
Fortunato C. Leynes	Vice President
Raymond B. Ravelo	Vice President and President and Chief Executive Officer, Radius Telecoms Incorporated and Officer-in-Charge, Strategy and Innovation
Jose Rainier A. Reyes	Vice President and Head, Home and Micro Business – South Business Area
Nestor P. Sarmiento	Vice President and Chief Management Adviser, COMSTECH Alliance, Inc.
Liza Rose G. Serrano-Diangson	Vice President and Head, Customer Process
Manuel Lorenzo L. Tuason	Vice President and President and Chief Executive Officer, CIS Bayad Center
Jose Antonio T. Valdez	Vice President and Head, Marketing, Customer Solutions and Product Development
Jose Ronald V. Valles	Vice President and Head, Regulatory Affairs

2. Board Committees and Memberships:

1. EXECUTIVE COMMITTEE	
Chairman	Manuel V. Pangilinan
Vice Chairman	Lance Y. Gokongwei
Member	John L. Gokongwei, Jr.
Member	Jose Ma. K. Lim
Member (Independent Director)	Artemio V. Panganiban
Secretariat	Simeon Ken R. Ferrer
	Jose Jesus G. Laurel

2. AUDIT COMMITTEE	
Chairman (Independent Director)	Artemio V. Panganiban
Member	James L. Go
Member	Lance Y. Gokongwei
Member	Jose Ma. K. Lim
Member (Independent Director)	Pedro E. Roxas
Member (Non-Director)	Anabelle L. Chua
Member (Non-Director)	David J. Nicol
Secretariat	Jose Jesus G. Laurel

<b>3. FINANCE COMMITTEE</b>	
Chairman	Ray C. Espinosa
Member	James L. Go
Member	John L. Gokongwei, Jr.
Member	Manuel M. Lopez
Member (Independent Director)	Pedro E. Roxas
Member (Non-Director)	Anabelle L. Chua
Member (Non-Director)	David J. Nicol
Secretariat	Jose Jesus G. Laurel
	Leo I. Posadas

<b>4. RISK MANAGEMENT COMMITTEE</b>	
Chairman (Independent Director)	Artemio V. Panganiban
Member	James L. Go
Member	Lance Y. Gokongwei
Member	Jose Ma. K. Lim
Member (Independent Director)	Pedro E. Roxas
Member (Non-Director)	Anabelle L. Chua
Member (Non-Director)	David J. Nicol
Secretariat	Jose Jesus G. Laurel

<b>5. NOMINATION AND GOVERNANCE COMMITTEE</b>	
Chairman (Independent Director)	Pedro E. Roxas
Member	James L. Go
Member	Lance Y. Gokongwei
Member	Jose Ma. K. Lim
Member	Napoleon L. Nazareno
Secretariat	William S. Pamintuan
	Jose Jesus G. Laurel

<b>6. REMUNERATION AND LEADERSHIP DEVELOPMENT COMMITTEE</b>	
Chairman	Manuel V. Pangilinan
Member	Lance Y. Gokongwei
Member	Napoleon L. Nazareno
Member (Independent Director)	Pedro E. Roxas
Secretariat	Jose Jesus G. Laurel

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**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: May 26, 2015**

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

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



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **PEDRO E. ROXAS**, Filipino, of legal age and a resident of 6 Ipil Road, South Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **MANILA ELECTRIC COMPANY**.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
Roxas Holdings, Inc.	Chairman	20 years
Roxas & Company, Inc.	Chairman/President/CEO	12 years
Club Punta Fuego	Chairman	18 years
Brightnote Assets Corporation	Director	16 years
Fundacion Santiago	Director/President	22 years
Philippine Long Distance Tel. Co.	Independent Director	14 years
BDO Private Bank	Independent Director	14 years
Phil. Business for Social Progress	Trustee	14 years


3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **MANILA ELECTRIC COMPANY**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the corporate secretary of **MANILA ELECTRIC COMPANY** of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this \_\_\_\_\_ day of MAY 26 2015, at PASIG CITY.

  
**PEDRO E. ROXAS**  
Affiant

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of MAY 26 2015 at PASIG CITY, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) 104-738-165.

Doc. No. 140 ;  
Page No. 29 ;  
Book No. VI ;  
Series of 2015.

  
**ATTY. FREEDOM IANFE M. NAVIDAD**  
Notary Public  
Pasig, San Juan, Taguig and Pateros  
Issued on April 14, 2014 at Pasig City  
Appointment No. 198 (2014-2015)  
Roll No. 53655/IBP No. 0980969/01-07-15 RSM Chapter  
PTR No. 0489189/02-05-15 Pasig City  
8<sup>th</sup> Floor Lopez Bldg. Ortigas Avenue, Pasig City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARTEMIO V. PANGANIBAN**, Filipino, of legal age and a resident of 1203 Acacia Street, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

- 1. I am an independent director of **MANILA ELECTRIC COMPANY**.
- 2. I am affiliated with the following listed companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
GMA Network, Inc.	Independent Director	2007 - Present
First Philippine Holdings Corporation	Independent Director	2007 - Present
Metro Pacific Investments Corporation	Independent Director	2007 - Present
Robinsons Land Corporation	Independent Director	2008 - Present
GMA Holdings, Inc.	Independent Director	2009 - Present
Petron Corporation	Independent Director	2010 - Present
Bank of the Philippine Islands	Independent Director	2010 - Present
Asian Terminals, Inc.	Independent Director	2010 - Present
Philippine Long Distance Telephone Co.	Independent Director	2013 - Present
Jollibee Foods Corporation	Non-Executive Director	2012 – Present
Metropolitan Bank and Trust Co.	Senior Adviser	2007 - Present
Double Dragon Properties Corporation	Adviser	2014 - Present

(For my full bio-data, log to my personal website: [cjpanganiban.com](http://cjpanganiban.com) )


- 3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **MANILA ELECTRIC COMPANY**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
- 4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
- 5. I shall inform the corporate secretary of **MANILA ELECTRIC COMPANY** of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this \_\_\_\_\_ day of MAY 26 2015, at PASIG CITY.

  
**ARTEMIO V. PANGANIBAN**  
Affiant

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of MAY 26 2015 at PASIG CITY, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) 106-197-693.

Doc. No. 423 ;  
Page No. 47 ;  
Book No. 11 ;  
Series of 2015.

  
**ATTY. MARIAN VENUS S. SANTIAGO-DELA FUENTE**  
Notary Public  
Pasig, San Juan, Taguig and Pateros  
Issued on April 25, 2014 at Pasig City  
Appointment No. 218 (2014-2015)  
Roll No. 54224/IBP No. 0980970/01-07-15 RSM Chapter  
PTR No. 0489188/02-05-15 Pasig City  
8<sup>th</sup> Floor Lopez Bldg. Ortigas Avenue, Pasig City