COVER SHEET

P	W	-	1	0	2				

S.E.C Registration Number

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	,	

B	R	G	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

8632-8014

Company Telephone Number

DEFINITIVE INFORMATION STATEMENT

1	2	-	3	1

Month Day

Fiscal Year

	2	0	-	I	S	

FORM TYPE

0	5

Month

2	6

Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. use black ink for scanning purposes

MERALCO

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS
Manila Electric Company (Meralco)

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Meralco will be conducted virtually via https://company.meralco.com.ph/corporate-governance/SERVE on Tuesday, May 26, 2020, at 10:00 a.m. with the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on May 28, 2019
4. Report of the President and Chief Executive Officer
5. Prospect / Outlook from the Chairman
6. Approval of the 2019 Audited Consolidated Financial Statements
7. Ratification of Acts of the Board and Management
8. Election of Directors for the ensuing year
9. Appointment of External Auditors
10. Other business that may properly be brought before the meeting
11. Adjournment

Minutes of the 2019 Annual Meeting of Stockholders will be available for examination during office hours at the Office of the Corporate Secretary and at the website of Meralco, www.meralco.com.ph.

The Board has fixed the close of business on **March 6, 2020** as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting. The stock and transfer books of Meralco will not be closed.

In accordance with Article I, Section 3 of the Company's Amended By-Laws, any instrument authorizing a proxy to act shall be submitted to and received at the principal office of Meralco on or before **April 27, 2020, 5:00 p.m.**, addressed to the attention of the Corporate Secretary c/o Corporate Governance and Compliance Office, Ground Floor, Lopez Bldg., Meralco Center, Ortigas Avenue, Brgy. Ugong, Pasig City. Soft copies of the proxies can be emailed in advance to stockholder.affairs@meralco.com.ph. Validation of proxies is set on **May 13, 2020, 10:00 a.m.** at Lopez Building, Brgy. Ugong, Ortigas Avenue, Pasig City.

In light of the COVID-19 pandemic, the Company will be conducting a virtual annual stockholders' meeting. The conduct of the annual stockholders' meeting will be streamed live, and stockholders may attend and participate via remote communication and vote in absentia, using the online portal https://company.meralco.com.ph/corporate-governance/SERVE. The guidelines for online voting and participation is set forth in Annex "C" of the Definitive Information Statement.

Pasig City, March 30, 2020.

SIMEON KEN R. FERRER
Corporate Secretary

Annex "A"

AGENDA
DETAILS AND RATIONALE

1. **Call to Order.** The Chairman of the Board of Directors, Mr. Manuel V. Pangilinan, will call the meeting to order.

2. **Certification of Notice and Quorum.** The Corporate Secretary, Atty. Simeon Ken R. Ferrer, will certify that copies of this Notice were sent to Stockholders of record as of March 6, 2020 and will certify the number of attendees, whether in person or by proxy, for the purpose of determining the existence of quorum to validly transact business.

3. **Approval of the Minutes of the Annual Meeting of Stockholders held on May 28, 2019**. Copies of the draft Minutes are available for examination during office hours at the Office of the Corporate Secretary and at the website of Meralco, www.meralco.com.ph. Stockholders will be asked to approve the draft Minutes and acknowledge the completeness and accuracy thereof. Below is the text of the proposed resolution:

> *"RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders' Meeting held on May 28, 2019."*

4. **Report of the President and Chief Executive Officer** – The Report summarizes the milestones and key achievements of Meralco and provides a clear picture of how Meralco reached its goals during the past year 2019.

5. **Prospect/Outlook from the Chairman** – The Report provides the Stockholders with a view of the opportunities and challenges to be faced by Meralco and its Management's goals and strategies for the year 2020.

6. **Approval of the 2019 Audited Consolidated Financial Statements** – Meralco's audited financial statements, highlights of which are explained in the President's Report and in the Information Statement, will be presented to the Stockholders for approval. Copies of the 2018 Audited Financial Statements, previously approved by the Board of Directors, were also submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue. Below is the proposed resolution:

> *"RESOLVED, that the audited financial statements for the year ended December 31, 2019 be, as the same are hereby, approved."*

7. **Ratification of Acts of the Board and Management** – Ratification of the acts of the Board of Directors and Management crucial to the successful performance of the Company in 2019 will be sought from the Stockholders. Below is the proposed resolution:

> *"RESOLVED, that all acts, resolutions, and deeds of the Board of Directors and Management of the Company from the Annual Stockholders' Meeting held on May 28, 2019 up to the date of this meeting be as they hereby are, confirmed, ratified and approved."*

8. **Election of Directors for the ensuing year** – Copies of the *curriculum vitae* and profiles of the candidates to the Board of Directors are provided in the Information Statement for the examination of the Stockholders. For this year, the candidates to the Board are the following:

a) Ms. Anabelle Lim Chua

b) Atty. Ray C. Espinosa
c) Mr. James L. Go
d) Mr. Frederick D. Go
e) Mr. Lance Y. Gokongwei
f) Mr. Jose Ma. K. Lim
g) Mr. Elpidio L. Ibañez
h) Retired Chief Justice Artemio V. Panganiban
i) Mr. Manuel V. Pangilinan
j) Mr. Pedro E. Roxas
k) Mr. Victorico P. Vargas

Please refer to pages 7-17 of the Information Statement for the profile of the nominees to the Board.

Stockholders will be given the opportunity to elect the directors who will serve for the term 2020-2021 by way of individual voting administered by a third party.

9. Appointment of External Auditors –Meralco's external auditors for 2020-2021, tasked with the preparation of the annual audited financial statements, will be appointed by the Stockholders. This is upon favorable recommendation by the Audit Committee. Below is the text of the proposed resolution:

"RESOLVED, that SGV & Company, Certified Public Accountants, be, as they hereby are, re-appointed as external auditors of the Company for the year 2020-2021."

Please refer to page 32 of the Information Statement for the profile of SGV & Company.

10. Other business that may properly be brought before the meeting – Stockholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting.

11. Adjournment – After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

WE ARE NOT SOLICITING YOUR PROXY

Stockholders who will not, are unable or do not expect to attend the meeting in person but would like to be represented thereat may choose to execute and send a proxy form to the Office of the Corporate Secretary on or before 5:00 p.m., April 27, 2020. A sample proxy form is provided below. Other forms are available at MERALCO's website www.meralco.com.ph

PROXY

The undersigned stockholder of MANILA ELECTRIC COMPANY (the "Company") hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on May 26, 2020 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of the Minutes of the Annual Meeting of Stockholders held on May 28, 2019
   ☐Yes ☐No ☐Abstain
2. Approval of 2019 Audited Consolidated Financial Statements
   ☐Yes ☐No ☐Abstain
3. Ratification of Acts of the Board and Management
   ☐Yes ☐No ☐Abstain
4. Election of Directors for the ensuing year

   4.1 Ms. Anabelle L. Chua ☐Yes
   4.2 Atty. Ray C. Espinosa ☐Yes
   4.3 Mr. James L. Go ☐Yes
   4.4 Mr. Frederick D. Go ☐Yes
   4.5 Mr. Lance Y. Gokongwei ☐Yes
   4.6 Mr. Elpidio L. Ibañez ☐Yes
   4.7 Mr. Jose Ma. K. Lim ☐Yes
   4.8 Retired Chief Justice Artemio V. Panganiban ☐Yes
   4.9 Mr. Manuel V. Pangilinan ☐Yes
   4.10 Mr. Pedro E. Roxas ☐Yes
   4.11 Mr. Victorico P. Vargas ☐Yes

5. Appointment of External Auditors
   ☐Yes ☐No ☐Abstain

_____
PRINTED NAME OF STOCKHOLDER

_____
SIGNATURE OF STOCKHOLDER/AUTHORIZED SIGNATORY

_____
DATE

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
Information Statement Pursuant to Section 20
of the Securities Regulation Code (SRC)

1. Check the appropriate box:
   ( ) Preliminary Information Statement
   (✓) Definitive Information Statement

2. Name of Registrant as specified in its charter: **Manila Electric Company**

3. Country of Incorporation: **Philippines**

4. SEC Identification Number: **PW-102**

5. BIR Tax Identification Number: **000-101-528-000**

6. Address of principal office: **Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City 1605**

7. Telephone Numbers: **(632) 8633-4553**

8. Date, time and place of meeting of security holders:

   Date : May 26, 2020
   Time : 10:00 a.m.
   Place : To be conducted virtually via https://company.meralco.com.ph/corporate-governance/SERVE

9. Approximate Date on which the Information Statement is first to be sent or given to security holders: **April 15, 2020**

10. Securities registered pursuant to Sections 8 and 12 of the SRC:

		Number of Shares Outstanding (Par Value at P10.00 per share)
a. Common Stock	**-**	**1,127,098,705**
		Amount of Debt Outstanding
b. Debt Securities	**-**	**10,179 Million Fixed Rate Notes** • **3,179 million – 7Y Note due 2020** • **7,000 million – 12Y Note due 2025**

11. Are any or all of these securities listed on a Stock Exchange?

    Yes ✓ No ____

    If so, disclose the name of the Exchange and the class of securities listed therein: **Philippine Stock Exchange/Common Stock**

INFORMATION REQUIRED IN INFORMATION STATEMENT

Date, Time and Place of Meeting of Security Holders

- Date : Tuesday, May 26, 2020
- Time : 10:00 a.m.
- Place : Online web address/URL (for voting in absentia and participation via remote communication) https://company.meralco.com.ph/corporate-governance/SERVE

  Principal Office: Lopez Building, Ortigas Avenue,
  Barangay Ugong, Pasig City

The approximate date on which copies of the Information Statement are first to be sent or given to stockholders is on April 15, 2020.

Dissenter's Right of Appraisal

A stockholder may exercise the right of appraisal (i.e. the right to dissent and demand payment of the fair value of his shares) in the instances provided under the Corporation Code of the Philippines, as follows: 1) in case an amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; 2) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code; 3) in case of merger or consolidation; and 4) investment of corporate funds for any purpose other than the primary purpose of the corporation. (Section 80, Title X, Appraisal Right, Revised Corporation Code). The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: *Provided*, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. (Section 81, Title X, How Right is Exercised, Revised Corporation Code of the Philippines)

Manila Electric Company ("*MERALCO*") adopts the procedure laid down in Section 81, Title X, of the Revised Corporation Code for a valid exercise of appraisal right.

No corporate actions, however, will be taken up during the meeting involving any of the foregoing instances in which a stockholder may exercise the right of appraisal.

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

(a) No current director or officer, or nominee for election as director or any of his associate, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.

(b) No director has informed the Company that he intends to oppose any action to be taken at the annual stockholders' meeting.

Voting Securities and Principal Holders Thereof

THE COMPANY IS NOT SOLICITING PROXIES FOR THE ANNUAL STOCKHOLDERS' MEETING.

As of March 31, 2020, the total outstanding shares/voting shares is 1,127,098,705 common shares, of which 6.92% or 78,033,767 shares are owned by foreign stockholders. Each share is entitled to one (1) vote. Voting rights are vested exclusively on common shares.

All stockholders of record as of March 6, 2020 are entitled to receive a notice of the meeting.

Cumulative Voting for Directors - At all elections of Directors, each stockholder may vote the shares registered in his name in person or by proxy for as many persons as there are Directors, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

Security Ownership of Certain Record and Beneficial Owners

Based on *MERALCO*'s stock and transfer book, the security ownership as of March 31, 2020 of certain record and beneficial owners of more than 5% of any class of its voting securities is as follows:

Title of Class	Name, address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Beacon Electric Asset Holdings, Inc. 10/F MGO Bldg., Legaspi corner Dela Rosa Streets, Legaspi Village, Makati City	Same as the record owner	Filipino	394,059,235	34.96%
Common	JG Summit Holdings, Inc. 42/F Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City	Same as the record owner	Filipino	333,189,397	29.56%

Title of Class	Name, address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Metro Pacific Investments Corporation 10/F MGO Building Legaspi corner Dela Rosa Streets, Makati City	Same as the record owner	Filipino	118,364,807	10.50%
Common	PCD Nominee Corp. 29th Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City 1226 No relationship with Issuer	PCD Participants	Filipino and Foreign	195,906,475	17.38%

Beacon Electric Asset Holdings, Inc. ("*Beacon Electric*") is a special purpose entity wholly-owned by Metro Pacific Investments Corporation ("*MPIC"*) beginning June 2017. It was organized to hold *MPIC*'s shares in *MERALCO*. Mr. Manuel V. Pangilinan, Mr. Jose Ma. K. Lim, Atty. Ray C. Espinosa, Ms. Anabelle L. Chua, or the Chairman of the Stockholders' Meeting of *MERALCO*, is duly authorized as proxy to vote its *MERALCO* shares as he or she may deem proper or beneficial to *Beacon Electric.*

JG Summit Holdings, Inc. ("*JG Summit*") was incorporated in November 1990 as the holding company for a group with substantial business interests in branded consumer foods, agro-industrial and commodity food products, property development and hotel management, air transportation, petrochemicals, and international capital and financial services. In addition, *JG Summit* has business interests in other sectors, including power generation and insurance. *JG Summit* conducts its businesses throughout the Philippines, but primarily in and around Metro Manila and in the regions of Visayas and Mindanao. *JG Summit*, through its subsidiaries, also has branded foods businesses in the People's Republic of China and the ASEAN region, including an interest in a property development company in Singapore. The Chairman or in his absence, the President of *JG Summit*, or any other representative designated by the President of *JG Summit*, is duly authorized as proxy to vote its *MERALCO* shares as he may deem proper or beneficial to *JG Summit*.

MPIC was founded in 1986. It is an investment holding company, with interest in water utilities, toll roads, electricity distribution, and healthcare service businesses in the Philippines. It operates six (6) business segments: Water Utilities, Toll Operations, Power Distribution, Power Generation, Healthcare, and Others. The Water Utilities segment provides water and sewerage services through a network of pipelines, pumping stations, and mini-boosters. The Toll Operations segment is involved in the operation and maintenance of toll road facilities. The Power Distribution segment distributes and supplies

electricity. The Power Generation includes power projects through MERALCO PowerGen Corporation and operations of coal and diesel-powered generating capacities of Global Business Power Corporation, the leading power supplier in the Visayas. The Healthcare segment operates and manages hospitals, nursing and medical schools, and other related enterprises. The other segment is involved in the operation of real estate properties; and provision of property development, investment holding, and management services. Mr. Manuel V. Pangilinan, Mr. Jose Ma. K. Lim, Atty. Ray C. Espinosa, Ms. Anabelle L. Chua, or the Chairman of the Stockholders' Meeting of *MERALCO*, is duly authorized as proxy to vote its *MERALCO* shares as he or she may deem proper or beneficial to *MPIC*.

PCD Nominee Corporation is a wholly-owned subsidiary of the Philippine Depository and Trust Corporation ("*PDTC*"). Originally, stock certificates were issued to investors every time they acquired shares of the Company. However, with the Philippine Central Depository's ("*PCD*") computerized Book Entry System that took effect in November 1997, investors of *MERALCO* shares now have an option whether they will be issued certificates or not. Their shares may be lodged at the *PCD* and further trading will be scripless (computerized with no certificates) until they request for the issuance of certificates. The *PCD* Nominee Corporation holds the shares as the registered owner thereof in *MERALCO*'s books on behalf of *PCD* Participants and their clients. The participants of *PCD* are the beneficial owners of such shares and may be nominated as proxy to vote the same. Stockholders with *PCD*-lodged shares have no record of their shareholdings with *MERALCO* or its transfer agent, Rizal Commercial Banking Corporation ("*RCBC*"). Only certificated shares are recorded in *MERALCO*'s books, which may be voted by the registered owners or their proxies.

Security Ownership of Management

As of March 31, 2020, the securities owned beneficially, directly or indirectly, by directors and executive officers of *MERALCO* are as follows:

Title of Class	Name of Beneficial Owner	Number of Shares and nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Manuel V. Pangilinan	40,000 (Direct)	Filipino	0.00%
Common	Lance Y. Gokongwei	5,010 (Direct)	Filipino	0.00%
Common	Ray C. Espinosa	46,000 (Direct)	Filipino	0.00%
Common	Anabelle L. Chua	11,060 (Direct)	Filipino	0.00%
Common	Frederick D. Go	30 (Direct)	Filipino	0.00%
Common	Victorico P. Vargas	1,000 (Direct)	Filipino	0.00%
Common	Jose Ma. K. Lim	45,010 (Direct)	Filipino	0.00%
Common	Elpidio L. Ibañez	15,263 (Direct)	Filipino	0.00%
Common	James L. Go	184,450 (Direct)	Filipino	0.02%
Common	Pedro E. Roxas	1,000 (Direct)	Filipino	0.00%

Title of Class	Name of Beneficial Owner	Number of Shares and nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Artemio V. Panganiban	1 (Direct)	Filipino	0.00%
Common	Simeon Ken R. Ferrer	767 (Direct)	Filipino	0.00%
Common	Roberto R. Almazora	93,082 (Direct)	Filipino	0.01%
Common	Ronnie L. Aperocho	14 (Direct)	Filipino	0.00%
Common	William S. Pamintuan	-	Filipino	0.00%
Common	Rogelio L. Singson	-	Filipino	0.00%
Common	Betty C. Siy-Yap	-	Filipino	0.00%
Common	Maria Luisa V. Alvendia	-	Filipino	0.00%
Common	Edgardo V. Carasig	-	Filipino	0.00%
Common	Ferdinand O. Geluz	12,877 (Direct)	Filipino	0.00%
Common	Victor Emmanuel S. Genuino	-	Filipino	0.00%
Common	Melanie T. Oteyza	-	Filipino	0.00%
Common	Jose Ronald V. Valles	3,000 (Direct)	Filipino	0.00%
Common	Antonio M. Abuel, Jr.	10,427 (Direct)	Filipino	0.00%
Common	Ireneo B. Acuna	18,355 (Direct)	Filipino	0.00%
Common	Ferdinand C. Alejandro	8,952 (Direct)	Filipino	0.00%
Common	Patrick Dave B. Bacani	-	Filipino	0.00%
Common	Roque D. Bacani	-	Filipino	0.00%
Common	Bennette D. Bachoco	-	Filipino	0.00%
Common	Joseph Allan C. Baltazar	-	Filipino	0.00%
Common	Rita D. Bantigue	-	Filipino	0.00%
Common	Benjamin U. Cusi	24,050 (Direct)	Filipino	0.00%
Common	Jenevi L. Dela Paz	-	Filipino	0.00%
Common	Ma. Cecilia M. Domingo	1,245 (Direct)	Filipino	0.00%
Common	Lawrence S. Fernandez	4,500 (Direct)	Filipino	0.00%
Common	Jose Mari P. Melendres	-	Filipino	0.00%
Common	Maria Carmela T. Migriño	-	Filipino	0.00%
Common	Richard O. Ochava	-	Filipino	0.00%
Common	Charina P. Padua	37,609 (Direct)	Filipino	0.00%
Common	Raymond B. Ravelo	-	Filipino	0.00%
Common	Jose S. Reyes, Jr.	8,827 (Direct)	Filipino	0.00%
Common	Froilan J. Savet	8,435 (Direct)	Filipino	0.00%
Common	Jose Antonio T. Valdez	-	Filipino	0.00%
Common	Manuel Lorenzo L. Tuason	22,180 (Direct)	Filipino	0.00%
Common	Maria Zarah R. Villanueva-Castro	-	Filipino	0.00%
Common	Ma. Cynthia C. Soluren	11,575 (Direct)	Filipino	0.00%

As of March 31, 2020, the securities owned beneficially by the nominees for election to the Board of Directors (“*BOD”)* are as follows:

Title of Class	Name of Beneficial Owner	Number of Shares and nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Manuel V. Pangilinan	40,000 (Direct)	Filipino	0.00%
Common	Lance Y. Gokongwei	5,010 (Direct)	Filipino	0.00%
Common	Ray C. Espinosa	46,000 (Direct)	Filipino	0.00%
Common	Anabelle L. Chua	11,060 (Direct)	Filipino	0.00%
Common	Frederick D. Go	30 (Direct)	Filipino	0.00%
Common	Victorico P. Vargas	1,000 (Direct)	Filipino	0.00%
Common	Jose Ma. K. Lim	45,010 (Direct)	Filipino	0.00%
Common	Elpidio L. Ibañez	15,263 (Direct)	Filipino	0.00%
Common	James L. Go	184,450 (Direct)	Filipino	0.00%
Common	Pedro E. Roxas	1,000 (Direct)	Filipino	0.00%
Common	Artemio V. Panganiban	1 (Direct)	Filipino	0.00%

The aggregate number of shares owned on record by the Chief Executive Officer, Executive Officers, Directors and Nominees as of March 31, 2020 is 614,719 shares or 0.05% of *MERALCO*'s total outstanding shares.

Voting Trust Holders

MERALCO is not aware of any person holding more than 5% of common shares under a voting trust or similar agreement.

Changes in Control

Based on *MERALCO*'s stock and transfer book, there is no change in the control of *MERALCO* since the beginning of the last fiscal year.

Directors and Executive Officers

As of March 31, 2020, the names of the incumbent Directors, nominees for election as directors and Executive Officers of *MERALCO* and their respective ages, citizenship, current positions, periods of service and business experiences during the past five (5) years are as follows:

MANUEL V. PANGILINAN
Filipino, 73 years old
Chairman of the Board of Directors
Chairman of the Executive Committee
Chairman, Remuneration and Leadership Development Committee

Director of Manila Electric Company since May 26, 2009

Education and Training:

- Bachelor of Arts in Economics, Ateneo De Manila University
- Masters in Business Administration, Wharton School of Finance and Commerce University of Pennsylvania
- Honorary Doctorate in Humanities, San Beda College/Xavier University/Holy Angel University/Far Eastern University

Membership in Board of Listed Companies:

- PLDT Inc.
- Metro Pacific Investments Corporation
- Philex Mining Corporation
- Roxas Holdings, Inc.

Membership in Board of Non-Listed Companies:

- Beacon Electric Asset Holdings Inc.
- Smart Communications, Inc.
- PLDT Communications and Energy Ventures Inc.
- Landco Pacific Corporation
- Medical Doctors, Inc.
- Colinas Verdes Corporation
- Davao Doctors Hospital
- Riverside Medical Center, Inc.
- Our Lady of Lourdes Hospital
- Asian Hospital Inc.
- Maynilad Water Services, Inc.
- Mediaquest, Inc.
- Associated Broadcasting Corporation (TV5)
- NLEX Corporation
- MERALCO PowerGen Corporation
- Philex Petroleum Corporation
- Metro Pacific Hospital Holdings, Inc.
- Makati Medical Center
- Cardinal Santos Medical Center
- Digital Telecommunications Phils. Inc.
- Digitel Mobile Philippines, Inc.

Position and Membership in Other Organizations and Corporations:

- Chairman of PLDT Inc., Smart Communications, Inc., Metro Pacific Investments Corporation, PLDT Communications and Energy Ventures Inc., Landco Pacific Corporation; Metro Pacific Hospital Holdings, Inc., Maynilad Water Services, Inc., Mediaquest, Inc., Associated Broadcasting Corporation (TV5), Makati Medical Center, Cardinal Santos Medical Center, Our Lady of Lourdes Hospital, Philex Mining Corporation, Philex Petroleum Corporation, NLEX Corporation, Digital Telecommunications Phils. Inc., Digitel Mobile Philippines, Inc. and MERALCO PowerGen Corporation
- President and Chief Executive Officer of PLDT Inc.
- Chief Executive Officer and Managing Director of First Pacific Company Limited
- Co-chairman of US-Philippines Society
- Chairman of the Board of Trustees of San Beda College, Hongkong Bayanihan Trust, Philippine Disaster Resilience Foundation, Disaster Recovery Foundation, Inc. and Philippine Business for Social Progress
- Vice Chairman of the Foundation for Crime Prevention
- Member of the Board of Overseers of The Wharton School, University of Pennsylvania
- Former Governor of the Philippine Stock Exchange

LANCE Y. GOKONGWEI
Filipino, 53 years old
Vice-Chairman of the Board of Directors
Member, Executive Committee
Member, Finance Committee
Member, Remuneration and Leadership Development Committee
Director of Manila Electric Company since December 16, 2013

Education and Training:

- BS Finance, Wharton School of Finance and Commerce University of Pennsylvania
- BS Applied Science, Penn Engineering School University of Pennsylvania

Membership in Board of Listed Companies:

- JG Summit Holdings, Inc.
- Universal Robina Corporation
- Cebu Air, Inc.
- Robinsons Land Corporation
- Robinsons Retail Holdings, Inc.
- Oriental Petroleum and Minerals Corporation
- United Industrial Corporation Limited

Membership in Board of Non-listed Companies:

- JG Summit Petrochemical Corporation
- Robinsons Bank Corporation
- Gokongwei Brothers Foundation, Inc.
- JG Summit Olefins Corporation
- Altus Property Ventures, Inc.

Position and Membership in Other Organizations and Corporations:

- Chairman of Universal Robina Corporation, Robinsons Land Corporation, Robinsons Retail Holdings, Inc., Robinsons Bank Corporation, JG Summit Petrochemical Corporation, and JG Summit Olefins Corporation.
- President and Chief Executive Officer of Cebu Air, Inc. and JG Summit Holdings, Inc.
- Chairman and Trustee of Gokongwei Brothers Foundation, Inc.

FREDERICK D. GO
Filipino, 50 years old
Member, Nomination and Governance Committee
Member, Audit Committee
Member, Risk Management Committee
Member, Related Party Transactions Committee
Director of Manila Electric Company since November 25, 2019

Education and Training:

- BS Management Engineering, Ateneo de Manila University

Membership in Board of Listed Companies:

- Robinsons Land Corporation
- Cebu Air, Inc.

Membership in Board of Non-Listed Companies:

- JG Summit Petrochemical Corporation
- JG Summit Olefins Corporation
- Cebu Light Industrial Park
- Robinsons Bank Corporation

Position and Membership in Other Organizations and Companies:

- President and CEO, Robinsons Land Corporation
- Chairman and President, Altus Property Ventures, Inc.

- Chairman, Luzon International Premier Airport Development Corporation
- Vice Chairman, Robinsons Bank Corporation
- President, Robinsons Recreation Corporation
- Group General Manager, Taicang Ding Feng Real Estate Development Company Limited
- Group General Manager, Shanghai Ding Feng Real Estate Development Company Limited
- Group General Manager, Xiamen Pacific Estate Investment Company Limited
- Group General Manager, Chengdu Ding Feng Real Estate Development Company Limited
- Vice Chairman, Philippine Retailers Association

RAY C. ESPINOSA
Filipino, 63 years old
President and CEO since May 28, 2019
Director of Manila Electric Company since May 26, 2009

Education and Training:
- BS General Studies, University of Santo Tomas
- Bachelor of Laws, Ateneo De Manila University
- Master of Laws, University of Michigan Law School

Membership in Board of Publicly Listed Companies:
- PLDT Inc.
- Metro Pacific Investments Corporation
- Lepanto Consolidated Mining Company
- Roxas Holdings, Inc.

Membership in Board of Non-Listed Companies:
- Smart Communications, Inc.
- Maybank Philippines, Inc.
- Mediaquest Holdings, Inc.
- Philstar Daily, Inc.
- Business World Publishing, Inc.
- Cignal TV, Inc.
- First Pacific Company Limited

Position and Membership in Other Organizations and Corporations:

- Audit Committee Chairman of Lepanto Consolidated Mining Company
- Senior Advisor to the President and Chief Executive Officer of PLDT Inc.
- Member of the Integrated Bar of the Philippines, Philippine Bar Association, and Inter-Pacific Bar Association
- Nomination, Election and Governance Committee Member of Roxas Holdings. Inc.
- Executive Committee Member of LAWASIA Energy Section
- President of Mediaquest Holdings, Inc.
- Chairman of Business World Publishing, Inc. and Philstar Daily, Inc.

JAMES L. GO
Filipino, 80 years old
Member, Executive Committee
Member, Audit Committee
Member, Risk Management Committee
Member, Finance Committee
Member, Nomination and Governance Committee
Member, Related Party Transactions Committee
Director of Manila Electric Company since December 16, 2013

Education and Training:

- BS Chemical Engineering, Massachusetts Institute of Technology
- Masters in Chemical Engineering, Massachusetts Institute of Technology

Membership in Board of Listed Companies:

- JG Summit Holdings, Inc.
- Oriental Petroleum and Minerals Corporation
- Robinsons Land Corporation
- Universal Robina Corporation
- Robinsons Retail Holdings, Inc.
- Cebu Air, Inc.
- PLDT Inc.
- United Industrial Corporation Limited

Membership in Board of Non-Listed Companies:

- JG Summit Petrochemical Corporation
- JG Summit Olefins Corporation

- Marina Center Holdings, Inc.
- Hotel Marina City Private Limited
- Gokongwei Brothers Foundation, Inc.

Position and Membership in Other Organizations and Corporations:

- Chairman of JG Summit Holdings, Inc. and Cebu Air, Inc. and Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation
- Chairman Emeritus of Robinsons Land Corporation, Universal Robina Corporation, JG Summit Petrochemical Corporation and JG Summit Olefins Corporation
- Vice-Chairman of Robinsons Retail Holdings, Inc.
- President and Trustee of Gokongwei Brothers Foundation, Inc.

JOSE MA. K. LIM
Filipino, 67 years old
Chairman, Risk Management Committee
Member, Executive Committee
Member, Audit Committee
Member, Related Party Transactions
Member, Nomination and Governance Committee
Director of Manila Electric Company since May 29, 2012

Education and Training:

- BA Philosophy, Ateneo de Manila University
- Masters in Business Administration, Asian Institute of Management

Membership in Board of Listed Companies:

- Metro Pacific Investments Corporation

Membership in Board of Non-listed Companies:

- MERALCO PowerGen Corporation
- Beacon Electric Asset Holdings, Inc.
- Global Business Power Corporation
- Maynilad Water Services, Inc.
- Metro Pacific Tollways Corporation
- NLEX Corporation
- Light Rail Manila Corporation
- AF Payments Inc.
- MetroPac Water Investment Corporation

- EasyTrip Services Corporation
- Metropac Movers Inc.
- Medical Doctors, Inc.
- Manila Medical Services Inc.
- Asian Hospital Inc.
- Our Lady of Lourdes Hospital
- Manila Doctors Hospital
- Davao Doctors Hospital.
- Asian Institute of Management
- Ateneo Graduate School of Business
- Indra Philippines, Inc.
- Light Rail Manila Holdings, Inc.
- Light Rail Manila Holdings 6, Inc.
- Metro Pacific Light Rail Corporation
- AHI Hospital Holdings Corp.
- Colinas Verdes Hospital Managers Corporation
- Metro Pacific Tollways Development Corporation
- Metro Pacific Tollways North Corporation
- Metro Pacific Tollways Vizmin Corporation
- Metro Pacific Tollways South Corporation
- Beacon Powergen Holdings, Inc.
- MetroPac Iloilo Holdings Corporation
- MetroPac Iloilo Bulk Water Supply Corporation
- MetroPac Cagayan de Oro, Inc.
- MetroPac Logistics Company, Inc.
- Eco-System Technologies International, Inc.
- Maynilad Water Holding Company, Inc.
- Cagayan de Oro Bulk Water Inc.
- Collared Wren Holdings, Inc.
- MPCALA Holdings, Inc.
- Larkwing Holdings, Inc.
- CAVITEX Infrastructure Corporation
- Cebu Cordova Link Expressway Corporation

Position and Membership in Other Organizations and Corporations:

- President and Chief Executive Officer of Metro Pacific Investments Corporation
- Director of Davao Doctors Hospital and Asian Hospital Inc.
- Trustee of Metro Pacific Investments Foundation Inc.

- President and Director of Beacon Electric Asset Holdings, Inc., Metro Strategic Infrastructure Holdings, MPIC-JGS Airports Holdings, Inc.
- Chairman of MetPower Ventures Partners Holdings, Inc.
- President and Chairman of Neo Oracle Holdings Inc.
- Director of Pacific Global One Aviation Company, Metro Vantage Properties, Inc., Surallah Biogas Ventures, Inc., and Philippine Disaster and Risk Foundation, Inc.
- Trustee of Philippine Disaster Recovery Foundation
- Founding Member of the Shareholders Association of the Philippines

ARTEMIO V. PANGANIBAN
Lead Independent Director
Filipino, 83 years old
Independent Director
Chairman, Audit Committee
Member, Executive Committee
Member, Risk Management Committee
Member, Related Party Transactions Committee
Independent Director of Manila Electric Company since May 27, 2008

Education and Training:
- Associate in Arts Degree ("With Highest Honors"), Far Eastern University
- Bachelor of Laws ("Cum Laude"), Far Eastern University
- Doctor of Laws (Honoris Causa), University of Iloilo/ Far Eastern University/ University of Cebu/Angeles University/ Bulacan State University

Membership in Boards of Listed Companies:
- Petron Corporation
- First Philippine Holdings Corporation
- PLDT Inc.
- Metro Pacific Investments Corporation
- Robinsons Land Corporation
- GMA Network, Inc.
- GMA Holdings, Inc.
- Asian Terminals, Inc.
- Jollibee Foods Corporation

Membership in Boards of Non-Listed Large Companies:
- Metro Pacific Tollways Corporation

- TeaM Energy Corporation
- Tollways Management Corporation
- Asian Hospital Inc.

Position and Membership in Other Organizations and Corporations:

- Chairman, Board of Advisers of Metrobank Foundation; President, Manila Metropolitan Cathedral-Basilica Foundation, Inc.; Chairman, Board of Trustees, Foundation for Liberty and Prosperity and the Philippine Judges Foundation; Chairman, Philippine National Committee of the Asean Law Association; Trustee, Tan Yan Kee Foundation, Claudio Teehankee Foundation, and Member of the Permanent Court of Arbitration (The Hague, Netherlands)
- Senior Adviser of Metropolitan Bank and Trust Company
- Adviser of Double Dragon Properties Corp. and Bank of the Philippine Islands
- Columnist, Philippine Daily Inquirer
- Retired Chief Justice of the Supreme Court of the Philippines

PEDRO E. ROXAS
Filipino, 64 years old
Independent Director
Chairman, Nomination and Governance Committee
Chairman, Related Party Transactions Committee
Member, Finance Committee
Member, Audit Committee
Member, Risk Management Committee
Member, Remuneration and Leadership Development Committee
Independent Director of Manila Electric Company since May 25, 2010

Education and Training:

- BS Business Administration, University of Notre Dame Indiana, USA

Membership in Board of Listed Companies:

- Roxas and Company, Inc.
- Roxas Holdings, Inc.
- PLDT Inc.
- Cemex Holdings Inc.

Membership in Board of Non-listed Companies:

- Roxaco Land Corporation
- Club Punta Fuego, Inc.

- BDO Private Bank, Inc.
- Brightnote Assets Corporation
- Hawaiian Phil. Co.
- Fundacion Santiago, Inc.
- MAPFRE Insular Insurance Corporation

Position and Membership in Other Organizations and Corporations:

- Chairman of Roxas and Company, Inc., Roxaco Land Corporation, Roxas Holdings, Inc. and Club Punta Fuego, Inc.
- President, Philippine Sugar Millers Association
- Independent Director of PLDT Inc., Cemex Holdings Inc. and BDO Private Bank, Inc.
- Trustee of Philippine Business for Social Progress
- Trustee of Roxas Foundation, Inc.

ANABELLE L. CHUA
Filipino, 59 years old
Chairperson, Finance Committee
Member, Audit Committee
Member, Risk Management Committee
Member, Nomination and Governance Committee
Member, Related Party Transactions Committee
Director of Manila Electric Company since May 31, 2016

Education and Training:

- BS Business Administration and Accountancy, University of the Philippines

Membership in Board of Listed Companies:

- Philippine Stock Exchange

Membership in Board of Non-Listed Companies:

- Beacon Electric Asset Holdings, Inc.
- PLDT Communications and Energy Ventures, Inc.
- Smart Communications, Inc.
- Digital Telecommunications Phils. Inc.
- ePLDT, Inc.
- Philippine Telecommunications Investment Corporation
- Voyager Innovations, Inc.

- PayMaya
- Mediaquest Holdings Inc.
- Cignal TV, Inc.
- TV5 Network, Inc.
- Philstar Daily, Inc.
- Securities Clearing Corporation of the Philippines

Position and Membership in Other Organizations and Companies

- Chief Finance Officer, Senior Vice President and Chief Risk Management Officer at PLDT Inc.
- Member of the Board of Trustees of PLDT Beneficial Trust Fund and PLDT Foundation, Inc.

ELPIDIO L. IBAÑEZ
Filipino, 69 years old
Member, Finance Committee
Director of Manila Electric Company since May 29, 2018

Education and Training:

- AB Economics, Ateneo de Manila University
- Masters in Business Administration, University of the Philippines

Membership in Board of Listed Companies:

- First Philippine Holdings Corporation

Position and Membership in Other Organizations and Companies

- Board Member of the Ophthalmological Foundation of the Philippines
- Former President and Chief Operating Officer of First Philippine Holdings Corporation

VICTORICO P. VARGAS
Filipino, 68 years old

Education and Training:

- BS Psychology, University of Santo Tomas

Membership in Board of Non-Listed Companies:

- Smart Communications, Inc.
- PLDT Subic Telecom, Inc.
- PLDT Clark Telecom, Inc.

Position and Membership in Other Organizations and Companies

- Associate Director of First Pacific Company Limited
- Head of the Business Transformation Office of the PLDT Group
- President of the Board of Trustees of First Pacific Leadership Academy
- Trustee of the MVP Sports Foundation and Ideaspace Foundation
- President of PhilPop Music Fest Foundation, Philippine Olympic Committee, and Association of Boxing Alliances in the Philippines
- Member of the Executive Committee of the Asian Boxing Confederation
- Former President and Chief Executive Officer of Maynilad Water Services, Inc.
- Former Chairman of the Philippine Basketball Association
- Former Vice Chairman of the Samahang Basketbol ng Pilipinas

Executive Officers

SIMEON KEN R. FERRER, 63, Filipino
Corporate Secretary (since May 26, 2009)
Atty. Ferrer is the Corporate Secretary of two other public companies: Century Peak Metals Holdings Corporation and Commonwealth Foods, Inc. He is also the Corporate Secretary or Board member of various non-public companies. He is a Senior Partner and head of the Corporate Services Department at SyCip Salazar Hernandez & Gatmaitan, the Philippine Law Firm of the Year at the Chambers Asia Pacific Awards 2018. He is a member of the Integrated Bar of the Philippines and the Philippine Bar Association. A Fellow of the Institute of Corporate Directors, Atty. Ferrer is an *SEC*-accredited lecturer on corporate governance. He is also the International Alumni Contact for the Philippines of the University of Michigan Alumni Association. Atty. Ferrer completed his Bachelor of Science degree in Business Economics and Bachelor of Laws degree at the University of the Philippines and obtained his Master of Laws degree from the University of Michigan as a DeWitt Fellow.

RAY C. ESPINOSA, 63, Filipino
President and CEO (since May 28, 2019)
(*Refer to his profile on page 10)*

ROBERTO R. ALMAZORA, 59, Filipino
Senior Vice President (since March 2009)
Head, MPower
Mr. Almazora heads MPower, the Local Retail Electricity Supply business segment of *MERALCO.* He holds a Bachelor of Science degree in Electrical Engineering from the University of the Philippines, and completed his Masters in Business Management at the Asian Institute of Management. Previously, he held various executive positions during his 32 years with *MERALCO* and served as board of director in various

subsidiaries/affiliates, among which include Indra Philippines, Inc., Meralco Energy Inc., Meralco Industrial Engineering Services Corporation, Miescor Builders Inc., Miescor Logistics, Inc., Aclara Meters Philippines, Inc., Clark Electric Distribution Corporation and Bauang Private Power Corporation. He served as President of Miescor Builders, Inc. in 2011. He currently serves as Director in Comstech Integration Alliance, Inc.. He has also been a recipient of various awards and distinctions. In 2004, he was awarded Outstanding Alumnus for Management by the Epsilon Chi Fraternity of University of the Philippines. In 2011, he was granted the Professional Degree Award from Electrical Engineering by the University of the Philippines Alumni Engineers, where he served as Trustee. He has also been tapped as a resource speaker in various energy conferences and has served as an energy adviser to business groups and associations.

RONNIE L. APEROCHO, 51, Filipino
Senior Vice President (since January 1, 2017)
Head, Networks
Mr. Aperocho also serves as the President and Chief Executive Officer of Meralco Industrial Engineering Services Corporation, and the Chairman of the Board of Directors of its two (2) subsidiaries, namely, Miescor Logistics Inc. and Miescor Builders Inc.. He is also a member of the Board of Directors of Aclara Meters Philippines, Inc., MRail Inc., Clark Electric Distribution Corporation, MGen Renewable Energy Inc. ("*MGreen*"), Radius Telecoms, Inc., MSpectrum, Inc. and Meralco Energy Inc. He sits in the Board of Trustees of the Meralco Power Academy ("*MPA*") and One Meralco Foundation ("*OMF*"). He holds a Bachelor of Science degree in Electrical Engineering from Mindanao State University and topped the 1991 Electrical Engineering Board Exams. A registered Professional Electrical Engineer and ASEAN Chartered Professional Engineer, he holds a Masters Degree in Business Administration from J.L. Kellogg School of Management of Northwestern University/The Hong Kong University of Science and Technology.

WILLIAM S. PAMINTUAN, 58, Filipino
Senior Vice President and Chief Legal Counsel
Assistant Corporate Secretary
Compliance Officer and Head, Legal and Corporate Governance Office
Data Protection Officer
Atty. Pamintuan is the Corporate Secretary of MERALCO PowerGen Corporation, Atimonan One Energy, Inc., Calamba Aero Power Corporation, Kalilayan Power, Inc., MPG Mauban LP Corporation, MPG Asia Ltd., Redondo Peninsula Energy, Inc., St. Raphael Power Generation Corporation, First Pacific Leadership Academy, Inc., MRAIL, Inc., Meralco Industrial Engineering Services Corporation, MGen Renewable Energy, Inc. and Nortezol III. He also serves as Director of Atimonan Land Ventures Development Corporation, MPG Holdings Phils., Inc., Radius Telecoms, Inc., MSpectrum, Inc., Pure Meridian Hydropower Corporation, Comstech Integration Alliance, Inc., Meridian Atlantic Light Company Ltd., PMHC Pulanai Inc., PMHC Lalawinan Inc., Aurora Managed Power Services, Inc., eSakay, Inc., M Pioneer

Insurance, Inc., Aclara Meters Philippines, Lighthouse Overseas Insurance Limited, E-Meralco Ventures, Inc., Paragon Vertical Corporation and Meralco Energy, Inc. He is a trustee of Meralco Pension Fund and Meralco Power Foundation, Inc. He is a former Trustee of Shareholders' Association of the Philippines, Inc. He is a Vice Chair of MAP Energy Committee. He served as Officer-in-Charge and Acting President of Meralco Energy, Inc. He was a former Corporate Secretary and Senior Vice President of Digital Telecommunications Phils., Inc. and Digitel Mobile Phils., Inc.; and General Manager of Digitel Crossing, Inc. He is the incumbent Assistant Corporate Secretary of Cebu Pacific, Inc. He is also a member of the board of directors of the University of the Philippines Alumni Association (UPAA) and Board Governor of the UP Vanguard, Inc.. He is a member of the Management Association of the Philippines (MAP), Integrated Bar of the Philippines (IBP) and Philippine Bar Association (PBA). Atty. Pamintuan holds a Bachelor of Arts degree in Political Science and a Bachelor of Laws degree from the University of the Philippines.

ROGELIO L. SINGSON, 71, Filipino
Senior Vice President and President (since October 1, 2017)
President and CEO, Meralco PowerGen Corporation
Mr. Singson is the President of Atimonan One Energy, Inc., Atimonan Land Ventures Development Corporation, MPG Mauban LP Corporation and MGEN Renewable Energy, Inc. He is the Chairman of Kalilayan Power Inc. PowerSource First Bulacan Solar, Inc. and Nortesol III, INC. and a Director of Calamba Aeropower Corporation, MPG Holdings Phils., Inc. and Redondo Peninsula Energy, Inc. Prior to joining Meralco PowerGen Corporation, Mr. Singson served as the President and*CEO* of Light Rail Manila Corporation. Mr. Singson completed a full six (6)-year term (July 2010 to June 2016) as Secretary of the Department of Public Works and Highways ("*DPWH*") where he led the Good Governance and Anti-Corruption Program, and the implementation of major infrastructure projects nationwide. Before he was appointed as the *DPWH* Secretary in 2010, Mr. Singson was President and *CEO* of Maynilad Water Services, Inc. for three (3) years and led the successful turnaround of one of the two (2) major water concessionaires in Metro Manila. He holds a Bachelor of Science degree in Industrial Engineering from the University of the Philippines, Diliman.

BETTY C. SIY-YAP, 58, Filipino
Senior Vice President and Chief Finance Officer (since July 2009)
Chief Risk Officer
Ms. Siy-Yap is a Director of Clark Electric Distribution Corporation, CIS Bayad Center, Inc., Meralco Industrial Engineering Services Corporation, Aclara Meters Philippines, Inc., Radius Telecoms, Inc., MPioneer Insurance Inc., Indra Philippines, Inc., Redondo Peninsula Energy, Inc., Atimonan One Energy Inc., MERALCO PowerGen Corporation, MRail, Inc.; among others. She is the President of Lighthouse Overseas Insurance Limited. She is a Trustee of the Meralco Pension Fund, One Meralco Foundation, Inc., and Treasurer of First Pacific Leadership Academy, Inc. and MVP Sports Foundation, Inc. She was

previously a Director of Rockwell Land Corporation, a member of the Market Governance Board of the Philippine Dealing Exchange Corp., Vice Chairman and member of the Board of Accountancy of the Professional Regulation Commission. She was a Partner of SyCip Gorres Velayo & Co. (a Member Firm of Ernst & Young Global) from 1995 to 2009. Ms. Siy-Yap holds a Bachelor of Science in Business Administration and Accountancy degree from the University of the Philippines and a Master's in Business Administration from J.L. Kellogg School of Management at Northwestern University/The Hong Kong University of Science and Technology.

MARIA LUISA V. ALVENDIA, 57, Filipino
First Vice President (since March 2019)
Chief of Staff and Supply Chain Advisor
Ms. Alvendia is the Chief of Staff of MERALCO's President and CEO. She also performs the role of Supply Chain Advisor. Prior to joining MERALCO, she was the Chief of Staff to the Chief Corporate Services Officer of PLDT/SMART. She was also the former Group Head of PLDT and SMART Supply Chain Planning and Procurement and Director of Philippine Institute of Supply Management. She led various Supply Chain process improvements and system implementation for different companies and has international procurement experience. A certified Purchasing Manager, Ms. Alvendia holds a Bachelor of Science degree in Psychology at the University of the Philippines, Diliman.

EDGARDO V. CARASIG, 54, Filipino
First Vice President (since January 1, 2020)
Head, HR and Corporate Services
Mr. Carasig is Chairman of Customer Frontline Solutions, Inc. and a Director of MIESCOR, Miescor Builders, Inc., Miescor Logistics, Inc., MRail, Inc., and CIS Bayad Center, Inc.
He holds a Bachelor of Science degree in Industrial Management Engineering from the De La Salle University.

VICTOR EMMANUEL S. GENUINO, 48, Filipino
First Vice President (since July 1, 2019)
Head of Customer Retail Services and Corporate Communications.
Mr. Genuino is the First Vice President and Head of Meralco's Customer Retail Services and Corporate Communications since July 1, 2019. He was appointed Director, President and *CEO* of MSpectrum, Inc. and Meralco Energy, Inc. (MServ) in June 2019. He is also a Director of Miescor Logistics Inc., Miescor Builders Inc., Customer Frontline Solutions, Inc., Radius Telecoms Inc., Clark Electric Distribution Corporation, Corporate Information Solutions, Inc., CIS Bayad Center, Inc., e-Meralco Ventures, Inc., Paragon Vertical Corporation, MRail,Inc., eSakay, Inc., Pure Meridian Hydropower Corporation, Aurora Managed Power Services, Inc., Comstech Integration Alliance, Inc., Meralco Power Foundation, Inc. and Asian Eye Institute, Inc. He previously occupied the position of Vice President and Head of Meralco's

Corporate Business Group from January 2011 to June 2019, looking after big consumers of power from both the private and public sector. Prior to Meralco, he was the General Manager, Hong Kong for PLDT Global Corp. He has also held various operational, sales and marketing roles for Siemens and Philips Electronics in the region. He holds a Bachelor of Arts in Interdisciplinary Studies from the Ateneo de Manila University and a Masters in Business Administration from the J.L. Kellogg School of Management, Northwestern University and The Hong Kong University of Science and Technology.

MELANIE T. OTEYZA, 49, Filipino
First Vice President (since October 1, 2018)
Chief Audit Executive

Ms. Oteyza was a former Director of Rajawali Corpora in Indonesia handling Corporate Governance and Internal Audit. She was also previously the Ethics Committee Chairman, Audit and Risk Committee Deputy Chairman and a Member of the HR and IT Board Committees for RC Holding. In Singapore, she was appointed as the Audit Director of Singapore Telecommunications Limited Inc. ("SingTel") handling the international investments, joint ventures and regional mobile associates in Africa and Asia Pacific of the SingTel group. She was also the Assistant Vice President for Internal Audit of San Miguel Corporation and the Country Audit Head for National Foods Limited handling internal audit across Australia as well as other international entities in the Asia Pacific region. She was also the Audit Center Head of PLDT Inc. and an Internal Audit Executive at Digital Telecommunications Philippines Inc. She worked in various assurance and consulting companies such as Protiviti Singapore and SyCip, Gorres and Velayo (a Member Firm of Ernst & Young Global). She also served as a Board of Governor for the Singapore Institute of Internal Auditors (IIA) and Board of Director for the Philippine Institute of Internal Auditors ("IIA"). Ms. Oteyza holds a Bachelor of Science Degree in Commerce Major in Accounting and a Masters Degree in Business Administration at University of Santo Tomas. She also completed her Executive Management Leadership Program from the Asian Institute of Management. Ms. Oteyza is a Certified Public Accountant with international certifications from IIA USA such as Certified Internal Auditor (CIA) – William S. Smith Awardee, Certification in Risk Management Assurance (CRMA), Certification in Control Self-Assessment (CCSA) and a Qualified Validator in Quality Assurance for Internal Audit. She successfully passed the Professional Directors Program (PDP) examination and completed the PDP program of Institute of Corporate Directors (ICD) last September 2019.

FERDINAND O. GELUZ, 55, Filipino
First Vice President (since January 1, 2020) and Head, Supply Chain and Logistics Management

Mr. Geluz was a former Director of Meralco Energy, Inc. He held various positions in Networks and Customer Retail Services of *MERALCO* prior to his current post. He holds a Bachelor of Science degree in Electrical Engineering from the University of the Philippines. He is a registered electrical engineer.

JOSE RONALD V. VALLES, 49, Filipino
First Vice President (since January 1, 2020)
Head, Regulatory Management Office (since July 2018)
Atty. Valles is a member of the Board of Directors of Clark Electric Distribution Corporation. He holds a Bachelor of Science degree in Commerce Major in Management of Financial Institutions degree from the De La Salle University, a Bachelor of Laws degree from San Beda College, and a Master's degree in Business Economics from University of Asia and the Pacific ("UA&P"). He attended the Public Utility Research Center – World Bank International Training Program on Utility Regulation and Strategy at the University of Florida and the Global Strategic Leadership Program by Wharton University of Pennsylvania and First Pacific Leadership Academy. He is currently teaching Energy Law at the UA&P – School of Law and Governance, Institute of Law.

ANTONIO M. ABUEL, JR., 51, Filipino
Vice President (since January 1, 2014)
Head, Organizational Safety Business Continuity Management Office
Mr. Abuel has been employed in *MERALCO* for 28 years. Over the last two (2) years, he has been leading the *MERALCO*'s Environment, Health and Safety ("*ESH*") and Business Continuity Programs. Prior to this, he had extensive work experience in Networks for 26 years which include headships of Network Planning and Project Management, North and Central Distribution Services and Subtransmission Services. Mr. Abuel has also been serving as Chairman of the *MERALCO* Kuryenteng Ligtas (KLigtas) Awards Program for the years 2017-2019. He was recently appointed as Chairman of the Institute of Integrated Electrical Engineers Electrical Safety Committee for 2019. He was elected and serves as Board of Director of Safety Organization of the Philippines and is the Director-in-Charge of its Industrial Safety Division for the years 2018-2020 as well as Board of Trustee for the Department of Energy ("*DOE*")-supported Safety and Health Association for the Power and Energy Sector ("*SHAPES*") for the years 2019-2020. He is one of *MERALCO*'s representatives in the *DOE* Task Force on Energy Resiliency ("*TEFR*") and Philippine Disaster Resiliency Foundation Power and Energy Cluster Committee. He also previously served as Trustee of the Meralco Savings and Loan Association and Meralco Employees Mutual Aid and Benefits Association, Inc. Mr. Abuel is a Professional Electrical Engineer, ASEAN Certified Professional Engineer ("*ACPE*"), Department of Labor and Employment ("*DOLE*") Accredited Occupational Safety and Health Practitioner, Bureau of Fire Accredited Fire Safety Practitioner and Fire Brigade Member Practitioner, *DENR* Pollution Control Officer. He was also an active contributor to the Professional Regulatory Commission Electrical Engineering Law Harmonization Committee Technical Working Team and *DOLE* RA 11058 *IRR* technical working group. He achieved a Pass with Merit in the Certificate of the Business Continuity Institute Examination in December 2016. He completed his academic requirements for Executive Masters in Business Administration ("*MBA*") at the Asian Institute of Management in 2009 and

earned his *MBA* units in University of Santo Tomas in years 2006-2008. He holds a Bachelor of Science degree in Electrical Engineering from the University of Santo Tomas.

IRENEO B. ACUÑA, 53, Filipino
Vice President (since January 1, 2013)
Head, Electric Distribution Development Office
Mr. Acuña heads the Group which is responsible for a) the development of business opportunities in electricity distribution, b) the operations for Cavite Ecozone and Pampanga Electric Cooperative II, and c) the development of mini-hydropower plants for Pure Meridian Hydropower Corporation ("PMHC"). Mr. Acuña is concurrently a Director of Comstech Integration Alliance Inc., Fieldtech Specialist, Inc., Meridian Atlantic Light Company, Ltd., (Nigeria), PMHC, PMHC Lalawinan, Inc., PMHC Pulanai, Inc., and Meridian Power Ventures (Hong Kong). He graduated with a Bachelor of Science degree in Electrical Engineering from Far Eastern University – Institute of Engineering. He received his Masters in Business Administration from the Asian Institute of Management (with Distinction).

FERDINAND C. ALEJANDRO, 54, Filipino
Vice President (since January 1, 2015)
Head, Customer Process
Mr. Alejandro was assigned as Head of Home MicroBiz ("*HMB*") North Business Area, HMB South Business Area, Manager in Dasmarinas, Commonwealth and Sta. Maria Business Centers. He was also assigned as Head of Service Quality Assurance. He holds a Bachelor of Science degree in Electrical Engineering from Far Eastern University.

PATRICK DAVE B. BACANI, 49, Filipino
Vice President (since January 1, 2017)
Head, HR Business Partner – Networks
Mr. Bacani has had 25 years of experience as a Human Resource ("HR") practitioner. Prior to joining *MERALCO*, he served as the Head of the Total Rewards for the 24/7 and Convergys, and Chevron. He also served as an *HR* Consultant for Change Management International and SyCip Gorres Velayo & Co. (a member firm of Ernst & Young Global). He holds a degree in Management major in Human Resources Management from De La Salle University - College of St. Benilde and Masters in Business Administration from De La Salle University.

ROQUE D. BACANI, 44, Filipino
Vice President (since June 1, 2019)
Head, Information, Communication, Technology and Transformation
Acting Chief Information Officer, CIS Bayad Center

Mr. Bacani has over 23 years of experience in the field of information technology and telecommunications. Prior to joining *MERALCO*, he took on concurrent roles as Vice President and Head of Group IT Corporate Technology and Head of Data Management Office of Smart Communications Inc. and PLDT Inc. He was also a former Chief Technology Officer of Talas Data Intelligence Inc. (A wholly owned subsidiary of PLDT). He holds a Bachelor of Science degree in Industrial Engineering from Polytechnic University of the Philippines.

BENNETTE D. BACHOCO, 51, Filipino
Vice President (since July 7, 2011)
Head, Financial Planning and Reporting
Ms. Bachoco is a Director of Miescor Builders, Inc., Customer Frontline Solutions, Inc., Inc., Meralco Financial Services Corporation. She is also an agent of Meralco Pension Fund. Prior to joining *MERALCO*, she was a Partner of SyCip Gorres Velayo & Co. (a Member Firm of Ernst & Young Global) and was a former Senior Vice President for Finance of Trans-Asia Oil and Energy Development Corporation. Ms. Bachoco holds a Bachelor of Science degree in Business Administration and Accountancy degree from the University of the Philippines and a Master in Business Management from the Asian Institute of Management.

JOSEPH ALLAN C. BALTAZAR, 53, Filipino
Vice President (since January 1, 2016)
Head, South Distribution Services
Mr. Baltazar is a Trustee of Meralco Employees Fund for Charity, Inc. He was a former Director and Corporate Secretary of the Grid Management Committee and was a member of the *WESM* Technical Committee under the Philippine Electricity Market Corporation. Mr. Baltazar is a Registered Electrical Engineer and a graduate of Bachelor of Science in Electrical Engineering at Mapua Institute of Technology.

RITA D. BANTIGUE, 56, Filipino
Vice President (January 1, 2020)
Head, HR Development and HR Business Partner - Subsidiaries
Ms. Bantigue has had 31 years of experience as a Human Resource Practitioner. She holds a Bachelor of Arts degree major in Psychology, Guidance and Counseling from St. Scholastica's College. She received her Masters of Arts major in Guidance and Counseling and Doctor of Philosophy major in Counseling Psychology from the De La Salle University.

BENJAMIN U. CUSI, 57, Filipino
Vice President (since January 1, 2015) and Head of Network Asset Management
Mr. Cusi is a Trustee of Meralco Employees Fund for Charity, Inc. He was a former President and Director of Meralco Employees Mutual Aid and Benefits Association. He is currently a Director of Meralco Industrial

Engineering Services Corporation. He graduated with a Bachelor's Degree in Electrical Engineering from the Mapua Institute of Technology.

JENEVI L. DELA PAZ, 45, Filipino
Vice President (since June 2019)
Chief Operating Officer, Radius Telecoms, Inc.
Mr. Dela Paz joined Meralco in February of 2019. He was assigned as Officer-in-Charge for Operations of Radius Telecoms, Inc in March of 2019 and thereafter as Chief Operating Officer. Prior to joining *MERALCO*, he was First Vice President for Corporate Services of First Coconut Manufacturing Inc., a subsidiary of First Agri Holdings Corp. under First Pacific Company Ltd. Before rejoining the MVP group in 2015, he was the Corporate Vice President and part of the Management Committee of Atlantic Gulf & Pacific Company of Manila (AG&P), steering committee of the AGP / Flour Joint Venture Company, President of AG&P Estates Management, Inc. and a member of the Board of Directors of AG&P Fieldcom, Inc. Before AG&P, he worked for 13 years with the PLDT Group under various capacities. He was part of the founding management team of ePLDT, Inc., Group Treasury Head for ePLDT, Chief Finance Officer and Board Director of Digital Paradise, Inc. (Netopia), Chief Operating Officer of NetGames, Inc., and Vice-President for Group Treasury of MediaQuest Holdings, Inc. Mr. Dela Paz graduated from Ateneo de Manila University with a degree in Management Economics, having received scholarship grants from the Ateneo for both his high school and undergraduate studies. He received his Masters in Business Management, also under a scholarship grant, from the Asian Institute of Management in 2000.

MA. CECILIA M. DOMINGO, 51, Filipino
Vice President (since January 1, 2019)
Head, Corporate Business Group
Ms. Domingo is the head of Meralco Corporate Business Group since July 2019, the segment that caters to the needs of *MERALCO*'s top 2000 Enterprises, conglomerates and multinationals. She started in *MERALCO* as a cadet cngineer in 1990 and has been assigned in different offices and positions within the Company. She is a registered electrical engineer who graduated from Nueva Ecija University of Science and Technology in Cabanatuan City. She holds an Executive Masters in Business Administration from the Asian Institute of Management. She presently serves as Council Leader of Capitol City Foursquare Church, a Born-Again Christian church where she and her family actively worship and serve.

LAWRENCE S. FERNANDEZ, 51, Filipino
Vice President (since January 1, 2015) and Head, Utility Economics
Mr. Fernandez received a Bachelor of Science degree in Mechanical Engineering from the University of the Philippines and is a licensed mechanical engineer. He was a Director of the Philippine Economics Society and had served as a Director of the Energy Management Association of the Philippines (now called the Energy Efficiency Practitioners of the Philippine, or ENPAP).

JOSE MARI P. MELENDRES, 59, Filipino
Vice President (since January 1, 2016)
Head, Sub-Transmission Services
Mr. Melendres is a Trustee of Meralco Employees Fund for Charity, Inc. Mr. Melendres holds a Bachelor of Science degree in Electrical Engineering from the Mapua Institute of Technology and a Masters of Science in Electrical Engineering from the University of the Philippines.

MARIA CARMELA T. MIGRIÑO, 44, Filipino
Vice President (since October 28, 2019)
Head, Chief Information Security Officer
Ms. Migriño heads the Cyber Security of Meralco and provides oversight functions across *MERALCO*'s subsidiaries ensuring technology and process initiatives are designed, implemented and maintained in accordance to *MERALCO*'s information security policies and standards as well as industry best practices. Prior to joining *MERALCO*, Ms. Migriño was the Vice President of Globe Fintech Innovations, Inc. (A joint venture of Globe Telecom, Ant Financial Services Group, an affiliate company of the Chinese Alibaba Group) which she served as the Head of Information Security, Data Privacy and Enterprise Risk Management and was a former Director for Cyber Risk Services and a Resiliency Practice Leader from Navarro Amper and Co./Deloitte Southeast Asia (a Member Firm of Deloitte Touche Tohmatsu). Ms. Migriño holds a Bachelor of Science degree in Information Technology from St. Paul College with Academic Excellence.

RICHARD O. OCHAVA, 52, Filipino
Vice President (since January 1, 2019)
President and CEO of Miescor Builders Inc. (MBI)
President and CEO of Miescor Logistics Inc. (MLI)
Chief Operating Officer, MIESCOR
Mr. Ochava was the former chairman and vice president of Meralco Mutual Aide Benefit Association. He was a senior manager for Subtransmission Services, former head of Meralco's Substation Support Services, Project Management Office and Distribution Services Design Office. He was also the head of Networks Contracts and Outsourcing Management Office. Mr. Ochava is a registered electrical engineer and holds a Bachelor of Science degree in Electrical Engineering from the Technological University of the Philippines.

CHARINA P. PADUA, 51, Filipino
Vice President (since January 1, 2018)
Head, Home and Micro Business - North Business Area

Ms. Padua has been the Head of Home and Micro Business for North Business Area since February 1, 2019. She served as Head of Commercial Operations of *MERALCO* since October 2012 until January 31, 2019. She holds a Bachelor of Science degree in Business Economics from the University of the Philippines and an Executive Masters in Business Administration from the Asian Institute of Management. She served as a Trustee in the Board of Meralco Savings and Loans Association from 2013-2016.

RAYMOND B. RAVELO, 42, Filipino
Vice President (since May 2011)
Chief Sustainability Officer
Concurrent to his role as Chief Sustainability Officer ("*CSO*"), Mr. Ravelo is the President and *CEO* of eSakay, Inc. He is a Director on the Boards of eSakay, Inc., MSpectrum, Inc., MGreen, Inc. and Powersource First Bulacan, Inc. He previously served as MERALCO's Head of Strategy and Business Development from 2011 to 2019, and was also President and CEO and a member of the Board of Directors of Radius Telecoms, Inc. from 2011 to 2016. Prior to joining Meralco, he was part of McKinsey and Company's Washington DC office where he led strategy development efforts and operations performance transformations for top companies in North America, Latin America, Europe, Southeast Asia, and across a wide range of industries. Mr. Ravelo holds a Bachelor of Science degree, magna cum laude, in Management Engineering from the Ateneo de Manila University. He earned his Masters in Business Administration at The Wharton School of the University of Pennsylvania where he was a Joseph Wharton Fellow and an Omnicom Communication Fellow. Mr. Ravelo is also a former Trustee of the Wharton-Penn Alumni Association, Inc.

JOSE S. REYES JR., 50, Filipino
Vice President (since January 1, 2018)
Head, North Distribution Services
Mr. Reyes started his career in *MERALCO* in 1991 as a Cadet Engineer. He is a registered electrical engineer by profession and holds a degree in Bachelor of Science in Electrical Engineering from the Mapúa Institute of Technology and Master of Science in Electrical Engineering from the University of the Philippines. He also completed his Management Development Program from the Asian Institute of Management with Academic Excellence award. He was a former President and presently a Trustee of the Meralco Employees Fund for Charity, Inc.

FROILAN J. SAVET, 52, Filipino
Vice President (since January 1, 2017) and Head, Network Planning and Project Management
Mr. Savet is a registered ASEAN Chartered Professional Engineer since November 2018 and a Professional Electrical Engineer since March 2015. He is a Senior IIEE Member who served as the 2019 Chairman of the IIEE Professional Training and Development Committee. He earned his Master of

Science in Electrical Engineering – Major in Power Systems from the University of the Philippines – Diliman in October 2003 and a Bachelor of Science degree in Electrical Engineering from Mapua University in May 1990 graduating as a silver medalist, and he ranked second in the April 1992 Electrical Engineering Licensure Examinations. Since 2014, he is a Director and Treasurer of the Distribution Management Committee, Inc.

MANUEL LORENZO L. TUASON, 57, Filipino
Vice President (since January 1, 2014)
Mr. Tuason is the President and Chief Executive Officer and a Director of CIS Bayad Center, Inc. He is concurrently the President and Chief Executive Officer of Customer Frontline Solutions, Inc. and President of Corporate Information Solutions, Inc. He also serves as Chairman of Fieldtech Specialist Inc.
Mr. Tuason holds a Bachelor of Science degree in Business Administration and a Master of Business Administration from the University of the Philippines. He is currently an active Fellow at the Institute of Corporate Directors.

JOSE ANTONIO T. VALDEZ, 55, Filipino
Vice President (since February 2011)
Head, Marketing, Customer Solutions and Product Development
Mr. Valdez served as the Head of Business Development and Marketing of PLDT Global Corporation and Vice President for Retail Marketing of PLDT, Inc. He is a Director of Bahay Maria, a shelter for street children in Makati. Mr. Valdez obtained his Bachelor of Science degree in Management from the Ateneo de Manila University and his Masters in Business Management from the Asian Institute of Management.

MARIA ZARAH R. VILLANUEVA-CASTRO, 49, Filipino
Vice President (since January 1, 2019)
Head, Corporate Legal Services
Atty. Villanueva-Castro holds a Bachelor of Arts degree major in Political Science from the University of the Philippines-Diliman and a Bachelor of Laws degree from San Beda University. She is also the Corporate Secretary of One Meralco Foundation, Inc., Comstech Integration Alliance, Inc. and other subsidiaries and affiliates of *MERALCO*. She is also a professor of law at the San Beda University where she teaches Commercial Laws.

MA. CYNTHIA C. SOLUREN, 55, Filipino
Senior Assistant Vice President (since January 1, 2018)
Interim Treasurer and Head, Treasury for Distribution Utility
Ms. Soluren is the Treasurer of Meralco Financial Services Corporation and Comstech Integration Alliance Inc. She has been a Trustee of the Meralco Savings and Loan Association Inc. ("*MESALA*") since 2013

and is the President of the *MESALA*. Ms. Soluren holds a Bachelor of Science degree in Statistics and a Masters degree in Business Administration from the University of the Philippines.

Term of Office

The Directors are elected at the annual meeting of stockholders for a term of one (1) year, until their successors are duly elected and qualified.

Nominees

The members of the *BOD* of *MERALCO* are elected from a Final List of Candidates qualified by its Nomination and Governance Committee. The Final List of Candidates is determined after pre-screening and evaluation of qualifications of the nominees nominated by stockholders of record. The Nomination and Governance Committee is composed of Pedro E. Roxas, as Chairman, and Lance Y. Gokongwei, Anabelle L. Chua, Jose Ma. K. Lim and James L. Go as members. The candidates for directors for the ensuing calendar year are:

1. Anabelle L. Chua
2. Ray C. Espinosa
3. James L. Go
4. Frederick D. Go
5. Lance Y. Gokongwei
6. Jose Ma. K. Lim
7. Artemio V. Panganiban
8. Manuel V. Pangilinan
9. Elpidio L. Ibañez
10. Pedro E. Roxas
11. Victorico P. Vargas

Below is a summary of relevant information regarding the nominees for independent directors:

Name of Nominee	Nominated By	Relationship	Date of First Appointment
Artemio V. Panganiban	Virginia P. Gapuz	None	May 27, 2008
Pedro E. Roxas	Virginia P. Gapuz	None	May 25, 2010

MERALCO has adopted the provisions of Rule 38 of the *SRC* on nominations and election of independent directors (Article II, Section 2 of the Amended By-Laws, as approved by the *SEC* on June 14, 2005).

Attendance of Directors in Board and Committee Meetings

Below is the record of attendance of the directors in 2019:

2019 ASM and Board Meeting Attendance			
Director	**Designation**	**28-May-19** **Annual Stockholders' Meeting**	**Board Meetings / Organizational Meeting**
Manuel V. Pangilinan[1]	Chairman	Present	13/13
Lance Y. Gokongwei	Director	Present	13/13
Ray C. Espinosa[2]	Director	Present	13/13
James L. Go	Director	Present	13/13
John L. Gokongwei Jr.[3]	Director	Present	11/11
Jose Ma. K. Lim[4]	Director	Present	12/13
Elpidio L. Ibañez	Director	Present	13/13
Anabelle L. Chua[5]	Director	Present	13/13
Artemio V. Panganiban[6]	Independent Director	Present	13/13
Pedro E. Roxas[7]	Independent Director	Present	11/13
Oscar S. Reyes[8]	Director	Present	6/6
Victorico P. Vargas[9]	Director	-	7/7
Frederick D. Go[3]	Director	-	2/2

[1] Chairman, Executive Committee and Remuneration and Leadership Development Committee
[2] Chairman, Finance Committee (until May 28, 2019 ASM/Org Meeting)
[3] On the passing of Mr. John L. Gokongwei, Jr., Mr. Frederick D. Go was appointed as replacement
[4] Chairman, Risk Management Committee
[5] Chairman, Finance Committee (starting May 28, 2019 ASM/Org Mtg.)
[6] Chairman, Audit Committee
[7] Chairman, Nomination and Governance Committee; Chairman Related Party Transactions Committee
[8] End of term as director on May 28, 2019
[9] Elected during 2019 ASM

2019 Board Committee Meeting Attendance							
	Finance	**Audit**	**Risk Management**	**Related Party Transactions**	**Nomination and Governance**	**Remuneration and Leadership Development**	**Executive Committee**
Manuel V. Pangilinan	n/a	n/a	n/a	n/a	n/a	6/6	2/2
Lance Y. Gokongwei[1]	1/1	5/7	1/2	2/2	4/5	6/6	2/2
Ray C. Espinosa[2]	5/5	n/a	n/a	n/a	n/a	n/a	n/a
James L. Go	12/12	7/7	2/2	2/2	5/5	n/a	2/2
John L. Gokongwei Jr.[1]	10/10	n/a	n/a	n/a	n/a	n/a	n/a
Jose Ma. K. Lim	n/a	6/7	2/2	0/2	3/5	4/4	1/2
Elpidio L. Ibañez	12/12	n/a	n/a	n/a	n/a	n/a	n/a
Anabelle L. Chua[3]	12/12	7/7	2/2	2/2	5/5	n/a	n/a
Artemio V. Panganiban[4]	n/a	7/7	2/2	2/2	n/a	n/a	2/2
Pedro E. Roxas[4]	10/12	5/7	2/2	2/2	5/5	5/6	n/a
Oscar S. Reyes	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Victorico P. Vargas	7/7	n/a	n/a	n/a	n/a	2/2	n/a

[1] On the passing of Mr. John Gokongwei, Jr., Mr. Lance Y. Gokongwei was appointed as member of the Finance Committee to replace him
[2] Chairman, Finance Committee (until May 28, 2019 ASM/Org Meeting); President and CEO (as of May 28, 2019)
[3] Chairman, Finance Committee (starting May 28, 2019 ASM/Org Mtg.)
[4] Independent Director

Significant Employees

The Company considers its whole manpower complement working as a team as imperative in the attainment of its goals. The Company has no employee who is not an executive officer and who is expected to make individually on his own a significant contribution to the business.

Family Relationships

Mr. James L. Go is the uncle of Mr. Lance Y. Gokongwei and Mr. Frederick D. Go, all of whom are Directors of *MERALCO*.

Other than the above, there are no family relationships up to the fourth civil degree, either by consanguinity or affinity, among directors, executive officers, or nominees.

Involvement in Certain Legal Proceedings

No director, nominee for election as director, or executive officer of the Company has been involved in or the subject of, during the past five (5) years up to the latest date, any of the following events that is material to an evaluation of his ability or integrity to serve *MERALCO*: (a) bankruptcy petition; (b) conviction by final judgment in a criminal proceeding; (c) order, judgment, or decree barring, suspending, or limiting involvement in any type of business, securities, commodities, or banking activities; (d) judgment for violation of a securities or commodities law or regulation.

Certain Relationships and Related Transactions

Except with respect to the Related Party Transactions as discussed in Note 22 to the consolidated financial statements as at December 31, 2019 and 2018 and for each of the three years ended December 31, 2019, there was no transaction during the last three (3) years involving *MERALCO* in which any of its directors or executive officers, any nominee for election as director, or security holder owning 10% or more of *MERALCO's* total outstanding shares and members of their immediate family had a material interest.

Resignation of Directors

To date, no director has resigned or declined to stand for re-election for the Board due to any disagreement with the Company relative to the Company's operations, policies and practices.

Compensation of Directors and Officers

The aggregate annual compensation for the last two fiscal years and projected compensation for the ensuing year of *MERALCO*'s Chief Executive Officer ("*CEO*") and four most highly compensated executive officers, as a group, and all other key officers, other officers and directors, as a group, are as follows:

NAME	YEAR	SALARIES[1]	BONUS[2]	OTHER ANNUAL COMPENSATION[3]
		Amounts in Millions		
Chief Executive Officer (*CEO)* and four (4) most highly compensated executive officers[4]	Projected 2020	₱127	₱60	₱9
	2019	117	184	7
	2018	142	80	14

All other key officers, other officers and directors as a group (excluding the *CEO* and four most highly compensated executive officers)	Projected 2020	221	103	22
	2019	204	309	23
	2018	205	99	25

[1] Basic salaries and allowances.
[2] Includes government-mandated payout and variable pay
[3] Commutation of unused leave benefits.
[4] Comprised of the following: Ray C. Espinosa, President and CEO; Betty C. Siy-Yap, Senior Vice President and Chief Finance Officer; Rogelio L. Singson, Senior Vice President and President and CEO, Meralco PowerGen Corporation; William S. Pamintuan, Senior Vice President, Chief Legal Counsel, Assistant Corporate Secretary, Compliance Officer and Head, Legal and Head, Corporate Governance and Data Privacy Officer; R. Raymond B. Ravelo, Vice President and Chief Sustainability Officer and President, e-Sakay, Inc..

All directors are entitled to a reasonable per diem for their attendance in meetings of the *BOD* and Board Committees plus an additional compensation, provided that the total value of such additional compensation, in whatever form so given, shall not exceed one (1) percent of the income before income tax of *MERALCO* during the preceding year.

Each of the Directors is entitled to a per diem of ₱140,000 for every *BOD* meeting attended. Each member of the Audit, Risk Management, Remuneration and Leadership Development, Finance, Governance and Nomination Committees is entitled to a fee of ₱24,000 for every committee meeting attended. Also, the members of the *BOD* are entitled to a stock grant based on a pre-approved number of shares for each Director which was implemented beginning May 2013 as approved by the Stockholders. The Directors have the option to receive the number of shares granted of the equivalent cash value.

MERALCO does not have standard arrangement on the remuneration of its existing directors and officers aside from the compensation herein stated.

Below are the details of the remuneration paid to the directors in 2019:

	Remuneration for Board Meetings Attended in 2019	**Remuneration for Committee Meetings Attended in 2019**	**TOTAL**
EXECUTIVE DIRECTOR			
Ray C. Espinosa	₱1,680,000	₱120,000	₱1,800,000
Oscar S. Reyes	700,000	-	700,000

NON-EXECUTIVE DIRECTOR			
Manuel V. Pangilinan	1,680,000	168,000	1,848,000
Lance Y. Gokongwei	1,680,000	432,000	2,112,000
James L. Go	1,680,000	648,000	2,328,000
John L. Gokongwei, Jr.	1,400,000	240,000	1,640,000
Jose Ma. K. Lim	1,540,000	312,000	1,852,000
Elpidio L. Ibañez	1,680,000	288,000	1,968,000
Anabelle L. Chua	1,680,000	624,000	2,304,000
Victorico P. Vargas	980,000	216,000	1,196,000
Frederick D. Go	280,000	-	280,000
INDEPENDENT DIRECTORS			
Pedro E. Roxas	1,680,000	288,000	1,968,000
Artemio V. Panganiban	1,400,000	648,000	2,048,000
TOTAL INDEPENDENT DIRECTORS	**3,080,000**	**936,000**	**4,016,000**
GRAND TOTAL	**₱18,060,000**	**₱3,984,000**	**₱22,044,000**

The Directors and Officers are covered by a Casualty Line Insurance Policy effective until May 27, 2020. The policy covers Company Securities, Company Employment Practices Breach, Regulatory Crisis Event Costs, Investigation Costs, Public Relations Expenses, Investigation Costs for Derivative Demands, Tax Liability and other additional limits such as Bodily Injury & Property Damage Defence Costs, Health & Safety Costs, Gross Negligence Manslaughter Defence Costs and Environmental Violation (Defence Costs Including Civil and admin Fines).

Independent Public Accountants

The independent public accountants of *MERALCO* is the accounting firm, SyCip Gorres Velayo & Co. ("*SGV*"). The audit of the consolidated financial statements of *MERALCO* and subsidiaries was led and signed by the engagement partner, Mr. Narciso T. Torres Jr., issued a statement confirming the independence of SGV with respect to the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines adopted by the Philippine Board of Accountancy.

The terms of engagement, scope of services and fees of the external auditors were reviewed and approved by the Audit Committee. The Audit Committee is composed of six (6) members and chaired by independent director, retired Chief Justice Artemio V. Panganiban. The other members of the committee are independent director Pedro E. Roxas, directors Jose Ma. K. Lim, James L. Go, Frederick D. Go and Anabelle L. Chua.

The representatives of *SGV* will be present during the annual meeting and will be given an opportunity to make a statement or respond to questions, if necessary.

Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Company has engaged *SGV* as external auditors, and Mr. Narciso T. Torres Jr. is the partner-in-charge beginning the audit of the 2018 financial statements. In compliance with SRC Rule 68 Part 3(b)(iv)(ix), Mr. Torres shall be rotated after five (5) years of engagement. A two (2)-year cooling off period shall also be observed in the re-engagement of the same signing partner.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no changes in and disagreements with accountants on accounting and financial disclosure.

The External Auditors

The shareholders of *MERALCO* has reappointed *SGV* as its external auditors for the year ended December 31, 2019 during the annual stockholders' meeting on May 28, 2019. The signing partner of *SGV* for *MERALCO* is Mr. Narciso T. Torres Jr.

(a) Audit and Audit-Related Fees

SGV was engaged to audit the annual financial statements of *MERALCO* and subsidiaries and perform related reviews. The following consolidated fees, inclusive of value added tax were incurred.

	2019	**2018**
	(Amounts in millions)	
Financial statements audit	₱9.3	₱8.0
Audit of financial statements in accordance with the requirements of the Business Separation and Unbundling Plan of the *ERC*	0.7	0.5

(b) Tax Fees

Not applicable.

(c) The Audit Committee's approval of policies and procedures for the above services

The Audit Committee approves the terms of engagement and scope of services of the independent auditors as endorsed by Management. For non-audit services, Management is required to disclose to the Audit Committee any engagement contracting the appointed independent auditors to ensure that their independence will not be compromised.

(d) Describe disagreements, if there were any, with the former accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to the satisfaction of the former accountant, would have caused it to make reference to the subject matter of the disagreement(s) in connection with this report.

Not applicable.

(e) If there were any disagreements as described in subparagraph (2), the registrant shall request the former accountant to furnish the registrant with a letter addressed to the Commission stating whether it agrees with the statements made by the registrant and, if not, stating the respects in which it does not agree. The registrant shall file the former accountant's letter as an exhibit to the report or registration statement containing this disclosure.

Not applicable

OTHER MATTERS

Action with Respect to Reports

The approval of the following will be considered and acted upon at the meeting:

1. Minutes of the Annual Stockholders' Meeting held on May 28, 2019
    - Minutes of the annual meeting of stockholders held on May 29, 2018
    - Report of the President and Chief Executive Officer
    - Prospect/Outlook from the Chairman
    - Approval of the 2018 audited consolidated financial statements
    - Ratification of acts of the Board and Management
    - Election of Directors for the ensuing year
    - Appointment of External Auditors

2. Report of the President and Chief Executive Officer
3. Prospect / Outlook from the Chairman
4. Approval of the 2019 audited consolidated financial statements
5. Ratification of Acts of the Board and Management during the year
    - Refer to attached Annex B on the List of the Acts of the Board and Management for Ratification
6. Election of directors for the ensuing year
7. Appointment of external auditors

Voting Procedures

(a) Each stockholder shall be entitled to one vote for each share.

(b) All items in the agenda for approval/ratification of the stockholders require the affirmative vote of at least a majority of the stockholders entitled to vote.

(c) In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the Corporation Code of the Philippines.

(d) Voting and counting of votes shall be done through the Company's Stockholders Electronic Registration and Voting Express (SERVE) platform found at https://company.meralco.com.ph/corporate-governance/SERVE (Please refer to attached Annex C on the REQUIREMENTS AND PROCEDURE FOR ELECTRONIC VOTING IN ABSENTIA AND PARTICIPATION VIA REMOTE COMMUNICATION for more details.) All votes will be counted and

tabulated by the SERVE and validated by the Corporate Secretary and Auditors. Inspectors from an independent third party appointed by the Board will also be present to validate the votes. The Corporate Secretary shall report the results of voting during the meeting.

MANAGEMENT REPORT

Business and General Information

1) **Business Development**

The name of the issuer is Manila Electric Company, also known as *MERALCO* or "the *Company*", and was duly organized on May 7, 1919 under the laws of the Republic of the Philippines. *MERALCO,* which is a private distribution utility ("*DU*"), holds a 25-year congressional franchise under Republic Act ("*RA*") No. 9209 valid through June 28, 2028 to construct, operate, and maintain the electric distribution system in the cities and municipalities of Bulacan, Cavite, Metro Manila, and Rizal and certain cities, municipalities, and barangays in the provinces of Batangas, Laguna, Pampanga, and Quezon. On October 20, 2008, the Energy Regulatory Commission ("*ERC*") granted *MERALCO* a consolidated Certificate of Public Convenience and Necessity for the operation of electric service within its franchise coverage, effective until the expiration of *MERALCO*'s congressional franchise.

MERALCO's participation in retail electricity supply ("*RES*") is directly through its local *RES* unit, *MPower* and indirectly through its affiliate *RES* entities.

Consistent with *MERALCO*'s franchise obligations and applicable laws, subsidiary companies were created to meet the *Company*'s specific needs for support, service, or enhancement that may either add value, savings, or profitability to, or improve the efficiency of, the core business. Separately, these subsidiaries also provide services to non-related entities.

The following are the subsidiaries of *MERALCO*, all of them incorporated in the Philippines except for Lighthouse Overseas Insurance Company, Limited ("*LOIL*"), MPG Asia Limited. *MERALCO* and Meridian Power Ventures Limited. *MERALCO* and its subsidiaries are herein referred to as the "*MERALCO Group*".

Meralco Industrial Engineering Services Corporation ("*MIESCOR*") is a wholly-owned subsidiary of *MERALCO* and was formerly its Plant and Engineering Department. *MIESCOR* became an engineering and construction subsidiary on December 5, 1973. For more than 45 years, *MIESCOR* has provided safe, quality, timely and best value services in the fields of power generation, transmission, distribution, as well as industrial plants, water resources and telecommunications. Backed by a highly competent technical team, the company has also provided consultancy, engineering and integration services to major telecommunication service providers. *MIESCOR* also holds the highest category license of "AAAA", granted by the Philippine Contractor Accreditation Board ("*PCAB*"), for general engineering, building, electrical and mechanical works, and telecommunication facilities.

MIESCOR, together with its subsidiaries Miescor Builders, Inc. ("*MBI*") and Miescor Logistics, Inc. ("*MLI*"), offer a wide array of services in the fields of engineering, procurement, construction, operation, maintenance, distribution services, testing and commissioning, buildings and facilities management, renovation, vehicle leasing, and fleet management. Furthermore, *MBI* holds a *PCAB* license category "AA" for electrical works, general engineering and building, civil and mechanical works. *MLI* also holds "AA" license category for general building services.

The Safety and Health Association of the Philippine Energy Sector ("*SHAPES*") awarded *MIESCOR* 10 Safety and Health Professional Awards and eight (8) Corporate Safety Excellence Awards for the year 2019. MIESCOR was also given 21 awards from the Safety Organization of the Philippines, Inc. ("*SOPI*"). With an international qualification on quality and environmental management systems along with health and safety, *MIESCOR* is ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 certified for its processes in Engineering, Procurement and Construction services, as audited and verified by certifying body TUV Rheinland.

With more than 7,000 employees, *MIESCOR* has brought solid value-for-money propositions to its clients, contributing to the nation's sustainable growth and development, and working on several notable projects in various industries all over the Philippines. Some of the projects include: Mindanao Substation Upgrading Projects ("*MSUP*") and the Mindanao Transmission Backbone Project ("MTBP") of the National Grid Corporation of the Philippines ("*NGCP*"). These projects ensure stable and reliable power to homes, businesses, and industries in Mindanao."

Corporate Information Solutions, Inc. ("*CIS*") is a wholly-owned subsidiary of *MERALCO*. *CIS*, through CIS Bayad Center, Inc. ("*Bayad Center*"), is the pioneer in outsourced payment collection service. With more than 38,000 over-the-counter payment locations and customer touchpoints, as well as powering the bills payment feature of leading online and mobile payment applications, *Bayad Center* has evolved from a leader in over-the-counter payment collection service to what is now the biggest and widest multi-channel payment platform in the country, servicing the most number of private and government biller merchants in the Philippines. As it provides a seamless onsite to online customer experience catering to both traditional and modern payers, *Bayad Center* cements itself as the authority in payments.

To complement its suite of products and services, *Bayad Center* established Customer Frontline Solutions ("*CFS*") and invested in Fieldtech Specialist, Inc. ("*FSI*"), providing outsourced tellering to top corporations, and operating the largest "read-and-bill" or spot-billing field service in the country, catering to electric cooperatives and water districts nationwide.

In 2018, *Bayad Center* acquired an e-payment platform that will be actively participating in the various government agencies' e-payment solutions initiatives. This e-payment platform shall effectively reinforce *Bayad Center*'s current payment facilities such as the Bayad Center Online, Bayad Center Mobile App, and Bayad Center Payment Machines that will service government billers and major institutions alike.

Meralco Energy, Inc. ("*MServ")* is a wholly owned subsidiary of *MERALCO*. It is a one-stop shop for energy services and solutions that will guarantee total system efficiency for customer facilities. *MServ*'s scope of activities include Engineering, Procurement and Construction ("*ECP*")/Installation of Electrical and Mechanical Facilities and Engineering Services. Its expertise is in the *EPC* of electrical facilities such as substations, powerhouses, and transmission lines. *MServ* offers low voltage/load side distribution services capitalizing on its capability to value-engineer electrical designs. *MServ* can also provide energy efficiency and urban services such as energy management system, smart streetlighting, sewage treatment plant, heating, ventilation and air conditioning ("*HVAC")* and lighting solutions.

MServ is a AAA *PCAB*-licensed company and a Department of Employment ("*DOE*")-accredited energy service company ("*ESCO")*.

e-Meralco Ventures, Inc. ("*e-MVI*") is a wholly-owned subsidiary of *MERALCO*. It was established on June 22, 2000. Through a wholly-owned subsidiary, Paragon Vertical, Inc., it owns 100% of the equity of Radius Telecoms, Inc. ("*Radius*"). *Radius* holds a congressional telecommunications franchise to construct, install, establish, operate, and maintain for commercial purposes and in the public interest, the business of providing basic and enhanced telecommunications services in the Philippines, and between the Philippines and other countries and territories.

Radius is the only telecommunications carrier in the Philippines that delivers end-to-end fiber optic services, enabling service providers and companies to transmit digital information and business applications over a highly reliable, secure, and cost-effective communication superhighway. It is also one of the first telecommunications companies in the Philippines certified by the Metro Ethernet Forum, a consortium certifying carrier ethernet services globally.

Radius provides world-class data connectivity solutions over its dense fiber optic network, with access nodes strategically located within business districts, industrial and Information Technology ("*IT*") parks, data centers, and main thoroughfares. Currently, Radius remains to be the preferred Information and Communications Technology ("*ICT*") enabler and business partner of the biggest names in the enterprise and wholesale markets for almost two (2) decades.

Meralco Financial Services Corporation ("*Finserve")* was incorporated on March 19, 2002 as a wholly-owned subsidiary of *MERALCO.* It aims to enhance *MERALCO's* shareholder

value creation and expand customer service through innovative consumer and customer-based products and services that support *MERALCO's* core business.

In 2007, *Finserve* embarked on investing and managing commercial center operations with The Strip along Ortigas Avenue as its flagship project. At present, this two-storey building with a leasable space of 1,030 square meters houses several retail establishments.

Finserve, has a 10% equity interest in AF Payments, Inc. ("*AF Payments*") since its incorporation in February 2014. *AF Payments* was incorporated primarily to operate and maintain an electronic payment clearing and settlement system through a contactless automated fare collection system for public utility, including generic contactless micropayment solution. It also supplies and issues fare media and store value cards or reloadable cards for use in transport and non-transport facilities. *AF Payments* operates and maintains the related hardware and software.

Clark Electric Distribution Corporation (*"CEDC"*), *CEDC* is 65% owned by *MERALCO*. It is a registered private distribution utility with a franchise granted by Clark Development Corporation ("*CDC*") to distribute power, exclusively, within the Clark Special Economic Zone ("*CSEZ*") covering the Clark Freeport Zone and the sub-zones. *CEDC* has a 100 *MVA*, 230 kV – 69 kV delivery point substation and a total of 166 *MVA* capacity from its three (3) 69 kV – 13.8 kV substations. In 2019, *CEDC* completed the looping of its 69 kV sub-transmission system to improve system reliability and flexibility. The looping of the 69 kV system is also in conjunction with the proposed 4th delivery point coming from the new 300 *MVA* power transformer bank of *NGCP* inside *CDC*'s Dolores substation, which is expected to be completed by the 2nd quarter of 2020. This new delivery point will further strengthen *CEDC*'s 69 kV sub-transmission backbone. *CEDC* also plans to complete by 2nd quarter of 2020 the Mabalacat substation to address to the growing demand from big developers, which include Clark Global Corporation, SM, and Clark Frontier. Also, to serve the additional power requirements of D'Heigths Resort, Mimosa, and ISOC Land, *CEDC* is scheduled to install and complete its proposed Sunvalley substation by the 2nd quarter of 2021. In line with *CEDC*'s smart grid initiatives, it has installed additional 18 Remote-Controlled Line Reclosers ("*RCLRs*") increasing the number of in service *RCLRs* to 33 to minimize the extent and swift restoration of power interruptions. The *RCLRs* will also be utilized for *CEDC*'s distribution automation once the acquisition and implementation of its proposed Advanced Distribution Management System ("*ADMS*") is completed by the first quarter of 2021. In addition, *CEDC* is also in the process of acquiring an Enterprise Asset Management system to improve work efficiency, maximize use of assets, as well as to improve accuracy of its asset registry.

In the Retail Competition and Open Access ("*RCOA*"), *CEDC*'s local *RES* (*Cogent Energy*) is aiming for dominance in the competitive market within the Clark Freeport Zone. In 2019, *Cogent Energy*

acquired contracts from six (6) contestable customers, increasing its total number of customers to eleven (11) resulting in a significant increase in its energy sales.

Separately, *CEDC* facilities consist of subtransmission and distribution assets and buildings and improvements located in *CSEZ*. *CEDC* has a 100 *MVA*, 230 kV – 69 kV delivery point substation and a total of 166 *MVA* capacity from its three (3) 69 kV – 13.8 kV substations. Its present distribution network consists of 1,914 distribution transformers, 37.8 circuit-km. linear length of sub-transmission lines, 150 circuit-km. linear length of primary lines, and 33.74 circuit-km. linear length (101.23 conductor length) of secondary lines.

MERALCO PowerGen Corporation ("*MGen*") is a wholly owned subsidiary of *MERALCO*. MGen aims to develop, build, own and bring into commercial operation a diversified power portfolio in the next five (5) years and significantly contribute to meeting the country's growing demand for power. Its mission is to pursue the development and construction of cost-competitive, environmentally compliant and reliable power plants to ensure the provision of adequate, reliable and affordable power to customers in the *MERALCO* franchise area and other areas.

San Buenaventura Power Ltd. Co.'s ("*SBPL*") 455 *MW* (net) supercritical coal-fired power plant in Mauban, Quezon started commercial operations on September 26, 2019. The Power Supply Agreement ("*PSA*") with *MERALCO* was approved by the *ERC* on May 19, 2015. The power plant began commercial operations on September 26, 2019.

The power plant, which provides baseload power supply to electricity consumers in Luzon, is a Board of Investments ("*BOI*") registered pioneer project that utilizes state-of-the-art supercritical technology, which is more fuel efficient compared to coal plants currently in operations in the Philippines.

SBPL is a joint venture between MGen and New Growth, B.V. of Thailand's EGCO Group.

MGen is also developing a 2 x 600 *MW* (net) coal-fired power plant in Atimonan, Quezon through its wholly-owned subsidiary, Atimonan One Energy, Inc. ("*A1E*").

The project has been awarded an Environmental Compliance Certificate ("*ECC*") by the Department of Environmental and Natural Resources ("*DENR*") in October 2015. In March 2016, *A1E* received a land use conversion for the project site and gained full control of the project area.

In November 2017, the project has been granted a Foreshore Lease Agreement by the *DENR*. In December 2017, A1E also received its Certificate of Registration from the *BOI* as a pioneer project – being the first ultra-supercritical coal-fired power plant project in the country.

On September 11, 2018, the Department of Energy ("*DOE*") signed and issued *A1E* a Certificate of Energy Project of National Significance ("*CEPNS*") for commerciality-a key recognition of the project's importance to the country's future energy supply.

Transmission right-of-way ("ROW") acquisition continues to progress well and is almost fully secured.

Following the Supreme Court ("*SC*") decision dated May 7, 2019 which direct the *ERC* to require all *PSAs* signed after June 30, 2015 to undergo a Competitive Selection Process ("*CSP*"), *A1E* shall participate in the *CSP* to be conducted by *MERALCO* for a 1,200 *MW* greenfield power plant capacity.

MGen is also developing (i) a 2 x 300 MW (net) circulating fluidized bed, coal-fired power plant in the Subic Freeport Zone through Redondo Peninsula Energy, Inc. ("*RP Energy*"), and (ii) a 2 x 350 *MW* (net) sub-critical pulverized coal-fired power plant in Calaca, Batangas through St. Raphael Power Generation Corporation ("*St. Raphael*"), among others.

MGen has 10.05% equity interest in Mariveles Power Generation Corporation ("*Mariveles Power*") which is developing a 4 x 132 MW (net) coal-fired power plant in Bataan.

MGen also owns 14% of Global Business Power Corporation ("*GBPC*"), the largest independent power producer in the Visayas. *GBPC* owns 854 *MW* of operating coal and diesel-fired power plants in the Visayas and Mindoro Island. *GBPC* also has a 50% interest in Alsons Thermal Energy, which holds a 75% interest in a 105 *MW*- net *CFB* plant in Maasim, Sarangani that started operations in 2016. A second 105 *MW CFB* unit is also started commercial operations in September 2019.

MGen also has a 28% effective equity interest in PacificLight Power Pte. Ltd. ("*PacificLight*") that has been operating since February 2014. Its 2 x 400 *MW* combined cycle turbine power plant is mainly fueled by liquefied natural gas ("*LNG*") in Jurong Island, Singapore.

In 2016, Solvre, Inc. ("Solvre"), a wholly owned subsidiary of *MGen*, was incorporated to engage as a retail electricity supplier. On February 9, 2017, the ERC granted Solvre a *RES* license to operate as retail electricity supplier.

MGen is increasingly focused on development of renewable energy projects, where they can be constructed on a basis that assist in reducing the cost of energy to *MERALCO* customers. At this stage the primary focus is on utility scale (50 MW or larger) solar projects with numerous activities underway to secure its own prospective sites, as well as partnering with established developers on their sites. In

parallel, *MGen* continues to progress a number of large scale wind energy projects that can also deliver competitively priced energy for consumers.

MGen incorporated *MGen* Renewable Energy Inc. ("*MGreen*") on June 6, 2019 as *MGen*'s vehicle for its investments in renewable power generation projects. *MGreen* owns 40% of Powersource First Bulacan Solar, Inc. (*PFBSI*) and 70% of Nortesol III, Inc. (*Nortesol*).

PFBSI is currently in the process of constructing an 81MWdc/50MWac utility scale solar facility located in San Miguel, Bulacan. *PFBSI* has a twenty (20)-year *PSA* with Meralco approved by the *ERC* for the full output of the solar plant signed on September 16, 2016. Target commercial date of operations is fourth quarter of 2020.

Nortesol is engaged in the development, construction and operation of power plant and related facilities using renewable energy system and hybrid energy system with target capacity of 110MWdc/90MWac. *Nortesol* is awaiting the issuance of the floating solar implementing rules and regulation by the Laguna Lake Development Authority.

MSpectrum Inc. ("*Spectrum*"), a wholly-owned subsidiary of *MERALCO*, was established as part of *MERALCO*'s thrust to enter into the renewable energy (*RE*) business and to help fulfill its commitment to economic and environmental sustainability. Since then, *Spectrum* has taken market leadership in the industry by completing several solar projects, with a total installed capacity of 17 megawatts nationwide.

Spectrum's vision is to provide clean, affordable, sustainable and safe energy solutions to its customers. It operates mainly in the business of providing optimally engineered rooftop and ground-mounted solar *PV* systems for commercial and industrial businesses. In the near term, *Spectrum* will rely heavily on four (4) new verticals: (1) Spectrum Home, targeted primarily for residential customers, (2) Operations and Maintenance (O&M) services for existing *RE* installations, (3) Microgrid hybrid solutions for off-grid customers, and (4) Utility Scale EPC solutions. *Spectrum* will also sustain its industry leadership by exploring new technologies including battery energy storage and other *RE* solutions such as wind and bio-energy.

Vantage Energy Solutions and Management Inc. ("*Vantage*") is the first wholly owned Retail Electricity Supplier of *MERALCO*. It was incorporated on November 21, 2016 and its licensed was issued by the by the ERC on January 10, 2017.

As a *RES* entity, its primary purpose is to provide retail energy services such as energy sourcing, trading and solutions, wholesale contracting and aggregating of electricity. As a licensed retail electricity

supplier, *Vantage* operates and offers its services to all contestable customers nationwide where the *RCOA* is implemented – beyond the confines of the franchise area of *MERALCO*.

Vantage offers competitive energy products and service innovations to help its customers manage their electricity requirements better. It provides stable and reliable power supply based on a blend of Vantage's supply portfolio, customized products offered at competitive process, value added services and technical collaborations with its expert engineers to maximize efficiency and profitability of its customers' operations.

eSakay, Inc. ("*eSakay*") is a wholly-owned subsidiary of *MERALCO*. *eSakay* is an end-to-end electric vehicle (*EV*) and charging infrastructure solutions provider, modernizing and electrifying transport systems for private and public sector customers throughout the country.

eSakay propagates sustainable and green mobility solutions – from the supply of *EV* and charging stations to the provision of managed services (i.e. EV supply, operatorship, fleet management, and charging).

In January 2019, eSakay launched its first electric Public Utility Vehicle (ePUV) project with its Makati-Manadaluyong eJeep route, servicing commuters in the two (2) cities through 15 zero-emission, zero-noise, and 100% electric jeeps. This is in full support of the Department of Transportation's Public Utility Vehicle Modernization Program ("*PUVMP*").

eSakay also supports multiple private sector clients supplying and/or providing operatorship services across EV types – from eVans and eShuttles to eMotorcycles and eScooters.

Key initiatives such as these are all part of *eSakay*'s thrust to help build 'greener' roads and 'bluer' skies for our customers, communities, and country.

2) **Business of Issuer**

The principal business of *MERALCO* is the distribution and sale of electric energy through its distribution network facilities in its franchise area. Its market is categorized into four (4) classes. Following are the percentage contribution to sales of each customer segment based on kWh-sales:

	2019	2018	2017
Residential	31.13%	30.59%	31.02%
Commercial	39.43%	39.41%	39.42%
Industrial	29.14%	29.69%	29.24%

Streetlights	0.30%	0.31%	0.32%
TOTAL	**100.00%**	**100.00%**	**100.00%**

MERALCO sources the electricity it distributes from different power suppliers as follows:

	2019	**2018**	**2017**
First Gas Power Corporation ("*FGPC*") – *Sta. Rita Power Plant* and FGP Corp. ("*FGP*") – *San Lorenzo Power Plant*	26.37%	27.87%	27.15%
South Premier Power Corporation ("*SPPC*") – *Ilijan Power Plant*	15.33%	16.13%	18.02%
San Miguel Energy Corporation ("*SMEC*") –*Sual Coal-fired Plant*	11.18%	7.03%	7.38%
Wholesale Electricity Spot Market. ("*WESM*")	10.34%	16.64%	14.95%
Masinloc Power Partners Co., Ltd. ("*Masinloc*")	7.27%	5.74%	6.78%
Quezon Power (Philippines.) Limited	6.72%	6.20%	7.47%
First NatGas Power Corporation ("*FNPC*")	6.66%	2.82%	-
Therma Luzon, Inc. ("*TLI*") – *Pagbilao Coal Plant*	4.93%	5.46%	6.04%
San Buenaventura Power Limited ("*SBPL*")	4.02%	-	-
Sem-Calaca Power Corporation ("*Sem – Calaca*")	3.32%	7.80%	7.79%
Others	3.86%	4.31%	4.42%
TOTAL	**100.00%**	**100.00%**	**100.00%**

Franchise and Concession Agreements

MERALCO holds a 25-year congressional franchise under Republic Act ("*RA*") No. 9209 valid through June 28, 2028 to construct, operate, and maintain the electric distribution system in the cities and municipalities of Bulacan, Cavite, Metro Manila, and Rizal and certain cities, municipalities and barangays in the provinces of Batangas, Laguna, Pampanga, and Quezon. On October 20, 2008, the *ERC* granted *MERALCO* a consolidated Certificate of Public Convenience and Necessity for the operation of electric service within its franchise coverage, effective until the expiration of *MERALCO*'s congressional franchise. The franchise area of *MERALCO* over specified areas in Luzon is approximately 9,685 square kilometers, covering 36 cities and 75 municipalities.

CEDC is a registered private *DU* with a franchise granted by Clark Development Corporation ("*CDC*") to own, operate and maintain a power distribution system and to distribute power exclusively within its franchise area, which includes the Clark Freeport Zone and the sub-zone as determined pursuant to

Presidential Decree No. 66 and the Joint Venture Agreement executed between *CDC* and Meralco Industrial Engineering Services Corporation ("*MIESCOR*") dated February 19, 1997. This includes Metro Manila, industrial estates, and suburban and urban areas of the adjacent provinces. The franchise of *CEDC* covers 320 square kilometers in Clark Special Economic Zone.

The *ERC* granted the following subsidiaries distinct *RES* licenses to operate as affiliate retail electricity suppliers in Luzon and Visayas, namely; Vantage Energy Solutions and Management, Inc. ("*Vantage*"), a wholly owned subsidiary of *MERALCO*; Solvre, Inc., a wholly owned subsidiary of MERALCO PowerGen Corporation ("*MGen*"); and MeridianX Inc. ("*MeridianX*"), a wholly owned subsidiary of Comstech Integration Alliance, Inc. ("*Comstech*", 60% owned by *MERALCO*), on January 10, 2017, February 9, 2017 and February 9, 2017, respectively.

MERALCO manages the electric distribution facilities of Pampanga Electric Cooperative II ("*PELCO II*") through *Comstech* under an Investment Management Contract ("*IMC*"). *MERALCO* also manages the electric distribution facilities in the Cavite Economic Zone ("*CEZ*") under a 25-year concession agreement with Philippine Economic Zone Authority ("*PEZA*").

Retail Competition and Open Access (*"RCOA*")

The transition period for *RCOA* commenced on December 26, 2012 in accordance with the joint statement released by the *ERC* and the *DOE* on September 27, 2012 and the Transitory Rules for the Implementation of *RCOA* (*ERC* Resolution No. 16, Series of 2012). The commercial operations of *RCOA* started on June 26, 2013.

On March 31, 2014, the *ERC* issued a resolution on the Withdrawal of the Rules on Customer Switching and the Retention of the Code of Conduct for Competitive Retail Market Participants. On the same date, *ERC* also issued a resolution adopting the Rules on the Establishment of Customer Information by the Central Registration Body ("*CRB*") and Reportorial Requirements, mandating all *DU*s to submit to the *ERC* and *CRB* information on end-users with (i) monthly average peak demand of at least one (1) *MW* for the preceding 12 months; and (ii) monthly average peak demand of 750 *kW* but not greater than 999 *kW*. The *ERC* will use these information in issuing the certificates of contestability.

On October 22, 2014, the *ERC* issued a resolution suspending the issuance of *RES* licenses. Under the resolution, the *ERC* resolves to hold in abeyance the evaluation of *RES* license applications and suspend the issuance of such licenses until such time that the amendments to the Rules for the issuance of *RES* licenses have been made by the *ERC*.

On July 1, 2015, the *DOE* published Department Circular No. DC2015-06-0010, "Providing Policies to Facilitate the Full Implementation of *RCOA* in the Philippine Electric Power Industry". The Circular essentially provided for mandatory contestability.

On March 8, 2016, the *ERC* promulgated Resolution No. 05 Series of 2016 entitled *"*A Resolution Adopting the 2016 Rules Governing the Issuance of Licenses to *RES* and Prescribing the Requirements and Conditions Therefor*"*. The Resolution removed the term local *RES* as one of the entities that may engage in the business of supplying electricity to the contestable market without need of obtaining a license therefor from the *ERC*. Moreover, while an affiliate of a *DU* is allowed to become a *RES*, the allowance is "subject to restrictions imposed by the *ERC* on market share limits and the conduct of business activities".

Government Approval of Principal Products or Services

On June 9, 2003, Republic Act ("RA") No. 9209, otherwise known as the "An Act Granting the Manila Electric Company A Franchise To Construct, Operate and Maintain A Distribution System for the Conveyance of Electric Power to the End-Users in the Cities/Municipalities of Metro Manila, Bulacan, Cavite and Rizal and Certain Cities/Municipalities/Barangays in Batangas, Laguna, Quezon and Pampanga", was signed into law and took effect on June 28, 2003.

MERALCO distributes and supplies electricity to customers within its franchise area. It is subject to the rate-making regulations and regulatory policies of the *ERC*. *MERALCO*'s billings to customers are itemized or "unbundled" into a number of bill components that reflect the various costs incurred in providing electric service.

The adjustment of each bill component is governed by mechanisms promulgated and enforced by the *ERC*, mainly: (i) the "Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities", which govern the recovery of pass-through costs, including over- or under-recoveries in the following bill components: generation charge, transmission charge, system loss charge, lifeline subsidies, local franchise, and business taxes; and
(ii) the "Rules for the Setting of Distribution Wheeling Rates" ("*RDWR*"), as modified by *ERC* Resolution No. 20, Series of 2008, which govern the determination of *MERALCO*'s distribution, supply, and metering charges.

Costs and Effects of Compliance with Environmental Laws

Organizational Safety

MERALCO's new safety campaign "TARGET ZERO: Zero Incident, Zero Harm," was launched in 2019 and immediately brought improved safety performance with a decrease in the *Company*'s frequency rate ("*FR*") and severity rate ("*SR*"), of 14% and 56% respectively. The *Company* continues to implement appropriate and more effective safety programs (i.e. Daily Safety Huddle ("*DASH*"), 2nd Year of the First

Working Day Safety Campaign, Incident Report Management System, Safety Alerts, compliance to all *OSH* regulatory requirements and necessary safety trainings to all stakeholders to further elevate the *Company*'s safety culture to a higher level.

MERALCO successfully transitioned to the new OHS ISO Management System (45001:2018) from BS OHSAS 18001:2007 with two (2) additional sites (*MERALCO* Operating Center and Paranaque Sector). The *Company* also received recognitions from well-known safety organizations, The Safety Organization of the Philippines ("*SOPI*") and Safety and Health Association of the Philippine Energy Sector, Inc. ("*SHAPES*"), for achieving no lost time incidents for various ESH committees. *MERALCO* received a total of 10 Awards (One (1) Award of Distinction, five (5) Awards of Merit, four (4) Perfect Safety Record Awards) and five (5) Excellence Awards, respectively.

MERALCO Organizational Safety Office received two (2) Award of Merits (Safety Communication Category) from the Philippine Quill Awards for the two (2) programs namely, First Working Day Safety Campaign and Araw ng mga Lineman.

For its Public Safety Advocacy, and in support of Bureau of Fire Protection's initiative to increase fire prevention awareness, *MERALCO* participated in a total of 52 Fire Square Roadshows held at various schools, malls and local government units ("*LGU*") within the National Capital Region.

Environment Program

In 2019, an environmental compliance monitoring system was developed to sustain full compliance with all applicable laws and regulations. With the requirement of *DENR* on securing Discharge Permit ("*DP*") for all establishments, regardless of its effluent volume, a total of 128 *DP*s was secured for all *MERALCO* substation and repeater station facilities. Likewise, a total of 18 new Pollution Control Officers were trained and accredited by the *DENR-EMB* and *LLDA*.

MERALCO continues to comply with the *DENR*'s directive on the proper disposal of hazardous wastes, specifically on its implementation of the Chemical Control Order for Polychlorinated Biphenyl ("*PCB*") oil and contaminated equipment. A total of 122 MT of high-concentration *PCB* wastes was exported to Tredi, France, through its *DENR*-accredited hazardous waste transporter, for its proper treatment and disposal.

The *Company* has also upgraded its ISO 14001:2005 – Environmental Management System (EMS) to ISO 14001:2015 version to meet global trend on risk-based management system. *MERALCO* successfully passed the external audit last 2019 with validity up to 2022.

MERALCO continuously strengthens the promotion of its Environment, Safety and Health ("*ESH*") Programs through digital solutions. An ESH Matters Portal was launched in 2019 and was recognized as one of the "home-grown" one stop shop digital solutions and now widely used by the *Company*. The project received an Award of Merit (Audio/Video Communication Skills) during the 2019 Philippines Quill Awards.

Disaster Resiliency

With *MERALCO*'s vision to be the most resilient organization in the Philippine Power Industry, the business continuity management focused on strengthening the organization's operational response while also strengthening ties with various *LGU*s and agencies.

In 2019, the *Company* showed its response capability when Makati City simulated power restoration during their Makati Shakeout Simex. Similarly, *MERALCO* participated in the Metro Manila Shake Drill in collaboration with Metro Manila Development Authority ("*MMDA*") to demonstrate the organization's capacity to assist in rescue operations and restoration protocol at different areas within the franchise. During the last stretch of the year, the *Company* hosted the 4th Quarter Nationwide Simultaneous Earthquake Drill ("*NSED*") which was organized by the Metro Manila Disaster Risk Reduction and Management Council through the Office of Civil Defense-NCR. Together with the City of Pasig and Bureau of Fire Protection, *MERALCO* performed various emergency protocols on Incident Command System, Emergency Operation Center, Emergency Back-up Sites, emergency evacuation, fire suppression, emergency communications, search, rescue and retrieval, triaging and power restoration.

Considering people as the most important asset, *MERALCO* also trained competent rescuers in 2019. Seventeen (17) *MERALCO* Rescue Team members and 31 Incident Response Team underwent TESDA NC II certification on Emergency Medical Response.

Together with these successes, *MERALCO* continues to actively collaborate with the *DOE* and other key players in the energy sector in developing the National Energy Contingency Plan – prioritizing the restoration of electric service to installations vital to national security.

Government Approval and Regulation

Energy Regulatory Agency

MERALCO is subject to regulation by the *ERC* and recognizes the rate-making policies of the *ERC*.

Tax Reform for Acceleration and Inclusion (*TRAIN*) Law

The first package of the *TRAIN* Law or *RA* 10963 was effective on January 1, 2018. The *TRAIN* law introduced amendments to personal income taxation, transfer taxes, value-added tax, excise tax, taxation of sale of shares of stocks, and documentary stamp tax, among others.

The *TRAIN* Law increased the excise tax on coal from ₱10.00 per metric ton to ₱50.00 per metric ton upon its effectivity. This tax is to increase year on year, up to ₱150.00 per metric ton for coal, effective January 1, 2020. Under *MERALCO*'s *PSA* with certain generators, should there be any increase in existing charges, fees, taxes, duties assessments, or other similar amounts, a party to the *PSA* may claim the same as a charge due to change in law, upon *ERC* approval thereof. *MERALCO* and certain generators filed a joint application for approval of recovery of the increase in excise tax as a result of the implementation of the *TRAIN* Law. As at filing date, the parties await the decision of the *ERC*.

The *TRAIN* Law was implemented by *MERALCO* and has complied with the requirements of the *TRAIN* law. The implementation has no significant impact on the results of operations of *MERALCO*.

Number of Employees

As at December 31, 2019, *MERALCO* has a total of 5,755 regular employees covered by two (2) unions, namely, First Line Association of Meralco Supervisory Employees ("*FLAMES*") and Meralco Employees and Workers Association ("*MEWA*"). The Company has existing Collective Bargaining Agreements with these unions expiring on November 30, 2021 (*FLAMES*) and November 30, 2022 (*MEWA*). The Company does not have an estimated number of employees to be hired in the next 12 months since hiring decisions are dependent on operational requirements.

Properties

MERALCO's assets include utility plant assets, which are part of the regulatory asset base ("*RAB*"). *RAB* consists of electrical capital assets and non-electric capital assets. In addition, *MERALCO* also holds non-*RAB* consisting of assets held for future substation or branch sites or retired office or sector sites, which are recognized as "Investment Properties" in the consolidated statement of financial position.

MERALCO's facilities in Pasig City host the networks system, which is the heart of the electric distribution operations, the telecommunications and trunk radio system, logistics process, customer retails services and other support services organizations.

As at December 31, 2019, in addition to the head office, *MERALCO* has 10 networks sector offices, 38 business centers and 18 customer centers or extension offices. Its network facilities consist of

125 substations (total capacity of 18,576 *MVA*), 946 circuits (total of 39,689 circuit-kms.) and 196,592 distribution transformers in service (total capacity of 16,447 *MVA*).

Separately, *CEDC* facilities consist of subtransmission and distribution assets and buildings and improvements located in *CSEZ*. *CEDC* distribution facilities include four (4) substations with a capacity of 100 *MVA* at 230 *kV* – 69 *kV* level and 166 *MVA* at 69 *kV* – 13.8 *kV* level (energize). Its present distribution network consists of 1,914 distribution transformers, 37.8 circuit-km. linear length of sub-transmission lines, 150 circuit-km. linear length of primary lines, and 33.74 circuit-km. linear length (101.23 conductor length) of secondary lines.

MGen, through its subsidiaries, Atimonan Land Ventures Development Corporation ("*ALVDC*") and Calamba Aero Power Corporation ("*CAPC*"), owns several parcels of land for the development and construction of power plant projects. The land of *ALVDC*, located in Atimonan, Quezon, is intended to be used by *A1E* for its 2 x 600 *MW* (net), ultra super-critical coal-fired plant project while the land of *CAPC* is held for future power plant project in Calamba, Laguna. *A1E* is a subsidiary of *MGen*.

Radius, *MERALCO*'s telecommunications subsidiary, owns 4,850 kilometers of fiber optic cables and telecommunications infrastructure in certain parts of Metro Manila.

For more information on these properties, see *Note 7 – Utility Plant and Others* to the accompanying audited consolidated financial statements in Item 7.

The properties of the *DU*s (*MERALCO* and *CEDC*) are located within the franchise area to efficiently serve their customers. These properties are in good condition, except for ordinary wear and tear, and are adequately insured.

The properties of *MERALCO* and its subsidiaries are free from any mortgage, charge, pledge, lien or encumbrance.

The *MERALCO* Group also has various lease contracts as lessee for periods ranging from one (1) year to 30 years covering certain office spaces, payment offices and substation sites and towers.

The *MERALCO* Group has a management-approved annual capital expenditures which mainly represent planned expenditures for the electric capital projects of the power distribution business. The capital expenditures budget shall address requirements in areas with large concentration of core customers, correct normal deficiencies in the system, stretch loading limits of *DU* facilities and initiate

practical and cost-effective projects to correct system deficiencies. These capital expenditures are financed through funds from operating and financing activities of the *MERALCO* Group.

Legal Proceedings

In accordance with the Securities Regulation Code Implementing Rules and Regulations ("*SRC-IRR*"), the following are the material legal proceedings to which the registrant (also referred to as, *MERALCO,)* or its subsidiary, is a party, or to which any of their property is a subject, including pending claims for damages against the registrant exceeding ten percent (10%) of its current assets:

1. In the matter of the Joint Application for Approval of the Settlement Agreement between Manila Electric Company (*"MERALCO"*) and National Power Corporation ("*NPC*"), with Prayer for Provisional Authority, National Power Corporation and Manila Electric Company, Applicants
ERC Case No. 2004-109
(Filed by NPC and *MERALCO* on April 15, 2004)

This is a joint application filed by *MERALCO* and the *NPC* for the approval of their Settlement Agreement ("*SA*") which resolved their dispute concerning their 10-year Contract for Supply of Electricity ("*CSE*").

Under the *SA*, *NPC* acknowledged and accepted the losses incurred by *MERALCO* due to *NPC*'s act of serving directly-connected customers in violation of *MERALCO*'s franchise rights, and for transmission line delays affecting *MERALCO*'s Independent Power Producers ("*IPP*s"). On the other hand, *MERALCO* shall pay *NPC* the net settlement amount of ₱14,320 million, representing *NPC*'s minimum charges corresponding to the fixed costs it incurred for the period 2002-2004. Variable costs, such as fuel and similar operating expenses that were not incurred by *NPC*, were not included in the minimum charge computation.

The proceedings in this case are currently suspended, upon motion of *MERALCO,* pursuant to the *ERC* Order dated September 14, 2009 in order to obtain ruling from a regular court on issues raised by the Office of the Solicitor General ("*OSG*") which are outside the jurisdiction of the Energy Regulatory Commission ("*ERC*").

***MERALCO* v. NPC, Power Sector Assets and Liabilities Management Corporation ("*PSALM*"), and the Republic of the Philippines, represented by the Office of the Solicitor General**
S.C.A. Case No. 3392, RTC Pasig City, Branch 71

(Filed on November 23, 2009)

In connection with the *SA* between *MERALCO* and *NPC*, *MERALCO* filed a petition seeking the declaration by the *RTC* Pasig that said *SA*, independent of the pass-through provision which is reserved for approval by the *ERC*, is valid and binding.

The *RTC* Pasig rendered a Decision dated May 29, 2012 declaring the *SA*, independent of the pass-through provision which is reserved for *ERC* approval, valid and binding. The *OSG* filed a Notice of Appeal and, in an Order dated June 28, 2012, the *RTC* Pasig forwarded the records to the Court of Appeals ("*CA*") for appeal proceedings.

***MERALCO* v. *NPC*, *PSALM*, and the Republic of the Philippines, represented by the Office of the Solicitor General**
CA-GR CV No. 99110, Court of Appeals

Republic of the Philippines v. *MERALCO* v. *NPC*, PSALM
GR No. 212268, Supreme Court

This is an appeal filed by the *OSG* questioning the *RTC* Pasig Decision dated May 29, 2012 which declared the *SA* valid and binding. In a Notice dated October 16, 2012, the *CA* required the *OSG* to file its appeal brief. Acting on a motion for extension filed by the *OSG*, the *CA*, in a Resolution dated December 20, 2012, granted the *OSG* the maximum extension of 90 days, or until March 20, 2012, within which to file its appeal brief. Both parties have submitted their respective appeal briefs. In a Decision dated April 15, 2014, the *CA* affirmed the validity of the *RTC* Pasig Decision.

The *OSG* then filed a Petition for Review with the Supreme Court ("*SC*") to question the *CA* Decision. *MERALCO* and *NPC* filed their respective comments thereon while the *OSG* filed its Reply. *MERALCO* filed a Rejoinder. The parties have filed their respective memoranda. *MERALCO* is awaiting further action of the *SC* on the matter.

2. In the Matter of the Application for the Approval of the Unbundled Rates Pursuant to the Provision of Republic Act No. 9136, *MERALCO*, Applicant
ERC Case No. 2001-900 RC
(Filed on October 30, 2001)

In connection with the decision of the *SC* in G.R. Nos. 166769 and 166818, where the *ERC* was directed to request the Commission of Audit ("*COA*") to undertake a complete audit of the books, records

and accounts of *MERALCO*, the *COA* submitted its Report No. 2009-01 on the rate audit of the unbundled Charges of *MERALCO* for calendar years 2004 to 2007 to the *ERC*.

In an Order dated June 21, 2011, the *ERC*, acting on the *COA* Audit Report, resolved to maintain and affirm its findings and conclusions in its Decision dated March 20, 2003 and Order dated May 20, 2003 in the original unbundling case.

National Association of Electricity Consumers for Reforms, Inc. ("*NASECORE*") filed its motion for reconsideration of the Order, which was opposed by *MERALCO*. In an Order dated February 4, 2013, the *ERC* denied *NASECORE*'s motion for reconsideration for lack of merit.

NASECORE* v. *ERC* and *MERALCO
C.A.-G.R. SP No. 129052
(Petition dated April 2, 2013)

National Association of Electricity Consumers for Reforms, Inc. (NASECORE) v. Energy Regulatory Commission, Manila Electric Company and the Commission on Audit
G.R. No. 226443
(Petition dated September 30, 2016)

NASECORE filed a Petition for Review before the *CA* questioning the June 21, 2011 and February 4, 2013 Orders of the *ERC*. In a Decision dated February 29, 2016, the *CA* denied the petition filed by *NASECORE*. *NASECORE*'s motion for reconsideration was denied in a Resolution dated August 18, 2016.

NASECORE then filed a Petition for Review on Certiorari with the *SC* to assail the *CA* Decision and Resolution. In a Resolution dated October 11, 2016, the *SC* directed the respondents to file their comment to the Petition. *MERALCO*, the *OSG* for the *ERC* and the *COA* have all filed their respective comments.

On June 22, 2017, *MERALCO* received the Motion for Leave to Intervene and Admit Comment-in-Intervention [Re: Petition dated September 2016] filed by other *DU*s, such as Clark Electric Distribution Corporation, Dagupan Electric Corporation, Angeles Electric Corporation, Cagayan Electric Power and Light Company, Inc., San Fernando Electric Light and Power Company, Inc., Cabanatuan Electric Corporation, Tarlac Electric, Inc., and Olongapo Electric Distribution Company, Inc., that sought to intervene in the case. In a Resolution dated October 3, 2017, the *SC* granted the Motion for Leave to Intervene and Comment-in-Intervention.

On November 13, 2019, MERALCO received a Decision dated October 8, 2019 partially granting the Petition filed by NASECORE, which among other things, (i) voided the adoption by the ERC of the current or replacement cost in the valuation of MERALCO's Regulatory Asset Base; and (ii) remanded the case to ERC to determine, within 90 days from finality of the Decision. MERALCO, the DU intervenors and the ERC filed their respective motions for reconsideration which are pending before the Supreme Court.

3. In the Matter of the Application for Refund of Overcharge (sic) Distribution Rates in the Residential Rates of ₱39 Billion in 2004-2007.
ERC Case No. 2008-092 CC
(Filed by the Applicant on July 15, 2008)

This application was filed against *MERALCO* by a customer, seeking the refund to residential consumers a total of ₱39 billion on the ground that *MERALCO* allegedly overcharged its distribution costs (distribution, metering, supply and systems loss charges) for the period of 2004-2007. *MERALCO* received the Joint Memorandum filed by the *NASECORE*, Federation of Village Association (FOVA) and Federation of Las Piñas Village Association (FOLVA) on October 22, 2008. *MERALCO* filed its Memorandum on October 24, 2008, while it received the customer's Memorandum on October 28, 2008. On September 14, 2010, the *ERC* issued a Decision dismissing the case. The customer filed a *MR* which is pending resolution by the *ERC*.

4. In the Matter of the Application for Approval of: a) *MAP* for *RY* 2012; and b) Translation of the *MAP* for *RY* 2012 into a Distribution Rate Structure for *MERALCO*'s Various Customer Classes, with Prayer for the Issuance of a Provisional Authority, *MERALCO*, Applicant.
ERC Case No. 2011-088 RC
(Filed on June 21, 2011)

This is *MERALCO*'s application for the verification of its *MAP* for *RY* 2012 and its translation into tariffs by customer category. In an Order dated October 3, 2011, the *ERC* provisionally granted *MERALCO*'s proposed *MAP* of ₱1.6012 and rate structure. *MERALCO* started implementing the provisionally approved *MAP* 2012 in the October 2011 billing month. *MERALCO* has completed the presentation of its evidence and the parties have submitted their respective memoranda. Hearings for the final approval of the application have been completed and all parties have submitted their respective memoranda. The application is pending final approval by the *ERC*.

5. In the Matter of the Application for Approval of: a) *MAP* for *RY* 2013; and b) Translation of the *MAP* for *RY* 2013 into a Distribution Rate

Structure for *MERALCO*'s Various Customer Classes, with Prayer for the Issuance of a Provisional Authority, *MERALCO*, Applicant.
ERC Case No. 2012 - 054 RC
(Filed on March 29, 2012)

This is *MERALCO*'s application for the verification of its *MAP* for *RY* 2013 and its translation into tariffs by customer category.

On March 29, 2012, *MERALCO* filed an application for the verification of its *MAP* for *RY* 2013 of ₱1.6333 per kWh and its translation into tariffs by customer category. The public hearings started on May 24, 2012. On June 11, 2012, the *ERC* released an Order provisionally approving a *MAP* for *RY* 2013 of ₱1.6303 per *kWh* which was reflected starting with the July 2012 customer bills. Hearings on this case have been completed and *MERALCO* is awaiting the final decision of the *ERC*.

6. In the Matter of the Application for Approval of: a) *MAP* for *RY* 2014; and b) Translation of the MAP for *RY* 2014 into a Distribution Rate Structure for *MERALCO*'s Various Customer Classes, with Prayer for the Issuance of a Provisional Authority, *MERALCO*, Applicant.
ERC Case No. 2013-056 RC
(Filed on April 1, 2013)

On April 1, 2013, *MERALCO* filed its application for the approval of its *MAP* for *RY* 2014 of ₱1.6510 per *kWh* and the translation thereof into rate tariffs by customer category. On June 10, 2013, the *ERC* provisionally approved the *MAP* for *RY* 2014 of ₱1.6474 per *kWh* and the rate translation per customer class. The application is pending final approval by the *ERC*.

7. In the Matter of the Application for Approval of: a) *MAP* for *RY* 2015; and b) Translation of the *MAP* for *RY* 2015 into a Distribution Rate Structure for *MERALCO*'s Various Customer Classes, with Prayer for the Issuance of a Provisional Authority, *MERALCO*, Applicant.
ERC Case No. 2014-029 RC
(Filed on March 31, 2014)

On March 31, 2014, *MERALCO* filed its application for the approval of its *MAP* for *RY* 2015 of ₱1.5562 per *kWh* and the translation thereof into rate tariffs by customer category. On May 5, 2014, the *ERC* provisionally approved *MERALCO*'s *MAP* for *RY* 2015 of ₱1.5562 per *kWh* and the rate translation per customer class. The application is pending final approval by the *ERC*.

8. In the Matter of the Application for Approval of: a) an Interim Average Rate; and b) Translation of the Interim Average Rate into a Distribution Rate Structure for *MERALCO*'s Various Customer Classes, with Prayer for the Issuance of a Provisional Authority, *MERALCO*, Applicant.
ERC Case No. 2015-112 RC
(Filed on June 11, 2015)

On June 11, 2015, *MERALCO* filed its application for the approval of its proposed Interim Average Rate of ₱1.3939 per kWh and translation thereof into rate tariffs by customer category. On July 10, 2015, the *ERC* provisionally approved an Interim Average Rate of ₱1.3810 per kWh and the rate translation per customer class, which was reflected in the customer bills starting July 2015. *MERALCO* has completed the presentation of its evidence and is set to file its Formal Offer of Evidence ("*FOE*") after the *ERC* rules on pending motions.

In a letter dated June 14, 2019, *MERALCO* advised the *ERC* that it shall continue implementing the existing ERC-approved interim average rate pending the regulatory reset process. In a letter dated July 4, 2019, the ERC authorized the continued implementation of the interim average rate but directed *MERALCO*, as well as other distribution utilities, to refund any remaining amount pertaining to regulatory reset cost for the previous regulatory periods. While *MERALCO* complied with the directive to refund the total amount of ₱263.9 million, equivalent to ₱0.0731 per kWh in its July 2019 billing, it wrote a letter seeking clarification or reconsideration on the basis for the refund of the regulatory reset cost, including the imposition of and basis for the interest computed therein. The refund was included as a separate line item in *MERALCO*'s July 2019 billing to its customers. The *ERC* has yet to reply to *MERALCO*'s letter.

9. PSALM v. PEMC and *MERALCO*
(PEMC Resolution Issued Directing the Adjustment of Settlement Prices in the Wholesale Electricity Spot Market)
G.R. No. 190199
Supreme Court
(Petition dated November 25, 2009; Received by the Company on December 4, 2009)

This is a petition filed by *PSALM* with the *SC* appealing the Decision dated August 28, 2009 of the *CA* in C.A. G.R. SP No. 106322, which affirmed the Decision dated January 30, 2008 of the *ERC* in *ERC* Case No. 2006-080 RC, setting the Wholesale Electricity Spot Market "(*WESM*") settlement prices for the third and fourth billing periods at the *ERC*-approved *NPC-TOU* rates. With filing of *MERALCO*'s comment, the petition is now ripe for decision by the *SC*.

In a Decision dated August 14, 2007, the *ERC* confirmed its December 13, 2006 Order and declared as invalid the action of the *PEM* Board in adjusting the *WESM* settlement prices for having been carried out beyond the scope of its authority and in violation of the *EPIRA* and the *WESM* Rules. The *ERC* further directed the implementation and adjustment of the *WESM* settlement prices for the 3rd and 4th billing periods and allowed *PEMC* to institute adjustments in its billing and settlement process to mitigate the impact of said Decision upon the WESM members. *MERALCO*, however, moved for a reconsideration of the Decision due to its impact on customers. It argued that the use of *WESM* settlement prices would result in additional imposition of ₱6.00 per *kWh* and translate to an increase in the generation charge by about ₱0.90 and ₱2.05 per *kWh*, for the supply months of September 2006 and October 2006, respectively. On January 30, 2008, the *ERC* rendered its Decision granting *MERALCO*'s motion and set the *WESM* settlement prices for the subject billing periods at the *ERC*-approved *NPC-TOU* rates.

ERC's decision directing the *WESM* settlement price for the 3rd and 4th billing months to be *NPC-TOU* rates prompted *PSALM* to file a Petition with the *CA*, which was denied on November 6, 2009. In December 2009, *PSALM* filed a Petition for Review on Certiorari with the *SC* where the petition is pending resolution.

10. In Re Petition for Dispute Resolution. *MERALCO* v. *PEMC*, National Transmission Corporation (*TransCo*), *NPC* and *PSALM*
ERC Case No. 2008-083 MC
(Filed on September 9, 2008)

PSALM* vs. *ERC*, *MERALCO* and *PEMC
CA GR. SP. No. 132446
(Petition received on October 24, 2013)

PSALM* vs. *ERC*, *MERALCO* and *PEMC
G.R. No. 219977
(Petition received on October 27, 2015)

This is a petition filed by *MERALCO* for dispute resolution against *PEMC*, *TransCo*, *NPC* and *PSALM* as a result of the congestion in the transmission system of *TransCo* arising from the outage of the San Jose-Tayabas 500 *kV* Line 2 on June 22, 2008, followed by the outage of the 500 *kV* 600 *MVA* Transformer Bank #2 of *TransCo*'s San Jose, Bulacan substation on July 11, 2008. The petition seeks, among others, to direct *NPC* and *PSALM* to refund the transmission line loss components of the line rentals associated with *NPC/PSALM* bilateral transactions from the start of *WESM* operation on June 26, 2006.

In a Decision dated March 10, 2010, the *ERC* granted *MERALCO*'s petition and ruled that there is double charging of the transmission line cost on *MERALCO* by *NPC* for the Transition Supply Contract ("*TSC*") quantities to the extent of 2.98% loss factor, since the start of the *TSC* in November 2006. Thus, *NPC* was directed to refund/collect line rental adjustment to/from *MERALCO*. In the meantime, the *ERC* issued an Order on May 4, 2011 allowing *PEMC* to submit an alternative methodology for the segregation of line rental into congestion cost and line losses from the start of the *WESM*. *PEMC* has filed its compliance submitting its alternative methodology.

In an Order of the *ERC* dated June 21, 2012, *MERALCO* was directed to submit the computation of the amount of the double charging of line loss on a per month basis from June 26, 2006 up to June 2012. On July 4, 2012, *MERALCO* filed its Compliance to the said Order. Thereafter, the *ERC* issued an Order directing the parties to comment on *MERALCO*'s submissions.

In an Order dated March 4, 2013, the *ERC* approved the methodology proposed by *MERALCO* and *PEMC* in computing the double charged amount on line losses by deducting 2.98% from the *NPC-TOU* amount. Accordingly, the *ERC* determined that the computed double charge amount to be collected from *NPC* is ₱5.2 billion, covering the period November 2006 to August 2012 until actual cessation of the collection of the 2.98% line loss charge in the *NPC-TOU* rates imposed on *MERALCO.* In this regard, *NPC* was directed by the *ERC* to refund said amount by remitting to *MERALCO* the equivalent amount of ₱73.944 million per month until the over-recoveries are fully refunded. In said Order, the *ERC* likewise determined that the amount to be collected from the Successor Generating Companies ("*SGCs*") is ₱4.7 billion. Additionally, *MERALCO* was directed to file a petition against the following *SGC*s: *MPPCL APRI*, *TLI*, *SMEC* and *SCPC*, within 30 days from receipt thereof, to recover the line loss collected by them. On April 30, 2013 and May 8, 2013, *PSALM* and *NPC*, respectively, filed motions seeking reconsideration of the March 4, 2013 Order. *MERALCO* filed a motion seeking for an additional 15 days from its receipt of the *ERC*'s Order resolving its Motion for Clarification, within which to file its Petition against the *SGC*s.

In an Order dated July 1, 2013, the *ERC* issued the following clarifications/resolutions: 1) *SPPC* should be included as one of the *SGC*s against whom a petition for dispute resolution should be filed by *MERALCO*; 2) Amount to be refunded by *NPC* is not only ₱5.2 billion but also the subsequent payments it received from *MERALCO* beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates and Petition to be filed by *MERALCO* against the *SGC*s should not only be for the recovery of the amount of ₱4.7 billion but also the subsequent payments beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates. ; 3) "SCPC Ilijan" pertains to *SPPC* instead. Thus, the refundable amount of ₱706 million pertaining to "SPPC Ilijan" should be added to *SPPC*'s refundable amount of ₱1.1 billion; 4) Grant the "Motion for Extension" filed by

MERALCO and directed *MERALCO* to file a petition against the following *SGC*s: *MPPCL*, *APRI*, TLI, *SMEC*, *SCPC* and *SPPC,* otherwise, it shall be the one liable to refund the subject amount to its customers; and 5) deny the respective "Motions for Reconsideration" filed by *NPC* and *PSALM*.

On October 24, 2013, *MERALCO* received *PSALM*'s Petition for Certiorari with the Court of Appeals (With Urgent Temporary Restraining Order and/or Writ of Preliminary Mandatory Injunction Applications) to question the March 4, 2013 and July 1, 2013 Orders of the *ERC*. In a Resolution dated December 29, 2013, the *CA* directed *MERALCO* to submit its *Comment* on the *Petition for Certiorari* and to show cause why the prayer for the Application for Temporary Restraining Order and/or Preliminary Injunction should not be granted ("Comment and Opposition").

On February 3, 2014, *MERALCO* filed a Comment with Opposition to the Application for Temporary Restraining Order or Writ of Preliminary Injunction dated January 30, 2014. *PEMC* filed a Comment and Opposition Re: Petition for Certiorari with Urgent Temporary Restraining Order and/or Writ of Preliminary Mandatory Injunction dated January 6, 2014.On June 4, 2014, the *CA* issued a Resolution directing the parties to submit their simultaneous memoranda within 15 days from notice. On December 1, 2014, the *CA* issued a decision dismissing the Petition for Certiorari filed by *PSALM* against the *ERC*, *MERALCO* and *PEMC* and affirming *ERC*'s ruling on the refund of the ₱5.2 billion of transmission line losses double charged by *PSALM* and *NPC*. On January 30, 2015, *PSALM* filed its *MR* of the December 1, 2014 Decision of the *CA*. *MERALCO* has filed its Opposition to the *MR*. In a Resolution dated August 11, 2015, the *CA* denied *PSALM's MR*.

On October 27, 2015, *MERALCO* received *PSALM's* Petition for Review with the *SC*. On December 5, 2015, *MERALCO* filed its Comment on the Petition. The petition has been given due course and the parties have filed their respective memoranda. *MERALCO* is still awaiting further action of the *SC* on the Petition.

Petition for Dispute Resolution against SPPC, MPPCL, APRI, TLI, SMEC and SCPC
ERC Case No. 2013-077 MC

On August 29, 2013, *MERALCO* filed a Petition for Dispute Resolution against *SPPC, MPPCL, APRI, TLI, SMEC and SCPC* in compliance with the March 4, 2013 and July 1, 2013 Orders of the *ERC.* Said Petition sought the following reliefs: 1) refund of the 2.98% transmission line losses in the amount of ₱5.4 billion inclusive of the ₱758 million line loss amount for the period September 2012 to June 25, 2013, from said *SGC*s; and 2) approval of *MERALCO*'s proposal to correspondingly refund to its customers the aforementioned line loss amounts, and when the same are received from the *SGC*s, until such time that the said over-recoveries are fully refunded, by way of automatic deduction of the amount of refund to the computed monthly generation rate. On September 20, 2013, *MERALCO* received the *SGC*s' Joint Motion

to Dismiss. On October 7, 2013, *MERALCO* filed its Comment on the said Joint Motion. *MERALCO* is awaiting the *ERC*'s resolution of the *SGCs*' Joint Motion to Dismiss.

On October 8, 2013, *MERALCO* received the *SGC*s Manifestation and Motion, which sought, among other things, the cancellation of the scheduled initial hearing of the case, including the submission of the parties respective pre-trial briefs, until the final resolution of the *SGC*'s Joint Motion to Dismiss. On October 11, 2013, *MERALCO* filed its pre-trial brief. On October 14, 2013, *MERALCO* filed its Opposition to the *SGC*'s Manifestation and Motion. On October 24, 2013, *MERALCO* received the *SGC*'s Reply to its Comment on the Joint Motion to Dismiss. On October 29, 2013, *MERALCO* filed its Rejoinder. Thereafter, the *SGC*'s filed their Sur-Rejoinder dated November 4, 2013. The Joint Motion to Dismiss is pending resolution by the *ERC*.

11. Bayan Muna Representatives Neri Javier Colmenares and Carlos Isagani v. *ERC*
NASECORE, et. al. v. *MERALCO* and *ERC*
SC G.R. Nos. 210245 and 210255
Filed: December 19, 2013

On December 19, 2013, several party-list representatives in Congress filed a Petition docketed as G.R. 210245 before the *SC* questioning the *ERC*'s approval of *MERALCO*'s proposed staggered recovery of the increase in generation charge for the November 2013 supply month, allegedly for lack of due process. The increase in the generation charge was from ₱5.6673 per *kWh* in the November 2013 billing to ₱9.1070 per *kWh* for the December 2013 billing which *MERALCO* proposed to recover in three (3) tranches. A similar Petition was filed on December 20, 2013 challenging *MERALCO*'s automatic rate adjustments and increases, also allegedly for lack of due process. This Petition was docketed as G.R. 210255. Both Petitions prayed for the issuance of Temporary Restraining Order ("*TRO*") and Writ of Preliminary Injunction pending resolution of the case.

On December 23, 2013, the *SC* issued an Order consolidating the two (2) Petitions and granting the application for *TRO* effective immediately and, for 60 days, enjoining (1) *ERC*, its agents, representatives, or persons acting in its place and stead, from implementing its December 9, 2013 Order and acting further on the letter – request of *MERALCO* dated December 5, 2013; and (2) *MERALCO*, its agents, representatives, or persons acting in its place and stead, from increasing the rates it charges to its consumers based on the matters it raised in its December 5, 2013 letter. Said Order likewise set the cases for oral arguments on January 21, 2014 and required respondents *ERC* and *MERALCO* to file their respective Comments on the cases. On January 8, 2014, *MERALCO* filed its Consolidated Comment/Opposition with Counter-Petition.

On January 2, 2014, the *OSG* filed a Manifestation with Motion praying that it be excused from filing a comment on behalf of *ERC* and *DOE.* In keeping with the spirit and intent of the *SC*, *MERALCO* maintained the pass-through charges at the November 2013 billing level for its January 2014 billing to customers.

On January 9, 2014, *MERALCO* received copies of the *ERC*'s Comment and the Philippine Electric Power Operators Association's ("*PEPOA*") Comment-in-Intervention. On even date, *MERALCO* received an Order from the *SC* which directed the Petitioners in said case to implead the *PEMC* and [some] Suppliers with whom *MERALCO* has existing Power Supply Agreements ("*PSA*s"), namely, *Sem-Calaca Power Corporation, Masinloc Power Partners Corporation, Therma Luzon Inc., San Miguel Energy Corporation, South Premiere Power Corporation, and Therma Mobile, Inc.*, as necessary parties to the case. Consequently, these additional respondents were required (i) to file their respective Comments on the Petitions no later than January 20, 2014 and (ii) to attend the preliminary conference set on January 13, 2014, or to file, on or before January 10, 2014, the necessary manifestation should they desire to waive their right to participate in the scheduled oral arguments on January 21, 2014. Incidentally, the *SC* also denied in said Order the *OSG*'s motion to be excused from filing Comment/s in behalf of the *ERC* and *DOE*. Accordingly, it was directed to file the necessary Comment/s and attend the preliminary conference.

On January 10, 2014, *MERALCO* received a related Petition for Certiorari, Prohibition and Mandamus filed before the *SC* by Rep. Hicap (Anak Pawis), et. al., docketed as G.R. No. 210334.

On January 15, 2014, the *SC* issued an Advisory, which identified the issues, and outlined the procedure, for the oral arguments in G.R. Nos. 201245 & 210255 on January 21, 2014. The *SC* likewise acknowledged therein that the issues may involve technical matters, thus, it directed the *DOE* Secretary, the Chairman of *ERC* and the President of *PEMC* to serve as resource persons for technical questions.

On January 20, 2014, *MERALCO* received GN Power Mariveles Coal Plant Ltd. Co.'s ("*GMCP*"), National Grid Corporation of the Philippines' ("*NGCP*"), and *PEMC*'s Comments in the *SC* cases.

On January 21, 2014, *MERALCO* received Manifestations and Urgent Motions from Anak Pawis, et. al. On even date, *MERALCO* received another related Petition, dated January 16, 2014, which was filed before the *SC* by Mr. Augusto L. Syjuco, Jr. in his capacity as taxpayer and *MERALCO* customer. During the January 21, 2014 hearing, the *SC*, among other things, set the cases for additional hearings on February 4 and 11, 2014.

On January 24, 2014, a copy of Therma Mobile, Inc. ("*TMO*") and Therma Luzon, Inc.'s ("*TLI*") Consolidated Comment has been posted on the *SC's* website. On January 29, 2014, *MERALCO* received a copy of the *PSALM*'s Consolidated Comment on the Petitions (docketed as G.R. Nos. 210245 and 210255) and *MERALCO*'s Counter-Petition. Thereafter, or on January 30, 2014, *MERALCO* received

Panasia Energy, Inc.'s Comment that prays for the dismissal of the Petitions and Counter-Petition in the *SC* cases.

Oral arguments on the cases were continued on February 4 and 11, 2014. *MERALCO* presented its position and was interpellated thereon by the *SC*. Therein, the *SC* clarified that the *TRO* only covered the December 2013 billing of *MERALCO*. During the February 11, 2014 hearing, the other respondents, including Department of Energy ("*DOE*"), *ERC*, *PEMC*, *TMO*, *NGCP*, and *PSALM*, presented their respective positions before the *SC*. The parties have filed their respective memoranda.

In the meantime, on January 30, 2014, *MERALCO* filed an Urgent Motion with Manifestation with the *ERC*. *MERALCO* manifested that certain statements were made that there have been gross violations of *WESM* rules and regulations as well as protocols on generation offers and plant dispatch by certain *WESM* participants which affected the market clearing prices. *MERALCO* prayed for the issuance of an Order: (a) directing *PEMC* to conduct market re-runs or re-calculations of *WESM* transactions and dispatches, or determine substituted prices or undertake any other appropriate measures to determine and recalculate the true cost of electricity in the *WESM*, during the November to December 2013 supply months (*MERALCO*'s December 2013 to January 2014 billing months) under such rules or guidelines as the *ERC* may deem appropriate and (b) directing *MERALCO* to subsequently recalculate its pass-through generation charges for the November to December 2013 supply months (*MERALCO*'s December 2013 to January 2014 billing months) based on the proper applicable prices for transactions in the *WESM* during the aforementioned months as so determined by the *ERC* based on the results of the market re-runs and/or re-calculations. This re-run is without prejudice to such action or decision the *ERC* may take following compliance of its investigation on whether or not there were acts committed by electric industry participants during the subject period which constitute anti-competitive practices, market power abuse, violation of any law or rules and regulations, or any failure of market competition. *MERALCO* then filed an Urgent Ex-Parte Motion (to Set for Hearing and/or Resolve the Omnibus Motion) on February 5, 2014 praying that its Urgent Motion with Manifestation be immediately set for hearing and resolved. Both pleadings were noted by the *ERC* in its Order dated February 12, 2014.

On February 18, 2014, the *SC* extended the *TRO* for another 60 days, or until April 22, 2014, and expanded the coverage to include the generation companies, *PEMC* and *NGCP* to enjoin them from collecting from *MERALCO*. In its Resolution dated April 22, 2014, the *SC* extended the *TRO* indefinitely.

On December 26, 2013, the *ERC* constituted the Investigating Unit ("*IU*") under its Competition Rules to investigate possible anti-competitive behavior by the industry players and possible collusion that transpired in the *WESM* during the supply months of November 2013 and December 2013. *MERALCO* participated in the proceedings and submitted a Memorandum.

An investigating officer of the *IU* filed a Complaint dated May 9, 2015 against *MERALCO* and *TMO* for alleged anti-competitive behavior constituting economic withholding in violation of Section 45 of the *EPIRA* and Rule 11, Section 1 and 8(e) of the *EPIRA IRR*. In an Order dated June 15, 2015 the *ERC* directed *MERALCO* to file its comment on the Complaint. *MERALCO* and *TMO* have filed their respective answers to the Complaint.

In an Order dated September 1, 2015, the *ERC* directed the investigating officer to file his reply to *MERALCO*. In a Manifestation and Motion to Set the Case for Hearing dated November 9, 2015, the investigating officer manifested that he would no longer file a reply and that the case be set for hearing.

On May 24, 2016, the *ERC* promulgated Resolution No. 14, Series of 2016, which resolved to divide the Commission into two (2) core groups for the conduct of hearings and to designate the commissioners to act as presiding officers in anti-competition cases. The raffle pursuant to said Resolution was conducted on June 15, 2016.

In a Notice of Pre-Trial Conference dated June 16, 2016, the *ERC* set the pre-trial conference on August 18, 2016 and required *MERALCO* and *TMO* to submit their respective pre-trial briefs. However, on July 27, 2016, the complainant filed two (2) omnibus motions for the consolidation and deferment of the pre-trial conferences. Hence, in an Order dated August 1, 2016, the respondents were given 10 days to submit their comments on the Motion for Consolidation, with the complainant given five (5) days to file his reply. As such, the pre-trial conferences as scheduled were deferred until further notice and all parties were granted 20 days to submit their respective pre-trial briefs.

In the meantime, *MERALCO* likewise filed an Urgent Motion to Dismiss with Motion to Suspend Proceedings which was adopted by *TMO* in its Manifestation and Motion filed on July 28, 2016. *MERALCO* maintained that the Complaint should be dismissed due to the absence of subject matter jurisdiction as it is now the Philippine Competition Commission ("*PCC*") which has original and primary jurisdiction over competition-related cases in the energy sector. On August 23, 2016, *MERALCO* filed an Urgent Motion Ad Cautelam for suspension of proceeding including period to file pre-trial brief and judicial affidavit.

In a Motion dated August 25, 2016, complainant filed a Motion to defer the submission of the complainant's pre-trial brief and judicial affidavit. In an Order dated June 13, 2017, the *ERC* denied the motion to consolidate but upheld the authority of private counsel to represent the complainants. *MERALCO* filed a Motion for Partial Reconsideration to question such authority.

In an Order dated February 2, 2017, the *ERC* denied the motion to dismiss and asserted jurisdiction over the Complaint. *MERALCO* filed its *MR* to the Order on February 23, 2017. In an Order dated June 20, 2017, the *ERC* denied the *MR*. On September 19, 2017, *MERALCO* filed a Petition for

Certiorari with the *CA*. In a Resolution dated October 2, 2017, the *CA* required respondents to file their Comment on the Petition within 10 days and held in abeyance its resolution on the prayer for injunctive relief until the comments have been filed. *MERALCO* was likewise given five (5) days to file its reply. In a Manifestation dated October 23, 2017, the *ERC* stated that it is a nominal party in the case as the quasi-judicial tribune that issued the assailed ordinances. The *IU* filed its own Comment dated December 19, 2017. In a Manifestation and Motion dated December 22, 2017, the *OSG* informed the *CA* that it will no longer represent the *IU* and will instead participate as "tribune of the people". In the meantime, *TMO* also filed a separate Petition for Review on Certiorari with the *CA*. In a Resolution dated January 10, 2018, the *CA* ordered the consolidation of the petitions of *TMO* and *MERALCO*. In a Decision dated May 23, 2018, the *CA* denied the consolidated Petitions filed by *MERALCO*, *TMO*, and *APRI*, and ruled that the jurisdiction to resolve the *IU* cases remains with the *ERC* because the Philippine Competition Act ("*PCA*") does not apply retroactively.

On June 20, 2018, *MERALCO* filed an *MR* with the *CA*. The *ERC* likewise filed its Motion for Partial Reconsideration on the ground that it retained concurrent jurisdiction together with the *PCC* over cases involving alleged anti-competitive conduct supposedly because the *PCA* did not repeal Section 45 of the *EPIRA*.

In a January 28, 2019 Resolution, the *CA* denied the motions for reconsideration filed by all of the parties. While it sustained its finding that the *PCC* now holds original, exclusive, and primary jurisdiction over all competition-related cases, the *CA* reiterated its view that the *PCA* has no retroactive effect.

The cases remain pending before the Supreme Court.

12. Recovery of the Differential Generation Charge for the December 2013 supply month
***ERC* Case No. 2014-013 RC**
(Filed on February 17, 2014)

In the light of the clarification of the *SC* that the *TRO* in G.R. Nos. 210245 and 210255 only covered the December 2013 billing, *MERALCO* filed an Application, with a prayer for provisional authority, on February 17, 2014 with the *ERC* to recover the incremental generation charge for the December 2013 supply month (January 2014 billing), docketed as *ERC* Case No. 2014-013RC. This represented the difference between the actual and billed generation charge for the January 2014 billing. The Application prayed that *MERALCO* be allowed: (a) to impose an incremental generation charge of ₱0.8440 per *kWh* on its customers in their March 2014 billing, until the total incremental fuel costs amounting to ₱2.0 billion is fully recovered, and (b) to recover the remaining balance of the deferred generation costs equivalent to ₱0.7433 per kWh every month, for an additional period of five (5) months starting April 2014 billing until the balance of ₱9.0 billion is fully recovered, without prejudice to the

resolution of G.R. Nos. 210245 and 210255 by the *SC* or *MERALCO*'s pending Omnibus Motion with Manifestation in *ERC* Case No. 2013-092 MC, or the findings of the *ERC*'s Investigation Unit in *ERC* Case No. 2014-001 *MC*.

Subsequently, on March 11, 2014, *MERALCO* received the *ERC*'s Order dated March 3, 2014 in *ERC* Case No. 2014-021 *MC*, declaring the Luzon *WESM* prices as void during the November and December 2013 supply months and imposing regulated prices in lieu thereof.

The regulated prices shall be calculated based on the load weighted average of the ex-post nodal energy prices and meter quantity of the same trading interval that have not been administered covering the period December 26, 2012 to September 25, 2013, subject to the payment to the oil-based plants of additional compensation to cover their full fuel and variable operating and maintenance costs, if warranted, following the manner and procedure for computing additional compensation under the Administered Price Determination Methodology.

PEMC was directed to calculate these regulated prices and implement the same in the revised WESM bills of the concerned distribution utilities in Luzon for the November and December 2013 supply months for their immediate settlement, except for *MERALCO* whose November 2013 *WESM* bill shall be maintained, unless otherwise ordered by the Commission, in compliance to the *TRO* issued by the *SC* in G.R. No. 21024 and G.R. No. 210255.

PEMC made recalculations based on the afore-quoted Order and on March 18, 2014, *MERALCO* received a copy of *WESM* billing adjustments to adjust the *WESM* bill for the regulated prices for the December 2013 supply month.

On March 19, 2014, Representatives Walden F. Bello and Ibarra M. Gutierrez III filed a Motion to Dismiss praying that *MERALCO*'s Application be dismissed, or at the very least, the proceedings be suspended pending submission by *PEMC* of the revised *WESM* Bills for the December 2013 supply month.

On March 25, 2014, *MERALCO* filed an Amended Application pursuant to the *ERC* Order and the recalculation made by *PEMC* of the December 2013 supply month bills.

On April 1, 2014, the *ERC* released an Order directing *MERALCO* to file its Comment on the Motion to Dismiss. On April 7, 2014, *MERALCO* filed its Comment on said Motion. On April 10, 2014, Congressmen Neri Colmenares, Carlos Isagani Zarate, former Congressman Teodoro Casino, Renato Reyes, Dr. Giovanni Tapang, Elmer Labog and Francisco Mariazeta III filed a Supplemental Opposition to *MERALCO*'s Amended Application.

On April 23, 2014, the *ERC* released an Order setting the case for hearing on May 26, 2014 and directing *MERALCO* to comply with the jurisdictional requirements. On the same date, the *ERC* likewise released an Order directing *MERALCO* to file its Comment on the Petitions for Intervention and Supplemental Opposition to its amended application filed by the Intervenors. On May 14, 2014, *MERALCO* filed its Consolidated Comment. On May 20 and 21, 2014, Mr. Robert F. Mallillin and *PEMC*, filed their Petitions for Intervention, respectively. On May 21, 2014, *MERALCO* filed its Pre-trial Brief. On May 26, 2014, *MERALCO* submitted its Compliance with the jurisdictional requirements to the *ERC*. On June 5, 2014, Mr. Uriel G. Borja filed his Petition for Intervention.

During the hearing on May 26, 2014, the *ERC* resolved to suspend further hearings on the case in view of the following: (i) filings of the parties in the case, i.e., *Motion to Dismiss, Supplemental Opposition to Amended Application etc*; (2) indefinite extension of the *TRO* by the *SC*; and (3) pendency of the *ERC* case on the regulated *WESM* prices for the November and December 2013 supply months. According to the *ERC*, it will just issue an Order after the pending issues in the case have been resolved.

13. **SMEC, SPPC, SPDC, SMC Powergen and Petron v. ERC and PEMC,**
SNAP-Magat and SNAP-Benguet v. ERC and PEMC
1590 v. ERC and PEMC
APRI v. ERC, Team Energy v. ERC and PEMC
Sem Calaca v. ERC and PEMC
MPPCL v. ERC
TLI v. ERC
TMO v. ERC
Northwind v. ERC
CA-GR SP No. 133506, 138056, 138105, 138120, 138121, 138151, 138188, 138223, 138272, 138470
Court of Appeals

MERALCO v. SMEC, SPPC, SPDC, SMC Powergen and Petron, 1590, APRI, SEM Calaca, MPPCL, TLI, TMO, Northwind
S.C. GR No. 247352-61
Supreme Court

ERC v. SMEC, SPPC, SPDC, SMC Powergen and Petron, 1590, APRI, SEM Calaca, MPPCL, TLI, TMO, Northwind
S.C. GR No. 246621-30
Supreme Court

After the *ERC* issued its Order dated March 3, 2014 in *ERC* Case No. 2014-021 *MC*, declaring the Luzon *WESM* prices as void during the November and December 2013 supply months and imposing regulated prices in lieu thereof, and the subsequent Order dated October 15, 2014 denying their motions for reconsideration, generating companies appealed the Orders to the *CA*.

In a Decision dated November 7, 2017, the *CA* granted the consolidated petition and set aside the *ERC* orders which were declared null and void. The Decision reinstated and declared valid *WESM* Prices for the November and December 2013 supply months.

The *ERC* and *MERALCO* filed their respective motions for reconsideration. Several consumers likewise filed their own motions to intervene and motions for reconsideration. In a Resolution dated March 29, 2019, the CA denied the motions for reconsideration and upheld its Decision dated November 7, 2017.

On June 14, 2019, *MERALCO* filed a Petition for Review on Certiorari with the Supreme Court assailing the CA Decision and Resolution. *MERALCO* is awaiting further action of the Supreme Court on the Petition.

The *ERC* filed a separate Petition with the Supreme Court assailing the CA Decision and Resolution. In a Resolution dated September 11, 2019, the Supreme Court required the respondents to file their comment to the Petition. The respondents have filed their respective comments.

14. ***In the Matter of the Application for Authority to Implement the Proposed Capital Expenditure (CAPEX) Program for RY 2016, with Prayer for Provisional Authority, Manila Electric Company, Applicant***
ERC Case No. 2015-016 RC
(Filed on February 9, 2015)

Since the *ERC* has yet to issue the rules governing the reset for the Fourth Regulatory Period, *MERALCO* needed to secure approval of its *CAPEX* program before the end of the 3rd Regulatory Period on June 30, 2015. In view thereof, and pursuant to Section 20(b) of Commonwealth Act No. 146, as amended, otherwise known as the Public Service Act, *MERALCO*, on February 9, 2015, filed an application for approval of authority to implement its *CAPEX* program for *RY* 2016 (July 1, 2015 to June 30, 2016).

On April 10, 2015, *MERALCO* filed an Urgent Motion for Issuance of a Provisional Authority ("Urgent Motion") dated April 8, 2015 requesting that it be allowed to immediately implement its priority projects, the list of which was attached to said Urgent Motion. In said Urgent Motion, *MERALCO* begged the kind indulgence of the *ERC* to consider the issuance of a provisional authority for certain urgent

projects that must be implemented by the start of the first half of *RY* 2016, or from July 1, 2015 to December 31, 2015, in order to upgrade the capacity and maintain the robustness of its distribution infrastructure and ensure the continuous provision of safe and reliable service to its customers.

On April 15, 2015, *MERALCO* filed a Motion of even date attaching a detailed list showing a further breakdown of the projects into business segments especially those that are shared by different business segments. Such list allows for a better appreciation and functional cross-checking, especially with the total costs per major or residual project.

In an Order dated April 20, 2015, the *ERC* set the instant Application for initial hearing on May 26, 2015. After said hearing, subsequent hearings were held on June 25, 2015, July 16, 2015, August 5, 2015 and September 30, 2015. On September 30, 2015, the parties completed the presentation of their evidence, and the *ERC* required *MERALCO* to submit certain documents. With *MERALCO*'s compliance to said directive and the submission by the parties of their respective Formal Offer of Evidence ("*FOE*"), the case is submitted for resolution.

In the meantime, the 4th regulatory period started on July 1, 2015. Prior thereto, or on June 11, 2015, *MERALCO* filed a Very Urgent Motion for Authority to Commence Implementation of *RY* 2016 priority projects with an attached list of the *RY* 2016 priority projects ("Very Urgent Motion"). These projects consist of 12 major projects amounting to ₱2.2 billion, and residual projects amounting to ₱6.1 billion, for a total of ₱8.3 billion. In an Order dated June 19, 2015, the *ERC* set the Very Urgent Motion for hearing on June 25, 2015 and the intervenors were given the opportunity to state their various positions on the Very Urgent Motion.

On August 3, 2015, *MERALCO* also wrote the *ERC* a letter stating its dire need for guidance on how to move forward in relation to its Application.

On September 2, 2015, *MERALCO* again filed a Very Urgent Motion to Resolve emphasizing on the urgency to implement its *CAPEX* projects to ensure reliability and quality of service and avoid further delays. On October 5, 2015, *MERALCO* filed its *FOE*.

In a Manifestation dated February 2, 2016, *MERALCO* informed the *ERC* that it was constrained to implement four (4) of its proposed major *CAPEX* projects subject of this Application. On June 15, 2016, *MERALCO* received a copy of the *ERC* Decision dated April 12, 2016 which partially approved *MERALCO*'s *CAPEX* program for *RY* 2016 amounting to ₱15.5 billion, subject to certain conditions. An intervenor has filed a Motion for Reconsideration of the Decision which is pending before the *ERC*. On July 25, 2016, *MERALCO* has filed its opposition to the Motion for Reconsideration. The *ERC* has yet to rule on the Motion for Reconsideration.

15. ***In the Matter of the Application for Authority to Implement the Proposed Capital Expenditure (CAPEX) Program for RY 2017, with Prayer for Provisional Authority, Manila Electric Company, Applicant***
ERC Case No. 2016-017 RC
(Filed on March 8, 2016)

On March 8, 2016, *MERALCO* filed an application for approval of authority to implement its *CAPEX* program for *RY* 2017 (July 1, 2016 to June 30, 2017) pursuant to Section 20(b) of Commonwealth Act No. 146, as amended, otherwise known as the Public Service Act. On July 26 2016, *MERALCO* received the Order dated May 5, 2016, granting *MERALCO* provisional authority to implement the nine (9) major projects and 37 residual projects, subject to certain conditions. On August 16, 2016, *MERALCO* filed a Motion for Partial Reconsideration on the requirement to submit an accounting of the depreciation fund. Hearings on the application have been completed. On September 14, 2016, *MERALCO* filed a Motion for Resolution. Subsequently, on April 25, 2017, *MERALCO* filed a Very Urgent Motion for Resolution of the application. Thereafter, on October 18, 2017, *MERALCO* filed a Manifestation and Urgent Motion for Resolution. On November 9, 2017, *MERALCO* filed a Manifestation with Third Urgent Motion to Resolve the Application. *MERALCO* is awaiting the final decision of the *ERC*.

In the meantime, *MERALCO* filed several manifestations regarding its need to implement certain urgent *CAPEX* projects pending final decision of the *ERC*.

In compliance with the directive of the ERC to provide additional data to assist in the evaluation of the Application, MERALCO filed its Compliance on February 17, 2020.

16. ***In the Matter of the Application for Approval of Emergency and/or Urgent Major Capital Expenditure (CAPEX) Projects, Manila Electric Company, Applicant***
ERC Case No. 2016-161 RC
(Filed on August 15, 2016)

On August 15, 2016, *MERALCO* refiled several projects that were deferred in the *RY* 2016 *CAPEX* Application. On August 16, 2017, MERALCO filed its Formal Offer of Evidence. In an Order dated 18 June 2019, the ERC required additional data from MERALCO. MERALCO filed its Compliance on August 5, 2019.

17. ***In the Matter of the Application for Authority to Implement the Proposed Capital Expenditure (CAPEX) Program for RY 2018, with Prayer for Provisional Authority, Manila Electric Company, Applicant***
ERC Case No. 2017-027 RC
(Filed on April 3, 2017)

On April 3, 2017, *MERALCO* filed an application for approval of authority to implement its *CAPEX* program for *RY* 2018 (July 1, 2017 to June 30, 2018) pursuant to Section 20(b) of Commonwealth Act No. 146, as amended, otherwise known as the Public Service Act. Hearings have been completed and *MERALCO* is awaiting the final decision of the *ERC*. In the meantime, *MERALCO* filed several manifestations regarding its need to implement certain urgent *CAPEX* projects pending final decision of the *ERC.* In compliance with the directive of the ERC to provide additional data to assist in the evaluation of the Application, MERALCO filed its Compliance on February 17, 2020.

18. ***In the Matter of the Application for Authority to Implement the Proposed Capital Expenditure (CAPEX) Program for RY 2019, with Prayer for Provisional Authority, Manila Electric Company, Applicant***
ERC Case No. 2018-032 RC
(Filed on April 30, 2018)

On April 30, 2018, *MERALCO* filed an application for approval of authority to implement its ₱21.0 billion *CAPEX* program for *RY* 2019 (July 1, 2018 to June 30, 2019) pursuant to the Public Service Act. Hearings on the case are ongoing. In the meantime, *MERALCO* filed several manifestations regarding its need to implement certain urgent *CAPEX* projects pending final decision of the *ERC*.

19. ***In the Matter of the Application for Authority to Implement the Proposed Capital Expenditure (CAPEX) Program for RY 2020, with Prayer for Provisional Authority, Manila Electric Company, Applicant***
ERC Case No. 2019-050 RC
(Filed on July 1, 2019)

On July 1, 2019, *MERALCO* filed an application for approval of authority to implement its ₱15.3 billion *CAPEX* program for *RY* 2020 (July 1, 2019 to June 30, 2020) pursuant to the Public Service Act. Hearings on the case are ongoing. In the meantime, *MERALCO* filed several manifestations regarding its need to implement certain urgent *CAPEX* projects pending final decision of the *ERC*.

20. Bayan Muna Chairman Neri Colmenares and Bayan Muna Rep. Carlos Zarate v. Department of Energy, et al.,
G.R. No. 248887
Supreme Court En Banc
Petition dated September 5, 2019

Bayan Muna Chairman Neri Colmenares and Rep. Carlos Zarate filed a Petition for Certiorari and Prohibition with Application for the Issuance of a Writ of Preliminary Injunction and/or Temporary Restraining Order dated 5 September 2019 before the Supreme Court against the *DOE*, *MERALCO*, and other distribution utilities with published competitive selection process ("*CSP*") bids in the *DOE* website.

Petitioners seek to: (a) nullify *DOE* Department Circular No. 2018-02-003 ("2018 *DOE* Circular") or, in the alternative, nullify Section 16.1 and the provisions related thereto or resulting therefrom; (b) prohibit *DU*s from implementing the *CSP* under the 2018 *DOE* Circular; (c) restrain the implementation of the 2018 *DOE* Circular pending the resolution of the Petition. Petitioners claim that the 2018 *DOE* Circular, which repealed DOE Department Circular 2015-06-0008 ("2015 *DOE* Circular"), is void for violating various policies and provisions intended to protect consumers under the *EPIRA* and under the Constitution.

MERALCO is awaiting further action of the Supreme Court on this matter.

21. *MERALCO v. DOE and ERC*
Special Civil Action No. 4149-PSG
For: Petition for Declaratory Relief with Application for Temporary Restraining Order and/or Writ of Preliminary Injunction
(Filed on May 27, 2016)

On May 27, 2016, *MERALCO* filed a Petition before *RTC* Pasig, praying that: (a) a *TRO* and subsequently a Writ of Preliminary Injunction ("*WPI*") enjoining the *DOE* and *ERC* from implementing the Assailed Rules be issued; and the Assailed Rules be declared null and void for being contrary to the *EPIRA* and its *IRR*. In an Order dated June 13, 2016, *RTC* Pasig granted a 20-day *TRO*, which became effective on June 16, 2016 In an Order dated July 13, 2016, *RTC* Pasig granted a *WPI*, which became effective on July 14, 2016, and shall be effective for the duration of the pendency of the Petition.

DOE v. RTC Pasig and MERALCO
G.R. No. 226800

In relation to the *WPI* issued by the *RTC* Pasig, the *DOE* filed a Petition before the SC. On October 10, 2016, the *SC*, issued a *TRO* that restrained, *MERALCO*, the *RTC* Pasig, their representatives, agents or other persons acting on their behalf from continuing the proceedings before the *RTC* Pasig, and from enforcing all orders, resolutions and decisions rendered in Special Civil Action No. 4149 until the petition before the *SC* is finally resolved. In a Resolution dated November 9, 2016, the *SC* denied *MERALCO*'s motion for reconsideration of the October 10, 2016 resolution.

The case remains pending before the Supreme Court.

ERC v. RTC Pasig and MERALCO
G.R. No. 225141

In relation to the *WPI* issued by the *RTC* Pasig, the *ERC* filed a Petition before the *SC*. On November 2, 2016, the *SC* issued a Resolution dated September 26, 2016, which partially granted the *ERC* Petition. While the *SC* allowed the *RTC* Pasig to proceed with the principal case of declaratory relief, it nonetheless issued a Preliminary Mandatory Injunction ("*PMI*") against *RTC* Pasig to vacate the preliminary injunction it previously issued, and Preliminary Injunction ("PI") ordering the *RTC* Pasig to refrain issuing further orders and resolutions tending to enjoin the implementation of *EPIRA*. On November 14, 2016, *MERALCO* filed a Motion for Partial Reconsideration with Very Urgent Motion to lift *PMI/PI*.

On November 24, 2016, the *ERC* promulgated a resolution moving the contestability date of end users with an average monthly peak demand of at least one (1) *MW* from December 31, 2016 to February 26, 2017.

On January 17, 2017, *MERALCO*, through counsel, received a *SC* Resolution dated December 5, 2016, which consolidated the *SC DOE* Petition with the *SC ERC* Petition. The same resolution also denied the Motion for Partial Reconsideration filed by *MERALCO*.

In relation to the *ERC* and *DOE* Petitions, a separate Petition for Certiorari, Prohibition and Injunction was filed by several institutional customers. In said Petition, said customers sought to declare as null and void, as well as to enjoin the *DOE* and *ERC* from implementing *DOE* Circular No. 2015-06- 0010, Series of 2015, *ERC* Resolution Nos. 5, 10, 11 and 28, Series of 2016. Acting on the Petition, the *SC en banc* through a Resolution dated February 21, 2017, issued a *TRO* enjoining the *DOE* and the *ERC* from implementing *DOE* Circular No. 2015-06- 0010, Series of 2015, ERC Resolution Nos. 5, 10, 11 and 28, Series of 2016. Pursuant to the foregoing, *PEMC* has taken the position that the *TRO* enjoined the

voluntary contestability of 750 kW to 999 kW customers and has not allowed them to switch to the contestable market. The *DOE*, in a press release, has advised that it is in the process, together with *PEMC* and *ERC*, of drafting a general advisory for the guidance of *RCOA* stakeholders. The *PCCI* petition was consolidated with two (2) other separate petitions filed by an educational institution and several distribution utilities. The *DOE* and *ERC* have also filed a consolidated comment on these petitions.

On November 29, 2017, the *DOE* issued two (2) *DOE* Circulars, namely: DC 2017-12-0013, entitled, Providing Policies on the Implementation of Retail Competition and Open Access (RCOA) for Contestable Customers in the Philippines Electric Power Industry and DC 2017-12-0014, entitled Providing Policies on the Implementation of Retail Competition and Open Access (RCOA) for Retail Electricity Suppliers (RES) in the Philippine Electric Power Industry. The *DOE* Circulars became effective on December 24, 2017.

Under the Department Circular No. DC 2017-12-0013, it is provided that voluntary participation for contestable customers under *RCOA*-Phase 2 shall now be allowed upon effectivity of said Circular, while voluntary participation of contestable customers with a monthly average peak demand of 500 *kW* to 749 *kW* for the preceding 12 months and demand aggregation for electricity end-users within a contiguous area with an aggregate average peak demand of not less than 500 *kW* for the preceding 12-month period, will also be allowed by 26 June 2018 and 26 December 2018, respectively.

On December 22, 2017, *MERALCO* wrote *ERC* and *DOE* to seek guidance on the impact of the *DOE* Circulars in the light of the *TRO* issued by the *SC*. The *DOE* responded on January 17, 2018 that there is no legal impediment to the implementation of the *DOE* Circulars but it defers to the *OSG* for guidance on the legal aspect of the issuances. The *ERC* has yet to respond to *MERALCO's* letter.

22. *In the Matter of Petition for Rules Change in Rate Setting Methodology for Distribution Wheeling Rate - Repeal of the Performance-Based Rate Making (PBR) Regulation and Return to Previous Return-On-Rate-Base (RORB) with Modification*
ERC Case No. 2015-008 RM

On December 2, 2016, the *ERC* released a Notice of Proposed Rule-Making setting the petition filed by Matuwid na Singil sa Kuryente Consumer Alliance, Inc. ("*MSK*") for initial hearing on January 9, 2017. All interested parties were given until December 26, 2016 to file their comments on said Petition.

In the Petition, *MSK* seeks a repeal of the *PBR* rate-setting methodology for setting distribution wheeling rates. In a subsequent Order and Notice of Public Hearing, the *ERC* reset the hearing to January

23, 2017 and gave interested parties until January 9, 2017 to file their respective comments to the Petition. *MERALCO* filed its Comment to the Petition on January 9, 2017. Hearings were conducted on January 23, May 15, and June 21, 2017, respectively, where *MSK* presented its position on *PBR*. On the other hand, *MERALCO* asked initial questions regarding MSK's petition but reserved the right to ask more questions. *MERALCO* also made its own presentation.

The ERC scheduled additional public consultation dates on September 4, 6, 25, 27 and 30, 2019. In an Order dated September 30, 2019, the ERC directed all parties to submit their respective position papers on or before October 4, 2019. In compliance therewith, MERALCO filed a Manifestation adopting the presentation it made during the September 30, 2019 public consultation as its comment to the petition. Several intervenors filed their respective motions for reconsideration against the Order. However, in an Order dated October 9, 2019, the ERC gave the intervenors an inextendible period of fifteen (15) days to file their respective position papers. MERALCO is awaiting the resolution of pending motions.

23. ***In Re: Draft Regulatory Asset Base (RAB) Roll Forward Handbook for Privately Owned Electric Distribution Utilities (DUs)***
ERC Case No. 2016-003 RM

In a Notice dated November 15, 2016, the Honorable Commission approved the draft "Regulatory Asset Base ("*RAB*") Roll Forward Handbook for Privately Owned Electricity Distribution Utilities (DUs)" (RAB Handbook) for posting in its website. All interested parties were given until December 19, 2016 to submit their respective comments to the draft *RAB* Handbook. Thereafter, during the public consultation on January 9, 2017, the parties were given until February 9, 2017 to file their comments to the draft Handbook. In an Omnibus Motion filed on February 9, 2017, *MERALCO* submitted its initial comments to the draft *RAB* Handbook but moved for the deferment of the proceedings until the *MSK* Petition has been resolved. The *ERC* has yet to act on *MERALCO*'s Omnibus Motion.

In the Matter of the Petition for the Adoption of the Proposed Issues Paper and Revised Rules for Setting Distribution Wheeling Rates for the 5th Regulatory Period of the First Entry Group under Performance Based Regulation, Manila Electric Company, Petitioner
ERC Case No. 2018-008 RM
Filed on December 21, 2018

Considering the approaching end of *MERALCO*'s 4th *RP* on June 30, 2019, *MERALCO* filed a Petition for the Adoption of the Proposed Issues Paper and Revised Rules for Setting Distribution Wheeling Rates for the 5th *RP* of the First Entry Group Under Performance Based Regulation on 21 December 2018.

The ERC has yet to issue any order or set the case for hearing.

24. ***In Re: Rules for Setting Distribution Wheeling Rates (RDWR)***
ERC Case No. 2019-003 RM

On June 13, 2019, the ERC posted the working drafts of the RDWR and "Regulatory Reset for the Fourth and Fifth Regulatory Period for the First Entry Group of Privately Owned Distribution Utilities subject to Performance Based Regulations" Issues Paper. The Draft Rules and Issues Paper were works in progress by the technical staff that will be presented to the ERC together with the consolidated inputs from stakeholders. Interested parties were given until July 1, 2019 to submit their comments to the drafts. The public consultation was originally scheduled on July 5, 2019. MERALCO and other stakeholders submitted their respective comments.

In a Notice dated July 4, 2019, the ERC cancelled the public consultation and gave the stakeholders until July 15, 2019 to submit their additional comments. Public consultations were scheduled in Cebu, Davao and Manila on July 24, 26 and 29, 2019, respectively.

MERALCO submitted additional comments on July 15, 2019 and August 2, 2019 and attended the public consultations. MERALCO is awaiting further action of the ERC on this matter.

25. ***In the Matter of the Application for Authority to Issue Bonds or Evidence of Long Term Indebtedness and to Mortgage, Pledge, or Encumber Property for this Purpose, with Prayer for Provisional Authority***
ERC Case No. 2019-029 MC
Filed on February 24, 2020

In compliance with the provisions of the Public Service Act, on February 24, 2020, MERALCO filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other evidence of long-term indebtedness. Hearings are ongoing.

26. ***Neri J. Colmenares, et. al. v. ERC, COA, MERALCO***
G.R. No. 246422
Supreme Court
Petition for Certiorari dated April 27, 2019

Petitioners filed the instant Petition for Certiorari to question the legality of the collection of bill deposits by MERALCO. The Petition likewise questioned the interest rate earned by the bill deposit. In compliance with the Supreme Court's Resolution dated June 4, 2019, MERALCO filed its Comment on October 18, 2019.

Management's Discussion and Analysis of Financial Position and Results of Operations

The following discussion and analysis of financial position and results of operations of Manila Electric Company ("*MERALCO*") and its subsidiaries, collectively referred to as the *"MERALCO Group*" should be read in conjunction with the consolidated financial statements as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019. The consolidated financial statements have been prepared in compliance with the Philippine Financial Reporting Standards (*"PFRSs")*. *PFRS* includes statements named *PFRS* and Philippine Accounting Standards, including Interpretations issued by the *PFRS* Council.

The financial information appearing in this report and in the accompanying consolidated financial statements are presented in Philippine peso, *MERALCO Group's* functional and presentation currency, as defined under *PFRS*. All values are rounded to the nearest million pesos, except when otherwise indicated. The exchange rate used to translate U.S. dollar to Philippine peso in this report and in the accompanying consolidated financial statements is US$1.00 to ₱50.64, the closing rate as at December 27, 2019 (the last trading day in
December 2019) quoted through the Philippine Dealing System.

Financial Highlights and Key Performance Indicators

(Amounts in millions, except earnings per share and operational data)

	As at December 31		Increase (Decrease)	
	2019	2018	Amount	%
Condensed Statements of Financial Position				
Total assets	₱357,019	₱336,251	₱20,768	6
Current assets	117,689	115,344	2,345	2
Cash and cash equivalents	38,262	36,471	1,791	5
Equity attributable to equity holders of the parent	84,230	82,042	2,188	3
Total debt	41,253	40,016	1,237	3
Current liabilities	127,561	115,517	12,044	10

	For the Years Ended December 31			% Change	
	2019	2018	2017	2019 vs. 2018	2018 vs. 2017
Condensed Statements of Income					
Revenues	₱318,315	₱304,454	₱282,556	5	8
Costs and expenses	287,076	276,012	256,178	4	8
Other income, net of expenses	676	2,103	1,484	(68)	42
Income before income tax	31,915	30,545	27,862	4	10
Net income	23,372	23,102	20,499	1	13
Net income attributable to equity holders of the parent	23,285	23,017	20,384	1	13
Earnings per share attributable to equity holders of the parent	20.66	20.42	18.09	1	13

	For the Years Ended December 31			% Change	
	2019	2018	2017	2019 vs. 2018	2018 vs. 2017
Condensed Statements of Cash Flows					
Net cash provided by operating activities	42,431	40,146	28,385	6	41
Net cash used in investing activities	(20,393)	(35,754)	(10,558)	(43)	239
Net cash used in financing activities	(20,247)	(13,858)	(18,546)	46	(25)
Operational Data					
Number of customers (in thousands):					
Residential	6,339	6,086	5,812	4	5
Commercial	528	514	500	3	3
Industrial	11	10	10	10	–
Streetlight	5	5	5	–	–
Electricity sales volume (in *GWh*)	46,871	44,313	42,102	6	5
System loss (in percentage) [1]:					
MERALCO	5.54	5.67	5.91	(2)	(4)
Clark Electric Distribution Corporation ("*Clark Electric*")	2.15	2.77	2.14	(22)	29

[1] Based on 12-month moving average

The Key Performance Indicators ("*KPI*") of *MERALCO* are as follows:

		For the Years Ended December 31		
Financial KPI	**Definition**	**2019**	**2018**	**2017**
Debt to Equity	Total debt / Equity attributable to equity holders of the parent	0.49	0.49	0.55
Current Ratio	Current assets / Current liabilities	0.92	1.00	0.93
Profit Margin	Net income attributable to equity holders of the parent / Revenues	7%	8%	7%
Return on Equity	Net income attributable to equity holders of the parent / Equity attributable to equity holders of the parent	28%	28%	28%
Asset Turnover	Revenues / Average total assets	0.92	0.95	0.94

OVERVIEW

MERALCO is the Philippines' largest electric power distribution company, with franchise area covering 9,685 square kilometers. It provides power to over 6.8 million customer accounts in 36 cities and 75 municipalities, which include Metro Manila, all of the provinces of Rizal, Cavite and Bulacan, and parts of the provinces of Pampanga, Batangas, Laguna and Quezon. Turnover of business establishments in the franchise area accounts for more than 50% of the country's Gross Domestic Product ("*GDP")*.

Clark Electric, a 65%-owned subsidiary of *MERALCO*, holds the power distribution franchise for the Clark Special Economic Zone (*"CSEZ")* in Clark, Pampanga. The *Clark Electric* franchise area covers 320 square kilometers and serves 2,518 customer accounts as at December 31, 2019. *Clark Electric* is a registered private distribution utility with a franchise granted by Clark Development Corporation ("*CDC*") to own, operate and maintain a power distribution system and to distribute power exclusively within its franchise area, which includes the Clark Freeport Zone and the sub-zone as determined pursuant to Presidential Decree No. 66 and the Joint Venture Agreement executed between *CDC* and Meralco Industrial Engineering Services Corporation ("*MIESCOR*") dated February 19, 1997. The Bases Conversion and Development Authority ("*BCDA*") confirmed that the power distribution franchise of *Clark Electric* within the entire *CSEZ* is until July 30, 2047.

The *MERALCO Group*'s business is grouped into two (2) segments, namely, power and other services.

- Power

  The Power segment consists of (a) electricity distribution, (b) power generation and (c) retail electricity supply ("*RES*").

  Electricity distribution – This is principally electricity distribution and supply of power on a pass-through basis covering all captive customers in the *MERALCO* and the *Clark Electric* franchise areas in Luzon. Electricity distribution within the *MERALCO* franchise area accounts for approximately 55% of the power requirements of the country. *Clark Electric*'s franchise area covers *CSEZ* and the sub-zones.

Power generation – The *MERALCO Group*'s re-entry into power generation is through investments in operating companies or participation in the development of power generation projects.

MERALCO PowerGen Corporation ("MGen"), the power generation arm of the *MERALCO Group*, has a 14% equity interest in Global Business Power Corporation ("*GBPC*"). *GBPC* owns a total of 854 MegaWatt ("*MW*") (gross) of coal and diesel-fired power plants.

MGen owns an effective 28% equity in PacificLight Power Pte Ltd. ("*PacificLight Power*") in Jurong Island, Singapore. *PacificLight Power* owns and operates a 2 x 400 *MW* combined cycle turbine power plant mainly fueled by liquefied natural gas ("*LNG*").

MGen, through San Buenaventura Power Limited ("*SBPL*"), a 51% owned joint venture entity, constructed and owns a 455 *MW* (net) supercritical coal-fired power plant in Mauban, Quezon. The Power Supply Agreement ("*PSA*") with *MERALCO* was approved by the *ERC* on May 19, 2015. The power plant began commercial operations on September 26, 2019.

MGen is developing a 2 x 600 *MW* (net) coal-fired power plant in Atimonan, Quezon through its wholly-owned subsidiary, Atimonan One Energy, Inc. ("*A1E*"). It will be the first ultra-supercritical coal-fired facility to be built in the country. *A1E* shall participate in a Competitive Selection Process ("*CSP*") to be conducted by *MERALCO* for a 1,200 *MW* greenfield power plant capacity. In the meantime, advance site preparation and early engineering are being done in order to meet the targeted operations date.

A1E is classified as a Committed Project of National Significance by the Department of Energy ("*DOE*") and has the requisite Department of Environment and Natural Resources ("*DENR*") approvals and permits. It is also recognized by the Board of Investments ("*BOI*") as a registered Pioneer Project.

MGen Renewable Energy, Inc. ("*MGreen*"), a wholly owned subsidiary of *MGen* was incorporated and registered with the *SEC* on June 6, 2019 to engage in the development of renewable projects.

On December 5, 2019, *MGen* acquired 70% of Nortesol III Inc. ("*NorteSol*"), a company incorporated in the Philippines and engaged in the development, construction and operation of power plant and related facilities using renewable energy system and hybrid energy system. *Nortesol* is currently developing a 110 *MW* dc/90 *MW*ac floating facility in Laguna de Bay and waiting for the Laguna Lake Development Authority ("*LLDA*") leasing policy.

RES – This covers the sourcing and supply of electricity to qualified contestable customers. *MERALCO* and *Clark Electric* serve as local retail electricity suppliers within their franchise area under a separate business unit, *MPower* and *Cogent Energy*, respectively. Under Retail Competition and Open Access ("*RCOA*"), qualified contestable customers who opt to switch to contestability and elect to be among

contestable customers may source their electricity supply from any retail electricity suppliers, including *MPower* and *Cogent Energy*.

The *ERC* granted the following subsidiaries distinct *RES* licenses to operate as retail electricity suppliers within Luzon and Visayas: Vantage Energy Solutions and Management, Inc. ("*Vantage*"), a wholly owned subsidiary of *MERALCO*; Solvre, Inc. ("*Solvre*"), a wholly owned subsidiary of *MGen*; MeridianX Inc. ("*MeridianX*"), a wholly owned subsidiary of Comstech Integration Alliance, Inc. ("*Comstech*"), on January 10, 2017, February 9, 2017 and February 9, 2017, respectively. Clarion Energy Management Inc. ("*Clarion*"), a wholly owned subsidiary of *Clark Electric*, has submitted the requirements for its *RES* licensing to the *ERC*. As at February 24, 2020, the approval of its *RES* licensing is pending with the *ERC*.

- Other Services

The other services segment is involved principally in electricity-related services, such as: electro-mechanical engineering, construction, consulting and related manpower services, e-transaction and bills collection, telecommunications services, rail-related operations and maintenance services, insurance and re-insurance, e-business development, power distribution management, energy systems management, harnessing renewable energy, electric vehicle and charging infrastructure solutions. These services are provided by *MIESCOR*, Miescor Builders, Inc. *("MBI")*, and Miescor Logistics, Inc. *("MLI")* (collectively known as "*MIESCOR Group*"), Corporate Information Solutions, Inc. *("CIS")*, CIS Bayad Center, Inc. *("Bayad Center"),* Customer Frontline Solutions, Inc. ("*CFSI*") and Fieldtech Specialist, Inc. *("Fieldtech")* (collectively referred to as "*CIS Group*"), eMeralco Ventures, Inc. ("*e-MVI")*, Paragon Vertical Corporation *("Paragon")* and Radius Telecoms, Inc. *("Radius")* (collectively referred to as
"*e-MVI Group*"), MRAIL, Inc. *("MRail")*, *Comstech*, eSakay, Inc. ("*eSakay*"), Lighthouse Overseas Insurance Limited *("LOIL"),* Meralco Financial Services, Inc. *("Finserve")*, Meralco Energy, Inc. ("*MServ"),* MSpectrum, Inc. ("*Spectrum*"), and Shin Clark Power Holdings, Inc. ("*Shin Clark*").

Below is the summary of *MERALCO Group*'s business segments:

BUSINESS SEGMENTS	
Power	**Other Services**
Electricity distribution ● *MERALCO* ● *Clark Electric* Power generation • *MGen* and its subsidiaries *RES* • *MERALCO* through *MPower* business unit • *Clark Electric* through *Cogent Energy* business unit • *Vantage* • *Solvre* • *MeridianX* • *Clarion*	● *CIS Group* ● *Comstech* ● *e-MVI Group* ● *eSakay* ● *Finserve* ● *LOIL* ● *MIESCOR Group* ● *MRail* ● *MServ* ● *Spectrum* ● *Shin Clark*

RESULTS OF OPERATIONS

The tables below summarize the consolidated results of operations and the contribution of each business segment to *MERALCO Group*'s revenues, costs and expenses, other income, and net income for the years ended December 31, 2019, 2018 and 2017.

	For the Year Ended December 31, 2019			
	Power[2]	Other Services	Inter-segment Transactions	Consolidated
	(Amounts in millions)			
Revenues	₱310,098	₱11,299	(₱3,082)	₱318,315
Costs and expenses	281,004	9,233	(3,161)	287,076
Other income (expense) - net	1,074	(319)	(79)	676
Net income attributable to equity holders of the parent	22,314	1,058	(87)	23,285

	For the Year Ended December 31, 2018			
	Power[3]	Other Services	Inter-segment Transactions	Consolidated
	(Amounts in millions)			
Revenues	₱295,389	₱11,373	(₱2,308)	₱304,454
Costs and expenses	268,962	9,405	(2,355)	276,012
Other income (expense) - net	2,199	(48)	(48)	2,103
Net income attributable to equity holders of the parent	21,701	1,401	(85)	23,017

	For the Year Ended December 31, 2017			
	Power[4]	Other Services	Inter-segment Transactions	Consolidated
	(Amounts in millions)			
Revenues	₱275,172	₱9,547	(₱2,163)	₱282,556

[2] *Principally electricity distribution*
[3] *Ibid.*
[4] *Ibid.*
[5] *Ibid.*

Costs and expenses	250,412	7,929	(2,163)	256,178
Other income (expense) - net	1,701	(217)	–	1,484
Net income attributable to equity holders of the parent	19,648	851	(115)	20,384

2019 compared with 2018

REVENUES

The following table shows the composition of *MERALCO Group*'s consolidated revenues for the years ended December 31, 2019 and 2018 by business segment.

	2019		2018		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Power[5]	₱310,098	97	₱295,389	97	₱14,709	5
Other services	11,299	4	11,373	4	(74)	(1)
Inter-segment transactions	(3,082)	(1)	(2,308)	(1)	(774)	34
Total	**₱318,315**	**100**	**₱304,454**	**100**	**₱13,861**	**5**

Consolidated electric revenues, which accounted for 97% of total revenues in 2019, increased by 5% as a result mainly of higher sales volume and higher pass-through generation charges brought about by higher average fuel prices

Non-electric revenues, which accounted for 4% of consolidated revenues in 2019, consist largely of revenues from non-electric operating subsidiaries.

Power

Revenues from the power segment consist of generation, transmission, distribution, subsidies and other charges related to electricity distribution and energy trading. *MERALCO* and *Clark Electric* distribute electricity to industrial, commercial and residential customers while *MPower*, *Cogent Energy*, and *Vantage* supply electricity to their respective contestable customers.

MERALCO's average generation charge in 2019 was ₱5.22 per *kWh*, up by 2% compared with the ₱5.12 per *kWh* in 2018. Although Independent Electric Market Operator of the Philippines ("*IEMOP*") prices were higher resulting from higher tight supply conditions in Luzon grid from March to July in 2019, this was offset by lower fuel prices and peso appreciation due to reduction in Power Supply Agreement ("*PSA*") and Independent Power Producers ("*IPP*") charges. Year 2019 had 51 Yellow Alerts and 15 Red Alters in Luzon compared with 7 Yellow Alerts in 2018.

Distribution revenues, which accounted for 23% of total electric revenues, increased by 6% mainly due to growth in energy sales volume and higher average distribution charge of ₱1.41 per *kWh* in 2019 from ₱1.40 per *kWh* in 2018.

MERALCO's 12-month moving average system loss ("*SL*") rate was 5.54% as at December 31, 2019. This is 1.71 percentage points below the revised *SL* regulatory cap of 7.25% promulgated under Resolution 20, Series of 2017 of the *ERC*. *Clark Electric*'s 12-month moving average *SL* rate was at 2.15%, 5.10 percentage points below the regulatory cap and 0.62 percentage point lower than last year.

The following table summarizes the customer count as at December 31, 2019 and 2018 and the corresponding electric consumption per customer class for the years ended December 31, 2019 and 2018:

	No. of Customers *(in thousands)*		**Electricity Sales** *(in GWh)*		**% Change**	
Customer Class	**2019**	**2018**	**2019**	**2018**	**No. of Customers**	**Electricity Sales**
Residential	6,339	6,086	14,589	13,555	4	8
Commercial	528	514	18,483	17,463	3	6
Industrial	11	10	13,659	13,156	10	4
Streetlights	5	5	140	139	–	1
Total	**6,883**	**6,615**	**46,871**	**44,313**	**4**	**6**

Consolidated energy sales volume grew by 6% to 46,871, which includes volume distributed by *Clark Electric* of 585 *GWh.* The volume of *Clark Electric* on a standalone basis grew by 11% over 2018. The combined contributions of *MERALCO* and *Clark Electric* came from all customer sectors with consolidated residential volume finishing strongest with an 8% growth and providing a total of 14,589 *GWh*, accounting for 31% of total volume.

MERALCO's customer base grew 4% ending the year with a total of 6.9 million customer accounts for a net 268,000 new customers accounts from 6.6 million at the end of 2018. The combined contributions of *MERALCO* and *Clark Electric* came from all customer sectors with consolidated residential volume finishing strongest with an 8% growth. Residential volume growth was most notable in the provinces of Batangas, Quezon, Cavite, Bulacan and Pampanga. Average temperature for the year was slightly higher at 28.2°C (compared with 27.9°C in 2018) while inflation was at a low of 2.5%.

As at December 31, 2019, combined volume of *MERALCO*'s local and affiliate *RES* entities within the franchise area grew 17% compared with 2018 as its customer count grew to 449. Together, the *RES* units

have 43% of the market in terms of volume. Margins, however, are tighter as other *RES*s have continuously competed on price, fixing contracts over two (2) to three (3) years.

Other Services

Non-electric revenues consist mainly of businesses generated by (i) foreign attachments to the *MERALCO* and *Clark Electric* poles; (ii) space rental; and (iii) revenues from subsidiaries, which include (a) *MIESCOR Group* from its engineering, procurement and construction ("*EPC*"), and operations and maintenance works for various substations and transmission/telecommunications lines, which would have generated higher revenues, save for the delayed award of certain projects; (b) *MServ* for the supply and installation of powerhouse, loadside and substation equipment, and energy efficiency services; (c) *CIS Group* handling payment collections for corporate and government billers, spot billing volumes, remittances and other fee-based transactions; (d) *Radius* with higher recurring revenues as a result of an expanding customer base and high service reliability; and (e) *eSakay* with its sales of e-vehicles to electric vehicles expansion enterprises, Makati-Mandaluyong route operations, and e-shuttle services.

COSTS AND EXPENSES

Consolidated costs and expenses for the year ended December 31, 2019 amounted to ₱287,076 million, higher by ₱11,064 million compared with ₱276,012 million in 2018. The following table shows the breakdown of consolidated costs and expenses for the years ended December 31, 2019 and 2018 by business segment:

	2019		2018		Increase	
	Amount	%	Amount	%	Amount	%
			(Amounts in millions)			
Power[6]	₱281,004	98	₱268,962	98	₱12,042	4
Other services	9,233	3	9,405	3	(172)	(2)
Inter-segment transactions	(3,161)	(1)	(2,355)	(1)	(806)	34
Total	**₱287,076**	**100**	**₱276,012**	**100**	**₱11,064**	**4**

[6] *Ibid.*

Power

The details of costs and expenses are summarized in the following table:

	2019		2018		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Purchased power	₱241,032	86	₱232,102	86	₱8,930	4
Salaries, wages and employee benefits	10,679	4	10,187	4	492	5
Depreciation and amortization	8,181	3	7,334	3	847	12
Contracted services	6,619	2	6,071	2	548	9
Others	14,493	5	13,268	5	1,225	9
Total	**₱281,004**	**100**	**₱268,962**	**100**	**₱12,042**	**4**

Purchased power accounted for 86% of the total costs and expenses for the year ended December 31, 2019 and 2018. All of the electricity distributed by *MERALCO* and *Clark Electric* were contracted through *PSAs* with generators and long-term Power Purchase Agreements *("PPA")* with *IPP*s. The balance was purchased from the *IEMOP*.

The purchased power cost in 2019 increased by 4% compared with 2018 due to (i) higher volume, and (ii) higher spot prices at *IEMOP* due to outages of a number of baseload plants and the strong demand particularly during peak hours, offset by the lower fuel prices due to reduction in *PSA* and *IPP* charges and peso appreciation. The average purchased power cost of *MERALCO* for the year ended December 31, 2019 was
₱5.70 per *kWh*, 2% lower than the same period in 2018.

Salaries, wages and employee benefits expense is higher by 5% as compared to the same period last year. The increase is attributed to the annual merit adjustment and 3% growth in manpower count.

Depreciation and amortization grew by 12% with the implementation and completion of emergency capital expenditures ("*CAPEX*") to address customer and load growth requirements, improve service efficiency and customer experience, ensure network resiliency and hardening, and meet information technology ("*IT*"), security and safety requirements.

Contracted services amounted to ₱6,619 million, higher by ₱548 million compared with last year. Contracted services include information system/*IT* services, cloud subscriptions, and customer-related

expenses such as billings and collections, meter reading, and messengerial services. The increase was driven by the growth in number of customer accounts.

Other expenses consist of business taxes and permits, provision for probable losses and expenses from claims, provision for doubtful accounts, costs of materials, transportation, and other corporate expenses.

Other Services

Costs and expenses of other services business segment for the year ended December 31, 2019 amounted to
₱9,233 million, 2% lower compared with ₱9,405 million in 2018.

	2019		2018		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
			(Amounts in millions)			
Salaries, wages and employee benefits	₱3,534	38	₱3,047	32	₱487	16
Contracted services	1,937	21	2,066	22	(129)	(6)
Depreciation and amortization	549	6	493	5	56	11
Others	3,213	35	3,799	41	(586)	(15)
Total	**₱9,233**	**100**	**₱9,405**	**100**	(₱172)	(2)

Salaries, wages and employee benefits expense is higher by ₱487 million due to the increase in manpower count for new projects and project-hired personnel of *MIESCOR Group*, *MRail*, *CIS Group*, and *e-MVI*.

Decrease in contracted services by ₱129 million is consistent with the lower revenues generation by their segment.

Other expenses, which consisted mainly of materials, transportation and travel, rental and utility expenses, decreased by ₱586 million in 2019 due to lesser project completions of *MServ*.

OTHER INCOME (EXPENSE)

The following table shows the breakdown of other income, net of expenses, for the years ended December 31, 2019 and 2018 by business segment:

	2019	2018	Increase/Decrease Amount	%
	(Amounts in millions)			
Power[7]	₱1,074	₱2,199	(₱1,125)	(51)
Other services	(319)	(48)	(271)	565
Intersegment transaction	(79)	(48)	(31)	65
Total	**₱676**	**₱2,103**	**(₱1,427)**	(68)

Other income – net for the year ended December 31, 2019 is lower by ₱1,427 million compared with last year due to foreign exchange losses in 2019 as a result of the devaluation of peso against US dollars and higher share in losses of associates and joint ventures in 2019 compared with 2018, offset by higher interest yield from placements and lower interest and financial charges.

Power

Breakdown of other income (expenses) of power segment is as follows:

	2019	2018	Increase/Decrease Amount	%
	(Amounts in millions)			
Interest and other financial income	₱3,213	₱2,786	₱427	15
Interest and other financial charges	(1,477)	(1,934)	457	(24)
Equity in net losses of associates and joint ventures	(1,482)	(678)	(804)	119
Foreign exchange gains (losses)	(483)	1,103	(1,586)	(144)
Others	1,303	922	381	41
Total	**₱1,074**	**₱2,199**	**(₱1,125)**	**(51)**

Interest and other financial income increased by ₱427 million due to higher yields of investments compared with last year.

Interest and other financial charges decreased by ₱457 million in 2019 compared with the same period last year due (i) accounting adjustments to recognize accretion of deemed interest in 2018, and (ii) lower interest bearing financial liabilities since holders of ₱8.7 billion of *MERALCO*'s 7-Year fixed rate notes exercised their "Put Option" in February 2019. The decrease was partially offset by the higher re-pricing of interest in 2019.

[7] *Ibid.*

The year ended December 31, 2019 resulted in foreign exchange losses due to appreciation of peso against the U.S. dollar. The exchange rate of U.S. dollar is ₱50.64 as at December 31, 2019 and ₱52.58 as at
December 31, 2018.

NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The following table shows the breakdown of net income attributable to equity holders of the parent for the years ended December 31, 2019 and 2018 by business segment:

	2019		2018		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Power[8]	₱22,314	95	₱21,701	94	₱613	3
Other services	1,058	5	1,401	6	(343)	(25)
Inter-segment transactions	(87)	–	(85)	–	(2)	2
Total	**₱23,285**	**100**	**₱23,017**	**100**	**₱268**	1

Net income attributable to equity holders of the parent increased by ₱268 million as a result of higher energy sales, improved performance of *RES* units and contribution of *SBPL* which began operations in October 2019.

CHANGES IN FINANCIAL POSITION

Utility Plant and Others

The ₱11,595 million increase in utility plant and others reflects completed and on-going construction of electric distribution-related facilities, and upgrade and major rehabilitation of existing electrical facilities and *IT* related assets, totaling to about ₱19,685 million, net of depreciation and amortization of ₱8,003 million for the year.

Investments in Associates and Interests in Joint Ventures

The increase in this account was due to the combined effects of the additional investments in associates and joint ventures amounting to ₱6,421 million and increase in cumulative translation adjustment by ₱211 million. This was offset by the equity in net losses for the year of ₱1,486 million, and dividends received from associates and joint ventures amounting to ₱546 million.

Deferred Tax Assets

[8] *Ibid.*

The increase in deferred tax assets was mainly related to provisions recognized during the year.

Financial and Other Noncurrent Assets

Other noncurrent assets decreased mainly due to investments in debt securities at amortized cost with maturity within the next 12 months, reclassified as part of other current assets account.

Cash and Cash Equivalents

The increase in cash and cash equivalents was due to cash generated from operations amounting to ₱42,431 million offset by net cash used in investing activities of ₱20,393 million, and net cash used in financing activities of ₱20,247 million.

Trade and Other Receivables

The increase in trade and other receivables was driven by higher revenues in 2019, offset by allowance for expected credit losses of ₱2.4 million.

Financial and Other Current Assets

The 3% decrease in this account was a result of lower financial assets as at December 31, 2019.

Interest-bearing Long Term Financial Liabilities

Interest-bearing long term financial liabilities totaled ₱17,860 million as at December 31, 2019, ₱8,728 million lower than last year. The holders of the 7-year bonds totaling ₱8.32 billion exercised the put option, which were settled by *MERALCO* in March 2019. As at December 31, 2019, the outstanding balance of the 7-year bonds was ₱3.2 billion and classified as part of current portion of interest-bearing long-term financial liabilities.

Notes Payable

Notes payable increased due to the availment of 10 billion note in 2019. This represents unsecured interest-bearing working capital loan obtained from a local bank.

Provisions

The decrease in provisions represents the net settlement and adjustments during the year.

Other Noncurrent Liabilities

Other noncurrent liabilities pertain to estimated liabilities for regulatory and tax matters, among others. Additional obligations were recognized during the year.

2018 compared with 2017

REVENUES

The following table shows the composition of *MERALCO Group*'s consolidated revenues for the years ended December 31, 2018 and 2017 by business segment.

	2018		2017		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Power[9]	₱295,389	97	₱275,172	98	₱20,217	7
Other services	11,373	4	9,547	3	1,826	19
Inter-segment transactions	(2,308)	(1)	(2,163)	(1)	(145)	7
Total	**₱304,454**	**100**	**₱282,556**	**100**	**₱21,898**	**8**

Consolidated electric revenues, which accounted for 97% of total revenues in 2018, increased by 7% as a result of the combined effects of (a) higher sales volume as compared with the same period last year, (b) higher pass-through generation charges resulting from increase in average fuel prices, a weaker peso and higher spot prices at the *IEMOP*.

Non-electric revenues, which accounted for 4% of consolidated revenues in 2018, increased by 19% compared with last year. Non-electric revenues consist largely of revenues from subsidiaries operations.

Power

Revenues from the power segment consist of generation, transmission, distribution, subsidies and other charges related to electricity distribution and energy trading. *MERALCO* and *Clark Electric* distribute electricity to industrial, commercial and residential customers while *MPower*, *Cogent Energy*, and *Vantage* supply electricity to their respective contestable customers.

MERALCO's average generation charge in 2018 was ₱5.12 per *kWh*, up by 16% compared with the ₱4.41 per *kWh* in 2017. The higher generation charge was driven by the rise in fuel costs of both gas- and

coal-fired generating companies as global price indices moved upwards, the weaker peso, higher *WESM* prices.

Distribution revenues, which accounted for 21% of total electric revenues, increased by 4% mainly due to growth in energy sales volume. This was partially offset by the lower average distribution charge of ₱1.40 per *kWh* in 2018 from ₱1.42 per *kWh* in 2017.

MERALCO's 12-month moving average *SL* rate was 5.67% as at December 31, 2018. This is 0.83 percentage point below the revised *SL* regulatory cap of 6.50% promulgated under Resolution 20, Series of 2017 of the *ERC*, resulting in cumulative savings to *MERALCO* consumers of ₱6.1 billion in 2018. *Clark Electric*'s 12-month moving average *SL* rate was at 2.77%, 4.26 percentage points below the regulatory cap and
0.63 percentage point higher than last year.

The following table summarizes the customer count as at December 31, 2018 and 2017 and the corresponding electric consumption per customer class for the years ended December 31, 2018 and 2017:

	No. of Customers *(in thousands)*		**Electricity Sales** *(in GWh)*		**% Change**	
Customer Class	**2018**	**2017**	**2018**	**2017**	**No. of Customers**	**Electricity Sales**
Residential	6,086	5,812	13,555	13,060	5	4
Commercial	514	500	17,463	16,597	3	5
Industrial	10	10	13,156	12,309	–	7
Streetlights	5	5	139	136	–	–
Total	**6,615**	**6,327**	**44,313**	**42,102**	**5**	**5**

Consolidated energy sales volume grew by 2,211 *GWh* or over 5% to 44,313 *GWh*. *Clark Electric*'s sales volume declined by 8%, with the assumption of the electric distribution services of a major Freeport Zone locator by *CDC*. Normalizing for the effect of excluding this customer account, *Clark Electric*'s volume growth would have been 10%.

Residential volumes grew by 4%, or an additional 495 *GWh*, while the residential customer count increased by almost 274,000. Similar to the Commercial sales volume growth, the Central and South sectors accounted for most of the volume increases. The share of Residential remained at 31% of total sales.

Commercial volumes, which stood at 39% of total energy sales, grew by over 5%, adding 866 *GWh* in 2018. Real estate, hotels and restaurants, and retail trade volumes were the main drivers, growing at 15%, 7% and 5%, respectively. Demand for office space remains robust with most of the major business

districts fully developed during the year. Take-up of office spaces continues to be from Business Process Outsourcing ("*BPO*") segment and Philippine Offshore Gaming Operators ("*POGO*"), with the latter accounting for 72% of the total. With airlines offering affordable travel fares, the year also saw growth in the hotel industry brought about by the steady inflow of tourists from the United States, China and South Korea. Growth is also notable from domestic tourism as "staycations" have become popular with locals for extended weekends or holidays. New township developments and technology for online services contributed to the growth of retail trade, with the ramp-up of existing mixed-use malls catering particularly to millennials who want to live, work and be entertained in the same location.

Industrial sales volumes in 2018 were 30% of total sales, growing by close to 7% driven by the semiconductor, rubber and plastics, and food and beverage industries, which were up by 7%, 11% and 6%, respectively. The electronics industry continues to be the country's top exporter, accounting for over 50% of Philippine export volumes.

As at December 31, 2018, there were 55 *RES* players to provide electricity to voluntary contestable customers with demand of at least 750 *kW* in Luzon and Visayas. As at December 31, 2018, there were a total of 1,876 qualified contestable customers in Luzon and Visayas, of which 926 have opted for contestability and are being served by 24 suppliers.

MPower and *Vantage* served 294 customers with aggregate sales of 5,120 *GWh* in 2018. Certain regulatory policy and industry issues remain misaligned and are challenged administratively or judicially. However, the *RCOA* market continues to adequately serve and remains intensely price-competitive with corresponding benefit to contestable customers.

Other Services

Non-electric revenues consist mainly of businesses generated by (i) foreign attachments to the *MERALCO* poles; and (ii) revenues from subsidiaries, which include (a) *MIESCOR Group* from its *EPC*, and operations and maintenance works involving various substations and transmission/telecommunications lines, which would have generated higher revenues, save for the delayed award of certain projects; (b) *MServ* for the supply and installation of powerhouse, load side and substation equipment, and energy efficiency services; (c) *Bayad Center* handling payment collections for corporate and government billers in over 9,100 sites and collection partners, spot billing volumes, remittances and other fee-based transactions; and (d) *Radius* with higher recurring revenues as a result of an expanding customer base and high service reliability.

Bayad Center remained aggressive with its biller acquisition, increasing its biller base from 269 in 2017 to 290 in 2018. Other than utilities, *Bayad Center* counts Government agencies, credit companies and lending institutions among its biller partners. As at December 31, 2018, it had a total of 33,280 customer payment touchpoints consisting of over 600 co-owned and branded stores, 678 Automated Payment Machines, over 2,000 retail machines deployed in neighborhood establishments, and over 29,000 corporate partners.

Radius has also heightened its customer acquisition initiatives for enterprise-, channel-, and carrier- clients and has grown its customer base significantly in 2018. Revenues reached ₱1.3 billion, 20% higher than in 2017, mainly due to an expanded customer base with the completed bandwidth upgrade and installation of additional fiber circuits.

COSTS AND EXPENSES

Consolidated costs and expenses for the year ended December 31, 2018 amounted to ₱276,012 million, higher by ₱19,834 million compared with ₱256,178 million in 2017. The following table shows the breakdown of consolidated costs and expenses for the years ended December 31, 2018 and 2017 by business segment:

	2018		2017		Increase	
	Amount	%	Amount	%	Amount	%
			(Amounts in millions)			
Power[10]	₱268,962	98	₱250,412	98	₱18,550	7
Other services	9,405	3	7,929	3	1,476	19
Inter-segment transactions	(2,355)	(1)	(2,163)	(1)	(192)	9
Total	**₱276,012**	**100**	**₱256,178**	**100**	**₱19,834**	**8**

[10] *Ibid.*

Power

The details of costs and expenses are summarized in the following table:

	2018		2017		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Purchased power	₱232,102	86	₱214,558	86	₱17,544	8
Salaries, wages and employee benefits	10,187	4	10,221	4	(34)	–
Depreciation and amortization	7,334	3	7,135	3	199	3
Contracted services	6,071	2	5,807	2	264	5
Others	13,268	5	12,691	5	577	5
Total	**₱268,962**	**100**	**₱250,412**	**100**	**₱18,550**	**7**

Purchased power accounted for 86% of the total costs and expenses for the year ended December 31, 2018 and 2017. All of the electricity distributed by *MERALCO* and *Clark Electric* are contracted through *PSAs* with generators and long-term Power Purchase Agreements *("PPA")* with Independent Power Producers ("*IPP*"). The remaining balance is purchased from the *WESM*.

The purchased power cost in 2018 increased by 8% compared with 2017 due to (i) higher volume, (ii) increased prices of coal, oil and gas; (iii) depreciation of Philippine peso versus U.S. dollar; and (iv) higher *WESM* prices due to outages of a number of baseload plants and the strong demand particularly during peak hours. The average purchased power cost of *MERALCO* for the year ended December 31, 2018 was ₱5.93 per *kWh*, ₱0.51 per *kWh* higher than the same period in 2017.

Coal prices were at an average of US$106.82 per metric ton ("*MT*") in 2018 (US$87.98 per *MT* in 2017) while natural gas, which is indexed against crude oil, was at US$7.71 per gigajoule ("*GJ*") in 2018 (US$6.87 per *GJ* in 2017).

Contracted services amounted to ₱6,071 million, higher by ₱264 million compared with last year. Contracted services include information system/information technology services, cloud subscriptions, and customer-related expenses such as billings and collections, meter reading, and messengerial services.

Other expenses consist of business taxes and permits, provision for probable losses and expenses from claims, provision for doubtful accounts, costs of materials, transportation, and other corporate expenses.

Other Services

Costs and expenses of other services business segment for the year ended December 31, 2018 amounted to
₱9,405 million, 19% higher compared with ₱7,929 million in 2017.

	2018		2017		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Salaries, wages and employee benefits	₱3,047	32	₱2,939	37	₱108	4
Contracted services	2,066	22	1,643	21	423	26
Depreciation and amortization	493	5	385	5	108	28
Others	3,799	41	2,962	37	837	28
Total	**₱9,405**	**100**	**₱7,929**	**100**	₱1,476	19

Costs and expenses of other services were mainly driven by higher manpower count and increased transaction and customer volume of certain subsidiaries.

OTHER INCOME (EXPENSE)

The following table shows the breakdown of other income, net of expenses, for the years ended December 31, 2018 and 2017 by business segment:

			Increase/Decrease	
	2018	2017	Amount	%
	(Amounts in millions)			
Power[11]	₱2,199	₱1,701	₱498	29
Other services	(48)	(217)	169	(78)
Intersegment transaction	(48)	–	–	–
Total	**₱2,103**	**₱1,484**	**₱619**	**42**

Other income for the year ended December 31, 2018 is higher by ₱619 million compared with last year due to foreign exchange gains as a result of the devaluation of peso against US dollars and higher interest yield from placements.

[11] *Ibid.*

Power

Breakdown of other income (expenses) of power segment is as follows:

			Increase/Decrease	
	2018	**2017**	**Amount**	**%**
	(Amounts in millions)			
Interest and other financial income	₱2,786	₱2,153	₱633	29
Interest and other financial charges	(1,934)	(1,450)	(484)	33
Equity in net earnings (losses) of associates and joint ventures	(678)	293	(971)	(331)
Foreign exchange gains	1,103	17	1,086	6,388
Others	922	688	234	34
Total	**₱2,199**	**₱1,701**	**₱498**	**29**

Interest and other financial income increased by ₱633 million due to higher yields of investments compared with last year.

Interest and other financial charges increased by ₱484 million in 2018 compared with the same period last year as a result of (i) higher cost of borrowing; and (ii) accounting adjustments to recognize accretion of deemed interest.

Foreign exchange gains is higher this year compared with last year due to depreciation of peso against the US dollar. The exchange rate of US dollar into is ₱52.58 peso as at December 31, 2018 and ₱49.93 as at December 31, 2017.

NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The following table shows the breakdown of net income attributable to equity holders of the parent for the years ended December 31, 2018 and 2017 by business segment:

	2018		**2017**		**Increase/Decrease**	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**
	(Amounts in millions)					
Power[12]	₱21,701	94	₱19,648	96	₱2,053	10
Other services	1,401	6	851	5	550	65
Inter-segment transactions	(85)	–	(115)	(1)	30	(26)

[12] *Ibid.*

	2018		2017		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
Total	**₱23,017**	**100**	**₱20,384**	**100**	**₱2,633**	13

Net income attributable to equity holders of the parent in 2018 increased by 13% driven by the 5% increase in volume of energy distributed, higher financing income from funds deployed to improved yields, adjustment of provisions with the continuing resolution of legacy and local government fiscal matters and foreign exchange gains to reflect the effect of peso devaluation against US dollar.

CHANGES IN FINANCIAL POSITION

Utility Plant and Others

The ₱5,972 million increase in utility plant and others was due to completed and on going construction of new electric distribution facilities, upgrade in major rehabilitation of existing electrical facilities and acquisition of *IT* related assets, offset by the depreciation and amortization for the year.

Investments in Associates and Interests in Joint Ventures

The decrease in this account was due to the combined effects of the recognized equity in net losses for the year ended December 31, 2018 amounting to ₱725 million, dividends received from associates and joint ventures amounting to ₱476 million, and decrease in cumulative translation adjustment by ₱599 million. This was offset by the additional investments in associates and joint ventures amounting to ₱1,667 million.

Deferred Tax Assets

The increase in deferred tax assets was mainly related to provisions recognized during the year, partially offset by the derecognition of certain deferred tax assets since no tax benefits are expected from these items.

Financial and Other Noncurrent Assets

The increase in other noncurrent assets was due to the combined effects of (i) additional investments in debt securities at amortized cost (ii) higher net under-recoveries of generation charge by ₱3,531 million and
(iii) recognition of net retirement benefit asset of ₱356 million as at December 31, 2018.

Cash and Cash Equivalents

The net decrease in cash and cash equivalents was mainly as a result of investing funds in short-term investments.

Trade and Other Receivables

Trade and other receivables increased mainly due to the higher sales volume and average customer retail rate in December 2018 compared with the average retail rate in December 2017.

Financial and Other Current Assets

The increase in other current assets was due to funds placed in short-term investments during the year.

Provisions

The decrease in provisions represents the net settlement and adjustments during the year.

Other Noncurrent Liabilities

Other noncurrent liabilities pertain to estimated liabilities for regulatory and tax matters, among others. Additional obligations were recognized during the year.

2017 compared with 2016

REVENUES

The following table shows the composition of *MERALCO Group's* consolidated revenues for the years ended December 31, 2017 and 2016 by business segment.

	2017		2016		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Power[13]	₱275,172	98	₱249,206	97	₱25,966	10
Other services	9,547	3	9,866	4	(319)	(3)
Inter-segment transactions	(2,163)	(1)	(1,891)	(1)	(272)	14
Total	**₱282,556**	**100**	**₱257,181**	**100**	**₱25,375**	**10**

Consolidated electric revenues, which accounted for 98% of total revenues, increased by 10% mainly as a result of the 5% growth in sales volume across all customer classes and higher pass-through generation charges resulting from the rising fuel prices and depreciation of the peso.

[13] *Ibid.*

Non-electric revenues, which accounted for 3% of consolidated revenues, decreased by 3% as volume of transactions from *MServ*, Republic Surety and Insurance Corporation ("*RSIC*"), and *Comstech* were lower compared with 2016.

The decrease was partially offset by (i) increased bills payment volumes of *Bayad Center* and collection partners supplemented by spot billing volumes; and (ii) higher recurring revenues of *Radius* as a result of expanded customer base with the completed bandwidth upgrade and installation of additional fiber circuits.

Power

Revenues from the power segment consist of generation, transmission, distribution, subsidies and other charges related to electricity distribution and energy trading. *MERALCO* and *Clark Electric* distribute electricity to industrial, commercial and residential customers while *MPower* and *Vantage* supply electricity to their respective contestable customers.

Generation charge in 2017, although averaging higher at ₱4.40 per *kWh* compared with ₱3.86 per *kWh* in 2016, remained to be the second lowest since 2010 and at an affordable level for all customer classes. *MERALCO* had tightly negotiated its *PSA*s with several coal-fired and natural gas-fired power generators in 2012 and 2013, with the phase-out of the Transition Supply Contracts ("*TSC*") with National Power Corporation ("*NPC*"). Average generation charge is higher in 2017 compared with 2016, largely due to the depreciation of the peso and higher fuel costs. Coal price was at an average of US$87.41 per *MT* (US$63.10 per *MT* in 2016) while natural gas, which is indexed against crude oil was at US$7.07 per *GJ* (US$6.34 per *GJ* in 2016). These higher dollar prices were exacerbated by the depreciation of the peso during the year. ₱4.72 per *kWh* or 59% of the average retail price represented generation charge, including *SL* charge. Transmission charge was at ₱0.78 per *kWh* accounting for 10% of the average retail price.

MERALCO's distribution charge was stable at ₱1.42 per *kWh*. Distribution revenues, which accounted for 22% of the total electricity revenues, increased by 5% in 2017 versus 2016, reflecting the effect of higher volume sold.

MERALCO's 12-month moving average *SL* rate was at 5.91% as at December 31, 2017. This is 2.59 percentage points below the *SL* regulatory cap of 8.50%, and 0.44 percentage point lower than the *SL* rate in 2016. *Clark Electric*'s 12-month moving average *SL* rate was at 2.14%, 6.36 percentage points below the regulatory cap and 1.45 percentage points lower than last year.

The following table summarizes the customer count as at December 31, 2017 and 2016 and the corresponding electric consumption per customer class for the years ended December 31, 2017 and 2016:

	No. of Customers *(in thousands)*		Electricity Sales *(in GWh)*		% Change	
Customer Class	**2017**	**2016**	**2017**	**2016**	**No. of Customers**	**Electricity Sales**
Residential	5,812	5,537	13,060	12,444	5	5
Commercial	500	486	16,597	15,867	3	5
Industrial	10	10	12,309	11,697	–	5
Streetlights	5	5	136	134	–	1
Total	**6,327**	**6,038**	**42,102**	**40,142**	**5**	**5**

Notwithstanding cooler temperatures during the first four (4) months of 2017, consolidated energy sales volumes for 2017 grew by 5% to 42,102 *GWh*, with *MERALCO* breaching the 41,000-mark at 41,528 *GWh* and *Clark Electric* at 574 *GWh*. This translates to a five (5)-year compounded annual growth rate of 5%. The total customer base grew the most in terms of count, ending at more than 6.3 million in 2017.

Commercial volumes, which accounted for 39% of total sales, added 730 *GWh* in 2017, with real estate, hotels and restaurants, and retail trade volumes growing at 8%, 11% and 5%, respectively. The largest demand for office space within the franchise area remains to be from *BPO* segment, which has 48% of total space demand, albeit much lower than the 80% in 2016. The *POGO* is a fast emerging market with a 5% to 7% growth in demand for building spaces in 2017. *BPO*s and *POGO*s supported the quick-service restaurants ("*QSR*s") business. Additionally, real estate developments and multinational technology services contributed to the growth. Consumer confidence was also reflected in the arrival statistics of foreign travelers, notwithstanding a few concerns on safety and security in selected areas. In 2017, a total of 6.5 million tourist arrivals were recorded, a significant number of which was registered within the Entertainment City. Airline budget fares, the growing number of boutique hotels and condominium units joining the transient hotel networks like AirBnB, provided travelers with more affordable options.

Residential volumes continued to grow at 5%, or an additional 616 *GWh*, buoyed by (i) almost 275 thousand net new accounts contributing 134 *GWh*; (ii) ramp-up of accounts energized in 2016, which contributed
269 *GWh*; and (ii) 212 *GWh* of organic sales volumes. The share of residential customers was at 31% of total sales, same as in 2016. Despite moderate increases in inflation during 2017, consumer confidence and spending remained high throughout the year.

Industrial sales volumes in 2017 were 29% of the total sales, with more than 5% growth, driven by the semiconductor, food and beverage, and basic metals industries, which were up by 6%, 4% and 19%, respectively. The electronics industry continues to be the country's top exporter, accounting for around 50% of Philippine export volumes. Highly competitive electricity supply cost and the high reliability of the *MERALCO* network have turned the semiconductor companies away from self-generation to increasing

grid reliance. Continued development of high-rise facilities and on going housing and reconstruction activities across horizontal developments have pushed up the demand for flat products, semi-finished steel products and billets, and consequently, the demand for electricity from the basic metals sector.

There are now 55 *RES* players to provide electricity to voluntary contestable customers with demand of at least 750 *kW* in Luzon and Visayas. Furthermore, there were a total of 1,876 qualified contestable customers in Luzon and Visayas, of which 1,203 had retail supply contracts. *MPower* and *Vantage* served 369 customers with aggregate sales of 5,250 *GWh* in 2018.

Other Services

Revenues from other services pertain mainly to revenues of non-electric subsidiaries. Revenues generated from other services decreased to ₱9,547 million for the year ended December 31, 2017 from ₱9,866 million in the same period last year. The 3% decrease in revenues from other services is the net effect of (i) delayed award of projects and slow validation of work accomplishments of *MServ*; partly offset by (ii) increased bills payment volumes of *Bayad Center* from more than 7,000 sites and collection partners supplemented by spot billings volumes; and (iii) increased recurring revenues of *Radius* as a result of an expanding customer base and better service reliability following the bandwidth upgrade.

Bayad Center formalized a capital alliance with a Japanese technology company, Densan System Limited Co. ("*DSK*") in May 2017, which enables technology transfer and partnership in the payment space. During 2017, *Bayad Center* established a multichannel payment platform which allows customers to be served via all available channels and devices, providing *MERALCO* customers and the paying public convenience with the availability of more payment options. *Bayad Center* saw bills payment transactions handled grow to over
91 million in 2017 with over 255 billers served consisting of utilities, airlines, government, and financial institutions, among others. *Bayad Center* has close to 500 co-owned and branded stores, 571 Automated Payment Machines and over 1,000 retail machines for sari-sari stores, online payment services, spot billing and ambulant tellering within *Bayad Center* and the biller offices. *Bayad Center* has over 10,000 corporate partners. Consolidated revenues of *Bayad Center* in 2017 broke the ₱1.5 billion-mark or a 16% increase over 2016.

Radius whose fiber-based data connectivity, internet and managed telecommunication services are offered to enterprise-, channel-, and carrier-clients grew significantly in 2017. Revenues reached ₱1.1 billion, 20% higher than in 2016, mainly due to an expanded customer base with the completed bandwidth upgrade and installation of additional fiber circuits. *Radius* counts among its customers, telecommunications companies across the region, local financial institutions and universities.

COSTS AND EXPENSES

Consolidated costs and expenses for the year ended December 31, 2017 amounted to ₱256,178 million, higher by ₱24,705 million compared with ₱231,473 million in 2016. The following table shows the breakdown of consolidated costs and expenses for the years ended December 31, 2017 and 2016 by business segment:

	2017		2016		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
			(Amounts in millions)			
Power[14]	₱250,412	98	₱225,392	97	₱25,020	11
Other services	7,929	3	7,972	4	(43)	(1)
Inter-segment transactions	(2,163)	(1)	(1,891)	(1)	(272)	14
Total	**₱256,178**	**100**	**₱231,473**	**100**	**₱24,705**	**11**

Power

The details of costs and expenses are summarized in the following table:

	2017		2016		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
			(Amounts in millions)			
Purchased power	₱214,558	86	₱189,853	84	₱24,705	13
Salaries, wages and employee benefits	10,221	4	10,719	5	(498)	(5)
Depreciation and amortization	7,135	3	6,949	3	186	3
Contracted services	5,807	2	5,188	2	619	12
Others	12,691	5	12,683	6	8	-
Total	**₱250,412**	**100**	**₱225,392**	**100**	**₱25,020**	**11**

Purchased power accounted for 86% of the total costs and expenses for the year ended December 31, 2017. *MERALCO* and *Clark Electric* do not operate their own generation capacity. All of the electricity distributed are contracted through *PSA*s with generators and long-term Power Purchase Agreements

[14] *Ibid.*

("PPA") with Independent Power Producers ("*IPP*"). The remaining power requirement is purchased from the *WESM*.

The purchased power cost for the year ended December 31, 2017 increased by 13% due to (i) increased prices of coal, oil and gas; and (ii) depreciation of Philippine peso versus U.S. dollar.

The increase was offset by lower volume purchased from 39,147 *GWh* in 2016 to 38,403 *GWh* in 2017. The volume of energy purchased under long-term *PPA*s with *IPPs*, namely, First Gas Corporation *("*the *Sta. Rita Power Plant"*), *FGP* Corp. *("*the *San Lorenzo Power Plant"*) and *QPPL*, represents 35% of *MERALCO*'s Net System Input ("*NSI*"). Purchases from power generators under *PSA*s*,* and other special programs accounted for 50%, while purchases from *WESM* accounted for 15% of *NSI*.

Salaries, wages and employee benefits decreased by 5% compared with last year due to lower amount of actuarially determined employee retirement benefits expense this year. This is mitigated by the annual merit increase given to employees.

Contracted services increased by 12% from ₱5,188 million in 2016 to ₱5,807 million in 2017 on account of higher spending for information system/information technology services, cloud subscriptions and consultancy for various system enhancements and customer-centric projects. Customer-related expenses such as collection services and meter reading services also increased due to growth in number of customer accounts.

Other expenses consist of business taxes and permits, provision for probable losses and expenses from claims, provision for doubtful accounts, costs of materials, transportation, and other corporate expenses.

Other Services

Costs and expenses of other services business segment for the year ended December 31, 2017 amounted to
₱7,929 million, 1% lower compared with ₱7,972 million in 2016.

	2017		2016		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Salaries, wages and employee benefits	₱2,939	37	₱2,534	32	₱405	16
Contracted services	1,643	21	1,842	23	(199)	(11)
Depreciation and amortization	385	5	364	4	21	6
Others	2,962	37	3,232	41	(270)	(8)

Total	**₱7,929**	**100**	**₱7,972**	**100**	**(₱43)**	**(1)**

Salaries, wages and employee benefits increased by ₱405 million due to increase in manpower count as a result of business expansion activities of subsidiaries and annual merit increase given to their employees.

Contracted services decreased by ₱199 million as a result of lesser completed projects of *MServ*.

Other expenses, which consisted mainly of materials, transportation and travel, rental and utility expenses, decreased by ₱270 million in 2017 due to lesser projects completed by *MServ*.

OTHER INCOME

The following table shows the breakdown of other income, net of expenses, for the years ended December 31, 2017 and 2016 by business segment:

			Increase/Decrease	
	2017	**2016**	**Amount**	**%**
	(Amounts in millions)			
Power[15]	₱1,701	₱897	₱804	90
Other services	(217)	88	(305)	(347)
Total	**₱1,484**	**₱985**	**₱499**	**51**

Power

Breakdown of other income (expenses) of power segment is as follows:

			Increase/Decrease	
	2017	**2016**	**Amount**	**%**
	(Amounts in millions)			
Interest and other financial income	₱2,153	₱2,027	₱126	6
Interest and other financial charges	(1,450)	(1,293)	(157)	12
Equity in net earnings (losses) of associates and joint ventures	293	(1,567)	1,860	(119)
Foreign exchange gains	17	850	(833)	(98)
Others	688	880	(192)	(22)
Total	**₱1,701**	**₱897**	**₱804**	**90**

Interest and other financial income increased by ₱126 million due to higher yields compared with last year.

[15] *Ibid.*

Interest and other financial charges increased by ₱157 million in 2017 compared with last year due to the ₱10,000 million notes payable availed in June 2016 resulting in recognition of interest charges for seven (7) months in 2016 as compared with 12 months in 2017.

Equity in net losses of associates and joint ventures in 2016 includes ₱1,200 million impairment charge of *FPM* Power with respect to its investment in *PacificLight Power*.

Foreign exchange gains amount is lower this year compared with last year due to minimal fluctuation of foreign exchange rate of peso against U.S. dollar at beginning and end of 2017. In 2016, the exchange rate of
U.S. dollar at the beginning of the year was ₱47.12 and increased to ₱49.82 at the end of the year.

Other income decreased by ₱192 million as a result of lower volume of available for sale ("*AFS*") securities and hold to maturity ("*HTM*") transactions during the year.

NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The following table shows the breakdown of net income attributable to equity holders of the parent for the years ended December 31, 2017 and 2016 by business segment:

	2017		2016		Increase/Decrease	
	Amount	%	Amount	%	Amount	%
	(Amounts in millions)					
Power[16]	₱19,648	96	₱17,965	94	₱ 1,683	9
Other services	851	5	1,375	7	(524)	(38)
Inter-segment transactions	(115)	(1)	(164)	(1)	49	(30)
Total	**₱20,384**	**100**	**₱19,176**	**100**	**₱1,208**	**6**

Net income attributable to equity holders of the parent for the year ended December 31, 2017 increased by 6% as compared with last year as a result of (i) 5% increase in energy distributed, (ii) higher financial income from funds deployed to improve yields and (iii) adjustment on provisions following the continuing resolution of legal fiscal matters.

CHANGES IN FINANCIAL POSITION

Utility Plant and Others

[16] *Ibid.*

The ₱5,060 million increase in utility plant and others was due to completed construction of new electric distribution-related facilities and upgrade in major rehabilitation of existing electrical facilities totaling to about ₱11,969 million, offset by depreciation and amortization of ₱6,929 million for the year.

Investments in Associates and Interests in Joint Ventures

The net increase of ₱522 million in investments in associates and interests in joint ventures was primarily due to infusion of additional capital into *RP Energy*, AF Payments, Inc. ("*AF Payments*") and *Pure Meridian* and new equity investment in Powersource First Bulacan Solar, Inc. ("*First Bulacan*"), the solar power entity of *MERALCO*, offset by dividends received during the year.

In December 2017, *RSIC* issued new common shares to Pioneer Insurance and Surety Corporation resulting in dilution of *MERALCO*'s ownership interest to 49%.

Deferred Tax Assets

The increase in deferred tax assets was mainly related to provisions recognized during the year.

Financial and Other Noncurrent Assets

Other noncurrent assets decreased as a result of a) sale of *AFS* investments and b) reclassification of *HTM* investments maturing within one year as part of other current assets account. Also, in 2016, retirement surplus was recognized as a result of higher fair value of the plan assets compared with the defined benefit obligation, while in 2017, defined benefit obligation was higher than fair value of the plan assets.

Cash and Cash Equivalents

The decrease in cash and cash equivalents was mainly due to payments of cash dividends and capital expenditures during the year, offset by cash generated from operations and net proceeds in the sale of *AFS* and *HTM* investments.

Trade and Other Receivables

Trade and other receivables increased mainly due to the higher average customer retail rate in December 2017 compared with the average retail rate in December 2016, and higher billed accounts.

Financial and Other Current Assets

The increase in other current assets was due to reclassification of maturing *HTM* investments from noncurrent assets account.

Provisions

The decrease in provisions represents the net settlement and adjustments during the year.

Other Noncurrent Liabilities

Other noncurrent liabilities pertain to estimated liabilities for regulatory and tax matters, among others. Additional obligations were recognized during the year.

Interest-Bearing Long-Term Financial Liabilities

Interest-bearing long-term financial liabilities decreased by ₱2,202 million mainly due to pre-termination of floating rate term loan and partial payment of fixed rate loan.

Notes Payable

Notes payable increased by ₱2,110 million mainly due to availment of short-term loan by *MERALCO.*

LIQUIDITY AND CAPITAL RESOURCES

The following tables show the cash flows for the years ended December 31, 2019, 2018 and 2017 as well as the capitalization and other selected consolidated financial data as at December 31, 2019 and 2018:

	For the Years Ended December 31		
	2019	**2018**	**2017**
		(Amounts in millions)	
Cash Flows			
Net cash provided by operating activities	₱42,431	₱40,146	₱28,385
Net cash used in investing activities	20,393	35,754	10,558
Net cash used in financing activities	20,247	13,858	18,546
Net increase (decrease) in cash and cash equivalents	1,791	(9,466)	(719)
Capital Expenditures		11,966	13,432

	2019	**2018**
	(Amounts in millions)	
Capitalization		
Interest-bearing long-term financial liabilities		
Current	₱5,115	₱1,843
Noncurrent	12,745	24,745

Notes payable	23,393	13,428
Equity attributable to equity holders of the parent	84,230	82,042
Other Selected Financial Data		
Total assets	357,019	336,251
Utility plant and others	151,441	139,846
Cash and cash equivalents	38,262	36,471

As at December 31, 2019, cash and cash equivalents amounted to ₱38,262 million, ₱1,791 million higher compared with ₱36,471 million as at December 31, 2018. Following are the significant cash flow activities for the year ended December 31, 2019: (i) cash generated from operations amounting to ₱42,431 million; (ii) availment of notes payable amounting to ₱10,179 million; (iii) proceeds from maturity of short-term investments of ₱41,618 million; offset by (iv) short-term investments of ₱37,957; (v) payment of capital expenditures of ₱19,986 million; (vi) payment of cash dividends of ₱18,008 million; (vii) payments of interest-bearing long-term financial liabilities of ₱8,712 million; and (viii) additional investment in associates and joint ventures of ₱6,421 million.

Debt Financing

In December 2013, *MERALCO* offered, sold and issued by way of public offering in the Philippines, 7- and 12-year corporate bonds, puttable in five (5) and 10 years, respectively, with an aggregate principal amount of up to ₱15.5 billion and with an overallotment option of up to ₱5.0 billion. The 12-year corporate bonds also include a call option, whereby *MERALCO* may redeem (in whole but not in part only) the outstanding bonds on the 7th year from issue date at the early redemption price of 101.0%. The put and call options are clearly and closely related to the host instruments, and thus, were not recognized separately.

The Bonds are listed on and traded through the Philippine Dealing and Exchange Corporation.

The net proceeds of the bonds were utilized for refinancing certain loans including principal payments, accrued interest, prepayment penalties and other financing costs.

Holders of the 7-year bonds totaling ₱8.32 billion exercised the put option, which were settled by the *MERALCO* in March 2019. As at December 31, 2019, the outstanding balance of the 7-year bonds was ₱3.2 billion and classified as part of current portion of interest-bearing long-term financial liabilities.

MERALCO's loan agreements require compliance with debt service coverage of 1.1 times calculated at specific measurement dates. The agreements also contain restrictions with respect to creation of liens or

encumbrances on assets, issuance of guarantees, mergers or consolidations, disposition of a significant portion of its assets and related party transactions.

As at December 31, 2019, *MERALCO* is in compliance with all of the covenants of its loan agreements.

Equity Financing

MERALCO's preferred shares are presented as debt with the dividends declared recorded as interest expense. Accumulated and unpaid dividends were accrued and classified as accrued interest payable. Coupon rate on such preferred share is fixed at 10%. The preferred shares were issued related to service applications, which required extension or new distribution facilities beyond a specific distance or standard provisions. Beginning
April 8, 2005, such requirement was discontinued. Instead, as provided in the "Implementing Guidelines of the Magna Carta for Residential Electricity Consumers", customers were required to advance the costs of extension of lines and installation of additional facilities. All of the outstanding preferred shares have been called for redemption as at June 30, 2011, consistent with the terms of the Preferred Shares Subscription Agreement. Total unclaimed dividends amounted to ₱250 million as at December 31, 2019 and December 31, 2018. Interest is no longer accrued when the preferred shares have been called.

As at December 31, 2019 and 2018, *MERALCO*'s capital stock consists of : (Amounts in millions except par value and number of shares)

Common stock - ₱10 par value	
Authorized - 1,250,000,000 shares	₱12,500
Issued - 1,127,271,117 shares	11,273
Treasury - 172,412 shares	(11)

Treasury shares represent subscribed shares and the related rights of employees who have opted to withdraw from the Employee Stock Purchase Plan *("ESPP")* in accordance with the provisions of the *ESPP* and which *MERALCO* repurchased.

The following are the cash dividends declared on common shares in 2019, 2018 and 2017:

Declaration Date	Record Date	Payment Date	Dividend Per Share	Amount
				(In millions)
July 29, 2019	August 20, 2019	September 20, 2019	₱5.46	₱6,158

February 26, 2019	March 22, 2019	April 15, 2019	10.59	11,941
July 30, 2018	August 29, 2018	September 24, 2018	5.31	5,985
February 26, 2018	March 28, 2018	April 25, 2018	8.07	9,090
August 3, 2017	August 30, 2017	September 22, 2017	8.93	10,059
February 27, 2017	March 27, 2017	April 21, 2017	9.30	10,482

On February 24, 2020, the *BOD* of *MERALCO* approved the declaration of cash dividends of ₱10.395 a share to all shareholders of record as at March 20, 2020, payable on April 15, 2020.

The *BOD*-approved dividend policy of *MERALCO* consists of (i) regular cash dividends equivalent to 50% of *CCNI* for the year, and (ii) special dividend determined on a "look-back" basis. Declaration and payment of special dividend are dependent on the availability of unrestricted retained earnings and availability of free cash. The declaration, record and payment dates shall be consistent with the guidelines and regulations of the Philippine *SEC*.

RISK FACTORS

Meralco conducts an annual risk and control assessment across the company to identify, assess and prioritize the most significant risks affecting the Company. The Executive Management, through its Chief Executive Office and Chief Risk Officer, reports to the Risk Management Committee (RMC) of the Board the key enterprise risks, the risk management strategies and action plans to address the identified risks. The major risks/factors affecting the company financial position and results of operations are listed below:

- Regulated rates and cost recoveries
- Sales volume and Philippine economic conditions
- Electricity supply
- Industry restructuring

Regulated Rates and Cost Recoveries

The most significant determinants of *MERALCO*'s and *Clark Electric*'s rate structure vis-à-vis operating results are "valuation of regulatory asset base ("*RAB*"), "allowable return" and "permitted cost recoveries". Distribution rates billed by *MERALCO* and *Clark Electric* are approved by the *ERC* and are set at rates that allow a reasonable rate of return on investments. *MERALCO* and *Clark Electric*'s rate structure also allows pass-through of certain purchased power costs, *SL* charge up to an annual cap enforced by the *ERC*, taxes, among others.

Performance-Based Regulations ("PBR")

MERALCO is among the Group A entrants to the *PBR*, together with two (2) other private distribution utilities ("*DU*s").

Rate setting under *PBR* is governed by the Rules for Distribution Wheeling Rates ("*RDWR*"). The *PBR* scheme sets tariffs once every Regulatory Period *("RP")* based on the *RAB* of each *DU*, and the required operating and capital expenditures ("*OPEX*" and "*CAPEX*", respectively) to meet operational performance and service level requirements responsive to the needs for adequate, reliable and quality power, efficient service, and growth of all customer classes in the franchise area as approved by the *ERC. PBR* also employs a mechanism that penalizes or rewards a *DU* depending on its network and service performance.

Rate filings and settings are done on a *RP* basis. One (1) *RP* consists of four (4) Regulatory Years ("*RY*s"). A *RY* for *MERALCO* begins on July 1 and ends on June 30 of the following year. The 5th *RP* for the Group A *DU*s began on July 1, 2019 and shall end on June 30, 2023.

Clark Electric is among the four (4) Group D entrants to the *PBR*. Similar to *MERALCO*, it is subject to operational performance and service level requirements approved by the *ERC*. A *RY* for *Clark Electric* begins on October 1 and ends on September 30. The 3rd *RP* for *Clark Electric* began October 1, 2015 and ended on September 30, 2019. *Clark Electric* has yet to undergo the 3rd *RP* and is awaiting the release by the *ERC* of the final rules. *Clark Electric* is operating in the first *RY* of the 4th *RP*.

Sales Volume and Philippine Economic Conditions

The sale of electricity is driven mainly by prevailing economic conditions and the number of customers being served by *MERALCO*. The output from *MERALCO*'s franchise area accounts for more than 50% of the Philippines *GDP*, with 37% of the total sales generated in Metro Manila.

For the year ended December 31, 2019, *MERALCO* and *Clark Electric*'s combined energy sales volume was
46,871 *GWh*, 6% higher compared with 44,313 *GWh* in 2018, largely on account of the *MERALCO* volumes.

The rapidly expanding *POGO* and the steady contribution of the *BPO* sectors are creating a new breed of condominium dwellers and a growing customer base outside Metro Manila. Food and beverage retailers account for 40% of total commercial spaces. The hotel and restaurant business continued to grow during the year.

Consolidated industrial sales volume grew moderately at 4% accounting for 29% of the total volume, driven largely by construction and consumer spending. The moderate growth is attributable to the slow year-on-year sales of the semiconductor industry. The Government's Build, Build, Build program provided additional sales with the following infrastructure projects to be operational in 2020: North Luzon Expressway-South Luzon Expressway ("*NLEx-SLEx*") Connector Road, Cavite-Laguna Expressway ("*CALAX*"), C5 South Link and the Light Rail Transit 2 ("*LRT2*") Extension. The food and beverage, non-metallic, and plastic and rubber industries continue to provide the industrial sales volume growth.

Electricity Supply

The electricity distributed by *MERALCO* and *Clark Electric* are contracted through *PSA*s with generators and long-term *PPA* with *IPPs*. The remaining balance is purchased from the *WESM*. *WESM* is a venue where suppliers and buyers trade electricity as a commodity.

On September 26, 2018, *IEMOP* took over *WESM* from the *PEMC* in compliance with the mandate of Republic Act 9136, otherwise known as the Electric Power Industry Reform Act ("*EPIRA*"), for *WESM* to be run by an independent operator. Under the policy and regulatory oversight of the *DOE* and *ERC*, *PEMC* will remain as governing body for *WESM* to monitor compliance by the market participants with the market rules.

IPPs

MERALCO

First Gas Power Corporation ("FGPC") and FGP Corp. ("FGP")

In compliance with the *DOE*'s program to create a market for Camago-Malampaya gas field and enable its development, *MERALCO* has committed to contract 1,500 *MW* of the 2,700 *MW* output of the Malampaya gas field.

Accordingly, *MERALCO* entered into separate 25-year *PPA*s with *FGPC* (March 14, 1995) and *FGP* (July 22, 1999) for a minimum number of *kWh* of the net electric output of the Sta. Rita and San Lorenzo power plants, respectively, from the start of their commercial operations. The *PPA* with *FGPC* terminates on
August 17, 2025, while that of *FGP* ends on October 1, 2027.

On January 7, 2004, *MERALCO*, *FGP* and *FGPC* signed an Amendment to their respective *PPA*s. The negotiations resulted in certain new conditions including the assumption of *FGP* and *FGPC* of community taxes at current tax rate, and subject to certain conditions increasing the discounts on excess generation,

payment of higher penalties for non-performance up to a capped amount, recovery of accumulated deemed delivered energy until 2011 resulting in the non-charging of *MERALCO* of excess generation charge for such energy delivered beyond the contracted amount but within a 90% capacity quota. The amended terms under the respective *PPA*s of *FGP* and *FGPC* were approved by the *ERC* on May 31, 2006.

Under the respective *PPA*s of *FGP* and *FGPC*, the fixed capacity fees and fixed operating and maintenance fees are recognized monthly based on the actual Net Dependable Capacity tested and proven, which is usually conducted on a semi-annual basis.

QPPL

MERALCO entered into a *PPA* with *QPPL* on August 12, 1994, which was subsequently amended on December 1, 1996. Under the terms of the amended *PPA*, *MERALCO* is committed to purchase a specified volume of electric power and energy from *QPPL*, subject to certain terms and conditions. The *PPA* is for a period of 25 years from the start of commercial operations up to July 12, 2025.

In a Letter Agreement signed on February 21, 2008, the amount billable by *QPPL* included a transmission line charge reduction in lieu of a previous rebate program. The Letter Agreement also provides that *MERALCO* make advances to *QPPL* of US$2.85 million per annum for 10 years beginning 2008 to assist *QPPL* in consideration of the difference between the transmission line charge specified in the Transmission Line Agreement ("*TLA*") and the *ERC*-approved transmission line charge in March 2003. *QPPL* shall repay *MERALCO* the same amount at the end of the 10-year period in equal annual payments without adjustment. However, if *MERALCO* is able to dispatch *QPPL* at a plant capacity factor of no less than 86% in any particular year, *MERALCO* shall not be required to pay US$2.85 million on that year. This arrangement did not have any impact on the rates to be charged to consumers and hence, did not require any amendment in the *PPA*, as approved by the *ERC*.

Committed Energy Volume to be Purchased

The following are forecasted purchases/payments to *FGPC*, *FGP* and *QPPL* corresponding to the Minimum Energy Quantity ("*MEQ*") provisions of the contracts. The forecasted fixed payments include capacity charge and fixed operation and maintenance cost escalated using the U.S. and Philippine Consumer Price Index.

Year	MEQ	Equivalent Amount
	(In million kwh)	*(In Millions)*

2020	14,195	₱25,218
2021	14,195	25,733
2022	14,195	26,881
2023	14,195	26,926
2024-2030	33,194	58,624

Power Supply Generators Under PSAs

MPPCL

The *ERC,* for the *MPPCL* case, issued an Order dated October 11, 2016 resolving to consider *MERALCO*'s "Manifestation and Motion" as a new application for approval of *PSA*. In view of the said Order, *MERALCO* and *MPPCL* filed a Joint Application for approval of the supplemental agreement extending the term of their *PSA* for an additional three (3) years. The initial hearing for the case was set on May 25, 2017 and a series of hearings ensued, however, a petition for intervention and opposition was filed by a consumer group, mainly on the ground that the parties, in extending the *PSA*, failed to conduct a *CSP*, thus, omitting a key policy and regulatory requirement of the *DOE* and *ERC* in assuring the least cost of electricity supply procured by *MERALCO* in order to oppose the extension of the *PSA.* As at February 24, 2020, the hearing of the case is suspended, while the parties await the resolution of the *ERC*.

TLI

On January 1, 2018, the *Tax Reform for Acceleration and Inclusion* ("*TRAIN*") Law became effective. Among other things, the *TRAIN* Law increased the excise tax on coal from ₱10.00 per metric ton to ₱50.00 per metric ton, effective January 1, 2018. This tax is to increase year on year, up to ₱150.00 per metric ton for coal, beginning January 1, 2020. Under *MERALCO*'s *PSA* with *TLI,* should there be any increase in existing charges, fees, taxes, duties assessments, or other similar amounts, a party to the *PSA* may claim the same as a charge due to change in law, upon *ERC* approval thereof. On July 19, 2018, *MERALCO* and *TLI* filed a joint application for the approval of recovery of the increase in excise tax as a result of the implementation of the *TRAIN* Law. On November 9, 2018, the parties filed their joint *FOE*. In its Order dated December 11, 2018, the *ERC* granted the parties interim relief authorizing the implementation of the recovery of the increase in excise tax as a result of the implementation of the *TRAIN* Law, subject to certain conditions. On December 27, 2019, *MERALCO* filed a Manifestation with the *ERC* manifesting that, in view of the billing of *TLI* and its submission of the validation of its third party auditor and *DOE* Certification, the implementation of the additional coal excise tax will be reflected in *MERALCO*'s January 2020 billing to its customers.

SBPL

On May 30, 2014, *MERALCO* signed a long-term *PSA* for a 455 *MW* net capacity and electric output with *SBPL*.

On June 2, 2014, *MERALCO* filed an application with the *ERC* for approval of its *PSA* with *SBPL*.
On May 19, 2015, *MERALCO* received the *ERC* Decision with modification for the approval of the *PSA* between *MERALCO* and *SBPL*.

SBPL has completed the construction of a supercritical coal-fired power plant in Mauban, Quezon, which was commissioned in September 2019.

On September 26, 2019, *MERALCO* and *SBPL* began implementation of the *PSA* with the *ERC*'s grant to *SBPL* of a permit to operate, subject to *ERC*'s subsequent issuance to *SBPL* of a certificate of compliance.

Panay Energy Development Corporation ("PEDC")

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *PEDC* for the purchase of up to 70 *MW* of electric output from the 150 *MW* coal-fired power generating facility that *PEDC* owns and operates in Brgy. Ingore,
La Paz, Iloilo. In its letter dated November 23, 2016, the *ERC* informed *MERALCO* that *ERC* has provisionally approved the *PSA* between *MERALCO* and *PEDC* in its Order dated July 11, 2016. On January 10, 2017, *MERALCO* and *PEDC* filed their Joint Motion to Admit the *FOE* with Joint Urgent Motion for Early Resolution of the Application, seeking to, among other things, already source 70 *MW* from *PEDC* beginning January 28, 2017 in order to temper the anticipated additional burden that the *SPEX*-Malampaya outage may bring to end-users. On March 3, 2017, *PEDC* filed a Motion partially seeking reconsideration of the provisional rate approved under the *PSA*. On October 3, 2017, *PEDC* filed a Supplemental Motion for Reconsideration. On April 30, 2018, *MERALCO* received *PEDC*'s Manifestation and Motion praying that *MERALCO* be authorized by the *ERC* to collect from its customers the difference between the provisional rate approved by the *ERC* and the rates originally applied for under the *PSA*. As at February 24, 2020, further *ERC* action is pending.

Meanwhile, several consumers filed their petitions to intervene. On July 19, 2017, *MERALCO* filed its consolidated opposition to these petitions. On August 30, 2017, the *ERC* issued an order denying the requests for intervenor status but treating them instead as oppositors. Oppositors filed their respective

*MR*s, which the *ERC* likewise denied in an Order dated November 17, 2017. On January 15, 2018, the *ERC* conducted a hearing for the purpose of giving intervenor, a consumer group, a chance to present its evidence. However, due to its unjustified and continued absence, the consumer group was deemed to have waived its right to present its evidence. Thus, the *ERC* deemed the case submitted for decision. On January 19, 2018, *MERALCO* received a motion filed by an oppositor before the *CA* seeking additional time to file a Petition for Review. In a decision dated February 28, 2018, the *CA* denied the Petition, prompting the oppositor's filing of an *MR*. On
December 3, 2018, *MERALCO* received the *CA*'s Notice of Resolution granting the oppositor's *MR* without necessarily giving due course to the oppositor's Petition for Review and requiring *MERALCO* and *PEDC* to file their respective comments thereto. *MERALCO* and *PEDC* have filed their respective comments. On December 7, 2018, *MERALCO* filed its Comment with Opposition to the *CA*'s Resolution. As at February 24, 2020, the case is awaiting further action from the *CA*.

In the meantime, on May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on October 8, 2019, *MERALCO* filed a Manifestation that it has requested *DOE* for exemption from *CSP* for a *PSA* with *PEDC* for an additional period up to one (1) year and preparations for the implemented term of their *PSA* (i.e., not covered by *CSP* exemption) is already underway. On January 15, 2020, the *DOE* issued a *CSP* exemption for a period of one (1) year from August 26, 2019 to August 25, 2020.

Philpodeco

On May 15, 2014, *MERALCO* and *Philpodeco* executed a *PSA*. *Philpodeco* operates three (3) run-of-river hydro power plants, namely: (i) Palakpakin, a 448 *kW* hydro power plant located at Barangay Prinza, Calauan, Laguna; (ii) Calibato, a 75 *kW* Calibato hydro power plant located at Barangay Sto. Angel, San Pablo City, Laguna; and (iii) Balugbog, a 528 *kW* hydro power plant located at Barangay Palina, Nagcarlan, Laguna. The *PSA* has a term of five (5) years from the delivery period commencement date.

On June 2, 2014, *MERALCO* filed an application with the *ERC* for the approval of its *PSA* with *Philpodeco.* This *PSA* provides that *MERALCO* shall accept all the energy deliveries of *Philpodeco* as measured by the latter's billing meter. Hearings on this case have been completed and *MERALCO* has submitted its *FOE*. On January 25, 2019, *MERALCO* filed an Urgent Motion to Resolve the case. On May 22, 2019, *MERALCO* filed a Manifestation with Motion to Resolve seeking *ERC* confirmation of the extension of the term of the *PSA* with *Philpodeco* from May 15, 2019 to October 25, 2019. On October 24, 2019, *MERALCO* wrote *DOE* asking for exemption form the requirement for *CSP* for a further extension of the term of the *PSA* with *Philpodeco* from
October 25, 2019 to May 15, 2020. On even date, *MERALCO* also filed a Manifestation with Motion to Resolve seeking *ERC* confirmation of the said extension of term. In its letter to *Philpodeco* dated December 18, 2019, the *DOE* has taken the position that "*xxx [u]nder Section 45(b) of Republic Act No.*

9136, ERC is the sole authority mandated to review and approve PSAs." As at February 24, 2020, the case is pending decision by the *ERC*.

Solar Philippines Tarlac Phase 2

On February 22, 2019, after being declared the winning power supplier in a *CSP*, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 50 *MW* of electric output from Phase 2 of its solar plant in Tarlac. The application for approval of the *PSA* with *Solar Philippines Tarlac* was filed on March 18, 2019. As at February 24, 2020, the case is pending decision by the *ERC*.

Under the *PSA*s approved by the *ERC*, fixed capacity fees and fixed operating maintenance fees are recognized monthly based on their contracted capacities. The annual projection of these payments is shown in the table below:

Year	Contracted Capacity	Fixed Payment Amount
	(In Megawatt)	*(In millions)*
2020	3,133	₱63,970
2021	2,575	60,390
2022	2,575	61,461
2023	2,575	62,346
2024-2030	11,305	304,101

PSAs with Application for Approval with the ERC

Pangea Green Energy Philippines, Inc. ("*PGEP*")

On May 31, 2012, *MERALCO* signed a *CSE* with *PGEP,* a biomass power plant located in Payatas, Quezon City using methane gas extracted from the Payatas landfill as its fuel. Its plant has a total nominal generating capacity of 1,236 *kW*. The *CSE* is for a period of two (2) years from the delivery period commencement date.

On June 15, 2012, *MERALCO* filed an application for approval of the *CSE*. On August 28, 2012, the *ERC* issued an Order provisionally approving the application. On August 29, 2013, the *ERC* extended the provisional authority in its Order dated August 12, 2013. On March 2, 2015, *MERALCO* and *PGEP* executed a Letter of Agreement extending the *CSE* until February 29, 2016. On March 4, 2015, *MERALCO* filed a Manifestation with Motion with the *ERC* for the approval of the extended term. On September 16, 2015, *MERALCO* received a letter from *PGEP* seeking the termination of the *CSE* effective October 15, 2015. The termination of the *CSE* was thereafter formalized in the Letter Agreement dated October 29, 2015 where the parties agreed to terminate the *CSE* effective October 9, 2015, which was *PGEP*'s Facility

Registration Date with the *WESM*. On
January 8, 2016, *MERALCO* filed a Manifestation with Motion with the *ERC* seeking approval of the extended term of March 4, 2015 until October 9, 2015. On May 17, 2018 and January 25, 2019, *MERALCO* filed Urgent Motions to Resolve the case. In its Order dated February 18, 2019, the *ERC* directed *MERALCO* to submit certain documents to facilitate its evaluation of the application. On March 29, 2019, *MERALCO* filed its Compliance with Manifestation. As at February 24, 2020, the contract term has expired and any Decision remains pending with the *ERC*.

TMO

On March 4, 2013, *MERALCO* signed an Interconnection Agreement with *TMO* for their 243 *MW* generating facility at the Navotas Fish Port Complex, Navotas City, which is an interconnection at *MERALCO*'s Grace Park-Malabon 115 *kV* line. *TMO* is an embedded generator. *TMO* shall construct at its own cost, operate and maintain the 115 *kV* line connecting its generating facility to *MERALCO*'s system. *TMO* and *MERALCO* subsequently signed a Supplement to the Interconnection Agreement dated July 3, 2014 covering the construction of a second line from the connection point at the Grace Park-Malabon 115 *kV* line to the *TMO* switchyard.

On September 27, 2013, *MERALCO* signed a *PSA* with *TMO* for the output of the barge-mounted, bunker oil-fired diesel engines moored at the Fish Port Complex in Navotas, Manila. On September 30, 2013, *MERALCO* filed an application with the *ERC* for the approval of the *PSA*. In an Order dated November 4, 2013, the *ERC* granted the prayer for provisional authority. After hearing and submission of the required documents, including the *FOE*, the case is now submitted for decision.

On December 17, 2014, *MERALCO* and *TMO* entered into an Amendment to the *PSA* based on the power situation outlook for 2015 and 2016 issued by the *NGCP* that the reserve capacity will be below the Contingency Reserves due to the maintenance shutdowns and forced outages of major power plants in Luzon. The amendment to the *PSA* was filed for approval with the *ERC* on January 21, 2015. In an Order dated
April 6, 2015, the *ERC* approved the amendment in the *PSA* between *MERALCO* and *TMO* with modification. In an Order dated July 1, 2015, the *ERC* clarified that the provisional approval, while not specifically modifying nor stating any condition with respect to the implementation of the outage provisions

of the amendment, covers the increase in outage allowance and the minor change in operating procedures.

On June 16, 2015, *MERALCO* received the Omnibus Motion for Partial Reconsideration and Deferment of Implementation of the Order dated April 6, 2015; Urgent Resolution of the Application; and Confidential Treatment filed by *TMO*.

In an Order dated April 5, 2016, the *ERC* ruled that the provisional authority granted to *MERALCO* and *TMO* is extended unless revoked or made permanent. On June 10, 2016 and July 5, 2016, respectively, *MERALCO* and *TMO* filed a Motion for Clarification of the *ERC* Order dated April 5, 2016. Said motions are still pending decision by the *ERC*. On January 3, 2017, *MERALCO* filed a Manifestation with Motion informing the *ERC* of the extension of the term of the *PSA* from June 26, 2017 to June 25, 2018. In an Order dated
June 6, 2017, the *ERC* noted *MERALCO*'s Manifestation and Motion and confirmed one (1) year extension of the *PSA*. *MERALCO* and *TMO* were further directed to strictly comply with the provisions of *ERC* Resolution No. 1, Series of 2016, in particular, the one (1) time limit for renewal of the *PSA*. As at February 24, 2020, the contract term has expired and the Decision remains pending with the *ERC*.

Solar Philippines Tarlac Phase 2

On February 22, 2019, after being declared the winning power supplier in a *CSP*, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 50 *MW* of electric output from Phase 2 of its solar plant in Tarlac. The application for approval of the *PSA* with *Solar Philippines Tarlac* was filed on March 18, 2019. As at February 24, 2020, the case is pending decision by the *ERC*.

FNPC

Following conduct and completion of a *CSP*, *MERALCO* confirmed effectivity of the *PSA* with *FNPC* dated December 13, 2017, for the purchase of 414 *MW* electric energy generated by the San Gabriel Gas Plant beginning *ERC* approval and ending on February 23, 2024. A joint application for approval of the *PSA* with *FNPC* was filed on March 19, 2018. In an Order dated June 5, 2018, *ERC* granted interim relief to provisionally implement the *PSA*. On June 26, 2018, *MERALCO* and *FNPC* implemented the *PSA* based on the June 5, 2018 Order of the *ERC*. On August 8, 2018, a party filed an intervention to the case. *MERALCO* and *FNPC* filed their Comment/Opposition to said intervention. *FNPC* thereafter filed a Compliance with Motion for Confidential Treatment of Information. Thereafter, the pre-trial conference on

the case was concluded. As at February 24, 2020, the parties are awaiting the order of the *ERC* resolving the intervention and *FNPC's* Compliance with Motion and setting the case for another hearing.

RP Energy

On April 20, 2016, *MERALCO* signed a 20-year *PSA* with *RP Energy* for the purchase of 225 *MW* capacity and energy from the first 300 *MW* unit of 2 x 300 *MW* coal-fired power plant that *RP Energy* intends to construct, own, operate, manage and maintain in Subic, Zambales, within the Subic Bay Freeport Zone. On April 29, 2016, the Joint Application for approval of the said *PSA* was filed with the *ERC*.

On May 17, 2019, *MERALCO* received a copy of an *SC* Decision dated May 3, 2019 declaring the first paragraph of *ERC* Resolution No. 13 Series of 2015 and *ERC* Resolution No. 1 of 2016 void. As such, all *PSA* applications submitted by *DU*s to the *ERC* for approval on or after June 30, 2015 are required to undergo *CSP*. Consequently, on June 14, 2019, *MERALCO* and *RP Energy* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated August 13, 2019, the *ERC* granted the parties' Joint Urgent Motion.

A1E

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *A1E* for the purchase of 1,200 *MW* of electric output from the 2 x 600 *MW* supercritical coal-fired power generating facility that *A1E* intends to construct, own, operate, manage and maintain in Atimonan, Quezon. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. The Energy Investment Coordinating Council, through the *DOE*, has granted the *A1E* project a Certificate of Energy Project of National Significance ("*CEPNS*") for commerciality. On May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on July 14, 2019, *MERALCO* and *A1E* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated August 13, 2019, the *ERC* granted the parties' Joint Urgent Motion.

St. Raphael

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *St. Raphael* for the purchase of up to 400 *MW* of electric output from the 2 x 350 *MW* coal-fired power generating facility that *St. Raphael* intends to construct, own, operate, manage and maintain in Calaca, Batangas. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. On May 17, 2019, *MERALCO* received the *SC*

Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. On October 4, 2019, *MERALCO* and *St. Raphael* filed a Joint Urgent Motion to Withdraw the Joint Application. As at February 24, 2020, the parties are awaiting *ERC*'s action on the Joint Urgent Motion.

Central Luzon Premiere Power Corp. ("*Central Luzon Power*")

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *Central Luzon Power* for the purchase of up to 528 *MW* of electric output from the 4 x 150 *MW* circulating fluidized bed coal-fired power generating facility that *Central Luzon Power* intends to construct, own and operate in Pagbilao, Quezon. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. In its Order dated January 25, 2017, the *ERC* held the processing of the application in abeyance. On March 2, 2017, *MERALCO* received the *MR* of *Central Luzon Power* on the said *ERC* Order. In an Order dated March 20, 2018, *ERC* directed *MERALCO* and *Cental Luzon Power* to submit a written explanation on the status of the *ECC* application, or in the alternative, should the *ECC* be ready, to submit the same to the *ERC. Central Luzon Power* filed a pleading explaining status of the *ECC* application. On May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on August 29, 2019, *MERALCO* and *Cental Luzon Power* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated September 11, 2019, the *ERC* granted the parties' Joint Urgent Motion.

Mariveles Power

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *Mariveles Power* for the purchase of up to 528 *MW* of electric output from the 4 x 150 *MW* circulating fluidized bed coal-fired power generating facility that *Mariveles Power* intends to construct, own and operate in Mariveles, Bataan. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. In its Order dated August 9, 2016, the *ERC* held the processing of the application in abeyance. On September 30, 2016, *Mariveles Power* filed a *MR* of the said *ERC* Order. In an Order dated March 20, 2018, *ERC* directed *MERALCO* and *Mariveles Power* to submit a written explanation on the status of the *ECC* application, or in the alternative, should the *ECC* be ready, to submit the same to the *ERC. Mariveles Power* filed a pleading explaining status of the *ECC* application. On
May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. On August 29, 2019, *MERALCO* and *Mariveles*

Power filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated September 11, 2019, *ERC* granted the parties' Joint Urgent Motion.

PEDC

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *PEDC* for the purchase of up to 70 *MW* of electric output from the 150 *MW* coal-fired power generating facility that *PEDC* owns and operates in Brgy. Ingore, La Paz, Iloilo. In its letter dated November 23, 2016, the *ERC* informed *MERALCO* that the *ERC* has provisionally approved the *PSA* between *MERALCO* and *PEDC* in its Order dated July 11, 2016. On January 10, 2017, *MERALCO* and *PEDC* filed their Joint Motion to Admit the *FOE* with Joint Urgent Motion for Early Resolution of the Application, seeking to, among other things, already source 70 *MW* from *PEDC* beginning January 28, 2017 in order to temper the anticipated additional burden that the *SPEX*-Malampaya outage may bring to end-users. On March 3, 2017, *PEDC* filed a Motion partially seeking reconsideration of the provisional rate approved under the *PSA*. On October 3, 2017, *PEDC* filed a Supplemental Motion for Reconsideration. On April 30, 2018, *MERALCO* received *PEDC*'s Manifestation and Motion praying that *MERALCO* be authorized by the *ERC* to collect from its customers the difference between the provisional rate approved by the *ERC* and the rates originally applied for under the *PSA*. As at February 24, 2020, further *ERC* action is pending.

Meanwhile, several consumers filed their petitions to intervene. On July 19, 2017, *MERALCO* filed its consolidated opposition to these petitions. On August 30, 2017, the *ERC* issued an order denying the requests for intervenor status but treating them instead as oppositors. Oppositors filed their respective *MR*s, which the *ERC* likewise denied in an Order dated November 17, 2017. On January 15, 2018, the *ERC* conducted a hearing for the purpose of giving intervenor, a consumer group, a chance to present its evidence. However, due to its unjustified and continued absence, the consumer group was deemed to have waived its right to present its evidence. Thus, the *ERC* deemed the case submitted for decision. On January 19, 2018, *MERALCO* received a motion filed by an oppositor before the *CA* seeking additional time to file a Petition for Review. In a decision dated February 28, 2018, the *CA* denied the Petition, prompting the oppositor's filing of an *MR*. On
December 3, 2018, *MERALCO* received the *CA*'s Notice of Resolution granting the oppositor's *MR* without necessarily giving due course to the oppositor's Petition for Review and requiring *MERALCO* and *PEDC* to file their respective comments thereto. *MERALCO* and *PEDC* have filed their respective comments. On December 7, 2018, *MERALCO* filed its Comment with Opposition to the *CA*'s Resolution. As at February 24, 2020, the case is awaiting further action from the *CA*.

In the meantime, on May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on October 8, 2019, *MERALCO* filed a Manifestation that it has requested *DOE* for exemption from *CSP* for a *PSA* with *PEDC* for an additional period up to one (1) year and preparations for the implemented term of their *PSA* (i.e., not covered by *CSP* exemption) is already underway. On January 15, 2020, the *DOE* issued a *CSP* exemption for a period of one (1) year from August 26, 2019 to August 25, 2020.

Global Luzon Energy Development Corporation ("*GLEDC*")

On April 27, 2016, *MERALCO* signed a 20-year *PSA* with *GLEDC* for the purchase of 600 *MW* of electric output from the 2 x 335 *MW* coal-fired power generating facility that *GLEDC* intends to construct, own, operate, manage and maintain in Luna, La Union. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. In its Order dated August 9, 2016, the *ERC* held the processing of the application in abeyance. On October 21, 2016, *MERALCO* received *GLEDC*'s *MR* of the said Order. On March 6, 2018, *GLEDC* filed a Manifestation updating the *ERC* of the status of its *ECC* Application. In an Order dated
March 20, 2018, *ERC* directed *MERALCO* and *GLEDC* to submit a written explanation on the status of the *ECC* application, or in the alternative, should the *ECC* be ready, to submit the same to the *ERC*. *GLEDC* initially filed a pleading explaining status of the *ECC* application. *GLEDC* thereafter filed a Compliance with the *ERC* submitting the *ECC* granted by the *DENR* and moved that the August 9, 2016 Order of the *ERC* be lifted so that the case can proceed. On June 14, 2019, *MERALCO* and *GLEDC* filed a Joint Motion to Withdraw the Joint Application. In an Order dated August 13, 2019, the *ERC* granted the parties' Joint Motion.

First Bulacan

On September 16, 2016, *MERALCO* signed a 20-year *PSA* with *First Bulacan* for the purchase of 50 *MW* of electric output from its solar plant in San Miguel, Bulacan. On February 23, 2017, after conduct of a *CSP* wherein *First Bulacan* was declared as the winning power supplier, the application for approval of the *PSA* with *First Bulacan* was filed. Hearings have been completed and *MERALCO* filed its *FOE* on July 12, 2017.

In a Decision dated June 20, 2019, the *ERC* approved the *PSA* between *MERALCO* and *First Bulacan* subject to certain conditions. The applicable rate shall be ₱4.69 per *kWh*, subject to 2% annual escalation, excluding the franchise and benefits to host communities charge.

Solar Philippines Tanauan Corporation ("*Solar Philippines Tanauan*")

On September 16, 2016, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tanauan* for the purchase of 50 *MW* of electric output from its solar plant in Tanauan, Batangas. On February 27, 2017, after conduct of a *CSP* wherein *Solar Philippines Tanauan* was declared as the winning power supplier, the application for approval of the *PSA* with *Solar Philippines Tanauan* was filed. Hearings have been completed and *MERALCO* filed its *FOE* on July 12, 2017. In a letter dated December 29, 2017, the *ERC* informed *MERALCO* and *Solar Philippines Tanauan* that the *ERC* resolved to grant an interim relief for approval of the *PSA*. However, such interim relief is not contemplated under the *PSA* and the parties have yet to implement the *PSA.*

Solar Philippines Tarlac Phase 1

On October 6, 2017, after being declared the winner power supplier in a *CSP*, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 85 *MW* of electric output from Phase one (1) of its solar plant in Tarlac. The application for approval of the *PSA* with *Solar Philippines Tarlac* was filed on October 19, 2017. Hearings have been completed and parties await *ERC* resolution on *Solar Philippines Tarlac*'s opposition to a consumer group's intervention, which shall prompt submission of case for final decision. Meanwhile, in an Order dated November 28, 2017, the *ERC* granted Interim Relief to provisionally implement the *PSA*. On July 3, 2018, *Solar Philippines Tarlac* filed a Motion for Partial Reconsideration of the said Order. *MERALCO* and *Solar Philippines Tarlac* have agreed on a way forward, subject to resolution of the Motion for Partial Reconsideration. On July 13, 2018, *MERALCO* filed its *Comment with Opposition* in so far as the adjustment of the timelines under the *PSA* is concerned. On November 26, 2018, a consumer group filed its *Comment with Opposition,* likewise with respect to *Solar Philippines Tarlac's* motion for the adjustment of the timelines under the *PSA.* In its Order dated January 23, 2019, the *ERC* partially granted the Motion for Partial Reconsideration filed by *Solar Philippines Tarlac* and allowed the 2% annual escalation under the *PSA*. On June 25, 2019, the *ERC* promulgated its Order leaving the adjustment of the timelines set under the *PSA* to the discretion of *MERALCO* and *Solar Philippines Tarlac.* As at February 24, 2020, the parties are awaiting *ERC's* final decision on the Joint Application.

Interim Power Supply Agreements ("IPSAs")

On January 24, 2017, in view of the Malampaya shutdown that was to coincide with the scheduled outage of other plants, *MERALCO* signed an *IPSA* with Strategic Power Development Corporation ("*SPDC*") for the supply of 100 *MW* per hour of electric power from 0901H to 1000H and from 2001H to 2100H, and 150 *MW* per hour of electric power from 1001H to 2000H, from January 28, 2017 until February 16, 2017. An application for approval of such *IPSA* was filed before the *ERC* on February 9, 2017. The said *IPSA* was effective immediately, on the condition that disallowances and penalties that the *ERC* may impose as a

result thereof shall be for the account of *SPDC. MERALCO* and *SPDC*, in a letter agreement dated February 15, 2017, agreed to extend the term of the *IPSA* until March 25, 2017 under the same terms and conditions of the *IPSA*. On February 16, 2017, *MERALCO* and *SPDC* filed a Joint Manifestation with Motion with the *ERC* apprising the Honorable Commission of the extended term and praying that the same be duly considered and approved accordingly. The hearings on this case have been completed and *MERALCO* filed its *FOE* on July 21, 2017.
As at February 24, 2020, the contract term has expired and *MERALCO* awaits the *ERC*'s final decision on the *IPSA.*

On April 15, 2019, in view of the *NGCP* forecast that low voltage situations will occur for the weekdays of May up to the first half of June 2019 every time the Luzon peak demand exceeds 11,200 *MW*, *MERALCO* signed
two (2) separate *IPSA*s with: (i)*MEI* for the purchase of 70 *MW* of electric power, subject to a net dependable capacity test, from April 26, 2019 to June 25, 2019, from *MEI's* Millennium Gas Turbine Power Plant in Navotas Fishport Complex, Navotas City; and (ii) *TMO* for the purchase of up to 200,000 *kW* contract capacity and associated energy, subject to restatement based on the results of capacity test, from April 26, 2019 to
April 25, 2020, from *TMO*'s 242 *MW*-installed capacity, barge-mounted, bunker-fired diesel power generating and interconnection facilities in Navotas City. For the said *IPSA*s, *MERALCO* also received the *DOE*'s grant of exemption from the requirement for *CSP*. The applications for approval of said *IPSA*s were filed before the *ERC* on April 17, 2019. In accordance with the said *IPSA*s, with the filing of the joint applications and *DOE*'s exemption, the mutual obligations to sell and purchase power under said agreements were implemented beginning April 26, 2019. On July 1, 2019, *MERALCO* filed its Compliance with Formal Offer of Evidence on the *TMO IPSA* Joint Application. Thereafter, on July 3, 2019, *MERALCO* received petitions for intervention in both cases. On July 15, 2019, *MERALCO* filed an Opposition to the petition for intervention filed in the *TMO IPSA* Joint Application considering that the same was already filed out of time. On the other hand, in light of the declarations of yellow and red alerts in the *Luzon* Grid by *NGCP, MERALCO* and *MEI,* in a Letter Agreement dated June 20, 2019, agreed to extend their *IPSA* until September 25, 2019. *MERALCO* also received the *DOE's* grant of exemption from the requirement for *CSP* for said period. Further, given continuing declarations of yellow and red alerts in the Luzon grid by *NGCP*, *MERALCO* and *MEI*, in a Letter Agreement dated September 23, 2019, agreed to further extend their *IPSA* until April 25, 2020. *MERALCO* also wrote
DOE on September 25, 2019 to request for exemption from the requirement for *CSP* for said period. In a Letter Agreement dated January 28, 2020, *MERALCO* and *MEI* agreed on another extension of their *IPSA* from
April 26, 2020 to June 25, 2020 in view of *DOE*'s forecast, presented to *MERALCO* in a meeting with the *DOE* on January 16, 2020, which showed red alert situation in the Luzon grid for the period from April to June 2020. *MERALCO* wrote *DOE* on January 29, 2020 to request for exemption from the requirement for

CSP for said period. As at February 24, 2020, the parties are awaiting further action from the *ERC* on the Joint Applications.

Clark Electric

SMEC

On March 20, 2013, *Clark Electric* and *SMEC*, as the *IPP* Administrator of the Sual coal-fired thermal power plant, entered into a *PSA* through December 25, 2019, unless terminated earlier in accordance with the terms of the Agreement. The initial contracted capacity from the plant was pegged at 55,000 *kWh* which may be increased up to 70,000 *kWh*.

On July 09, 2015, *Clark Electric* and *SMEC* filed a joint application for the amendment of the *PSA,* which prayed that *Clark Electric* be allowed to get additional supply from *SMEC* as replacement power during scheduled maintenance shutdown of the Sual Power Plant Unit 1at rate lower than that of the *WESM* rate. Although a decision has yet to be granted by *ERC* with respect to the said application, it has, nonetheless, granted *Clark Electric*'s application for Interim Power Supply Agreements for the replacement power during the outage of Sual 1 in 2016 and in 2017 through the *ERC* orders dated September 20, 2016 and September 13, 2017, respectively.

With the effectivity of *RCOA*, the various contestable customers shifted their power supply sourcing from *Clark Electric* to their respective *RES*. In line with the switching, *Clark Electric* and *SMEC* agreed to gradually lower the *PSA* contracted capacity by an aggregate of 40 *MW* in 2017 to manage the electric retail rates of its captive customers.

On October 10, 2019, *Clark Electric* and *SMEC* jointly filed an Extremely Urgent Motion for the Confirmation of the *PSA* Extension in which the *ERC* resolved to grant an interim relief to extend the implementation of the *PSA* from December 26, 2019 to December 25, 2020.

SPDC

On February 20, 2017, *Clark Electric* executed an agreement for the power supply with *SPDC*, the *IPP* Administrator of the 345 *MW* San Roque Hydroelectric Power Plant in Barangay San Roque, San Miguel, Pangasinan. *Clark Electric* and *SPDC* agreed that the latter shall supply a total of 25 *MW*, consisting of 20 *MW* (firm) and 5 *MW* (non-firm) capacities during Mondays to Saturdays, excluding national holidays from trading intervals 0901H to 2100H. This *PSA* was entered into by *Clark Electric* to diversify its source of capacity and also to mitigate its exposure to the *WESM* during the outages of its then lone power supplier, *SMEC*. The *PSA* was jointly filed by *Clark Electric* and *SPDC* on May 19, 2017 for *ERC* approval. On May 29, 2019 and

May 30, 2019, respectively, *Clark Electric* and *SPDC* received the Honorable Commission's Order dated December 19, 2019, which granted interim relief to implement the *PSA*. In view of this, the parties immediately implemented the *PSA* beginning July 2019 billing period.

On December 10, 2019, *Clark Electric* and *SPDC* filed an Extremely Urgent Motion for the Confirmation of the *PSA* Extension praying for the confirmation of the extension of the *PSA* effective December 26, 2019 to December 25, 2020. Thus, on December 19, 2019, the *ERC* issued an order which granted an interim relief to implement the said extension.

TransCo/NGCP

Clark Electric entered into a Transmission Service Agreement with *TransCo* beginning March 30, 2006 until terminated, in accordance with the Open Access Transmission Service ("*OATS*") rules.

In January 2009, by virtue of *RA* No. 9511, *NGCP* has acquired the franchise to engage in *TransCo*'s business of conveying or transmitting electricity.

Clark Electric executed a Transmission Service Agreement on December 26, 2013 with *NGCP* for the provision of necessary transmission services in accordance with the *OATS* rules for five (5) years until December 25, 2018. This was renewed for another five years until December 25, 2023.

Interconnection Agreement with Alternergy Wind One Philippine Holdings Corporation ("Alternergy")

On March 1, 2012, *MERALCO* signed an Interconnection Agreement with *Alternergy*, an embedded generator, for the latter's 90 *MW* wind farm renewable energy plant in Pililla, Rizal, which shall interconnect at *MERALCO*'s Malaya-Teresa 115 *kV* line. Under the agreement, *Alternergy* shall construct at its own cost, operate and maintain the 115 *kV* line connecting its generating facility to *MERALCO*'s system. On September 3, 2014, *MERALCO* signed a supplement to the Interconnection Agreement with *Alternergy* to temporarily connect the latter's facilities to *MERALCO*'s Malaya-Caliraya 115 *kV* line until December 31, 2015 and thereafter, proceed to the ultimate connection at the Malaya-Teresa 115 *kV* line. In its letter to *MERALCO* dated October 30, 2015, *Alternergy* expressed its intention to extend its use of the 115 *kV* line until the completion of the construction of the Phase 2 Line or until December 31, 2017. In the letter agreement dated December 2, 2015, *MERALCO* and *Alternergy* formalized the extended use of said line.

Interconnection Agreement with Alternergy Sembrano Wind Corporation ("*Alternergy Sembrano*")

On March 23, 2017, *MERALCO* signed an Interconnection Agreement with *Alternergy Sembrano*, an embedded generator, for the latter's 81 *MW* wind farm renewable energy plant in Pililla, Rizal, which shall also interconnect at *MERALCO*'s Malaya-Teresa 115 *kV* line. On May 4, 2018, *Alternergy Sembrano* filed an application with the *ERC* to develop, own and/or operate a dedicated point-to-point 115 *kV* line connecting its generating facility to *MERALCO*'s system. On November 15, 2018, the said case was submitted for decision by the *ERC*.

Interconnection Agreement with Maibarara Geothermal, Inc. ("MGI")

On December 6, 2012, *MERALCO* signed an Interconnection Agreement with *MGI*, an embedded generator, for the latter's 20 *MW* (with maximum capacity of 40 *MW*) geothermal facility plant in Sto. Tomas, Batangas, which shall interconnect at *MERALCO*'s FPIP - Los Baños 115 *kV* line. *MGI* shall construct at its own cost, operate and maintain the 115*kV* line connecting its generating facility to *MERALCO*'s system. In its Decision dated September 30, 2013, the *ERC* approved *MGI*'s application for authority to develop, own and operate dedicated point-to-point facilities to connect to the distribution system of *MERALCO*.

Interconnection Agreement with ATN Philippines Solar Energy Group, Inc. ("ATN")

On December 8, 2014, *MERALCO* signed an Interconnection Agreement with *ATN*, an embedded generator, for the latter's 25.2 *MW* solar generating facility in Rodriguez, Rizal, to be connected to *MERALCO*'s Novaliches 44 *YJ*, Diliman 435 *VU* and Parang 412 *YL* circuits. *ATN* shall construct at its own cost, operate dedicated point-to-point lines and facilities that will connect its generating facility to *MERALCO*'s system. In its Decision dated June 8, 2015, the *ERC* approved *ATN*'s application for authority to develop, own and operate a dedicated point-to-point lines and facilities.

Cagbalete Island Microgrid Electrification Expansion Capital Expenditure Project ("*Cagbalete Microgrid Project*")

On May 31, 2019, *MERALCO* filed an application dated May 29, 2019 to implement the proposed *Cagbalete Microgrid Project*. The *Cagbalete Microgrid Project* with an estimated cost of ₱219 million, will utilize a scaled-up hybrid generation system by similarly using solar photovoltaic ("*PV*") panels, diesel generators and lithium-ion battery storage as main components.

MERALCO inaugurated the first phase of its power microgrid in Cagbalete Island, Quezon Province as part of its continuing initiative of rural energization using sustainable energy. The microgrid is a hybrid generating plant that features a 60 *kW PV* system, 150 *kWh* battery energy storage, and two (2) units of 30 *kW* diesel generators, which shall provide 24 x 7 power to the residents of the island.

Industry Restructuring

Under the *EPIRA*, the Philippine power industry continues to undergo fundamental restructuring.

These restructuring measures include:

- the deregulation of, and introduction of competition in, power generation and supply activities and pricing;
- the privatization of the *NPC*'s power generating assets and *IPP* contracts;
- the unbundling of the relative costs of the various segments of the power supply chain and reflecting these in the bills to customers;
- freedom of consumers to choose electricity suppliers;
- open and non-discriminatory access in the networks of *DU*s, subject to the fulfillment of certain conditions precedent;
- the implementation of the *WESM*; and
- removal of inter-grid, intra-grid, and inter-class cross-subsidies.

ELECTRIC POWER INDUSTRY DEVELOPMENTS AND UPDATES

1. Implementation of *PBR*

As *DU*s, *MERALCO* and *Clark Electric* are subject to the rate-making regulations and regulatory policies of the *ERC.* Billings of *MERALCO* and *Clark Electric* to customers are itemized or "unbundled" into a number of bill components that reflect the various activities and costs incurred in providing electricity distribution services. The adjustment to each bill component is governed by mechanisms promulgated and enforced by the *ERC*, mainly: [i] the "Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities", which govern the recovery of pass-through costs, including over- or under-recoveries of the bill components, namely, (a) generation charge, (b) transmission charge, (c) *SL* charge, (d) lifeline and inter-class rate subsidies, and (e) local franchise tax ("*LFT*"); and [ii] the "Rules for the Setting of Distribution Wheeling Rates" ("*RDWR*"), as modified, which govern the determination of *MERALCO*'s distribution, supply, and metering charges.

The rate-setting mechanism of *Clark Electric* is likewise in accordance with the *ERC* regulations. The following is a discussion of matters related to rate-setting of *MERALCO* and *Clark Electric*:

PBR

a. MERALCO

MERALCO is among the Group A entrants to the *PBR*, together with two (2) other private *DU*s.

Rate-setting under *PBR* is governed by the *RDWR*. The *PBR* scheme sets tariffs once every Regulatory Period ("*RP*") based on the regulated asset base ("*RAB*") of each *DU*, and the required operating and capital expenditures ("*OPEX*" and "*CAPEX*", respectively) to meet operational performance and service level requirements responsive to the need for adequate, reliable and quality power, efficient service, and growth of all customer classes in the franchise area as approved by the *ERC. PBR* also employs a mechanism that penalizes or rewards a *DU* depending on its network and service performance.

Rate filings and settings are done on a *RP* basis. One (1) *RP* consists of four (4) Regulatory Years ("*RYs*"). A *RY* for *MERALCO* begins on July 1 and ends on June 30 of the following year. The 5th *RP* for Group A *DU*s began on July 1, 2019 and shall end on June 30, 2023.

Maximum Average Price ("MAP") for the 3rd RP

After rate setting process for a *RP*, *MERALCO* goes through a rate verification process for each *RY* within the *RP*. In each of *RY*s 2012, 2013, 2014 and 2015, *MERALCO* filed for the respective *MAP* with the *ERC* on the following dates:

RY	*MERALCO*'s application date	*ERC* provisional approval date	Date rate translation was implemented and reflected in customer bills
2012	June 21, 2011	October 3, 2011	October 2011
2013	March 30, 2012	June 11, 2012	July 2012
2014	April 1, 2013	June 10, 2013	July 2013
2015	March 31, 2014	May 5, 2014	July 2014

The *ERC* has provisionally approved the foregoing distribution *MAP*s for each of the *RY*. However, as at February 24, 2020, *MERALCO* continues to await for the final approval of the *ERC*.

Interim Average Rate beginning RY 2016

On June 11, 2015, *MERALCO* filed its application for the approval of a proposed interim average rate of ₱1.3939 per *kWh* and translation thereof into rate tariffs by customer category. On July 10, 2015, the *ERC* provisionally approved an interim average rate of ₱1.3810 per *kWh* and the rate translation per customer class, which was reflected in the customer bills starting July 2015. *MERALCO* has completed the presentation of its evidence and is set to file its Formal Offer of Evidence ("*FOE*") after the *ERC* rules on pending motions. As at February 24, 2020, the *ERC*'s ruling on these motions is pending.

In a letter dated June 14, 2019, *MERALCO* advised the *ERC* that it shall continue implementing the existing *ERC*-approved interim average rate pending the regulatory reset process. In a letter dated July 4, 2019, the *ERC* authorized the continued implementation of the interim average rate but directed *MERALCO*, as well as other distribution utilities, to refund any remaining amount pertaining to regulatory reset cost for the previous *RP*s.

While *MERALCO* complied with the directive to refund the total amount of ₱263.9 million, equivalent to ₱0.0731 per *kWh* in its July 2019 billing, it wrote a letter seeking clarification or reconsideration on the basis for the refund of the regulatory reset cost, including the imposition of and basis for the interest computed therein. The refund was included as a separate line item in *MERALCO*'s July 2019 billing to its customers. As at February 24, 2020, the *ERC* has yet to reply to *MERALCO*'s letter.

MERALCO recognized provisions for any resulting over-recoveries. The movements in and the balance of the "Other noncurrent liabilities" account in the consolidated statements of financial position substantially represent these provisions, consistent with the limited disclosure as allowed in Philippine Financial Reporting Standards ("*PFRS*s") as it may prejudice the position of *MERALCO*.

4th and 5th RP Reset Application

MERALCO's 4th *RP* ended on June 30, 2019 and is currently operating in the 5th *RP*. Under *ERC* Resolution No. 25, Series of 2016 dated July 12, 2016, the *ERC* promulgated a Resolution modifying the *RDWR* for privately-owned *DU*s entering the *PBR*. The *ERC* has directed *MERALCO* and Private Electric Power Operators Association ("*PEPOA*") to publish the Resolution. However, *MERALCO* is seeking clarification from the *ERC* on certain issues in the Resolution, including the need to await the final decision of the *ERC* on the Petition for the Rule Making filed by a consumer group to amend the *PBR*.

In a Notice dated November 16, 2016, the *ERC* approved the draft "Regulatory Asset Base Roll Forward Handbook for Privately Owned Electricity Distribution Utilities" ("*RAB Handbook*") for posting in its website. All interested parties were asked to submit their respective comments on the draft *RAB Handbook*. In an Omnibus Motion filed on February 9, 2017, *MERALCO* submitted its initial comments to the draft *RAB Handbook* but moved for the deferment of the proceedings until the consumer group's Petition as referred in the preceding paragraph has been resolved. As at February 24, 2020, the *ERC* has yet to resolve *MERALCO*'s Omnibus Motion.

On December 21, 2018, *MERALCO* filed a Petition for the Adoption of the Proposed Issues Paper and Revised *RDWR* for the 5th *RP* of the First Entry Group Under *PBR*. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Petition.

On June 13, 2019, the *ERC* posted the working drafts of the *RDWR* and "Regulatory Reset for the Fourth and Fifth Regulatory Period for the First Entry Group of Privately Owned Distribution Utilities subject to Performance Based Regulations" Issues Paper. The Draft Rules and Issues Paper were works in progress by the technical staff that will be presented to the *ERC* together with the consolidated inputs from stakeholders. Interested parties were given until July 1, 2019 to submit their comments to the drafts. The public consultation was originally scheduled on July 5, 2019. *MERALCO* and other stakeholders submitted their respective comments.

In a Notice dated July 4, 2019, the *ERC* cancelled the public consultation and gave the stakeholders until July 15, 2019 to submit their additional comments. Public consultations were scheduled in Cebu, Davao and Manila on July 24, 26 and 29, 2019, respectively.

MERALCO submitted additional comments on July 15, 2019 and August 2, 2019 and attended the public consultations. *MERALCO* is awating further action of the *ERC* on this matter.

Capital Expenditures ("CAPEX") for 4th RP and RY 2020

Absent the release by the *ERC* of the final rules to govern the filing of its 4th and 5th *RP* reset, *MERALCO* filed its applications for approval of authority to implement its *CAPEX* program pursuant to Section 20(b) of Commonwealth Act No. 146, as amended, otherwise known as the Public Service Act.

RY	*MERALCO*'s application date	Proposed *CAPEX* amount	Status of applications
2016	February 9, 2015	₱17.7 billion	On June 15, 2016, *MERALCO* received a copy of the *ERC* Decision dated April 12, 2016 which partially approved *MERALCO*'s *CAPEX* program for *RY* 2016 amounting to ₱ 15.5 billion out of the total *RY* 2016 *CAPEX* of ₱17.7 billion, subject to certain conditions. An intervenor has filed a Motion for Reconsideration ("*MR*") on the Decision which is pending before the *ERC*. On July 25, 2016, *MERALCO* filed its opposition to the *MR*. As at February 24, 2020, the *ERC* ruling on the *MR*s is pending.

RY	*MERALCO*'s application date	Proposed *CAPEX* amount	Status of applications
2017	March 8, 2016	₱15.4 billion	On July 26, 2016, *MERALCO* received an Order dated May 5, 2016, which partially approved *MERALCO*'s *CAPEX* program for *RY* 2017 amounting to ₱8.8 billion, subject to certain conditions. On September 14, 2016, *MERALCO* filed an *MR*. Subsequently, on April 25, 2017, *MERALCO* filed a Very Urgent Motion for Resolution of the application. Thereafter, on October 18, 2017, *MERALCO* filed a Manifestation and Urgent Motion for Resolution. On November 9, 2017, *MERALCO* filed a Manifestation with Third Urgent Motion to Resolve the Application. As at February 24, 2020, *MERALCO* is awaiting the final decision of the *ERC*.
2018	April 3, 2017	₱18.8 billion	On May 26, 2017, *MERALCO* received the Order dated May 15, 2017, which set the case for initial hearing. Hearings were conducted on June 22 and August 1, 2017, August 25, 2017 and September 22, 2017. On November 9, 2017, *MERALCO* filed its *FOE*. *MERALCO* also filed Manifestations on November 9, 2017 and March 28, 2018, informing the *ERC* that it was constrained to implement several projects in order to avert service interruptions to its customers and maintain a robust distribution infrastructure. As at February 24, 2020, the case has been submitted for decision.
2019	April 30, 2018	₱21.0 billion	On July 9, 2018, *MERALCO* filed a Very Urgent Motion for issuance of provisional authority and to set case for initial hearing. As at February 24, 2020, hearings on this case are on going.
2020	July 1, 2019	₱15.5 billion	On July 1, 2019, *MERALCO* filed the application for approval of its very urgent/emergency *CAPEX* projects for *RY* 2020. As at February 24, 2020, hearings on this case are on going.

Clark Electric

Clark Electric is among the four (4) Group D entrants to the *PBR*. Similar to *MERALCO*, it is subject to operational performance and service level requirements approved by the *ERC*. A *RY* for *Clark Electric* begins on October 1 and ends on September 30. The 3rd *RP* for *Clark Electric* began on October 1, 2015

and ended on September 30, 2019. *Clark Electric* is to undergo the reset process and is awaiting the release by the *ERC* of the final rules to govern the filing of its 3rd *RP* reset application.

3rd RP PBR Reset for Clark Electric

Pending the release by the *ERC* of the final rules to govern the filing of its 3rd and 4th *RP* Reset application and absent the subsequent rate translation process thereto, the approved *MAP* for *RY* 2015 was used beginning *RY* 2016.

On February 18, 2016, December 29, 2016 May 17, 2018 and July 5, 2019, *Clark Electric* filed with the *ERC* its proposed *CAPEX* program for *RY*s 2016, 2017, 2018 and 2019, respectively. *Clark Electric* applied for an approval to implement the *CAPEX* in order to continue meeting the electricity requirements of its current and future customers, improve the flexibility, reliability and stability of its distribution network as well as improve customer service. Manifestations as emergency projects were submitted to *ERC* on October 9, 2019 covering most of the applied *CAPEX* Projects for *RY*s 2016, 2017 and 2018. As at February 24, 2020, the application is pending approval by the *ERC*.

2. Application for Recoveries

Applications for the Confirmation of Over/Under-recoveries of Pass-through Charges

MERALCO

On July 13, 2009, the *ERC* issued Resolution No. 16, Series of 2009, adopting the "Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities". These rules govern the recovery of pass-through costs, including under- or over-recoveries with respect to the following bill components: generation charge, transmission charge, *SL* charge, lifeline and inter-class rate subsidies, *LFT* and business tax. On October 18, 2010, the *ERC* promulgated *ERC* Resolution No. 21, Series of 2010, amending the *SL* true-up formula contained in Resolution No. 16, Series of 2009, and setting March 31, 2011 (covering adjustments implemented until the billing month of December 2010) and March 31, 2014 (covering adjustments from January 2011 to December 2013) as the new deadlines for *DU*s in Luzon to file their respective applications. Subsequent filings shall be made every three (3) years thereafter. On December 15, 2010, the *ERC* promulgated Resolution No. 23, Series of 2010 to govern the recovery of senior citizen discounts and specified that post-verification shall coincide with the timeframes in Resolution No. 16, Series of 2009, as amended by Resolution No. 21, Series of 2010.

On June 1, 2015, the *ERC* approved with modification *MERALCO*'s applications for the confirmation of its under- or over-recoveries in its pass-through costs for the periods June 2003 to December 2010 and January to December 2011. The Decision directed *MERALCO* to collect net under-recoveries of ₱909 million and
₱1,535 million, respectively, without carrying charges, starting the next billing cycle until such time that the full amount has been collected. As at February 24, 2020, the recovery of the net under-recovery is on going.

On March 31, 2014, *MERALCO* filed its application with the *ERC* to confirm its recoveries of net generation charge under-recoveries of ₱559 million, transmission charge over-recoveries of ₱639 million, net lifeline subsidy over-recoveries of ₱75 million, *SL* over-recoveries of ₱502 million from January 2012 to October 2013, and net senior citizen discount over-recoveries of ₱0.4 million from February 2011 to October 2013, excluding proposed carrying charges. Under- or over-recoveries from November and December 2013 supply months were excluded in the meantime, in view of the pending *SC* and *ERC* cases involving pass-through costs for these months. As at February 24, 2020, hearings are on going.

On January 29, 2016, *MERALCO* filed its application to confirm its under-recoveries of generation charge for special programs of ₱250.7 million, excluding carrying charges, covering the period March 2007 to December 2011. As at February 24, 2020, the application is pending before the *ERC*.

On March 31, 2017, *MERALCO* filed its application with the *ERC* to confirm its net generation charge over-recoveries of ₱4,919 million, net transmission charge over-recoveries of ₱632 million, net lifeline subsidy over-recoveries of ₱131 million, net *SL* over-recoveries of ₱1,243 million, net senior citizen discount over-recoveries of ₱2 million from January 2014 to December 2016 and real property tax ("*RPT*") payments under-recoveries of ₱1,090 million from June 2014 to December 2016. On May 11, 2017, the *ERC* provisionally approved *MERALCO*'s application to refund the over-recoveries of pass-through charges (generation costs, transmission costs, system loss, life line subsidies and senior citizen discount) for the period January 2014 to December 2016 amounting to ₱6,927 million. The Order deferred action on *MERALCO*'s application for the recovery of *RPT* payments, citing the absence of any rule or guideline providing for the process of confirmation, approval and recovery of *RPT*. The ₱6,927 million refund was included in the June 2017 until August 2017 billings to customers. On September 7, 2017, *MERALCO* filed a Manifestation and Motion informing the *ERC* that the absolute amounts of the remaining over/under recoveries were applied to the September 2017 billing in order to zero out the refund as directed by the *ERC*. *MERALCO* filed its *FOE* on April 27, 2018. As at
February 24, 2020, the application is pending final approval by the *ERC*.

In compliance with relevant rules and regulations, *MERALCO* is set to file its next application for the confirmation of its over/under-recoveries of pass through charges covering the period January 2017 to December 2019 on or before March 31, 2020.

Clark Electric

Clark Electric filed its application for the approval of the calculations for the Automatic Cost Adjustment and True-up Mechanism for generation, transmission and system loss rates on April 1, 2014 in conformity with the said resolutions. A public hearing was held on June 17, 2014 and the *ERC* decision was received by *Clark Electric* on January 13, 2017. On January 30, 2017, *Clark Electric* filed a *MR* on the decision of the *ERC*. As at February 24, 2020, the *MR* is pending decision by the *ERC*.

On March 31, 2017, *Clark Electric* filed with the *ERC* its second application for the approval of the calculations for the Automatic Cost Adjustment and True-up Mechanism for generation, transmission and system loss rates which covered years 2014, 2015 and 2016. A public hearing was held on October 25, 2017. As at
February 24, 2020, the Decision of the *ERC* is pending.

Following is the summary of *MERALCO*'s applications with the *ERC* related to *LFT*:

City	Date of filing	Status
Cities of Manila and Quezon	December 5, 2016	Application for authority to implement the new *LFT* rates of ₱0.0043 per *kWh* and ₱0.0048 per *kWh* in the City of Manila and Quezon City, respectively, as well as for authority to refund the differential *LFT* for 2014 to 2016 under the tax recovery adjustment charge ("*TRAC")* formula. Hearings have been completed and *MERALCO* filed its *FOE* on June 2, 2017. However, a consumer filed a motion to intervene after the termination of the proceedings. On June 23, 2017, *MERALCO* filed its opposition thereto. On March 16, 2018, *MERALCO* filed a motion for resolution. As at February 24, 2020, the *ERC* resolution of the motion to intervene is pending.

City	Date of filing	Status
City of Biñan	October 19, 2017	Application for a provisional authority to recover the new *LFT* at the rate of 75% of 1% beginning on the date of effectivity thereof, or on January 1, 2017 and to recover the differential *LFT* and carrying cost from the customers. Hearings have been completed and *MERALCO* filed its *FOE* on August 30, 2018. As at February 24, 2020, *MERALCO* is awaiting the final decision of the *ERC*.
Cities of Makati and Sta. Rosa, Laguna	March 23, 2006	Application to implement and recover the new *LFT* rate of 50% of 1%. In a Decision dated June 30, 2008, the *ERC* approved the application with modification. On September 11, 2008, *MERALCO* filed a Motion for Partial Reconsideration. On December 17, 2017, *MERALCO* filed a Motion for Urgent Resolution of *MERALCO*'s Motion for Partial Reconsideration. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Motion.
City of Valenzuela	June 23, 2004	Application to recover and implement the *LFT* rate of 75% of 1%. On March 31, 2005, *MERALCO* received a copy of the Decision dated March 1, 2005, approving the application with modification. *MERALCO* filed a Motion for Clarification dated April 8, 2005. On December 17, 2017, *MERALCO* filed a Motion for Urgent Resolution of *MERALCO*'s Motion for Clarification. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Motion.
City of Taguig	January 16, 2008	Application to recover and implement the *LFT* rate of 50% of 1%. On September 1, 2008, *MERALCO* received a copy of the Decision dated June 30, 2008, approving the application with modification. *MERALCO* filed a Motion for Partial Reconsideration on September 11, 2008. On December 17, 2017, *MERALCO* filed a Motion for Urgent Resolution of *MERALCO*'s Motion for Partial Reconsideration. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Motion.

City	Date of filing	Status
City of Pasig	May 2, 2019	Application to implement the new *LFT* rate of 55% of 1% and to recover the differential *LFT* paid to the City of Pasig. On May 21, 2019, *ERC* granted *MERALCO* a provisional authority to implement the new *LFT* rate and to recover the differential *LFT* in the amount of ₱8.9 million at a rate of ₱0.0047 per *kWh* and carrying cost in the amount of ₱0.9 million at a rate of ₱0.0005 per *kWh*, or a total amount of ₱9.8 million at a rate of ₱0.0052 per *kWh* from customers in the City of Pasig over the period of 12 months.

3. *RCOA*

The transition period for *RCOA* commenced on December 26, 2012 in accordance with the joint statement released by the *ERC* and the *DOE* on September 27, 2012 and the Transitory Rules for the Implementation of *RCOA* (*ERC* Resolution No. 16, Series of 2012). The commercial operations of *RCOA* started on June 26, 2013.

On March 31, 2014, the *ERC* issued a Resolution on the Withdrawal of the Rules on Customer Switching and the Retention of the Code of Conduct for Competitive Retail Market Participants. On the same date, *ERC* also issued a Resolution adopting the Rules on the Establishment of Customer Information by the Central Registration Body ("*CRB*") and Reportorial Requirements, mandating all *DU*s to submit to the *ERC* and *CRB* information on end-users with (i) monthly average peak demand of at least one (1) *MW* for the preceding 12 months; and (ii) monthly average peak demand of 750 *kW* but not greater than 999 *kW*. The *ERC* will use these information in issuing the certificates of contestability.

On October 22, 2014, the *ERC* issued a resolution suspending the issuance of *RES* licenses. Under the resolution, the *ERC* resolves to hold in abeyance the evaluation of *RES* license applications and suspend the issuance of such licenses until such time that the amendments to the Rules for the issuance of *RES* licenses have been made by the *ERC*.

On July 1, 2015, the *DOE* published a Department Circular "Providing Policies to Facilitate the Full Implementation of *RCOA* in the Philippine Electric Power Industry". The Circular essentially provided for mandatory contestability.

On March 8, 2016, the *ERC* promulgated Resolution No. 05 Series of 2016 entitled *"*A Resolution Adopting the 2016 Rules Governing the Issuance of Licenses to Retail Electricity Suppliers (*RES*) and Prescribing the Requirements and Conditions Therefor*"*. The Resolution removed the term local *RES* as one of the

entities that may engage in the business of supplying electricity to the contestable market without need of obtaining a license therefor from the *ERC*. Moreover, while an affiliate of a *DU* is allowed to become a *RES*, the allowance is "subject to restrictions imposed by the *ERC* on market share limits and the conduct of business activities".

On May 12, 2016, the *ERC* issued Resolutions No. 10 and 11, Series of 2016, which:

1. Provided for mandatory contestability. Failure of a contestable customer to switch to *RES* upon date of mandatory contestability (December 26, 2016 for those with average demand of at least one (1) *MW* and June 26, 2017 for at least 750 *MW*) shall result in the physical disconnection from the *DU* system unless it is served by the supplier of last resort ("*SOLR*"), or, if applicable, procures power from the *WESM*;

2. Prohibits *DU*s from engaging in the supply of electricity to the contestable market except in its capacity as a *SOLR*;

3. Mandates Local *RES*s to wind down their supply businesses within a period of three (3) years;

4. Imposes upon all *RES*s, including *DU*-affiliate *RES*s, a market-share cap of 30% of the total average monthly peak demand of all contestable customers in the competitive retail electricity market; and,

5. Prohibits *RES*s from transacting more than 50% of the total energy transactions of its supply business, with its affiliate contestable customers.

On May 27, 2016, *MERALCO* filed a Petition before *RTC*-Pasig, praying that: (a) a *TRO* and subsequently a Writ of Preliminary Injunction ("*WPI*") enjoining the *DOE* and *ERC* from implementing the assailed rules be issued; and the assailed rules be declared null and void for being contrary to the *EPIRA* and its *IRR*. In an Order dated June 13, 2016, *RTC*-Pasig granted a 20-day *TRO*, which became effective on June 16, 2016. In an Order dated July 13, 2016, *RTC*-Pasig granted a *WPI*, which became effective on July 14, 2016, and shall be effective for the duration of the pendency of the Petition.

Meanwhile, the *ERC* filed a Petition for Certiorari and Prohibition with prayer for *TRO* and/or *WPI* before the *SC*, which asserted that *RTC*-Pasig has no jurisdiction to take cognizance of *MERALCO*'s Petition, citing
Sec. 78 of the *EPIRA*. A similar petition was subsequently filed by the *DOE* before the *SC*.

On October 10, 2016, the *SC*, in relation to the Petition filed by the *DOE*, issued a *TRO* that restrained, *MERALCO*, the *RTC*-Pasig, their representatives, agents or other persons acting on their behalf from continuing the proceedings before the *RTC*-Pasig, and from enforcing all orders, resolutions and decisions

rendered in Special Civil Action No. 4149 until the petition before the *SC* is finally resolved. In a Resolution dated November 9, 2016, the *SC* denied *MERALCO*'s *MR*.

On November 2, 2016, in relation to the Petition filed by the *ERC*, the *SC* issued a Resolution dated September 26, 2016, which partially granted the Petition of the *ERC*. While the *SC* allowed the *RTC*-Pasig to proceed with the principal case of declaratory relief, it nonetheless issued a Preliminary Mandatory Injunction ("*PMI*") against *RTC*-Pasig to vacate the preliminary injunction it previously issued, and Preliminary Injunction ("*PI*") ordering the *RTC*-Pasig to refrain issuing further orders and resolutions tending to enjoin the implementation of *EPIRA*. On November 14, 2016, *MERALCO* filed a Motion for Partial Reconsideration with Very Urgent Motion to lift *PMI*/*PI*.

On November 24, 2016, the *ERC* promulgated a resolution moving the contestability date of end users with an average monthly peak demand of at least one (1) *MW* from December 31, 2016 to February 26, 2017. On January 17, 2017, *MERALCO,* through its counsel, received an *SC* Resolution dated December 5, 2016, which consolidated the *SC DOE* Petition with the *SC ERC* Petition. The same resolution also denied the Motion for Partial Reconsideration filed by *MERALCO*.

In relation to the *ERC* and *DOE* Petitions, a separate Petition for Certiorari, Prohibition and Injunction was filed by several institutional customers. In said Petition, said customers sought to declare as null and void, as well as to enjoin the *DOE* and *ERC* from implementing *DOE* Circular No. 2015-06-0010 and *ERC* Resolution Nos. 5, 10, 11 and 28, Series of 2016. Acting on the Petition, the *SC en banc* through a Resolution dated
February 21, 2017, issued a *TRO* enjoining the *DOE* and the *ERC* from implementing *DOE* Circular No. 2015-06-0010 and *ERC* Resolution Nos. 5, 10, 11 and 28, Series of 2016. Pursuant to the foregoing, *PEMC* has taken the position that the *TRO* enjoined the voluntary contestability of 750 *kW* to 999 *kW* customers and has not allowed them to switch to the contestable market. The *DOE*, in a press release, has advised that it is in the process, together with *PEMC* and *ERC*, of drafting a general advisory for the guidance of *RCOA* stakeholders. The *PCCI* petition was consolidated with two (2) other separate petitions filed by an educational institution and several *DU*s. The *DOE* and *ERC* have also filed a consolidated comment on these petitions.

On November 29, 2017, the *DOE* issued two (2) *DOE* Circulars, namely: DC 2017-12-0013, entitled, Providing Policies on the Implementation of *RCOA* for Contestable Customers in the Philippines Electric Power Industry and DC 2017-12-0014, entitled Providing Policies on the Implementation of *RCOA* for *RES* in the Philippine Electric Power Industry. The *DOE* Circulars became effective on December 24, 2017.

Under the *DOE* Circular No. DC 2017-12-0013, it is provided that voluntary participation for contestable customers under *RCOA*-Phase 2 shall now be allowed upon effectivity of said Circular, while voluntary participation of contestable customers with a monthly average peak demand of 500 *kW to* 749 *kW* for the

preceding 12 months and demand aggregation for electricity end users within a contiguous area with an aggregate average peak demand of not less than 500 *kW* for the preceding 12-month period, will also be allowed by June 26, 2018 and December 26, 2018, respectively.

On December 22, 2017, *MERALCO* wrote *ERC* and *DOE* to seek guidance on the impact of the *DOE* Circulars in the light of the *TRO* issued by the *SC*. On January 17, 2018, the *DOE* responded that there is no legal impediment to the implementation of the *DOE* Circulars but it defers to the *OSG* for guidance on the legal aspect of the issuances. As at February 24, 2020, the *ERC* has yet to respond to *MERALCO*'s letter.

4. Interim Pre-Emptive Mitigating Measure in the *WESM*

On May 5, 2014, the *ERC* issued Resolution No 8, Series of 2014, setting an interim pre-emptive mitigating measure in the *WESM*, which established a price threshold in the *WESM* applied over a 72-hour period, which is determined through a rolling average generated weighted average price ("*GWAP*") of ₱8,186 per *MWh*. Also, a secondary cap amounting to ₱6,245 per *MWh* is imposed upon a breach of the threshold, or secondary cap mechanism. Such interim measure aims to mitigate sustained high prices in the *WESM* during the May and June 2014 supply months. On June 16, 2014, the *ERC* issued another resolution extending the effectivity of the pre-emptive mitigating measure for 45 days from expiration or until August 9, 2014. Public consultation and a subsequent focus group discussion were held on July 23 and 25, 2014, respectively. On August 5, 2014, the *ERC* resolved to (i) adopt a permanent pre-emptive mitigating measure that will be applied in the *WESM*;
(ii) direct all interested stakeholders to submit their proposed measures within 20 days from effectivity of such resolution; and (iii) extend the effectivity of the secondary cap mechanism for a period of 120 days from
August 10, 2014 or until the *ERC* establishes a permanent pre-emptive mitigating measure in the *WESM*, whichever comes earlier.

On September 29, 2014, the *ERC* conducted a public consultation on the proposed permanent pre-emptive mitigating measures in the *WESM*. Parties were then given until October 7, 2014 to file their additional comments, if any.

On October 24, 2014, the *WESM* Tripartite Committee issued a Joint Resolution to further extend the interim offer price cap in the *WESM* for 120 days starting October 24, 2014 to harmonize with the finalization of the permanent pre-emptive mitigating measure which shall be applied in the *WESM*. On February 20, 2015, the *WESM* Tripartite Committee issued a joint resolution which extended further the imposition of the interim *WESM* offer price cap at its current level until September 30, 2015.

In December 2014, in its Resolution No. 20, Series of 2014, the *ERC* adopted and established a permanent pre-emptive mitigation measure in the *WESM*. The *ERC* set a cumulative price threshold ("*CPT*") amounting to an average spot price of ₱9,000 per *MWh* over a rolling 7-day period or 168-hour trading interval. Once this *CPT* for said period is breached, it triggers the imposition of a price cap amounting to ₱6,245 per *MWh*. The price cap shall be imposed until after a determination that succeeding *GWAP* rolling average is already below the *CPT*. The pre-emptive measure has taken effect beginning January 9, 2015.

The imposition of the mitigating measure was questioned by the Philippine Independent Power Producers Association ("*PIPPA*") in the *RTC*-Pasig through a Petition for Declaratory Relief with Application for *TRO* and/or Writ of Preliminary Injunction. The Petition prayed for, among others, that the *ERC* Resolutions pertaining to the secondary cap mechanism be declared void *ab initio*. The original petition was subsequently amended to reflect the promulgation of the subsequent *ERC* resolutions extending the effectivity of the *WESM* price cap. On July 21, 2014, *MERALCO* filed its Motion for Leave to Intervene and to Admit Attached Comment in Intervention. The *RTC-Pasig* admitted *MERALCO*'s intervention and comment in its Order dated October 28, 2014. However, in a Motion for Leave to Admit Supplement Petition, *PIPPA* moved for leave to file a supplemental petition to include *ERC* Resolution No. 20, Series of 2014 which provides for a permanent mitigating measure in the *WESM*. In an Order dated May 5, 2015, the *RTC*-Pasig denied the Motion for Leave to File and Admit Supplemental Petition. *PIPPA* filed a Motion for Partial Reconsideration which was denied by the *RTC*-Pasig in its Resolution dated September 10, 2015. *PIPPA* filed a Petition for Certiorari with the *CA*. The *CA* denied the Petition for Certiorari in its Decision dated June 9, 2017. *PIPPA* filed a *MR* dated
July 19, 2017. In a Resolution dated August 16, 2017, the parties were directed to file their comments to the *PIPPA*'s *MR*. *MERALCO* has filed its comment on the *MR*. On April 4, 2018, the *CA* rendered a resolution denying the *MR* filed by *PIPPA*.

On September 29, 2015, the *WESM* Tripartite Committee issued a Joint Resolution further extending the interim offer price cap of ₱32,000 per *MWh* until December 31, 2015. In its Joint Resolution No. 3, Series of 2015, the *WESM* Tripartite Committee resolved to set the *WESM* offer price cap at ₱32,000 per *MWh* and the *WESM* offer price floor of negative ₱10,000 per *MWh* effective January 2016, provided that an annual review shall be undertaken considering the relevant costs assumptions at the time of review.

On December 7, 2015, the *RTC*-Pasig rendered a Decision dismissing the Petition for Declaratory Relief. The *MR* filed by *PIPPA* was denied in a Resolution dated June 16, 2016. *PIPPA* appealed the *RTC*-Pasig Decision with the *SC*. *MERALCO* has filed its comment thereto. *PIPPA* filed a Consolidated Reply on July 17, 2017. As at February 24, 2020, the case is pending before the *SC*.

On May 9, 2017, the *ERC* issued Resolution No. 4, Series of 2017, entitled, "A Resolution Adopting Amendments to the Pre-emptive Mitigating Measure in the *WESM*". They adopted a recalculated

cumulative price threshold level of ₱1,080,000 and a shorter five (5)-day (120-hour) rolling average period. This is equivalent to ₱9,000 per *MWh* over said period.

5. Philippine Economic Zone Authority ("*PEZA")* – *ERC* Jurisdiction

On September 13, 2007, *PEZA* issued "Guidelines in the Registration of Electric Power Generation Facilities/Utilities/Entities Operating Inside the Ecozones" and "Guidelines for the Supply of Electric Power in Ecozones" ("*Guidelines*"). Under these Guidelines, *PEZA* effectively bestowed upon itself franchising and regulatory powers in Ecozones operating within the legislative franchise areas of *DU*s which are under the legislatively-authorized regulatory jurisdiction of the *ERC*. The *Guidelines* are the subject of an injunction case filed by the *DU*s in *RTC*-Pasig.

On February 4, 2015, the *RTC*-Pasig issued an Order setting a clarificatory hearing on April 15, 2015. During the said hearing, *MERALCO* manifested that it previously filed a Motion to Withdraw as plaintiff on the basis of letter agreements between *MERALCO* and *PEZA*, which is pending before the *RTC*-Pasig. *MERALCO* submitted the Tripartite Agreement among *PEZA*, *PEPOA* and *MERALCO* for approval of the *RTC*-Pasig. In a Decision dated July 3, 2015, the *RTC*-Pasig approved the Compromise Agreement between *PEZA*, *PEPOA* and *MERALCO*. In the hearing on February 10, 2016, the *RTC*-Pasig dismissed the petition upon motion by *PEZA*. The *ERC* filed a *MR* which is pending resolution by the *RTC*-Pasig.

6. Decision on the ₱0.167 per *kWh* Refund

Following the *SC*'s final ruling that directed *MERALCO* to refund affected customers ₱0.167 per *kWh* for billings made from February 1994 to April 2003, the *ERC* approved the release of the refund in four (4) phases. On December 18, 2015, *MERALCO* filed a Motion seeking the *ERC*'s approval for the continuation of the implementation of the refund to eligible accounts or customers under Phases I to IV, three (3) years from January 1, 2016 or until December 31, 2018. In said Motion, *MERALCO* likewise manifested to the *ERC* that, in order to give eligible customers the opportunity to claim their refund, and, so as not to disrupt the *SC* Refund process, *MERALCO* shall continue implementing the refund even after the December 2015 deadline, until and unless the *ERC* directs otherwise. In its Order dated February 4, 2019, the *ERC* granted *MERALCO*'s Motion and authorized *MERALCO* to continue with the implementation of the *SC* Refund to eligible accounts or customers under Phases I to IV until June 30, 2019 and submit a proposed scheme on how the unclaimed refund will be utilized for purposes of reducing the distribution rates of customers. On February 18, 2019, *MERALCO* filed a Partial Compliance with Manifestation and Motion. On March 8, 2019, *MERALCO* filed a Compliance with Manifestation and Motion. On July 12, 2019, *MERALCO* filed its Compliance with Manifestation informing the *ERC* that on July 1, 2019, *MERALCO* deposited all the unclaimed amounts of the *SC* Refund as of June 30, 2019 in a separate interest-bearing account. *MERALCO* further manifested in said Compliance that it shall continue with the processing of the refund

claims of eligible customers and should the refund claims of these customers be evaluated to be valid, *MERALCO* shall, for the benefit of the customers, withdraw the refund amount from the bank account, release the same to the concerned customers and accordingly inform the *ERC* of such fact. On September 10, 2019, *MERALCO* filed an Urgent Manifestation and Motion with respect to the Order dated December 19, 2018 of the *ERC*. The *ERC* has yet to rule on the Urgent Manifestation and Motion by *MERALCO*. As at February 24, 2020, *MERALCO* continues processing the refund claims of eligible customers.

7. Purchase of Subtransmission Assets *("STA*s")

On April 17, 2012, *MERALCO* and *TransCo* filed a joint application for the approval of the Batch 4 contract to sell with the *ERC*. On April 22, 2013, the *ERC* issued a Decision on *MERALCO*'s joint application for the acquisition of the Batch 4 contract to sell. On June 21, 2013 and July 3, 2013, *MERALCO* and *TransCo* filed a Motion for Partial Reconsideration and *MR*, respectively, regarding the exclusion of certain facilities for acquisition.

On May 22, 2014, *MERALCO* and *TransCo* received an *ERC* Order dated May 5, 2014 denying *MERALCO* and *TransCo*'s Motions. On June 5, 2014, *MERALCO* filed a clarificatory motion and a *MR* of the May 5, 2014 *ERC* Order, which was denied by the *ERC* through an Order dated June 16, 2014. On October 10, 2014, *MERALCO* filed a Motion to Reopen Proceedings for the reception of new evidence to support *MERALCO*'s position on the acquisition of excluded *STA*s. The Motion was heard by the *ERC* on October 17, 2014. After the parties have submitted their respective comments and pleadings, the *ERC* conducted another hearing on February 23, 2015.
In an Order dated March 4, 2015, the *ERC* considered but denied the new and substantive allegations in *MERALCO*'s Motion to Reopen Proceedings. *MERALCO* then filed a Petition for Review with the *CA* to question the Orders of the *ERC*. In a Decision dated August 12, 2016, the *CA* dismissed the Petition. On September 17, 2016, *MERALCO* filed a *MR*. In an Amended Decision dated September 15, 2017, the *CA* granted *MERALCO*'s *MR* and approved the sale of the Dasmarinas-Abubot-Rosario 115 *kV* line and Rosario substation equipment in favor of *MERALCO*. *NGCP* filed a *MR* (of the Amended Decision) dated October 4, 2017. In a Resolution dated May 31, 2018, the *CA* denied the *MR*. *NGCP* filed a Petition for Review with the *SC*.

On March 20, 2015, *MERALCO* filed a case for "Interpleader with Consignation and Specific Performance" against *TransCo* and the Municipality of Labrador, Pangasinan ("*Labrador*") with the *RTC*-Pasig, praying for the *RTC*-Pasig to (i) accept and approved the consignation of the amount of ₱194.1 million; (ii) declare *MERALCO* to have paid in full the purchase price of the sale of *TransCo*'s assets; (iii) direct *TransCo* to execute the corresponding Deeds of Absolute Sale; and (iv) direct *Labrador* and *TransCo* to interplead their respective claims. On April 14 and 20, 2015, *Labrador* and *TransCo* filed their respective Motions to Dismiss on the ground of impropriety of the filing of the Interpleader and on the ground of *litis pendentia.* *MERALCO* received an Order from *RTC*-Pasig granting the Motions to Dismiss of both *TransCo* and

Labrador. *MERALCO* filed a *MR* which is pending resolution. In a Letter dated December 27, 2017, *Labrador* denied *TransCo*'s request for settlement of the warrant of distraints issued by said city against *TransCo*'s properties, including the subject properties for local business tax claims. As at February 24, 2020, *MERALCO* is awaiting for *CA*'s decision before any action may be taken in relation to the contract to sell.

On December 15, 2016, *MERALCO* and *TransCo* filed a joint application for the approval of the Batch 3 contract to sell with the *ERC*. Hearings were conducted on August 10, 2018 and October 15, 2018. The *ERC* has yet to set the next scheduled hearing of the case.

8. Feed-in-Tariff *("FiT")*

Pursuant to *RA* No. 9513, or the Renewable Energy Act of 2008 ("*RE* Act"), the *ERC* issued Resolution No. 16, Series of 2010, Adopting the *FiT* Rules, on July 23, 2010. As defined under the *FiT* Rules, the *FiT* system is a renewable energy policy that offers guaranteed payments on a fixed rate per *kWh* for electricity from wind, solar, ocean, hydropower and biomass energy sources, excluding any generation for own use.

To fund the *FiT* payments to eligible *RE* developers, a *FiT-All* charge shall be imposed on all end-users. The *FiT-All* will be established by the *ERC* upon petition by *TransCo*, which had been designated as the *FiT* Fund Administrator.

On February 5, 2014, the *ERC* released the *FiT-All* disbursement and Collection Guidelines ("*FiT Guidelines*") to supplement the *FiT* Rules. This set of guidelines will govern how the *FiT-All* will be calculated using the formulae provided. It will also outline the process of billing and collecting the *FiT-All* from the electricity consumers, the remittance to a specified fund, the disbursement from the *FiT-All* fund and the payment to eligible *RE* developers.

Starting 2014, *TransCo* applied for the following *FiT-All* rates with the *ERC*, and *ERC* rendered a Decision approving the following:

Year	Applied Rate per *kWh*	Approved Rate per *kWh*	Date Approved
2014-2015	₱0.0406	₱0.0406	December 10, 2015
2016	0.1025	0.1830	May 9, 2017
2017	0.2291	0.2563	February 27, 2018
2018	0.2932	0.2226	March 12, 2019
2019	0.2780	0.0495	October 28, 2019
2020	0.2278	–	Pending *ERC* Decision

On December 23, 2014, *MERALCO* received a copy of a Petition for Prohibition and Certiorari filed with the *SC* against the *ERC*, *DOE, TransCo*, *NREB* and *MERALCO*. The Petition seeks (i) the issuance of a *TRO* and/or *WPI*, and after giving due course to the Petition, a Writ of Prohibition to enjoin the respondents from implementing the *FiT-All*, the *FiT* Rules and *FiT* Guidelines; and (ii) the annulment of the *FiT* Rules and *FiT* Guidelines. The parties have been directed to submit their respective memoranda.

In a Decision dated October 6, 2015, the *ERC* set the Wind *FiT* at ₱7.40 per *kWh. MERALCO* filed a *MR* on the Decision. As at February 24, 2020, the *MR* is pending further action of the *ERC*.

On September 29, 2016, Alternergy Wind One Corporation, Petrowind Energy, Inc. and Trans-Asia Renewable Energy Corporation filed a Petition to Initiate Rule-Making to adjust the Wind *FIT* rate of ₱7.40 per *kWh* to
₱7.93 per *kWh*. *MERALCO* filed an intervention in the case. The hearing on the Petition was set on January 6, 2017. *MERALCO*'s motion on the propriety of the petition has been submitted for the resolution of the *ERC*.

9. Net Metering Program

The *RE* Act mandates the *DU*s to provide the mechanism for the "physical connection and commercial arrangements necessary to ensure the success of the *RE* programs", specifically the Net Metering Program. The *RE* Act defines Net Metering as "a system, appropriate for distributed generation, in which a distribution grid user has a two-way connection to the grid and is only charged for his net electricity consumption and is credited for any overall contribution to the electricity grid". By their nature, net metering installations will be small (less than 100 *kW*) and will likely be adopted by households and small business end-users of *DU*s.

After consultations with stakeholders, the *ERC* issued on July 3, 2013 its Resolution No. 09, Series of 2013, entitled, "A Resolution Adopting the Rules enabling the Net Metering Program for Renewable Energy". The Rules will govern the *DU*s' implementation of the Net Metering Program. Included in the Rules are the interconnection standards that shall provide technical guidance to address engineering, electric system reliability, and safety concerns for net metering interconnections. However, the final pricing methodology to determine the rate at which energy exported back to the distribution system by Net Metering Program participants will be addressed in another set of rules by the *ERC* in due course. In the meantime, the *DU*s' blended generation cost equivalent to the generation charge shall be used as the preliminary reference price in the net metering agreement. The Rules took effect on July 24, 2013. As at December 31, 2019, *MERALCO* has already installed 2,706 meters and energized 2,505 net metering customers.

10. Recovery of National Power Corporation's ("*NPC*") Stranded Contract Costs

In an Order dated May 22, 2018, the *ERC* approved *PSALM*'s petition for the recovery of *NPC*'s stranded contract costs portion of the universal charge ("*UC-SCC*"). Accordingly, *PSALM* is hereby authorized to recover the stranded contract costs for Luzon, Visayas and Mindanao grids totaling ₱8,547 million with a monthly rate of ₱0.1938 per *kWh* starting May 2018 billing period until the full amount has been recovered.

On January 14, 2019, *MERALCO* received a letter dated December 28, 2018 from *PSALM* advising *MERALCO* to cease the implementation of the collection of the ₱0.1938 per *kWh* for the recovery of the additional *SCC* effective January 2019 as it already recovered the full amount of the stranded contract costs. This was after *MERALCO* had already completed the billing program for January 2019. Accordingly, on February 6, 2019, *MERALCO* wrote *ERC* proposing to reverse the said collections of the additional *UC-SCC*. On
February 7, 2019, *MERALCO* received a letter from the *ERC* which allowed the full reversal of the subject *UC-SCC* in its February billing equivalent to ₱0.3876 per *kWh*, without prejudice to further validation by the *ERC* as to the final amounts due.

In a Decision dated April 10, 2019, the *ERC* approved with modification *PSALM*'s petition for the availment of the *NPC*'s stranded contract costs portion of the universal charge for calendar year 2014. *PSALM* is hereby authorized to recover the *UC-SCC* for Luzon, Visayas and Mindanao grids totaling ₱5,117 million with a monthly rate of ₱0.0543 per *kWh* within a period of 12 months.

11. Interruptible Load Program *("ILP")*

In an *ERC* Order dated April 11, 2014, the *ERC* approved with modification *MERALCO*'s request that it be allowed to adopt and implement the *ILP*. *ILP* protocols, compensation and recovery mechanism are governed by *ERC* Resolution No. 5, Series of 2015 "A Resolution Adopting the Amended Rules to Govern the Interruptible Load Program", *DOE* Circular No. DC2015-06-0003 "Providing the Interim Manner for Declaring Bilateral Contract Quantities in the Wholesale Electricity Spot Market and Directing the Philippine Electricity Market Corporation to Establish Necessary Protocols to Complement the Interruptible Load Program" and *ERC* Resolution No. 3, Series of 2019 "A Resolution Clarifying Section 3, Article III of the Amended Interruptible Load Program Rules".

As at December 31, 2019, there are 138 companies with a total committed de-loading capacity of 542.90 *MW* that have signed up with *MERALCO*, *MPower* and with other retail electricity suppliers as *ILP* participants.

12. Long-term Indebtedness Application

On June 25, 2015, *MERALCO* filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness for as long as it maintains 50:50 long-term debt to equity ratio; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other evidence of long-term indebtedness. The hearing on the application was conducted on October 6, 2015. In an Order dated October 12, 2015, the *ERC* directed *MERALCO* to submit additional documents in support of its application which *MERALCO* complied with. However, due to changes in the financial climate which may affect the terms and conditions of any financial borrowings, *MERALCO* has filed a Motion to withdraw the application without prejudice to its refiling at a later date. In an Order dated March 22, 2016, the *ERC* granted *MERALCO*'s Motion to Withdraw but still required *MERALCO* to submit certain documents. *MERALCO* filed a Motion for Partial Reconsideration questioning the requirement which is pending before the *ERC*. As at February 24, 2020, the *ERC* has yet to resolve *MERALCO*'s Motion for Partial Reconsideration.

On February 24, 2020, *MERALCO* filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other evidence of long-term indebtedness. *MERALCO* is awaiting the further action of the *ERC*.

13. Prepaid Retail Electricity Service *("PRES")*

On December 12, 2014, *MERALCO* filed an application for authority to offer and provide *PRES* to its customers as well as the applicable rules to govern *PRES*. In a Decision dated April 27, 2015, the *ERC* approved the application with modification. As at December 31, 2019 there are 101,941 customers availing of *PRES*.

14. *CSP* for *PSAs*

As early as February 2013, the *ERC* posted the first draft of rules on *PSA* approval, solicited comments from stakeholders thereon and conducted various focused group discussions. Said draft required *DU*s to undergo *CSP* in their supply procurement, required a specific procedure for such and prescribed a *PSA* template.

Meanwhile, in October 2014, the *DOE* issued for comments its draft Circular on Demand Aggregation and Supply Auctioning Policy ("*DASAP*"). This was likewise subjected to public consultations.

In June 2015, *DOE* promulgated *DOE* Circular No. 2015-06-0008, "Providing Policies for Further Enhancement of the *WESM* Design and Operations" ("*2015 DOE Circular*"), prescribing *DU*s to procure all its uncontracted demand through *CSP*, through the participation of a third party and which may be done by *DU*s on an aggregated basis. The *2015 DOE Circular* gave *DOE* and *ERC* 120 days to issue the necessary Implementing Guidelines ("*IG*"). Instead of issuing an *IG*, in a Joint Resolution dated October

20, 2015, it was agreed by *DOE* and the *ERC* that the latter shall be the one to issue the relevant *CSP* regulations. On the same date, the *ERC* promulgated Resolution No. 13, Series of 2015.

ERC Resolution No. 13, Series of 2015 included the following provisions:

- All *DU*s are required to undergo *CSP*. Pending the *ERC*'s issuance of a prescribed process, *DU*s may adopt any accepted form of *CSP*, provided that the terms of reference shall include, among others, the following – (a) contract capacity or energy volume, (b) generation source, (c) method of fuel procurement, (d) contract period, (e) tariff structure, (f) Philippine peso or foreign currency denominated payment, (g) penalties, (h) applicable transmission projects, and (i) other key parameters.

- A *CSP* is successful if there are at least two (2) qualified bids. Should there be at least two (2) failed bids, then a *DU* can proceed with direct negotiation.

- The *CSP* requirement shall apply to *PSA*s that although executed, have not yet been filed for approval before the *ERC*.

On March 15, 2016, the *ERC* released Resolution No. 1, Series of 2016 entitled, "A Resolution Clarifying the Effectivity of *ERC* Resolution No. 13, Series of 2015". In this new Resolution, the *ERC* clarified that after judicious study and due consideration of views raised by different industry stakeholders, it has resolved that:

- The effectivity of *ERC* Resolution No. 13, Series of 2015 is hereby restated to be April 30, 2016.

- On the other forms of *CSP* referred to in Section 2 of the *ERC* Resolution No. 13, Series of 2015, these should likewise comply with the minimum terms of reference and the requirement of at least two (2) qualified bids for the *CSP* to be considered successful.

In reference to *PSA*s with provisions allowing the automatic renewal or extension of their term, *PSA*s that were previously approved by the *ERC* or filed with the *ERC* before the effectivity of this Resolution may have one (1) automatic renewal or extension for a period not exceeding one (1) year from the end of their respective terms. Upon effectivity of this Resolution, automatic renewal clauses or extension of *PSA*s shall no longer be permitted.

On November 18, 2016, *MERALCO* received a copy of the Petition dated April 28, 2016 filed by a consumer group in the *SC* against the *ERC*, *DOE*, *MERALCO*, *Central Luzon Power*, *St. Raphael*, *PEDC*, *Mariveles Power*, *A1E*, *RP Energy* and the *PCC* which sought to declare as void Resolution No. 1, Series of 2016 and to mandate the *ERC* to disapprove all *PSA* applications for failing to comply with the *CSP* requirement.

In the meantime, on February 9, 2018, the *DOE* published a *DOE* Circular entitled, "Adopting and Prescribing the Policy for the Competitive Selection Process in the Procurement by Distribution Utilities of Power Supply Agreements for the Captive Market" ("*2018 DOE Circular*"). Upon effectivity of the Circular, all prospective *PSA*s in grid and off-grid areas shall be procured through *CSP*. The *CSP* under the *2018 DOE Circular* involves publication of invitation to bid, pre-bid conference, bid evaluation, and pre-/post-qualification of winning bidder. Exemption from *CSP* may be granted by the *DOE* in the following instances:

a. Generation project owned by the *DU* funded by grant or donations
b. Negotiated procurement of emergency supply
c. Provision of supply in off-grid areas prior to the entry of New Power Providers
d. Provision of supply by *PSALM* through bilateral contracts for power produced from undisposed generating assets and *IPP* contracts sanctioned by *EPIRA*

*PSA*s that were granted exemption from *CSP* shall be implemented by the *DU* immediately without prejudice to the evaluation and final decision of the *ERC*.

The *DU*'s *CSP* may be managed by a Third Party Bids and Awards Committee ("*TPBAC*") or a Third Party Administrator ("*TPA*"). The *DU*'s *TPBAC* shall be composed of the following (a) one (1) *DU* officer or employee knowledgeable in the technical operations of the *DU;* (b) One (1) *DU* officer or employee with knowledge and/or experience with any local or international competitive bidding procedures; (c) one (1) lawyer; (d) one (1) finance officer or accountant that has knowledge on electricity pricing; and (e) one (1) technical person, or a person with knowledge and/or experience with any local or international competitive bidding procedures. Any two of the last three (3) members shall be captive customer representatives. The selection process of the representatives of the captive customers to the *DU*'s *TPBAC* shall be submitted to the *DOE* for approval. The *DOE* has already approved the selection process of *MERALCO*'s *TPBAC* captive customer representatives.

Each *CSP* shall be completed within five (5) months from the time of the publication of the Invitation to Bid until submission of the *PSA* to the *ERC*.

Direct negotiations may be made by the *DU*s after at least two (2) failed *CSP*s and there is no outstanding dispute on the conducted *CSP*. A *CSP* is considered failed when during its conduct:

i. No proposal was received by the *DU*
ii. Only one (1) generator submitted an offer
iii. Competitive offers of prospective generators failed to meet the requirements prescribed in the bid document.

Within 60 days upon effectivity of the *2018 DOE Circular*, the *ERC* shall develop rules and procedures to: (i) support the Circular, including guidelines for *TPA* accreditation and a *PSA* template, and (ii) address disputes arising from the conduct of the *CSP*. On April 26, 2018, the *ERC* posted in its website the draft "Rules Governing the Execution, Review and Evaluation of *PSA* Entered into by Distribution Utilities for the Supply of their Captive Market". *ERC* has conducted a public consultation and received comments thereon. On September 28, 2018, the *ERC* posted on its website the second draft of the said Rules. *ERC* has conducted another round of public consultations and received comments thereon. On March 14, 2019, the *ERC* posted on its website the third draft of the said Rules. The *ERC* received comments thereon. As at February 24, 2020, *MERALCO* is awaiting the rules and procedures to be promulgated by the *ERC*.

On May 17, 2019, *MERALCO* received a copy of the *SC*'s Decision dated May 3, 2019 in the *SC* case. The Decision declared the first paragraph of Section 4 of *ERC* Resolution No. 13, Series of 2015 (*CSP* Guidelines), and *ERC* Resolution No. 1, Series of 2016 (*ERC* Clarificatory Resolution), as void. As such, all *PSA* applications submitted by *DU*s to the *ERC* on or after June 30, 2015 shall comply with the Competitive Selection Process and the purchased power cost resulting from such compliance shall retroact to the date of effectivity of the complying *PSA*, but in no case earlier than June 30, 2015, for purposes of passing on the purchased power cost to consumers. The Decision highlighted that the *ERC* does not have statutory authority to postpone effectivity date of *CSP*, and thereby cannot amend the 2015 *DOE* Circular. Consequently, the 90 *PSA*s submitted to the *ERC* after effectivity of *CSP* on or after June 30, 2015 cannot serve as basis to pass on purchased power cost to consumers; and the *ERC* must require *CSP* for all *PSA* applications submitted on or after June 30, 2015. Moreover, the Decision pronounced that, by virtue of *DOE*'s issuance of the *2018 DOE Circular* in February 2018, which contained the *DOE*'s guidelines on the implementation of *CSP*, the *DOE* revoked the authority it delegated to *ERC* to issue supplemental guidelines to implement *CSP*.

In compliance with the *SC* Decision, *MERALCO* constituted its *TPBAC* to conduct *CSP* in accordance with the *2018 DOE Circular* and its submitted Power Supply Procurement Plan for 2019. Three (3) Invitations to Bid inviting interested and qualified parties to participate in *MERALCO*'s *CSP* for 3 sets of *PSA*s involving (i) 1,200 *MW* baseload capacity by December 26, 2019, (ii) 500 *MW* mid-merit capacity by December 26, 2019, and (iii) 1,200 *MW* baseload capacity from greenfield power plant by 2024, were published on July 12, 15, and 16, 2019, respectively. On September 13, 2019, *MERALCO* signed 3 *PSAs* for baseload capacity with *AC Energy* for 200 *MW*, *SMEC* for 330 *MW*, and *SPPC* for 670 *MW*. On September 16, 2019, *MERALCO* signed 3 *PSA*s for mid-merit capacity with First Gen Hydro Power Corporation ("*First Gen Hydro*") for 100 *MW, AC Energy* for 110 *MW*, and *SPPC* for 290 *MW*. On October 22, 2019, the joint applications for approval of these 6 *PSA*s were filed before the *ERC*. Certain consumer groups intervened in the joint applications. In its letters to *MERALCO,* all dated December 23, 2019, the *ERC* granted provisional authority to implement *MERALCO*'s 3 *PSA*s for baseload capacity with

AC Energy, SPPC and SMEC. On January 16, 2020, *SPPC* and *SMEC* filed Urgent Ex-Parte Motions for Clarification with the *ERC.* On January 30, 2020, *MERALCO* received the orders of the *ERC* granting provisional authority to implement *MERALCO*'s 2 *PSA*s for baseload and mid-merit capacity with *AC Energy.* On February 3, 2020, *AC Energy* wrote letters to *ERC* requesting for the urgent re-evaluation and reconsideration of the provisional authority rate for its *PSA*s with baseload and mid-merit capacity with *MERALCO.* As at February 24, 2020, the six (6) *PSA* applications are submitted for resolution by the *ERC*.

15. True-up Adjustments of Fuel and Purchased Power Costs ("*TAFPPC*") and Foreign Exchange-Related Costs *("TAFxA")*

On June 20, 2017, the *ERC* issued a Decision, a copy of which was received by *MERALCO* on December 29, 2017, authorizing *PSALM* to recover, within a 60-month period, the amount of ₱3,592 million in the Luzon grid, among others, as part of the *TAFPPC* and *TAFxA*; and directed all distribution utilities to comply with the directive.

On January 1, 2018, *MERALCO* filed a Motion for Partial Reconsideration praying for the suspension of the Order and requesting that *MERALCO* be allowed to charge the recovery to all types of customers, regardless of whether they were covered or not during the relevant test periods. As at February 24, 2020, the *ERC* has yet to act on the Motion.

OTHER QUANTITATIVE AND QUALITATIVE DISCLOSURES

(i) Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in *MERALCO*'s liquidity increasing or decreasing in any material way.

Not applicable

(ii) Any events that will trigger direct or indirect contingent financial obligation that is material to *MERALCO*, including any default or acceleration of an obligation.

1. Mediation with *NPC*

The *NPC* embarked on a Power Development Program ("*PDP*"), which consisted of contracting generating capacities and the construction of its own, as well as private sector, generating plants, following a crippling power supply crisis. To address the concerns of the creditors of *NPC*, namely, Asian

Development Bank and the World Bank, the Department of Energy ("*DOE*") required that *MERALCO* enter into a long-term supply contract with the *NPC.*

Accordingly, on November 21, 1994, *MERALCO* entered into a 10-year Contract for Sale of Electricity ("*CSE*") with *NPC* which commenced on January 1, 1995. The *CSE,* the rates and amounts charged to *MERALCO* therein, were approved by the *BOD* of *NPC* and the then Energy Regulatory Board, respectively.

Separately, the *DOE* further asked *MERALCO* to provide a market for half of the output of the Camago-Malampaya gas field to enable its development and production of natural gas, which was to generate significant revenues for the Philippine Government and equally significant foreign exchange savings for the country to the extent of the fuel imports, which the domestic volume of natural gas will displace.

MERALCO's actual purchases from *NPC* exceeded the contract level in the first seven (7) years of the *CSE*. However, the 1997 Asian crisis resulted in a significant curtailment of energy demand.

While the events were beyond the control of *MERALCO*, *NPC* did not honor *MERALCO*'s good faith notification of its off-take volumes. A dispute ensued and both parties agreed to enter into mediation.

The mediation resulted in the signing of a Settlement Agreement ("*SA*") between the parties on July 15, 2003. The *SA* was approved by the respective *BOD*s of *NPC* and *MERALCO*. The net settlement amount of ₱14,320 million was agreed upon by *NPC* and *MERALCO* and manifested before the *ERC* through a Joint Compliance dated January 19, 2006. The implementation of the *SA* is subject to the approval of the *ERC*.

Subsequently, the *OSG* filed a "Motion for Leave to Intervene with Motion to Admit Attached Opposition to the Joint Application and Settlement Agreement between *NPC* and *MERALCO*". As a result, *MERALCO* sought judicial clarification with the Regional Trial Court ("*RTC-Pasig*"). Pre-trials were set, which *MERALCO* complied with and attended. However, the *OSG* refused to participate in the pre-trial and opted to seek a Temporary Restraining Order ("*TRO*") from the *CA.*

In a Resolution dated December 1, 2010, the *CA* issued a *TRO* against the *RTC-Pasig*, *MERALCO* and *NPC* restraining the respondents from further proceeding with the case. Subsequently, in a Resolution dated February 3, 2011, the *CA* issued a writ of preliminary injunction enjoining the *RTC-Pasig* from conducting further proceedings pending resolution of the Petition. In a Decision dated October 14, 2011, the *CA* resolved to deny the Petition filed by the *OSG* and lifted the injunction previously issued. The said Decision likewise held that the *RTC-Pasig* committed no error in finding the *OSG* in default due to its failure to participate in the proceedings. The *RTC-Pasig* was thus ordered to proceed to hear the case *ex-parte*, as against the *OSG*, and with dispatch. The *OSG* filed a *MR* which was denied by the *CA* in its

Resolution dated April 25, 2012. The *OSG* filed a Petition for Review on Certiorari with the *SC*. *MERALCO*'s Comment was filed on
October 29, 2012. Subsequently, a Decision dated December 11, 2013 was rendered by the First Division of the *SC* denying the Petition for Review on Certiorari by the *OSG* and affirming the Decision promulgated by the *CA* on October 14, 2011.

With the dismissal of the petition filed by the Office of the Solicitor General ("*OSG*") with the *CA*, *MERALCO* filed a motion for the reception of its evidence *ex-parte* with the *RTC-Pasig* pursuant to the ruling of the *CA*. In a Decision dated May 29, 2012, the *RTC-Pasig* declared the *SA* valid and binding, independent of the pass-through for the settlement amount which is reserved for the *ERC*. The *OSG* has filed a Notice of Appeal with the *RTC-Pasig* on June 19, 2012. After both parties filed their respective appeal briefs, the *CA* rendered a Decision dated April 15, 2014 denying the appeal and affirming the *RTC* Decision, which declared the *SA* as valid and binding. The *OSG* filed a Petition for Review with the *SC*. On November 10, 2014, *MERALCO* filed its comment to the Petition. *PSALM* likewise filed its comment to the Petition. In a Resolution dated July 8, 2015, the *SC* resolved to serve anew its Resolutions requiring *NPC* to comment on the Petition. In compliance, *NPC* submitted its Comment dated September 8, 2015. *MERALCO* submitted its Motion for Leave to File and to Admit Attached Reply on October 12, 2015. Pursuant to the *SC* Resolution dated November 11, 2015, the *OSG* filed a Consolidated Reply to the comments filed by *NPC*, *MERALCO* and *PSALM*. *MERALCO* then filed a Motion for Leave to File and to Admit the Attached Rejoinder. The parties have filed their respective memoranda. As at February 24, 2020, *MERALCO* is awaiting further action of the *SC* on the matter.

2. Sucat-Araneta-Balintawak Transmission Line

The Sucat-Araneta-Balintawak transmission line is a two (2)-part transmission line, which completed the 230 *kV* line loop within Metro Manila. The two (2) main parts are the Araneta to Balintawak leg and the Sucat to Araneta leg, which cuts through Dasmariñas Village, Makati City.

On March 10, 2000, certain residents along Tamarind Road, Dasmariñas Village, Makati City "the *Plaintiffs*", filed a case against *NPC* with the *RTC-Makati*, enjoining *NPC* from further installing high voltage cables near the *Plaintiffs*' homes and from energizing and transmitting high voltage electric current through said cables because of the alleged health risks and danger posed by the same through the electromagnetic field emitted by said lines. Following its initial status quo Order issued on March 13, 2000, *RTC-Makati* granted on
April 3, 2000 the preliminary injunction sought by the *Plaintiffs*. The decision was affirmed by the *SC* on March 23, 2006, which effectively reversed the decision of the *CA* to the contrary. The *RTC-Makati* subsequently issued a writ of execution based on the Order of the *SC. MERALCO*, in its capacity as an intervenor, was constrained to file an Omnibus Motion to maintain status quo because of the significant effect of a de-energization of the Sucat-Araneta line to the public and economy. Shutdown of the 230 *kV*

line will result in widespread and rotating brownouts within *MERALCO*'s franchise area with certain power plants unable to run at their full capacities.

On September 8, 2009, the *RTC-Makati* granted the motions for intervention filed by intervenors, *MERALCO* and *NGCP* and dissolved the Writ of Preliminary Injunction issued, upon the posting of the respective counter bonds by defendant *NPC*, intervenors *MERALCO* and *NGCP*, subject to the condition that *NPC* and intervenors will pay for all damages, which the *Plaintiffs* may incur as a result of the Writ of Preliminary Injunction.

In its Order dated February 5, 2013, the *RTC-Makati* granted the *Plaintiffs*' motion and directed the re-raffle of the case to another branch after the judicial dispute resolution failed.

This case remains pending and is still at the pre-trial stage. During the pre-trial stage, *Plaintiffs* filed a Manifestation stating that they are pursuing the deposition of a supposed expert in electromagnetic field through oral examination without leave of court in late January or early February 2016 or on such date as all the parties may agree amongst themselves at the Consulate Office of the Philippines in Vancouver, Canada. *NPC* and intervenors filed their Opposition and Counter-Manifestation. Intervenor *NGCP* filed a Motion to Prohibit the Taking of the Deposition of the said expert. Intervenor *MERALCO* intends to file its Comment/Opposition in due course. As at February 24, 2020, *MERALCO* is awaiting further action of the *SC* on the matter.

3. *RPT* Assessments

Several Local Government Units ("*LGU*s") assessed *MERALCO* for deficiency *RPT* on certain assets. The assets include electric transformers, distribution wires, insulators, and poles, collectively referred to as *TWIP*. Of these *LGU*s, one (1) has secured a favorable decision from the *CA*. Such decision was appealed by *MERALCO* to the *SC* for the benefit of *MERALCO* customers. On October 22, 2015, *MERALCO* received a copy of the *SC* Decision promulgated on August 5, 2015 declaring, among others, that the transformers, electric posts, transmission lines, insulators, and electric meters of *MERALCO* are not exempted from *RPT* under the *LGC*. *MERALCO* did not appeal the *SC* Decision. The cases of the other *LGU*s are pending with their respective administrative bodies or government offices.

In 2016, *MERALCO* began the process of settlement with the affected *LGU*s. *MERALCO* has filed for the recovery of the resulting *RPT* payments to certain *LGU*s from customers in the relevant areas with the *ERC* and will file for similar recovery for succeeding payments.

On January 30, 2017, *PEPOA* filed a Petition for rule-making proposing that *RPT* be allowed as a pass through cost in the light of the *SC* Decision. Hearings have been completed and *MERALCO* filed its intervention and submitted its comments. As at February 24, 2020, the Petition is pending before the

ERC.
A similar Petition was likewise filed by the Philippine Rural Electric Cooperative Association ("*PHILRECA*") on April 17, 2019. As at February 24, 2020, hearings are on going.

4. *LFT* Assessments of Municipalities

Certain municipalities have served assessment notices on *MERALCO* for *LFT*. As provided in the Local Government Code ("*LGC*"), only cities and provincial governments may impose taxes on establishments doing business in their localities. On the basis of the foregoing, *MERALCO* and its legal counsel believe that *MERALCO* is not subject or liable for such assessments.

5. *SC* Decision on Unbundling Rate Case

On May 30, 2003, the *ERC* issued an Order approving *MERALCO*'s unbundled tariffs that resulted in a total increase of ₱0.17 per *kWh* over the May 2003 tariff levels. However, on August 4, 2003, *MERALCO* received a Petition for Review of the *ERC*'s ruling filed by certain consumer and civil society groups before the Court of Appeals ("*CA*"). On July 22, 2004, the *CA* set aside the *ERC*'s ruling on *MERALCO*'s rate unbundling and remanded the case to the *ERC.* Further, the *CA* opined that the *ERC* should have asked the Commission on Audit ("*COA*") to audit the books of *MERALCO*. The *ERC* and *MERALCO* subsequently filed separate motions asking the *CA* to reconsider its decision. As a result of the denial by the *CA* of the motions on January 24, 2005, the *ERC* and *MERALCO* elevated the case to the *SC*.

In an En Banc decision promulgated on December 6, 2006, the *SC* set aside and reversed the *CA* ruling saying that a *COA* audit was not a prerequisite in the determination of a utility's rates. However, while the *SC* affirmed *ERC*'s authority in rate-fixing, the *SC* directed the *ERC* to request *COA*'s assistance to undertake a complete audit of the books, records and accounts of *MERALCO*. In compliance with the directive of the *SC*, the *ERC* requested *COA* to conduct an audit of the books, records and accounts of *MERALCO* using calendar years 2004 and 2007 as test years.

The *COA* audit, which began in September 2008, was completed with the submission to the *ERC* of its report on November 12, 2009.

On February 15, 2010, the *ERC* issued its Order directing *MERALCO* and all intervenors in the case to submit, within 15 days from receipt of the Order, their respective comments on the *COA* report.

On June 21, 2011, the *ERC* maintained and affirmed its findings and conclusions in its Decision dated March 20, 2003 and Order dated May 30, 2003. The *ERC* stated that the *COA* recommendation to apply disallowances under *PBR* to rate unbundling violates the principle against retroactive rate-making. An intervenor group filed a *MR* of the said Order. On September 5, 2011, *MERALCO* filed its comment on

the intervenor's *MR*. On February 4, 2013, the *ERC* denied the intervenor's *MR*. The intervenor filed a Petition for Review before the *CA* and *MERALCO* filed its comment thereon on May 29, 2014. In compliance with the *CA*'s directive, *MERALCO* filed its Memorandum in August 2015. In a Resolution dated
September 29, 2015, the *CA* acknowledged receipt of the respective Memoranda from parties and declared the case submitted for decision. In a Decision dated February 29, 2016, the *CA* dismissed the Petition for Review and affirmed the orders dated June 21, 2011 and February 4, 2013 of the *ERC*.

On March 22, 2016, the intervenors filed a *MR* on the *CA* Decision dated February 29, 2016. The same was denied by the *CA* through a Resolution dated August 8, 2016.

On October 11, 2016, *MERALCO* received a Petition for Review on Certiorari filed by the intervenors before the *SC* appealing the dismissal of its Petition. *MERALCO*, *COA* and the *ERC* have filed their respective comments to the Petition. On June 22, 2017, *MERALCO* received the Motion for Leave to Intervene and Admit Comment-in-Intervention filed by other *DU*s that sought to intervene in the case. In a Resolution dated October 3, 2017, the *SC* granted the Motion for Leave to Intervene and Comment-in-Intervention. On November 13, 2019, *MERALCO* received a Decision dated October 8, 2019 partially granting the Petition filed by the National Association of Electric Consumers for Reforms Inc. ("*NASECORE*"), which among other things, (i) voided the adoption by the *ERC* of the current or replacement cost in the valuation of *MERALCO*'s *RAB*; and (ii) remanded the case to *ERC* to determine, within 90 days, finality of the Decision.

MERALCO, *PEPOA* and the *ERC* filed their respective motions for reconsideration which are pending before the *SC*.

(iii) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of *MERALCO* with unconsolidated entities or other persons created during the reporting period.

2020 Capital Expenditure Requirements (*in millions)*

Electric capital projects	₱37,968
Non-electric projects and other capitalized items	7,114
Total capital expenditures	₱45,082

MERALCO has a management-approved capital expenditure budget of ₱45,082 million for the year ending December 31, 2020, of which about 84% represents planned expenditures for the electric capital projects of the power distribution business. The capital expenditure budget shall address requirements in areas with large concentration of core customers, correct normal deficiencies in the system, stretch

loading limits of *MERALCO* facilities and initiate practical and cost-effective projects to correct system deficiencies.

Absent the release by the *ERC* of the final rules to govern the filing of its 4th *RP* Reset Application, and in anticipation of the network system requirements and possible effect of severe weather conditions after June 30, 2015, *MERALCO* filed applications for approval of authority to implement its *CAPEX* programs for *RY* 2016 (July 1, 2015 to June 30, 2016), *RY* 2017 (July 1, 2016 to June 30, 2017) *RY* 2018 (July 1, 2017 to June 30, 2018), *RY* 2019 (July 1, 2018 to June 30, 2019) and *RY* 2020 (July 1, 2019 to June 30, 2021)
on February 9, 2015, March 8, 2016, April 3, 2017, April 30, 2018 and July 1, 2019, respectively.

(iv) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations should be described.

1. Retail Competition

See related preceding discussions under *RCOA*.

2. Petition for Dispute Resolution against *PEMC*, *TransCo*, *NPC* and *PSALM*

On September 9, 2008, *MERALCO* filed a Petition for Dispute Resolution, against *PEMC*, *TransCo*, *NPC* and *PSALM* with the *ERC* as a result of the congestion in the transmission system of *TransCo* arising from the outages of the San Jose-Tayabas 500 *kV* Line 2 on June 22, 2008, and the 500 *kV* 600 Mega Volt-Ampere Transformer Bank No. 2 of *TransCo*'s San Jose, Bulacan substation on July 11, 2008. The Petition seeks to, among others, direct *PEMC* to adopt the *NPC*- Time-of-Use ("*TOU*") rate or the new price determined through the price substitution methodology of *PEMC* as approved by the *ERC*, as basis for its billing during the period of the congestion and direct *NPC* and *PSALM* to refund the transmission line loss components of the line rentals associated with *NPC/PSALM* bilateral transactions from the start of *WESM* operation on June 26, 2006.

In a Decision dated March 10, 2010, the *ERC* granted *MERALCO*'s petition and ruled that there is double charging of the transmission line costs billed to *MERALCO* by *NPC* for the *TSC* quantities to the extent of 2.98% loss factor, since the effectivity of the *TSC* in November 2006. Thus, *NPC* was directed to refund line rental adjustment to *MERALCO*. In the meantime, the *ERC* issued an Order on May 4, 2011 allowing *PEMC* to submit an alternative methodology for the segregation of line rental into congestion cost and line losses from the start of the *WESM. PEMC* has filed its compliance submitting its alternative methodology.

On September 8, 2011, *MERALCO* received a copy of *PEMC*'s compliance to the *ERC*'s directive and on November 11, 2011, *MERALCO* filed a counter-proposal which effectively simplifies *PEMC*'s proposal.

In an Order of the *ERC* dated June 21, 2012, *MERALCO* was directed to submit its computation of the amount of the double charging of line loss on a per month basis from June 26, 2006 up to June 2012. On
July 4, 2012, *MERALCO* filed its Compliance to the said Order. Thereafter, the *ERC* issued an Order directing the parties to comment on *MERALCO*'s submissions. Hearings were conducted on October 2, 2012 and October 16, 2012 to discuss the parties' proposal and comments.

In an Order dated March 4, 2013, the *ERC* approved the methodology proposed by *MERALCO* and *PEMC* in computing the double charged amount on line losses by deducting 2.98% from the *NPC-TOU* amount. Accordingly, the *ERC* determined that the computed double charge amount to be collected from *NPC* is
₱5.2 billion, covering the period November 2006 to August 2012 until actual cessation of the collection of the 2.98% line loss charge in the *NPC-TOU* rates imposed on *MERALCO*. In this regard, *NPC* was directed by the *ERC* to refund said amount by remitting to *MERALCO* the equivalent amount of ₱73.9 million per month until the over-recoveries are fully refunded. In the said Order, the *ERC* likewise determined that the amount to be collected from the successor generating companies ("*SGC*s") is ₱4.7 billion. Additionally, *MERALCO* was directed to file a petition against the following *SGC*s: *MPPCL,* Aboitiz Power Renewables, Inc. ("*APRI*"), *TLI*, *SMEC* and *Sem-Calaca*, within 30 days from receipt thereof, to recover the line loss collected by them. On April 19, 2013, *MERALCO* filed a Motion for Clarification with the *ERC* regarding the directives contained in the March 4, 2013 Order. On April 30, 2013 and May 8, 2013, *PSALM* and *NPC*, respectively, filed motions seeking reconsideration of the March 4, 2013 Order. *MERALCO* filed a motion seeking for an additional 15 days from its receipt of the *ERC*'s Order resolving its Motion for Clarification, within which to file its Petition against the *SGC*s.

In an Order dated July 1, 2013, the *ERC* issued the following clarifications/resolutions: (i) *SPPC* should be included as one of the *SGC*s against whom a petition for dispute resolution should be filed by *MERALCO*;
(ii) amount to be refunded by *NPC* is not only ₱5.2 billion but also the subsequent payments it received from *MERALCO* beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates; (iii) petition to be filed by *MERALCO* against the *SGC*s should not only be for the recovery of the amount of ₱4.7 billion but also the subsequent payments beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates; (iv) "SCPC Ilijan" pertains to *SPPC* instead. Thus, the refundable amount of ₱706 million pertaining to "SCPC Ilijan" should be added to *SPPC*'s refundable amount of ₱1.1 billion; (v) grant the Motion for Extension filed by *MERALCO* within which to file a petition against the following *SGC*s: *MPPCL*, *APRI*, *TLI*, *SMEC*, *Sem-Calaca* and *SPPC*; and (vi) deny the respective *MR*s filed by *NPC* and *PSALM*.

On September 12, 2013, *MERALCO* filed a Manifestation with Motion with the *ERC* seeking approval of its proposal to offset the amount of ₱73.9 million per month against its monthly remittances to *PSALM*. *PSALM* and *NPC* filed their comments *Ad Cautelam* and Comment and Opposition *Ad Cautelam*, respectively, on *MERALCO*'s Manifestation with Motion. On November 4, 2013, *MERALCO* filed its reply. As at
February 24, 2020, *MERALCO*'s Manifestation with Motion is pending resolution by the *ERC*.

On October 24, 2013, *MERALCO* received *PSALM*'s Petition for Review on Certiorari with the *CA* (With Urgent *TRO* and/or Writ of Preliminary Mandatory Injunction Applications) questioning the March 4, 2013 and July 1, 2013 Orders of the *ERC*.

On February 3, 2014, *MERALCO* filed a Comment with Opposition to the Application for *TRO* or Writ of Preliminary Injunction dated January 30, 2014. *PEMC* filed a Comment and Opposition Re: Petition for Certiorari with Urgent *TRO* and/or Writ of Preliminary Mandatory Injunction dated January 6, 2014. On June 4, 2014, the *CA* issued a Resolution declaring that *PSALM* is deemed to have waived the filing of a Reply to the comment and opposition of *MERALCO* and *PEMC* and directing the parties to submit their simultaneous memoranda within 15 days from notice. On December 1, 2014, the *CA* issued a decision dismissing the Petition for Certiorari filed by *PSALM* against the *ERC*, *MERALCO* and *PEMC* and affirming the *ERC*'s ruling on the refund of the ₱5.2 billion of transmission line losses double charged by *PSALM* and *NPC*. On January 30, 2015, *PSALM* filed its *MR* on the December 1, 2014 Decision of the *CA*. *MERALCO* has filed its Opposition to the *MR*. In a Resolution dated August 11, 2015, the *CA* denied *PSALM*'s *MR*. On October 27, 2015, *MERALCO* received *PSALM*'s Petition for Review with the *SC*. The Petition has been given due course and the parties have filed their respective memoranda. As at February 24, 2020, *MERALCO* is still awaiting further action of the *SC* on the Petition.

3. *Petition for Dispute Resolution Against SPPC, MPPCL, APRI, TLI, SMEC and Sem-Calaca*

On August 29, 2013, *MERALCO* filed a Petition for Dispute Resolution against *SPPC*, *MPPCL*, *APRI*, *TLI*, *SMEC* and *Sem-Calaca.* Said Petition seeks the following: 1) refund of the 2.98% transmission line losses in the amount of ₱5.4 billion, inclusive of the ₱758 million line loss for the period September 2012 to
June 25, 2013, from said *SGC*s; and 2) approval of *MERALCO*'s proposal to correspondingly refund to its customers the aforementioned line loss amounts, as and when the same are received from the *SGC*s, until such time that the said over-recoveries are fully refunded, by way of automatic deduction of the amount of refund from the computed monthly generation rate. On September 20, 2013, *MERALCO* received the *SGC*s' Joint Motion to Dismiss. On October 7, 2013, *MERALCO* filed its Comment on the said Joint Motion.

On October 8, 2013, *MERALCO* received the *SGC*s Manifestation and Motion, which sought, among other things, the cancellation of the scheduled initial hearing of the case, including the submission of the parties respective Pre-trial Briefs, until the final resolution of the *SGC*'s Joint Motion to Dismiss. On October 11, 2013, *MERALCO* filed its pre-trial brief. On October 14, 2013, *MERALCO* filed its Opposition to the *SGC*'s Manifestation and Motion. On October 24, 2013, *MERALCO* received the *SGC*'s Reply to its Comment on the Joint Motion to Dismiss. On October 29, 2013, *MERALCO* filed its Rejoinder. Thereafter, the *SGC*'s filed their Sur-Rejoinder dated November 4, 2013. As at February 24, 2020, the Joint Motion to Dismiss is pending resolution by the *ERC*.

4. *PSALM* versus *PEMC* and *MERALCO*

Due to the significant increases in *WESM* prices during the 3rd and 4th months of the *WESM* operations, *MERALCO* raised its concerns with the *PEMC* with request for the latter to investigate whether *WESM* rules were breached or if anti-competitive behavior had occurred.

While resolutions were initially issued by the *PEMC* directing adjustments of *WESM* settlement amounts, a series of exchanges and appeals with the *ERC* ensued. *ERC* released an order directing that the *WESM* settlement price for the 3rd and 4th billing months be set at *NPC-TOU* rates, prompting *PSALM* to file a Motion for Partial Reconsideration, which was denied by the *ERC* in an Order dated October 20, 2008. *PSALM* filed a Petition for Review before the *CA*, which was dismissed on August 28, 2009, prompting *PSALM* to file an *MR*, which was likewise denied by the *CA* on November 6, 2009. In December 2009, *PSALM* filed a Petition for Review on Certiorari with the *SC*. *MERALCO* has filed its comments on the Petition and its Memorandum. As at February 24, 2020, *PSALM*'s Petition for Review is pending resolution by the *SC*.

5. Petition for Dispute Resolution with *NPC* on Premium Charges

On June 2, 2009, *MERALCO* filed a Petition for Dispute Resolution against *NPC* and *PSALM* with respect to *NPC*'s imposition of premium charges for the alleged excess energy it supplied to *MERALCO* covering the billing periods May 2005 to June 2006. The premium charges amounting to ₱315 million during the
May-June 2005 billing periods have been paid but are the subject of a protest by *MERALCO*, and premium charges of ₱318 million during the November 2005, February 2006 and April to June 2006 billing periods are being disputed and withheld by *MERALCO*. *MERALCO* believes that there is no basis for the imposition of the premium charges. The hearings on this case have been completed. As at February 24, 2020, the Petition is pending resolution by the *ERC*.

6. *SC TRO* on *MERALCO*'s December 2013 Billing Rate Increase

On December 9, 2013, the *ERC* gave clearance to the request of *MERALCO* to implement a staggered collection over three (3) months covering the December 2013 billing month for the increase in generation charge and other bill components such as *VAT*, *LFT*, transmission charge, and *SL* charge. The generation costs for the November 2013 supply month increased significantly because of the aberrant spike in the *WESM* charges on account of the non-compliance with *WESM* Rules by certain plants resulting in significant power generation capacities not being offered and dispatched, and the scheduled and extended shutdowns, and the forced outages, of several base load power plants, and the use of the more expensive liquid fuel or bio-diesel by the natural gas-fired power plants that were affected by the Malampaya Gas Field shutdown from November 11 to December 10, 2013.

On December 19, 2013, several party-list representatives of the House of Representatives filed a Petition against *MERALCO*, *ERC* and *DOE* before the *SC*, questioning the *ERC* clearance granted to *MERALCO* to charge the resulting price increase, alleging the lack of hearing and due process. It also sought for the declaration of the unconstitutionality of the *EPIRA*, which essentially declared the generation and supply sectors competitive and open, and not considered public utilities. A similar petition was filed by a consumer group and several private homeowners' associations challenging also the legality of the *AGRA* that the *ERC* had promulgated. Both petitions prayed for the issuance of *TRO*, and a Writ of Preliminary Injunction.

On December 23, 2013, the *SC* consolidated the two (2) Petitions and granted the application for *TRO* effective immediately and for a period of 60 days, which effectively enjoined the *ERC* and *MERALCO* from implementing the price increase. The *SC* also ordered *MERALCO*, *ERC* and *DOE* to file their respective comments to the Petitions. Oral Arguments were conducted on January 21, 2014, February 4, 2014 and February 11, 2014. Thereafter, the *SC* ordered all the Parties to the consolidated Petitions to file their respective Memorandum on or before February 26, 2014 after which the Petitions will be deemed submitted for resolution of the *SC*. *MERALCO* complied with said directive and filed its Memorandum on said date.

On February 18, 2014, acting on the motion filed by the Petitioners, the *SC* extended for another 60 days or until April 22, 2014, the *TRO* that it originally issued against *MERALCO* and *ERC* on December 23, 2013. The *TRO* was also similarly applied to the generating companies, specifically *MPPCL*, *SMEC*, *SPPC*, *FGPC*, and the *NGCP*, and the *PEMC* (the administrator of *WESM* and market operator) who were all enjoined from collecting from *MERALCO* the deferred amounts representing the ₱ 4.15 per *kWh* price increase for the November 2013 supply month.

In the meantime, on January 30, 2014, *MERALCO* filed an Omnibus Motion with Manifestation with the *ERC* for the latter to direct *PEMC* to conduct a re-run or re-calculation of the *WESM* prices for the supply months of November to December 2013. Subsequently, on February 17, 2014, *MERALCO* filed with the

ERC an Application for the recovery of deferred generation costs for the December 2013 supply month praying that it be allowed to recover the same over a six (6)-month period.

On March 3, 2014, the *ERC* issued an Order voiding the Luzon *WESM* prices during the November and December 2013 supply months on the basis of the preliminary findings of its Investigating Unit ("*IU*") that these are not reasonable, rational and competitive, and imposing the use of regulated rates for the said period. *PEMC* was given seven (7) days upon receipt of the Order to calculate these regulated prices and implement the same in the revised *WESM* bills of the concerned *DU*s in Luzon. *PEMC*'s recalculated power bills for the supply month of December 2013 resulted in a net reduction of the December 2013 supply month bill of the *WESM* by ₱9.3 billion. Due to the pendency of the *TRO*, no adjustment was made to the *WESM* bill of *MERALCO* for the November 2013 supply month. The timing of amounts to be credited to *MERALCO* is dependent on the reimbursement of *PEMC* from associated generator companies. However, several generating companies, including *MPPCL*, SN Aboitiz Power, Inc., TeaM (Philippines) Energy Corporation, PanAsia Energy, Inc. ("*PanAsia*"), and *SMEC*, have filed *MR*s questioning the Order dated March 3, 2014. *MERALCO* has filed a consolidated comment to these *MR*s. In an Order dated October 15, 2014, the *ERC* denied the *MR*s. The generating companies have appealed the Orders with the *CA*. *MERALCO* has filed a motion to intervene and a comment in intervention. The *CA* consolidated the cases filed by the generation companies. In a Decision dated November 7, 2017, the *CA* set aside *ERC* Orders dated March 3, 2014,
March 27, 2014, May 9, 2014 and October 15, 2014 and declared the orders null and void. The Decision then reinstated and declared valid *WESM* prices for the November and December 2013 supply months. *MERALCO* and the *ERC* have filed their respective motions for reconsideration. Several consumers also intervened in the case and filed their respective motions for reconsideration. In a Resolution dated March 29, 2019, the *CA* denied the motions for reconsideration and upheld its Decision dated November 7, 2017.

MERALCO and several consumers have elevated the *CA* Decision and Order to the SC where the case is pending.

In view of the pendency of the various submissions before the *ERC* and mindful of the complexities in the implementation of the *ERC*'s Order dated March 3, 2014, the *ERC* directed *PEMC* to provide the market participants additional 45 days to comply with the settlement of their respective adjusted *WESM* bills. In an Order dated May 9, 2014, the parties were then given an additional non-extendible period of 30 days from receipt of the Order within which to settle their *WESM* bills. However, in an Order dated June 6, 2014 and acting on an intervention filed by Angeles Electric Corporation, the *ERC* deemed it appropriate to hold in abeyance the settlement of *PEMC*'s adjusted *WESM* bills by the market participants.

On April 22, 2014, the *SC* extended indefinitely the *TRO* issued on December 23, 2013 and February 18, 2014 and directed generating companies, *NGCP* and *PEMC* not to collect from *MERALCO*. As at February 24, 2020, the *SC* has yet to resolve the various petitions filed against *MERALCO*, *ERC*, and *DOE*.

7. *ERC* Investigating Unit *("IU*") Complaint

On December 26, 2013, the *ERC* constituted the *IU* under its Competition Rules to investigate possible anti-competitive behavior by the industry players and possible collusion that transpired in the *WESM* during the supply months of November 2013 and December 2013. *MERALCO* participated in the proceedings and submitted a Memorandum.

An investigating officer of the *IU* filed a Complaint dated May 9, 2015 against *MERALCO* and *TMO* for alleged anti-competitive behavior constituting economic withholding in violation of Section 45 of the *EPIRA* and Rule 11, Section 1 and 8(e) of the *EPIRA IRR*. In an Order dated June 15, 2015 the *ERC* directed *MERALCO* to file its comment on the Complaint. *MERALCO* and *TMO* have filed their respective answers to the Complaint.

In an Order dated September 1, 2015, the *ERC* directed the investigating officer to file his reply to *MERALCO*. In a Manifestation and Motion to Set the Case for Hearing dated November 9, 2015, the investigating officer manifested that he would no longer file a reply and that the case be set for hearing.

On May 24, 2016, the *ERC* promulgated Resolution No. 14, Series of 2016, which resolved to divide the Commission into two (2) core groups for the conduct of hearings and to designate the commissioners to act as presiding officers in anti-competition cases. The raffle pursuant to said Resolution was conducted on June 15, 2016.

In a Notice of Pre-Trial Conference dated June 16, 2016, the *ERC* set the pre-trial conference on August 18, 2016 and required *MERALCO* and *TMO* to submit their respective pre-trial briefs. However, on July 27, 2016, the complainant filed two (2) omnibus motions for the consolidation and deferment of the pre-trial conferences. Hence, in an Order dated August 1, 2016, the respondents were given 10 days to submit their comments on the Motion for Consolidation, with the complainant given five (5) days to file his reply. As such, the pre-trial conferences as scheduled were deferred until further notice and all parties were granted 20 days to submit their respective pre-trial briefs.

In the meantime, *MERALCO* likewise filed an Urgent Motion to Dismiss with Motion to Suspend Proceedings which was adopted by *TMO* in its Manifestation and Motion filed on July 28, 2016. *MERALCO* maintained that the Complaint should be dismissed due to the absence of subject matter jurisdiction as it is now the Philippine Competition Commission ("*PCC*") which has original and primary

jurisdiction over competition-related cases in the energy sector. On August 23, 2016, *MERALCO* filed an Urgent Motion Ad Cautelam for suspension of proceeding including period to file pre-trial brief and judicial affidavit.

In a Motion dated August 25, 2016, complainant filed a Motion to defer the submission of the complainant's pre-trial brief and judicial affidavit. In an Order dated June 13, 2017, the *ERC* denied the motion to consolidate but upheld the authority of private counsel to represent the complainants. *MERALCO* filed a Motion for Partial Reconsideration to question such authority.

In an Order dated February 2, 2017, the *ERC* denied the motion to dismiss and asserted jurisdiction over the Complaint. *MERALCO* filed its *MR* to the Order on February 23, 2017. In an Order dated June 20, 2017, the *ERC* denied the *MR*. On September 19, 2017, *MERALCO* filed a Petition for Certiorari with the *CA*. In a Resolution dated October 2, 2017, the *CA* required respondents to file their Comment on the Petition within 10 days and held in abeyance its resolution on the prayer for injunctive relief until the comments have been filed. *MERALCO* was likewise given five (5) days to file its reply. In a Manifestation dated October 23, 2017, the *ERC* stated that it is a nominal party in the case as the quasi-judicial tribune that issued the assailed ordinances. The *IU* filed its own Comment dated December 19, 2017. In a Manifestation and Motion dated December 22, 2017, the *OSG* informed the *CA* that it will no longer represent the *IU* and will instead participate as "tribune of the people". In the meantime, *TMO* also filed a separate Petition for Review on Certiorari with the *CA*. In a Resolution dated January 10, 2018, the *CA* ordered the consolidation of the petitions of *TMO* and *MERALCO*. In a Decision dated May 23, 2018, the *CA* denied the consolidated Petitions filed by *MERALCO*, *TMO*, and *APRI*, and ruled that the jurisdiction to resolve the *IU* cases remains with the *ERC* because the Philippine Competition Act ("*PCA*") does not apply retroactively.

On June 20, 2018, *MERALCO* filed an *MR* with the *CA*. The *ERC* likewise filed its Motion for Partial Reconsideration on the ground that it retained concurrent jurisdiction together with the *PCC* over cases involving alleged anti-competitive conduct supposedly because the *PCA* did not repeal Section 45 of the *EPIRA*.

In Resolution dated January 28, 2019, the *CA* denied the motions for reconsideration filed by all of the parties. While it sustained its finding that the *PCC* now holds original, exclusive, and primary jurisdiction over all competition-related cases, the *CA* reiterated its view that the *PCA* has no retroactive effect.

The *ERC* has elevated the matter to the *SC*. *MERALCO* and *TMO* have been required to file their respective comments to the Petition filed by the *SC*.

8. *SPPC* vs. *PSALM*

SPPC and *PSALM* are parties to an Independent Power Producer Administration ("*IPPA*") Agreement covering the Ilijan Power Plant. On the other hand, *MERALCO* and *SPPC* have a *PSA* covering the sale of electricity from the Ilijan Power Plant to *MERALCO*. In a letter dated September 8, 2015, *SPPC* informed *MERALCO* that due to an on going dispute with *PSALM* arising from difference in interpretation of the provisions of the *IPPA* Agreement, the latter terminated the said Agreement. *SPPC* filed a complaint at the *RTC*-Mandaluyong to nullify the termination notice for lack of factual and legal basis. On said date, the executive judge of *RTC*-Mandaluyong issued a 72-hour *TRO*. In an Order dated September 11, 2015, the *RTC*-Mandaluyong extended the *TRO* by an additional 17 days. In an Order dated September 28, 2015, the *RTC*-Mandaluyong granted the prayer for preliminary injunction. *PSALM* has filed *MR*s to question the Orders.

MERALCO filed a Motion for Leave to Intervene with Motion to Admit Attached Complaint-in-Intervention. In an Order dated October 19, 2015, the *RTC*-Mandaluyong allowed *MERALCO*'s intervention in the proceedings and admitted its Complaint-in-Intervention. *PSALM* filed a *MR* dated November 6, 2015 of the Order admitting *MERALCO*'s intervention. *RTC*-Mandaluyong issued an Order dated June 27, 2016 denying the *MR*s. *PSALM* elevated these orders to the *CA* through a Petition for Certiorari. In a Resolution dated
May 25, 2017, the *CA* denied *PSALM*'s prayer for the issuance of a *TRO* and/or writ of preliminary injunction. In a Decision dated December 19, 2017, the *CA* dismissed the Petition and affirmed the Orders of the *RTC*-Mandaluyong. As at February 24, 2020, hearings are on going before the new presiding judge.

9. Ombudsman Cases Against Directors

On January 30, 2018, *MERALCO* received an Order dated January 22, 2018 from the Office of the Ombudsman directing *MERALCO*'s directors to comment on a complaint-affidavit for syndicated estafa filed by certain consumer group which charged that there was conspiracy between *MERALCO* directors and the *ERC* regarding the alleged misappropriation of the bill deposits received from *MERALCO* consumers. On February 9, 2018, *MERALCO*'s directors filed their Counter-Affidavits where they refuted the arguments of the consumer group. In a Resolution dated May 18, 2018, the criminal complaint for syndicated estafa was dismissed for insufficiency of evidence. The case was referred to the *COA* for the conduct of audit on the bill deposits collected by *MERALCO* from the public consumers and to inform the Ombudsman of the compliance therewith. The consumer group filed a Motion for Partial Reconsideration dated June 16, 2018 to which *MERALCO* filed its Comment. The consumer group's Motion for Partial Reconsideration was denied through an Order dated July 30, 2018.

On February 28, 2018, *MERALCO* received an Order dated February 20, 2018 from the Office of the Ombudsman directing *MERALCO*'s directors to comment on a complaint-affidavit for syndicated estafa filed by certain consumer group which charged that there was conspiracy between *MERALCO* directors

and the *ERC* regarding the *MERALCO*'s investment activities in other businesses for being violative of its legislative franchise and the *EPIRA*. On March 12, 2018, *MERALCO*'s directors filed their Counter-Affidavits where they refuted the arguments of the consumer group. As at February 24, 2020, *MERALCO* is awaiting further action of the Office of the Ombudsman on the matter.

(v) Any significant elements of income or loss that did not arise from the registrant's continuing operations.

None

(vi) Any seasonal aspects that had a material effect on the financial condition or results of operations.

Seasonality of Operations and Growth Drivers

Approximately 97% of *MERALCO Group*'s operating revenues pertain to sale of electricity distributed by *MERALCO* and *Clark Electric*.

The electricity sales of *MERALCO* and *Clark Electric* exhibit a degree of quarterly seasonality. The *kWh* sales in the first quarter is lower than the average of the year as this period is characterized by cooler temperature and softer consumer demand following heightened consumer spending in the last quarter of the year. The second quarter is marked by higher than average *kWh* sales. This is due to a number of factors, including: increased consumption of households and commercial establishments due the summer season; increased production of industries to replenish stocks and in preparation for the opening of classes; and, heightened construction activity to take advantage of the sunny weather. In the third quarter of the year, manufacturing industries that cater to the export market have their peak production schedule at this time as they rush to meet shipping deadlines to foreign markets. Industries catering to the domestic market are also now starting production in preparation for the Christmas season. Lastly, the fourth quarter performance is about the average of the year. Industrial production winds down while households and commercial establishments also cut down on their cooling loads. Given this perspective on the seasonality of *kWh* sales, a higher proportion of the *MERALCO*'s and *Clark Electric*'s revenues are earned on the second half of the year.

Aside from the quarterly seasonal pattern, *kWh* sales on a year-on-year basis adjust as a result of a number of factors. Sales of electricity normally increase in periods of economic growth, low inflation and electricity rates, and in periods of high temperatures over extended period of time, e.g. the "*El Niño*" episodes.
The following table sets forth *MERALCO Group* quarterly sales in *GWh* for the years ended December 31, 2019 and 2018.

Period	2019	2018
First Quarter	10,381	10,145
Second Quarter	12,442	11,520
Third Quarter	12,182	11,256
Fourth Quarter	11,866	11,392
Total	**46,871**	**44,313**

The businesses of all other subsidiaries are not highly seasonal.

- **Any known trends, demands, commitments, events or uncertainties that will have a material impact of the issuer's liquidity.**

The Management is not aware of any known trends, demands, commitments, events or uncertainties that may deem potentially have a material impact on *MERALCO* Group's liquidity as at December 31, 2019.

- **Discussion of *MERALCO*'s and its majority-owned subsidiaries top five (5) key performance indicators. It shall include a discussion of the manner by which *MERALCO* calculates or identifies the indicators presented on a comparable basis.**

Listed hereunder are *MERALCO*'s five (5) major subsidiaries namely *Clark Electric*, *MGen*, *MIESCOR, e-MVI* and *CIS*. The following table summarizes their key financial performance and indicators as at and for the years ended December 31, 2019 and 2018.

Financial Highlights and Ratios of Major Subsidiaries
As at and for the Years Ended December 31, 2019 and 2018
(Amounts in million pesos except for financial ratios and % change)

	Clark Electric			*MGen*			*MIESCOR*			*e-MVI*			*CIS*		
	2019	**2018**	**% change**	**2019**	**2018**	**% change**	**2019**	**2018**	**% change**	**2019**	**2018**	**% change**	**2019**	**2018**	**% change**
Percentage of ownership	65%	65%	–	100%	100%	–	99%	99%	–	100%	100%	–	100%	100%	–
Condensed Statements of Financial Position															
Total assets	₱2,936	₱2,410	22	₱22,427	17,823	26	₱4,721	₱4,240	11	₱3,236	₱2,611	24	₱3,452	₱2,860	21
Current assets	1,243	1,163	7	4,859	7,290	(33)	3,993	3,417	17	1,992	1,482	34	3,286	2,727	20
Cash and cash equivalents	808	778	4	615	713	(14)	115	205	(44)	1,558	1,118	39	1,107	1,065	4
Equity	1,740	1,529	14	22,224	17,659	26	1,058	1,445	(27)	2,236	2,181	3	955	889	7
Total debt[17]	–	–	–	2	–	–	773	800	(3)	–	–	–	–	–	–
Current liabilities	581	451	29	119	107	11	3,437	2571	34	856	361	137	2,484	1,950	27
Financial Ratios															
Debt-to-equity ratio	–	–	–	–	–	–	0.73	0.55	32	–	–	–	–	–	–
Current ratio	2.14	2.58	(17)	40.83	68.13	(40)	1.16	1.33	(13)	2.33	4.11	(43)	1.32	1.40	(5)
Condensed Statements of Income															
Revenues	3,045	2,589	18	–	–	–	3,949	3,662	8	1,301	1,074	21	1,694	1,563	8
Costs and expenses	2,789	2,462	13	3,104	620	401	4,142	3,571	16	636	563	13	1,296	1,186	9
Net income (loss)	279	136	105	(4,522)	(1,397)	224	(437)	61	(816)	534	386	38	284	279	2
Financial Ratios															
Profit margin	9.2%	5.3%	74	–	–	–	(11.1%)	1.7%	(764)	32.3%	41.0%	(21)	11.5%	16.8%	(31)
Return on equity	16.0%	8.9%	80	(20.3%)	(7.9%)	157	(41.3%)	4.2%	(1,078)	21.4%	24.5%	(13)	22.0%	38.8%	(43)
Asset turnover	1.14	1.15	(1)	–	–	–	0.88	0.90	(2)	0.51	0.60	(15)	0.58	0.77	(25)

[17] Total Debt is composed of notes payable and interest-bearing long-term financial liabilities, current and non-current portions.

ANNEX – Aging of Trade and Other Receivables

As at December 31, 2019

(Amounts in millions)

	Total	1 - 30 days	31 - 60 days	61 - 90 days	Over 90 days
Trade receivables	₱25,885	₱19,635	₱793	₱229	₱5,228
Other trade receivables	7,106	3,944	320	244	2,598
Gross trade receivables	**32,991**	**23,579**	**1,113**	**473**	**7,826**
Non-trade receivables	2,002	1,592	32	90	288
Total receivables	**34,993**	**25,171**	**1,145**	**563**	**8,114**
Allowance for doubtful accounts	**(2,385)**	**(37)**	**(110)**	**(325)**	**(1,913)**
Net receivables	**₱32,608**	**₱25,134**	**₱1,035**	**₱238**	**₱6,201**

MARKET INFORMATION

The principal market where *MERALCO*'s common equity is traded in the Philippine Stock Exchange. The quarterly high and low sales prices for the fiscal years 2017, 2018 and 2019 and first quarter 2020 are as follows:

MER

FROM	TO	HIGH	LOW
01/01/20	03/31/20	₱ 318.800	₱ 189.700
10/01/19	12/31/19	₱ 369.800	₱ 286.200
07/01/19	09/30/19	₱ 390.000	₱ 350.000
04/01/19	06/30/19	₱ 391.600	₱ 355.600
01/01/19	03/31/19	₱ 398.000	₱ 355.000
01/01/18	03/31/18	₱ 338.600	₱ 318.000
04/01/18	06/30/18	₱ 355.600	₱ 295.800
07/01/18	09/30/18	₱ 395.000	₱ 340.000
10/01/18	12/31/18	₱ 394.800	₱ 331.800
01/01/17	03/31/17	₱ 281.944	₱ 257.875
04/01/17	06/30/17	₱ 276.298	₱ 250.809
07/01/17	09/30/17	₱ 279.881	₱ 255.868
10/01/17	12/31/17	₱ 324.979	₱ 279.288

As of March 31, 2020, the price for *MERALCO* Stocks is ₱225.00.

Holders

The total number of stockholders as of March 31, 2020 is 42,024.

Top 20 Stockholders as of March 31, 2020

Rank	Stockholder Name	Number of Shares	Percent
1	BEACON ELECTRIC ASSET HOLDINGS, INC.	394,059,235.00	34.96 %
2	JG SUMMIT HOLDINGS, INC.	333,189,397.00	29.56 %
3	METRO PACIFIC INVESTMENTS CORPORATION	118,364,807.00	10.50 %
4	PCD NOMINEE CORP - FIL	117,872,708.00	10.46 %
5	PCD NOMINEE CORP - NON-FIL	78,033,767.00	6.92 %
6	FIRST PHILIPPINE HOLDINGS CORPORATION	44,382,436.00	3.94 %
7	MANTES CORPORATION	2,486,427.00	0.22 %
8	LUCIO W. YAN	403,208.00	0.04 %
9	CHARLOTTE CUA CHENG	314,534.00	0.03 %
10	ALBERT FERREROS DEL ROSARIO &/OR MARGARET GRETCHEN DE VENECIA DEL ROSARIO	291,140.00	0.03 %
11	AVESCO MARKETING CORPORATION	284,427.00	0.03 %
12	B. P. INSURANCE AGENCY, INC.	281,079.00	0.02 %
13	MAKATI SUPERMARKET CORPORATION	240,308.00	0.02 %
14	ALBERT FERREROS DEL ROSARIO AND/OR MARGARET GRETCHEN DE VENECIA DEL ROSARIO	182,500.00	0.02 %
15	JOSE IGNACIO A. CARLOS	161,687.00	0.01 %
16	ANTONINO T. AQUINO &/OR EVELINA S. AQUINO	133,855.00	0.01 %
17	BP INSURANCE AGENCY, INC.	116,730.00	0.01 %
18	RAUL JOSEPH CONCEPCION	112,431.00	0.01 %
19	JIMMY D. TAN	110,000.00	0.01 %
20	FORESIGHT REALTY & DEVELOPMENT CORPORATION	108,350.00	0.01 %

Dividends

Following are the cash dividends declared by *MERALCO*'s *BOD* in favor of *MERALCO* common shares for the two (2) most recent years ended December 31, 2018 and 2019:

YEAR	RATE PER SHARE	RECORD DATE	PAYMENT DATE
2018	₱ 8.065	03/28/2018	04/25/2018
	₱ 5.311	08/29/2018	09/24/2018
2019	₱10.594	03/19/2019	04/15/2019
	₱ 5.464	08/22/2019	09/20/2019

MERALCO's loan agreements contain restrictions on payments of cash dividends to common Stockholders subject to meeting certain financial measures, which *MERALCO* complied with.

MERALCO strictly implements its dividend policy, approved by the *BOD*, in 2010, which prescribes the regular payment of dividends equivalent to fifty percent (50%) of consolidated core net income for the year, which may be supplemented by a special dividend determined on a "look-back" basis. In 2019, *MERALCO* paid cash dividend of ₱16.058 per share to all its shareholders.

Recent Issuance of Securities Constituting an Exempt Transaction

None.

Corporate Social Responsibility

In 2019, *MERALCO*'s corporate social responsibility arm, One Meralco Foundation ("*OMF*"), helped 40,457 families work towards sustainable growth through electrification and other advocacy programs that fostered their productivity and improved their quality of life.

Household Electrification

The foundation paved the way for the electrification of 8,091 homes of low-income families in the *MERALCO* franchise area through its Household Electrification Program ("*HEP*"). This core advocacy provides assistance to urban and rural communities that are unable to attain electrification due to financial and technical constraints.

While access to electricity is the main goal, it takes more than just *MERALCO* to make the program sustainable. This is why the foundation takes a multi-stakeholder approach to address this need.

The *HEP* brings together *MERALCO* 's business centers and network sectors, the local government and the beneficiaries themselves (represented by their homeowners' association leaders) to work out a solution that is tailor fit according to the unique problem of their community.

While connection to the grid is *MERALCO* 's default approach in energizing homes close to its existing distribution facilities, it continues to seek innovative and sustainable ways to bring electricity to isolated, island communities in its franchise area such as Isla Verde in Batangas, and Cagbalete Island in Quezon. *OMF* complements these efforts by making access to electrification viable and affordable for the residents.

In Cagbalete, 100 families finally experienced 24-hour electricity after their homes were connected to *MERALCO* 's first solar microgrid commissioned in 2019. OMF helped the fishing community comply with the initial requirements for electrification, and provided financial support to cover a portion of the costs necessary for applying for the service.

In smaller, far-flung communities, the Foundation delivers power in unconventional ways. In Sitio Macantog, Tanay, Rizal, for example, *OMF* donated solar lighting kits to illuminate the homes of 29 families belonging to the Dumagat indigenous peoples' group who have settled in this remote, upland region of the province. The community is a three-hour hike from the last energized village.

School Electrification

To improve the learning experience of students in remote communities, *OMF* brings electricity and learning technology to off-grid public schools through its school electrification program.

It energized, by way of solar photovoltaic ("*PV*") technology, 20 island and mountain schools in the provinces of Rizal, Occidental Mindoro, Oriental Mindoro, Leyte, Negros Oriental, Western Samar, Sarangani, and Tawi-tawi.

It also opened opportunities for foreign companies to contribute to its mission by launching a fundraising campaign during the 2019 CEO Conference of the Association of Electricity Supply Industry of East Asia and the Western Pacific ("*AESIEAP*"). 11 AESIEAP member companies raised a total of US$49,606 (₱ 2,570,535) which funded the electrification of 11 out of the 20 energized schools.

To date, the school electrification program has benefited 245 schools nationwide since its inception in 2012.

As part of its continued support to energized schools, the Foundation conducted trainings on the proper operation and maintenance of solar *PV* systems. These were attended by 221 teachers from 111 schools, and refreshed their troubleshooting skills, improved their understanding of solar *PV* technology, and connected them to a network of solar *PV* technicians in their localities who are qualified to address various technical issues.

Aside from schools, a fishermen's shelter on Mavulis Island – the northernmost island of the Philippines -- was energized by the Foundation in May.

A joint effort of the Foundation and the Armed Forces of the Philippines ("*AFP*"), the shelter provides Filipino fishermen in Batanes a safe place to stay in times of inclement weather. It also allows the Philippine military to maintain presence in the area deterring poaching activities by foreign fishing vessels.

OMF installed a 3-kilowatt solar *PV* system to power the shelter, which is equipped with military communication devices and a cold storage where fishermen could temporarily store their catch while on the island. The system may be upgraded to also power up a lighthouse which will be constructed by the *AFP* to provide navigational aid to marine vessels passing by.

Energy Education

Over 700,000 students in 1,180 public schools around the country are now using *OMF*'s "Energy Ed" kits, a K to 12 learning package made up of 200 flashcards focused on electricity and energy topics.

In 2019, 48 elementary schools and 31 high schools received the kits, which were produced with the help of educators selected from various regions in the Philippines. It addresses the need for more localized learning materials primarily on energy while inculcating 21st Century skills.

OMF's partner in this advocacy, the Coalition for Better Education ("*CBE*"), began an impact assessment study to gauge the program's contribution to the knowledge gains of students using the kits.

In support of the Brigada Eskwela (schools maintenance week) of the Department of Education (DepEd), 139 public schools within the *MERALCO*franchise area were inspected for electrical safety by Meralco engineers.

OMF also partnered with the Environmental Management Bureau of the Department of Environment and Natural Resources ("*DENR*") to recognize academic institutions that implemented programs promoting electrical safety and energy efficiency.

Out of the 176 entries, 39 regional winners and three national winners received the Meralco Energy Leadership Award during *DENR*'s National Search for Eco-Friendly Schools. The national winners were Pagudpud Central Elementary School in Iloco Norte, Diplahan National High School in Zamboanga Sibugay and Batangas State University.

Environmental Sustainability

OMF launched an environmental program aligned with *MERALCO*'s sustainability initiative.

Dubbed "One for Trees" ("*OFT*"), it seeks to help rehabilitate endangered biodiversity in Philippine forests and protect watersheds through reforestation.

The program's initial goal is to plant at least 3 million trees in conservation sites across the country in the next six years, and nurture them with the help of local farmers, peoples' organizations, and other non-profit organizations.

Close to 2,000 employee-volunteers planted an initial 23,366 trees in 13 sites during the last two (2) quarters of the year despite the short rainy season experienced in 2019.

In December, *OMF* launched the "Puno ng Liwanag Ang Pasko" campaign which raised ₱2.13million from *MERALCO* employees and customers to fund the planting and nurturing of at least 11,000 trees, which will be planted in 2020.

Grassroots Partnerships

OMF also implemented 238 community relations projects with local government units, peoples' organizations, homeowners' associations, among others. These include the donation of refurbished computers, decommissioned wooden poles, sports equipment, and educational materials. By engaging *MERALCO*'s frontliners such as the Business Centers, the employees become aware of the issues in the local communities where they operate and are able to respond strategically to these needs.

It also deployed mobile charging stations in bus terminals (together with TV5) during the Holy Week and in public cemeteries during the All Saints' Day holidays. Powered by renewable energy, the charging stations helped travelers stay connected with loved ones while on the road without a negative impact to the environment.

Youth Development

OMF invests in activities that promote the well-being and holistic development of the Filipino youth.

Throughout the year, it directly engaged 1,173 young people across the country including the 302 *MERALCO* employee-dependents who received educational assistance grants through the MVP Academic Achievement Awards (MVP AAA) program, 300 youth servant leadership caravan participants in Central Luzon, 464 advocates of the Mindanao Peace Games, and over a hundred disadvantaged teens in the Meralco franchise area engaged in character-building initiatives, such as volleyball sports clinics.

Disaster Response

OMF provided aid to victims of various calamities such as fires, floods, typhoons, and earthquakes through relief operations and power restoration.

Typhoon Tisoy (international name: Kammuri) and Ursula (international name: Phanfone) were two (2) of the most devastating typhoons the foundation responded to during the year.

Apart from distributing food packs, *OMF* also supported a team of 46 *MERALCO* linemen and staff who volunteered to help a local electric company in Albay rehabilitate electric distribution facilities damaged by Typhoon Tisoy. With the help of *MERALCO*'s volunteers who worked long hours for 14 days, power was finally restored in 7,962 households before Christmas day.

The year was also marred by three strong earthquakes: one in Pampanga (April), another in Batanes (August), and lastly, in Cotabato (October). *OMF* sent care packages to hundreds of displaced families in Batanes through the Philippine Disaster Resilience Foundation (PDRF), provided support for *MERALCO*'s employees who participated in the rescue and retrieval efforts of victims trapped in a collapsed grocery building in Pampanga, and distributed drinking water containers in evacuation centers in Mindanao.

The Foundation directly reached out to a total of 7,729 families affected by various disasters throughout the year.

Employee Volunteerism

Employees of *MERALCO* and its subsidiaries participated in the mission of the foundation by providing additional funding through donations or by volunteering in its community activities.

Over 2,000 volunteers participated in various volunteering activities throughout the year.

They also raised Ph₱P2.33 million to provide "Laging Handa" all-weather preparedness kits to 6,212 primary students in public schools in the *MERALCO* franchise area during the back-to-school season.

OMF capitalizes on its strength as the corporate foundation of the Philippines' largest electric company to bring electricity and energy solutions to remote and poor communities in the Meralco franchise area and beyond. Electrification, however, is just a means to a greater end. This is why the foundation also invests in programs that not only empower communities but sustain them, so that they can contribute to a stronger economy and serve as fellow stewards of our only planet.

Compliance with Leading Practices on Corporate Governance

MERALCO, as a Philippine publicly listed company ("*PLC*"), is in full compliance with the rules and regulations of the *SEC*, the *PSE*, the Philippine Dealing & Exchange Corp. ("*PDEx*") and all other rules and regulations for the development of the Philippine capital market.

In 2019, the Company was recognized as one of the Top 6 Publicly Listed Companies in the Philippines vis-à-vis the ASEAN Corporate Governance Scorecard (*ACGS*) and was awarded by the Institute of Corporate Directors ("*ICD*") with Four Golden Arrows for its governance initiatives and practices.

Pursuant to the governance principle of transparency, *MERALCO* fully complied with the *SEC* and *PSE*'s reportorial requirements on corporate governance, including:

1. The 2019 Certification by the Compliance Officer of *MERALCO*'s full compliance with the Revised Manual of Corporate Governance. No deviations from the Manual transpired.
2. Certification of Board attendance, reports involving financial statements, disclosure of material information and events, clarifications on specific news articles concerning *MERALCO*, and trainings attended by Board members and key officers on corporate governance.
3. Disclosure requirements on direct and indirect ownership of securities under the Securities Regulation Code, and the reporting of trading transactions of directors and concerned officers of *MERALCO* by the Compliance Officer not later than the following day after the required event or transaction. There has been no case of insider trading involving directors and management of *MERALCO*.

Annual Corporate Governance Performance Assessments

MERALCO's Performance in the field of corporate governance was assessed and found to be exemplary in the ASEAN Corporate Governance Scorecard Assessment. The ASEAN Corporate Governance Scorecard evaluates the level of CG practices of Philippine PLCs vis-à-vis regional and international standards and best practices. This was conducted by the ICD in cooperation with *SEC* and *PSE*.

As part of its Corporate Governance Performance Assessment and to comply with the *SEC*'s Code of Corporate Governance for *PLC*s and the *SEC-PSE* Integrated Annual Corporate Governance Report ("*I-ACGR*"), the Company engaged the Good Governance Advocates and Practitioners of the Philippines ("*GGAPP*") as an external facilitator to assess the effectiveness of Company's Board evaluation process. The *GGAPP* is an association of good governance advocates and practitioners from various publicly-listed companies, the public sector and other organizations who have come together to promote and assist in the development of good governance in the country.

Continuing Education for the Board and Senior Management

Corporate governance education continues with orientations and trainings for the Board and Senior Management. In fulfillment of the requirements of the Company's Revised Manual of Corporate Governance, the *ERC* Resolution No. 1, Series of 2004, *SEC* Memo Circular No. 19, Series of 2016, the directors attended a joint Corporate Governance Enhancement Session for all First Pacific Group of Companies in the Philippines on September 26, 2019 with themes: "5G Technology Strategy and Governance: Market Trends and New Business Applications, Risks and Challenges" and "Cyber Security: Protecting Critical Business Infrastructure."

Continuing Policy Formulation

Since its creation in 2010, the Corporate Governance Office ("*CGO*") had spearheaded the promulgation and implementation of several corporate policies and programs such as the Revised Manual of Corporate Governance, Revised Code of Ethics, Policy on Blackout Period/Restriction on Trading of Shares, Policy on Solicitation and Acceptance of Gifts, "Be Right" Open Communication (integrated whistle-blowing) Policy, Conflict of Interest, Related Party Transactions Policy, Suppliers Business Conduct, and Social Media Policy. Considering the recommendations under the *I-ACGR*, *MERALCO* adopted an Anti-Bribery and Corruption Policy which specifies in detail the prohibition against corporate gift-giving to public and private individuals or entities that may be construed as bribery or corruption. The Board also adopted and made available, at the option of a shareholder, an established Alternative Dispute Resolution ("*ADR*") mechanism to resolve intra-corporate disputes in an amicable and effective manner as provided in the Revised Manual of Corporate Governance.

To reinforce board independence and pursuant to the recommendation under ASEAN Corporate Governance Scorecard and the *SEC*'s Code of Corporate Governance for Publicly-Listed Companies *(PLCs*), the Board appointed Independent Director ("*ID"*), Ret. Chief Justice Artemio V. Panganiban, as the Lead Independent Director. The Charter of the Board of Directors was also drafted to sets the Board's purposes, authority, duties, and responsibilities, structure and procedures. The Board Charter also included the provision for guidelines on Board Meetings through Teleconferencing and Videoconferencing.

Following developments in governance policies and practices that are aligned with the recommendations under the Code of Corporate Governance for Publicly-Listed Companies, the *I-ACGR*, and the ASEAN Corporate Governance Scorecard, *MERALCO* also introduced amendments to existing policies such as the Related Party Transactions Policy. Amendment of the Related Party Transactions Policy was made to include the defined thresholds for disclosure and approval of related party transactions and the treatment for de minimis transactions. In 2019, the Board reviewed and amended the Related Party Transactions Policy to provide additional controls for material related party transactions exceeding 10% of the Company's total assets in accordance with Memorandum Circular No. 10, Series of 2019, promulgating the Rules on Material Related Party Transactions for Publicly-Listed Companies.

Corporate Governance Advocacies and Outlook

MERALCO has institutionalized the Be Right Open Communication Policy which has paved the way for a more open and extensive good governance awareness program for its internal stakeholders. CG orientations for its new employees and roadshows for its directors, officers, employees, and suppliers are regularly held, and online *CG* policy information campaigns are periodically issued. *MERALCO* has also enhanced its *CG* compliance monitoring through an online HR Express Corporate Governance Facility where employees can file their annual CG commitment, conflict-of-interest disclosures and gift registry.

MERALCO is also embedding CG policies and programs in its business responsibility unit through its line leadership as a means to make the full transition from compliance to a culture of good governance from Top Management to the ranks in the Company in pursuit of sustainability of relationships with and interests of all stakeholders.

In pursuit of further improvements in its governance policies and processes, *MERALCO* is also actively involved with national and international CG advocates and organizations such as the *ICD*, and "*GGAPP*". *MERALCO* joined the 7th Annual GGAPP Forum held at the SMX Aura on October 16, 2019 with the title: "Good Governance Convergences." The annual forum enables regulators, advocators and publicly listed companies to tackle relevant corporate governance issues and strengthen best practices in the country.

The *Company* participates in best practice and knowledge-sharing events organized by *ICD* and *GGAPP* with *CG* practitioners, BOD and Senior Management, as unified by their *CG* principles and philosophy that responsible professionals yield ethical companies and ultimately, economically sustainable businesses.

For a full discussion on the Corporate Governance practices and achievements of *MERALCO*, please refer to the *Company* website: www.meralco.com.ph.

SEC Form 17-A

A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A WILL BE PROVIDED WITHOUT CHARGE TO EACH PERSON UPON WRITTEN REQUEST OF ANY SUCH PERSON ADDRESSED TO:

THE OFFICE OF THE CORPORATE SECRETARY
LOPEZ BUILDING, ORTIGAS AVENUE, BRGY. UGONG
PASIG CITY

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on April 15, 2020.

MANILA ELECTRIC COMPANY
April 15, 2020

SIMEON KEN R. FERRER
Corporate Secretary

SEC Form 17-Q

A COPY OF THE COMPANY'S SEC FORM 17-Q FOR THE FIRST QUARTER OF 2020 WILL BE PROVIDED WITHOUT CHARGE TO EACH PERSON UPON WRITTEN REQUEST OF ANY SUCH PERSON ADDRESSED TO:

THE OFFICE OF THE CORPORATE SECRETARY
LOPEZ BUILDING, ORTIGAS AVENUE, BRGY. UGONG
PASIG CITY

MANILA ELECTRIC COMPANY

ANNEX B

LIST OF ACTS OF THE MERALCO BOARD
MAY 28, 2019 – February 24, 2020

MAY 28, 2019

- Approval of the Minutes of Previous Meeting (April 29, 2019)
- Approval of the Appointment of External Auditors
- Approval of Supply Contract in Excess of 50 Million
- Approval of Equity Call to MERALCO Financial Services, Inc. (FinServ) for the purpose of funding the 10% share of equity call of AF Payments, Inc.
- Approval of Rank Conferment/Promotions
- Board Resolution in Appreciation of Mr. Oscar S. Reyes
- Approval of Submission of Business Separation and Unbundling Plan (BSUP) Report to Energy Regulatory Commission (ERC)
- Approval of Corporate Assignee to Valley Golf and Country Club, Inc.
- Board Resolution on Withdrawal of Joint Application with the Energy Regulatory Commission of Power Supply Agreements between MERALCO and the following:
    a) Redondo Peninsula Energy, Inc. (RPE)
    b) Atimonan One Energy, Inc. (A1E)
    c) Mariveles Power Generation Corporation (MPGC)
    d) Central Luzon Premiere Power Corporation (CLPPC)
    e) St. Raphael Power Generation Corporation (SRPGC)

MAY 28, 2019 (Annual Stockholders' Meeting)

- Approval of the Minutes of Stockholders' Meeting Held in 2018 ***(Resolution 2019-1)***
- Approval of the 2018 Audited Financial Statements *(Resolution 2019-2)*
- Ratification of the Acts, Resolutions, and Deeds of the Board of Directors and Management from the Annual Stockholders' Meeting Held on May 29, 2018 up to May 28, 2019 ***(Resolution 2019-3)***
- Election of Directors ***(Resolution 2019-4)***
- Appointment of External Auditors ***(Resolution 2019-5)***

MAY 28, 2019 (Organizational Meeting)

- Election of Chairman and Vice Chairman of the Board
- Appointment of Officers
- Designation of Members of the Board Committees
- Approval of Schedule of Regular Board Meetings

JUNE 24, 2019

- Approval of the Minutes of Previous Regular Board (May 28, 2019)
- Approval of the appointment of MERALCO Third Party Bids and Awards Committee (TPBAC) Members

- Approval of Supply Contracts in Excess of ₱50 Million
- Approval of Equity Call of Vantage Energy, Inc. for a capital infusion of 175 million
- Approval of Appointment of Trustee and Agent for MERALCO Pension Fund (MPF)
- Approval of Appointment of Corporate Assignee to Manila Golf and Country Club, Inc.
- Approval of Appointment of Corporate Assignee to Wack Wack Golf & Country Club
- Approval of Appointment of Corporate Assignee to Canlubang Golf & Country Club, Inc.
- Board Resolutions on Update of Representatives/Signatories for Financial Transactions
- Board Resolutions on Update of Representatives/Signatories for Registry of Scripless Securities (RoSS)
- Board Resolutions on Update of Representatives/Signatories for Litigation/Court Cases
- Board Resolutions on Update of Representatives/Signatories for Liability Insurance

JULY 29, 2019

- Approval of the Minutes of the Organizational Meeting (May 28, 2019) and Regular Board Meeting (June 24, 2019)
- Approval of the Paperless Board meetings in support of the #MeralcoGoesGreen campaign
- Declaration of Cash Dividends of 5.464/share to all common stockholders of record as at August 28, 2019, payable on September 20, 2019
- Ratification of Executive Committee approval of the revision and submission of the Power Supply Procurement Plan to the Department of Energy (DOE) on July 11, 2019.
- Approval of availment/renewal of Credit Facilities with Rizal Commercial Banking Corporation (RCBC).
- Approval of Supply Contracts in Excess of 50 Million
- Approval of the Equity Funding to fund the MERALCO PowerGen Corporation (MGen)'s portion of San Buenaventura Power Ltd. (SBPL)'s Equity Call, and the Issuance of Standby Letter of Credit by SBPL in lieu of Debt Service Reserve Account (DSRA).
- Approval to Authorize the following:
    a. Atty. Ray C. Espinosa and Mr. Rogelio L. Singson to sign the Framework Agreement (FA) and Shareholders agreement (SHA) with Marubeni, Kansai Electric and Chubu Electric;
    b. Incorporation of Special Purpose Company (SPC) with Marubeni, Kansai Electric and Chubu Electric, which is Shin Clark Power Holdings, Inc, that will be a Joint Venture Partner with Bases Conversion and Development Authority (BCDA) that will provide electric service in New Clark City; and
    c. Initial Equity Infusion of MERALCO's 60% share in capital requirements of Shin Clark Power Holdings, Inc.
- Approval of the Creation of new Board Committees, namely; a) Committee on Cybersecurity and Data Privacy, and b) Committee on Sustainability
- Approval of Appointment of Asia United Bank Trust and Investments Group as Custodian for Competitive Selection Process
- Approval of Appointment of Corporate Assignee to Tagaytay Highlands Golf and Country Club
- Approval of Appointment of Administrator of Baguio Country Club shares

SEPTEMBER 6, 2019 (in lieu of August 2019)

- Approval of the Minutes of Previous Meetings (July 29, 2019)
- Approval to Authorize MERALCO to enter into an Interim Power Supply Agreement (IPSA) with Panay Energy Development Corporation (PEDC).
- Approval of Supply Contracts in Excess of 50 Million
- Approval to enter into a Renewable Energy Interim Power Supply Agreement with First Toledo Solar Energy Corporation; and to set-up an affiliate Retail Electricity Supplier (RES)
- Approval to Authorize the transfer of the 40% share of MSpectrum, Inc. in Powersource First Bulacan Solar, Inc. (PFBSI) to MGEN Renewable Energy, Inc. (MGreen) for the 55MWac PFBSI project in San Miguel, Bulacan
- Approval of Equity Infusion to MERALCO PowerGen Corporation (MGen) to fund the acquisition and transfer of the 40% share in PFBSI from MSpectrum to MGreen
- Approval of the Renewal of Building, Machinery and Equipment (BME) Insurance with MPioneer Insurance
- Approval of Authorization for Mr. Alfredo S. Panlilio to Continue to be Signatory for MERALCO Bolts

SEPTEMBER 30, 2019

- Approval of the Minutes of Previous Meetings (September 6, 2019)
- Approval of Revised Related Party Transactions Policy
- Approval of Revisions to the Nomination and Governance Committee Charter
- Approval of Revised Voting Procedure (Electronic Voting in Absentia) in the Annual Stockholders' Meeting
- Approval of Supply Contract in Excess of 50 Million
- Approval of Equity Funding to MGen to fund the MGreen Solar Projects including Documentary Stamp Taxes (DST)

OCTOBER 28, 2019

- Approval of the Minutes of Previous Meetings (September 30, 2019)
- Approval to Authorize Management to request for extension of Power Supply Agreement between MERALCO and Philippine Power and Development Company (PPDC) with the Energy Regulatory Commission (ERC) and Department of Energy (DOE)
- Approval of Credit Facilities with Security Bank Corporation (SBC)
- Approval of Credit Facilities with Banco De Oro UniBank (BDO)
- Approval of Revision of Internal Audit Charter
- Approval of Supply Contract in Excess of 50 Million
- Approval of Rank Conferment of Vice President to Ms. Maria Carmela T. Migriño, Chief Information Security Officer (CISO)
- Approval of new members to the Provident Fund Committee.
- Approval of update to the revised General Information Sheet (GIS) to reflect the entries to the Beneficial Owners' page
- Approval of Corporate Nominee and signatory to the Sta. Elena Golf Club, Inc.

NOVEMBER 25, 2019

- Approval of the Minutes of Previous Meetings (October 28, 2019)
- Election of Mr. Frederick D. Go as new Director to fill in the vacancy left by the passing of former Director, Mr. John L. Gokongwei, Jr.
- Approval of Supply Contract in Excess of 50 Million
- Approval of Renewal of Wholesale Electricity Spot Market (WESM) Surety Bond
- Approval of Long-term Incentive Plan (LTIP) Cycle 4 Consolidated Core Net Income (CCNI) Stretch, Target and Threshold Goals.
- Approval of 2020 Rank Conferment/Promotions
- Approval of 2020 Schedule of MERALCO Board, Organizational and Annual Stockholders' Meeting

DECEMBER 16, 2019

- Approval of the Minutes of Previous Meetings (November 25, 2019)
- Approval of Changes in the Composition of Board Committees
- Approval of Supply Contract in Excess of 50 Million
- Approval of Capital Call of Clark Electric Distribution Corporation (CEDC) of the pro rata share (65%) of MERALCO equivalent
- Approval of Capital Infusion to MIESCOR to fund the equipment and tools requirements of MIESCOR Builders, Inc (MBI) for construction and maintenance works for MERALCO
- Approval of Capital Infusion to MERALCO Financial Services (FinServe) for the 10% share in capital requirement of AF Payments, Inc. (AFPI) to fund requirements for 2020
- Approval of Appointment of Mr. Raymond B. Ravelo as Chief Sustainability Officer (CSO)

JANUARY 27, 2020

- Approval of the Minutes of Previous Meeting (December 16, 2019)
- Approval of Extension of MERALCO – Masinloc Power Partners Co. Ltd. (MPPCL) Power Supply Agreement for 250 MW capacity
- Approval of 3rd Extension of MERALCO – Millennium Energy, Inc. (MEI) Interim Power Supply Agreement
- Approval of Credit Facilities with Sumitomo Mitsui Banking Corporation
- Approval of Supply Contract in Excess of 50 Million
- Approval to contract the services of Prudential Guarantee Assurance Inc. (PGAI) for the Renewal of National Grid Corporation of the Philippines (NGCP) Surety Bond
- Approval to authorize the Power Supply Agreement between MPower and Masinloc Partners Co. Ltd. for 400 MW

- Approval of Appointment of Corporate Assignee to Baguio Country Club
- Approval of Appointment of Corporate Assignee to Royale Tagaytay Country Clun, Inc.
- Approval of Disclosure to Securities and Exchange Commission, Philippines Stock Exchange and Philippine Dealing and Exchange Corporation of the Record Date, Agenda, and Notice of Meeting for the 2020 Annual Stockholders' Meeting

FEBRUARY 24, 2020

- Approval of the Minutes of Previous Meeting (January 27, 2020)
- Approval of 2019 Audited Financial Statements
- Approval of Declaration of 10.395/share Final Cash Dividend toall common stockholders at record date of March 20, 2020, payable on April 15, 2020
- Approval of Supply Contract in Excess of 50 Million
- Approval of Placement in Fixed Maturity Bond Fund due 2024
- Approval of Capital Funding from MERALCO to MGen
- Approval to Authorize Third Party Bids and Awards Committee (TPBAC) to convene and proceed with the conduct of a Swiss/Price Challenge for Vena Energy Power Supply Agreement
- Approval of partial dilution of MERALCO's 49% stake in MPioneer Insurance, Inc. to 35% and infusion of additional equity to comply with Insurance Commission requirement to have 900 million minimum net worth and minimum capital investment
- Approval of 2020 Merit Increase Budget
- Approval of 2020 Annual Bonus Plan Payout
- Approval of Amendment to the Board Resolutions on General Business Transactions on the Signatory/Authorization to Accept Donation of Property/Land

ANNEX C: REQUIREMENTS AND PROCEDURE FOR ELECTRONIC VOTING IN ABSENTIA AND PARTICIPATION VIA REMOTE COMMUNICATION

I. ELECTRONIC VOTING IN ABSENTIA

1. Certificated stockholders of Manila Electric Company ("the Company") as of 06 March 2020 ("Stockholders") may exercise their right to vote on the agenda items in the 2020 Annual Stockholders' Meeting (ASM) through electronic voting in absentia. Electronic voting in absentia affords the Stockholders an opportunity to vote during the ASM without being physically present during the meeting.

2. The exercise of this right is subject to successful registration with the Company's Stockholders Electronic Registration and Voting Express (SERVE) platform found at https://company.meralco.com.ph/corporate-governance/SERVE. The registration will run from **May 9 to May 20, 2020** beyond which, no Stockholders will be allowed electronically vote in absentia or participate in the ASM by remote communication.

3. To register, SERVE will require the Stockholder to create a Log In Account and provide the items enumerated below to prove his/her identity and right to vote and participate in the ASM:

    a. Stockholder number
    b. Name
    c. Complete address
    d. E-mail address;
    e. Contact number
    f. Digital copy of the front and back portions of the Stockholder's two (2) valid government-issued photo IDs (in JPG format); and
    g. Secretary's Certificate and proxy for corporate stockholders

    The Company reserves its right to require additional personal data or documents to ensure the identity and right to vote of the Stockholder. At all time, the right of the Stockholder to the privacy of his/her personal data as provided in the Data Privacy Act shall be ensured.

4. The abovementioned data will be validated by the Company not later than three (3) business days from the Stockholder's receipt of an electronic mail acknowledging his/her registration.

5. Upon successful registration, the Stockholder, or his/her proxy, will be given access to SERVE where he/she can cast his/her votes during the ASM. The stockholder will be required to log-in to his Account and his/her successful log-in shall be considered in the determination of quorum in the ASM.

6. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered Stockholder, or his/her proxy, may vote as follows:

a. For items other than the election of Directors, registered Stockholder, or their proxy, will have the options to vote "For," "Against," or "Abstain." The vote is considered cast for all the registered Stockholder's shares.
b. For the election of Directors, the registered Stockholder, or his/her proxy, may vote for all nominees or cumulate his vote for one or some of the nominees provided that the total number of allowable votes will not exceed the number of shares multiplied by the number of Board seats (Number of Shares x 11 Directors= Number of Voting Shares).

7. Once the registered Stockholder, or his/her proxy, has finished voting on the Agenda items, he/she can proceed to submit his/her electronic ballot by clicking the 'Submit' button. The Stockholder, or his/her proxy, will then be redirected to an online webpage containing a summary of the votes cast. After the electronic ballot has been submitted, the registered Stockholder may no longer make any change.

8. The integrity and secrecy of votes shall be protected. As such, all votes received will be tabulated by SERVE and validated by the Office of the Corporate Secretary and auditors. Inspectors from an independent third party appointed by the Board will also be present to validate the results. The Corporate Secretary shall report the results of voting during the meeting.

II. PARTICIPATION VIA REMOTE COMMUNICATION

1. Only the Stockholders, or their proxies, who have successfully registered with, and have logged in to, SERVE may be given access to the ASM Live Portal, a livestream video service that will allow Stockholders to participate, or their proxies, in the ASM.

2. The Company will provide mechanisms to ensure that stockholders have opportunity to participate including the opportunity to hear and read the discussion substantially.

3. All questions and clarifications on the agenda items may be raised through SERVE.

3. Requests for access to the recorded webcast of the ASM may be sent to stockholder.affairs@meralco.com.ph.

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS OF MANILA ELECTRIC COMPANY HELD ON 28 MAY 2019 LOPEZ BUILDING, ORTIGAS AVENUE, PASIG CITY

CALL TO ORDER

The Company's 2019 Annual Stockholders Meeting was called to order at 10:10 a.m. on May 28, 2019 by the Chairman of the Board, Mr. Manuel V. Pangilinan, who presided over the same at the Company's principal office at Lopez Bldg., Ortigas Ave., Pasig City, Metro Manila. The Corporate Secretary, Atty. Simeon Ken R. Ferrer, took the minutes of the meeting.

The Chairman addressed the stockholders and requested that given the level of complexity and the time needed to resolve questions on customer service, dividend delivery, invitations to or notice of the Annual Stockholders' Meeting and other technical matters, all stockholders with concerns or questions on these are advised to approach the Customer Help Desk or Stockholder Concerns Desk near the Registration Area. They may also write these concerns with their contact details and submit the same to the marshals and ushers nearest them, so they can forward these concerns to the responsible person in the Company for immediate and appropriate action.

The Chairman introduced the other members of the Board of Directors, namely: Ms. Anabelle L. Chua, Atty. Ray C. Espinosa, Messrs. James L. Go, Lance Y. Gokongwei, Jose Ma. K. Lim, Elpidio L. Ibañez, Oscar S. Reyes, Pedro E. Roxas, and retired Chief Justice Artemio V. Panganiban. Mr. John L. Gokongwei, Jr. joined the meeting via teleconference.

Mr. Oscar S. Reyes also serves as the President and Chief Executive Officer and Atty. Ray C. Espinosa as Deputy Chief Executive Officer of the Company, while retired Chief Justice Artemio V. Panganiban, an Independent Director, serves as the Chairman of the Audit Committee.

Also introduced were the Chief Finance Officer, Ms. Betty C. Siy-Yap, the Corporate Secretary, Atty. Simeon Ken R. Ferrer, and the Assistant Corporate Secretary, Atty. William S. Pamintuan. Other company officers and executives present in the meeting were likewise acknowledged.

Upon registration, all stockholders were provided with ballots or given an option to vote electronically on the matters to be passed upon in the meeting and to elect the Company's Board of Directors. The proposed Resolutions for the meeting were contained in the Information Statement, a copy of which was provided to all stockholders prior to the meeting. The proposed Resolutions were also posted at the registration area for further reference of the attending stockholders. This practice is in line with the Company's commitment to good governance and its desire to encourage broader participation of its stockholders in deciding fundamental matters involving the Company.

Thereafter, the Secretary read the following ground rules and voting procedure to be observed during the meeting to ensure the conduct of fair, orderly, and efficient proceedings:

a) **Only stockholders as of record date or their proxies shall be allowed to speak. Any stockholder who wishes to take the floor must wait to be acknowledged by the Chairman. If acknowledged, he must identify himself and address his concerns to the Chairman.**

b) **Questions from the floor shall be entertained subject to the following:**

    i. **Only questions relevant to the particular item in the agenda being discussed shall be allowed. Hence, questions not relevant to the agenda shall be considered "out-of-order";**

    ii. **A maximum of three (3) questions shall be entertained for each item on the agenda;**

iii. Questions about the Company and its operations will be entertained after the President and Chief Executive Officer's report;

iv. To give equal chance to everyone, a stockholder can ask one (1) main question and, if needed, a follow-up question; and

v. If, due to time constraints, there are questions which could not be entertained on the floor, Company officers will be available for consultation after the meeting.

c) All concerns should be raised by way of a question so that these can be properly addressed.

The Chairman may waive or allow exceptions to the foregoing rules if, in his judgment, he deems it necessary or proper under the circumstances.

For voting procedure, the Company's class of outstanding shares entitles the holder to one vote for one share. The affirmative vote of the stockholders representing at least a majority of the outstanding and voting shares shall be needed to pass and approve each proposed resolution unless the law provides otherwise.

For the election of directors, stockholders are allowed to elect directors individually or to cumulate their votes. Election of directors shall be by plurality of votes.

Ballot boxes are placed at the registration area where stockholders may drop their ballots.

All votes received shall be tabulated by the Office of the Corporate Secretary and results thereof shall be validated by the auditing firm, Reyes Tacandong & Co., which was duly appointed by the Board to act as such for the 2019 Annual Stockholders' Meeting.

As each item in the agenda is taken up, the Secretary will report on the votes received and tabulated as of 10:00 a.m. today. The minutes will, however, reflect the final tally of votes.

Voting will close when the meeting is adjourned.

Lastly, the Secretary reminded everyone to observe proper decorum and due courtesy during the meeting.

SERVICE OF NOTICE

The Secretary reported that, in accordance with the provisions of the Corporation Code and the Amended By-Laws of the Company, written notice of the meeting was served to all

stockholders of record as of March 8, 2019. The notices were released on April 12, 2019, twenty-eight (28) working days prior to the annual stockholders meeting in accordance with the Corporation Code and the By-Laws of the Company. The rationale and explanation for each agenda item which require shareholders' approval were provided in the notice of this meeting. The profiles of all nominees to the Board of Directors, stating their age, qualifications, experience, date of first appointment to the Board of the Company, and directorships in other publicly listed companies or subsidiaries, whether listed or non-listed within the group of companies, were made available as part of the Information Statement.

DETERMINATION OF QUORUM

The Secretary reported and certified that there was a quorum for the meeting, as stockholders who own or hold over 975,425,937 shares or approximately 86.54% of the 1,127,098,705 issued and outstanding common shares of the Company entitled to vote, were present in person or by proxy.

APPROVAL OF THE MINUTES OF STOCKHOLDERS' MEETING HELD IN 2015

The Chairman submitted for approval the Minutes of the Annual Stockholders Meeting held on May 29, 2018.

Mr. Karl L. Soriano moved to dispense with the reading of the Minutes of the Annual Stockholders' Meeting held on May 29, 2018 and to approve the same since copies of the Minutes have previously been made available at the Office of the Corporate Secretary and posted at the registration area and at the Company's website. The motion was seconded by Ms. Edna Lobusta. No objection was raised despite opportunity given by the Chairman, thus the motion was thereupon carried. The Minutes was approved by stockholders representing

more than a majority of the total voting shares, present and represented at the meeting, as detailed in the following table:

VOTES	NUMBER OF VOTES CAST (1 share = 1 vote)	PERCENTAGE OF VOTING
1. Approved	974,697,248	86.47%
2. Against	1,134	0.00%
3. Abstained	121,723	0.01%
Total Votes	974,820,105	86.48%

The following resolution was thus adopted and approved as Resolution 2019-1:

"RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on May 29, 2018 be, as the same is hereby approved."

REPORT OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer, Mr. Oscar S. Reyes, presented his report to the stockholders quoted hereunder as follows:

"Our Meralco Stockholders,

2018. Another year of sterling performance for your Company, amidst a slightly slowing Philippine economy and challenging electric power industry conditions.

Maraming Salamat po sa inyong pagdalo ngayon sa ating 2019 Annual Stockholders Meeting.

A bit of trivia if you will allow me: Two years from now, in 2021, our country will be celebrating the Quincentennial or 500th year, anniversary of the discovery of the Philippine Islands by the Western World.

By then, your Company, Meralco will have the distinct honor of having served in improving the lives and livelihood of Filipinos, for 118 years since Meralco's founding in 1903, or nearly one quarter of the entire history of the Philippines.

The eight (8) years prior to last year, 2018, have seen truly transformational growth of our Company.

And you may recall that at last year's Annual General Meeting, we raised the questions: "Will Meralco's growth story continue? And what will underpin this?"

We are pleased to report that "Yes, your Company's Growth Story continues, with 2018 seeing us again outperform the Sales, Operating, Financial Results, and Customer Value Creation of all previous years, even as some headwinds were emerging in the economic environment, particularly in the latter half of 2018, such as slightly lower GDP growth of 6.2%, an uptick in the average annual inflation rate to 5.2%, a rise in interest rates with the Philippine Dealing System 7-year rate at 7.1% per year, and a weaker peso at 52.66 : US$1.00, compared to those of the preceding two (2) years. These notwithstanding, the Philippine economy still proved to be generally supportive of business growth.

These enabled Meralco and its subsidiaries in 2018, firstly, to achieve higher energy sales, increased customer base, new highs in operational excellence and customer experience, record profitability, consistently high shareholder returns, in terms of cash dividends and share price, and a robust balance sheet; secondly, to contain the increase in the average customer bill in the midst of a weaker peso and higher fuel prices in 2018; and thirdly, to grow new revenue sources and new businesses.

ON GROWING MERALCO'S ENERGY SALES AND CUSTOMER REACH

Consolidated energy sales rose to 44,313 GWh in 2018, up 5.3% over 2017. Sales to Commercial customers grew by 5.2%, accounting for 39% of total sales. Residential customers grew by 3.8% and accounted for 31% of sales, and Industrial customers representing 29% of total sales surged 5.8% over 2017.

Key growth drivers for Commercial Sales were Real Estate, Retail Trade and Hotels and Restaurants with expanding and new customers such as Double Dragon Plaza, Ayala and Southwoods Malls, Grand Hyatt and Okada; for the Industrial Class of Market, Semiconductor, Rubber and Plastics, and Food were the key drivers with customers such as Samsung Electro Mechanics, JG Summit Petrochemical, San Miguel and Purefoods.

For the Residential Sector, organic growth of Vertical and Horizontal Property Developers such as Ayala Land, SMDC, and Federal Land as well as new customers, were among the top sales drivers.

Meralco's Customer Base has grown to 6,615,000 customer accounts by the end of 2018, up 4.6% over 2017.

Residential customers numbering nearly 6.1 million accounts grew by 4.7%, accounting for 92% of our total number of customers; Commercial customers rose by 2.8% to 514,000 accounts, or 8% of the total; and Industrial customers were up 1.9% to 10,500 accounts.

Peak demand in the Meralco franchise area surged by 6.1% to 7,399 MW in May 2018, while peak demand for the entire Luzon Grid rose 8.2% to 10,876 MW, on the back of warmer weather and of strong market conditions. This higher than expected surge in demand, and the increasingly aging fleet of the

country's conventional power plants, have been of increasingly critical concern. The high number of Yellow and Red Alerts, 9 Reds vs a 5-year average of 4, and 18 Yellows vs a 5-year average of 13, issued by the National Grid Corp of the Philippines (or NGCP), particularly during these last two (2) months April and May, and the much higher Wholesale Electricity Spot Market (WESM) prices which translate into higher Customer bills, are a visible indicator of this critical concern.

Accordingly, the need to accelerate the building of new capacity, of more efficient and reliable power generating plants, has become all the more urgent, to avert putting at risk the country's sustained progress and the quality of life, livelihood and business interests of nearly 12 million electricity customers and over 54 million people in Luzon.

ON OUR OPERATING PERFORMANCE

Superior operational excellence and customer experience in delivering adequate, highly reliable and affordable power, 24/7, at the least cost to our customers, have been at the highest priority in Meralco. Success in this area is best exemplified by continuing improvements over the last ten (10) years in our annual System Loss Performance which has hit an all-time 116-year record low of 5.67% in 2018. This has resulted in savings to our customers of nearly 40 Billion since 2008, equivalent to 11 centavos per kWh.

We also continue to outperform the performance standards, on power interruption frequency and duration at the System and Customer level, Voltage Quality, Time to Connect Customers, and even Call Center Performance, as last set by our Regulator.

Our highly dedicated people in Networks and Customer Retail have achieved these, despite the massive challenge of having to relocate Meralco poles, wires and facilities for "Build, Build, Build" and Government projects at the same time.

Productivity has been a key factor. We have delivered on our service commitments to our customers with a lean employee base of 5,602 people, achieving further productivity gains in terms of Sales per Employee, up 4.3% and Customers per Employee, up 3.4% over 2017.

ON OUR COMPANY'S FINANCIAL PERFORMANCE

Our stronger sales and operating performance have yet again generated excellent financial results.

Consolidated Core Net Income (CCNI) rose 10.8% to 22.4 Billion in 2018 from 20.2 Billion in 2017.

Consolidated Reported Net Income, excluding one-offs and non-recurring items, grew 12.9% to 23.0 Billion, from 20.4 Billion in 2017.

Consolidated Core EBITDA was up 7.8% to 37.2 Billion in 2018, from 34.5 Billion in 2017.

Core Earnings per share (or EPS) was 19.88 in 2018, 10.8% higher than in 2017.

Cash Dividends out of 2018 Consolidated Core Net Income (CCNI) amounted 17.9 Billion or 15.91 per share, equivalent to a payout of 80% of our Core Net Income.

Meralco's share price at the last trading day of 2018 was 380.00, up 15.6% over 2017 and nearly 50% higher than in 2014.

Meralco's market capitalization or market value, by end 2018 was also 15.6% higher at 428.3 Billion, from 370.4 Billion in 2017.

We ended 2018 with a sustained robust balance sheet as in previous years. Stockholders Equity as of December 31, 2018 stood at 82.9 Billion, total Borrowings at 40.0 Billion, and Cash and Cash Equivalents at 36.5 Billion, excluding Held to Maturity and Available for Sale Securities.

We continue to reinvest heavily in Capital Expenditures (Capex) to meet the Company's requirements, particularly for Networks and Customer Service. 2018 Capex reached 13.7 Billion, up 12.7% over 2017, and has totaled 61.3 Billion over the past five (5) years.

ON CUSTOMER SERVICE PERFORMANCE

Customer service excellence continues to be a strong commitment of the entire Meralco organization. Our digital journey remains on tract, with 2018 proving to be a pivotal year with the launch of Meralco Online, enabling Online Customer Applications, Online Payments, and Paperless Billing Subscriptions, among others.

We have exceeded 100,000 customers on smart meters activated under our Prepaid Electricity Service (or PRES). We anticipate the number of our customers on smart meters under both Prepaid Electricity Service and Post Paid Plus to grow to 700,000 by end-2021. Prepaid Electricity Service customers value their capability to monitor consumption and to manage their electricity service.

We continue to drive the implementation of our Customer Experience Transformation Program (or CXTP), encompassing the various customer engagement processes, "I Join, I Pay, I Ask, I Need Repair", and of other customer products, services, engagements and solutions for all our customer segments.

With the gains realized over the years…..

OUR COMMITMENT FOR PROFITABLE GROWTH: STRONGER THAN EVER

We remain focused on delivering profitable growth and sustained value creation for our customers and for you, our shareholders, underpinned by our five (5) Growth platforms. These are (1st) further Strengthen our Core Distribution Business; (2nd) Profitably Compete in the Retail Electricity Supply Business; (3rd) Build our Power Generation Portfolio; (4th) Expand our Electric Distribution Presence and our Subsidiaries; and (5th) Grow New Energy Businesses.

Much has already been discussed. ON STRENGTHENING OUR CORE DISTRIBUTION BUSINESS, our 1st Growth Platform

ON COMPETING IN RETAIL ELECTRICITY SUPPLY

In 2018, Meralco managed to grow its retail electricity sales and its contestable customer base through MPower, and Vantage Energy, our local and affiliate Retail Electricity Supply units. Their Retail sales reached 5,250 GWh in 2018, up 2.7% over 2017, and their retail customer base grew to 369 accounts, up 25.9% over 2017.

Profitable growth in the Retail Electricity Supply (RES) market is an increasingly formidable challenge, with intensifying market and price competition requiring effective measures, including sourcing of highly cost competitive supply, and highly customer-responsive pricing, product and service offerings.

ON BUILDING OUR POWER GENERATION PORTFOLIO

As mentioned in our last year's AGM, building Meralco's power generation portfolio remains key to supporting our Core Distribution Business and generating a new revenue stream.

We currently have two (2) operating assets- first, our effective 14% stake in Global Business Power Corp., an 854 MW power generating company in the Visayas, and second, our effective 28% stake in PacificLight Power, a 2 x 400 MW LNG-fired power plant in Jurong, Singapore.

The commercial operation of the 455 MW San Buenaventura Power Plant, the country's first super critical coal-fired power plant this September 2019, will mark Meralco's re-entry into power generation after an absence of over 42 years, following the sale of our power generating plants to the National Power Corporation (or NPC) in the mid-70's.

MGen remains intent on the commercial operation of other highly efficient, reliable, competitive power generating plants, including the 1200 MW Atimonan One Energy plant, the country's first ultra-supercritical coal-fired power plant.

MGen is equally intent on having Renewables as a core component of its power generation portfolio. It is actively developing opportunities for Renewable projects, primarily Solar and Wind, in possible joint venture with reputable partners.

ON EXTENDING OUR ELECTRIC DISTRIBUTION PRESENCE AND GROWING OUR SUBSIDIARIES

Beyond our Meralco franchise area, we have also been profitably operating in growth areas such as the Clark Freeport Zone through the Clark Electric Distribution Co., the Cavite Ecozone; and Pampanga Electric Cooperative II, through - Comstech Alliance. Our 60% consortium with prime Japanese companies-- Marubeni, Chubu Electric and Kansai Electric -- has recently entered into a 25-year joint venture with the Bases Conversion Development Authority (or BCDA) to build, operate and maintain the electric distribution system to power the New Clark City, a 9,450-hectare development that will be the site of the 2019 Southeast Asian Games and the Back-up National Government Administrative Center.

Our Meralco-led consortium with local Ghanaian and Portuguese-owned partners was recently awarded a 20-year concession to operate and maintain the Electricity Company of Ghana. ECG covers 85% of the entire distribution system in Ghana, serving 3.5 million customers with a demand of 1,738 MW.

Our other subsidiaries engaged in renewable energy, communications, electro-mechanical and related business services have generally been income and cash flow accretive, and contributing, albeit still at a modest level, to Meralco's consolidated core net income in 2018. These include Radius Telecoms, Bayad Center, and Spectrum among others.

Spectrum, Meralco's first entry in renewable energy, started commercial operations in 2016, providing rooftop solar energy solutions to Commercial, Industrial and Residential customers, and helping develop utility scale solar energy projects.

ON DEVELOPING NEW ENERGY BUSINESSES

The fast developments in technology and innovation, while disruptive to legacy businesses, including conventional distribution and generation, are opening up opportunities for new energy businesses. They present the prospect of profitable engagement.

These include non-conventional power generation and Renewables including floating solar, energy storage, e-Vehicles, Microgrids and Smart Cities.

We formed a new Subsidiary, e-Sakay, in 2018, which was awarded by the LTFRB a new jeepney route serving Makati-Mandaluyong. It is the first electric-Public Utility Vehicle (or e-PUV) project, compliant with the Department of Transportation's PUV modernization Program.

Meralco likewise launched Solar Panel Microgrid Pilot Projects and energized the first customers in Isla Verde in Batangas and Cagbalete Island in Quezon.

ON TOUCHING LIVES BEYOND OUR FRANCHISE AREA

Beyond our franchise area, our people, imbued with Meralco's long-standing values of "Malasakit" and "Makabayan", remain volunteer-ready and take the initiative to help communities at need recover from disasters, and to transform lives and businesses, as we have done in 2018 in strife-torn Marawi, in typhoon-ravaged Cagayan, and in 2019, in earthquake-hit Porac, Pampanga.

2018 was another year of high activity and engagement by Meralco, and the One Meralco Foundation, in our core social responsibility and sustainability programs.

These are described in greater detail in the 2018 Meralco Annual Report and the accompanying One Meralco Foundation Annual Report.

We are humbled that international and local organizations have recognized the Excellence in What We Do through various awards in a number of areas.

While these serve to encourage us, the high level of customer satisfaction of our millions of customers, and your confidence and support to us as our shareholders, serve as our most valued drivers in raising the trajectory of our operational and customer service excellence and our financial results.

To conclude, over the last nine (9) years from 2010 to 2018, our Company has earned a cumulative Consolidated Core Net Income of nearly 160.0 Billion, more than tripling from 7.0 billion in 2009 to 22.4 Billion last year. We have declared a total of 141 Billion over this period, equivalent to 124.79 per share, including special dividends, for a Cash Dividend Payout of 88.2%, with our 2018 dividends of 17.9 Billion, 5x the 2009 dividend of 3.6 Billion. The Meralco share price has risen by 175 per share, or 1.85x, from 205.00 end-2009 to 380.00 by end-2018. And Meralco's Market Capitalization or Market Value grew by 197.0 Billion, or 1.85x from 231.0 Billion as of end-2009 to 428.0 Billion by end-2018. Meralco has thus provided its shareholders a return of 300.42 per share in cash dividends and share price appreciation during the past nine (9) years from end 2009 to end 2018.

Our Company will scale to much greater heights under the leadership of our new President and CEO, Atty. Ray Espinosa.

Allow me to thank you, our stockholders, our Board of Directors, all our people in One Meralco and particularly our Chairman, Sir MVP, for the leadership, guidance and confidence you have provided, and most especially for me, for the opportunity of leading this great Company. It has been my great privilege and my great pleasure to serve.

Maraming Salamat po sa inyong lahat."

QUESTIONS AND ANSWERS ON THE FLOOR

The Chairman opened the floor and gave the stockholders the opportunity to ask questions and/or clarifications of the President's Report. Stockholders with technical or customer service concerns were advised to approach the Customer Help Desk near the Registration Area.

Mr. Stephen Soliven inquired on the reason why the long-term loans of the Company have barely reduced from 24.8 Billion despite his view of the allocation of current payables to long-term debts of 13 Billion and payment of interest charges from 1.5 Billion to 2.0 Billion. The Chief Finance Officer, Ms. Betty C. Siy-Yap, addressed the concern by explaining that the total debt of the Company as of December 31, 2018 is actually 40 Billion with major maturity dates in 2020, 2024 and 2025. She added that included in that amount is the 11.5 Billion bond which has a put option. A reduction of 8.6 Billion as settlement of debts will be reflected as a major reduction in March 2019. She added that from 2017 to 2018 there was no major maturity of long-term debts.

The Chairman further explained that the long-term debts of Meralco have schedules of maturity and payments are done based on those schedules.

A stockholder, who introduced himself as Gilbert, initially inquired about the Company's return on investment and proceeded to express the view that it should share with others. He continued to preach on what the bible says about loving thy neighbor and sharing your profit. The Chairman acknowledged the concern and requested him to discuss this later

after the meeting as the question was not that clear and to give chances for other stockholders to ask their questions.

Mr. Robert Go inquired if the Company has a budget for research and development for cost cutting measures like for artificial intelligence (AI). The Chairman said that he thinks AI is not yet urgently needed as of the moment. He added that Meralco has a very strong Technology Group led by Mr. Gavin Barfield. Atty. Espinosa shared that a new person, Mr. Roque Bacani, from PLDT is joining Meralco. He added that Mr. Bacani is a very experienced and seasoned IT practitioner, who can help Meralco IT become more well-rounded.

Mr. Robert Go followed up a question regarding the Philippine Basketball Association and when Meralco team can get the PBA championship. The Chairman quipped that maybe he should have a word with Coach Norman Black about it.

In as much as enough time was given and there were already enough questions from the floor, Ms. Celeste Canete moved to proceed to the next item on the agenda. Mr. Angelo Albert Sanchez seconded the motion. There being no objection despite opportunity given by the Chairman, the motion was thereupon carried.

APPROVAL OF THE 2017 AUDITED FINANCIAL STATEMENTS

The next item on the agenda was the approval of the Audited Financial Statements for the Year 2018.

Mr. Michael David Azucena moved for the approval of the Company's 2018 Audited Financial Statements and the motion was seconded by Mr. Angelo Medina. There being no objection despite opportunity given by the Chairman, the motion was thereupon carried.

Accordingly, the Company's Audited Financial Statements for the period ended December 31, 2018 was approved by stockholders representing at least a majority of the total voting shares, present and represented at the meeting, as detailed below:

VOTES	NUMBER OF VOTES CAST (1 share = 1 vote)	PERCENTAGE OF VOTING
1. Approved	974,701,833	86.47%
2. Against	0	0.00%
3. Abstained	118,055	0.01%
Total Votes	974,819,888	86.48%

The following resolution was thus adopted and approved as Resolution 2019-2:

"RESOLVED, that the audited financial statements for the year ended December 31, 2018 be, as the same hereby are, approved."

RATIFICATION OF ACTS, RESOLUTIONS, AND DEEDS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The next item on the agenda was the ratification of acts, resolutions, and deeds of the Board of Directors, its Committees and Management of the Company from the Annual Stockholders' Meeting held on May 29, 2018 up to this meeting. Upon the Chairman's request, the Secretary briefly explained that these acts are provided in the minutes of meetings of the Board, its Committees and the Management. These also include the approval of contracts and agreements, projects and investments, treasury matters, dividend declaration, and disclosures to the Securities and Exchange Commission and Philippine Stock Exchange.

The highlights of these acts of the Board and Management were flashed on the screen.

Acts of Management pertain to those taken to implement the resolutions, directives and instructions of the Board and its Committees and those done in the regular course of the Company's business.

Ms. Leoponville. Gitau moved for the confirmation, approval and ratification of all acts, resolutions, and deeds of the Board of Directors and Management of the Company from the Annual Stockholders' Meeting held on May 29, 2018 up to this meeting. This was seconded by Mr. Fredrick Fern Belandres.

No objection was raised despite opportunity extended by the Chairman. Accordingly, the motion was carried.

Consequently, all acts, resolutions, and deeds of the Board of Directors, its Committees and Management of the Company from the Annual Stockholders' Meeting held on May 29, 2018 up to this meeting were ratified by the stockholders representing at least a majority of the total voting shares, present and represented at the meeting, as detailed in the following table:

VOTES	NUMBER OF VOTES CAST (1 share = 1 vote)	PERCENTAGE OF VOTING
1. Approved	974,781,109	86.48%
2. Against	5,962	0.00%
3. Abstained	29,011	0.00%
Total Votes	974,816,082	86.48%

The following resolution was thus adopted and passed as Resolution 2019-3:

> **"RESOLVED, that all acts, resolutions, and deeds of the Board of Directors and Management of the Company from the Annual Stockholders' Meeting held on May 29, 2018 up to the date of this meeting be as they hereby are, confirmed, ratified and approved."**

ELECTION OF DIRECTORS FOR THE ENSUING YEAR

The next item on the agenda was the election of the members of the Board of Directors for the ensuing year. The Company's Articles of Incorporation provides for eleven (11) seats in the Board. The Company's stockholders, including shareholders in the minority, were given the opportunity to nominate candidates for election to the Board of Directors.

Prior to the meeting, all stockholders were given the opportunity to submit their views on any issue that they deemed fit for inclusion in the agenda, as well as to propose qualified candidates for directors. A "Call for Nomination" was also posted in the Company's website last January 28, 2019 calling for the submission of the proposed agenda and nomination of qualified candidates on or before March 8, 2019.

The Chairman of the Nomination and Governance Committee, Mr. Pedro E. Roxas, was requested by the Chairman to explain the screening process and to read the names of the nominees.

Mr. Roxas stated that in accordance with the Company's By-Laws and Manual of Corporate Governance, as well as the Corporation Code and the Securities Regulations Code, the following stockholders were duly nominated as members of the Company's Board of Directors to serve as such for the ensuing term:

Name	Nominated by
1. Anabelle L. Chua	Beacon Electric Asset Holdings, Inc.
2. Ray C. Espinosa	Beacon Electric Asset Holdings, Inc.
3. James L. Go	JG Summit Holdings, Inc.
4. Lance Y. Gokongwei	JG Summit Holdings, Inc.
5. John L. Gokongwei, Jr.	JG Summit Holdings, Inc.
6. Elpidio L. Ibañez	First Philippine Holdings Corporation
7. Jose Ma. K. Lim	Metro Pacific Investments Corporation
8. Artemio V. Panganiban	Ms. Virginia P. Gapuz
9. Manuel V. Pangilinan	Beacon Electric Asset Holdings, Inc.
10. Victorico P. Vargas	Beacon Electric Asset Holdings, Inc.
11. Pedro E. Roxas	Ms. Virginia P. Gapuz

Retired Chief Justice Panganiban and Mr. Roxas were nominated as independent directors.

The Nomination and Governance Committee had evaluated the qualifications of the nominees, including the nominees for Independent Directors, and determined that they have all the qualifications and none of the disqualifications to serve as directors of the Company. All these nominees have given their consent to their nomination.

The profiles of all the nominees to the Board of Directors, stating their age, qualifications, experience, date of first appointment to the Board of the Company, and directorships in other publicly listed companies or subsidiaries, whether listed or non-listed within the group of companies, were made available as part of the Information Statement distributed to all the stockholders.

On motion made by Mr. Norlee Alban and seconded by Mr. Denis Alabanza, the following were declared duly elected members of the Board of Directors to serve for the ensuing year and until their successors are duly elected and qualified, having received the following number of votes from the stockholders present and represented at the meeting:

Name	Approved
1. Anabelle L. Chua	974,697,008
2. Ray C. Espinosa	974,768,985
3. James L. Go	974,552,962
4. John L. Gokongwei, Jr.	974,949,043
5. Lance Y. Gokongwei	975,044,347
6. Elpidio L. Ibañez	975,024,632
7. Jose Ma. K. Lim	974,508,614
8. Artemio V. Panganiban	975,376,397
9. Manuel V. Pangilinan	975,715,005
10. Victorico P. Vargas	974,507,739
11. Pedro E. Roxas	974,614,987

The above was thus adopted and passed as Resolution 2019-4.

The Chairman acknowledged and welcomed the newly elected Board member, Mr. Victorico P. Vargas, to the Company's Board of Directors.

The Chairman thanked outgoing President and Chief Executive Officer, Mr. Oscar S. Reyes, for his nine (9) years of dedicated service and valuable contributions to the Company. A short video of appreciation for Mr. Reyes was presented. After the video, the Chairman said a tribute to Mr. Oscar S. Reyes.

> **"I would like, with your indulgence, to complete our tribute to Oscar today.**
>
> **Former U. S. President Barack Obama once compared his job to being Captain of an ocean liner, saying, "Sometimes the task is to make incremental improvements, to steer the ocean liner two degrees north or south so that, ten (10) years from now, suddenly we are in aa very different place that we were."**
>
> **If true for large ships, it is true as well for a big company like Meralco.**
>
> **Oscar directed the course of our ocean liner for the past nine (9) years. After those years of steerage, we can say that Meralco is indeed in a very different place from where it was back then.**

In this day and age, nine (9) years are a long time. But whether short or long, those years have given us a reliable sample of Meralco's quality performance under Oscar's leadership. But beyond the performance numbers Oscar described to you at the close of his valedictory just now, lies Meralco's convincing shift to customer-centricity: focusing on customer needs, enhancing customer experience, raising customer value.

So we are proud to say simply - this is real achievement for all of your management team – but most of all you, Oscar - should be proud of the work you have done.

And so, we send to you our profound gratitude, Oscar, and our fondest farewell. May your dreams stay alive, your retirement restful, your future endeavors successful."

The Board of Directors, Management, Shareholders and other attendees gave Mr. Oscar S. Reyes a thunderous applause and resounding standing ovation as a show of appreciation, gratitude and respect for all his accomplishments during his tenure as President and CEO of the Company from 2010-2019.

APPOINTMENT OF EXTERNAL AUDITORS

The next order of business was the appointment of external auditor for the Company.

Retired Chief Justice Artemio V. Panganiban stated for the year ended December 31, 2018, the Company paid an audit fee of 8.541 Million. Based on the evaluation of the performance during the past year of the Company's present external auditor, SyCip Gorres Velayo & Co. he Audit Committee found their performance satisfactory. The reappointment of SGV & Co. as external auditors of the Company for the ensuing year was thus endorsed by the Audit Committee and the Board of Directors.

On motion made by Mr. Gabriel Enriquez and seconded by Mr. Fredrick Fern Belandres, there being no objection despite opportunity given, SGV & Co.'s reappointment as the Company's external auditor was approved by the stockholders representing a majority of the

voting shares, present and represented at the meeting and eligible to vote. The details of the votes are, follows:

VOTES	NUMBER OF VOTES CAST (1 share = 1 vote)	PERCENTAGE OF VOTING
1. Approved	974,749,731	86.48%
2. Against	32,114	0.00%
3. Abstained	33,940	0.00%
Total Votes	974,815,785	86.48%

The following resolution was thus adopted and passed as Resolution 2019-5:

"RESOLVED, that SGV & Co., Certified Public Accountants, be, as they hereby are, retained and appointed external auditor of the Company."

QUESTIONS & ANSWERS ON THE FLOOR

The Chairman inquired if there are other business to consider.

Mr. Robert Go inquired on the condition of health of Mr. John L. Gokongwei, Jr. as he was not able to attend the Annual Stockholders' Meeting personally. Vice Chairman Lance Y. Gokongwei replied that Mr. John L. Gokongwei, Jr. is in good health and that due to previous engagement that coincided with today's Stockholder's Meeting, he was only able to his attend via teleconference.

ADJOURNMENT

There being no other business to transact, upon motion made by Mr. Angelo Manlangit and seconded by Ms. Edna Lobusta, the meeting was adjourned at 11:33 a.m.

SIMEON KEN R. FERRER
Corporate Secretary

A T T E S T:

MANUEL V. PANGILINAN
Chairman of the Board

PROOF OF NOTICE

I HEREBY CERTIFY, as duly elected, qualified and incumbent Assistant Corporate Secretary of Manila Electric Company (MERALCO), that written notice of the annual meeting of stockholders was sent to all stockholders of record at least twenty-eight (28) days before the date of the meeting, in accordance with the By-laws of the Company. A copy of the notice is attached as Annex "A" hereof.

Pasig City, Philippines, May 28, 2019.

SIMEON KEN R. FERRER
Corporate Secretary

MERALCO

ORTIGAS AVENUE, PASIG CITY
0300 PHILIPPINES

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The Management of Manila Electric Company (the Company) is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, as at December 31, 2019 and 2018, and for each of the three years ended December 31, 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements, including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

MANUEL V. PANGILINAN	RAY C. ESPINOSA	BETTY C. SIY-YAP
Chairman of the Board	President and Chief Executive Officer	Chief Finance Officer

SUBSCRIBED AND SWORN to before me this ___ day of 03 APR 2020 in Pasig City, by the above-named persons who exhibited to me their respective Tax Identification Numbers as follows:

NAME	Tax Identification Number
Manuel V. Pangilinan	914-481-801
Ray C. Espinosa	113-248-897
Betty C. Siy-Yap	102-100-627

Doc. No. 126;
Page No. 27;
Book No. VII;
Series of 2020.

ATTY. GABRIEL ALFONSO C. ENRIQUEZ
Notary Public
Pasig, San Juan and Pateros
Issued on December 20, 2019 at Pasig City
Appointment No. 54 (2020-2021)
Roll No. 64589[illegible] M. 1627[illegible]-9-2020 RSM Chapter
PTR No. 5669[illegible]1-25-2020 Pasig City
MCLE VII-0001099-10/17/2019
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City

TEL NO. (632) 631-2222 • (632) 16220

www.meralco.com.ph

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
Manila Electric Company and Subsidiaries
Lopez Building, Ortigas Avenue
Barangay Ugong, Pasig City, Metro Manila

Opinion

We have audited the consolidated financial statements of Manila Electric Company and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including those in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



Revenue recognition

The Group's revenues from the sale of electricity represent 97% of its consolidated revenues and arise from its service contracts with a large number of customers that are classified as either commercial, industrial or residential, located within the Group's franchise area. This matter is significant to our audit because the revenue recognized depends on (a) the complete capture of electric consumption based on the meter readings over the franchise area taken on various dates; (b) the propriety of rates computed and applied across customer classes; and (c) the reliability of the IT systems involved in processing the billing transactions.

Notes 2, 22, 23, 29 and 31 provide the relevant disclosures related to the rate-making regulations and regulatory policies of the Energy Regulatory Commission (ERC).

Audit response

We obtained an understanding and evaluated the design of, as well as tested the controls over, the customer master file maintenance, accumulation and processing of meter data, and interface of data from the billing system to the financial reporting system. In addition, we performed a test recalculation of the bill amounts using the ERC-approved rates and formulae, as well as actual costs incurred, and compared them with the amounts reflected in the billing statements. We involved our internal specialist in understanding the IT processes and in understanding and testing the IT general controls over the IT systems supporting the revenue process.

Retirement and other long-term post-employment benefits

The Group has defined retirement and other long-term post-employment benefits plans covering all regular employees. The valuation of the retirement benefits obligation involves a significant management judgment in the use of assumptions. The valuation also requires the assistance of an external actuary whose calculations depend on certain assumptions, such as discount rates and future salary increases, which could have a material impact on the results. Thus, we considered this as a key audit matter.

Note 25 to the consolidated financial statements provides the relevant disclosures related to this matter.

Audit response

We involved our internal specialist in the review of the scope, bases, methodology and results of the work by the external actuary, whose professional qualifications, capabilities and objectivity were also taken into consideration. We evaluated the key assumptions used by comparing the employee demographics and attrition rates against the Group's human resource data, and the discount rate and mortality rate against external data. We inquired from management about the basis of salary increase rate and compared it against the Group's historical data and future plans. Moreover, we reviewed the required disclosures in the consolidated financial statements.

Provisions and contingencies

The Group is involved in certain proceedings and claims for which the Group has recognized provisions for probable costs and/or expenses, which may be incurred, and/or has disclosed relevant information about such contingencies. This matter is significant to our audit because the determination of whether any provision should be recognized and the estimation of the potential liability resulting from these assessments require significant judgment by management. The inherent uncertainty over the outcome of these matters is brought about by the differences in the interpretation and implementation of the relevant laws and regulations.

Notes 18, 21 and 28 to the consolidated financial statements provide the relevant disclosures related to this matter.

Audit response

We examined the bases of management's assessment of the possible outcomes and the related estimates of the probable costs and/or expenses that are recognized and/or disclosed in the Group's financial statements and involved our internal specialist when necessary. We discussed with management the status of the claims and/or assessments and obtained correspondences with the relevant authorities and opinions from the internal and external legal counsels. We evaluated the position of the Group by considering the relevant laws, rulings and jurisprudence. We also reviewed the disclosures on provisions and contingencies in the Group's financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019 but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

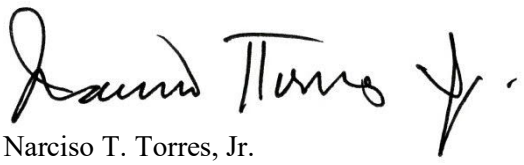
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Narciso T. Torres, Jr.

SYCIP GORRES VELAYO & CO.



Narciso T. Torres, Jr.
Partner
CPA Certificate No. 84208
SEC Accreditation No. 1511-AR-1 (Group A),
October 18, 2018, valid until October 17, 2021
Tax Identification No. 102-099-147
BIR Accreditation No. 08-001998-111-2018,
February 14, 2018, valid until February 13, 2021
PTR No. 8125311, January 7, 2020, Makati City

February 24, 2020

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	**2019**	2018
		(Amounts in millions)	
ASSETS			
Noncurrent Assets			
Utility plant and others	*7 and 10*	**₱151,441**	₱139,846
Investments in associates and interests in joint ventures	*8 and 22*	**14,965**	11,313
Investment properties	*9*	**1,502**	1,502
Deferred tax assets - net	*27*	**23,440**	18,800
Financial and other noncurrent assets	*2, 10, 14, 25, 26 and 29*	**47,982**	49,446
Total Noncurrent Assets		**239,330**	220,907
Current Assets			
Cash and cash equivalents	*11, 24 and 26*	**38,262**	36,471
Trade and other receivables	*12, 23 and 26*	**32,608**	31,343
Inventories	*13*	**4,558**	3,812
Financial and other current assets	*10, 14, 22 and 26*	**42,261**	43,718
Total Current Assets		**117,689**	115,344
Total Assets		**₱357,019**	₱336,251
EQUITY AND LIABILITIES			
Equity Attributable to Equity Holders of the Parent			
Common stock	*15*	**₱11,273**	₱11,273
Additional paid-in capital		**4,111**	4,111
Equity reserve		**(116)**	(116)
Employee stock purchase plan	*15*	**1,049**	1,049
Unrealized fair value gains (losses) on fair value through other comprehensive income ("*FVOCI*") financial assets	*10*	**227**	(295)
Remeasurement adjustments on retirement and other post-employment liabilities	*25*	**(193)**	3,535
Share in remeasurement adjustments on associates' retirement liabilities	*8*	**(12)**	(10)
Cumulative translation adjustments of associates	*8*	**762**	551
Cumulative translation adjustments of subsidiaries		**32**	33
Treasury shares	*15*	**(11)**	(11)
Retained earnings	*15*	**67,108**	61,922
Equity Attributable to Equity Holders of the Parent		**84,230**	82,042
Non-controlling Interests		**1,011**	845
Total Equity		**₱85,241**	₱82,887

(Forward)

	Note	December 31 2019	2018
			(Amounts in millions)
Noncurrent Liabilities			
Interest-bearing long-term financial liabilities - net of current portion	*16, 24 and 26*	**₱12,745**	₱24,745
Customers' deposits - net of current portion	*17, 21 and 26*	**28,247**	27,024
Long-term employee benefits	*25*	**8,882**	1,980
Provisions	*18, 21 and 28*	**17,356**	17,442
Refundable service extension costs - net of current portion	*21 and 26*	**6,932**	6,170
Deferred tax liabilities - net	*27*	**84**	67
Other noncurrent liabilities	*2, 5, 7, 23 and 28*	**69,971**	60,419
Total Noncurrent Liabilities		**144,217**	137,847
Current Liabilities			
Notes payable	*20, 24 and 26*	**23,393**	13,428
Trade payables and other current liabilities	*15, 21, 22, 26 and 28*	**93,680**	90,456
Customers' refund	*2, 19 and 26*	**3,032**	4,359
Income tax payable		**2,341**	1,968
Current portion of interest-bearing long-term financial liabilities	*16, 24 and 26*	**5,115**	1,843
Current portion of long-term employee benefits	*25*	**–**	3,463
Total Current Liabilities		**127,561**	115,517
Total Liabilities		**271,778**	253,364
Total Liabilities and Equity		**₱357,019**	₱336,251

See accompanying Notes to Consolidated Financial Statements.

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

		Years Ended December 31		
	Note	**2019**	2018	2017
		(Amounts in millions, except per share data)		
REVENUES				
Sale of electricity	*6, 22, 23, 29 and 31*	**₱310,098**	₱295,389	₱275,172
Sale of other services	*22*	**8,217**	9,065	7,384
		318,315	304,454	282,556
COSTS AND EXPENSES				
Purchased power	*23 and 29*	**241,032**	232,102	214,558
Salaries, wages and employee benefits	*24 and 25*	**13,106**	12,697	12,595
Provision for probable losses and expenses from claims	*2, 18 and 28*	**10,119**	10,198	8,533
Depreciation and amortization	*7, 9, 10 and 24*	**8,730**	7,827	7,520
Contracted services		**6,637**	6,390	5,933
Taxes, fees and permits		**1,118**	901	848
Other expenses	*22 and 24*	**6,334**	5,897	6,191
		287,076	276,012	256,178
OTHER INCOME (EXPENSES)				
Interest and other financial income	*11 and 24*	**3,269**	2,831	2,188
Interest and other financial charges	*20 and 24*	**(1,607)**	(2,033)	(1,530)
Foreign exchange gains (losses) - net		**(508)**	1,134	29
Equity in net earnings (losses) of associates and joint ventures	*8*	**(1,486)**	(725)	221
Others	*2, 22, 29 and 31*	**1,008**	896	576
		676	2,103	1,484
INCOME BEFORE INCOME TAX		**31,915**	30,545	27,862
PROVISION FOR (BENEFIT FROM) INCOME TAX	*27*			
Current		**11,503**	10,522	10,031
Deferred		**(2,960)**	(3,079)	(2,668)
		8,543	7,443	7,363
NET INCOME		**₱23,372**	₱23,102	₱20,499
Attributable To				
Equity holders of the Parent	*30*	**₱23,285**	₱23,017	₱20,384
Non-controlling interests		**87**	85	115
		₱23,372	₱23,102	₱20,499
Earnings Per Share Attributable to Equity Holders of the Parent	*30*			
Basic		**₱20.66**	₱20.42	₱18.09
Diluted		**20.66**	20.42	18.09

See accompanying Notes to Consolidated Financial Statements.

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	**2019**	2018	2017
			(Amounts in millions)	
NET INCOME		**₱23,372**	₱23,102	₱20,499
OTHER COMPREHENSIVE INCOME				
Items that will be reclassified to profit or loss in subsequent years:				
Unrealized fair value gains (losses) on *FVOCI* financial assets	*10*	**507**	(200)	95
Cumulative translation adjustments of associates		**211**	(599)	86
Cumulative translation adjustments of subsidiaries		**(1)**	8	4
Net other comprehensive income (loss) that will be reclassified to profit or loss in subsequent years		**717**	(791)	185
Items that will not be reclassified to profit or loss in subsequent years:				
Remeasurement adjustments on retirement and other post-employment liabilities	*25*	**(5,327)**	1,723	(1,504)
Income tax effect		**1,599**	(517)	455
		(3,728)	1,206	(1,049)
Unrealized fair value gains on equity securities at *FVOCI*		**17**	73	18
Income tax effect		**(2)**	(8)	(2)
		15	65	16
Share in remeasurement adjustments on retirement and other post-employment liabilities		**(2)**	–	2
Net other comprehensive income (loss) that will not be reclassified to profit or loss in subsequent years		**(3,715)**	1,271	(1,031)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF INCOME TAX		**(2,998)**	480	(846)
TOTAL COMPREHENSIVE INCOME, NET OF INCOME TAX		**₱20,374**	₱23,582	₱19,653
Total Comprehensive Income Attributable To				
Equity holders of the Parent		**₱20,287**	₱23,497	₱19,532
Non-controlling interests		**87**	85	121
		₱20,374	₱23,582	₱19,653

See accompanying Notes to Consolidated Financial Statements.

MANILA ELECTRIC COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017

	Equity Attributable to Equity Holders of the Parent													
	Common Stock (Note 15)	**Additional Paid-in Capital**	**Equity Reserve** (Note 3)	**Employee Stock Purchase Plan** (Note 15)	**Unrealized Fair Value Gains (Losses) on *FVOCI* Financial Assets** (Note 10)	**Remeasure-ment Adjustments on Retirement and Other Post-Employment Liabilities** (Note 25)	**Share in Remeasure-ment Adjustments on Associates' Retirement Liabilities** (Note 8)	**Cumulative Translation Adjustments of Associates** (Note 8)	**Cumulative Translation Adjustments of Subsidiaries**	**Treasury Shares** (Note 15)	**Unappro-priated Retained Earnings** (Note 15)	**Equity Attributable to Equity Holders of the Parent**	**Non-controlling Interests** (Note 6)	**Total Equity**
	(Amounts in millions)													
At January 1, 2019	**₱11,273**	**₱4,111**	**(₱116)**	**₱1,049**	**(₱295)**	**₱3,535**	**(₱10)**	**₱551**	**₱33**	**(₱11)**	**₱61,922**	**₱82,042**	**₱845**	**₱82,887**
Net income	–	–	–	–	–	–	–	–	–	–	**23,285**	**23,285**	**87**	**23,372**
Other comprehensive income (loss)	–	–	–	–	**522**	**(3,728)**	**(2)**	**211**	**(1)**	–	–	**(2,998)**	–	**(2,998)**
Total comprehensive income (loss)	–	–	–	–	**522**	**(3,728)**	**(2)**	**211**	**(1)**	–	**23,285**	**20,287**	**87**	**20,374**
Additions to non-controlling interests													**111**	**111**
Dividends	–	–	–	–	–	–	–	–	–	–	**(18,099)**	**(18,099)**	**(32)**	**(18,131)**
											(18,099)	**(18,099)**	**79**	**(18,020)**
At December 31, 2019	**₱11,273**	**₱4,111**	**(₱116)**	**₱1,049**	**₱227**	**(₱193)**	**(₱12)**	**₱762**	**₱32**	**(₱11)**	**₱67,108**	**₱84,230**	**₱1,011**	**₱85,241**
At January 1, 2018	₱11,273	₱4,111	(₱126)	₱1,049	(₱160)	₱2,329	(₱10)	₱1,150	₱25	(₱11)	₱53,980	₱73,610	₱822	₱74,432
Net income	–	–	–	–	–	–	–	–	–	–	23,017	23,017	85	23,102
Other comprehensive income (loss)	–	–	–	–	(135)	1,206	–	(599)	8	–	–	480	–	480
Total comprehensive income (loss)	–	–	–	–	(135)	1,206	–	(599)	8	–	23,017	23,497	85	23,582
Dividends	–	–	–	–	–	–	–	–	–	–	(15,075)	(15,075)	(64)	(15,139)
Additional investment of non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	2	2
Excess of acquisition cost of controlling interest over carrying value of additional minority interest	–	–	10	–	–	–	–	–	–	–	–	10	–	10
At December 31, 2018	₱11,273	₱4,111	(₱116)	₱1,049	(₱295)	₱3,535	(₱10)	₱551	₱33	(₱11)	₱61,922	₱82,042	₱845	₱82,887

	Equity Attributable to Equity Holders of the Parent													
	Common Stock (Note 15)	**Additional Paid-in Capital**	**Equity Reserve** (Note 3)	**Employee Stock Purchase Plan** (Note 15)	**Unrealized Fair Value Gains (Losses) on *FVOCI* Financial Assets** (Note 10)	**Remeasure-ment Adjustments on Retirement and Other Post-Employment Liabilities** (Note 25)	**Share in Remeasure-ment Adjustments on Associates' Retirement Liabilities** (Note 8)	**Cumulative Translation Adjustments of Associates** (Note 8)	**Cumulative Translation Adjustments of Subsidiaries**	**Treasury Shares** (Note 15)	**Unappro-priated Retained Earnings** (Note 15)	**Equity Attributable to Equity Holders of the Parent**	**Non-controlling Interests** (Note 6)	**Total Equity**
	(Amounts in millions)													
At January 1, 2017	₱11,273	₱4,111	(₱328)	₱1,049	(₱271)	₱3,384	(₱12)	₱1,064	₱21	(₱11)	₱54,137	₱74,417	₱729	₱75,146
Net income	–	–	–	–	–	–	–	–	–	–	20,384	20,384	115	20,499
Other comprehensive income (loss)	–	–	–	–	111	(1,055)	2	86	4	–	–	(852)	6	(846)
Total comprehensive income (loss)	–	–	–	–	111	(1,055)	2	86	4	–	20,384	19,532	121	19,653
Dividends	–	–	–	–	–	–	–	–	–	–	(20,541)	(20,541)	(40)	(20,581)
Additional investment of non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	12	12
Excess of acquisition cost of controlling interest over carrying value of additional minority interest	–	–	202	–	–	–	–	–	–	–	–	202	–	202
At December 31, 2017	₱11,273	₱4,111	(₱126)	₱1,049	(₱160)	₱2,329	(₱10)	₱1,150	₱25	(₱11)	₱53,980	₱73,610	₱822	₱74,432

See accompanying Notes to Consolidated Financial Statements.

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Years Ended December 31		
		2019	2018	2017
		(Amounts in millions)		
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		**₱31,915**	₱30,545	₱27,862
Adjustments for:				
Provision for probable losses and expenses from claims - net	*2, 23 and 28*	**9,696**	9,795	6,959
Depreciation and amortization	*7, 9 and 10*	**8,730**	7,827	7,520
Interest and other financial income	*24*	**(3,269)**	(2,831)	(2,188)
Interest and other financial charges	*24*	**1,607**	2,033	1,530
Equity in net losses of associates and joint ventures	*8*	**1,486**	725	(221)
Others		**477**	(741)	868
Operating income before working capital changes		**50,642**	47,353	42,330
Increase in:				
Trade and other receivables		**(2,645)**	(8,161)	(3,864)
Inventories		**(746)**	(482)	(538)
Financial and other current assets		**(324)**	(113)	(3,847)
Increase (decrease) in:				
Trade payables and other current liabilities		**1,419**	11,300	(2,012)
Customers' deposits		**1,635**	2,525	3,953
Customers' refund		**(1,327)**	(244)	(385)
Long-term employee benefits		**2,220**	(1,662)	2,151
Cash generated from operations		**50,874**	50,516	37,788
Income tax paid		**(8,443)**	(10,370)	(9,403)
Net cash flows provided by operating activities		**42,431**	40,146	28,385
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to:				
Financial assets at *FVOCI*	*10*	**(51,065)**	(10,017)	(25,326)
Short-term investments		**(37,957)**	(19,337)	–
Utility plant and others	*7*	**(19,438)**	(12,999)	(11,808)
Debt securities at amortized cost	*10*	**(11,974)**	(12,114)	(1,515)
Investments in associates and interests in joint ventures	*8*	**(6,421)**	(1,667)	(857)
Intangible assets	*10*	**(547)**	(435)	(158)
Investment properties		**(1)**	(2)	–
Proceeds from maturity of:				
Financial assets at *FVOCI*		**51,874**	10,056	31,249
Short-term investments		**41,618**	–	–
Debt securities at amortized cost		**11,065**	9,098	1,466
Interest and other financial income received		**3,395**	2,570	2,201
Proceeds from disposal of utility plant and others		**490**	345	210
Dividends received from associates		**546**	476	473
Increase (decrease) in minority interest		**69**	(62)	(28)
Increase in financial and other noncurrent assets		**(2,047)**	(1,666)	(6,465)
Net cash used in investing activities		**(20,393)**	(35,754)	(10,558)

(Forward)

	Note	Years Ended December 31		
		2019	2018	2017
		(Amounts in millions)		
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Availment of notes payable	*20*	**₱10,179**	₱2,229	₱4,705
Availment of interest-bearing long-term financial liabilities	*16*	**28**	350	600
Disposal of non-controlling interest	*3*	**–**	10	202
Payments of:				
Dividends	*15*	**(18,008)**	(14,557)	(19,843)
Interest-bearing long-term financial liabilities	*16*	**(8,712)**	(424)	(2,827)
Interest and other financial charges		**(1,620)**	(1,563)	(1,387)
Notes payable		**(283)**	(2,419)	(2,593)
Increase (decrease) in other noncurrent liabilities		**(1,831)**	2,516	2,597
Net cash used in financing activities		**(20,247)**	(13,858)	(18,546)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**1,791**	(9,466)	(719)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**36,471**	45,937	46,656
CASH AND CASH EQUIVALENTS AT END OF YEAR	*11*	**₱38,262**	₱36,471	₱45,937

See accompanying Notes to Consolidated Financial Statements.

1. Corporate Information

Manila Electric Company ("*MERALCO*") holds a 25-year congressional franchise under Republic Act ("*RA*") No. 9209 valid through June 28, 2028 to construct, operate, and maintain the electric distribution system in the cities and municipalities of Bulacan, Cavite, Metro Manila, and Rizal and certain cities, municipalities and barangays in the provinces of Batangas, Laguna, Pampanga, and Quezon. On October 20, 2008, the Energy Regulatory Commission ("*ERC*") granted *MERALCO* a consolidated Certificate of Public Convenience and Necessity for the operation of electric service within its franchise coverage, effective until the expiration of *MERALCO*'s congressional franchise. *MERALCO*'s participation in retail electricity supply ("*RES*") is directly through its local *RES* unit, *MPower* and indirectly through its affiliate *RES* entities. The *ERC* granted the following subsidiaries of *MERALCO* distinct *RES* licenses to operate as affiliate retail electricity suppliers in Luzon and Visayas, namely; Vantage Energy Solutions and Management, Inc. ("*Vantage*"), a wholly owned subsidiary of *MERALCO*; Solvre, Inc., a wholly owned subsidiary of MERALCO PowerGen Corporation ("*MGen*"); and MeridianX Inc. ("*MeridianX*"), a wholly owned subsidiary of Comstech Integration Alliance, Inc. ("*Comstech*", 60% owned by *MERALCO*), on January 10, 2017, February 9, 2017 and February 9, 2017, respectively.

The power segment, primarily power distribution, consists of operations of *MERALCO* and its subsidiary, Clark Electric Distribution Corporation ("*Clark Electric*"). *Clark Electric* is a registered private distribution utility with a franchise granted by Clark Development Corporation ("*CDC*") to own, operate and maintain a power distribution system and to distribute power exclusively within its franchise area, which includes the Clark Freeport Zone and the sub-zones as determined pursuant to Presidential Decree No. 66 and the Joint Venture Agreement executed between *CDC* and Meralco Industrial Engineering Services Corporation ("*MIESCOR*") dated February 19, 1997. The Bases Conversion and Development Authority ("*BCDA*") confirmed that the power distribution franchise of *Clark Electric* within the entire *CSEZ* is until July 30, 2047.

MERALCO is developing power generation plants facilities of various fuel sources through its wholly owned subsidiary, *MGen*, and is also engaged in rooftop solar energy projects through its wholly owned subsidiary, MSpectrum, Inc. ("*Spectrum*"). It is also developing a mini-hydro power plant project through a joint-venture company, Pure Meridian Hydropower Corporation ("*Pure Meridian*"). Through several subsidiaries in the services segment, *MERALCO* provides engineering, design, construction and consulting services, bill collection services, distribution and energy management services, and communications, information systems and technology services.

MERALCO manages the electric distribution facilities of Pampanga Electric Cooperative II ("*PELCO II*") through *Comstech* under an Investment Management Contract ("*IMC*"). *MERALCO* also manages the electric distribution facilities in the Cavite Economic Zone ("*CEZ*") under a 25-year concession agreement with Philippine Economic Zone Authority ("*PEZA*").

Beginning September 2019, *MERALCO*, through its 60% equity ownership in Shin Clark Power Holdings, Inc. ("*Shin Clark*") provides electricity services in New Clark City ("*NCC*"). The 9,450-hectare *NCC* span through Angeles City in Pampanga and the towns of Capas and Bamban in Tarlac.

MERALCO is owned directly by two (2) major stockholder groups, Metro Pacific Investments Corporation ("*Metro Pacific*") and JG Summit Holdings, Inc. ("*JG Summit*"). *Metro Pacific* has combined direct equity interests in *MERALCO* and indirect ownership through its wholly owned subsidiary, Beacon Electric Asset Holdings, Inc. *Metro Pacific*'s combined direct and indirect

ownership interests in *MERALCO* totaled 45.46% while *JG Summit* has 29.56% direct ownership interest in *MERALCO.* First Philippine Holdings Corporation ("*First Holdings*") and First Philippine Utilities Corporation have a combined direct equity ownership of 3.94% in *MERALCO.* The balance of *MERALCO*'s common shares is held by institutional investors and the public.

On January 29, 2018, the Board of Directors ("*BOD*") approved the amendment of the Fourth Article of the Articles of Incorporation of *MERALCO* to extend the corporate term for another 50 years from May 7, 2019. The amendment was approved by the stockholders on May 29, 2018. On December 19, 2018, the *SEC* approved the Amended Articles of Incorporation of *MERALCO.*

The common shares of *MERALCO* are listed and traded in the Philippine Stock Exchange ("*PSE*") with ticker symbol, *MER*.

The registered office address of *MERALCO* is Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, Metro Manila, Philippines.

The consolidated financial statements were approved and authorized for issue by the *BOD* on February 24, 2020.

2. Rate Regulations

As distribution utilities ("*DU*s"), *MERALCO* and *Clark Electric* are subject to the rate-making regulations and regulatory policies of the *ERC.* Billings of *MERALCO* and *Clark Electric* to customers are itemized or "unbundled" into a number of bill components that reflect the various activities and costs incurred in providing electricity distribution services. The adjustment to each bill component is governed by mechanisms promulgated and enforced by the *ERC*, mainly: [i] the "Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities", which govern the recovery of pass-through costs, including over- or under-recoveries of the bill components, namely, (a) generation charge, (b) transmission charge, (c) system loss ("*SL*") charge, (d) lifeline and inter-class rate subsidies, and (e) local franchise tax ("*LFT*"); and [ii] the "Rules for the Setting of Distribution Wheeling Rates" ("*RDWR*"), as modified, which govern the determination of *MERALCO*'s distribution, supply, and metering charges.

The rate-setting mechanism of *Clark Electric* is likewise in accordance with the *ERC* regulations. The following is a discussion of matters related to rate-setting of *MERALCO* and *Clark Electric*:

Performance-Based Regulations ("*PBR*")

MERALCO

MERALCO is among the Group A entrants to the *PBR*, together with two (2) other private *DU*s.

Rate-setting under *PBR* is governed by the *RDWR*. The *PBR* scheme sets tariffs once every Regulatory Period ("*RP*") based on the regulated asset base ("*RAB*") of each *DU*, and the required operating and capital expenditures ("*OPEX*" and "*CAPEX*", respectively) to meet operational performance and service level requirements responsive to the need for adequate, reliable and quality power, efficient service, and growth of all customer classes in the franchise area as approved by the *ERC. PBR* also employs a mechanism that penalizes or rewards a *DU* depending on its network and service performance.

Rate filings and settings are done on a *RP* basis. One (1) *RP* consists of four (4) Regulatory Years ("*RYs*"). A *RY* for *MERALCO* begins on July 1 and ends on June 30 of the following year. The 5th *RP* for Group A *DU*s began on July 1, 2019 and shall end on June 30, 2023.

Maximum Average Price ("MAP") for the 3rd RP

After rate setting process for a *RP*, *MERALCO* goes through a rate verification process for each *RY* within the *RP*. In each of *RY*s 2012, 2013, 2014 and 2015, *MERALCO* filed for the respective *MAP* with the *ERC* on the following dates:

RY	*MERALCO*'s application date	*ERC* provisional approval date	Date rate translation was implemented and reflected in customer bills
2012	June 21, 2011	October 3, 2011	October 2011
2013	March 30, 2012	June 11, 2012	July 2012
2014	April 1, 2013	June 10, 2013	July 2013
2015	March 31, 2014	May 5, 2014	July 2014

The *ERC* has provisionally approved the foregoing distribution *MAP*s for each of the *RY*. However, as at February 24, 2020, *MERALCO* continues to await the final approval of the *ERC*.

Interim Average Rate beginning RY 2016

On June 11, 2015, *MERALCO* filed its application for the approval of a proposed interim average rate of ₱1.3939 per *kWh* and translation thereof into rate tariffs by customer category. On July 10, 2015, the *ERC* provisionally approved an interim average rate of ₱1.3810 per *kWh* (excluding efficiency adjustment) and the rate translation per customer class, which was reflected in the customer bills starting July 2015. *MERALCO* has completed the presentation of its evidence and is set to file its Formal Offer of Evidence ("*FOE*") after the *ERC* rules on pending motions. As at February 24, 2020, the *ERC*'s ruling on these motions is pending.

In a letter dated June 14, 2019, *MERALCO* advised the *ERC* that it shall continue implementing the existing *ERC*-approved interim average rate pending the regulatory reset process. In a letter dated July 4, 2019, the *ERC* authorized the continued implementation of the interim average rate but directed *MERALCO*, as well as other distribution utilities, to refund any remaining amount pertaining to regulatory reset cost for the previous *RP*s.

While *MERALCO* complied with the directive to refund the total amount of ₱263.9 million, equivalent to ₱0.0731 per *kWh* in its July 2019 billing, it wrote a letter seeking clarification or reconsideration on the basis for the refund of the regulatory reset cost, including the imposition of and basis for the interest computed therein. The refund was included as a separate line item in *MERALCO*'s July 2019 billing to its customers. As at February 24, 2020, the *ERC* has yet to reply to *MERALCO*'s letter.

MERALCO recognized provisions for any resulting over-recoveries. The movements in and the balance of the "Other noncurrent liabilities" account in the consolidated statements of financial position substantially represent these provisions, consistent with the limited disclosure as allowed in Philippine Financial Reporting Standards ("*PFRS*s") as it may prejudice the position of *MERALCO*.

CAPEX for 4th RP and RY 2020

Absent the release by the *ERC* of the final rules to govern the filing of its 4th and 5th *RP* reset, *MERALCO* filed its applications for approval of authority to implement its *CAPEX* program pursuant to Section 20(b) of Commonwealth Act No. 146, as amended, otherwise known as the Public Service Act.

RY	*MERALCO*'s application date	Proposed *CAPEX* amount	Status of applications
2016	February 9, 2015	₱17.7 billion	On June 15, 2016, *MERALCO* received a copy of the *ERC* Decision dated April 12, 2016 which partially approved *MERALCO*'s *CAPEX* program for *RY* 2016 amounting to ₱15.5 billion out of the total proposed *RY* 2016 *CAPEX* of ₱17.7 billion, subject to certain conditions. An intervenor filed a Motion for Reconsideration ("*MR*") on the Decision which is pending before the *ERC*. On July 25, 2016, *MERALCO* filed its opposition to the *MR*. As at February 24, 2020, the *ERC* ruling on the *MR* is pending.
2017	March 8, 2016	₱15.4 billion	On July 26, 2016, *MERALCO* received an Order dated May 5, 2016, which partially approved *MERALCO*'s *CAPEX* program for *RY* 2017 amounting to ₱8.8 billion, subject to certain conditions. On September 14, 2016, *MERALCO* filed an *MR*. Subsequently, on April 25, 2017, *MERALCO* filed a Very Urgent Motion for Resolution of the application. Thereafter, on October 18, 2017, *MERALCO* filed a Manifestation and Urgent Motion for Resolution. On November 9, 2017, *MERALCO* filed a Manifestation with Third Urgent Motion to Resolve the Application. As at February 24, 2020, *MERALCO* is awaiting the final decision of the *ERC*.
2018	April 3, 2017	₱18.8 billion	On May 26, 2017, *MERALCO* received an Order dated May 15, 2017, which sets the case for initial hearing. Hearings were conducted on June 22, 2017, August 1, 2017, August 25, 2017 and September 22, 2017. On November 9, 2017, *MERALCO* filed its *FOE*. *MERALCO* also filed Manifestations on November 9, 2017 and March 28, 2018, informing the *ERC* that it was constrained to implement several projects in order to avert service interruptions to its customers and maintain a robust distribution infrastructure. As at February 24, 2020, the case has been submitted for decision.
2019	April 30, 2018	₱21.0 billion	On July 9, 2018, *MERALCO* filed a Very Urgent Motion for issuance of provisional authority and to set the case for initial hearing. As at February 24, 2020, hearings on this case are ongoing.
2020	July 1, 2019	₱15.5 billion	On July 1, 2019, *MERALCO* filed the application for approval of its very urgent/emergency *CAPEX* projects for *RY 2020*. As at February 24, 2020, hearings on this case are ongoing.

4th and 5th RP Reset Application

MERALCO's 4th *RP* ended on June 30, 2019 and is currently operating in the 5th *RP*. Under *ERC* Resolution No. 25, Series of 2016 dated July 12, 2016, the *ERC* promulgated a Resolution modifying the *RDWR* for privately-owned *DU*s entering the *PBR*. The *ERC* has directed *MERALCO* and Private Electric Power Operators Association ("*PEPOA*") to publish the Resolution. However, *MERALCO* sought clarification from the *ERC* on certain issues in the Resolution, including the need to await the final decision of the *ERC* on the Petition for the Rule Making filed by a consumer group to amend the *PBR*.

In a Notice dated November 16, 2016, the *ERC* approved the draft "Regulatory Asset Base Roll Forward Handbook for Privately Owned Electricity Distribution Utilities" ("*RAB Handbook*") for posting in its website. All interested parties were asked to submit their respective comments on the draft *RAB Handbook*. In an Omnibus Motion filed on February 9, 2017, *MERALCO* submitted its initial comments to the draft *RAB Handbook* but moved for the deferment of the proceedings until the consumer group's Petition as referred in the preceding paragraph has been resolved. As at February 24, 2020, the *ERC* has yet to resolve *MERALCO*'s Omnibus Motion.

On December 21, 2018, *MERALCO* filed a Petition for the Adoption of the Proposed Issues Paper and Revised *RDWR* for the 5th *RP* of the First Entry Group Under *PBR*. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Petition.

On June 13, 2019, the *ERC* posted the working drafts of the *RDWR* and "Regulatory Reset for the Fourth and Fifth Regulatory Period for the First Entry Group of Privately Owned Distribution Utilities subject to Performance Based Regulations" Issues Paper. The Draft Rules and Issues Paper were works in progress by the technical staff that will be presented to the *ERC* together with the consolidated inputs from stakeholders. Interested parties were given until July 1, 2019 to submit their comments to the drafts. The public consultation was originally scheduled on July 5, 2019. *MERALCO* and other stakeholders have submitted their respective comments.

In a Notice dated July 4, 2019, the *ERC* cancelled the public consultation and gave the stakeholders until July 15, 2019 to submit their additional comments. Public consultations were scheduled in Cebu, Davao and Manila on July 24, 26 and 29, 2019, respectively.

MERALCO submitted additional comments on July 15, 2019 and August 2, 2019 and attended public consultations. *MERALCO* is awaiting further action of the *ERC* on the matter.

Clark Electric

Clark Electric is among the four (4) Group D entrants to the *PBR*. Similar to *MERALCO*, it is subject to operational performance and service level requirements approved by the *ERC*. A *RY* for *Clark Electric* begins on October 1 and ends on September 30. The 3rd *RP* for *Clark Electric* began on October 1, 2015 and ended on September 30, 2019. *Clark Electric* is to undergo the reset process and is awaiting the release by the *ERC* of the final rules to govern the filing of its 3rd *RP* reset application.

3rd and 4th RP PBR Reset for Clark Electric

Pending the release by the *ERC* of the final rules to govern the filing of its 3rd and 4th *RP* Reset application and absent the subsequent rate translation process thereto, the approved *MAP* for *RY* 2015 was used beginning *RY* 2016.

On February 18, 2016, December 29, 2016, May 17, 2018 and July 05 2019, *Clark Electric* filed with the *ERC* its proposed *CAPEX* program for *RY*s 2016, 2017, 2018 and 2019, respectively. *Clark Electric* applied for an approval to implement the *CAPEX* in order to continue meeting the electricity requirements of its current and future customers, improve the flexibility, reliability and stability of its distribution network as well as improve customer service. Manifestations as emergency projects were submitted to *ERC* on October 9, 2019 covering most of the applied *CAPEX* Projects for *RY*s 2016, 2017 and 2018. As at February 24, 2020, the application is pending approval by the *ERC*.

Supreme Court ("*SC*") *Decision on Unbundling Rate Case*

On May 30, 2003, the *ERC* issued an Order approving *MERALCO*'s unbundled tariffs that resulted in a total increase of ₱0.17 per *kWh* over the May 2003 tariff levels. However, on August 4, 2003, *MERALCO* received a Petition for Review of the *ERC*'s ruling filed by certain consumer and civil society groups before the Court of Appeals ("*CA*"). On July 22, 2004, the *CA* set aside the *ERC*'s ruling on *MERALCO*'s rate unbundling and remanded the case to the *ERC.* Further, the *CA* opined that the *ERC* should have asked the Commission on Audit ("*COA*") to audit the books of *MERALCO*. The *ERC* and *MERALCO* subsequently filed separate motions asking the *CA* to reconsider its decision. As a result of the denial by the *CA* of the motions on January 24, 2005, the *ERC* and *MERALCO* elevated the case to the *SC*.

In an En Banc decision promulgated on December 6, 2006, the *SC* set aside and reversed the *CA* ruling saying that a *COA* audit was not a prerequisite in the determination of a utility's rates. However, while the *SC* affirmed *ERC*'s authority in rate-fixing, the *SC* directed the *ERC* to request *COA*'s assistance to undertake a complete audit of the books, records and accounts of *MERALCO*. In compliance with the directive of the *SC*, the *ERC* requested *COA* to conduct an audit of the books, records and accounts of *MERALCO* using calendar years 2004 and 2007 as test years.

The *COA* audit, which began in September 2008, was completed with the submission to the *ERC* of its report on November 12, 2009.

On February 15, 2010, the *ERC* issued its Order directing *MERALCO* and all intervenors in the case to submit, within 15 days from receipt of the Order, their respective comments on the *COA* report.

On June 21, 2011, the *ERC* maintained and affirmed its findings and conclusions in its Decision dated March 20, 2003 and Order dated May 30, 2003. The *ERC* stated that the *COA* recommendation to apply disallowances under *PBR* to rate unbundling violates the principle against retroactive rate-making. An intervenor group filed a *MR* of the said Order. On September 5, 2011, *MERALCO* filed its comment on the intervenor's *MR*. On February 4, 2013, the *ERC* denied the intervenor's *MR*. The intervenor filed a Petition for Review before the *CA* and *MERALCO* filed its comment thereon on May 29, 2014. In compliance with the *CA*'s directive, *MERALCO* filed its Memorandum in August 2015. In a Resolution dated September 29, 2015, the *CA* acknowledged receipt of the respective Memoranda from parties and declared the case submitted for decision. In a Decision dated February 29, 2016, the *CA* dismissed the Petition for Review and affirmed the orders dated June 21, 2011 and February 4, 2013 of the *ERC*.

On March 22, 2016, the intervenors filed a *MR* on the *CA* Decision dated February 29, 2016. The same was denied by the *CA* through a Resolution dated August 8, 2016.

On October 11, 2016, *MERALCO* received a Petition for Review on Certiorari filed by the intervenors before the *SC* appealing the dismissal of its Petition. *MERALCO*, *COA* and the *ERC* have filed their respective comments to the Petition. On June 22, 2017, *MERALCO* received the Motion for Leave to Intervene and Admit Comment-in-Intervention filed by other *DU*s that sought to intervene



in the case. In a Resolution dated October 3, 2017, the *SC* granted the Motion for Leave to Intervene and Comment-in-Intervention. On November 13, 2019, *MERALCO* received a Decision dated October 8, 2019 partially granting the Petition filed by the National Association of Electric Consumers for Reforms Inc. ("*NASECORE*"), which among other things, (i) voided the adoption by the *ERC* of the current or replacement cost in the valuation of *MERALCO*'s *RAB*; and (ii) remanded the case to *ERC* to determine, within 90 days, finality of the Decision.

MERALCO, *PEPOA* and the *ERC* filed their respective motions for reconsideration which are pending before the *SC*.

Applications for the Confirmation of Under- or Over-recoveries of Pass-through Charges

MERALCO

On July 13, 2009, the *ERC* issued Resolution No. 16, Series of 2009, adopting the "Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities". These rules govern the recovery of pass-through costs, including under- or over-recoveries with respect to the following bill components: generation charge, transmission charge, *SL* charge, lifeline and inter-class rate subsidies, *LFT* and business tax. On October 18, 2010, the *ERC* promulgated *ERC* Resolution No. 21, Series of 2010, amending the *SL* true-up formula contained in Resolution No. 16, Series of 2009, and setting March 31, 2011 (covering adjustments implemented until the billing month of December 2010) and March 31, 2014 (covering adjustments from January 2011 to December 2013) as the new deadlines for *DU*s in Luzon to file their respective applications. Subsequent filings shall be made every three (3) years thereafter. On December 15, 2010, the *ERC* promulgated Resolution No. 23, Series of 2010 to govern the recovery of senior citizens discounts and specified that post-verification shall coincide with the timeframes in Resolution No. 16, Series of 2009, as amended by Resolution No. 21, Series of 2010.

On June 1, 2015, the *ERC* approved with modification *MERALCO*'s applications for the confirmation of its under- or over-recoveries in its pass-through costs for the periods June 2003 to December 2010 and January to December 2011. The Decision directed *MERALCO* to collect net under-recoveries of ₱909 million and ₱1,535 million, respectively, without carrying charges, starting the next billing cycle until such time that the full amount has been collected. As at February 24, 2020, the recovery of the net under-recovery is on going.

On March 31, 2014, *MERALCO* filed its application with the *ERC* to confirm its recoveries of net generation charge under-recoveries of ₱559 million, transmission charge over-recoveries of ₱639 million, net lifeline subsidy over-recoveries of ₱75 million, *SL* over-recoveries of ₱502 million from January 2012 to October 2013, and net senior citizens discount over-recoveries of ₱0.4 million from February 2011 to October 2013, excluding proposed carrying charges. Under- or over-recoveries from November and December 2013 supply months were excluded in the meantime, in view of the pending *SC* and *ERC* cases involving pass-through costs for these months. As at February 24, 2020, hearings are ongoing.

On January 29, 2016, *MERALCO* filed its application to confirm its under-recoveries of generation charge for special programs of ₱250.7 million, excluding carrying charges, covering the period March 2007 to December 2011. As at February 24, 2020, the application is pending before the *ERC*.

On March 31, 2017, *MERALCO* filed its application with the *ERC* to confirm its net generation charge over-recoveries of ₱4,919 million, net transmission charge over-recoveries of ₱632 million, net lifeline subsidy over-recoveries of ₱131 million, net *SL* over-recoveries of ₱1,243 million, net senior citizen discount over-recoveries of ₱2 million from January 2014 to December 2016 and real

property tax ("*RPT*") payments under-recoveries of ₱1,090 million from June 2014 to December 2016. On May 11, 2017, the *ERC* provisionally approved *MERALCO*'s application to refund the over-recoveries of pass-through charges (generation costs, transmission costs, system loss, life line subsidies and senior citizen discount) for the period January 2014 to December 2016 amounting to ₱6,927 million. The Order deferred action on *MERALCO*'s application for the recovery of *RPT* payments, citing the absence of any rule or guideline providing for the process of confirmation, approval and recovery of *RPT*. The ₱6,927 million refund was included in the June 2017 until August 2017 billings to customers. On September 7, 2017, *MERALCO* filed a Manifestation and Motion informing the *ERC* that the absolute amounts of the remaining over/under recoveries were applied to the September 2017 billing in order to zero out the refund as directed by the *ERC*. *MERALCO* filed its *FOE* on April 27, 2018. As at February 24, 2020, the application is pending final approval by the *ERC*.

In compliance with relevant rules and regulations, *MERALCO* is set to file its next application for the confirmation of its over/under-recoveries of pass through charges covering the period January 2017 to December 2019 on or before March 31, 2020.

Clark Electric

Clark Electric filed its application for the approval of the calculations for the Automatic Cost Adjustment and True-up Mechanism for generation, transmission and system loss rates on April 1, 2014 in conformity with the said resolutions. A public hearing was held on June 17, 2014 and the *ERC* decision was received by *Clark Electric* on January 13, 2017. On January 30, 2017, *Clark Electric* filed a *MR* on the decision of the *ERC*. As at February 24, 2020, the *MR* is pending decision by the *ERC*.

On March 31, 2017, *Clark Electric* filed with the *ERC* its second application for the approval of the calculations for the Automatic Cost Adjustment and True-up Mechanism for generation, transmission and system loss rates which covered years 2014, 2015 and 2016. A public hearing was held on October 25, 2017. As at February 24, 2020, the Decision of the *ERC* is pending.

Application for Approval of the Staggered Recovery and Payment of the Differential Generation Charge for February 2017 Supply

On January 31, 2017, *MERALCO* filed an Application seeking the *ERC*'s approval of the staggered recovery and payment scheme for the generation charge for the February 2017 supply month to mitigate the impact of scheduled outages and maintenance of certain generation power plants. On March 6, 2017, the *ERC* provisionally approved the recovery of the incremental fuel cost through a staggered scheme. The incremental fuel cost was included in the March 2017 until May 2017 billings to customers. As at February 24, 2020, hearings are ongoing.

Application for the Recovery of Differential Generation Costs

On February 17, 2014, *MERALCO* filed for the recovery of the unbilled generation costs for December 2013 supply month amounting to ₱11,075 million. An amended application was filed on March 25, 2014 to adjust the unbilled generation costs for recovery to ₱1,310 million, following the receipt of the Wholesale Electricity Spot Market ("*WESM*") billing adjustments based on regulated Luzon *WESM* prices. The first hearing was conducted on May 26, 2014. The *ERC* suspended the proceedings, pending resolution of issues of related cases at the *SC* involving generation costs for the November and December 2013 supply months and the regulated *WESM* prices for the said period. As at February 24, 2020, the proceedings remain suspended.

Deferred Purchase Price Adjustment

On October 12, 2009, the *ERC* released its findings on *MERALCO*'s implementation of the collection of the approved pass-through cost under-recoveries for the period June 2003 to January 2007. The *ERC* directed *MERALCO* to refund to its customers ₱268 million of deferred purchase price adjustment transmission line costs related to Quezon Power (Philippines) Limited Company ("*QPPL*") and deferred accounting adjustments incurred along with ₱184 million in carrying charges, or an equivalent ₱0.0169 per *kWh*. *MERALCO* implemented the refund beginning November 2009 until September 2010. However, the *ERC* has yet to rule on *MERALCO*'s deferred purchase price adjustment under-recoveries of ₱106 million, which is not a transmission line fee. On November 4, 2009, *MERALCO* filed an *MR* with the *ERC*. As at February 24, 2020, the *MR* is still pending resolution by the *ERC.*

Applications for Recovery of LFT

Following is the summary of *MERALCO*'s applications with the *ERC* related to *LFT*:

City	Date of filing	Status
Cities of Manila and Quezon	December 5, 2016	Application for authority to implement the new *LFT* rates of ₱0.0043 per *kWh* and ₱0.0048 per *kWh* in the City of Manila and Quezon City, respectively, as well as for authority to refund the differential *LFT* for 2014 to 2016 under the tax recovery adjustment charge ("*TRAC")* formula. Hearings have been completed and *MERALCO* filed its *FOE* on June 2, 2017. However, a consumer filed a motion to intervene after the termination of the proceedings. On June 23, 2017, *MERALCO* filed its opposition thereto. On March 16, 2018, *MERALCO* filed a motion for resolution. As at February 24, 2020, the *ERC* resolution of the motion to intervene is pending.
City of Biñan	October 19, 2017	Application for a provisional authority to recover the new *LFT* at the rate of 75% of 1% beginning on the date of effectivity thereof, or on January 1, 2017 and to recover the differential *LFT* and carrying cost from the customers. Hearings have been completed and *MERALCO* filed its *FOE* on August 30, 2018. As at February 24, 2020, *MERALCO* is awaiting the final decision of the *ERC*.
Cities of Makati and Sta. Rosa, Laguna	March 23, 2006	Application to implement and recover the new *LFT* rate of 50% of 1%. In a Decision dated June 30, 2008, the *ERC* approved the application with modification. On September 11, 2008, *MERALCO* filed a Motion for Partial Reconsideration. On December 17, 2017, *MERALCO* filed a Motion for Urgent Resolution of *MERALCO*'s Motion for Partial Reconsideration. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Motion.

City	Date of filing	Status
City of Valenzuela	June 23, 2004	Application to recover and implement the *LFT* rate of 75% of 1%. On March 31, 2005, *MERALCO* received a copy of the Decision dated March 1, 2005, approving the application with modification. *MERALCO* filed a Motion for Clarification dated April 8, 2005. On December 17, 2017, *MERALCO* filed a Motion for Urgent Resolution of *MERALCO*'s Motion for Clarification. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Motion.
City of Taguig	January 16, 2008	Application to recover and implement the *LFT* rate of 50% of 1%. On September 1, 2008, *MERALCO* received a copy of the Decision dated June 30, 2008, approving the application with modification. *MERALCO* filed a Motion for Partial Reconsideration on September 11, 2008. On December 17, 2017, *MERALCO* filed a Motion for Urgent Resolution of *MERALCO*'s Motion for Partial Reconsideration. As at February 24, 2020, the *ERC* has yet to act on *MERALCO*'s Motion.
City of Pasig	May 2, 2019	Application to implement the new *LFT* rate of 55% of 1% and to recover the differential *LFT* paid to the City of Pasig. On May 21, 2019, the *ERC* granted *MERALCO* a provisional authority to implement the new *LFT* rate and to recover the differential *LFT* in the amount of ₱8.9 million at a rate of ₱0.0047 per *kWh* and carrying cost in the amount of ₱0.9 million at a rate of ₱0.0005 per *kWh*, or a total amount of ₱9.8 million at a rate of ₱0.0052 per *kWh* from customers in the City of Pasig over the period of 12 months.

SC Decision on the ₱0.167 per kWh Refund

Following the *SC*'s final ruling that directed *MERALCO* to refund affected customers ₱0.167 per *kWh* for billings made from February 1994 to April 2003, the *ERC* approved the release of the refund in four (4) phases. On December 18, 2015, *MERALCO* filed a Motion seeking the *ERC*'s approval for the continuation of the implementation of the refund to eligible accounts or customers under Phases I to IV, three (3) years from January 1, 2016 or until December 31, 2018. In said Motion, *MERALCO* likewise manifested to the *ERC* that, in order to give eligible customers the opportunity to claim their refund, and, so as not to disrupt the *SC* Refund process, *MERALCO* shall continue implementing the refund even after the December 2015 deadline, until and unless the *ERC* directs otherwise. In its Order dated February 4, 2019, the *ERC* granted *MERALCO*'s Motion and authorized *MERALCO* to continue with the implementation of the *SC* Refund to eligible accounts or customers under Phases I to IV until June 30, 2019 and submit a proposed scheme on how the unclaimed refund will be utilized for purposes of reducing the distribution rates of customers. On February 18, 2019, *MERALCO* filed a Partial Compliance with Manifestation and Motion. On March 8, 2019, *MERALCO* filed a Compliance with Manifestation and Motion. On July 12, 2019, *MERALCO* filed its Compliance with Manifestation informing the *ERC* that on July 1, 2019, *MERALCO* deposited all the unclaimed amounts of the *SC* Refund as of June 30, 2019 in a separate interest-bearing account. *MERALCO* further manifested in said Compliance that it shall continue with the processing of the refund claims

of eligible customers and should the refund claims of these customers be evaluated to be valid, *MERALCO* shall, for the benefit of the customers, withdraw the refund amount from the bank account, release the same to the concerned customers and accordingly inform the *ERC* of such fact. On September 10, 2019, *MERALCO* filed an Urgent Manifestation and Motion with respect to the Order dated December 19, 2018 of the *ERC*. The *ERC* has yet to rule on the Urgent Manifestation and Motion by *MERALCO*. As at February 24, 2020, *MERALCO* continues processing the refund claims of eligible customers.

See Note 19 – Customers' Refund.

3. Basis of Preparation and Statement of Compliance

Basis of Preparation

The accompanying consolidated financial statements have been prepared on a historical cost basis, except for *MERALCO*'s utility plant and others and investment properties acquired before January 1, 2004, which are carried at deemed cost, and fair value through other comprehensive income ("*FVOCI*") financial assets, which are measured at fair value.

All values are rounded to the nearest million peso, except when otherwise indicated.

Statement of Compliance

The consolidated financial statements of *MERALCO* and its subsidiaries have been prepared in compliance with *PFRS*s.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of *MERALCO* and its directly and indirectly owned subsidiaries, collectively referred to as the *MERALCO Group.* The following table presents such subsidiaries and the respective percentage of ownership:

			2019		2018	
	Place of		Percentage of Ownership			
Subsidiaries	Incorporation	Principal Business Activity	Direct	Indirect	Direct	Indirect
Corporate Information Solutions, Inc. ("*CIS*")	Philippines	e-Transactions	**100**	**–**	100	–
Customer Frontline Solutions, Inc. ("*CFSI*")	Philippines	Tellering services	**–**	**95**	–	95
CIS Bayad Center, Inc. ("*Bayad Center*")	Philippines	Bills payment collection	**–**	**95**	–	95
Fieldtech Specialist, Inc. ("*Fieldtech*")	Philippines	Bills payment collection	**–**	**48**	–	48
Meralco Energy, Inc. ("*MServ*")	Philippines	Energy systems management	**100**	**–**	100	–
Aurora Managed Power Services, Inc. ("*AMPSI*") [1]	Philippines	Energy systems management	**–**	**60**	–	60
eMeralco Ventures, Inc. ("*e-MVI*")	Philippines	e-Business development	**100**	**–**	100	–
Paragon Vertical Corporation ("*Paragon*")	Philippines	Information technology *("IT")* and multi-media services	**–**	**100**	–	100

(Forward)

Subsidiaries	Place of Incorporation	Principal Business Activity	**2019** Percentage of Ownership Direct	**2019** Indirect	2018 Direct	2018 Indirect
Radius Telecoms, Inc. (“*Radius*”)	Philippines	Telecommunication services	**–**	**100**	–	100
MGen	Philippines	Development of power generation plants	**100**	**–**	100	–
Calamba Aero Power Corporation[2]	Philippines	Power generation	**–**	**100**	–	100
Atimonan Land Ventures Development Corporation	Philippines	Real estate	**–**	**100**	–	100
Atimonan One Energy, Inc. (“*A1E*”) [3]	Philippines	Power generation	**–**	**100**	–	100
MPG Holdings Phils., Inc.	Philippines	Holding company	**–**	**100**	–	100
MPG Asia Limited (“*MPG Asia*”)	British Virgin Islands	Holding company	**–**	**100**	–	100
Solvre, Inc. [2]	Philippines	Retail electricity supplier	**–**	**100**	–	100
MGen Renewable Energy, Inc. (“*MGreen*”)	Philippines	Renewable energy	**–**	**100**	–	–
Nortesol III Inc. (“*NorteSol*”)	Philippines	Renewable energy	**–**	**70**	–	–
Spectrum	Philippines	Renewable energy	**100**	**–**	100	–
Vantage	Philippines	Retail electricity supplier	**100**	**–**	100	–
Meralco Financial Services Corporation (“*Finserve*”)	Philippines	Financial services provider	**100**	**–**	100	–
Lighthouse Overseas Insurance Limited (“*LOIL*”)	Bermuda	Insurance	**100**	**–**	100	–
MRAIL, Inc. (“*MRail*”)	Philippines	Engineering, construction and maintenance of mass transit system	**100**	**–**	100	–
eSakay, Inc. (“*eSakay*”)	Philippines	Maintenance and operation of transport service networks	**100**	**–**	100	–
MIESCOR	Philippines	Engineering, construction and consulting services	**99**	**–**	99	–
Miescor Builders Inc. (“*MBI*”)	Philippines	Electric transmission and distribution operation and maintenance services	**–**	**99**	–	99
Miescor Logistics Inc. (“*MLI*”)	Philippines	General services, manpower/maintenance	**–**	**99**	–	99
Clark Electric	Philippines	Power distribution	**65**	**–**	65	–
Clarion Energy Management Inc. (“*Clarion*”) [2]	Philippines	Retail electricity supplier	**–**	**65**	–	65
Comstech	Philippines	Management of power distribution	**60**	**–**	60	–
MeridianX Inc.	Philippines	Retail electricity supplier	**–**	**60**	–	60
Meridian Power Ventures Limited (“*MPV Limited*”) [2]	Hongkong	Investment holdings	**100**	**–**	100	–
Shin Clark [4]	Philippines	Holding company	**60**	**–**	–	–

[1] *Non-operational since 2018.*
[2] *Has not started commercial operations as at December 31, 2019.*
[3] *In development stage as at December 31, 2019.*
[4] *Incorporated on September 17, 2019 and has not started commercial operations as at December 31, 2019.*

Control is achieved when the *MERALCO Group* is exposed, or has the right, to variable returns from its involvement with the investee. Specifically, the *MERALCO Group* controls an investee if and only if the *MERALCO Group* has (a) power over the investee; (b) exposure, or rights, to variable returns from its involvement with the investee; and (c) the ability to use its power over the investee to affect its returns.

When the *MERALCO Group* has less than majority of the voting or similar rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including (a) the contractual arrangement with the other vote holders of the investee; (b) rights arising from other contractual arrangements; and (c) the *MERALCO Group*'s voting rights and potential voting rights.

The *MERALCO Group* re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one (1) or more of the three (3) elements of control. Consolidation of a subsidiary begins when the *MERALCO Group* obtains control over the subsidiary and ceases when it loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date it gains control until the date it ceases to control the subsidiary.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events with similar circumstances. All intra-group balances, income and expenses, unrealized gains and losses and dividends resulting from intra-group transactions are eliminated in full.

Non-controlling interests represent the portion of profit or loss and net assets in *MIESCOR* and subsidiaries*, Clark Electric* and subsidiary, *Comstech* and subsidiary, *AMPSI, Fieldtech, Bayad Center* and *Shin Clark* not held by *MERALCO* and are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to equity holders of the parent.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if such results in a deficit.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. In transactions where the non-controlling interest is acquired or sold without loss of control, any excess or deficit of consideration paid over the carrying amount of the non-controlling interest is recognized as part of "Equity reserve" account in the equity attributable to the equity holders of the parent.

If the *MERALCO Group* loses control over a subsidiary, it: (a) derecognizes the assets (including goodwill) and liabilities of the subsidiary; (b) derecognizes the carrying amount of any non-controlling interest; (c) derecognizes the cumulative translation adjustments deferred in equity; (d) recognizes the fair value of the consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies *MERALCO*'s share of components previously recognized in the consolidated statement of comprehensive income to the consolidated statement of income.



4. **Significant Accounting Policies, Changes and Improvements**

Changes in Accounting Policies and Disclosures

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of previous year except with respect to the adoption of the following new standards and amendments and improvements to existing standards, which were effective beginning January 1, 2019.

Amendments to PFRS 9, Prepayment Features with Negative Compensation

Under *PFRS 9*, a debt instrument can be measured at amortized cost or at *FVOCI*, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the *SPPI* criterion) and the instrument is held within the appropriate business model for that classification. The amendments to *PFRS 9* clarify that a financial asset passes the *SPPI* criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. The amendments were applied retrospectively and are effective starting January 1, 2019, with earlier application permitted.

These amendments do not have an impact on the consolidated financial statements of the *MERALCO Group*.

PFRS 16, Leases

PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under *PAS 17*, *Leases*. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees are also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee generally recognizes the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under *PFRS 16* is substantially unchanged from today's accounting under *PAS 17*. Lessors will continue to classify all leases using the same classification principle as in *PAS 17* and distinguish between two types of leases: operating and finance leases.

PFRS 16 also requires lessees and lessors to make more extensive disclosures than under *PAS 17*. A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach. The *MERALCO Group* applied the modified retrospective approach. The standard's transition provisions permit certain reliefs.

The adoption of *PFRS 16* does not have significant impact on the consolidated financial statements of the *MERALCO Group*.



Amendments to PAS 19, Employee Benefits, Plan Amendment, Curtailment or Settlement

The amendments to *PAS 19* address the accounting when a plan amendment, curtailment or settlement occurs during a reporting date. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting year, an entity is required to:

- Determine current service cost for the remainder of the year after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event

- Determine net interest for the remainder of the year after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

The amendments apply to plan amendments, curtailments, or settlements occurring on or after the beginning of the first annual reporting year that begins on or after January 1, 2019, with early application permitted. These amendments have no impact on *MERALCO Group*'s financial statements since there are no future plan amendments, curtailments, or settlements.

Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies *PFRS 9* to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in *PFRS 9* applies to such long-term interests.

The amendments also clarified that, in applying *PFRS 9*, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying *PAS 28*, *Investments in Associates and Joint Ventures.*

The adoption of these amendments does not have impact on *MERALCO Group*'s consolidated financial statements.

Philippine Interpretation IFRIC-23, Uncertainty over Income Tax Treatments

The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of *PAS 12*, *Income Taxes,* and does not apply to taxes or levies outside the scope of *PAS 12*, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.



The interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

An entity must determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty should be followed. The entity is required to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and use the approach that better predicts the resolution of the uncertainty. The entity shall assume that the taxation authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If an entity concludes that it is not probable that the taxation authority will accept an uncertain tax treatment, it shall reflect the effect of the uncertainty for each uncertain tax treatment using the method the entity expects to better predict the resolution of the uncertainty.

The *MERALCO Group* has applied *IFRIC 23* using the retrospective approach. It did not restate the comparative information as permitted by the specific transitional provision.

The adoption of the interpretation does not have significant impact on *MERALCO Group*'s consolidated financial statements.

Annual Improvements to PFRSs 2015-2017 Cycle

Amendments to PFRS 3, Business Combinations, and PFRS 11, Joint Arrangements, Previously Held Interest in a Joint Operation

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in *PFRS 3*. The amendments clarify that the previously held interests in that joint operation are not remeasured.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting year beginning on or after January 1, 2019 and to transactions in which it obtains joint control on or after the beginning of the first annual reporting year beginning on or after January 1, 2019, with early application permitted. These amendments are currently not applicable to the *MERALCO Group* but may apply to future transactions.



Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

These amendments are not relevant to the *MERALCO Group* because dividends declared by the *MERALCO Group* do not give rise to tax obligations under the current tax laws.

Amendments to PAS 23, Borrowing Costs, Borrowing Costs Eligible for Capitalization

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting year in which the entity first applies those amendments. The adoption of the amendments does not have effect on *MERALCO Group*'s consolidated financial statements since its current practice is in line with these amendments.

Effective beginning on or after January 1, 2020

Amendments to PFRS 3, Definition of a Business

The amendments to *PFRS 3* clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting years beginning on or after January 1, 2020, with earlier application permitted.

The *MERALCO Group* will apply these amendments to future business combinations.

Amendments to PAS 1, Presentation of Financial Statements, and PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material

The amendments refine the definition of material in *PAS 1* and align the definitions used across *PFRS*s and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity shall apply those amendments prospectively for annual reporting year beginning on or after January 1, 2020, with earlier application permitted.



Effective beginning on or after January 1, 2021

PFRS 17, Insurance Contracts

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, *PFRS 17* shall replace *PFRS 4*, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions shall apply.

The overall objective of *PFRS 17* is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in *PFRS 4*, which are largely based on grandfathering previous local accounting policies, *PFRS 17* provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of *PFRS 17* is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting years beginning on or after January 1, 2021, with comparative figures required. Early application is permitted. The *MERALCO Group* is currently assessing the impact of adopting *PFRS 17*.

Deferred Effectivity

Amendments to PFRS 10, Consolidated Financial Statements, and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address the conflict between *PFRS 10* and *PAS 28* in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in *PFRS 3*. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board ("*IASB*") completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

The *MERALCO Group* is currently assessing the impact of adopting the amendments.



Significant Accounting Policies

The principal accounting policies adopted in the preparation of the consolidated financial statements are as follows:

Utility Plant and Others

Utility plant and others, except land, are stated at cost, net of accumulated depreciation, amortization and impairment losses, if any. Costs include the cost of replacing part of such utility plant and other properties when such cost is incurred, if the recognition criteria are met. All other repair and maintenance costs are recognized as incurred in the consolidated statement of income. The present value of the expected cost for the decommissioning of the asset after use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Land is stated at cost less any impairment in value.

The *MERALCO Group*'s utility plant and others acquired before January 1, 2004 are stated at deemed cost. The revalued amount recorded as at January 1, 2004 was adopted as deemed cost as allowed by the transition provisions of *PFRS 1*. The balance of revaluation increment was closed to the retained earnings account.

See *Note 15 – Equity* for the related discussion.

Depreciation and amortization of utility plant and others are computed using the straight-line method over the following estimated useful lives:

Asset Type	Estimated Useful Lives
Subtransmission and distribution	10-40 years, depending on the life of the significant parts
Buildings and improvements	15-40 years
Communication equipment	5-10 years
Office furniture, fixtures and other equipment	5-20 years
Transportation equipment	5-10 years
Others	5-20 years

An item of utility plant and others is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising as a result of the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized.

The asset's residual values, useful lives and methods of depreciation and amortization are reviewed, and adjusted prospectively if appropriate, at each reporting year to ensure that the residual values, periods and methods of depreciation and amortization are consistent with the expected pattern of economic benefits from items of utility plant and others.

Construction in Progress

Construction in progress is stated at cost, which includes cost of construction, plant and equipment, capitalized borrowing costs and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are substantially completed and available for their intended use.

Borrowing Costs

Borrowing costs are capitalized if they are directly attributable to the acquisition, construction or production of a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Capitalization of borrowing costs commences when the activities necessary to prepare the qualifying asset for its intended use or sale have been undertaken and expenditures and borrowing costs have been incurred. Borrowing costs are capitalized until the asset is substantially completed and available for its intended use.

Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds, as well as any exchange differences arising from any foreign currency denominated borrowings used to finance the projects, to the extent that they are regarded as an adjustment to interest costs.

All other borrowing costs are expensed as incurred.

Investments in Associates and Interests in Joint Ventures

An associate is an entity where *MERALCO Group* has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but has no control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

Investments in associates and interests in joint ventures are accounted for using the equity method of accounting and are initially recognized at cost.

Under the equity method, the investment in an associate or interest in a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of income reflects the *MERALCO Group*'s share in the results of operations of the associate or joint venture. Any change in the other comprehensive income ("*OCI*") of those investees is presented as part of the *MERALCO Group*'s *OCI*. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the *MERALCO Group* recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the *MERALCO Group* and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the *MERALCO Group*'s share in profit or loss of its associates and joint ventures is shown on the face of the consolidated statement of income and represents profit or loss after tax.



The financial statements of the associate or joint venture are prepared for the same reporting year as the *MERALCO Group*. When necessary, adjustments are made to bring the accounting policies in line with those of the *MERALCO Group*.

After application of the equity method, the *MERALCO Group* determines whether it is necessary to recognize an impairment loss on its investment in associate or interest in joint venture. At each reporting date, the *MERALCO Group* determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the *MERALCO Group* calculates the amount of impairment as the difference between the recoverable amount of the investment in associate or interest in joint venture and its carrying value, then recognizes the loss as part of equity in net earnings of an associate or a joint venture in the consolidated statement of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the *MERALCO Group* measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the investment in associate or interest in joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition-date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the *MERALCO Group* elects whether to measure the non-controlling interest in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs in a business combination are expensed.

When a business is acquired, an assessment is made of the identifiable assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at acquisition date and any resulting gain or loss is recognized in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration, which is deemed to be an asset or liability will be recognized in accordance with *PAS 39* in profit or loss. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred, any non-controlling interest in the acquiree and, in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree, over the fair value of net identifiable assets acquired. If the difference is negative, such difference is recognized as gain in the consolidated statement of income.

If the initial accounting for a business combination is incomplete by the end of the reporting date in which the business combination occurs, the provisional amounts of the items for which the accounting is incomplete are reported in the consolidated financial statements. During the



measurement period, which shall be no longer than one (1) year from the acquisition date, the provisional amounts recognized at acquisition date are retrospectively adjusted to reflect new facts and circumstances obtained that existed as at the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. During the measurement period, additional assets or liabilities are also recognized if new information is obtained about facts and circumstances that existed as at the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as at that date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from acquisition date, allocated to each of the cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units, beginning on the acquisition date.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of, is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in such circumstance is measured based on relative values of the operation disposed and the portion of the cash-generating unit retained.

Business combinations involving entities under common control are accounted for similar to the pooling-of-interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling company. Any difference between the consideration paid and the share capital of the "acquired" entity is reflected within equity as additional paid-in capital. The consolidated statement of income reflects the results of the combining entities for the full period, irrespective of when the combination takes place. Comparatives are presented as if the entities had always been combined since the date the entities were under common control.

Investment Properties

Investment properties, except land, are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any. The carrying amount includes transaction costs and costs of replacing part of an existing investment property at the time such costs are incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

Investment properties include properties that are being constructed or developed for future use.

Land classified as investment property is carried at cost less any impairment in value.

The *MERALCO Group*'s investment properties acquired before January 1, 2004 are stated at deemed cost.

See *Note 15 – Equity* for the related discussions.

Investment properties, except land, are being depreciated on a straight-line basis over the useful life of 40 years.

Investment properties are derecognized either when they have been disposed of or when these are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss from the derecognition of the investment properties is recognized in the consolidated statement of income in the year these are disposed or retired.



Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner-occupation or the commencement of an operating lease to another party. If owner-occupied property becomes an investment property, the *MERALCO Group* accounts for such property in accordance with the policy stated under utility plant and others up to the date of the change in use. Transfers are made from investment property when, and only when, there is a change in use, evidenced by the commencement of owner-occupation or the commencement of development with a view to sale. Transfers from investment property are recorded using the carrying amount of the investment property as at the date of change in use.

Intangible Assets

Intangible assets acquired separately are initially measured at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment loss. The useful lives of intangible assets are assessed at the individual asset level as having either finite or indefinite useful lives.

Intangible assets with finite lives are amortized over the useful economic lives of five (5) to 10 years using the straight-line method and assessed for impairment whenever there is an indication that the intangible assets may be impaired. At a minimum, the amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at each reporting date. Changes in the expected useful life or the expected consumption pattern of future economic benefit embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and treated as change in accounting estimates. The amortization expense of intangible assets with finite lives is recognized in the consolidated statement of income.

Intangible assets with indefinite useful lives are not amortized, but are assessed for impairment annually either individually or at the cash-generating unit level. The assessment of intangible assets with indefinite useful life is done annually at every reporting date to determine whether such indefinite useful life continues to exist. Otherwise, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statement of income.

Intangible assets generated within the business are not capitalized and expenditures are charged to profit or loss in the year these are incurred.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either (a) in the principal market for the asset or liability, or (b) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the *MERALCO Group*.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The *MERALCO Group* uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

i. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
ii. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
iii. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the *MERALCO Group* determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

For the purpose of fair value disclosures, the *MERALCO Group* has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Impairment of Nonfinancial Assets

The *MERALCO Group* assesses at each reporting year whether there is an indication that a nonfinancial asset [utility plant and others, intangible assets, investment properties, investments in associates and interests in joint ventures and receivable from the Bureau of Internal Revenue ("*BIR*")] other than goodwill and intangible assets with indefinite useful life, may be impaired. If any such indication exists, the *MERALCO Group* makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an individual asset's or a cash generating unit's fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The fair value is the amount obtainable from the sale of the asset in an arm's-length transaction. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation factors/parameters, quoted share prices for publicly traded securities or other available fair value indicators. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in the consolidated statement of income.

An assessment is also made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If any such indication exists, the *MERALCO Group* estimates the individual asset's or cash generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If a reversal of impairment loss is to be recognized, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined had no impairment loss has been recognized for the asset in prior year. Such reversal is recognized in the consolidated statement of income. After such reversal, the



depreciation and amortization expense are adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Intangible assets with indefinite useful lives are tested for impairment annually at every reporting date or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired, either individually or at the cash generating unit level, as appropriate. The amount of impairment is calculated as the difference between the recoverable amount of the intangible asset and its carrying amount. The impairment loss is recognized in the consolidated statement of income. Impairment losses relating to intangible assets may be reversed in future years.

Goodwill is reviewed for impairment annually at every reporting year or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of the cash generating unit or group of cash generating units, to which the goodwill relates. Where the recoverable amount of the cash generating unit or group of cash generating units is less than the carrying amount of the cash generating unit or group of cash generating units to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill shall not be reversed in future years.

If the allocation of goodwill acquired in a business combination to cash generating units or group of cash generating units is incomplete, an impairment testing of goodwill is only carried out when impairment indicators exist. Where impairment indicators exist, impairment testing of goodwill is performed at a level at which the acquirer can reliably test for impairment.

Financial Instruments - Initial Recognition and Subsequent Measurement (Applicable starting January 1, 2018 upon adoption of PFRS 9)

Financial Assets

Initial Recognition and Measurement

At initial recognition, financial assets are classified and measured at amortized cost, *FVOCI*, and fair value through profit or loss ("*FVPL*").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the *MERALCO Group*'s business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the *MERALCO Group* initially measures a financial asset at its fair value, and in the case of a financial asset not at *FVPL* , plus transaction costs.

In order for a financial asset to be classified and measured at amortized cost or *FVOCI*, it needs to give rise to cash flows that are *SPPI* on the principal amount outstanding. This assessment is referred to as the *SPPI* test and is performed at an instrument level.

The *MERALCO Group*'s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the *MERALCO Group* commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four (4) categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at *FVOCI* with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at *FVOCI* with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at *FVPL*

Financial Assets at Amortized Cost (Debt Instruments)

This category is the most relevant to the *MERALCO Group*. The *MERALCO Group* measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate ("*EIR*") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The *MERALCO Group*'s financial assets at amortized cost includes cash and cash equivalents, trade and other receivables, short-term investments, debt securities at amortized cost, advances to an associate and advance payments to a supplier.

Financial Assets at FVOCI (Debt Instruments)

The *MERALCO Group* measures debt instruments at *FVOCI* if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at *FVOCI*, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognised in *OCI*. Upon derecognition, the cumulative fair value change recognised in *OCI* is recycled to profit or loss. The *MERALCO Group*'s debt instruments at *FVOCI* include investments in government securities and investments in corporate bonds.

Financial Assets Designated at FVOCI (Equity Instruments)

Upon initial recognition, the *MERALCO Group* can elect to classify irrevocably its equity investments as equity instruments designated at *FVOCI* when they meet the definition of equity under *PAS 32*, *Financial Instruments: Presentation*, and are not held for trading. The classification is determined on an instrument by instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of profit or loss when the right of payment has been established, except when the *MERALCO Group* benefits from such proceeds as a partial recovery of the cost of the financial asset, in which case, such

gains are recorded in *OCI*. Equity instruments designated at *FVOCI* are not subject to impairment assessment.

The *MERALCO Group* elected to classify irrevocably its non-listed equity investments and investment in club shares under this category.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the *MERALCO Group*'s consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired or
- The *MERALCO Group* has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the *MERALCO Group* has transferred substantially all the risks and rewards of the asset, or (b) the *MERALCO Group* has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the *MERALCO Group* has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the *MERALCO Group* continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the *MERALCO Group* also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the *MERALCO Group* has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the *MERALCO Group* could be required to repay.

Impairment of Financial Assets

The *MERALCO Group* recognizes an allowance for expected credit losses ("*ECLs*") for all debt instruments not held at *FVPL*. *ECLs* are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the *MERALCO Group* expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

*ECL*s are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.



ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, *ECLs* are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month *ECL*). For those credit exposures for which there has been a significant increase in credit risk since initial recognition on an individual or collective basis but are not credit-impaired, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime *ECL*).

Financial assets are credit-impaired when one (1) or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime *ECL*s are recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial assets.

For trade receivables and contract assets, the *MERALCO Group* applies a simplified approach in calculating *ECLs*. Therefore, the *MERALCO Group* does not track changes in credit risk, instead recognizes a loss allowance based on lifetime *ECLs* of each customer segment (e.g. residential, commercial, industrial, etc.) at each reporting date. The *MERALCO Group* has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments, the *MERALCO Group* applies the low credit risk simplification. At every reporting date, the *MERALCO Group* evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the *MERALCO Group* reassesses the internal credit rating of the debt instrument. In addition, the *MERALCO Group* considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The *MERALCO Group*'s debt instruments at *FVOCI* comprise solely of quoted bonds that are graded in the top investment category and, therefore, are considered to be low credit risk investments. It is the *MERALCO Group*'s policy to measure *ECLs* on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime.

Credit losses are recognized based on 12-month *ECL* for debt investment securities that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:

- the financial instrument has a low risk of default
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term
- adverse changes in economic and business conditions in the longer term, may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

At each reporting date, the *MERALCO Group* assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The *MERALCO Group* considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.



Exposures that have not deteriorated significantly since origination, or where the deterioration remains within the *MERALCO Group*'s investment grade criteria, are considered to have a low credit risk. The provision for credit losses for these financial assets is based on a 12-month *ECL*. The low credit risk exemption has been applied on debt investments that meet the investment grade criteria of the *MERALCO Group* from the time of origination.

An exposure will migrate through the *ECL* stages as asset quality deteriorates. If, in a subsequent year, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime *ECL* to 12-months *ECL*.

The *MERALCO Group* considers a financial asset in default when contractual payments are 300 days past due (average days to terminate customer contract). However, in certain cases, the *MERALCO Group* may also consider a financial asset to be in default when internal or external information indicates that the *MERALCO Group* is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the *MERALCO Group*. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at *FVPL* , loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The *MERALCO Group*'s financial liabilities include interest-bearing long-term financial liabilities, customer deposits and refunds, refundable service extension costs, notes payable and trade and other payables.

Subsequent Measurement

Financial Liabilities at FVPL

Financial liabilities at *FVPL* include financial liabilities held for trading and financial liabilities designated upon initial recognition as at *FVPL* .

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the *MERALCO Group* that are not designated as hedging instruments in hedge relationships as defined by *PFRS 9*. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statement of profit or loss. Financial liabilities designated upon initial recognition at *FVPL* are designated at the initial date of recognition, and only if the criteria in *PFRS 9* are satisfied. The *MERALCO Group* has not designated any financial liability as at *FVPL*.



Loans and borrowings

This is the category most relevant to the *MERALCO Group*. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the *EIR* method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the *EIR* amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the *EIR*. The *EIR* amortization is included as finance costs in the consolidated statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of income.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Redeemable Preferred Stock

MERALCO's peso-denominated redeemable preferred stock has characteristics of a liability and is thus recognized as a liability in the consolidated statement of financial position. The corresponding dividends on those shares are recognized as part of "Interest and other financial charges" account in the consolidated statement of income. Dividends no longer accrue when such shares have been called for redemption.

Financial Instruments - Initial Recognition and Subsequent Measurement Prior to January 1, 2018

Financial Assets

Initial Recognition

Financial assets are classified as at *FVPL*, loans and receivables, *HTM* investments, *AFS* financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification of financial assets is determined at initial recognition and, where allowed and appropriate, re-evaluated at each reporting date.

Financial assets are recognized initially at fair value. Transaction costs are included in the initial measurement of all financial assets, except for financial instruments measured at *FVPL*.



Purchases or sales of financial assets that require delivery of assets within a timeframe established by regulation or convention in the market place (regular way purchase) are recognized on the trade date, which is the date the *MERALCO Group* commits to purchase or sell the asset.

The *MERALCO Group*'s financial assets include cash and cash equivalents, trade and non-trade receivables, advance payments to a supplier, advances to an associate, short-term investments, investments in Unit Investment Trust Funds ("*UITF*s"), investments in government securities and quoted and unquoted equity securities.

Subsequent Measurement

The subsequent measurement of financial assets depends on the classification as follows:

Financial Assets at FVPL

Financial assets at *FVPL* include financial assets held-for-trading and financial assets designated upon initial recognition as at *FVPL*. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Derivative assets, including separated embedded derivatives are also classified as held-for-trading unless they are designated as effective hedging instruments.

Financial assets may be designated at initial recognition as at *FVPL* if any of the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on them on a different basis; (ii) the financial assets are part of a group of financial assets, which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial assets contain one (1) or more embedded derivatives that would need to be recorded separately.

Financial assets at *FVPL* are carried in the consolidated statement of financial position at fair value with gains or losses on fair value changes recognized in the consolidated statement of income under "Interest and other financial income" or "Interest and other financial charges" accounts. Interest earned and dividends received from investment at *FVPL* are also recognized in the consolidated statement of income under "Interest and other financial income" account.

Derivatives embedded in host contracts are accounted for as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not carried at fair value. These embedded derivatives are measured at fair value with gains and losses arising from changes in fair value recognized in the consolidated statement of income. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such financial assets are carried at amortized cost using the effective interest method. This method uses an effective interest rate that discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset. Gains oro losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as when these are amortized. Interest earned or incurred is recorded in "Interest and other financial income" or "Interest and other financial charges" accounts, in the consolidated statement of income. Assets in this category are included under

current assets except assets with maturities beyond 12 months from reporting date, which are classified as noncurrent assets.

HTM Investments

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as *HTM* when the *MERALCO Group* has the positive intention and ability to hold these assets to maturity. After initial measurement, *HTM* investments are measured at amortized cost using the effective interest method. Gains or losses are recognized in the consolidated statement of income. Assets in this category are included in the current assets except for maturities beyond 12 months from the reporting date, which are classified as noncurrent assets.

AFS Financial Assets

AFS financial assets are non-derivative financial assets that are designated as *AFS* or are not classified in any of the three (3) foregoing categories. They are purchased and held indefinitely and may be sold in response to liquidity requirements or changes in market conditions. After initial measurement, *AFS* financial assets are measured at fair value with unrealized gains or losses recognized in *OCI* until the investment is derecognized, at which time the cumulative gain or loss recorded in *OCI* is recognized in the consolidated statement of income, or determined to be impaired, at which time the cumulative loss recorded in *OCI* is recognized in the consolidated statement of income. Interest earned from *AFS* debt securities is included under "Interest and other financial income" account in the consolidated statement of income. Dividends earned from *AFS* equity are likewise recognized in the consolidated statement of income under "Interest and other financial income" account when the right to receive payment has been established. These are included under noncurrent assets unless there is an intention to dispose of the investment within 12 months from the reporting date.

Financial Liabilities

Initial Recognition

Financial liabilities are classified as financial liabilities at *FVPL*, other financial liabilities, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification of the financial liability is determined at initial recognition.

Financial liabilities are recognized initially at fair value inclusive of directly attributable transaction costs, except for financial liabilities at *FVPL*.

The *MERALCO Group*'s financial liabilities include notes payable, interest-bearing long-term financial liabilities, trade payables and other current liabilities [excluding output value added tax ("*VAT*"), accrued taxes, reinsurance liabilities and deferred lease income], customers' deposits, refundable service extension costs, and customers' refund.

Subsequent Measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial Liabilities at FVPL

Financial liabilities at *FVPL* include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at *FVPL*. Financial liabilities are classified as held-for-trading if they are incurred for the purpose of repurchasing in the near term. Derivative liabilities, including separated embedded liabilities are also classified as held-for-trading unless they are designated as effective hedging instruments. Financial liabilities at *FVPL* are carried in the consolidated statement



of financial position at fair value with gains or losses recognized in the consolidated statement of income under "Interest and other financial income" or "Interest and other financial charges" accounts. Interest incurred on financial liabilities designated as at *FVPL* is recognized in the consolidated statement of income under "Interest and other financial charges" account.

Financial liabilities may be designated at initial recognition as at *FVPL*, if any of the following criteria is met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognizing gains or losses on them on a different bases; (ii) the financial liabilities are part of a group of financial liabilities which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liabilities contain one (1) or more embedded derivatives that would need to be recorded separately.

Other Financial Liabilities

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as when these are amortized. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the effective interest rate. The effective interest amortization is included under "Interest and other financial charges" account in the consolidated statement of income.

Derivative Financial Instruments

Initial Recognition and Subsequent Measurement

Derivative instruments, including separated embedded derivatives, are initially recognized at fair value on the date at which a derivative transaction is entered into or separated, and are subsequently re-measured at fair value. Changes in fair value of derivative instruments, other than those accounted for as effective hedges, are recognized immediately in the consolidated statement of income. Changes in fair value of derivative instruments accounted for as effective hedges are recognized in *OCI*. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The *MERALCO Group* does not have derivatives accounted for under hedge accounting.

An embedded derivative is separated from the hybrid or combined contract if all the following conditions are met: (a) the economic characteristics and risks of the embedded derivative are not clearly and closely related to the economic characteristics and risks of the host contract; (b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and (c) the hybrid instrument is not recognized as at *FVPL*.

Subsequent reassessment is prohibited unless there is a change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract. An entity determines whether a modification to cash flows is significant by considering the extent to which the expected future cash flows associated with the embedded derivative, the host contract or both have changed.



See *Note 26 – Financial Assets and Financial Liabilities.*

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to set off the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. The *MERALCO Group* assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the *MERALCO Group* and all of the counterparties.

Amortized Cost of Financial Instruments

Amortized cost is computed using the effective interest method less any allowance for impairment and principal repayment, plus or minus the cumulative amortization of premium or discount. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of effective interest.

'Day 1' Profit or Loss

Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the *MERALCO Group* recognizes the difference between the transaction price and fair value ('Day 1' profit or loss) in the consolidated statement of income, unless it qualifies for recognition as some other type of asset or liability. In cases where data used are not observable, the difference between the transaction price and model value is only recognized in the consolidated statement of income when the inputs become observable or when the instrument is derecognized. For each transaction, the *MERALCO Group* determines the appropriate method of recognizing the 'Day 1' profit or loss amount.

Impairment of Financial Assets

The *MERALCO Group* assesses at each reporting date whether a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one (1) or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial Assets Carried at Amortized Cost

For financial assets carried at amortized cost, the *MERALCO Group* first assesses whether objective evidence of impairment exists individually. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment based on historical loss experience. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment. *MERALCO* and *Clark Electric*



consider termination or disconnection of service and significant financial difficulties of debtors as objective evidence that a financial asset or group of financial assets is impaired. For both specific and collective assessments, any deposits, collateral and credit enhancement are considered in determining the amount of impairment loss.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan is subject to variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced either directly or through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of income. Interest income continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset. The financial asset together with associated allowance is written off when there is no realistic prospect of future recovery and all collateral or deposits have been realized or have been transferred to the *MERALCO Group*.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If an asset written off is recovered, the recovery is recognized in the consolidated statement of income. Any reversal of an impairment loss is recognized in the consolidated statement of income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets

In the case of equity instruments classified as *AFS*, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. When a decline in the fair value of an *AFS* financial asset has been recognized in *OCI* and there is objective evidence that the asset is impaired, the cumulative loss that had been recognized in *OCI* is reclassified from equity to profit or loss even though the financial asset has not been derecognized. The amount of the cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost (net of any principal repayment and amortization) and current fair value, less any impairment loss on the financial asset previously recognized in profit or loss. Impairment losses recognized in profit or loss for investment in equity instruments are not reversed in the consolidated statement of income. Subsequent increases in fair value after impairment are recognized directly in *OCI*.

In the case of debt instruments classified as *AFS*, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Future interest income is based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. Such accrual is recorded as part of "Interest and other financial income" in the consolidated statement of income. If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed in the consolidated statement of income.

Assets Carried at Cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount



and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Derecognition of Financial Instruments

Financial Assets

A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the right to receive cash flows from the asset has expired;
- the *MERALCO Group* has transferred its right to receive cash flows from the asset or has assumed an obligation to receive cash flows in full without material delay to a third party under a "pass-through" arrangement; and
- either the *MERALCO Group* (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the *MERALCO Group* has transferred its right to receive cash flows from an asset or has entered into a "pass-through" arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, a new asset is recognized to the extent of the *MERALCO Group*'s continuing involvement in the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the *MERALCO Group* could be required to repay.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognized in the consolidated statement of income.

Classification of Financial Instruments Between Debt and Equity

A financial instrument is classified as debt, if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity; or
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the *MERALCO Group*; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the *MERALCO Group* does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.



The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount, after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of acquiring materials and supplies including costs incurred in bringing each item to their present location and condition are accounted using the moving average cost method. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost to sell or the current replacement cost of the asset.

Prepayments

Prepayments are expenses paid in advance and recorded as asset before they are utilized. Prepayments that are expected to be realized within 12 months from the reporting date are classified as current assets. Otherwise, these are classified as noncurrent assets.

Value-Added Tax ("VAT")

Input *VAT* pertains to the 12% indirect tax paid in the course of trade or business on purchases of goods or services.

Output *VAT* pertains to the 12% tax due on the local sale of goods or services.

If at the end of any taxable month, the output *VAT* exceeds the input *VAT*, the outstanding balance is included under "Trade payables and other current liabilities" account. If the input *VAT* exceeds the output *VAT*, the excess shall be carried over to the succeeding months and included under "Financial and other current assets" account.

Provisions

Provisions are recognized when the *MERALCO Group* has a present obligation, legal or constructive, as a result of a past event, and when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the *MERALCO Group* expects a provision, or a portion, to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liabilities.

Retirement Benefits

MERALCO and certain subsidiaries have distinct, funded, noncontributory defined benefit retirement plans covering all permanent employees. *MERALCO*'s retirement plan provides for post-retirement benefits in addition to a lump sum payment to employees hired as at December 31, 2003. Retirement benefits for employees of *MERALCO* hired beginning January 1, 2004 were amended to provide for a defined lump sum payment only upon retirement of qualified employees. *MERALCO* also has a contributory provident plan introduced in January 2009 whereby employees hired beginning January 1, 2004 may elect to participate.



The net defined benefit liability or asset of the retirement plan is the aggregate of the present value of the defined benefit obligation at the end of the reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise of (i) service costs; (ii) net interest on the net defined benefit liability or asset; and (iii) remeasurements of the net defined benefit liability or asset.

Service costs, which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the year in the net defined benefit liability or asset that arises from the passage of time, which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in *OCI* in the year in which they arise. Remeasurements are not reclassified to profit or loss in subsequent year.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the *MERALCO Group*, nor can they be paid directly to the *MERALCO Group*. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected year until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The *MERALCO Group*'s right to be reimbursed for some or all of the expenditures required to settle a defined benefit obligation is recognized as a separate asset at fair value when, and only when, reimbursement is virtually certain.

The retirement costs under the defined contribution plan are recorded based on *MERALCO Group*'s contribution to the defined contribution plan as services are rendered by the employee.

Termination Benefits

Termination benefits are provided in exchange for its severance as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.



A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

Employee Leave Entitlements

Employee entitlements to annual leave are recognized as a liability when such accrues to the employees. The undiscounted liability for leave expected to be settled wholly before 12 months after the end of the reporting year is recognized for services rendered by employees up to the end of the reporting year.

Unused sick leaves are accumulated, up to a certain limit, and commuted to cash upon separation or retirement. An actuarial valuation of the obligations on the accumulated unused sick leaves is conducted periodically in accordance with the relevant accounting standards.

Long-term Incentive Plan

The liability relating to the long-term incentive plan comprises the present value of the obligation at the end of the reporting date.

Equity

Common stock is measured at par value for all shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown as a deduction from equity, net of any related tax. The amount of proceeds and/or fair value of consideration received, net of incremental costs incurred directly attributable to the issuance of new shares in excess of par value, is recognized as additional paid-in capital.

Employee stock purchase plan cost represents the cumulative compensation expense recognized based on the amount determined using an option pricing model.

Change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction and presented as "Equity Reserve" in the consolidated statement of financial position.

OCI comprises items of income and expense, which are not recognized in profit or loss as required or permitted by *PFRS*.

Cumulative translation adjustment represents the resulting exchange differences in the remeasurement of accounts due to change in functional currency.

Treasury shares are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the *MERALCO Group*'s own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital.

Retained earnings include net income attributable to the equity holders of the Parent, reduced by dividends declared on common stock. Dividends are recognized as liability and deducted from retained earnings when they are declared. Dividend declarations approved after the financial reporting year are disclosed as events after the financial reporting year.

Non-controlling interests represent the equity interests in *MIESCOR* and subsidiaries, *Clark Electric* and subsidiary, *AMPSI*, *Comstech* and subsidiary, *Fieldtech, Bayad Center* and *Shin Clark*, which are not held by *MERALCO*.

Revenue Recognition

Prior to January 1, 2018, revenue is recognized to the extent that it is probable that the economic benefits associated with the transaction will flow to the *MERALCO Group* and the revenue can be reliably measured. In addition, collectibility is reasonably assured and the delivery of the goods or rendering of the service has occurred. The *MERALCO Group* assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The *MERALCO Group* concluded that it is acting as principal in all of its revenue arrangements.

Beginning January 1, 2018, revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the *MERALCO Group* expects to be entitled in exchange for those goods or services. The *MERALCO Group* assesses its revenue arrangements against specific criteria to determine if it is acting as a principal or as an agent. *MERALCO Group* has concluded that it is acting as principal in majority of its revenue arrangements.

The following specific recognition criteria must also be met before revenue from contracts with customers is recognized:

Sale of Electricity

Revenues are recognized upon supply of power to the customers and are stated at amounts invoiced to customers, inclusive of pass-through components, and net of discounts and/or rebates. The Uniform Filing Requirements ("*UFR*") on the rate unbundling released by the *ERC* on October 30, 2001 specified the following bill components: (a) generation charge, (b) transmission charge, (c) *SL* charge, (d) distribution charge, (e) supply charge, (f) metering charge, (g) Currency Exchange Rate Adjustment ("*CERA*") I and II, where applicable and (h) inter-class rate and lifeline subsidies. *VAT*, business taxes such as *LFT*, the Power Act Reduction (for residential customers) adjustment, universal charges, and Feed-in-Tariff - Allowance ("*FiT-All*") are also separately presented in the customer's billing statement. *VAT* billed and collected on behalf of the national governments, *LFT* billed and collected on behalf of the local government units, universal charges and *FiT-All* [billed and collected on behalf of Power Sector Assets and Liabilities Management Corporation ("*PSALM*") and National Transmission Corporation ("*TransCo*"), respectively] do not form part of *MERALCO* and *Clark Electric*'s revenues. Revenues are adjusted for the over and/or under-recoveries of pass-through charges.

Sale of Services

The *MERALCO Group* recognizes revenue from construction contracts over time on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract (output method). Progress is measured based on the monthly project accomplishment which integrates the performance to date of the construction activities.

Construction contracts are generally accounted for as a single performance obligation and are not segmented between types of services. For engineering and construction contracts, these two (2) are combined into one performance obligation since these are not distinct within the context of the contract. The combined performance obligation qualifies as a good or service (or a bundle of goods or services) that is distinct.

Interest Income

Interest income is recognized as interest accrues, using the effective interest rate ("*EIR*") method. The *EIR* is the rate that discounts estimated future cash receipts through the expected life of the financial instrument.

Lease Income

Income arising from lease of investment properties and pole positions is accounted for on a straight-line basis over the lease term.

Lease income is included under "Revenues – Sale of other services" account in the consolidated statement of income.

Receivables

Receivables represent the *MERALCO Group*'s right to all amounts of consideration that are unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract Assets

A contract asset is the right to consideration in exchange for goods and services transferred to the customer. If the *MERALCO Group* performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

The *MERALCO Group*'s contract assets include unbilled receivables and under-recoveries of pass-through charges.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the *MERALCO Group* has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the *MERALCO Group* transfers good or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the *MERALCO Group* performs under the contract.

The following are considered as contract liabilities:

Assets Funded by Customers

In accordance with the Distribution Services and Open Access Rule ("*DSOAR*"), the costs of non-standard connection facilities to connect the customers to *MERALCO*'s distribution network and to provide the customers with ongoing access to the supply of electricity are funded by the customers. *MERALCO* assesses whether the constructed or acquired non-standard connection facilities meet the definition of an asset in accordance with *PAS 16*. If the definition of an asset is met, *MERALCO* recognizes such asset at its acquisition or construction cost with an equivalent credit to the liability account. Such liability to the customers is included under "Other noncurrent liabilities" account in the consolidated statement of financial position, and is recognized as income over the average duration of relationship with the customer. Assets funded by customers do not form part of *MERALCO*'s regulatory asset base until amounts are refunded.



Net Over-recoveries of Pass-through Charges

Transmission and *SL* over-recoveries which resulted from the difference in the power suppliers' billings and recovery of such pass-through costs from consumers are included in "Other noncurrent liabilities" account in the consolidated statement of financial position.

Cost and Expense Recognition

Expenses are decreases in economic benefits during the financial reporting year in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. These are recognized when incurred.

Beginning January 1, 2018, *MERALCO Group* recognizes contract costs relating to satisfied performance obligations as these are incurred. Contract costs principally include all direct materials, labor costs and indirect costs related to contract performance. Project mobilization costs and incremental costs of obtaining a contract with a customer are recognized as an asset if the *MERALCO Group* expects to recover them and the contract term is for more than one year. The project mobilization costs and costs of obtaining a contract is amortized over the expected construction period following the pattern of revenue recognition. Costs incurred prior to obtaining a contract with a customer are not capitalized but are expensed as incurred. Expected losses on contracts are recognized immediately when it is probable that the total contract cost will exceed total contract revenue. The amount of such loss is determined irrespective of whether or not work has commenced on the contract, the stage of completion of the contract activity, or the amount of profits expected to arise on other contracts which are not treated as a single construction contract.

Prior to January 1, 2018, contract costs principally include all direct materials, labor costs and indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract cost will exceed total contract revenue. The amount of such loss is determined irrespective of whether or not work has commenced on the contract, the stage of completion of the contract activity, or the amount of profits expected to arise on other contracts which are not treated as a single construction contract. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions, and final contract settlements which may result in revisions to estimated cost and gross margins are recognized in the year in which the changes are determined.

Total contract costs incurred and estimated earnings recognized in excess of total billings are recognized as an asset.

Lease Liabilities (Applicable starting January 1, 2019)

At the commencement date of the lease, the *MERALCO Group* recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the *MERALCO Group* and payments of penalties for terminating a lease, if the lease term reflects the *MERALCO Group* exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the year on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the *MERALCO Group* uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily



determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term Leases and Leases of Low-value Assets

The *MERALCO Group* applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Leases

The *MERALCO Group* considers whether a contract is, or contains a lease at the inception of a contract. A lease is a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange of a consideration.

Company as Lessee

Beginning January 1, 2019, at commencement date of the lease, the *MERALCO Group* recognizes a right-of-use ("*ROU*") asset and a corresponding lease liability on the consolidated statements of financial position, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the *MERALCO* Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Lease liability is measured at the present value of the unpaid lease payments, discounted using the interest rate implicit in the lease (if readily available) or the *MERALCO Group*'s incremental borrowing rate. Incremental borrowing rate is the rate of interest that the *MERALCO Group* would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use-asset in a similar economic environment.

Lease payments included in the measurement of the lease liability consists of fixed payments, variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee, and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, lease liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in the fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the *ROU* asset, or profit and loss if the *ROU* asset is already reduced to zero.

ROU asset is measured at cost, which consist of the initial measurement of the lease liability, any initial direct costs incurred, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date.

The *MERALCO Group* depreciates *ROU* assets on a straight-line basis using the expected useful life or lease term whichever is shorter. The *MERALCO Group* also assesses the *ROU* asset for impairment when such indicators exist.



Prior to January 1, 2019, the determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

A reassessment is made after inception of the lease only if one of the following applies:

(a) There is a change in contractual terms, other than a renewal or extension of the arrangement;
(b) A renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
(c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or
(d) There is substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c), or (d) and at the date of renewal or extension period for scenario (b).

Leases where the lessor or lessee retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense or income in profit or loss on a straight-line basis over the lease term.

Company as Lessor

Leases where the *MERALCO Group* does not transfer substantially all the risk and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the year in which these are earned.

Foreign Currency-Denominated Transactions and Translations

The consolidated financial statements are presented in Philippine peso, which is also *MERALCO*'s functional and presentation currency. The Philippine peso is the currency of the primary economic environment in which the *MERALCO Group* operates, except for *LOIL* and *MPG Asia*. This is also the currency that mainly influences the revenue from and cost of rendering services. Each entity in the *MERALCO Group* determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The functional currency of *LOIL* and *MPG Asia* is the United States ("*U.S.*") dollar.

Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are re-translated using functional currency closing rate of exchange prevailing at the end of the reporting year. All differences are recognized in the consolidated statement of income except for foreign exchange differences that relate to capitalizable borrowing costs on qualifying assets. Nonmonetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate as at the date of the initial transactions.



As at the reporting date, the monetary assets and liabilities of subsidiaries, *LOIL* and *MPG Asia* whose functional currency is other than Philippine peso, are translated into Philippine peso at the rate of exchange prevailing at the end of the reporting date, and income and expenses are translated monthly using the weighted average exchange rate for the month. The exchange differences arising on translation are recognized as a separate component of *OCI* as cumulative translation adjustments. On the disposal of a subsidiary, the amount of cumulative translation adjustments recognized in *OCI* is recognized in the consolidated statement of income.

Income Taxes

Current Income Tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rate and tax laws used to compute the amount are those that are enacted or substantively enacted as at the reporting date.

Deferred Income Tax

Deferred income tax is provided on all temporary differences at the reporting date between the income tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent these have become probable that future taxable profit will allow the deferred income tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the when the assets are realized or the liabilities are settled, based on tax rates and tax laws that are enacted or substantively enacted as at the reporting date.



Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred income tax items are recognized in correlation to the underlying transaction either in profit or loss or directly in equity.

Earnings per Share

Basic earnings per share is calculated by dividing the net income for the year attributable to equity holders of the parent by the weighted average number of common shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net income for the year attributable to equity holders of the parent by the weighted average number of shares outstanding, adjusted for the effects of any dilutive potential common shares.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized unless the realization of the assets is virtually certain. These are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.

Events After the Reporting Date

Post reporting date events that provide additional information about the *MERALCO Group*'s financial position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post reporting date events that are non-adjusting events are disclosed in the notes to consolidated financial statements, when material.

5. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the *MERALCO Group*'s consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent assets and liabilities, at the end of the reporting date. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of the assets or liabilities affected in future years.

Judgments

In the process of applying the *MERALCO Group*'s accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements.

Determination of Functional Currency

The functional currencies of the entities under the *MERALCO Group* are the currencies of the primary economic environment in which each entity operates. It is the currency that mainly influences the revenue and cost of rendering services.

Based on the economic substance of the underlying circumstances, the functional and presentation currency of *MERALCO* and its subsidiaries, except *LOIL* and *MPG Asia*, is the Philippine peso. The functional and presentation currency of *LOIL* and *MPG Asia* is the U.S. dollar.

Uncertain Tax Position

Upon adoption of *IFRIC 23*, the *MERALCO Group* has assessed whether it has any uncertain tax position. The *MERALCO Group* applies significant judgement in identifying uncertainties over its income tax treatments. The *MERALCO Group* determined, based on its review and assessment of its income tax computations and filings, in consultation with external tax expert, that it is not probable that its uncertain tax treatments will be accepted by the taxation authorities. The *MERALCO Group* quantified the effect of each uncertain tax treatment using the most likely amount which the *MERALCO Group* expects to better predict the resolution of the uncertainty.

Operating Lease Commitments

As Lessor

The *MERALCO Group* has several lease arrangements as a lessor. Based on the terms and conditions of the arrangements, it has evaluated that the significant risks and rewards of ownership of such properties are retained by the *MERALCO Group*. The lease agreements do not transfer ownership of the assets to the lessees at the end of the lease term and do not give the lessees a bargain purchase option over the assets. Consequently, the lease agreements are accounted for as operating leases.

As Lessee

The *MERALCO Group* has entered into various operating lease agreements used for its operations.

For the *MERALCO Group*'s lease under *PFRS 16*, the *MERALCO Group* recognizes *ROU* assets and lease liabilities measured at the present value of lease payments to be made over the lease term using the *MERALCO Group*'s incremental borrowing rate.

The *MERALCO Group* availed exemption of *PFRS 16* for its short-term lease with the term of 12 months or less and low value assets. Accordingly, lease payments on these leases are recognized as expense on a straight-line basis over the lease term.

Prior to January 1, 2019, under *PAS 17*, the *MERALCO Group* has determined that all significant risks and benefits of ownership over the leased properties under the lease arrangements are retained by the lessor. Accordingly, the lease arrangements are accounted as operating leases.

Arrangement that Contains a Lease

Prior to January 1, 2019, *MERALCO*'s Power Purchase Agreements ("*PPA*s") and Power Supply Agreements ("*PSA*s") with certain power generating companies qualify as leases under *IFRIC 4*, *Determining whether an arrangement contains a lease*, on the basis that *MERALCO* and these power generating companies have 'take or pay' ("*ToP*") arrangements where payments for purchased power or for contracted capacity are made on the basis of the availability of the power plant and not based solely on actual consumption. In determining the lease classification, it is judged that substantially all the risks and rewards incident to the ownership of the power plants are with these power generating companies. Thus, the *PPA*s and *PSA*s are classified as operating leases. Accordingly, capacity fees, fixed operating and maintenance fees, and transmission line fees that form part of purchased power expense are accounted for similar to a lease.



Upon the adoption of *PFRS 16* on January 1, 2019, based on *MERALCO*'s assessment, the *PPA*s and *PSA*s no longer qualify to be accounted for as lease and are accounted for as ordinary service contracts. *PPA*s and *PSA*s do not qualify under *PFRS 16* since *MERALCO* does not have the right to direct the use, operate and was not involved in the design of the identified asset.

Principal vs. Agent

The *MERALCO Group*'s revenue recognition requires the *MERALCO Group* to make certain judgments on its revenue arrangements such as on *PPA*s and *PSA*s with power generation companies. The *MERALCO Group* has concluded that it is acting as a principal in its revenue arrangements.

Revenue from sale of electricity requires *MERALCO* and *Clark Electric* to bill customers based various billing cycle cut-off dates, while recording of related purchased power cost is based on calendar month as provided in the terms of the *PPA*s. The recognition of unbilled revenues for billing cycles with earlier than month-end cut-off dates requires the use of judgment. The difference between the amounts initially billed to customers and the settlement of the actual billings with power generation companies is adjusted to revenue at month end based on *ERC* Resolution No. 16, *A Resolution Adopting the Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities*.

Moreover, *MERALCO* and *Clark Electric* assessed that revenues from electricity, re-connection and other non-standard connection services arise from a single performance obligation which will be satisfied over the year when the services are expected to be provided.

Entity in which the MERALCO Group Holds more than the Majority of the Voting Rights Accounted for as a Joint Venture

MERALCO, through *MGen*, has a 51% interest in San Buenaventura Power Ltd. Co. ("*SBPL*"). While *MERALCO* owns majority of the voting rights in *SBPL,* it does not have sole control of *SBPL*. *MERALCO's* investment in *SBPL* is accounted for as a joint venture since key operating and financial decisions of *SBPL* require the unanimous vote and consent of the parties sharing control.

Entity in which the MERALCO Group Holds less than 20% of the Voting Rights Accounted for as an Associate

MERALCO, through *MGen*, has a 14% interest in Global Business Power Corporation ("*GBPC"). GBPC* is considered an associate and, thus, *MERALCO*'s interest in *GBPC* is accounted for using the equity method as *MERALCO* is deemed to have significant influence in *GBPC* as evidenced by its representation in the *BOD* and Executive Committee and the provision of essential technical information to *GBPC*. This representation guarantees *MGen*'s participation in the decision making acts and policy making process of *GBPC*.

MERALCO, through *Finserve*, has 10% interest in AF Payments, Inc. ("*AF Payments*"). *AF Payments* is considered an associate and, thus, *MERALCO/Finserve*'s interest in *AF Payments* is accounted for using the equity method as *MERALCO/Finserve* is deemed to have significant influence as evidenced by its representation in the *BOD* which guarantees *MERALCO*'s participation in the decision making and policy making process of *AF Payments*.



Contingencies

The *MERALCO Group* has possible claims from or obligation to other parties from past events and whose existence may only be confirmed by the occurrence or non-occurrence of one (1) or more uncertain future events not wholly within its control. Management has determined that the present obligations with respect to contingent liabilities and claims with respect to contingent assets do not meet the recognition criteria, and therefore has not recorded any such amounts.

See *Note 28 – Contingencies and Legal Proceedings*.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty as at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial reporting date are discussed as follows:

Estimating Useful Lives of Utility Plant and Others, Intangible Assets with Finite Lives and Investment Properties

The *MERALCO Group* estimates the useful lives of utility plant and others, intangible assets with finite lives and, investment properties based on the years over which such assets are expected to be available for use. The estimate of the useful lives of the utility plant and others, intangible assets with finite lives and investment properties is based on management's collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives are reviewed at least at each financial reporting date and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limitations on the use of such assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned in the foregoing. The amounts and timing of recorded expenses for any year would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of utility plant and others, intangible assets with finite lives and investment properties would increase recorded operating expenses and decrease noncurrent assets.

The total depreciation and amortization expense of utility plant and others amounted to ₱8,003 million, ₱7,190 million and ₱6,929 million for the years ended December 31, 2019, 2018 and 2017, respectively. Total carrying values of utility plant and others, net of accumulated depreciation and amortization, amounted to ₱151,441 million and ₱139,846 million as at December 31, 2019 and 2018, respectively.

Total depreciation of investment properties amounted to ₱4 million, ₱5 million and ₱4 million for the years ended December 31, 2019, 2018 and 2017, respectively. Total carrying values of investment properties, net of accumulated depreciation, amounted to ₱1,502 million as at December 31, 2019 and 2018.

Total amortization of intangible assets with finite lives amounted to ₱723 million, ₱632 million and ₱587 million for the years ended December 31, 2019, 2018 and 2017, respectively. Total carrying values of intangible assets with finite lives, net of accumulated amortization, amounted to ₱1,764 million and ₱2,057 million as at December 31, 2019 and 2018, respectively.

See *Note 7 – Utility Plant and Others, Note 9 – Investment Properties* and *Note 10 – Financial and other Noncurrent Assets.*

Impairment of Nonfinancial Assets

PFRS requires that an impairment review be performed when certain impairment indicators are present. These conditions include obsolescence, physical damage, significant changes in the manner by which an asset is used, worse than expected economic performance, drop in revenues or other external indicators, among others. In the case of goodwill, at a minimum, such asset is subject to an annual impairment test and more frequently whenever there is an indication that such asset may be impaired. This requires an estimation of the value in use of the cash generating unit to which the goodwill is allocated. Estimating the value in use requires preparation of an estimate of the expected future cash flows from the cash generating unit and choosing an appropriate discount rate in order to calculate the present value of those cash flows.

Determining the recoverable amount of utility plant and others, intangible assets, investment properties, investments in associates and interests in joint ventures, goodwill and financial and other noncurrent assets, requires (i) the determination of future cash flows expected to be generated from the continued use as well as ultimate disposition of such assets and (ii) making estimates and assumptions that can materially affect the consolidated financial statements. Future events may cause management to conclude that utility plant and others, intangible assets, investment properties, investments in associates and interests in joint ventures, goodwill and financial and other noncurrent assets are impaired. Any resulting impairment loss could have material adverse impact on the *MERALCO Group*'s consolidated financial position and results of operations.

The preparation of estimated future cash flows involves significant estimations and assumptions. While management believes that the assumptions are appropriate and reasonable, significant changes in the assumptions may materially affect the assessment of recoverable values and may lead to future impairment charges under *PFRS*s.

The carrying values of nonfinancial assets subject to impairment review are as follows:

Account	**2019**	2018
	(Amounts in millions)	
Utility plant and others	**₱151,441**	₱139,846
Investments in associates and interests in joint ventures	**14,965**	11,313
Intangible assets	**1,764**	2,057
Investment properties	**1,502**	1,502
Receivable from the *BIR*	**181**	181
Goodwill	**35**	35

See *Note 7 – Utility Plant and Others, Note 8 – Investments in Associates and Interests in Joint Ventures, Note 9 – Investment Properties and Note 10 – Financial and other Noncurrent Assets.*

Realizability of Deferred Income Tax Assets

The *MERALCO Group* reviews the carrying amounts of deferred income tax assets at the end of each reporting year and reduces these to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax assets to be utilized.

Assessment on the recognition of deferred income tax assets on deductible temporary differences is based on the level and timing of forecasted taxable income for the subsequent reporting year. This forecast is based on past results and future expectations on revenues and expenses as well as future tax planning strategies. Management believes that sufficient taxable profit will be generated to allow all or part of the recorded or recognized deferred tax assets to be utilized. The amounts of the deferred income tax assets considered realizable could be adjusted in the future if estimates of taxable income are revised.

Based on the foregoing assessment, following are the relevant consolidated information with respect to deferred income tax assets:

	2019	2018
	(Amounts in millions)	
Recognized deferred income tax assets	**₱31,874**	₱29,048
Unrecognized deferred income tax assets	**1,716**	1,564

See *Note 27 – Income Taxes and Local Franchise Taxes*.

Estimating Allowance for Doubtful Accounts (Applicable until December 31, 2017 prior to adoption of PFRS 9)

If there is objective evidence that an impairment loss has been incurred in the trade and other receivables balance of the *MERALCO Group*, an estimate of the allowance for doubtful accounts related to trade and other receivables that are specifically identified as doubtful of collection is made. The amount of allowance is evaluated by management on the basis of factors that affect the collectability of the accounts. In such case, use of judgment based on the best available facts and circumstances, including but not limited to, the length of the *MERALCO Group*'s relationship with the customer and the customer's credit status based on third party credit reports and known market factors, to record specific reserves for customers against amounts due in order to reduce the *MERALCO Group*'s receivables to amounts that management expects to collect is applied. These specific reserves are re-evaluated and adjusted as additional information received affect the amounts estimated.

In addition to specific allowance against individually significant receivables, an assessment for collective impairment allowance against credit exposures of the customers, which were grouped based on common credit characteristics, although not specifically identified as requiring a specific allowance, have a greater risk of default than when the receivables were originally granted to customers is done. This collective allowance is based on historical loss experience using various factors, such as historical performance of the customers within the collective group, deterioration in the markets in which the customers operate, and identified structural weaknesses or deterioration in the cash flows of customers.

Provision for ECL of Receivables and Contract Assets (Applicable starting January 1, 2018 upon adoption of PFRS 9)

The *MERALCO Group* applies the *PFRS 9* simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables and contract assets.

To measure the expected credit losses, trade and other receivables and contract assets have been grouped based on credit risk characteristics and the days past due. The contract assets relate to unbilled receivables and under-recoveries of pass-through charges and have substantially the same risk characteristics as the trade and other receivables. The *MERALCO Group* has concluded that the



expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

The expected loss rates are based on the collection profiles of receivables over the period of 36 months before December 31, 2019 and the corresponding historical credit losses experience within the period. The historical rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The *MERALCO Group* incorporates forward-looking information in its assessments whether the credit risk has increased significantly since its initial recognition and its measurement of *ECL*. The *MERALCO Group* has considered a range of relevant forward-looking macroeconomic assumptions such as inflation rate, gross domestic product and unemployment rate for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of *ECL*s.

*ECL*s for trade and other receivables amounted to ₱708 million (provision), ₱1,667 million (reversal), ₱661 million (provision) and for the years ended December 31, 2019, 2018 and 2017, respectively. Trade and other receivables, net of asset impairment, amounted to ₱32,608 million and ₱31,343 million as at December 31, 2019 and 2018, respectively.

See *Note 12 – Trade and Other Receivables.*

Estimating Net Realizable Value of Inventories

Inventories consist of materials and supplies used in the power distribution and services segments, and are valued at the lower of cost or net realizable value. The cost of inventories is written down whenever the net realizable value of inventories becomes lower than the cost due to damage, physical deterioration, obsolescence, and change in price levels or other causes. The lower of cost or net realizable value of inventories is reviewed on a periodic basis. Inventory items identified to be obsolete and no longer usable are written off and charged as expense in the consolidated statement of income.

The carrying values of inventories amounted to ₱4,558 million and ₱3,812 million as at December 31, 2019 and 2018, respectively.

See *Note 13 – Inventories*.

Estimation of Retirement Benefit Costs

The cost of defined benefit retirement plans and other post-employment benefits as well as the present value of the retirement obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement benefits increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The retirement and other post-employment benefits expense amounted to ₱1,068 million, ₱1,132 million and ₱908 million for the years ended December 31, 2019, 2018 and 2017, respectively. The retirement and other post-employment benefit liabilities as at December 31, 2019 and 2018 amounted to ₱7,576 million and ₱1,976 million, respectively.

In determining the appropriate discount rate, management considers the interest rates of government bonds in the respective currencies, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The underlying bonds are further reviewed for quality, and those having excessive credit spreads are removed from the population of bonds on which the discount rate is based, on the basis that they do not represent high quality bonds.

The mortality rate is based on publicly available mortality tables for the Philippines and is modified accordingly with estimates of mortality improvements. Future salary increases and retirement benefits increases are based on expected future inflation rates for the Philippines.

See *Note 24 – Expenses and Income* and *Note 25 – Long-term Employee Benefits*.

Provisions

The *MERALCO Group* has various claims, assessments and cases as discussed in *Note 28 – Contingencies and Legal Proceedings*. The *MERALCO Group*'s estimate for probable costs for the resolution of these claims, assessments and cases has been developed in consultation with external counsel, if any, and internal counsels handling the defense in these claims, assessments and cases and is based upon thorough analysis of potential outcome.

The *MERALCO Group*, in consultation with its external legal counsels, does not believe that these claims and legal proceedings will have a material adverse effect on the consolidated financial statements. It is possible, however, that future financial performance could be materially affected by changes in the estimates or the effectiveness of management's strategies and actions relating to these proceedings.

The *MERALCO Group* recognized net provisions on various claims and assessments amounting to ₱10,119 million, ₱10,198 million and ₱8,533 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Provisions are measured at the present value of management's best estimate of the expenditures required to settle the present obligation at the end of the reporting year. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. As at December 31, 2019, provisions are presented net of the effect of the time value of money amounting to ₱5,283 million.

See *Note 18 – Provisions* and *Note 21 – Trade Payables and Other Current Liabilities.*

Revenue Recognition

The *MERALCO Group*'s revenue recognition policies require the use of estimates and assumptions that may affect the reported amounts of its revenues and receivables.

Revenues from sale of electricity by *MERALCO* and *Clark Electric* are billed based on customer-specific billing cycle cut-off date for each customer, while recording of related purchased power cost is based on calendar month as provided in the terms of the *PPA*s and *PSA*s. The recognition of unbilled revenues for billing cycles with earlier than month-end cut-off dates requires the use of estimates. The difference between the amounts initially recognized based on provisional invoices and the settlement of the actual billings by power generation companies is taken up in the subsequent period. Also, revenues from sale of electricity are adjusted for the estimated over and/or under-recoveries of pass-through charges, which are subject of various applications for recovery and approval by the *ERC*.

Management believes that such use of estimates will not result in material adjustments in future year.

Revenues and costs from construction contracts of *MIESCOR* are recognized based on the output method. This is measured principally on the basis of the estimated completion of a physical proportion of the contract work.

6. Segment Information

Each operating segment of the *MERALCO Group* engages in business activities from which revenues are earned and expenses are incurred (including revenues and expenses relating to transactions with other business segments within the *MERALCO Group*). The operating results of each of the operating segments are regularly reviewed by *MERALCO*'s Management Committee to determine how resources are to be allocated to the operating segments and to assess their performances for which discrete financial information is available.

For management purposes, the *MERALCO Group*'s operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different products and/or services, as follows:

- Power

  The Power segment consists of (a) electricity distribution, (b) power generation and (c) *RES*.

  Electricity distribution – This is principally electricity distribution and supply of power on a pass-through basis covering all captive customers in the *MERALCO* and the *Clark Electric* franchise areas in Luzon. Electricity distribution within the *MERALCO* franchise area accounts for approximately 55% of the power requirements of the country. *Clark Electric*'s franchise area covers Clark Special Economic Zone and the sub-zones.

  Power generation – The *MERALCO Group'*s re-entry into power generation is through investments in operating companies or participation in the development of power generation projects.

  MGen, the power generation arm of the *MERALCO Group,* has a 14% equity interest in *GBPC*. *GBPC* owns a total of 854 MegaWatt ("*MW*") (gross) of coal and diesel-fired power plants.

  MGen owns an effective 28% equity in PacificLight Power Pte Ltd. ("*PacificLight Power*") in Jurong Island, Singapore. *PacificLight Power* owns and operates a 2 x 400 *MW* combined cycle turbine power plant mainly fueled by liquefied natural gas ("*LNG*").

  MGen, through *SBPL*, a 51% owned joint venture entity, constructed and owns a 455 *MW* (net) supercritical coal-fired power plant in Mauban, Quezon. The *PSA* with *MERALCO* was approved by the *ERC* on May 19, 2015. The power plant began commercial operations on September 26, 2019.

  MGen is developing a 2 x 600 *MW* (net) coal-fired power plant in Atimonan, Quezon through its wholly-owned subsidiary, *A1E*. It will be the first ultra-supercritical coal-fired facility to be built in the country. *AE1* shall participate in a Competitive Selection Process (*"CSP"*) to be conducted by *MERALCO* for a 1,200 *MW* greenfield power plant capacity.

In the meantime, advance site preparations and early engineering works are being done in order to meet the target operations date.

A1E is classified as a Committed Project of National Significance by the *DOE* and has the requisite Department of Environment and Natural Resources ("*DENR*") approvals and permits. It is also recognized by the Board of Investments ("*BOI*") as a registered Pioneer Project.

MGen Renewable Energy, Inc. ("*MGreen*"), a wholly owned subsidiary of *MGen* was incorporated and registered with the *SEC* on June 6, 2019 to engage in the development of renewable projects.

On December 5, 2019, *MGen* acquired 70% of *NorteSol*, a company incorporated in the Philippines and engaged in the development, construction and operation of power plant and related facilities using renewable energy system and hybrid energy system. *Nortesol* is currently developing a 110 *MW* dc/90 *MW*ac floating solar facility in Laguna de Bay and waiting for the Laguna Lake Development Authority ("*LLDA*") leasing policy.

See *Note 8 – Investments in Associates and Interests in Joint Ventures.*

RES – This covers the sourcing and supply of electricity to qualified contestable customers. *MERALCO* and *Clark Electric* serve as local retail electricity suppliers within their franchise area under a separate business unit, *MPower* and *Cogent Energy*, respectively. Under Retail Competition and Open Access ("*RCOA*"), qualified contestable customers who opt to switch to contestability and elect to be among contestable customers may source their electricity supply from any retail electricity suppliers, including *MPower* and *Cogent Energy*.

The *ERC* granted the following subsidiaries distinct *RES* licenses to operate as retail electricity suppliers within Luzon and Visayas: *Vantage*, a wholly owned subsidiary of *MERALCO*; *Solvre*, a wholly owned subsidiary of *MGen*; *MeridianX*, a wholly owned subsidiary of *Comstech*, on January 10, 2017, February 9, 2017 and February 9, 2017, respectively. *Clarion*, a wholly owned subsidiary of *Clark Electric*, has submitted the requirements for its *RES* licensing to the *ERC.* As at February 24, 2020, the approval of its *RES* licensing is pending with the *ERC.*

- Other Services

  The other services segment is involved principally in electricity-related services, such as, electro-mechanical engineering, construction, consulting and related manpower services, e-transaction and bills collection, telecommunications services, rail-related operations and maintenance services, insurance and re-insurance, e-business development, power distribution management, energy systems management and harnessing renewable energy, electric vehicle and charging infrastructure solutions. These services are provided by *MIESCOR*, *MBI* and *MLI* (collectively known as "*MIESCOR Group*"), *CIS*, *Bayad Center, CFSI and Fieldtech* (collectively referred to as "*CIS Group*"), *e-MVI*, *Paragon* and *Radius* (collectively referred to as "*e-MVI Group*"), *Comstech, MRail*, *LOIL, Finserve*, *MServ*, *Spectrum*, *eSakay* and *Shin Clark*.

The Management Committee monitors the operating results of each business unit separately for the purpose of determining resource allocation and assessing performance. Performance is evaluated based on (i) net income attributable to equity holders of the parent for the year, (ii) consolidated core earnings before interest, taxes, and depreciation and amortization ("consolidated core *EBITDA*"); and (iii) consolidated core net income ("*CCNI*"). Net income for the year is measured consistent with reported net income in the consolidated statement of income.

Consolidated core *EBITDA* is measured as *CCNI* excluding depreciation and amortization, interest and other financial charges, interest and other financial income, equity in net earnings or losses of associates and joint ventures and provision for income tax.

CCNI for the year is measured as consolidated net income attributable to equity holders of the parent adjusted for foreign exchange gain or loss, mark-to-market gain or loss, impairment or reversal of impairment of noncurrent assets and certain other non-recurring gain or loss, if any, net of tax effect of the foregoing adjustments.

Billings between operating segments are done on an arm's-length basis in a manner similar to transactions with third parties. Segment revenues, segment expenses and segment results include transfers among business segments. Those transfers are eliminated upon consolidation.

The *MERALCO Group* operates and generates substantially all of its revenues in the Philippines (i.e., one (1) geographical location). Thus, geographical segment information is not presented. None of itsrevenues from transactions with a single external customer accounts for 10% or more of its revenues from external customers.

		Power			Other Services			Inter-segment Transactions			Total		
	Note	**2019**	2018	2017	**2019**	2018	2017	**2019**	2018	2017	**2019**	2018	2017
Revenues		**₱310,098**	₱295,389	₱275,172	**₱11,299**	₱11,373	₱9,547	**(₱3,082)**	(₱2,308)	(₱2,163)	**₱318,315**	₱304,454	₱282,556
Segment results		**₱48,213**	₱45,984	₱41,132	**₱2,375**	₱2,513	₱1,904	**₱–**	₱–	₱–	**₱50,588**	₱48,497	₱43,036
Provision for probable losses and expenses from claims		**(10,119)**	(10,198)	(8,533)	**–**	–	–	**–**	–	–	**(10,119)**	(10,198)	(8,533)
Depreciation and amortization	*7, 8 and 10*	**(8,181)**	(7,334)	(7,135)	**(549)**	(493)	(385)	**–**	–	–	**(8,730)**	(7,827)	(7,520)
Interest and other financial income	*24*	**3,213**	2,786	2,153	**56**	45	35	**–**	–	–	**3,269**	2,831	2,188
Equity in net earnings (losses) of associates and joint ventures	*8*	**(1,482)**	(679)	293	**(4)**	(46)	(72)		–	–	**(1,486)**	(725)	221
Interest and other financial charges	*24*	**(1,477)**	(1,935)	(1,450)	**(130)**	(98)	(80)	**–**	–	–	**(1,607)**	(2,033)	(1,530)
Provision for income tax - net	*27*	**(7,853)**	(6,923)	(6,812)	**(690)**	(520)	(551)	**–**	–	–	**(8,543)**	(7,443)	(7,363)
Net income attributable to non-controlling interests		–	–	–	–	–	–	**(87)**	(85)	(115)	**(87)**	(85)	(115)
Net income attributable to equity holders of the Parent		**₱22,314**	₱21,701	₱19,648	**₱1,058**	₱1,401	₱851	**(₱87)**	(₱85)	(₱115)	**₱23,285**	₱23,017	₱20,384

The inter-segment revenues mainly represent revenues of other services segment earned from the power segment.

The following table shows the reconciliation of the *EBITDA* to net income:

	2019	2018	2017
		(Amounts in millions)	
EBITDA	**₱40,977**	₱37,165	₱34,474
Add (deduct):			
Interest and other financial income net of charges and foreign exchange gains and losses	**1,154**	1,932	687
Depreciation and amortization	**(8,730)**	(7,827)	(7,520)
Equity in net losses earnings (losses) of associates and joint ventures	**(1,486)**	(725)	221
Income before income tax	**31,915**	30,545	27,862
Provision for income tax - net	**(8,543)**	(7,443)	(7,363)
Net income	**₱23,372**	₱23,102	₱20,499

The following table shows the reconciliation of the *CCNI* to net income:

	2019	2018	2017
		(Amounts in millions)	
CCNI	**₱23,832**	₱22,408	₱20,213
Add (deduct) non-core items, net of tax:			
Non-core income (expenses)	**(124)**	(275)	144
Foreign exchange gains (losses)	**(423)**	884	27
Net income for the year attributable to equity holders of the Parent	**23,285**	23,017	20,384
Net income for the year attributable to non-controlling interests	**87**	85	115
Net income	**₱23,372**	₱23,102	₱20,499

7. Utility Plant and Others

The movements in utility plant and others are as follows:

	2019								
	Subtransmission and Distribution	**Land**	**Buildings and Improvements**	**Communication Equipment**	**Office Furniture, Fixtures and Other Equipment**	**Transportation Equipment**	**Others**	**Construction in Progress**	**Total**
					(Amounts in millions)				
Cost:									
Balance at beginning of year	**₱181,511**	**₱15,412**	**₱6,657**	**₱2,857**	**₱2,831**	**₱3,550**	**₱4,902**	**₱11,004**	**₱228,724**
Additions	**250**	**–**	**188**	**110**	**720**	**345**	**347**	**17,725**	**19,685**
Disposals/retirements	**(3,028)**	**(2)**	**(30)**	**(230)**	**(25)**	**(133)**	**(122)**	**–**	**(3,570)**
Transfers from construction in progress	**10,760**	**–**	**239**	**108**	**50**	**7**	**199**	**(11,363)**	**–**
Reclassifications	**(1)**	**–**	**–**	**37**	**107**	**–**	**–**	**(26)**	**117**
Balance at end of year	**189,492**	**15,410**	**7,054**	**2,882**	**3,683**	**3,769**	**5,326**	**17,340**	**244,956**
Less accumulated depreciation and amortization:									
Balance at beginning of year	**77,148**	**–**	**2,920**	**1,427**	**2,227**	**2,310**	**2,846**	**–**	**88,878**
Depreciation and amortization	**6,720**	**–**	**183**	**194**	**273**	**274**	**359**	**–**	**8,003**
Disposals/retirements	**(3,017)**	**–**	**(16)**	**(80)**	**(25)**	**(127)**	**(101)**	**–**	**(3,366)**
Balance at end of year	**80,851**	**–**	**3,087**	**1,541**	**2,475**	**2,457**	**3,104**	**–**	**93,515**
Net book value	**₱108,641**	**₱15,410**	**₱3,967**	**₱1,341**	**₱1,208**	**₱1,312**	**₱2,222**	**₱17,340**	**₱151,441**

	2018								
	Subtransmission and Distribution	Land	Buildings and Improvements	Communication Equipment	Office Furniture, Fixtures and Other Equipment	Transportation Equipment	Others	Construction in Progress	Total
					(Amounts in millions)				
Cost:									
Balance at beginning of year	₱167,843	₱15,361	₱6,501	₱2,726	₱3,243	₱3,530	₱4,592	₱13,974	₱217,770
Additions	159	51	15	107	140	218	316	12,228	13,234
Disposals/retirements	(1,360)	–	(56)	(44)	(543)	(208)	(69)	–	(2,280)
Transfers from construction in progress	14,869	–	201	68	–	6	54	(15,198)	–
Reclassifications	–	–	(4)	–	(9)	4	9	–	–
Balance at end of year	181,511	15,412	6,657	2,857	2,831	3,550	4,902	11,004	228,724
Less accumulated depreciation and amortization:									
Balance at beginning of year	72,626	–	2,745	1,232	2,497	2,233	2,563	–	83,896
Depreciation and amortization	5,881	–	176	239	274	273	347	–	7,190
Disposals/retirements	(1,359)	–	–	(44)	(543)	(198)	(64)	–	(2,208)
Reclassifications	–	–	(1)	–	(1)	2	–	–	–
Balance at end of year	77,148	–	2,920	1,427	2,227	2,310	2,846	–	88,878
Net book value	₱104,363	₱15,412	₱3,737	₱1,430	₱604	₱1,240	₱2,056	₱11,004	₱139,846

As at December 31, 2019 and 2018, the net book values of customer-funded assets included in "Utility plant and others" account amounted to ₱5,114 million and ₱3,231 million, respectively. The corresponding liabilities to customers in the same amounts as at December 31, 2019 and 2018 are included in "Other noncurrent liabilities" account in the consolidated statements of financial position.

See *Note 23 – Revenues and Purchased Power.*

Construction in progress pertains to both electric capital projects ("*ECP*s") and non-*ECP*s. *ECP*s are capital projects involving construction of new electric distribution-related facilities and the upgrade and major rehabilitation of existing electrical facilities. Total interest capitalized amounted to ₱247 million, ₱235 million and ₱161 million based on average capitalization rate of 5% for the years ended December 31, 2019, 2018 and 2017, respectively.

8. Investments in Associates and Interests in Joint Ventures

This account consists of the following:

			2019	2018
	Place of Incorporation	Principal Activity	Percentage of Ownership	
Associates				
RP Energy	Philippines	Power generation	**47**	47
FPM Power Holdings Limited ("*FPM Power*")	British Virgin Islands	Investment and holding company	**40**	40
Bauang Private Power Corporation ("*BPPC*")	Philippines	Power generation	**38**	38
Aclara Meters Philippines, Inc. ("*Aclara Meters*")	Philippines	Sale of metering products and services	**35**	35
Indra Philippines, Inc. ("*Indra Philippines*")	Philippines	Management and *IT* consultancy	**25**	25
GBPC	Philippines	Power generation	**14**	14
AF Payments	Philippines	Electronic payment clearing and settlement system operator	**10**	10
Power Distribution Services Ghana Limited ("*PDS Ghana*")	Ghana	Distribution of power	**30**	30
Joint Ventures				
SBPL	Philippines	Power generation	**51**	51
MRail-DESCO Joint Venture ("*MDJV*")	Philippines	Maintenance of mass transit system	**50**	50
Pure Meridian	Philippines	Renewable energy	**50**	50
St. Raphael	Philippines	Power generation	**50**	50
Mariveles Power	Philippines	Power generation	**–**	49
MPioneer Insurance Inc. ("*MPioneer*")	Philippines	Insurance	**49**	49
Powersource First Bulacan Solar, Inc. ("*First Bulacan*")	Philippines	Renewable energy	**40**	40
Rockwell Business Center Joint Venture ("*RBC JV*")	Philippines	Real estate	**30**	30

The movements in investments in associates and interests in joint ventures are as follows:

	Note	**2019**	2018
		(Amounts in millions)	
Acquisition cost:			
Balance at beginning of year		**₱16,144**	₱14,477
Additions		**6,421**	1,667
Reclassification	*10*	**(946)**	–
Balance at end of year		**21,619**	16,144
Accumulated equity in net losses:			
Balance at beginning of year		**(5,372)**	(4,171)
Equity in net losses		**(1,486)**	(725)
Dividends received		**(546)**	(476)
Balance at end of year		**(7,404)**	(5,372)
Share in remeasurement adjustments on retirement liabilities			
Balance at beginning of year		**(10)**	(10)
Share in actuarial losses		**(2)**	–
Balance at end of the year		**(12)**	(10)
Share in cumulative translation adjustments:			
Balance at beginning of year		**551**	1,150
Translation adjustments		**211**	(599)
Balance at end of year		**762**	551
		₱14,965	₱11,313

The carrying values of investments in associates and interests in joint ventures follow:

	2019	2018
	(Amounts in millions)	
SBPL	**₱7,054**	₱1,306
GBPC	**5,109**	5,138
RBC JV	**1,032**	1,043
RP Energy	**723**	1,024
MPioneer	**306**	377
Indra Philippines	**308**	331
First Bulacan	**137**	112
Pure Meridian	**131**	119
Aclara Meters	**64**	66
St. Raphael	**48**	48
MDJV	**36**	12
PDS Ghana	**15**	15
BPPC	**2**	2
Mariveles Power	**–**	954
FPM Power	**–**	766
	₱14,965	₱11,313

GBPC

GBPC owns an aggregate of 854 *MW* (gross) of coal and diesel-fired power plants in operation in the Visayas which include Panay Energy Development Corporation's ("*PEDC*") 150 *MW* Circulating Fluidized Bed ("*CFB"*) coal-fired facility in Panay Island which achieved commercial operations in January 2018, has a *PSA* with *MERALCO* for its 70 *MW* plant capacity, which has been dispatched since January 2018 until August 25, 2019.

GBPC has a 50% equity interest in Alsons Thermal Energy Corporation ("*ATEC*"). *ATEC* holds 75% equity interest in Sarangani Energy Corporation ("*Sarangani Energy*"). *Sarangani Energy*'s first 105 *MW* (net) *CFB* plant in Maasim, Sarangani started commercial operations in 2016. Another 105 *MW* (net) *CFB* plant completed commissioning and started commercial operations in September 2019.

SBPL

SBPL, which is a joint venture between MGen (51%) and New Growth B.V. (49%), a 100% subsidiary of Electricity Generating Public Company Limited of Thailand ("*EGCO*"), owns and operates a new 455 *MW* (net) supercritical coal-fired power plant in Mauban, Quezon, which began operations on September 26, 2019.

On May 29, 2014, *MERALCO* signed a long-term *PSA* with *SBPL*. The *PSA* was approved by the *ERC* on May 19, 2015.

SBPL has an Omnibus Agreement and related agreements with certain financial institutions providing for a term loan facility in an amount of up to ₱42.15 billion for the financing of the project. The initial drawdown was made on December 1, 2015. *SBPL* has an Operation and Maintenance Agreement with Pearl Energy Philippines Operating, Inc., a wholly owned subsidiary of *QPPL*, for the operations and maintenance of the power plant. The power plant started its synchronization to the grid on April 30, 2019 and has achieved commercial operations on September 26, 2019, upon receipt of the *PAO* from the *ERC*.

RBC JV

RBC JV is a joint venture between Rockwell Land Corporation ("*Rockwell Land*") and *MERALCO* for a pre-agreed cooperation period, pursuant to which *Rockwell Land* built and managed three (3) Business Process Outsourcing-enabled buildings on a non-regulatory asset base property of *MERALCO*. Investment in *RBC JV* represents *MERALCO's* 30% interest in the joint venture, while *Rockwell Land* has 70% interest in *RBC JV*.

RP Energy

On July 22, 2011, *MGen* signed a Shareholders' Agreement with Therma Power, Inc. ("*TPI*") and Taiwan Cogeneration International Corporation – Philippine Branch ("*TCIC*") for the construction and operation of a coal-fired power plant to be located in the Subic Bay Freeport Zone.

Considering the significant delay of the *RP Energy* project and the *SC* judgement invalidating the *PSA* with *MERALCO,* the management is reassessing the project technology to ensure the competitiveness of the plant.

Mariveles Power

On June 16, 2016, *MERALCO* and *Mariveles Power* executed a joint venture agreement to develop, construct, finance, own, operate and maintain a 4 x 132 *MW* coal-fired power plant and associated facilities in Mariveles, Bataan.

On January 23, 2019, an amendatory agreement to the shareholders agreement was executed whereby an affirmative vote of at least one (1) nominee director of each shareholder is no longer required to be obtained for acts of the *BOD* to be effective, provided that the affirmative votes of the majority of the *BOD* present in the meeting have been secured. A series of capital call was issued by *Mariveles Power* in 2019, however, *MGen* waived its right to subscribe to the additional shares, thus reducing its ownership interest from 49% to 10.05%. As a result, *MGen* assessed that joint control in *Mariveles Power* has ceased to exist upon the occurrence of the abovementioned circumstances. Accordingly, *MERALCO* reclassified its investment in *Mariveles Power* to *FVOCI* financial asset in 2019.

The carrying amount and fair value of the investment in *Mariveles Power* at the date of loss of joint control in January 2019 amounted to ₱964.6 million.

FPM Power

FPM Power is 40%-owned by *MERALCO* through *MPG Asia* (a wholly-owned subsidiary of *MGen)* and 60%-owned by First Pacific Company Limited ("*First Pacific*"). *FPM Power* has a 70% equity interest in *PacificLight Power*, which owns and operates a 2 x 400 *MW LNG*-fired power plant in Jurong Island, Singapore. *PacificLight Power*'s wholly owned subsidiary, PacificLight Energy Pte. Ltd., is engaged in energy trading.

In 2019, *MERALCO* re-assessed the estimated recoverable amount of its investment in *FPM Power* in view of the continued depressed market condition in Singapore. As a result of the re-assessment, *MERALCO* recognized provision for impairment on its investment of ₱1,252 and allowance for expected losses on its advances of ₱2,322 million.

See *Note 14 – Financial and Other Current Assets* and *Note 22 – Related Party Transactions.*

MPioneer

In accordance with the Agreement of Shareholders and Subscription of Shares among *MERALCO*, Pioneer Insurance and Surety Corporation ("*Pioneer Insurance*") and *MPioneer*, *MPioneer* issued common shares to *Pioneer Insurance* and *MERALCO*, resulting in a dilution of *MERALCO*'s ownership interest in *MPioneer* to 49%. Under the Agreement, *MERALCO* has the right to sell to *Pioneer Insurance*, and *Pioneer Insurance* has the obligation to buy, *MERALCO*'s 49% stake in *MPioneer* which is exercisable by *MERALCO* at any time during the period from January 1, 2023 to December 31, 2023.

Indra Philippines

Indra Philippines is an *IT* service provider in the country and in the Asia Pacific region, with a wide range of services across various industries. *Indra Philippines* provides services which meet certain of *MERALCO*'s *IT* requirements in the area of system development, outsourcing of Information Systems ("*IS*") and *IT* operations and management consulting.

Pure Meridian

On January 7, 2016, *MERALCO* and Repower Energy Development Corporation ("*REDC*") entered into a joint venture through, *Pure Meridian*, which shall undertake the development of a mini-hydroelectric power project.

First Bulacan

On January 23, 2017, *Spectrum* entered into a shareholders' agreement with Sunseap International Pte Ltd. and Powersource Philippines Development Corporation for the development of solar energy projects through the joint venture, *First Bulacan*. On September 19, 2019, the ownership in *First Bulacan* was acquired by *MGreen* from *Spectrum* at its acquisition cost of ₱142 million. The joint venture is currently developing a 50 *MW* utility scale solar facility in San Miguel, Bulacan. The *ERC* has issued an interim approved rate of ₱4.7268 per *kWh* on the 20-year *PSA* with *MERALCO* as *First Bulacan* filed a motion for reconsideration on the escalation rate. *First Bulacan* has executed an *EPC* contract and is in the final stages of finalizing its loan agreement with a local bank. *First Bulacan* is currently in the process of construction with target completion and commissioning in the 4th quarter of 2020.

Aclara Meters

Aclara Meters is 35% owned by *MERALCO* and 65% owned by Aclara Technology LLC. *Aclara Meters* serves the Philippine market for American National Standard Institute ("*ANSI*")-type Watt-hour meters.

St. Raphael

On April 27, 2016, *MGen* and Semirara Mining and Power Corporation entered a joint venture agreement to develop a 2 x 350 *MW* sub-critical pulverized coal-fired power plant in Calaca, Batangas. The development and operations shall be undertaken by *St. Raphael*, the joint venture entity. Development activities for the project are ongoing and target commercial operations of the power plant is in June 2024.

PDS Ghana

MERALCO, through *MPV Limited*, has 30% equity in *PDS Ghana*. *PDS Ghana* was incorporated in June 2018 and was awarded a 20-year concession for the operations covering the area served by the Electricity Company of Ghana ("*ECG*"). The *ECG* serves nearly 85% of the total energy requirement in Ghana.

In October 2019, *ECG* issued a notice to terminate the concession agreement for the operation and maintenance of its assets. Consequently, the Technical Service Agreement ("*TSA*") between *MPV Limited* and *PDS Ghana* was also terminated.



MDJV

On June 2, 2014, *MRail* and *DESCO* entered into a Joint Venture Agreement for the general overhaul and rehabilitation of three (3) units of diesel electric locomotives by the Philippine National Railways ("*PNR*"). Two (2) units were completed and turned over on January 10, 2017 and one (1) unit on April 19, 2017. The two (2)-year warranty period of the Joint Venture ended in April 2019.

BPPC

BPPC was incorporated and registered with the *SEC* on February 3, 1993 to engage in the power generation business.

In accordance with the Build-Operate-Transfer ("*BOT*") Agreement signed in 1993, First Private Power Corporation ("*FPPC*"), then parent company, constructed the 215 *MW* Bauang Power Plant ("*Bauang Plant*"), and operated the same under a 15-year Cooperation Period up to July 25, 2010.

The *Bauang Plant* has since been turned over to the National Power Corporation ("*NPC*") without any compensation and free of any liens. In 2010, the *SEC* approved the merger of *FPPC* and *BPPC*, with *BPPC* as the surviving entity. *BPPC* management continues to evaluate its investment options in power generation and allied industries.

On November 24, 2017, *BPPC*'s *BOD* and stockholders approved a resolution to amend its articles of incorporation shortening the term of its existence from "50 years from the date of incorporation hereof" to "until June 30, 2019". *BPPC* is still in the process of obtaining the related necessary regulatory approvals.

AF Payments

MERALCO, through *Finserve*, has a 10% equity interest in *AF Payments*. *AF Payments* was incorporated in February 2014 primarily to operate and maintain an electronic payment clearing and settlement system through a contactless automated fare collection system for public utility, including generic contactless micropayment solution. It shall also supply and issue fare media and store value cards or reloadable cards for use in transport and non-transport facilities and operate and maintain the related hardware and software.

Due to the lower than expected penetration rate into the micropayments business, *MERALCO* recognized impairment charge of ₱35 million, ₱30 million and ₱171 million for the years ended December 31, 2019, 2018 and 2017, respectively, on the carrying amount of its investment in *AF Payments*. The recoverable amount of the investment in *AF Payments* was measured using the estimate of the value in use of the investment. The valuation analysis involved discounting estimates of free cash flows by the discount rate of 11.9%. The cash flows were based on the most recent financial budgets and forecasts representing best estimate of ranges of economic conditions that will exist over the forecast period. The forecast period covers the remaining service concession agreement term.

The condensed statements of financial position of material associates follow:

	2019		
	GBPC	***FPM Power***	***RP Energy***
	(Amounts in millions)		
Current assets	**₱20,180**	**₱6,980**	**₱293**
Noncurrent assets	**55,968**	**37,450**	**1,149**
Current liabilities	**(11,441)**	**(29,971)**	**(5)**
Noncurrent liabilities	**(30,565)**	**(5,252)**	**(5)**
Non-controlling interests	**(5,439)**	**1,028**	**–**
Net assets	**₱28,703**	**₱10,235**	**₱1,432**

	2018		
	GBPC	*FPM Power*	*RP Energy*
	(Amounts in millions)		
Current assets	₱22,860	₱6,216	₱357
Noncurrent assets	57,147	47,745	1,767
Current liabilities	(11,456)	(11,648)	(49)
Noncurrent liabilities	(34,474)	(25,979)	(5)
Non-controlling interests	(5,173)	555	–
Net assets	₱28,904	₱16,889	₱2,070

The condensed statements of comprehensive income of material associates are as follows:

	2019			2018			2017		
	GBPC	***FPM Power***	*RP Energy*	*GBPC*	*FPM Power*	*RP Energy*	*GBPC*	*FPM Power*	*RP Energy*
	(Amounts in millions)								
Revenues	**₱24,767**	**₱36,909**	**₱12**	₱27,183	₱38,356	₱11	₱23,780	₱28,494	₱8
Costs and expenses	**(21,206)**	**(42,591)**	**(653)**	(24,070)	(41,164)	(753)	(20,399)	(29,745)	(50)
Net income (loss)	**3,561**	**(5,682)**	**(641)**	3,113	(2,808)	(742)	3,381	(1,251)	(42)
Non-controlling interests	**(1,268)**	**950**	**–**	(1,033)	994	–	(977)	877	–
Net income (loss) attributable to equity holders of the parent	**2,293**	**(4,732)**	**(641)**	2,080	(1,814)	(742)	2,404	(374)	(42)
Other comprehensive income	**–**	**528**	**–**	–	(1,503)	–	–	213	–
Total comprehensive income (loss)	**₱2,293**	**(₱4,204)**	**(₱641)**	₱2,080	(₱3,317)	(₱742)	₱2,404	(₱161)	(₱42)
Dividends received	**₱350**	**₱–**	**₱–**	₱350	₱–	₱–	₱–	₱–	₱–

The reconciliation of the net assets of the foregoing material associates to the carrying amounts of investments and advances in these associates recognized in the consolidated statements of financial position is as follows:

	2019		
	GBPC	***FPM Power****	***RP Energy***
	(Amounts in millions, except % of ownership)		
Net assets of associates	**₱28,703**	**₱10,235**	**₱1,432**
Proportionate ownership in associates (%)	**14**	**40**	**47**
	4,018	**4,094**	**673**
Goodwill	**1,091**	**–**	**50**
	₱5,109	**₱4,094**	**₱723**

* See *Note 14 – Financial and Other Current Assets*.

	2018		
	GBPC	*FPM Power**	*RP Energy*
	(Amounts in millions, except % of ownership)		
Net assets of associates	₱28,904	₱16,889	₱2,070
Proportionate ownership in associates (%)	14	40	47
	4,047	6,756	974
Goodwill	1,091	–	50
	₱5,138	₱6,756	₱1,024

* See *Note 14 – Financial and Other Current Assets*.

The following is the aggregate information of associates that are considered as not individually material:

	2019	2018	2017
		(Amounts in millions)	
Share in net income (loss)	**₱23**	₱28	(₱1)
Share in other comprehensive income (loss)	**(3)**	1	2
Share in total comprehensive income (loss)	**₱20**	₱29	₱1
Dividends received	**₱80**	₱21	₱10

Joint Ventures

The condensed statements of financial position of material joint ventures follow:

	2019	
	RBC JV	***SBPL***
	(Amounts in millions)	
Current assets	**₱1,182**	**₱5,357**
Noncurrent assets	**2,830**	**55,019**
Current liabilities	**(572)**	**(6,585)**
Noncurrent liabilities	**–**	**(39,960)**
Net assets	**₱3,440**	**₱13,831**

	2018		
	RBC JV	*SBPL*	*Mariveles Power*
	(Amounts in millions)		
Current assets	₱1,021	₱1,081	₱18
Noncurrent assets	2,981	45,834	1,961
Current liabilities	(524)	(947)	(32)
Noncurrent liabilities	–	(43,408)	–
Net assets	₱3,478	₱2,560	₱1,947

The foregoing condensed statements of financial position include the following:

	2019	
	RBC JV	***SBPL***
	(Amounts in millions)	
Cash and cash equivalents	**₱1,006**	**₱1,574**
Current financial liabilities (excluding trade payables)	**(41)**	**(2,361)**

	2018		
	RBC JV	*SBPL*	*Mariveles Power*
	(Amounts in millions)		
Cash and cash equivalents	₱822	₱935	₱18
Current financial liabilities (excluding trade payables)	(59)	(920)	(31)

The condensed statements of comprehensive income of material joint ventures are as follows:

	2019		2018			2017		
	RBC JV	***SBPL***	*RBC JV*	*SBPL*	*Mariveles Power*	*RBC JV*	*SBPL*	*Mariveles Power*
			(Amounts in millions)					
Revenues	**₱738**	**₱5,178**	₱699	₱–	₱–	₱689	₱–	₱–
Costs and expenses	**(196)**	**(4,457)**	(207)	(250)	–	(331)	(154)	(10)
Other income - net	**20**	**6**	10	2	1	135	1	–
Provision for income tax - net	**(134)**	**7**	(121)	119	–	(116)	49	–
Net income (loss)	**₱428**	**₱734**	₱381	(₱129)	₱1	₱377	(₱104)	(10)
Dividends received	**₱116**	**₱–**	₱105	₱–	₱–	₱113	₱–	₱–

The foregoing condensed statements of comprehensive income include the following:

	2019		2018			2017		
	RBC JV	***SBPL***	*RBC JV*	*SBPL*	*Mariveles Power*	*RBC JV*	*SBPL*	*Mariveles Power*
			(Amounts in millions)					
Depreciation	**₱206**	**₱4**	₱208	₱3	₱–	₱206	₱3	₱–
Interest income	**(20)**	**(6)**	(10)	(1)	–	(9)	(1)	–
Provision for income tax - net	**134**	**7**	121	119	–	116	49	–

The reconciliation of the net assets of the foregoing material joint ventures to the carrying amounts of investments in these joint ventures recognized in the consolidated statements of financial position is as follows:

	2019	
	RBC JV	***SBPL***
	(Amounts in millions, except % of ownership)	
Net assets of joint ventures	**₱3,440**	**₱13,831**
Proportionate ownership in joint ventures (%)	**30**	**51**
	₱1,032	**₱7,054**

	2018		
	RBC JV	*SBPL*	*Mariveles Power*
	(Amounts in millions, except % of ownership)		
Net assets of joint ventures	₱3,478	₱2,560	₱1,947
Proportionate ownership in joint ventures (%)	30	51	49
	₱1,043	₱1,306	₱954

The following is the condensed financial information of joint ventures which are considered as not material:

	2019	2018	2017
		(Amounts in millions)	
Share in net income (loss)	**(₱45)**	(₱17)	(₱18)
Share in other comprehensive income	**–**	–	–
Share in total comprehensive income (loss)	**(₱45)**	(₱17)	(₱18)
Dividends received	**₱–**	₱–	₱–

9. Investment Properties

The movements in investment properties are as follows:

	2019		
	Land	**Buildings and Improvements**	**Total**
		(Amounts in millions)	
Cost:			
Balance at beginning of year	**₱1,427**	**₱202**	**₱1,629**
Additions	**–**	**1**	**1**
Others	**–**	**3**	**3**
Balance at end of year	**1,427**	**206**	**1,633**
Less accumulated depreciation:			
Balance at beginning of year	**–**	**127**	**127**
Depreciation	**–**	**4**	**4**
Balance at end of year	**–**	**131**	**131**
	₱1,427	**₱75**	**₱1,502**

	2018		
	Land	Buildings and Improvements	Total
	(Amounts in millions)		
Cost:			
Balance at beginning of year	₱1,427	₱204	₱1,631
Disposals	–	(2)	(2)
Balance at end of year	1,427	202	1,629
Less accumulated depreciation:			
Balance at beginning of year	–	122	122
Depreciation	–	5	5
Balance at end of year	–	127	127
	₱1,427	₱75	₱1,502

Investment properties consist of real properties held for capital appreciation, former substation sites and other non-regulatory asset base real properties. Some of these investment properties are being leased out.

The aggregate fair values of the investment properties as at December 31, 2019 and 2018 are as follows:

	2019	2018
	(Amounts in millions)	
Land	**₱4,501**	₱4,501
Buildings and improvements	**197**	194

Land pertains primarily to properties where the business process outsourcing buildings and "Strip" mall are located and other non-regulated asset base properties.

The fair values of investment properties were determined by independent, professionally qualified appraisers. The fair value represents the price that would be received to sell an investment property in an orderly transaction between market participants at the measurement date.

The fair value disclosures of the investment properties are categorized as Level 3 as there is no active market for identical or similar properties. The inputs include price per square meter ranging from ₱100 to ₱155,000. There have been no changes in the valuation techniques used.

In conducting the appraisal, the independent professional appraisers used one (1) of the following approaches:

a. Market Data or Comparative Approach

   Under this approach, the value of the property is based on sales and listings of comparable property registered within the vicinity. This approach requires the establishment of a comparable property by reducing comparative sales and listings to a common denominator with the subject property. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparables. The properties used are either situated within the immediate vicinity or at different floor levels of the same building, whichever is most appropriate to the property being valued. Comparison was premised on the following: location, size and physical attributes, selling terms, facilities offered and time element.

b. Depreciated Replacement Cost Approach

This method of valuation considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation based on physical wear and tear and obsolescence.

10. Financial and Other Noncurrent Assets

This account consists of:

	Note	**2019**	2018
		(Amounts in millions)	
Financial assets:			
Debt securities at amortized cost	*14 and 26*	**₱25,588**	₱29,371
Financial assets at *FVOCI*	*8 and 26*	**4,514**	3,890
Advance payments to supplier and others	*26 and 29*	**5,698**	3,619
Nonfinancial assets:			
Under-recoveries of pass-through charges - net	*2*	**5,862**	5,185
Intangible assets	*7*	**1,764**	2,057
Deferred input *VAT*		**1,548**	1,534
Receivable from the *BIR*		**181**	181
Goodwill		**35**	35
Retirement surplus	*25*	**–**	699
Others		**2,792**	2,875
		₱47,982	₱49,446

Debt Securities at Amortized Cost

The details of debt securities at amortized cost are as follows:

	2019			2018		
	Current Portion (see *Note 14*)	**Noncurrent Portion**	**Total**	Current Portion (see *Note 14*)	Noncurrent Portion	Total
			(Amounts in millions)			
Government securities	**₱7,769**	**₱19,539**	**₱27,308**	₱10,193	₱25,099	₱35,292
Private debt securities	**7,160**	**6,049**	**13,209**	–	4,272	4,272
	₱14,929	**₱25,588**	**₱40,517**	₱10,193	₱29,371	₱39,564

This account represents investments in government securities issued by the Republic of Philippines and private debt securities issued by Philippine listed corporations.

Financial Assets at *FVOCI*

The details of financial assets at *FVOCI* are as follows:

	2019	2018
	(Amounts in millions)	
Investment in debt securities:		
Government securities	**₱2,166**	₱2,946
Corporate bonds and other investments	**1,045**	613
Investments in shares of stock and club shares	**1,303**	331
	₱4,514	₱3,890

The balance of *FVOCI* in 2019 includes investment in Mariveles Power amounting to ₱964.6 million.

Interest income from debt and equity securities amounted to ₱1,867 million, ₱1,268 million and ₱1,300 million for the years ended December 31, 2019, 2018 and 2017, respectively.

See *Note 8 – Investments in Associates and Interests in Joint Ventures.*

The rollforward of unrealized fair value gains (losses) on quoted *FVOCI* financial assets, net of tax, included in the consolidated statements of financial position follows:

	2019	2018
	(Amounts in millions)	
Balance at beginning of year	**(₱295)**	(₱160)
Unrealized fair value gains (losses) on fair value changes on:		
Debt securities	**507**	(200)
Equity securities	**15**	65
Balance at end of year	**₱227**	(₱295)

Intangible Assets

The movements of intangible assets are as follows:

		2019			
	Note	**Software**	**Franchise**	**Land and Leasehold Rights**	**Total**
			(Amounts in millions)		
Cost:					
Balance at beginning of year		**₱5,308**	**₱49**	**₱431**	**₱5,788**
Additions		**441**	**–**	**106**	**547**
Retirement		**(241)**	**–**	**–**	**(241)**
Reclassification	*7*	**(117)**	**–**	**–**	**(117)**
Balance at end of year		**5,391**	**49**	**537**	**5,977**
Less accumulated amortization:					
Balance at beginning of year		**3,437**	**–**	**294**	**3,731**
Amortization		**690**	**–**	**33**	**723**
Retirement		**(241)**	**–**	**–**	**(241)**
Balance at end of year		**3,886**	**–**	**327**	**4,213**
		₱1,505	**₱49**	**₱210**	**₱1,764**

	2018			
	Software	Franchise	Land and Leasehold Rights	Total
		(Amounts in millions)		
Cost:				
Balance at beginning of year	₱4,873	₱49	₱431	₱5,353
Additions	435	–	–	435
Balance at end of year	5,308	49	431	5,788
Less accumulated amortization:				
Balance at beginning of year	2,823	–	276	3,099
Amortization	614	–	18	632
Balance at end of year	3,437	–	294	3,731
	₱1,871	₱49	₱137	₱2,057

Deferred Input VAT

The amount includes portion of input *VAT* incurred and paid in connection with purchase of capital assets in excess of ₱1 million per month. As provided for under *RA* No. 9337 ("*EVAT Law*"), said portion of input *VAT* shall be deferred and credited evenly over the estimated useful lives of the related capital assets or 60 months, whichever is shorter, against the output *VAT* due.

Net Under-Recoveries of Pass-through Charges

This account represents generation, transmission and other pass-through costs incurred by *MERALCO* and *Clark Electric* as *DU*s and which are still to be billed, covered by the approved recovery mechanism of the *ERC*. The balance also includes other net under-recoveries of generation, transmission and other pass-through charges of current and prior years, which are the subject of various applications for recovery and approval by the *ERC*.

Allowance for *ECL* on net under-recoveries of pass-through charges amounted to ₱3,146 million and ₱4,720 million as at December 31, 2019 and 2018, respectively.

See *Note 12 - Trade and Other Receivables*.

11. Cash and Cash Equivalents

This account consists of:

	2019	2018
	(Amounts in millions)	
Cash on hand and in banks	**₱8,375**	₱8,574
Cash equivalents	**29,887**	27,897
	₱38,262	₱36,471

Cash in banks earns interest at prevailing bank deposit rates. Cash equivalents are temporary cash investments, which are made for varying periods up of to three (3) months depending on *MERALCO Group*'s immediate cash requirements, and earn interest at the prevailing short-term investment rates.

Interest income on cash in banks and cash equivalents amounted to ₱1,283 million, ₱1,517 million and ₱789 million for the years ended December 31, 2019, 2018 and 2017, respectively.

12. Trade and Other Receivables

This account consists of:

	Note	**2019**	2018
		(Amounts in millions)	
Trade:			
Electricity	*22, 23 and 26*	**₱25,885**	₱24,487
Service contracts		**5,424**	4,511
Unbilled receivables	*23*	**1,682**	1,220
Nontrade	*22 and 26*	**2,002**	2,805
		34,993	33,023
Less allowance for expected credit losses		**2,385**	1,680
		₱32,608	₱31,343

Movements in allowance for expected credit losses for trade and other receivables are as follows:

	2019			
	Balance at Beginning of Year	**Provisions**	**Write-offs**	**Balance at End of Year**
		(Amounts in millions)		
Trade - electricity	**₱1,360**	**₱404**	**(₱3)**	**₱1,761**
Other trade receivables	**318**	**304**	**–**	**622**
Nontrade receivables	**2**	**–**	**–**	**2**
	₱1,680	**₱708**	**(₱3)**	**₱2,385**

	2018			
	Balance at Beginning of Year	Provisions (Reversals)	Write-offs	Balance at End of Year
		(Amounts in millions)		
Trade - electricity	₱3,307	(₱1,840)	(₱107)	₱1,360
Other trade receivables	229	173	(84)	318
Nontrade receivables	2	–	–	2
	₱3,538	(₱1,667)	(₱191)	₱1,680

	2019				2018			
	Trade - Electricity	**Other Trade Receivables**	**Nontrade Receivables**	**Total**	Trade - Electricity	Other Trade Receivables	Nontrade Receivables	Total
			(Amounts in millions)					
Individually impaired	**₱845**	**₱622**	**₱2**	**₱1,469**	₱768	₱318	₱2	₱1,088
Collectively impaired	**916**	**–**	**–**	**916**	592	–	–	592
	₱1,761	**₱622**	**₱2**	**₱2,385**	₱1,360	₱318	₱2	₱1,680

Trade Receivables – Electricity

Trade receivables of *MERALCO* and *Clark Electric* include charges for pass-through costs. Pass-through costs of *MERALCO* consist of generation, transmission and *SL* charges, which represent 59%, 8% and 4%, respectively, of the total billed amount in 2019 and 57%, 9% and 4%, respectively, of the total billed amount in 2018. Billed receivables are due 10 days after bill date. *MERALCO*'s and *Clark Electric*'s trade receivables are noninterest-bearing and are substantially secured by bill deposits. Electricity consumed after the meter reading cut-off dates, which will be billed to customers in the immediately following billing period, is included as part of trade receivables.

See *Note 26 – Financial Assets and Financial Liabilities.*

Trade Receivables – Service Contracts

Service contracts receivable arise from contracts entered into by the *MIESCOR Group*, *e-MVI Group*, *CIS Group*, *MRail*, *MServ*, *Finserve*, *Comstech, eSakay* and *Spectrum* for construction, engineering, consulting and related manpower, light rail maintenance, telecommunications and data transport, e-transactions and bills collection, tellering and e-business development, energy systems management and harnessing renewable energy to third parties.

Receivables from service contracts and others are noninterest-bearing and are generally on 30- to 90-day terms.

See *Note 10 – Financial and Other Noncurrent Assets*.

13. **Inventories**

	2019	2018
	(Amounts in millions)	
Materials and supplies:		
At cost	**₱4,764**	₱4,011
At net realizable value ("*NRV*")	**4,558**	3,812
Materials and supplies at *NRV*	**₱4,558**	₱3,812

The net realizable value of inventories is net of allowance for inventory obsolescence of ₱205 million and ₱199 million as at December 31, 2019 and 2018, respectively. There were no inventory written off as at December 31, 2019 and 2018.

14. **Financial and Other Current Assets**

	Note	**2019**	2018
		(Amounts in millions)	
Financial assets:			
Short-term investments		**₱18,185**	₱21,769
Debt securities at amortized cost	*10 and 26*	**14,929**	10,193
Advances to an associate - net	*8, 22 and 26*	**3,454**	6,007
Current portion of advance payments to a supplier	*26*	**180**	187

(Forward)

	Note	**2019**	2018
		(Amounts in millions)	
Nonfinancial assets:			
Prepayments		**₱2,670**	₱2,621
Prepaid tax		**1,380**	1,260
Input *VAT*		**1,207**	757
Others		**256**	924
		₱42,261	₱43,718

Short-term investments are temporary cash placements for varying period beyond three (3) months but not exceeding 12 months, and earn interest at the prevailing short-term placement investment rates.

Pass-through *VAT* pertains to *VAT* on generation and transmission costs billed to the *DU*, which are in turn billed to the customers. Remittance of such pass-through *VAT* to the generation companies is based on collection of billed receivables from the customers.

15. Equity

Common Stock

	2019	2018
	(In millions, except par value)	
Authorized number of shares- ₱10 par value per share	**1,250**	1,250
Issued and outstanding - number of shares	**1,127**	1,127

There was no movement in the number of shares of *MERALCO*'s common stock.

The common shares of *MERALCO* were listed on the *PSE* on January 8, 1992. There are 42,114 and 42,687 shareholders of *MERALCO*'s common shares as at December 31, 2019 and 2018, respectively.

Unappropriated Retained Earnings

The unappropriated retained earnings include accumulated earnings of subsidiaries, associates and joint ventures, the balance of *MERALCO*'s revaluation increment in utility plant and others and investment properties carried at deemed cost, deferred tax assets and unrealized foreign exchange gains totaling to ₱55,598 million and ₱45,234 million as at December 31, 2019 and 2018, respectively. These amounts are restricted for dividend declaration purposes as of the close of the respective reporting.

The following are the cash dividends declared on common shares in 2019, 2018 and 2017:

Declaration Date	Record Date	Payment Date	Dividend Per Share	Amount
				(In millions)
July 29, 2019	August 20, 2019	September 20, 2019	₱5.46	₱6,158
February 26, 2019	March 22, 2019	April 15, 2019	10.59	11,941
July 30, 2018	August 29, 2018	September 24, 2018	5.31	5,985
February 26, 2018	March 28, 2018	April 25, 2018	8.07	9,090
August 3, 2017	August 30, 2017	September 22, 2017	8.93	10,059
February 27, 2017	March 27, 2017	April 21, 2017	9.30	10,482

The *BOD*-approved dividend policy of *MERALCO* consists of (i) regular cash dividends equivalent to 50% of *CCNI* for the year, and (ii) special dividend determined on a "look-back" basis. Declaration and payment of special dividend are dependent on the availability of unrestricted retained earnings and availability of free cash. The declaration, record and payment dates shall be consistent with the guidelines and regulations of the Philippine *SEC*.

Treasury Shares

Treasury shares represent 172,412 subscribed shares and the related rights of employees who have opted to withdraw from the *ESPP* in accordance with the provisions of the *ESPP* and which *MERALCO* purchased.

16. Interest-bearing Long-term Financial Liabilities

This account consists of the following:

	2019	2018
	(Amounts in millions)	
Long-term portion of interest-bearing financial liabilities - long-term debt	**₱12,745**	₱24,745
Current portion of interest-bearing financial liabilities:		
Long-term debt	**3,636**	356
Redeemable preferred stock	**1,479**	1,487
	5,115	1,843
	₱17,860	₱26,588

All of the redeemable preferred shares have been called as at June 30, 2011, consistent with the terms of the Preferred Shares Subscription Agreement. The accrued interests amounted to ₱250 million as at December 31, 2019 and 2018. Interest is no longer accrued when the preferred shares are called for redemption.

The details of interest-bearing long-term financial liabilities are as follows:

	2019	2018
	(Amounts in millions)	
Fixed Rate Loans		
₱7.0 Billion 12-year Bonds	**₱7,000**	₱7,000
₱11.5 Billion 7-year Bonds	**3,179**	11,500
₱7.2 Billion Note Facility Agreement	**5,400**	5,760
₱600 Million Term Loan Facilities	**540**	540
₱350 Million Note Facility Agreements	**280**	350
₱130 Million Term Loan Facility	**35**	58
₱27 Million Term Loan Facility	**27**	–
Total long-term debt	**16,461**	25,208
Less unamortized debt issuance costs	**80**	107
	16,381	25,101
Redeemable Preferred Stock	**1,479**	1,487
	17,860	26,588
Less current portion	**5,115**	1,843
Long-term portion of interest-bearing financial liabilities	**₱12,745**	₱24,745

All of the interest-bearing long-term financial liabilities as at December 31, 2019 and 2018 are denominated in Philippine peso. The scheduled maturities of the outstanding long-term debt at nominal values as at December 31, 2019 are as follows:

	Amount
	(In millions)
Less than one (1) year	₱3,665
One (1) year up to two (2) years	475
More than two (2) years up to three (3) years	464
More than three (3) years up to four (4) years	464
More than four (4) years up to five (5) years	4,054
More than five (5) years	7,339
	₱16,461

₱18.5 Billion Fixed Rate Puttable Bonds

In December 2013, *MERALCO* offered, sold and issued by way of public offering in the Philippines, 7- and 12-year corporate bonds, puttable in five (5) and 10 years, respectively, with an aggregate principal amount of up to ₱15.5 billion and with an overallotment option of up to ₱5.0 billion. The 12-year corporate bonds also include a call option, whereby *MERALCO* may redeem (in whole but not in part only) the outstanding bonds on the 7th year from issue date at the early redemption price of 101.0%. The put and call options are clearly and closely related to the host instruments, and thus, were not recognized separately.

The net proceeds of the bonds were utilized for refinancing certain loans including principal payments, accrued interest, prepayment penalties and other financing costs.

Holders of the 7-year bonds totaling ₱8.32 billion exercised the put option, which were settled by *MERALCO* in March 2019. As at December 31, 2019, the outstanding balance of the 7-year bonds was ₱3.2 billion and classified as part of current portion of interest-bearing long-term financial liabilities.

₱7.2 Billion Note Facility Agreement

In February 2014, *MERALCO* entered into a ₱7,200 million, 10-year Fixed Rate Note Facility Agreement due in February 2024. The principal is payable in nominal annual amortizations with a balloon payment upon final maturity.

₱600 Million Term Loan Facilities

MServ obtained a total of ₱600 million, 10-year fixed rate term loans. The principal amount is payable over 10 years until January 2027.

₱350 Million Note Facility Agreements

In July 2018, *MServ* obtained a total of ₱350 million, five (5)-year Fixed Rate Note Facility Agreements due in July 2023. The principal amount is payable semi-annually over five (5) years until July 2023.

₱130 Million Term Loan Facility

On June 27, 2014, *MIESCOR* obtained a ₱130 million, seven (7)-year fixed rate term loan. The principal is payable over six (6) years until June 2021.

₱27 Million Term Loan Facility

On November 8, 2019, *eSakay* obtained a ₱27 million, seven (7)-year fixed rate term loan. The principal amount is payable over seven (7) years until November 2026.

The annual interest rates for the interest-bearing financial liabilities range from 4.38% to 6.00% and 4.38% and 5.50% as at December 31, 2019 and 2018.

Debt Covenants

MERALCO's loan agreements require compliance with debt service coverage of 1.1 times calculated on specific measurement dates. The agreements also contain restrictions with respect to creation of liens or encumbrances on assets, issuance of guarantees, mergers or consolidations, disposition of a significant portion of its assets and related party transactions.

As at December 31, 2019 and 2018, *MERALCO* is in compliance with all of the covenants of the loan agreements.

Interest expense on interest-bearing long-term financial liabilities amounted to ₱606 million, ₱930 million and ₱1,057 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Unamortized Debt Issuance Costs

The following presents the changes to the unamortized debt issuance costs:

	Note	**2019**	2018
		(Amounts in millions)	
Balance at beginning of year		**₱107**	₱128
Additions		**–**	5
Amortization charged to interest and other financial charges	*24*	**(27)**	(26)
Balance at end of year		**₱80**	₱107

Redeemable Preferred Stock

The movements in the number of shares of the redeemable preferred stock, which have all been called, are as follows:

	2019	2018
Balance at beginning of year	**148,701,324**	149,615,014
Redemptions	**(820,552)**	(913,690)
Balance at end of year	**147,880,772**	148,701,324

The original "Terms and Conditions" of *MERALCO*'s Special Stock Subscription Agreement, which required an applicant to subscribe to preferred stock with 10% dividend to cover the cost of extension of, or new, distribution facilities, have been amended by the *Magna Carta* and the *DSOAR,* effective June 17, 2004 and January 18, 2006, respectively. The amendment sets forth the guidelines for the issuance of preferred stock, only if such instrument is available.

17. Customers' Deposits

This account consists of:

	2019			2018		
	Current Portion (see *Note 21*)	**Noncurrent Portion**	**Total**	Current Portion (see *Note 21*)	Noncurrent Portion	Total
			(Amounts in millions)			
Bill deposits	**₱2,557**	**₱28,247**	**₱30,804**	₱2,149	₱27,024	₱29,173
Meter deposits	**313**	**–**	**313**	312	–	312
	₱2,870	**₱28,247**	**₱31,117**	₱2,461	₱27,024	₱29,485

Bill Deposits

Bill deposits serve to guarantee payment of bills by a customer.

As provided in the *Magna Carta* and *DSOAR*, all captive customers are required to pay a deposit to the *DU,* equivalent to the estimated monthly bill calculated based on applied load, which shall be recognized as bill deposit of the captive customer. Such deposit shall be updated annually based on the historical 12-month average bill. A captive customer who has paid his electric bills on or before due date for three (3) consecutive years may apply for the full refund of the bill deposit, together with

the accrued interests, prior to the termination of his service; otherwise bill deposits and accrued interests shall be refunded within one (1) month from the termination of service, provided all bills have been paid.

On February 22, 2010, the amended *DSOAR,* which became effective on April 1, 2010, was promulgated by the *ERC*. Under the amended *DSOAR,* interest on bill deposits for both residential and non-residential customers shall be computed using the equivalent peso savings account interest rate of the Land Bank of the Philippines ("*Land Bank*") or other government banks, on the first working day of the year, subject to the confirmation of the *ERC.*

As provided for under *ERC* Resolution No. 1, *A Resolution Adopting the Revised Rules for the Issuance of Licenses to Retail Electricity Suppliers*, a local *RES* may require security deposits from its contestable customers, which shall earn interest equivalent to the actual interest earnings of the total amount of deposits received from the customers.

The following are the movements of the bill deposits account:

	Note	**2019**	2018
		(Amounts in millions)	
Balance at beginning of year		**₱29,173**	₱26,555
Additions		**5,615**	5,205
Refunds		**(3,984)**	(2,587)
Balance at end of year		**30,804**	29,173
Less portion maturing within one year	*21*	**2,557**	2,149
Noncurrent portion of bill deposits and related interests		**₱28,247**	₱27,024

Interest expense on bill deposits amounted to ₱34 million, ₱31 million and ₱65 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Meter Deposits

Meter deposits were intended to guarantee the cost of meters installed.

The *Magna Carta* for residential customers (effective July 19, 2004) and *DSOAR* (effective February 2, 2006) for non-residential customers exempt all customer groups from payment of meter deposits beginning July 2004 for residential customers and April 2006 for non-residential customers.

The *ERC* released Resolution No. 8, Series of 2008, otherwise known as "Rules to Govern the Refund of Meter Deposits to Residential and Non-Residential Customers" ("*Rules*") which required the refund of meter deposits from the effectivity of said *Rules* on July 5, 2008. Under the *Rules*, a customer has the option of receiving his refund in cash, check, credit to future monthly billings, or as an offset to other due and demandable claims of the *DU* against him.

The total amount of refund shall be equivalent to the meter deposit paid by the customer plus the total accrued interest earned from the time the customer paid the meter deposit until the day prior to the start of refund.

On August 8, 2008, in compliance with the *Rules*, *MERALCO* submitted to the *ERC* an accounting of the total meter deposit principal and interest amount for refund. The actual refund of meter deposits commenced on November 3, 2008.



In May 2014, *MERALCO* implemented automatic crediting or offsetting of the remaining unclaimed meter deposit refund ("*MDR*") as approved by *ERC*, including all accrued interests to the corresponding existing and active service contracts. This was done after releasing a "Final Notice" to advice our customers, particularly those who have not yet claimed their *MDR*, to claim the same prior to *MERALCO*'s implementation of auto-crediting. Thus, all remaining unclaimed *MDR* as reported to the *ERC* as at December 31, 2014 were only for terminated services.

In May 2016, the *ERC* promulgated *ERC* Resolution No. 12, Series of 2016 entitled, "Amended Rules to Govern the Refund of Meter Deposits to Residential and Non-Residential Consumers," directing all *DU*s to deposit all unclaimed meter deposits including all accrued interests in a government or commercial bank under a single savings account and in the name of the *DU* strictly intended for the claimants of meter deposits. Further, customers were given until December 31, 2017 within which to claim their *MDR*, to be facilitated by the *DU*; otherwise, all unclaimed meter deposits, including accrued interest will be subject to an escheat proceeding in favor of the government.

In compliance with said *ERC* directive, in July 2016, *MERALCO* deposited unclaimed meter deposits in a single savings account. In May 2017, *MERALCO* submitted the required reports to the *ERC* in compliance with the *ERC*'s directive to all *DU*s pursuant to *ERC* Resolution No. 13, Series of 2016, entitled, "Guidelines to Govern the Audit Process of Meter Deposit Refund to Residential and Non-Residential Customers."

In April 2018, *MERALCO* submitted to the *ERC* the total amount of unclaimed *MDR* that will be subject of regulatory directive. As at February 24, 2020, *MERALCO* is waiting for directive from the *ERC* on the next steps with respect to the unclaimed meter deposits.

18. Provisions

Provisions consist of amounts recognized related to certain proceedings and claims against *MERALCO Group*, among others. The movements follow:

	Note	**2019**	2018
		(Amounts in millions)	
Balance at beginning of year		**₱32,550**	₱34,111
Provisions (reversals) for the year – net		**2,063**	(1,265)
Settlements		**(422)**	(296)
Balance at end of year		**34,191**	32,550
Less current portion	*21*	**16,835**	15,108
Noncurrent portion of provisions		**₱17,356**	₱17,442

The balance of provisions substantially represents the amounts of claims related to a commercial contract which remains unresolved and local taxes being contested as discussed in *Note 28 – Contingencies and Legal Proceedings*, consistent with the limited disclosure as allowed in *PFRS.*

19. Customers' Refund

This account represents the balance of the refund related to the *SC* decision promulgated on April 30, 2003, which is continuously being refunded based on documents presented by claimants.

In June 2003, the *ERC,* in the implementation of the *SC* decision, ordered *MERALCO* to refund to its customers an equivalent ₱0.167 per *kWh* for billings made from February 1994 to April 2003.

On February 1, 2011, *MERALCO* filed a motion with the *ERC* to: (i) allow it to continue with the implementation of the refund to eligible accounts or customers under Phases I to IV, for another five (5) years from the end of Phase IV-B, or from the end of December 2010 to the end of December 2015; and (ii) adopt its proposed procedures for the implementation of the *SC* refund during the extended period. The *ERC* approved *MERALCO*'s motion in its Order dated February 7, 2011.

On December 18, 2015, *MERALCO* filed a Motion seeking the *ERC's* approval to continue refunding to eligible accounts or customers under Phases I to IV, for three (3) years from January 1, 2016 or until December 31, 2018.

In an Order dated February 4, 2019, the *ERC* authorized *MERALCO* to continue with the implementation of the refund to eligible customers until June 30, 2019. The *ERC* also required *MERALCO* to submit information and documents related to the customers' refund , including a proposed scheme on how the unclaimed refund will be utilized for purposes of reducing the distribution rates of customers. On February 18, 2019, *MERALCO* filed a Partial Compliance with Manifestation and Motion. On March 8, 2019, *MERALCO* filed a Compliance with Manifestation and Motion. On July 12, 2019, *MERALCO* filed its Compliance with Manifestation informing the *ERC* that on July 1, 2019, *MERALCO* deposited all the unclaimed amounts of the *SC* Refund as of June 30, 2019 in a separate interest-bearing account. *MERALCO* further manifested in said Compliance that it shall continue with the processing of the refund claims of eligible customers and should the refund claims of these customers be evaluated to be valid, *MERALCO* shall, for the benefit of the customers, withdraw the refund amount from the bank account, release the same to the concerned customers and accordingly inform the *ERC* of such fact. On September 10, 2019, *MERALCO* filed an Urgent Manifestation and Motion with respect to the Order dated December 19, 2018 of the *ERC*. The *ERC* has yet to rule on the Urgent Manifestation and Motion by *MERALCO*. As at February 24, 2020, *MERALCO* is still processing the refund claims of eligible customers.

See *Note 2 – Rate Regulations*.

20. Notes Payable

Notes payable represent unsecured interest-bearing working capital loans obtained from local banks. Annual interest rates were up to 6.48% to 7.50% as at December 31, 2019 and 2018, respectively.

Interest expense on notes payable amounted to ₱896 million, ₱481 million and ₱348 million for the years ended December 31, 2019, 2018 and 2017, respectively.

21. Trade Payables and Other Current Liabilities

This account consists of the following:

	Note	**2019**	2018
		(Amounts in millions)	
Trade accounts payable	*22 and 23*	**₱39,520**	₱37,564
Provisions	*18 and 28*	**16,835**	15,108
Taxes		**10,830**	11,151
Accrued expenses:			
Employee benefits		**1,809**	1,747
Interest	*16*	**246**	179
Others		**1,753**	1,531
Current portions of:			
Bill deposits and related interests	*17*	**2,557**	2,149
Deferred income		**994**	987
Meter deposits and related interests	*17*	**313**	312
Refundable service extension costs		**1,468**	3,127
Dividends payable on:			
Common stock	*15*	**1,037**	1,247
Redeemable preferred stock	*16*	**250**	250
Payable to customers		**8,376**	7,766
Universal charges payable	*31*	**2,837**	2,986
FiT-All payable	*31*	**1,257**	1,313
Regulatory fees payable		**226**	196
Other current liabilities		**3,372**	2,843
		₱93,680	₱90,456

Trade Accounts Payable

Trade accounts payable mainly represent obligations to power generating companies, National Grid Corporation of the Philippines ("*NGCP*") and Independent Electricity Market Operator of the Philippines Inc. ("*IEMOP*") for cost of power purchased and transmission services. In addition, this account includes liabilities due to local and foreign suppliers for purchases of goods and services, consisting of transformers, poles, materials and supplies, and contracted services, among others.

Trade payables are non-interest-bearing and are generally settled within 15 to 30 days from the receipt of invoice. Other payables are non-interest-bearing and due within one (1) year from incurrence.

See *Note 22 – Related Party Transactions, Note 23 – Revenue and Purchased Power* and *Note 29 – Significant Contracts and Commitments.*

Refundable Service Extension Costs

Article 14 of the *Magna Carta*, specifically, "Right to Extension of Lines and Facilities", requires a customer requesting for an extension of lines and facilities beyond 30-meter service distance from the nearest voltage facilities of the *DU* to advance the cost of the project. The amended *DSOAR*, which became effective April 1, 2010, requires such advances from customers to be refunded at the rate of 75% of the distribution revenue generated from the extension lines and facilities until such amounts are fully refunded. The related asset shall form part of the rate base only as the refund is paid out. Customer advances are non-interest-bearing.

As at December 31, 2019 and 2018, the noncurrent portion of refundable service extension costs of ₱6,932 million and ₱6,170 million, respectively, is presented as "Refundable service extension costs - net of current portion" account in the consolidated statements of financial position.

Universal Charges Payable

Universal charges are amounts passed on and collected from customers on a monthly basis by *DU*s. These are charges imposed to recover the stranded debts, stranded contract costs of *NPC* and stranded contract costs of eligible contracts of distribution. *DU*s remit collections monthly to *PSALM* who administers the fund generated from universal charges and disburses the said funds in accordance with the intended purposes.

Payable to Customers

Payable to customers represents amounts paid by customers in advance and which are applied to their current consumption.

22. Related Party Transactions

The *MERALCO Group* has approval process and limits on the amount and extent of related party transactions.

The following summarizes the total amount of transactions, which have been provided and/or contracted by the *MERALCO Group* to/with related parties for the relevant year. The outstanding balances are unsecured, non-interest-bearing and settled in cash.

Pole Attachment Contract with PLDT, Inc. ("*PLDT*")

MERALCO has a pole attachment contract with *PLDT* similar to third party pole attachment contracts of *MERALCO* with other telecommunication companies. Under the pole attachment contract, *PLDT* shall use the contracted cable position exclusively for its telecommunication cable network facilities.

Sale of Electricity under Various Service Contracts

MERALCO sells electricity to related party shareholder groups within the franchise area such as *PLDT*, *Metro Pacific* and *JG Summit* and their respective subsidiaries, and affiliates for their facilities within *MERALCO*'s franchise area. The rates charged to related parties are the same *ERC*-mandated rates applicable to all customers within the franchise area.

Purchase of Telecommunication Services from PLDT and Subsidiaries

The *MERALCO Group*'s telecommunications carriers include *PLDT* for its wireline and Smart Communications, Inc. and Digitel Mobile Philippines, Inc., for its wireless services. Such services are covered by standard service contracts between the telecommunications carriers and each legal entity within the *MERALCO Group*.

Purchase of Goods and Services

In the ordinary course of business, the *MERALCO Group* purchases goods and services from its affiliates and sells power and renders services to such affiliates.

PSAs with Joint Ventures and Associates

As discussed in Note 29, *MERALCO* signed long-term *PSA*s with the following related parties: *SBPL*, *RP Energy*, *St. Raphael*, and *PEDC*.

Following is a summary of related party transactions in 2019, 2018 and 2017 and the outstanding balances as at December 31, 2019 and 2018:

	Amount of Transactions			Outstanding Receivable (Liability)			
Category	**2019**	2018	2017	**2019**	2018	Terms	Conditions
	(Amounts in millions)						
Sale of electricity:							
JG Summit Group	**₱3,473**	₱3,336	₱2,776	**₱397**	₱434	10-day; noninterest-bearing	Unsecured, no impairment
PLDT Group	**1,411**	1,306	958	**108**	34	10-day; noninterest-bearing	Unsecured, no impairment
Metro Pacific Group	**552**	538	486	**42**	47	10-day; noninterest-bearing	Unsecured, no impairment
Purchases of IT services - *Indra Philippines*	**975**	816	1,058	**(128)**	(100)	30-day; noninterest-bearing	Unsecured
Purchases of meters and devices – *Aclara Meters*	**–**	190	454	**–**	–	30-day; noninterest-bearing	Unsecured
Revenue from pole attachment - *PLDT*	**329**	369	391	**101**	81	Advance payment	Unsecured, no impairment
Purchases of wireline and wireless services - *PLDT Group*	**95**	100	90	**(13)**	(21)	30-day; noninterest-bearing	Unsecured
Purchases of power:							
Panay Power Corporation ("*PPC*")	**–**	–	211	**–**	–	30-day; noninterest-bearing	Unsecured
Toledo Power Corporation ("*TPC*")	**–**	69	357	**–**	–	30-day; noninterest-bearing	Unsecured
PEDC	**1,788**	2,258	1,766	**(242)**	(344)	30-day; noninterest-bearing	Unsecured

Advances to FPM Power

FPM Power has a non-interest-bearing loan from *MPG Asia* amounting to ₱5,786 million (gross of allowance for expected losses of ₱2,332 million) and ₱6,007 million (US$114) as at December 31, 2019 and 2018, respectively, which is due and demandable. The loan remains outstanding as at December 31, 2019.

See *Note 14 – Financial and other Current Assets and Note 8 – Investments in Associates and Interests in Joint Ventures.*

Transaction with MERALCO Retirement Benefits Fund ("*Fund*")

MERALCO's Fund holds 6,000 common shares of *RP Energy* at par value of ₱100 per share, with total carrying amount of ₱600,000 or an equivalent 3% equity interest in *RP Energy.* The fair value of *RP Energy*'s common shares cannot be reliably measured as these are not traded in the financial market. As at December 31, 2019 and 2018, the fair value of the total assets being managed by the *Fund* amounted to ₱35.0 billion and ₱34.0 billion, respectively.

See *Note 25 – Long-Term Employee Benefits.*

Compensation of Key Management Personnel

The compensation of key management personnel of the *MERALCO Group* by benefit type is as follows:

	2019	2018	2017
	(Amounts in millions)		
Short-term employee benefits	**₱548**	₱758	₱754
Long-term employee incentives and retirement benefits	**183**	300	288
Total compensation to key management personnel	**₱731**	₱1,058	₱1,042

All directors are entitled to a reasonable per diem for their attendance in meetings of the *BOD* and Board Committees plus an additional compensation, provided that the total value of such additional compensation, in whatever form so given, shall not exceed one (1) percent of the income before income tax of *MERALCO* during the preceding year.

Each of the directors is entitled to a per diem of ₱140,000 for every *BOD* meeting attended. Each member of the Audit, Risk Management, Remuneration and Leadership Development, Finance, Governance and Nomination Committees is entitled to a fee of ₱24,000 for every committee meeting attended. Also, the members of the *BOD* are entitled to a stock grant based on a pre-approved number of shares for each director which was implemented beginning May 2013 as approved by the stockholders. The directors have the option to receive the number of shares granted or the equivalent cash value.

As at December 31, 2019, there are no agreements between the *MERALCO Group* and any of its key management personnel providing for benefits upon termination of employment or retirement, except with respect to benefits provided under (i) a defined benefit retirement plan, (ii) a program which aims to address capability refresh and organizational optimization requirements, and (iii) a contributory provident plan. Post-retirement benefits under the defined benefit retirement plan cover employees hired up to December 31, 2003 only. The provident plan, which is implemented on a voluntary basis, covers employees hired beginning January 1, 2004.

23. Revenues and Purchased Power

Revenues

The Company disaggregates its revenue information in the same manner as it reports its segment information.

See *Note 6 – Segment Information.*

Contract Assets and Contract Liabilities

The *MERALCO Group*'s contract balances are as follows:

	2019	2018
	(Amounts in millions)	
Trade:		
Electricity	**₱25,885**	₱24,487
Service contracts	**5,424**	4,511
Contract assets:		
Unbilled receivables	**1,682**	1,220
Under-recoveries of pass-through charges - net	**5,862**	5,185
Contract liabilities:		
Over-recoveries from transmission and *SL* charges	**1,146**	820
Nonrefundable liability related to asset funded by customers	**822**	745

The revenue recognized from the nonrefundable liability related to assets funded by customers amounted to ₱94 million, ₱127 million and ₱66 million in 2019, 2018 and 2017, respectively.

Purchased Power

The details of purchased power are as follows:

	2019	2018	2017
		(Amounts in millions)	
Generation costs	**₱205,273**	₱196,489	₱178,913
Transmission costs	**35,759**	35,613	35,645
	₱241,032	₱232,102	₱214,558

Purchased power costs for the captive customers are pass-through costs and are revenue-neutral to *MERALCO* and *Clark Electric,* as *DU*s.

Generation costs include line rentals, market fees and must-run unit charges billed by *IEMOP.*

The details of purchased power follow:

	2019	2018	2017
		(Amounts in millions)	
First Gas Power Corporation ("*FGPC*") and FGP Corp. ("*FGP*")	**₱54,781**	₱53,885	₱46,492
NGCP	**35,680**	35,509	35,482
South Premiere Power Corporation ("*SPPC*")	**31,483**	30,455	29,606
IEMOP	**27,084**	29,127	24,286
San Miguel Energy Corporation ("*SMEC*")	**19,971**	14,922	14,563
QPPL	**17,032**	15,767	14,640
Masinloc Power Partners Co. Ltd. ("*MPPCL*")	**12,998**	12,959	13,913
First NatGas Power Corp. ("*FNPC*")	**12,855**	5,696	–
Therma Luzon, Inc. ("*TLI*")	**10,354**	12,176	11,168
Sem-Calaca Power Corporation ("*Sem-Calaca*")	**5,172**	12,658	11,391
SBPL	**4,950**	–	–
Therma Mobile, Inc. ("*TMO*")	**1,928**	1,695	3,112
AC Energy Philippines, Inc. ("*AC Energy*") formerly Phinma Energy Corporation	**1,824**	1,954	2,511
PEDC	**1,788**	2,258	1,766
Southwest Luzon Power Generation Corporation	**903**	2,076	3,228
Millenium Energy, Inc. ("*MEI*")	**500**	–	–
Others	**1,729**	965	2,400
	₱241,032	₱232,102	₱214,558

Generation and transmission costs over- or under-recoveries result from the lag in the billing and recovery of generation and transmission costs from consumers. As at December 31, 2019 and 2018, the total transmission costs and *SL* charge over-recoveries included in "Other noncurrent liabilities" account in the consolidated statements of financial position amounted to ₱1,146 million and ₱820 million, respectively.

24. Expenses and Income

Salaries, Wages and Employee Benefits

	Note	**2019**	2018	2017
			(Amounts in millions)	
Salaries, wages and related employee benefits		**₱12,038**	₱11,565	₱11,687
Retirement benefits	*25*	**929**	1,030	798
Other post-employment benefits	25	**139**	102	110
		₱13,106	₱12,697	₱12,595

Depreciation and Amortization

	Note	**2019**	2018	2017
			(Amounts in millions)	
Utility plant and others	*7*	**₱8,003**	₱7,190	₱6,929
Intangible assets	*10*	**723**	632	587
Investment properties	*9*	**4**	5	4
		₱8,730	₱7,827	₱7,520

Other Expenses

	Note	**2019**	2018	2017
			(Amounts in millions)	
Materials used	*13*	**₱2,520**	₱2,967	₱2,015
Rent and utilities		**815**	764	862
Insurance		**386**	371	348
Transportation and travel		**366**	384	418
Advertising		**358**	349	374
Communication	*22*	**136**	140	145
Others		**1,753**	922	2,029
		₱6,334	₱5,897	₱6,191

25. Long-term Employee Benefits

Liabilities for long-term employee benefits consist of the following:

	2019	2018
		(Amounts in millions)
Retirement benefits liability	**₱5,627**	₱343
Long-term incentives	**1,306**	3,467
Other post-employment benefits	**1,949**	1,633
	8,882	5,443
Less current portion	**–**	3,463
	₱8,882	₱1,980

Defined Benefit Retirement Plans

The features of the *MERALCO Group*'s defined benefit plans are discussed in *Note 4 – Significant Accounting Policies, Changes and Improvements.*

Actuarial valuations are prepared annually by the respective independent actuaries engaged by *MERALCO* and its subsidiaries.

Expense recognized for defined benefit plans (included in "Salaries, wages and employee benefits" account in the consolidated statements of income)

	2019	2018	2017
		(Amounts in millions)	
Current service costs	**₱895**	₱979	₱873
Net interest costs (income)	**(8)**	18	(101)
Net retirement benefits expense	**₱887**	₱997	₱772

Retirement Benefits Liability (Asset)

	2019	2018
	(Amounts in millions)	
Defined benefit obligation	**₱40,674**	₱33,686
Fair value of plan assets	**(35,047)**	(34,042)
Net retirement benefits liability (asset)	**₱5,627**	(₱356)

Retirement benefit liability (asset) are presented in the consolidated statements of financial position as follows:

	2019	2018
	(Amounts in millions)	
Retirement surplus under financial and other noncurrent assets	**₱–**	(₱699)
Retirement benefits liability	**5,627**	343
Net retirement benefits liability (asset)	**₱5,627**	(₱356)

Changes in the net retirement benefits asset and liability are as follows:

	2019	2018
	(Amounts in millions)	
Retirement benefits liability (asset) at beginning of year	**(₱356)**	₱432
Net retirement benefits expense	**887**	997
Contributions by employer	**–**	(26)
Amounts recognized in *OCI*	**5,096**	(1,759)
Net retirement benefits liability (asset) at end of year	**₱5,627**	(₱356)

Changes in the present value of the defined benefits obligation are as follows:

	2019	2018
	(Amounts in millions)	
Defined benefit obligation at beginning of year	**₱33,686**	₱37,676
Interest costs	**2,341**	1,815
Current service costs	**895**	979
Benefits paid	**(2,970)**	(2,450)
Actuarial losses (gains) due to:		
Changes in financial assumptions	**7,283**	(5,172)
Experience adjustments	**(561)**	838
Defined benefit obligation at end of year	**₱40,674**	₱33,686

Changes in the fair value of plan assets are as follows:

	2019	2018
		(Amounts in millions)
Fair value of plan assets at beginning of year	**₱34,042**	₱37,244
Interest income	**2,349**	1,797
Return on plan assets, excluding amount included in net interest on the net defined benefit obligation and interest income	**1,626**	(2,575)
Contributions by employer	**–**	26
Benefits paid	**(2,970)**	(2,450)
Fair value of plan assets at end of year	**₱35,047**	₱34,042

The Board of Trustees ("*BoT*") of the *Fund* is chaired by the Chairman of *MERALCO*, who is neither an executive nor a beneficiary. The other members of the *BoT* are (i) an executive member of the *BOD*; (ii) two (2) senior executives; (iii) an independent member of the *BOD*; and (iv) a member of the *BOD* who represents the largest shareholder group, all of whom are not beneficiaries of the plan.

The *Fund* follows a conservative approach by investing in fixed income, money market and equity assets to diversify the portfolio in order to minimize risk while maintaining an adequate rate of return. The assets of the *Fund* are managed by four (4) local and one (1) foreign trustee banks whose common objective is to maximize the long-term expected return of plan assets. The *BoT*, periodically reviews and approves the strategic mandate of the portfolio to ensure the ability of the *Fund* to service its short-term and long-term obligations.

The net carrying amount and fair value of the assets of the *Fund* as at December 31, 2019 and 2018 amounted to ₱35,047 million and ₱34,042 million, respectively. The major categories of plan assets are as follows:

	2019	2018
	(Amount in millions)	
Investments quoted in active markets:		
Quoted equity investments		
Holding firms	**₱3,509**	₱2,787
Banks	**1,215**	954
Property	**841**	733
Telecommunication	**702**	688
Electricity, energy, power and water	**502**	655
Food, beverages and tobacco	**498**	484
Retail	**477**	349
Transportation services	**330**	213
Construction, infrastructure and allied services	**263**	151
Mining	**62**	127
Others	**1,691**	1,297
Quoted debt investments		
"AAA" rated securities	**13,321**	13,501
Government securities	**8,341**	7,964
Cash and cash equivalents	**1,359**	1,807
Real property	**1,014**	1,014
Receivables	**921**	1,317
Others	**1**	1
Fair value of plan assets	**₱35,047**	₱34,042

Marketable equity securities, government securities, bonds and commercial notes are investments held by the trustee banks.

Other Long-term Post-employment Benefits (included as part of "Salaries, wages and employee benefits" account in the consolidated statements of income)

	2019	2018	2017
		(Amounts in millions)	
Interest costs	**₱118**	₱78	₱85
Current service costs	**21**	24	25
	₱139	₱102	₱110

Other Long-term Post-employment Benefits Liability

Changes in the present value of other long-term post-employment benefits liability are as follows:

	2019	2018
	(Amounts in millions)	
Balance at beginning of year	**₱1,633**	₱1,590
Interest costs	**118**	78
Current service costs	**21**	24
Benefits paid	**(54)**	(95)
Actuarial losses due to change in assumptions	**231**	36
Balance at end of year	**₱1,949**	₱1,633

Actuarial Assumptions

The principal assumptions used as at December 31, 2019 and 2018 in determining retirement benefits and other long-term post-employment benefits obligations are shown below:

	2019	2018
Annual discount rate	**4.56%**	7.24%
Future range of annual salary increases	**5.00 %-11.00%**	5.00 %-11.00%

Sensitivity Analysis

The sensitivity analysis below has been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year. The calculation of the defined benefit obligation is sensitive to the assumptions set above. The following table summarizes how the impact on the defined benefit obligation at the end of the reporting year would have increased (decreased) as a result of a change in the respective assumptions, keeping all other assumptions constant. There have been no changes in the method and assumptions used in the sensitivity analysis from prior year.

The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

		Effect on Present Value of Defined Benefit Obligation	
	% Change	**2019**	2018
		(Amounts in millions)	
Annual discount rate	+1.0%	**(₱3,085)**	(₱1,911)
	-1.0%	**3,789**	2,267
Future range of annual salary increases	+1.0%	**1,823**	1,270
	-1.0%	**(1,652)**	(1,153)

Funding

MERALCO contributes to the *Fund* from time to time such amounts of money required under accepted actuarial principles to maintain the *Fund* in a sound condition, subject to the provisions of the *Plan*.

The amount of the annual contributions to the *Fund* is determined through an annual valuation report performed by an independent actuary.

MERALCO does not expect to contribute to the *Fund* in 2020.

The following is the maturity profile of the undiscounted benefit obligation as at December 31, 2019:

	Amounts in millions
Less than one (1) year	₱4,343
One (1) year up to five (5) years	19,205
More than five (5) years up to 10 years	27,487
More than 10 years up to 15 years	15,706
More than 15 years up to 20 years	9,996
More than 20 years	8,835

Risk

The *Fund* is exposed to the following risks:

Credit Risk
The *Fund*'s exposure to credit risk arises from its financial assets which comprise of cash and cash equivalents, investments and receivables. The credit risk results from the possible default of the issuer of the financial instrument, with a maximum exposure equivalent to the carrying amounts of the instruments.

The credit risk is minimized by ensuring that the exposure to the various chosen financial investment structures is limited primarily to government securities and bonds or notes duly recommended by the Trust Committees of the appointed fund managers of the *Fund*.

Share Price Risk
The *Fund*'s exposure to share price risk arises from the shares of stock it holds and are traded at the *PSE*. The price share risk emanates from the volatility of the stock market.

The policy is to limit investment in shares of stock to blue chip issues or issues with good fair values or those trading at a discount to its net asset value so that in the event of a market downturn, the *Fund* may still consider to hold on to such investments until the market recovers.

By having a balanced composition of holdings in the equities portfolio, exposure to industry or sector-related risks is reduced. The mix of various equities in the portfolio reduces volatility and contributes to a more stable return over time. Equity investments are made within the parameters of the investment guidelines approved by the *BoT*. The *BoT* also meets periodically to review the investment portfolio based on financial market conditions. Share prices are also monitored regularly.

Liquidity Risk
Liquidity risk is the risk that the *Fund* is unable to meet its payment obligations associated with its financial liabilities as they fall due and to replace funds when they are withdrawn. Liquidity risk is being managed to ensure that adequate fixed income and cash deposits are available to service the financial obligations of the *Fund*. The schedule of the maturities of fixed income investment assets are staggered by tenure or term. Policies are established to ensure that all financial obligations are met, wherein the timing of the maturities of fixed income investments are planned and matched to the due date of various obligations. Thus, for this investment class, maturities are classified into short-, medium- and long-term. A certain percentage of the portfolio is kept as cash to manage liquidity and settle all currently maturing financial obligations.

Defined Contribution Provident Plan

MERALCO has a defined contributory Provident Plan effective January 1, 2009, intended to be a Supplemental retirement benefit for employees hired beginning 2004, the participation of which is voluntary. Each qualified employee-member who chooses to participate in the plan shall have the option to contribute up to a maximum of 25% of his base salary. *MERALCO* shall match the member's contribution up to 100% of employee's contribution or 10% of the member's monthly base salary, subject to a certain threshold. Upon resignation, the member shall be entitled to the total amount credited to his personal retirement account immediately preceding his actual retirement date, subject to provisions of the Provident Plan. *MERALCO*'s contribution to the Provident Plan amounted to ₱42 million, ₱33 million and ₱26 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Consolidated Retirement Benefits Cost (included in "Salaries, wages and employee benefits" account in the consolidated statements of income)

	2019	2018	2017
		(Amounts in millions)	
Expense recognized for defined benefit plans	**₱887**	₱997	₱772
Expense recognized for defined contribution plan	**42**	33	26
Retirement benefits expense	**₱929**	₱1,030	₱798

Long-term Incentive Plan ("*LTIP*")

MERALCO's *LTIP* covers qualified employees and is based on *MERALCO Group*'s achievement of specified level of *CCNI* approved by the *BOD* and determined on an aggregate basis for a three (3)-year period as well as employees' attainment of a minimum level of performance rating. Employees invited to *LTIP* must serve a minimum uninterrupted period to be entitled to an award. Further, the employee should be on active employment at the time of pay-out.

26. Financial Assets and Financial Liabilities

Financial assets consist of cash and cash equivalents, short-term investments and trade and other receivables, which are generated directly from operations, advances to an associate, advance payments to a supplier, financial assets at *FVOCI* and debt securities at *amortized cost*. The principal financial liabilities consist of bank loans, redeemable preferred shares, trade and nontrade payables, which are incurred to finance operations in the normal course of business. Accounting policies related to financial assets and financial liabilities are set out in *Note 4 – Significant Accounting Policies, Changes and Improvements*.

The following table sets forth the financial assets and financial liabilities:

	Financial Assets at Amortized Cost	*FVOCI* Financial Assets	Liabilities Carried at Amortized Cost	Total Financial Assets and Liabilities
		(Amounts in millions)		
Assets as at December 31, 2019				
Noncurrent				
Financial and other noncurrent assets	**₱31,286**	**₱4,514**	**₱–**	**₱35,800**
Current				
Cash and cash equivalents	**38,262**	**–**	**–**	**38,262**
Trade and other receivables	**30,935**	**–**	**–**	**30,935**
Financial and other current assets	**36,748**	**–**	**–**	**36,748**
Total assets	**₱137,231**	**₱4,514**	**₱–**	**₱141,745**
Liabilities as at December 31, 2019				
Noncurrent				
Interest-bearing long-term financial liabilities - net of current portion	**₱–**	**₱–**	**₱12,745**	**₱12,745**
Customers' deposits - net of current portion	**–**	**–**	**28,247**	**28,247**
Refundable service extension costs - net of current portion	**–**	**–**	**6,932**	**6,932**
Current				
Notes payable	**–**	**–**	**23,393**	**23,393**
Trade payables and other current liabilities	**–**	**–**	**54,093**	**54,093**
Customers' refund	**–**	**–**	**3,032**	**3,032**
Current portion of interest-bearing long-term financial liabilities	**–**	**–**	**5,115**	**5,115**
Total liabilities	**₱–**	**₱–**	**₱133,557**	**₱133,557**

	Financial Assets at Amortized Cost	*FVOCI* Financial Assets	Liabilities Carried at Amortized Cost	Total Financial Assets and Liabilities
		(Amounts in millions)		
Assets as at December 31, 2018				
Noncurrent				
Other noncurrent assets	₱32,990	₱3,890	₱–	₱36,880
Current				
Cash and cash equivalents	36,471	–	–	36,471
Trade and other receivables	30,123	–	–	30,123
Other current assets	38,156	–	–	38,156
Total assets	₱137,740	₱3,890	₱–	₱141,630
Liabilities as at December 31, 2018				
Noncurrent				
Interest-bearing long-term financial liabilities - net of current portion	₱–	₱–	₱24,745	₱24,745
Customers' deposits - net of current portion	–	–	27,024	27,024
Refundable service extension costs - net of current portion	–	–	6,170	6,170
Nonrefundable liability related to asset funded by customers	–	–	745	745
Over-recoveries from transmission and *SL* charges	–	–	820	820
Current				
Notes payable	–	–	13,428	13,428
Trade payables and other current liabilities	–	–	55,706	55,706
Customers' refund	–	–	4,359	4,359
Current portion of interest-bearing long-term financial liabilities	–	–	1,843	1,843
Total liabilities	₱–	₱–	₱134,840	₱134,840

Fair Values

The fair values of the financial assets and financial liabilities are amounts that would be received to sell the financial assets or paid to transfer the financial liabilities in orderly transactions between market participants at the measurement date. Set out below is a comparison of carrying amounts and fair values of the *MERALCO Group*'s financial instruments:

	2019		2018	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
	(Amounts in millions)			
Financial assets				
Debt securities at amortized cost	**₱40,517**	**₱39,147**	₱39,564	₱33,043
Financial assets at *FVOCI*	**4,514**	**4,514**	3,890	3,890
Financial assets at amortized cost - Advance payments to a supplier and others	**5,878**	**6,063**	3,806	3,785
	₱50,910	**₱49,724**	₱47,260	₱40,718
Financial liabilities				
Financial liabilities carried at amortized cost - Interest-bearing-long-term financial liabilities	**₱16,381**	**₱18,704**	₱26,588	₱27,620

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Cash and Cash Equivalents, Trade and Other Receivables, Short-term Investments, Advances to an Associate, Trade Payables and Other Current Liabilities and Notes Payable

Due to the short-term nature of transactions, the fair values of these instruments approximate their carrying amounts as at reporting date.

Advance Payments to a Supplier

The fair values of advance payments to a supplier were computed by discounting the instruments' expected future cash flows using the rates of 4.12% and 6.71% as at December 31, 2019 and 2018, respectively.

Financial assets at FVOCI

The fair values were determined by reference to market bid quotes as at reporting date.

Debt securities at amortized cost

The fair values were determined by discounting the expected future cash flows using the interest rate as at reporting date.

Meter Deposits and Customers' Refund

Meter deposits and customers' refund are due and demandable. Thus, the fair values of these instruments approximate their carrying amounts.



Bill Deposits

The carrying amounts of bill deposits approximate their fair values as bill deposits are interest-bearing.

Interest-bearing Long-term Financial Liabilities

The fair values of interest-bearing long-term debt (except for redeemable preferred stock) were computed by discounting the instruments' expected future cash flows using the rates ranging from 0.11% to 4.00% as at December 31, 2019 and 0.12% to 4.03% as at December 31, 2018.

Redeemable Preferred Stock

The carrying amount of the preferred stock represents the fair value. Such preferred shares have been called and are payable anytime upon presentation by the shareholder of their certification. This is included under "Interest-bearing long-term financial liabilities" account.

Refundable Service Extension Costs

The fair values of refundable service extension costs cannot be reliably measured since the timing of related cash flows cannot be reasonably estimated and are accordingly measured at cost.

Fair Value Hierarchy

Below is the list of financial assets and financial liabilities that are classified using the fair value hierarchy:

	2019				2018			
	Level 1	**Level 2**	**Level 3**	**Total**	Level 1	Level 2	Level 3	Total
				(Amounts in millions)				
Financial assets								
Advance payments to a supplier and others	**₱–**	**₱6,063**	**₱–**	**₱6,063**	₱–	₱3,785	₱–	₱3,785
Financial assets at *FVOCI*	**3,518**	**–**	**996**	**4,514**	3,846	–	44	3,890
Debt securities at amortized cost	**39,147**	**–**	**–**	**39,147**	33,043	–	–	33,043
	₱42,665	**₱6,063**	**₱996**	**₱49,724**	₱36,889	₱3,785	₱44	₱40,718
Financial liabilities								
Interest-bearing long-term financial liabilities	**₱–**	**₱18,704**	**₱–**	**₱18,704**	₱–	₱27,620	₱–	₱27,620

For the years ended December 31, 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

Financial Risk Management Objectives and Policies

The main risks arising from the financial instruments are interest rate risk, foreign currency risk, commodity price risk, credit risk, and liquidity risk. The importance of managing these risks has significantly increased in light of the considerable change and volatility in the Philippine and international financial markets. The *BOD* reviews and approves policies for managing each of these risks. Management monitors the market price risk arising from all financial instruments. The policies for managing these risks are as follows:

Interest Rate Risk

The *MERALCO Group's* exposure to the changes in market interest rates relate to changes of fair value of its long-term financial assets and to the fluctuation of future cash flows in relation to its long-term interest-bearing financial liabilities.

The *MERALCO Group's* policy is to manage its interest rate risk exposure using a mix of fixed and variable rate debts. The strategy, which yields a reasonably lower effective cost based on market conditions, is adopted. Refinancing of fixed rate loans may also be undertaken to manage interest cost. All borrowings bear fixed interest rate as at December 31, 2019 and 2018.

Foreign Currency Risk

The revaluation of any of foreign currency-denominated financial assets and financial liabilities as a result of the appreciation or depreciation of the Philippine peso is recognized as foreign exchange gains or losses as at the end of each reporting year. The extent of foreign exchange gains or losses is largely dependent on the amount of foreign currency-denominated financial instruments. While an insignificant percentage of the *MERALCO Group*'s revenues and liabilities is denominated in *U.S.* dollars, a substantial amount of the *MERALCO Group*'s expenditures for electricity capital projects and a portion of the operating expenses are denominated in foreign currencies, mostly in *U.S.* dollars. As such, a strengthening or weakening of the Philippine peso against the *U.S.* dollar will decrease or increase in Philippine peso terms, the principal amount of the *MERALCO Group*'s foreign currency-denominated liabilities and the related interest expense, foreign currency-denominated capital expenditures and operating expenses as well as *U.S.* dollar-denominated revenues.

The following table shows the consolidated foreign currency-denominated financial assets and financial liabilities as at December 31, 2019 and 2018, translated to Philippine peso at ₱50.64 and ₱52.58 to US$1, respectively.

	2019		2018	
	U.S. Dollar	**Peso Equivalent**	U.S. Dollar	Peso Equivalent
		(Amounts in millions)		
Financial assets:				
Cash and cash equivalents	**$171**	**₱8,657**	$127	₱6,693
Trade and other receivables	**2**	**97**	2	104
Short-term investments	**104**	**5,331**	119	6,237
Advances to an associate	**67**	**3,416**	114	5,969
Debt securities at amortized cost	**20**	**1,013**	20	1,052
Financial assets at *FVOCI*	**12**	**592**	5	263
Advance payments to a supplier	**51**	**2,584**	55	2,872
	427	**21,690**	442	23,190
Financial liabilities -				
Trade payables and other liabilities	**(3)**	**(177)**	(7)	(360)
	$424	**₱21,513**	$435	₱22,830

All of the *MERALCO Group*'s long-term financial liabilities are denominated in Philippine peso. However, an insignificant portion of its trade payables are denominated in *U.S.* dollar. Thus, the impact of ₱1 movement of the Philippine peso against the *U.S.* dollar will not have a significant impact on the *MERALCO Group*'s obligations.

The following table demonstrates the sensitivity to a reasonably possible change in the *U.S.* dollar exchange rate vis-a-vis the Philippine peso, with all other variables held constant, of the *MERALCO Group*'s income before income tax for the years ended December 31, 2019 and 2018 (due to changes in the fair value of financial assets and financial liabilities). There is no other impact on the *MERALCO Group*'s equity other than those already affecting the consolidated statements of income.

	2019		2018	
	Appreciation (Depreciation) of U.S. Dollar	**Effect on Income before Income Tax**	Appreciation (Depreciation) of U.S. Dollar	Effect on Income before Income Tax
	(In %)	*(In millions)*	*(In %)*	*(In millions)*
U.S. dollar-denominated financial assets and financial liabilities	**+5**	**₱1,076**	+5	₱1,142
	–5	**(1,076)**	–5	(1,142)

Foreign exchange gain or loss for the year is computed based on management's best estimate of a +/–5 percent change in the closing Philippine peso to *U.S.* dollar conversion rate using the balances as at financial reporting date of *U.S.* dollar-denominated cash and cash equivalents, receivables and other assets and liabilities. There has been no change in the methods and assumptions used by management in the above analysis.

Commodity Price Risk

Commodity price risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in world prices or index of the commodity. The exposure of *MERALCO* and *Clark Electric* to price risk is minimal. The cost of fuel is part of *MERALCO*'s and *Clark Electric*'s generation costs that are recoverable through the generation charge in the billings to customers.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The *MERALCO Group* is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade and Other Receivables and Contract Assets

Customer credit risk is managed by each business segment subject to *MERALCO Group*'s procedures and controls relating to customer credit risk management. The *MERALCO Group* manages and controls credit risk by setting limits on the amount of risk that it is willing to accept for individual counterparties and by monitoring exposures in relation to such limits.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss pattern (i.e. residential, industrial, commercial). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the *MERALCO Group* business segment's historical observed default rates. Each business segment of the *MERALCO Group* will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date,

historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation between historical observed default rates, forecast economic conditions and *ECL*s is a significant estimate. The amount of *ECL*s is sensitive to changes in circumstances and forecast of economic conditions. The historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future.

MERALCO as a franchise holder serving public interest cannot refuse customer connection. To mitigate risk, the *DSOAR* allows *MERALCO* to collect bill deposit equivalent to one (1) month's consumption to secure credit. Also, as a policy, disconnection notices are sent three (3) days after the bill due date and disconnections are carried out beginning on the third day after receipt of disconnection notice.

The subsidiaries of *MERALCO* trade only with recognized, creditworthy third parties. It is the *MERALCO Group*'s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables are monitored on an ongoing basis to reduce exposure to bad debt.

Set out below is the information about the credit risk exposure of the *MERALCO Group*'s trade and other receivables and contract assets using a provision matrix:

	2019							
	Billed electric receivables							
		Days past due						
	Current	**1-30 Days**	**31–60 Days**	**61–90 Days**	**Over 90 Days**	**Unbilled receivables**	**Other receivables**	**Total**
	(Amounts in millions, except ECL rate)							
ECL Rate	**0.99%**	**1.58%**	**6.14%**	**16.81%**	**86.87%**	**0.15%**	**6.85%**	
Estimated total gross carrying amount at default	**₱2,933**	**₱2,025**	**₱684**	**₱297**	**₱1,849**	**₱1,525**	**₱9,108**	**₱18,421**
Expected credit loss	**29**	**32**	**42**	**50**	**1,606**	**2**	**624**	**2,385**

	2018							
	Billed electric receivables							
		Days past due						
	Current	1-30 Days	31–60 Days	61–90 Days	Over 90 Days	Unbilled receivables	Other receivables	Total
	(Amounts in millions, except ECL rate)							
ECL Rate	0.32%	1.30%	4.78%	14.15%	79.26%	0.15%	3.75%	
Estimated total gross carrying amount at default	₱4,535	₱2,561	₱727	₱249	₱1,565	₱1,385	₱8,536	₱19,558
Expected credit loss	14	33	35	35	1,240	3	320	1,680

Financial Instruments and Cash and Cash Equivalents

With respect to placements of cash with financial institutions, these institutions are subject to the *MERALCO Group*'s accreditation evaluation based on liquidity and solvency ratios and on the bank's credit rating. The *MERALCO Group* transacts derivatives only with similarly accredited financial institutions. In addition, the *MERALCO Group*'s deposit accounts in banks are insured by the Philippine Deposit Insurance Corporation up to ₱500,000 per bank account.

The *MERALCO Group* invests only in quoted debt securities with very low credit risk. The *MERALCO Group*'s debt instruments at *FVOCI* comprised solely of quoted bonds that are graded in the top investment category (Very Good and Good) by credit rating agencies and therefore, are considered to be low credit risk investments.

Finally, credit quality review procedures are in place to provide regular identification of changes in the creditworthiness of counterparties. Counterparty limits are established and reviewed periodically based on latest available financial information of counterparties, credit ratings and liquidity. The *MERALCO Group*'s credit quality review process allows it to assess any potential loss as a result of the risks to which it may be exposed and to take corrective actions.

There are no significant concentrations of credit risk within the *MERALCO Group*.

The table below shows the maximum exposure to credit risk for the components of the consolidated statements of financial position. The maximum exposure is equivalent to the nominal amount of the accounts.

	Gross Maximum Exposure	
	2019	2018
	(Amounts in millions)	
Cash and cash equivalents:		
Cash in banks	**₱8,250**	₱8,483
Cash equivalents	**29,887**	27,897
Trade and other receivables:		
Electricity	**24,124**	23,127
Service contracts	**4,811**	4,202
Nontrade receivables	**2,000**	2,803
Financial current assets:		
Debt securities at amortized cost	**14,929**	10,193
Short-term investments	**18,185**	21,769
Advances to an associate	**3,454**	6,007
Current portion of advance payments to a supplier	**180**	187
Financial noncurrent assets:		
Debt securities at amortized cost	**25,588**	29,371
Financial assets at *FVOCI*	**4,514**	3,890
Advance payment to a supplier and others	**5,698**	3,619
	₱141,620	₱141,548

The credit quality of financial assets is managed by *MERALCO* using "High Grade", "Standard Grade" and "Sub-standard Grade" for accounts, which are neither impaired nor past due using internal credit rating policies

The following tables show the credit quality by asset class:

	2019					
	Neither Past Due nor Impaired					
	High Grade	**Standard Grade**	**Sub-standard Grade**	**Past Due but not Impaired**	**Impaired Financial Assets**	**Total**
	(Amounts in millions)					
Cash in banks and cash equivalents	**₱38,137**	**₱–**	**₱–**	**₱–**	**₱–**	**₱38,137**
Trade and other receivables:						
Electricity	**5,729**	**2,443**	**11,464**	**4,488**	**1,761**	**25,885**
Service contracts	**2,760**	**–**	**181**	**1,870**	**613**	**5,424**
Nontrade receivables	**1,525**	**67**	**–**	**408**	**2**	**2,002**
Financial and other current assets:						
Debt securities at amortized cost	**14,929**	**–**	**–**	**–**	**–**	**14,929**

(Forward)

	2019					
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Sub-standard Grade	Past Due but not Impaired	Impaired Financial Assets	Total
	(Amounts in millions)					
Short-term investments	**₱18,185**	**₱–**	**₱–**	**₱–**	**₱–**	**₱18,185**
Advances to an associate	**3,454**	**–**	**–**	**–**	**–**	**3,454**
Current portion of advance payments to a supplier	**180**	**–**	**–**	**–**	**–**	**180**
Financial and other noncurrent assets:						
Debt securities at amortized cost	**25,588**	**–**	**–**	**–**	**–**	**25,588**
Financial assets at *FVOCI*	**4,514**	**–**	**–**	**–**	**–**	**4,514**
Advance payment to a supplier and others	**5,698**	**–**	**–**	**–**	**–**	**5,698**
	₱120,699	**₱2,510**	**₱11,645**	**₱6,766**	**₱2,376**	**₱143,996**

	2018					
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Sub-standard Grade	Past Due but not Impaired	Impaired Financial Assets	Total
	(Amounts in millions)					
Cash in banks and cash equivalents	₱36,380	₱–	₱–	₱–	₱–	₱36,380
Trade and other receivables:						
Electricity	5,921	2,660	11,811	2,735	1,360	24,487
Service contracts	1,787	–	149	2,266	309	4,511
Nontrade receivables	2,393	4	–	406	2	2,805
Financial and other current assets:						
Short-term investments	21,769	–	–	–	–	21,769
Debt securities at amortized cost	10,193	–	–	–	–	10,193
Advances to an associate	6,007	–	–	–	–	6,007
Current portion of advance payments to a supplier	187	–	–	–	–	187
Financial and other noncurrent assets:						
Debt securities at amortized cost	29,371	–	–	–	–	29,371
Financial assets at *FVOCI*	3,890	–	–	–	–	3,890
Advance payment to a supplier and others	3,619	–	–	–	–	3,619
	₱121,517	₱2,664	₱11,960	₱5,407	₱1,671	₱143,219

Credit ratings are determined as follows:

- High Grade

  High grade financial assets include cash in banks, cash equivalents, short-term investments, advances to an associate, debt securities at amortized cost investments, *FVOCI* financial assets and advance payments to a supplier transacted with counterparties of good credit rating or bank standing. Consequently, credit risk is minimal. These counterparties include large prime financial institutions, large industrial companies and commercial establishments, and government agencies. For trade receivables, these consist of current month's billings (less than 30 days) that are expected to be collected within 10 days from the time bills are delivered.

- Standard Grade

  Standard grade financial assets include trade receivables that consist of current month's billings (less than 30 days) that are expected to be collected before due date (10 to 14 days after bill date).

- Sub-standard Grade

  Sub-standard grade financial assets include trade receivables that consist of current month's billings, which are not expected to be collected within 60 days.

Liquidity Risk

Liquidity risk is the risk that the *MERALCO Group* will be unable to meet its payment obligations when these fall due. The *MERALCO Group* manages this risk through monitoring of cash flows in consideration of future payment of obligations and the collection of its trade receivables. The *MERALCO Group* also ensures that there are sufficient, available and approved working capital lines that it can draw from at any time.

The *MERALCO Group* maintains an adequate amount of cash, cash equivalents and *FVOCI* financial assets, which may be readily converted to cash in any unforeseen interruption of its cash collections. The *MERALCO Group* also maintains accounts with several relationship banks to avoid significant concentration of funds with one (1) institution.

The following table sets out the maturity profile of the principal amount of financial assets and contract assets:

	2019				
	Less than 3 Months	**Over 3–12 Months**	**Over 1–5 Years**	**More than 5 Years**	**Total**
	(Amount in millions)				
Cash in bank and cash equivalents	**₱38,137**	**₱–**	**₱–**	**₱–**	**₱38,137**
Trade and other receivables	**30,935**	**–**	**–**	**–**	**30,935**
Short-term investments	**5,931**	**12,254**	**–**	**–**	**18,185**
Debt securities at amortized cost	**2,101**	**12,769**	**17,697**	**7,950**	**40,517**
Financial assets at *FVOCI*	**4,514**	**–**	**–**	**–**	**4,514**
Advances to an associate	**–**	**3,454**	**–**	**–**	**3,454**
Advance payments to a supplier	**186**	**186**	**5,506**	**–**	**5,878**
	₱81,804	**₱28,663**	**₱23,203**	**₱7,950**	**₱141,620**

	2018				
	Less than 3 Months	Over 3–12 Months	Over 1–5 Years	More than 5 Years	Total
	(Amount in millions)				
Cash in bank and cash equivalents	₱36,380	₱–	₱–	₱–	₱36,380
Trade and other receivables	30,132	–	–	–	30,132
Short-term investments	8,469	13,300	–	–	21,769
Debt securities at amortized cost	2,988	6,858	19,659	10,059	39,564
Financial assets at *FVOCI*	3,890	–	–	–	3,890
Advances to an associate	–	6,007	–	–	6,007
Advance payments to a supplier	186	186	3,434	–	3,806
	₱82,045	₱26,351	₱23,093	₱10,059	₱141,548

The following table sets out the maturity profile of the financial liabilities and contract liabilities based on contractual undiscounted payments plus future interest:

	2019				
	Less than 3 Months	**Over 3–12 Months**	**Over 1–5 Years**	**More than 5 Years**	**Total**
	(Amounts in millions)				
Notes payable	**₱1,094**	**₱23,404**	**₱–**	**₱–**	**₱24,498**
Trade payables and other current liabilities	**49,755**	**–**	**–**	**–**	**49,755**
Customers' refund	**3,032**	**–**	**–**	**–**	**3,032**
Interest-bearing long-term financial liabilities:					
Fixed rate borrowings	**293**	**1,311**	**11,104**	**7,856**	**20,564**
Redeemable preferred stock	**1,479**	**–**	**–**	**–**	**1,479**
Customers' deposits	**1,275**	**1,595**	**6,075**	**22,172**	**31,117**
Refundable service extension costs	**345**	**1,123**	**4,405**	**2,527**	**8,400**
Nonrefundable liability related to asset funded by customers	**127**	**127**	**127**	**441**	**822**
Over-recoveries from transmission and *SL* charges	**–**	**–**	**1,146**	**–**	**1,146**
Total undiscounted financial liabilities	**₱57,400**	**₱27,560**	**₱22,857**	**₱32,996**	**₱140,813**

	2018				
	Less than 3 Months	Over 3–12 Months	Over 1–5 Years	More than 5 Years	Total
	(Amounts in millions)				
Notes payable	₱806	₱12,835	₱–	₱–	₱13,641
Trade payables and other current liabilities	50,118	–	–	–	50,118
Customers' refund	4,359	–	–	–	4,359
Interest-bearing long-term financial liabilities:					
Fixed rate borrowings	246	1,194	14,984	12,103	28,527
Redeemable preferred stock	1,487	–	–	–	1,487
Customers' deposits	607	1,854	5,768	21,256	29,485
Refundable service extension costs	345	2,782	3,539	2,631	9,297
Nonrefundable liability related to asset funded by customers	127	127	127	364	745
Over-recoveries from transmission and *SL* charges	–	–	820	–	820
Total undiscounted financial liabilities	₱58,095	₱18,792	₱25,238	₱36,354	₱138,479

The maturity profile of bill deposits is not determinable since the timing of each refund is linked to the cessation of service, which is not reasonably predictable. However, *MERALCO* estimates that the amount of bill deposits (including related interests) of ₱2,557 million will be refunded within a year. This is shown as part of "Trade payables and other current liabilities" account in the consolidated statement of financial position as at December 31, 2019.

Capital Management

The primary objective of the *MERALCO Group*'s capital management is to enhance shareholder value. The capital structure is reviewed with the end view of achieving a competitive cost of capital and at the same time ensuring that returns on, and of, capital are consistent with the levels approved by its regulators for its core distribution business.

The capital structure optimization plan is complemented by efforts to improve capital efficiency to increase yields on invested capital. This entails efforts to improve the efficiency of capital assets, working capital and non-core assets.

The *MERALCO Group* monitors capital using, among other measures, debt to equity ratio, which is gross debt divided by equity attributable to the holders of the parent. The *MERALCO Group* considers long-term debt, redeemable preferred stock and notes payable as debt.

	2019	2018
	(Amounts in millions, except debt to equity ratio)	
Long-term debt	**₱16,381**	₱25,101
Notes payable	**23,393**	13,428
Redeemable preferred stock	**1,479**	1,487
Debt (a)	**₱41,253**	₱40,016
Equity attributable to the holders of the parent (b)	**₱84,230**	₱82,042
Debt to equity ratio(a)/(b)	**0.49**	0.49

27. Income Taxes and Local Franchise Taxes

Income Taxes

The components of net deferred income tax assets and liabilities are as follows:

	Note	**2019**	2018
		(Amounts in millions)	
Deferred income tax assets:			
Provisions for probable losses and expenses from claims	*18 and 21*	**₱28,397**	₱26,503
Unfunded retirement benefits cost and unamortized past service cost	*25*	**1,564**	1,330
Accrued employee benefits and other post employment benefits	*25*	**910**	558
Allowance for expected credit losses	*12*	**527**	374
Allowance for excess of cost over net realizable value of inventories	*13*	**58**	58
Actuarial losses	*25*	**76**	–
Others		**342**	225
		31,874	29,048
Deferred income tax liabilities:			
Revaluation increment in utility plant and others	*15*	**6,801**	6,896
Capitalized interest		**768**	750

(Forward)

	Note	**2019**	2018
		(Amounts in millions)	
Capitalized duties and taxes deducted in advance		**₱591**	₱602
Depreciation method differential		**86**	249
Actuarial gains	*25*	**–**	1,542
Others		**272**	276
		8,518	10,315
		₱23,356	₱18,733

The deferred income tax assets and liabilities are presented in the consolidated statements of financial position as follows:

	2019	2018
	(Amounts in millions)	
Deferred income tax assets - net	**₱23,440**	₱18,800
Deferred income tax liabilities - net	**(84)**	(67)
	₱23,356	₱18,733

Provision for (benefit from) income tax consists of:

	2019	2018	2017
		(Amounts in millions)	
Current	₱11,503	₱10,522	₱10,031
Deferred	(2,960)	(3,079)	(2,668)
	₱8,543	₱7,443	₱7,363

The deferred tax assets charged directly to *OCI* amounted to ₱1,597 million (benefit), ₱525 million (expense) and ₱453 million (benefit) for the years ended December 31, 2019, 2018 and 2017, respectively.

A reconciliation between the provision for income tax computed at statutory income tax rate of 30% for the years ended December 31, 2019, 2018 and 2017, and provision for income tax as shown in the consolidated statements of income is as follows:

	2019	2018	2017
		(Amounts in millions)	
Income tax computed at statutory tax rate	**₱9,574**	₱9,163	₱8,359
Income tax effects of:			
Interest income subjected to lower final tax rate	**(978)**	(845)	(652)
Nondeductible interest expense	**403**	349	269
Nontaxable income	**(254)**	(251)	(10)
Equity in net losses of associates and joint ventures	**446**	217	(66)
Difference in calculation of tax deductible costs and expenses	**(1,697)**	(2,025)	(1,064)
Unrecognized deferred tax assets	**859**	449	533
Others	**190**	386	(6)
	₱8,543	₱7,443	₱7,363

On December 18, 2009, the *BIR* issued Revenue Regulations ("*RR*") No. 16-2008, which implemented the provisions of *RA* No. 9504 on Optional Standard Deductions ("*OSD*"). Such regulation allows both individual and corporate taxpayers to use *OSD* in computing their taxable income. For corporations, they may elect to adopt standard deduction in an amount not exceeding 40% of gross income in lieu of the allowed itemized deductions. In 2019 and 2018, *MERALCO* elected to adopt the *OSD* in lieu of itemized deductions beginning with its first quarter income tax return.

Certain deferred tax assets and liabilities expected to be recovered or settled in subsequent taxable years, for which the related income and expense were not considered in determining gross income for income tax purposes, were not recognized. This is because the manner by which *MERALCO* expects to recover or settle the underlying assets and liabilities would not result in any future tax consequence under the current method of computing taxable income.

Meanwhile, certain deferred income tax assets and liabilities expected to be recovered or settled in taxable year 2020, for which the related income and expense were considered in determining gross income for income tax purposes, were recognized only to the extent of their future tax consequence under *OSD* method. Hence, the tax base of these deferred income tax assets and liabilities was reduced by the 40% allowable deduction provided for under the *OSD* method resulting into an adjusted tax rate of 18% from 30%.

The deferred income tax assets and liabilities expected to be recovered or settled in taxable years 2021 onwards were measured at the tax rate of 30% since *MERALCO* is expecting to adopt itemized deductions in computing its income tax liabilities for the said taxable years.

Accordingly, *MERALCO*'s net deferred tax assets as at December 31, 2019 and 2018, which were not recognized in the taxable year 2019 and 2018 are as follows:

	2019	2018
	(Amounts in millions)	
Deferred tax assets:		
Provisions for various claims	**₱1,207**	₱1,177
Others	**16**	32
	1,223	1,209
Deferred tax liabilities:		
Depreciation method differential	**29**	86
Revaluation increment in utility plant and others	**17**	53
Capitalized interest	**10**	28
Capitalized duties and taxes deducted in advance	**2**	23
Allowance for expected credit losses	**–**	32
Others	**2**	5
	60	227
	₱1,163	₱982

The temporary differences for which deferred tax assets have not been recognized pertain to the tax effect of net operating loss carryover ("*NOLCO*") amounting to ₱1,843 million and ₱1,940 million as at December 31, 2019 and 2018, respectively. These are not recognized because the Company does not expect to utilize such deferred tax assets against sufficient taxable profit.

NOLCO totaling to ₱1,843 million may be claimed as deduction against taxable income as follows:

Date Incurred	Expiry Date	Amount
		(In millions)
December 31, 2017	December 31, 2020	₱613
December 31, 2018	December 31, 2021	859
December 31, 2019	December 31, 2022	371
		₱1,843

NOLCO amounting to ₱465 million, ₱322 million and ₱500 million expired in 2019, 2018 and 2017, respectively.

LFT

Consistent with the decisions of the *ERC*, *LFT* is a recoverable charge of the *DU* from the particular province or city imposing and collecting the *LFT*. It is presented as a separate line item in the customer's bill and computed as a percentage of the sum of generation, transmission, distribution services and related *SL* charges.

The Implementing Rules and Regulations ("*IRR*") issued by the *ERC* provide that *LFT* shall be paid only on its distribution wheeling and captive market supply revenues. Pending the promulgation of guidelines from the relevant government agencies, *MERALCO* is paying *LFT* based on the sum of the foregoing charges in the customers' bill.

28. Contingencies and Legal Proceedings

Overpayment of Income Tax related to SC Refund

With the decision of the *SC* for *MERALCO* to refund ₱0.167 per *kWh* to customers during the billing period February 1994 to May 2003, *MERALCO* overpaid income tax in the amount of ₱7,107 million for taxable years 1994 to 1998 and 2000 to 2001. Accordingly, on November 27, 2003, *MERALCO* filed a claim for the recovery of such excess income taxes paid. After examination of the books of *MERALCO* for the covered periods, the *BIR* determined that *MERALCO* had in fact overpaid income taxes in the amount of ₱6,690 million. However, the *BIR* also maintained that *MERALCO* is entitled to a refund amount of only ₱894 million, which pertains to taxable year 2001, claiming that the period for filing a claim had prescribed in respect to the difference between *MERALCO*'s overpayment and the refund amount *MERALCO* is entitled to.

The *BIR* then approved the refund of ₱894 million for issuance of tax credit certificates ("*TCC*s"), proportionate to the actual refund of claims to utility customers. The *BIR* initially issued *TCC*s amounting to ₱317 million corresponding to actual refund to customers as at August 31, 2005. In May 2014, the *BIR* issued additional *TCC*s amounting to ₱396 million corresponding to actual refund to customers as at December 31, 2012.

As at December 31, 2019 and 2018, the amount of unissued *TCC*s of ₱181 million is presented as part of "Financial and other noncurrent assets" account in the consolidated statements of financial position.



See *Note 10 – Financial and Other Noncurrent Assets.*

MERALCO filed a Petition with the Court of Tax Appeals ("*CTA*") assailing the denial by the *BIR* of its income tax refund claim of ₱5,796 million for the years 1994 - 1998 and 2000, arising from the *SC* decision (net of ₱894 million as approved by the *BIR* for taxable year 2001 "Overpayment of Income Tax related to *SC* Refund"). In a Decision dated December 6, 2010, the *CTA*'s Second Division granted *MERALCO*'s claim and ordered the *BIR* to refund or to issue *TCC* in favor of *MERALCO* in the amount of ₱5,796 million in proportion to the tax withheld on the total amount that has been actually given or credited to its customers.

On appeal by the *BIR* to the *CTA* En Banc, *MERALCO*'s petition was dismissed on the ground of prescription in the Decision of the *CTA* En Banc dated May 8, 2012. On a *MR* by *MERALCO* of the said dismissal, the *CTA* En Banc partly granted *MERALCO*'s motion and issued an Amended Decision dated November 13, 2012, ruling that *MERALCO*'s claim was not yet barred by prescription and remanding the case back to the *CTA* Second Division for further reception of evidence.

The *BIR* filed a *MR* of the above Amended Decision, while *MERALCO* filed its Motion for Partial Reconsideration or Clarification of Amended Decision. Both parties filed their respective Comments to the said motions, and these were submitted for resolution at the *CTA* En Banc.

In a Resolution promulgated on May 22, 2013, the *CTA* denied the said motions of the *BIR* and *MERALCO*, and the *CTA* Second Division was ordered to receive evidence and rebuttal evidence relating to *MERALCO*'s level of refund to customers, pertaining to the excess charges it made in taxable years 1994-1998 and 2000, but corresponding to the amount of ₱5,796 million, as already determined by the said court.

On July 12, 2013, the *BIR* appealed the *CTA* En Banc's Amended Decision dated November 13, 2012 and Resolution dated May 22, 2013 via Petition for Review with the *SC*. As at February 24, 2020, the case is pending resolution by the *SC*.

LFT Assessments of Municipalities

Certain municipalities have served assessment notices on *MERALCO* for *LFT*. As provided in the Local Government Code ("*LGC*"), only cities and provincial governments may impose taxes on establishments doing business in their localities. On the basis of the foregoing, *MERALCO* and its legal counsel believe that *MERALCO* is not subject or liable for such assessments.

RPT Assessments

Several Local Government Units ("*LGU*s") assessed *MERALCO* for deficiency *RPT* on certain assets. The assets include electric transformers, distribution wires, insulators, and poles, collectively referred to as *TWIP*. Of these *LGU*s, one (1) has secured a favorable decision from the *CA*. Such decision was appealed by *MERALCO* to the *SC* for the benefit of *MERALCO* customers. On October 22, 2015, *MERALCO* received a copy of the *SC* Decision promulgated on August 5, 2015 declaring, among others, that the transformers, electric posts, transmission lines, insulators, and electric meters of *MERALCO* are not exempted from *RPT* under the *LGC*. *MERALCO* did not appeal the *SC* Decision. The cases of the other *LGU*s are pending with their respective administrative bodies or government offices.

In 2016, *MERALCO* began the process of settlement with the affected *LGU*s. *MERALCO* has filed for the recovery of the resulting *RPT* payments to certain *LGU*s from customers in the relevant areas with the *ERC* and will file for similar recovery for succeeding payments.



On January 30, 2017, *PEPOA* filed a Petition for rule-making proposing that *RPT* be allowed as a pass-through cost in the light of the *SC* Decision. Hearings have been completed and *MERALCO* filed its intervention and submitted its comments. As at February 24, 2020, the Petition is pending before the *ERC*. A similar Petition was likewise filed by the Philippine Rural Electric Cooperative Association ("*PHILRECA*") on April 17, 2019. As at February 24, 2020, hearings are ongoing.

See Note 18 – Provisions.

Mediation with NPC

The *NPC* embarked on a Power Development Program ("*PDP*"), which consisted of contracting generating capacities and the construction of its own, as well as private sector, generating plants, following a crippling power supply crisis. To address the concerns of the creditors of *NPC*, namely, Asian Development Bank and the World Bank, the Department of Energy ("*DOE*") required that *MERALCO* enter into a long-term power supply contract with the *NPC.*

Accordingly, on November 21, 1994, *MERALCO* entered into a 10-year Contract for Sale of Electricity ("*CSE*") with *NPC* which commenced on January 1, 1995. The *CSE,* the rates and amounts charged to *MERALCO* therein, were approved by the *BOD* of *NPC* and the then Energy Regulatory Board, respectively.

Separately, the *DOE* further asked *MERALCO* to provide a market for half of the output of the Camago-Malampaya gas field to enable its development and production of natural gas, which was to generate significant revenues for the Philippine Government and equally significant foreign exchange savings for the country to the extent of the fuel imports, which the domestic volume of natural gas will displace.

MERALCO's actual purchases from *NPC* exceeded the contract level in the first seven (7) years of the *CSE*. However, the 1997 Asian crisis resulted in a significant curtailment of energy demand.

While the events were beyond the control of *MERALCO*, *NPC* did not honor *MERALCO*'s good faith notification of its off-take volumes. A dispute ensued and both parties agreed to enter into mediation.

The mediation resulted in the signing of a Settlement Agreement ("*SA*") between the parties on July 15, 2003. The *SA* was approved by the respective *BOD*s of *NPC* and *MERALCO*. The net settlement amount of ₱14,320 million was agreed upon by *NPC* and *MERALCO* and manifested before the *ERC* through a Joint Compliance dated January 19, 2006. The implementation of the *SA* is subject to the approval of the *ERC*.

Subsequently, the *OSG* filed a "Motion for Leave to Intervene with Motion to Admit Attached Opposition to the Joint Application and Settlement Agreement between *NPC* and *MERALCO*". As a result, *MERALCO* sought judicial clarification with the Regional Trial Court ("*RTC-Pasig*"). Pre-trials were set, which *MERALCO* complied with and attended. However, the *OSG* refused to participate in the pre-trial and opted to seek a Temporary Restraining Order ("*TRO*") from the *CA.*

In a Resolution dated December 1, 2010, the *CA* issued a *TRO* against the *RTC-Pasig*, *MERALCO* and *NPC* restraining the respondents from further proceeding with the case. Subsequently, in a Resolution dated February 3, 2011, the *CA* issued a writ of preliminary injunction enjoining the *RTC-Pasig* from conducting further proceedings pending resolution of the Petition. In a Decision dated October 14, 2011, the *CA* resolved to deny the Petition filed by the *OSG* and lifted the injunction previously issued. The said Decision likewise held that the *RTC-Pasig* committed no error in finding the *OSG* in default due to its failure to participate in the proceedings. The *RTC-Pasig* was thus



ordered to proceed to hear the case *ex-parte*, as against the *OSG*, and with dispatch. The *OSG* filed a *MR* which was denied by the *CA* in its Resolution dated April 25, 2012. The *OSG* filed a Petition for Review on Certiorari with the *SC*. *MERALCO*'s Comment was filed on October 29, 2012. Subsequently, a Decision dated December 11, 2013 was rendered by the First Division of the *SC* denying the Petition for Review on Certiorari by the *OSG* and affirming the Decision promulgated by the *CA* on October 14, 2011.

With the dismissal of the petition filed by the Office of the Solicitor General ("*OSG*") with the *CA*, *MERALCO* filed a motion for the reception of its evidence *ex-parte* with the *RTC-Pasig* pursuant to the ruling of the *CA*. In a Decision dated May 29, 2012, the *RTC-Pasig* declared the *SA* valid and binding, independent of the pass-through for the settlement amount which is reserved for the *ERC*. The *OSG* has filed a Notice of Appeal with the *RTC-Pasig* on June 19, 2012. After both parties filed their respective appeal briefs, the *CA* rendered a Decision dated April 15, 2014 denying the appeal and affirming the *RTC* Decision, which declared the *SA* as valid and binding. The *OSG* filed a Petition for Review with the *SC*. On November 10, 2014, *MERALCO* filed its comment to the Petition. *PSALM* likewise filed its comment to the Petition. In a Resolution dated July 8, 2015, the *SC* resolved to serve anew its Resolutions requiring *NPC* to comment on the Petition. In compliance, *NPC* submitted its Comment dated September 8, 2015. *MERALCO* submitted its Motion for Leave to File and to Admit Attached Reply on October 12, 2015. Pursuant to the *SC* Resolution dated November 11, 2015, the *OSG* filed a Consolidated Reply to the comments filed by *NPC*, *MERALCO* and *PSALM*. *MERALCO* then filed a Motion for Leave to File and to Admit the Attached Rejoinder. The parties have filed their respective memoranda. As at February 24, 2020, *MERALCO* is awaiting further action of the *SC* on the matter.

Sucat-Araneta-Balintawak Transmission Line

The Sucat-Araneta-Balintawak transmission line is a two (2)-part transmission line, which completed the 230 *kV* line loop within Metro Manila. The two (2) main parts are the Araneta to Balintawak leg and the Sucat to Araneta leg, which cuts through Dasmariñas Village, Makati City.

On March 10, 2000, certain residents along Tamarind Road, Dasmariñas Village, Makati City "the *Plaintiffs*", filed a case against *NPC* with the *RTC-Makati*, enjoining *NPC* from further installing high voltage cables near the *Plaintiffs*' homes and from energizing and transmitting high voltage electric current through said cables because of the alleged health risks and danger posed by the same through the electromagnetic field emitted by said lines. Following its initial status quo Order issued on March 13, 2000, *RTC-Makati* granted on April 3, 2000 the preliminary injunction sought by the *Plaintiffs*. The decision was affirmed by the *SC* on March 23, 2006, which effectively reversed the decision of the *CA* to the contrary. The *RTC-Makati* subsequently issued a writ of execution based on the Order of the *SC. MERALCO*, in its capacity as an intervenor, was constrained to file an Omnibus Motion to maintain status quo because of the significant effect of a de-energization of the Sucat-Araneta line to the public and economy. Shutdown of the 230 *kV* line will result in widespread and rotating brownouts within *MERALCO*'s franchise area with certain power plants unable to run at their full capacities.

On September 8, 2009, the *RTC-Makati* granted the motions for intervention filed by intervenors, *MERALCO* and *NGCP* and dissolved the Writ of Preliminary Injunction issued, upon the posting of the respective counter bonds by defendant *NPC*, intervenors *MERALCO* and *NGCP*, subject to the condition that *NPC* and intervenors will pay for all damages, which the *Plaintiffs* may incur as a result of the Writ of Preliminary Injunction.

In its Order dated February 5, 2013, the *RTC-Makati* granted the *Plaintiffs*' motion and directed the re-raffle of the case to another branch after the judicial dispute resolution failed.



This case remains pending and is still at the pre-trial stage. During the pre-trial stage, *Plaintiffs* filed a Manifestation stating that they are pursuing the deposition of a supposed expert in electromagnetic field through oral examination without leave of court in late January or early February 2016 or on such date as all the parties may agree amongst themselves at the Consulate Office of the Philippines in Vancouver, Canada. *NPC* and intervenors filed their Opposition and Counter-Manifestation. Intervenor *NGCP* filed a Motion to Prohibit the Taking of the Deposition of the said expert. Intervenor *MERALCO* intends to file its Comment/Opposition in due course. As at February 24, 2020, *MERALCO* is awaiting further action of the *SC* on the matter.

Petition for Dispute Resolution against *PEMC*, *TransCo*, *NPC* and *PSALM*

On September 9, 2008, *MERALCO* filed a Petition for Dispute Resolution, against *PEMC*, *TransCo*, *NPC* and *PSALM* with the *ERC* as a result of the congestion in the transmission system of *TransCo* arising from the outages of the San Jose-Tayabas 500 *kV* Line 2 on June 22, 2008, and the 500 *kV* 600 Mega Volt-Ampere Transformer Bank No. 2 of *TransCo*'s San Jose, Bulacan substation on July 11, 2008. The Petition seeks to, among others, direct *PEMC* to adopt the *NPC*- Time-of-Use ("*TOU*") rate or the new price determined through the price substitution methodology of *PEMC* as approved by the *ERC*, as basis for its billing during the period of the congestion and direct *NPC* and *PSALM* to refund the transmission line loss components of the line rentals associated with *NPC/PSALM* bilateral transactions from the start of *WESM* operation on June 26, 2006.

In a Decision dated March 10, 2010, the *ERC* granted *MERALCO*'s petition and ruled that there is double charging of the transmission line costs billed to *MERALCO* by *NPC* for the Transition Supply Contract ("*TSC*") quantities to the extent of 2.98% loss factor, since the effectivity of the *TSC* in November 2006. Thus, *NPC* was directed to refund line rental adjustment to *MERALCO*. In the meantime, the *ERC* issued an Order on May 4, 2011 allowing *PEMC* to submit an alternative methodology for the segregation of line rental into congestion cost and line losses from the start of the *WESM. PEMC* has filed its compliance submitting its alternative methodology.

On September 8, 2011, *MERALCO* received a copy of *PEMC*'s compliance to the *ERC*'s directive and on November 11, 2011, *MERALCO* filed a counter-proposal which effectively simplifies *PEMC*'s proposal.

In an Order of the *ERC* dated June 21, 2012, *MERALCO* was directed to submit its computation of the amount of the double charging of line loss on a per month basis from June 26, 2006 up to June 2012. On July 4, 2012, *MERALCO* filed its Compliance to the said Order. Thereafter, the *ERC* issued an Order directing the parties to comment on *MERALCO*'s submissions. Hearings were conducted on October 2, 2012 and October 16, 2012 to discuss the parties' proposal and comments.

In an Order dated March 4, 2013, the *ERC* approved the methodology proposed by *MERALCO* and *PEMC* in computing the double charged amount on line losses by deducting 2.98% from the *NPC-TOU* amount. Accordingly, the *ERC* determined that the computed double charge amount to be collected from *NPC* is ₱5.2 billion, covering the period November 2006 to August 2012 until actual cessation of the collection of the 2.98% line loss charge in the *NPC-TOU* rates imposed on *MERALCO*. In this regard, *NPC* was directed by the *ERC* to refund said amount by remitting to *MERALCO* the equivalent amount of ₱73.9 million per month until the over-recoveries are fully refunded. In the said Order, the *ERC* likewise determined that the amount to be collected from the successor generating companies ("*SGC*s") is ₱4.7 billion. Additionally, *MERALCO* was directed to file a petition against the following *SGC*s: *MPPCL,* Aboitiz Power Renewables, Inc. ("*APRI*"), *TLI*, *SMEC* and *Sem-Calaca*, within 30 days from receipt thereof, to recover the line loss collected by them. On April 19, 2013, *MERALCO* filed a Motion for Clarification with the *ERC* regarding the directives contained in the March 4, 2013 Order. On April 30, 2013 and May 8, 2013, *PSALM* and

NPC, respectively, filed motions seeking reconsideration of the March 4, 2013 Order. *MERALCO* filed a motion seeking for an additional 15 days from its receipt of the *ERC*'s Order resolving its Motion for Clarification, within which to file its Petition against the *SGC*s.

In an Order dated July 1, 2013, the *ERC* issued the following clarifications/resolutions: (i) *SPPC* should be included as one of the *SGC*s against whom a petition for dispute resolution should be filed by *MERALCO*; (ii) amount to be refunded by *NPC* is not only ₱5.2 billion but also the subsequent payments it received from *MERALCO* beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates; (iii) petition to be filed by *MERALCO* against the *SGC*s should not only be for the recovery of the amount of ₱4.7 billion but also the subsequent payments beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates; (iv) "SCPC Ilijan" pertains to *SPPC* instead. Thus, the refundable amount of ₱706 million pertaining to "SCPC Ilijan" should be added to *SPPC*'s refundable amount of ₱1.1 billion; (v) grant the Motion for Extension filed by *MERALCO* within which to file a petition against the following *SGC*s: *MPPCL*, *APRI*, *TLI*, *SMEC*, *Sem-Calaca* and *SPPC*; and (vi) deny the respective *MR*s filed by *NPC* and *PSALM*.

On September 12, 2013, *MERALCO* filed a Manifestation with Motion with the *ERC* seeking approval of its proposal to offset the amount of ₱73.9 million per month against its monthly remittances to *PSALM*. *PSALM* and *NPC* filed their comments *Ad Cautelam* and Comment and Opposition *Ad Cautelam*, respectively, on *MERALCO*'s Manifestation with Motion. On November 4, 2013, *MERALCO* filed its reply. As at February 24, 2020, *MERALCO*'s Manifestation with Motion is pending resolution by the *ERC*.

On October 24, 2013, *MERALCO* received *PSALM*'s Petition for Review on Certiorari with the *CA* (With Urgent *TRO* and/or Writ of Preliminary Mandatory Injunction Applications) questioning the March 4, 2013 and July 1, 2013 Orders of the *ERC*.

On February 3, 2014, *MERALCO* filed a Comment with Opposition to the Application for *TRO* or Writ of Preliminary Injunction dated January 30, 2014. *PEMC* filed a Comment and Opposition Re: Petition for Certiorari with Urgent *TRO* and/or Writ of Preliminary Mandatory Injunction dated January 6, 2014. On June 4, 2014, the *CA* issued a Resolution declaring that *PSALM* is deemed to have waived the filing of a Reply to the comment and opposition of *MERALCO* and *PEMC* and directing the parties to submit their simultaneous memoranda within 15 days from notice. On December 1, 2014, the *CA* issued a decision dismissing the Petition for Certiorari filed by *PSALM* against the *ERC*, *MERALCO* and *PEMC* and affirming the *ERC*'s ruling on the refund of the ₱5.2 billion of transmission line losses double charged by *PSALM* and *NPC*. On January 30, 2015, *PSALM* filed its *MR* on the December 1, 2014 Decision of the *CA*. *MERALCO* has filed its Opposition to the *MR*. In a Resolution dated August 11, 2015, the *CA* denied *PSALM's MR*. On October 27, 2015, *MERALCO* received *PSALM's* Petition for Review with the *SC*. The Petition has been given due course and the parties have filed their respective memoranda. As at February 24, 2020, *MERALCO* is still awaiting further action of the *SC* on the Petition.

Petition for Dispute Resolution against SPPC, MPPCL, APRI, TLI, SMEC and Sem-Calaca

On August 29, 2013, *MERALCO* filed a Petition for Dispute Resolution against *SPPC*, *MPPCL*, *APRI*, *TLI*, *SMEC* and *Sem-Calaca.* Said Petition seeks the following: 1) refund of the 2.98% transmission line losses in the amount of ₱5.4 billion, inclusive of the ₱758 million line loss for the period September 2012 to June 25, 2013, from said *SGC*s; and 2) approval of *MERALCO*'s proposal to correspondingly refund to its customers the aforementioned line loss amounts, as and when the same are received from the *SGC*s, until such time that the said over-recoveries are fully refunded, by way of automatic deduction of the amount of refund from the computed monthly generation rate. On

September 20, 2013, *MERALCO* received the *SGC*s' Joint Motion to Dismiss. On October 7, 2013, *MERALCO* filed its Comment on the said Joint Motion.

On October 8, 2013, *MERALCO* received the *SGC*s Manifestation and Motion, which sought, among other things, the cancellation of the scheduled initial hearing of the case, including the submission of the parties respective Pre-trial Briefs, until the final resolution of the *SGC*'s Joint Motion to Dismiss. On October 11, 2013, *MERALCO* filed its pre-trial brief. On October 14, 2013, *MERALCO* filed its Opposition to the *SGC*'s Manifestation and Motion. On October 24, 2013, *MERALCO* received the *SGC'*s Reply to its Comment on the Joint Motion to Dismiss. On October 29, 2013, *MERALCO* filed its Rejoinder. Thereafter, the *SGC*'s filed their Sur-Rejoinder dated November 4, 2013. As at February 24, 2020, the Joint Motion to Dismiss is pending resolution by the *ERC*.

PSALM versus PEMC and MERALCO

Due to the significant increases in *WESM* prices during the 3rd and 4th months of the *WESM* operations, *MERALCO* raised its concerns with the *PEMC* with request for the latter to investigate whether *WESM* rules were breached or if anti-competitive behavior had occurred.

While resolutions were initially issued by the *PEMC* directing adjustments of *WESM* settlement amounts, a series of exchanges and appeals with the *ERC* ensued. *ERC* released an order directing that the *WESM* settlement price for the 3rd and 4th billing months be set at *NPC-TOU* rates, prompting *PSALM* to file a Motion for Partial Reconsideration, which was denied by the *ERC* in an Order dated October 20, 2008. *PSALM* filed a Petition for Review before the *CA*, which was dismissed on August 28, 2009, prompting *PSALM* to file an *MR*, which was likewise denied by the *CA* on November 6, 2009. In December 2009, *PSALM* filed a Petition for Review on Certiorari with the *SC*. *MERALCO* has filed its comments on the Petition and its Memorandum. As at February 24, 2020, *PSALM*'s Petition for Review is pending resolution by the *SC*.

Petition for Dispute Resolution with NPC on Premium Charges

On June 2, 2009, *MERALCO* filed a Petition for Dispute Resolution against *NPC* and *PSALM* with respect to *NPC*'s imposition of premium charges for the alleged excess energy it supplied to *MERALCO* covering the billing periods May 2005 to June 2006. The premium charges amounting to ₱315 million during the May-June 2005 billing periods have been paid but are the subject of a protest by *MERALCO*, and premium charges of ₱318 million during the November 2005, February 2006 and April to June 2006 billing periods are being disputed and withheld by *MERALCO*. *MERALCO* believes that there is no basis for the imposition of the premium charges. The hearings on this case have been completed. As at February 24, 2020, the Petition is pending resolution by the *ERC*.

SC TRO on MERALCO's December 2013 Billing Rate Increase

On December 9, 2013, the *ERC* gave clearance to the request of *MERALCO* to implement a staggered collection over three (3) months covering the December 2013 billing month for the increase in generation charge and other bill components such as *VAT*, *LFT*, transmission charge, and *SL* charge. The generation costs for the November 2013 supply month increased significantly because of the aberrant spike in the *WESM* charges on account of the non-compliance with *WESM* Rules by certain plants resulting in significant power generation capacities not being offered and dispatched, and the scheduled and extended shutdowns, and the forced outages, of several base load power plants, and the use of the more expensive liquid fuel or bio-diesel by the natural gas-fired power plants that were affected by the Malampaya Gas Field shutdown from November 11 to December 10, 2013.



On December 19, 2013, several party-list representatives of the House of Representatives filed a Petition against *MERALCO*, *ERC* and *DOE* before the *SC*, questioning the *ERC* clearance granted to *MERALCO* to charge the resulting price increase, alleging the lack of hearing and due process. It also sought for the declaration of the unconstitutionality of the *EPIRA*, which essentially declared the generation and supply sectors competitive and open, and not considered public utilities. A similar petition was filed by a consumer group and several private homeowners' associations challenging also the legality of the *AGRA* that the *ERC* had promulgated. Both petitions prayed for the issuance of *TRO*, and a Writ of Preliminary Injunction.

On December 23, 2013, the *SC* consolidated the two (2) Petitions and granted the application for *TRO* effective immediately and for a period of 60 days, which effectively enjoined the *ERC* and *MERALCO* from implementing the price increase. The *SC* also ordered *MERALCO*, *ERC* and *DOE* to file their respective comments to the Petitions. Oral Arguments were conducted on January 21, 2014, February 4, 2014 and February 11, 2014. Thereafter, the *SC* ordered all the Parties to the consolidated Petitions to file their respective Memorandum on or before February 26, 2014 after which the Petitions will be deemed submitted for resolution of the *SC*. *MERALCO* complied with said directive and filed its Memorandum on said date.

On February 18, 2014, acting on the motion filed by the Petitioners, the *SC* extended for another 60 days or until April 22, 2014, the *TRO* that it originally issued against *MERALCO* and *ERC* on December 23, 2013. The *TRO* was also similarly applied to the generating companies, specifically *MPPCL*, *SMEC*, *SPPC*, *FGPC*, and the *NGCP*, and the *PEMC* (the administrator of *WESM* and market operator at that time) who were all enjoined from collecting from *MERALCO* the deferred amounts representing the ₱4.15 per *kWh* price increase for the November 2013 supply month.

In the meantime, on January 30, 2014, *MERALCO* filed an Omnibus Motion with Manifestation with the *ERC* for the latter to direct *PEMC* to conduct a re-run or re-calculation of the *WESM* prices for the supply months of November to December 2013. Subsequently, on February 17, 2014, *MERALCO* filed with the *ERC* an Application for the recovery of deferred generation costs for the December 2013 supply month praying that it be allowed to recover the same over a six (6)-month period.

On March 3, 2014, the *ERC* issued an Order voiding the Luzon *WESM* prices during the November and December 2013 supply months on the basis of the preliminary findings of its Investigating Unit ("*IU*") that these are not reasonable, rational and competitive, and imposing the use of regulated rates for the said period. *PEMC* was given seven (7) days upon receipt of the Order to calculate these regulated prices and implement the same in the revised *WESM* bills of the concerned *DU*s in Luzon. *PEMC*'s recalculated power bills for the supply month of December 2013 resulted in a net reduction of the December 2013 supply month bill of the *WESM* by ₱9.3 billion. Due to the pendency of the *TRO*, no adjustment was made to the *WESM* bill of *MERALCO* for the November 2013 supply month. The timing of amounts to be credited to *MERALCO* is dependent on the reimbursement of *PEMC* from associated generator companies. However, several generating companies, including *MPPCL*, SN Aboitiz Power, Inc., TeaM (Philippines) Energy Corporation, PanAsia Energy, Inc. ("*PanAsia*"), and *SMEC*, have filed *MR*s questioning the Order dated March 3, 2014. *MERALCO* has filed a consolidated comment to these *MR*s. In an Order dated October 15, 2014, the *ERC* denied the *MR*s. The generating companies have appealed the Orders with the *CA*. *MERALCO* has filed a motion to intervene and a comment in intervention. The *CA* consolidated the cases filed by the generation companies. In a Decision dated November 7, 2017, the *CA* set aside *ERC* Orders dated March 3, 2014, March 27, 2014, May 9, 2014 and October 15, 2014 and declared the orders null and void. The Decision then reinstated and declared valid *WESM* prices for the November and December 2013 supply months. *MERALCO* and the *ERC* have filed their respective motions for reconsideration. Several consumers also intervened in the case and filed their respective motions for reconsideration.

In a Resolution dated March 29, 2019, the *CA* denied the motions for reconsideration and upheld its Decision dated November 7, 2017.

MERALCO and several consumers have elevated the *CA* Decision and Order to the SC where the case is pending.

In view of the pendency of the various submissions before the *ERC* and mindful of the complexities in the implementation of the *ERC*'s Order dated March 3, 2014, the *ERC* directed *PEMC* to provide the market participants additional 45 days to comply with the settlement of their respective adjusted *WESM* bills. In an Order dated May 9, 2014, the parties were then given an additional non-extendible period of 30 days from receipt of the Order within which to settle their *WESM* bills. However, in an Order dated June 6, 2014 and acting on an intervention filed by Angeles Electric Corporation, the *ERC* deemed it appropriate to hold in abeyance the settlement of *PEMC*'s adjusted *WESM* bills by the market participants.

On April 22, 2014, the *SC* extended indefinitely the *TRO* issued on December 23, 2013 and February 18, 2014 and directed generating companies, *NGCP* and *PEMC* not to collect from *MERALCO*. As at February 24, 2020, the *SC* has yet to resolve the various petitions filed against *MERALCO*, *ERC*, and *DOE*.

ERC IU Complaint

On December 26, 2013, the *ERC* constituted the *IU* under its Competition Rules to investigate possible anti-competitive behavior by the industry players and possible collusion that transpired in the *WESM* during the supply months of November 2013 and December 2013. *MERALCO* participated in the proceedings and submitted a Memorandum.

An investigating officer of the *IU* filed a Complaint dated May 9, 2015 against *MERALCO* and *TMO* for alleged anti-competitive behavior constituting economic withholding in violation of Section 45 of the *EPIRA* and Rule 11, Section 1 and 8(e) of the *EPIRA IRR*. In an Order dated June 15, 2015, the *ERC* directed *MERALCO* to file its comment on the Complaint. *MERALCO* and *TMO* have filed their respective answers to the Complaint.

In an Order dated September 1, 2015, the *ERC* directed the investigating officer to file his reply to *MERALCO*. In a Manifestation and Motion to Set the Case for Hearing dated November 9, 2015, the investigating officer manifested that he would no longer file a reply and that the case be set for hearing.

On May 24, 2016, the *ERC* promulgated Resolution No. 14, Series of 2016, which resolved to divide the Commission into two (2) core groups for the conduct of hearings and to designate the commissioners to act as presiding officers in anti-competition cases. The raffle pursuant to said Resolution was conducted on June 15, 2016.

In a Notice of Pre-Trial Conference dated June 16, 2016, the *ERC* set the pre-trial conference on August 18, 2016 and required *MERALCO* and *TMO* to submit their respective pre-trial briefs. However, on July 27, 2016, the complainant filed two (2) omnibus motions for the consolidation and deferment of the pre-trial conferences. Hence, in an Order dated August 1, 2016, the respondents were given 10 days to submit their comments on the Motion for Consolidation, with the complainant given five (5) days to file his reply. As such, the pre-trial conferences as scheduled were deferred until further notice and all parties were granted 20 days to submit their respective pre-trial briefs.



In the meantime, *MERALCO* likewise filed an Urgent Motion to Dismiss with Motion to Suspend Proceedings which was adopted by *TMO* in its Manifestation and Motion filed on July 28, 2016. *MERALCO* maintained that the Complaint should be dismissed due to the absence of subject matter jurisdiction as it is now the Philippine Competition Commission ("*PCC*") which has original and primary jurisdiction over competition-related cases in the energy sector. On August 23, 2016, *MERALCO* filed an Urgent Motion Ad Cautelam for suspension of proceeding including period to file pre-trial brief and judicial affidavit.

In a Motion dated August 25, 2016, complainant filed a Motion to defer the submission of the complainant's pre-trial brief and judicial affidavit. In an Order dated June 13, 2017, the *ERC* denied the motion to consolidate but upheld the authority of private counsel to represent the complainants. *MERALCO* filed a Motion for Partial Reconsideration to question such authority.

In an Order dated February 2, 2017, the *ERC* denied the motion to dismiss and asserted jurisdiction over the Complaint. *MERALCO* filed its *MR* to the Order on February 23, 2017. In an Order dated June 20, 2017, the *ERC* denied the *MR*. On September 19, 2017, *MERALCO* filed a Petition for Certiorari with the *CA*. In a Resolution dated October 2, 2017, the *CA* required respondents to file their Comment on the Petition within 10 days and held in abeyance its resolution on the prayer for injunctive relief until the comments have been filed. *MERALCO* was likewise given five (5) days to file its reply. In a Manifestation dated October 23, 2017, the *ERC* stated that it is a nominal party in the case as the quasi-judicial tribune that issued the assailed ordinances. The *IU* filed its own Comment dated December 19, 2017. In a Manifestation and Motion dated December 22, 2017, the *OSG* informed the *CA* that it will no longer represent the *IU* and will instead participate as "tribune of the people". In the meantime, *TMO* also filed a separate Petition for Review on Certiorari with the *CA*. In a Resolution dated January 10, 2018, the *CA* ordered the consolidation of the petitions of *TMO* and *MERALCO*. In a Decision dated May 23, 2018, the *CA* denied the consolidated Petitions filed by *MERALCO*, *TMO*, and *APRI*, and ruled that the jurisdiction to resolve the *IU* cases remains with the *ERC* because the Philippine Competition Act ("*PCA*") does not apply retroactively.

On June 20, 2018, *MERALCO* filed an *MR* with the *CA*. The *ERC* likewise filed its Motion for Partial Reconsideration on the ground that it retained concurrent jurisdiction together with the *PCC* over cases involving alleged anti-competitive conduct supposedly because the *PCA* did not repeal Section 45 of the *EPIRA*.

In Resolution dated January 28, 2019, the *CA* denied the motions for reconsideration filed by all of the parties. While it sustained its finding that the *PCC* now holds original, exclusive, and primary jurisdiction over all competition-related cases, the *CA* reiterated its view that the *PCA* has no retroactive effect.

The *ERC* has elevated the matter to the *SC*. *MERALCO* and *TMO* have been required to file their respective comments to the Petition filed by the *SC*.

SPPC vs. PSALM

SPPC and *PSALM* are parties to an Independent Power Producer Administration ("*IPPA*") Agreement covering the Ilijan Power Plant. On the other hand, *MERALCO* and *SPPC* had a *PSA* covering the sale of electricity from the Ilijan Power Plant to *MERALCO*. In a letter dated September 8, 2015, *SPPC* informed *MERALCO* that due to an ongoing dispute with *PSALM* arising from difference in interpretation of the provisions of the *IPPA* Agreement, *PSALM* terminated the said Agreement. *SPPC* filed a complaint at the *RTC*-Mandaluyong to nullify the termination notice for lack of factual and legal basis. On said date, the executive judge of *RTC*-Mandaluyong issued a 72-hour *TRO*. In an Order dated September 11, 2015, the *RTC*-Mandaluyong extended the *TRO* by an additional 17 days.



In an Order dated September 28, 2015, the *RTC*-Mandaluyong granted the prayer for preliminary injunction. *PSALM* has filed *MR*s to question the Orders.

MERALCO filed a Motion for Leave to Intervene with Motion to Admit Attached Complaint-in-Intervention. In an Order dated October 19, 2015, the *RTC*-Mandaluyong allowed *MERALCO*'s intervention in the proceedings and admitted its Complaint-in-Intervention. *PSALM* filed a *MR* dated November 6, 2015 of the Order admitting *MERALCO*'s intervention. *RTC*-Mandaluyong issued an Order dated June 27, 2016 denying the *MR*s. *PSALM* elevated these orders to the *CA* through a Petition for Certiorari. In a Resolution dated May 25, 2017, the *CA* denied *PSALM*'s prayer for the issuance of a *TRO* and/or writ of preliminary injunction. In a Decision dated December 19, 2017, the *CA* dismissed the Petition and affirmed the Orders of the *RTC*-Mandaluyong. As at February 24, 2020, hearings are ongoing before the new presiding judge.

Ombudsman Cases Against MERALCO Directors

On January 30, 2018, *MERALCO* received an Order dated January 22, 2018 from the Office of the Ombudsman directing *MERALCO*'s directors to comment on a complaint-affidavit for syndicated estafa filed by certain consumer group which charged that there was conspiracy between *MERALCO* directors and the *ERC* regarding the alleged misappropriation of the bill deposits received from *MERALCO* consumers. On February 9, 2018, *MERALCO*'s directors filed their Counter-Affidavits where they refuted the arguments of the consumer group. In a Resolution dated May 18, 2018, the criminal complaint for syndicated estafa was dismissed for insufficiency of evidence. The case was referred to the *COA* for the conduct of audit on the bill deposits collected by *MERALCO* from the public consumers and to inform the Ombudsman of the compliance therewith. The consumer group filed a Motion for Partial Reconsideration dated June 16, 2018 to which *MERALCO* filed its Comment. The consumer group's Motion for Partial Reconsideration was denied through an Order dated July 30, 2018.

On February 28, 2018, *MERALCO* received an Order dated February 20, 2018 from the Office of the Ombudsman directing *MERALCO*'s directors to comment on a complaint-affidavit for syndicated estafa filed by certain consumer group which charged that there was conspiracy between *MERALCO* directors and the *ERC* regarding the *MERALCO*'s investment activities in other businesses for being violative of its legislative franchise and the *EPIRA*. On March 12, 2018, *MERALCO*'s directors filed their Counter-Affidavits where they refuted the arguments of the consumer group. As at February 24, 2020, *MERALCO* is awaiting further action of the Office of the Ombudsman on the matter.

Others

Liabilities for certain local taxes amounting to ₱1,473 million and ₱2,688 million as at December 31, 2019 and 2018, respectively, are included in the "Other noncurrent liabilities" account in the consolidated statements of financial position.

Management and its internal and external counsels believe that the probable resolution of these issues will not materially affect *MERALCO's* financial position and results of operations.

29. **Significant Contracts and Commitments**

MERALCO

Independent Power Producers ("IPPs")

FGPC and *FGP*

In compliance with the *DOE's* program to create a market for Camago-Malampaya gas field and enable its development, *MERALCO* has committed to contract 1,500 *MW* of the 2,700 *MW* output of the Malampaya gas field.

Accordingly, *MERALCO* entered into separate 25-year *PPA*s with *FGPC* (March 14, 1995) and *FGP* (July 22, 1999) for a minimum number of *kWh* of the net electric output of the Sta. Rita and San Lorenzo power plants, respectively, from the start of their commercial operations. The *PPA* with *FGPC* terminates on August 17, 2025, while that of *FGP* ends on October 1, 2027.

On January 7, 2004, *MERALCO*, *FGP* and *FGPC* signed an Amendment to their respective *PPA*s. The negotiations resulted in certain new conditions including the assumption of *FGP* and *FGPC* of community taxes at current tax rate, and subject to certain conditions increasing the discounts on excess generation, payment of higher penalties for non-performance up to a capped amount, recovery of accumulated deemed delivered energy until 2011 resulting in the non-charging of *MERALCO* of excess generation charge for such energy delivered beyond the contracted amount but within a 90% capacity quota. The amended terms under the respective *PPA*s of *FGP* and *FGPC* were approved by the *ERC* on May 31, 2006.

Under the respective *PPA*s of *FGP* and *FGPC*, the fixed capacity fees and fixed operating and maintenance fees are recognized monthly based on the actual Net Dependable Capacity tested and proven, which is usually conducted on a semi-annual basis.

QPPL

MERALCO entered into a *PPA* with *QPPL* on August 12, 1994, which was subsequently amended on December 1, 1996. Under the terms of the amended *PPA*, *MERALCO* is committed to purchase a specified volume of electric power and energy from *QPPL*, subject to certain terms and conditions. The *PPA* is for a period of 25 years from the start of commercial operations up to July 12, 2025.

In a Letter Agreement signed on February 21, 2008, the amount billable by *QPPL* included a transmission line charge reduction in lieu of a previous rebate program. The Letter Agreement also provides that *MERALCO* make advances to *QPPL* of US$2.85 million per annum for 10 years beginning 2008 to assist *QPPL* in consideration of the difference between the transmission line charge specified in the Transmission Line Agreement ("*TLA*") and the *ERC*-approved transmission line charge in March 2003. *QPPL* shall repay *MERALCO* the same amount at the end of the 10-year period in equal annual payments without adjustment. However, if *MERALCO* is able to dispatch *QPPL* at a plant capacity factor of no less than 86% in any particular year, *MERALCO* shall not be required to pay US$2.85 million on that year. This arrangement did not have any impact on the rates to be charged to consumers and hence, did not require any amendment in the *PPA*, as approved by the *ERC*.

See *Note 10 – Financial and other Noncurrent Assets.*

Committed Energy Volume to be Purchased

The following are forecasted purchases/payments to *FGPC*, *FGP* and *QPPL* corresponding to the Minimum Energy Quantity ("*MEQ*") provisions of the contracts. The forecasted fixed payments include capacity charge and fixed operation and maintenance cost escalated using the U.S. and Philippine Consumer Price Index.

Year	MEQ	Equivalent Amount
	(In million kwh)	*(In Millions)*
2020	14,195	₱25,218
2021	14,195	25,733
2022	14,195	26,881
2023	14,195	26,926
2024-2030	33,194	58,624

Contracts for the CSE and *PSAs with Privatized Plants* and *IPPAs*

MERALCO entered into separate *PSAs* with *SPPC*, *Sem-Calaca* and *MPPCL* on December 12, 20 and 21, 2011, respectively. Also, separate *PSAs* with *TLI* and *SMEC* were executed on February 29 and June 26, 2012, respectively. These *PSA*s are for a period of seven (7) years, extendable for three (3) years upon agreement of the parties. Thereafter, applications for approval of the *PSA*s were filed with the *ERC*.

MPower likewise signed separate *PSA*s with *SPPC*, *MPPCL*, *Sem-Calaca*, and *TLI* on December 12, 2011, March 16, 2012, June 25, 2012, October 10, 2012 and October 19, 2012, respectively.

In separate Decisions dated December 17, 2012, the *ERC* approved with modifications the *PSA*s of *MERALCO* with *SPPC*, *Sem-Calaca*, *MPPCL*, *TLI* and *SMEC*.

*MR*s were filed regarding the *ERC* decisions on the *PSA*s with *SPPC*, *Sem-Calaca* and *SMEC*. *MERALCO* is awaiting the decision of the *ERC* on the *SPPC* and *Sem-Calaca MR*s. In an Order dated December 16, 2013, the *ERC* denied the Motion for Partial Reconsideration on the *PSA* with *SMEC*. Both *MERALCO* and *SMEC* have filed separation motions with respect to such order. In an Order dated May 29, 2018, the *ERC* partially granted the Motion for Partial Reconsideration on the *PSA* with *Sem-Calaca*. On July 25, 2018, *MERALCO* filed a motion for clarification of the said Order which, as at February 24, 2020, remains pending for resolution of the *ERC*. Meanwhile, the terms of the *PSA* with *Sem-Calaca* expired on December 25, 2018.

MERALCO entered into separate Supplemental Agreements with *MPPCL* and *TLI* on April 8 and 27, 2016, respectively, for the extension of the term of these *PSA*s for an additional period of three (3) years up to December 25, 2022. Thereafter, relevant Manifestations with Motion for Approval of the Supplemental Agreements were filed with the *ERC*. In its order dated September 11, 2019, the *ERC* denied the motion filed by *MERALCO* to extend the *PSA* with *TLI.*

On December 6, 2019, *MERALCO* and *TLI* executed a new short-term *PSA* for the purchase of 250 *MW* capacity and energy from *TLI*'s power plant for the period of December 26, 2019 to December 25, 2020. On December 19, 2019, the *DOE* issued a Certificate of Exemption from *CSP* in favor of *MERALCO* for the new short-term *PSA*. On December 23, 2019, *MERALCO* filed an application with the *ERC* for the approval of its new short-term *PSA* with *TLI*. Hearings have been set for March 5, 18 and 25, 2020.

Under the *PSA*s approved by the *ERC*, fixed capacity fees and fixed operating maintenance fees are recognized monthly based on their contracted capacities. The annual projection of these payments is shown in the table below:

Year	Contracted Capacity	Fixed Payment Amount
	(In Megawatt)	*(In millions)*
2020	3,133	₱63,970
2021	2,575	60,390
2022	2,575	61,461
2023	2,575	62,346
2024-2030	11,305	304,101

The *ERC,* for the *MPPCL* case, issued an Order dated October 11, 2016 resolving to consider *MERALCO*'s "Manifestation and Motion" as a new application for approval of *PSA*. In view of the said Order, *MERALCO* and *MPPCL* filed a Joint Application for approval of the supplemental agreement extending the term of their *PSA* for an additional three (3) years. The initial hearing for the case was set on May 25, 2017 and a series of hearings ensued, however, a petition for intervention and opposition was filed by a consumer group, mainly on the ground that the parties, in extending the *PSA*, failed to conduct a *CSP*, thus, omitting a key policy and regulatory requirement of the *DOE* and *ERC* in assuring the least cost of electricity supply procured by *MERALCO* in order to oppose the extension of the *PSA.* As at February 24, 2020, the hearing of the case is suspended, while the parties await the resolution of the *ERC*.

On January 1, 2018, the *Tax Reform for Acceleration and Inclusion* ("*TRAIN*") Law became effective. Among other things, the *TRAIN* Law increased the excise tax on coal from ₱10.00 per metric ton to ₱50.00 per metric ton, effective January 1, 2018. This tax is to increase year on year, up to ₱150.00 per metric ton for coal, beginning January 1, 2020. Under *MERALCO*'s *PSA* with *TLI,* should there be any increase in existing charges, fees, taxes, duties assessments, or other similar amounts, a party to the *PSA* may claim the same as a charge due to change in law, upon *ERC* approval thereof. On July 19, 2018, *MERALCO* and *TLI* filed a joint application for the approval of recovery of the increase in excise tax as a result of the implementation of the *TRAIN* Law. On November 9, 2018, the parties filed their joint *FOE.* In its Order dated December 11, 2018, the *ERC* granted the parties interim relief authorizing the implementation of the recovery of the increase in excise tax as a result of the implementation of the *TRAIN* Law, subject to certain conditions. On December 27, 2019, *MERALCO* filed a Manifestation with the *ERC* manifesting that, in view of the billing of *TLI* and its submission of the validation of its third party auditor and *DOE* Certification, the implementation of the additional coal excise tax will be reflected in *MERALCO*'s January 2020 billing to its customers.

Philippine Power and Development Company ("*Philpodeco*")

On May 15, 2014, *MERALCO* and *Philpodeco* executed a *PSA*. *Philpodeco* operates three (3) run-of-river hydro power plants, namely: (i) Palakpakin, a 448 *kW* hydro power plant located at Barangay Prinza, Calauan, Laguna; (ii) Calibato, a 75 *kW* Calibato hydro power plant located at Barangay Sto. Angel, San Pablo City, Laguna; and (iii) Balugbog, a 528 *kW* hydro power plant located at Barangay Palina, Nagcarlan, Laguna. The *PSA* has a term of five (5) years from the delivery period commencement date.

On June 2, 2014, *MERALCO* filed an application with the *ERC* for the approval of its *PSA* with *Philpodeco.* This *PSA* provides that *MERALCO* shall accept all the energy deliveries of *Philpodeco* as measured by the latter's billing meter. Hearings on this case have been completed and *MERALCO* has submitted its *FOE*. On January 25, 2019, *MERALCO* filed an Urgent Motion to Resolve the case.

On May 22, 2019, *MERALCO* filed a Manifestation with Motion to Resolve seeking *ERC* confirmation of the extension of the term of the *PSA* with *Philpodeco* from May 15, 2019 to October 25, 2019. On October 24, 2019, *MERALCO* wrote *DOE* asking for exemption form the requirement for *CSP* for a further extension of the term of the *PSA* with *Philpodeco* from October 25, 2019 to May 15, 2020. On the same date, *MERALCO* also filed a Manifestation with Motion to Resolve seeking *ERC* confirmation of the said extension of term. In its letter to *Philpodeco* dated December 18, 2019, the *DOE* has taken the position that "*xxx [u]nder Section 45(b) of Republic Act No. 9136, ERC is the sole authority mandated to review and approve PSAs*." As at February 24, 2020, the case is pending decision by the *ERC*.

Bacavalley Energy Inc. ("*BEI*")

MERALCO signed a *CSE* with *BEI* on November 12, 2010. *BEI* owns and operates a four (4) *MW* renewable energy generation facility powered by landfill gas in San Pedro, Laguna. The *CSE* has a term of two (2) years from the delivery period commencement date.

Purchases from *BEI*, an embedded renewable energy generator, are *VAT* zero-rated and exempt from power delivery service charge. *MERALCO* filed an application for the approval of the *CSE* with the *ERC*, for the provisional implementation of the contract on December 15, 2010. In an order dated January 31, 2011, the *ERC* provisionally approved the said application.

After a series of negotiations, *MERALCO* and *BEI* signed the Letter Agreements dated March 1, 2013 and March 5, 2013, extending the *CSE* between said parties for another two (2) years from March 16, 2013, or until March 16, 2015. In its Order December 9, 2013, the *ERC* allowed the *CSE* to be extended until March 15, 2015. On March 12, 2015, *MERALCO* and *BEI* executed a Letter of Agreement extending the *CSE* until March 16, 2016. On March 16, 2015, *MERALCO* filed a Manifestation with Motion to the *ERC* for approval of the extended term. On March 1, 2016, *BEI* requested for another extension of the *CSE* for another two (2) years. In its letter dated April 7, 2016, *MERALCO* denied *BEI*'s request to extend the *CSE*. On May 18, 2018 and January 25, 2019, *MERALCO* filed Urgent Motions to Resolve the case. As at February 24, 2020, the contract term has expired and *MERALCO* is awaiting the *ERC*'s decision.

SBPL

On May 30, 2014, *MERALCO* signed a long-term *PSA* for a 455 *MW* net capacity and electric output with *SBPL*. *SBPL* began commercial operations on September 26, 2019.

On June 2, 2014, *MERALCO* filed an application with the *ERC* for approval of its *PSA* with *SBPL*. On May 19, 2015, *MERALCO* received the *ERC* Decision with modification for the approval of the *PSA* between *MERALCO* and *SBPL*.

Bacman Geothermal, Inc. ("*BGI*")

On November 25, 2014, *MERALCO* signed a *PSA* with *BGI* for the purchase of up to 50 *MW* capacity and energy from the latter's power plant. The *PSA* which expired on December 25, 2019 is extendible for an additional two (2) years upon mutual agreement of the parties. On March 4, 2015, the Joint Application for approval of said *PSA* was filed with the *ERC*. As at February 24, 2020, the case is pending decision by the *ERC*.



PSAs with Application for Approval with the ERC

Pangea Green Energy Philippines, Inc. ("*PGEP*")

On May 31, 2012, *MERALCO* signed a *CSE* with *PGEP,* a biomass power plant located in Payatas, Quezon City using methane gas extracted from the Payatas landfill as its fuel. Its plant has a total nominal generating capacity of 1,236 *kW*. The *CSE* is for a period of two (2) years from the delivery period commencement date.

On June 15, 2012, *MERALCO* filed an application for approval of the *CSE*. On August 28, 2012, the *ERC* issued an Order provisionally approving the application. On August 29, 2013, the *ERC* extended the provisional authority in its Order dated August 12, 2013. On March 2, 2015, *MERALCO* and *PGEP* executed a Letter of Agreement extending the *CSE* until February 29, 2016. On March 4, 2015, *MERALCO* filed a Manifestation with Motion with the *ERC* for the approval of the extended term. On September 16, 2015, *MERALCO* received a letter from *PGEP* seeking the termination of the *CSE* effective October 15, 2015. The termination of the *CSE* was thereafter formalized in the Letter Agreement dated October 29, 2015 where the parties agreed to terminate the *CSE* effective October 9, 2015, which was *PGEP*'s Facility Registration Date with the *WESM*. On January 8, 2016, *MERALCO* filed a Manifestation with Motion with the *ERC* seeking approval of the extended term of March 4, 2015 until October 9, 2015. On May 17, 2018 and January 25, 2019, *MERALCO* filed Urgent Motions to Resolve the case. In its Order dated February 18, 2019, the *ERC* directed *MERALCO* to submit certain documents to facilitate its evaluation of the application. On March 29, 2019, *MERALCO* filed its Compliance with Manifestation. As at February 24, 2020, the contract term has expired and any Decision remains pending with the *ERC*.

TMO

On March 4, 2013, *MERALCO* signed an Interconnection Agreement with *TMO* for their 243 *MW* generating facility at the Navotas Fish Port Complex, Navotas City, which is an interconnection at *MERALCO*'s Grace Park-Malabon 115 *kV* line. *TMO* is an embedded generator. *TMO* shall construct at its own cost, operate and maintain the 115 *kV* line connecting its generating facility to *MERALCO*'s system. *TMO* and *MERALCO* subsequently signed a Supplement to the Interconnection Agreement dated July 3, 2014 covering the construction of a second line from the connection point at the Grace Park-Malabon 115 *kV* line to the *TMO* switchyard.

On September 27, 2013, *MERALCO* signed a *PSA* with *TMO* for the output of the barge-mounted, bunker oil-fired diesel engines moored at the Fish Port Complex in Navotas, Manila. On September 30, 2013, *MERALCO* filed an application with the *ERC* for the approval of the *PSA*. In an Order dated November 4, 2013, the *ERC* granted the prayer for provisional authority. After hearing and submission of the required documents, including the *FOE*, the case is now submitted for decision.

On December 17, 2014, *MERALCO* and *TMO* entered into an Amendment to the *PSA* based on the power situation outlook for 2015 and 2016 issued by the *NGCP* that the reserve capacity will be below the Contingency Reserves due to the maintenance shutdowns and forced outages of major power plants in Luzon. The amendment to the *PSA* was filed for approval with the *ERC* on January 21, 2015. In an Order dated April 6, 2015, the *ERC* approved the amendment in the *PSA* between *MERALCO* and *TMO* with modification. In an Order dated July 1, 2015, the *ERC* clarified that the provisional approval, while not specifically modifying nor stating any condition with respect to the implementation of the outage provisions of the amendment, covers the increase in outage allowance and the minor change in operating procedures.



On June 16, 2015, *MERALCO* received the Omnibus Motion for Partial Reconsideration and Deferment of Implementation of the Order dated April 6, 2015; Urgent Resolution of the Application; and Confidential Treatment filed by *TMO*.

In an Order dated April 5, 2016, the *ERC* ruled that the provisional authority granted to *MERALCO* and *TMO* is extended unless revoked or made permanent. On June 10, 2016 and July 5, 2016, respectively, *MERALCO* and *TMO* filed a Motion for Clarification of the *ERC* Order dated April 5, 2016. Said motions are still pending decision by the *ERC*. On January 3, 2017, *MERALCO* filed a Manifestation with Motion informing the *ERC* of the extension of the term of the *PSA* from June 26, 2017 to June 25, 2018. In an Order dated June 6, 2017, the *ERC* noted *MERALCO*'s Manifestation and Motion and confirmed one (1) year extension of the *PSA*. *MERALCO* and *TMO* were further directed to strictly comply with the provisions of *ERC* Resolution No. 1, Series of 2016, in particular, the one (1) time limit for renewal of the *PSA*. As at February 24, 2020, the contract term has expired and the decision remains pending with the *ERC*.

Solar Philippines Tarlac Phase 2

On February 22, 2019, after being declared the winning power supplier in a *CSP*, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 50 *MW* of electric output from Phase 2 of its solar plant in Tarlac. The application for approval of the *PSA* with *Solar Philippines Tarlac* was filed on March 18, 2019. As at February 24, 2020, the case is pending decision by the *ERC*.

FNPC

Following conduct and completion of a *CSP*, *MERALCO* confirmed effectivity of the *PSA* with *FNPC* dated December 13, 2017, for the purchase of 414 *MW* electric energy generated by the San Gabriel Gas Plant beginning *ERC* approval and ending on February 23, 2024. A joint application for approval of the *PSA* with *FNPC* was filed on March 19, 2018. In an Order dated June 5, 2018, *ERC* granted interim relief to provisionally implement the *PSA*. On June 26, 2018, *MERALCO* and *FNPC* implemented the *PSA* based on the June 5, 2018 Order of the *ERC*. On August 8, 2018, a party filed an intervention to the case. *MERALCO* and *FNPC* filed their Comment/Opposition to said intervention. *FNPC* thereafter filed a Compliance with Motion for Confidential Treatment of Information. Thereafter, the pre-trial conference on the case was concluded. As at February 24, 2020, the parties are awaiting the order of the *ERC* resolving the intervention and *FNPC's* Compliance with Motion and setting the case for another hearing.

RP Energy

On April 20, 2016, *MERALCO* signed a 20-year *PSA* with *RP Energy* for the purchase of 225 *MW* capacity and energy from the first 300 *MW* unit of 2 x 300 *MW* coal-fired power plant that *RP Energy* intends to construct, own, operate, manage and maintain in Subic, Zambales, within the Subic Bay Freeport Zone. On April 29, 2016, the Joint Application for approval of the said *PSA* was filed with the *ERC*.

On May 17, 2019, *MERALCO* received a copy of an *SC* Decision dated May 3, 2019 declaring the first paragraph of *ERC* Resolution No. 13 Series of 2015 and *ERC* Resolution No. 1 of 2016 void. As such, all *PSA* applications submitted by *DU*s to the *ERC* for approval on or after June 30, 2015 are required to undergo *CSP*. Consequently, on June 14, 2019, *MERALCO* and *RP Energy* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated August 13, 2019, the *ERC* granted the parties' Joint Urgent Motion.



A1E

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *A1E* for the purchase of 1,200 *MW* of electric output from the 2 x 600 *MW* supercritical coal-fired power generating facility that *A1E* intends to construct, own, operate, manage and maintain in Atimonan, Quezon. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. The Energy Investment Coordinating Council, through the *DOE*, has granted the *A1E* project a Certificate of Energy Project of National Significance ("*CEPNS*") for commerciality. On May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on July 14, 2019, *MERALCO* and *A1E* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated August 13, 2019, the *ERC* granted the parties' Joint Urgent Motion.

St. Raphael

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *St. Raphael* for the purchase of up to 400 *MW* of electric output from the 2 x 350 *MW* coal-fired power generating facility that *St. Raphael* intends to construct, own, operate, manage and maintain in Calaca, Batangas. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. On May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. On October 4, 2019, *MERALCO* and *St. Raphael* filed a Joint Urgent Motion to Withdraw the Joint Application. As at February 24, 2020, the parties are awaiting *ERC*'s action on the Joint Urgent Motion.

Central Luzon Premiere Power Corp. ("*Central Luzon Power*")

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *Central Luzon Power* for the purchase of up to 528 *MW* of electric output from the 4 x 150 *MW* circulating fluidized bed coal-fired power generating facility that *Central Luzon Power* intends to construct, own and operate in Pagbilao, Quezon. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. In its Order dated January 25, 2017, the *ERC* held the processing of the application in abeyance. On March 2, 2017, *MERALCO* received the *MR* of *Central Luzon Power* on the said *ERC* Order. In an Order dated March 20, 2018, *ERC* directed *MERALCO* and *Cental Luzon Power* to submit a written explanation on the status of the *ECC* application, or in the alternative, should the *ECC* be ready, to submit the same to the *ERC*. *Central Luzon Power* filed a pleading explaining status of the *ECC* application. On May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on August 29, 2019, *MERALCO* and *Cental Luzon Power* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated September 11, 2019, the *ERC* granted the parties' Joint Urgent Motion.

Mariveles Power

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *Mariveles Power* for the purchase of up to 528 *MW* of electric output from the 4 x 150 *MW* circulating fluidized bed coal-fired power generating facility that *Mariveles Power* intends to construct, own and operate in Mariveles, Bataan. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. In its Order dated August 9, 2016, the *ERC* held the processing of the application in abeyance. On September 30, 2016, *Mariveles Power* filed a *MR* of the said *ERC* Order. In an Order dated March 20, 2018, *ERC* directed *MERALCO* and *Mariveles Power* to submit a written explanation on the status of the *ECC* application, or in the alternative, should the *ECC* be ready, to submit the same to the *ERC*. *Mariveles Power* filed a pleading explaining status of the *ECC* application. On



May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. On August 29, 2019, *MERALCO* and *Mariveles Power* filed a Joint Urgent Motion to Withdraw the Joint Application. In an Order dated September 11, 2019, *ERC* granted the parties' Joint Urgent Motion.

PEDC

On April 26, 2016, *MERALCO* signed a 20-year *PSA* with *PEDC* for the purchase of up to 70 *MW* of electric output from the 150 *MW* coal-fired power generating facility that *PEDC* owns and operates in Brgy. Ingore, La Paz, Iloilo. In its letter dated November 23, 2016, the *ERC* informed *MERALCO* that the *ERC* has provisionally approved the *PSA* between *MERALCO* and *PEDC* in its Order dated July 11, 2016. On January 10, 2017, *MERALCO* and *PEDC* filed their Joint Motion to Admit the *FOE* with Joint Urgent Motion for Early Resolution of the Application, seeking to, among other things, already source 70 *MW* from *PEDC* beginning January 28, 2017 in order to temper the anticipated additional burden that the *SPEX*-Malampaya outage may bring to end-users. On March 3, 2017, *PEDC* filed a Motion partially seeking reconsideration of the provisional rate approved under the *PSA*. On October 3, 2017, *PEDC* filed a Supplemental Motion for Reconsideration. On April 30, 2018, *MERALCO* received *PEDC*'s Manifestation and Motion praying that *MERALCO* be authorized by the *ERC* to collect from its customers the difference between the provisional rate approved by the *ERC* and the rates originally applied for under the *PSA*. As at February 24, 2020, further *ERC* action is pending.

Meanwhile, several consumers filed their petitions to intervene. On July 19, 2017, *MERALCO* filed its consolidated opposition to these petitions. On August 30, 2017, the *ERC* issued an order denying the requests for intervenor status but treating them instead as oppositors. Oppositors filed their respective *MR*s, which the *ERC* likewise denied in an Order dated November 17, 2017. On January 15, 2018, the *ERC* conducted a hearing for the purpose of giving intervenor, a consumer group, a chance to present its evidence. However, due to its unjustified and continued absence, the consumer group was deemed to have waived its right to present its evidence. Thus, the *ERC* deemed the case submitted for decision. On January 19, 2018, *MERALCO* received a motion filed by an oppositor before the *CA* seeking additional time to file a Petition for Review. In a decision dated February 28, 2018, the *CA* denied the Petition, prompting the oppositor's filing of an *MR*. On December 3, 2018, *MERALCO* received the *CA*'s Notice of Resolution granting the oppositor's *MR* without necessarily giving due course to the oppositor's Petition for Review and requiring *MERALCO* and *PEDC* to file their respective comments thereto. *MERALCO* and *PEDC* have filed their respective comments. On December 7, 2018, *MERALCO* filed its Comment with Opposition to the *CA*'s Resolution. As at February 24, 2020, the case is awaiting further action from the *CA*.

In the meantime, on May 17, 2019, *MERALCO* received the *SC* Decision that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*. Consequently, on October 8, 2019, *MERALCO* filed a Manifestation that it has requested *DOE* for exemption from *CSP* for a *PSA* with *PEDC* for an additional period up to one (1) year and preparations for the implemented term of their *PSA* (i.e., not covered by *CSP* exemption) is already underway. On January 15, 2020, the *DOE* issued a *CSP* exemption for a period of one (1) year from August 26, 2019 to August 25, 2020.

Global Luzon Energy Development Corporation ("*GLEDC*")

On April 27, 2016, *MERALCO* signed a 20-year *PSA* with *GLEDC* for the purchase of 600 *MW* of electric output from the 2 x 335 *MW* coal-fired power generating facility that *GLEDC* intends to construct, own, operate, manage and maintain in Luna, La Union. On April 29, 2016, the Joint Application for approval of said *PSA* was filed with the *ERC*. In its Order dated August 9, 2016, the



ERC held the processing of the application in abeyance. On October 21, 2016, *MERALCO* received *GLEDC*'s *MR* of the said Order. On March 6, 2018, *GLEDC* filed a Manifestation updating the *ERC* of the status of its *ECC* Application. In an Order dated March 20, 2018, *ERC* directed *MERALCO* and *GLEDC* to submit a written explanation on the status of the *ECC* application, or in the alternative, should the *ECC* be ready, to submit the same to the *ERC*. *GLEDC* initially filed a pleading explaining status of the *ECC* application. *GLEDC* thereafter filed a Compliance with the *ERC* submitting the *ECC* granted by the *DENR* and moved that the August 9, 2016 Order of the *ERC* be lifted so that the case can proceed. On June 14, 2019, *MERALCO* and *GLEDC* filed a Joint Motion to Withdraw the Joint Application. In an Order dated August 13, 2019, the *ERC* granted the parties' Joint Motion.

First Bulacan

On September 16, 2016, *MERALCO* signed a 20-year *PSA* with *First Bulacan* for the purchase of 50 *MW* of electric output from its solar plant in San Miguel, Bulacan. On February 23, 2017, after conduct of a *CSP* wherein *First Bulacan* was declared as the winning power supplier, the application for approval of the *PSA* with *First Bulacan* was filed. Hearings have been completed and *MERALCO* filed its *FOE* on July 12, 2017.

In a Decision dated June 20, 2019, the *ERC* approved the *PSA* between *MERALCO* and *First Bulacan* subject to certain conditions. The applicable rate shall be ₱4.69 per *kWh*, subject to 2% annual escalation, excluding the franchise and benefits to host communities charge.

Solar Philippines Tanauan Corporation ("*Solar Philippines Tanauan*")

On September 16, 2016, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tanauan* for the purchase of 50 *MW* of electric output from its solar plant in Tanauan, Batangas. On February 27, 2017, after conduct of a *CSP* wherein *Solar Philippines Tanauan* was declared as the winning power supplier, the application for approval of the *PSA* with *Solar Philippines Tanauan* was filed. Hearings have been completed and *MERALCO* filed its *FOE* on July 12, 2017. In a letter dated December 29, 2017, the *ERC* informed *MERALCO* and *Solar Philippines Tanauan* that the *ERC* resolved to grant an interim relief for approval of the *PSA*. However, such interim relief is not contemplated under the *PSA* and the parties have yet to implement the *PSA.*

Solar Philippines Tarlac Phase 1

On October 6, 2017, after being declared the winner power supplier in a *CSP*, *MERALCO* signed a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 85 *MW* of electric output from Phase one (1) of its solar plant in Tarlac. The application for approval of the *PSA* with *Solar Philippines Tarlac* was filed on October 19, 2017. Hearings have been completed and parties await *ERC* resolution on *Solar Philippines Tarlac*'s opposition to a consumer group's intervention, which shall prompt submission of case for final decision. Meanwhile, in an Order dated November 28, 2017, the *ERC* granted Interim Relief to provisionally implement the *PSA*. On July 3, 2018, *Solar Philippines Tarlac* filed a Motion for Partial Reconsideration of the said Order. *MERALCO* and *Solar Philippines Tarlac* have agreed on a way forward, subject to resolution of the Motion for Partial Reconsideration. On July 13, 2018, *MERALCO* filed its *Comment with Opposition* in so far as the adjustment of the timelines under the *PSA* is concerned. On November 26, 2018, a consumer group filed its *Comment with Opposition,* likewise with respect to *Solar Philippines Tarlac's* motion for the adjustment of the timelines under the *PSA.* In its Order dated January 23, 2019, the *ERC* partially granted the Motion for Partial Reconsideration filed by *Solar Philippines Tarlac* and allowed the 2% annual escalation under the *PSA*. On June 25, 2019, the *ERC* promulgated its Order leaving the adjustment of the timelines set under the *PSA* to the discretion of *MERALCO* and *Solar Philippines*



Tarlac. As at February 24, 2020, the parties are awaiting *ERC's* final decision on the Joint Application.

Interim Power Supply Agreements ("IPSAs")

On January 24, 2017, in view of the Malampaya shutdown that was to coincide with the scheduled outage of other plants, *MERALCO* signed an *IPSA* with Strategic Power Development Corporation ("*SPDC*") for the supply of 100 *MW* per hour of electric power from 0901H to 1000H and from 2001H to 2100H, and 150 *MW* per hour of electric power from 1001H to 2000H, from January 28, 2017 until February 16, 2017. An application for approval of such *IPSA* was filed before the *ERC* on February 9, 2017. The said *IPSA* was effective immediately, on the condition that disallowances and penalties that the *ERC* may impose as a result thereof shall be for the account of *SPDC. MERALCO* and *SPDC*, in a letter agreement dated February 15, 2017, agreed to extend the term of the *IPSA* until March 25, 2017 under the same terms and conditions of the *IPSA*. On February 16, 2017, *MERALCO* and *SPDC* filed a Joint Manifestation with Motion with the *ERC* apprising the Honorable Commission of the extended term and praying that the same be duly considered and approved accordingly. The hearings on this case have been completed and *MERALCO* filed its *FOE* on July 21, 2017. As at February 24, 2020, the contract term has expired and *MERALCO* awaits the *ERC*'s final decision on the *IPSA.*

On April 15, 2019, in view of the *NGCP* forecast that low voltage situations will occur for the weekdays of May up to the first half of June 2019 every time the Luzon peak demand exceeds 11,200 *MW*, *MERALCO* signed two (2) separate *IPSA*s with: (i)*MEI* for the purchase of 70 *MW* of electric power, subject to a net dependable capacity test, from April 26, 2019 to June 25, 2019, from *MEI's* Millennium Gas Turbine Power Plant in Navotas Fishport Complex, Navotas City; and (ii) *TMO* for the purchase of up to 200,000 *kW* contract capacity and associated energy, subject to restatement based on the results of capacity test, from April 26, 2019 to April 25, 2020, from *TMO*'s 242 *MW*-installed capacity, barge-mounted, bunker-fired diesel power generating and interconnection facilities in Navotas City. For the said *IPSA*s, *MERALCO* also received the *DOE's* grant of exemption from the requirement for *CSP*. The applications for approval of said *IPSA*s were filed before the *ERC* on April 17, 2019. In accordance with the said *IPSA*s, with the filing of the joint applications and *DOE's* exemption, the mutual obligations to sell and purchase power under said agreements were implemented beginning April 26, 2019. On July 1, 2019, *MERALCO* filed its Compliance with Formal Offer of Evidence on the *TMO IPSA* Joint Application. Thereafter, on July 3, 2019, *MERALCO* received petitions for intervention in both cases. On July 15, 2019, *MERALCO* filed an Opposition to the petition for intervention filed in the *TMO IPSA* Joint Application considering that the same was already filed out of time. On the other hand, in light of the declarations of yellow and red alerts in the *Luzon* Grid by *NGCP, MERALCO* and *MEI,* in a Letter Agreement dated June 20, 2019, agreed to extend their *IPSA* until September 25, 2019. *MERALCO* also received the *DOE's* grant of exemption from the requirement for *CSP* for said period. Further, given continuing declarations of yellow and red alerts in the Luzon grid by *NGCP*, *MERALCO* and *MEI*, in a Letter Agreement dated September 23, 2019, agreed to further extend their *IPSA* until April 25, 2020. *MERALCO* also wrote *DOE* on September 25, 2019 to request for exemption from the requirement for *CSP* for said period. In a Letter Agreement dated January 28, 2020, *MERALCO* and *MEI* agreed on another extension of their *IPSA* from April 26, 2020 to June 25, 2020 in view of *DOE*'s forecast, presented to *MERALCO* in a meeting with the *DOE* on January 16, 2020, which showed red alert situation in the Luzon grid for the period from April to June 2020. *MERALCO* wrote *DOE* on January 29, 2020 to request for exemption from the requirement for *CSP* for said period. As at February 24, 2020, the parties are awaiting further action from the *ERC* on the Joint Applications.

Clark Electric

SMEC

On March 20, 2013, *Clark Electric* and *SMEC*, as the *IPP* Administrator of the Sual coal-fired thermal power plant, entered into a *PSA* through December 25, 2019, unless terminated earlier in accordance with the terms of the Agreement. The initial contracted capacity from the plant was pegged at 55,000 *kWh* which may be increased up to 70,000 *kWh*.

On July 09, 2015, *Clark Electric* and *SMEC* filed a joint application for the amendment of the *PSA,* which prayed that *Clark Electric* be allowed to get additional supply from *SMEC* as replacement power during scheduled maintenance shutdown of the Sual Power Plant Unit 1at rate lower than that of the *WESM* rate. Although a decision has yet to be granted by *ERC* with respect to the said application, it has, nonetheless, granted *Clark Electric*'s application for Interim Power Supply Agreements for the replacement power during the outage of Sual 1 in 2016 and in 2017 through the *ERC* orders dated September 20, 2016 and September 13, 2017, respectively.

With the effectivity of *RCOA*, the various contestable customers shifted their power supply sourcing from *Clark Electric* to their respective *RES*. In line with the switching, *Clark Electric* and *SMEC* agreed to gradually lower the *PSA* contracted capacity by an aggregate of 40 *MW* in 2017 to manage the electric retail rates of its captive customers.

On October 10, 2019, *Clark Electric* and *SMEC* jointly filed an Extremely Urgent Motion for the Confirmation of the *PSA* Extension in which the *ERC* resolved to grant an interim relief to extend the implementation of the *PSA* from December 26, 2019 to December 25, 2020.

SPDC

On February 20, 2017, *Clark Electric* executed an agreement for the power supply with *SPDC*, the *IPP* Administrator of the 345 *MW* San Roque Hydroelectric Power Plant in Barangay San Roque, San Miguel, Pangasinan. *Clark Electric* and *SPDC* agreed that the latter shall supply a total of 25 *MW*, consisting of 20 *MW* (firm) and 5 *MW* (non-firm) capacities during Mondays to Saturdays, excluding national holidays from trading intervals 0901H to 2100H. This *PSA* was entered into by *Clark Electric* to diversify its source of capacity and also to mitigate its exposure to the *WESM* during the outages of its then lone power supplier, *SMEC*. The *PSA* was jointly filed by *Clark Electric* and *SPDC* on May 19, 2017 for *ERC* approval. On May 29, 2019 and May 30, 2019, respectively, *Clark Electric* and *SPDC* received the Honorable Commission's Order dated December 19, 2019, which granted interim relief to implement the *PSA*. In view of this, the parties immediately implemented the *PSA* beginning July 2019 billing period.

On December 10, 2019, *Clark Electric* and *SPDC* filed an Extremely Urgent Motion for the Confirmation of the *PSA* Extension praying for the confirmation of the extension of the *PSA* effective December 26, 2019 to December 25, 2020. Thus, on December 19, 2019, the *ERC* issued an order which granted an interim relief to implement the said extension.

TransCo/NGCP

Clark Electric entered into a Transmission Service Agreement with *TransCo* beginning March 30, 2006 until terminated, in accordance with the Open Access Transmission Service ("*OATS*") rules.



In January 2009, by virtue of *RA* No. 9511, *NGCP* has acquired the franchise to engage in *TransCo*'s business of conveying or transmitting electricity.

Clark Electric executed a Transmission Service Agreement on December 26, 2013 with *NGCP* for the provision of necessary transmission services in accordance with the *OATS* rules for five (5) years until December 25, 2018. This was renewed for another five years until December 25, 2023.

Interconnection Agreement with Alternergy Wind One Philippine Holdings Corporation ("*Alternergy*")

On March 1, 2012, *MERALCO* signed an Interconnection Agreement with *Alternergy*, an embedded generator, for the latter's 90 *MW* wind farm renewable energy plant in Pililla, Rizal, which shall interconnect at *MERALCO*'s Malaya-Teresa 115 *kV* line. Under the agreement, *Alternergy* shall construct at its own cost, operate and maintain the 115 *kV* line connecting its generating facility to *MERALCO*'s system. On September 3, 2014, *MERALCO* signed a supplement to the Interconnection Agreement with *Alternergy* to temporarily connect the latter's facilities to *MERALCO's* Malaya-Caliraya 115 *kV* line until December 31, 2015 and thereafter, proceed to the ultimate connection at the Malaya-Teresa 115 *kV* line. In its letter to *MERALCO* dated October 30, 2015, *Alternergy* expressed its intention to extend its use of the 115 *kV* line until the completion of the construction of the Phase 2 Line or until December 31, 2017. In the letter agreement dated December 2, 2015, *MERALCO* and *Alternergy* formalized the extended use of said line.

Interconnection Agreement with Alternergy Sembrano Wind Corporation ("*Alternergy Sembrano*")

On March 23, 2017, *MERALCO* signed an Interconnection Agreement with *Alternergy Sembrano*, an embedded generator, for the latter's 81 *MW* wind farm renewable energy plant in Pililla, Rizal, which shall also interconnect at *MERALCO*'s Malaya-Teresa 115 *kV* line. On May 4, 2018, *Alternergy Sembrano* filed an application with the *ERC* to develop, own and/or operate a dedicated point-to-point 115 *kV* line connecting its generating facility to *MERALCO*'s system. On November 15, 2018, the said case was submitted for decision by the *ERC*.

Interconnection Agreement with Maibarara Geothermal, Inc. ("*MGI*")

On December 6, 2012, *MERALCO* signed an Interconnection Agreement with *MGI*, an embedded generator, for the latter's 20 *MW* (with maximum capacity of 40 *MW*) geothermal facility plant in Sto. Tomas, Batangas, which shall interconnect at *MERALCO*'s FPIP - Los Baños 115 *kV* line. *MGI* shall construct at its own cost, operate and maintain the 115*kV* line connecting its generating facility to *MERALCO*'s system. In its Decision dated September 30, 2013, the *ERC* approved *MGI*'s application for authority to develop, own and operate dedicated point-to-point facilities to connect to the distribution system of *MERALCO*.

Interconnection Agreement with ATN Philippines Solar Energy Group, Inc. ("*ATN*")

On December 8, 2014, *MERALCO* signed an Interconnection Agreement with *ATN*, an embedded generator, for the latter's 25.2 *MW* solar generating facility in Rodriguez, Rizal, to be connected to *MERALCO*'s Novaliches 44 *YJ*, Diliman 435 *VU* and Parang 412 *YL* circuits. *ATN* shall construct at its own cost, operate dedicated point-to-point lines and facilities that will connect its generating facility to *MERALCO*'s system. In its Decision dated June 8, 2015, the *ERC* approved *ATN's* application for authority to develop, own and operate a dedicated point-to-point lines and facilities.

Cagbalete Island Microgrid Electrification Expansion Capital Expenditure Project ("*Cagbalete Microgrid Project*")

On May 31, 2019, *MERALCO* filed an application dated May 29, 2019 to implement the proposed *Cagbalete Microgrid Project*. The *Cagbalete Microgrid Project* with an estimated cost of ₱219 million, will utilize a scaled-up hybrid generation system by similarly using solar photovoltaic ("*PV*") panels, diesel generators and lithium-ion battery storage as main components.

MERALCO inaugurated the first phase of its power microgrid in Cagbalete Island, Quezon Province as part of its continuing initiative of rural energization using sustainable energy. The microgrid is a hybrid generating plant that features a 60 *kW PV* system, 150 *kWh* battery energy storage system and two (2) units of 30 *kW* diesel generators, which shall provide 24 x 7 power to the residents of the island.

Lease Agreement with CDC

On June 23, 2004, *Clark Electric* entered into a lease agreement with *CDC* for the lease of land and structures for the period of 18 years beginning July 2005, renewable for 25 years upon mutual agreement of both parties.

Beginning July 2004, as stated in the lease agreement, *CDC* charges guarantee fees equivalent to ₱0.05 per *kWh* sold for the first eight (8) years, ₱0.075 per *kWh* for the next four (4) years, and ₱0.12 per *kWh* for the succeeding six (6) years.

IMC with PELCO II

On February 12, 2014, *Comstech* entered into an *IMC* with *PELCO II* for a period of 20 years. *PELCO II* is an electric cooperative with franchise to distribute electric power in certain municipalities of Pampanga.

Pursuant to the *IMC*, *Comstech* shall render technical and management services for the operation, maintenance and management and improvement of *PELCO II*'s electric distribution. As consideration for its technical, consultancy and management services, *Comstech* is entitled to a performance-based remuneration and management fee based on a certain percentage of the operating revenues of *PELCO II*.

TSA between PDS Ghana and MPV Limited

On March 1, 2019, *PDS Ghana* and *MPV Limited* entered into a *TSA* to provide expertise and credentials in the technical, commercial, and regulatory areas of the distribution utility operations.

In October 2019, *ECG* issued a notice to terminate the concession agreement for the operation and maintenance of its assets principally due to alleged material breaches in the provision of the Demand Guarantees by *PDS Ghana*. Consequently, the *TSA* between *MPV Limited* and *PDS Ghana* was also terminated.

Agreement and Registration with PEZA

MERALCO has a concession agreement with *PEZA* for 25 years, whereby *MERALCO* has been contracted to operate the distribution system of *CEZ* beginning May 26, 2014.

MERALCO has a tripartite agreement with *PEZA* and *AC Energy* for the sale of power to *CEZ* and its locators. Said tripartite agreement was extended until December 25, 2019.

On December 29, 2014, *MERALCO* secured its Certificate of Registration No.10-01-U from *PEZA*, which confirms *MERALCO* as an Ecozone Utilities Enterprise at the *CEZ*.

Joint Venture Agreement with New Clark City

On April 3, 2019, a Consortium between *MERALCO*, Marubeni Corporation, The Kansai Electric Power Co., Inc. and Chubu Electric Power Co., Inc. signed a Joint Venture Agreement with the Bases Conversion and Development Authority ("*BCDA*") for the construction, operation and maintenance of the electric distribution system in New Clark City.

MERALCO completed the construction of Phase 1A of the Interim Electrical Distribution facilities, which consists of (i) a 33 *MVA*, 69 *kV*-13.8 *kV* interim substation; (ii) 2.2 kilometers of 13.8 *kV* overhead lines; and (iii) 1.5 kilometers of 13.8 *kV* underground line. In addition, the *BCDA* constructed a 69 *kV* sub-transmission line connection to Tarlac Electric Cooperative II ("*TARELCO II*").

30. Earnings Per Share Attributable to Equity Holders of the Parent

Basic and diluted earnings per share are calculated as follows:

	2019	2018	2017
		(Amounts in millions)	
Net income attributable to equity holders of the Parent (a)	**₱23,285**	₱23,017	₱20,384
Weighted average common shares outstanding (b)	**1,127**	1,127	1,127
Per Share Amounts:			
Basic and diluted earnings per share (a/b)	**₱20.66**	₱20.42	₱18.09

Basic and diluted earnings per share amounts are calculated by dividing net income for the year attributable to common shareholders of the parent by the weighted average number of common shares outstanding during the year. There are no potential dilutive common shares in 2019, 2018 and 2017.

There are no other transactions involving common shares or potential common shares between the reporting date and the date of completion of these consolidated financial statements.

31. **Other Matters**

RCOA

The transition period for *RCOA* commenced on December 26, 2012 in accordance with the joint statement released by the *ERC* and the *DOE* on September 27, 2012 and the Transitory Rules for the Implementation of *RCOA* (*ERC* Resolution No. 16, Series of 2012). The commercial operations of *RCOA* started on June 26, 2013.

On March 31, 2014, the *ERC* issued a Resolution on the Withdrawal of the Rules on Customer Switching and the Retention of the Code of Conduct for Competitive Retail Market Participants. On the same date, *ERC* also issued a Resolution adopting the Rules on the Establishment of Customer Information by the Central Registration Body ("*CRB*") and Reportorial Requirements, mandating all *DU*s to submit to the *ERC* and *CRB* information on end-users with (i) monthly average peak demand of at least one (1) *MW* for the preceding 12 months; and (ii) monthly average peak demand of 750 *kW* but not greater than 999 *kW*. The *ERC* will use these information in issuing the certificates of contestability.

On October 22, 2014, the *ERC* issued a resolution suspending the issuance of *RES* licenses. Under the resolution, the *ERC* resolves to hold in abeyance the evaluation of *RES* license applications and suspend the issuance of such licenses until such time that the amendments to the Rules for the issuance of *RES* licenses have been made by the *ERC*.

On July 1, 2015, the *DOE* published a Department Circular "Providing Policies to Facilitate the Full Implementation of *RCOA* in the Philippine Electric Power Industry". The Circular essentially provided for mandatory contestability.

On March 8, 2016, the *ERC* promulgated Resolution No. 05 Series of 2016 entitled *"*A Resolution Adopting the 2016 Rules Governing the Issuance of Licenses to Retail Electricity Suppliers (*RES*) and Prescribing the Requirements and Conditions Therefor*"*. The Resolution removed the term local *RES* as one of the entities that may engage in the business of supplying electricity to the contestable market without need of obtaining a license therefor from the *ERC*. Moreover, while an affiliate of a *DU* is allowed to become a *RES*, the allowance is "subject to restrictions imposed by the *ERC* on market share limits and the conduct of business activities".

On May 12, 2016, the *ERC* issued Resolutions No. 10 and 11, Series of 2016, which:

1. Provided for mandatory contestability. Failure of a contestable customer to switch to *RES* upon date of mandatory contestability (December 26, 2016 for those with average demand of at least one (1) *MW* and June 26, 2017 for at least 750 *MW*) shall result in the physical disconnection from the *DU* system unless it is served by the supplier of last resort ("*SOLR*"), or, if applicable, procures power from the *WESM*;

2. Prohibits *DU*s from engaging in the supply of electricity to the contestable market except in its capacity as a *SOLR*;

3. Mandates Local *RES*s to wind down their supply businesses within a period of three (3) years;

4. Imposes upon all *RES*s, including *DU*-affiliate *RES*s, a market-share cap of 30% of the total average monthly peak demand of all contestable customers in the competitive retail electricity market; and,



5. Prohibits *RES*s from transacting more than 50% of the total energy transactions of its supply business, with its affiliate contestable customers.

On May 27, 2016, *MERALCO* filed a Petition before *RTC*-Pasig, praying that: (a) a *TRO* and subsequently a Writ of Preliminary Injunction ("*WPI*") enjoining the *DOE* and *ERC* from implementing the assailed rules be issued; and the assailed rules be declared null and void for being contrary to the *EPIRA* and its *IRR*. In an Order dated June 13, 2016, *RTC*-Pasig granted a 20-day *TRO*, which became effective on June 16, 2016. In an Order dated July 13, 2016, *RTC*-Pasig granted a *WPI*, which became effective on July 14, 2016, and shall be effective for the duration of the pendency of the Petition.

Meanwhile, the *ERC* filed a Petition for Certiorari and Prohibition with prayer for *TRO* and/or *WPI* before the *SC*, which asserted that *RTC*-Pasig has no jurisdiction to take cognizance of *MERALCO*'s Petition, citing Sec. 78 of the *EPIRA*. A similar petition was subsequently filed by the *DOE* before the *SC*.

On October 10, 2016, the *SC*, in relation to the Petition filed by the *DOE*, issued a *TRO* that restrained, *MERALCO*, the *RTC*-Pasig, their representatives, agents or other persons acting on their behalf from continuing the proceedings before the *RTC*-Pasig, and from enforcing all orders, resolutions and decisions rendered in Special Civil Action No. 4149 until the petition before the *SC* is finally resolved. In a Resolution dated November 9, 2016, the *SC* denied *MERALCO*'s *MR*.

On November 2, 2016, in relation to the Petition filed by the *ERC*, the *SC* issued a Resolution dated September 26, 2016, which partially granted the Petition of the *ERC*. While the *SC* allowed the *RTC*-Pasig to proceed with the principal case of declaratory relief, it nonetheless issued a Preliminary Mandatory Injunction ("*PMI*") against *RTC*-Pasig to vacate the preliminary injunction it previously issued, and Preliminary Injunction ("*PI*") ordering the *RTC*-Pasig to refrain issuing further orders and resolutions tending to enjoin the implementation of *EPIRA*. On November 14, 2016, *MERALCO* filed a Motion for Partial Reconsideration with Very Urgent Motion to lift *PMI*/*PI*.

On November 24, 2016, the *ERC* promulgated a resolution moving the contestability date of end users with an average monthly peak demand of at least one (1) *MW* from December 31, 2016 to February 26, 2017. On January 17, 2017, *MERALCO,* through its counsel, received an *SC* Resolution dated December 5, 2016, which consolidated the *SC DOE* Petition with the *SC ERC* Petition. The same resolution also denied the Motion for Partial Reconsideration filed by *MERALCO*.

In relation to the *ERC* and *DOE* Petitions, a separate Petition for Certiorari, Prohibition and Injunction was filed by several institutional customers. In said Petition, said customers sought to declare as null and void, as well as to enjoin the *DOE* and *ERC* from implementing *DOE* Circular No. 2015-06-0010 and *ERC* Resolution Nos. 5, 10, 11 and 28, Series of 2016. Acting on the Petition, the *SC en banc* through a Resolution dated February 21, 2017, issued a *TRO* enjoining the *DOE* and the *ERC* from implementing *DOE* Circular No. 2015-06-0010 and *ERC* Resolution Nos. 5, 10, 11 and 28, Series of 2016. Pursuant to the foregoing, *PEMC* has taken the position that the *TRO* enjoined the voluntary contestability of 750 *kW* to 999 *kW* customers and has not allowed them to switch to the contestable market. The *DOE*, in a press release, has advised that it is in the process, together with *PEMC* and *ERC*, of drafting a general advisory for the guidance of *RCOA* stakeholders. The *PCCI* petition was consolidated with two (2) other separate petitions filed by an educational institution and several *DU*s. The *DOE* and *ERC* have also filed a consolidated comment on these petitions.

On November 29, 2017, the *DOE* issued two (2) *DOE* Circulars, namely: DC 2017-12-0013, entitled, Providing Policies on the Implementation of *RCOA* for Contestable Customers in the Philippines Electric Power Industry and DC 2017-12-0014, entitled Providing Policies on the Implementation of

RCOA for *RES* in the Philippine Electric Power Industry. The *DOE* Circulars became effective on December 24, 2017.

Under the *DOE* Circular No. DC 2017-12-0013, it is provided that voluntary participation for contestable customers under *RCOA*-Phase 2 shall now be allowed upon effectivity of said Circular, while voluntary participation of contestable customers with a monthly average peak demand of 500 *kW to* 749 *kW* for the preceding 12 months and demand aggregation for electricity end users within a contiguous area with an aggregate average peak demand of not less than 500 *kW* for the preceding 12-month period, will also be allowed by June 26, 2018 and December 26, 2018, respectively.

On December 22, 2017, *MERALCO* wrote *ERC* and *DOE* to seek guidance on the impact of the *DOE* Circulars in the light of the *TRO* issued by the *SC*. On January 17, 2018, the *DOE* responded that there is no legal impediment to the implementation of the *DOE* Circulars but it defers to the *OSG* for guidance on the legal aspect of the issuances. As at February 24, 2020, the *ERC* has yet to respond to *MERALCO*'s letter.

Interim Pre-Emptive Mitigating Measure in the WESM

On May 5, 2014, the *ERC* issued Resolution No 8, Series of 2014, setting an interim pre-emptive mitigating measure in the *WESM*, which established a price threshold in the *WESM* applied over a 72-hour period, which is determined through a rolling average generated weighted average price ("*GWAP*") of ₱8,186 per *MWh*. Also, a secondary cap amounting to ₱6,245 per *MWh* is imposed upon a breach of the threshold, or secondary cap mechanism. Such interim measure aims to mitigate sustained high prices in the *WESM* during the May and June 2014 supply months. On June 16, 2014, the *ERC* issued another resolution extending the effectivity of the pre-emptive mitigating measure for 45 days from expiration or until August 9, 2014. Public consultation and a subsequent focus group discussion were held on July 23 and 25, 2014, respectively. On August 5, 2014, the *ERC* resolved to (i) adopt a permanent pre-emptive mitigating measure that will be applied in the *WESM*; (ii) direct all interested stakeholders to submit their proposed measures within 20 days from effectivity of such resolution; and (iii) extend the effectivity of the secondary cap mechanism for a period of 120 days from August 10, 2014 or until the *ERC* establishes a permanent pre-emptive mitigating measure in the *WESM*, whichever comes earlier.

On September 29, 2014, the *ERC* conducted a public consultation on the proposed permanent pre-emptive mitigating measures in the *WESM*. Parties were then given until October 7, 2014 to file their additional comments, if any.

On October 24, 2014, the *WESM* Tripartite Committee issued a Joint Resolution to further extend the interim offer price cap in the *WESM* for 120 days starting October 24, 2014 to harmonize with the finalization of the permanent pre-emptive mitigating measure which shall be applied in the *WESM*. On February 20, 2015, the *WESM* Tripartite Committee issued a joint resolution which extended further the imposition of the interim *WESM* offer price cap at its current level until September 30, 2015.

In December 2014, in its Resolution No. 20, Series of 2014, the *ERC* adopted and established a permanent pre-emptive mitigation measure in the *WESM*. The *ERC* set a cumulative price threshold ("*CPT*") amounting to an average spot price of ₱9,000 per *MWh* over a rolling 7-day period or 168-hour trading interval. Once this *CPT* for said period is breached, it triggers the imposition of a price cap amounting to ₱6,245 per *MWh*. The price cap shall be imposed until after a determination that succeeding *GWAP* rolling average is already below the *CPT*. The pre-emptive measure has taken effect beginning January 9, 2015.

The imposition of the mitigating measure was questioned by the Philippine Independent Power Producers Association ("*PIPPA*") in the *RTC*-Pasig through a Petition for Declaratory Relief with Application for *TRO* and/or Writ of Preliminary Injunction. The Petition prayed for, among others, that the *ERC* Resolutions pertaining to the secondary cap mechanism be declared void *ab initio*. The original petition was subsequently amended to reflect the promulgation of the subsequent *ERC* resolutions extending the effectivity of the *WESM* price cap. On July 21, 2014, *MERALCO* filed its Motion for Leave to Intervene and to Admit Attached Comment in Intervention. The *RTC-Pasig* admitted *MERALCO's* intervention and comment in its Order dated October 28, 2014. However, in a Motion for Leave to Admit Supplement Petition, *PIPPA* moved for leave to file a supplemental petition to include *ERC* Resolution No. 20, Series of 2014 which provides for a permanent mitigating measure in the *WESM*. In an Order dated May 5, 2015, the *RTC*-Pasig denied the Motion for Leave to File and Admit Supplemental Petition. *PIPPA* filed a Motion for Partial Reconsideration which was denied by the *RTC*-Pasig in its Resolution dated September 10, 2015. *PIPPA* filed a Petition for Certiorari with the *CA*. The *CA* denied the Petition for Certiorari in its Decision dated June 9, 2017. *PIPPA* filed a *MR* dated July 19, 2017. In a Resolution dated August 16, 2017, the parties were directed to file their comments to the *PIPPA*'s *MR*. *MERALCO* has filed its comment on the *MR*. On April 4, 2018, the *CA* rendered a resolution denying the *MR* filed by *PIPPA*.

On September 29, 2015, the *WESM* Tripartite Committee issued a Joint Resolution further extending the interim offer price cap of ₱32,000 per *MWh* until December 31, 2015. In its Joint Resolution No. 3, Series of 2015, the *WESM* Tripartite Committee resolved to set the *WESM* offer price cap at ₱32,000 per *MWh* and the *WESM* offer price floor of negative ₱10,000 per *MWh* effective January 2016, provided that an annual review shall be undertaken considering the relevant costs assumptions at the time of review.

On December 7, 2015, the *RTC*-Pasig rendered a Decision dismissing the Petition for Declaratory Relief. The *MR* filed by *PIPPA* was denied in a Resolution dated June 16, 2016. *PIPPA* appealed the *RTC*-Pasig Decision with the *SC*. *MERALCO* has filed its comment thereto. *PIPPA* filed a Consolidated Reply on July 17, 2017. As at February 24, 2020, the case is pending before the *SC*.

On May 9, 2017, the *ERC* issued Resolution No. 4, Series of 2017, entitled, "A Resolution Adopting Amendments to the Pre-emptive Mitigating Measure in the *WESM*". They adopted a recalculated cumulative price threshold level of ₱1,080,000 and a shorter five (5)-day (120-hour) rolling average period. This is equivalent to ₱9,000 per *MWh* over said period.

PEZA – ERC Jurisdiction

On September 13, 2007, *PEZA* issued "Guidelines in the Registration of Electric Power Generation Facilities/Utilities/Entities Operating Inside the Ecozones" and "Guidelines for the Supply of Electric Power in Ecozones" ("*Guidelines*"). Under these Guidelines, *PEZA* effectively bestowed upon itself franchising and regulatory powers in Ecozones operating within the legislative franchise areas of *DU*s which are under the legislatively-authorized regulatory jurisdiction of the *ERC*. The *Guidelines* are the subject of an injunction case filed by the *DU*s in *RTC*-Pasig.

On February 4, 2015, the *RTC*-Pasig issued an Order setting a clarificatory hearing on April 15, 2015. During the said hearing, *MERALCO* manifested that it previously filed a Motion to Withdraw as plaintiff on the basis of letter agreements between *MERALCO* and *PEZA*, which is pending before the *RTC*-Pasig. *MERALCO* submitted the Tripartite Agreement among *PEZA*, *PEPOA* and *MERALCO* for approval of the *RTC*-Pasig. In a Decision dated July 3, 2015, the *RTC*-Pasig approved the Compromise Agreement between *PEZA*, *PEPOA* and *MERALCO*. In the hearing on February 10, 2016, the *RTC*-Pasig dismissed the petition upon motion by *PEZA*. The *ERC* filed a *MR* which is pending resolution by the *RTC*-Pasig.

Purchase of Subtransmission Assets ("*STAs*")

On April 17, 2012, *MERALCO* and *TransCo* filed a joint application for the approval of the Batch 4 contract to sell with the *ERC*. On April 22, 2013, the *ERC* issued a Decision on *MERALCO*'s joint application for the acquisition of the Batch 4 contract to sell. On June 21, 2013 and July 3, 2013, *MERALCO* and *TransCo* filed a Motion for Partial Reconsideration and *MR*, respectively, regarding the exclusion of certain facilities for acquisition.

On May 22, 2014, *MERALCO* and *TransCo* received an *ERC* Order dated May 5, 2014 denying *MERALCO* and *TransCo*'s Motions. On June 5, 2014, *MERALCO* filed a clarificatory motion and a *MR* of the May 5, 2014 *ERC* Order, which was denied by the *ERC* through an Order dated June 16, 2014. On October 10, 2014, *MERALCO* filed a Motion to Reopen Proceedings for the reception of new evidence to support *MERALCO*'s position on the acquisition of excluded *STA*s. The Motion was heard by the *ERC* on October 17, 2014. After the parties have submitted their respective comments and pleadings, the *ERC* conducted another hearing on February 23, 2015.

In an Order dated March 4, 2015, the *ERC* considered but denied the new and substantive allegations in *MERALCO*'s Motion to Reopen Proceedings. *MERALCO* then filed a Petition for Review with the *CA* to question the Orders of the *ERC*. In a Decision dated August 12, 2016, the *CA* dismissed the Petition. On September 17, 2016, *MERALCO* filed a *MR*. In an Amended Decision dated September 15, 2017, the *CA* granted *MERALCO*'s *MR* and approved the sale of the Dasmarinas-Abubot-Rosario 115 *kV* line and Rosario substation equipment in favor of *MERALCO*. *NGCP* filed a *MR* (of the Amended Decision) dated October 4, 2017. In a Resolution dated May 31, 2018, the *CA* denied the *MR*. *NGCP* filed a Petition for Review with the *SC*.

On March 20, 2015, *MERALCO* filed a case for "Interpleader with Consignation and Specific Performance" against *TransCo* and the Municipality of Labrador, Pangasinan ("*Labrador*") with the *RTC*-Pasig, praying for the *RTC*-Pasig to (i) accept and approved the consignation of the amount of ₱194.1 million; (ii) declare *MERALCO* to have paid in full the purchase price of the sale of *TransCo*'s assets; (iii) direct *TransCo* to execute the corresponding Deeds of Absolute Sale; and (iv) direct *Labrador* and *TransCo* to interplead their respective claims. On April 14 and 20, 2015, *Labrador* and *TransCo* filed their respective Motions to Dismiss on the ground of impropriety of the filing of the Interpleader and on the ground of *litis pendentia*. *MERALCO* received an Order from *RTC*-Pasig granting the Motions to Dismiss of both *TransCo* and *Labrador*. *MERALCO* filed a *MR* which is pending resolution. In a Letter dated December 27, 2017, *Labrador* denied *TransCo*'s request for settlement of the warrant of distraints issued by said city against *TransCo*'s properties, including the subject properties for local business tax claims. As at February 24, 2020, *MERALCO* is awaiting for *CA*'s decision before any action may be taken in relation to the contract to sell.

On December 15, 2016, *MERALCO* and *TransCo* filed a joint application for the approval of the Batch 3 contract to sell with the *ERC*. Hearings were conducted on August 10, 2018 and October 15, 2018. The *ERC* has yet to set the next scheduled hearing of the case.

FiT

Pursuant to *RA* No. 9513, or the Renewable Energy Act of 2008 ("*RE* Act"), the *ERC* issued Resolution No. 16, Series of 2010, Adopting the *FiT* Rules, on July 23, 2010. As defined under the *FiT* Rules, the *FiT* system is a renewable energy policy that offers guaranteed payments on a fixed rate per *kWh* for electricity from wind, solar, ocean, hydropower and biomass energy sources, excluding any generation for own use.



To fund the *FiT* payments to eligible *RE* developers, a *FiT-All* charge shall be imposed on all end-users. The *FiT-All* will be established by the *ERC* upon petition by *TransCo*, which had been designated as the *FiT* Fund Administrator.

On February 5, 2014, the *ERC* released the *FiT-All* disbursement and Collection Guidelines ("*FiT Guidelines*") to supplement the *FiT* Rules. This set of guidelines will govern how the *FiT-All* will be calculated using the formulae provided. It will also outline the process of billing and collecting the *FiT-All* from the electricity consumers, the remittance to a specified fund, the disbursement from the *FiT-All* fund and the payment to eligible *RE* developers.

Starting 2014, *TransCo* applied for the following *FiT-All* rates with the *ERC*, and *ERC* rendered a Decision approving the following:

Year	Applied Rate per *kWh*	Approved Rate per *kWh*	Date Approved
2014-2015	₱0.0406	₱0.0406	December 10, 2015
2016	0.1025	0.1830	May 9, 2017
2017	0.2291	0.2563	February 27, 2018
2018	0.2932	0.2226	March 12, 2019
2019	0.2780	0.0495	October 28, 2019
2020	0.2278	–	Pending *ERC* Decision

On December 23, 2014, *MERALCO* received a copy of a Petition for Prohibition and Certiorari filed with the *SC* against the *ERC*, *DOE, TransCo*, *NREB* and *MERALCO*. The Petition seeks (i) the issuance of a *TRO* and/or *WPI*, and after giving due course to the Petition, a Writ of Prohibition to enjoin the respondents from implementing the *FiT-All*, the *FiT* Rules and *FiT* Guidelines; and (ii) the annulment of the *FiT* Rules and *FiT* Guidelines. The parties have been directed to submit their respective memoranda.

In a Decision dated October 6, 2015, the *ERC* set the Wind *FiT* at ₱7.40 per *kWh. MERALCO* filed a *MR* on the Decision. As at February 24, 2020, the *MR* is pending further action of the *ERC*.

On September 29, 2016, Alternergy Wind One Corporation, Petrowind Energy, Inc. and Trans-Asia Renewable Energy Corporation filed a Petition to Initiate Rule-Making to adjust the Wind *FIT* rate of ₱7.40 per *kWh* to ₱7.93 per *kWh*. *MERALCO* filed an intervention in the case. The hearing on the Petition was set on January 6, 2017. *MERALCO*'s motion on the propriety of the petition has been submitted for the resolution of the *ERC*.

Recovery of National Power Corporation's ("NPC") Stranded Contract Costs

In an Order dated May 22, 2018, the *ERC* approved *PSALM*'s petition for the recovery of *NPC*'s stranded contract costs portion of the universal charge ("*UC-SCC*"). Accordingly, *PSALM* is hereby authorized to recover the stranded contract costs for Luzon, Visayas and Mindanao grids totaling ₱8,547 million with a monthly rate of ₱0.1938 per *kWh* starting May 2018 billing period until the full amount has been recovered.

On January 14, 2019, *MERALCO* received a letter dated December 28, 2018 from *PSALM* advising *MERALCO* to cease the implementation of the collection of the ₱0.1938 per *kWh* for the recovery of the additional *SCC* effective January 2019 as it already recovered the full amount of the stranded contract costs. This was after *MERALCO* had already completed the billing program for January 2019. Accordingly, on February 6, 2019, *MERALCO* wrote *ERC* proposing to reverse the said collections of the additional *UC-SCC*. On February 7, 2019, *MERALCO* received a letter from

the *ERC* which allowed the full reversal of the subject *UC-SCC* in its February billing equivalent to ₱0.3876 per *kWh*, without prejudice to further validation by the *ERC* as to the final amounts due.

In a Decision dated April 10, 2019, the *ERC* approved with modification *PSALM*'s petition for the availment of the *NPC*'s stranded contract costs portion of the universal charge for calendar year 2014. *PSALM* is hereby authorized to recover the *UC-SCC* for Luzon, Visayas and Mindanao grids totaling ₱5,117 million with a monthly rate of ₱0.0543 per *kWh* within a period of 12 months.

Net Metering Program

The *RE* Act mandates the *DU*s to provide the mechanism for the "physical connection and commercial arrangements necessary to ensure the success of the *RE* programs", specifically the Net Metering Program. The *RE* Act defines Net Metering as "a system, appropriate for distributed generation, in which a distribution grid user has a two-way connection to the grid and is only charged for his net electricity consumption and is credited for any overall contribution to the electricity grid". By their nature, net metering installations will be small (less than 100 *kW*) and will likely be adopted by households and small business end-users of *DU*s.

After consultations with stakeholders, the *ERC* issued on July 3, 2013 its Resolution No. 09, Series of 2013, entitled, "A Resolution Adopting the Rules enabling the Net Metering Program for Renewable Energy". The Rules will govern the *DU*s' implementation of the Net Metering Program. Included in the Rules are the interconnection standards that shall provide technical guidance to address engineering, electric system reliability, and safety concerns for net metering interconnections. However, the final pricing methodology to determine the rate at which energy exported back to the distribution system by Net Metering Program participants will be addressed in another set of rules by the *ERC* in due course. In the meantime, the *DU*s' blended generation cost equivalent to the generation charge shall be used as the preliminary reference price in the net metering agreement. The Rules took effect on July 24, 2013. As at December 31, 2019, *MERALCO* has already installed 2,706 meters and energized 2,505 net metering customers.

Interruptible Load Program ("*ILP*")

In an *ERC* Order dated April 11, 2014, the *ERC* approved with modification *MERALCO*'s request that it be allowed to adopt and implement the *ILP*. *ILP* protocols, compensation and recovery mechanism are governed by *ERC* Resolution No. 5, Series of 2015 "A Resolution Adopting the Amended Rules to Govern the Interruptible Load Program", *DOE* Circular No. DC2015-06-0003 "Providing the Interim Manner for Declaring Bilateral Contract Quantities in the Wholesale Electricity Spot Market and Directing the Philippine Electricity Market Corporation to Establish Necessary Protocols to Complement the Interruptible Load Program" and *ERC* Resolution No. 3, Series of 2019 "A Resolution Clarifying Section 3, Article III of the Amended Interruptible Load Program Rules".

As at December 31, 2019, there are 138 companies with a total committed de-loading capacity of 542.90 *MW* that have signed up with *MERALCO*, *MPower* and with other retail electricity suppliers as *ILP* participants.

Long-Term Indebtedness Application

On June 25, 2015, *MERALCO* filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness for as long as it maintains 50:50 long-term debt to equity ratio; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other

evidence of long-term indebtedness. The hearing on the application was conducted on October 6, 2015. In an Order dated October 12, 2015, the *ERC* directed *MERALCO* to submit additional documents in support of its application which *MERALCO* complied with. However, due to changes in the financial climate which may affect the terms and conditions of any financial borrowings, *MERALCO* has filed a Motion to withdraw the application without prejudice to its refiling at a later date. In an Order dated March 22, 2016, the *ERC* granted *MERALCO*'s Motion to Withdraw but still required *MERALCO* to submit certain documents. *MERALCO* filed a Motion for Partial Reconsideration questioning the requirement which is pending before the *ERC*. As at February 24, 2020, the *ERC* has yet to resolve *MERALCO*'s Motion for Partial Reconsideration.

On February 24, 2020, *MERALCO* filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other evidence of long-term indebtedness. *MERALCO* is awaiting the further action of the *ERC*.

Prepaid Retail Electricity Service ("*PRES*")

On December 12, 2014, *MERALCO* filed an application for authority to offer and provide *PRES* to its customers as well as the applicable rules to govern *PRES*. In a Decision dated April 27, 2015, the *ERC* approved the application with modification. As at December 31, 2019, there are 101,941 customers availing of *PRES*.

CSP for PSAs

As early as February 2013, the *ERC* posted the first draft of rules on *PSA* approval, solicited comments from stakeholders thereon and conducted various focused group discussions. Said draft required *DU*s to undergo *CSP* in their supply procurement, required a specific procedure for such and prescribed a *PSA* template.

Meanwhile, in October 2014, the *DOE* issued for comments its draft Circular on Demand Aggregation and Supply Auctioning Policy ("*DASAP*"). This was likewise subjected to public consultations.

In June 2015, *DOE* promulgated *DOE* Circular No. 2015-06-0008, "Providing Policies for Further Enhancement of the *WESM* Design and Operations" ("*2015 DOE Circular*"), prescribing *DU*s to procure all its uncontracted demand through *CSP*, through the participation of a third party and which may be done by *DU*s on an aggregated basis. The *2015 DOE Circular* gave *DOE* and *ERC* 120 days to issue the necessary Implementing Guidelines ("*IG*"). Instead of issuing an *IG*, in a Joint Resolution dated October 20, 2015, it was agreed by *DOE* and the *ERC* that the latter shall be the one to issue the relevant *CSP* regulations. On the same date, the *ERC* promulgated Resolution No. 13, Series of 2015.

ERC Resolution No. 13, Series of 2015 included the following provisions:

- All *DU*s are required to undergo *CSP*. Pending the *ERC*'s issuance of a prescribed process, *DU*s may adopt any accepted form of *CSP*, provided that the terms of reference shall include, among others, the following – (a) contract capacity or energy volume, (b) generation source, (c) method of fuel procurement, (d) contract period, (e) tariff structure, (f) Philippine peso or foreign currency denominated payment, (g) penalties, (h) applicable transmission projects, and (i) other key parameters.



- A *CSP* is successful if there are at least two (2) qualified bids. Should there be at least two (2) failed bids, then a *DU* can proceed with direct negotiation.

- The *CSP* requirement shall apply to *PSA*s that although executed, have not yet been filed for approval before the *ERC*.

On March 15, 2016, the *ERC* released Resolution No. 1, Series of 2016 entitled, "A Resolution Clarifying the Effectivity of *ERC* Resolution No. 13, Series of 2015". In this new Resolution, the *ERC* clarified that after judicious study and due consideration of views raised by different industry stakeholders, it has resolved that:

- The effectivity of *ERC* Resolution No. 13, Series of 2015 is hereby restated on April 30, 2016.

- On the other forms of *CSP* referred to in Section 2 of the *ERC* Resolution No. 13, Series of 2015, these should likewise comply with the minimum terms of reference and the requirement of at least two (2) qualified bids for the *CSP* to be considered successful.

In reference to *PSA*s with provisions allowing the automatic renewal or extension of their term, *PSA*s that were previously approved by the *ERC* or filed with the *ERC* before the effectivity of this Resolution may have one (1) automatic renewal or extension for a period not exceeding one (1) year from the end of their respective terms. Upon effectivity of this Resolution, automatic renewal clauses or extension of *PSA*s shall no longer be permitted.

On November 18, 2016, *MERALCO* received a copy of the Petition dated April 28, 2016 filed by a consumer group in the *SC* against the *ERC*, *DOE*, *MERALCO*, *Central Luzon Power*, *St. Raphael*, *PEDC*, *Mariveles Power*, *A1E*, *RP Energy* and the *PCC* which sought to declare as void Resolution No. 1, Series of 2016 and to mandate the *ERC* to disapprove all *PSA* applications for failing to comply with the *CSP* requirement.

In the meantime, on February 9, 2018, the *DOE* published a *DOE* Circular entitled, "Adopting and Prescribing the Policy for the Competitive Selection Process in the Procurement by Distribution Utilities of Power Supply Agreements for the Captive Market" ("*2018 DOE Circular*"). Upon effectivity of the Circular, all prospective *PSA*s in grid and off-grid areas shall be procured through *CSP*. The *CSP* under the *2018 DOE Circular* involves publication of invitation to bid, pre-bid conference, bid evaluation, and pre-/post-qualification of winning bidder. Exemption from *CSP* may be granted by the *DOE* in the following instances:

i. Generation project owned by the *DU* funded by grant or donations
ii. Negotiated procurement of emergency supply
iii. Provision of supply in off-grid areas prior to the entry of new power providers
iv. Provision of supply by *PSALM* through bilateral contracts for power produced from undisposed generating assets and *IPP* contracts sanctioned by *EPIRA.*

*PSA*s that were granted exemption from *CSP* shall be implemented by the *DU* immediately without prejudice to the evaluation and final decision of the *ERC*.

The *DU*'s *CSP* may be managed by a Third Party Bids and Awards Committee ("*TPBAC*") or a Third Party Administrator ("*TPA*"). The *DU*'s *TPBAC* shall be composed of the following (a) one (1) *DU* officer or employee knowledgeable in the technical operations of the *DU;* (b) One (1) *DU* officer or employee with knowledge and/or experience with any local or international competitive bidding procedures; (c) one (1) lawyer; (d) one (1) finance officer or accountant that has knowledge on

electricity pricing; and (e) one (1) technical person, or a person with knowledge and/or experience with any local or international competitive bidding procedures. Any two of the last three (3) members shall be captive customer representatives. The selection process of the representatives of the captive customers to the *DU*'s *TPBAC* shall be submitted to the *DOE* for approval. The *DOE* has already approved the selection process of *MERALCO*'s *TPBAC* captive customer representatives.

Each *CSP* shall be completed within five (5) months from the time of the publication of the Invitation to Bid until submission of the *PSA* to the *ERC*.

Direct negotiations may be made by the *DU*s after at least two (2) failed *CSP*s and there is no outstanding dispute on the conducted *CSP*. A *CSP* is considered failed when during its conduct:

i. No proposal was received by the *DU*
ii. Only one (1) generator submitted an offer
iii. Competitive offers of prospective generators failed to meet the requirements prescribed in the bid document

Within 60 days upon effectivity of the *2018 DOE Circular*, the *ERC* shall develop rules and procedures to: (i) support the Circular, including guidelines for *TPA* accreditation and a *PSA* template, and (ii) address disputes arising from the conduct of the *CSP*. On April 26, 2018, the *ERC* posted in its website the draft "Rules Governing the Execution, Review and Evaluation of *PSA* Entered into by Distribution Utilities for the Supply of their Captive Market". *ERC* has conducted a public consultation and received comments thereon. On September 28, 2018, the *ERC* posted on its website the second draft of the said Rules. *ERC* has conducted another round of public consultations and received comments thereon. On March 14, 2019, the *ERC* posted on its website the third draft of the said Rules. The *ERC* received comments thereon. As at February 24, 2020, *MERALCO* is awaiting the rules and procedures to be promulgated by the *ERC*.

On May 17, 2019, *MERALCO* received a copy of the *SC*'s Decision dated May 3, 2019 in the *SC* case. The Decision declared the first paragraph of Section 4 of *ERC* Resolution No. 13, Series of 2015 (*CSP* Guidelines), and *ERC* Resolution No. 1, Series of 2016 (*ERC* Clarificatory Resolution), as void. As such, all *PSA* applications submitted by *DU*s to the *ERC* on or after June 30, 2015 shall comply with the Competitive Selection Process and the purchased power cost resulting from such compliance shall retroact to the date of effectivity of the complying *PSA*, but in no case earlier than June 30, 2015, for purposes of passing on the purchased power cost to consumers. The Decision highlighted that the *ERC* does not have statutory authority to postpone effectivity date of *CSP*, and thereby cannot amend the 2015 *DOE* Circular. Consequently, the 90 *PSA*s submitted to the *ERC* after effectivity of *CSP* on or after June 30, 2015 cannot serve as basis to pass on purchased power cost to consumers; and the *ERC* must require *CSP* for all *PSA* applications submitted on or after June 30, 2015. Moreover, the Decision pronounced that, by virtue of *DOE*'s issuance of the *2018 DOE Circular* in February 2018, which contained the *DOE*'s guidelines on the implementation of *CSP*, the *DOE* revoked the authority it delegated to *ERC* to issue supplemental guidelines to implement *CSP*.

In compliance with the *SC* Decision, *MERALCO* constituted its *TPBAC* to conduct *CSP* in accordance with the *2018 DOE Circular* and its submitted Power Supply Procurement Plan for 2019. Three (3) Invitations to Bid inviting interested and qualified parties to participate in *MERALCO*'s *CSP* for 3 sets of *PSA*s involving (i) 1,200 *MW* baseload capacity by December 26, 2019, (ii) 500 *MW* mid-merit capacity by December 26, 2019, and (iii) 1,200 *MW* baseload capacity from greenfield power plant by 2024, were published on July 12, 15, and 16, 2019, respectively. On September 13, 2019, *MERALCO* signed 3 *PSAs* for baseload capacity with *AC Energy* for 200 *MW*, *SMEC* for 330 *MW*, and *SPPC* for 670 *MW*. On September 16, 2019, *MERALCO* signed



3 *PSA*s for mid-merit capacity with First Gen Hydro Power Corporation ("*First Gen Hydro*") for 100 *MW, AC Energy* for 110 *MW*, and *SPPC* for 290 *MW*. On October 22, 2019, the joint applications for approval of these 6 *PSA*s were filed before the *ERC*. Certain consumer groups intervened in the joint applications. In its letters to *MERALCO,* all dated December 23, 2019, the *ERC* granted provisional authority to implement *MERALCO*'s 3 *PSA*s for baseload capacity with *AC Energy, SPPC and SMEC.* On January 16, 2020, *SPPC* and *SMEC* filed Urgent Ex-Parte Motions for Clarification with the *ERC.* On January 30, 2020, *MERALCO* received the orders of the *ERC* granting provisional authority to implement *MERALCO*'s 2 *PSA*s for baseload and mid-merit capacity with *AC Energy.* On February 3, 2020, *AC Energy* wrote letters to *ERC* requesting for the urgent re-evaluation and reconsideration of the provisional authority rate for its *PSA*s with baseload and mid-merit capacity with *MERALCO.* As at February 24, 2020, the six (6) *PSA* applications are submitted for resolution by the *ERC*.

True-up Adjustments of Fuel and Purchased Power Costs ("TAFPPC") and Foreign Exchange-Related Costs ("TAFxA")

On June 20, 2017, the *ERC* issued a Decision, a copy of which was received by *MERALCO* on December 29, 2017, authorizing *PSALM* to recover, within a 60-month period, the amount of ₱3,592 million in the Luzon grid, among others, as part of the *TAFPPC* and *TAFxA*; and directed all distribution utilities to comply with the directive.

On January 1, 2018, *MERALCO* filed a Motion for Partial Reconsideration praying for the suspension of the Order and requesting that *MERALCO* be allowed to charge the recovery to all types of customers, regardless of whether they were covered or not during the relevant test periods. As at February 24, 2020, the *ERC* has yet to act on the Motion.

32. Notes to Consolidated Statements of Cash Flows

	2019			2018		
	Interest-bearing long-term financial liabilities	Notes payable	Dividends payable	Interest-bearing long-term financial liabilities	Notes payable	Dividends payable
			(Amounts in millions)			
Beginning balance	**₱26,588**	**₱13,428**	**₱1,247**	₱26,670	₱13,586	₱938
Payments	**(8,712)**	**(283)**	**(18,008)**	(424)	(2,419)	(14,557)
Availments	**28**	**10,179**	**–**	350	2,229	–
Dividend declarations	**–**	**–**	**18,099**	–	–	15,075
Preferred stock redemption	**(8)**	**–**	**–**	(9)	–	–
Reclassifications	**(69)**	**69**	**–**	(32)	32	–
Interest accretion	**27**	**–**	**–**	26	–	–
Others	**6**	**–**	**(301)**	7	–	(209)
Ending balance	**₱17,860**	**₱23,393**	**₱1,037**	₱26,588	₱13,428	₱1,247

33. Event After the Financial Reporting Date

On February 24, 2020, the *BOD* of *MERALCO* approved the declaration of cash dividends of ₱10.395 a share to all shareholders of record as at March 20, 2020, payable on April 15, 2020.

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

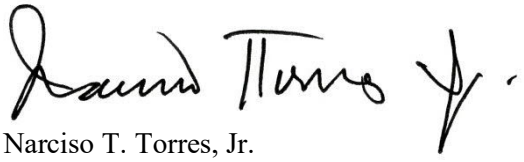
BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Manila Electric Company and Subsidiaries
Lopez Building, Ortigas Avenue
Barangay Ugong, Pasig City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Manila Electric Company and Subsidiaries (the Group) as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019 included in this SEC Form 17-A, and have issued our report thereon dated February 24, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Narciso T. Torres, Jr.
Partner
CPA Certificate No. 84208
SEC Accreditation No. 1511-AR-1 (Group A),
October 18, 2018, valid until October 17, 2021
Tax Identification No. 102-099-147
BIR Accreditation No. 08-001998-111-2018,
February 14, 2018, valid until February 13, 2021
PTR No. 8125311, January 7, 2020, Makati City

February 24, 2020

A member firm of Ernst & Young Global Limited

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
Schedule A: Financial Assets
As at December 31, 2019
(Amounts in Millions Pesos)

Name of Issuing Entity and Association of Each Issue	Number of Shares or Pricipal Amount of Bonds and Notes	Amount shown in the Statement of Financial Position	Value based on Market Quotation at End of Reporting Period	Income Received and Accrued
Cash and cash equivalents:				
Cash in banks	various	8,250	8,250	278
Cash equivalents	various	29,887	29,887	1,005
Trade and other receivables:				
Electricity	not applicable	24,124	24,124	-
Service contracts	not applicable	4,811	4,811	-
Nontrade receivables	not applicable	2,000	2,000	-
Debt securities at amortized cost:				
Government securities	various	27,308	27,236	1,079
Private debt securities	various	13,209	11,911	477
Financial assets at FVOCI:				
Government securities	various	2,166	2,166	222
Unit investment trust funds	various	106	106	44
Corporate bonds	various	939	939	45
Ordinary and club shares	various	1,303	1,303	-
Other financial assets:				
Short-term investments	not applicable	18,185	18,185	49
Advance payments to a supplier	not applicable	5,878	6,063	64
Advances to an associate	not applicable	3,454	3,454	6
		141,620	**140,435**	**3,269**

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
Schedule C: Accounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
As at December 31, 2019
(Amounts in Millions Pesos)

Name of Related Party	January 1, 2019	Additions	Collections	Amount written off	Current	Noncurrent	December 31, 2019
Comstech Integration Alliance, Inc.	252	-	(31)	-	221	-	221
Vantage Energy Solutions and Management, Inc.	9	62	(9)	-	62	-	62
MRAIL, Inc.	16	-	-	-	16	-	16
eSakay, Inc.	1	15	(1)	-	15	-	15
Miescor Logistics, Inc.	5	10	(1)	-	14	-	14
Meralco Energy Inc.	13	1	(5)	-	9	-	9
Meralco Industrial Engineering Services Corporation	5	11	(12)	-	4	-	4
Corporate Information Solutions, Inc.	1	3	-	-	4	-	4
Miescor Builders, Inc.	4	2	(4)	-	2	-	2
Radius Telecoms, Inc.	2	8	-	-	10	-	10
	308	**112**	**(63)**	**-**	**357**	**-**	**357**

MANILA ELECTRIC COMPANY AND SUBSIDIARIES

Schedule D: Interest Bearing Long-term Financial Liabilities

As at December 31, 2019

(Amounts In Million Pesos)

Title of issue and type of obligation	Interest Rate	Amount authorized by indenture	Amount shown under "Current portion of interest-bearing long-term financial liabilities" in the Consolidated Statement of Financial Position	Amount shown under "Interest-bearing long-term financial liabilities - net of current portion" in the Consolidated Statement of Financial Position
Fixed Rate Loans:				
P11,500 Million, 7-Year Bonds	*4.3750%*	11,500	3,179	-
P7,000 Million , 12-Year Bonds	*4.8750%*	7,000	-	7,000
P7,200 Million, 10-Year Note Facility	*4.5000%*	7,200	360	5,040
P600 Million, 10-Year Term Loan Facility	*4.8900%*	600	30	510
P350 Million, 5-Year Note Facility	*5.8100%*	350	70	210
P130 Million, 7-Year Term Loan Facility	*5.5000%*	130	24	11
P27 Million, 7-Year Term Loan Facility	*6.0000%*	27	-	27
Redeemable Preferred Stock	*10.0000%*		1,479	-
Total			5,142	12,798
Less Unamortized debt issue cost			27	53
Balance at the end of the year			**5,115**	**12,745**

Note: The number of periodic payments of the fixed rate loans are disclosed in Note 16 - Interest-bearing Long-term Financial Liabilities in the Consolidated Financial Statements.

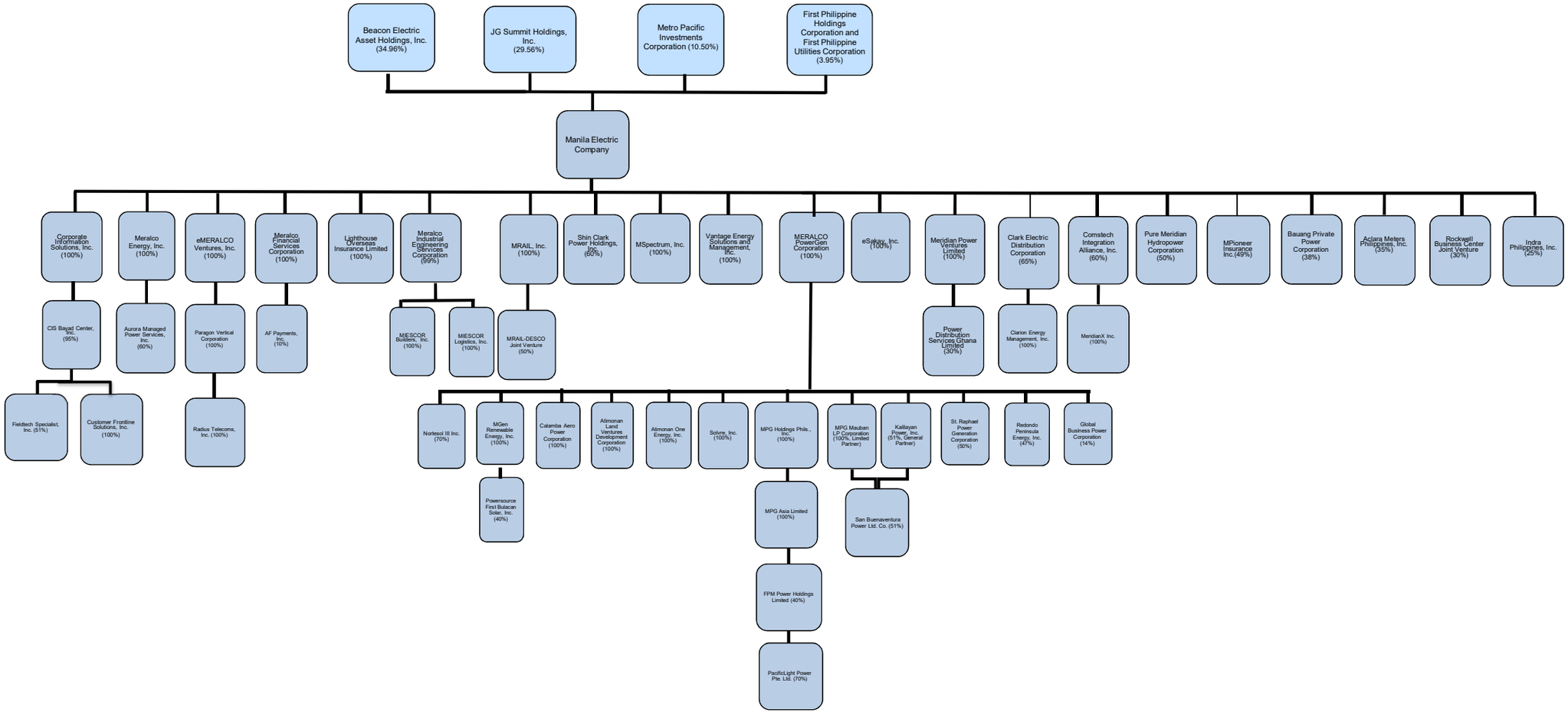
MANILA ELECTRIC COMPANY AND SUBSIDIARIES
Schedule G. Capital Stock
As at December 31, 2019
(Amounts in millions)

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common Stock	1,250	1,127	-	890	1	236

MANILA ELECTRIC COMPANY
Schedule H: Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2019
(Amounts in millions)

Unappropriated retained earnings, as adjusted to available for dividends declaration as at January 1, 2019	₱	16,688
Add: Net income actually earned/realized during the year		20,644
Net income during the year closed to retained earnings		20,644
Less: Non-actual/unrealized income net of tax:		
Movement of deferred tax assets		(2,698)
Impact of discounting on certain liabilities		(5,283)
Subtotal		(7,981)
Add: Non-actual losses		
Unrealized foreign exchange loss		29
Depreciation of revaluation increment on utility plant and others - net of tax		229
Subtotal		258
Net income actually earned during the year		12,921
Add:		
Dividends declared during the year		(18,099)
Unapproriated retained earnings available for dividend declaration as at December 31, 2019	₱	11,510

MANILA ELECTRIC COMPANY AND SUBSIDIARIES
Schedule I: Map Showing the Relationships among the Companies within the Group
As at December 31, 2019



SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

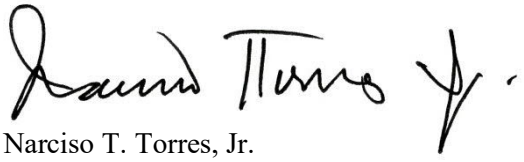
BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Manila Electric Company and Subsidiaries
Lopez Building, Ortigas Avenue
Barangay Ugong, Pasig City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Manila Electric Company and its subsidiaries (the Group) as at December 31, 2019 and 2018, and for each of the three years in the period ended December 31, 2019 and have issued our report thereon dated February 24, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Narciso T. Torres, Jr.
Partner
CPA Certificate No. 84208
SEC Accreditation No. 1511-AR-1 (Group A),
October 18, 2018, valid until October 17, 2021
Tax Identification No. 102-099-147
BIR Accreditation No. 08-001998-111-2018,
February 14, 2018, valid until February 13, 2021
PTR No. 8125311, January 7, 2020, Makati City

February 24, 2020



MANILA ELECTRIC COMPANY AND SUBSIDIARIES
Schedule of Financial Soundness Indicators
As at December 31, 2019, 2018 and 2017

	2019	2018	2017
Current Ratio[1]	0.92 : 1.00	1.00 : 1.00	0.93 : 1.00
Acid ratio [2]	0.85 : 1.00	0.93 : 1.00	0.86 : 1.00
Solvency Ratio[3]	0.16 : 1.00	0.16 : 1.00	0.16 : 1.00
Debt to Equity Ratio[4]	0.49 : 1.00	0.49 : 1.00	0.55 : 1.00
Asset to Equity Ratio[5]	4.24x	4.10x	4.12x
Interest Coverage Ratio[6]	18.83x	14.63x	17.78x
Profit margin Ratio[7]	0.07x	0.08x	0.07x
Return on Equity [8]	0.28x	0.28x	0.28x
Return on Assets[9]	0.07x	0.07x	0.07x
EBITDA Margin[10]	12.87%	12.21%	12.20%

[1] Current ratio is measured as current assets divided by current liabilities.

[2] Acid ratio is measured as current assets minus inventory and prepayments divided by current liabilities.

[3] Solvency ratio is measured as net income plus non-cash expenses divided to total liabilities.

[4] Debt to equity ratio is measured as total debts divided to total equity attributable to equity holders of the parent.

[5] Asset to equity ratio is measured as total assets divided by total equity attributable to equity holders of the parent.

[6] Interest coverage ratio is measured as earnings before interest and taxes, divided by total interest and other financial charges.

[7] Profit margin ratio is computed by dividing net income attributable to equity holders of the parent with total revenues.

[8] Return on equity is measured as net income attributable to equity holders of the parent with total equity attributable to equity holders of the pa

[9] Return on assets is measured as net income attributable to equity holders of the parent with total assets.

[10] EBITDA margin is measured as EBITDA divided by total revenues.
EBITDA is measured as net income excluding depreciation and amortization, impairment of noncurrent assets, interest and other financial charges, interest and other financial income, equity in net earnings or losses of associates and joint ventures,

CERTIFICATION OF INDEPENDENT DIRECTOR

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

1. I am a nominee for independent director of MANILA ELECTRIC COMPANY (MERALCO) and have been its independent director since 2008.
2. I am affiliated with the following listed companies or organizations:

Company/Organization	Position/Relationship	Period of Service
GMA Network, Inc.	Independent Director	2007 to present
First Philippine Holdings Corp.	Independent Director	2007 to present
Metro Pacific Investments Corp.	Independent Director	2007 to present
Robinsons Land Corporation	Independent Director	2008 to present
GMA Holdings, Inc.	Independent Director	2009 to present
Petron Corporation	Independent Director	2010 to present
Asian Terminals, Inc.	Independent Director	2010 to present
PLDT, Inc.	Independent Director	2013 to present
Jollibee Foods Corporation	Non-executive Director	2012 to present
Metropolitan Bank and Trust Co.	Senior Adviser	2007 to present
Bank of the Philippine Islands	Member, Advisory Council	2016 to present
Double Dragon Properties Corp.	Adviser	2014 to present
For my full bio-data, log on to my personal website: cjpanganiban.com		

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of MERALCO, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. To the best of my knowledge, I am not related to any director, officer or a substantial shareholder of MERALCO.
5. To the best of my knowledge, I am not the subject of any criminal or administrative investigation or proceeding pending in court.
6. To the best of my knowledge, I am neither an officer nor an employee of any government agency or government-owned and controlled corporation
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of MERALCO of any changes in the above-mentioned information within five (5) days from its occurrence.

Done this ____ day of March 2020.

ARTEMIO V. PANGANIBAN
Affiant

SUBSCRIBED AND SWORN to before me this ____ day of March 2020, affiant personally appeared before me and exhibited to me his Passport No. P0388884B issued by the Department of Foreign Affairs in Manila on January 24, 2019.

Notary Public

Doc. No. 123;
Page No. 25;
Book No. VII;
Series of 2020.

ATTY. GABRIEL ALFONSO C. ENRIQUEZ
Notary Public
Pasig, San Juan and Pateros
Issued on December 20, 2019 at Pasig City
Appointment No. 54 (2020-2021)
Roll No. 64589/IBP No. 102757/1-9-2020 RSM Chapter
PTR No. 6569131/1-25-2020 Pasig City
MCLE VII-0001099-10/17/2019
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City

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 a nominee for independent director of **MANILA ELECTRIC COMPANY** and have been its Independent Director since 25 May 2010.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Roxas Holdings, Inc.	Chairman	Jan. 25, 1995 to Present
Roxas & Company, Inc.	Chairman	March 24, 2009 to Present
Brightnote Assets Corporation	Director	Aug. 31, 1999 to Present
BDO Private Bank	Independent Director	Feb. 16, 2001 to Present
PLDT	Independent Director	March 01, 2001 to Present
Fundacion Santiago	Director, President	Dec. 01, 1993 to Present
Phil. Business for Social Progress	Trustee	2001 to Present
Club Punta Fuego, Inc.	Chairman	Dec. 16, 1997 to Present
CEMEX Holdings Phil. Inc.	Independent Director	June 03, 2016 to Present
Roxas Foundation, Inc.	Trustee	May 17, 2016 to Present
MAPFRE Insular Insurance Corp.	Independent Director	March 2018 to Present

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, its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other that the relations provided under Rule 38.2.3 of the Securities Regulation Code (where applicable).

Name of Director/Officer/Substantial Shareholder	Company	Nature of Relationship
NOT THAT I AM AWARE OF	NOT APPLICABLE	NOT APPLICABLE

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation/ I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be).

Offense Charged/Investigated	Tribunal or Agency Involved	Status
NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. 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 _____, at _____.

PEDRO E. ROXAS
Affiant

SUBSCRIBED AND SWORN to before me this 30 MAR 2020 day of _____ at _____, affiant personally appeared before me and exhibited to me his Philippine Passport No. P0388893B issued on 24 Jan. 2019 at DFA Manila.

Doc. No. 124;
Page No. 25;
Book No. VII;
Series of 2020.

ATTY. GABRIEL ALFONSO C. ENRIQUEZ
Notary Public
Pasig, San Juan and Pateros
Issued on December 20, 2019 at Pasig City
Appointment No. 54 (2020-2021)
Roll No. 64589/IBP No. 102757/1-9-2020 RSM Chapter
PTR No. 6569131/1-25-2020 Pasig City
MCLE VII-0001099-10/17/2019
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City

MERALCO

ORTIGAS AVENUE, PASIG CITY
0300 PHILIPPINES

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

CERTIFICATION

I, **WILLIAM S. PAMINTUAN,** of legal age, Filipino, in my capacity as the duly elected and incumbent Assistant Corporate Secretary of **MANILA ELECTRIC COMPANY ("MERALCO")**, a corporation duly organized and existing under Philippine laws, with principal office at the Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, Metro Manila, and with SEC Reg. No. PW-102, do hereby certify under oath that MERALCO has no directors or officers, connected with any government agencies or instrumentalities.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of MERALCO at Pasig City, Philippines, on this ___day of March 2020.

WILLIAM S. PAMINTUAN
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 30 MAR 2020 day of March 2020 in Pasig City; affiant, William S. Pamintuan, exhibited to me his Passport no. P2095480b valid until May 4, 2029.

Doc. No. 122;
Page No. 26;
Book No. VII;
Series of 2020.

ATTY. ALFONSO C. ENRIQUEZ
Notary Public
Pasig, San Juan and Pateros
Issued on December 20, 2019 at Pasig City
Appointment No. 54 (2020-2021)
Roll No. 64589/IBP No. 102767/1-6-2020 RSM Chapter
PTR No. 6569131/1-25-2020 Pasig City
MCLE VII-0001099-10/17/2019
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City

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

SECRETARY'S CERTIFICATE

I, WILLIAM S. PAMINTUAN, a duly elected, qualified and incumbent Assistant Corporate Secretary of the Manila Electric Company (MERALCO), a private corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, do hereby certify that:

At the regular meeting of the Board of Directors of the Company held at its principal office on March 30, 2020, at which meeting a quorum was present, the following resolutions were approved and that said resolutions are in full force and effect on the date hereof:

> "RESOLVED, that the Board of Directors authorize and approve, as it hereby authorizes and approves, the conduct of virtual Annual Stockholders' Meeting (ASM) on May 26, 2020, that is, through remote communication or other alternative modes of communication in accordance with the Securities and Exchange Commission (SEC) Memorandum Circular No. 6 (2020), in view of the current Enhanced Community Quarantine (ECQ) imposed by the President of the Philippines to minimize undue exposure of the public, in this event the Company's stakeholders, to COVID-19."
>
> "RESOLVED, AS IT IS HEREBY RESOLVED, that the Company's stockholders of record be allowed to participate in the Annual Stockholders' Meeting and to exercise their right to vote upon any agenda item, through remote communication, or *in absentia,* and for this purpose, their remote or *in absentia* participation be considered in the determination of quorum."
>
> "RESOLVED, FINALLY, that the Corporate Secretary or any Assistant Corporate Secretary of the Company be, as he is hereby authorized to furnish under the seal of the Company certified copies of the foregoing resolutions to any firm, corporation, or government office or agency which may lawfully require the same in connection with the execution or implementation of the foregoing resolutions.

IN WITNESS WHEREOF, this Certificate was signed this 15th day of April 2020 at Pasig City.

WILLIAM S. PAMINTUAN
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ day of April 2020, affiant exhibiting to me his Taxpayer Identification Number (TIN) 146-473-562 issued by the Bureau of Internal Revenue (BIR) as his competent evidence of identity.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020.

Securities and Exchange Commission
PHILIPPINES

MARKETS AND SECURITIES REGULATION DEPARTMENT

29 January 2020

MANILA ELECTRIC COMPANY
Lopez Building
Ortigas Avenue
Pasig City 0300
Tel No. (+632) 8631-5567
Fax No. (+632) 8632-8126

Attention: **ATTY. JOCELYN VILLAR-ALTAMIRA**
Assistant Vice-President and Head,
Corporate Governance and Compliance

Gentlemen:

This refers to your letter dated October 18, 2019 which was received on January 28, 2020, requesting approval to distribute Manila Electric Company's ("MER") 2020 Definitive Information Statement to stockholders in QR Code.

Please be advised that the Commission allows the distribution of said documents thru a verifiable soft copy, such as QR Code, among others, pursuant to the 2015 Amended Implementing Rules and Regulations of the SRC particularly Rule 20.3.1. which states that:

> *"In the conduct of annual or other stockholders' meetings, the Issuer shall transmit **either a written or verifiable soft copy** of the information statement and proxy form (in case of a proxy solicitation) containing the information specified under SEC Form 20-IS, and a management report under SRC Rule 20.4, if applicable, to every security holder of the class entitled to vote".*

The said distribution in QR Code is subject to the following conditions:

1. Hard copies of the said document shall, upon request by shareholders, be given within the period required under the Rules;

2. The shareholders shall be informed that the hard copy of the documents shall be provided upon their request; and,

3. Important information such as date, time, venue and agenda of the meeting must be indicated with the QR Code that will be distributed to the shareholders.

This permission only pertains to the specific request of using QR Code for the Information Statement, and shall not be construed to allow the use of other forms of data storage materials.

Very truly yours,

VICENTE GRACIANO P. FELIZMENIO, JR.
Director