Draft

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS OF THE MANILA ELECTRIC COMPANY HELD ON JUNE 30, 2026 AT THE MERALCO COMPOUND, ORTIGAS AVENUE, PASIG CITY

CALL TO ORDER

The 2026 Annual Stockholders' Meeting of the Manila Electric Company ("Company") was called to order at 10:15 a.m. on June 30,2026 by the Chairman of the Board, Mr. Manuel V. Pangilinan, who presided over the same at the Company's principal office at MERALCO Compound, Ortigas Ave., Brgy. Ugong, Pasig City, Metro Manila. The Corporate Secretary, Atty. Simeon Ken R. Ferrer, took the minutes of the meeting.

The 63rd Annual Stockholders' Meeting was conducted face to face at the MERALCO Theater, Lopez Building, Ortigas Avenue, Pasig City, and streamed live through the SERVE platform.

The Chairman introduced the other members of the Board of Directors, namely: Ms. June Cheryl A. Cabal-Revilla, Dr. Lydia B. Echauz, Atty. Ray C. Espinosa, Messrs. Patrick Henry C. Go, Lance Y. Gokongwei, Jose Ma. K. Lim, Victorico P. Vargas, and retired Chief Justice Artemio V. Panganiban, who were physically present, and Messrs. James L. Go and Pedro Emilio O. Roxas, who joined by way of live streaming. The Chairman noted that retired Chief Justice Panganiban also 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, the Assistant Corporate Secretary, Atty. William S. Pamintuan, the Chief Operating Officer, Mr. Ronnie L. Aperocho, and MERALCO PowerGen

Corporation's (MGEN) President and Chief Executive Officer, Mr. Emmanuel V. Rubio. Other corporate officers and executives of the Company, as well as the Company's external auditors, Sycip Gorres Velayo and Co. (SGV & Company), who joined the meeting onsite, were likewise acknowledged.

The proposed resolutions for the meeting were contained in the Definitive Information Statement, a copy of which was uploaded in MERALCO's website, making it accessible to all stockholders. The proposed resolutions were also posted in MERALCO' website, www.meralco.com.ph, for reference. 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 Corporate Secretary read the ground rules and voting procedure, set forth in the Definitive Information Statement and in the rationale and explanation of the agenda, which form part of the Notice of Annual Stockholders' Meeting.

SERVICE OF NOTICE

The Corporate Secretary reported that written notice of the meeting with the agenda ("Notice" or "Notices") was served to all stockholders of record as of April 10, 2026. Stockholders who have provided their email address were furnished with a copy of the Notice through electronic mail. The Notice was also published in the <u>Business Mirror</u> and <u>Philippine Star</u>, print and on-line editions, on June 8 and 9, 2026 and posted in the Company's website.

The Notices were released through various means prior to the annual stockholders meeting in accordance with applicable laws such as the Revised Corporation Code, Securities Regulation Code, By-Laws of the Company, and the internal guidelines for participation in meetings in person, *via* remote communications and for voting *in absentia*, which are embodied in the Company's Definitive Information Statement as approved by the Securities and Exchange Commission (SEC).

The rationale and explanation for each agenda item which requires stockholders' approval were provided in the Notice.

DETERMINATION OF QUORUM

The Corporate Secretary reported and certified that there was a quorum for the meeting, as stockholders who own or hold a total of 936,734,710 shares or 83.11% of the total issued and outstanding shares of 1,127,092,509 were represented in person, by proxy or through remote communication.

APPROVAL OF THE MINUTES OF STOCKHOLDERS' MEETING HELD IN 2024

The Chairman submitted, for approval, the Minutes of the Annual Stockholders Meeting held on May 27, 2025. Copies of the minutes have been made available during office hours at the Office of the Corporate Secretary and posted in the Company's website within twenty-four (24) hours from the conduct of such meeting. The minutes is also reflected in the Definitive Information Statement submitted to the SEC.

Mr. Reiniel C. Santos moved to dispense with the reading of the Minutes of the Annual Stockholders' Meeting held on May 27, 2025, and to approve the same since copies of the Minutes have previously been made available, and to adopt Resolution No. 2026-1. The motion was duly seconded.

The Minutes were 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	935,069,317	82.96%
2. Against	3,305	0.00%
3. Abstained	1,437,098	0.13%

The following resolution was thus adopted and approved as Resolution 2026-1:

> **"RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders' Meeting held on May 27, 2025."**

REPORT OF THE CHIEF EXECUTIVE OFFICER

The Chairman requested MERALCO's Chief Operating Officer, Engr. Ronnie L. Aperocho, and MERALCO PowerGen's President and Chief Executive Officer, Mr. Emmanuel V. Rubio, to present the significant milestones and key achievements of the Company for the past year 2025.

Engr. Ronnie L. Aperocho presented the 2025 Distribution Utility (DU), Retail Electricity Supplier (RES), and Subsidiaries Performance. He said that "*Our report is titled "BEYOND 2025" because 2025 was not only a year of strength and resilience, but also a year of pivot towards positioning the Company to a more distributed, intelligent, and customer-driven energy future."* Summarized below are the highlights of the report:

- ***<u>Consolidated Core Net Income (CCNI)</u>***

  Financially, MERALCO delivered another strong year despite a challenging business environment. CCNI was a record ₱50.6 billion -- coming from a revenue of ₱497.3 billion and Core Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) of ₱86.4 billion. The Company also returned value to its shareholders through a higher total dividend of ₱28.00 per share, representing 62.4% of core earnings per share.

  Y2025 also recognized the growing CCNI contribution from the Power Generation Group.

- ***<u>Energy Sales</u>***

  The Company's consolidated energy sales stood at 53,997 GWh, demonstrating resilience of the customer base, despite external factors that weighed on electricity demand, i.e., the extreme weather shifts, softer economic conditions, and the accelerating adoption of rooftop solar.

But this also indicates that demand patterns are evolving, i.e., customers are consuming differently, weather patterns are becoming less predictable, and distributed energy resources are beginning to reshape load and demand profiles. This is the new operating reality for the distribution utility.

- ***Customer Count and Rural Electrification***

MERALCO ended the year with 8.22 million customers, a 2.2% increase from the prior year.

In 2025, the Company expanded energy access and brought power to areas that have long waited for it. MERALCO energized the Cagbalete Island Microgrid in time for the Christmas festivities, powering more than 1,000 homes, small businesses, schools, and essential facilities through a hybrid solar plus battery system. That moment reminded MERALCO's reason for existence. Because at the heart of our business is not infrastructure, it is IMPACT. And we must remain steadfast in ensuring that no one will be left behind in the dark.

- ***System Loss***

In 2025, system loss stood at 5.85%, marking the Company's 18th consecutive year below the regulatory cap, delivering over ₱6.5 billion in savings for its customers.

System loss is a key indicator of the Company's operational efficiency. Every percentage point in system loss that is protected is value preserved for the customers.

- ***Reliability***

Service reliability remains one of the strongest operational achievements. Last year, the Company recorded 0.911 times System Average Interruption Frequency Index (SAIFI) and 97.5 minutes System Average Interruption Duration Index (SAIDI) – the Company's all-time-best performance. These numbers surpassed the gold standard for utilities globally of 1-SAIFI and 100-SAIDI. This means that MERALCO's customers experienced fewer and shorter power interruptions.

- ***DU CAPEX***

Achieving another all-time best reliability performance exhibits the Company's sustained investments in its core DU business.

MERALCO implemented a record 28.5 billion pesos in CAPEX -- its highest ever. It built four new and expanded seven existing substations; upgraded four sub-transmission

lines; hardened facilities against storms and other calamities; and modernized the electric distribution infrastructure.

- ***Digital Transformation***

  MERALCO recognizes that building the future grid is not only about physical infrastructure. It is also about building the digital layer. 2025 marked a significant leap in the Company's digital journey.

  - **36 transformation projects were successfully deployed, supported by 2.92 billion pesos in digital investments,**
  - **35 innovation initiatives were pursued and 50 AI-driven use cases were identified across the enterprise.**

  These digital investments are important because the utility of the future will be much more complex. MERALCO will need to manage more data, more customer touchpoints, more distributed resources, and more real-time operational decisions.

- ***Customer Satisfaction Index (CSI)***

  MERALCO's CSI reached 7.97. While this score indicates continued customer trust, Management is also cognizant that customer expectations are rising. Customers today expect not only reliable electricity, but also faster service, clearer information, more convenient digital channels, and greater support in managing their energy consumption. Hence, MERALCO is making sure that its investments in the physical grid and the digital layer translate into better customer experience.

- ***Franchise Expansion***

  Growing the DU business also means expanding the franchise through strategic partnerships. MERALCO's expansion roadmap is anchored in bringing MERALCO's brand of reliable service to underserved areas. MERALCO is working on opportunities to acquire or partner with utilities and ecozones. For MERALCO, franchise expansion is not only about geographic reach — it is about extending the proven MERALCO operating model into new growth corridors.

- ***Retail Electricity Supplier (RES)***

  MERALCO delivered 6,692 GWh in energy sales and served 782 customers. Looking ahead, the market is moving toward greater customer choice. Through the Retail Aggregation Program, more customers, particularly those with smaller individual

demand can now aggregate and participate in the competitive retail electricity market. Retail Aggregation is an important growth area for the Company. Through the RES, MERALCO is preparing to serve this broader market with competitive and reliable supply solutions.

- ***Non-Power Subsidiaries***

  MERALCO continues to drive growth through its Power and Non-Power subsidiaries –

  - **Clark Electric Development Corporation (CEDC), Shin Clark Power Corporation and MERALCO Ecozone Power are key enablers of growth and progress in Clark Freeport Zone, New Clark City and Cavite Economic Zone, respectively. CEDC prides itself in providing the lowest retail rate and the lowest system loss among all private distribution utilities in the country.**
  - **Meralco Industrial Engineering Services Corporation (MIESCOR) is well-positioned to grow as an execution arm for major energy infrastructure and renewable energy build-out. They are also helping connect power generation projects, including the MTerra Solar project.**
  - **Meralco Energy, Inc. (MSERV) conducted over 200 energy audits nationwide, helping businesses achieve higher energy efficiency. MSERV is also supporting the New Ninoy Aquino International Airport (NAIA) Modernization Project.**
  - **MSpectrum will be critical in the Company's broader solarization efforts. They strengthened MERALCO's solar growth platform for commercial and industrial (C&I) segments, with a target to add 600 MWp of C&I rooftop solar in the next five years. MSpectrum is also positioning to expand solar panel installations to millions of homes nationwide.**
  - **Movem is building MERALCO's e-mobility platform, with e-Vehicle (EV) charging stations now being deployed in residential and commercial developments.**
  - **Radius expanded digital connectivity through strategic partnerships**
  - **Bayad evolved into a full-fledged digital financial ecosystem**

- ***One Meralco Foundation (OMF) / Corporate Social Responsibility***

  Beyond operational and financial metrics, MERALCO remain deeply committed to its role as a partner in nation-building – spreading light where needed. In 2025, through One Meralco Foundation, the Company directly served 52,304 families, completed 170

electrification projects, and implemented 240 community relations initiatives. MERALCO's commitment to sustainability also continues through One for Trees, where more than three million trees have now been planted and nurtured since 2019. And 2025 marked the 15th anniversary of the MVP Academic Achievement Awards (MVP AAA) and celebrated thousands of young achievers. MERALCO also continued to support education through the Balik Eskwela program, reaching 7,342 public school students in 2025.

- ***Filipino Scholars and Interns on Nuclear Engineering (FISSION)***

  As the Philippines explores nuclear energy as part of its long-term energy strategy, MERALCO will need Filipino engineers and professionals who understand the science, the discipline, the safety culture, and the global standards required for nuclear energy. MERALCO's FISSION scholars, Amiela Nicodemus and Gener Atienza, just completed their degrees in Master of Engineering in Nuclear Energy Systems, at the University of Illinois Urbana-Champaign – with flying colors.

  As MERALCO look forward to the graduation of the rest of its scholars in Canada, France, Korea, and China, it is already preparing for their reintegration into the Company's nuclear adoption program as it monitors the exciting developments in the Small Modular Reactor (SMR) technology happening nowadays.

- ***Transformation into a Distributed Energy Platform Operator***

  MERALCO is seeing a fundamental shift in the energy landscape. More customers are installing rooftop solar. The Company is seeing the exponential growth of electric vehicles. Households and businesses are managing their own energy usage more actively. New technologies are coming in.

  All of these realities point in one direction: MERALCO MUST EVOLVE. This means redefining the Company's role — from simply delivering electricity to orchestrating a dynamic, decentralized energy ecosystem. MERALCO needs to transform its traditional DU business into a Distributed Energy Platform Operator that is enabled by cutting-edge technologies, big data and Artificial Intelligence.

  In doing all these, MERALCO must work closely with policy makers and regulators to help shape policies that unlock innovation and value. It is essential because the future distribution utility will require a framework that recognizes and rewards flexibility, resilience, and customer participation.

In closing, Engr. Aperocho said that "*2025 was a banner year for MERALCO.*"

Mr. Emmanuel V. Rubio next presented the 2025 MGEN Results. He opened that *"During last year's Annual Stockholders Meeting, we said that MGEN is building a legacy by transforming into a future-ready powerhouse. In 2025, we began showing what that means. It was the first full year of our revitalized organization – a new MGEN with a clear goal: to become a leading power generation company not just in the Philippines but in the region. When we reintroduced MGEN, we committed to building a stronger, more focused, and more future-proof organization. We aligned our people around a clear vision, a renewed mission, and our POWER values. Our results reflect the strength of this renewed direction."* The highlights of the MGEN report are summarized as follows:

- ***CCNI***

  MGEN ended 2025 with CCNI at ₱16.8 billion, reflecting a significant 52% growth from the previous year. This was driven by three things.
  - **First, MGEN's plants remained available for an average of 95.2% throughout the year — three percentage points higher compared to the previous year, and well within world-class standards.**
  - **Second, MGEN delivered 27,289 GWh of energy — a significant 78% increase compared to the previous year driven by the new investments in gas to power technology in the Philippines.**
  - **And third, MGEN had its first full-year participation in the Reserve Market.**

- ***Liquified Natural Gas***

  The closing of the Chromite Gas Holdings deal drove significant growth to MGEN's portfolio in the past year. Through LNGPH, the country's first and largest integrated liquefied natural gas import and regasification terminal, MGEN now power the Luzon grid with 2,475 MW of energy which is serving at least 18% of Luzon's power needs.

  This investment is a testament to the Company's commitment to reliability and sustainability supporting the country's energy transition.

- ***Energy Storage***

  The recent global developments affecting the energy industry reminded us why reliability cannot depend on one source of power alone. The geopolitical tensions in the Middle East showed how quickly energy conditions can shift — and for a growing economy like the Philippines, this reinforces the need for dependable baseload

capacity. Baseload power helps keep the system running, manage supply risks, and support affordability when markets become volatile.

MGEN is strengthening this further through energy storage. Last month, it successfully energized Toledo Battery Energy Storage System (BESS) in Cebu. This facility utilizes advanced lithium-ion technology to store electricity from both renewable and conventional power sources through the Wholesale Electricity Spot Market (WESM) – making energy available when the grid requires additional support.

- ***Renewables***

Renewables is the fastest growing technology in MGEN's energy portfolio and with the Department of Energy's goal of increasing renewable energy to 35% of the country's energy mix by 2030, and 50% by 2040, MGEN remains on track to support this direction.

At the center of this is MGEN's flagship project: MTerra Solar. As of end-May 2026, Phase 1 of MTerra Solar is almost 90% complete -- with 2,090 MWdc of solar photovoltaic (PV) installed, 741 BESS units deployed, and eighty-nine 500kv towers built. This was done in less than two years, a feat that One MERALCO achieved. It has already started delivering energy to MERALCO with 93.3 GWh of energy since its energization in March.

This is a major milestone delivered by MGEN's employees and contractors. Projects of this scale usually take years to develop, build, and bring to the grid. But MTerra Solar began delivering energy in just 16 months after groundbreaking -- proof that Filipinos can build big and build fast.

To date, MTerra Solar is already the largest operational integrated solar PV and BESS facility in the world.

MGEN is preparing for what comes next. As part of its renewable energy expansion, it has secured land options and is eyeing more than 1,000 hectares for future projects. This allows the Company to continue building its pipeline and sustain its growth in renewables beyond MTerra Solar. This is how MGEN is moving in the renewables space — leading the country's energy transition with projects that are large-scale, already delivering, and built for the long term.

In 2024, MGEN had 2,417MW capacity. With its new gas and solar investments, it ended 2025 more than doubling that capacity to 5,069MW.

Once MTerra Solar Phase 1 is completed, its capacity will increase to 6,800MW this year, and continue to ramp up to more than 10,000MW of capacity by 2030.

MGEN is also looking at what comes next for its future portfolio. As part of MGEN's long term view, studies are already being conducted on small modular reactors and the role nuclear can potentially play in supporting the country's energy needs.

- ***Growth and Synergies***

As MGEN move forward with its growth trajectory, it is also looking beyond generation. This year, MGEN has started looking for synergies with the retail electricity supply business and generation more deliberately. This is important because it allows MGEN to connect what it generates with what customers need.

Within One MERALCO, MGEN is present across the energy value chain.

MGEN supplies energy. MERALCO DU distributes power. MIESCOR builds transmission, distribution, and network services. MPower, MGEN RES, and MSERV provide retail supply and other energy solutions. MSpectrum brings integrated solar solutions to households and businesses. And MERALCO can also further strengthen its capabilities in trading and origination by leveraging artificial intelligence (AI) and other new technologies to generate accurate forecasts.

With MPower acting as local RES and MGEN RES serving customers outside the franchise area, MERALCO is able to reach more customers across the country with more competitive products and service offers especially now that the contestability threshold has been lowered to 100kW.

The synergies across One MERALCO give a competitive edge – allowing to serve clients better, create more value, and provide solutions that cover the full energy value chain. One MERALCO is in a stronger position to serve the contestable market through end-to-end solutions — from generation, to supply and distribution of energy to meet its customer's needs. This is the power of many. It is what happens when the different parts of One MERALCO work together in one direction.

For customers, it means better and more complete energy solutions. For the business, it means stronger customer relationships, more integrated opportunities, and more ways for each One Meralco company to grow from the solutions we deliver together. And for our shareholders, it means One MERALCO is building something bigger than individual business units. It is building a total energy ecosystem – one that is

positioned to grow with the market and serve the country's energy needs for the long term.

One MERALCO's mission is "powering a better tomorrow" and this is what it means for MGEN.

In closing, Mr. Rubio introduced Nanay Eliza Falcon from Nueva Ecija. Through MGEN's project CarTER – a rent-free community marketplace, Eliza now earns by serving food to the thousands of workers building the project. Her husband helps prepare the meals and three of their children work in shifts with her at the marketplace. And through the same project, two more of her children have also found work — one as a certified solar PV installer, and another as a certified first aider. For the Falcon family, MTerra Solar is not just a project near their community. It has become a source of livelihood, employment, and stability for the entire family. The Falcon family is just one of many. Across all MGEN's projects, this is the kind of impact it aims to create — energy delivered to the grid, value delivered to shareholders, and opportunities delivered to communities.

Mr. Rubio concluded, *"This is the Power of Many. And this is what we mean when we say we are powering a better tomorrow."*

The Chairman thanked Mr. Aperocho and Mr. Rubio for the presentation of the Company's milestones and achievements for 2025. He assured the stockholders that MERALCO will remain steadfast and unwavering in its commitment to improve the lives of its customers, stockholders and other stakeholders of the Company through a cleaner, greener and more profitable and sustainable future in energy.

On behalf of the Board and Management, the Chairman thanked the stockholders for their invaluable support in the past and hoped for their continued support in the future.

APPROVAL OF THE 2025 AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The next item on the agenda was the approval of the Company's Audited Consolidated Financial Statements for the period ended December 31, 2025, the highlights of which were previously explained in the Chief Executives' Reports and in the Information Statement.

Mr. David T. Tolentino moved that the Company's Audited Consolidated Financial Statements for the year ended December 31, 2025 as approved by the Board of Directors and presented to the stockholders be approved and for this purpose, Resolution No. 2026-2 be adopted. The motion was duly seconded by a stockholder.

Accordingly, the Company's Audited Consolidated Financial Statements for the period ended December 31, 2025 was approved by 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	934,805,445	82.94%
2. Against	178,355	0.02%
3. Abstained	1,525,920	0.14%

The following resolution was thus adopted and approved as Resolution 2026-2:

> **"RESOLVED, that the audited consolidated financial statements for the year ended December 31, 2025 be, as the same are hereby, approved."**

RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The next item on the agenda was the ratification and approval of the acts, resolutions, and deeds of the Board of Directors, its Committees and Management of the Company from the Annual Stockholders' Meeting held on May 27, 2025 up to this meeting.

Upon the Chairman's request, the Corporate Secretary briefly explained that Management is seeking the ratification all acts, resolutions and deeds of the Board, its Committees as well as all acts of Management since the May 27, 2025 Annual Stockholders' Meeting until this meeting. These acts are provided for in the minutes of the meetings and include, among other things, the approval of contracts and agreements, projects and

investments, treasury matters, dividend declarations, and disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

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.

On motion made by Ms. Ann Margarette D. Pariña and duly seconded, 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 27, 2025 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	933,844,438	82.85%
2. Against	1,058,099	0.09%
3. Abstained	1,607,183	0.14%

The following resolution was thus adopted and passed as Resolution 2026-3:

> "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 27, 2025 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 in the agenda was the election of the members of the Board of Directors for the ensuing year. The Company's Articles of Incorporation provide for eleven (11) seats in the Board. The Company's stockholders, including stockholders in the minority, were given the opportunity to nominate candidates for election to the Board of Directors.

A "Call for Nomination" was also posted on the Company's website last January 26, 2026 calling for submission of the proposed agenda and nomination of qualified candidates on or before April 10, 2026.

The Chairman requested Dr. Lydia B. Echauz of the Nomination and Governance Committee and the Corporate Secretary, Atty. Simeon Ken R. Ferrer, to explain the matter and give the voting results, respectively.

Dr. Echauz discussed that in accordance with the Company's By-Laws and Manual of Corporate Governance, as well as the Revised 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 2026 - 2027:

Name	Nominated by
1. June Cheryl A. Cabal - Revilla	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation
2. Lydia B. Echauz	Miriam D. M. Manito
3. Ray C. Espinosa	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation
4. James L. Go	JG Summit Holdings, Inc.
5. Patrick Henry C. Go	JG Summit Holdings, Inc.
6. Lance Y. Gokongwei	JG Summit Holdings, Inc.
7. Jose Ma. K. Lim	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation
8. Bernido H. Liu	Maria G. Panganiban
9. Manuel V. Pangilinan	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation
10. Bernadine T. Siy	Maria G. Panganiban
11. Victorico P. Vargas	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation

Mr. Liu, Ms. Siy and Dr. Echauz 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, providing 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 Definitive Information Statement that were distributed to all the stockholders.

The Corporate Secretary announced the votes obtained by each of the nominees, as follows:

	Name	Votes
1.	June Cheryl A. Cabal-Revilla	892,858,636
2.	Lydia B. Echauz*	923,163,461
3.	Ray C. Espinosa	895,134,229
4.	James L. Go	895,197,609
5.	Patrick Henry C. Go	892,827,210
6.	Lance Y. Gokongwei	893,560,798
7.	Jose Ma. K. Lim	892,848,760
8.	Bernido H. Liu*	934,320,846
9.	Manuel V. Pangilinan	925,694,025
10.	Bernadine T. Siy*	920,332,957
11.	Victorio P. Vargas	893,328,555
	**Independent Director*	

Based on the report of the Corporate Secretary on the votes garnered by the eleven (11) nominees from the stockholders, Mr. Lance L. Montemayor moved that all the nominees be declared duly elected directors of the Company for the ensuing year, until their successors are elected and qualified and for this purpose, Resolution No. 2026-4 be adopted. The motion was duly seconded.

The following resolution was thus adopted and passed as Resolution 2026-4.

"RESOLVED, that the following nominees to the Board, having received sufficient number of votes from the stockholders present and represented at the meeting, are hereby declared duly elected members of the Board of Directors to serve for the ensuing year and until their successors are duly elected and qualified:

Ms. June Cheryl A. Cabal - Revilla
Dr. Lydia B. Echauz
Atty. Ray C. Espinosa
Mr. James L. Go
Mr. Patrick Henry C. Go
Mr. Lance Y. Gokongwei
Mr. Jose Ma. K. Lim
Mr. Bernido H. Liu
Mr. Manuel V. Pangilinan
Ms. Bernadine T. Siy
Mr. Victorico P. Vargas

The Chairman acknowledged the duly elected members of the Board of Directors for the ensuing Year 2026 – 2027. He noted that Dr. Echauz, Mr. Liu and Ms. Siy were elected as independent directors.

On behalf of the Board, the Chairman thanked the stockholders for their votes and support.

On this note, the Chairman recognized and thanked two of the Company's outgoing Independent Directors whose many years of service have helped shape and strengthen the Company.

- **Retired Chief Justice Artemio V. Panganiban joined the Board in 2008 and has served as the Lead Independent Director and Chairman of the Audit Committee. With integrity, discernment, and quiet strength, he has drawn from his distinguished career in the judiciary to provide guidance in promoting accountability and transparency across the organization. In addition to his key leadership roles, he has also contributed actively as a member of various Board committees.**
- **Mr. Pedro Emilio O. Roxas has been with the Company since 2010 and has since led the Nomination and Governance Committee. A firm advocate of good governance, he has played a pivotal role in advancing policies and practices that kept the Company aligned with evolving standards across the ASEAN region. His efforts have been instrumental in the Company's receipt of numerous governance awards and recognitions.**

The Chairman expressed the Company's sincere gratitude to Chief Justice Panganiban and Mr. Roxas for their dedication, professionalism, and invaluable contributions. Their legacy will continue to guide the Company in the years ahead.

On behalf of the Board, Management, and the stockholders, the Chairman thanked them both and wished them all the best in their future endeavors.

Before proceeding to the next item on the agenda, the Chairman formally introduced the newly elected Independent Directors, Mr. Bernido H. Liu and Ms. Bernadine T. Siy. Both are distinguished professionals with impressive accomplishments, strong reputations, and extensive leadership experience in their respective fields. Beyond their credentials, they bring independence, objectivity, and sound judgment essential to effective corporate governance. Their expertise and insights will further strengthen the Board and contribute to the continued growth and long-term success of the Company.

On behalf of the Board, Management, and the stockholders, the Chairman welcomed Mr. Liu and Ms. Siy to the MERALCO Board.

APPOINTMENT OF EXTERNAL AUDITORS

The next order of business was the appointment of external auditor for the Company.

The Chairman requested the Chairman of the Audit Committee, retired Chief Justice Artemio V. Panganiban, to advise the stockholders on this matter and for the Corporate Secretary to give the voting results on the proposed resolution for this item.

Retired Chief Justice Panganiban stated that for the information of the stockholders, the Company had paid an audit fee of about Twenty-Six Million Nine Hundred Thousand Pesos (₱26,900,000.00) to the incumbent external auditors, SyCip Gorres Velayo & Co., for the year ended December 31, 2025.

The Audit Committee had evaluated their performance for the past year and was satisfied with their performance. As such, the Audit Committee and the Board of Directors hereby endorse the re-appointment of SyCip Gorres Velayo & Co. as External Auditor of the Company for the ensuing year.

On motion made by Ms. Patricia Marie T. Co, and seconded by a stockholder, SyCip Gorres Velayo & Co., Certified Public Accountants, will be retained as the Company's external auditor and for this purpose, Resolution No. 2026-5 will be adopted.

The Corporate Secretary reported that the re-appointment of 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	934,274,072	82.89%
2. Against	781,235	0.07%
3. Abstained	1,454,413	0.13%

The following resolution was thus adopted and passed as Resolution 2026-5:

"RESOLVED, that SGV & Company, Certified Public Accountants, be, as they hereby are, re-appointed as external auditors of the Company for the year 2026-2027."

QUESTIONS & ANSWERS

The Chairman opened the Question & Answer portion of the meeting, stating that Management would now entertain questions or clarifications on issues or concerns that the Stockholders may have with respect to the Company's performance. The Chairman then asked the Assistant Corporate Secretary, Atty. William S. Pamintuan, if there were any questions or concerns that were sent via email, SERVE platform or received in the registration area of to the ushers from the stockholders.

Atty. Pamintuan facilitated the reading of the questions that were sent through SERVE platform and via email, as well as those that were submitted at the Registration Area or to the ushers and called on the appropriate officers to respond.

1. **Stockholder <u>Ms. Lorna Landayan</u> asked via SERVE platform: *"What measure is MERALCO taking to address customer concerns regarding sudden spikes in electricity consumption and billing, and how can customers independently verify the accuracy of their bills?"***

   Ms. Charina P. Padua, MERALCO's Customer Relations and Services Head, explained that in relation to the concerns on high billing, MERALCO implemented a three-pronged approach to help ensure that bills are accurate and easily understood by customers.

   First, MERALCO follows a rigorous meter-reading and bill validation process. Meter readings are conducted by trained personnel and subjected to multiple validation checks and system controls before bills are released to customers.

   Second, MERALCO proactively issues advisories and educational content through our social media channels, website, and other platforms to help customers anticipate and better understand the factors driving consumption and bill amount. Ahead of the summer season as early as March, MERALCO increased its communications on how hotter weather can lead to more frequent or longer use of cooling appliances, resulting in higher electricity consumption and bills. Moreover, MERALCO also provided advisories on potential electricity rate movements, including the impact of global events that may affect power costs, while sharing practical energy efficiency and conservation tips to help customers manage their consumption.

   Third, MERALCO provides customers the tools and information to check and better understand their electricity usage, such as the consumption history and chart that can be seen on the bill and through the My MERALCO app. The detailed bill charges are also explained on the MERALCO website. MERALCO is also educating its customers on how to read their own meters, allowing them to compare their reading with the information reflected in their bill.

2. **Stockholder <u>Mr. Joel Philamer V. Quinez</u> asked via SERVE platform: *"Given the recent commissioning of the initial 250 MW tranche of MTerra Solar, are subsequent phases tracking on time and within the projected CapEx budget to achieve full capacity?"***

   Mr. Emmanuel V. Rubio, MGEN President and CEO, clarified that following the initial energization and export of 250 megawatts in March 2026, MTerra Solar successfully commissioned two additional generating blocks in May 2026, increasing installed capacity available for generation to 750 megawatts. However, actual dispatch remains capped at 500 megawatts pending the completion of the System Integrity Protection Scheme (SIPS) required by National Grid Corporation of the Philippines.

   Mr. Rubio added that by July 2026, MTerra Solar expects available generating capacity to reach approximately 1,350 MWac, with the allowable export level to be determined by NGCP based on ongoing grid integration requirements.

Mr. Quinez also asked: *"What are the exact contracted off-take rates for the power from this facility, and how quickly will it begin significantly contributing to MERALCO's consolidated net income?*

Mr. Rubio explained that MTerra Solar has been contributing to MERALCO revenues since March 2026 albeit full impact will be felt as we proceed from commissioning to full COD.

3. **Stockholder <u>Ms. Criselda Q. Quinez</u> asked via SERVE platform: *"Given our full-year profit trajectory, can management commit to maintaining or expanding our 50% Core EPS dividend payout ratio despite the heavy capital requirements for power generation projects?"***

   Ms. Betty S. Siy-Yap, MERALCO Chief Finance Officer, explained that in general, MERALCO's dividend decisions are typically a balance among its current profitability, free cash flow, future capital expenditure, debt service, desired capital structure and shareholder returns. She added that essentially, management proposes, and the Board approves, if there is sufficient sustainable cash flow to fund future growth as well as provide returns to the shareholders.

   Ms. Siy-Yap clarified that for power generation in general, MERALCO's projects are financed on the 70:30 basis, which means that 70% are debt and 30% are funded by equity for the distribution utility. Recovery is through the tariff as approved by the ERC.

   Ms. Siy-Yap recalled that in February of 2010, MERALCO's Board of Directors approved a dividend policy which is 50% of core net income with a look back. The look back allows MERALCO to declare dividends beyond the 50%. She emphasized that historically, MERALCO has always paid more than the 50%.

4. **Stockholder <u>Dean Gerardo N. Marinay</u> asked via email: *"How is MGEN maximizing the value of its battery energy storage investments?"***

   Mr. Emmanuel V. Rubio explained that MGEN views battery energy storage as a strategic value multiplier across its generation portfolio rather than a standalone investment. At the same time, battery assets generate additional value through ancillary services, wholesale market optimization, and greater operational flexibility which MGEN has been doing already in its BESS investments in Toledo, Cebu.

   Mr. Rubio emphasized that this approach strengthens earnings resilience while positioning MGEN to capitalize on the Philippines' growing demand for flexible, low-carbon energy infrastructure.

5. **Stockholder <u>Ms. Leticia C. Deyto</u> asked via email: *"What role does AMI play in MERALCO's future?"***

   Mr. Ronnie L. Aperocho, MERALCO Chief Operating Officer, explained that the Advanced Metering Infrastructure (AMI) will definitely play a critical role in MERALCO's future. It is a major foundational component of the MERALCO smart grid program. He added that MERALCO cannot implement its smart grid programs without smart meters. They provide the digital backbone or digital layer of the C ompany's business.

   There are many benefits of AMI, not only on the utility side, but, more so, on the customer side. One of the major benefits of AMI is that MERALCO can now avoid bill shocks, which are now being talked about on social media. With smart meters, customers will be duly advised on a day-to-day basis of how they are consuming power. Customers will not need to wait until the end of the month to determine their consumption. AMI can provide better visibility on billing and consumption issues, accompanied by an alert or notification to customers.

   Mr. Aperocho further clarified that smart meters will empower MERALCO's customers. The ERC has already lowered the threshold for contestability, complementing the retail aggregation program. Customers, even residential customers, may aggregate their demand and become contestable customers. MERALCO can only do that through the use of smart meters. This is also MERALCO's main justification to the ERC on why it has to implement smart meters.

   On the DU side, there are multiple benefits also. MERALCO has this increasing penetration of renewable energy, rooftop solar, EVs, and many other Distributed Energy Resources (DERs). It will be difficult for MERALCO and other distribution utilities to manage the intermittent nature of the grid due to these DERs without the use of smart meters, without this digital layer and the intelligence.

   Mr. Aperocho also shared that MERALCO expects that AMI will improve its operational excellence through lower costs on meter reading services, and on the disconnection and reconnection of facilities which can now be done remotely. With AMI, MERALCO can also monitor consumption, voltage, and power quality. By having smart metering, MERALCO can now avoid deterioration of service despite intermittency.

6. **Stockholder <u>Ms. Amy Tuazon</u> asked: *"How does MERALCO balance renewable energy growth with grid reliability?"***

   Mr. Froilan J. Savet, Head of Networks, explained that MERALCO balances renewable energy growth with grid reliability and security through visibility, technical compliance and grid modernization. MERALCO ensures that renewable energy installations are safely integrated, and that they comply with technical standards and requirements.

Mr. Savet detailed that at the same time, grid modernization (which is the most important one), MERALCO's Capex investments in AMI, DER Management System (DERMS) to be acquired next year, and the platform Grid-Edge Operations and Control Center (GEOCC), which is the twin of the existing System Control Center, were filed with the ERC under the 1st regulatory period. These Capex will enhance visibility, monitoring and operational control of a more dynamic and decentralized grid.

With safe integration and the use of advanced technologies, MERALCO can sustain renewable energy growth while ensuring the reliability and security of the grid.

Mr. Savet clarified that MERALCO right now has around 800 MW of RE generation embedded in its system and that it will continue to grow exponentially in the medium-term and that is why MERALCO really needs to invest in grid modernization.

7. **Stockholder <u>Ms. Elvira Cruz</u> asked: *"How does nuclear energy fit into MERALCO's long-term strategy for supporting the country's future energy requirements?"* She continued: *"What factors is management considering in evaluating the potential role of Small Modular Reactors (SMRs) in the Philippine energy mix?"***

   Mr. Ronnie L. Aperocho answered:

   "MERALCO's strategy on Nuclear Energy adoption is very much aligned with the government's policy that addresses three things. First is the issue of affordability. Number two is security. And number three, sustainability.

   The government has already imposed a moratorium on coal. And MERALCO is looking at natural gas – but our indigenous supply is not enough. A large chunk of our requirement is imported LNG which is subject to fluctuations. Besides, the government considered LNG as a transition fuel only. We have hydropower and geothermal, but these are not enough. Renewables are clean, but these are intermittent, so we need additional cost for the ancillary services and storage.

   The most viable source of energy, especially for baseload energy requirement that we are currently looking at, is nuclear energy. We are positioning MERALCO to help the government push the agenda on nuclear energy adoption. In fact, the Philippine Energy Plan released by the DOE prescribed a 4.8 GW capacity build-up for nuclear by 2050.

   Also, we are now positioning MERALCO to be a major player in the nuclear energy adoption. We have already launched the NEST (Nuclear Energy Strategic Transition). The focus is to build internal capabilities, that is why we have sent already scholars abroad. At the same time, we have to understand nuclear technology and engage with key stakeholders. We remain open to discuss with partners about small modular reactor (SMR) technologies – we are not limiting ourselves to a single partner.

On SMR, there are six (6) very important considerations or factors in our approach.

- *Regulatory and Policy Readiness*
- *Safety and Public Acceptance*
- *Cost-Competitiveness*
- *Technology Maturity and Global Track Record*
- *Grid Integration and Suitability for the Philippines*
- *Strategic Partnerships and Capability Building*

In support of this, MERALCO has taken initial concrete steps, including securing a recent grant from the U.S. Trade and Development Agency (USTDA) to study the feasibility and potential deployment of SMRs in the Philippines."

Given that these are all the questions that could be addressed within the allowed time, Atty. Pamintuan stated that other questions not taken up will be referred to the responsible officers or offices for appropriate reply via email.

In as much as there has been sufficient discussion on the items in the agenda, Ms. Dianne E. Ferriol moved to close the discussion and to proceed to Other Matters. The motion was duly seconded.

OTHER MATTERS

The Corporate Secretary advised the Chairman that there is no other item to consider in the meeting.

ADJOURNMENT

There being no other business to transact, and on motion made by Mr. Robert Jairus L. Santos and duly seconded, the 2026 Annual Stockholders meeting was adjourned at 11:45 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 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, June 30, 2026.

SIMEON KEN R. FERRER
Corporate Secretary