

**MINUTES OF THE ANNUAL MEETING
OF STOCKHOLDERS OF THE
MANILA ELECTRIC COMPANY
HELD ON MAY 28, 2024 AT THE
MERALCO COMPOUND, ORTIGAS AVENUE, PASIG CITY**

CALL TO ORDER

The Company's 2024 Annual Stockholders' Meeting was called to order at 10:22 a.m. on May 28, 2024 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 2024 Annual Stockholders' Meeting was conducted virtually. The event was streamed live from the MERALCO Multipurpose Hall, Ortigas Avenue, Brgy. Ugong, Pasig City.

The Chairman addressed the stockholders and requested that given the level of complexity of stockholders' concerns and the time needed to resolve questions on customer service, dividend delivery, and other operational matters, all stockholders were advised to email them with their contact details to stockholder.affairs@meralco.com.ph.

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. Lance Y. Gokongwei, Jose Ma. K. Lim, Pedro Emilio O. Roxas, Victorico P. Vargas, and retired Chief Justice Artemio V. Panganiban, who were physically present, and Mr. James L. Go and Mr. Patrick Henry C. Go, who joined by way of live streaming.

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 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.

Upon successful online registration, stockholders were provided with access to the Company's SERVE platform, which allowed them to vote electronically on the matters passed upon in the meeting and to elect the Company's Board of Directors for fiscal year 2024-2025.

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.mentalco.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 affecting 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 March 8, 2024. Stockholders who have provided their email address were furnished a copy of the Notice through electronic mail. The Notice was also published in the BusinessMirror and Philippine Star, print and on-line editions, on May 5 and 6, 2024 and posted in the Company's website at www.mentalco.com.ph.

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 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 shareholders' 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 885,518,431 shares or 78.57% of the 1,127,098,705 issued and outstanding common shares of the Company entitled to vote, were represented in person, by proxy or through remote communication.

APPROVAL OF THE MINUTES OF STOCKHOLDERS' MEETING HELD IN 2023

The Chairman submitted, for approval, the Minutes of the Annual Stockholders Meeting held on May 30, 2023. 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.

The Corporate Secretary proposed to dispense with the reading of the Minutes of the Annual Stockholders' Meeting held on May 30, 2023, to approve the same since copies of the Minutes have previously been made available, and to adopt Resolution No. 2024-1.

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	883,893,021	78.42%
2. Against	0	0.00%
3. Abstained	1,499,931	0.13%

The following resolution was thus adopted and approved as Resolution 2024-1:

“RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders’ Meeting held on May 30, 2023.”

REPORT OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer, Mr. Manuel V. Pangilinan, presented the milestones and key achievement of the Company for the Year 2023 quoted hereunder, as follows:

“I am pleased to say that in 2023, MERALCO has finally and fully recovered from the effects of the Covid-19 pandemic. Overcoming challenges such as evolving regulations, shifting weather and climate patterns, and changes in market conditions, were not easy. Yet, your Company managed to achieve record-breaking numbers in terms of Consolidated Core Net Income (CCNI), EBITDA and Energy Sales.

To further elaborate on the Company’s achievements, I pass the floor to the leaders of our business units — Mr. Ronnie Apercho for the operational highlights of our Distribution Utility business; Mr. Ferdinand Geluz to share how we achieved our all-time high revenues stemming from our customer initiatives for the DU business and non-generation subsidiaries and affiliates; and Mr. Jaime Azurin to discuss the significant milestones that led to an outstanding year for our generation business.”

(Audio-Visual Presentation)

DRIVING INNOVATION

In 2023, MERALCO celebrated 120 years of service. Fittingly, we achieved new benchmarks in operational excellence for the DU, our core business. At the same time, we expanded our aspirations beyond our distribution business by making our most significant investments yet in renewable energy. In addition, we supported the government in exploring the possibilities of harnessing nuclear energy

Our all-time high CCNI of PhP 37.1 billion was a standout, driven by the sustained growth of the DU, supported by significant contributions from our power generation and retail electricity businesses.

We're proud to have garnered our best-ever reliability performance figures, with all-time lows in both the System Average Interruption Frequency Index (SAIFI) and Duration Index (SAIDI).

We also achieved a system loss performance that is well below the regulatory cap, resulting in a total of PhP 4.9 billion pesos or PhP 0.10 per kilowatt-hour of customer savings.

We invested heavily in our power infrastructure, implementing consolidated capital expenditures of PhP 30 billion for distribution networks improvement projects, renewable energy investments, and towers and telecommunications. This includes the completion of 17 major capital projects such as development of substations and switching stations, and reliability improvement of sub-transmission and distribution systems along with our broader smart grid and digital transformation strategy.

We were also proactive and fully supportive of the government's priority infrastructure projects by relocating a total of 2,540 poles, paving the way for the completion of various expressways and toll roads.

We took steps forward in expanding our self-healing grid capabilities through Smart Grid technologies such as smart metering or Advanced Metering Infrastructure (AMI), and deploying other meticulously planned digital transformation initiatives – all while maintaining robust cybersecurity measures. These are necessary so we can effectively integrate not only the increasing number of variable renewable energy sources into our grid but also the proliferation of power-hungry facilities including hyperscale data centers and Electric Vehicle (EV) charging stations.

MERALCO's foray into nuclear energy include the cooperative agreement with US-based Ultra Safe Nuclear Corporation (USNC) in November 2023 for the conduct of a pre-feasibility study on Micro-Modular Reactor (MMR) deployment in the Philippines; as well as the recently launched Filipino Scholars and Interns on Nuclear Engineering (FISSION) program to help develop the Philippines' technical and regulatory talent.

Community engagement remains a priority. Through One MERALCO Foundation, we have initiated efforts that build on health, social, and environmental preservation in the areas where we operate.

Lastly, to further enhance public safety, MERALCO and the Bureau of Fire Protection (BFP) have joined forces for stronger emergency response capability, skills development and coordination with the inauguration of the MERALCO Rescue Fire Station.

For 2024, our focus will be on sustaining our exceptional operational performance, expanding our DU footprint and accelerating digital transformation to improve both service delivery and efficiency.

ENHANCING CUSTOMER EXPERIENCE

2023 was a landmark year for revenue achievements. We recorded an all-time high consolidated energy sales of over 51,000 GWh, a 4.4% growth from 2022, backed by a sustained rise in the residential and commercial sectors.

On top of this, our excellent performance in processing service applications ensured that we realized sales earlier from connecting new customers faster. As a result, we increased our customer count by more than 200,000, bringing the total to 7.82 million. We are continually expanding our reach by targeting new customers, aiming to bring on board our eight-millionth customer by 2024.

As we serve our growing customer base, we ensure that their needs are not just addressed but are delivered beyond expectations.

We deepened our customer engagement through digital platforms and innovative energy solutions.

We expanded our digital channels across our customer journeys—service application, payment, outage reporting, and concerns management—and adopted more customer-centric technologies to improve communications and streamline transactions.

We also leveraged on digital and online solutions for payment reminders and collections, augmenting our efforts to maintain a healthy cashflow.

Around 65% of residential transactions are now handled through digital and online channels. This is testament to how our learnings, new approaches, and digital transformation have been critical in navigating towards post-pandemic recovery, ensuring that our solutions are relevant to current times—as we continue to provide simple, fast, and convenient channels to delight our customers.

This shift not only streamlined operations but also improved customer engagement and experience, giving us our highest Customer Satisfaction Index (CSI) scores since 2020, and underscoring the impact of our continuous effort to regain customer trust.

We fully supported government programs such as energy efficiency, providing innovative solutions after-the-meter and even “beyond” energy thru our subsidiaries.

As we journey towards an even brighter tomorrow, we will continue to put our customers at the front and center of everything that we do in MERALCO.

ON TRACK TO 1500 MW BY 2030

On the power generation front, our work this past year was critical in advancing our goals in renewable energy and sustainability.

After a year of construction, we inaugurated the Nuevo Solar Energy Corp. (NSEC) in Currimao, Ilocos Norte and completed significant testing for PH Renewables Inc. (PHRI) in Baras, Rizal contributing greatly to our renewable portfolio.

In addition, two solar projects won winning bids in the Department of Energy's Second Green Energy Auction Program for construction in Cordon, Isabela and Bongabon, Nueva Ecija.

We also secured a controlling interest in SP New Energy Corporation (SPNEC), capping off the year with a noteworthy acquisition, marking a strategic investment in the future of solar and battery storage capabilities.

These efforts align with our target of building 1,500 MW of renewable facilities by 2030, underlining our commitment to sustainable energy solutions and reducing environmental impact.

Our strategy includes diversifying our energy portfolio with an eye on renewable energy while maintaining a disciplined approach to capital management.

In power generation, we will continue to expand our renewable energy portfolio, focusing on both solar and battery storage solutions.

These efforts will be supported by strategic investments and partnerships that bolster our clean energy capacity and contribute to a greener energy landscape.

This is all part of our long-term strategy to position MERALCO as not just a power distributor, but as a leader in sustainable and innovative energy solutions.

Beyond the numbers, MERALCO PowerGen (MGen) together with our subsidiaries continue to make strides toward the development of our partner communities where our power plants are located – initiatives such as Scholarships, Adopt-a-Health Center, *Balik Eskwela*, *Barangay Skill Enhancement Trainings*, to name a few; go above our commitment to provide reliable power but these heed the call of our partner communities for shared progress and sustainable growth.

CLEANER ENERGY

MERALCO takes its responsibility seriously in leading the transition to cleaner energy.

Through our wholly owned subsidiary, MGen cultivated the soil and oversaw what has now fully grown as BulacanSol.

A 72-hectare solar farm that stands at the forefront of the nation's shift to sustainable energy. Tucked between the majestic Mt. Arayat and the scenic Sierra Madre mountains, BulacanSol harnesses energy from the sun.

Its vast expanse of solar panels contributes to powering the Luzon grid with an additional 55 MW of generating capacity - an inexhaustible, virtually pollution-free power source.

55 MW of power? Let's quantify that.

To put things into perspective, it takes between 3 to 6 MW to light up hospitals, factories, and other high energy facilities. For residential customers, it powers close to 42,300 homes! 55 MW of power is mind-blowing. But 55 MW of clean energy is truly transformative. It is both life-changing and life-giving.

It is a humble yet significant step in achieving MERALCO's commitment to shift towards renewable sources of energy.

By 2030, MGen aims to build a renewable energy portfolio of 1,500 MW. Switching on BulacanSol powers up our momentum. And we're not stopping with solar. Wind energy and geothermal energy are part of that mix.

By 2050, we aim to be coal-free.

We will definitely get there. BulacanSol is the first of many projects lighting the way towards a cleaner and greener future so that in our lifetime we may realize better lives for all."

(End of Audio-Visual Presentation)

"Thank you for listening to our audio-visual presentation in respect of MERALCO's 2023 Performance.

Indeed, the year that past produced exceptional numbers, i.e., record-high revenues for the Company of PhP 444 billion, historic-high EBITDA of PhP 64.4 billion, and Consolidated Core Net Income of PhP 37.1 billion.

So, as indicated by the leaders of this Company, we will continue to make significant investments in upgrading our distribution infrastructure, expand our investments in the generation business, raise our renewable energy capacities, and enhance operational efficiencies by digitalizing our processes.

We are grateful to our shareholders for your invaluable support in the past year, and hopefully that support can continue in the future. Thank you very much."

The Chairman reminded the stockholders that for good order and as mentioned by the Corporate Secretary, any questions on the report will be considered after Item 8 of the agenda and before Item 9 thereof.

APPROVAL OF THE 2023 AUDITED CONSOLIDATED FINANCIAL STATEMENTS
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The next item on the agenda was the approval of the Audited Consolidated Financial Statements for the period ended December 31, 2023.

The Corporate Secretary stated that Management is proposing for the approval of the Company's 2023 Audited Consolidated Financial Statements and proposed the adoption of Resolution No. 2024-2.

Accordingly, the Company's Audited Consolidated Financial Statements for the period ended December 31, 2023 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	883,494,525	78.39%
2. Against	210,030	0.02%
3. Abstained	1,692,754	0.15%

The following resolution was thus adopted and approved as Resolution 2024-2:

"RESOLVED, that the audited consolidated financial statements for the year ended December 31, 2023 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 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 30, 2023 up to this meeting. Upon the Chairman's request, the Corporate Secretary briefly explained that these acts are provided in the minutes of meetings of the Board, its Committees and the Management. These include, among others, 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.

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.

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 30, 2023, 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	883,012,198	78.34%
2. Against	610,437	0.05%
3. Abstained	1,762,459	0.16%

The following resolution was thus adopted and passed as Resolution 2024-3:

"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 30, 2023 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 29, 2024 calling for submission of the proposed agenda and nomination of qualified candidates on or before March 8, 2024.

The Chairman requested the Chairman of the Nomination and Governance Committee, Mr. Pedro Emilio O. Roxas, and the Corporate Secretary, Atty. Simeon Ken R. Ferrer, to explain the matter and give the voting results.

The Chairman of Nomination and Governance Committee stated 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 2024 - 2025:

Name	Nominated by
1. June Cheryl A. Cabal - Revilla	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation
2. Lydia B. Echauz	Lilian P. Umipig
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. Artemio V. Panganiban	Lilian P. Umipig
9. Manuel V. Pangilinan	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation
10. Pedro Emilio O. Roxas	Lilian P. Umipig
11. Victorico P. Vargas	Beacon Electric Asset Holdings, Inc. and Metro Pacific Investments Corporation

Retired Chief Justice Panganiban, Mr. Roxas and Dr. Echauz were nominated as independent directors.

The Corporate Secretary then explained that under the Company's Corporate Governance Manual, as well as SEC Code of Governance, a company's independent director shall serve for a maximum cumulative period of only nine (9) years. At present, retired Chief Justice Panganiban and Mr. Roxas have both served the Company as independent directors for more than nine (9) years. While this may be the case, the rules nonetheless allow for the

extension and re-election of independent directors beyond the term limit, provided that meritorious justification exists.

The proposed retention of retired Chief Justice Panganiban and Mr. Roxas as independent directors is made in light of the Company's pending franchise renewal application with Congress, where their expertise and institutional knowledge play an indispensable part in ensuring the stability and sustained growth of the Company.

With retired Chief Justice Panganiban and Mr. Roxas' in-depth understanding of the market dynamics, regulatory intricacies and strategic imperatives and invaluable insights in the formulation of prudent business strategies and navigation of regulatory frameworks, the Company will be assured that it is operating within the bounds of legal and ethical parameters while navigating the complexities of franchise renewal process, thus, mitigating compliance and regulatory risks. Their established relationship with key stakeholders, including investors, and community representatives, likewise help foster constructive dialogue and engender trust, contributing to an effective stakeholder management, which is also imperative for a successful franchise renewal process. Moreover, both retired Chief Justice Panganiban and Mr. Roxas have a visionary perspective aligned with the long-term interests of the Company. Their strategic acumen, forward-thinking approach, and ability to anticipate market trends enable the Company to proactively address challenges, identify growth opportunities and position itself competitively in the market landscape, which is crucial at this time that the Company is diversifying its investment portfolio in the renewable energy industry. Finally, their independent oversight, ethical leadership, and unwavering dedication in upholding the highest standards of integrity and transparency build the stakeholder confidence and enhance the Company's reputation, which in turn reinforces MERALCO's steadfast commitment to robust corporate governance principles.

A more detailed description of retired Chief Justice Panganiban and Mr. Roxas' accomplishments and contributions as directors of the Company, as well as their individual

background and achievements, are contained in the Definitive Information Statement distributed to the stockholders.

The Chairman of Nomination and Governance Committee stated that the 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 Definitive Information Statement that were distributed to all the stockholders.

The Corporate Secretary announced that based on votes obtained by each, and as certified by the auditing firm Reyes, Tacandong and Co., each of the nominees has garnered enough votes for election, 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:

	Name	Yes	No	Abstain
1.	June Cheryl A. Cabal-Revilla	837,987,748	45,694,679	1,452,945
2.	Ray C. Espinosa	850,192,615	33,686,088	1,452,945
3.	James L. Go	835,860,183	47,759,971	1,452,945
4.	Patrick Henry C. Go	847,548,800	36,050,710	1,452,945
5.	Lance Y. Gokongwei	835,934,997	47,944,801	1,452,945
6.	Jose Ma. K. Lim	835,706,163	47,926,081	1,452,945
7.	Lydia B. Echauz*	882,541,563	1,195,933	1,452,945
8.	Artemio V. Panganiban*	850,070,944	33,819,439	1,452,945
9.	Manuel V. Pangilinan	875,673,661	9,754,203	1,452,945
10.	Pedro Emilio O. Roxas*	862,095,934	21,611,725	1,452,945
11.	Victorio P. Vargas	838,148,309	45,543,339	1,452,945
<i>*Independent Director</i>				

The following resolution was thus adopted and passed as Resolution 2024-4.

“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:

June Cheryl A. Cabal - Revilla
Lydia B. Echauz
Ray C. Espinosa
James L. Go
Patrick Henry C. Go
Lance Y. Gokongwei
Jose Ma. K. Lim
Artemio V. Panganiban
Manuel V. Pangilinan
Pedro Emilio O. Roxas
Victorico P. Vargas

The Chairman acknowledged the duly elected members of the Board of Directors for the ensuing Year 2024 – 2025, and thanked the stockholders for their votes and support.

The Chairman thanked outgoing Director, Mr. Frederick D. Go, for his valuable contribution as MERALCO Director.

The Chairman also acknowledged and welcomed the newly elected Board member, Mr. Patrick Henry C. Go, to the Company’s Board of Directors.

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-One Million One Hundred Thousand Pesos (PhP 21,100,000.00) to the incumbent external auditors, SyCip Gorres Velayo & Co., for the

year ended December 31, 2023. This includes all audit fees of the parent company and its subsidiaries. He added that 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.

The Corporate Secretary stated that the Management proposed the adoption of Resolution No. 2024-5 for the re-appointment of SyCip Gorres Velayo & Co. as External Auditor of the Company for the ensuing year. He was pleased to report that the reappointment 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	883,278,406	78.37%
2. Against	581,360	0.05%
3. Abstained	1,506,644	0.13%

The following resolution was thus adopted and passed as Resolution 2024-5:

“RESOLVED, that SGV & Company, Certified Public Accountants, be, as they hereby are, re-appointed as external auditors of the Company for the year 2024-2025.”

QUESTIONS & ANSWERS

The Chairman requested the Assistant Corporate Secretary, Atty. William S. Pamintuan, to read the questions from the stockholders.

Atty. Pamintuan stated that there are several questions from stockholders that were received *via* email and the SERVE facility. Following were the questions raised and the answers provided by the Board and/or Management of the Company:

1. **Mr. Ronoel Dellota:** Does MERALCO have plans to go into nuclear power? Will it provide scholarships to bright engineers to take courses in Nuclear Engineering?

Mr. Ronnie L. Aperoch, Chief Operating Officer, affirmed that MERALCO is fully committed to support the government in having nuclear energy as part of the Company's supply mix by 2032 and onwards. In fact, MERALCO is already wrapping up the feasibility study for the development of micro modular reactors with US-based Ultra Safe Nuclear Corporation (USNC). As the Company deep dive on the safety, financial, and site-selection parameters, its goal is to build a micro modular reactor with a capacity of 5 to 15 MW and have a proof of concept to convince the Filipino people that nuclear energy is safe, reliable, cheap and clean source of baseload power which badly needed.

In view of this, MERALCO is building the capabilities needed for the development, execution, and operations of micro modular reactors in the country through the Filipino Scholars and Interns on Nuclear Engineering or FISSION which the Chairman announced last year (September 2023).

Mr. Aperoch added that for the pilot batch, MERALCO will send five (5) engineers from the Company and hopefully secure additional slots from the government for the academic and internship program abroad. These scholars are expected to return between 2027 and 2028 and will be reintegrated to be part of our first nuclear energy project.

Chairman Pangilinan added that it is important that we prepare nuclear engineers by the time we start building or operating these micro modular nuclear plants — both with respect to MERALCO's own capabilities for nuclear power and also the government's own capabilities to regulate us.

2. Ms. Judith Juliet Quito: Thank you for the dividends I received. However, when will the electricity be back to normal billings, it is so expensive nowadays. Thank you and we look forward seeing all of you in the meeting. God bless.

Mr. Ferdinand O. Geluz, Chief Revenue Officer, thanked the shareholder for reaching out to MERALCO. He said that the Company understands that this concern applies to most of our customers this summer.

Mr. Geluz said that normally, residential customers experience a 10% to 40%-increase in their actual energy or kWh consumption during the summer months as higher temperatures drive increased usage of cooling appliances like air conditioners and refrigerators.

What further aggravated the said trend for this year is the fact that the country experienced an "El Nino phenomenon" that brought about an even hotter summer due to higher heat index. This drove average household energy consumption this summer to be even higher than last year's—by as much as another 10% based on data.

Mr. Geluz added that to help manage the customers' household energy consumption, MERALCO actively provides energy efficiency and conservation tips via its "Bright Ideas Program," which is actually aligned with Department of Energy's Conservation Program. Bright Ideas aims to empower customers with tips and hacks on energy use, including (1) information on how much it costs to operate electric appliances; and (2) new technologies and gadgets so the customers can make informed decisions when

purchasing appliances and when using them at home. This allows customers to enjoy a comfortable time with their family at home while managing their cost of electricity.

3. **Ms. Erlinda B. Apolonio:** Can you give us an update on the renewal of franchise that is pending in Congress? Thank you.

Atty. Jose Ronald V. Valles, Head of Regulatory Management, addressed the query. He said that earlier this year, there were two (2) bills calling for the renewal of the MERALCO Franchise filed by Congressman Joey Salceda and Congressman Rufus Rodriguez. These were followed by another bill filed by Congressman Lord Allan Velasco this May. All three bills were referred to the House Committee on Franchises chaired by Congressman Gus Tambunting.

Hearings were then held last May 13 and May 21, during which congressmen asked questions about MERALCO rates, the power supply agreements, and MERALCO's compliance with certain regulatory requirements.

Atty. Valles added that MERALCO management team headed by Director Atty. Ray C. Espinosa, and executives led by COO Ronnie L. Aperocho, comprehensively responded to these questions.

MERALCO was advised that there will be another hearing to be called before the Congress resumes session in July.

4. **Mr. Jon Louis Santos:** At the recent onset of extremely high weather conditions, it can be perceived that MERALCO would earn higher than expected profits from increase demand in electricity. How do we strike a balance between short-term income generation and long-term climate management?

Mr. Raymond B. Ravelo, Chief Sustainability Officer, replied that guided by the Company's dual imperative to keep the lights on and to power the good life for our customers, Meralco exert all efforts to ensure that it provides accessible, affordable, and reliable energy to all that it serves – while ensuring that power is increasingly clean.

Mr. Ravelo added that in parallel to the Company's business as usual activities, MERALCO has developed and defined a clear investment plan for its long-term sustainability strategy. He said that this strategy, as mentioned by Mr. Aperocho earlier, outlines MERALCO's just, orderly, and affordable transition to clean energy as it drives to be coal-free by 2050.

5. **Ms. Generosa Balocating:** Although I believe in the stability and safety of power supply by MERALCO compared to green energy, does MERALCO have existing or future strategies and plans to ensure that it does not lose out to green energy in the future?

Mr. Jaime T. Azurin, President and CEO of MGen, said that MERALCO PowerGen believes in a future powered by a balanced energy mix.

Mr. Azurin shared that MGen recently inaugurated a project in Currimao, Ilocos Norte and completed significant testing for PH Renewables Inc. (PHRI) in Baras, Rizal and 55 MW in Bulacan contributing greatly to its renewable portfolio.

In addition, MGen won the bidding for two (2) solar projects for construction in Cordon, Isabela and Bongabon, Nueva Ecija. MGen likewise secured a controlling interest in SP New Energy Corporation (SPNEC) which is currently developing the biggest solar battery in the world. Included in that acquisition are two (2) solar plants, i.e., one (1) in Tarlac and the other in Calatagan.

Mr. Azurin said that guided by the vision of MERALCO's Chairman and Board of Directors, MGen will continue to expand its renewable energy portfolio to provide the proper energy mix that will meet the evolving energy requirements of our country in the future.

6. Mr. Joel Buerano and Mr. Reynaldo Dela Cruz: Are stock dividends no longer given to stockholders?

Ms. Betty. C. Siy-Yap, Chief Finance Officer, replied that Management has opted and proposed cash dividends to shareholders on the basis of the available declarable retained earnings and cash for distribution. Cash dividend is usually proposed by Management to allow shareholders flexibility in their investment options - which may either be reinvesting in MERALCO through the market or for other shareholders, preference may be other instruments.

7. Mr. Ruel Benemerito: What is your comment on the share value which stood at PhP 374 per share which is well below the level a few years ago?"

Chairman Pangilinan agreed that MERALCO share price is considerably undervalued. But to provide some context, when MERALCO reached a record high of about PhP 400 per share sometime in July 2019, the PSE Index was at 8300. Currently, PSEI is down to 6600 representing a decrease in the overall index of about 20%. It should be noted though that MERALCO has not dropped as much as the index has done with the past four (4) or five (5) years.

Chairman Pangilinan added that if you look at the 2023 and 2024 metrics whether on trailing income or EBITDA or forward EBITDA, MERALCO's share price is considerably undervalued like most of the major stocks on the exchange.

Considering the numbers of MERALCO for 2023 and if the numbers are going to be better in 2024, it is what MERALCO can do right now i.e., to show good performance year on year.

8. Ms. Leonena F. Quirante: What are the benefits of Net-metering? How will MERALCO help in starting the program? Are there reported disadvantages of using solar power in generating electricity? Thank you.

Mr. Ferdinand Geluz replied that Net Metering ensures that you maximize the 3Ss — Savings, Sustainability, and Safety benefits of your renewable energy source.

Net Metering allows the customer to measure and export to the grid the excess energy that the customer don't consume.

Mr. Geluz said that the Distribution Utility compensates the customer on the amount of energy the customer exported and is credited to his bill every month.

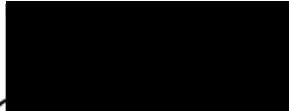
MERALCO energized the first Net Metering customer in 2013. To date, the Company has more than 12,000 Net Metering customers, with more than 70MW capacity. This accounts for more than 70% of Luzon in terms of count and capacity and 50% of total installations in the country.

MERALCO assures its customers that the solar system installations are safe, for as long as these are done properly and undertaken by qualified contractors or professionals. Management suggests reaching out to MERALCO even prior to the installation so that it can properly advise the customer on the standards and requirements. This will ensure that the installations are safe and that the Net Metering installation processing is seamless so that the customer can enjoy full benefits of the solar power systems.

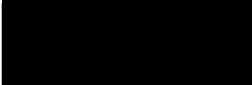
Atty. Pamintuan thanked the stockholders for their questions. He stated that other questions not taken up will be referred to the responsible officers or offices, and will be answered through email.

ADJOURNMENT

There being no other business to transact, the 2024 Annual Stockholders meeting was adjourned at 11:28 a.m.


SIMEON KEN R. FERRER
Corporate Secretary

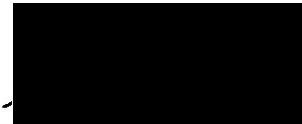
ATTEST:


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, May 28, 2024.



SIMEON KEN R. FERRER
Corporate Secretary