



FAIRNESS  
ACCOUNTABILITY  
INTEGRITY  
TRANSPARENCY  
HONESTY

#### MOVING FORWARD:

## Framing the Future of Corporate Governance

Meralco believes that a strong management framework should be anchored on the highest standards of corporate governance. Over the years, the Company has created a brand of governance that operates on the principles of Fairness, Accountability, Integrity, and Transparency in the conduct of its business and other dealings with its shareholders, customers, employees, government regulators, and other stakeholders. In 2017, the Company redefined its governance framework by incorporating the principle of Honesty as one of its pillars of corporate governance. It considers honesty as a policy to foster an atmosphere of trust and confidence between management and employees. It also develops an ethical workplace where the Company policies and guidelines are faithfully observed.

In this light, the Company strengthened its Be Right Communication Policy through various awareness campaigns, seminars, and roadshows. It not only reminds but encourages employees to observe governance policies such as the No Gifts Policy, and the Conflict of Interest Disclosure, and report, through various channels, any improper behavior that violates the Revised Code of Ethics, Code on Right Employee Conduct (COREC), and other governance policies.

2017 was also a year of significant developments in the regulatory landscape. From mandatory compliance, governance frameworks of publicly-listed companies (PLCs) like Meralco, are now regulated under the "Comply-or-Explain" approach which combines voluntary compliance with mandatory disclosure through the introduction of the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE) Integrated Annual Corporate Governance Report (I-ACGR) template. The Company, nonetheless, has always endeavored to faithfully comply - and is in full compliance - with the corporate governance code, rules, and regulations promulgated and enforced by the SEC, PSE, Philippine Dealing & Exchange Corp. (PDEx), and other relevant regulatory bodies, consistently keeping itself abreast of regulatory developments in the industry.

Indeed, 2017 was one of moving forward, a year of framing the future of the Company's corporate governance where the Board of Directors (Board) champions, the Management oversees and employees observe, compliance with the corporate governance policies, practices and programs of the Company. Guided by principles of Fairness, Accountability, Integrity, Transparency and Honesty (FAITH), the Company is clearly set for a better, wider and stronger corporate governance.



## CORPORATE GOVERNANCE STRUCTURE



### A. RESPONSIBILITIES OF THE BOARD

The Board promulgates the Company's Revised Manual of Corporate Governance (MCG) which provides the framework of good governance and ethical business practices that the Company's directors, officers, and employees are expected to observe and adhere to in dealing with various stakeholders. Management in turn, ensures that the operations of the Company are aligned with the MCG.

The MCG conforms to regulations set forth by the SEC, the PSE, PDEx, and other relevant regulatory bodies and is reviewed annually to ensure that it is up to date with local and international best practices, and relevant to the Company's strategic direction. Pursuant to the SEC Memorandum Circular No. 19, Series of 2016, otherwise known as the "Code of Corporate Governance for Publicly Listed Companies," the Board approved a Revised Manual of Corporate Governance which was submitted to the SEC on April 24, 2017.

The Board is mandated to enhance shareholder value by fostering the long-term success of the Company and sustaining its competitiveness and profitability in a manner consistent with the Company's vision, mission, and corporate strategic objectives.

The MCG further mandates the Board to formulate and to annually review the Company's vision and mission statements, corporate strategic objectives, key policies and the mechanism for performance assessment of the Board and Management, principally the President and Chief Executive Officer (CEO).

The Board, in its regular meeting held on January 30, 2017, as part of the Board's assessment of the Company's performance in the past year, reviewed and confirmed the vision, mission, and corporate strategic objectives of the Company. In the same meeting, the Board also reviewed the Company's material controls (including operational, financial and compliance controls) and risk management systems and confirmed the Company's full compliance with the Code of Corporate Governance.

The Company has an 11-seat Board, majority of whom are non-executive directors and in accordance with the Securities Regulation Code, two (2) of whom are independent directors (ID), namely, Ret. Chief Justice Artemio V. Panganiban and Mr. Pedro E. Roxas. The Board has a female director in the person of Ms. Anabelle L. Chua and a non-executive director who has had prior work experience in the sector or broad industry group to which the Company belongs. Former Ambassador Manuel M. Lopez was the Chairman, President and CEO of the Company in different periods from 2001 to 2010.

In accordance with recommendations from the MCG, the ASEAN Corporate Governance Scorecard, and the SEC's Code of Corporate Governance for Publicly-listed Companies (PLCs), the Board approved the Board Diversity Policy on December 18, 2017 to ensure that the Board has an appropriate mix of expertise, experience, independence, and skills that would encourage critical discussion and promote a balanced decision in the attainment of the Company's strategic objectives and sustainable development.

The Nomination and Governance Committee (Nom&Gov) reviews the nomination, selection, and composition of the Board and affirms that its membership has a proper mix and diversity of qualifications, background, experience, independence, and skills needed to effectually perform its responsibilities.

### VISION

**TO BE A WORLD CLASS COMPANY AND THE SERVICE PROVIDER OF CHOICE**

### MISSION

**TO PROVIDE OUR CUSTOMERS THE BEST VALUE IN ENERGY, PRODUCTS AND SERVICES**

### CORPORATE STRATEGIC OBJECTIVES

- I. STRENGTHEN THE CORE DISTRIBUTION BUSINESS
- II. BUILD THE POWER GENERATION PORTFOLIO
- III. PARTICIPATE IN RETAIL ELECTRICITY SUPPLY
- IV. GROW THE ELECTRIC DISTRIBUTION SERVICE AREA
- V. DRIVE THE EXPANSION OF SUBSIDIARIES

The Board is responsible for setting the Company's vision, mission, overall strategic directions, corporate objectives, and long-term goals, and ensures that obligations to shareholders and to all stakeholders are understood and met.



To properly guide the Board in the director selection process, the Board approved the Nomination and Election Policy on September 25, 2017 which details the Board nomination and election procedures adopted by the Company.

The Nom&Gov ensures that independent decision-making is encouraged, and that no individual director dominates the Board's decision-making. The non-executive directors actively participate in discussions at the Board and Board Committee levels, as well as with Management.

On March 20, 2017, the Nom&Gov assessed the profiles of the directors and found that the independent, non-executive directors are indeed independent of the Company, its related corporations, its management or substantial shareholders that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgment. The Nom&Gov had reviewed the multiple board representations held presently by the directors and assessed that they are reasonable and do not hinder in any way the performance of their duties to the Company.

To reinforce Board independence, the Board approved on December 18, 2017 the proposal to designate a lead independent director pursuant to the recommendation under ASEAN Corporate Governance Scorecard and the SEC's Code of Corporate Governance for PLCs. The Senior/Lead Independent Director shall have the following functions:

- a. To serve as an intermediary between the Chairman and the other directors when necessary

- b. To convene and chair meetings of the non-executive directors
- c. To contribute to the performance evaluation of the Chairman, as required

The Chairman of the Board, Mr. Manuel V. Pangilinan, serves to represent the interests of all shareholders and stakeholders, and to oversee the performance of the Board and its directors. He champions exemplary ethical governance principles for directors, officers, and employees to emulate and likewise espouse. Together with the President and CEO, Mr. Oscar S. Reyes, the Corporate Secretary, Atty. Simeon Ken R. Ferrer and the Compliance Officer, Atty. William S. Pamintuan, the Chairman sets a clear agenda before each Board meeting. He provides opportunities for all directors to actively participate, addresses governance-related issues that non-executive, independent directors may raise, and ensures that the Board exercises strong oversight over the Company and its Management, such that the prospect of any corporate risk or threat is adequately and effectively addressed. His roles and responsibilities are specified in the MCG which is accessible at the Company's website.

The Board reviews and approves major projects, policy decisions, annual budgets, major investment funding, and major restructuring of core businesses on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company.

The Board jointly plans meeting dates at the start of the calendar year, meets regularly once a month, and holds special meetings as may be required.

Director	Designation	May 30, 2017		Board Meeting Attendance
		Annual Stockholders' Meeting (ASM)	Organizational Meeting	
Manuel V. Pangilinan <sup>1</sup>	Chairman	Present	Present	11/13
Lance Y. Gokongwei	Director	Present	Present	12/13
Oscar S. Reyes	Director	Present	Present	13/13
Anabelle L. Chua	Director	Present	Present	13/13
Ray C. Espinosa <sup>2</sup>	Director	Present	Present	12/13
James L. Go	Director	Absent	Absent	11/13
John L. Gokongwei Jr.	Director	Present	Present	13/13
Jose Ma. K. Lim <sup>3</sup>	Director	Present	Present	12/13
Manuel M. Lopez	Director	Present	Present	12/13
Artemio V. Panganiban <sup>4</sup>	Independent Director	Present	Present	13/13
Pedro E. Roxas <sup>5</sup>	Independent Director	Present	Present	13/13

<sup>1</sup> Chairman, Executive Committee; Chairman, Remuneration and Leadership Development Committee

<sup>2</sup> Chairman, Finance Committee

<sup>3</sup> Chairman, Risk Management Committee starting May 30, 2017 ASM/Organizational Meeting

<sup>4</sup> Chairman, Audit Committee; Chairman, Risk Management Committee until May 30, 2017 ASM/Organizational Meeting

<sup>5</sup> Chairman, Nomination and Governance Committee; Chairman, Related Party Transactions Committee



In 2017, the Board's major accomplishments included the following:

#### Major Projects/Policy Decisions

- Evaluation of compliance to the 2017 PSE Corporate Governance Disclosure Guidelines Survey
- Review of SEC's Revised Code of Corporate Governance
- Review and approval of the Revised Manual of Corporate Governance
- Approval of Consolidated Changes in the Annual Corporate Governance Report (ACGR)
- Review and approval of the Board Diversity Policy
- Review and approval of the Nomination and Election Policy
- Review and approval of the Related Party Transactions Committee Charter
- Review and approval of the designation of a Senior Lead Independent Director
- Update of Corporate Governance Principles
- Conduct of the 2017 Annual Stockholders' Meeting
- Appointment of Inspectors and Canvassers for Annual Stockholders' Meeting ballots
- Screening of nominees to the Board
- Approval of 2018 schedule of Board meetings
- Evaluation of compliance to ERC requirements
- Review of the Retail Competition and Open Access (RCOA) Rules
- Review and approval of Business Separation and Unbundling Plan Package
- Review and approval of Public-Private Partnerships
- Approval of construction, development, and commissioning of substation assets
- Review and approval of power generation projects
- Review and approval of other local and international business initiatives
- Review and approval of Interim Power Supply Agreements (IPSAs) and Power Supply Agreements (PSAs)
- Approval of pole relocation projects
- Approval of audited financial statements
- Approval of report of external auditors covering the Company's audited financial statements
- Approval of dividend declaration
- Review and approval of material related party transactions
- Enterprise Performance Evaluation and Assessment
- Performance assessment of the Board, Board Committee, and President and CEO
- Review and approval of executive promotions, rightsizing policy and succession planning
- Review and approval of Employee Performance Management Plan and Long-Term Incentive Plan

#### Business Plan and Annual Budgets

- Review and approval of the 2018-2022 Business Plan
- Approval of budget realignment for certain services
- Monitoring of Investment Committee Report
- Review and approval of corporate strategic objectives
- Monitoring of the implementation of corporate strategies
- Review of forecast of subsidiaries' projects

#### Major Investment Fundings

- Infusion of equity to subsidiaries
- Renewal of credit lines, credit facilities and bonds

In 2017, the Company's non-executive directors met five (5) times without the presence of the executive director, Mr. Oscar S. Reyes. The agenda in these meetings were the Management's reports, corporate governance directions, reports of the internal and external auditors, and the performance assessment of the President and CEO.

#### Corporate Secretary and Compliance Officer

All Board members have direct and independent access to the Corporate Secretary, the Compliance Officer and Management. The Corporate Secretary, under the direction of the Chairman, is responsible for ensuring that good information flows within the Board and Board Committees and between Management and non-executive directors. He also facilitates the orientation and assists with the professional development of directors as required by regulators.

Among the duties of the Office of the Corporate Secretary are the following:

- Schedule Board meetings and other related activities and notify the Board accordingly
- Provide the necessary Board papers associated with items on the meeting agenda at least five (5) business days ahead of the Board meetings
- Provide ready and reasonable access to information that directors may need for their deliberation on issues listed on the agenda of the Board
- Assist the Board in the performance of its duties
- Attend all Board meetings, take the minutes of meetings and maintain records of the same and ensure proper safekeeping of all Board papers
- Ensure that all Board procedures, rules, and regulations are faithfully followed
- Submit required reports and disclosures to SEC, PSE, PDEX and other regulatory agencies
- Conduct orientation program for new members of the Board regarding the Company's organizational structures and business operations

The Company's Corporate Secretary, Atty. Simeon Ken R. Ferrer met all the following qualifications and skills required for his position:

- Resident Filipino citizen of good moral character
- With adequate legal, administrative, basic accountancy, company secretarial and interpersonal skills
- Attends continuing education seminars where he receives regular updates of the laws, rules, and regulations relevant to his duties
- With working knowledge of the operations of the Company and loyal to the Company mission, vision, and corporate strategic objectives

The Board is likewise assisted by the Company's Compliance Officer, Atty. William S. Pamintuan, who has the following functions, among others:

- Ensures proper on-boarding of new directors (i.e., orientation on the Company's business, charter, articles of incorporation and by-laws, among others)
- Monitors, reviews, evaluates and ensures the compliance by the corporation, its officers and directors with the relevant laws, rules and regulations and all governance issuances of regulatory agencies



- Reports violations of the aforementioned rules to the Board and recommends the imposition of appropriate disciplinary action
- Ensures the integrity and accuracy of all documentary submissions to regulators
- Appears before the SEC when summoned in relation to compliance with the Code
- Collaborates with other departments to properly address compliance issues which may be subject to investigation;
- Identifies possible areas of compliance issues and works towards the resolution of the same
- Ensures the attendance of board members and key officers to relevant trainings
- Performs such other duties and responsibilities as may be provided by the SEC

Both the Corporate Secretary and the Compliance Officer regularly attend trainings on corporate governance.

#### Board Committees

The Board has formed various Board Committees, namely Executive Committee (ExCom), Audit Committee (AuditCom), Risk Management Committee (RMC), Nomination and Governance Committee (Nom&Gov), Remuneration and Leadership Development Committee (RLDC), Finance Committee (FinCom), and Related Party Transactions Committee (RPTComm). The Board has delegated specific responsibilities to each of these Committees. These Committees had been formed and are guided by their respective committee charters.

#### 2017 BOARD COMMITTEE MEETING ATTENDANCE

Member	Executive	Nomination and Governance	Audit	Risk Management	Related Party Transactions <sup>3</sup>	Remuneration and Leadership Development	Finance
Manuel V. Pangilinan	2/2	n/a	n/a	n/a	n/a	3/3	n/a
Lance Y. Gokongwei	2/2	3/4	6/9	2/2	0/1	3/3	n/a
Oscar S. Reyes	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Anabelle L. Chua	n/a	4/4	9/9	2/2	1/1	n/a	11/12
Ray C. Espinosa	n/a	n/a	n/a	n/a	n/a	n/a	12/12
James L. Go	2/2	3/4	7/9	1/2	1/1	n/a	10/12
John L. Gokongwei Jr.	n/a	n/a	n/a	n/a	n/a	n/a	12/12
Jose Ma. K. Lim <sup>1</sup>	2/2	3/4	7/9	1/1	1/1	3/3	n/a
Manuel M. Lopez	n/a	n/a	n/a	n/a	n/a	n/a	12/12
Artemio V. Panganiban <sup>2</sup>	2/2	n/a	9/9	2/2	1/1	n/a	n/a
Pedro E. Roxas <sup>2</sup>	n/a	4/4	9/9	2/2	1/1	3/3	10/12

<sup>1</sup> Chairman and member, Risk Management Committee starting May 30, 2017

<sup>2</sup> Independent director

<sup>3</sup> Related Party Transactions Committee was created/approved in April 2017

The functions, authority and responsibilities of each Board committee and their accomplishments are as follows:

**A. Executive Committee (ExCom)** is composed of five (5) directors, one (1) of whom is an independent director. The ExCom may act, by majority vote of all its members, on such specific matters within the competence of the Board, as may be delegated to it under the By-Laws, or upon a majority vote of the Board, subject to the limitations provided by the Corporation Code.

In 2017, the ExCom accomplished the following:

- Approval of the execution of short-term PSAs under mutually acceptable terms to take effect upon ERC approval
- Review and evaluation of the power supply and demand outlook and endorsement of certain recommended investments in power generation



**B. Remuneration and Leadership Development Committee**

**(RLDC)** is composed of four (4) directors, one (1) of whom is an independent director. The duties and responsibilities of RLDC as defined in its charter include assistance to the Board in the development of the Company's overall performance management, compensation, retirement and leadership development policies and programs based on the Company-approved philosophy and budget.

RLDC held three (3) meetings in 2017. The following were accomplished by the RLDC:

- Review and approval of criteria for rank conferment
- Approval of candidates for rank conferment of First Vice President and Senior Vice President

- Review of performance evaluation plan results
- Review of merit increase programs
- Review of Annual Incentive Plan
- Review and endorsement of the 2016-2018 Long-term Incentive Plan
- Review of Toplighting Initiative's core actions and key objectives
- Presentation and review of the HR Scorecard
- Presentation and review of proposed succession planning programs
- Performance evaluation of the President and CEO

The RLDC recommends to the Board, for the approval of the shareholders, a framework of remuneration for directors and Management, including the President and CEO.

**DETAILS OF 2017 BOARD REMUNERATION (IN PHP)**

	Remuneration for ASM and Board Meetings Attended	Remuneration for Committee Meetings Attended	Total
<b>EXECUTIVE DIRECTOR</b>			
Oscar S. Reyes	1,560,000	-	1,560,000
<b>TOTAL</b>	<b>1,560,000</b>	<b>-</b>	<b>1,560,000</b>
<b>NON-EXECUTIVE DIRECTORS</b>			
Manuel V. Pangilinan	1,320,000	100,000	1,420,000
Lance Y. Gokongwei	1,440,000	320,000	1,760,000
Anabelle L. Chua	1,560,000	540,000	2,100,000
Ray C. Espinosa	1,440,000	240,000	1,680,000
James L. Go	1,320,000	480,000	1,800,000
John L. Gokongwei, Jr.	1,560,000	240,000	1,800,000
Jose Ma. K. Lim	1,440,000	340,000	1,780,000
Manuel M. Lopez	1,440,000	240,000	1,680,000
<b>TOTAL</b>	<b>11,520,000</b>	<b>2,500,000</b>	<b>14,020,000</b>
<b>INDEPENDENT DIRECTORS</b>			
Artemio V. Panganiban	1,560,000	280,000	1,840,000
Pedro E. Roxas	1,560,000	580,000	2,140,000
<b>TOTAL</b>	<b>3,120,000</b>	<b>860,000</b>	<b>3,980,000</b>
<b>GRAND TOTAL</b>	<b>16,200,000</b>	<b>3,360,000</b>	<b>19,560,000</b>



For the President and CEO, and Management, the framework takes into account all aspects of executive remuneration including salaries, allowances, bonuses, and benefits in kind. The framework is benchmarked against pay and employment conditions within the industry and it links rewards to corporate and individual performance. The Board ensures that the remuneration of its members and key officers is aligned with the long-term interest of the Company. Directors do not participate in discussions or deliberations involving their own remuneration.

The Company's directors receive per diem fees for their attendance to Board and Board Committee meetings. Each director is entitled to a per diem allowance of PhP120,000 for every board meeting attended and PhP20,000 for every committee meeting.

#### **Remuneration of Key Management and Employees**

The Company adopts a remuneration policy comprised of fixed and variable components in the form of base salary and variable bonus linked to the Company's and the individual's performance. Compensation packages and revisions of key Management's remuneration are subject to the review and approval of the RLDC.

The top five (5) key officers of the Company have received an aggregate remuneration of PhP228 million. For more information on the aggregate total remuneration paid to all key officers, please refer to the discussion entitled Compensation of Key Management Personnel in the Notes to Consolidated Financial Statements.

#### **Advisers/Consultants to Remuneration and Leadership Development Committee**

Meralco engaged a human resources consultancy firm to assist in the areas of employee engagement, and compensation and benefits management.

### **C. Nomination and Governance Committee (Nom&Gov)**

is composed of five (5) directors with an independent director as chairman. The duties and responsibilities of Nom&Gov as reflected in its charter include screening qualified nominees for election as directors, assessing the independence of directors, introducing improvements on Board organization and procedures, setting-up of mechanisms for performance evaluation of the Board and Management, and providing programs for continuing education of the Board.

The Nom&Gov undertakes the process of identifying the qualification of directors aligned with the Company's strategic directions. It reviews and recommends to the Board for the appointment of directors and members to the Board Committees. The process involves identifying, reviewing, and recommending potential candidates to the Board for consideration.

The Nom&Gov has put in place a formal and transparent process for the nomination of new directors to the Board. Stakeholders who have identified suitable candidates submit the Nomination and Acceptance Letters, Full Business Interest Disclosure Forms and curriculum vitae of such candidates to Nom&Gov for discussion and review on or before the deadline set by the Nom&Gov.

These candidates should be skilled in core competencies such as strategic planning, business expertise, and industry knowledge. These candidates are sourced from the business network of Board members and from professional search firms such as the Institute of Corporate Directors (ICD), or from shareholders. One of the Company's directors, who is also the President and CEO, Mr. Oscar S. Reyes is a Fellow of the ICD. The Company's Corporate Secretary, Atty. Simeon Ken R. Ferrer is also an ICD Fellow.

The shareholders elect the Directors during the Annual Stockholders' Meeting (ASM) held every last Tuesday of May.

Upon appointment, the Company sends out a formal letter setting the director's roles and responsibilities and the new director will then attend various briefings with Management.

The Nom&Gov had four (4) meetings in 2017. The following were accomplished by the Nom&Gov:

- Results and discussion of Board, Board Committees, and President and CEO Performance Assessment
- Assessment of Meralco's Public Ownership Report
- Screening of nominees to the Board
- PSE Corporate Governance Guidebook
- Assessment of compliance to the Revised ASEAN Corporate Governance Scorecard
- Review of SEC Revised Code of Corporate Governance
- Review and endorsement of Meralco's Consolidated Changes in Annual Corporate Governance Report (ACGR) for 2016
- Review of Meralco's PSE CG Guidelines Disclosure Survey
- Review and approval of the following policies:
  - Revised Manual of Corporate Governance
  - Nomination and Election Policy
  - Board Diversity Policy
  - RPT Committee Charter
  - Update to the Corporate Governance Policies
- Facilitation of Annual CG Enhancement and Continuing Education Programs

**D. Audit Committee (AuditCom)** is composed of two (2) independent directors, and four (4) non-executive directors, one of whom has over 20 years of experience in the areas of accounting, corporate finance, treasury, financial control and credit risk management and was a Vice President at Citibank, N.A. for 10 years. The AuditCom is chaired by an independent director.



The AuditCom had nine (9) meetings in 2017 and performed the following:

- Internal Control
  - Obtained management's assurance on the adequacy and effectiveness of the Company's internal control system and noted Management's Control Policy
  - Evaluated the effectiveness of the internal control system of the Company
  - Prepared a briefing for Sustainability Reporting
- Financial Reporting
  - Reviewed the unaudited consolidated quarterly financial statements and the audited consolidated annual financial statements of the Company
  - Endorsed for Board approval the audited consolidated financial statements of the Company
- Audit Process
  - Assessed the independence, performance, and effectiveness of the external auditors, SyCip Gorres Velayo & Co. (SGV), taking into consideration their credibility, competence, ability to understand complex related party transactions, and the adequacy of their quality control procedures. Based on this assessment, SGV was re-nominated by the AuditCom to the Board as the external auditors of the Company with the assurance that the lead audit partner complies with Rule 68 of the Securities Regulation Code on rotation of external auditors
  - Held executive sessions with the external auditors without the presence of Management
  - Reviewed and approved the audit plan, scope of work and proposed fees of SGV for audit and non-audit services
  - Reviewed and approved the annual Internal Audit Plan including subsequent changes to the audit plan
  - Discussed and dissected the results of audits reported by the chief audit executive in the quarterly reports to the AuditCom
  - Monitored Management's appropriate corrective actions to the audit recommendations of Internal Audit and the external auditors
  - Assessed Internal Audit's performance for the preceding year
  - Assessed the performance of the subsidiaries' Audit committees
  - Updated the Internal Audit Charter
- Compliance
  - Reviewed and assessed Management's processes of monitoring compliance with laws and regulations through Internal Audit
  - Reviewed and assessed subsidiaries' and associates' processes of monitoring compliance with laws and regulations

- Obtained updates on the status of compliance as well as the remaining challenges confronting the Company, as they relate to the requirements of the ERC, the SEC and other regulatory agencies concerned with environment and safety, labor, and others

**E. Risk Management Committee (RMC)** is composed of two (2) independent directors and four (4) non-executive directors. It assists the Board in its oversight role on the risk management process. The following activities were accomplished by the RMC:

- Reviewed management's top business risks and discussed on going risk treatments
- Reviewed the Enterprise-Wide Risk Management (EWRM) Plans for 2017-2018
- Considered Management's short- to medium-term plans to streamline EWRM integration in the annual strategic planning activities to institutionalize risk management functions at the subsidiaries and to develop a risk reporting dashboard that will facilitate reporting and monitoring of top risks and mitigation plans
- Reviewed the effectiveness and certified the adequacy of the Company's risk management system

The Board, through the RMC, institutes a framework of prudent and effective controls which enables risks to be identified, assessed, and managed accordingly.

**F. Finance Committee (FinCom)** is composed of six (6) directors, one (1) of whom is an independent director, with the Chief Finance Officer (CFO) as ex-officio member. It reviews the financial operations of the Company and matters regarding major purchase contracts, and acquisition and/or divestment of investments, businesses or ventures.

In its 12 meetings in 2017, its major accomplishments were:

- Review and approval of all service and supply contracts in excess of PhP50 Million
- Review of unaudited consolidated quarterly financial statements and audited consolidated annual financial statements
- Treasury update
- Declaration of final cash dividend
- Renewal of credit lines and bonds
- Review and approval of cash optimization strategy
- Review and approval of PSAs and any changes or issues regarding their execution
- Review and approval of annual budget and medium-term business plan and forecast
- Review additional capital call, surety bonds, capital infusions for subsidiaries
- Review of special payment agreements
- Review of equity call
- Review of investments
- Review and endorsement of the renewal of WESM surety bond for RES transactions



#### G. Related Party Transactions Committee (RPTComm)

is composed of six (6) directors, two (2) of whom are independent directors. It assists the Board in reviewing material/significant RPTs to determine whether they are in the best interest of the Company and shareholders, and ensure that all RPTs of the Company are conducted in fair and at arms' length terms. The following activities were accomplished by the RPTComm:

- Review and approval of the RPT Committee Charter
- Review and endorsement of material and significant related party transactions

The Board ensures that the Company complies with all relevant laws, regulations, and endeavor to adopt best business practices and to keep it abreast with the latest developments in corporate governance regulatory landscape and best practices, implements a policy on orientation and continuing training for all directors and key officers, including an annual CG training with SEC-Accredited providers, in accordance with the Board Charter and the Company's Manual of Corporate Governance.

#### Orientation and Continuing Education Programs

Each newly elected director is provided with a director's kit which contains policies and other information pertaining to his duties and obligations as a director provided under existing laws and regulations. An in-house orientation program, incorporating briefings from the corporate and regulatory units, are arranged for any new director to better familiarize himself with the Company's businesses, stakeholders, regulatory environment, and governance practices.

The Company has a policy that encourages directors to attend annual continuing training programs. In fulfillment of such policy and the requirements of the Company's MCG, the ERC Resolution No. 1, Series of 2004, and the SEC Memo Circular No. 20, Series of 2013, the directors, together with the Senior Management, attended the 12th Annual Corporate Governance Enhancement Session on September 7, 2017, entitled "Charting the Digital Age, its Risks and Strategies, through Governance, and a Responsive Corporate Culture."



ATTENDANCE TO CORPORATE GOVERNANCE TRAINING AND CONTINUING EDUCATION PROGRAMS

Director	Program	Name of Training Institution
Manuel V. Pangilinan	MVP Group 12th Annual Corporate Governance Enhancement Session: Charting the Digital Age, its Risks and Strategies, through Governance, and a Responsive Corporate Culture	Mr. Aaron Patrick Dignan Founder, The Ready Co-Founder, The Undercurrent  Ms. Liza S. Sichon Chief People and Culture Officer PLDT Group  Mr. Ralph W. Brunner Chief Customer Experience and Data Analytics Advisor, PLDT
Lance Y. Gokongwei	Corporate Governance Training on "Re-Imaging Leadership in the Age of Disruption"	Ranjay Gulati Harvard Business School



Director	Program	Name of Training Institution
Oscar S. Reyes	MVP Group 12th Annual Corporate Governance Enhancement Session: Charting the Digital Age, its Risks and Strategies, through Governance, and a Responsive Corporate Culture	Mr. Aaron Patrick Dignan Founder, The Ready Co-Founder, The Undercurrent  Ms. Liza S. Sichon Chief People and Culture Officer PLDT Group  Mr. Ralph W. Brunner Chief Customer Experience and Data Analytics Advisor, PLDT
Anabelle L. Chua	2017 PSE-SCCP-CMIC Corporate Governance Training	Philippine Stock Exchange (PSE)
Ray C. Espinosa	Corporate Governance & AMLA Seminar	Ms. Catherine N. Saplala Former Director, Investments & Research Dept., Securities and Exchange Commission  Mrs. Mercedes B. Suleik Former Deputy Director, BSP Former Vice President, DBP Fellow, Institute of Corporate Directors  Atty. Richard David C. Funk II Former Deputy Director/Head, Compliance & Investigation Group Anti-Money Laundering Secretariat, BSP  Atty. Fidel V. Esquieres Philippine Corporate Enhancement and Governance, Inc.
James L. Go	SEC Granted Messrs. John L. Gokongwei, Jr. and James L. Go a permanent exemption from the corporate governance training requirement in its en banc meeting on November 10, 2015.	
John L. Gokongwei, Jr.	SEC Granted Messrs. John L. Gokongwei, Jr. and James L. Go a permanent exemption from the corporate governance training requirement in its en banc meeting on November 10, 2015.	
Jose Ma. K. Lim	4th SEC-PSE Corporate Governance Forum	SEC
Ambassador Manuel M. Lopez	Annual Corporate Governance Training Program	Ricardo Nicanor N. Jacinto Institute of Corporate Directors
(Ret.) Chief Justice Artemio V. Panganiban	SGV Corporate Governance Seminar	SGV  Leonardo J. Matignas, Jr. Partner, SGV
Pedro E. Roxas	MVP Group 12th Annual Corporate Governance Enhancement Session: Charting the Digital Age, its Risks and Strategies, through Governance, and a Responsive Corporate Culture	Mr. Aaron Patrick Dignan Founder, The Ready Co-Founder, The Undercurrent  Ms. Liza S. Sichon Chief People and Culture Officer PLDT Group  Mr. Ralph W. Brunner Chief Customer Experience and Data Analytics Advisor, PLDT



### Board, Committee and CEO Performance Assessment

The Board annually conducts a self-assessment of its performance individually, collectively, and as members of the different Board Committees. The self-assessment results are key factors in the enhancement of directors' performance and effectiveness in the discharge of their duties.

The Board conducted the performance assessment on February 27, 2017, through employment of the following assessment forms, with the following processes and criteria:

1. **Board Self-Assessment** - each director assessed the Board performance as a whole and their individual performance on the following categories:
  - a) Board structure and qualifications
  - b) Board duties and responsibilities
  - c) Duties and responsibilities as an individual director

### 2. General Board Committee Performance Assessment

- each director assessed the overall performance of the Board committees, based on the provisions of the Board Committee Charters.

3. **Board Committee Self-Assessment** - each committee member assessed his committee's performance vis-à-vis the respective charters and SEC's Guidelines for the Assessment of the Performance of Audit Committee of Companies Listed on the Exchange.

4. **President and CEO Performance Assessment** - each director assessed the President and CEO's leadership, working relations with the Board, communication and working relations with Management.

### PERFORMANCE INDICATORS

Financial	Non-Financial
<ul style="list-style-type: none"><li>Measures reflecting the state of the Company to the shareholders such as financial results and financial position, cash and cash equivalents, debt and stockholders' equity, revenues, consolidated core net income, reported net income, EBITDA, dividend payouts, etc.</li></ul>	<ul style="list-style-type: none"><li>Customer Satisfaction Index (CSI)</li><li>Customers served and Sales per employee ratios</li><li>S-Factor Indicators<ul style="list-style-type: none"><li>System Average Interruption Frequency Index (SAIFI)</li><li>System Average Interruption Duration Index (SAIDI)</li><li>Customer Average Interruption Duration Index (CAIDI)</li><li>Probability of Voltage Level (PV)</li><li>Time to Process Applications (TPA)</li><li>Time to Connect Premises (TCP)</li><li>Call Center Performance (CCP)</li><li>System Loss (SL)</li></ul></li><li>Guaranteed Service Level (GSL) Metrics</li></ul>

On the assessment forms, the Board gives its opinions and suggestions or identifies special issues of interest about its performance or different aspects of the Company's operation.

The Corporate Governance Office (CGO) sends these assessment forms to every director, collects the completed forms, prepares a summary report and submits it to the Nom&Gov and the Board as an agenda item for acknowledgment and discussion.

### B. RIGHTS OF SHAREHOLDERS

The Company recognizes the rights of all shareholders as provided in the Corporation Code of the Philippines, other pertinent laws, rules, and regulations, the Company's Articles of Incorporation, Amended By-Laws and Revised Manual of Corporate Governance (MCG).

#### B.1 Right to Dividends

##### Dividend Policy

The Company's dividend policy, as approved by the Board on February 22, 2010, and ratified by the shareholders during the May 25, 2010 ASM, calls for the payment of regular cash dividend equivalent to 50% of the audited consolidated core net income for the year with a "look-back" basis, which allows the Company to pay special dividends beyond 50% of the consolidated core net income for the year, subject to the availability of unrestricted retained earnings in accordance with the guidelines of the SEC.

Following are the cash dividends declared by the Board on common shares for 2017:

Declaration Date	Record Date	Payment Date	Dividend per Share
2/27/2017	3/27/2017	4/21/2017	PhP 9.30
8/3/2017	8/30/2017	9/22/2017	8.93



## **B.2 Right to Participate in Decisions**

The Company upholds the rights of all shareholders, including the minority shareholders, to participate in:

- Changes or amendments to the Company's Articles of Incorporation or By-laws
- Authorization for issuance of additional shares
- Authorization of extraordinary transactions, including the transfer of all or substantially all assets that in effect result in the sale of the Company
- Approval of remuneration or increase in remuneration of non-executive and executive directors
- Voting on matters in absentia through the use of proxy forms

## **B.3 Right to Vote and Participate Effectively**

### Disclosure and Release of Notice to ASM

To provide shareholders enough time to examine the Company's information, the ASM Notice was posted on the Company's website and distributed to shareholders on April 10, 2017, 50 days prior to the ASM date of May 30, 2017. Similar to all Company notices and circulars, the ASM Notice is written and published in English.

### ASM

It is the Company's policy to encourage shareholders, including institutional shareholders and minority shareholders, to attend and actively participate in the ASM. The 2017 ASM was held on Tuesday, May 30, 2017, at 10:00 AM at the Meralco Theater, Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City.

The Company facilitates participation of shareholders who cannot attend the meeting in person by enclosing proxy forms in the ASM Notice where they can indicate their votes on matters that are taken up during the ASM. Shareholders can download the proxy forms together with details on how to appoint a proxy from the Company's website.

The Company granted all shareholders, including minority shareholders, the right to nominate directors and propose or inquire on agenda items. The "Call for Nominations" was posted on the Company's website on January 30, 2017 for submission of proposed agenda and nomination of qualified candidates on or before March 6, 2017. The agenda and nominees were approved by the Board during its meeting on January 30, 2017 and March 20, 2017, respectively.

### Voting Procedures

A three (3)-hour registration period was allotted before the start of the ASM.

The Corporate Secretary reported a quorum with the attendance of shareholders who own or hold a total of 944,212,393 shares or approximately 84% of the total issued and outstanding shares of the Company.

An electronic system facilitated the registration and vote tabulation to ensure accuracy and reliability of information.

The Corporate Secretary explained the vote tabulation procedures to the shareholders and stated that all shareholders were entitled to one vote for one share. Votes were tallied and tabulated by the Office of the Corporate Secretary. Representatives from Reyes Tacandong & Co., an independent third party, validated the voting results for each agenda item.

The Company allowed shareholders to freely express their views and raise their questions during the ASM.

The Chairman of the Board, Chairman of the AuditCom, Chairman of the RLDC, Chairman of the Nom&Gov, Chairman of the FinCom, the Board, President and CEO, CFO, Corporate Secretary, Assistant Corporate Secretary, other officers of the Company and its external auditors attended the ASM to present the performance results of the Company and respond to any question from the shareholders relevant thereto. The appropriate meeting procedures and guidelines were followed before, during and after the ASM.

The Company posted the resolutions at the ASM on its website on the following day so that non-attending shareholders may be immediately informed.

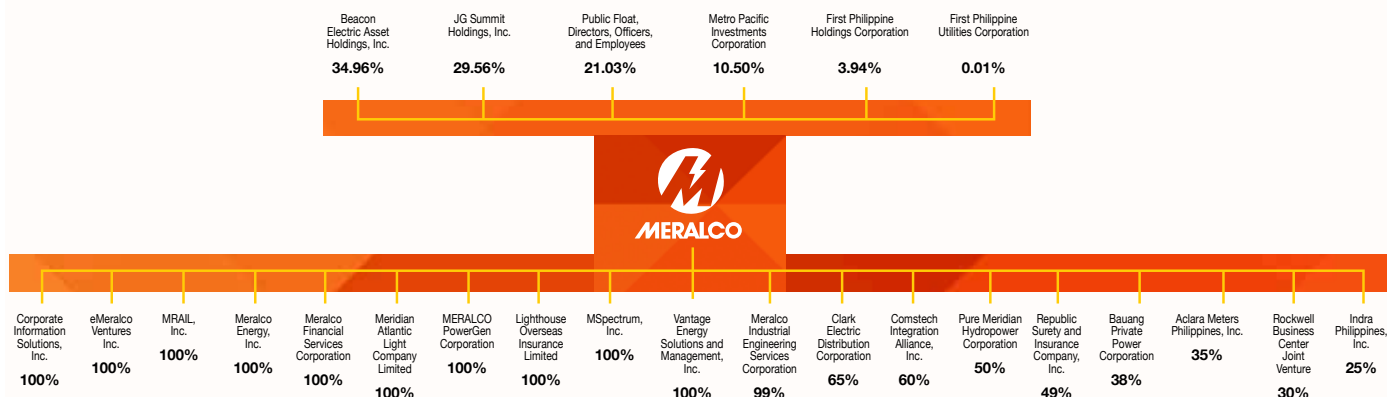
## **B.4 Right to Approve Mergers and Acquisition**

In the event of mergers and acquisitions requiring shareholders' approval, the Company appoints an independent party to evaluate the merits of the transaction as well as the fairness of the transaction price.

## **B.5 Institutional Investors**

The Company recognizes the exercise of ownership rights by all shareholders, including institutional investors. The Company does not have any shareholder owning more than 50% of its total outstanding shares.





The complete list of the Public Ownership Report of Meralco as at December 31, 2017 was disclosed to the SEC, PSE, and PDEx on January 9, 2018, where approximately 78.97% of the Company shares are held by principal and strategic shareholders, and the remaining 21.03% shareholdings are held by directors, officers, employees, the government, other corporations, and other individuals. The Company has a straightforward structure of alliance among its affiliates, and joint ventures. There is no pyramid shareholding structure within the Group. Details of the holding companies, subsidiaries, and other related companies are disclosed in the Map Showing Relationships among the Companies within the Group.

## C. EQUITABLE TREATMENT OF SHAREHOLDERS

### C.1 Shares and Voting Rights

The Company has only one (1) classification of shares (common shares), with each share entitled to one (1) vote.

### C.2. Notice of ASM and Definitive Information Statement (DIS)

The Notice of ASM and DIS contain, among others, the resolutions to be passed by the shareholders for each agenda item during the ASM. There is no bundling of several items into one resolution. It also provides the following information:

- Profiles of each director seeking for election/ reelection—age, academic qualification, date of first appointment, experience, and directorships in other listed companies
- External auditors seeking appointment/ re-appointment
- Dividend policy
- Amount of dividends declared and any dividends payable
- Readily available proxy statements

The Notice of ASM and DIS is available on the Company's website.

### C.3 Policy on Dealings in Company Shares of Stocks (Insider Trading/Blackout Period)

The Insider Trading Policy prohibits directors, officers, and employees from benefiting from information that is not generally available to the market through observance of a blackout period 10 trading days before and two (2) trading days after the release or announcement of the Company's material information or financial and operating results, during which trading in Company shares is prohibited.

The Company strictly enforces and monitors compliance with its policy on insider trading.

## INSIDER TRADING POLICY

An insider is enjoined from buying or selling, directly or indirectly, listed and publicly traded shares of Manila Electric Company (share code "MER") within the Blackout Period.

### When is the Blackout Period:

- Structured Disclosures - Ten (10) trading days before and two (2) trading days after the disclosure of structured reports.
- Non-Structured Disclosures - Two (2) trading days after the disclosure of any material information other than the structured reports.

Inform

Directors, Key Officers of the Company (with a rank of Vice President and up) and principal shareholders or those owning 10% or more of the Company should **inform** Corporate Compliance Office within one (1) trading day any acquisition disposal or change in their shareholdings.

Violators of the Insider Trading Policy shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings which the Company or regulators may file for violation or existing laws.

**BE RIGHT**  
BE RIGHT CORPORATE COMPLIANCE



Under the revised policy approved for implementation on December 1, 2014, directors and officers are required to disclose to the Compliance Officer, PSE, and PDEX the details of any trading, dealing, acquisition, disposal, or change in their beneficial ownership of the Company (MER) shares, not later than one (1) trading day after the transaction.

#### **C.4 Related Party Transactions by Directors and Key Executives**

The Related Party Transactions (RPT) Policy requires the review of material/significant RPTs, to determine whether they are in the best interest of the Company and its shareholders and ensure that all RPTs of the Company are conducted in fair and at arm's length terms. No RPTs can be classified as financial assistance to entities other than wholly-owned subsidiary companies.

The Company provides all the names of related parties, degree of relationship, nature, and value for each material/significant RPT. Details are found in Note 22 to Consolidated Financial Statements.

In 2017, there was no case of insider trading or policy violations involving directors and officers of the Company and no RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies. The Company is fully compliant with the Code and policies of corporate governance.

#### Conflict of Interest (COI) Policy

The COI Policy requires all directors, officers and employees to annually disclose their interest in transactions and any other conflicts of interest affecting the Company through the Full Business Interest Disclosure (FBID) Form for directors and officers, and the Annual Conflict of Interest Disclosure Form for employees. The Company requires directors and key Management personnel to abstain and/or inhibit themselves from participating in discussions on a particular agenda when a conflict exists or may exist between their interest and that of the Company.

#### **C.5 Protecting Minority Shareholders from Abusive Actions**

The Company's policies embody an utmost respect to the right of the minority shareholders while pursuing corporate interest. Salient provisions are:

- a) Timely, fair, and accurate disclosure of material information
- b) Review of existing, and development of new, policies that will prevent the major shareholders from gaining undue advantage over and at the expense of minority shareholders
- c) RPTs are disclosed in the Company's Notes to financial statements
- d) Disinterested shareholders decide on all RPTs which require shareholders' approval

## **D. ROLE OF STAKEHOLDERS**

### **D.1 Respecting Rights of Stakeholders**

The Company implements policies and activities that protect the rights and promote the interest of its various stockholders.

#### Customers

It is the Company's policy to provide all customers with excellent service and fair treatment, and complete and accurate information. Towards this end, the Company:

- Provides customized services to home and micro businesses, small and medium-size enterprises and corporate business groups
- Standardizes policies and work processes related to customers in all business centers and publishes information on the services and rates affecting the customers, (e.g., the monthly Meralco Advisory)
- Communicates significant operational plans and holding appreciation events such as Meralco Luminaries with customers at least once a year
- Undertakes surveys on customers' level of satisfaction to improve the Company's service standards
- Establishes a Consumer Welfare Desk (CWD) at the business centers and a Customer Assistance Office (CAO) at the ERC both manned by trained CWD officers, pursuant to ERC Resolution No. 42, series of 2006
- Implements various programs to delight the customers:
  - Information Drive on Rates and Tips such as the Orange Tag and Power Ideas
  - Customer eXperience Transformation Program
  - Partnership and customer engagements through Power Up Forums and the Power Club Magazine, Meralco Business (Biz) Partnership with SME entities, and Meralco Home and Microbiz engagements with local government units
  - Variety of payment programs such as the Automatic Debit Arrangement program and Interruptible Load program

The Company promotes safety as a way of life by providing a safe and healthy environment to prevent accidents or injuries to its customers. As such, the Company's activities include:

- Undertaking safety and health orientation programs to enhance safety consciousness and safe practice for all customers and stakeholders
- Complying with all applicable safety, and environmental regulations and closely monitoring the state of well-being and safety of all customers and the public at-large
- Conduct of the Kuryenteng Ligtas Awards, the first award-giving body that honors organizations, businesses and individuals that uphold excellence in their practice of electrical safety and promotion of safety in the workplace



### Suppliers/Contractors

The Company observes a clearly defined and transparent procurement and supplier selection process through the Suppliers' Business Conduct Policy and Vendor Accreditation Program. It ensures faithful compliance to all the terms and conditions of its procurement contracts. Under these programs,

- Only accredited suppliers are qualified to participate in bids and awards.
- Purchases are made on the basis of competitive bidding – where the commercial and technical requirements are jointly evaluated.
- Suppliers are responsible and accountable for providing the required information in the Suppliers' Business Conduct Commitment Form. They are likewise expected to adhere to certain corporate governance standards and undertaking to apply these standards to their offices and employees.

More details on the Company's bidding, technical and commercial evaluation and awarding procedures are available in [www.meralco.com.ph/for-suppliers/vendor-accreditation](http://www.meralco.com.ph/for-suppliers/vendor-accreditation).

### Creditors

The Company faithfully complies with all loan agreements with creditors. It ensures timely payment of its loans and efficiently operates its business to assure creditors of the Company's sound financial standing and loan payment capabilities. In this regard, the Standard & Poor's (S&P) global ratings raised its long-term corporate credit rating on Meralco to Investment Grade at BBB- with Stable Outlook from BB+ with Positive Outlook in 2017.

The rights of creditors are protected by public disclosures of material information such as results of operations, systems of internal controls and regular assessment of risks to compliance with loan covenants and bonds. Periodic reports are made by the Company of its financial position through the submission of its quarterly and latest audited financial statements. The Company also conducts regular financial and operating results briefings.

### Environment and Community

As an advocate of sustainable development, the Company is committed to operate profitably within the bounds of its social and environmental responsibility. Its commitment is expressed in the One Meralco Foundation, Inc. (OMF or the Foundation) website (<http://www.onemeralcofoundation.org>).

A more comprehensive report on the Company's CSR efforts is found in a separate publication, the OMF's 2017 Annual Report.

### Code of Business Conduct and Ethics

The Company's Code of Business Conduct and Ethics (Code of Ethics) prescribes the ethical values and behavioral standards, which all directors, officers, and employees of the Company are required to observe in the performance of their respective duties and responsibilities. Copies of the Code of Ethics are disseminated to all officers and employees.

The Company, through the CGO, monitors the implementation of, and compliance to, the Code of Ethics. All directors, senior Management, and employees are required to submit duly accomplished FBID Forms and COI Forms annually. They are also required to disclose gifts they received from third parties. An online HR Express Corporate Governance Facility is made available to all employees from the CG disclosures and commitment required of them. Failure to comply with CG disclosures is sanctioned accordingly.

The Management Control Policy prescribes Management's responsibility to ensure a system of checks and balances and emphasizes the importance of internal control processes as an integral part of the Company's governance system and risk management. Effective management control is necessary to ensure that behavior and decisions of people in the organization are consistent with the Company's objectives and strategies.

### Anti-corruption Programs and Procedures

The Code of Ethics requires directors, officers and employees to observe professionalism, integrity, and good faith in transactions with and obligations to the Company's customers, suppliers, business partners, government, regulators, creditors, competitors and employees and to avoid the commission of any act that may be construed as direct or indirect bribery and corruption, as defined by law, of government officials to facilitate any transaction or gain any perceived or actual favor or advantage.

In line with this, the Policy on Solicitation and Acceptance of Gifts prohibits the acceptance of gifts offered and given by suppliers, contractors, and other third parties to prevent all directors, officers, and employees from putting themselves in situations that could affect the fair, objective and effective performance of their duties and responsibilities.

The Company's Internal Audit Office audits the compliance of directors, officers, and employees to the Code of Ethics and other corporate governance related policies, including required Company disclosures. The result of the Internal Audit review is reported to the Audit Committee.

The foregoing policies are available to all stakeholders through the Company's website ([www.meralco.com.ph](http://www.meralco.com.ph)).



## D.2. Effective Redress for Violation of Stakeholders' Rights and Means of Communication of Illegal or Unethical Practices by Employees

The e-Report Mo (Whistleblowing Policy) encourages the reporting of any violation of corporate governance rules or policies, questionable accounting or auditing matters, and other malfeasance committed by the Company's directors, officers, and employees. Employees, suppliers, customers and other stakeholders can download, through the Company website, a whistleblower report form and submit the same via email or regular mail to the CGO through the contact information provided herein.

The Company provides appropriate protection against retaliation to an employee/stakeholder who reports illegal/unethical behavior. In the event of retaliation, the reporting person or witness may file a report to the CGO by filling out a Retaliation Protection Report Form.

In 2017, the Company received certain reports of alleged violations and illegal/unethical behavior. These reports were investigated and accordingly resolved based on the evidence provided and in accordance with the procedures defined in the whistleblowing policy.

### Corporate Governance Office

Manila Electric Company (Meralco)  
8th Floor, Lopez Building  
Ortigas Avenue, Brgy. Ugong,  
Pasig City, Philippines  
Tel. (+632) 1622 2798  
Mobile: +63908 8661670  
Email: [cgo.staff@meralco.com.ph](mailto:cgo.staff@meralco.com.ph)



## Employees

### D.3 Performance-enhancing Mechanisms for Employees

**Employee Development Programs.** The Company provides its employees with opportunities for learning and development, fair and competitive remuneration, and programs to promote health and safety. The Company devotes conscious effort to build a culture of excellence, knowledge sharing, and personnel integrity, and development.

The Company is committed to the development and welfare of its employees. Training programs and other developmental interventions are implemented to enable employees to acquire the technical and leadership competencies to effectively perform their jobs for their professional growth. The Company uses a globally-accepted training and development metrics relevant to value creation for business and society. Learning and development initiatives are delivered using the strategic framework of 70-20-10: 70% on-the-job learning, 20% from coaching and feedback and 10% formal training. In 2017, the average training man-hours is at 29.85 hours per person.

**Environment, Safety & Health Programs.** Environment, Safety & Health (ESH) Programs have been made in the interest of the safety of employees as well as the public. Employee cooperation in the observance and enforcement of these rules ensure safety of the employees, customers, suppliers and contractors, the Company's equipment and facilities, and the public at-large.

The Safety Occupational, Health and Environment Management Office conducts studies, researches, tests, and the like relative to safety and loss control/accident prevention. Employees coordinate the accident prevention/loss control efforts within the scope of their responsibilities in accordance with the Company's Safety Program to prevent accidents.

Earthquake and fire drills are regularly conducted in buildings occupied by Corporate Offices, Business Centers, and Sectors.

Safety Officers are appointed to identify and appraise potential safety hazards and recommend corrective measures. They assist in the administration of safety programs and investigate work-related accidents and public accidents involving company property as deemed necessary.

Every employee is issued a copy of the ESH Code by Safety and Environment Management (SEM) Office upon employment. Employees are expected to carefully study and observe the rules in the performance of their duties. All employees are encouraged to make suggestions regarding the rules or working conditions to promote safety in the Company.



The Company's 2017 Disabling Injury Frequency Rate (DIFR), previously termed Lost time Injury Rate (LTIR) is at 1.27. Improvements in occupational safety and health management practices continue as the Company aims for an integrated ISO 18001 & 14001 certification. The Company has a lower DIF Rate than the global average of International Association of Oil and Gas Producers. The Company has undertaken pro-active safety activities and programs currently in full swing (e.g. enhanced visibility requirement of SEM engineers through field inspections; regular conduct of safety meetings in business centers; public safety initiatives through pocket sessions conducted in building work sites, among others).

#### Compensation Philosophy/Principles

The Company's performance management process assesses employee performance on the basis of: 1) actual vs. desired results; and 2) how results were delivered in light of corporate core values. The achievement of financial and non-financial measures is reflected in performance planning and assessment which drives the Company's merit and incentive pay programs.

The Company implements short-term and long-term incentive programs to attract, retain, and motivate its employees. The Company compensates employees based on Company, team, and individual performance to help achieve corporate goals and targets. The Company provides for assessment that account for performance beyond short-term financial measures. It also provides for short-term incentives through variable pay, such as Annual Performance-Based Bonuses (APB) and Variable Incentive Plan (VIP), to reward individual and team performance that contribute to the achievement of corporate goals and objectives.

Long-term incentives include additional compensation conditioned on Meralco's achievement of specified level of consolidated core net income approved by the Board and determined on an aggregate basis for a three (3)-year period as well as executives' attainment of a minimum level of performance rating.

#### Succession Planning of CEO and Senior Management

The Company's Board and the RLDC are responsible for overall guidance and direction on succession planning and leadership development of the President and CEO and Senior Management. The Committee, working closely with the head of Human Resources (HR), drives the strategy for succession planning, leadership development, and talent management. The HR head develops and implements the processes and the tools to ensure robust pools of succession candidates for the President and CEO, senior management, middle management and first line management.

Presently, the succession plan covers the top 584 leaders of the Company. The succession planning process involves the assessment of the Company's leaders career aspirations, strengths, and development needs. A key feature of the Company's succession planning process is the talent review conducted at the Senior Management level and at various levels of the organization. The Senior Management talent review has resulted in a pool of about 24 candidates who, subject to the realization of their development plans, could become management committee members within the next five (5) years. The talent reviews have been a hallmark of the Company's process and is a best-in-class talent management practice. The process deliverables are individual development plans designed to bring key talents to higher levels of performance and accountability. It involves authentic and extensive management discussions and deliberations by leaders on the aspirations, strengths, development needs, and challenges of key talents.

All of these have created a development mindset throughout the organization and have established a strong and robust leadership pipeline that will adequately meet Meralco's senior leadership requirements well into the future.

## **E. DISCLOSURE AND TRANSPARENCY**

### **E.1 Transparent Ownership Structure**

The following stockholders directly own more than 5% of the Company's (MER) shares as at December 31, 2017.

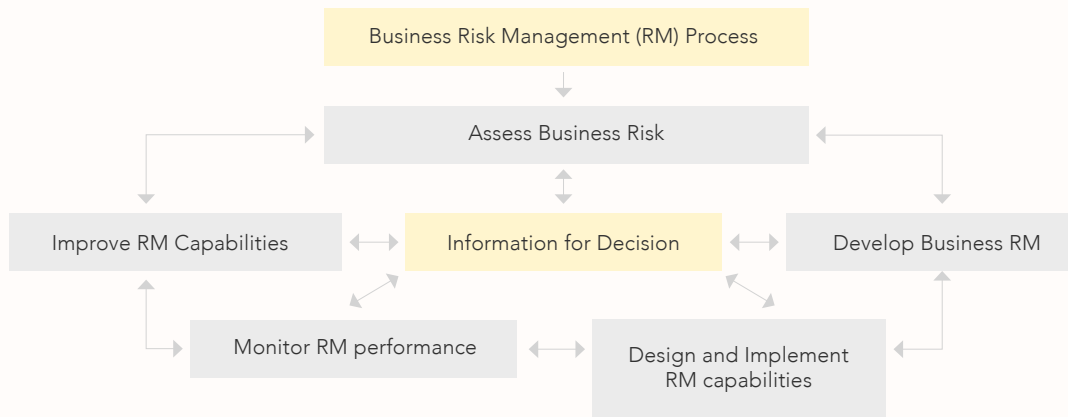
Name of Shareholder and Beneficial Owner	Total Shares	% to Total Outstanding Shares
<b>A. Principal Stockholder</b>		
Beacon Electric Asset Holdings, Inc.	394,059,235	34.96%
JG Summit Holdings, Inc.	333,189,397	29.56%
Metro Pacific Investments Corporation	118,364,807	10.50%
<b>TOTAL</b>	<b>845,613,439</b>	<b>75.02%</b>



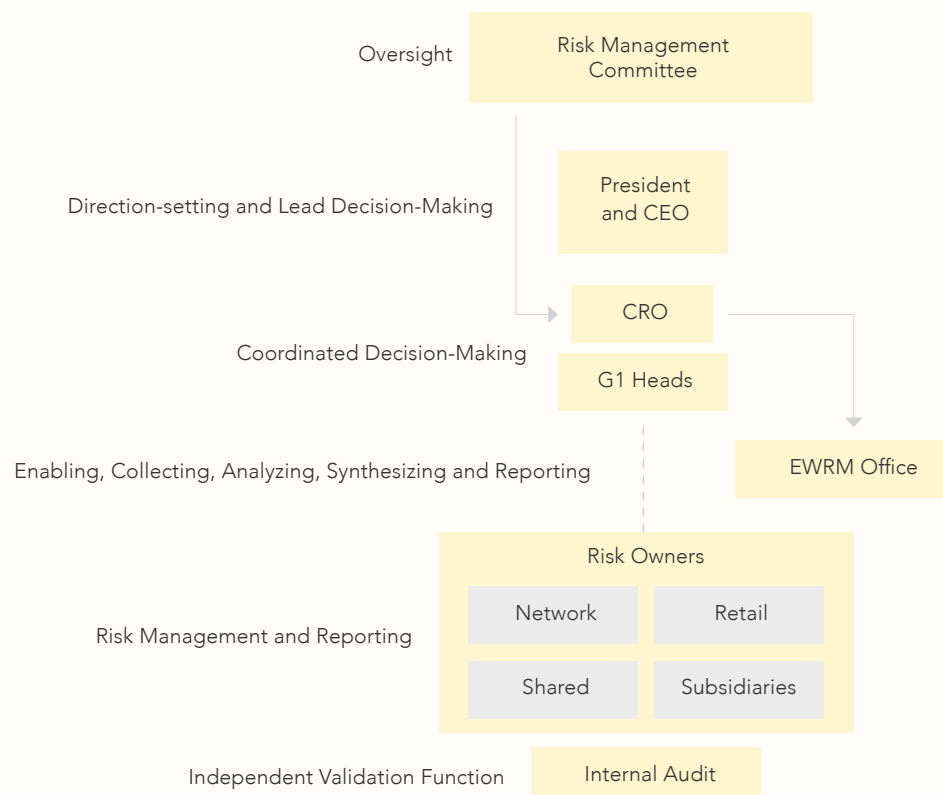
## E.2 Enterprise Wide Risk Management

The Company adopted the following framework and structure for managing its major business risks, namely: a) financial risks; b) operational risks; c) regulatory and compliance risks; and d) strategic and corporate risks.

### FRAMEWORK FOR MANAGEMENT OF MAJOR BUSINESS RISKS



### ERM OVERSIGHT STRUCTURE





### E.3 Disclosure of Related Party Transactions (RPT)

In 2017, the Board approved the Organizational Charter of the RPT Committee and delegating upon the RPT Committee the responsibility of reviewing material/significant RPTs, determining whether they are in the best interest of the Company and shareholders, and ensuring that all RPTs of the Company are conducted in fair and at arm's length terms. The names of all related parties, degree of relationship, nature and value for each material/significant RPT are disclosed by the Company in Note 22 to the Consolidated Financial Statements.

### E.4 Economic, Environmental, Social, and Governance Information

The Company is committed to the cause of protecting the environment and mitigating the adverse impact of climate change. The Company's ESH Policy ensures an environmentally-friendly value chain and compliance with all pertinent environmental laws. The Company strictly monitors its business activities and operations to ensure sustainable development and safeguard the quality of life of society, communities, and the environment in the areas where it operates. Sustainable, reliable, secure and cost effective energy supply is, and will continue to be, an essential enabler of economic performance, market competitiveness and societal prosperity at a community, country and regional level.

### E.5 Directors' and Officers' Dealings in Company Shares



SHAREHOLDINGS OF DIRECTORS AND KEY OFFICERS AS AT DECEMBER 31, 2017

Name	January 1, 2017	Buy	Sell	December 31, 2017	Direct Holdings	Indirect Holdings	Total Shares	% to Total Outstanding Shares
<b>A. Directors</b>								
1. Manuel V. Pangilinan - Chairman	40,000	-	-	40,000	40,000	-	40,000	0.00%
2. Lance Y. Gokongwei - Vice-Chairman	12,310	5,000	-	17,310	17,310	-	17,310	0.00%
3. Oscar S. Reyes - President and CEO	268	-	-	268	268	-	268	0.00%
4. Ray C. Espinosa	31,000	5,000	-	36,000	36,000	-	36,000	0.00%
5. James L. Go	285,300	205,000	-	490,300	490,300	-	490,300	0.04%
6. John L. Gokongwei, Jr.	10,810	5,000	-	15,810	15,810	-	15,810	0.00%
7. Anabelle L. Chua	60	5,000	-	5,060	5,060	-	5,060	0.00%
8. Jose Ma. K. Lim	15,010	20,000	-	35,010	35,010	-	35,010	0.00%
9. Manuel M. Lopez	1,011,118	-	996,734	14,384	14,384	-	14,384	0.00%
Manuel M. Lopez &/or Ma. Teresa Lopez	1,449,293	-	1,449,293	-	-	-	-	0.00%
10. Pedro E. Roxas	1,000	-	-	1,000	1,000	-	1,000	0.00%
11. Artemio V. Panganiban	1	-	-	1	1	-	1	0.00%
<b>TOTAL</b>	<b>2,856,170</b>	<b>245,000</b>	<b>2,446,027</b>	<b>655,143</b>	<b>655,143</b>	<b>-</b>	<b>655,143</b>	<b>0.06%</b>

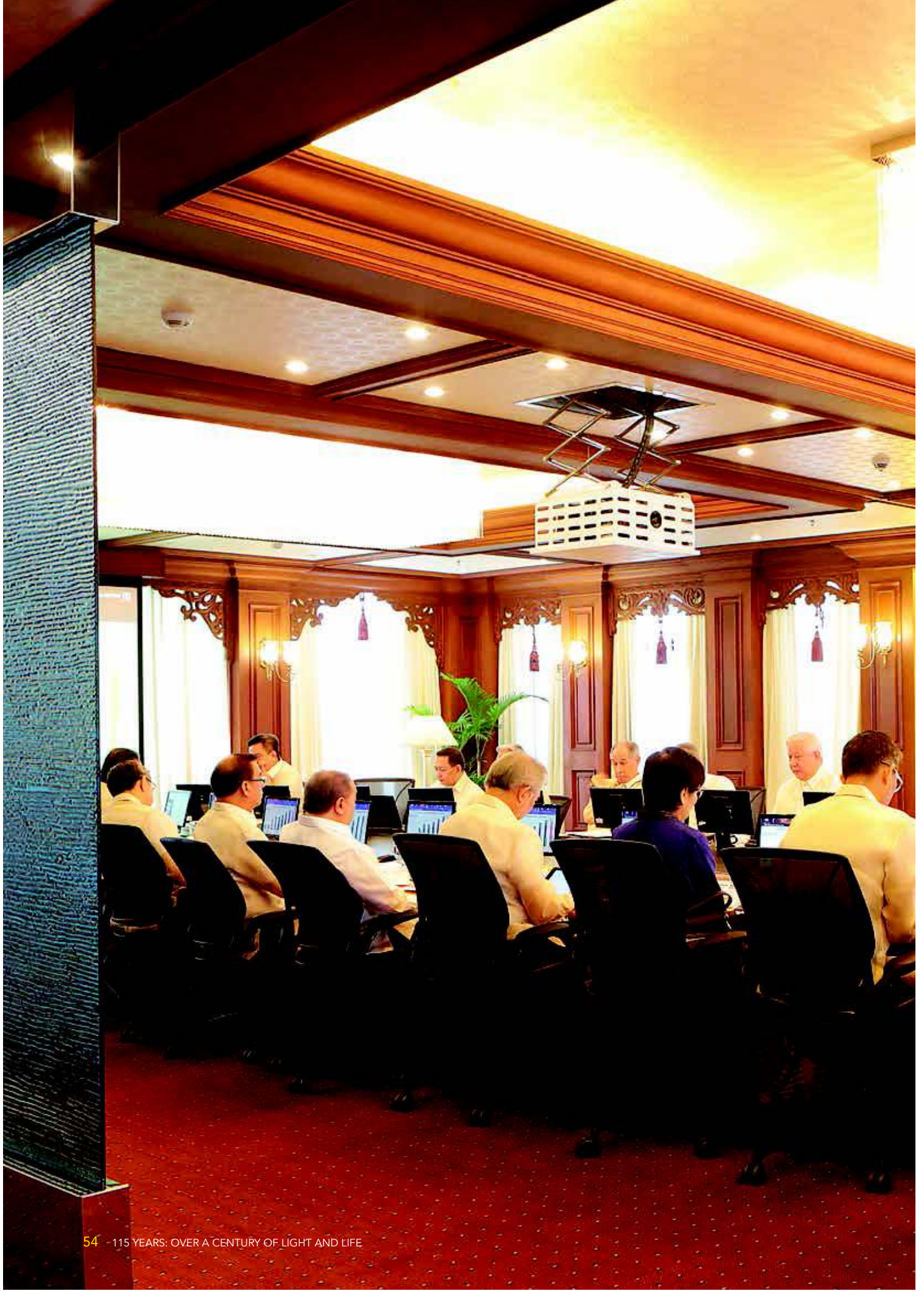


Name	January 1, 2017	Buy	Sell	December 31, 2017	Direct Holdings	Indirect Holdings	Total Shares	% to Total Outstanding Shares
B. Executive Officers with Shareholdings in the Company								
1. Simeon Ken Ferrer								
- Corporate Secretary	767	-	-	767	767	-	767	0.00%
2. Roberto R. Almazora	93,082	-	-	93,082	93,082	-	93,082	0.01%
3. Ronnie L. Aperochio	14	-	-	14	14	-	14	0.00%
4. Alfredo S. Panlilio	668	-	-	668	668	-	668	0.00%
5. Angelito D. Bermudo	-	-	-	-	-	-	-	0.00%
6. Ramon B. Segismundo	8,500	-	-	8,500	8,500	-	8,500	0.00%
7. Rogelio L. Singson <sup>1</sup>	-	-	-	-	-	-	-	0.00%
8. Betty C. Siy-Yap	-	-	-	-	-	-	-	0.00%
9. Ferdinand C. Alejandro	8,952	-	-	8,952	8,952	-	8,952	0.00%
10. Ruben B. Benosa	22,992	-	-	22,992	22,992	-	22,992	0.00%
11. Rolando M. Cagampang	-	-	-	-	-	-	-	0.00%
12. Benjamin U. Cusi	24,050	-	-	24,050	24,050	-	24,050	0.00%
13. Helen T. De Guzman	26,093	-	-	26,093	26,093	-	26,093	0.00%
14. Ivanna G. Dela Peña	21,000	-	(6,000)	15,000	15,000	-	15,000	0.00%
15. William S. Pamintuan	-	-	-	-	-	-	-	0.00%
16. Antonio M. Abuel, Jr.	10,427	-	-	10,427	10,427	-	10,427	0.00%
17. Ireneo B. Acuna	18,355	-	-	18,355	18,355	-	18,355	0.00%
18. Angelita S. Atanacio	4,000	-	-	4,000	4,000	-	4,000	0.00%
19. Patrick Dave B. Bacani	-	-	-	-	-	-	-	0.00%
20. Bennette D. Bachoco	-	-	-	-	-	-	-	0.00%
21. Joseph Allan C. Baltazar	2,000	-	(2,000)	-	-	-	-	0.00%
22. Edgardo V. Carasig	-	-	-	-	-	-	-	0.00%
23. Bernard H. Castro	463	-	-	463	463	-	463	0.00%
24. Lawrence S. Fernandez	4,500	-	-	4,500	4,500	-	4,500	0.00%
25. Ferdinand O. Geluz	15,877	-	-	15,877	15,877	-	15,877	0.00%
26. Victor Emmanuel S. Genuino	-	-	-	-	-	-	-	0.00%
27. Nixon G. Hao	2,791	-	-	2,791	2,791	-	2,791	0.00%
28. Ernie G. Imperial	460	-	-	460	460	-	460	0.00%
29. Dexter C. Lee	-	-	-	-	-	-	-	0.00%
30. Fortunato C. Leynes <sup>2</sup>	6,000	-	-	6,000	6,000	-	-	0.00%
31. Jose Mari P. Melendres	-	-	-	-	-	-	-	0.00%
32. Raymond B. Ravelo	-	-	-	-	-	-	-	0.00%
33. Jose Rainier A. Reyes	-	-	-	-	-	-	-	0.00%
34. Nestor P. Sarmiento	323	-	-	323	323	-	323	0.00%
35. Froilan J. Savet	8,435	-	-	8,435	8,435	-	8,435	0.00%
36. Liza Rose G. Serrano-Diangson	36,983	-	-	36,983	36,983	-	36,983	0.00%
37. Ma. Cynthia C. Soluren	11,575	-	-	11,575	11,575	-	11,575	0.00%
38. Manuel Lorenzo L. Tuason	22,180	-	-	22,180	22,180	-	22,180	0.00%
39. Jose Antonio T. Valdez	-	-	-	-	-	-	-	0.00%
40. Jose Ronald V. Valles	3,000	-	(3,000)	-	-	-	-	0.00%

<sup>1</sup> Appointed Senior Vice President of the Company effective October 1, 2017.

<sup>2</sup> Retired effective December 31, 2017.







**PRINCIPAL, STRATEGIC AND SUBSIDIARY SHAREHOLDINGS AS AT DECEMBER 31, 2017**

Name	January 1, 2017	Buy	Sell	December 31, 2017	Direct Holdings	Indirect Holdings	Total Shares	% to Total Outstanding Shares
<b>A. Principal Stockholders</b>								
Beacon Electric Asset Holdings, Inc.	394,059,235	–	–	394,059,235	394,059,235	–	394,059,235	34.96%
JG Summit Holdings, Inc.	305,689,397	27,500,000	–	333,189,397	333,189,397	–	333,189,397	29.56%
Metro Pacific Investments Corporation	169,064,807	–	(50,700,000)	118,364,807	118,364,807	–	118,364,807	10.50%
<b>TOTAL</b>	<b>868,813,439</b>	<b>27,500,000</b>	<b>(50,700,000)</b>	<b>845,613,439</b>	<b>845,613,439</b>	<b>–</b>	<b>845,613,439</b>	<b>75.02%</b>
<b>B. Strategic Stockholders</b>								
First Philippine Holdings Corporation	44,382,436	–	–	44,382,436	44,382,436	–	44,382,436	3.94%
First Philippine Utilities Corporation	93,270	–	–	93,270	93,270	–	93,270	0.01%
<b>TOTAL</b>	<b>44,475,706</b>	<b>–</b>	<b>–</b>	<b>44,475,706</b>	<b>44,475,706</b>	<b>–</b>	<b>44,475,706</b>	<b>3.95%</b>
<b>C. Subsidiary</b>								
Corporate Information Solutions, Inc.	12,526	–	–	12,526	12,526	–	12,526	0.00%
<b>TOTAL</b>	<b>12,526</b>	<b>–</b>	<b>–</b>	<b>12,526</b>	<b>12,526</b>	<b>–</b>	<b>12,526</b>	<b>0.00%</b>





## E.6 Audit Fees

### Internal Audit

The MCG and the Internal Audit Charter mandates internal audit to monitor the financial reporting process and internal control system; information technology security and control; auditing process; enterprise risk management; and compliance.

An annual assessment using a risk-based audit plan approved by the AuditCom and the RMC on the adequacy of the Company's internal control system is undertaken by the internal audit, in cooperation with relevant business responsibility units. The internal audit reports the results of audits covering various units of the Company and its subsidiaries including specific areas of concern identified by Management to the AuditCom. The findings are reviewed by the AuditCom and the RMC – which in turn, report the same to the Board for guidance and/or appropriate action. Significant concerns, which have been reported by the internal audit group, and the implementation of responsive remedial measures, are monitored by Management and by

the AuditCom. The AuditCom Report in this Annual Report discloses that the Board has conducted a review of and has found adequate the Company's material controls (including operational, financial and compliance controls) and risk management systems.

The Company's Internal Audit Group is headed by the Chief Audit Executive and First Vice President, Ms. Helen T. de Guzman, who reports functionally to the AuditCom and administratively to the President and CEO as outlined in the Company's Internal Audit Charter. The appointment and removal of the internal auditor require the approval of the AuditCom.

### External Audit

The Company's external auditors, SGV were evaluated, nominated, and recommended for appointment including their audit fees by the AuditCom, and such recommendation was approved by the Board. The re-appointment of SGV was thereafter confirmed by the shareholders in the ASM held on May 30, 2017.

## EXTERNAL AUDITORS' FEES

	2017	2016
	(in million PhP)	
Financial statements audit	7.7	7.3
Audit of financial statements in accordance with the requirements of the Business Separation and Unbundling Plan of the ERC	0.5	0.3
<b>TOTAL</b>	<b>8.2</b>	<b>7.6</b>

*Note: The fees for non-audit services did not exceed those for audit services.*

## E.7 Medium of Communication

### Quarterly Reports

The Company reports its quarterly and full year financial results through the SEC, PSE and PDEX to provide the shareholders, the investors, and the public a balanced and informed assessment of the Company's performance, position, and prospects.

Quarterly Reports: <http://www.meralco.com.ph/investor-relations/quarterly-reports>

Financial Results: <http://www.meralco.com.ph/investor-relations/financial-results>

Annual Reports: <http://www.meralco.com.ph/investor-relations/annual-reports>

### Investors' Briefings/Media Briefings

The officers of the Company, led by the Chairman and the President and CEO, with the CFO, Investor Relations and other officers, present information on performance results, business progress, industry trends, impact of external factors, and regulations to shareholders, analysts, investors, and media every quarter during the Investors Briefing and Teleconference, as well as the Media Briefing. Presentation materials used in these meetings are posted on the Company's website to ensure comprehensive information dissemination to all stakeholders and investors, including those who were not able to participate in the briefings.

Schedule of Events: <http://www.meralco.com.ph/investor-relations/calendar-of-events>

Press Releases: <http://www.meralco.com.ph/investor-relations/press-releases>



#### Company Website

The Company website provides information on its products and services as well as the following corporate governance information:

Section	Link
Business Operations	<a href="http://biz.meralco.com.ph/">http://biz.meralco.com.ph/</a> <a href="http://corporatepartners.meralco.com.ph/">http://corporatepartners.meralco.com.ph/</a> <a href="http://www.meralco.com.ph/news">http://www.meralco.com.ph/news</a>
Financial Statements/Reports	<a href="http://www.meralco.com.ph/investor-relations/financial-results">http://www.meralco.com.ph/investor-relations/financial-results</a> <a href="http://www.meralco.com.ph/investor-relations/quarterly-reports">http://www.meralco.com.ph/investor-relations/quarterly-reports</a>
Shareholding structure	<a href="http://www.meralco.com.ph/about-us/meralco-shareholding-structure">http://www.meralco.com.ph/about-us/meralco-shareholding-structure</a>
Group corporate structure	<a href="http://www.meralco.com.ph/about-us/organizational-structure">http://www.meralco.com.ph/about-us/organizational-structure</a> <a href="http://www.meralco.com.ph/about-us/meralco-shareholding-structure">http://www.meralco.com.ph/about-us/meralco-shareholding-structure</a>
Downloadable Annual Report	<a href="http://www.meralco.com.ph/investor-relations/annual-reports">http://www.meralco.com.ph/investor-relations/annual-reports</a>
Notice of ASM	<a href="http://www.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings">http://www.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings</a>
Minutes of ASM	<a href="http://www.meralco.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings">http://www.meralco.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings</a>
Company's By-Laws and Articles of Incorporation	<a href="http://www.meralco.com.ph/about-us/articles-of-incorporation-and-by-laws">http://www.meralco.com.ph/about-us/articles-of-incorporation-and-by-laws</a>

#### E.8 Timely Filing/Release of Annual/Quarterly Financial Reports

The Company's 2017 Audited Financial Statements were released on March 1, 2018, 60 days after financial year-end. The true and fair representation of the annual financial reports are affirmed by the Board through the Chairman, President and CEO, and CFO of the Company on the Statement of Management's Responsibility section of this Annual Report. This can be accessed at: [http://www.meralco.com.ph/files/view/03022017\\_SEC17C\\_2016\\_Consolidated\\_Financial\\_Results\\_March\\_1\\_%202017.pdf](http://www.meralco.com.ph/files/view/03022017_SEC17C_2016_Consolidated_Financial_Results_March_1_%202017.pdf)

#### E.9 Investor Relations

Investors may get in touch with the Company's Investor Relations Office located at the 5/F of Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, 1605 Philippines with the e-mail address: [investorrelations@meralco.com.ph](mailto:investorrelations@meralco.com.ph).

#### E.10 Shareholder Engagement

The Stockholders' Affairs Office under the Corporate Governance and Compliance Office encourages shareholders to engage with the Company beyond the Annual Stockholders' Meeting by providing them with accessible channels through which timely, fair and accurate disclosures of material information affecting their shares are made and through which concerns on their shares may be addressed. Shareholders and investors are provided with adequate

facilities to communicate with Meralco through telephone, mail, electronic mail, and website, [www.meralco.com.ph](http://www.meralco.com.ph). The Investor Relations Office supervises the investors' briefings and teleconference, and attends to institutional investors' needs. Stockholders' Affairs Office attends to the inquiries and other concerns of shareholders.

#### E.11 Data Privacy

The Company is committed to ensuring that all personal data collected from its data subjects – customers, employees, vendors, shareholders, and visitors, are processed in adherence to the general principles of transparency, legitimate purpose, and proportionality, and protected to ensure its confidentiality, integrity, and availability. Accordingly, in 2017, the Company adopted a Data Privacy Manual providing for the privacy and data protection practices of the Company and delineating the respective roles of different business responsibility units in the implementation of the data privacy program in compliance with the Data Privacy Act of 2012 (Republic Act No. 10173) and its implementing rules and regulations. Atty. William S. Pamintuan serves as the Company's Chief Data Privacy Officer.





## Board of Directors

### **MANUEL V. PANGILINAN, 71**

Chairman (since May 29, 2012)  
Director (since May 26, 2009)

Mr. Pangilinan is the President and CEO of PLDT Inc.\*, the country's dominant telecommunications company, and Smart Communications, Inc. (the largest mobile phone operator in the Philippines) and continues to serve as their Chairman concurrently. He is also Chairman of listed companies including Metro Pacific Investments Corporation\* and Philex Mining Corporation\*, and of non-listed companies including Beacon Electric Asset Holdings Inc., PLDT Communications and Energy Ventures Inc., Landco Pacific Corporation, Medical Doctors, Inc., Colinas Verdes Corporation, Davao Doctors Inc., Riverside Medical Center, Inc., Our Lady of Lourdes Hospital, Asian Hospital, Inc., Maynilad Water Services, Inc., Mediaquest, Inc., TV5 Network Inc., Manila North Tollways Corporation, and MERALCO PowerGen Corporation. He is also the Vice Chairman of Roxas Holdings Inc.\* Mr. Pangilinan graduated with a Bachelor of Arts degree in Economics, cum laude from the Ateneo de Manila University and a Masters in Business Administration from Wharton School of Finance and Commerce, University of Pennsylvania, where he was a Procter & Gamble Fellow.

### **OSCAR S. REYES, 71**

Director (since July 1, 2010)  
President and CEO (since May 29, 2012)  
Chief Operating Officer (July 1, 2010 - May 28, 2012)

Mr. Reyes is a member of the Advisory Board of PLDT, Inc.\* and of the Council of Advisors of the Bank of the Philippine Islands\*. He is an independent director of Manila Water Company\*, Basic Energy Corporation\*, Cosco Capital Inc.\*, Pepsi-Cola Products Philippines, Inc.\* (Chairman) and, PLDT Communications and Energy Ventures Inc., among other firms. He is also Co-Chairman of MERALCO PowerGen Corporation and Chairman of Meralco Industrial Engineering Services Corporation, CIS Bayad Center, Inc., Meralco Energy, Inc. (MServ), Redondo Peninsula Energy Inc., PacificLight Pte.Ltd., MSpectrum, Inc. and MRAIL, Inc., and Atimonan One Energy Inc. He served as Country Chairman of the Shell Companies in the Philippines and concurrently as President of Pilipinas Shell Petroleum Corporation and managing director of Shell Philippines Exploration B.V. He is a member of the Board of Trustees of One Meralco Foundation, Inc., Pilipinas Shell Foundation, Inc., SGV Foundation, Inc. and El Nido Foundation, Inc. He completed his Bachelor of Arts degree in Economics at the Ateneo de Manila University, cum laude, and did post-graduate studies at the Ateneo Graduate School of Business, Waterloo Lutheran University and the Harvard Business School.

\*Publicly-listed company





**ANABELLE L. CHUA, 57**

Director (since May 31, 2016)

Ms. Chua is Chief Finance Officer of PLDT Inc.\* She served as Chief Finance Officer of Smart Communications, Inc. (Smart) (from January 2006), and as Treasurer of PLDT Inc.\* (from February 1999), until May 2015. Ms. Chua is a director of Smart, ePLDT, Inc., Smart Broadband, Inc., PayMaya Philippines, Inc., Voyager Innovations, Inc., Digital Telecommunications Phils., Inc., Digital Mobile Phils., Inc., PLDT Communications and Energy Ventures, Inc., Talas Data Intelligence Inc. and PLDT Global Investments Holdings, Inc., Ms. Chua is also a director of Beacon Electric Asset Holdings Inc., Mediaquest Holdings Inc., TV5 Network Inc., Signal TV and Philstar Daily Inc. She is also a member of the Board of Trustees of the Trust Fund created pursuant to the Benefit Plan of PLDT and PLDT- Smart Foundation, Inc., a member of the Board of Directors of the Philippine Stock Exchange, Inc.\*, and Securities Clearing Corporation of the Philippines. Prior to joining PLDT in 1998, Ms. Chua was a Vice President at Citibank, N.A. where she worked for 10 years and has over 30 years experience in the areas of corporate finance, treasury, financial control and credit risk management. She graduated from the University of the Philippines with a Bachelor of Science Degree in Business Administration and Accountancy, magna cum laude.

**RAY C. ESPINOSA, 61**

Director (since May 26, 2009)

Mr. Espinosa is a member of the Board of Directors of PLDT Inc.\*, Metro Pacific Investments Corporation\*, Roxas Holdings, Inc.\*, and also an independent director of Lepanto Consolidated Mining Company (Lepanto)\* and Maybank Philippines, Inc. He is a director of Smart Communications, Inc., Meralco PowerGen Corporation, TV5 Network, Inc., and Signal TV Inc. He is the Chairman of the Philstar Daily, Inc. and BusinessWorld Publishing Corporation, Chairman of the Finance Committee of Meralco\*, Chairman of the Audit Committee of Lepanto and Chairman of the Risk Management Committee of Maybank Philippines, Inc. He is the President of Mediaquest Holdings, Inc., General Counsel of Meralco\*, Chief Corporate Services Officer of PLDT and Head of PLDT's Regulatory Affairs and Policy Office. He is also a trustee of the Beneficial Trust Fund of PLDT. Mr. Espinosa joined First Pacific in June 2013. He is First Pacific Group's Head Government and Regulatory Affairs and Head Communications Bureau for the Philippines. Mr. Espinosa has a Master of Laws degree from the University of Michigan Law School and is a member of the Integrated Bar of the Philippines. He was a partner of SyCip Salazar Hernandez & Gatmaitan from 1982 to 2000, a foreign associate at Covington and Burling (Washington D.C., USA) from 1987 to 1988, and a law lecturer at the Ateneo de Manila School of Law from 1983 to 1985 and 1989. He ranked first in the 1982 Philippine Bar examination.

**JAMES L. GO, 78**

Director (since December 16, 2013)

Mr. Go is the Chairman and CEO of JG Summit Holdings, Inc.\* and Oriental Petroleum and Minerals Corporation\*; Chairman of Robinsons Land Corporation\*, Universal Robina Corporation\*, JG Summit Petrochemical Corporation and JG Summit Olefins Corporation; Vice Chairman of Robinsons Retail Holdings, Inc.\*; and a member of the Board of Directors of Cebu Air, Inc.\*, Marina Center Holdings Private Limited, United Industrial Corporation Limited, Hotel Marina City Private Limited and the PLDT Inc.\*. He is also the President and Trustee of Gokongwei Brothers Foundation, Inc. Mr. Go received a Bachelor of Science degree and a Master of Science degree in Chemical Engineering from the Massachusetts Institute of Technology.





**JOHN L. GOKONGWEI, JR., 91**

Director (since March 31, 2014)

Mr. Gokongwei is the Chairman Emeritus and a member of the Board of Directors of JG Summit Holdings, Inc.\* and some of its subsidiaries including Universal Robina Corporation\*, Robinsons Land Corporation\*, and JG Summit Petrochemical Corporation. He is currently the Chairman of the Gokongwei Brothers Foundation, Inc., and Deputy Chairman and director of United Industrial Corporation Limited. He is a director of Cebu Air, Inc.\*, Robinsons Retail Holdings, Inc.\*, Oriental Petroleum and Minerals Corporation\*, Marina Centre Holdings Private Limited and A. Soriano Corporation\*. Mr. Gokongwei received his Masters in Business Administration from De La Salle University, and took the Advance Management Program from Harvard University in Boston, Massachusetts.

**LANCE Y. GOKONGWEI, 51**

Director and Vice-Chairman  
(since December 16, 2013)

Mr. Gokongwei is the President and Chief Operating Officer of JG Summit Holdings, Inc.\*, and the President and Chief Executive Officer of Cebu Air, Inc.\*, and Universal Robina Corporation\*. He is the Chairman and Chief Executive Officer of Robinsons Retail Holdings, Inc.\* effective March 18, 2016. He is also the Vice Chairman and Chief Executive Officer of Robinsons Land Corporation\*, and Chairman of Robinsons Bank Corporation. He is the Chief Executive Officer of JG Summit Petrochemical Corporation and JG Summit Olefins Corporation. He is a director of Oriental Petroleum and Minerals Corporation and United Industrial Corporation Limited. He is a trustee and the secretary of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania, summa cum laude.

**AMBASSADOR MANUEL M. LOPEZ, 75**

Director (since April 14, 1986)  
Chairman and CEO  
(from July 1, 2001 to June 30, 2010)  
Chairman (from July 1, 2010 to May 28, 2012)

Mr. Lopez was the Philippine Ambassador to Japan from December 2010 until June 2016. He is concurrently the Chairman and CEO of Lopez Holdings Corporation\* and is the Chairman of Bayan Telecommunications Holdings Corporation, Rockwell Land Corporation\*, Rockwell Leisure Club, and Sky Vision Corporation. He is also the Vice Chairman of First Philippine Holdings Corporation and Lopez, Inc., President of Eugenio Lopez Foundation, Inc. and a director at ABS-CBN Corporation\*, ABS-CBN Holdings Corporation\*, Sky Vision Corporation, First Philippine Realty Corporation and Lopez Group Foundation, Inc. Mr. Lopez holds a Bachelor of Science degree in Business Administration and completed the Harvard Program for Management Development.

\*Publicly-listed company





**JOSE MA. K. LIM, 65**

Director (since May 29, 2012)

Mr. Lim is the President and CEO of Metro Pacific Investments Corporation\*, the leading infrastructure investment firm in the Philippines. Mr. Lim was appointed President and CEO in 2006 and is currently a director in MPIC's subsidiaries and affiliate companies namely, 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 Investments Corporation, Easy Trip Services Corporation, Metropac Movers Inc., Medical Doctors Inc., Manila Medical Services Inc., Cardinal Santos Medical Center, Asian Hospital Inc., Davao Doctor's Hospital Riverside Medical Center, Asian Institute of Management (AIM), Ateneo Graduate School of Business, and Asia Society of the Philippines, among others. He also serves as Chairman of Indra Philippines. He was awarded by Finance Asia as the Best CEO for 2016 and Corporate Governance Asia as the Best CEO for Investor Relations for five (5) consecutive years (2012-2016).

**(RET.) CHIEF JUSTICE ARTEMIO V. PANGANIBAN, 81**

Director (since May 27, 2009)

Independent director Panganiban was a former Chief Justice of the Supreme Court of the Philippines. He was concurrently Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy. He is currently also an independent director of Petron Corporation\*, First Philippine Holdings Corporation\*, PLDT, Inc.\*, Metro Pacific Investments Corporation\*, Robinsons Land Corporation\*, GMA Network, Inc.\*, GMA Holdings, Inc.\*, and Asian Terminals, Inc.\*, Metro Pacific Tollways Corp., Non-executive director of Jollibee Foods Corporation\* and TeAM Energy Corporation; Senior Adviser of Metropolitan Bank and Trust Company\*, Member of the Advisory Council of the Bank of the Philippine Islands\* and Adviser of Double Dragon Properties Corporation\*. He is likewise a columnist for the Philippine Daily Inquirer and a consultant of the Judicial and Bar Council (JBC), the constitutionally-created entity that vets appointments to the judiciary. He is also Chairman, President, Trustee or Adviser of several foundations, including the Foundation for Liberty and Prosperity, Manila Metropolitan Cathedral-Basilica Foundation, Metrobank Foundation, Tan Yan Kee Foundation as well as Chairman of the Asean Law Association (Philippine Chapter) and Chairman Emeritus of the Philippine Dispute Resolution Center, Inc. (Ret.) Chief Justice Panganiban holds a Bachelor of Laws degree, cum laude, from the Far Eastern University and was awarded the degree of Doctor of Laws (Honoris Causa) by the University of Iloilo, Far Eastern University, University of Cebu, Angeles University and Bulacan State University. He placed sixth in the Philippine Bar Examinations in 1960.

**PEDRO E. ROXAS, 61**

Independent Director (since May 25, 2010)

Mr. Roxas is the Chairman of Roxas Holdings Inc.\* and of Roxas and Company, Inc.\* He is concurrently a director and the President of Fundacion Santiago, director of Brightnote Assets Corporation, Chairman of Club Punta Fuego Inc. and Hawaiian-Phil. Co., Trustee and Treasurer at Philippine Business for Social Progress and Roxas Foundation, and an independent director for BDO Private Bank, Cemex Holdings Phil. Inc.\*, and PLDT, Inc.\*. Mr. Roxas holds a Bachelor of Science degree in Business Administration from the University of Notre Dame in Indiana, USA.





## Corporate Officers and Advisor

### **IRENEO B. ACUÑA, 51**

Vice President  
Head, Electric Distribution Development Group

Mr. Acuña heads the Electric Distribution Development Group (EDDG) which is responsible for the development of business opportunities in distribution utility operations for Cavite Ecozone and Pampanga II Electric Cooperative; technical services consultancy for Ibadan Electric Distribution Company in Nigeria; mini-hydropower plants for Pure Meridian Hydropower Corporation (PMHC). Mr. Acuña is concurrently a member of the Board of Directors of Miescor Builders, Inc., Comstech Integration Alliance, Inc., Fieldtech Specialist, Inc., Meridian Atlantic Light Company, Ltd. (Nigeria), PMHC, PMHC Lalawinan, Inc., and PMHC Pulanai, Inc. 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).

### **ROBERTO R. ALMAZORA, 57**

Senior Vice President  
Head, MPower

Mr. Almazora heads the Retail Electricity Supply unit of Meralco. He was a director of Indra Philippines, Inc., Meralco Energy, Inc., Meralco Industrial Engineering Services Corporation, Miescor Builders Inc., Miescor Logistics, Inc.,

ACLARA Meters Philippines, Inc. (formerly General Electric Philippines Meter and Instruments Co., Inc.), Clark Electric Distribution Corporation, and First Private Power Corporation. He served as President of Miescor Builders, Inc. in 2011. He was named Outstanding Alumnus for Management by the Epsilon Chi Fraternity of UP Diliman in 2004, and in 2011 was granted the Professional Degree Award for Electrical Engineering by the University of the Philippines Alumni Engineers where he served as Trustee. He holds a Bachelor of Science degree in Electrical Engineering from the University of the Philippines, Diliman, and completed his Masters in Business Management at the Asian Institute of Management.

### **RONNIE L. APEROCHO, 49**

Senior Vice President  
Head, Networks

Mr. Aperocho is a member of the Board of Directors of Aclara Meters Philippines, Inc., (formerly General Electric Philippines Meter and Instruments, Inc.) MRAIL Inc., Republic Surety and Insurance Company Inc., Clark Electric Distribution Corporation, Aurora Managed Power Services, Inc., Radius, MSpectrum, Inc. and Meralco Energy Inc. He is the Chairman of the Board of Directors of Miescor Logistics Inc. and Miescor Builders Inc. He is a member of the Board of Trustees of the Meralco Power Academy, Inc. 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 (PEE), 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.

### **GAVIN BARFIELD, 39**

Chief Technology Advisor

Mr. Barfield is an expert in the Asian energy industry having been involved in the design and development of both the Singapore National Energy Market and the Philippine Wholesale Electricity Spot Market. He was a key advisor to government agencies in energy market developments and regulatory issues including the introduction of competition and open access. He worked extensively in the design and development of the I.T. systems that support the Singapore Electricity Market.

In addition, he has helped companies across multiple industries in defining and implementing their technology strategy and leading large software development projects. Prior to joining Meralco, Mr. Barfield led Pöyry Energy Consulting in Asia Pacific and PA Consulting's operations in South East Asia. Mr. Barfield holds a Bachelor of Science Degree in Computing and Management, First Class with honors, with Diploma in Professional Studies, from Loughborough University in the United Kingdom.





**RUBEN B. BENOSA, 61**

First Vice President  
Head, Supply Chain & Logistics Management

Mr. Benosa is the Chairman of Meralco Financial Services Corporation. He is a director of Radius Telecoms, Inc., MRAIL, Inc. and Republic Surety and Insurance Co., Inc. He was the Chairman of Customer Frontline Solutions, Inc. Mr. Benosa holds a Bachelor of Science degree in Electrical Engineering from the Mapua Institute of Technology and completed his Masters in Management at the Asian Institute of Management. He was the Mapua Institute of Technology Electrical Engineering Alumni Association Awardee – Public Utility Distribution Practice in 2015.

**IVANNA G. DELA PEÑA, 63**

First Vice President  
Head, Regulatory Management Office

Ms. Dela Peña is a member of the Board of Directors of Clark Electric Distribution Corporation, Radius Telecoms, Inc., and Medical Ambassadors Phils., Inc. She is a director of Share an Opportunity from January 2017 up to present, a position she also served from 2009 to 2014. Ms. Dela Peña holds a Bachelor of Science degree in Statistics and a Masters in Business Administration from the University of the Philippines. She attended the Public Utility Research Center – World Bank Training Course on Utility Regulation and Strategy at the University of Florida and the General Management of Electric Utilities training program at the International Management Development Center in Texas, USA.

**ERNIE G. IMPERIAL, 49**

Vice President  
Head, Corporate Information and Technology

Mr. Imperial is the Vice-Chairman of the First Pacific CIO Council. Prior to joining Meralco, he served in various capacities in top financial/banking institutions. He was Senior Vice-President heading Hubs Central for Australia and New Zealand (ANZ) Bank and was Vice President for Deutsche Bank handling several regional roles covering program and change management, business process management, solutions delivery, and production management. He graduated from De La Salle University with a Bachelor of Science degree in Computer Science and took up postgraduate studies at the Ateneo Graduate School of Business.

**WILLIAM S. PAMINTUAN, 56**

First Vice President  
Deputy General Counsel,  
Assistant Corporate Secretary,  
Compliance Officer and Head, Legal and Corporate Governance Office  
Chief Data Privacy 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., and Meralco Industrial Engineering Services Corporation.

He is a trustee of Meralco Power Academy, Meralco Pension Fund, and Shareholders' Association of the Philippines, Inc. 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., Republic Surety and Insurance Company, Incorporated, PMHC-Pulanai Inc., PMHC-Lalawinan Inc. and Aurora Managed Power Services, Inc. He is currently the Officer-in-Charge and Acting President of Meralco Energy, Inc. He was formerly 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 a member of the UP Vanguard, Inc. Management Association of the Philippines and Integrated Bar of the Philippines. Atty. Pamintuan holds a Bachelor of Arts degree in Political Science and a Bachelor of Laws degree from the University of the Philippines.





#### **ALFREDO S. PANLILIO, 54**

Senior Vice President  
Head, Customer Retail Services and Corporate Communications

Mr. Panlilio is a Board Member of CIS Bayad Center, Inc., Corporate Information Solutions, Inc., Customer Frontline Solutions, Inc., Meralco Energy, Inc., MRAIL Inc., Miescor, Comstech Integration Alliance, Inc., MSpectrum, Inc., Mabuhay Satellite Corporation, and Powersource First Bulacan Solar, Inc.; independent director of CEMEX Holdings Philippines, Inc.; Chairman of Radius Telecoms, Inc., e-Meralco Ventures Inc., Paragon Vertical Corporation, Pure Meridian Hydropower Corporation, PMHC Lalawinan, Inc., and PMHC Pulanai, Inc.; Vice Chairman of Aclara Meters Philippines, Inc. (formerly General Electric Philippines Meter and Instrument Co., Inc.); Associate Board Member of Semiconductor and Electronics Industries in the Philippines, Inc. (SEIPI); Trustee of One Meralco Foundation, Inc., Meralco Power Academy, Kapampangan Development Foundation, and Philpop Musicfest Foundation, Inc.; President of Samahang Basketbol ng Pilipinas, Inc. (SBP) and MVP Sports Foundation, and Treasurer, National Golf Association of the Philippines. He is also the Philippine Basketball Association (PBA) Governor for the Meralco Bolts and a member of the Management Association of the Philippines (MAP). He has 30 years of experience in the field of telecommunications and information systems. Prior to joining Meralco, he was the President and CEO of PLDT Global based in Hong Kong. Mr. Panlilio was the 2013 CEO Excel Awardee of the International Association of Business Communicators (IABC) Philippines; was one of seven Finalists in the Rising Star (Individual) category of

the PLATTS Global Energy Awards 2015 held in New York City; and has received multiple local and international awards for customer management and business communication excellence. Mr. Panlilio holds a Bachelor of Science degree in Business Administration (Computer Information Systems) from the California State University – San Francisco State University and obtained his Masters in Business Administration at J. L. Kellogg School of Management of Northwestern University/The Hong Kong University of Science and Technology.

#### **RAYMOND B. RAVELO, 40**

Vice President  
Head, Strategy and Business Development Office

Mr. Ravelo is a member of the Board of Directors of Radius Telecoms, Inc. where he served as President and CEO from 2011 to 2016. He is also a director on the Boards of MSpectrum, Inc. and Powersource First Bulacan Solar, Inc. Before joining Meralco, he was with McKinsey & 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 (including Telecommunications, Consumer Packaged Goods, and Pharmaceuticals). 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.

#### **RAMON B. SEGISMUNDO, 60**

Senior Vice President  
Head, Human Resources and Corporate Services

Mr. Segismundo is the President and Trustee of Meralco Power Academy, Inc., a Member of the International Advisory Council of the Singapore Management University, an Institute of Corporate Directors (ICD) Fellow and elected President of People Management Association of the Philippines (PMA) for 2017. He is the Chairman of Customer Frontline Solutions, Inc. and is a Board Trustee of One Meralco Foundation, Inc., Meralco Pension Fund, and the UP Engineering Research and Development Foundation, Inc. He is a member of the Board of Directors of Meralco Industrial Engineering Services Corporation, CIS Bayad Center, Inc., MRAIL, Inc., and Aclara Meters Philippines, Inc. (formerly General Electric Philippines Meter and Instruments Co. Inc.). He served as the 2013-2014 Chairman of the Board of the Philippine Basketball Association and was a PBA Governor representing Meralco Bolts from 2010-2014. He has over 30 years of experience as Asia Pacific/ international human resources executive and business consultant in Singapore, United Kingdom, United States and the Philippines for major global companies such as GlaxoSmithKline, Arthur Andersen/SyCip Gorres Velayo & Co., Wyeth Pharmaceuticals, SmithKline Beecham and Sterling Winthrop. Since returning to the Philippines in 2010, he has helped Meralco achieve People Management Association of the Philippines (PMA) Employer of the Year (2012-2013), Asia CEO Top Employer (2012), Singapore-based Asian Human Capital Awards (2013) honors, the People Program of the Year Award by PMA (2015), and the Top Company (for Millennials and Active Job Seekers) by Jobstreet.com (2017). Mr. Segismundo was also awarded as the 2014 People Manager of the Year by the PMA, the





UP Alumni Engineers Professional Degree Award for Industrial Engineering for 2011, and the Distinguished Alumnus Award for 2015 by the U.P. Virata School of Business. Mr. Segismundo holds a Bachelor of Science degree in Industrial Engineering and completed his Masters in Business Administration. While in the U.S., he was a member of the Society of Human Resources Management and acquired Senior Professional in HR (SPHR) and Global Professional in HR (GPHR) Certifications.

**ROGELIO L. SINGSON, 69**  
Senior Vice President

Mr. Singson is the President and Chief Executive Officer of MERALCO PowerGen Corporation. He is also the President of Atimonan One Energy, Inc. Prior to joining MGen, Mr. Singson served as the President and Chief Executive Officer of Light Rail Manila Corporation. Mr. Singson completed a full six-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 DPWH Secretary in 2010, Mr. Singson was President and Chief Executive Officer of Maynilad Water Services for three years and led the successful turnaround of one of the two major water concessionaires in Metro Manila. Among his previous positions in the private and public sectors were as Senior Vice President for Project Development of Citadel Holdings, Inc., and as Chairman and President of Bases Conversion and Development Authority from 1998 to 2002. In June 2016, Mr. Singson was conferred the Order of Lakandula with the rank of Grand Cross (Bayani). During his stint in government he received

other significant awards and recognitions, including the Outstanding Exemplar in Government Service Award from Bulong Pulungan; Lifetime Distinguished Achievement Award from the UP Alumni Association; and the Outstanding Manilan Award for Public Service. He was also one of the recipients of the Outstanding Filipino Awards for Government/Public Service and was named the Most Distinguished Alumnus by the UP Alumni Engineers in November 2011. He holds a Bachelor of Science degree in Industrial Engineering from the University of the Philippines, Diliman.

**BETTY C. SIY-YAP, 56**  
Senior Vice President, Chief Finance Officer,  
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. (formerly General Electric Philippines Meter and Instruments Company, Inc.), Radius Telecoms, Inc., Republic Surety and Insurance Company, 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 serves as Alternate Governor of the Philippine Basketball Association for the Meralco Bolts. 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 Masters in Business Administration from J.L. Kellogg School of Management at Northwestern University/The Hong Kong University of Science and Technology.

**SIMEON KEN. R. FERRER, 61**  
Corporate Secretary

Atty. Ferrer is the Corporate Secretary of Century Peak Metals Holdings Corporation and Commonwealth Foods, Inc., both public companies. He is also a board member of various non-public companies. He is a Senior Partner of SyCip Salazar Hernandez & Gatmaitan, the largest law firm in the Philippines, where he heads the Corporate Services Department and the Hiring Committee. He is a member of the Integrated Bar of the Philippines and the Philippine Bar Association, and a Fellow at the Institute of Corporate Directors. 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. He holds a Master of Laws degree from the University of Michigan as a DeWitt Fellow.