



MANILA ELECTRIC COMPANY

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT FOR 2020



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED PRACTICE/POLICY	CG	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) "Recommendations" – derived from the CG Code for PLCs;</p> <p>(2) "Supplement to Recommendation" – derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) "Additional Recommendations" – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) "Optional Recommendation" – practices taken from the ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the "comply</p>		<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the "comply or explain" approach.</p> <p>Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>*"Not Applicable" or "None" shall not be considered as sufficient explanation</p>

or explain” approach. Answering of items under (4) are left to the discretion of PLCs.			
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C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SECURITIES AND EXCHANGE COMMISSION

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended December 31, 2020
2. SEC Identification Number PW-102
3. BIR Tax Identification No. 000-101-528-000
4. Exact name of issuer as specified in its charter Manila Electric Company
5. Province, Country or other jurisdiction of incorporation or organization: Philippines
6. Industry Classification Code: (SEC Use Only)
7. Address of principal office: Lopez Bldg., Ortigas Avenue, Barangay Ugong, Pasig City 1605
8. Issuer's telephone number, including area code: (02) 632-8014
9. Former name, former address, and former fiscal year, if changed since last report:
Not Applicable

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
2. Board has an appropriate mix of competence and expertise.	Compliant	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	Manila Electric Company ("MERALCO") directors have a collective working knowledge, experience and expertise relevant to power, energy and electric distribution industry/sector. Also, the Board represents an appropriate mix of competence and expertise in the area of business, finance, operations, regulatory and legal disciplines relevant to the Company's industry, with each director capable of adding value and exercising independent judgment, ensuring that the directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and	

		<p>responsibilities and respond to the needs of the organization.</p> <p>The profiles of the directors are disclosed in MERALCO Website, in the Definitive Information Statement and in the Annual Report while the required qualifications of a director are provided in Article II, Section 5 of the Company's By-Laws, page 4 of the Board Charter, and Article I, Section 6.1 of the Revised Manual of Corporate Governance.</p> <p>Links:</p> <p><i>*Profile of Directors:</i> Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Annual Report/ Audited Financial Statement (SEC Form 17-A), pages 124 to 133: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2020, pages 7-19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-</p>	
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		<p>04/meralco_amended_definitive_information_state-ment_april_27_2021.pdf?null</p> <p><i>*Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance are found in page 5 of the By-Laws:</i></p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/by-laws.pdf</p> <p>Board Charter, page 4 for general qualifications; and pages 2 to 3 for independent directors:</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p><i>*Qualifications of independent directors are found in pages 6 and 7; qualifications of directors in general in page 15, of the Revised Manual of Corporate Governance:</i></p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p>The Company has a policy that encourages directors to attend annual continuing training programs to ensure that they remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization. The Company believes that its Directors must keep abreast with the latest developments in business, corporate governance best practices, laws and</p>	
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		<p>regulations, and other relevant matters that help them function effectively in the Board and in their respective committees in order to direct the Company to achieve its mission, vision and goals (Article I, Section 4.5, Revised Manual of Corporate Governance).</p> <p><i>*Policy on annual continuing training program of directors is found in page 9 of the Revised Manual of Corporate Governance and page 14 of the Board Charter:</i></p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Finally, the Board, through the Nomination and Governance Committee, reviews, on an annual basis, the appropriate skills and characteristics required on the Board in the context of the strategic direction of the Company (Revised Organizational Charter of the Nom&Gov Committee, B.5).</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-01/nom_and_gov_charter_rev_code_4_series_of_2019.pdf?null</p>	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>The Board consists of eleven (11) directors, two (2) of whom are independent</p>	

directors, eight (8) are non-executive directors, and one (1) is an executive director. The composition of the Board clearly delineates their responsibilities with those of Management.

Director	Designation
Manuel V. Pangilinan	Chairman Non-Executive Director
Lance Y. Gokongwei	Non-Executive Director
Ray C. Espinosa ¹	Executive Director
James L. Go	Non-Executive Director
Victorico P. Vargas	Non-Executive Director
Jose Ma. K. Lim	Non-Executive Director
Elpidio L. Ibañez	Non-Executive Director
Anabelle L. Chua	Non-Executive Director
Artemio V. Panganiban	Lead Independent Director
Pedro O. Roxas	Independent Director
Frederick D. Go	Non-Executive Director
¹ President and CEO ³ End of term as director in May 2019	

The same is disclosed in the Corporate Governance page of the Company

		<p>Website and in the Annual Report (17-A) and Definitive Information Statement.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Audited Financial Statement (SEC Form 17-A), pages 124 to 133: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>2020 Annual Report, page 66: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>The Company's Board Charter and Article I, Section 4.5 of its Revised Manual of</p>	

		<p>Corporate Governance provides that all directors shall undergo relevant and continuing training for a duration equal to or longer than what is required by law and regulations. First time directors shall undergo an orientation program covering SEC mandated topics on corporate governance and an introduction to the company's business, Articles of Incorporation, and Code of Conduct. The orientation and continuing education program should be able to meet the specific needs of the company and the individual directors and aid any new director in effectively performing his or her functions.</p> <p>The annual continuing training program, on the other hand, makes certain that the directors are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the company. Article II, Section 5 (d) of the Company's By-Laws requires that a director must have attended a corporate governance seminar conducted by a duly recognized private institution or government entity or must have issued an undertaking to attend such seminar as soon as practicable.</p>	
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		<p>*Policy on annual continuing training program of directors is found in page 9 of the Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p>*Same provision appears in page 14 of the Board Charter: https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>The trainings attended by the Company Directors are disclosed in the Annual Report and in the Company Website.</p> <p>Links: 2020 Annual Report, pages 71 and 72: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <p>The Company has an established orientation program for every new director to ensure of their practical understanding</p>	

		<p>of business in general, and of Meralco in particular.</p> <p>The Board Charter and Revised Manual of provides that first time directors shall undergo an orientation program covering SEC-mandated topics on corporate governance and an introduction to the company's business, Articles of Incorporation, and Code of Conduct. The orientation and continuing education program should be able to meet the specific needs of the company and the individual directors and aid any new director in effectively performing his or her functions.</p> <p>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, is arranged for any new director to better familiarize himself with the Company's businesses, stakeholders, regulatory environment, and governance practices.</p> <p>Link: Meralco Website:</p>	
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		<p>https://company.meralco.com.ph/corporate-governance/board-matters</p> <p><i>*Policy on annual continuing training program of directors is found in page 9 of the Revised Manual of Corporate Governance:</i></p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p><i>*Same provision appears in page 14 of the Board Charter:</i></p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Contents of the Orientation Program for New Directors can be downloaded from the Company website.</p> <p>Link: Orientation Program Kit:</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-11/b8fe9d50f21d0f6778dad90976778826_0.pdf?null</p> <p>On January 7, 2020, newly-elected director, Mr. Frederick D. Go, attended the Company's Onboarding Program for New Directors conducted by Corporate Governance Office.</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	

The Company's Board Charter and Article I, Section 4.5 of its Revised Manual of Corporate Governance provides that all directors shall undergo relevant and continuing training for a duration equal to or longer than what is required by law and regulations. The continuing education program should be able to meet the specific needs of the company and the individual directors and aid any new director in effectively performing his or her functions.

On January 7, 2020, newly-elected director, Mr. Frederick D. Go, attended a 4-hour Onboarding Program for New Directors conducted by Meralco Corporate Governance Office.

The Continuing Education attended by the Company Directors is disclosed in the published Annual Report and the Company Website.

2020 ATTENDANCE TO CORPORATE GOVERNANCE TRAINING AND CONTINUING EDUCATION PROGRAMS

Director	Program	Resource Person/ Name of Training Institution
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		MANUEL V. PANGILINAN RAY C. ESPINOSA ANABELLE L. CHUA ELPIDIO L. IBAÑEZ VICTORICO P. VARGAS RET. CHIEF JUSTICE ARTEMIO V. PANGANIBAN FREDERICK D. GO JOSE MA. K. LIM PEDRO O. ROXAS	MVPGroup 14th Annual Corporate Governance Enhancement Session: Lessons from a Pandemic: The MPIC Hospital Group Covid-19 Experience and Best Practices; and How to Lead Courageously during Crisis.	Dr. Saturnino P. Javier, M.D. Makati Medical Center Dr. Nancy F. Koehn, Ph.D. Harvard Business School
		LANCE Y. GOKONGWEI	MVPGroup 14th Annual Corporate Governance Enhancement Session: Lessons from a Pandemic: The MPIC Hospital Group Covid-19 Experience and Best Practices	Dr. Saturnino P. Javier, M.D. Makati Medical Center
		JAMES L. GO	SEC Granted Mr. James L. Go a permanent exemption from the corporate governance training requirement in its en banc meeting on November 10, 2015.	
		Links:		

2020 Annual Report, pages 71 and 72:

<https://company.meralco.com.ph/investor-relations/annual-reports>

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

Meralco Website:

<https://company.meralco.com.ph/corporate-governance/board-matters>

<https://company.meralco.com.ph/news-and-advisories/latest-news-and-press-releases>

Audited Financial Statement (SEC Form 17-A), page 152:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null

Notably, the annual continuing training program makes certain that the directors are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the company. Article II, Section 5 (d) of the Company's By-Laws requires that a director must have attended a corporate governance seminar conducted by a duly recognized private institution or government entity or must have issued an undertaking to attend such seminar as soon as practicable.

		<p><i>*Policy on annual continuing training program of directors is found in page 9 of the Revised Manual of Corporate Governance:</i> https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p><i>*Same provision appears in page 14 of the Board Charter:</i> https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p>In line with Meralco's commitment to the principles of good corporate governance, the Company adopted a Board Diversity Policy 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.</p> <p>The Board Diversity Policy, in particular, recognizes the important role of women with appropriate and relevant expertise</p>	

		<p>and experience that can contribute to the diversity of perspectives in the Board. Under the Policy, the Board shall aim to have at least one (1) female director as its member.</p> <p>Links: Board Diversity Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board%20Diversity%20Policy_12182017_033125.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters</p> <p>In 2020, the Board is composed of ten (10) male directors and one (1) female director, Ms. Anabelle L. Chua, who has over twenty (20) years of experience in the areas of accounting, corporate finance, treasury, financial control and credit risk management. The Board ensures that it represents a mix of disciplines in the area of business, finance, operations, and legal competencies relevant to the company's industry, with each director capable of adding value and exercising independent judgment.</p> <p>Link: Meralco Website:</p>	
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		https://company.meralco.com.ph/corporate-governance/board-directors											
Optional: Recommendation 1.4													
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p>Under the Board Diversity Policy, the members of the Board of Directors shall be selected from a broad pool of qualified nominees. In order to achieve a diverse board, varied aspects are to be considered as measurable objectives, including, but not limited to: academic, professional and business background, age, gender, and other regulatory requirements. The final composition of the Board shall be grounded on merit and potential contribution of the selected directors to the Company.</p> <p>The measurable objectives vis-a-vis Board composition from 2019 to 2020 are stated in the Company website: https://company.meralco.com.ph/corporate-governance/board-matters</p> <table><tr><th>Measurable Objectives</th><th>2020 Board</th><th>Description</th><th>2019 Board</th><th>Description</th></tr><tr><td>Gender Diversity</td><td>√</td><td>Mix of Male and Female Directors</td><td>√</td><td>Mix of Male and Female Directors</td></tr></table>	Measurable Objectives	2020 Board	Description	2019 Board	Description	Gender Diversity	√	Mix of Male and Female Directors	√	Mix of Male and Female Directors	
Measurable Objectives	2020 Board	Description	2019 Board	Description									
Gender Diversity	√	Mix of Male and Female Directors	√	Mix of Male and Female Directors									

		Racial Diversity	√	Mix of Racial or Ethnic Backgrounds	√	Mix of Racial or Ethnic Backgrounds
		Age Diversity	√	Age ranges from 50 to 90 years old	√	Age ranges from 50 to 90 years old
		Board Tenure	√	Tenure ranges from 1 to 10 years	√	Tenure ranges from 1 to 10 years
		Expertise				
		E.1. Industry Expertise	√	Mix of directors sitting as members of the BOD in Energy, Electric Retail and Power Generation companies	√	Mix of directors sitting as members of the BOD in Energy, Electric Retail and Power Generation companies
		E.2. Management or Operations	√	Mix of directors sitting as members of BOD or officers of electric supply, energy, power generation, retail, banking, telecommunications, realty, media, medical, insurance and other companies	√	Mix of directors sitting as members of BOD or officers of electric supply, energy, power generation, retail, banking, telecommunications, realty, media, medical, insurance and other companies
		E.3. Financial, Audit, or Risk Management Expertise	√	Mix of directors acting as Chief Risk Management Officer, Member of Philippine Disaster and Risk Foundation, or members	√	Mix of directors acting as Chief Risk Management Officer, Member of Philippine Disaster and Risk Foundation, or members

				of Financial, Audit, or Risk Management committees of other companies		of Financial, Audit, or Risk Management committees of other companies	
		E.4. Legal or Regulatory Expertise	√	Mix of directors who are lawyers, or with Regulatory Management background, a Former Chief Justice of the Supreme Court of the Philippines, Former Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy	√	Mix of directors who are lawyers, or with Regulatory Management background, a Former Chief Justice of the Supreme Court of the Philippines, Former Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy	
		E.5. Corporate Governance	√	Director with membership in Shareholders Association of the Philippines, Fellowship in ICD, Former Governor of Philippine Stock Exchange,	√	Director with membership in Shareholders Association of the Philippines, Fellowship in ICD, Former Governor of Philippine Stock Exchange,	
		E.6. Technology or Digital Media Expertise	√	Mix of directors who are likewise directors, advisors or consultants of media, technology	√	Mix of directors who are likewise directors, advisors, or consultants of media, technology,	

				or telecommu nications companies		or telecommu nications companies	
		E.7. Retail, Sales or Marketing Expertise	√	Mix of directors who are likewise directors, advisors or consultants of media, telecommu nications, banking, telecommu nications, realty, media, medical, insurance and retail companies	√	Mix of directors who are likewise directors, advisors or consultants of media, telecommu nications, banking, telecommu nications, realty, media, medical, insurance and retail companies	
		Professional, Academic or Advocacy Background or Affiliations					
		F.1. Academic Institutions	√	Mix of directors who have degrees in Finance and Commerce, Business Manageme nt, or who are member of Board of Overseers, Board of Trustees of colleges or business schools, or graduate of International Manageme nt Developme nt Program	√	Mix of directors who have degrees in Finance and Commerce, Business Manageme nt, or who are member of Board of Overseers, Board of Trustees of colleges or business schools, or graduate of International Manageme nt Developme nt Program	
		F.2. Advocacy Groups or Foundations	√	Directors with membership in	√	Directors with membership in	

				environmental and socio-civic advocacy groups and foundations		environmental and socio-civic advocacy groups and foundations	
		F.3. Professional Organizations	√	Directors with membership in Integrated Bar, Philippine Bar Association, and Inter-Pacific Bar Association, Philippine Stock Exchange	√	Directors with membership in Integrated Bar, Philippine Bar Association, and Inter-Pacific Bar Association, Philippine Stock Exchange	
		<p>Link: Board Diversity Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board%20Diversity%20Policy_12182017_033125.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters</p>					
Recommendation 1.5							
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Company's Corporate Secretary, Atty. Simeon Ken R. Ferrer, 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</p>					

		<p>orientation and assists with the professional development of directors as required by regulators.</p> <p>The information on the Corporate Secretary, including his name, qualifications, duties and functions are stated in the Annual Report and in the Company website.</p> <p>Links:</p> <p>2020 Annual Report, pages 67 and 87: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), page 134: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2020, page 19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive</p>	
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<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions</p> <p>The Corporate Secretary is a separate individual from the Compliance Officer. The Company's Corporate Secretary is Atty. Simeon Ken R. Ferrer while the Compliance Officer is Atty. William S. Pamintuan. The duties and responsibilities of the Corporate Secretary are different from those of the Compliance Officer. The name, qualifications, duties and functions of the Corporate Secretary are stated in the Annual Report as well as in the Company Website.</p> <p>Link: 2020 Annual Report, page 67 and 85: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 and 135: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null Definitive Information Statement 2020, pages 19 and 20:</p>	
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		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions</p> <p>The Corporate Secretary is not a member of the Board of Directors. The names and profiles of the directors are disclosed in the Company Website and in the Definitive Information Statement (DIS).</p> <p>Links: Names and profiles of directors: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Definitive Information Statement 2020, page 19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Definitive Information Statement 2021, page 17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>The name, qualifications, duties and functions of the Corporate Secretary are stated in Pages 67 and 87 of the Annual</p>	

		<p>Report and in the Company Website: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive-officers</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Company's Corporate Secretary attends continuing education seminars where he receives regular updates of the laws, rules, and regulations relevant to his duties (Annual Report, page 67). The corporate governance trainings attended, including number of hours and topics covered are disclosed in the Company Website as well as in the Definitive Information Statement (DIS).</p> <p>The Corporate Secretary attended four (4) hours of relevant corporate governance training, particularly, the 14th MVP Annual Corporate Governance Enhancement Session held on September 25, 2020.</p>	

		<p>The training discussed the following topics:</p> <ol style="list-style-type: none"> 1. Lessons from a Pandemic: The MPIC Hospital Group Covid-19 Experience and Best Practices; and 2. How to Lead Courageously During a Crisis <p>The Corporate Secretary also attended 7th SEC-PSE Corporate Governance Forum: Business Resiliency and Innovation in a New Normal Era on November 19, 2020.</p> <p>Links:</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive-officers</p> <p>Definitive Information Statement 2021, page 164: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Advisement Letter-PSE Edge: https://edge.pse.com.ph/openDiscViewer.do?edge_no=13929c8c96feaa880de8473cebbd6407</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p> <p>As required under Article I, Section 12.2 (f) of the Revised Manual of Corporate Governance, the Corporate Secretary</p>	

		<p>provides the necessary board papers associated with items on the meeting agenda at least five (5) business days ahead of the Board meetings in the Board Charter (page 15) and in the Company website.</p> <p>The Corporate Secretary hereby attests that in 2020, he distributed materials for board meetings at least five (5) business days before scheduled meetings.</p> <p>Links: *Article I, Section 12.2 (f) of the Manual is found on page 27: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p> <p>Board Charter, page 15: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive-officers</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	

		<p>The Board is assisted by the Company's Compliance Officer, Atty. William S. Pamintuan, who has the duties to monitor, review, evaluate and ensure the compliance by the corporation, its officers and directors with the relevant laws, rules and regulations and all governance issuances of regulatory agencies and report violations thereof to the Board and recommend the imposition of appropriate disciplinary action. His duties are discussed in the Annual Report (page 67) and stated in the Company Website.</p> <p>Links:</p> <p>Annual Report, page 67: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Profile of the Compliance Officer: https://company.meralco.com.ph/corporate-governance/corporate-governance-and-compliance-office</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), page 135: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p>	
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2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p>The Compliance Officer Atty. William S. Pamintuan has the rank of Senior Vice President. His name, position, qualification, duties and functions are discussed in the Annual Report (page 67) and stated in the Company Website.</p> <p>Links: Amended 2020 General Information Sheet, page 5: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-01/meralco_2020_amended_gis_retirement_of_mr._j.m.p._melendres.pdf</p> <p>Annual Report, page 67: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	

		<p>SEC Form 17-C: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2019-07/sec_form_17-c_-_change_in_designation_of_officers_july_5_2019.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/corporate-governance-and-compliance-office</p>	
3. Compliance Officer is not a member of the board.	Compliant	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p>The Compliance Officer is not a member of the Board of Directors. The names and profiles of the directors are disclosed in the Company Website and in the Annual Report (Pages 78 to 83) while the profile of the Compliance Officer is found at page 85 of the Annual Report.</p> <p>Links: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>The name, position, qualification, duties and functions of the Compliance Officer are stated in the Annual Report, Definitive Information Statement (DIS) and in the Company Website.</p> <p>Links: Annual Report, pages 78 to 83 and 85: https://company.meralco.com.ph/investor-relations/annual-reports</p>	

		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 and 135: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2020, page 20: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Definitive Information Statement 2021, page 18: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Revised Manual of Corporate Governance, page 27: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/corporate-governance-and-compliance-office</p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	

		<p>The Company's Compliance Officer regularly attends trainings on corporate governance. The trainings on corporate governance attended by the Compliance Officer are stated in the Company Website.</p> <p>The Compliance Officer attended four (4) hours of relevant corporate governance training, particularly, the 14th MVP Annual Corporate Governance Enhancement Session held on September 25, 2020.</p> <p>The training discussed the following topics:</p> <ol style="list-style-type: none"> 1. Lessons from a Pandemic: The MPIC Hospital Group Covid-19 Experience and Best Practices; and 2. How to Lead Courageously During a Crisis <p>Links:</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/corporate-governance-training</p> <p>Definitive Information Statement 2021, page 164: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Advisement Letter-PSE Edge: https://edge.pse.com.ph/openDiscViewer.do?edge_no=13929c8c96feaa880de8473cebbd6407</p>	
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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>The Board of Directors 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 accomplishments of the Board are disclosed in the Annual Report and in the Definitive Information Statement under List of Acts of the MERALCO Board.</p> <p>The Board Charter as well as the Revised Manual of Corporate Governance specify the roles and responsibilities of directors and the manner by which these are performed by the directors on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Company.</p> <p>Link: Annual Report, pages 65 and 66: https://company.meralco.com.ph/investor-relations/annual-reports</p>	
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		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>The results of board meetings also disclosed to the SEC and PSE through the Definitive Information Statement (DIS) and uploaded in the Company website.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/company-disclosures/sec-filings</p> <p>Definitive Information Statement 2020, List of the Acts of the Board, Annex B: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Definitive Information Statement 2021, Annex on List of the Acts of the Board: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</p> <p>Indicate frequency of review of business objectives and strategy</p>	

		<p>The Board is responsible for setting the Company's overall strategic directions, corporate objectives, and long-term goals. It conducts an annual review of the Company's business objectives and strategies to ensure that obligations to shareholders and to all stakeholders are understood and met. The overall strategic directions, corporate objectives, and long-term goals are reviewed and approved are based on the Business Plan approved during the previous year and are presented to the Board for its evaluation and concurrence, following the same process for approval of Board resolutions.</p> <p>The Board, in its regular meeting held on January 27, 2020 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.</p> <p>The Board, in its regular meeting, held on November 28, 2017, also approved the 2018-2022 Business Plan (2018 Definitive Information Statement, page 144).</p> <p>Link: <i>Annual Report, page 64:</i></p>	
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		https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Definitive Information Statement (DIS) 2018, page 144: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2018-04/2018_definitive_information_statement_-.pdf?null	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</p> <p>Indicate frequency of review of business objectives and strategy</p> <p>The Board annually reviews and approves the corporate strategic objectives and monitors the implementation thereof.</p> <p>The Board reviewed the implementation of the Company's business objectives and strategy as part of the Board's assessment of the Company's performance in the past year.</p> <p>Link: Annual Report, pages 64, 72 and 73: https://company.meralco.com.ph/investor-relations/annual-reports </p>	

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

Supplement to Recommendation 2.2

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values. Indicate frequency of review of the vision, mission and core values.</p> <p>The Board annually reviews, confirms and/or updates the vision, mission, and corporate strategic objectives of the Company.</p> <p>Mission: To provide our customers the best value in energy, products and services.</p> <p>Vision: To be a world-class company and the service provider of choice.</p> <p>Corporate Values and Principles:</p> <ol style="list-style-type: none"> 1. Integrity and Transparency 2. Malasakit 3. Makabayan 4. Performance 5. Accountability 6. Customer Service 7. Teamwork <p>The Mission, Vision, Values and Principles of the Company are posted in the Company Website.</p>	
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		<p>Links:</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-profile/mission-vision-values-and-principles</p> <p>https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Annual Report, page 64: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>On April 26, 2021, the Board reviewed and approved the updated vision, mission and values of the Company:</p> <p>Mission: To be a world-class energy solutions provider, powering our nation and empowering our people today and for generations to come.</p> <p>Vision: To provide our customers the best value energy solutions – reliably, affordably, superbly, and sustainably.</p> <p>Corporate Values and Principles:</p> <ol style="list-style-type: none"> 1. Excellence 	
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		<ul style="list-style-type: none"> 2. Customer Centricity 3. Sustainability 4. Integrity 5. Innovation 6. Malasakit 7. Bayanihan 	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Company has a Management Control Policy which defines the roles and responsibilities of management, internal audit and the Audit and Risk Management Committees related to controls over organization's processes and to the effective execution of corporate strategies that facilitate management performance that are attuned to the company's business environment, and culture.</p> <p>Management is primarily accountable to the Board. It is responsible for the Company's successful implementation of the strategy and direction as approved by the Board.</p> <p>Management is represented by a Management Committee (ManCom) composed of the corporate officers and executives headed by the President and CEO.</p>	

		<p>Weekly meetings are conducted by the ManCom to ensure implementation of major policies and directions governing the Company and its subsidiaries. It reports to the Board during regular Board meetings or during special meetings through the President and CEO.</p> <p>The annual performance of Management is assessed through the achievement of the Company's established GAINs Performance indicators.</p> <p>Links: Management Control Policy: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/managementcontrolpolicy.pdf?null Meralco Website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive-officers </p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Board is headed by a very competent and qualified Chairman, Mr. Manuel V. Pangilinan who is a non-executive director. He serves to represent the</p>	

		<p>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.</p> <p>His qualifications are stated in his profile which is posted in the Company website and disclosed in the Annual Report and in the Definitive Information Statement (DIS).</p> <p>Links: *Profile of the Chairman of the Board: Meralco website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 7-8: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Annual Report, page 65 and 78: https://company.meralco.com.ph/investor-relations/annual-reports</p>	
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		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p><i>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</i></p> <p>Together with the Board, the Nomination and Governance Committee (Nom&Gov) is responsible for recommending a succession planning program for its members while the Remuneration and Leadership Development Committee (RLDC) is 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.</p> <p>Talent Management and Succession Planning Programs are top priorities in the Human Resources (HR) agenda by</p>	

ensuring that the right leaders and talents are in place to drive our business plans. Progressive talent management assessment tools and methodologies were used to identify, assess, and develop leaders for critical positions.

Presently, the succession plan covers the top 636 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 of 20 candidates who, subject to realization of their development plans, could become management committee members within the next five (5) years.

Links:

Revised Manual of Corporate Governance, pages 8, 13, 19, 23:

https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf

Annual Report, pages 59:

<https://company.meralco.com.ph/investor-relations/annual-reports>

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive-officers	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The Board adopts a policy on the retirement for directors and key officers. The Remuneration and Leadership Development Committee assists 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.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters </p> <p>Annual Report, page 68: https://company.meralco.com.ph/investor-relations/annual-reports </p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	

Recommendation 2.5

<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p>The Remuneration and Leadership Development Committee recommends to the Board, for the approval of the shareholders, a framework of remuneration for directors and Management, including the President and CEO. 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.</p> <p>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 Remuneration and Leadership</p>	
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		<p>Development Committee. The Board ensures that the remuneration of directors and officers is consistent with the Company's culture, strategy, and the business environment in which it operates and aligned with the long-term interest of the Company.</p> <p>Link: Annual Report, page 69: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Revised Manual of Corporate Governance, page 22: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>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.</p> <p>Link: Annual Report, page 69: https://company.meralco.com.ph/investor-relations/annual-reports</p>	

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Revised Manual of Corporate Governance, page 22: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>Directors do not participate in discussions or deliberations involving their own remuneration. The framework of remuneration for Directors and Management, including the President and CEO is subject to the recommendation of the Board's Remuneration and Leadership Development Committee (RLDC) and to the approval of the shareholders.</p> <p>Specifically, the Company's By-Laws provides for the remuneration of directors in the form of per diems for their attendance at each regular or special meeting and additional compensation, whether in the form of a fixed retainer, bonus or stock grant, or a combination thereof, as may be approved by the Board of Directors and majority vote of the outstanding capital stock. The total value of such additional compensation, in whatever form so given, shall not exceed one percent (1%) of the net income before tax of MERALCO during the preceding year.</p>	

		<p>Links: Annual Report, page 69 https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>By-laws, Article II, Section 7, page 6: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/by-laws.pdf</p> <p>No fees or other remuneration shall be payable to the members of RLDC in respect to their services provided in connection with the Committee, save and except fees or remunerations authorized by the Board.</p> <p>Link: Remuneration and Leadership Development Committee Charter: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1433818863.9928e1d01e76f50e57dc0740a76b3e0.pdf</p>	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p>Provide proof of board approval</p> <p>Compensation packages and revisions of key Management's remuneration are subject to the review and endorsement of the Remuneration and Leadership</p>	

		<p>Development Committee (RLDC) to the Board, and approval of the Board.</p> <p>The remuneration of senior executives is incorporated in the 2018-2022 Business Plan which were approved on November 28, 2017 Board Meeting as shown in the List of Acts of the Meralco Board from May 30, 2017 to February 26, 2018 attached to the Definitive Information Statement (DIS) 2018, pages 143 and 144: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2018-04/2018_definitive_information_statement_.pdf</p> <p>The Corporate Secretary hereby attests that the Board approved the remuneration of senior executives for Year 2020 as included in the 2018-2022 Business Plan.</p>	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	Compliant	<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p> <p>The Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, particularly deferred bonuses.</p> <p>In particular, the Company compensates employees based on Company, team, and individual performance to help</p>	

achieve corporate goals and targets and provides for long term incentives such as deferred bonus or pay based on Meralco Group's achievement of specified level of consolidated core net income approved by the Board and determined on an aggregate basis for a three-year period as well as executives' attainment of a minimum level of performance rating, essentially partaking the nature of **deferred bonus**.

Definitive Information Statement 2021, page 90:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null

The Company provides for schemes that account for performance beyond short term financial measures such as balanced scorecard schemes.

Further, as part of Meralco's performance management process, employee performance is assessed on the basis of: (1) actual vs. desired results, and (2) how results were delivered in the light of corporate core values. Therefore, the achievement of financial and non-financial measures is reflected in performance planning and assessment,

		and this drives the Company's merit and incentive pay programs. Link: Annual Report, page 58 (Compensation Philosophy/Principles): https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	The Company's standalone Nomination and Election Policy was issued to set forth the procedures in the director selection process, including the acceptance of nominations from minority shareholders and the evaluation and screening of nominees vis-à-vis the applicable qualifications and disqualifications set forth in the Company's Revised Manual of Corporate Governance, By-laws and other applicable law, policy or regulation, how	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness	Compliant		

<p>of the Board's processes in the nomination, election or replacement of a director.</p>	<p>the board shortlists candidates, and an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director. It was approved on September 25, 2017.</p> <p>Link: Nomination and Election Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/1507537559.60ca3d51dd12cdebdb59ae9d09a2889.pdf?null</p> <p>The Board Nomination and Election Policy is also disclosed in Article I, Section 4.8 of the Company's Revised Manual of Corporate Governance (page 10).</p> <p>Link: Revised Manual of Corporate Governance: https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance</p> <p>A "Call for Nomination" was submitted to the SEC and posted in the Company's website last January 27, 2020 calling for the submission of the proposed agenda and nomination of qualified candidates on or before March 6, 2020. :</p> <p>Definitive Information Statement 2021, page 13: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-</p>	
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		04/meralco_amended_definitive_information_state ment april 27 2021.pdf?null https://company.meralco.com.ph/corporate-governance/stakeholder-engagement The Corporate Secretary attests that the Company allows its minority shareholders to nominate candidates to the Board.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Under Article II, Section 3 of the Nomination and Election Policy, the Nomination and Governance Committee evaluates and screens nominees for directors vis-à-vis the applicable qualifications and disqualifications as set forth in the Company's Manual of Corporate Governance, By-Laws and other applicable policy, law or regulations while ensuring that said qualifications are in line with the strategic objectives of the Company. Link: Nomination and Election Policy, page 3: https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/1507537559.60ca3d51dd12cdebdbbe59ae9d09a2889.pdf?null	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or	Compliant	Identify the professional search firm used or other external sources of candidates	

<p>shareholder bodies) when searching for candidates to the board of directors.</p>		<p>The Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners such as the Institute of Corporate Directors (ICD) to search for candidates to the Board of Directors. The Company's Corporate Secretary, Atty. Simeon Ken R. Ferrer is an ICD Fellow. These candidates would be skilled in core competencies such as strategic planning, business expertise, and industry knowledge. The shareholders will then elect the directors during the Annual Stockholders' Meeting (ASM) held every last Tuesday of May.</p> <p>Upon appointment, the Company sends out a formal letter setting out the Director's roles and responsibilities and the new Director will then attend various briefings with Management as seen on Annual Report.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
Recommendation 2.7			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs</p>	

system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.		Identify transactions that were approved pursuant to the policy.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	The Company's Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p>It is the policy of the Company that all related party transactions (RPTs) are done in "fair and at arm's-length" terms and must inure to the benefit and best interest of the Company and its shareholders. In this regard, all RPTs shall be conducted in accordance with the principles of honesty, transparency and fairness.</p> <p>All RPTs shall be reviewed and approved by an appropriate RPT Approving Authority to ensure that they are on terms and conditions that are at arm's-length. This RPT review and approval shall encompass potential and existing RPTs entered or to be entered by any group or business responsibility unit of the Company, taking into account its size, structure, risk profile and complexity of operations.</p> <p>The Policy covers: a person or entity that is related to the reporting entity. A person or</p>	

		<p>a close member of that person's family is related to a reporting entity if that person has control, joint control, or significant influence over the entity or is a member of its key management personnel. (In this Policy, the entity that is preparing its financial statements is referred to as the 'reporting entity' or 'the Company').</p> <p>The Company's Related Party includes its subsidiaries (including their associates, joint ventures and subsidiaries); shareholders who have direct or indirect control or exercise significant influence over the Company, including their subsidiaries, associates or joint ventures; the Company's directors; officers; shareholders and related interests (DOSRI), and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other person or juridical entity whose interest may pose a potential conflict with the interest of the Company.</p> <p>Link: Related Party Transactions Policy: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Signed%20RPT%20Policy.pdf?null</p> <p>In 2017, the Board approved the Organizational Charter of the RPT</p>	
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		<p>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.</p> <p>Link: Related Party Transactions Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2018-01/2017_rptcom_0.pdf</p> <p>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.</p> <p>Link: Note 22 to the Consolidated Financial Statements is found on page 79 to 82 of the Annual Report/ Audited Financial Statements/Annual Report (17-A): https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?nullhttps://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>https://company.meralco.com.ph/investor-relations/annual-reports</p>	
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		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>In 2018, the Board approved a revised RPT Policy which provides that all RPTs shall be reviewed and approved by an appropriate RPT Approving Authority to ensure that they are on terms and conditions that are at arm's-length. This RPT review and approval shall encompass potential and existing RPTs entered or to be entered by any group or business responsibility unit of the Company including unusual or infrequently occurring RPT, taking into account its size, structure, risk profile and complexity of operations.</p> <p>Revised RPT Policy: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Signed%20RPT%20Policy.pdf?null</p> <p>In compliance with SEC Rules on Material Related Party Transactions for Publicly - Listed Companies or Memorandum Circular No. 10, Series of 2019, the Policy was again amended to provide for guidelines on the review, approval and reporting of material RPTs which amount to at least ten percent (10%) of the</p>	
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		<p>Company's total assets based on its latest audited financial statement.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Revised%20RPT%20Policy 2.pdf?null</p>	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	Compliant	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> <p>Under the RPT Policy and Guidelines approved by the Board on October 29, 2018 as amended in 2019 to comply with SEC Rules on Material Related Party Transactions for Publicly -Listed Companies or Memorandum Circular No. 10, Series of 2019, each RPT Approving Authority shall ensure that RPTs are for the best interest of the Company. In evaluating RPTs, all the relevant facts and circumstances available shall be considered, including but not limited to the following:</p> <ol style="list-style-type: none"> The related party's relationship to the Company and interest in the transaction; The material facts of the proposed RPT, including the proposed aggregate value of such transaction; The purpose and timing of the proposed RPT; 	

- d. The benefits to the Company of the proposed RPT;
- e. The availability of other sources of comparable products or services; and
- f. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.

The RPT shall be considered material/significant if determined by the RPT Review Team to be potentially or actually significant to the Company. The aggregate amount of RPT under consideration, within the preceding 12-month period, shall be among the aspects to be considered in determining the materiality of such:

Classification	Aggregate Transaction Value (12-month period)
SEC Material Transaction	10% of the Company's total asset
Material Transactions	PhP50 Million and above
Significant transactions	PhP30 Million but less than PhP50 Million

		<table><tr><td>De transactions</td><td>Minimis</td><td>Below PhP30 Million</td></tr></table>	De transactions	Minimis	Below PhP30 Million	
De transactions	Minimis	Below PhP30 Million				
		<p>Material/significant RPTs shall be evaluated by the RPT Review Team to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions.</p> <p>For individual and aggregate RPTs within a twelve (12) month period that breach the materiality threshold of ten percent (10%) of the company's total assets, the Board of Directors shall appoint an external independent party to evaluate the fairness of the terms of the RPT. An external independent party may include, but is not limited to, auditing/accounting firms and third-party consultants and appraisers. The independent evaluation of the fairness of the transparent price ensures the protection of the rights of shareholders and other stakeholders.</p>				

		<p>After review, the RPT Review Team shall report the material/significant RPTs to the RPT Committee for its evaluation, approval and/or endorsement to the Board.</p> <p>Significant RPTs shall require the approval of the RPT Committee while material RPTs shall require endorsement of the RPT Committee and approval by the Board.</p> <p><i>De Minimis</i> RPTs entered in the ordinary course of business shall neither require review by the RPT Committee nor approval by, and reporting to, the Board.</p> <p>The Board may require that a material RPT be also submitted to the stockholders for consideration and ratification. In such case, a majority of non-related party shareholders shall be required to approve this RPT during shareholders' meetings.</p> <p>Regardless of the amount of the transaction or contract, RPTs entered into by a director or corporate officer in his/her personal capacity must be approved by the Board. These RPTs shall be voidable at the option of the Company, except when all the following conditions are present:</p>	
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		<p>a. The presence of the Director in the board meeting in which the contract or transaction was approved was not necessary to constitute a quorum for such meeting;</p> <p>b. The vote of such Director was not necessary for the approval of the contract;</p> <p>c. The transactions are fair, and on terms comparable to those that could be obtained at arm's length dealings with an unrelated third party, or can be justified on a legitimate business case basis; and</p> <p>d. In the case of a Corporate Officer, the contract has been previously authorized by the Board of Directors.</p> <p>However, that when conditions a and b are absent in the case of a transaction or contract with a Director, such RPT may be ratified either by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company or by the vote of the stockholders representing majority of the outstanding capital stock of the Company excluding that of the affected Director, whichever is lower.</p> <p>All recurring RPT contracts that have a term that exceeds one (1) year must be reviewed and approved on an annual basis to determine whether to continue/renew the same.</p>	
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		<p>Link: RPT Policy, page 2: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Signed%20RPT%20Policy.pdf?null </p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	Compliant	<p>Provide information on voting system, if any.</p> <p>The Company, at all times, observes, upholds and respects the rights of its shareholders, minority and majority alike, in the review, approval and disclosure of RPTs. Under the RPT Policy, the Board may require that an RPT approved by it be also submitted to the stockholders for consideration and ratification.</p> <p>Link: RPT Policy, page 2 https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Signed%20RPT%20Policy.pdf?null </p> <p>Under the RPT Policy and Guidelines, the Board may require that a material RPT be also submitted to the stockholders for consideration and ratification. In such case, a majority of non-related party shareholders shall be required to approve this RPT during shareholders' meetings.</p> <p>Regardless of the amount of the transaction or contract, RPTs entered into by a director or corporate officer in his/her</p>	

		<p>personal capacity must be approved by the Board. These RPTs shall be voidable at the option of the Company, except when all the following conditions are present:</p> <ol style="list-style-type: none"> The presence of the Director in the board meeting in which the contract or transaction was approved was not necessary to constitute a quorum for such meeting; The vote of such Director was not necessary for the approval of the contract; The transactions are fair, and on terms comparable to those that could be obtained at arm's length dealings with an unrelated third party, or can be justified on a legitimate business case basis; and In the case of a Corporate Officer, the contract has been previously authorized by the Board of Directors. <p>However, that when conditions a and b are absent in the case of a transaction or contract with a Director, such RPT may be ratified either by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company or by the vote of the stockholders representing majority of the outstanding capital stock of the Company excluding that of the affected Director, whichever is lower.</p>	
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		<p>For all individual RPTs within a twelve (12)-month period that amount to at least ten percent (10%) of the company's total assets, the same shall be approved by at least two-thirds (2/3) vote of the board of directors, with at least a majority of the independent directors voting to approve the RPT and in case that a majority of the independent directors' vote is not secured, the said RPT may be ratified by the vote of stockholders representing at least two-thirds of the outstanding capital stock.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Revised%20RPT%20Policy_2.pdf?null</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identity the Management team appointed</p> <p>The Board is primarily responsible for approving the selection of Management led by the President and Chief Executive Officer (CEO). The Remuneration and Leadership Development Committee, reviews and endorses for Board ratification all promotions to the rank of Vice President up to Senior VP, including the Chief Risk</p>	

Officer, Chief Compliance Officer and Chief Audit Executive.

Links:

Meralco Website:

<https://company.meralco.com.ph/corporate-governance/board-committees>

Remuneration and Leadership Development Committee Charter:

https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1433818863.9928e1d01e76f50e57dc0740a76b3eec_0.pdf

The following are the members of the Management Team of the Company as provided in the Amended General Information Sheet (GIS) for 2020:

Ray C. Espinosa	President and Chief Executive Officer
Simeon Ken R. Ferrer	Corporate Secretary
Robert R. Almazora	Senior Vice President and Head, MPower
Ronnie L. Apercho	Senior Vice President and Head, Networks
William S. Pamintuan	Senior Vice President, Chief Legal Counsel, Assistant Corporate Secretary, Compliance Officer and Head, Legal and Corporate Governance Office and Chief Data Protection Officer

		Rogelio L. Singson	Senior Vice President and President and Chief Executive Officer, Meralco Power Generation Corp.
		Betty C. Siy-Yap	Senior Vice President and Chief Finance Officer
		Maria Luisa V. Alvendia	First Vice President and Chief of Staff and Supply Chain Advisor
		Edgardo V. Carasig	First Vice President and Head, Human Resources and Corporate Services
		Ferdinand O. Geluz	First Vice President and Chief Commercial Officer
		Melanie T. Oteyza	First Vice President, Chief Audit Executive
		Jose Ronald V. Valles	First Vice President and Head, Regulatory Management
		Antonio M. Abuel, Jr.	Vice President and Head, Organizational Safety & Resiliency and Business Continuity Management
		Ireneo B. Acuña	Vice President and Head, Electric Distribution Development
		Patrick Dave B. Bacani	Vice President and Head, HR Business Partner-Networks

		Roque D. Bacani	Vice President and Head, Information, Communications, Technology and Transformation and Acting Chief Information Officer, CIS Bayad Center
		Bennette D. Bachoco	Vice President and Head, Financial Planning and Reporting
		Joseph Allan C. Baltazar	Vice President and Head, South Distribution Services
		Rita D. Batigue	Vice President and Head, HR Development and HR Business Partner - Subsidiaries
		Benjamin U. Cusi	Vice President and Head, Facilities, Securities and General Services
		Jenevi L. Dela Paz	Vice President and Chief Operating Officer, Radius Telecoms, Inc.
		Ma. Cecilia M. Domingo	Vice President and Head, Corporate Business Group
		Lawrence S. Fernandez	Vice President and Head, Utility Economics
		Maria Carmela T. Migrño	Vice President and Head, Chief Information Security Officer
		Richard O. Ochava	Vice President and

			Chief Operating Officer, MIESCOR	
		Charina P. Padua	Vice President and Head, Home and Micro Business - North Business Area	
		Ross Raymond B. Ravelo	Vice President and Chief Sustainability Officer and President and CEO, e-Sakay, Inc.	
		Glen N. San Pedro	Vice President and Head, Supply Chain Management	
		Jose S. Reyes Jr.	Vice President and Head, North Distribution Services	
		Froilan J. Savet	Vice President and Head, Network Planning & Project Management	
		Jose Antonio T. Valdez	Vice President and Head, Marketing, Customer Solutions and Product Development	
		Ma. Zarah R. Villanueva-Castro	Vice President and Head, Corporate Legal Services	
		Agapito D. Zaldarriaga	Vice President and Head, Corporate Communications	
		Ma. Cynthia C. Soluren	Senior Assistant Vice President, Interim Treasurer and Head, Treasury for Distribution Utility	

		<p>Links: Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Amended 2020 General Information Sheet: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-01/meralco_2020_amended_gis_-_retirement_of_mr._j.m.p._melendres.pdf</p> <p>The current composition of the Management Team is published in the Company Website: https://company.meralco.com.ph/corporate-governance/management-team-and-executive</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board conducts an annual assessment of the President & CEO's leadership, working relations with the Board, communication and working relations with Management. The Remuneration and Leadership Development Committee exercise functional oversight in the development and administration of</p>	

		<p>leadership development/succession planning and retention programs for executives and officers such as heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive) which include career development, promotions, and performance evaluation.</p> <p>Links: Annual Report, pages 69 and 72: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Remuneration and Leadership Development Committee Charter, Article B.2, page 2: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1433818863.9928e1d01e76f50e57dc0740a76b3eec_0.pdf </p>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>The Company's Revised Manual of Corporate Governance mandates the Board to formulate and to annually review the Company's mechanism for performance assessment of the Board and</p>	
2. Board establishes an effective performance management framework	Compliant		

<p>that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>		<p>Management, principally the President and Chief Executive Officer (CEO).</p> <p>The annual performance of Management and employees is also assessed through the achievement of the Company's Goals and Initiatives (GAINs) indicators.</p> <p>Revving up to Achieve a Culture of Excellence (RACE) is Meralco's Employee Performance Management System. It was created to ensure alignment between performance and the overall company objectives to promote a culture of high performance and meritocracy (advancement based on individual ability or achievement). It is a holistic approach that captures the key elements of effective performance management such as performance planning, monitoring and development, and evaluation.</p> <p>Through the Performance Evaluation Plan (PEP), the overall contributions of individuals are recognized by accurately measuring what the employee delivers (i.e., results) and objectively assessing how the employee delivers results (i.e., behavior) over a given. It is the aim of the PEP to produce relevant information on employee performance that will serve as basis for various people management</p>	
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		<p>decisions relating to employee development and rewards.</p> <p>Performance of the Management and employees is evaluated on a biennial basis based on two critical factors:</p> <p>GOALS & INITIATIVES (GAINS) – measures the employee's work accomplishments during the performance period (i.e., individual goals vs. actual work accomplishments); and</p> <p>VALUES & BEHAVIOR (V&B) – measures how well the employee met expectations based on the behavioral manifestations of the seven Corporate Values, namely: Customer Service, Performance, Accountability/Empowerment, Integrity/Transparency, Teamwork/Collegiality, Malasakit and Makabayan.</p> <p>Employee performance is rated using a 5-point rating scale, where “1” is the highest rating and “3” is the passing rating. Performance ratings are to be subjected to a calibration and validation process to check on the fairness of the ratings and to ensure consistency in the application of standards among all raters.</p> <p>Link:</p>	
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		<p>Company Website: https://company.meralco.com.ph/corporate-governance/employee-development-and-engagement</p> <p>Accordingly, 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.</p> <p>Link: Annual Report, pages 58 and 69: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system</p> <p>The Board, through the Audit Committee, evaluates the effectiveness of the internal control system of the Company, seeks management's assurance on the</p>	

		<p>adequacy and effectiveness of the Company's internal control system and oversees Management's Control Policy.</p> <p>Links: Revised Manual of Corporate Governance, Article I, Section 5, page 12: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p> <p>Audit Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2018-03/03022018_auditcomcharter_1.pdf?null</p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>The internal control system, detailed in the company's Management Control Policy, Code of Ethics, and Conflict of Interest Policy, includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p> <p>Links: Meralco website: https://company.meralco.com.ph/corporate-governance/companys-policies</p> <p>Management Control Policy https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/83df1043a77873700ef49b2559a77a92.pdf?null</p>	

		<p>Code of Ethics, Article IV, pages 5-7: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>Conflict of Interest Policy https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507537560.fea8c510112d9a9c74e8b490b5e46cde.pdf?null</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>On October 24, 2019, the Board approved a revised Internal Audit Charter which remains effective to date.</p> <p>Link: Revised Internal Audit Charter (2019): https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor-documents/Internal%20Audit%20Charter%20approved%2010242019.pdf?null</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>Meralco has a robust Enterprise Risk Management (ERM) framework to monitor and manage its strategic, regulatory,</p>	

		<p>operational and financial risks. The company adopted ISO 31000 as its model for ERM framework. The Enterprise Risk Management Manual was approved and adopted by the Company to provide the methodology and processes for risk management including:</p> <ul style="list-style-type: none"> • identification, assessment, evaluation and mitigation of risks or exploitation of opportunities; • definition of management responsibilities and accountabilities; and • escalation and reporting of company's key enterprise risks. <p>The risk management strategies were shown to be effective in the light of the operational and regulatory challenges brought about by the Covid-19 pandemic. These were detailed in the Annual Report, particularly in the Message of the Chairman of the Board and President and CEO.</p> <p>Links: Meralco Website: https://company.meralco.com.ph/corporate-governance/enterprise-wide-risk-management</p> <p>Annual Report, page 6 to 15: https://company.meralco.com.ph/investor-relations/annual-reports</p>	
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		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>The Board, through the Risk Management Committee, oversees the Enterprise-Wide Risk Management framework, identifies and assesses top risks and reviews the effectiveness of risk mitigation strategies and treatment plans developed by management.</p> <p>Links: Risk Management Committee accomplishments: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p>Risk Management Committee Charter: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1433818851.5ae6b5b5cf0bc3f510ed8e4768c9da92_2.pdf</p> <p>The Risk Management Policy Manual of the Company provides the methodology and process for the identification and assessment of risks, defines management accountability and covers a systematic process of assessing and reporting the company's top business risks.</p> <p>https://company.meralco.com.ph/corporate-governance/enterprise-wide-risk-management</p>	
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<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>	<p>Compliant</p>	<p>The Enterprise Risk Management (ERM) framework helps manage risks by influencing and collaborating with internal organizations and external stakeholders to identify best practices, controls and process improvement opportunities to address risks.</p> <p>ERM initiates the annual enterprise-wide assessment of the Company's top risks. Risk assessment is conducted to substantiate existing and emerging risks brought about by changes in regulations, market structure developments, technological/operational issues and external forces, including changes in weather patterns, customer satisfaction measures and evolving environmental sustainability issues. Top risks are quantified, and designated risk owners are asked to develop risk treatment and mitigation plans to address potential issues. The results are presented and vetted with the One Meralco Risk Management Committee and the Risk Management Committee of the Board.</p> <p>Link: Enterprise-Wide Risk Management: https://company.meralco.com.ph/corporate-governance/enterprise-risk-management</p>	
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Recommendation 2.12

<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>Compliant</p>	<p>Provide link to the company's website where the Board Charter is disclosed.</p> <p>On May 29, 2018, the Board approved a Board Charter which sets forth its purposes, authority, duties and responsibilities, structure and procedures in accordance with Securities and Exchange Commission ("SEC") Memorandum Circular No. 19, Series of 2016, otherwise known as the Revised Code of Corporate Governance for Publicly Listed Companies issued on November 22, 2016.</p> <p>The provisions in this Charter were lifted from the Company's Article of Incorporation (AOI), By-Laws, Revised Manual of Corporate Governance (MCG), Board Committee Charters and Policies approved by the Board.</p> <p>Link: Board Charter https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p>	
<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>	<p>Compliant</p>	<p>The Board Charter serves as a guide to the directors in the performance of their functions, setting their individual and collective roles, responsibilities and accountabilities This is supplemented by</p>	

		<p>the provisions of the Manual of Corporate Governance, By-Laws and the respective Charters of the Board Committees.</p> <p>Links: Board Charter https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p>By-Laws: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/by-laws.pdf</p> <p>Board Committee Charters: https://company.meralco.com.ph/corporate-governance/board-committees</p>	
3. Board Charter is publicly available and posted on the company's website.	Compliant	<p>The Board Charter is uploaded in the Company Website with the following links:</p> <p>Links: Board Charter https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Meralco website:</p>	

		https://company.meralco.com.ph/corporate-governance/board-matters	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p>The Company has an Insider Trading Policy which regulates the trading of shares by Company executives, officers and employees with direct access to unpublished information relating to the Company's financial and operating results, in the interest of good corporate governance and transparency. This Policy took effect on July 1, 2014.</p> <p>Link: Insider Trading Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507537559.0c7102e38f99560a3b96d3d9a605c801.pdf?null</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>As expressly stated in Article II, Section 6 of the Related Party Transactions Policy, the Company does not grant loans or any special financial assistance to directors.</p> <p>Link:</p>	

		<p>Article VII of the Revised Related Party Transactions Policy, page 13: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Revised%20RPT%20Policy_2.pdf?null</p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p>The Board decides on the Company's major projects and policy decisions, business plan and annual budgets and major investment funding.</p> <p>In 2020, the Board's major accomplishments included the following:</p> <p>Major Projects/Policy Decisions</p> <ul style="list-style-type: none"> ▪ Evaluation of compliance to the SEC Revised Code of Corporate Governance ▪ Approval of the Integrated Annual Corporate Governance Report (I-ACGR) ▪ Review and approval of the Revised Finance Committee Charter ▪ Conduct of the 2020 ASM ▪ Screening of nominees to the Board ▪ Approval of 2021 schedule of Board meetings ▪ Review and approval of the appointment of the Chief Commercial Officer, Head of Supply Chain Management, and Head of Corporate Communications ▪ Review and approval of the board committee composition ▪ Evaluation of compliance to ERC requirements ▪ Review and approval of business separation and unbundling plan reports 	

		<ul style="list-style-type: none"> ▪ Review and approval of public-private partnerships ▪ Approval of construction, development, and commissioning of substation assets ▪ Review and approval of power generation projects, interim power supply agreements (IPSAs) and power supply agreements (PSAs), technical services agreements, pole relocation projects, and other local and international business initiatives ▪ Approval of Audited Financial Statements ▪ Evaluation of incumbent external auditor and nomination of external auditor for 2020 ▪ Approval of report of external auditors covering the Company's Audited Financial Statements ▪ Approval of dividend declaration ▪ Review and approval of material RPTs ▪ 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 ▪ Review and approval of supply contracts in excess of PHP 50 million <p>Business Plan and Annual Budgets</p> <ul style="list-style-type: none"> ▪ Review and approval of the 2021 budget ▪ 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 	
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		<p>Major Investment Fundings</p> <ul style="list-style-type: none"> ▪ Infusion of equity to subsidiaries ▪ Renewal of credit lines, credit facilities, and bonds <p>These are disclosed in the Annual Report, pages 65 and 66: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p>Recommendation 3.1</p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>The Board has formed various Board Committees delegated with specific responsibilities. These Committees are established and guided by their respective committee charters. The same is disclosed in the Annual Report and posted in the Company Website.</p> <p>Currently, there are seven (7) standing Board Committees:</p>	

- Executive Committee;
- Nomination and Governance Committee;
- Audit Committee;
- Risk Management Committee;
- Remuneration and Leadership Development Committee;
- Finance Committee; and
- Related Party Transactions Committee.

In 2021, the Board established a Sustainability Committee to oversee the development and/or review of the Company's sustainability framework, agenda and policy in alignment with the Company's business philosophy and strategies.

Links:

Annual Report, pages 67 to 71:

<https://company.meralco.com.ph/investor-relations/annual-reports>

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

Meralco Website:

<https://company.meralco.com.ph/corporate-governance/board-committees>

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>The Company has an Audit Committee which assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit process, and compliance with laws and regulations. The specific duties and responsibilities are delineated in its Charter as posted in the Company Website.</p> <p>In particular, Article C of the Audit Committee Charter provides that the Audit Committee has the power to 1. review with Management and the external auditors the results of the audit of the financial statements and evaluation of internal accounting controls; 2. review and evaluate procedures and criteria for the selection, appointment, annual performance evaluation and if appropriate, termination of services of the external auditors and recommend to the Board for approval, the appointment, reappointment or removal of the external auditors, duly accredited by the SEC and ratified by the shareholders; and 3.</p>	
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		<p>Monitor compliance and adherence by the Company with all applicable laws and regulations pursuant to which the Company conducts its operations and business activities.</p> <p>Links: Audit Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?nu </p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees </p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Non-compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p>	<p>The Audit Committee ably assists the Board by exercising independent oversight over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with laws and regulations.</p> <p>The Audit Committee is composed of six (6) appropriately qualified non-executive directors. Both the Chairman and another member, are Independent Directors while the remaining members of the Audit Committee are all non-executive directors. One member, Ms. Anabelle</p>

			<p>Chua, has over 20 years of experience in the areas of accounting, corporate finance, treasury, financial control and credit risk management.</p> <p>Links: The members of the Audit Committee, including their qualifications and type of directorship are stated in the Company Website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p><i>*Profile of Directors:</i> Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143 in relation to 144: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 7-19:</p>
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			https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>The members of the Audit Committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. The committee composition and their profiles can be found in the Company Website.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p><i>*Profile of Directors:</i> Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	

		<p>Definitive Information Statement 2020, pages 7-19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>Ret. Chief Justice Artemio V. Panganiban, Lead Independent Director and Chairman of the Audit Committee, is not the Chairman of the Board or of any other committee. The information on the Audit Committee Chairman can be found in the Company Website:</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p>Definitive Information Statement 2021, page 13: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 15 and 16: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p>	

<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>The Audit Committee reviews and approves the audit plan, scope of work and proposed fees of the Company's external auditors, SGV & Co. CPAs (SGV) for audit and <i>non-audit services</i>. For non-audit services, Management is required by required to disclose to the Audit Committee any engagement contracting the appointed independent auditors to ensure that their independence will not be compromised.</p> <p>The Audit Committee ensures that non-audit services, if allowed or approved, are disclosed in the Company's Annual Report.</p> <p>In 2020, the non-audit services performed by the external auditor of the Company pertain to the review of the Company's Business Separation and Unbundling Plan and Universal Charge Report.</p> <p>Link: The terms of engagement, scope of services and fees of the external auditors were reviewed and approved by the Audit Committee as shown in the following:</p> <p><i>Annual Report/Audited Financial Statement</i></p>	
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		<p>(SEC Form 17-A), pages 134 to 143: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Annual Report, pages 70, 75 and 76: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Definitive Information Statement 2021, page 38: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>The Audit Committee holds executive sessions with the External Auditors without the presence of Management. Last 11 December 2020, the Audit Committee held separate executive session with the engagement partner of the external auditors, SGV, including the private session of the Audit Committee Chair with the Chief Audit Executive. The agenda in these</p>	

		<p>meetings involved matters the Audit Committee and the auditors believe should be discussed without the presence of the executive director or officers from management.</p> <p>Links: Annual Report, page 70: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/internal-controls-and-audit</p> <p>https://company.meralco.com.ph/corporate-governance/board-committees</p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p>The Audit Committee had six (6) meetings in 2020.</p> <p>Links: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p>Annual Report, page 70:</p>	

		https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Definitive Information Statement 2021, page 31: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>The Audit Committee recommends the appointment or replacement of the internal audit head or Chief Audit Executive who shall functionally report to the Committee, and ensure that the internal audit organization shall be free from interfering in determining its scope, performance of its work, and in communicating its results.</p> <p>In 2018, the Board approved the appointment of the new Chief Audit Executive (CAE), Melanie T. Oteyza, upon the recommendation of the Audit Committee. Ms. Oteyza is still the CAE of the Company.</p> <p>Links:</p>	

		<p>Audit Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?null</p> <p>Definitive Information Statement 2018 (SEC Form 17-A), List of Acts of the Meralco Board: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2019-04/meralco_2019_definitive_information_statement.pdf</p> <p>Definitive Information Statement 2021, page 20: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	Compliant	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>The Company has a Nomination and Governance Committee. Its duties and responsibilities 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</p>	

		<p>Management, and providing programs for continuing education of the Board.</p> <p>Moreso, the Nomination and Governance Committee undertook 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.</p> <p>Links: Revised Nomination and Governance Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Nom%20and%20Gov%20Charter%20Rev.%20Code%204%20Series%20of%202019.pdf?null</p> <p>Annual Report, pages 65 and 69: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-compliant	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p>	The Nomination and Governance Committee effectively ensures compliance with and proper observance by the Company with

			<p>corporate governance principles and practices. Independent and objective judgment is practiced at all times by the Committee given that the Chairman, is an Independent Director while all other members are non-executive directors.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees </p> <p>*Profile of Directors: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors </p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143 in relation to 144: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null </p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null </p> <p>Definitive Information Statement 2020, pages 7-19:</p>
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			https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>The chairman of the Nomination and Governance Committee, Mr. Pedro Emilio O. Roxas, is an Independent Director.</p> <p>Links: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p>Annual Report, page 67 https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Definitive Information Statement 2021, page 31 https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p>The Nomination and Governance Committee met five (5) times in 2020.</p>	

		<p>Links:</p> <p>Annual Report, page 69: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p>Definitive Information Statement 2021, page 31 https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
Recommendation 3.4			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p>The Risk Management Committee was formed to assist the Board of Directors in fulfilling its oversight responsibilities in establishing a risk management infrastructure capable of addressing risks to the Company.</p> <p>Link: Risk Management Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-</p>	

		documents/Risk%20Management%20Committee%20Charter.pdf?null	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-compliant	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p>	<p>The Board is assisted by the Risk Management Committee that independently oversees the Company's Enterprise Risk Management System. It is chaired by a Non-Executive director while two (2) members are Independent Directors and the remaining members are all non-executive directors.</p> <p>Links: Annual Report, pages 70 and 71: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null </p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committee </p> <p><i>*Profile of Directors:</i> Meralco Website: https://company.meralco.com.ph/corporate-governance/board-directors </p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143 in relation to 144:</p>

			https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null Definitive Information Statement 2020, pages 7-19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROCC</p> <p>The Chairman of the Risk Management Committee, Mr. Jose Ma. K. Lim, is not the Chairman of the Board or of any other committee.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees </p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null </p>	

		Definitive Information Statement 2021, page 31: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROCC.</p> <p>Ms. Anabelle L. Chua, one of the members of the Risk Management Committee, has over 20 years of experience in the areas of accounting, corporate finance, treasury, financial control and credit risk management.</p> <p>Links: Profile of Ms. Anabelle L. Chua: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/profile/2018-03/03082017_bodanabellechua.pdf?null </p> <p>Company Website: https://company.meralco.com.ph/corporate-governance/board-committees </p> <p>Definitive Information Statement 2021, pages 14 and 15: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null </p>	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p>	

<p>tasked with reviewing all material related party transactions of the company.</p>		<p>The Related Party Transactions Committee was formed to assist 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. This information can be found in the Annual Report and the Company Website.</p> <p>Link: Related Party Transactions Committee Charter: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2018-01/2017_rptcom_0.pdf?null</p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p>The Chairman, Mr. Pedro O. Roxas and another member, Ret, Chief Justice Artemio V. Panganiban are Independent Directors while all other members are non-executive directors. The information on the members of the RPT Committee, including their qualifications and type of directorship, are stated in the Annual Report as well as in the Company Website.</p> <p>Links: Annual Report, page 71 https://company.meralco.com.ph/investor-relations/annual-reports</p>	

		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 130 and 131: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2021, page 31: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p>	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p> <p>The Company's Board Committees have their respective committee charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information. All the Charters are uploaded in the Company Website, particularly in the page for Board Committees.</p>	

		<p>Link:</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p> <p>Executive Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Executive%20Committee%20Charter.pdf?null</p> <p>Nomination and Governance Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Nom%20and%20Gov%20Charter%20Rev.%20Code%204%20Series%20of%202019.pdf?null</p> <p>Audit Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?null</p> <p>Risk Management Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Risk%20Management%20Committee%20Charter.pdf?null</p> <p>Remuneration and Leadership Development Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/RLDC%20Charter.pdf?null</p> <p>Finance Committee Charter:</p>	
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		https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Finance%20Committee%20Charter.pdf?null Related Party Transactions Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/RPT%20Committee%20Charter.pdf?null	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p>The members of the Board evaluate the overall performance of the committees based on the provisions of the Board Committee Charters. Also, each committee member evaluates 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.</p> <p>Links: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters https://company.meralco.com.ph/corporate-governance/board-committees Annual Report, page 72: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco 2020 annual report for web.pdf?null </p>	

3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p>The Committee Charters are all uploaded to the Company Website.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-committees</p>	
<p>Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<p>Recommendation 4.1</p>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>Directors attend and actively participate in meetings of the Board, Committees and shareholders in person, through tele-/videoconferencing, or through remote communication. Procedures for board and/or committee meetings, including tele/videoconferencing are provided in the Company's By-Laws, Revised Manual of Corporate Governance, and Board Charter as supplemented by existing laws and SEC regulations.</p>	

		<p>As stated in the Board Charter, Article XIV, Section F, page 16, the Board observes the pertinent guidelines set in SEC Memorandum Circular no. 15 (2001) in the conduct of Board meetings through teleconferencing or videoconferencing. The Board likewise complies with SEC Memorandum Circular No. 6, Series of 2020 on the guidelines for remote participation in corporate meetings in support of an expanded community quarantine to contain the coronavirus (COVID-19) pandemic.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Other information on the attendance and participation of directors to Board, Committee and shareholders' meetings can be found in the following:</p> <p>Meralco Website(Board Meeting): https://company.meralco.com.ph/corporate-governance/board-matters</p> <p>By-Laws, Article II, Section 4, pages 4-5: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/by-laws.pdf</p> <p>Board Charter, Article XIV, pages 15 and 16:</p>	
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		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Article I, Section 12.2 (f) (page 27) and Article II (pages 28-29) of the Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p>Information on the attendance and participation of directors to Board, Committee and shareholders' meetings are disclosed in the Annual Report and posted in the Company's website.</p> <p>Links: Annual Report, pages 66 and 67: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), page 144: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Definitive Information Statement 2021, page 31: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-</p>	
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		04/meralco_amended_definitive_information_state ment_april_27_2021.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>In accordance with Article I, Section 12.2 (f) (page 27) and Article II (pages 28-29) of the Revised Manual of Corporate Governance, materials and related supporting documents to be used in the meetings of the board and board committees are given at least five (5) business days in advance, to give sufficient time for the directors to read and understand them.</p> <p>Links: Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters</p> <p>Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>The directors may ask the necessary questions or seek clarifications and</p>	

		<p>explanations during the Board and Committee meetings.</p> <p>Board members are also free to contact and discuss with Management and Corporate Secretary issues or matters that need clarification or information that they may need in the discharge of their board functions.</p> <p>Link: Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	Non-compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	<p>Under the Board Charter, the non-executive directors of the Board may concurrently serve as directors of other publicly listed companies but they must ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the Company.</p> <p>Non-executive directors are provided advance notice of proposed meeting agenda, together with supporting documents, so as to give them reasonable period of time within which to study and prepare for the</p>

			<p>meeting, challenge Management's proposals or views, and oversee the long-term strategy of the Company.</p> <p>Also, the Board ensures that all its members attend most, if not all, of its meetings, extensively discuss all matters affecting the Company and its stakeholders as well as its long-term strategy.</p> <p>Accordingly, in 2020, no director has attended less than 86% of the board meetings.</p> <p>Links:</p> <p>Board Charter https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Meralco Website: https://company.meralco.com.ph/corporate-governance/board-matters</p> <p>Annual Report, pages 66 and 67: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>
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			<p>The directorships of the directors in both listed and non-listed companies are stated in the Definitive Information Statement (DIS) 2020 and 2021:</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 7-19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p>
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>On May 29, 2018, the Board approved a Board Charter which provides, among others, that a Director should notify the Board before accepting a directorship in another company.</p> <p>Link: Board Charter, Section IX (e): https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Board_Charter.pdf?null</p> <p>Also, the Company's Conflict of Interest Policy requires all directors to submit a Full</p>	

		<p>Business Interest Disclosure Statement not later than January 31 of each year. This includes the disclosure of each director's affiliations and directorships in other companies. The Nomination and Governance Committee of the Board annually reviews the prescribed Full Business Interest Disclosure of all incoming Directors to ensure that the Board's membership has a proper mix and diversity of qualifications, background, experience, independence, and skills needed to effectually perform its responsibilities.</p> <p>Link: Conflict of Interest Policy https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Conflict%20of%20Interest%20Policy.pdf?null</p>	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>The only executive director in the Board is the Company's President and CEO, Atty. Ray C. Espinosa who does not serve in more than two boards of listed companies outside the group.</p> <p>The directorships of the directors in both listed and non-listed companies are stated in the Definitive Information Statement (DIS) 2020 and 2021:</p>	Link: Annual Report, page 52:

		<p>Definitive Information Statement 2021, pages 9 and 10: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 11 and 12: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<p>The Board, as part of the agenda of its meeting on November 25, 2019 approved the schedule of 2020 Board meetings, subject to confirmation at the start of the year.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters</p> <p>Annual Report, page 65 https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>2020 Definitive Information Statement- List of Acts of the Board, page 201: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf</p>	

3. Board of directors meet at least six times during the year.	Compliant	<p>Indicate the number of board meetings during the year and provide proof</p> <p>The Board met fifteen (15) times in 2020. 2020 Annual Stockholders' Meeting and Board Meeting Attendance are disclosed in the Annual Report and in the Company Website.</p> <p>Links: Annual Report, page 66: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters 2020 Board Committee Meeting Attendance is stated in the 2021 Definitive Information Statement, page 31: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null </p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant	<p>Indicate the required minimum quorum for board decisions</p>	<p>The minimum quorum adopted by the Board, which is in accordance with the Philippine Corporation Code and the Company's Amended By-Laws, is</p>

			<p>majority of 11 Directors of the Board (50% +1), or at least 6 Directors.</p> <p>Nevertheless, consensus among directors for most if not all resolutions are reached through open, transparent, and vigorous discussions. Based on the 2020 Board Meeting attendance and voting records, more than two-thirds (2/3) of the BOD were present at and have voted upon proposed resolutions at every meeting. Hence, in practice, board decisions are arrived at in a meeting attended by at least 2/3 of the members of the BOD.</p> <p>2020 Board Committee Meeting Attendance is stated in the Definitive Information Statement, page 31:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board	The Board is composed of a majority of non-executive directors, and is able to constantly exercise objective and

			<p>independent judgment on all corporate affairs.</p> <p>Out of 11 members, although at present only two (2) are independent directors, only one (1), the President and CEO is executive director, while the remaining eight (8) are all non-executive directors.</p> <p>The Company has evaluated the prospect of adding independent directors to comply with the Revised Corporation Code.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/board-directors</p>
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>The independent directors possess all the qualifications and none of the disqualifications to hold the positions. The profiles of the independent directors are disclosed in the Company Website while the required qualifications of an independent director are provided in the Manual of Corporate Governance.</p>	

		<p>Links: *Profiles of the independent directors</p> <p>Definitive Information Statement 2021, Artemio Panganiban, page 13; Pedro O. Roxas, page 14: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, Artemio Panganiban, page 15; Pedro O. Roxas, page 16: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>The qualifications and disqualifications of the independent directors are stated in Article I, Section 2 of the Revised Manual of Corporate Governance (pages 6-7): https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p>	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>The Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	

		Links: *Board Independence: https://company.meralco.com.ph/corporate-governance/board-directors	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>The Revised Manual of Corporate Governance states that independent directors may serve for a maximum of nine consecutive years reckoned from 2012, making sure, however, that the shareholders' legal right to vote and be voted directors remains inviolable.</p> <p>If the company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and advise the shareholders of such justification during the annual shareholders' meeting.</p> <p>Reckoned from 2012, the Company's Independent Directors have yet to reach the cumulative term of nine years in 2021.</p> <p>Links: Meralco website (Independent Directors): https://company.meralco.com.ph/corporate-governance/board-matters </p>	

		<p>Said profile and qualifications as well as the years the independent directors serve years as such are likewise reflected in the 2021 Definitive Information Statement:</p> <p>Definitive Information Statement 2021, Artemio Panganiban, page 13; Pedro O. Roxas, page 14: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, Artemio Panganiban, page 15; Pedro O. Roxas, page 16: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Provide a information or link/reference to document containing information on the company's policy on term limits for its independent director</p> <p>Article I, Section 2.2 of the Revised Manual of Corporate Governance states that independent directors may serve for a maximum of nine consecutive years reckoned from 2012, making sure, however, that the shareholders' legal right to vote and be voted directors remains inviolable.</p>	

		<p>If the company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and advise the shareholders of such justification during the annual shareholders' meeting. The Revised Corporate Governance Manual is uploaded to the website.</p> <p>Link: <i>Revised Manual of Corporate Governance, Article I, Section 2.2, page 7:</i> https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>Article I, Section 2.2 of the Company's Manual of Corporate Governance states that independent directors may serve for a maximum of nine consecutive years reckoned from 2012, making sure, however, that the shareholders' legal right to vote and be voted directors remains inviolable.</p> <p>If the company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and advise</p>	

		<p>the shareholders of such justification during the annual shareholders' meeting. The Revised Corporate Governance Manual is uploaded in the website.</p> <p>Link: Revised Manual of Corporate Governance, Article I, Section 2.2, page 7: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null </p>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>The Company's Chairman is Mr. Manuel V. Pangilinan and the President and CEO is Atty. Ray C. Espinosa as disclosed in the General Information Sheet.</p> <p>Link: Amended 2020 General Information Sheet, page 4: https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-01/meralco_2020_amended_gis_-_retirement_of_mr._j.m.p._melendres.pdf </p>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p>	

		<p>The roles and responsibilities of the Chairman and the Chief Executive Officer are disclosed in the Revised Manual of Corporate Governance as well as in the By-Laws.</p> <p>Links: Revised Manual of Corporate Governance, pages 9-10 for the Chairman and pages 25-26 for the CEO: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p> <p>The positions of the Chairman and the Chief Executive Officer are held by two (2) separate individuals.</p> <p>The Company's Chairman is Mr. Manuel V. Pangilinan and the President and CEO is Atty. Ray C. Espinosa as disclosed in the General Information Sheet.</p> <p>Link: Amended 2020 General Information Sheet, page 4: https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-01/meralco_2020_amended_gis_-_retirement_of_mr._j.m.p._melendres.pdf</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	

		<p>Section 4.4 of the Revised Manual of Corporate Governance provides that the Board shall consider designating a lead director among the independent directors if the Chairman of the Board is not independent and if the positions of the Chairman of the Board and Chief Executive Officer are held by one person.</p> <p>Considering that the Chairman of the Board is not an independent director, the appointment of a Senior or Lead Independent Director was endorsed to, and approved by, the Board of Directors. The Board subsequently appointed Independent Director (ID) Ret. Chief Justice Artemio V. Panganiban as the Lead Independent Director to serve as such until the next Lead ID is appointed. As Lead ID, he has the following functions:</p> <ul style="list-style-type: none"> a. To serve an intermediary between the Chairman and the other directors when necessary; b. To convene and chair meeting of the non-executive directors; and c. To contribute to the performance evaluation of the Chairman, as required. <p>The Lead Independent Director will not, however, act as Chairman in the absence</p>	
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		<p>of the Chairman, the same having been delegated to the Vice-Chairman.</p> <p>Links: Annual Report, pages 56 and 65: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters Article I, Section 4.4. (page 9) of the Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf </p>	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>Provide proof of abstention, if this was the case</p> <p>The Company's Revised Code of Ethics in relation to Conflict of Interest Policy requires all its directors and officers to abstain and/or inhibit themselves from participating in discussions on a particular agenda when they are conflicted.</p> <p>Link: Revised Code of Ethics, Article IV, Section 4 (page 7): </p>	

		<p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>Except with respect to the Related Party Transactions as discussed in Note 22 to the consolidated financial statements as at December 31, 2019 and 2018 and for each of the three (3) years ended December 31, 2019, there was no transaction during the last three (3) years involving MERALCO in which any of its directors or executive officers, any nominee for election as director, or security holder owning 10% or more of MERALCO's total outstanding shares and members of their immediate family had a material interest.</p> <p>In 2020, the list of material RPTs in Note 22 does not include any transaction where a director has material interest that would affect the corporation and require his abstention.</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 134 to 143: https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p>	
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		<p>Notes to Audited Financial Statements—Annual Report/Audited Financial Statement (SEC Form 17-A), Note 21, pages 62 to 64:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	Compliant	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p> <p>The Audit Committee, which is composed of non-executive directors undertakes executive sessions with the Chief Audit Executive (CAE) and the External Auditors without the presence of Management. The conduct of executive session with the external auditors and the chief audit executive at least once a year is provided for in the charter of the Audit Committee.</p> <p>On December 11, 2020, the Audit Committee held separate executive session with the engagement partner of the external auditors, SGV. The agenda in these meetings involves matters the Audit Committee or the auditors believe should be discussed without the presence of the executive director or officers from management.</p> <p>Links: Annual Report, pages 70, 92 and 93</p>	

		<p>Report of the Audit Committee: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco website (Board Committees): https://company.meralco.com.ph/corporate-governance/board-committees</p>	
2. The meetings are chaired by the lead independent director.	Compliant	The meetings between the non-executive directors (NEDs) and the external auditor and heads of the internal audit, compliance and risk functions, in the absence of the executive director, were chaired by Ret. CJ Panganiban, the Company's lead independent director and Chairman of the Audit Committee.	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p>Provide name/s of company CEO for the past 2 years</p> <p>None of the directors is a former CEO of the Company in the last two (2) years. The Company Chairman, Mr. Manuel V. Pangilinan was the President and CEO from July 1, 2010 until May 28, 2012. This is disclosed the Annual Report.</p> <p>The only executive director in the Board, Atty. Ray C. Espinosa, is the current President and CEO of the Company and has been holding said position since May</p>	

		<p>2019. Mr. Oscar S. Reyes was the Company's former President and CEO but is no longer a member of the Board of Directors.</p> <p>Link: Annual Report, pages 65, 66 and 78: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), page 127: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p>	
<p>Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.</p>			
<p>Recommendation 6.1</p>			
<p>1. Board conducts an annual self-assessment of its performance as a whole.</p>	<p>Compliant</p>	<p>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees</p> <p>The Board conducts an annual self-assessment of its performance as a whole. The Board conducted the 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</p>	

		<p>directors' performance and effectiveness in the discharge of their duties.</p> <p>The Corporate Secretary hereby attests that such annual self-assessment for the 2020 Board Performance was conducted by the Board on March 9, 2021.</p> <p>Links: Annual Report, page 72: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Definitive Information Statement 2021, pages 30 and 32: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters </p>	
2. The Chairman conducts a self-assessment of his performance.	Compliant	<p>The Chairman conducts a self-assessment of his performance.</p> <p>The Chairman of the Board hereby attests that annual self-assessment of his 2020 performance was conducted on March 9, 2021.</p>	

		<p>Links:</p> <p>Annual Report, page 72: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters</p>	
3. The individual members conduct a self-assessment of their performance.	Compliant	<p>The individual members conduct a self-assessment of their performance.</p> <p>The Corporate Secretary hereby attests that the annual self-assessment of the 2020 performance of the Board was conducted on March 9, 2021.</p> <p>Links:</p> <p>Annual Report, page 59: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters</p>	

<p>4. Each committee conducts a self-assessment of its performance.</p>	<p>Compliant</p>	<p>Each committee conducts a self-assessment of its performance.</p> <p>The Corporate Secretary hereby attests that such annual self-assessment was conducted by the Board on March 9, 2021.</p> <p>Links: Annual Report, page 72: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/board-matters</p>	
<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>Compliant</p>	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>The Company engaged the services of the Good Governance Advocates and Practitioners of the Philippines (GGAPP) for the evaluation of the 2019 Board, Committee, and CEO performance assessment. A copy of the GGAPP Letter on Meralco Board Evaluation is hereto attached for reference.</p> <p>Links: Annual Report, page 56:</p>	

		https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/corporate-governance-in-meralco	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p> <p>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.</p> <p>The Board conducted the Y2020 performance assessment on March 9, 2021, through employment of the following assessment forms, with the following processes and criteria:</p> <p>1. Board Self-Assessment - each director assessed the board</p>	

		<p>performance as a whole and their individual performance on the following categories:</p> <ul style="list-style-type: none"> a) Board structure and qualifications b) Board duties and responsibilities c) Duties and responsibilities as an individual director <p>2. General Board Committee Performance Assessment – each director assessed the overall performance of the following committees, based on the provisions of the Board Committee Charters.</p> <p>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.</p> <p>4. President and CEO Performance Assessment – each director assessed the President & CEO's leadership, working relations with the Board, communication and working relations with Management.</p> <p>Links:</p>	
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		<p>Meralco website (Board Matters): https://company.meralco.com.ph/corporate-governance/board-matters</p> <p>Annual Report, page 72: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The Company Website (http://www.meralco.com.ph/), has a section, "Contact Us" that can be used by all stakeholders, including shareholders, in sending feedback, complaints or inquiries:</p> <p>The Company website https://company.meralco.com.ph/investor-relations/shareholders-information also provides the contact information of Corporate Compliance (formerly Stockholder Affairs) as well as the Stock Transfer Agent:</p> <p>Corporate Compliance (formerly Stockholder Affairs)</p> <p>G/F, Lopez Building, Meralco Center, Ortigas Avenue, Brgy. Ugong, Pasig City, 1605 Philippines</p>	

		<p>Tel. No.: (632) 8632-8884, (632) 8632-8883, (632) 8632-8765 Fax No.: (632) 632-8885 E-mail: corporate.compliance@meralco.com.ph</p> <p>TRANSFER AGENT</p> <p>RCBC Stock Transfer, G/F Grepalife Building</p> <p>221 Sen. Gil Puyat Avenue corner Pasong Tamo St., Makati City</p> <p>Telephone numbers:</p> <p>(632) 88924197 (632) 88949000 local 3694 (632) 88949000 local 3692 (632) 88927566</p> <p>E-mail: rcbcstocktransfer@rcbc.com</p> <p>Company Contact details are likewise reflected in the Annual Report.</p> <p>Feedback from shareholders, if any, may be raised during the Nomination and Governance Committee meeting</p>	
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		<p>together with the performance assessments results or during the Annual Stockholders Meeting.</p> <p>Link: Annual Report, page 107: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco website: https://company.meralco.com.ph/investor-relations/shareholders-information</p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>The Company's Code of Business Conduct and Ethics (Revised 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</p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant		

		<p>performance of their respective duties and responsibilities. The Revised Code of Ethics also provides for the ethical standards to be observed by all directors, officers, and employees in their relationships among themselves and in dealing with the Company's customers, suppliers, business partners, competitors, government, regulators, creditors, stockholders and the general public.</p> <p>Link: Revised Code of Ethics: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>Copies of the Revised Code of Ethics are disseminated to all directors, officers and employees, posted in the Company's internal program—the MyHRExpress facility, and explained to the directors, officers and employees during onboarding or orientation programs and seminars. It is also uploaded to the Company Website.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/revised-code-ethics</p> <p>Annual Report, page 59:</p>	
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		https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p>On February 26, 2018, the Company formalized its anti-corruption policy and program through an Anti-Bribery and Corruption Policy approved by the Board aiming to curb and penalize company involvement in offering, paying, and receiving bribes.</p> <p>Link:</p> <p>Anti-Bribery and Corruption Policy https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Anti-Bribery%20and%20Corruption%20Policy.pdf?null</p> <p>The Company's Anti-Bribery and Corruption Policy and Program is also embodied in Article VIII, Section 1 of the Revised Code of Ethics which prohibits the commission of any act that may be construed as direct or indirect bribery and</p>	

		<p>corruption, as defined by law, of government officials to facilitate any transaction or gain any perceived or actual favor or advantage.</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>The Company's anti-corruption policy is reinforced by the following policies:</p> <p>A. Conflict of Interest Policy which requires all Directors, Officers and Employees to observe at all times the highest degree of fairness, accountability, transparency and integrity in the performance of their duties and responsibilities to the Company, free from any form of conflict or contradiction with their own personal interest.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Conflict%20of%20Interest%20Policy.pdf?null</p> <p>B. Policy on Solicitation and Acceptance of Gifts which requires Directors, Officers, and Employees to refrain from putting themselves in situations or</p>	
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		<p>acting in a manner that could significantly affect the fair, objective, independent, and/or effective performance of their duties and responsibilities in the Company while transacting with third parties. As such, solicitation and acceptance of gifts from Third Party entities are prohibited.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Policy%20on%20Solicitation%20and%20Acceptance%20of%20Gifts.pdf?null</p> <p>C. Amended Suppliers Business Conduct which prohibits corruption, extortion and embezzlement. Suppliers shall comply, at all times, with all applicable anti-bribery and corruption laws. Suppliers shall not offer, accept, promise, pay, permit, or authorize bribes and kickbacks, which include giving of gifts to the Company's Directors, Officers or Employees or other means to obtain an undue or improper advantage.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Policy%20on%20Solicitation%20and%20Acceptance%20of%20Gifts.pdf?null</p>	
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		<p>Violations of these policies are penalized in the Company's Code on Right Employee Conduct.</p> <p>These policies are uploaded to the Company Website.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/other-policies</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>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.</p> <p>The Company's Corporate Governance Office has the specific task of implementing and monitoring corporate governance policies, including the Code of Ethics, throughout the organization and the definition of the process by which such</p>	

		<p>policies are implemented and monitored and reports the same to the Nomination and Governance Committee.</p> <p>Article X of the Revised Code of Ethics provides for specific guidelines on the implementation and monitoring of compliance with its provisions:</p> <ol style="list-style-type: none"> 1. Each director, officer or employee is encouraged to consult with the Corporate Governance Office or with the appropriate offices with the authority to enforce specific Code guidelines issued pursuant to this Code when in doubt about the best course of action in a particular situation relating to a subject matter of this Code. 2. Organization Heads have the responsibility for the monitoring, ensuring, and enforcing compliance with this Code within their area of jurisdiction. The Organization Heads shall also be responsible for reporting noncompliance with this Code to their hierarchy or the Corporate Governance Office whenever appropriate, including taking or implementing disciplinary actions 	
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		<p>after proper exercise of due process.</p> <ol style="list-style-type: none"> 3. The Company's directors, officers and employees have the duty to report any observed violations of this Code and to communicate the same to our supervisors and immediate Heads, or the Corporate Governance Office, when appropriate. The Company takes steps to ensure the protection of those who report violations in good faith. On the other hand, the Company shall impose sanctions on those who attempt to conceal or hamper the investigation of any violation of this Code. 4. The Company shall take all reports of potential violations of this Code seriously and are committed to confidentiality and exercise of due process for the investigation of allegations. Employees who are under investigation for potential violation of this Code will have an opportunity to be heard prior to any final decision of our Company. 5. Any administrative investigation or penalty imposed under the 	
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		<p>provisions of this Code shall be independent of, and without prejudice to, any other legal action that may be instituted against the party concerned under existing laws and regulations.</p> <p>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 which endorses the same to the Board for direction. The process of implementing and monitoring compliance with the Code of Ethics is disclosed in the Annual Report while the Code of Ethics is uploaded to the Company Website.</p> <p>Links: Annual Report, page 59: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Revised Code of Ethics, Article X, page 10: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline- </p>	
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		files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null Revised Internal Audit Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Internal%20Audit%20Charter%20approved%2010242019.pdf?null	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>The Company's Corporate Governance Office has the specific task of implementing and monitoring corporate governance policies, including the Code of Ethics, throughout the organization and the definition of the process by which such policies are implemented and monitored and reports the same to the Nom&Gov Committee.</p> <p>As provided in the Annual Report, 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. Policies are uploaded to the Company Website.</p> <p>Links: Annual Report, page 60: https://company.meralco.com.ph/investor-relations/annual-reports </p>	

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Meralco website: https://company.meralco.com.ph/corporate-governance/other-policies Revised Internal Audit Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Internal%20Audit%20Charter%20approved%2010242019.pdf?null	
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Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>The Company, has always endeavored to faithfully comply with the disclosure and reportorial requirements of SEC, PSE, Philippine Dealing & Exchange Corp. (PDEX), and other relevant regulatory bodies. The Company's policies embody an utmost respect to the right of the minority shareholders while pursuing corporate interest. This includes the timely, fair, and accurate disclosure of material information.</p>	
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		<p>Link: Annual Report, page 56 https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>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.</p> <p>Quarterly Reports: http://www.meralco.com.ph/investorrelations/quarterly-reports</p> <p>Financial Results: http://www.meralco.com.ph/investorrelations/financial-results</p> <p>Annual Reports: http://www.meralco.com.ph/investorrelations/annual-reports</p> <p>These and other corporate disclosures and procedures are found in the Company website:</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/compliance-and-performance</p>	
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		<p>https://company.meralco.com.ph/company-disclosures/sec-filings</p> <p>Under Article I of the Revised Code of Ethics, all directors, officers and employees are enjoined to comply with all laws, rules and regulations governing the business operations of the Company and enfranchising its corporate existence, listing in the stock exchange, and utility operations. In the performance of their duties, all directors, officers and employees shall, at all times, be aware of and adhere to the requirements and restrictions imposed by laws, rules and regulations and the Company's standards, policies, rules and procedures.</p> <p>Link: Revised Code of Ethics, Article I, page 3: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p>	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while	Compliant	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>Company distributes or makes available annual consolidated reports, cash flow statements, and special audit revisions.</p>	

<p>interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>The Company's 2020 Audited Consolidated Financial Statements were released on March 1, 2020, sixty (60) days after financial year-end.</p> <p>Links: 2020 Consolidated Financial Results of the Company: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2021-03/2020_audited_financial_statement.pdf</p> <p>2020 Quarterly reports are likewise disclosed and published within forty-five (45) days from reporting period:</p> <p>1st Quarter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/q1_2020_results_briefing_reports.pdf</p> <p>2nd Quarter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-07/1h_2020_results_briefing_reports.pdf</p> <p>3rd Quarter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-10/9m_2020_results_briefing_reports.pdf</p> <p>These interim reports and the 2020 Audited Consolidated Financial Results of the Company are disclosed in the Company Website:</p>	
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		https://company.meralco.com.ph/company-disclosures/sec-filings	
2. Company discloses in its Annual Report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>Provide link or reference to the company's Annual Report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <p>The complete list of the Public Ownership Report of Meralco as at December 31, 2020 was disclosed to the SEC, PSE, and PDEx on January 11, 2021, where approximately 79.03% of the Company shares are held by principal and strategic shareholders, and the remaining 20.97% shareholdings are held by directors, officers, employees, the government, other corporations, and other individuals.</p> <p>The Company has a straightforward structure of alliance among its affiliates, and joint ventures, with no joint-holding or cross-holding of shares. There is no pyramid shareholding structure within the Group. There is also an equitable treatment of all shareholders.</p> <p>The Company's policies embody an utmost respect to the right of the minority</p>	

		<p>shareholders while pursuing corporate interest. In this light, the Company ensures:</p> <ul style="list-style-type: none"> i) The timely, fair, and accurate disclosure of material information; ii) The 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; iii) That RPTs are disclosed in the Company's Notes to financial statements; and iv) That Disinterested shareholders decide on all RPTs which require shareholders' approval. <p>Links:</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), pages 148:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edg_e_no=fda6bd28016a48085d542af6f1e997b9</p> <p>Annual Report, page 62:</p> <p>https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
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		<p>Definitive Information Statement, page 391; Schedule I: Map Showing the Relationships among the Companies within the Group (Conglomerate Map): https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	Compliant	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p>Insider Trading Policy regulates trading of shares by Company directors, executives, officers and employees with direct access to unpublished information relating to the Company's financial and operating results, in the interest of CG and transparency. All Directors and Key Officers of the Company are required to disclose/report to the company any dealings in the company's shares not later than one (1) trading day after the event occurrence. This policy took effect on December 1, 2014. An earlier version of the Policy took effect on July 16, 2010.</p>	

		<p>Link: Insider Trading Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507537559.0c7102e38f99560a3b96d3d9a605c801.pdf?null</p> <p>The actual dealings of the directors and officers for Y2020 are reported to the SEC through Statement of Beneficial Ownership of Securities (23-A) and published in the Company Website:</p> <p>https://company.meralco.com.ph/company-disclosures/sec-filings</p> <p>The list of actual dealings in 2020 of directors and officers involving the corporation's shares including their nature, and number/percentage is stated in the Annual Report, pages 63,74 and 75 : https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Insider Trading Policy regulates trading of shares by Company executives, officers and employees with direct access to unpublished information relating to the Company's financial and operating results, in the interest of CG and transparency. All Directors and Key</p>	

		<p>Officers of the Company are required to disclose/report to the company any dealings in the company's shares not later than one (1) trading day after the event occurrence. his policy took effect on December 1, 2014. An earlier version of the Policy took effect on July 16, 2010.</p> <p>Link: Insider Trading Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507537559.0c7102e38f99560a3b96d3d9a605c801.pdf?null</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	Compliant	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>The Company discloses the shareholdings of directors, management, and top 100 shareholders in its Annual Report and in the Company website while the changes in the beneficial ownership of directors, officers (or persons performing similar functions) and controlling shareholders resulting from the trading of Company shares are regularly posted in the Company Website.</p> <p>The company's Conglomerate Map is published in the Annual Report as well as in the Definitive Information Statement.</p>	

		<p>Links:</p> <p>Annual Report, pages 62, 74, and 75: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Definitive Information Statement, page 391; Schedule I: Map Showing the Relationships among the Companies within the Group (Conglomerate Map): https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>List of Top 100 Stockholders as at December 31, 2020: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-01/top100stockholdersreportdecember312020.pdf</p> <p>Public Ownership Report as at December 31, 2020: https://edge.pse.com.ph/openDiscViewer.do?edge_no=fda6bd28016a48085d542af6f1e997b9</p>	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential	Compliant	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	


<p>conflicts of interest that might affect their judgment.</p>		<p>The Board discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment. The profiles of directors are made available through the Company's Annual Report, the Definitive Information Statement, and the Company Website.</p> <p>Links:</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/board-directors</p> <p>Annual Report, Board of Directors, pages 78 to 83; for share ownership as at December 31, 2020, page 74: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Definitive Information Statement 2021, pages 6-17: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 7-19: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p>	
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<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Relevant and material information on key executives are disclosed in the Company's Annual Report, the Definitive Information Statement, and the Company Website but the more comprehensive details are found in the Definitive Information Statement.</p> <p>Links:</p> <p>Definitive Information Statement 2021, pages 17-26: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Definitive Information Statement 2020, pages 19-30: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Annual Report (Share ownership as at December 31, 2020), pages 74 and 75: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
<p>Recommendation 8.4</p>			

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>The Company's directors receive a per diem for their attendance in the Board and Board Committee meetings.</p> <p>In 2013, the shareholders approved an additional remuneration for the Board, which could be in the form of a fixed retainer, bonus or stock grant or a combination thereof, as may be approved by the Board. The total value of such additional compensation, in whatever form so given, shall not exceed one percent (1%) of the income before tax of the Company during the preceding year. The rationale of such additional remuneration of directors is to recognize the invaluable services rendered by the Company's directors in profitably steering the business affairs of the Company, which has produced record highs in financial performance over the past four years.</p> <p>The role and responsibility of directors is critical in the success, accomplishments, and profitability of the Company. It is for this reason that the approval for additional remuneration for directors was sought. In line with the said rationale, during its 25 October 2013 meeting, the Board</p>	
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		<p>approved the provision of additional and performance-based remuneration in the form of a Stock Grant ("Grant").</p> <p>The Company's directors receive per diem fees for their attendance to Board and Board Committee meetings. In 2018, each director is entitled to a per diem allowance of PhP140,000 for every board meeting attended and PhP24,000 for every committee meeting. The Board remuneration in 2020 is disclosed in the Company's Annual Report.</p> <p>Link: Annual Report, page 69: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Audited Financial Statement- Notes 22 to the Consolidated Financial Statements, page 79: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2021-03/2020_audited_financial_statement.pdf</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>The Company adopts a remuneration policy comprised of fixed and variable</p>	

		<p>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 Board's Remuneration and Leadership Development Committee (RLDC).</p> <p>The Company compensates employees, including the Senior Management and executives, 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.</p> <p>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.</p> <p>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</p>	
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		<p>aggregate basis for a three-year period as well as executives' attainment of a minimum level of performance rating.</p> <p>Link: Annual Report, page 58 and 69: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p>The remuneration of directors and executives are disclosed in the Annual Report, including Board remuneration on an individual basis.</p> <p>  </p>	

The top five (5) key officers of the Company have received an aggregate remuneration of PhP225 million. For more information on the aggregate total remuneration paid to all key officers, please refer to the discussion on Note 22 in the Notes to Consolidated Financial Statements: Executive Compensation:

NAME	YEAR	SALARIES ¹	BONUS ²	OTHER ANNUAL COMPENSATION ³
<i>Amounts in Millions</i>				
Chief Executive Officer (CEO) and four (4) most highly compensated executive officers ⁴	Projected 2021	₱119	₱75	₱16
	2020	131	84	10
	2019	117	184	7
All other key officers, other officers and directors as a group (excluding the CEO and four most highly compensated executive officers)	Projected 2021	213	110	28
	2020	215	103	23
	2019	204	309	23

¹ Basic salaries and allowances.

² Includes government-mandated payout and variable pay.

³ Commutation of unused leave benefits.

⁴ Comprised of the following: Ray C. Espinosa, President and CEO; Betty C. Siy-Yap, Senior Vice President and Chief Finance Officer; Rogelio L. Simpson, Senior Vice President and President and CEO, Meralco PowerGen Corporation; William S. Pamintuan, Senior Vice President, Chief Legal Counsel, Assistant Corporate Secretary, Compliance Officer and Head, Legal and Head, Corporate Governance and Data Privacy Officer; Ronnie L. Aperocho, Senior Vice President and Head, Networks and President and Chief Executive Officer, MIESCOR.

Link:

Annual Report, page 68:

<https://company.meralco.com.ph/investor-relations/annual-reports>

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

Definitive Information Statement 2021, page 33:

		https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Related Party Transactions (RPT) Policy ensures that transaction of the Company with its related parties are conducted in fair and at arms' length terms. It requires review of material/significant RPTs by the RPT Committee to determine whether these RPTs are in the best interest of the Company. The RPT Policy is disclosed in the Company's Revised Manual of Corporate Governance, and the Company Website.</p> <p>Link: <i>Revised Manual of Corporate Governance, Article III (page 29) in relation to Article I, Section 9.7 (pages 24-25):</i> https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p> <p>Except with respect to the Related Party Transactions as discussed in Note 22 to the Consolidated Financial Statements as at December 31, 2019 and for each of the</p>	

		<p>three (3) years in the period ended December 31, 2019, there was no transaction during the last three (3) years involving MERALCO in which any of its directors or executive officers, any nominee for election as director, or security holder owning 10% or more of MERALCO's total outstanding shares and members of their immediate family had a material interest. Note 22 does not include transaction which would require abstention by a director.</p> <p>Link: <i>Definitive Information Statement, Certain Relationships and Related Transactions, page 32 in relation to Note 22 of the Notes to Consolidated Financial Statement, pages 79 to 81:</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions 	

		<p>Note 22 of the Consolidated Financial Statement of the Company discloses the following RPTs involving the Company:</p> <p><i>Pole Attachment Contract with PLDT, Inc. ("PLDT")</i> MERALCO has a pole attachment contract with PLDT similar to third party pole attachment contracts of MERALCO with other telecommunication companies. Under the pole attachment contract, PLDT shall use the contracted cable position exclusively for its telecommunication cable network facilities.</p> <p><i>Sale of Electricity under Various Service Contracts</i> MERALCO sells electricity to related party shareholder groups within the franchise area such as PLDT, Metro Pacific and JG Summit and their respective subsidiaries, and affiliates for their facilities within MERALCO's franchise area. The rates charged to related parties are the same ERC-mandated rates applicable to all customers within the franchise area.</p> <p><i>Purchase of Telecommunication Services from PLDT and Subsidiaries</i> The MERALCO Group's telecommunications carriers include PLDT</p>	
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		<p>for its wireline and Smart Communications, Inc. and Digitel Mobile Philippines, Inc., for its wireless services. Such services are covered by standard service contracts between the telecommunications carriers and each legal entity within the MERALCO Group</p> <p><i>Purchase of Goods and Services</i> In the ordinary course of business, the MERALCO Group purchases goods and services from its affiliates and sells power and renders services to such affiliates.</p> <p><i>PSAs with Joint Ventures and Associates</i> MERALCO signed long-term PSAs with the following related parties: SBPL, RP Energy, St. Raphael, and PEDC.</p> <p><i>Advances to FPM Power</i> FPM Power has a non-interest-bearing loan from MPG Asia amounting to US\$110 million (PhP5,776 million) as at December 31, 2020 and 2019 which is due and demandable. The allowance for expected losses related to the non-interest-bearing loan amounted to PhP5,776 million and PhP2,322 million, respectively. The loan remains outstanding as at December 31, 2020.</p> <p><i>Transaction with MERALCO Retirement Benefits Fund ("Fund")</i></p>	
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		<p>MERALCO's Retirement Fund holds 6,000 common shares of RP Energy at par value of PhP100 per share, with total carrying amount of PhP600,000 or an equivalent 3% equity interest in RP Energy. The fair value of RP Energy's common shares cannot be reliably measured as these are not traded in the financial market. As at December 31, 2020 and 2019, the fair value of the total assets being managed by the Fund amounted to PhP33.9 billion and PhP35.0 billion, respectively.</p> <p>Other details of each material/significant RPT are disclosed by the Company in Note 22 to the Consolidated Financial Statements.</p> <p>Link: Definitive Information Statement, Note 22 of the Notes to Consolidated Financial Statement, pages 79-81: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>The Company's Conflict of Interest Policy requires directors and officers to annually sign and submit a Full Business Interest Disclosure form not later than January 31 of</p>	

		<p>each year detailing all their material transactions or conflict of interest situations. Also, as soon as a director, officer, or employee becomes aware of an actual or potential conflict of interest situation where he is involved in, he must disclose this in writing to the appropriate Clearance Authority to seek clearance or advice within fifteen (15) days from occurrence thereof.</p> <p>Link: Conflict of Interest Policy: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507537560.fea8c510112d9a9c74e8b490b5e46cde.pdf?null</p>	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Provide link or reference where this is disclosed, if any</p> <p>The Annual Report provides a disclosure that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p> <p>Link: Annual Report, page 63: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>Meralco website (RPT Committee): https://company.meralco.com.ph/corporate-governance/board-committees</p>	

Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>Provide link or reference where this is disclosed</p> <p>The Board commits at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the stakeholders.</p> <p>All material information may include: earnings results, acquisition or disposition of assets, board changes, related party transactions, shareholdings of directors, changes in ownership, remuneration (including stock options) of all directors and senior management, corporate strategy, and off balance sheet transactions.</p> <p>All disclosed information may be released via the approved stock exchange procedure for Company announcements as well as through the annual report. The Company shall cause the filing of all required information for the interest of the stakeholders.</p> <p>Link: <i>Material facts or events, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of</i></p>	

		<p>its shareholders and other stakeholders are disclosed in the Meralco website:</p> <p>https://company.meralco.com.ph/company-disclosures/sec-filings</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p>In cases of acquisition of corporate control in the capital markets and other extraordinary transactions such as mergers and sales of substantial portions of the corporate assets the Company, through its BOD, will appoint an independent party to evaluate the fairness of the transaction.</p> <p>In 2017, in accordance with the Agreement of Shareholders and Subscription of Shares among MERALCO, Pioneer Insurance & Surety Corporation ("Pioneer Insurance") and RSIC, RSIC issued new common shares to Pioneer Insurance and MERALCO, resulting in a dilution of MERALCO's ownership interest in RSIC to 49%. Under the Agreement, MERALCO has the right to sell to Pioneer Insurance, and Pioneer Insurance has the obligation to buy, MERALCO's 49% stake in RSIC which is exercisable by MERALCO at any time during the period from January 1, 2023 to December 31, 2023.</p>	

		<p>This is disclosed in the Definitive Information Statement (page 74) and in the Notes to Consolidated Financial Statements (Annual Report, page 111) which was audited by the Company's appointed external auditors, SGV & Co.</p> <p>The shareholders' agreement was evaluated and approved by the SEC to ensure the fairness of the transaction.</p> <p>Link: Definitive Information Statement 2018, page 74: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2018-04/2018_definitive_information_statement_-_pdf</p> <p>There is no acquisition of corporate control in the capital markets and other extraordinary transactions such as mergers and sales of substantial portions of the corporate assets which would require the Company, through its BOD, to appoint an independent party to evaluate the fairness of the transaction.</p>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the	Compliant	<p>Provide link or reference where these are disclosed.</p> <p>It is the policy of the Company to disclose the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may</p>	

control, ownership, and strategic direction of the company.		<p>impact on the control, ownership, and strategic direction of the company. Disclosure shall be made to the SEC which will be published in the Company Website:</p> <p>https://company.meralco.com.ph/company-disclosures/sec-filings</p> <p>In 2020, the Company has no such agreements to disclose.</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p> <p>The Revised Manual of Corporate Governance is the foundation of Meralco's governance policies, which states the responsibilities of the Board, Management and the Company to stockholders and all other stakeholders. It complies with the SEC Code of Corporate Governance under SEC Memorandum Circulars No. 2 Series of 2002, No. 6 Series of 2009, No. 9 Series of 2014, and No. 19 Series of 2016.</p> <p>Link: Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p>	

2. Company's MCG is submitted to the SEC and PSE.	Compliant	<p>The Revised Manual of Corporate Governance was amended and submitted to the SEC and PSE on April 24, 2017. There were no changes and updates on the Manual of Corporate Governance in 2020.</p> <p>Links: Submissions to the SEC: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2018-03/1494222146.7586e05c9d2962383115025a670b5cce.pdf?null</p> <p>Submission to the PSE: http://edge.pse.com.ph/openDiscViewer.do?edge_no=cf125c74699a10e83318251c9257320d#sthash.Ntlnay7e.dpbs</p>	
3. Company's MCG is posted on its company website.	Compliant	<p>The Company's Revised Manual of Corporate Governance is posted on the website. There were no changes and updates on the Manual of Corporate Governance in 2020.</p> <p>Link: Revised Manual of Corporate Governance: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p>	

1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>Provide proof of submission.</p> <p>The Revised Manual of Corporate Governance was amended and submitted to the SEC and PSE on April 24, 2017. There were no changes and updates on the Manual of Corporate Governance in 2020.</p> <p>Links: Submission to the SEC: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2018-03/1494222146.7586e05c9d2962383115025a670b5cce.pdf?null Submission to the PSE: http://edge.pse.com.ph/openDiscViewer.do?edge_no=cf125c74699a10e83318251c9257320d#sthash.Nflnqy7e.dpbs </p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	<p>Provide link or reference to the company's Annual Report containing the said information.</p> <p>The Annual Report discloses the following information:</p>	
a. Corporate Objectives	Compliant	<p>a. Corporate Objectives, b. Financial performance indicators, c. non-financial performance indicators, d. dividend policy, e. biographical details of all directors,</p>	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	f. attendance details of each director in all meetings held during the year, and the g. total remuneration of each member of the board of directors	
f. Attendance details of each director in all directors meetings held during the year	Compliant	Links: Annual Report: a. Corporate Objectives, page 64 (Strategies and Growth Platforms); b. Financial performance indicators, page 73;	
g. Total remuneration of each member of the board of directors	Compliant	c. non-financial performance indicators, page 73; d. dividend policy, page 60; e. biographical details of all directors, pages 78 to 83; f. attendance details of each director in all meetings held during the year, pages 66 and 67; g. total remuneration of each member of the board of directors, page 68. https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance,	Compliant	Provide link or reference to where this is contained in the Annual Report The Annual Report includes a statement confirming the Company's full compliance with the Code of Corporate Governance.	

<p>identifies and explains reason for each such issue.</p>		<p>Links:</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), page 151: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Annual Report, page 56: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
<p>3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p>	<p>Compliant</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>The Annual Report includes a statement that the Board reviewed the Company's material controls (including operational, financial and compliance controls) and risk management systems.</p> <p>Link:</p> <p>Annual Report, page 64: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	

<p>4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p>	<p>Compliant</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>The Annual Report/Annual CG Report contains a statement from the Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p> <p>Link: Report of the Audit Committee, Annual Report, page 92 and 93: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Compliant</p>	<p>Provide link or reference to where these are contained in the Annual Report</p> <p>The Company discloses its key risks in the Annual Report, namely: a) financial risks; b) operational risks; c) regulatory and compliance risks; and d) strategic and corporate risks (including reputational risks).</p> <p>Link: Annual Report, page 73: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	<p>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</p> <p>Included in the primary responsibility of the Audit Committee is the recommendation on the appointment or replacement of the External Auditor based on the results of their review of their performance. It is also their responsibility to review and approve the fees of the external auditors. The same is disclosed in the Annual Report and Audit Committee Charter.</p> <p>Links: Annual Report, page 76 and 92: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Audit Committee Charter, Article C, Section 2.9, page 3: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?null </p>	

<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>The Audit Committee recommends to the Board for approval, the appointment, reappointment, removal of the external auditors, duly accredited by the SEC, and ratified by the Shareholders.</p> <p>Link: <i>Audit Committee Charter, Article C, Section 2.9, page 3:</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?nu </p> <p>In 2020, the Company's external auditors, SyCip Gorres Velayo & Co. (SGV) were evaluated, nominated, and recommended for appointment including their audit fees by the Audit Committee, and such recommendation was approved by the Board. The re-appointment of SGV was thereafter confirmed by the 957,238,061 shareholders vote in the Annual Stockholders' Meeting (ASM) held on May 27, 2020 or 84.929% of those who voted. The same is disclosed in the 2020 Annual Stockholders' Meeting (ASM) Voting Results per Resolution</p> <p>Links:</p>	
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		<p>Resolution 5. Appointment of External Auditors</p> <p>Upon favorable recommendation by the Company's Audit and Risk Management Committee, SGV & Co., were re-appointed by the stockholders to serve as the Company's external auditors for 2020-2020, tasked with the preparation of the annual audited financial statements. Below is the text of the resolution.</p> <p>"RESOLVED, that SGV & Company, Certified Public Accountants, be, as they hereby are, retained and appointed external auditor of the Company."</p> <table><tr><td>Count</td><td></td><td>%</td></tr><tr><td>Approve</td><td>957,238,061</td><td>84.929</td></tr><tr><td>Against</td><td>103,540</td><td>0.009</td></tr><tr><td>Abstain</td><td>2,540</td><td>0.000</td></tr></table> <p>Minutes of the 2019 ASM:</p> <p>Minutes of the 2020 Annual Stockholders' Meeting:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf</p> <p>Voting Results of the 2020 ASM:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/voting_results_per_resolution.pdf</p>	Count		%	Approve	957,238,061	84.929	Against	103,540	0.009	Abstain	2,540	0.000	
Count		%													
Approve	957,238,061	84.929													
Against	103,540	0.009													
Abstain	2,540	0.000													
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public	Compliant	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.													

<p>through the company website and required disclosures.</p>		<p>In case of removal of the external auditor, the reasons for removal or change are to be disclosed to the regulators and the public through the Company Website and required disclosures. The same is provided in the Audit Committee Charter.</p> <p>Link: Audit Committee Charter, Article C, Section 2.0, page 3: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?nu </p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p>The Audit Committee ensures that the external auditors or its lead audit partner of the external auditing firm assigned to the Company is changed or rotated once every five (5) years or such shorter or longer period provided under applicable laws and regulations.</p> <p>Link: Audit Committee Charter, Article C, Section 2.15, page 4: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-</p>	

		documents/Audit%20Committee%20Charter.pdf?nu ll	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Article C, Section 2.14 of the Audit Committee Charter provides that the Audit Committee has the responsibility of reviewing and confirming the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the Company (Statement of Independence) and evaluate any relationship or service disclosed in such Statement that may impact that may impact the objectivity, independence or quality of services of the external auditors and take response to such Statement to satisfy itself of the external auditor's independence. The Audit Committee also monitors compliance and adherence by the Company with all applicable laws and regulations to which the Company conducts its operations and business activities (Section 3.1, page 4). The Audit Committee Charter can be downloaded from the Company Website.</p> <p>Link:</p>	

		<p>Audit Committee Charter, Article C, Section 2.14, pages 3 and 4: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?nu </p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit Committee performs annual evaluation of the external auditors, reviews and assesses the integrity and independence of external auditors, exercises effective oversight to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The review and monitoring of the external auditor's suitability and effectiveness is done on an annual basis.</p> <p>Links: Audit Committee Charter, Article C, Sections 2.9 and 2.14, pages 3 and 4: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?nu </p> <p>Revised Manual of Corporate Governance, Article I, Section 9.4 (i), page 21: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline- </p>	

		files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit Committee assessed the independence, performance and effectiveness of the External Auditors, SGV & Co. CPAs (SGV) taking into consideration their credibility, competence, ability to understand complex related party transactions, and the adequacy of their quality control procedures.</p> <p>Links: Audit Committee Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?null</p> <p>Report of the Audit Committee, Annual Report, pages 92 and 93: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		
Recommendation 9.3			

1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p>The Audit Committee ensures that non-audit services performed by its external auditor are disclosed in the Company's Annual Report.</p> <p>In 2020, the non-audit services performed by the external auditor of the Company is in relation to the review of the Company's BSUP and UC report.</p> <table><tr><td></td><td>2020</td><td>2019</td></tr><tr><td></td><td colspan="2">(Amounts in millions)</td></tr><tr><td>Financial statements audit</td><td>₱9.8</td><td>₱8.9</td></tr><tr><td>Audit of financial statements in accordance with the requirements of the Business Separation and Unbundling Plan of the ERC</td><td>0.7</td><td>0.6</td></tr></table> <p><i>Note: The fees for non-audit services did not exceed those for audit services.</i></p> <p>Links:</p> <p>Audit Committee Charter, Article C, Section 2.13, page 3: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?null</p> <p>Definitive Information Statement 2021, page 33: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>		2020	2019		(Amounts in millions)		Financial statements audit	₱9.8	₱8.9	Audit of financial statements in accordance with the requirements of the Business Separation and Unbundling Plan of the ERC	0.7	0.6	
	2020	2019													
	(Amounts in millions)														
Financial statements audit	₱9.8	₱8.9													
Audit of financial statements in accordance with the requirements of the Business Separation and Unbundling Plan of the ERC	0.7	0.6													

		<p>Annual Report, page 76: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>	Compliant	<p>Provide link or reference to guidelines or policies on non-audit services</p> <p>The Audit Committee reviews the external auditor's proposed scope and approach, all audit and non-audit services to be performed by the external auditors, and the disclosure of any non-audit services performed by the external auditor to ensure that any potential conflict of interest will be immediately addressed.</p> <p>Under Article I, Section 9.4 (ix) of the Revised Manual of Corporate Governance, the Audit Committee is required to evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Company's overall consultancy expenses.</p> <p>The Audit Committee shall disallow any non-audit work that will conflict with his</p>	

		<p>duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Company's Annual Report;</p> <p>Link: Audit Committee Charter, Article C, Section 2.13, page 3: https://meralcomain.s3-ap-southeast-1.amazonaws.com/images/ckeditor/documents/Audit%20Committee%20Charter.pdf?null</p> <p>Revised Manual of Corporate Governance, page 22: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/1507250421.8dd4083abcd328358189a0b0f85bc682.pdf?null</p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p>The fees paid for non-audit services do not outweigh the fees paid for audit services. Details of the non-audit services performed by the external auditor are disclosed the in the company's Definitive Information Statement.</p> <p>In 2020, the non-audit services performed by the external auditor of the Company is in relation to the review of the Company's BSUP and UC report.</p>	

	2020	2019
	(Amounts in millions)	
Financial statements audit	₱9.8	₱8.9
Audit of financial statements in accordance with the requirements of the Business Separation and Unbundling Plan of the ERC	0.7	0.6

Link:

Audit Committee Charter, Section 2.13, page 3:

<https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Audit%20Committee%20Charter.pdf?null>

Definitive Information Statement 2021, page 3:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null

Annual Report, page 76:

<https://company.meralco.com.ph/investor-relations/annual-reports>

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

Additional Recommendation to Principle 9

1. Company's external auditor is duly accredited by the SEC under Group A category.

Compliant

Provide information on company's external auditor, such as:

1. Name of the audit engagement partner;
2. Accreditation number;
3. Date Accredited;
4. Expiry date of accreditation; and
5. Name, address, contact number of the audit firm.

SyCip Gorres Velayo & Co. (SGV & Co.) was reappointed as the independent external

		<p>auditor of the Company through the recommendation of the Audit Committee and the approval of the Board.</p> <p>Mr. Narciso T. Torres, who has extensive accounting and auditing experience, is the SGV lead engagement partner for the external audit of MERALCO for 2019. He is duly accredited by the SEC under Group A category with Accreditation Number 1511-AR-1, issued on October 18, 2018 and valid until October 17, 2021.</p> <p>SGV & Co. has its office at 6760 Ayala Avenue, Makati City, 1226 Metro Manila, Philippines Tel: (632) 891-0307 Fax: (632) 819-0872 / (632) 818-1377</p> <p>Annual Report, page 98: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	<p>Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and Members of the engagement team inspected by the SEC.</p> <p>As a covered firm under SEC Memorandum Circular No. 9, series of 2017 (Rules and Regulations on the</p>	

		Implementation of the Securities and Exchange Commission (SEC) Oversight Assurance Review (SOAR) Inspection Program, one of the engagement teams of SGV & Co. underwent SOAR inspection on November 12-23, 2018. The names of the members of this engagement team were provided to SEC during the inspection.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>The Company abides by the SEC's guidelines on sustainability reporting guidelines for publicly-listed companies.</p> <p>The Company also discloses its policies and practices on the management of economic, environmental, social and governance (EESG) issues in its website.</p> <p>These are reflected in the Sustainability Report for 2020 submitted to the SEC on May 14, 2021.</p> <p>Link: 2020 Sustainability Report incorporated in the Annual Report/Audited Financial Statement</p>	

		<p>(SEC Form 17-A), pages 456 to 550: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null https://edge.pse.com.ph/openDiscViewer.do?edg_e_no=fda6bd28016a48085d542af6f1e997b9</p> <p>2020 Sustainability Report https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/1621836039709586.pdf?null https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>Also, disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business can be found in the following reports:</p> <p>Financial and Economic Reports: https://company.meralco.com.ph/company-disclosures/audited-financial-statement https://company.meralco.com.ph/company-disclosures/sec-filings</p> <p>Environmental, Health, and Safety: https://company.meralco.com.ph/corporate-governance/environment-health-and-safety</p> <p>Social: The Company's policies, programs and practices to interact positively with the communities in which it operates, through OMF, are discussed in detail in the OMF's website:</p>	
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		http://www.onemeralcofoundation.org/ Governance: https://company.meralco.com.ph/corporate-governance/corporate-governance-in-meralco https://company.meralco.com.ph/investor-relations/annual-reports 2020 Sustainability Report https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/1621836039709586.pdf?null https://company.meralco.com.ph/investor-relations/annual-reports	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p>The Company's Sustainability Report for 2020 was prepared in accordance with the Global Reporting Initiative (GRI) Standards: Core Option with external assurance from DNV GL which is an independent organization and global provider of certification, assurance assessment, and training services. The organization validated the data presented in this report through a two-week external assurance process which included interviews with pertinent data handlers across the group.</p> <p>A copy of the Sustainability Report for 2020 submitted to the SEC on May 14, 2020: 2020 Sustainability Report incorporated in the Annual Report/Audited Financial Statement (SEC Form 17-A), pages 456 to 550:</p>	

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null https://edge.pse.com.ph/openDiscViewer.do?edge_no=fda6bd28016a48085d542af6f1e997b9 2020 Sustainability Report https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/1621836039709586.pdf?null https://company.meralco.com.ph/investor-relations/annual-reports	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.).</p> <p>Provide links, if any.</p> <p>The officers of the Company, led by the President and CEO, with the Chief Finance Officer and 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 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.</p> <p>Financial, Annual, and Quarterly reports are also posted in the company website.</p> <p>Links: https://company.meralco.com.ph/investor-relations/investor-relations-program</p> <p>Disclosures</p>	
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		https://company.meralco.com.ph/company-disclosures/sec-filings Schedule of Events http://www.meralco.com.ph/investor-relations/calendar-of-events News and Articles https://company.meralco.com.ph/news-and-advisories	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website The following information can be found in the Company Website:	
a. Financial statements/reports (latest quarterly)	Compliant	a. Financials statements - "Quarterly Financial Statement Link": https://company.meralco.com.ph/company-disclosures/audited-financial-statement	
b. Materials provided in briefings to analysts and media	Compliant	b. Materials provided in briefings to analysts and media: https://company.meralco.com.ph/investor-relations/quarterly-reports	
c. Downloadable Annual Report	Compliant	c. Downloadable Annual Report: https://company.meralco.com.ph/investor-relations/annual-reports	
d. Notice of ASM and/or SSM	Compliant	d. Notice of ASM and/or SSM: https://company.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings	

e. Minutes of ASM and/or SSM	Compliant	e. Minutes of ASM and/or SSM: https://company.meralco.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings	
f. Company's Articles of Incorporation and By-Laws	Compliant	f. Company's Articles of Incorporation and By-Laws: https://company.meralco.com.ph/corporate-profile/articles-of-incorporation-and-by-laws	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with SEC-prescribed website template. This can be verified through the link below. Link: https://www.meralco.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system The Audit Committee Report in 2020 discloses that the Board of Directors 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 directors have reviewed the effectiveness of the internal	

		<p>control system to ensure the integrity, effectiveness and adequacy of Meralco's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>The Internal Audit Office reports to the Audit Committee of the Board, which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. The Audit Committee reviews and reports to the Board the most critical accounting policies which are the basis for financial reports. It is the board that retains final responsibility for ensuring the integrity of the reporting systems.</p> <p>The Audit Committee also performed the following:</p> <ul style="list-style-type: none"> i. Discussed and reviewed the results of the audit findings and recommendations of the internal and independent auditors and their assessment of the Company's internal controls and the overall quality of the financial reporting process. ii. Reviewed the reports of the internal auditors and regulatory agencies, where 	
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		<p>applicable, ensuring that management is taking timely and appropriate corrective actions, including those addressing internal control and compliance issues.</p> <p>The review of internal controls is conducted annually by the directors based on the reports of the Management, Internal and external auditors.</p> <p>Link: Annual Report, pages 75 and 76; Report of the Audit Committee, Annual Report, page 92 and 93: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null For a more detailed list of quality service programs for internal audit functions: Revised Internal Audit Charter: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Internal%20Audit%20Charter%20approved%2010242019.pdf?null Internal Controls and Audit page, Meralco Website: https://company.meralco.com.ph/corporate-governance/internal-controls-and-audit </p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p>	

		<ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>The Company has an Enterprise Risk Management framework that establishes the process of identifying, prioritizing and measuring key risks, assigning accountability and responsibility for each identified risk, and a cascade process that ensures mitigating activities are embedded in the day to day activities of every employee. This enhances its ability to manage Business Risks.</p> <p>The Board reviews the company's material controls (including operational, financial and compliance controls) and risk management systems with the advice and recommendation of the Audit Committee, which in turn conducts a regular review of the Company's risk management activities. This is included in the accomplishment of the Board and the Risk Management Committee in 2020.</p> <p>The Risk Management Committee oversees the conduct of the annual risk assessment and update on the risk mitigation activities for specific risks. These</p>	
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		<p>are reported to the Board by the Risk Management Committee.</p> <p>In 2020, regulatory and Legal risks remain the key enterprise risks of the Company such risks related to the pending legal cases before the Supreme Court and Court of Appeals among others, changes in the regulatory environment that may affect the rules on system loss and PBR rules under the 4th and 5th Regulatory Periods. Any adverse decisions or changes might bear on the financials of the Company.</p> <p>The Company operates an extensive and complex Operations Technology and Information technology (OT/IT) infrastructures that are susceptible to both natural disasters such as typhoons or earthquakes and man-made threats such as cybersecurity and data privacy risks. These risks might also affect the safety and health of the Company employees, partners and other stakeholders.</p> <p>Meralco maintain relationships with different stakeholders, monitors new policies and regulations, and implement several management systems to be able to anticipate potential events, prepare contingency plans to be able to effectively respond to any risk events that might happened. The Company also has established several dedicated offices and groups to manage the above risks by</p>	
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		<p>implementing preventive, detective and corrective controls.</p> <p>The Enterprise Risk Management (ERM) policy aims to help Meralco grow shareholder value by comprehensively reviewing and improving its risk management infrastructure and culture to ensure that the relevant activities are aligned with the overall goals and strategies of Meralco. This policy provides the framework for managing risks in Meralco. It contains the baseline policies to guide all Meralco personnel who are directly or indirectly involved in operations, including all members of the Board of Directors or BOD, and Committees of the BOD, in taking appropriate actions and decisions pertaining to the management of Meralco's portfolio of risks.</p> <p>The Company's ERM framework is anchored mainly/mostly on two references: Committee of Sponsoring Organization (COSO) Framework and ISO 31000 (Risk Management – Principles and Guidelines).</p> <p>Links: <i>Risk Management Committee Charter</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor- </p>	
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		documents/Risk%20Management%20Committee%20Charter.pdf?null https://company.meralco.com.ph/corporate-governance/enterprise-wide-risk-management The Company's ERM framework is also disclosed in the Annual Report, page 73: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null A more detailed discussion on the major risks/ factors affecting the Company's financial position and results of operations, i.e., Regulated rates and cost recoveries; Sales volume and Philippine economic conditions; Electricity Supply Industry restructuring, is found in the Definitive Information Statement: Definitive Information Statement 2021: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness	Compliant	Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations. Indicate frequency of review. The Company faithfully complies with the corporate governance code, rules, and	

<p>initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>regulations promulgated and enforced by the SEC, PSE, Philippine Dealing & Exchange Corp. (PDEX), and other relevant regulatory bodies. It has consistently also kept itself abreast of the regulatory developments in the industry.</p> <p>The following attest to the Company's full compliance with the SEC Code of Corporate Governance:</p> <ul style="list-style-type: none"> - Chairman - President and Chief Executive Officer - Compliance Officer <p>The Audit Committee Report in 2020 discloses that the Board of Directors 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 directors have reviewed the effectiveness of the internal control system to ensure the integrity, effectiveness and adequacy of Meralco's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. This review is conducted annually by the directors</p>	
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		<p>based on the reports of the Management, Internal and external auditors.</p> <p>Links: Meralco website: https://company.meralco.com.ph/corporate-governance/corporate-governance-and-compliance-office</p> <p>Certificate of Compliance to CG Manual for the Year 2020: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-02/sec_17-c_-_certificate_of_attendance_and_compliance_to_cg_manual_for_the_year_2020_0.pdf</p> <p>Annual Report, page 56; Report of the Audit Committee, Annual Report, pages 92 and 93: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	<p>Provide information on IT governance process</p> <p>MERALCO is committed to protect its information assets and critical infrastructure from security threats to ensure availability, integrity, confidentiality, privacy, safety, and reliability. Through a well-defined Information Security Management System,</p>	

		<p>the company is governed by policies and controls embodied in its Information Security Policy Manual.</p> <p>The primary objectives of Information Security Management System are to: Establish clear roles and responsibilities from the management to the asset controllers and its users for the protection of information; Provide reasonable security assurance to support business objectives through secure technologies, regulatory compliance, and defined security maturity for energy utilities; and Provide guidance in the implementation of security controls to manage security risks.</p> <p>Information on the Company's Information Security Governance process is detailed in the Company website. https://company.meralco.com.ph/corporate-governance/information-security-governance-and-data-privacy</p>	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The Company has in place an in-house independent internal audit function. The internal audit activities conform to the</p>	

<p>value and improve the company's operations.</p>		<p>concepts and principles enunciated in the definition of internal auditing as an independent, objective assurance and consulting activity designed to add value and improve an organization's operations. Internal audit services are performed in accordance with the International Standards for the Professional Practice of Internal Auditing.</p> <p>The Internal Audit group is led by the Chief Audit Executive and includes highly qualified professionals with certifications, which include Certified Internal Auditors, Certified Information Systems Auditor, Certified Public Accountants and Registered Electrical Engineers.</p> <p>Link: Meralco website:: https://company.meralco.com.ph/corporate-governance/internal-controls-and-audit</p> <p>Annual Report, pages 75 and 76: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p>	

Ms. Melanie T. Oteyza is the Chief Audit Executive of the Manila Electric Company or MERALCO. Ms. Oteyza is a certified public accountant with international certifications from IIA USA such as Certified Internal Auditor, Certification in Risk Management Assurance, Certification in Control Self Assessment and a Qualified Validator in Quality Assurance for Internal Audit.

The responsibilities of the CAE are defined in Article I, Section 5.2 of the Revised Manual of Corporate Governance and Revised Internal Audit Charter.

Links:

Revised Manual of Corporate Governance, pages 13-14:

<https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance>

Revised Internal Audit Charter:

<https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Internal%20Audit%20Charter%20approved%2010242019.pdf?null>

Annual Report, pages 75 and 76:

<https://company.meralco.com.ph/investor-relations/annual-reports>

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>The Chief Audit Executive (CAE) oversees and is responsible for the internal audit activity of the organization. No internal audit activity is being outsourced to a third party service provider.</p> <p>Links: <i>Revised Manual of Corporate Governance, Article I, Section 5.2, page 13:</i> https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance</p> <p><i>Revised Internal Audit Charter:</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Internal%20Audit%20Charter%20approved%2010242019.pdf?null</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>Article I, Definition of Terms (m) of the Revised Manual of Corporate Governance provides that the Internal Auditor or Chief Audit Executive is the highest position in the corporation responsible for internal audit activities. If internal audit activities are performed by outside service providers, s/he is the person responsible for overseeing the service</p>	

		<p>contract, the overall quality of these activities, and follow-up of engagement results. In 2020, the internal audit activity of the Company has not been outsourced.</p> <p>Revised Manual of Corporate Governance, Definition of Terms (m), page 4: https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance</p>	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Provide information on company's risk management function.</p> <p>The Company has a separate risk management function to identify, assess and monitor key risk exposures.</p> <p>Meralco has a robust Enterprise Risk Management (ERM) framework to monitor and manage its strategic, regulatory, operational and financial risks. The EWRM is also a proactive process that is well linked to corporate goals and objectives, embedded in the corporate culture and is well integrated into critical and strategic planning and operational processes of the company. EWRM helps manage risks by influencing and collaborating with internal organizations and external stakeholders to identify best practices, controls and process improvement opportunities to address risks.</p>	

The Risk Management Policy Manual of the company which was approved in September 2009, provides for the methodology and process for the identification and assessment of risks, defines management accountability and covers a systematic process of assessing and reporting the company's top business risks.

The Risk Management Committee oversees the EWRM framework, the identification and assessment of top risks and reviews the effectiveness of risk mitigation strategies and treatment plans developed by management.

Links:

Meralco website:

<https://company.meralco.com.ph/corporate-governance/enterprise-wide-risk-management>

Annual Report, pages 70, 71 and 73:

<https://company.meralco.com.ph/investor-relations/annual-reports>

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Compliant</p>	<p>Identify source of external technical support, if any.</p> <p>The Company's Chief Risk Officer and risk management function suggests ERM policies and related guidance, as may be needed - this may include seeking external technical support in risk management if such competence is not available internally.</p> <p>In 2020, the Company's risk management function was able to adequately perform the necessary risk management activities and did not require external technical support.</p> <p>Links: Article I, Section 5.4 (d) of the Revised Manual of Corporate Governance: https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance</p>	
<p>Recommendation 12.5</p>			
<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p>	<p>Compliant</p>	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p>Ms. Betty C. Siy-Yap is the Company's Chief Risk Officer. She is a member of the Holdings Market Governance Board of the Philippine Dealing System Corp. She was a Partner at SyCip Gorres Velayo & Co. (a Member Firm of Ernst & Young Global)</p>	

before joining Meralco. 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 the J.L. Kellogg School of Management at Northwestern University/The Hong Kong University of Science and Technology.

The qualifications and backgrounds of Ms. Betty Siy-Yap are listed in the Definitive Information Statement, page 19 and in the Annual Report (SEC Form 17-A), page 136 and Annual Report, page 87:

Definitive Information Statement 2021, page 19:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null

Annual Report/Audited Financial Statement (SEC Form 17-A), page 136:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null

Annual Report, page 87:

<https://company.meralco.com.ph/investor-relations/annual-reports>

https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null

		<p>The responsibilities of the Chief Risk Officer are detailed in Article I, Section 5.4 of the Revised Manual of Corporate Governance, page 15:</p> <p>https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	Compliant	<p>Ms. Betty C. Siy-Yap, the Company's CRO, has the position of Senior Vice President and has adequate authority, stature, resources and support to fulfill her responsibilities.</p> <p>Definitive Information Statement 2021, page 19:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>Annual Report/Audited Financial Statement (SEC Form 17-A), page 136:</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p>Annual Report, page 87:</p> <p>https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	

Additional Recommendation to Principle 12

<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	<p>Compliant</p>	<p>Provide link to CEO and CAE's attestation</p> <p>The Company's President and Chief Executive Officer and Chief Audit Executive reviewed the adequacy and effectiveness of the overall internal control system of MERALCO and its subsidiaries, covering all material controls, including financial, operational internal control for 2020 are adequate and effective. and compliance controls and confirmed that the MERALCO Group's systems of Link:</p> <p>Meralco website: https://company.meralco.com.ph/corporate-governance/internal-controls-and-audit</p> <p>Confirmation Statement on Internal Control: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/6%20Confirmation%20Statement%20on%20Internal%20Control.pdf?null</p>	
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Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>Shareholders' rights, namely Voting Right; Pre-emptive Right; Right of Inspection; Right to Information; Right to Dividends; Appraisal Right; Right to Transparent, Fair Conduct of Stockholders' Meeting; and all</p>	
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		<p>other relevant rights are all provided in the Revised Manual of Corporate Governance, particularly in Article V thereof (pages 31-33):</p> <p>Link: Revised Manual of Corporate Governance, Article V, pages 31 to 33: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Provide link to company's website</p> <p>The Revised Manual of Corporate Governance which provides the basic rights of the shareholders is uploaded to the Company Website. Furthermore, the rights of shareholders are separately discussed in the Company Website under the page discussing Key Players in ensuring the application of good governance practices and policies within the Company.</p> <p>Links: Meralco website: Revised Manual of Corporate Governance page: https://company.meralco.com.ph/corporate-governance/revised-manual-corporate-governance</p> <p>Revised Manual of Corporate Governance:</p>	

		https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf Key Players page: https://company.meralco.com.ph/corporate-governance/key-players	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	<p>The Company's class of outstanding shares entitles the holder to one vote for one share. The same is disclosed in the Annual Report.</p> <p>Link: Annual Report, page 63: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null </p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>The Company has only one (1) classification of shares (common shares), with each share entitled to one (1) vote.</p> <p>Link: Annual Report, page 63: https://company.meralco.com.ph/investor-relations/annual-reports </p>	

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>It is the Company's policy to encourage shareholders, including institutional shareholders and minority shareholders, to attend and actively participate in the Annual Stockholders' Meeting (ASM). The 2020 ASM was held on Tuesday, May 26, 2020, at 10:00 AM at the Meralco Theater, Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City. In light of the COVID-19 pandemic, the Company conducted its first virtual ASM via live broadcast of the proceedings through the Stockholders Electronic Registration and Voting Express (SERVE). Stockholders were given opportunity to propound questions and raise concerns to the Board during the meeting.</p> <p>As in the previous years, the Company facilitated participation of stockholders who cannot attend the virtually 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.</p>	

The Company granted all stockholders, including minority stockholders, 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 27, 2020 for submission of proposed agenda and nomination of qualified candidates on or before March 6, 2020. The agenda and nominees were approved by the Board during its meeting on January 27, 2019 and March 30, 2020, respectively.

Voting Procedures

The Assistant Corporate Secretary reported a quorum with the attendance of stockholders who own or hold a total of 957,350,974 shares or approximately 84.94% 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. SERVE was also enhanced to allow the stockholders to attend and actively participate via remote communication and to cast their votes for the agenda items online.

The Corporate Secretary explained the vote tabulation procedures to the shareholders and stated that all shareholders were entitled to one vote for one share. Representatives from Reyes Tacandong &

		<p>Co., an independent third party, validated the voting results for each agenda item. The Company also allowed shareholders to freely express their views and raise their questions during the ASM through the SERVE portal.</p> <p>The Chairman of the Board, Chairman of the AuditCom, Chairman of the RLDC, Chairman of the Nom&Gov, Chairman of the Finance Committee, the Board, President and CEO, Chief Finance Officer (CFO), Corporate Secretary, Compliance Officer and Assistant Corporate Secretary, other officers of the Company, and its external auditor 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.</p> <p>The Company posted the resolutions approved during the ASM on its website the following day so that non-attending shareholders may be immediately informed.</p> <p>Link: 2020 ASM Voting Results https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/voting_results_per_resolution.pdf</p> <p><i>Minutes of the ASM, pages 3 and 4:</i></p>	
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		https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf Annual Report, page 61: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p>The Company's policies embody an utmost respect to the right of the minority shareholders while pursuing corporate interest. Salient provisions are:</p> <ul style="list-style-type: none"> 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) Related Party Transactions are disclosed in the Company's Notes to financial statements d) Disinterested shareholders decide on all Related Party Transactions which require shareholders' approval. 	

		<p>Link: Annual Report, pages 63: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p> https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null </p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	Compliant	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>The Board affords stockholders the right to propose the holding of meetings and to include agenda items ahead of the scheduled Annual and Special Shareholders' Meeting. The Board also adopts appropriate measures to ensure that stockholders' meetings are conducted in a fair and transparent manner as provided in its Revised Manual of Corporate Governance – Article V. Investors' Rights and Protection, Section 7.0 Right to Transparent and Fair Conduct of Stockholders Meeting - which is similarly posted in the Company Website.</p> <p>Link: Revised Manual of Corporate Governance, pages 32 and 33: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf </p>	

		<p>In accordance with the Revised Manual of Corporate Governance, the Board affords shareholders the right to propose the holding of meetings and to include agenda items ahead of the scheduled Annual and Special Shareholders' Meeting. Proposals for agenda items and for the holding of special stockholders meeting may be sent to the Corporate Governance Office through cgo.staff@meralco.com.ph. Proposals shall be evaluated by the Nomination and Governance Committee and/or endorsed to the Board of Directors for its review and/or approval.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/stakeholder-engagement</p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>The Board commits to treat all shareholders fairly and equitably, and also recognize, protect, and facilitate the exercise of their rights. Salient provisions are:</p> <p>a) Timely, fair, and accurate disclosure of material information b) Review of existing, and development of new, policies that will prevent the major</p>	

		<p>shareholders from gaining undue advantage over and at the expense of minority shareholders</p> <p>c) Related Party Transactions are disclosed in the Company's Notes to financial statements</p> <p>d) Disinterested shareholders decide on all Related Party Transactions which require shareholders' approval.</p> <p>Link: Annual Report, pages 63: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Policies with respect to protection of shareholders' rights are also detailed in the Company's Revised Manual of Corporate Governance.</p> <p>Link: Revised Manual of Corporate Governance, Article V. Investors' Rights and Protection, pages 31 to 33: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p>	
7. Company has a transparent and specific dividend policy.	Compliant	Provide information on or link/reference to the company's dividend Policy.	

Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration

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 (CCNI) for the year with a "look-back" basis, which allows the Company to pay special dividends beyond 50% of the CCNI 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 2020:

Declaration Date	Record Date	Payment Date	Rate per Share
February 24, 2020	March 20, 2020	April 15, 2020	Php 10.395
July 27, 2020	August 20, 2020	September 15, 2020	Php 4.697

Link:
Annual Report, page 60:

		<p>https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Definitive Information Statement 2021, page 107: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p> <p>The Company follows the general practice in the country in the declaration and payment of dividends to its shareholders:</p> <ul style="list-style-type: none"> • The Declaration Date is the day that the corporation's Board of Directors announces its approval of a dividend payment. The Board will also announce the Record Date and the Payment Date of the dividend. • The Ex-Dividend Date is the first day when buying a stock does not entitle the buyer to the dividends. • The Record Date is the date after which new buyers of the shares will not qualify to receive dividend payments. • The Payment Date is the date that the dividends are actually paid in the form of checks or credited to shareholders' investment accounts. 	
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Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>The Company appointed an independent auditing firm, Reyes and Tacandong & Co., to supervise and validate the canvassing of votes of the shareholders during the Annual Stockholders' Meeting (ASM) of 2020. This was recorded in the ASM Minutes which was also posted in the company website.</p> <p>Link: Minutes of the 2020 Annual Stockholders' Meeting, page 3: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf</p>	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>The Company released its notice of Annual Stockholders' Meeting (with detailed agenda and explanatory circulars), as announced to the Exchange, on April 15, 2020, 41 days before the May</p>	

		<p>26, 2020 scheduled date of the meeting in accordance with the Revised Corporation Code and the By-Laws of the Company.</p> <p>Links: Notice of the 2020 Annual Stockholders' Meeting with detailed agenda: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>2020 ASM Minutes: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf</p> <p>The Company upholds the rights of all shareholders, including minority stockholders, to participate in decisions affecting the Company such as in the approval of remuneration or increase in remuneration of non-executive and executive directors.</p> <p>Link: Annual Report, pages 61 and 63: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
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		<p>In 2020, no Agenda of ASM includes the shareholders' approval of the remuneration or any changes therein.</p> <p>Preliminary Information Statement (SEC Form 20-IS: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/meralco_preliminary_is_march_2020.pdf</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>The profiles of the Directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies) are stated in Notice of Annual Stockholders' Meeting incorporated in the Definitive Information Statement:</p> <p>Links:</p> <p>Definitive Information Statement 2020, pages 7-19 in relation to Annex A: Agenda Details and Rationale, No. 8: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Definitive Information Statement 2021, pages 7-16 in relation to Annex A: Agenda Details and Rationale, No. 8:</p>	

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null	
b. Auditors seeking appointment/re-appointment	Compliant	<p>The information on the Auditors seeking re-appointment is stated in Notice of Annual Stockholders' Meeting incorporated in the Definitive Information Statement:</p> <p>Link: Definitive Information Statement 2020, page 32 in relation to Annex A: Agenda Details and Rationale, No.9: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null</p> <p>Definitive Information Statement 2021, page 35 in relation to Annex A: Agenda Details and Rationale, No. 8: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
c. Proxy documents	Compliant	<p>Proxy forms are provided in the Notice and can downloaded from the Company Website as well.</p> <p>Links: Notice of Annual Stockholders' Meeting incorporated in the Definitive Information Statement: Definitive Information Statement 2021, Proxy Form:</p>	

		https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null Definitive Information Statement 2020, Proxy Form: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2020-04/2020_meralco_definitive_is.pdf?null Meralco website: Notice of Annual or Special Stockholders' Meeting: https://company.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items The Notice of 2020 ASM issued to all shareholders last April 15, 2020 provided the rationale for each agenda item requiring shareholders' approval/ratification. Copy of the Notice of 2020 ASM was also posted in the Company website. Links: Notice of Annual Stockholders' Meeting as embodied in the Definitive Information Statement: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2019-04/meralco_2019_definitive_information_statement.pdf Meralco website: Notice of Annual or Special Stockholders' Meeting:	

		https://company.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>The 2020 ASM Minutes, together with the 2020 ASM Voting Results per resolution were also posted in the Company website, the day after the ASM, for the information of the shareholders. All relevant questions raised and answers during the 2020 ASM and the resolution and the number of votes of the shareholders for each of the issues to be resolved or voted upon are found in the Minutes of the Annual Stockholders' Meeting.</p> <p>Links: Minutes of the 2020 Annual Stockholders' Meeting: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf </p> <p>Voting Results: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/voting_results_per_resolution.pdf </p> <p>Meralco website:</p>	

		https://company.meralco.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The Minutes of the 2020 ASM was posted in the Company Website, on May 27, 2020, the day after the ASM, for the information of the shareholders.</p> <p>Also posted in the Company Website is Voting Results for all the items, including approving, dissenting and abstaining votes.</p> <p>At the Annual Stockholders' Meeting (ASM) held at the Meralco Theatre on May 26, 2020, approximately over 957,350,974 or 84.94% of the total issued and outstanding shares of 1,127,098,705 were represented in person and by proxy.</p> <p>Stockholders voted on each of the 2020 ASM resolutions. Reyes Tacandong & Co. was the independent party duly appointed to validate the votes. Following are the voting results for the ASM Resolutions:</p>	

The difference between the total stockholder votes and the total stock represented during the ASM is the volume of shares whose owners or proxy did not vote as to whether they approved, abstained or were against.

Resolution 1. Approval of the Minutes of the Annual Meeting of Stockholders held on May 29, 2019

Minutes were available for examination during office hours at the Office of the Corporate Secretary and at the Company website, www.meralco.com.ph. Stockholders were asked to approve the draft Minutes and acknowledge the completeness and accuracy thereof. Below is the text of the resolution.

“RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders’ Meeting held on May 28, 2019.”

	Count	%
Approve	957,344,141	84.938
Against	0	0.000
Abstain	0	0.000

Resolution 2. Approval of the 2019 Audited Consolidated Financial Statements

The Company's audited financial statements, highlights of which were explained in the President's Report and in the Information Statement, were presented to the stockholders for approval. Copies of the 2019 Audited Financial Statements, previously approved by the Board of Directors, were also submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue. Below is the resolution.

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

	Count	%
Approve	956,472,499	84.861
Against	-	-
Abstain	871,642	0.077

Resolution 3. Ratification of Acts of the Board and Management

Ratification of the acts of the Board of Directors and Management crucial to the successful performance of the Company in 2019 was sought from the stockholders. Below is the resolution.

"RESOLVED, that all acts, resolutions, and deeds of the Board of Directors and Management of the Company from the

Annual Stockholders' Meeting held on May 29, 2019 up to the date of this meeting be as they hereby are, confirmed, ratified and approved."

	Count	%
Approve	956,406,960	84.855
Against	0	0.000
Abstain	937,181	0.083

Resolution 4. Election of Directors for the ensuing year

Copies of the curricula vitae and profiles of the candidates to the Board of Directors were provided in the Information Statement for the examination of the stockholders. Stockholders were given the opportunity to elect the directors who will serve for the term 2020- 2020 by way of individual voting administered by a third party.

For this year, the stockholders elected the following to the Company's 11-seat Board:

Name	Votes
Ms. Anabelle Lim Chua	898,462,353
Atty. Ray C. Espinosa	953,667,705
Mr. James L. Go	897,342,253
Mr. Frederick D. Go	897,621,593
Mr. Lance Y. Gokongwei	897,639,988
Mr. Elpidio L. Ibanez	905,865,876
Mr. Jose Ma. K. Lim	898,317,373
Chief Justice Artemio V. Panganiban (Ret.)*	935,135,850
Mr. Manuel V. Pangilinan	899,392,111
Mr. Pedro Emilio O. Roxas*	937,445,144
Mr. Victorico P. Vargas	904,429,774
<i>*Independent Director</i>	
<i>A total of 505,465,531 votes abstained from the election of directors.</i>	

Resolution 5. Appointment of External Auditors

Upon favorable recommendation by the Company's Audit and Risk Management Committee, SGV & Co., were re-appointed by the stockholders to serve as the Company's external auditors for 2020-2020, tasked with the preparation of the annual audited financial statements. Below is the text of the resolution.

"RESOLVED, that SGV & Company, Certified Public Accountants, be, as they hereby are, retained and appointed external auditor of the Company."

	Count	%
Approve	957,238,061	84.929
Against	103,540	0.009
Abstain	2,540	0.000

Links:

Minutes of the 2020 Annual Stockholders' Meeting:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf

Voting Results:

https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/voting_results_per_resolution.pdf

Meralco website:

<https://company.meralco.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings>

Supplement to Recommendation 13.3

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders' questions during the ASM and SSM.

Compliant

Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting

Board ensures the attendance of relevant individuals to answer shareholders' questions during the ASM.

The 2020 ASM was presided by the Chairman of the Board, Mr. Manuel V. Pangilinan, and was attended by stockholders, who own or hold over **957,350,974 or 84.94%** of the total issued and outstanding shares of 1,127,098,705.

		<p>The ASM was also attended by the President and CEO, Atty. Ray C. Espinosa; the Chairperson of the Audit Committee, Retired Chief Justice Artemio V. Panganiban; and all other members of the Board elected at the ASM. The members of the Company's External Auditor were also present during the stockholders' meeting as well as key officers of the Company. In compliance with the disclosure requirements, the results of the meeting, together with the list of the attendees including the elected board members, were disclosed to the SEC and PSE within the day of the ASM.</p> <p>Please refer to the section on Board Performance for the detailed attendance of the Board to the ASM.</p> <p>Links:</p> <p>Minutes of the 2020 Annual Stockholders' Meeting: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf</p> <p>Annual Report, page 61: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
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		<p>All Shareholders were given equal opportunity to voice their opinions and raise questions during the meeting within the appropriate time frame, and allowed concerned directors and officers of the Company to answer and provide clarifications. Even prior to the meeting, shareholders were also allowed to submit their questions through phone or e-mail to the Stockholder Relations office at stockholder.affairs@meralco.com.ph.</p> <p>However, only questions related to the Company's operations or with material impact on the operating results were considered in the ASM.</p>	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p>The Board adopts and makes available at the option of a shareholder, an established alternative dispute resolution (ADR) mechanism to resolve intra-corporate disputes in an amicable and effective manner as provided in the Alternative Dispute Resolution Policy and Revised Manual of Corporate Governance.</p> <p>Links:</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant		

		<p>Alternative Dispute Resolution Policy: https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/ADR.pdf?null</p> <p>Revised Manual of Corporate Governance, Article V, Section 7, page 33: https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf</p>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <p>Meralco has an Investor Relations Office which regularly communicates relevant and timely information about the Company to both current and potential investors, to analysts, fund managers, potential business partners and the general public.</p> <p>Investors may get in touch with the Company's Investor Relations Office located at 5/F of Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, 1605 Philippines with the e-mail address: investor.relations@meralco.com.ph. Such information can be found on the Annual Report.</p>	

		<p>Link: Annual Report, pages 76, 77 and 107: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Shareholders may also access daily updates on Meralco's shares of stock through the Investor Relations page of the Company's Website.</p> <p>Link: Meralco website: Investor Relations Page https://company.meralco.com.ph/investor-relations/overview</p> <p>The Company presents 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.</p> <p>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</p>	
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		<p>who were not able to participate in the briefings.</p> <p>Link: Meralco website: Quarterly Reports https://company.meralco.com.ph/investor-relations/quarterly-reports</p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p>The Company's Chief Finance Officer (CFO), Ms. Betty C. Siy-Yap, currently handles the Investor Relations Office and is present at every shareholders' meeting, including the 2020 ASM.</p> <p>Link: Minutes of the 2020 Annual Stockholders' Meeting: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf</p>	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p>The Company does not employ any anti-takeover measure or similar devices that may entrench ineffective management or the existing controlling shareholder group.</p> <p>The Company upholds the rights of all shareholders, including the minority</p>	

		<p>shareholders, to effectively participate in decisions affecting the Company:</p> <ul style="list-style-type: none"> • 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 <p>Submitting the foregoing items to the approval of all shareholders prevents or discourages the Board from devising measures or defenses intended to prevent takeover of the Company. In particular, the Board is prevented from unilaterally transferring all or substantially all its assets, increasing remuneration of directors, or effecting changes in the Charter that tend to make the Company less attractive to investors or less conducive for takeover or acquisition.</p>	
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		The Company likewise allows tender offer of shares and exercise of proxy vote which are recognized strategies in takeovers.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-compliant	Indicate the company's public float.	<p>Based on the Company's Annual Report and Public Ownership Report as of December 31, 2020, 21.03% of its issued and outstanding shares are freely available and tradable in the market.</p> <p>This is above the current 10% minimum public float requirement prescribed by the Philippine Stock Exchange Inc. (as approved by the SEC), and has increased from 18.68% in 2016.</p> <p>Links:</p> <p>Annual Report, page 62: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Public Ownership Report as at December 31, 2020: https://edge.pse.com.ph/openDiscViewer.do?edge_no=fda6bd28016a48085d542af6f1e997b9</p> <p>PSE Memorandum CN No. 2012-003 (Annex B) dated 3 January 2012 re: Amended Rule on Minimum Public Ownership</p>

			https://www.pse.com.ph/stockMarket/circulars.html
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</p> <p>The Stockholders' Affairs Office/Corporate Compliance 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 share may be addressed.</p> <p>To ensure comprehensive dissemination to all stakeholders and investors, share prices, financial results of the Company, top 20 stockholders of the Company, and Company disclosures which may affect the share prices are regularly updated and uploaded to the Company website.</p> <p>Links: Meralco website: Investor Relations https://company.meralco.com.ph/investor-relations</p> <p>Disclosures</p>	

		<p>https://company.meralco.com.ph/company-disclosures/sec-filings</p> <p>Shareholders and investors are provided with adequate facilities to communicate with Meralco through telephone, mail, electronic mail, and website, www.meralco.com.ph. The Investor Relations Office supervises the investors' briefings and teleconference, and attends to institutional investors' needs. Stockholder Affairs Office attends to the inquiries and other concerns of shareholders.</p> <p>Shareholders are given Notice and Agenda of the Annual Stockholders Meeting, or ASM, at least twenty-eight (28) working days before the said meeting. ASM Notices are posted in https://company.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings</p> <p>In accordance with the Revised Manual of Corporate Governance, the Board affords shareholders the right to propose the holding of meetings and to include agenda items ahead of the scheduled Annual and Special Shareholders' Meeting. Proposals for agenda items and for the holding of special stockholders</p>	
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		<p>meeting may be sent to the Corporate Governance Office through cgo.staff@meralco.com.ph. Proposals shall be evaluated by the Nomination and Governance Committee and/or endorsed to the Board of Directors for its review and/or approval.</p> <p>To allow minority shareholders to nominate candidates to the Board of Directors, Meralco submits a call for nomination to the Securities and Exchange Commission (SEC) which is also published in the website for public notice.</p> <p>The Company facilitates participation of shareholders who cannot attend the stockholders' meeting in person by enclosing proxy forms in the ASM Notice where they can indicate their votes on matters that will be taken during the meeting. Shareholders may download proxy forms together with details on how to appoint a proxy by clicking this link: https://company.meralco.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings</p> <p>For shareholders who are able to attend the ASM, an electronic system facilitates the registration and vote tabulation to</p>	
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		<p>ensure accuracy and reliability of information.</p> <p>Link: Meralco website: https://company.meralco.com.ph/corporate-governance/stakeholder-engagement</p>	
<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	Compliant	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p>During the 2020 ASM, in light of the COVID-19 pandemic, the Company conducted its first virtual ASM via live broadcast of the proceedings through the Stockholders Electronic Registration and Voting Express (SERVE). The online platform fully enabled the electronic voting in absentia by the stockholders during the ASM. Stockholders were also given opportunity to propound questions and raise concerns to the Board during the meeting.</p> <p>Link: Meralco website SERVE portal for electronic voting in absentia: https://company.meralco.com.ph/corporate-governance/serve https://company.meralco.com.ph/corporate-governance/key-players</p> <p>Minutes of the 2020 Annual Stockholders' Meeting: https://meralcomain.s3.ap-southeast-1.amazonaws.com/documents/pdf_listing/2020-05/minutes_2020_annual_sh_meeting_draft_1.pdf</p>	

Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p>The following are the Company's stakeholders:</p> <ul style="list-style-type: none"> • Shareholders • Employees • Subsidiaries • Community • Other Stakeholders such as creditors and suppliers <p>As a result of its continuous interactions with its stakeholders, the Company has formulated guidelines and strategies to ensure sustainable development determined to operate a business that is anchored on good governance.</p> <p>The policies and programs for the Company's stakeholders are disclosed in the Annual Report and the Company Website.</p> <p>Links:</p>	

		<p>Annual Report, pages 57 and 58: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Meralco website: Key Players: https://company.meralco.com.ph/corporate-governance/key-players</p> <p>Stakeholder Engagement: https://company.meralco.com.ph/corporate-governance/stakeholder-engagement</p>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>The Company implements policies and activities that protect the rights and promote the interest of its various stockholders:</p> <p><u>Customers</u> 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:</p> <ul style="list-style-type: none"> - Provides customized services to home and micro businesses, small and medium- 	

		<p>size enterprises and corporate business groups;</p> <ul style="list-style-type: none"> - Standardizes policies and work processes related to customers in all business centers and public information on the services and rates affecting them (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 Energy Regulatory Commission (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, 	
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		<p>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</p> <p>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:</p> <ul style="list-style-type: none"> -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 <i>Kuryenteng Ligtas</i> 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. <p><u>Suppliers/Contractors</u></p>	
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		<p>The Company observes a clearly defined and transparent procurement and supplier selection process through the Suppliers' Business Conduct Policy and the Vendor Accreditation Program. It ensures faithful compliance to all the terms and conditions of its procurement contracts. Under these programs:</p> <ul style="list-style-type: none"> - 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. <p><u>Creditors</u> 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</p>	
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		<p>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.</p> <p>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.</p> <p><u>Environment and Community</u></p> <p>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. (http://www.onemeralcofoundation.org/)</p> <p>Links: Annual Report, Customer service programs, pages 28 to 33; Employee development and engagement programs, pages 34 to 37;</p>	
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		<p>Sustainability (environment and community) programs, pages 38 to 43; Respecting Stakeholder Rights, pages 57 and 58; https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Company Website, Key Players: https://company.meralco.com.ph/corporate-governance/key-players</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	Compliant	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>The e-Report Mo (Whistleblowing Policy/Anti-Corruption Programs and Procedures) 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.</p> <p>The Company provides appropriate protection against retaliation to an</p>	

		<p>employee/stakeholder who reports illegal/unethical behavior. In the event of retaliation, the reporting person or witness may file a report to the Corporate Governance Office (CGO) by filling out a Retaliation Protection Report Form.</p> <p>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 following contact information:</p> <p>Corporate Governance Office Manila Electric Company (Meralco) 8th Floor, Lopez Building, Ortigas Avenue, Brgy. Ugong, Pasig City, Philippines Tel: (+632) 1622-2798 Mobile: 09209484787 email: cgo.staff@meralco.com.ph</p> <p>Links: Whistleblowing Policy (Be Right Communications Policy): https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/BeRight_03222018_0.pdf?null</p> <p>Whistleblowing Report, Annex 1: https://meralcomain.s3.ap-southeast-1.amazonaws.com/e-pdf/eReport%20form_LIVE.pdf?null</p>	
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		Protection from Retaliation Form: https://meralcomain.s3.ap-southeast-1.amazonaws.com/e-pdf/Retaliation%20form_LIVE.pdf?null	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p>The Company adopts the following alternative dispute resolution system to address conflicts and differences with key stakeholders:</p> <p>Corporation & Stakeholders</p> <p>The Company has created the office of Stockholder Affairs/ Corporate Compliance Office in assisting shareholders to resolve issues affecting their concerns. The Board has adopted and made available at the option of a shareholder, an established alternative dispute resolution (ADR) mechanism to resolve intra-corporate disputes in an amicable and effective manner as provided in the Alternative Dispute Resolution Policy and Revised Manual of Corporate Governance.</p> <p>Links: Alternative Dispute Resolution Policy:</p>	

<https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/ADR.pdf?null>

Revised Manual of Corporate Governance, Article V, Section 7, page 33:

https://meralcomain.s3-ap-southeast-1.amazonaws.com/documents/pdf_listing/2017-09/1494223701.734f71990a1a231c0712493180035b01.pdf

Corporation & Third Parties

The Company complies with all relevant rules and regulations promulgated by the Energy Regulatory Commission (ERC) on the settlement of disputes between the Company and its customers.

Pursuant to the Electric Power Industry Reform Act of 2001 (EPIRA), the ERC handles consumer complaints and ensures the adequate promotion of consumer interests. Similarly, the ERC has the original and exclusive jurisdiction over all cases contesting rates, fees, fines and penalties imposed by the ERC in the exercise of its powers, functions and responsibilities and over all cases involving disputes between and among participants or players in the energy sector.

To assist the ERC in the handling of consumer complaints and to provide maximum efforts to resolve these matters

		<p>amicably, the ERC, under its Resolution No. 42, series of 2006, set minimum standards for frontline customer services of Distribution Utilities (DUs) and other electric service providers. Pursuant thereto, the Company has established a Consumer Welfare Desk (CWD) in its branches as well as a Consumer Assistance Office (CAO) at the Pacific Center Building, San Miguel Avenue, Ortigas City.</p> <p>The CWD desk and the CAO are manned by CWD Officers who have undergone relevant training and are able to assist the customers with their complaints.</p> <p>CWD Officers are likewise required to be familiar with the operations of the Company and with ERC laws, rules, regulations, decisions and policies. The primary responsibilities of CWD Officers include entertaining complaints by consumers against the Company as well as queries on its services and ERC decisions, orders, resolutions, laws, rules and regulations. They help serve as the initial contact person of consumers before complaints are lodged with the ERC to assist in resolving matters amicably.</p>	
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		<p>For disputes in connection with matters concerning the Philippine Electricity Market Corporation, the Company complies with the dispute resolution mechanism provided in the Wholesale Electricity Spot Market (WESM) Manual.</p> <p>Corporation & Regulatory Authorities The Company has adopted the policy of proactively and amicably engaging the ERC, SEC, DOE, and other agencies in resolving issues affecting the Company and the concerned agencies.</p> <p>Employees The Company enforces a Code on Right Employee Conduct (COREC) and mechanisms that resolve employee-related conflict and provide for effective grievance machinery.</p>	
Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>The Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.</p>	

<p>2. Company respects intellectual property rights.</p>	<p>Compliant</p>	<p>Provide specific instances, if any.</p> <p>The Company respects intellectual property rights as provided by law. This is signified in Article III, Section 5 of the Revised Code of Ethics which provides that the directors, officers and employees of the Company shall respect and uphold the confidential and proprietary information of other companies and shall not knowingly appropriate, infringe or make an unauthorized use of a valid trademark, patent, trade secret or proprietary technology belonging to the Company or to another person or entity.</p> <p>Link: Revised Code of Ethics, page 4: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>Pursuant thereto, the Company has always applied for and sought approval of the Intellectual Property Office for the registration and use of any trademark related to the Company's services and programs such as:</p> <ul style="list-style-type: none"> – <i>Bright Ideas</i> for electric service, appliance, promotions, and energy 	

		<p>efficiency tips to help consumers make informed decisions on managing their electric consumptions;</p> <ul style="list-style-type: none"> – <i>Salba Bote</i> for life-saving improvised floatation device consisting of buoyant, belt or jacket. The device is made of empty 1-liter bottles enclosed in a strong rubber mesh bag which may be worn like a typical life vest, and may also be attached to other units to form a raft or to a sturdy post or tree to prevent the users from being carried away by raging flood waters. ; and – <i>Kuryente Load (KLoad)</i> for prepaid electricity service for consumers to manage electricity spending. It allows daily and on-demand load balance notification via SMS, and notification of rate adjustments, disconnection/reconnection alerts, among others through mobile device and network; 	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	

		<p>The Company remains responsive to the requirements of our customers. The Company implements various policies and programs to continually engage customers and ensure their welfare.</p> <p>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:</p> <ul style="list-style-type: none"> - 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 public 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; 	
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		<ul style="list-style-type: none"> - Establishes a Consumer Welfare Desk (CWD) at the business centers and a Customer Assistance Office (CAO) at the Energy Regulatory Commission (ERC), both manned by trained CWD officers, pursuant to ERC Resolution No. 42, series of 2006; and - Implements various programs to delight the customers such as 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 <p>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:</p> <ul style="list-style-type: none"> - Undertaking safety and health orientation programs to enhance safety consciousness and safe practice for all customers and stakeholders; 	
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		<p>- 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; and</p> <p>- Conduct of the <i>Kuryenteng Ligas</i> 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.</p> <p>The policies and programs for customers are also disclosed in the Company's Annual Report and in the Meralco website: https://www.meralco.com.ph/:</p> <p>Links: Annual Report, Customer service programs, pages 28 to 33; Respecting Stakeholder Rights, pages 57 and 58; https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p> <p>Company Website, Key Players: https://company.meralco.com.ph/corporate-governance/key-players</p>	
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<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>Compliant</p>	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p>The Company observes a clearly defined and transparent procurement and supplier selection process through the Suppliers' Business Conduct Policy and Vendor Accreditation Program. These ensure faithful compliance to all the terms and conditions of its procurement contracts.</p> <p>Under these programs,</p> <ul style="list-style-type: none"> • Only accredited suppliers are qualified to participate in bids and award. • 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 corporate governance standards and apply these standards to their offices and employees. <p>Link: Supplier Business Conduct:</p>	
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		https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/suppliersbusinessconduct.pdf?null Meralco Website: https://company.meralco.com.ph/corporate-governance/key-players https://company.meralco.com.ph/corporate-governance/stakeholder-engagement	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p>The Company encourages the development of performance-enhancing mechanisms for employee participation. The Company recognizes that performance enhancing mechanisms for participation benefits companies directly as well as indirectly through the readiness by employees to invest in firm specific skills, or skills/competencies that are related to production technology and/or organizational aspects that are unique to Meralco.</p> <p>Mechanisms for employee participation in Meralco include: employee</p>	

		<p>representation on senior management committee, board and board committee meetings; work committees and councils that consider employee viewpoints in certain key decisions such as the Meralco Rescue Team, Anti-Sexual Harassment Committee, First Line Association of Meralco Supervisory Employees and Meralco Employees and Workers Association.</p> <p>Other performance enhancing mechanisms in Meralco are the Employee Stock Purchase Plans (ESPP), balanced scorecard and other profit-sharing mechanisms.</p> <p>The Company provides its employees with opportunities for learning and development, fair and competitive remuneration, and programs to promote health and safety in a conscious effort to build a culture of excellence, knowledge sharing, and personnel integrity, and development through the following:</p> <p>Recruitment and Onboarding The Company uses an online hiring portal, <i>eRecruit</i>, which is a fully web-enabled system powered by SAP with the following features and benefits to job applicants:</p>	
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		<ul style="list-style-type: none"> • Keeps resumes readily available when search process is initiated by the recruiter; • Tracks and notifies applicants on the status of their applications; and • Allows job applicants mobility as it enables them to apply anytime, anywhere using their mobile device. <p>Once hired, the employees attend an orientation by Learning & Development (L&D) to understand Meralco's history, mission, values, and business practices, and undergo a customized immersion program through <i>Orange Plug-in</i>.</p> <p><i>Orange Plug-In (OPI)</i> is the onboarding program of the Company that aims to facilitate a new hire's immersion into the Company's organization and culture leading to early employee engagement and productivity.</p> <p>OPI is a one-day orientation for new employees in general that aims to inform new employees about Meralco. It is divided into five segments: Meralco Facilities, Meralco Business, Meralco Policies, Meralco Tools, Meralco Benefits, and Engagement Programs.</p>	
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		<p>Through the <i>Orange Plug-in Plus (OPI+)</i>, a separate orientation day is provided to all new employees holding leadership positions. This portion will give them the necessary information they need to better manage their people.</p> <p>The OPI is being managed by Talent Resourcing and it covers the following:</p> <ul style="list-style-type: none"> • <i>Digital Welcome Kit</i> which contains relevant information about the company and campus-like home; • <i>The Buddy System</i> where an onboarding "buddy" will be assigned to a new hire and will help him/her navigate his/her way about Meralco way of life, key people, and company policies and practices; and • <i>My First 100 Days Plan</i> where the new hire's supervisor will help him/her set milestones from Day 1 and every month thereafter, capped with an assessment of his/her immersion, and the development of intervention plans, as needed. <p>Learning and Development The Company is committed to the development and welfare of its employees. Training programs and other developmental interventions are</p>	
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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% **experiential learning** / on-the-job learning, 20% from **social learning and learning through others** such as coaching and mentoring, and 10% **formal learning**. In 2020, the average annual training man-hours is at 19 hours per person.

Key talent management and development programs include:

Talent Management and Development Programs	
Me in 21	A 2-day seminar-workshop on self-leadership. It spells out techniques in becoming more effective internally, which

			<p>will result to effectiveness in relating with others.</p> <p>The program is founded on the concept of mindfulness, which is key in directing one's thoughts, feelings, and behavior.</p>	
		<p>Breakthroughs and Frontiers</p> <p>New</p>	<p>Breakthroughs is a twice a week, 3-month classroom training for First Line Managers focusing on the important roles and functions one must have as Team Leaders. The program highlights Data Analytics, Developing a Business Mindset, Execution Excellence, and Enhancing Team</p>	

			<p>Performance. E-learning, Case Study, Lecturette, Structured Learning Experiences, Simulation, and Action Learning Projects are utilized as delivery methods. Completion of the course is a minimum requirement for consideration of any future nominations for promotion to TC 1-4 ranks.</p> <p>On the other hand, New Frontiers is a 20-day classroom session (8 hours twice a week, every other week) intended as a development</p>	
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			<p>program for Middle managers. The program is composed of modules that are linked with Meralco's 10 Leadership Competencies and identified Job Focus Areas for middle managers. The curriculum includes modules like Thinking Suite, Strategy Series, Finance and Accounting, Functional Drivers and Enablers, and Leadership and Mastery. It uses a blended learning approach consisting of action learning projects, case studies, gamification,</p>	
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			and business simulations. Completion of the course is a minimum requirement for consideration of any future nominations for promotion to EC/SC Ranks.	
		Meralco Power Innovators	A management trainee program for future leaders and technical experts in the organization	
		Energy Talent Development Program (ETDP)	A Program that addresses competency development and assessment of highly-critical talents in the Company	
		LEVEL-Up Program/ LEAD-Up	Programs to enhance the personal effectiveness of linemen and develop leadership and	

		<table><tr><td></td><td>supervisory capabilities of leadmen and foremen</td></tr><tr><td>Meralco Lineman Training Program</td><td>A four-level curriculum-based training program to provide linemen with the necessary skills at different classes.</td></tr></table>		supervisory capabilities of leadmen and foremen	Meralco Lineman Training Program	A four-level curriculum-based training program to provide linemen with the necessary skills at different classes.	
	supervisory capabilities of leadmen and foremen						
Meralco Lineman Training Program	A four-level curriculum-based training program to provide linemen with the necessary skills at different classes.						
		<p>Performance and Rewards</p> <p>The Company values and recognizes the contributions of individuals in the attainment of team, organization and corporate goals.</p> <p><i>Revving up to Achieve a Culture of Excellence (RACE)</i> is Meralco's Employee Performance Management System. It was created to ensure alignment between performance and the overall company objectives to promote a culture of high performance and meritocracy (advancement based on individual ability or achievement). It is a holistic approach that captures the key elements of effective performance management such as performance planning, monitoring and development, and evaluation.</p>					

		<p>The <i>appRACE</i>, a cloud-based people and performance management system, designed to support the RACE, was developed and launched last April 20, 2016.</p> <p>Through the <i>Performance Evaluation Plan (PEP)</i>, the overall contributions of individuals are recognized by accurately measuring what the employee delivers (i.e., results) and objectively assessing how the employee delivers results (i.e., behavior) over set targets for each year. It is the aim of the PEP to produce relevant information on employee performance that will serve as basis for various people management decisions relating to employee development and rewards.</p> <p>Compensation Philosophy</p> <p>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.</p>	
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		<p>The Company's performance management process assesses employee performance on the basis of:</p> <ol style="list-style-type: none"> 1) actual vs. desired results; and 2) how results were delivered in light of corporate core values. <p>Therefore, 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.</p> <p>Employee Benefits On top of legislated benefits, the Company implements several benefits policies for its qualified employees such educational loan, housing equity assistance loan, cash assistance for death or disasters, among others.</p> <p>In-Job Progression The Company fosters the advancement of its people. It is therefore the policy of the Company to recognize and reward employees who contribute to the achievement of organizational goals while continuously enhancing their competencies and performance on the job.</p>	
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Accordingly, in addition to merit increases granted to employees with good performance rating, an employee may also be considered for in-job progression by his/her supervisor given consistent demonstration of higher-level competencies. An employee who qualifies for in-job progression will be granted an appropriate pay adjustment as determined by Human Resources and approved by the functional head.

Work-life balance

The Company promotes work-life balance through a wide array of employee engagement activities. To determine people engagement levels, *THE PULSE: Employee Engagement Survey* was conducted in 2017 and was participated in by 99% of employees. The survey showed a 91% total engagement score, the highest so far.

The program *Orange Fit* remained to be a highly motivating program for employees' total wellness in body, mind, and spirit. Teamwork, communication, employee engagement, and productivity were strengthened through activities on values cascade, management dialogues, and collaboration tools such as Workplace by Facebook.

		Employee Engagement Programs	
		Orange Fit	<p>Integrated Wellness Programs for the Mind, Body and Spirit to keep employees happy, healthy and bright such as:</p> <p>Yoga, Zumba, Aero Boxing, CrossFit, Muay Thai, Sports Clinics and Tournaments, Orange Fair, Orange Bikes, Orange Perks, Brad Fit, Orange Fit Social Media</p>
		Orange Infrastructure	<p>Fit Meralco Fitness Center facilities (Sports Facilities), Meralco Theatre, Meralco Museum, Meralco Hospital, Chapel, Zen Room, Game Room, Orange Lane</p>

		Meralco Clubs	Meralco & Friends Toastmasters, Chess, Cue Masters, Radio Control Club, Bowling, Light speed Multi-sports, Football, Table Tennis, Tennis, Badminton, Air Soft, Camera, Dive, Golf, Mountaineers, Switch Dancing, Chorale, Ultimate Frisbee, Dance Society, CFC Family Ministries, Singles for Christ, Meralco Christian Fellowship, Meralco Rescue
		Corporate Events	Events and activities to keep employees engaged, connected and happy such as: Foundation Day (Family Day), One Meralco Cool- tural Festival,

		<p>Maliwanag ang Pasko Lighting Ceremony, Liwanag Park, Christmas Lantern Festival, Halloween Trick or Treat, MVP Olympics, Service Awards, One Meralco Salu-Salu</p> <p>Link: Meralco website: Employee Development and Engagement: https://company.meralco.com.ph/corporate-governance/employee-development-and-engagement</p>	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p>As disclosed in the Annual Report, 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</p>	

		<p><i>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.</i></p> <p><i>Revving up to Achieve a Culture of Excellence (RACE) is Meralco's Employee Performance Management System. It was created to ensure alignment between performance and the overall company objectives to promote a culture of high performance and meritocracy (advancement based on individual ability or achievement). It is a holistic approach that captures the key elements of effective performance management such as performance planning, monitoring and development, and evaluation.</i></p> <p><i>The appRACE, a cloud-based people and performance management system, designed to support the RACE, was developed and launched last April 20, 2016.</i></p> <p><i>Through the Performance Evaluation Plan (PEP), the overall contributions of individuals are recognized by accurately measuring what the employee delivers (i.e., results) and objectively assessing how the employee delivers results (i.e.,</i></p>	
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		<p>behavior) over set targets in a year. It is the aim of the PEP to produce relevant information on employee performance that will serve as basis for various people management decisions relating to employee development and rewards.</p> <p>Employee performance is evaluated based on two critical factors:</p> <ol style="list-style-type: none"> 1. <i>Goals & Initiatives (GAINs)</i> – measures the employee's work accomplishments during the performance period (i.e., individual goals vs. actual work accomplishments); and 2. <i>Values & Behavior (V&B)</i> – measures how well the employee met expectations based on the behavioral manifestations of the seven Corporate Values, namely: <ul style="list-style-type: none"> – Customer Service, – Performance, – Accountability/Empowerment, – Integrity/Transparency, – Teamwork/ Collegiality, – Malasakit and – Makabayan. <p>The merit increase is based on the employee's performance rating, and is effective January 1 of every year.</p>	
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		<p>For covered employees with less than 12 months of service during the performance period (e.g. involuntary separation, death, new hires), the merit increase will be prorated based on the actual number of months and days served.</p> <p>For PG employees promoted to the Exempt Group within the performance year, merit increases will also be pro-rated.</p> <p>Link: Annual Report, page 58: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>Employee Engagement and Wellness is a holistic approach through the Company's ORANGE FIT program that targets physical, mental and spiritual well-being. To develop physical wellness, the ORANGE FIT campaign has institutionalized sports clubs, after-work health programs (Zumba, Yoga, Cross-fit), employee sports events (sports fests, interoffice sports competition), the orange lane (to</p>	

		<p>encourage walking in the Meralco Center), health reminders, and the use of the sports and health facilities.</p> <p>Emotional and mental wellness are also elements of the ORANGE FIT campaign with the provision of in-house counselors and medical experts as well as access to the Zen Room made available to all employees through the Corporate Wellness Center.</p> <p>Spirituality is also of major importance as the Company ensures that different beliefs and religions have a place and venue for worship. More than 3,400 Meralco Employees actively participate in the different ORANGE FIT initiatives.</p> <p>On the other hand, MERALCO continues the implementation of its flagship safety campaign, "TARGET ZERO: Zero Incident, Zero Harm" as part of the Company's aspiration to eliminate all work-connected incidents. This campaign is supported by fundamental and innovative Occupational Safety and Health ("OSH") programs, such as "First Working Day Safety" Campaign, "Una sa Lahat-Safety" Communication Program, Hazard Hunter Online App, ESH Matters Portal, Incident Reporting Management System, and</p>	
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		<p>various safety training and competency certification programs, which all aimed to further strengthen the sound safety culture of MERALCO and continually improve its OSH performance.</p> <p>Despite the emerging risks brought by the COVID-19 pandemic and the challenges of the community quarantine and New Normal, MERALCO remained committed in ensuring the safety and health of its employees. The Company immediately developed and implemented COVID-19 OSH Program, which set the minimum health standards and infection management protocols to prevent and control the spread of infection in all MERALCO operating facilities. The COVID-19 PPE Guidelines was also established to ensure proper selection, distribution and use of personal protective equipment ("PPE") based on the work activity and risk exposure of employees and service providers.</p> <p>In 2020, MERALCO was able to achieve 100% compliance to its regulatory OSH reportorial requirements, passed all seven (7) Department of Labor and Employment ("DOLE") audits in its different operating facilities, and achieved a 24% year on year reduction on work-connected incidents.</p>	
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		<p>Moreover, the Safety and Health Association of the Philippine Energy Sector, Inc. ("SHAPES") awarded different MERALCO ESH Committees and Safety Officers with a total of nine (9) Corporate Safety and Health Excellence Awards and six (6) Outstanding Safety and Health Professional Awards for achieving zero lost time incidents in their respective MERALCO facilities.</p> <p>MERALCO's Organizational Safety and Business Continuity Management Office also garnered five (5) Philippine Quill Awards for its various safety programs, namely: Una Sa Lahat Safety communication program, MERALCO Integrated Report Management System, Araw ng mga Lineman, National Simultaneous Earthquake Drill, and One MERALCO COVID-19 Online Awareness Roadshows.</p> <p>Lastly, true to its vision to be a world-class company, MERALCO maintain its ISO 45001:2018 certification for OSH Management System after successfully passing the 2020 surveillance audit conducted by BRS Philippines. This proves that MERALCO's robust OSH Management System is at par with the global standard for occupational health and safety</p>	
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		<p>As part of Meralco's vision to be resilient in times of disaster, the Company partnered with various local government units and agencies through programs such as the Makati Shakeout Simex, the Metro Manila Shake Drill, the hosting of the 4th Quarter Nationwide Simultaneous Earthquake Drill, and the training of 17 Meralco Rescue Team Members and 31 Incident Response Team Members through TESDA.</p> <p>On the environment front, Meralco ensures compliance to all applicable laws and regulations and has also successfully passed the ISO Environmental Management System (14001: 2015) external audit in 2019, with validity up to 2022.</p> <p>All employees are required to attend the Mandatory 8-Hour Occupational Safety and Health (OSH) Seminar to enable the participants to identify hazards, evaluate and correct them, so none of unsafe conditions or acts turn to life-threatening situations that may curb the Company's productive output.</p> <p>The OSH Seminar is in compliance with Section 16 (b) of Republic Act No. 11058 "An Act Strengthening Compliance with</p>	
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		<p><i>Occupational Safety and Health Standards and Providing Penalties for Violations Thereof</i>" and Section 3 of the Department Order No. 198-18 "Implementing Rules and Regulations of RA 11058".</p> <p>Meralco successfully passed both the surveillance audit conducted by a third-party certifying body for its OHSAS 18001 Certification on Occupational Health and Safety Management System as well as the Department of Labor and Employment (DOLE) audit on the compliance to Occupational Safety and Health (OSH) Standards. Likewise, an additional eight (8) safety officers of the Company were able to secure their Safety Practitioner accreditation from the DOLE.</p> <p>The Company was invited to be part of the DOLE Technical Working Group and actively contributed to the development of the implementing rules and regulations of Republic Act 11058, also known as the New OSH Law intended to strengthen OSH practices and compliance in all workplaces in the country.</p> <p>Link: <i>Annual Report, pages 34 to 37 and 58:</i></p>	
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		https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null Meralco website: Key Players: https://company.meralco.com.ph/corporate-governance/key-players Stakeholder Engagement: https://company.meralco.com.ph/corporate-governance/stakeholder-engagement Definitive Information Statement 2021 , pages 49 to 51: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null	
3. Company has policies and practices on training and development of its employees.	Compliant	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended. 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.	

		<p>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% experiential learning / on-the-job learning, 20% from social learning and learning through others such as coaching and mentoring, and 10% formal learning.</p> <p>Online meetings continue in “the better normal” as well as the continued provision of Personal Protective Equipment (PPEs) based on work type and exposure. Work arrangements such as flexible hours, shifting, and work-from-home were adopted based on business requirements. As an additional requirement by the DOLE-DTI, the Company submitted and implemented the COVID-19 Occupational Safety Hazard Program to prevent and control the spread of infection in the workplace. Likewise, a Workplace Accident/Illness Report (WAIR COVID-19) was accomplished by each operating facility and submitted to DOLE for monthly monitoring. Learning and Development too, shifted to the online platform with a mantra of #LearningNeverStops. A total of 112,246 training hours were provided covering 258 unique programs with an</p>	
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		<p>average of 19 hours of training per employee for the year. These programs covered competency upgrade, professional and leadership development, and safety and technical skills development. Programs on mental health and stress management were also implemented through the Working in the New Normal Series as well as more targeted and involved medical and psychological interventions in partnership with Cardinal Santos Medical Center. Orange Fit activities for employee engagement targeted total wellness: mind, body and spirit.</p> <p>Link: Annual Report, page 35: https://company.meralco.com.ph/investor-relations/annual-reports https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>The Company adopted the Anti-Bribery and Corruption Policy which formalized its anti-corruption policy and program to</p>	

		<p>curb and penalize company involvement in offering, paying, and receiving bribes</p> <p>Link: Anti-Bribery and Corruption Policy https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Anti-Bribery%20and%20Corruption%20Policy.pdf?null</p> <p>The Company's Anti-Bribery and Corruption Policy and Program is also embodied in Article VIII, Section 1 of the Revised Code of Ethics which prohibits 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.</p> <p>Revised Code of Ethics: https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>The Company's anti-corruption policy is reinforced by the following policies:</p> <p>A. Conflict of Interest Policy which requires all Directors, Officers and Employees to observe at all times the highest degree of fairness,</p>	
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		<p>accountability, transparency and integrity in the performance of their duties and responsibilities to the Company, free from any form of conflict or contradiction with their own personal interest.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Conflict%20of%20Interest%20Policy.pdf?null</p> <p>B. Policy on Solicitation and Acceptance of Gifts which requires Directors, Officers, and Employees to refrain from putting themselves in situations or acting in a manner that could significantly affect the fair, objective, independent, and/or effective performance of their duties and responsibilities in the Company while transacting with third parties. As such, solicitation and acceptance of gifts from Third Party entities are prohibited.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Policy%20on%20Solicitation%20and%20Acceptance%20of%20Gifts.pdf?null</p> <p>C. Amended Suppliers Business Conduct which prohibits corruption, extortion and embezzlement. Suppliers shall</p>	
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		<p>comply, at all times, will all applicable anti-bribery and corruption laws. Suppliers shall not offer, accept, promise, pay, permit, or authorize bribes and kickbacks, which include giving of gifts to the Company's Directors, Officers or Employees or other means to obtain an undue or improper advantage.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Policy%20on%20Solicitation%20and%20Acceptance%20of%20Gifts.pdf?null</p> <p>Violations of these policies are penalized in the Company's Code on Right Employee Conduct.</p> <p>These policies are uploaded to the Company Website.</p> <p>Link: Meralco website: (Other Policies): https://company.meralco.com.ph/corporate-governance/other-policies</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>Company policies are discussed during new employee orientation programs and included in Company Corporate Governance trainings and roadshows.</p>	

		<p>Said policies are also made available in the Company Website.</p> <p>Link: Meralco website: Policies: https://company.meralco.com.ph/corporate-governance/other-policies</p> <p>Programs: https://company.meralco.com.ph/corporate-governance/corporate-governance-programs</p>	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Include any finding of violations of the company policy.</p> <p>The Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes as embodied in the Anti-Bribery and Corruption Policy approved by the Board aiming to curb and penalize company involvement in offering, paying, and receiving bribes.</p> <p>Link: Anti-Bribery and Corruption Policy https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/Anti-Bribery%20and%20Corruption%20Policy.pdf?null</p>	

		<p>The Company's Anti-Bribery and Corruption Policy and Program is also embodied in Article VIII, Section 1 of the Revised Code of Ethics which prohibits 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.</p> <p>https://meralcomain.s3-ap-southeast-1.amazonaws.com/inline-files/e094b82ef60429fe682dfe165305abc5%20%281%29.pdf?null</p> <p>The Company's anti-corruption policy is reinforced by the following policies:</p> <p>A. Conflict of Interest Policy which requires all Directors, Officers and Employees to observe at all times the highest degree of fairness, accountability, transparency and integrity in the performance of their duties and responsibilities to the Company, free from any form of conflict or contradiction with their own personal interest.</p>	
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		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Conflict%20of%20Interest%20Policy.pdf?null</p> <p>B. Policy on Solicitation and Acceptance of Gifts which requires Directors, Officers, and Employees to refrain from putting themselves in situations or acting in a manner that could significantly affect the fair, objective, independent, and/or effective performance of their duties and responsibilities in the Company while transacting with third parties. As such, solicitation and acceptance of gifts from Third Party entities are prohibited.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Policy%20on%20Solicitation%20and%20Acceptance%20of%20Gifts.pdf?null</p> <p>C. Amended Suppliers Business Conduct which prohibits corruption, extortion and embezzlement. Suppliers shall comply, at all times, with all applicable anti-bribery and corruption laws. Suppliers shall not offer, accept, promise, pay, permit, or authorize bribes and kickbacks, which include giving of gifts to the Company's</p>	
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		<p>Directors, Officers or Employees or other means to obtain an undue or improper advantage.</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor/documents/Policy%20on%20Solicitation%20and%20Acceptance%20of%20Gifts.pdf?null</p> <p>Violations of these policies are penalized in the Company's Code on Right Employee Conduct.</p> <p>These policies are uploaded to the Company Website.</p> <p>Link: Meralco website: Other Policies: https://company.meralco.com.ph/corporate-governance/other-policies</p>	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>The e-Report Mo (Whistleblowing Policy/Anti-Corruption Programs and Procedures) 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.</p> <p>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 Corporate Governance Office (CGO) by filling out a Retaliation Protection Report Form.</p> <p>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 following contact information:</p> <p>Corporate Governance Office Manila Electric Company (Meralco) 8th Floor, Lopez Building, Ortigas Avenue, Brgy. Ugong, Pasig City, Philippines Tel: (+632) 1622-2798 Mobile: 09209484787</p>	
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		<p>email: cgo.staff@meralco.com.ph</p> <p>All reports will be referred to the CGO for preliminary validation.</p> <p>CGO will refer the reports to the Assisting Investigation Unit whenever necessary.</p> <p>All organizations are required to act immediately on the reports referred to them, in accordance with the existing relevant procedures. The Whistleblower should be provided with feedback within thirty (30) working days. The Company shall act expeditiously and conduct immediate investigation of the report, impose appropriate penalties/sanctions once proven, and provide feedback to the Whistleblower, if known. Resolution of the report shall be within a 60-day period from receipt thereof.</p> <p>In the event however that a longer period is needed to resolve a case due to its complexity, the concerned AIU shall notify CGO in writing citing the justification for the extension not later than three days before the expiration of the 60-day period within which to resolve the report.</p> <p>CGO will report quarterly to the Board through the Nomination and Governance</p>	
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		<p>Committee or the Audit Committee (in case the Whistleblower alleged violations by the Internal Auditor/Corporate Audits) any progress in compliance with the handling of reports.</p> <p>The concerned offices shall ensure the confidentiality of the identities of the Whistleblower, the witnesses and the information disclosed, except under any of the following:</p> <ul style="list-style-type: none"> a) the Whistleblower waives his right to confidentiality, or b) identification is required by law or when essential to an investigation. <p>In either case, the Company shall inform the Whistleblower or the witnesses of the need to reveal their identities and/or information.</p> <p>The immediate Head of the respondent shall initiate the necessary investigation on the report and gather the appropriate supporting documents/pieces of evidence. Said immediate Head may however seek the assistance of the appropriate Assisting Investigation Unit (AIU) to facilitate the investigation. The immediate Head shall exercise judgment in determining the appropriate office to</p>	
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		<p>seek assistance aside from those listed above.</p> <p>If the violation is related to a breach in financial internal controls after a preliminary investigation has been conducted, Corporate Audits should immediately inform the President or Chief Financial Officer. The said officer, in turn, should carefully discern, considering materiality and/or severity, if the matter has to be elevated or merely transmitted as information to the relevant Board Committee or its Chairman.</p> <p>The President shall determine if there is a need for convening the Management Disciplinary Committee or designate a Company official to conduct a full investigation. The President, in addition to the internal investigation, may allow such designated body or official to engage the services of external auditors or lawyers, or some other external investigating body. This Investigating Committee shall also handle reports where the respondents are directors and officers.</p> <p>Links: <i>Whistleblowing Policy (Be Right Communications Policy):</i></p>	
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		<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/images/ckeditor-documents/BeRight_03222018_0.pdf?null</p> <p>Whistleblowing Report, Annex 1: https://meralcomain.s3.ap-southeast-1.amazonaws.com/e-pdf/eReport%20form_LIVE.pdf?null</p> <p>Protection from Retaliation Form: https://meralcomain.s3.ap-southeast-1.amazonaws.com/e-pdf/Retaliation%20form_LIVE.pdf?null</p> <p>In 2020, 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.</p> <p>Links: Meralco website: https://company.meralco.com.ph/corporate-governance/other-policies</p> <p>Annual Report, page 60: https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/meralco_2020_annual_report_for_web.pdf?null</p>	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>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).</p> <p>While ensuring that its customers enjoy safe and reliable access to electricity, the Manila Electric Company also continued to implement corporate social responsibility ("CSR") programs that addressed the immediate needs especially of marginalized communities in its franchise area and beyond.</p> <p>COVID-19 Crisis Response</p> <p>As the nation and the rest of the world fought (and continue to fight) a difficult war against a new coronavirus behind COVID-19, MERALCO refocused its advocacy programs to aid those who are most vulnerable to the impacts of the</p>	
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		<p>health crisis: the health workers fighting the disease on the frontlines, and the marginalized members of society who do not have the means to protect themselves and feel the brunt of the economic effects of the crisis the most.</p> <p>In the middle of March 2020, the Philippine government placed Metro Manila and the entire Luzon island under a strict enhanced community quarantine ("ECQ") to curb the spread of COVID-19 in the country's most densely populated area. At the same time, hospitals attending to the first victims of the virus were getting overwhelmed, and their supplies of personal protective equipment ("PPE") for their health care workers were running dry.</p> <p>To help address this issue, MERALCO, through its corporate foundation, One Meralco Foundation ("OMF"), donated PPEs for more than 6,000 medical frontliners in vital facilities, including 26 COVID-19 referral hospitals. Among the major hospitals benefited are Philippine General Hospital, Lung Center of the Philippines, East Avenue Medical Center, Philippine Heart Center, Rizal Medical Center, and Las Pinas General Hospital.</p>	
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MERALCO also donated 2,040 liters of ethyl alcohol to 21 hospitals, and to the Armed Forces of the Philippines for soldiers who were stationed at checkpoints and quarantine facilities.

Since mass transportation came to a halt during the ECQ, traveling within Metro Manila was challenging for frontline workers. To fill in the gap, MERALCO's electric transport solutions subsidiary, eSakay, dispatched its electric jeepneys, and together with the Department of Transportation, opened special routes strategically passing through hospitals in the cities of Pasig, Makati, San Juan, Manila, and Mandaluyong. OMF, for its part, provided for the wages of 35 eSakay jeepney drivers, sustaining their families during the lockdown. In a span of 15 weeks, the free service transported a total of 76,364 passengers.

Together with OMF, the biggest and widest multi-channel payment platform in the Philippines, Bayad (a MERALCO subsidiary formerly called "Bayad Center"), launched "From Farmers to Frontliners," an initiative to help augment the income of local vegetable farmers while providing nutritious food to frontline workers and the marginalized. More than five (5) tons of

		<p>fresh produce were procured from farmers in Brgy. Batan, Kabayan, Benguet at the time when most of their traditional markets were closed. These were turned over to the kitchens of 11 hospitals, and several local government units (served to at least 15,098 frontline workers), and to temporary shelters for homeless families.</p> <p>In partnership with South Luzon Thermal Energy Corporation and San Miguel Corporation Global Power Foundation, MERALCO sponsored the electricity bills of three mega quarantine centers in Metro Manila namely, the World Trade Center, Philippine International Convention Center, and the Ninoy Aquino Stadium. MERALCO also donated the distribution charges component of the electricity bills of three (3) lodging facilities in Pasig City that serve as isolation centers for residents required to undergo mandatory quarantine.</p> <p>To bolster the government's national action plan to Test, Trace, and Treat (Task Force T3), MERALCO donated 10,000 rapid antigen test kits to the Department of Energy ("DoE"), 520 to the National Transmission Corporation ("TransCo"), and 1,640 to the local government of Pasig City. These enabled them to check on the</p>	
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		<p>status of their employees so that service to the community continues particularly during this difficult time.</p> <p>To increase the capacity of the East Avenue Medical Center ("EAMC") to handle COVID-19 cases, MERALCO, along with PLDT-Smart, donated hospital equipment to the government hospital for its newly opened Center for Emerging and Re-Emerging Infectious Diseases facility. In December 2020, it turned over a molecular laboratory to the EAMC to enable it to conduct rapid transcriptase-polymerase chain reaction ("RT-PCR") tests to detect the presence of the coronavirus in suspected cases. Apart from frontliners, families living in the margins also needed intervention, especially during the lockdown period, when many daily wage workers lost their jobs as businesses and industries either closed down or dramatically trimmed down their operations.</p> <p>Within a week after the lockdown was announced, MERALCO's foundation began distributing food packages to street dwellers in Metro Manila and to low-income families in the MERALCO franchise area. A total of 7,856 food packages were distributed in 31 municipalities and cities.</p>	
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MERALCO also partnered with the Philippine Disaster Resilience Foundation and Caritas Manila to provide grocery gift certificates and sanitation packs to underprivileged families in Metro Manila. Employees of MERALCO, most of whom were working from home, contributed to the initiative by donating through the "Help from Home" campaign. It raised more than PhP2.80 million.

MERALCO also launched an internal fundraising drive called "A Day to Give-Share A Leave" wherein employees could donate at least a day's worth of their pay or their paid leave credits to provide cash assistance to 6,029 "no work, no pay" workers of companies providing service to Meralco. It raised more than PhP27.91 million.

Household Electrification

In spite of the pandemic, MERALCO pursued the electrification of low-income communities in its franchise area, realizing that their need for access to electricity has become more apparent -- and urgent -- as workers and students begin working and studying from home.

		<p>Under the household electrification program of OMF, 6,999 low-income households in informal settlements and relocation sites were connected to the grid in 2020. These families did not have access to electricity for years due to legal impediments such as lack of tenure (in the case of informal settlers), or due to technical limitations (usually in the case of relocation sites).</p> <p>Through the synergy of OMF, MERALCO's business centers and network sectors, and local government units, 55,899 low-income families in the Meralco franchise area have benefited from the program in the past nine (9) years.</p> <p>School Electrification and Energy Education</p> <p>Due to the health crisis, the Department of Education ("DepEd"), adopted blended learning as an alternative to face-to-face instruction. Under this scheme, students are provided with multiple opportunities to continue their education while staying at home. To facilitate this, the schools were tasked to massproduce and distribute modules to their students and make available learning materials through digital channels.</p>	
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While technology use is essential in acquiring modern skills and convenient to those who have access to it, blended learning became a challenge especially for schools in remote communities in the Philippines that do not have access to electricity.

Determined to help address this problem, Meralco energized more off-grid schools using solar photovoltaic ("PV") technology through its school electrification program. For more than 10 years now, the advocacy has provided a minimum of 1-kilowatt solar PV systems to 260 unenergized schools across the country.

MERALCO employees, through the Meralco Employees' Fund for Charity, Inc., contribute to the program by donating multimedia equipment (LED TV, laptop, scanner/printer machine) to every school. The electrification of 15 more schools in the provinces of Samar and Masbate in 2020 allowed teachers to use computers to access learning materials over the internet, and reproduce them so their students could study remotely. They also no longer have to travel great distances or cross perilous waters to prepare and submit their reports in the downtown/mainland since

		<p>they now have 24-hour access to clean electric power.</p> <p>To build the capacity of public school teachers to facilitate learning on energy and efficient electricity use, MERALCO continued to train teachers on energy education facilitated by the Coalition for Better Education ("CBE"), a nonprofit organization focused on the development of teachers. More than 200 teachers and principals participated in the online training sessions.</p> <p>Environmental Sustainability</p> <p>In 2019, MERALCO launched a sustainable reforestation campaign called "One for Trees" to contribute to the protection of Philippine forests and watersheds. Apart from nurturing trees, the program aims at providing sustainable livelihood to its tree caretakers through agroforestry.</p> <p>Even if the implementation of the program -- the planting of new trees -- was hampered by the community quarantine wherein mass gathering was prohibited during the first three-quarters of the year, the program continued to indirectly sustain the tree farmers' livelihood through the</p>	
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		<p>value of the crops they planted the previous year.</p> <p>With the help of MERALCO's reforestation partner, GreenEarth Heritage Foundation ("GreenEarth"), the farmers were able to harvest the leaves of the moringa (malunggay) trees they planted over a year ago and sell them as powdered tea. They also grew organic vegetables near MERALCO's trees - some for their own consumption, while the majority were sold in Metro Manila markets.</p> <p>MERALCO's funding for the tree nurturing program also allowed GreenEarth to provide a temporary job to construction workers in San Miguel, Bulacan who were out of work during the lockdown. They helped construct concrete rainwater harvesting tanks and bamboo stacks in preparation for the next batch of trees to be planted through the program.</p> <p>Disaster Response</p> <p>Outside of the COVID-19 crisis, MERALCO helped communities recover from disasters. Throughout the year, MERALCO has provided assistance to 2,086 families rendered homeless by fires, and 19,983 families displaced by typhoons.</p>	
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MERALCO also deployed its power restoration teams to aid local electric cooperatives and companies in immediately restoring power services in typhoon-affected areas. Such was the case when Typhoon Rolly destroyed power distribution facilities in Albay, Camarines Sur, and Catanduanes. One of MERALCO's biggest power restoration projects to date, it supported four electric cooperatives and the National Grid Corporation of the Philippines ("NGCP"), with 206 engineers, linemen, and support personnel participating.

Employee Giving and Volunteerism

Throughout the MERALCO organization, employees play an important role in the Company's CSR efforts by donating their time, talent, and treasure for various projects.

In preparation for the opening of the new academic year, Meralco launched a back-to-school campaign called "Teacher Frontliner" to recognize the role of teachers as education frontliners, and to help protect them from COVID-19.

		<p>Employees of MERALCO and its subsidiaries raised more than PhP1.38 million to provide a custom designed “Teacher Frontliner” backpack containing facemask, face shields, and alcohol to 2,596 public school teachers in the Meralco franchise area.</p> <p>MERALCO employees also donated to various disaster response initiatives such as the response to the eruption of Taal Volcano in Batangas, and the onslaught of typhoons Quinta, Rolly, and Ulysses.</p> <p>Last Christmas, they also participated in the “Tuloy Pa Rin Ang Pasko” campaign, which provided noche buena (food) packs to more than a thousand beneficiaries across the MERALCO franchise area.</p> <p>A comprehensive report on the Company's CSR efforts is found in the OMF's 2020 Annual Report and its website (http://www.onemeralcofoundation.org/)</p> <p>Definitive Information Statement 2021, pages 159 to 162: https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-04/meralco_amended_definitive_information_statement_april_27_2021.pdf?null</p>	
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Optional: Principle 16

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Compliant</p>	<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p>In 2019, to embody commitment to sustainability in operations, the Company established a Sustainability Office, staffed with full-time professionals and experts tasked to help define, develop, and drive the Company's sustainability agenda forward. This includes identifying specific metrics for monitoring and measuring the sustainability performance of the Company, which may be found in its Sustainability Report.</p> <p>The Company's sustainability initiatives are discussed in a GRI-compliant Sustainability Report.</p> <p>Link: <i>Meralco Sustainability Report 2020 attached to the Annual Report/Audited Financial Statement (SEC Form 17-A), pages 457 to 550:</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null <i>2020 Sustainability Report</i></p>	
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<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p>https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/1621836039709586.pdf?null</p> <p>https://company.meralco.com.ph/investor-relations/annual-reports</p> <p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p>Meralco's preference for solar-based technology is a testament of the Company's support for the development of renewables, especially in areas where connection to the grid is a challenge. Solar power is also abundant and unobstructed in most rural communities, and is relatively easy to operate and less costly to maintain — an ideal solution for schools that rely on government subsidy for Maintenance.</p> <p>Meralco also endeavors to provide an alternative source of electricity to off-grid public schools through its <i>School Electrification Program</i>. It benefits schools located in mountain and island communities, such as those that provide education to indigenous peoples. Under the program, schools are installed with up to 2 kilowatt-peak solar photovoltaic (PV) systems capable of producing enough electricity to power classroom lights,</p>	
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		<p>laptop computers and multimedia learning equipment.</p> <p>Meralco pioneered an advocacy that educates the youth on essential topics pertaining to energy such as generation, distribution, efficiency, safety and renewables. The goal of the energy education program is to develop the capacity of teachers to impart energy concepts in an in-depth and contextualized manner, and provide students with resources that will help them develop innovative ways for communities to use electricity sustainably.</p> <p>Meralco takes on a proactive role in promoting energy safety and efficiency in public schools within its franchise area. Each year, the Company participates in the week-long national school maintenance program called "<i>Brigada Eskwela</i>" of the Department of Education (DepEd), sending hundreds of employee-volunteers to inspect the electrical safety of classrooms and offices, clear nearby powerlines of safety hazards (e.g. tree branches), and recommend ways to improve efficient energy use.</p> <p>Together with the Department of Environment and Natural Resources</p>	
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		<p>(DENR), Meralco launched a competition that recognizes the best energy efficiency and safety programs implemented in schools.</p> <p>The Company's policies, programs and practices to interact positively with the communities in which it operates, through OMF, are discussed in detail in the OMF's 2020 Annual Report and its website (http://www.onemeralcofoundation.org/) The Company's sustainability initiatives are discussed in a GRI-compliant Sustainability Report.</p> <p>Link: <i>Meralco Sustainability Report 2020 attached to the Annual Report/Audited Financial Statement (SEC Form 17-A), pages 457 to 550:</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/manila_electric_company_sec_17-a_final_2020_with_sr.pdf?null</p> <p><i>2020 Sustainability Report</i> https://meralcomain.s3.ap-southeast-1.amazonaws.com/2021-05/1621836039709586.pdf?null</p> <p>https://company.meralco.com.ph/investor-relations/annual-reports</p>	
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Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Pasig on **MAY 27 2021**

Sgd
MANUEL V. PANGILINAN
CHAIRMAN

Sgd
ATTY. RAY C. ESPINOSA
PRESIDENT AND CHIEF EXECUTIVE OFFICER

Sgd
RET. CHIEF JUSTICE ARTEMIO V. PANGANIBAN
LEAD INDEPENDENT DIRECTOR

Sgd
PEDRO EMILIO O. ROXAS
INDEPENDENT DIRECTOR

Sgd
ATTY. SIMEON KEN R. FERRER
CORPORATE SECRETARY

Sgd
ATTY. WILLIAM S. PAMINTUAN
COMPLIANCE OFFICER

SUBSCRIBED AND SWORN to before me this **MAY 27 2021**, affiants exhibiting to me their competent evidence of identity as follows:

Name	Competent Evidence of Identity	Date of Issue	Place of Issue
MANUEL V. PANGILINAN			
ATTY. RAY C. ESPINOSA			
RET. CJ ARTEMIO V. PANGANIBAN			
PEDRO EMILIO O. ROXAS			
ATTY. SIMEON KEN R. FERRER			
ATTY. WILLIAM S. PAMINTUAN			

ATTY. GABRIEL ALFONSO C. ENRIQUEZ
Notary Public
Pasig, San Juan and Pateros
Issued on December 20, 2019 at Pasig City
Appointment No. 54 (2020-2021)
Roll No. 64589/JP No. 102757/1-9-2020 RSM Chapter
PTR No. 6569131/1-25-2020 Pasig City
MCLE VII-0001099-10/17/2019
9th Floor Lopez Bldg. Ortigas Avenue, Pasig City

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Page No. 95
Book No. VII
Series of 2021



BOARD OF DIRECTORS
MERALCO

SUBJECT: MERALCO THIRD-PARTY BOARD EVALUATION

Dear Madams/Sirs:

Greetings.

The Good Governance Advocates and Practitioners of the Philippines (GGAPP) appreciate the opportunity to facilitate **MERALCO's Annual Board Evaluation**. As a third-party facilitator, GGAPP is committed to providing your Company an in-depth analysis of its board performance in a manner that is non-intrusive and follows the strictest standards of confidentiality and professionalism.

GGAPP representatives held a preliminary meeting with your Company's compliance / corporate governance team to discuss the details of this board evaluation, particularly, the timeline and scope of the evaluation, and the necessary substance of the forms.

Your Company's representatives submitted the collated data from the accomplished forms to GGAPP. We've analyzed the said data and have attached a report based on the findings. The report includes guidance based on prevailing best practices in corporate governance and related laws, rules and regulations. Similar to the evaluation forms, the report is divided into four (4) main sections, namely the Collective Board Rating, Individual Director Rating, the Board Committees Rating, and the rating of the President/CEO.

Should you have questions or clarifications, please coordinate with your Company's representatives or contact GGAPP directly via administrator@goodgovernancephilippines.org.

GGAPP is an association of good governance advocates and practitioners from various publicly-listed companies, the public sector, and other organizations who have come together to promote and assist in the development of good governance in the country.

For more information on GGAPP, please visit our website at www.goodgovernancephilippines.org.

Thank you.

Sincerely,

Reginald H. Tiu
President, GGAPP