

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **PEDRO E. ROXAS**, Filipino, of legal age and a resident of 6 Ipil Road, South Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **MANILA ELECTRIC COMPANY** and have been its Independent Director since 25 May 2010.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Roxas Holdings, Inc.	Chairman	Jan. 25, 1995 to Present
Roxas & Company, Inc.	Chairman	March 24, 2009 to Present
Brightnote Assets Corporation	Director	Aug. 31, 1999 to Present
BDO Private Bank	Independent Director	Feb. 16, 2001 to Present
PLDT	Independent Director	March 01, 2001 to Present
Fundacion Santiago	Director, President	Dec. 01, 1993 to Present
Phil. Business for Social Progress	Trustee	2001 to Present
Club Punta Fuego, Inc.	Chairman	Dec. 16, 1997 to Present
CEMEX Holdings Phil. Inc.	Independent Director	June 03, 2016 to Present
Roxas Foundation, Inc.	Trustee	May 17, 2016 to Present
MAPFRE Insular Insurance Corp.	Independent Director	March 2018 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **MANILA ELECTRIC COMPANY**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relations provided under Rule 38.2.3 of the Securities Regulation Code (where applicable).

Name of Director/Officer/Substantial Shareholder	Company	Nature of Relationship
NOT THAT I AM AWARE OF	NOT APPLICABLE	NOT APPLICABLE

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation/ I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be).

Offense Charged/Investigated	Tribunal or Agency Involved	Status
NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of **MANILA ELECTRIC COMPANY** of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this _____ day of _____, at _____.


PEDRO E. ROXAS
Affiant

SUBSCRIBED AND SWORN to before me this 30 MAR 2020 day of _____ at _____, affiant personally appeared before me and exhibited to me his Philippine Passport No. P0388893B issued on 24 Jan. 2019 at DFA Manila.

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Series of 2020.

ATTY. GABRIEL ALFONSO C. ENRIQUEZ
Notary Public
Pasig, San Juan and Pateros
Issued on December 20, 2019 at Pasig City
Appointment No. 54 (2020-2021)
Roll No. 64589/IBP No. 102757/1-9-2020 RSM Chapter
PTR No. 6569131/1-25-2020 Pasig City
MCLE VII-0001099-10/17/2019
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City