

# COVER SHEET

P W - 1 0 2

S.E.C Registration Number

M A N I L A E L E C T R I C C O M P A N Y

(Company's Full Name)

L O P E Z B U I L D I N G , O R T I G A S A V E N U E ,  
B R G Y U G O N G , P A S I G C I T Y

(Business Address: No. Street City / Town / Province)

ATTY. WILLIAM S. PAMINTUAN

Contact Person

632-8014

Company Telephone Number

1 2 - 3 1

Month Day  
Fiscal Year

1 7 - C

FORM TYPE

0 5 2 9

Month Day  
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

# **SECURITIES AND EXCHANGE COMMISSION**

## **SEC FORM 17-C**

### **CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER**

1. **Date of Report:** *December 27, 2018*
2. **SEC Identification Number:** *PW-102*
3. **BIR Tax Identification Code:** *000-101-528-000*
4. **Name of Issuer as specified in its Charter:** *Manila Electric Company*
5. **Country of Incorporation:** *Philippines*
6. **Industry Classification:** *(SEC use only)*
7. **Address of principal office:** *Lopez Building, Ortigas Avenue, Barangay Ugong,  
Pasig City 1605*
8. **Issuer's telephone numbers:** *6328014 Area Code: (02)*
9. **Former name or former address:** *Not Applicable*
10. **Securities registered pursuant to Sections 18 and 12 of the SRC or Sections 4 and 8 of the RSA:**

*Number of Shares of  
Common Stock Outstanding*

**1,127,098,705**  
*(As of September 30, 2018)*

**Debt Securities: PhP18.5 Billion Bonds**

**11. Item Number reported: *Item 9 (Other Events)***

Please be informed that the Company received its Amended Articles of Incorporation on December 27, 2018. Refer to attached.

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MANILA ELECTRIC COMPANY**  
**Issuer**



**JOCELYN C. VILLAR-ALTAMIRA**  
Assistant Vice President & Head  
Corporate Governance and Compliance

**Date: December 27, 2018**

***Cc: Disclosure Department  
Listings and Disclosure Group  
Philippine Stock Exchange***

***Issuer Compliance and Disclosure Department  
Philippine Dealing & Exchange Corp.***



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 102

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

This is to certify that the amended articles of incorporation of the

**MANILA ELECTRIC COMPANY**

(Amending Article IV by extending the term of its existence thereof)

copy annexed, adopted January 29, 2018 by majority vote of the Board of Directors and on May 29, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Assistant Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 19<sup>th</sup> day of December, Twenty Eighteen.

**GERARDO E. DEL ROSARIO**  
Director

Company Registration and Monitoring Department

EJ/mii

# COVER SHEET

for Applications at

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

SAS  
9/16/16

Nature of Application

AMENDMENT

SEC Registration Number

PW-102

Former Company Name

MANILA ELECTRIC COMPANY

AMENDED TO:  
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

LOPEZ BLDG. ORTIGAS AVENUE,  
BRGY. UGONG, PASIG CITY

Company Email Address

www.meralco.com.ph

COMPANY INFORMATION

Company's Telephone Number/s

16220

Mobile Number

### CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

William S. Pamintuan

wsamintuan@meralco.com.ph 632-8014

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- ☐ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ Compliance Monitoring Division

**AMENDED  
ARTICLES OF INCORPORATION OF THE  
MANILA ELECTRIC COMPANY**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, a majority of whom are residents of the Philippine Islands, have this voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

**AND WE HEREBY CERTIFY-**

**FIRST.** That the name of said corporation shall be the "MANILA ELECTRIC COMPANY".

**SECOND.** That the purpose for which such corporation if formed is to engage in the production of light, heat and power, and in furtherance thereof, to acquire, construct, equip, own, lease, operate, and maintain in City of Manila, and elsewhere in the Philippine Islands, street railway, tramlines, and passenger and freight buses, whether operated by electric power, steam power, animal power, or power of any other kind; to acquire, construct, equip, own, lease, operate, and maintain in the City of Manila, and elsewhere in the Philippine Islands, plants for the production of electric light, heat, and power, water- power plants, gas plants, and other plants for the production of illumination, heat or power, and ice plants, refrigeration, cold-storage, and bottling plants and to produce, manufacture, develop, distribute, buy, sell, deal in, and dispose of the products of supplies of all kinds, to acquire, construct, equip, own, operate, and manage warehouses, docks, and other terminal facilities; to acquire, own, hold, lease, operate, and dispose of any and all franchises or right to operate street railways or other railways or plants for the production of

electricity, water power, or gas, or to carry on any of the businesses hereinbefore described; to acquire, hold, dispose of any patents, and to deal in any kind of machinery and apparatus or supplies, or to carry on all the works necessary or convenient for the purpose and powers herein set forth.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of real or personal properties, shares of stock, bonds or other securities or evidences of indebtedness, of any corporation or corporation of the Philippine Islands or any state, territory, or country, and, while owner of any such securities, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein.

To invest its corporate funds in another corporation or business to improve or enhance the services of the Company or leverage on the Company's assets and other incidental or necessary investment of corporate funds.

Without in any particular limiting any of the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to guarantee any dividends or bonds, contracts, or other obligations; to make and perform contracts of any kind and description, and, in carrying on its business, and for the purpose of attaining or furthering any of its objects, to do any and all other powers which a natural person could do and exercise and which are now or hereafter may be authorized by law.

Notwithstanding any other provision of these Articles of Incorporation, or the laws

of the Republic of the Philippines, so long as there shall be outstanding any of the Corporation's First Mortgage Bonds, due 1984, Series L, the Corporation's Series Q Bonds, due 1987, or the Corporation's Series R Bonds, due serially 1971, 1972, and 1973, or the Corporation's Bonds of each additional series as the Board of Directors of the Corporation may designate for this purpose by resolution filed with the Trustee under the Indenture referred to below, the Corporation shall not, and shall lack the corporate power to, create or suffer to exist any lien (other than the lien of the Corporation's Indenture, dated as of December 31, 1957, as the same has

heretofore been supplemented and amended, and may be further supplemented and amended, said Indenture, as thus heretofore and to be supplemented and amended being herein referred to as the "Indenture") upon the property, or any part thereof, covered or intended to be covered by the lien of the Indenture, or the income therefrom, other than (1) excepted encumbrances as defined in the Indenture, and (2) in the case of property acquired after September 25, 1964, prior liens existing thereon at the time of acquisition thereof, provided, however, that this provision shall not relate to any unsecured obligation or liability of the Corporation incurred in the ordinary course of business which, if unpaid, might solely as a matter of general Philippine Law, be given precedence over or equality with the lien of the Indenture as a lien or charge upon any of the property covered or intended to be covered by the lien of the Indenture or the income therefrom, as long as the Corporation shall cause the same to be discharged when due and in any event within four months after the accruing thereof.

**THIRD.** That the place where the principal office of the Corporation is to be established or located is at Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, Metro Manila, Philippines. (As amended on 27 May 2014)

**FOURTH.** That the term for which said Corporation is to exist is **fifty (50) years from May 7, 2019.** *(As approved by its Board of Directors on 29 January 2018 and ratified by 2/3 of its Stockholders on 29 May 2018).*

**FIFTH.** That the names and residences of the incorporators of said Corporation are as follows:

| <b><u>NAME</u></b> | <b><u>WHOSE RESIDENCE IS AT</u></b> |
|--------------------|-------------------------------------|
| J. C. Rockwell     | MANILA, P.I                         |
| D.M. Shaw          | MANILA, P.I                         |
| R. W. Spofford     | MANILA, P.I                         |
| James Ross         | MANILA, P.I                         |
| J.G Lawrence       | MANILA, P.I                         |

**SIXTH.** That the number of directors of said Corporation shall be eleven (11) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows, to wit:

| <u>NAME</u>    | <u>WHOSE RESIDENCE IS AT</u> |
|----------------|------------------------------|
| J. C. Rockwell | MANILA, P.I.                 |
| D.M.Shaw       | MANILA, P.I.                 |
| R. W. Spofford | MANILA, P.I.                 |
| James Ross     | MANILA, P.I.                 |
| J. G. Lawrence | MANILA, P.I.                 |

**SEVENTH.** That the capital stock of the Corporation is FIFTEEN BILLION FIVE HUNDRED MILLION PESOS (Php 15,500,000,000.00) and said capital stock is divided into:

- a) ONE BILLION TWO HUNDRED FIFTY MILLION (1,250,000,000) Shares of Common Stock, with par value of TEN PESOS (Php10.00) per share, or TWELVE BILLION FIVE HUNDRED MILLION PESOS (Php12,500,000,000.00); and
- b) THREE HUNDRED MILLION (300,000,000) shares of Preferred Stock, with par value of TEN PESOS (Php10.00) per share, or THREE BILLION PESOS (Php3,000,000,000.00).

(As approved by the Board of Directors on 26 February 2007 and by the stockholders representing at least 2/3 of the outstanding capital stock on 29 May 2007)

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In no case, however, shall the capital stock of the corporation be reduced to Less than sixty percent (60%) full Filipino ownership.

Preferred stock shall be issued serially in blocks of not Less than ONE HUNDRED THOUSAND (100,000) shares. Shares of preferred stock comprising one series shall have the same rights and restrictions. There shall be no pre-emptive right on the part of the holders of shares of either the common stock or preferred stock of the Corporation to subscribe to any or all issues or other disposition of shares of preferred stock.

Holders of preferred stock shall be entitled to cumulative preferential dividends before any dividend is paid upon shares of common stock, payable at a rate and at such interval as may be determined by the Board of Directors from time to time for each series or block of preferred stock, provided that such dividend rate shall in no case be higher than Twenty Percent (20%) per annum. Preferred stock may be issued subject to call by the Corporation or with rights for their redemption, either mandatory at a fixed or determinable date after issue or at the option of the holders thereof. Any and all shares of preferred stock so redeemed shall not be considered retired and may be re-issued by the Corporation. Preferred shares shall have such other features as the Board of Directors may determine prior to the issue of each series or block of preferred stock to which they are applicable.

Voting rights shall be vested exclusively in common shares. Preferred stock shall be non-voting, except in those cases expressly provided by Law.

After full cumulative dividends upon the outstanding preferred shares shall have been paid, the holders of common shares shall be entitled to receive such dividends as may from time to time be declared by the Board of Directors.