

COVER SHEET

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S.E.C Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

ATTY. WILLIAM S. PAMINTUAN

Contact Person

632-8014

Company Telephone Number

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Month Day
Fiscal Year

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FORM TYPE

0	5
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2	8
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Month Day
Annual Meeting

Secondary License Type, if Applicable

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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

[illegible]

File Number

LCU

[illegible]

Document I.D.

Cashier

STAMPS

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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: *May 28, 2013*
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, Pasig City*
8. Issuer's telephone numbers: *6328014* Area Code: *0300*
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 April 30, 2013)

Amount of Debt Outstanding: 25,775 million as of April 30, 2013

11. Item Number reported: Item 3 (Appointment of External Auditors), Item 4 (Election of Directors and Officers) and Item 9 (Other Events)

We disclose the following:

1. At the annual Meeting of Stockholders' held today, May 28, 2013, the stockholders appointed Sycip, Gorres, Velayo & Company (SGV) as the Company's external auditors for the year 2013-2014.
2. At the said annual stockholders' meeting, the following were elected directors for the ensuing year and until their successors are elected and qualified:
 - 1) Mr. Ramon S. Ang
 - 2) Atty. Ray C. Espinosa
 - 3) Mr. Jose Ma. K. Lim
 - 4) Ambassador Manuel M. Lopez
 - 5) Atty. Estelito P. Mendoza
 - 6) (Retired) Chief Justice Artemio V. Panganiban
 - 7) Mr. Manuel V. Pangilinan
 - 8) Mr. Vicente L. Panlilio
 - 9) Mr. Oscar S. Reyes
 - 10) Mr. Eric O. Recto
 - 11) Mr. Pedro E. Roxas

(Messrs. Panganiban and Roxas were elected as Independent Directors)

Attached are copies of the Certifications executed by (Retired) Chief Justice Artemio V. Panganiban and Mr. Pedro E. Roxas in connection with their election as independent directors of the Company.

3. At the meeting of the Board of Directors of the Company that immediately followed the adjournment of the said Annual Meeting of Stockholders:
 - a. The following were elected to the positions indicated opposite their respective names:

Manuel V. Pangilinan	Chairman of the Board
Ramon S. Ang	Vice Chairman of the Board
Oscar S. Reyes	President and Chief Executive Officer
Simeon Ken R. Ferrer	Corporate Secretary
Ricardo V. Buencamino	Senior Executive Vice President
Aaron A. Domingo	Senior Vice President, Power Generation Advisor General Manager, Meralco PowerGen Corporation
Alfredo S. Panlilio	Senior Vice President
Ramon B. Segismundo	Senior Vice President
Betty C. Siy-Yap	Senior Vice President and Chief Finance Officer
Roberto R. Almazora	Senior Vice President and Energy Market Advisor
Angelito D. Bermudo	Senior Vice President, President and Chief Executive Officer, MIESCOR
Rafael L. Andrada	First Vice President and Treasurer
Ruben B. Benosa	First Vice President
Helen T. de Guzman	First Vice President
Ivanna G. dela Pena	First Vice President
William S. Pamintuan	First Vice President, Assistant Corporate Secretary, Compliance Officer, Information Disclosure Officer and Head, Legal and Corporate Governance
Ireneo D. Acuña	Vice President
Angelita S. Atanacio	Vice President

Bennette D. Bachoco	Vice President
Edgardo V. Carasig	Vice President
Marthyn S. Cuan	Vice President and Chief Information Officer
Ruth B. David	Vice President
Rustico C. De Borja, Jr.	Vice President
Gerardo F. dela Paz	Vice President
Melinda P. Derpo	Vice President
Manolo C. Fernando	Vice President and Assistant Treasurer
Ferdinand O. Geluz	Vice President
Victor Emmanuel S. Genuino	Vice President
Nixon G. Hao	Vice President
Fortunato C. Leynes	Vice President
Redentor L. Marquez	Vice President
Raymond B. Ravelo	Vice President
Jose Rainier A. Reyes	Vice President
Nestor P. Sarmiento	Vice President
Liza Rose G. Serrano-Diangson	Vice President
Manuel Lorenzo L. Tuason	Vice President
Jose Antonio T. Valdez	Vice President

- b. The Board of Directors also appointed the respective chairmen, vice chairmen, members and secretariat of the following Board Committees:

1. EXECUTIVE COMMITTEE	
Chairman	Manuel V. Pangilinan
Vice Chairman	Ramon S. Ang
Member	Eric O. Recto
Member	Manuel M. Lopez
Member (Independent Director)	Artemio V. Panganiban
Secretariat	Simeon Ken R. Ferrer
	Virgilio S. Jacinto
	Jose Jesus G. Laurel

2. AUDIT AND RISK MANAGEMENT COMMITTEE	
Chairman (Independent Director)	Artemio V. Panganiban
Vice Chairman	Vicente L. Panlilio
Member	Eric O. Recto
Member	Jose Ma. K. Lim
Member (Independent Director)	Pedro E. Roxas
Member (Non-Director)	Anabelle L. Chua
Secretariat	Ferdinand K. Constantino
	Jose Jesus G. Laurel

3. FINANCE COMMITTEE	
Chairman	Ray C. Espinosa
Vice Chairman (Non-Director)	Ferdinand K. Constantino
Member	Eric O. Recto
Member	Manuel M. Lopez
Member (Independent Director)	Pedro E. Roxas
Member (Non-Director)	Anabelle L. Chua
Secretariat	Virgilio S. de Guzman
	Leo I. Posadas

4. NOMINATION AND GOVERNANCE COMMITTEE	
Chairman (Independent Director)	Pedro E. Roxas
Vice Chairman	Estelito P. Mendoza
Member	Ray C. Espinosa

Member	Jose Ma. K. Lim
Secretariat	William S. Pamintuan
	Virgilio S. Jacinto
	Jose Jesus G. Laurel

5. REMUNERATION AND LEADERSHIP DEVELOPMENT COMMITTEE	
Chairman	Manuel V. Pangilinan
Vice Chairman	Eric O. Recto
Member	Jose Ma. K. Lim
Member (Independent Director)	Pedro E. Roxas
Secretariat	Virgilio S. Jacinto
	Jose Jesus G. Laurel

4. Amendment to Section 7, Article II of the Company's Amended By-Laws:

The Stockholders approved the following: (i) the grant of additional compensation to the Company's directors 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, subject to the conditions that 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 the Company during the preceding year; and (ii) the corresponding amendment of Section 7, Article II of the Company's By-Laws.

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



WILLIAM S. PAMINTUAN
First Vice President
Assistant Corporate Secretary &
Information Disclosure Officer

Date: May 28, 2013

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

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 an independent director of **MANILA ELECTRIC COMPANY**.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
Roxas Holdings, Inc.	Chairman	17 years
Roxas & Company, Inc.	Chairman/President/CEO	9 years
Roxol Bioenergy Corporation	Chairman	3 years
Roxaco Land Corporation	Chairman/President	24 years
Brightnote Assets Corporation	Chairman	13 years
Hawaiian-Philippine Sugar Co.	Chairman	9 years
Fundacion Santiago	Director/President	19 years
Philippine Long Distance Tel. Co.	Director	11 years
BDO Private Bank	Director	11 years

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 and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. 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 MAY 28 2013, at Pasig City.


PEDRO E. ROXAS
Affiant

SUBSCRIBED AND SWORN to before me this MAY 28 2013 day of _____ at Pasig City, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) 104-738-165.

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Page No. 8 ;
Book No. IX ;
Series of 2013.


MICHELLE C. DELOS SANTOS-BONA
NOTARY PUBLIC
PASIG, CATEROS, TAGUIG AND SAN JUAN
ISSUED ON APRIL 29, 2013 AT PASIG CITY
UNTIL DECEMBER 31, 2014
ROLL NO. 47284 / IBP NO. 913523 1/8/13 RSM CHAPTER
PTR NO. 8457665 1/15/13 PASIG CITY
8TH FLOOR LOPEZ BLDG., ORTIGAS AVENUE, PASIG CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARTEMIO V. PANGANIBAN**, Filipino, of legal age and a resident of 1203 Acacia Street, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **MANILA ELECTRIC COMPANY**.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
GMA Network, Inc.	Independent Director	2007 - Present
First Philippine Holdings Corporation	Independent Director	2007 - Present
Metro Pacific Investments Corporation	Independent Director	2007 - Present
Robinsons Land Corporation	Independent Director	2008 - Present
GMA Holdings, Inc.	Independent Director	2009 - Present
Petron Corporation	Independent Director	2010 - Present
Bank of the Philippine Islands	Independent Director	2010 - Present
Asian Terminals, Inc.	Independent Director	2010 - Present
Philippine Long Distance Telephone Co.	Independent Director	2013 - Present
Jollibee Foods Corporation	Director	2012 - Present
Metropolitan Bank and Trust Co.	Senior Adviser	2008 - Present
Philippine Daily Inquirer	Columnist (Opinion Writer)	2007 - Present

(For my full bio-data, log to my personal website: cjpanganiban.ph)

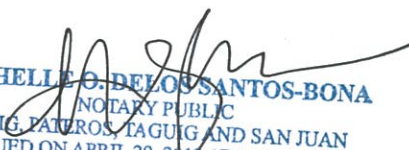
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **MANILA ELECTRIC COMPANY**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. 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 MAY 28 2013, at Pasig City.


ARTEMIO V. PANGANIBAN
Affiant

SUBSCRIBED AND SWORN to before me this MAY 28 2013 day of _____ at Pasig City, affiant personally appeared before me and exhibited to me his Philippine Passport Number DE0000999 issued in DFA Manila, Philippines on January 21, 2012 valid until January 20, 2017.

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Page No. 7 ;
Book No. IX ;
Series of 2013.


MICHELLE G. DELOS SANTOS-BONA
NOTARY PUBLIC
PASIG, PATEROS, TAGUIG AND SAN JUAN
ISSUED ON APRIL 29, 2013 AT PASIG CITY
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