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**SECURITIES AND EXCHANGE COMMISSION**

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Company Information

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Company Name MANILA ELECTRIC CO.

Industry Classification

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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

ADVISEMENT
L E T T E R

FORM TYPE

0 5

Month

2 6

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

Remarks = pls. use black ink for scanning purposes

December 21, 2015

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA
Greenhills, Mandaluyong City

Attention: **Director JUSTINA F. CALLANGAN**
Head, Corporate Governance and Finance Department

PHILIPPINE STOCK EXCHANGE, INC.

3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. JANET A. ENCARNACION**
Head, Disclosure Department

PHILIPPINE DEALING AND EXCHANGE CORP.

37/F, Tower 1, The Enterprise Center
6766 Ayala Avenue corner Paseo de Roxas
Makati City

Attention: **Ms. VINA VANESSA S. SALONGA**
Head, Issuer Compliance and Disclosure Department

Re: **Certification of Attendance of Meralco Directors in Board and Committee Meetings and
Certification of Compliance with the Manual of Corporate Governance for the year 2015**

Gentlemen:

In compliance with the Honorable Commission's Memorandum Circulars No. 2, Series of 2015, No. 1, Series of 2014 and No. 20, Series of 2013, we submit the attached information of attendance of our Directors in Meralco's Board and Board Committee Meetings for the period of January to December 2015.

Furthermore, I certify that Meralco's Manual of Corporate Governance conforms to the provisions of the Commission's Memorandum Circular No. 9, Series of 2014 (Amendment to the Revised Code of Corporate Governance), as well as contains other leading practices and principles on good corporate governance. For the year 2015, Meralco did not deviate from the provisions of its Manual as well as the provisions of the Revised Code of Corporate Governance.

Very truly yours,



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

July 25 (Monday)
August 22 (Monday)
September 26 (Monday)
October 24 (Monday)
November 28 (Monday)
December 19 (Monday)
Regular meeting is held last Monday of the month at 10:00 A.M. unless re-scheduled due to holidays. As per the Company's By-Laws, the Annual Stockholders' Meeting or Annual General Meeting (AGM) is held every last Tuesday of May.

2) DETAILS OF ATTENDANCE OF DIRECTORS

The Board met 12 times in 2015.

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Manuel V. Pangilinan ¹	26-May-15	12	12	100%
Member	Oscar S. Reyes	26-May-15	12	12	100%
Member	Lance Y. Gokongwei	26-May-15	12	12	100%
Member	Ray C. Espinosa ²	26-May-15	12	12	100%
Member	James L. Go	26-May-15	12	11	92%
Member	John L. Gokongwei, Jr.	26-May-15	12	12	100%
Member	Jose Ma. K. Lim	26-May-15	12	10	83%
Member	Napoleon L. Nazareno	26-May-15	12	11	92%
Member	Manuel M. Lopez	26-May-15	12	12	100%
Independent Director	Pedro E. Roxas ³	26-May-15	12	11	92%
Independent Director	Artemio V. Panganiban ⁴	26-May-15	12	12	100%

¹ Chairman, Remuneration and Leadership Development Committee

² Chairman, Finance Committee

Water Company, Inc., Maynilad Water Services, Inc., Medical Doctors, Inc., Cardinal Santos Medical Center, Our Lady of Lourdes Hospital, Central Luzon Doctors Hospital, Pacific Global Aviation Inc., Indra Philippines, and Neptune Stroika Holdings Inc. He is a Trustee of Davao Doctors Collage, Riverside Collage and Ideaspac Foundation, Inc. He is a Founding Member and Treasurer of the Shareholders Association of the Philippines. Mr. Lim holds a Bachelor of Arts degree in Philosophy from the Ateneo de Manila University and a Masters in Business Administration from the Asian Institute of Management.

3. James L. Go, 76 - Director, (since December 16, 2013 - 2 years)

James L. Go, is the Chairman and Chief Executive Officer of JG Summit Holdings, Inc. (JGSHI) and Oriental Petroleum and Minerals Corp.; Chairman of Robinsons Land Corp., Universal Robina Corp., JG Summit Petrochemical Corp. and JG Summit Olefins Corp.; Vice-Chairman and Deputy Chief Executive Officer of Robinsons Retail Holdings, Inc.; and a member of the Board of Directors of Cebu Air, Inc., Singapore Land, Ltd., Marina Center Holdings, Inc., United Industrial Corporation Limited, Hotel Marian City Private Limited and the Philippine Long Distance Telephone Company. He is also the President and Trustee of Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree and a Master of Science degree in Chemical Engineering from the Massachusetts Institute of Technology.

4. Lance Y. Gokongwei, 49- Director, (since December 16, 2013 - 2 years)

Lance Y. Gokongwei is the President and Chief Operating Officer of JG Summit Holdings, Inc.; President and Chief Executive Officer of Universal Robina Corp., Cebu Air, Inc. and JG Summit Petrochemicals; Vice-Chairman and Chief Executive Officer of Robinsons Land Corp.; Vice-Chairman of Robinsons Retail Holdings, Inc.; Chairman of Robinsons Bank Corp.; and member of the Board of Directors of Oriental Petroleum and Minerals Corporation, United Industrial Corporation Limited, Singapore Land Limited, and Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science where he graduated as Summa Cum Laude from the University of Pennsylvania.

5. Pedro E. Roxas, 59 - Independent Director (since May 25, 2010 - 5 years)

Mr. Roxas is the Chairman, President and Chief Executive Officer of Roxas and Company, Inc.; Chairman and President of Roxaco Land Corporation; Chairman of Roxas Holdings, Inc. and Club Punta Fuego, Inc. He is an Independent Director of Philippine Long Distance Telephone Company and BDO Private Bank. And a Director of Brightnote Assets Corporation. Mr. Roxas holds a Bachelor of Science degree in Business Administration from the University of Notre Dame in Indiana, USA.

Describe the Audit Committee's responsibility relative to the external auditor.

The Audit Committee reviews and evaluates procedures and criteria for the selection, appointment, performance evaluation and if appropriate, the termination of services of the external auditors and recommends the same to the Board and if required, to the Shareholders, for approval; reviews the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit; reviews and approves in

consultation with the chief audit executive and the head of the Finance organization, all audit and non-audit services to be performed by the external auditors and the related fees to be paid for such services; ensures that non-audit services, if allowed or approved, are disclosed in the Company's annual report; reviews and confirms the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the Company (Statement of Independence) and evaluates any relationships or services disclosed in such Statement that may impact the objectivity, independence or quality of services of the external auditors and take appropriate action in response to such Statement to satisfy itself of the external auditor's independence; and 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.

(c) Nomination and Governance Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Pedro E. Roxas	25-May-10	4	4	100%	5 years and 7 months
Member (NED)	Jose Ma. K Lim	29-May-12	4	4	100%	3 years and 6 months
Member (NED)	Napoleon L. Nazareno	27-May-14	4	3	75%	1 year and 7 months
Member (NED)	James L. Go	16-Dec-13	4	3	75%	2 years
Member (NED)	Lance Y. Gokongwei	27-May-14	4	3	75%	1 year and 7 months

(d) Remuneration and Leadership Development Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Manuel V. Pangilinan	25-May-10	4	4	100%	5 years and 7 months
Member (NED)	Napoleon L. Nazareno	27-May-14	4	4	100%	1 year and 7 months
Member (ID)	Pedro E. Roxas	25-May-10	4	4	100%	5 years and 7 months
Member (NED)	Lance Y. Gokongwei	16-Dec-13	4	3	75%	2 years

(e) Others (Specify) –

Provide the same information on all other committees constituted by the Board of Directors:

Risk Management Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Artemio V. Panganiban	27-May-09	1	1	100%	6 years and 7 months
Member (NED)	Jose Ma. K Lim	29-May-12	1	1	100%	3 years and 6 months
Member (ID)	Pedro E. Roxas	25-May-10	1	1	100%	5 years and 7 months
Member (NED)	Lance Y. Gokongwei	16-Dec-13	1	1	100%	2 years
Member (NED)	James L. Go	16-Dec-13	1	0	0%	2 years
Member (Non-voting)	Anabelle L. Chua	25-May-10	1	1	100%	5 years and 7 months

Finance Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Ray C. Espinosa	26-May-09	11	11	100%	6 years and 7 months
Member (NED)	Manuel M. Lopez	25-May-10	11	11	100%	5 years and 7 months
Member (ID)	Pedro E. Roxas	25-May-10	11	10	91%	5 years and 7 months
Member (NED)	James L. Go	16-Dec-13	11	10	91%	2 years
Member (NED)	John L. Gokongwei, Jr.	27-May-14	11	11	100%	1 year and 7 months
Member (Non-voting)	Anabelle L. Chua	25-May-10	11	10	91%	5 years and 7 months

3) CHANGES IN COMMITTEE MEMBERS

Indicate any changes in committee membership that occurred during the year and the reason for the changes: