

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 ,
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

L E T T E R

FORM TYPE

0 5

Month

2 8

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



ORTIGAS AVENUE, PASIG CITY
0300 PHILIPPINES

January 24, 2014

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA
Greenhills, Mandaluyong City

Attention: **Director JUSTINA F. CALLANGAN**
Head, Corporate Governance & 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. MA. CONCEPCION M. MAGDARAOG**
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 2013**

Gentlemen:

In compliance with the Honorable Commission's Memorandum Circular No.1 Series of 2014 which was posted in its company website on January 17, 2014, and relative to our recent coordination with the Commission's Corporate Governance Unit, we submit the attached list of attendance of the Meralco Directors in Board Meetings and Board Committee Meetings for the period January to December 2013.

Furthermore, I certify that Meralco's Manual on Corporate Governance, conforms with the provisions of the Commission's Memorandum Circular No. 6, Series of 2009 (the "Revised Code of Corporate Governance), as well as contains other leading practices and principles on good corporate governance. For the year 2013, 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

2013 BOARD MEETING ATTENDANCE

	Board of Directors	Regular Board Meetings												Annual		Orgn'l Meeting	Special Meeting	Meetings Held	Meetings Attended	% Attendance
		1,28,2013	2,25,2013	3,22,2013	4,22,2013	5,28,2013	6,26,2013	7,29,2013	8,23,2013	9,23,2013	10,26,2013	11,26,2013	12,16,2013	5,28,2013	SH Meeting	5,28,2013	6,13,2013			
1	Ramon S. Ang	A	P*	P*	P*	P	A	P	P	P*	P	P*	P*	P	P	P	A	13	10	77%
2	Ray C. Espinosa	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	13	13	100%
3	Jose Ma. K. Lim	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	A	13	12	92%
4	Manuel M. Lopez	P*	P*	P*	P*	P	P*	P*	P	P*	P*	P	P*	P	P	P	P*	13	13	100%
5	Estelito P. Mendoza	P	P	P	P	A	P	P	P	P	A	P	P	A	A	A	P	13	11	85%
6	Artemio V. Panganiban	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	13	13	100%
7	Manuel V. Pangilinan	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	13	13	100%
8	Vicente L. Panlilio	P	A	P	A	P	P	P	P	P	P	P	---	P	P	P	P	12	12	100%
9	Eric O. Recto	P	P	P	P	P	P	P	P*	P	P	P	---	P	P	P	P	13	13	100%
10	Oscar S. Reyes	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	13	12	92%
11	Pedro E. Roxas	P	P	P	P	P	P	P	A	P	P	P	P	P	P	P	P	1	1	100%
12	James L. Go	---	---	---	---	---	---	---	---	---	---	---	P	---	---	---	---	1	1	100%
13	Lance Y. Gokongwei	---	---	---	---	---	---	---	---	---	---	---	P	---	---	---	---	1	1	100%
	% Attendance	91%	91%	100%	91%	91%	91%	100%	91%	100%	91%	100%	100%	91%	91%	91%	82%			
	Duration of Meeting	2,25	1,75	1,75	1,75	1,00	1,50	2,00	1,50	2,00	1,50	2,00	2,50	1,00	0,25		2,25			

* Via teleconference
 ** Messrs. Eric O. Recto and Vicente L. Panlilio resigned effective December 11, 2013.
 *** Messrs. James L. Go and Lance Y. Gokongwei elected on December 16, 2013.

Legend:
 P - Present
 A - Absent

2013 BOARD COMMITTEE ATTENDANCE

EXECUTIVE COMMITTEE

Members		3.11.2013	7.22.2013	8.07.2013	9/18/2013
1	Manuel V. Paglilan (Chairman)	P	P	P	P
2	Ramon S. Ang (Vice Chairman)	P*	A	A	A
3	Manuel M. Lopez	A	P	A	P*
4	Artemio V. Panganiban	P	P	P	P
5	Eric O. Recto	P	P	P	P
% Attendance		80%	80%	60%	80%
Duration of Meeting		1.25	1.00	1.00	1.50

FINANCE COMMITTEE

Members		1.28.2013	2.25.2013	3.11.2013	3.22.2013	4.22.2013	5.27.2013	6.26.2013	7.29.2013	8.23.2013	9.23.2013	10.25.2013	12.13.2013
1	Ray C. Espinosa (Chairman)	P	P	P	P	P	P	P	P	P	P	P	P
2	Ferdinand K. Constantino (Vice Chairman)	P	P	P	A	P	P	P	P	P	P	P	P
3	Manuel M. Lopez	P*	P*	A	P*	P*	A	P*	P*	P	P*	P*	P*
4	Eric O. Recto	P	P	P	P	P	P	P	P	P*	P	P	A
5	Pedro E. Roxas	A	P	A	P	P	P	P	P	A	P	P	P
6	Anabelle L. Chua (non-director)	A	A	P	A	P	P	P	P	P	P	P	P
% Attendance		75%	100%	50%	100%	100%	75%	100%	100%	75%	100%	100%	75%
Duration of Meeting		0.75	0.75	1.25	0.50	1.00	0.50	0.50	0.75	1.00	0.50	0.50	1.00

AUDIT & RISK MANAGEMENT COMMITTEE

Members		2.20.2013	3.15.2013	4.19.2013	5.27.2013	7.26.2013	9.23.2013	10.23.2013	11.13.2013	12.13.2013
1	Artemio V. Panganiban (Chairman)	P	P	P	P	P	P	P	P	P
2	Vicente L. Panlilio (Vice Chairman)	P	P	A	P	P	P	P	P	P
3	Jose Ma. K. Lim	P	P	P	P	P	P	P	A	P
4	Eric O. Recto	P	P	P	P	P	P	P	P	A
5	Pedro E. Roxas	P	P	P	P	P	P	P	P	A
6	Anabelle L. Chua (non-director)	P	P	P	P	A	P	P	P	P
% Attendance		100%	100%	80%	100%	100%	100%	100%	80%	60%
Duration of Meeting		1.75	1.50	1.00	1.00	1.25	0.50	1.00	1.00	1.50

NOMINATION & GOVERNANCE COMMITTEE

Members		3.18.2013	5.27.2013	7.26.2013	12.13.2013
1	Pedro E. Roxas (Chairman)	P	P	P	P
2	Estelito P. Mendoza (Vice Chairman)	P	A	P	P
3	Ray C. Espinosa	P	P	P	P
4	Jose Ma. K. Lim	A	P	P	P
% Attendance		75%	75%	100%	100%
Duration of Meeting		0.25	0.50	0.75	0.25

REMUNERATION & LEADERSHIP DEVELOPMENT COMMITTEE

Members		2.20.2013	3.22.2013	10.23.2013	11.25.2013	12.13.2013
1	Manuel V. Pangilinan (Chairman)	P *	P	P	P	P
2	Eric O. Recto (Vice Chairman)	P	P	P	P	A
3	Jose Ma. K. Lim	P	A	P	A	P
4	Pedro E. Roxas	P	P	P	P	P
% Attendance		100%	75%	100%	75%	75%
Duration of Meeting		1.25	1.00	0.75	0.50	0.25

P* Via Teleconference/Videoconference