COVER SHEET

PW-102

S.E.C Registration Number

MANILA ELECTRIC COMPANY

(Company's Full Name)

LOPEZ BUILDING, ORTIGAS AVENUE,

BRGY UGONG, PASIG CITY

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

ATTY. WILLIAM S. PAMINTUAN

Contact Person

632-8014

Company Telephone Number

12-31

Month Day

Fiscal Year

17-C

FORM TYPE

05 26

Month Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

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:** *January 27, 2020*
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*
8. **Issuer's telephone numbers:** *(02) 86328014* **Area Code:** *1605*
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 December 31, 2019)*

Debt Securities: Php 18.5 Billion Bonds

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

In compliance with the SEC's Memorandum Circular No. 19, Series of 2016 (the "Code of Corporate Governance for Publicly Listed Companies"), 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 2019, countersigned by the Chairman, Mr. Manuel V. Pangilinan.

We also submit the attached Certification of Compliance with the Manual of Corporate Governance for the year 2019.

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
Senior Vice President
Assistant Corporate Secretary &
Information Disclosure Officer

Date: January 27, 2020

Cc: Disclosure Department
Listings and Disclosure Group
Philippine Stock Exchange

Issuer Compliance and Disclosure Department
Philippine Dealing & Exchange Corp.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)) S.S.

SECRETARY'S CERTIFICATE

I, WILLIAM S. PAMINTUAN, a duly elected, qualified and incumbent Assistant Corporate Secretary of Manila Electric Company (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, do hereby certify the attached list of attendance of the Company's directors in Board Meetings and Committee Meetings for the period covering January to December 2019.

WITNESS THE SIGNATURE of the undersigned as such officer of the Company and its corporate seal hereunto affixed on this _____.

WILLIAM S. PAMINTUAN
Assistant Corporate Secretary

COUNTERSIGNED BY:

MANUEL V. PANGILINAN
Chairman

SUBSCRIBED AND SWORN TO before me in Pasig City this JAN 21 2020 by William S. Pamintuan who has satisfactorily proven to me his identity through his Passport No. P2095480B valid until 4 May 2029 at DFA Manila, that he is the person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he executed the same.

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Book No. : III
Series of 2020.

ATTY. EDGAR MICHAEL C. ROBLES
Notary Public
Pasig San Juan and Pateros
Issued on January 21, 2019 at Pasig City
Appointment No. 76 (2019-2020)
Roll No. 62413/IBP Lifetime No. 011798 RSM Chapter
PTR No. 5312069/01-21-19 Pasig City
MCLE VI-0000249-07/11/16
8th Floor Lopez Bldg. Ortigas Avenue, Pasig City

2019 ASM and Board Meeting Attendance			
Director	Designation	28-May-19 Annual Stockholders' Meeting	Board Meetings / Organizational Meeting
Manuel V. Pangilinan[1]	Chairman	Present	13/13
Lance Y. Gokongwei	Director	Present	13/13
Ray C. Espinosa[2]	Director	Present	13/13
James L. Go	Director	Present	13/13
John L. Gokongwei Jr.[3]	Director	Present	11/11
Jose Ma. K. Lim[4]	Director	Present	12/13
Elpidio L. Ibañez	Director	Present	13/13
Anabelle L. Chua[5]	Director	Present	13/13
Artemio V. Panganiban[6]	Independent Director	Present	13/13
Pedro E. Roxas[7]	Independent Director	Present	11/13
Oscar S. Reyes[8]	Director	Present	6/6
Victorico P. Vargas[9]	Director	-	7/7
Frederick D. Go[3]	Director	-	2/2

[1] Chairman, Executive Committee and Remuneration and Leadership Development Committee

[2] Chairman, Finance Committee (until May 28, 2019 ASM/Org Meeting)

[3] On the passing of Mr. John L. Gokongwei, Jr., Mr. Frederick D. GO was appointed as replacement

[4] Chairman, Risk Management Committee

[5] Chairman, Finance Committee (starting May 28, 2019 ASM/Org Mtg.)

[6] Chairman, Audit Committee

[7] Chairman, Nomination and Governance Committee; Chairman Related Party Transactions Committee

[8] End of term as director in May 2019

[9] Elected during 2019 ASM

2019 Board Committee Meeting Attendance							
	Finance	Audit	Risk Management	Related Party Transactions	Nomination and Governance	Remuneration and Leadership Development	Executive Committee
Manuel V. Pangilinan	n/a	n/a	n/a	n/a	n/a	6/6	2/2
Lance Y. Gokongwei[1]	1/1	5/7	1/2	2/2	4/5	6/6	2/2
Ray C. Espinosa[2]	5/5	n/a	n/a	n/a	n/a	n/a	n/a
James L. Go	12/12	7/7	2/2	2/2	5/5	n/a	2/2
John L. Gokongwei Jr.[1]	10/10	n/a	n/a	n/a	n/a	n/a	n/a
Jose Ma. K. Lim	n/a	6/7	2/2	0/2	3/5	4/4	1/2
Elpidio L. Ibañez	12/12	n/a	n/a	n/a	n/a	n/a	n/a
Anabelle L. Chua[3]	12/12	7/7	2/2	2/2	5/5	n/a	n/a
Artemio V. Panganiban[4]	n/a	7/7	2/2	2/2	n/a	n/a	2/2
Pedro E. Roxas[4]	10/12	5/7	2/2	2/2	5/5	6/6	n/a
Oscar S. Reyes	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Victorico P. Vargas	7/7	n/a	n/a	n/a	n/a	2/2	n/a

[1] On the passing of Mr. John Gokongwei, Jr., Mr. Lance Y. Gokongwei was appointed as member of the Finance Committee to replace him
[2] Chairman, Finance Committee (until May 28, 2019 ASM/Org Meeting); President and CEO (as of May 28, 2019)
[3] Chairman, Finance Committee (starting May 28, 2019 ASM/Org Mtg.)
[4] Independent Director

MERALCO

ORTIGAS AVENUE, PASIG CITY
0300 PHILIPPINES

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)) S.S.

SECURITIES AND EXCHANGE COMMISSION
CERTIFICATE

I, **WILLIAM S. PAMINTUAN**, of legal age and with office address at **8/F Lopez Bldg., Ortigas Avenue, Pasig City,** after being sworn in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of **MANILA ELECTRIC COMPANY** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines;
2. The Company's Revised Manual of Corporate Governance, conforms with the provisions of Philippine Securities and Exchange Commission (SEC) Memorandum Circular No. 19, Series of 2016 (the "Code of Corporate Governance for Publicly Listed Companies"), as well as contains other leading practices and principles on good corporate governance;
3. In 2019, the Company did not deviate from the provisions of its Manual as well as the provisions of the Code of Corporate Governance as adopted in the Company's Manual; and
4. I am issuing this certificate in compliance with the requirement of the SEC on the annual reporting of the foregoing matters.

IN WITNESS WHEREOF, I have signed this Certificate this ___ day of January 2020 at Pasig City, Metro Manila,

WILLIAM S. PAMINTUAN
Compliance Officer

COUNTERSIGNED BY:

RAY C. ESPINOSA
President & CEO

SUBSCRIBED AND SWORN TO before me in Pasig City this JAN 21 2020 by William S. Pamintuan who has satisfactorily proven to me his identity through his Passport No. P2095480B valid until 4 May 2029 at DFA Manila, that he is the person who personally signed before me the foregoing Certificate and acknowledged that he executed the same.

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