

**LEVEL 2 – BONUS****A. Rights of Shareholders**

**A.1 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.**

<b>A.1.1(B) Does the company allow the use of secure electronic voting in absentia at the general meetings of shareholders?</b>	No	<p>THE COMPANY HAS NOT YET IMPLEMENTED SECURE ELECTRONIC VOTING IN ABSENTIA. AT PRESENT, WHAT THE COMPANY ALLOWS IS VOTING IN ABSENTIA WITH THE USE OF PROXIES.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 3-5, 25-28 AND 79. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p>
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**B. Equitable Treatment of Shareholders****B.1 Notice of AGM**

<b>B.1.1(B) Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?</b>	Yes	<p>THE NOTICE HAS BEEN SENT OUT AND DISCLOSED ON APRIL 4 2014. THE DATE OF THE ANNUAL MEETING IS ON MAY 6, 2014. EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 3. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p> <p>FOR THE 2013 ANNUAL MEETING, THE NOTICE OF MEETING HAS BEEN SENT OUT AND DISCLOSED ON _____. THE DATE OF THE ANNUAL MEETING WAS ON MAY 7, 2013. EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 3</p> <p>FOR THE 2012 ANNUAL MEETING, THE NOTICE OF MEETING HAS BEEN SENT OUT AND DISCLOSED ON MARCH 14, 2012. THE DATE OF THE ANNUAL MEETING WAS ON MAY 9, 2012. EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 3 <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf</a></p> <p>FOR THE 2011 ANNUAL MEETING, THE MEETING DATE HAS BEEN DISCLOSED ON JUNE 14, 2011 <a href="http://www.energy.com.ph/wp-content/uploads/2011/06/Change-in-Date-of-Annual-Stockholders-Meeting-2011-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/06/Change-in-Date-of-Annual-Stockholders-Meeting-2011-PSE.pdf</a></p> <p>AND THE NOTICE OF MEETING IN THE 20-IS WAS SUBMITTED AND DISCLOSED ON JUNE 21, 2011 <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Information-Statement-2011-Final-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Information-Statement-2011-Final-PSE.pdf</a></p> <p>. THE DATE OF THE ANNUAL MEETING IN 2011 WAS JULY 13, 2011.</p>
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**C. Roles of Stakeholders**

**C.1 The Rights of Stakeholders that are established by law or through mutual agreements are to be respected**

<b>C.1.1 (B) Does the company practice integrated report in its annual reports?</b>	YES.	<p>FOR FIVE YEARS NOW, THE COMPANY HAS BEEN PUBLISHING ITS SUSTAINABILITY REPORT INTEGRATED INTO ITS ANNUAL REPORT. THE REPORT FOLLOWS THE G3 A+ REPORTING STANDARD WITH ELECTRIC UTILITY STANDARD SUPPLEMENT (EUSS) WITH GRI- CERTIFICATION</p> <p>2013 IASR</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2014/05/EDC-2013-Performance-Report.pdf">http://www.energy.com.ph/wp-content/uploads/2014/05/EDC-2013-Performance-Report.pdf</a></p> <p>2012 IASR</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2013/05/2012_Annual-">http://www.energy.com.ph/wp-content/uploads/2013/05/2012_Annual-</a></p>
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		<p>Report-EDC_uploadMay242013.pdf</p> <p>2011 IASR</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a></p> <p>2010 IASR</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/07/EDC_IASR2010.pdf">http://www.energy.com.ph/wp-content/uploads/2011/07/EDC_IASR2010.pdf</a></p> <p>2009 IASR</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2010/08/2009-EDC-IASR-final-reduced-version1.pdf">http://www.energy.com.ph/wp-content/uploads/2010/08/2009-EDC-IASR-final-reduced-version1.pdf</a></p>
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## **D. Disclosure and Transparency**

### **D.1 Quality of Annual Report**

<b>D.1.1 (B) Are the audited annual financial report / statement released within 60 days from the financial year end?</b>	YES	<p>2014 AFS MARCH 24, 2014</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/EDC-ANNUAL-REPORT-2014-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/EDC-ANNUAL-REPORT-2014-PSE.pdf</a></p> <p>2013 AFS MARCH 12, 2014</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a></p> <p>2012 AFS FEBRUARY 20, 2013</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-Form-17-A-FY-2012.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-Form-17-A-FY-2012.pdf</a></p> <p>2011 AFS MARCH 2, 2012</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/EDC_17A_Dec2011-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/EDC_17A_Dec2011-PSE.pdf</a></p>
<b>D.1.2 (B) Does the company disclose details of remuneration of the CEO?</b>	NO	<p>THE REMUNERATION OF THE CEO IS PRESENTED AS A INTEGRATED FIGURE TOGETHER WITH THE DIRECTORS AND OFFICERS OF EDC</p> <p>2014 AFS MARCH 24, 2014</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/EDC-ANNUAL-REPORT-2014-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/EDC-ANNUAL-REPORT-2014-PSE.pdf</a></p> <p>2013 AFS MARCH 12, 2014</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a></p> <p>2012 AFS FEBRUARY 20, 2013</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-Form-17-A-FY-2012.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-Form-17-A-FY-2012.pdf</a></p> <p>2011 AFS MARCH 2, 2012</p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2011/05/EDC_17A_Dec2011-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/EDC_17A_Dec2011-PSE.pdf</a></p>

## **E. Responsibilities of the Board**

### **E.1 Board Competency and Diversity**

<b>E.1.1 (B) Does the company have at least one female independent director/commissioner?</b>	NO	
<b>E.2 Nominating Committee</b>		
<b>E.2.1 (B) Does the Nominating Committee</b>	NO	AT PRESENT, THERE IS ONLY ONE INDEPENDENT DIRECTOR AS COMMITTEE MEMBER, WHO MAY BE ELECTED AS COMMITTEE CHAIRPERSON.

<b>comprise entirely of independent directors/commissioners?</b>		<p>EDC WEBSITE. -INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 20-IS. INDEPENDENT DIRECTORS/NOMINATION COMMITTEE, PAGE 16. EDC BOARD COMMITTEES, PAGE 80. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p> <p>EDC WEBSITE. -2013 CONSOLIDATED ACGR. E. BOARD COMMITTEES. NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES. NOMINATION AND COMPENSATION COMMITTEE. PAGE 63. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/2013-Consolidated-AGCR-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/2013-Consolidated-AGCR-PSE.pdf</a></p> <p>-EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS PAGES 74-75 <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a></p> <p>-CORPORATE GOVERNANCE. BOARD COMMITTEES. <a href="http://www.energy.com.ph/corporate-governance/board-committees/">http://www.energy.com.ph/corporate-governance/board-committees/</a></p> <p><a href="http://www.energy.com.ph/corporate-governance/board-committees/individual-profile/">http://www.energy.com.ph/corporate-governance/board-committees/individual-profile/</a></p> <p><a href="http://www.energy.com.ph/wp-content/uploads/2009/09/NCC-Charter-Revised-06222011.pdf">http://www.energy.com.ph/wp-content/uploads/2009/09/NCC-Charter-Revised-06222011.pdf</a></p>
<b>E.2.2 (B) Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?</b>	YES	<p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS ELECTION OF EDC BOARD OF DIRECTORS FOR TERM 2013-2014. PAGE 80. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p>

**E.3 Board Appointments and Re-election**

<b>E.3.1 (B) Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies when searching for candidates to the Board of Directors/commissioners</b>	NO	
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**E.4 Board Structure & Composition**

<b>E.4.1 (B) Do independent non-executive directors/commissioners make up more than 50% of the Board of Directors/commissioners</b>	NO	<p>THE BOARD NOW COMPRISES OF 27.3% INDEPENDENT DIRECTORS, WHICH IS MORE THAN THE MINIMUM REGULATORY REQUIREMENT OF 2, OR 20% OF THE BOARD, WHICHEVER IS HIGHER. EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS ELECTION OF EDC BOARD OF DIRECTORS FOR TERM 2013-2014. PAGE 80. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p>
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**E.5 Board Performance**

<b>E.5.1 (B) Does the Company have a separate level risk committee?</b>	YES	<p>THE COMPANY HAS A BOARD RISK MANAGEMENT COMMITTEE. <a href="http://www.energy.com.ph/corporate-governance/board-activities/">http://www.energy.com.ph/corporate-governance/board-activities/</a></p>
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**PENALTY****A. Rights of Shareholders****A.1 Basic Shareholder Rights**

<b>A.1.1(P) Did the company</b>	No	NO SUCH RECORD OF IRREGULARITY CAN BE FOUND AGAINST EDC IN THE
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<b>fail or neglect to offer equal treatment for share repurchases to all shareholders?</b>		SEC OR PSE WEBSITES. SEC WEBSITE. <a href="http://www.sec.gov.ph">HTTP://www.sec.gov.ph</a> PSE WEBSITE: <a href="http://www.pse.com.ph">http://www.pse.com.ph</a>
<b>A.2 Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.</b>		
<b>A.2.1(P) Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?</b>	No	NO SUCH RECORD OF IRREGULARITY CAN BE FOUND AGAINST EDC IN THE SEC OR PSE WEBSITES.  SEC WEBSITE. <a href="http://www.sec.gov.ph">HTTP://www.sec.gov.ph</a>  PSE WEBSITE: <a href="http://www.pse.com.ph">http://www.pse.com.ph</a>
<b>A.3 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.</b>		
<b>A.3.1(P) Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?</b>	No	ONLY AGENDA ITEMS AS ANNOUNCED WERE TAKEN UP DURING THE ANNUAL MEETING.  2014 ANNUAL MEETING: – EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS. PAGE 3. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a>  2012 ANNUAL MEETING : -EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 3 <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf</a>  -EDC WEBSITE. INVESTOR RELATIONS. DISCLOSURES. <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/May-9-2012-Annual-Stockholders-Meeting-Approved-Resolutions3.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/May-9-2012-Annual-Stockholders-Meeting-Approved-Resolutions3.pdf</a>  2011 ANNUAL MEETING -EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 3 <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Information-Statement-2011-Final-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Information-Statement-2011-Final-PSE.pdf</a>  -EDC WEBSITE. INVESTOR RELATIONS. DISCLOSURES <a href="http://www.energy.com.ph/wp-content/uploads/2011/07/July-13-2011-ASM-Approved-Resolutions-PSE1.pdf">http://www.energy.com.ph/wp-content/uploads/2011/07/July-13-2011-ASM-Approved-Resolutions-PSE1.pdf</a>
<b>A.4 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed</b>		
<b>Did the company fail to disclose the existence of:</b> <b>A.4.1(P) Shareholders agreement?</b>	No	CAPITAL STRUCTURES ARE DISCLOSED FULLY AND IN DETAIL. EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS PAGE 78  FOR 2014 ASM. – <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a>  FOR 2012 ASM. – <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf</a>  EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A (AMENDED) PAGE 78 <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Amended-FY2011-Annual-Report-SEC-Form-17-A-website.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Amended-FY2011-Annual-Report-SEC-Form-17-A-website.pdf</a>  EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS PAGES 188-189 <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>
<b>A.4.2(P) Voting cap?</b>	No	EDC DOES NOT IMPLEMENT A VOTING CAP. AS SUCH, THERE IS NOTHING TO

		<p>DISCLOSE ON ANY VOTING CAP IN EDC'S 20-IS, 17-A OR ANNUAL REPORT. EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A (AMENDED) <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Amended-FY2011-Annual-Report-SEC-Form-17-A-website.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Amended-FY2011-Annual-Report-SEC-Form-17-A-website.pdf</a></p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT. SEC FORM 20-IS</p> <p>FOR 2014 ASM. – <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p> <p>FOR 2012 ASM. – <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Info-Statement-2012-9May2012-ASM-FINAL.pdf</a></p> <p>EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a></p>
<b>A.4.3(P) Multiple voting rights?</b>	No	<p>EDC ADOPTS ONLY THE ONE SHARE-ONE VOTE SYSTEM.</p> <p>FOR 2014 ASM. – EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT (SEC FORM 20-IS). VOTING AND PRINCIPAL HOLDERS THEREOF. PAGE 4. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a></p> <p>FOR 2011 ANNUAL MEETING. – EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT (SEC FORM 20-IS). VOTING AND PRINCIPAL HOLDERS THEREOF. PAGE 4. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Information-Statement-2011-Final-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Definitive-Information-Statement-2011-Final-PSE.pdf</a></p> <p>PAGE 5 OF THE DEFINITIVE INFORMATION STATEMENT PROVIDES: B. CONTROL AND COMPENSATION INFORMATION Item 4. Voting Securities and Principal Holders Thereof The record date for the purpose of determining the stockholders entitled to notice of, and to vote at the Annual Stockholders' Meeting is May 23, 2011. As of record date May 23, 2011, there are 18,750,000,000 outstanding unclassified common shares and 9,375,000,000 unclassified preferred shares entitled to notice and to vote at the meeting. A common or preferred share is entitled to one (1) vote each.</p>

**A.5 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.**

<b>A.5.1(P) Is a pyramid ownership structure and/or cross holding structure apparent?</b>	No	<p>THERE IS NO PYRAMID OWNERSHIP STRUCTURE IN EDC. EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS PAGES 111-113 <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a></p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A 2014. PAGES 109-112. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a></p>
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**B. Equitable treatment of shareholders**

**B.1 Insider trading and abusive self-dealing should be prohibited.**

<b>B.1.1(P) Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?</b>	No	<p>NO RECORD OF CONVICTION OR ANY CHARGES IN THE SEC OR PSE AGAINST EDC OR ITS DIRECTORS, OFFICERS OR EMPLOYEES, OF INSIDER TRADING SEC WEBSITE:</p> <p>PSE WEBSITE <a href="http://www.pse.com.ph">http://www.pse.com.ph</a></p>
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**B.2 Protecting minority shareholders from abusive action**

<b>B.2.1(P) Has there been any cases of non compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years?</b>	No	NO RECORD OF CONVICTION OR ANY CHARGES IN THE SEC OR PSE AGAINST EDC OR ITS DIRECTORS, OFFICERS OR EMPLOYEES, FOR NONCOMPLIANCE WITH THE LAWS, RULES OR REGULATIONS PERTAINING TO SIGNIFICANT OR MATERIAL RELATED PARTY TRANSACTIONS IN THE PAST THREE YEARS. SEC WEBSITE: <a href="http://www.sec.gov.ph">http://www.sec.gov.ph</a>  PSE WEBSITE <a href="http://www.pse.com.ph">http://www.pse.com.ph</a>
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**C. Role of Stakeholders****C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected.**

<b>C.1.1(P) Has there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?</b>	No	NO RECORD OF ANY VIOLATION OF ANY LAWS, RULES OR REGULATIONS PERTAINING TO LABOUR/EMPLOYMENT/CONSUMER/INSOLVENCY/COMMERCIAL/COMPETITION OR ENVIRONMENTAL ISSUES. SEC WEBSITE: <a href="http://www.sec.gov.ph">http://www.sec.gov.ph</a>  PSE WEBSITE <a href="http://www.pse.com.ph">http://www.pse.com.ph</a>
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**C.2 Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.**

<b>C.2.1(P) Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?</b>	No	NO RECORD OF SANCTIONS IMPOSED ON EDC FOR FAILURE TO MAKE ANNOUNCEMENTS WITHIN THE REQUISITE TIME PERIOD FOR MATERIAL EVENTS. SEC WEBSITE: <a href="http://www.sec.gov.ph">http://www.sec.gov.ph</a>  PSE WEBSITE <a href="http://www.pse.com.ph">http://www.pse.com.ph</a>
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**D. Disclosure and transparency****D.1 Sanctions from regulator on financial reports**

<b>D.1.1(P) Did the company receive a "qualified opinion" in its external audit report?</b>	No	EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A 2014. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a>  EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>
<b>D.1.2(P) Did the company receive a "adverse opinion" in its external audit report?</b>	No	EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A 2014. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a>  EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>
<b>D.1.3(P) Did the company receive a "disclaimer opinion" in its external audit report?</b>	No	EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A 2014. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a>  EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>
<b>D.1.4(P) Has the company in the past year revised its financial statements for reasons other than</b>	Yes (Others)	EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 17-A 2014. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/SEC-17A-FY-2013-PSE.pdf</a>

<b>changes in accounting policies?</b>		EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>
<b>E. Responsibilities of the Board</b>		
<b>E.1 Compliance with listing rules, regulations and applicable laws</b>		
<b>E.1.1(P) Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?</b>	No	SEC WEBSITE <a href="http://www.sec.gov.ph">http://www.sec.gov.ph</a> PSE WEBSITE <a href="http://www.pse.com.ph">http://www.pse.com.ph</a>
<b>E.1.2(P) Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?</b>	No	IN FEBRUARY 2011, INDEPENDENT DIRECTOR JOHN A. PRASETIO RESIGNED FROM THE EDC BOARD DUE TO THE DEMANDS OF HIS POSITION AS COMMISSIONER OF THE PERMATABANK IN INDONESIA. EDC WEBSITE. INVESTOR RELATIONS. DISCLOSURES <a href="http://www.energy.com.ph/wp-content/uploads/2011/02/PSE-Disclosure-on-the-resignation-of-John-A-Prasetio-and-Anthony-M-Mabasa.pdf">http://www.energy.com.ph/wp-content/uploads/2011/02/PSE-Disclosure-on-the-resignation-of-John-A-Prasetio-and-Anthony-M-Mabasa.pdf</a>
<b>E.2 Board Appraisal</b>		
<b>E.2.1(P) Does the Company have any independent directors/commissioners who have served for more than nine years or two terms (whichever is higher) in the same capacity?</b>	No	NONE. 2 OUT OF 3 INDEPENDENT DIRECTORS WERE FIRST ELECTED IN JULY 2010. THE THIRD INDEPENDENT DIRECTOR WAS FIRST ELECTED IN JULY 2011.  EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS PAGE 82 <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>  EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT (SEC FORM20-IS). ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS. FRANCISCO ED LIM, EDGAR O. CHUA AND ARTURO T. VALDEZ. PAGES 10-11. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a>
<b>E.2.2(P) Did the company fail to identify who are the independent directors/commissioners?</b>	No	THE INDEPENDENT DIRECTORS ARE PROPERLY IDENTIFIED. EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS PAGE 82 <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>  EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. DEFINITIVE INFORMATION STATEMENT (SEC FORM20-IS). ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS. FRANCISCO ED LIM, EDGAR O. CHUA AND ARTURO T. VALDEZ. PAGES 10-11. <a href="http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf">http://www.energy.com.ph/wp-content/uploads/2011/05/Def-Info-Statement-May-6-2014-ASM-Final-Copy.pdf</a>
<b>E.3 External Audit</b>		
<b>E.3.1(P) Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?</b>	No	BASED ON OUR DIRECTORS' PROFILES, NONE HAS BEEN EVER EMPLOYED BY EDC'S EXTERNAL AUDITOR, SGV IN THE PAST 2 YEARS EDC INTEGRATED ANNUAL AND SUSTAINABILITY REPORT. GRI-CHECKED B+ RATING BASED ON EUSS REPORTING STANDARDS PAGES 81-82 <a href="http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf">http://www.energy.com.ph/wp-content/uploads/2012/05/2011-EDC-IR.pdf</a>
<b>E.4 Board Structure and composition</b>		
<b>E.4.1 (P) Is any of the directors a former CEO of the Company in the past 2 years?</b>	YES	

