

Question	Answer	Remarks
A. RIGHTS OF SHAREHOLDERS		
<u>A.1 Basic Shareholder Rights</u>		
A.1.1 Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	Yes	<p><i>Right to Dividends (Dividends Policy).</i> Our Board of Directors is authorized to declare dividends as long as EDC has unrestricted retained earnings in accordance with Section 43 of the Corporation Code.</p> <p>In the case of cash dividends, holders of common shares are entitled to receive annual cash dividends of at least 30% of the prior year's recurring net income based on the recommendation of the Board of Directors, without need of stockholders' approval. Such recommendation for cash dividend declaration will take into consideration factors such as current and prospective debt service requirements and loan covenants, the implementation of business plans, operating expenses, budgets, funding for new investments, appropriate reserves and working capital, among other.</p> <p>In the case of stock dividends, Board and stockholders' approval are required in accordance with existing laws. Stockholders representing at least two-thirds of EDC's outstanding capital stock must approve the stock dividend declaration.</p> <p>In 2014, EDC's Board of Directors approved the declaration of cash dividends twice: (1) on February 28, 2014, the declaration of a cash dividend of P0.10 per share on the common shares in favor of common shareholders of record as of March 17, 2014 and payable on or before April 10, 2014; and (2) on October 3, 2014, the declaration of a special cash dividend of P0.10 per share on the common shares in favor of common shareholders of record as of October 20, 2014 and payable on or before November 13, 2014. The cash dividends were paid within thirty (30) days after being declared by the Board.</p> <p>SOURCES:</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART II. SECURITIES OF THE REGISTRANT >>> Notes to Financial Statements, pages 30-31. >> PART V. Corporate Governance, pages 83-84.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> Rights of Shareholders >>> Right to Dividends (Dividend Policy), pages 4-5.</p> <p>PSE DISCLOSURE: DECLARATION OF CASH DIVIDENDS. DOCUMENT SOURCE: EDC WEBSITE. DISCLOSURE PAGE, February 20, 2013 September 10, 2013 March 3, 2014 (for preferred and common shares), October 3, 2014</p>
<u>A.2 Right to participate in decisions concerning fundamental corporate changes.</u>		
Do shareholders have the right to participate in:		
A.2.1 Amendments to the company's constitution?	Yes	<p>We encourage our shareholders' personal attendance to annual and special stockholders' meetings to ensure their effective and active participation therein and to help them arrive at a well-informed decision on the proposed fundamental changes in the company, including, among others, amendments to our Articles of Incorporation, and transfer of all or substantially all assets of the corporation. If they cannot attend such meetings, shareholders are appraised ahead of time of their right to appoint a proxy. The electronic filing and early distribution of the Definite Information Statement, or SEC Form 20-IS containing the Notice of Meeting and the Agenda, the proxy forms and all information necessary for stockholders to make informed decisions are strictly observed by EDC.</p> <p>In the meeting notice and the SEC Form 20-IS, we identified all items on the agenda as well as other relevant and adequate information provided for the shareholders' consideration, including -</p>

		<p>xxx xxx xxx 5. <i>Amendments to the Articles of Incorporation (AOI)</i>. Information on the proposed changes to the AOI was included, particularly on the reclassification of 3,000,000,000 authorized and unissued Common Shares with a par value of P1.00 per share into 300,000,000 Non-Voting Preferred Shares with a par value of P10.00 per share, thereby creating a new class of preferred shares with specific features; and the additional limitations on the exercise of the right of preemption for certain share issuances/reissuances. xxx xxx xxx</p> <p>In 2014, the shareholders approved the amendment to EDC’s Articles of Incorporation to include among existing exceptions to the pre-emptive right: (a) the issuance of preferred shares of any class and/or series; (b) the reissuance of common and/or preferred shares of any class and/or series from Treasury, and (c) the issuance of common shares which the Board has resolved not to first offer to shareholders on a pro-rata basis (“Non-Preemption Shares”); provided that the total of such Non-Preemption Shares, together with prior issuances of common shares which were also not first offered to then existing shareholders on a pro rata basis, will not exceed 20% of the authorized common shares at the time of the issuance of the Non-Preemption Shares.</p> <p>SOURCES:</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 82, 86. >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 124</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE . CG MANUAL: STOCKHOLDERS’ RIGHTS AND PROTECTION</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders. >>> Basic Shareholder Rihgts, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 3. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders’ Meeting (ASM), pages 7-8 >>> Results of the 2014 Annual Stockholders’ Meeting, page 9.</p> <p>INVESTOR RELATIONS. DISCLOSURES.</p> <p>May 7, 2013 (No agenda item for Amendment of Articles / By-Laws)</p> <p>May 6, 2014 (1 Agenda item for Amendment of the Articles of Incorporation)</p>
<p>A.2.2 The authorisation of additional shares?</p>	<p>Yes</p>	<p>We encourage our shareholders’ personal attendance to annual and special stockholders’ meetings to ensure their effective and active participation therein and to help them arrive at a well-informed decision on the proposed fundamental changes in the company, including, among others, amendments to our Articles of Incorporation, and transfer of all or substantially all assets of the corporation. If they cannot attend such meetings, shareholders are appraised ahead of time of their right to appoint a proxy. The electronic filing and early distribution of the Definite Information Statement, or SEC Form 20-IS containing the Notice of Meeting and the Agenda, the proxy forms and all information necessary for stockholders to make informed decisions are strictly observed by EDC.</p> <p>In the meeting notice and the SEC Form 20-IS, we identified all items on the agenda as well as other relevant and adequate information provided for the shareholders’ consideration, including -</p> <p>xxx xxx xxx 5. <i>Amendments to the Articles of Incorporation (AOI)</i>. Information on the proposed changes to the AOI was included, particularly on the reclassification of 3,000,000,000 authorized and unissued Common Shares with a par value of P1.00 per share into 300,000,000 Non-Voting Preferred Shares with a par value of P10.00 per share, thereby creating a new class of preferred shares with specific features; and the additional</p>

		<p>limitations on the exercise of the right of preemption for certain share issuances/reissuances. xxx xxx xxx</p> <p>In 2014, the shareholders approved the amendment to EDC's Articles of Incorporation to include among existing exceptions to the pre-emptive right: (a) the issuance of preferred shares of any class and/or series; (b) the reissuance of common and/or preferred shares of any class and/or series from Treasury, and (c) the issuance of common shares which the Board has resolved not to first offer to shareholders on a pro-rata basis ("Non-Preemption Shares"); provided that the total of such Non-Preemption Shares, together with prior issuances of common shares which were also not first offered to then existing shareholders on a pro rata basis, will not exceed 20% of the authorized common shares at the time of the issuance of the Non-Preemption Shares.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders. >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 3. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 7-8 >>> Results of the 2014 Annual Stockholders' Meeting, page 9.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 82, 86. >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 124.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE > CG MANUAL: STOCKHOLDERS' RIGHTS AND PROTECTION</p> <p>INVESTOR RELATIONS. DISCLOSURES.</p> <p>May 7, 2013 (No agenda item for additional shares)</p> <p>May 6, 2014 (1 Agenda item for reclassification of shares; Amendment of the Articles of Incorporation)</p>
<p>A.2.3 The transfer of all or substantially all assets, which in effect results in the sale of the company?</p>	<p>Yes</p>	<p>We encourage our shareholders' personal attendance to annual and special stockholders' meetings to ensure their effective and active participation therein and to help them arrive at a well-informed decision on the proposed fundamental changes in the company, including, among others, amendments to our Articles of Incorporation, and transfer of all or substantially all assets of the corporation. If they cannot attend such meetings, shareholders are apprised ahead of time of their right to appoint a proxy. The electronic filing and early distribution of the Definite Information Statement, or SEC Form 20-IS containing the Notice of Meeting and the Agenda, the proxy forms and all information necessary for stockholders to make informed decisions are strictly observed by EDC.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 3. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 7-8 >>> Results of the 2014 Annual Stockholders' Meeting, page 9.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >>Corporate Governance, pages 82, 86.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE > CG MANUAL: STOCKHOLDERS' RIGHTS AND PROTECTION</p>
<p><u>A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed</u></p>		

of the rules, including voting procedures, that govern general shareholder meetings.

<p>A.3.1 Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?</p>	Yes	<p>THE RIGHT IS GRANTED UNTO SHAREHOLDERS AS EVIDENCED IN THE BY-LAWS AND THE CORPORATE GOVERNANCE MANUAL.HOWEVER, FOR THE ANNUAL MEETING COVERED BY THIS REVIEW, THE THERE IS NO AGENDA ITEM ON BOARD REMUNERATION. THE LATEST TIME WHEN SUCH BOARD REMUNERATION WAS IN THE AGENDA WAS IN THE2007 ANNUAL STOCKHOLDERS MEETING (ASM).</p> <p>On the other hand, our stockholders are provided with information on the amount and form of compensation received by the directors and key officers of EDC in the SEC Form 20-IS.</p> <p>In EDC, the current Board compensation package was the one which was approved by the Board and the Stockholders in 2007, as follows:</p> <ul style="list-style-type: none"> • Monthly director’s fee: P50,000.00 • Attendance fee for Board meetings: P10,000.00 per meeting • Bonus to Directors as a group: ½ of 1% of declared cash dividend • Group Life Insurance Coverage: P 4 million, at a premium per month of P1,292.10 wherein P443.50 is being shouldered by the Company while the balance of P848.60 is being shouldered by the director. • Group Hospitalization Insurance Coverage: P2,632.38 per month <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders’ Meeting (ASM), pages 7-8 >>> 5. Board Responsibilities >>> Compensation of Directors and Key Officers, page 38.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, page 86.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. SEC FORM 20-IS (DEFINITIVE INFORMATION STATEMENT) >Item 6. Compensation of Directors and Key Officers, page 20.</p>
<p>A.3.2 Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?</p>	Yes	<p>THE RIGHT IS GRANTED UNTO SHAREHOLDERS AS EVIDENCED IN THE BY-LAWS AND THE CORPORATE GOVERNANCE MANUAL.Our non-controlling shareholders are given an opportunity to nominate candidates to the Board. For 2014, our independent directors were nominated by Messrs. Rafael Ignacio Montinola, Edwin Martelino and Farley Cuizon.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 4.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >>>Corporate Governance, page 83.</p> <p>2013 Notice of ASM and Definitive Information Statement</p> <p>2014 Notice of ASM and Definitive Information Statement</p>
<p>A.3.3 Does the company allow shareholders to elect directors/commissioners individually?</p>	Yes	<p>THE RIGHT IS GRANTED UNTO SHAREHOLDERS AS EVIDENCED IN THE BY-LAWS AND THE CORPORATE GOVERNANCE MANUAL.</p> <p>EDC adheres to the “One Share, One Vote” rule. Our shareholders enjoy voting rights recognized in Section 6 of the Corporation Code equivalent to the number of shares held by them.</p> <p>In acting on fundamental corporate actions, our shareholders may vote such number of shares held by them to approve or reject such corporate action, i.e. one share yield one vote. In electing the members of our Board of Directors, our shareholders may vote such number of voting shares for</p>

		<p>as many persons as there are directors to be elected or to cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his voting shares, or he may distribute them on the same principle among as many candidates as he shall think fit.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >>2. Equitable Treatment of Shareholders >>> The One Share, One Vote Rule, page 6 >>> 2014 Annual Stockholders’ Meeting (ASM), pages 8-9 .</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, page 84-85, 87-88.</p> <p>2013 Notice of ASM and Definitive Information Statement</p> <p>2014 Notice of ASM and Definitive Information Statement</p>
<p>A.3.4 Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?</p>	<p>Yes</p>	<p>We encourage our shareholders’ personal attendance to annual and special stockholders’ meetings to ensure their effective and active participation therein and to help them arrive at a well-informed decision on the proposed fundamental changes in the company. If they cannot attend such meetings, shareholders are appraised ahead of time of their right to appoint a proxy. The electronic filing and early distribution of the Definitive Information Statement, or SEC Form 20-IS containing the Notice of Meeting and the Agenda, the proxy forms and all information necessary for stockholders to make informed decisions are strictly observed by EDC.</p> <p>The Notice of Annual Meeting of the Company’s shareholders, Proxy Forms and the Definitive Information Statement submitted to the Securities and Exchange Commission (SEC) contain the detailed guide to inform EDC’s stockholders about the exercise of these stockholders’ rights. Electronic copies of these documents are distributed in compact disk (CD) formats by regular mail, or via postings in EDC’s website and by disclosures in the Philippine Stock Exchange’s Electronic Disclosure Generation Technology (PSE EDGE). Stockholders may also request for a hard copy of these documents from the Office of the Corporate Secretary and the Investor Relations Office (c/o Erudito S. Recio, Senior Manager, Investor Relations).</p> <p>In acting on fundamental corporate actions, our shareholders may vote such number of shares held by them to approve or reject such corporate action, i.e. one share yield one vote. In electing the members of our Board of Directors, our shareholders may vote such number of voting shares for as many persons as there are directors to be elected or to cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his voting shares, or he may distribute them on the same principle among as many candidates as he shall think fit.</p> <p>For 2014 ASM, stockholders were informed in the SEC Form 20-IS (Definitive Information Statement) that those who will be attending in person shall make and cast their votes on the day of the meeting and for those who will be represented by proxy, their votes should be submitted and received by EDC no later than April 26, 2014. Shareholders can download proxy forms from our website. Stockholders were also informed that the proxy is required to be duly signed and accomplished and submitted within the deadline, after which the company will validate and accept the same, without need for notarization. Stockholders voting by proxy are also informed that in the absence of an indication on how to cast the vote, votes will be considered cast in a particular manner for every matter to be voted for.</p> <p>For the election of 11 directors, 11 nominees receiving the most number of votes will be elected to the Board of Directors. Cumulative voting will apply. All common and preferred shareholders are entitled to vote. For the</p>

		<p>amendments to the Articles of Incorporation, the approval by the stockholders representing a two-thirds (2/3) of the outstanding common and preferred stock will be required. For all other matters to be taken up, the approval by the stockholders representing a majority of the outstanding common and preferred stock will be sufficient. Voting shall be done viva voce or by raising of hands and the votes cast for or against the matter submitted shall be tallied by the Corporate Secretary in case of division of the house.</p> <p>Stockholders are informed of the Agenda items for the Annual Stockholders' meeting, through the release and disclosure of the Company's Definitive Information Statement (SEC Form 20-IS). The proxy form is attached to the Notice and the 20-IS. For those who will be represented by proxy, their votes should be submitted and received by the Company no later than April 26, 2014. For Stockholders attending in person, their votes shall be made and cast on the day of the meeting. No new item shall be included in the agenda on the day of the meeting. Approval is made on a one subject, one item basis, using a one share, one vote policy, regardless of the class of shares</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 3 >> 2. Equitable Treatment of Shareholders >>> The One Share, One Vote Rule, page 6.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 82, 87-88 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 122.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS>2014 Notice of ASMand > Definitive Information Statement>> 2014 Notice of ASM and Proxy Form >> Item 10. Voting Procedure, page 25.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS.2013 Notice of ASMand Definitive Information Statement</p>
<p>A.3.5 Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?</p>	<p>Yes</p>	<p>During the Stockholders' meeting, our shareholders are given an opportunity to raise questions to our Board and Management. For 2014, these questions and answers are recorded and included in the 2014 Annual Corporate Governance Report of EDC posted in our website.</p> <p>The Chairman encouraged the shareholders to pose their queries or to express their opinions or recommendations and the management addressed and answered all the queries with due respect. The questions asked and the issues raised during the 2014 ASM is duly recorded in the Minutes of the Meeting.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 4 >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 83, 87 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 126-127.</p> <p>2013 ASM Minutes</p>

		2014 ASM Tabulation of votes
A.3.6 Do the minutes of the most recent AGM record questions and answers?	Yes	<p>During the Stockholders' meeting, our shareholders are given an opportunity to raise questions to our Board and Management. For 2014, these questions and answers are recorded and included in the 2014 Annual Corporate Governance Report of EDC posted in our website.</p> <p>The Chairman encouraged the shareholders to pose their queries or to express their opinions or recommendations and the management addressed and answered all the queries with due respect. The questions asked and the issues raised during the 2014 ASM is duly recorded in the Minutes of the Meeting.</p> <p>SOURCES:</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 83, 87 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 126-127.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 4 >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9.</p> <p>2013 ASM Minutes</p> <p>2014 ASM Tabulation of votes</p>
A.3.7 Does the disclosure of the outcome of the most recent AGM include resolution(s)?	Yes	<p>The following table shows the voting results in the 2014 Annual Stockholders' Meeting of the Energy Development Corporation:</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 88 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 127-128.</p> <p>PSE Disclosure on the approved ASM Resolutions</p> <p>2013</p> <p>2014</p>
A.3.8 Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?	Yes	<p>Yes.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 88 >>PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 127-128.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. BOARD ACTIVITIES. MINUTES OF THE ANNUAL STOCKHOLDERS MEETING. 2014 ASM Tabulation of votes</p>

		EDC WEBSITE. CORPORATE GOVERNANCE. BOARD ACTIVITIES. MINUTES OF THE ANNUAL STOCKHOLDERS MEETING. 2013 ASM Minutes
<p>A.3.9 Does the company disclose the list of board members who attended the most recent AGM?</p>	Yes	<p>Our Chairman of the Board/CEO, our President/COO, Executive and Non-executive Directors and Independent Directors, all corporate officers and executive management, as well as the external auditors attended the meeting to answer all aspects of shareholders' questions. With all eleven of EDC's Board of Directors present in the Meeting, the Chairmen of the Audit and Governance Committee, the Nomination and Compensation Committee, the Risk Management Committee, and the CSR Committee are properly represented thereat.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9 >> 5. Board Responsibilities >>> Board Meetings and Directors' Attendance, page 27.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 87, 104 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 129.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. CERTIFICATE OF BOARD ATTENDANCE</p> <p>EDC WEBSITE. INVESTOR RELATIONS. 2013 ANNUAL REPORT</p> <p>EDC WEBSITE. INVESTOR RELATIONS. 2013 ANNUAL REPORT</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE: BOARD ACTIVITIES</p>
<p>A.3.10 Did the chairman of the board of directors/commissioners attend the most recent AGM?</p>	Yes	<p>CHAIRMAN/CEO FEDERICO R. LOPEZ ATTENDED THE 2013 and 2014 ANNUAL STOCKHOLDERS' MEETING.</p> <p>Our Chairman of the Board/CEO, our President/COO, Executive and Non-executive Directors and Independent Directors, all corporate officers and executive management, as well as the external auditors attended the meeting to answer all aspects of shareholders' questions. With all eleven of EDC's Board of Directors present in the Meeting, the Chairmen of the Audit and Governance Committee, the Nomination and Compensation Committee, the Risk Management Committee, and the CSR Committee are properly represented thereat.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9 >> 5. Board Responsibilities >>> Board Meetings and Directors' Attendance, page 27.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 87, 104 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 129.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. CERTIFICATE OF BOARD ATTENDANCE</p> <p>EDC WEBSITE. 2013 PERFORMANCE REPORT. OUR 2013 PERFORMANCE. SCALING NEW HEIGHTS. BOARD MEETINGS AND BOARD COMMITTEE MEETING. PAGE 62.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. 2013 ANNUAL REPORT</p>

		EDC WEBSITE. CORPORATE GOVERNANCE: BOARD ACTIVITIES
<p>A.3.11 Did the CEO/Managing Director/President attend the most recent AGM?</p>	Yes	<p>CHAIRMAN/CEO FEDERICO R. LOPEZ AND PRESIDENT RICHARD B. TANTOCO ATTENDED THE 2013 and 2014 ANNUAL STOCKHOLDERS' MEETING.</p> <p>Our Chairman of the Board/CEO, our President/COO, Executive and Non-executive Directors and Independent Directors, all corporate officers and executive management, as well as the external auditors attended the meeting to answer all aspects of shareholders' questions. With all eleven of EDC's Board of Directors present in the Meeting, the Chairmen of the Audit and Governance Committee, the Nomination and Compensation Committee, the Risk Management Committee, and the CSR Committee are properly represented thereat.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9 >> 5. Board Responsibilities >>> Board Meetings and Directors' Attendance, page 27.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 87, 104 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 129.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. CERTIFICATE OF BOARD ATTENDANCE</p> <p>EDC WEBSITE. 2013 PERFORMANCE REPORT. OUR 2013 PERFORMANCE. SCALING NEW HEIGHTS. BOARD MEETINGS AND BOARD COMMITTEE MEETING. PAGE 62.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. 2013 ANNUAL REPORT</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE: BOARD ACTIVITIES</p>
<p>A.3.12 Did the chairman of the Audit Committee attend the most recent AGM?</p>	Yes	<p>FOR THE 2013 ASM, AUDIT COMMITTEE CHAIRMAN EDGAR O. CHUA WAS PRESENT.</p> <p>Our Chairman of the Board/CEO, our President/COO, Executive and Non-executive Directors and Independent Directors, all corporate officers and executive management, as well as the external auditors attended the meeting to answer all aspects of shareholders' questions. With all eleven of EDC's Board of Directors present in the Meeting, the Chairmen of the Audit and Governance Committee, the Nomination and Compensation Committee, the Risk Management Committee, and the CSR Committee are properly represented thereat.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9 >> 5. Board Responsibilities >>> Board Meetings and Directors' Attendance, page 27-28.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >>PART V. Corporate Governance, pages 87, 104 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 129.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. CERTIFICATE OF BOARD ATTENDANCE</p> <p>EDC WEBSITE. 2013 PERFORMANCE REPORT. OUR 2013 PERFORMANCE.</p>

		<p>SCALING NEW HEIGHTS. BOARD MEETINGS AND BOARD COMMITTEE MEETING. PAGE 62.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. 2013 ANNUAL REPORT</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE: BOARD ACTIVITIES</p>
A.3.13 Did the company organise their most recent AGM in an easy to reach location?	Yes	<p>IN 2014, THE ANNUAL STOCKHOLDERS' MEETING (ASM) WAS HELD AT THE ROCKWELL TENT, ROCKWELL DRIVE CORNER ESTRELLA STREET, ROCKWELL CENTER, MAKATI CITY. IT WAS THE SECOND TIME THE ASM WAS HELD IN SAID VENUE BECAUSE OF ITS ACCESSIBILITY AND CAPACITY FOR ACCOMMODATING ALL SHAREHOLDERS. 85% OF THE SHAREHOLDERS ATTENDED THE 2014 ASM, EITHER IN PERSON OR BY PROXY.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >>Corporate Governance, pages 87.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 Notice of ASM and Definitive Information Statement >> Notice of ASM >> Item 1. Date, Time and Place of Meeting of Security Holders, page 3.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2013 Notice of ASM and Definitive Information Statement</p>
A.3.14 Does the company allow for voting in absentia?	Yes	<p>We encourage our shareholders' personal attendance to annual and special stockholders' meetings to ensure their effective and active participation therein and to help them arrive at a well-informed decision on the proposed fundamental changes in the company. If they cannot attend such meetings, shareholders are appraised ahead of time of their right to appoint a proxy.</p> <p>In 2014, Shareholders who cannot personally attend the meeting designated their authorized representatives by submitting a duly-executed proxy instrument to the Office of the Corporate Secretary, not later than 6:00 p.m. of April 26, 2014.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders>>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, page 3 >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 7-8.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 87-88 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 130.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. SEC/PSE REPORTS ON CORPORATE GOVERNANCE. LATEST AMENDED BY-LAWS(ARTICLE II, ITEM 7: Proxies., PAGE 3)</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS.2014 Notice of ASM and Definitive Information Statement</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2013 Notice of ASM and Definitive Information Statement</p>
A.3.15 Did the company	Yes	Our shareholders voted by poll for each agenda item.

<p>vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?</p>		<p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8-9.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >>PART V. Corporate Governance, pages 87-88 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 122.</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. SEC/PSE REPORTS ON CORPORATE GOVERNANCE. LATEST AMENDED BY-LAWS(ARTICLE II, ITEM 7: Proxies., PAGE 3)</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS.2014 Notice of ASMand Definitive Information Statement</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2013 Notice of ASMand Definitive Information Statement</p>
<p>A.3.16 Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?</p>	No	<p>THE OFFICE OF THE CORPORATE SECRETARY HANDLES THE COUNTING OF VOTES AND THE COUNTING OF PROXIES WITH THE ASSISTANCE OF THE SECURITIES TRANSFER SERVICES INC.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 87 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 129.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 Definitive Information Statement</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2013 Definitive Information Statement</p>
<p>A.3.17 Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?</p>	Yes	<p>Voting results were released in the afternoon of 6 May 2014.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 8.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 87 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 128.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. DISCLOSURES ON THE APPROVED ASM RESOLUTIONS. 2014, 2013</p>
<p>A.3.18 Do companies provide at least 21 days notice for all resolutions?</p>	Yes	<p>FOR THE 2014 ASM, THE NOTICE WAS FIRST DISCLOSED VIA PSE'S ELECTRONIC DISCLOSURE GENERATION TECHNOLOGY ON FEBRUARY 14, 2014 OR 81 DAYS BEFORE THE DATE OF THE SCHEDULED MEETING ON MAY 6, 2014.2015</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of</p>

		<p>Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 7.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 86 >> PART VI. EXHIBITS AND SCHEDULES >>> Exhibit 7: Annual Corporate Governance Report, page 125.</p> <p>EDC WEBSITE. PSE DISCLOSURE ON THE DATE OF THE ANNUAL STOCKHOLDERS MEETING. 2015, 2014, 2013</p>
<p>A.3.19 Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?</p>	<p>Yes</p>	<p>Information on each agenda item can be found within the materials provided in SEC Form 20-IS (Definitive Information Statement).</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 2. Equitable Treatment of Shareholders >>> 2014 Annual Stockholders' Meeting (ASM), pages 7.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 86</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 Definitive Information Statement</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2013 Definitive Information Statement</p>

A.4 Markets for Corporate Control should be allowed to function in an efficient and transparent manner

<p>A.4.1 In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?</p>	<p>Yes</p>	<p>Before entering into extraordinary transactions, such as mergers, acquisitions and/or takeovers, we conduct above-adequate due diligence and review of such extraordinary transactions and the parties potentially involved in it, by securing, among others, the services of expert third party firms and consultants, not only to evaluate the fairness of the transaction price and its terms and conditions, but also to ensure the viability of such transaction to EDC in the long-term. Where the matter involves a related party, the Company exercises greater care and transparency in ensuring the fairness of the transaction price and its terms and conditions. When EDC acquired 60% of First Gen Hydro Power Corporation (FGHPC) in 2008, the Company created a committee composed exclusively of its Independent Directors to oversee the transaction on behalf of EDC's management, supported by an independent financial adviser to render the fairness opinion, and a sole financial adviser. Disclosures to the Exchange and the investing public are made available by the Company frequently to ensure that the full transparency is afforded the public.</p> <p>FOR THE TRANSACTION, EDC SECURED THE SERVICES OF KPMG AS ITS TAX AND ACCOUNTING ADVISOR. EDC WEBSITE. DISCLOSURES TO THE PSE FROM 2008. NOVEMBER 18, 2008, NOVEMBER 21, 2008. FURTHER CLARIFICATION ON THE DETAILS OF THE TRANSACTION ON THE ACQUISITION BY EDC OF 60% OF FIRST GEN HYDRO POWER CORPORATION</p> <p>NOVEMBER 24, 2008. CLARIFICATION. KPMG REVIEWED THE CLOSING ACCOUNTS, AS EDC'S TAX AND ACCOUNTING ADVISOR FOR THE TRANSACTION, ETC.</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Policy on Mergers, Acquisitions and/or Takeovers, page 4-5.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 84.</p>
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A.5 The Exercise of ownership rights by all shareholders, including institutional investors, should be facilitated

<p>A.5.1 Does the company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company ?</p>	<p>Yes</p>	<p>The Notice of Annual Meeting of the Company’s shareholders, Proxy Forms and the Definitive Information Statement submitted to the Securities and Exchange Commission (SEC) contain the detailed guide to inform EDC’s stockholders about the exercise of these stockholders’ rights. Electronic copies of these documents are distributed in compact disk (CD) formats by regular mail, or via postings in EDC’s website and by disclosures in the Philippine Stock Exchange’s Electronic Disclosure Generation Technology (PSE EDGE). Stockholders may also request for a hard copy of these documents from the Office of the Corporate Secretary and the Investor Relations Office (c/o Erudito S. Recio, Senior Manager, Investor Relations).</p> <p>SOURCES:</p> <p>EDC WEBSITE. CORPORATE GOVERNANCE. 2014 EDC CORPORATE GOVERNANCE REPORT. >> 1. Rights of Shareholders >>> Basic Shareholder Rights, Right to be Notified of, and to Participate in Decisions concerning Fundamental Corporate Changes, pages 3-4 >> 2. Equitable Treatment of Shareholders >>> 2014 Annual stockholders’ Meeting (ASM), pages 7-8.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURE REPORTS. 2014 ANNUAL AUDITED FINANCIAL STATEMENTS (SEC FORM 17-A). >> PART V. Corporate Governance, pages 82-83, 86-87.</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2014 Notice of ASM and Definitive Information Statement</p> <p>EDC WEBSITE. INVESTOR RELATIONS. PSE/SEC STRUCTURED REPORTS. 2013 Notice of ASM and Definitive Information Statement</p>
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