

**ENERGY DEVELOPMENT CORPORATION  
ANNUAL STOCKHOLDERS' MEETING  
May 6, 2014**

**PROXY FORM**

**This proxy is being solicited on behalf of the Board of Directors and Management of ENERGY DEVELOPMENT CORPORATION,** (the "Company") for voting at the annual stockholders' meeting to be held on May 6, 2014 at 10:00 a.m. at the Rockwell Tent, Rockwell Drive corner Estrella St., Rockwell Center, Makati City, Philippines.

I, the undersigned stockholder of the Company, do hereby appoint, name and constitute either of the Company's **Chairman, FEDERICO R. LOPEZ,** or **President and Chief Operating Officer, RICHARD B. TANTOCO,**

or

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as my attorney-in-fact and proxy, to represent me at the Annual Stockholders' Meeting of the Company to be held on May 6, 2014 at 10:00 a.m. and any adjournment(s) thereof, as fully and to all intents and purposes as I might or could if present and voting in person, hereby ratifying and confirming any and all actions taken on matters which may properly come before such meeting or adjournment(s) thereof. In particular, I hereby direct my said proxy to vote on the agenda items set forth below as I have expressly indicated by marking the same with an "X".

AGENDA ITEMS	ACTION		
<b>Item 1. Call to Order</b>	<b>No action necessary.</b>		
<b>Item 2. Proof of Notice and Certification of Quorum</b>	<b>No action necessary.</b>		
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>Item 3. Approval of the Minutes of the Previous Stockholders' Meeting</b>			
<b>Item 4. Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2013</b>			
<b>Item 5. Confirmation and ratification of all acts and resolutions of Management and the Board of Directors from the date of the last stockholders' meeting to date as reflected in the books and records of the Company</b>			
<b>Item 6(i). Approval of amendment of the Articles of</b>			

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<p><b>Incorporation to reclassify Three Billion (3,000,000,000) authorized and unissued Common Shares with a par value of One Peso (Php 1.00) per share, into Three Hundred Million (300,000,000) Non-Voting Preferred Shares with a par value of Ten Pesos (Php 10.00) per share</b></p>			
<p><b>Item 6(ii). Approval of amendment of the Articles of Incorporation to limit the preemptive right for certain share issuances/reissuances</b></p>			
<p><b>Item 7. Election of Directors</b></p> <p><b><u>For Regular Director:</u></b></p> <p>Oscar M. Lopez</p> <p>Federico R. Lopez</p> <p>Richard B. Tantoco</p> <p>Peter D. Garrucho, Jr.</p> <p>Elpidio L. Ibanez</p> <p>Ernesto B. Pantangco</p> <p>Francis Giles B. Puno</p> <p>Jonathan C. Russell</p> <p><b><u>For Independent Director:</u></b></p> <p>Edgar O. Chua</p> <p>Francisco Ed. Lim</p> <p>Arturo T. Valdez</p>			
<p><b>Item 8. Approval of appointment of SGV &amp; Co. as the Company's external auditor</b></p>			
<p><b>Item 9. Other Matters</b></p>	<p><b>According to Proxy's Discretion</b></p>		
<p><b>Item 10. Adjournment</b></p>			

**IN CASE A PROXY FORM IS SIGNED AND RETURNED IN BLANK**

**PROXY FORM**  
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If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted:

FOR the approval of the minutes of previous meeting of the stockholders;

FOR the approval of the Management Report and audited financial statements for year ended December 31, 2013;

FOR the confirmation and ratification of all acts and resolutions of Management and the Board of Directors from the date of the last stockholders' meeting to date as reflected in the books and records of the Company;

FOR the approval of the amendment of the Articles of Incorporation to reclassify Three Billion (3,000,000,000) authorized and unissued Common Shares with a par value of One Peso (Php 1.00) per share, into Three Hundred Million (300,000,000) Non-Voting Preferred Shares with a par value of Ten Pesos (Php 10.00) per share;

FOR the approval of the amendment of the Articles of Incorporation to limit the preemptive right for certain share issuances/reissuances

FOR the election of the following directors: Oscar M. Lopez, Federico R. Lopez, Richard B. Tantoco, Peter D. Garrucho, Jr., Elpidio L. Ibanez, Ernesto B. Pantangco, Francis Giles B. Puno, Jonathan C. Russell, Edgar O. Chua (Indep. Director), Francisco Ed. Lim (Indep. Director) and Arturo T. Valdes (Indep. Director)

FOR the approval of the appointment of SGV & Co. as the Company's external auditor;

and to authorize the Proxy to vote according to discretion of the Company's President or Chairman of the Meeting on any matter that may be discussed under "Other Matters".

A Proxy Form that is returned without a signature shall not be valid.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No member of the Board of Directors or executive officer since the beginning of the last fiscal year, or nominee for election as director, or their associates, has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.

**VALIDATION OF PROXIES**

Proxy forms shall be validated as these are received by the Corporate Secretary until April 30, 2014 at the office of the Company's stock transfer agent. The proxy forms shall be submitted to the Company on or before 6:00 p.m. of April 26, 2014.

**REVOCAION OF PROXIES**

A stockholder giving a proxy has the power to revoke it any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person.

Signed this \_\_\_\_\_ 2014 at \_\_\_\_\_.  
(DATE) (PLACE)

\_\_\_\_\_  
**Printed Name of Stockholder**

\_\_\_\_\_  
**Signature of Stockholder or  
Authorized Signatory**

[\*N.B.: Partnership, Corporations and Associations must attach certified resolutions or extracts thereof designating Proxy/Representing and authorized signatories]

**PLEASE DATE AND SIGN YOUR PROXY**

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PLEASE MARK, SIGN AND RETURN YOUR PROXY BY HAND OR MAIL (IN TIME FOR IT TO REACH THE COMPANY)  
**ON OR BEFORE 6:00 P.M. of April 26, 2014** TO THE FOLLOWING ADDRESS:

**ENERGY DEVELOPMENT CORP.**  
**38<sup>th</sup> Floor, One Corporate Centre**  
**Julia Vargas cor. Meralco Avenue**  
**Ortigas Center, Pasig City**

**Attention: The Corporate Secretary**  
**c/o Mr. Erudito S. Recio**  
**Senior Manager, Investment Relations**