



**ENERGY DEVELOPMENT CORPORATION
ANNUAL STOCKHOLDERS' MEETING
May 5, 2015**

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 5, 2015 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

as my attorney-in-fact and proxy, to represent me at the Annual Stockholders' Meeting of the Company to be held on May 5, 2015 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		
Item 1. Call to Order	No action necessary.		
Item 2. Proof of Notice and Certification of Quorum	No action necessary.		
Item 3. Approval of the Minutes of the Previous Stockholders' Meeting	FOR	AGAINST	ABSTAIN
Item 4. Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2014			
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			
Item 6. Approval of authority to enter into management agreements, power plant operations services agreements and/or shared services agreements between the Company and its subsidiaries			
Item 7. Election of Directors			
For Regular Director:			
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			
For Independent Director:			
Edgar O. Chua			
Francisco Ed. Lim			
Arturo T. Valdez			
Item 8. Approval of appointment of SGV & Co. as the Company's external auditor			
Item 9. Other Matters	According to Proxy's Discretion		
Item 10. Adjournment			

IN CASE A PROXY FORM IS SIGNED AND RETURNED IN BLANK

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, 2014;
 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 authority to enter into management agreements, power plant operations services agreements and/or shared services agreements between the Company and its subsidiaries;
 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. Valdez (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, 2015 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 25, 2015.

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 _____ 2015 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

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 25, 2015

FOLD HERE

FOLD HERE

STAMP

BUSINESS REPLY ENVELOPE

ENERGY DEVELOPMENT CORPORATION
38TH 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, Investor Relations

Valid only if mailed in the Philippines

FOLD THROUGH LINE, SEAL AND MAIL