



Energy Development Corporation
38th Floor, One Corporate Centre Building, Julia Vargas corner Meralco Avenue
Ortigas Center, Pasig 1605, Philippines
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NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Please be advised that the annual meeting of the stockholders of Energy Development Corporation will be held on May 5, 2015, at 10:00 a.m. at The Rockwell Tent, Rockwell Drive corner Estrella Street, Rockwell Center, Makati City.

The following is the agenda of the meeting:

1. Call to order
2. Proof of notice and certification of quorum
3. Approval of minutes of previous stockholders' meeting
4. Management report and audited financial statements
5. Ratification of acts of management
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
7. Election of directors
8. Appointment of external auditors
9. Other matters
10. Adjournment

For purposes of the meeting, stockholders of record as of March 27, 2015 are entitled to notice of and to vote at the said meeting. Registration for the said meeting begins at 9:00 a.m. For convenience in registering your attendance, please have available some form of identification, such as a driver's license, voter's ID, TIN card, SSS card or passport.

If you will not be able to attend the meeting but would like to be represented thereat, you may submit your proxy form, duly signed and accomplished, to the Office of the Corporate Secretary at the head office of Energy Development Corporation, 38th Floor, One Corporate Centre Building, Julia Vargas corner Meralco Avenue, Ortigas Center, Pasig City, on or before April 25, 2015. Beneficial owners whose shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required I.D., present a notarized certification from the owner of record (i.e. the broker, bank or other fiduciary) that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting.

Validation of proxies will take place on April 30, 2015 at the office of the Company's stock transfer agent.

Pasig City, Metro Manila, Philippines, March 31, 2015.


ANA MARIA A. KATIGBAK
Assistant Corporate Secretary