




CONFLICT OF INTEREST POLICY
(Revised: July 2012)

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Section: Copyright		Sensitivity Classification: Company Use	

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I. DECLARATION OF POLICY

The Company strongly adheres to the observance of honesty, justice and good faith in its obligations, dealings or relationships with its various stakeholders as specified in its existing Company Codes namely, The Code of Ethics, Code on Employee Discipline and Information Security Policy, among others. In the pursuit of this time-honored commitment, its Directors, Officers and Employees are required to observe at all times the highest degree of fairness, accountability, transparency and integrity in the performance of their duties and responsibilities to the Company, free from any form of conflict or contradiction with their own personal interest.

II. DEFINITION OF TERMS

A. **Affiliated Party** refers to any person, natural or juridical, other than the Company, with which a Director, Employee, or Officer of the Company has a financial, professional or personal relationship or interest. This includes, among others:


1. Relatives as defined in this Policy;
2. Corporations or firms other than the Company where a Director, Officer, Employee and/or his relative holds a position as Director, Officer, executive, Employee or consultant; or
3. Corporations, other than the Company, owned by the Directors, Officers, Employees of the Company, or their relatives, which holds, either singly or collectively, more than ten percent (10%) of the subscribed capital or equity of such corporations.
4. Partnerships in which a Director/ Officer/ Employee or an Affiliated Party is a partner;
5. Co-ownership wherein a Director, Officer, Employee, or his Affiliated Party is a part owner of the property sold, assigned or leased to the Company; and
6. Relationship by reason of wedding, baptismal or sponsorship (i.e. the godparents; goddaughter; godson; or "*kumpare/kumare*") of the Employee or of his spouse or children.

Business dealings or transactions of an Officer or Employee in behalf of the Affiliates or Subsidiaries of the Company are excluded from the definition of Affiliated Party.

B. **Board** refers to the Board of Directors of the Company.


C. **CGO** refers to the Corporate Governance Office of the Company.

D. **Clearance Authority** refers to the individual or office who/which exercises the duties and responsibilities enumerated under Section (VI) *Compliance and Enforcement*. This includes the Group Head, Organization/BRU Head of the employee, President or

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CEO or his representative, and the Nomination and Governance Committee (Nom & Gov), as the case may be.

- E. **Company** refers to the Manila Electric Company (MERALCO).
- F. **Confidential or Proprietary Information** shall include, but shall not be limited to, any and all trade secrets and any other information, methods, processes, formulae, systems, business, technical, marketing, computer and administrative records, including customer lists, plans, software and other data developed, created, acquired or maintained by the Company.
- G. **Conflict of Interest Situation** refers to a situation where financial or business interest, professional, or other personal considerations or interests may influence, jeopardize or compromise, or have the appearance, tendency or propensity of influencing, jeopardizing or compromising, the ability of Directors, Officers or Employees to effectively and impartially or objectively exercise independent judgment in the performance of their duties, responsibilities or professional activities in the Company.
- H. **Consultancy** refers to the act of providing professional or expert advice, for a consideration, in a particular field like management, energy services and technology.
- I. **Director** refers to a member of the Board of Directors of the Company.
- J. **Employees** refer to all persons under the employ and in the active payroll of the Company.
- K. **Gifts** may be a right, privilege, or a thing of value, like cash or cash equivalent, loan, fee, reward, commission, allowance, employment, travel and any other form of benefit.
- L. **Nom & Gov** refers to the Nomination and Governance Committee of the Company.
- M. **Officer** refers to an officer of the Company as defined in its By-laws.
- N. **Relatives** refer to persons related up to the third degree, by consanguinity, affinity or legal adoption, including the spouse, parents, children (and their spouses) siblings, (and their spouses), nieces and nephews (limited to children of brothers or sisters) [and their spouses], grandparents, and aunts and uncles (limited to sisters or brothers of parents); and the common-law spouse and/or his relatives of up to the third degree, by consanguinity, affinity or legal adoption. For purposes hereof, Relatives shall include first cousins (Please see illustration in “**Annex A**”).

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- O. **Third Party** refers to any person, natural or juridical, that has existing and/or expected business dealings with the Company, including, but not limited to, prospective or existing suppliers, contractors, buyers, customers, government agencies, or all other business partners who are or may be similarly situated.

III. COVERAGE


This Policy covers all possible conflicts of interest between the financial, professional or personal interests or activities of i) Directors, Officers, or Employees; or ii) Affiliated Party, and the business interest of the Company.

IV. CONFLICT OF INTEREST SITUATIONS

The following are situations or events which may give rise to or result in a Conflict of Interest Situation. Other situations not described herein shall be evaluated on a case to case basis by the Clearance Authority within the context of this Policy.

A. Corporate Opportunity and Outside Investment

1. Having a part in recommending, decision-making or approving; or in influencing decisions in the granting of awards or in the provision of electric services; or in selling or leasing Company property; or in establishing prices, customer deposits, and discounts; or in disseminating information about the availability of electric service and Company property, with respect to, or in favor any of his Affiliated Parties.
2. Soliciting personal business from customers/ suppliers of the Company.
3. Using the Company's resources for personal or non-Company activities or for purposes outside of the Company's corporate mission/vision.
4. Using the Company's non-public, confidential or proprietary information for his or another person's gain or advantage, including the purchase or sale of securities of the Company and/or in a business the Company is interested in acquiring, selling, establishing or terminating business relations with.
5. Using the Company's name, trademark and other intellectual properties or data, facilities and resources in connection with, among others, the following instances:
 - a. Sponsoring, recommending or promoting any commercial service or product, unless such is at the request of the Company or is part of the Director, Officer, or Employee's Company duties or responsibilities;
 - b. Granting Third Parties access to Company facilities or services for purposes outside of the Company's mission, or offering favors to said Third Parties to gain favors for one's self or for any of his Affiliated Party;

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- c. Granting unauthorized access of confidential or proprietary information to others; and
- d. Providing preferential access to the Company's resources and facilities, or giving preferential treatment or advantage, to Third Parties for personal gain or in exchange for a Gift in favor of any of a Director's, Officer's or Employee's Affiliated Party.

B. Relationships

Additional instances or events that may give rise to a Conflict of Interest Situation under this Section are as follows:


1. When Directors, Officers or Employees take part in decisions to transact business with an Affiliated Party. These include, but shall not be limited to:
 - a. The execution of any contract between the Affiliated Party and the Company for the procurement of supplies or services, and lease or sale of property.
 - b. The valuation, recommendation and/or approval of business, project proposals, or transactions of the Company with an Affiliated Party.
2. Exerting pressure/influence with respect to the hiring by the Company of an Affiliated Party.
3. Personal relationships at work, when such can influence or compromise a Director's, Officer's, or Employee's decisions or actions involving his subordinate, or which could affect hiring, job responsibilities, work duties, promotions, performance evaluations, and/or compensation.

C. Gifts

Soliciting or accepting gifts, in any form, from a Third Party with existing or intended business dealings with the Company, in consideration of any act or omission affecting, or transaction involving the Company.

D. Outside Employment and Other Services

A Director, Officer, or Employee shall avoid accepting a position or employment, or carrying out work outside of the Company and/or its subsidiaries where a Conflict of Interest or loyalty may arise and which may significantly affect the Director's, Officer's, or Employee's efficiency in the performance of duties and obligations or otherwise adversely affects one's work.

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V. DISCLOSURE AND APPROVAL

Directors, Officers and Employees of the Company are expected to conduct themselves at all times with the highest ethical standards. They must seek guidance from the Clearance Authority before embarking on activities where potential Conflict of Interest Situations may be present. Actual or potential Conflict of Interest Situations must be avoided and should be disclosed immediately.

A. DUTY TO DISCLOSE AND SEEK CLEARANCE OF ACTUAL OR POTENTIAL CONFLICT OF INTEREST SITUATIONS

1. As soon as a Director, Officer, or Employee becomes aware of an actual or potential conflict of interest situation where he is involved in, he must disclose this in writing to the appropriate Clearance Authority to seek clearance or advice. *(Please refer to **Annex B** for the template when requesting Clearance on Potential Conflict of Interest.)*


He shall likewise inhibit from being involved at any stage of the transaction and cannot sign any document related to the transaction.

2. All Directors, Officers and Employees shall annually sign and submit a Conflict of Interest Disclosure Statement not later than January 31 of each year. *(Please refer to **Annex C** for the Annual Conflict of Interest Disclosure for Employees below AVP level and **Annex D** for AVP and up level.)*
3. It shall be the responsibility of every Director, Officer, and Employee to take immediate and appropriate action when they become aware of any violations or potential violations of other Directors, Officers or Employees, and to disclose the same to the Clearance Authority for appropriate action.

B. DISCLOSURE/APPROVAL GUIDE

Conflict of Interest Situations shall be approved or cleared by the Clearance Authority in the levels provided below:

REPORTING PERSON	CLEARANCE AUTHORITY
Employee	Organization Head /BRU Head
Organization Head/ BRU Head	Group Head
Officer (except President/CEO)	President/CEO
Director/ President/CEO	Nomination and Governance Committee

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The Clearance Authority shall provide HR and CGO with a copy of all its rendered decisions.

VI. COMPLIANCE AND ENFORCEMENT

A. The Nom & Gov shall oversee compliance of this Policy through the CGO. The Nom & Gov for the Directors, President or CEO, or the CGO for Officers and Employees, shall take appropriate actions on Conflict of Interest Situations that are not specified in Article IV of this Policy.

B. The Clearance Authority shall have the following duties and responsibilities:

1. Evaluate Conflict of Interest Situations disclosed to them and determine if the same is permissible.
2. Issue opinion or advice to concerned Directors, Officers, or Employees on potential or actual Conflict of Interest Situations. Ensure that mitigation measures are in-place for authorized conflict of interest situation and this must be clearly stated as part of the approval.


The decision of the first level Clearance Authority may be elevated to the next level Clearance Authority for appropriate action.

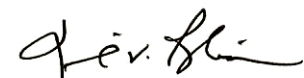
C. Any Conflict of Interest Situation that has not been disclosed in violation of this Policy shall be dealt with administratively in accordance with the provisions of the Revised Manual of Corporate Governance, By-Laws, Code of Ethics or the Code on Employee Discipline, or other Company policy or guidelines, whichever is applicable.


VII. EFFECTIVITY

This Policy was approved by the Board of Directors on **July 30, 2012**. It shall be published in the Website of the Company and shall take effect on **August 15, 2012**. It supersedes the previous Conflict of Interest Policy that was approved and adopted by the Company on August 23, 2004. In the event of inconsistencies of this Policy with other existing Company policies, this Policy shall prevail.

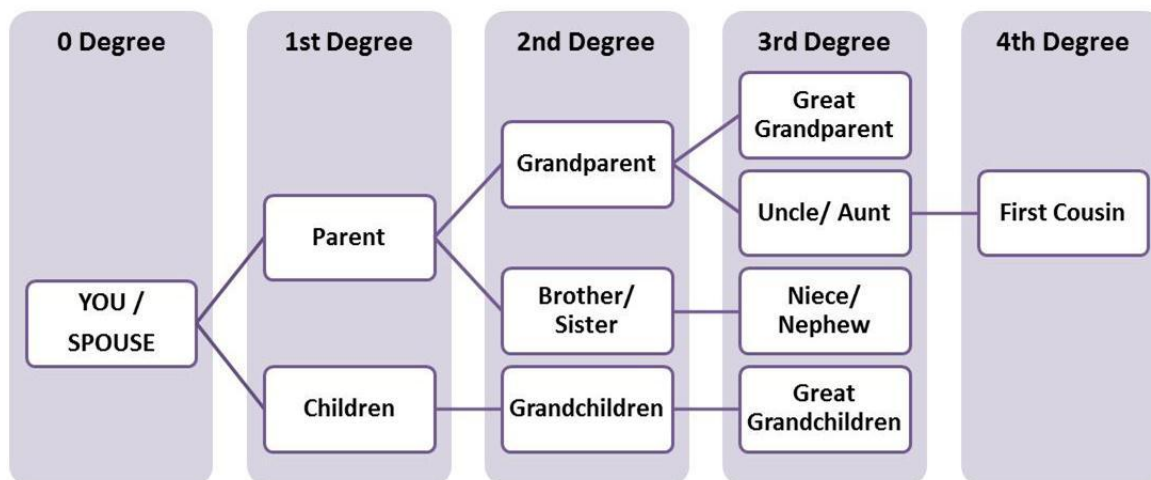
Signed:


Oscar S. Reyes
President and CEO


Manuel V. Pangilinan
Chairman of the Board


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Annex A: Chart of Affinity and Consanguinity Relations



For purposes of this Policy:

1. A spouse is related by marriage (affinity) to his/her partner's relatives in the same way that he/she is related to them by blood (consanguinity).
2. Half-blood relationship is the same as a full-blood relationship.
3. Step relationship is the same as a blood relationship.
4. Relationship through legal adoption shall constitute relation by consanguinity.

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Annex B: CLEARANCE ON POTENTIAL CONFLICT OF INTEREST SITUATION



MEMORANDUM

TO : _____
(The Clearance Authority)¹

CC : The Corporate Governance Office

FROM : _____
(The Employee)

DATE : _____

SUBJECT : **CLEARANCE ON POTENTIAL CONFLICT OF INTEREST SITUATION**

☐ Information ☐ Review ☐ Action ☐ Approval

I hereby disclose and secure the approval of the following situations or events that may give rise to a potential Conflict of Interest (COI) under MERALCO's COI Policy.

Please state the affected portion of the submitted COI Disclosure and provide the updated/corrected entries.

Please state situation or event details (include additional sheet if necessary).

ASSESSMENT and DISPOSITION (To be filled-up by Clearance Authority)

Assessment: ☐ Conflict of Interest ☐ Not a Conflict of Interest
☐ No need to Disclose ☐ No need for Approval

Disposition if there is Conflict of Interest (include additional sheet if necessary):


☐ Disapproved (state reason)

☐ Approved (state reason and mitigating measures to manage the conflict)

By: _____
Signature over Printed Name of Clearance Authority

Date: _____

¹ Please refer to the COI Policy (page 7) for the appropriate Clearance Authority

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Annex C: ANNUAL CONFLICT OF INTEREST DISCLOSURE (FOR EMPLOYEES BELOW AVP LEVEL)



Annual Conflict of Interest Disclosure (For Employee below AVP Level) For the Year _____

Employee Name (Last, First, Middle)		Man No.:
Title/Position:	Organizational Unit:	

In compliance with MERALCO's Conflict of Interest Policy, I hereby submit the following information:

<p>1. I am part of a team or office that: (i) approves or recommends provision of electric service to customer; requires customer deposits and recommends or approves, discounts and refunds; (ii) recommends sale or lease of MERALCO properties; (iii) determines prices, (iv) disseminates information about the availability of electric service.</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes (Pls. state nature of involvement) _____</p> <p>_____</p> <p>_____</p>
<p>2. I am part of a team or office that has access to the Company's non-public, confidential or proprietary information, trademark or other intellectual properties or data, facilities and resources.</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes (Pls. state nature of involvement) _____</p> <p>_____</p> <p>_____</p>



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3. I am part of a team or office that refers, evaluates, recommends, and approves purchase or supply of materials, equipment, facilities and other products or supply of services to MERALCO.

☐ No

☐ Yes (Pls. state nature of involvement) _____

4. I have personal dealings (other than the Company's business transactions) with the following Suppliers.

☐ None

☐ Yes (Pls. specify below. Include additional sheet if necessary)



Name of Supplier (Name, Address and Contact No.)	Personal Business Transaction	Inclusive date of transaction

5. I/my legal or common-law spouse personally has/have the following active business dealings with MERALCO.

☐ None

☐ Yes (Pls. specify below. Include additional sheet if necessary)

Name of Involved Individual (Name, Address and Contact No.)	Business Transaction (ex. Supplier/ Lessor/ Service Applicant)	MERALCO Office (involved in the transaction)



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6. My Affiliated Party(ies)¹ below has/have an active business dealings² with MERALCO:

a. Relatives³ and first (1st) cousins.

☐

None

☐

Yes (Pls. specify below. Include additional sheet if necessary)

Relative (Name, Address and Contact No.)	Degree of Relation	Business Transaction (ex. Supplier/ Lessor/ Service Applicant)	MERALCO Office (involved in the transaction)

b. Corporations or firms, other than the Company, where I and/or my relative hold(s) a position of a director, officer, executive, employee or consultant.

☐

None

☐

Yes (Pls. specify below. Include additional sheet if necessary)

Corporation (Name, Address and Contact No.)	Name and Position of involved individual (if Relative, indicate relationship)	Business Transaction (ex. Supplier/ Lessor/ Service Applicant)	MERALCO Office (involved in the transaction)

¹ Please refer to Affiliated Party definition in *Annex A: Definition of Terms*.

² Dealings other than the regular standard transactions.

³ Please refer to Relatives definition in *Annex A: Definition of Terms*.



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- c. Corporations, other than the Company, where I and/or my relatives, hold(s), either singly or collectively, more than ten percent (10%) of the subscribed capital or equity of such corporations or firms.

☐

None

☐

Yes (Pls. specify below. Include additional sheet if necessary)

Corporation (Name, Address and Contact No.)	Name and No. of shares and % of ownership held by you/ relative (if Relative, indicate relationship)	Business Transaction (ex. Supplier/ Lessor/ Service Applicant)	MERALCO Office (involved in the transaction)

- d. Partnerships in which I and/or my Affiliated Party(ies) is a partner or are partners; or properties sold, assigned or leased to MERALCO, in which I and/or my Affiliated Party(ies) is a part owner or part owners.

☐

None

☐

Yes (Pls. specify below. Include additional sheet if necessary)

Business Name/ Property (Name, Address and Contact No.)	Name of Partner/ Co-owner (if Relative, indicate relationship)	Business Transaction (ex. Supplier/ Lessor/ Service Applicant)	MERALCO Office (involved in the transaction)



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e. I have a relationship (by reason of wedding, baptismal or sponsorship) with a third party who has existing or prospective business dealings with MERALCO.

☐

None

☐

Yes (Pls. specify below. Include additional sheet if necessary)

Name of Related Individual (Name, Address and Contact No.)	Relationship	Business Transaction (ex. Supplier/ Lessor/ Service Applicant)	MERALCO Office (involved in the transaction)

7. My Affiliated Party(ies)⁴ below is/are employed or compensated, as director, officer, consultant or employee, by a MERALCO Supplier or Competitor:

☐

No

☐

Yes (Pls. specify below. Include additional sheet if necessary)

Affiliated Party (Name, Address and Contact No.)	Affiliation (for Relatives state degree of relationships)	Title/Position	Business Entity	
			(Name, Address and Contact No.)	Relation ⁵ with MERALCO

⁴ Please refer to Affiliated Party definition in Annex A: Definition of Terms

⁵ Please specify if 1-Supplier or 2-Competitor



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8. I am currently a director, officer, consultant or employee of the following business entity:

☐ No

☐ Yes (Pls. specify below. Include additional sheet if necessary)

Business Entity (Name, Address and Contact No.)	Title/Position	Duration of Engagement/ Employment	Business Entity relation ⁶ with MERALCO	Salary/ Compensation for the entire duration

9. My present position and/or responsibilities in MERALCO involves or allows me to be involved in recruitment, selection, promotion, staff development, performance review, determination of benefits, remuneration or disciplinary sanctions to directors, officers, or employees of MERALCO.

☐ None

☐ Yes (Pls. state nature of involvement) _____



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10. My Affiliated Party(ies) below is/are assigned to an office under my direction, control or supervision;

☐ None

☐ Yes (Pls. specify below. Include additional sheet if necessary)

Affiliated Party (Name and Contact No.)	Affiliation (for personal relations, state degree ⁷ or nature ⁸)	MERALCO Employment		
		Office Assigned to	Title/Position	Term of Office

I hereby certify that the above disclosure of information and affirmation are true and correct, to the best of my knowledge, information and belief. I acknowledge the authority of MERALCO to verify the accuracy and completeness of the above information and impose the appropriate disciplinary action for proven malicious or false information.

Reviewed by:

Employee Name and Signature

Man No.: _____

BRU: _____

Date Signed: _____

Name and Signature of Clearance Authority

Reviewed Date: _____

⁷ Degree refers to 1st, 2nd, etc. of consanguinity or affinity.

⁸ Nature refers to Baptismal Sponsor, Wedding Sponsor, etc. (e.g. Baptismal Sponsor of your Child, your Wedding Sponsor)



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17. CORPORATE GOVERNANCE RELATED TRAININGS ATTENDED during the LAST TWO YEARS

Name of Institutional Training Provider & Address	Date of Completion	Certifier

(Continue on separate sheet, if necessary)

BUSINESS INTERESTS/AFFILIATIONS

SHAREHOLDINGS in any Company (Own or control 10% or More of Total Company Outstanding Shares) during the LAST TWO YEARS

Company	Nature of Business	% of Ownership

(Continue on separate sheet, if necessary)

SHAREHOLDINGS in Electric Power Industry Participants (even if less than 10% of Total Company Outstanding Shares) during the LAST TWO YEARS

Company	Electric Industry Sector (Generation/Transmission/ Distribution/Supply)	% Ownership and No. of Shares

(Continue on separate sheet, if necessary)

DIRECTOR (Chairman, Vice-Chairman or Member of the Board)

Name of Company/Institution	Position	Period

(Continue on separate sheet, if necessary)


CORPORATE OFFICER

Name of Company/Institution	Position	Period

(Continue on separate sheet, if necessary)

Prepared By: Corporate Governance Office

Approved By: Board of Directors

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CONSULTANT												
Name of Company/Institution	Nature of Work/ Focus Area	Period										
(Continue on separate sheet, if necessary)												
PARTNER												
Name of Partnership/Joint Venture	Nature of Work/ Focus Area	Period										
(Continue on separate sheet, if necessary)												
OTHER BUSINESS INTERESTS/ AFFILIATIONS												
Name of Company/Institution	Nature of Work/Business Engagement	Period										
(Continue on separate sheet, if necessary)												
<p>19. Are you a stockholder, director, officer or employee of a generation company, distribution utility or other entity engaged in the generation, distribution and supply of electricity? ____ Yes ____ No</p> <p>a. If yes, please specify the company/institution and the sector of the electric power industry it is involved in.</p> <table border="1"> <thead> <tr> <th>Company/Institution Please specify if affiliate or subsidiary</th> <th>Sector (Generation/Transmission/Distribution/Supply)</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr> <td colspan="2">(Continue on separate sheet, if necessary)</td> </tr> </tbody> </table>			Company/Institution Please specify if affiliate or subsidiary	Sector (Generation/Transmission/Distribution/Supply)							(Continue on separate sheet, if necessary)	
Company/Institution Please specify if affiliate or subsidiary	Sector (Generation/Transmission/Distribution/Supply)											
(Continue on separate sheet, if necessary)												
<p>20. Do you hold any other interest, whether directly or indirectly, in National Transmission Corporation, its concessionaire National Grid Corporation of the Philippines, or in any generation company or distribution utility?¹ ____ Yes ____ No</p>												

¹ Section 45 of Republic Act No. 9136 provides that no generation company, distribution utility, or its respective subsidiary or affiliate or stockholder or official of a generation company or distribution utility, or other entity engaged in generating and supplying electricity specified by ERC within the fourth civil degree of consanguinity or affinity, shall be allowed to hold any interest, directly or indirectly, in TRANSCO or its concessionaire. Likewise, the TRANSCO, or its concessionaire or any of its stockholders or officials or any of their relatives within the fourth civil degree of consanguinity or affinity, shall not hold any interest, whether directly or indirectly, in any generation company or distribution utility. Except for ex officio government-appointed representatives, no person who is an officer or director of the TRANSCO or its concessionaire shall be an officer or director of any generation company, distribution utility or supplier.



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21. Are you related within the fourth degree of consanguinity (blood relationship) or affinity (in-law relationship) to any stockholder, director, officer or employee of a generation company, distribution utility, or other entity engaged in generating, distributing and supplying electricity or National Transmission Corporation or its concessionaire National Grid Corporation of the Philippines?

a. within the fourth degree of consanguinity (i.e. mother/father, son/daughter, brother/sister, nephew/niece, uncle/aunt, cousin) [] Yes [] No
If "Yes", give the name/s of relative/s and relationship/s _____

b. within the fourth degree of affinity (i.e. mother-in-law/father-in-law, son-in-law/daughter-in-law, brother-in-law/sister-in-law) [] Yes [] No
If "Yes", give the name/s of relative/s and relationship/s _____

22. EXISTING MERALCO SECURITIES HELD/OWNED (whether as Owner of Record or Beneficial Owner)

Class	Aggregate No. of Securities	Amount of Securities	Price per Share/Unit of Security	Date of Acquisition

(Continue on separate sheet, if necessary)

23. PERSONAL DEALINGS during the LAST TWO YEARS with MERALCO or its SUBSIDIARIES & AFFILIATES OR OTHER RELATED PARTIES*

Nature of Transaction	Date of Transaction	Amount

(Continue on separate sheet, if necessary)

24. DEALINGS during the LAST TWO YEARS of COMPANIES/INSTITUTION/ORGANIZATION (where with Personal Business Interests or Affiliations) with MERALCO or its SUBSIDIARIES & AFFILIATES OR OTHER RELATED PARTIES*

Name of Company/Institution/ Organization	Nature of Transaction	Date of Transaction	Amount

(Continue on separate sheet, if necessary)

***NOTE :** A party is related to MERALCO or its SUBSIDIARIES & AFFILIATES if :

- (a) directly or indirectly through one or more intermediaries, the party :
 - (i) controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);
 - (ii) has an interest in the entity that gives it significant influence over the entity; or
 - (iii) has joint control over the entity;
- (b) the party is an associate of the entity;
- (c) the party is a joint venture in which the entity is a venturer;
- (d) the party is a member of the key management personnel of the entity or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (b);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of employees of the entity, or of any entity that is a related party of the entity.



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25. CLOSE FAMILY MEMBERS and their BUSINESS INTERESTS or AFFILIATIONS during the LAST TWO YEARS**

Name of Family Member	Relationship	Name of Company/Institution/Organization	Type of Interest or Affiliation (like Directorship, Officership, % Ownership)	Period

(Continue on separate sheet, if necessary)

****NOTE :** CLOSE FAMILY MEMBERS shall refer to an individual's family members who may be expected to influence, or be influenced by, that individual in their dealings with the Company. The term includes the individual's domestic partner and children, children of the individual's domestic partner, dependents of the individual or the individual's domestic partner, the individual's relatives within the second degree of consanguinity or affinity including relationship by legal adoption.

26. DEALINGS during the LAST TWO YEARS of CLOSE FAMILY MEMBERS and their OWNED/AFFILIATED COMPANY/INSTITUTION/ORGANIZATION with MERALCO or its SUBSIDIARIES & AFFILIATES

Name of Company/Institution/Organization	Nature of Transaction	Date of Transaction	Amount

(Continue on separate sheet, if necessary)

27. GOVERNMENT POSTINGS & POLITICAL/CIVIC AFFILIATIONS


Name of Institution/Organization	Position	Period

(Continue on separate sheet, if necessary)

28. STATEMENT ON CRIMINAL & CIVIL PROCEEDINGS during the PAST FIVE YEARS

State whether you have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case.

State whether you have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking.

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CERTIFICATION AND UNDERTAKING

I have read and understood the Manual of Corporate Governance of the Company and relevant provisions of existing laws such as Republic Act No. 9136 concerning the qualifications, duties, and responsibilities of the members of the Board of Directors and officers. I possess all the qualifications and none of the disqualifications for my position. I commit myself to the fulfillment of my duties and responsibilities to the best of my ability and with the highest degree of ethical standards.

I will hold and protect the confidentiality of all information that I have acquired from the Company and undertake not to disclose any material information to any person or entity, even after my term of office has expired, without authority from the Company or court order.

I undertake to promptly disclose any situation which comes to my knowledge that is a potential source of **conflict of interest***** involving myself or any member of my family.

I hereby certify that the foregoing disclosure of information and affirmation are true and correct, to the best of my knowledge.

DATE

PRINTED NAME & SIGNATURE

*** **Conflict of Interest** is a situation where financial or other personal considerations of the directors or officers may influence or compromise or have the tendency to influence and compromise the ability of such director or officer to effectively and impartially exercise judgment in the performance of his duties and responsibilities as director or officer of the Company. These situations shall include but are not limited to the following: a) the director or officer or any close member of his family enters into any business transaction with Meralco or any of its affiliates and subsidiaries; b) the company or institution where the concerned director or officer has business interest or professional affiliations enters into any transaction with Meralco or any of its affiliates and subsidiaries; c) the director or officer concerned acquires for himself a business opportunity which should pertain to Meralco without first disclosing such opportunity to the latter; d) acquisition of securities from Meralco whether as beneficial owner or as record holder as a result of which he would be in control of more than 10% of any of its class of security; e) participation in board meetings which involve business transactions of Meralco with another company or entity where any member of his close family is employed or has substantial interest.

SUBSCRIBED AND SWORN TO BEFORE ME, this _____ day of _____, 2012 at _____, Philippines, affiant exhibiting to me his/her _____
issued at _____ on _____.

Doc. No. _____
Page No. _____
Book No. _____
Series of 2012 _____