



ORTIGAS AVENUE, PASIG CITY  
0300 PHILIPPINES

January 18, 2019

**MS. PAULA BEATRICE A. BUENO**

OIC – Issuer Compliance and Disclosure Department  
PHILIPPINE DEALING & EXCHANGE CORP.  
37<sup>th</sup> Floor, Tower 1, The Enterprise Center  
6766 Ayala Avenue corner Paseo De Roxas  
Makati City

Gentlemen:

Please find attached the Notice (with Annex) to the bondholders of the 4.3750% Fixed Rate Bonds due 2020 (“7-Year Bonds”) issued by Manila Electric Company (“Meralco”) under a Trust Indenture dated November 28, 2013 in relation to Condition 5 (Bondholders’ Put Option).

For your immediate posting and dissemination.

Very truly yours,

**JOCELYN VILLAR-ALTAMIRA**  
Assistant Vice President & Head  
Corporate Governance and Compliance

**NOTICE TO THE BONDHOLDERS OF THE 4.3750% FIXED RATE BONDS DUE 2020 ("7-Year Bonds") ISSUED BY MANILA ELECTRIC COMPANY ("MERALCO") UNDER A TRUST INDENTURE DATED November 28, 2013 ("Trust Indenture").**

Reference is made to the Trust Indenture and the Terms and Conditions (as the said term is defined in the Trust Indenture). Unless otherwise defined herein, capitalized terms in this letter shall have the meaning ascribed to them in the Terms and Conditions.

Pursuant to Condition 5 (Bondholders' Put Option) of the Terms and Conditions "On the First Interest Payment Date after the fifth anniversary from Issue Date (the "Fifth Year Put Option Date"), each Bondholder of the 7-Year Bonds shall have the right, but not the obligation, to require Meralco to redeem, in whole or in part, of the outstanding 7-Year Bonds registered in such Bondholder's name with a minimum amount of P10,000 and in integral multiples of P10,000 thereafter at a redemption price computed as the aggregate of: (i) par or one hundred percent (100%) of face value of the outstanding principal amount of the Bonds being redeemed; and (ii) accrued interest computed up to the Fifth Year Put Option Date (collectively, the "Fifth Year Put Option Payment") in respect of the Bonds covered by an exercised Fifth Year Put Option."

**IMPORTANT NOTE: BONDHOLDERS WITH LESS THAN P10,000 OF OUTSTANDING BONDS DURING THE FIFTH YEAR PUT EXERCISE PERIOD WILL NOT BE ENTITLED TO THE FIFTH YEAR PUT OPTION AS EXERCISE OF SAID OPTION IS IN DENOMINATIONS OF P10,000 EACH, AS A MINIMUM AND IN INTEGRAL MULTIPLES OF P10,000 THEREAFTER.**

In this connection, qualified Bondholders of the 7-Year Bonds that elects to exercise the Fifth Year Put Option shall do so by delivery of an original and four (4) copies of a notice of such exercise to the Trustee (the "Fifth Year Put Option Notice") in the form set out in Annex 1 hereof no later than **5:00 PM of February 8, 2019**. Please submit the notice to the following address:

**METROBANK – TRUST BANKING GROUP**

Attention : ATTY. JASMIN S. BILASANO / MS. MARIBEL L. SANCHEZ

Address : 16/F Metrobank Center 35<sup>th</sup> Street corner 7<sup>th</sup> Street

Bonifacio Global City, Taguig City

Email: [jaz.bilasano@metrobank.com.ph](mailto:jaz.bilasano@metrobank.com.ph) / [bey.sanchez@metrobank.com.ph](mailto:bey.sanchez@metrobank.com.ph)

**PLEASE TAKE NOTE OF THE REQUIRED ATTACHMENTS.**

**FOR INDIVIDUAL INVESTORS:**

- Identification documents of the Bondholder;
- Two (2) duly accomplished signature cards containing the specimen signature of the Bondholder, validated / signed by the Broker's authorized signatory/ies, whose authority/ies and specimen signatures have been submitted to PDTCC; and
- Authorization Letter, if applicable, for the payment and delivery of the Put Option Payment.
- Such other documents as may be reasonably required by the Broker(s) / Registrar in implementation of its internal policies regarding "knowing your customer" and anti-money laundering.

**FOR CORPORATE AND OTHER JURIDICAL ENTITY INVESTORS:**

- An original notarized Certificate of the Corporate Secretary or Assistant Corporate Secretary of the Bondholder setting forth resolutions of the Bondholder's Board of Directors authorizing the exercise of the Put Option and designating the signatories, with their specimen signatures, for the said purposes;
- Copies of its Articles of Incorporation and By-laws and latest amendments thereof, together with the Certificate of Incorporation issued by the SEC or equivalent government institution, stamped and signed as certified as true copies by the SEC or by the Bondholder's Corporate Secretary, or by an equivalent officer/s who is/are authorized signatory/ies;

- Two (2) duly accomplished signature cards containing the specimen signatures of the Bondholder's authorized signatories, validated by its Corporate Secretary or by an equivalent officer/s who is/are authorized signatory/ies, and further validated/signed by the Broker's authorized signatory/ies whose authority/ies and specimen signatures have been submitted to PDTC;
- Identification document(s) of Bondholder's authorized signatories;
- Such other documents as may be reasonably required by the Broker(s) / Registrar in implementation of its internal policies regarding "knowing your customer" and anti-money laundering.
- Authorization Letter, if applicable, for the payment and delivery of the Put Option Payment.

Identification Documents Shall Consist Of: Any one (1) of the following valid identification documents bearing a recent photo, and which is not expired: Passport, Driver's License, Professional Regulation Commission (PRC) ID, National Bureau of Investigation (NBI) Clearance, Police Clearance, Postal ID, Voter's ID, Barangay Certification, Government Service Insurance System (GSIS) e-Card, Social Security System (SSS) Card, Senior Citizen Card, Overseas Workers Welfare Administration (OWWA) ID, OFW ID, Seaman's Book, Alien Certification of Registration/Immigrant Certificate of Registration, Government Office and GOCC ID, e.g. Armed Forces of the Philippines (AFP ID), Home Development Mutual Fund (HDMF ID), Certification from the National Council for the Welfare of Disabled Persons (NCWDP), Department of Social Welfare and Development (DSWD) Certification, Integrated Bar of the Philippines ID, Company IDs issued by private entities or institutions registered with or supervised or regulated either by the BSP, SEC OR IC, or school ID duly signed by the principal or head of the school (for students who are beneficiaries of remittances/fund transfers who are not yet of voting age.

**Annex 1 to the Terms and Conditions**

**IMPORTANT NOTE: BONDHOLDERS WITH LESS THAN ₱10,000 OF OUTSTANDING BONDS DURING THE FIFTH YEAR PUT EXERCISE PERIOD WILL NOT BE ENTITLED TO THE FIFTH YEAR PUT OPTION AS EXERCISE OF SAID OPTION IS IN DENOMINATIONS OF ₱10,000 EACH, AS A MINIMUM AND IN INTEGRAL MULTIPLES OF ₱10,000 THEREAFTER.**

**FORM OF FIFTH YEAR PUT OPTION NOTICE  
[LETTERHEAD OF THE BONDHOLDER]**

[Date]

Manila Electric Company  
Lopez Building, Ortigas Avenue  
Pasig City

Through:           [•]

Re:     FIFTH YEAR PUT OPTION NOTICE IN RESPECT OF THE 4.3750% FIXED RATE BONDS DUE 2020 (“7-Year Bonds”) ISSUED BY MANILA ELECTRIC COMPANY (“MERALCO”) UNDER A TRUST INDENTURE DATED November 28, 2013 (“Trust Indenture”).

Dear Sir/Madam:

Reference is made to the Trust Indenture and the Terms and Conditions (as the said term is defined in the Trust Indenture). Unless otherwise defined herein, capitalized terms in this letter shall have the meaning ascribed to them in the Terms and Conditions.

This is an irrevocable Fifth Year Put Option Notice by the undersigned Bondholder (the “Holder”). Being the holder of ₱\_\_\_\_\_ in aggregate principal amount of the 7-Year Bonds duly recorded and registered in my/our name with the Registrar, I/we hereby exercise my/our Fifth Year Put Option in the amount of Pesos: \_\_\_\_\_ (₱\_) in accordance with Condition 5 (Bondholders’ Put Option) of the Terms and Conditions which states that “ ... each Bondholder shall have the right, but not the obligation, to require the Issuer to redeem in whole or in part of the outstanding 7-Year Bonds registered in such Bondholder’s name with a minimum amount of ₱10,000 and in integral multiples of ₱10,000 thereafter ... ” and attach the required documents with and in support of this notice.

I/We hereby authorize you, MERALCO and the Registrar to verify the foregoing with the Registry and agree that the records of the Registry shall be conclusive insofar as this Fifth Year Put Option Notice is concerned. In the event that the Registrar’s records show that the principal amount of 7-Year Bonds registered in my/our name is less than the principal amount indicated in this Fifth Year Put Option Notice, then I/we irrevocably agree that this Fifth Year Put Option Notice covers all of my/our 7-Year Bonds.

I/We acknowledge and understand that:

1. this Fifth Year Put Option Notice can only be valid and effective against MERALCO if it is received by the Trustee within the Fifth Year Put Exercise Period; and
2. from and after the date of this Fifth Year Put Option Notice until the redemption and payment of the relevant Bonds by MERALCO on the Fifth Year Put Option Date, I/We will not be able to amend or withdraw this Fifth Year Put Option Notice and will not be able to transfer any Bonds covered thereby to any other Person.

I/We represent and warrant that:

- (a) the Holder has good, complete and unencumbered title to the Bonds or is entitled to such title and has not sold or otherwise dealt with those Bonds;
- (b) the Holder has obtained all consents which may be required by law or contract in respect of the Holder or the Bonds to enable the Holder to deliver the relevant Bonds to MERALCO for redemption as provided under the Terms and Conditions;
- (c) the redemption of the relevant Bonds by MERALCO will not result in the Holder contravening any law or agreement to which the Holder or the relevant Bonds is subject or (as relevant) any provisions of its constitutive documents;
- (d) at the date of this notice and at all times until the time of payment of the Fifth Year Put Option Payment by MERALCO, the Holder will have good legal and beneficial title to the relevant Bonds free from any lien, encumbrance, third party interest or any other restriction on sale or transfer; and
- (e) the undersigned is duly authorized to execute and deliver this Fifth Year Put Option Notice and it is legal, binding and may be fully relied upon by MERALCO, the Trustee, the Registrar and the Paying Agent, who shall each be held free and harmless from any liability, loss or damage that may arise from their reliance on this Fifth Year Put Option Notice.

If the Fifth Year Put Option Notice is accomplished by a dealer/broker on behalf of a client, the undersigned broker hereby does declare that all the information given in connection with this Fifth Year Put Option Notice is true, legal and valid pursuant to the authority duly granted by the beneficial owner of the Bonds, and may be fully and unconditionally relied upon by MERALCO, the Trustee, the Registrar and the Paying Agent. The dealer/broker thus agrees to hold PDTC free and harmless from any liability, loss or damage that may arise from the execution of this instruction. We recognize and agree that the transfer is subject to the PDTC Registry Rules that are in force and effect.

This notice is irrevocable.

Name and Signature of Holder/Dealer/Broker:

Address:

Contact Phone Number:

Principal Amount of Bonds Subject to the Put Option Notice:

Tax Identification Number:

Registry Account Number:

Registry Confirmation Number:

*Required Attachments*

FOR INDIVIDUAL INVESTORS:

- Identification documents of the Bondholder;
- Two (2) duly accomplished signature cards containing the specimen signature of the Bondholder, validated / signed by the Broker's authorized signatory/ies, whose authority/ies and specimen signatures have been submitted to PDTC; and
- Authorization Letter, if applicable, for the payment and delivery of the Put Option Payment.
- Such other documents as may be reasonably required by the Broker(s) / Registrar in implementation of its internal policies regarding "knowing your customer" and anti-money laundering.

FOR CORPORATE AND OTHER JURIDICAL ENTITY INVESTORS:

- An original notarized Certificate of the Corporate Secretary or Assistant Corporate Secretary of the Bondholder setting forth resolutions of the Bondholder's Board of Directors authorizing the exercise of the Put Option and designating the signatories, with their specimen signatures, for the said purposes;
- Copies of its Articles of Incorporation and By-laws and latest amendments thereof, together with the Certificate of Incorporation issued by the SEC or equivalent government institution, stamped and signed as certified as true copies by the SEC or by the Bondholder's Corporate Secretary, or by an equivalent officer/s who is/are authorized signatory/ies;
- Two (2) duly accomplished signature cards containing the specimen signatures of the Bondholder's authorized signatories, validated by its Corporate Secretary or by an equivalent officer/s who is/are authorized signatory/ies, and further validated/signed by the Broker's authorized signatory/ies whose authority/ies and specimen signatures have been submitted to PDTC;

- Identification document(s) of Bondholder's authorized signatories;
- Such other documents as may be reasonably required by the Broker(s) / Registrar in implementation of its internal policies regarding "knowing your customer" and anti-money laundering.
- Authorization Letter, if applicable, for the payment and delivery of the Put Option Payment.

Identification Documents Shall Consist Of: Any one (1) of the following valid identification documents bearing a recent photo, and which is not expired: Passport, Driver's License, Professional Regulation Commission (PRC) ID, National Bureau of Investigation (NBI) Clearance, Police Clearance, Postal ID, Voter's ID, Barangay Certification, Government Service Insurance System (GSIS) e-Card, Social Security System (SSS) Card, Senior Citizen Card, Overseas Workers Welfare Administration (OWWA) ID, OFW ID, Seaman's Book, Alien Certification of Registration/Immigrant Certificate of Registration, Government Office and GOCC ID, e.g. Armed Forces of the Philippines (AFP ID), Home Development Mutual Fund (HDMF ID), Certification from the National Council for the Welfare of Disabled Persons (NCWDP), Department of Social Welfare and Development (DSWD) Certification, Integrated Bar of the Philippines ID, Company IDs issued by private entities or institutions registered with or supervised or regulated either by the BSP, SEC OR IC, or school ID duly signed by the principal or head of the school (for students who are beneficiaries of remittances/fund transfers who are not yet of voting age).