

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
SRC RULE 17 THEREUNDER

1. 4 February 2021
Date of Report (Date of earliest event reported)

2. SEC Identification Number 66381 3. BIR Tax Identification No. 000- 169-125

4. ENERGY DEVELOPMENT CORPORATION
Exact name of registrant as specified in its charter

5. PHILIPPINES
Province, country or other jurisdiction
of incorporation

6. (SEC Use Only)
Industry Classification Code

7. One Corporate Centre
Julia Vargas corner Meralco Avenues,
Ortigas Center, Pasig City, Philippines
Address of principal office

6. 1605
Postal Code

8. (632) 7755-2331
Registrant's telephone number, including area code

9. N/A
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 4 and 8 of the RSA
 - a) Authorized Capital Stock

Common shares,	₱1.00 par value 27,000,000,000 shares
Voting Preferred shares,	₱0.01 par value 15,000,000,000 shares
Non-voting Preferred,	₱10.00 par value 300,000,000 shares

 - b) Issued and Outstanding Shares

Common shares,	₱1.00 par value 17,048,667,471 shares
	(exempt securities) as of December 31, 2020
Preferred shares,	₱0.01 par value 9,375,000,000 shares
	(exempt securities)

 - c) Amount of Debt Outstanding (as of December 31, 2020) ₱60,030,274,514.00

11. Indicate the item numbers reported herein:

The following matters were approved by the Board of Directors of Energy Development Corporation at its meeting on 4 February 2021:

ITEM 4. OTHER EVENTS

1. Resignation and Election of Regular Director

Ms. Nicole Goh Phaik Khim resigned as regular director, and the Board of Directors elected Mr. Ang Eng Seng as regular director in her place.

Mr. Ang Eng Seng is GIC's Chief Investment Officer for Infrastructure and Advisor to the Integrated Strategies Group ("ISG"). Prior to that, he was GIC's President of Europe and Head of ISG. Mr. Ang has more than two decades of investment and leadership experience in senior management roles in Europe and Asia.

ITEM 9. OTHER EVENTS

2. Authority to Undertake Bond Shelf Registration of up to Php15.0 Billion and to Offer and Issue an Initial Tranche of up to Php 3.0 Billion with an oversubscription option of up to Php2.0 Billion Fixed Rate Bonds

The Board approved the shelf registration of up to Php 15.0 Billion worth of bonds (the "Bonds") and the offer and issuance of an initial tranche of up to Php 3.0 Billion with an oversubscription option of up to Php2.0 Billion fixed rate bonds, subject to the approval of the Securities and Exchange Commission, to be listed on the Philippine Dealing & Exchange Corporation.

3. Postponement and Resetting of the Annual Stockholders' Meeting to 7 May 2021 to be held via Remote Communication with Voting *in Absentia*

The Board approved the postponement of the annual stockholders' meeting and its resetting to 7 May 2021, 10 A.M., which was necessitated by the finalization of the audited financial statements, information statement, and other regulatory requirements for the meeting. The record date for the meeting is 1 March 2021.

In view of the Covid-19 pandemic and for the safety of the stockholders, the Board also approved: (1) the conduct of the annual stockholders' meeting, or any postponements or adjournments thereof via remote communication, (2) voting *in absentia*, as permitted under the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, and (3) authority of Management to make the necessary filings and preparations for the meeting, including obtaining the necessary permits.

The Board also authorized the President/COO to postpone and/or reset the meeting date and/or change the other details related to the meeting, and to approve the internal procedures embodying the mechanism for participation at the 2021 annual stockholders' meeting through remote communication and voting *in absentia*, taking into account the Company's number of stockholders, their location, matters to be discussed and voted upon, promotion of minority rights, and other factors consistent with the protection and promotion of stockholders' rights.

In compliance with SEC Notice dated 3 April 2020 on the Filing of the Notice of Postponement of Annual Stockholders Meeting, we attach a Secretary's Certificate (Annex "A") containing the resolution of the Board of Directors postponing the annual stockholders' meeting and organizational Board meeting.

Also attached is the sworn notification (Annex "B") in compliance with Sec. 20.11.1.5 of the 2015 SRC Rules.

ENERGY DEVELOPMENT CORPORATION

Registrant



BERNADETTE ANN V. POLICARPIO

Corporate Secretary

Date: 4 February 2021

EDC SEC Form 17-C-EDC



ENERGY DEVELOPMENT CORPORATION
One Corporate Centre
Julia Vargas corner Meralco Avenues
Ortigas Center, Pasig City 1605, Philippines
Tel. Nos: (+632) 7755-2331/8667-7332

Annex "A"

SECRETARY'S CERTIFICATE

I, **BERNADETTE ANN V. POLICARPIO**, of legal age, Filipino, with office address at the 10th Floor, Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City, being the duly elected and qualified Corporate Secretary of **ENERGY DEVELOPMENT CORPORATION** (the "Company"), a corporation organized and existing under Philippine laws with principal office at One Corporate Centre, Julia Vargas corner Meralco Avenues, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law, hereby certify and state that:

1. At the regular meeting of the Board of Directors of the Company held on **February 4, 2021**, at which meeting a quorum was present and acting throughout, the following resolution was approved and adopted:

Resolution No. 4, Series of 2021

"**RESOLVED**, that the Board of Directors of Energy Development Corporation (the "Company") authorize, as it hereby authorizes (1) the conduct of the 2021 Annual Stockholders' Meeting on May 7, 2021 at 10:00 A.M., or any postponements or adjournments thereof, by remote communication; and (2) the casting of votes by all qualified stockholders of the Company at that meeting by remote communication or *in absentia*, in accordance with the internal procedure to be issued by the Company;

"**RESOLVED FURTHER**, that in connection with the Annual Stockholders Meeting of the Company:

- (a) the record date for the Annual Stockholders' Meeting shall be March 1, 2021;
- (b) the President/Chief Operating Officer shall be authorized:
 - (1) to postpone and/or reset the meeting date and/or change other details related to the Annual Stockholders' Meeting, as may be necessary, and
 - (2) to approve the internal procedure embodying the mechanism for participation at the 2021 Annual Stockholders' Meeting through remote communication and voting *in absentia*, taking into account the Company's number of stockholders, their location, matters to be discussed and voted upon, promotion of minority rights, and other factors consistent with the protection and promotion of stockholders' rights; and

(c) the Company shall be authorized to obtain the necessary permits for the Annual Stockholders' Meeting, including those for the distribution of digital copies of the meeting notice and materials, if necessary; and

“RESOLVED FINALLY, that the organizational meeting of the newly elected Board of Directors be held immediately after the Annual Stockholders' Meeting.”

2. The foregoing is in accordance with the record of the Company, is in full force and effect, and has not been amended or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 9 February 2021 at Pasig City.

BERNADETTE ANN V. POLICARPIO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9 February 2021 at Pasig City by Bernadette Ann V. Policarpio, whose identity I have confirmed through her Passport No. P7343464A issued on May 26, 2018 at DFA NCR EAST and expiring on May 25, 2028, that she is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that she executed the same.

ATTY. MARITA P. LAGOS
Notary Public - Cities of Pasig, Taguig & San Juan
& Municipality of Pateros until *31 December 2020
Appointment No. 223 (2019-2020)
10th Floor, Rockwell Business Center Tower 3
Ortigas Avenue, Pasig City
IBP No. 1041184/5-23-16/IBP Rizal Chapter (lifetime member)
PTR No. 6439675/1-3-2020/Pasig City
MCLE VI-0002225/4-14-2019
Roll of Attorneys No. 65937
*Notarial Commission extended until June 30, 2021, as per
Supreme Court En Banc Notice dated 1 December 2020
Re: B.M. No. 3795

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Book No. III ;
Series of 2021.



ENERGY DEVELOPMENT CORPORATION
One Corporate Centre
Julia Vargas corner Meralco Avenues
Ortigas Center, Pasig City 1605, Philippines
Tel. Nos: (+632) 7755-2331/8667-7332

February 9, 2021

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Manila 1307

Attention: Ms. Rachel Esther J. Remalante
Director
Corporate Governance and Finance Department

Re: Sworn Notification of
Postponement of Meeting

Gentlemen:

At its meeting held on February 4, 2021, the Board of Directors of Energy Development Corporation (the "Company") approved the postponement of the annual stockholders' meeting of the Company which, under the By-laws, shall be held on the first Tuesday of May of each year, and its resetting to May 7, 2021, at 10:00 A.M., to be held by remote communication. The record date for stockholders entitled to notice and to vote at the meeting is on March 1, 2021.

The postponement by a few days was necessary to give the auditor more time to finalize the audited financial statements and for the preparation of the information statement and other regulatory requirements for the meeting.

This sworn notification is in compliance with Sec. 20.11.1.5 of the 2015 SRC Rules.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bernadette Ann V. Policarpi".

BERNADETTE ANN V. POLICARPI
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FFB 09 2021 at Pasig City by affiant whose identity I have confirmed through her Passport No. P7343464A issued on May 26, 2018 in DFA NCR East, that she is the same person who personally signed before me the foregoing Sworn Notification and acknowledged that she executed the same.



ATTY. MARITA P. LAGOS

Notary Public - Cities of Pasig, Alabang & San Juan
& Municipality of Pateros until 31 December 2020
Appointment No. 228 (2019-2020)

10th Floor, Rockwell Business Center Tower 3
Ortigas Avenue, Pasig City

IBP No. 1041184/5-23-16/IBP Rizal Chapter (lifetime member)

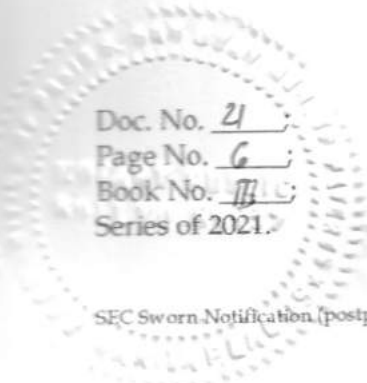
PTR No. 6439675/1-3-2020/Pasig City

MCLE VI-0002225/4-14-2019

Roll of Attorneys No. 65937

*Notarial Commission extended until June 30, 2021, as per
Supreme Court En Banc Notice dated 1 December 2020

Re: B.M. No. 9795



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Series of 2021.

SEC Sworn Notification (postponement)



ENERGY DEVELOPMENT CORPORATION
 One Corporate Centre
 Julia Vargas corner Meralco Avenues
 Ortigas Center, Pasig City 1605, Philippines
 Tel. Nos: (+632) 7755-2331/8667-7332

CERTIFICATION

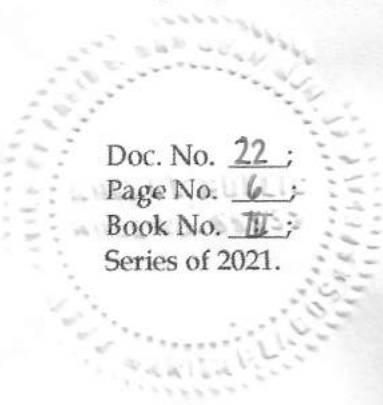
I, **BERNADETTE ANN V. POLICARPIO**, being the duly elected Corporate Secretary of **ENERGY DEVELOPMENT CORPORATION** (the "Company") with SEC registration no. 66381, a corporation organized and existing under Philippine laws with principal office at One Corporate Centre, Julia Vargas corner Meralco Avenues, Ortigas Center, Pasig City, under oath state that:

1. On behalf of the Company, I prepared SEC Form 17-C;
2. I have read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The Company will comply with the requirements set forth in SEC Notice dated 24 June 2020 for a complete and official submission of reports and/or documents through electronic mail; and
4. I am fully aware that documents filed online that require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this FEB 09 2021 at Pasig City.

BERNADETTE ANN V. POLICARPIO
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 09 2021 at Pasig City, by Bernadette Ann V. Policarpio, with Passport No. P7343464A expiring on 25 May 2028, who is personally known to me and who is the same person who personally signed before me the foregoing Certification and acknowledged that she executed the same.



Doc. No. 22 ;
 Page No. 6 ;
 Book No. IV ;
 Series of 2021.

ATTY. MARITA P. LAGOS
 Notary Public - Cities of Pasig, Laguna & San Juan
 & Municipality of Pateros until *31 December 2020
 Appointment No. 233 (2019-2020)
 10th Floor, Rockwell Business Center Tower 3
 Ortigas Avenue, Pasig City

IBP No. 1041194/5-23-16/IBP Rizal Chapter (lifetime member)
 PTR No. 6439675/1-3-2020/Pasig City
 MCLE VI-0002125/4-14-2019
 Roll of Attorneys No. 65937

*Notarial Commission extended until June 30, 2021, as per
 Supreme Court En Banc Notice dated 1 December 2020
 Re: B.M. No. 3795