



**PROXY FORM**

This proxy is being solicited on behalf of the Board of Directors of ENERGY DEVELOPMENT CORPORATION, (the "Company") for voting at the annual stockholders' meeting to be held on July 29, 2010 10:00 A.M. at EDC's head office located at Building 5, Energy Center, Merritt Road, Fort Bonifacio, Taguig City.

I, the undersigned stockholder of the Company, do hereby appoint, name and constitute **RICHARD B. TANTOCO, President and Chief Operating Officer of the Company, or:**

\_\_\_\_\_ ,  
 as my attorney-in-fact and proxy, to represent me at the annual stockholders' meeting of the Company to be held on July 29, 2010 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 OTHER THAN THE ELECTION OF BOARD OF DIRECTORS	ACTION		
	FOR	AGAINST	ABSTAIN
1. Approval of the Minutes of Previous Stockholders' Meeting			
2. Approval of the Management Report & Audited Financial Statements for the year ended Dec. 31, 2009			
3. Confirmation and ratification of all acts and resolutions of Management and the Board of Directors from the beginning of the last fiscal year to date as reflected in the books and records of the Company			
4. Approval of change in corporate name from "Energy Development (EDC) Corporation" to "Energy Development Corporation"			
5. Approval of appointment of SGV & Co. as the Company's external auditor			
6. Other Matters	According to Proxy's Discretion		

**ELECTION OF BOARD OF DIRECTORS**

I further instruct my proxy to vote for the following nominees to the Board of Directors to serve as such for the current year.

(Please mark with an "X" the space across your chosen nominees. In case you prefer to abstain or elect less than 11 Directors, please indicate "ABSTAIN" or "NONE" in the space below.):

**NOMINEES FOR REGULAR DIRECTOR**

Oscar M. Lopez : \_\_\_\_\_  
 Peter D. Garrucho, Jr. : \_\_\_\_\_  
 Elpidio L. Ibañez : \_\_\_\_\_  
 Federico R. Lopez : \_\_\_\_\_

Ernesto B. Pantangco : \_\_\_\_\_  
 Francis Giles B. Puno : \_\_\_\_\_  
 Jonathan C. Russell : \_\_\_\_\_  
 Richard B. Tantoco : \_\_\_\_\_

**NOMINEES FOR INDEPENDENT DIRECTOR**

Francisco Ed. Lim : \_\_\_\_\_  
 Edgar O. Chua : \_\_\_\_\_  
 John A. Prasetio : \_\_\_\_\_

**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, 2009; FOR the confirmation and ratification of all acts and resolutions of Management and the Board of Directors from the beginning of the last fiscal year to date as reflected in the books and records of the Company; FOR the approval of the change in corporate name; 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 the "Election of Board of Directors" and 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 July 23, 2010 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 July 19, 2010.

**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 \_\_\_\_\_ 2010 at \_\_\_\_\_  
 (DATE) (PLACE)

[\*N.B.: Partnership, Corporations and Associations must attach certified resolutions or extracts thereof designating Proxv/Reopresenting and authorized signatories]

**IMPORTANT:**

PLEASE MARK, SIGN & RETURN YOUR PROXY BY HAND OR MAIL (IN TIME FOR IT TO REACH THE COMPANY) ON OR BEFORE 6:00 P.M. OF JULY 19, 2010.

\_\_\_\_\_  
**PRINTED NAME AND SIGNATURE OF STOCKHOLDER OR AUTHORIZED SIGNATORY**  
 Telephone No.: \_\_\_\_\_

**PLEASE DATE AND SIGN YOUR PROXY**

FOLD HERE

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FOLD HERE

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STAMP

**BUSINESS REPLY ENVELOPE**

**ENERGY DEVELOPMENT CORPORATION**  
BUILDING 5, ENERGY CENTER, MERRITT ROAD,  
FORT BONIFACIO, TAGUIG CITY  
P.O. BOX 2102 MCPO

**Attention: The Corporate Secretary  
c/o Mr. Erudito S. Recio  
Senior Manager, Investor Relations**

*Valid only if mailed in the Philippines*

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FOLD THROUGH LINE. SEAL AND MAIL