



Energy Development Corporation
38th Floor, One Corporate Centre Building, Julia Vargas corner Meralco Avenue
Ortigas Center, Pasig 1605, Philippines
Trunklines: +63 (2) 667-7332 (PLDT) / +63 (2) 755-2332 (Globe)

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 6, 2014, 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. Amendment of Articles of Incorporation to: (i) reclassify Three Billion (3,000,000,000) authorized and unissued Common Shares, with a par value of One Peso (Php 1.00) per share, into Three Hundred Million (300,000,000) Non-Voting Preferred Shares with a par value of Ten Pesos (Php 10.00) per share; and (ii) limit the preemptive right for certain share issuances/reissuances
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 14, 2014 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 26, 2014. 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, 2014 at the office of the Company's stock transfer agent.

Pasig City, Metro Manila, Philippines, April 1, 2014.


TEODORICO R. DELFIN
Corporate Secretary