



Requirements and Procedure for Participation and Voting at the
2020 Annual Stockholders' Meeting

of

ENERGY DEVELOPMENT CORPORATION
(the "Company")

The 2020 annual meeting of the stockholders of **Energy Development Corporation** (the "Company") will be held virtually on **July 28, 2020** at **10:00 A.M.** Due to the COVID-19 situation, there will be no physical venue for the meeting. The meeting will be held via remote communication at https://agm.conveneagm.com/edc_asm2020.

Stockholders of record as of **June 1, 2020** are entitled to participate and vote in the 2020 annual stockholders' meeting.

Stockholders intending to participate by remote communication must comply with the following requirements and/or procedures:

I. PRE-REGISTRATION

As indicated in the Notice of Annual Stockholders' Meeting (the "Notice"), stockholders who intend to participate by remote communication should pre-register at https://agm.conveneagm.com/edc_asm2020, on or before **6:00 P.M.** on **July 18, 2020**.

To pre-register, the following requirements must be attached:

For Individual Stockholders

1. A scanned copy of the stockholder's valid government-issued ID showing photo, signature, and personal details, including residential address (in JPG format). The file size should not be larger than 2MB.
2. A valid and active email address and contact number.

For Corporate Stockholders

1. A Secretary's Certificate attesting to the authority of the representative of the corporate stockholder to attend and vote at the stockholders' meeting (in JPG format). The file size should not be larger than 2MB. Please see attached form of the Secretary Certificate (Appendix 1).
2. A scanned copy of the valid government-issued ID of the authorized representative of the corporate stockholder showing photo, signature, and personal details, including residential address (in JPG format). The file size should not be larger than 2MB.
3. A valid and active email address and contact number.

For Stockholders under PCD Participant/Brokers account

1. A broker certification on the stockholder's number of shareholdings (in JPG format). The file size should not be larger than 2MB.
2. A scanned copy of the stockholder's valid government-issued ID showing photo, signature, and personal details, including residential address (in JPG format). The file size should not be larger than 2MB.
3. A valid and active e-mail address and contact number.

For Stockholders with Joint Accounts

1. An authorization letter signed by the other stockholder indicating the person among them authorized to participate in the meeting and cast votes (in JPG format). The file size should not be larger than 2MB.
2. A scanned copy of the stockholder's valid government-issued ID showing photo, signature, and personal details, including residential address (in JPG format). The file size should not be larger than 2MB.
3. A valid and active email address and contact number.

Acceptable government-issued IDs include Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, Social Security System ID, Pag-Ibig ID, Senior Citizen ID, and Voter's ID.

Given the current COVID-19 situation, the Company will allow the use of electronic signature for the documents required to be submitted. Further, notarization requirement shall be dispensed with. However, the Company reserves the right to request additional information and require originally signed and notarized copies of the documents to be submitted at a later time. Please note that incomplete or inconsistent information may result in unsuccessful registration and will render the stockholder ineligible to participate in the annual stockholders' meeting.

II. REGISTRATION

Successful registrants will receive an electronic invitation for the annual stockholders' meeting ("Electronic Invite") via their registered email addresses. The Electronic Invite will confirm their registration status and include a complete guide on how to access the annual stockholders' meeting portal: https://agm.conveneagm.com/edc_asm2020.

Once the stockholder has accessed the portal, the stockholder will be asked to read the Data Privacy Agreement, End User Terms of Service, and Privacy Policy and confirm its agreement with all these and its consent to the processing of personal information before proceeding. The portal will include downloadable guides on how to join the meeting and cast votes *in absentia* or by proxy.

III. VOTING

Qualified stockholders who have successfully registered for the meeting may cast their votes on the matters for approval and participate in the election of directors by voting *in absentia* or by proxy in accordance with the procedure set out below.

Voting In Absentia (Electronic Voting)

A stockholder may vote for the matters set out in the agenda through a secure online voting platform at https://agm.conveneagm.com/edc_asm2020 until 6:00 P.M. on July 18, 2020, after which, the voting platform will be disabled. This platform may be reached by clicking on the link to the annual stockholders' meeting portal in the Electronic Invite or copying the link in the browser.

The online voting platform will contain the items for approval as indicated in the agenda set out in the Notice.

1. For items other than the election of directors, the stockholders shall have the option to vote: In favor of, Against, or Abstain.
2. For the election of directors, the stockholders have the option to vote his shares for each of the nominees, not vote for any nominees, or vote for one or some nominees only, in such number of shares as the stockholders prefers; provided that the total number of votes cast shall not exceed the number of shares owned multiplied by the number of directors to be elected. The system will automatically compute the total number of votes a stockholder is allowed to cast, based on the number of shares owned.

Once the stockholder finishes voting, he can proceed to submit the electronic ballot by clicking the "Submit" button. After the ballot has been submitted, the shareholder may no longer change the votes cast. This completes his voting *in absentia* (electronic voting) and the stockholder may now logout of the portal by clicking the "Logout" button.

A system-generated email confirmation will be sent to the stockholder once the vote has been recorded and validated.

Voting by Proxy

A stockholder may execute the proxy form electronically by filing it up at https://agm.conveneagm.com/edc_asm2020. Alternatively, a stockholder may download, fill up, and sign the proxy form found on https://agm.conveneagm.com/edc_asm2020, and upload a scanned copy (in JPG format). The file size should not be larger than 2MB.

Deadline for submission of proxies is at **6:00 P.M. on July 18, 2020** to give the Company time to review and validate the proxies received. Once validated, the Office of the Corporate Secretary will send an email confirmation to the stockholder.

If requested by the Company, a stockholder must submit an originally signed proxy at:

ENERGY DEVELOPMENT CORPORATION
40th Floor, One Corporate Centre
Julia Vargas corner Meralco Avenues
Ortigas Center, Pasig City 1605

Attention: The Corporate Secretary
c/o Mr. Ryan Z. Velasco
Head, Investor Relations

A stockholder who has executed a proxy, either electronically or by submission of a scanned copy, may revoke the same at any time prior to **6:00 P.M. on July 18, 2020** by clicking the "Withdraw Proxy Submission" button. Once revoked, the stockholder may vote on the matters for approval and participate in the election of directors by voting *in absentia* (electronic voting) until **6:00 P.M. on July 18, 2020** or submit another proxy within the same period. A stockholder may revoke its proxy only once.

Validation of Votes

Votes received through electronic voting, together with votes cast through proxies, shall be tabulated by the Office of the Corporate Secretary. All votes cast shall be subject to validation by BDO Unibank, Inc. - Transaction Banking Group, the Company's Stock and Transfer Agent.

The results of the voting shall be reported during the meeting. The Company will ensure the confidentiality of all votes, whether cast *in absentia* or by proxy.

IV. DETERMINATION OF QUORUM

Only stockholders who successfully registered within the prescribed period will be included in the determination of quorum at the meeting. By voting *in absentia* or by proxy or by participating remotely in the meeting, a stockholder shall be deemed present for purposes of determining quorum.

V. OTHER MATTERS

A stockholder, once successfully registered, will be given an opportunity to raise any relevant questions or express an appropriate comment limited to the agenda items by submitting the same through https://agm.conveneagm.com/edc_asm2020 from July 3 to 18, 2020. Any relevant question or comment received during this period will be properly acknowledged, noted, and addressed accordingly.

Stockholders participating in the virtual meeting may also raise questions or express appropriate comment during such meeting by emailing EDC-ASM-2020@energy.com.ph. The Company shall endeavor to respond to relevant questions received during said period.

The proceedings of the meeting will be recorded. A copy of the recorded proceedings will be made available to the stockholders upon request while the minutes of the meeting will be made available at the Company's website: www.energy.com.ph.

For any question about the conduct of the virtual meeting, you may refer to the Frequently Asked Questions in the Company's website or email EDC-ASM-2020@energy.com.ph.

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SECRETARY'S CERTIFICATE

I, _____, of legal age, with address at _____, being the duly elected Corporate Secretary of _____ (the "Corporation"), a corporation organized and existing under _____ laws, with principal office at _____, hereby depose and state that:

1. During the [regular/special] of the Board of Directors (the "Board") of the Corporation held on _____, the Board approved the following resolution:

"RESOLVED, that the Board of Directors of _____ (the "Corporation") hereby authorizes and appoints _____ as the Corporation's representative (the "Representative") to the Annual Stockholders' Meeting (the "Meeting") of Energy Development Corporation ("EDC") to be held on July 28, 2020 or any postponement or adjournment thereof, hereby granting such Representative the power and authority to participate in the Meeting for and on behalf of the EDC shares held and registered under the name of the Corporation, including to cause the registration of the Corporation, vote its EDC shares, and appoint a proxy, all in accordance with EDC's guidelines for the Meeting;

"RESOLVED, FURTHER, that the Representative is hereby authorized to execute, sign, and deliver, for and on behalf of the Corporation, the proxy form and any other document or instrument necessary or desirable to implement the foregoing resolution;

"RESOLVED, FINALLY, that these resolutions shall remain valid and subsisting, unless otherwise revoked or amended in writing and duly served on EDC."

2. The foregoing resolution 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 signed this Secretary's Certificate this _____ at _____.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____ by _____ whose identity I have confirmed through his/her [government-issued ID no.] issued on _____ by _____ that he/she is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he/she executed the same.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2020.