

NOMINATION AND REMUNERATION COMMITTEE

The Governing Board of Directors of PNOC created its Nomination and Remuneration Committee pursuant to the company's Manual of Corporate Governance.

For CY 2020, the Nomination and Remuneration Committee is composed of the following:

Director Hermann Roy M. Atienza	-	Chairperson
Director Rex V. Tantiongco	-	Member
Director Michael Ted R. Macapagal	-	Member

The designation of the current members of the Nomination and Remuneration Committee took effect on 22 October 2019 by virtue of PNOC Board Resolution No. 2643, S'2019.

SECRETARY'S CERTIFICATE

The undersigned, **ATTY. JANNEFER G. PELAYO**, Officer-in-Charge, Office of the Corporate Secretary, Philippine National Oil Company (hereinafter, **PNOC**), a corporation with original charter created under P. D. 334, as amended, with principal office at PNOC Building 6, Energy Center, Rizal Drive, Bonifacio Global City, Taguig, Metro Manila,

HEREBY CERTIFIES AND STATES THAT:

In its special meeting held on 22 October 2019, at which a quorum was present, the Governing Board of Directors of PNOC passed **Resolution No. 2643, S'2019** reconstituting its standing Board committees. Subject resolution reads as follows:

"Resolution No. 2643, S'2019"

RESOLVED, That as a result of the change in the composition of the Members of the PNOC Board of Directors, the membership of the standing committees of the Board of Directors created pursuant to the implementation of the Manual of Corporate Governance, be, as it hereby is, reconstituted as follows:

Executive Committee

*Secretary Alfonso G. Cusi - Chairman
President Reuben S. Lista
Director Romeo V. Poquiz
Director Hermann Roy M. Atienza
Director Ramon B. Mitra*

Risk Management Committee

*Director Romeo V. Poquiz - Chairman
Director Ramon B. Mitra
Director Jonas Guy S. De Leon*

MAIN OFFICE

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ENERGY SUPPLY BASE

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Audit Committee

Director Rex V. Tantiongco - Chairman
Director Adolf P. Borje
Director Hermann Roy M. Atienza

Nomination and Remuneration Committee

Director Hermann Roy M. Atienza - Chairman
Director Rex V. Tantiongco
Director Michael Ted R. Macapagal

Governance Committee

Secretary Alfonso G. Cusi - Chairman
President Reuben S. Lista
Director Adolf P. Borje
Director Jonas Guy S. De Leon
Director Michael Ted R. Macapagal


RESOLVED FURTHERMORE, That all previous resolutions or parts thereof which are inconsistent with the provisions of this resolution are hereby revoked or amended accordingly."

This Secretary's Certificate is hereby issued this 13th day of September 2021 at Taguig City to attest to the approval of the foregoing by the PNOC Board of Directors.


ATTY. JANNEFER G. PELAYO
Officer-in-Charge
Office of the Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 09/14/2021 at Taguig, Metro Manila, Affiant, in her capacity as Officer-in-Charge, Office of the Corporate Secretary, PNOC, exhibiting to me her IBP ID with No. 012608.

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Page No. 56 ;
Book No. I ;
Series of 2021.


CARL PHILIP N. BATUCAN
Appointment No. 70 (2020-2021)
Notary Public for Taguig City
Until 31 December 2021
PNOC Bldg. VI, Energy Center, Rizal Drive
Bonifacio Global City, Taguig City
Roll No. 67061
PTR No. A-5063178;01/04/2021; Taguig Cit
IBP No. 141231; 01/04/2021
MCLE Compliance No. VI-0022420