

Philippine National Oil Company

Information on Board Committees and its Activities for CY 2022

COMMITTEE	ROSTER OF MEMBERS	ACTIVITIES
<p><b>RISK MANAGEMENT</b></p>	<p><u>01 January – 31 December 2022</u>  <i>Chairman:</i>                      ROMEO V. POQUIZ</p> <p><i>Members:</i>                      MICHAEL TED R. MACAPAGAL                      JOHN J. ARENAS</p>	<p><b>The Risk Management Committee</b> held eight (8) committee meetings on 21 February, 23 March, 21 April, 30 May, 22 June, 30 August, 3 October, and 29 November 2022.</p> <p>Among the matters that were presented to, discussed and deliberated by the committee for the year include the following:</p> <ul style="list-style-type: none"> <li>• Proposed 2023 Corporate Operating Budget and Priorities of PNOC</li> <li>• Remittance of dividends to National Government based on 2021 net income of PNOC</li> <li>• Proposed Memorandum of Agreement among the Department of Environment and Natural Resources (DENR), Department of Energy, PNOC and Energy Development Corporation on watershed management</li> <li>• Terms of Reference for the Targeted Fuel Relief Program</li> <li>• Multi-year budget for, and inclusion in 2022 Annual Procurement Plan, the engagement of Transaction Advisor for the Strategic Petroleum Reserve (SPR) project</li> <li>• Revised Terms of Reference for the hiring of Transaction Advisor for the SPR project</li> <li>• Proposed development and construction of bunker fuel refilling station at Energy Supply Base (ESB)</li> </ul>

		<ul style="list-style-type: none"> <li>• Proposed 2023 Performance Targets/Scorecard</li> <li>• Proposed 2022 Corporate Operating Budget and 2023 Indicative Work Programs and Budget of PNOC Exploration Corporation (PNOC EC)</li> <li>• Restructuring of PNOC Development and Management Corporation (PNOC-DMC) accounts as requested by clients for El Pueblo Condominium and Costa Verde lots</li> <li>• Proposed sale of PNOC property in Quiapo, Manila</li> <li>• Award of contract for 2022 Security, Janitorial, Temporary Office services and purchase of 2 units of passenger elevator for Building 5</li> <li>• Creation of additional positions</li> <li>• Indicative Annual Procurement Plan for 2023</li> <li>• Presentation of the evaluation made for the proposed lease by Global Port Terminal at ESB</li> <li>• Memorandum of Agreement for the recoupment of the Php172 million investment in DENR's Non-Combustion Persistent Organic Pollutants Destruction Facility project</li> <li>• Sale of uncontracted banked gas</li> <li>• Presentation of the proposed long term lease of the BCT property at Bauan, Batangas</li> <li>• Authority to receive monies deposited in Court</li> <li>• Amendment of the Deed of Donation between PNOC-DMC and the Municipality of Rosario, Cavite</li> <li>• Supplemental Budget of PNOC Renewables Corporation (PNOC RC)</li> </ul> <p>The committee also held two (2) joint meetings with the Audit Committee on 21 February and 23 March 2022 and took up the following:</p>
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AUDIT	<p><u>01 January – 31 December 2022</u></p> <p><i>Chairman:</i>  REX V. TANTIONGCO<sup>1</sup>  JOEL R. CAMINADE<sup>2</sup></p> <p><i>Members:</i>  ADOLF P. BORJE  JOHN J. ARENAS  ROMEO V. POQUIZ<sup>3</sup></p>	<p><b>The Audit Committee</b> held eight (8) committee meetings on 14 March, 23 March, 26 April, 15 June, 27 June, 15 September, 27 October, and 28 November 2022.</p> <p>Among the matters that were discussed during these meetings include:</p> <ul style="list-style-type: none"> <li>• Issuance of the 2021 audited Financial Statements of PNOC-DMC and PNOC Shipping and Transport Corporation (PSTC) and the Statement of Management’s Responsibility (SMR)</li> <li>• Revised PNOC Real Estate Disposal/Utilization Manual, and the PNOC Asset Management Manual</li> <li>• Revised Terms of Reference for the hiring of Transaction Advisor for SPR</li> <li>• Review of the Minutes of the previous PNOC Board meetings</li> </ul> <p>The committee also held two (2) joint meetings with the Risk Management Committee on 21 February, and 23 March 2022 and discussed the following:</p>

		<ul style="list-style-type: none"> <li>• 2022 Corporate Operating Budget of PNOC RC</li> <li>• Disposal through public auction of 1,202 sq.m. property of PNOC RC in San Roque, Bauan, Batangas</li> </ul>
<b>NOMINATION AND REMUNERATION</b>	<p><u>01 January – 31 December 2022</u></p> <p><i>Chairman:</i> MICHAEL TED R. MACAPAGAL</p> <p><i>Members:</i> REX V. TANTIONGCO<sup>1</sup> JOHN J. ARENAS CELESTINA MA. JUDE P. DE LA SERNA<sup>4</sup></p>	<p><b>The Nomination and Remuneration Committee</b> held three (3) meetings on 21 February, 23 March, and 21 October 2022.</p> <p>Among the matters discussed during these meetings include:</p> <ul style="list-style-type: none"> <li>• Dropping of parenthetical titles of certain positions in the PNOC Staffing Pattern</li> <li>• Implementation of the GCG authorized Category 1 Salary Structure of the Compensation and Position Classification System</li> <li>• Appointment Atty. Czarina Keziah E. Suarez as General Counsel of PNOC EC</li> </ul> <p>The committee also held a joint meeting with the Risk Management Committee on 3 October 2022 and took up the request for authorization to apply for the grant of the 2020 Performance-Based Bonus for eligible PNOC officers and employees.</p>

<sup>1</sup> Filed his resignation dated 17 Aug 2022. Also served as Nomination and Remuneration Committee Member from 1 January 2022 to 24 March 2022.

<sup>2</sup> Served as Audit Committee Member from 24 March 2022 to 29 Nov 2022; and serves as Audit Committee Chairman beginning 29 November 2022.

<sup>3</sup> Serves as Audit Committee Member beginning 29 November 2022.

<sup>4</sup> Serves as Nomination and Remuneration Committee Member beginning 24 March 2022.