

SECRETARY'S CERTIFICATE

The undersigned, **ATTY. NEIL L. NABUAB**, Corporate Secretary of the Philippine National Oil Company (hereinafter, **PNOC**), a corporation with original charter created under Presidential Decree No. 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 a Special Meeting held on 8 November 2024, at which a quorum was present, the Governing Board of Directors of PNOC passed Resolution No. 2986, S'2024 that reads as follows:

"Resolution No. 2986, S'2024"

WHEREAS, the PNOC Board of Directors recognizes continuous professional education for the Board Members vital to further develop and enhance their competence and skills to effectively perform and carry out their functions with utmost responsibility;

WHEREAS, the Board of Directors further recognizes that continuous professional education for the Board Members will equip the Board Members with new information relevant to their role in corporate governance;

WHEREAS, it is in the best interest of the organization to establish a policy for continuous professional education for the Board Members to give them opportunities to further develop for the effective governance of PNOC;

WHEREFORE, BE IT RESOLVED, That the Board of Directors hereby approves and adopts the PNOC Policy on Continuous Professional Education for the Board of Directors as follows:

I. PURPOSE

This policy aims to encourage that all members of the Board of Directors engage in continuous

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professional education and development to enhance their competencies, stay updated on relevant governance practices, and contribute to the effective stewardship of the organization, in compliance with the requirements of the Corporate Governance Scorecard Report (CGSR).

II. SCOPE

This policy applies to all members of the Board of Directors.

III. POLICY GUIDELINES

1. Annual Training Requirement

All members of the PNOC Board of Directors are required to complete at least one (1) training program annually. The program should focus on enhancing their competence in areas related to the operations and strategic objectives of PNOC.

Compliance with this requirement will be monitored through the Corporate Governance Scorecard (CGS), specifically Item No. 29.c, which mandates that all appointive directors must attend at least one (1) training per calendar year.

Training attendance must be disclosed on the organization's website, listing all appointive directors corresponding details of the training (title, date, and provider) attended within the calendar year.

2. Training Hours

While the Corporate Governance Scorecard does not specify a minimum number of training hours, it is encouraged that directors dedicate sufficient time to training programs that contribute to their professional development and enhance the effectiveness of their role in sound corporate governance.

3. Training Proposals

The Office of the Corporate Secretary will provide a list of recommended training programs quarterly to the Board of Directors. However, this will not limit the Board members from identifying and pursuing other training programs they deem beneficial for their roles. Directors are encouraged to

explore opportunities that align with their specific professional development needs.

4. Documentation and Reporting

The Corporate Secretary, or a designated officer, will maintain a record of each director's training, including the title of the training, date of attendance, and training provider.

A summary report on the training programs attended by the Board members will be included in the annual disclosure to ensure compliance with CGSR requirements.

5. Review and Evaluation

The policy on continuous professional education shall be reviewed annually by the Board to ensure that it aligns with the evolving governance standards and training needs of the organization.

6. Non-compliance

In the event that a director is unable to meet the annual training requirement, they are encouraged to discuss the reasons with the Board. The Board will provide support to help the director meet the requirement in the following year, ensuring continuous professional development and alignment with governance standards.

IV. TRAINING BUDGET

PNOC will allocate an annual training budget specifically for the continuous professional education of its Directors. This budget will support the costs of attending relevant training programs, seminars, and workshops, as necessary for maintaining and enhancing governance standards.

V. EFFECTIVITY

This policy takes effect immediately upon approval by the Board of Directors and shall remain in effect unless amended or superseded by future Board resolutions.

RESOLVED FURTHER, That all trainings attended by the members of the Board of Directors for the year 2024 shall be taken into account and

considered as part of the Director's continuous professional education for the year 2024."

This Secretary's Certificate is hereby issued this 6th day of March 2025 at Taguig City, Philippines to attest to the approval of the foregoing.



ATTY. NEIL L. NABUAB
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 03/12/2025 at Taguig, Metro Manila, Affiant, in his capacity as Corporate Secretary of PNOC, exhibiting to me his Tax Identification No. 724-752-480-000 issued on 28 June 2018.

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CARL PHILIP N. BATUCAN
Appointment No. 14 (2024-2025)
Notary Public for Taguig City
Until 31 December 2025
PNOC Bldg. VI, Energy Center, Rizal Drive,
Bonifacio Global City, Taguig
Roll No. 67061
PTR No. 5904908/01-03-2025
IBP No. 499344/01-06-2025
MCLE Compliance No. VIII-BFP00016P