

**CERTIFICATION OF ELIGIBILITY AND CONFLICT OF INTEREST STATEMENT**

I, \_\_\_\_\_, Filipino, of legal age and a resident of \_\_\_\_\_, after having been duly sworn to in accordance with law do hereby declared that:

1. I am a nominee for independent director of \_\_\_\_\_ and have been its \_\_\_\_\_ director since \_\_\_\_\_ (where applicable).
2. I am affiliated with the following companies or organizations (including Government- Owned and Controlled Corporation):

COMPANY/ ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE

3. I possess all the qualifications and none of the disqualifications to serve as an \_\_\_\_\_ Director of \_\_\_\_\_, as provided for in Section 38 of the Securities Regulation Code, its implementing Rules and Regulations and other SEC Issuances.
4. I am related to the following director/corporate officer/ substantial shareholder of \_\_\_\_\_ and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/CORPORATE OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS

6. (For those in government service/affiliated with government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an \_\_\_\_\_ director in \_\_\_\_\_, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as \_\_\_\_\_ director under the Securities Regulation Code and its implementing rules and regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of \_\_\_\_\_ of any changes in the abovementioned information within five days from its occurrence.

Done, this \_\_\_\_\_ day of \_\_\_\_\_, at \_\_\_\_\_.

\_\_\_\_\_  
Affiant

SUBSCRIBE AND SWORN TO before me this \_\_\_\_\_ at \_\_\_\_\_,  
Philippines. Affiant, exhibited to me his Community Tax certificate No. \_\_\_\_\_ issued at \_\_\_\_\_ on  
\_\_\_\_\_.

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