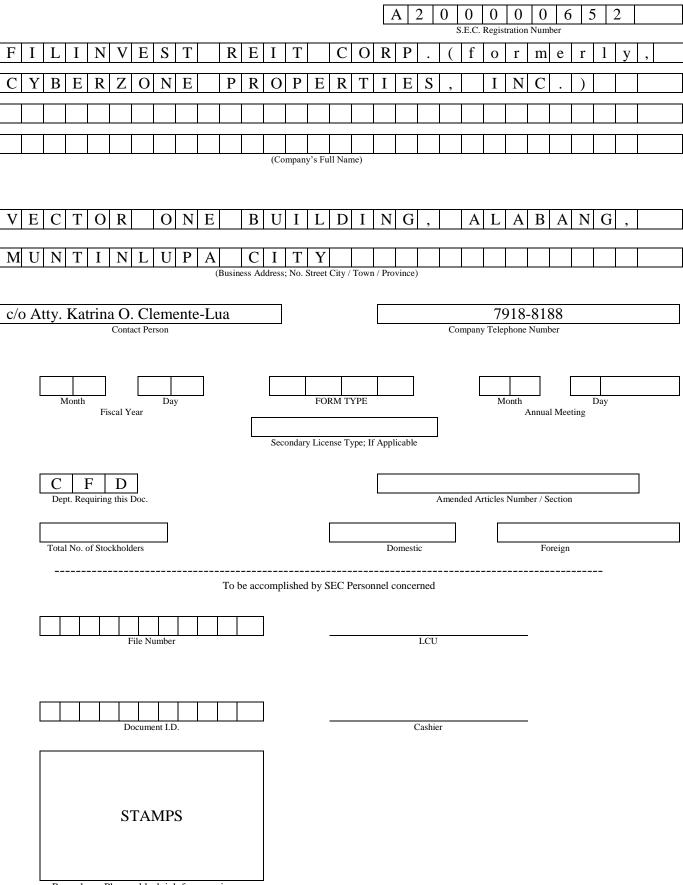
**COVER SHEET** 



Remarks = Pls. use black ink for scanning purposes

May 13, 2022

#### SECURITIES AND EXCHANGE COMMISSION

Ground Floor, North Wing Hall Secretariat Building, PICC Complex Vicente Sotto Street, Pasay City

# Attention: MR. VICENTE GRACIANO P. FELIZMENIO, JR. Director, Markets and Securities Regulation Department

#### Attention: **ATTY. RACHEL ESTHER J. GUMTANG-REMALANTE** OIC, Corporate Governance and Finance Department

#### THE PHILIPPINE STOCK EXCHANGE

6th to 10th Floors, PSE Tower 5th Avenue corner 28th Street, Bonifacio Global City Taguig City

#### Attention: MS. ALEXANDRA D. TOM WONG

Officer-in-Charge, Disclosure Department

#### PHILIPPINE DEALING & EXCHANGE CORP.

29/F, BDO Equitable Tower 8751 Paseo de Roxas, Makati City

#### Attention: ATTY. MARIE ROSE M. MAGALLEN-LIRIO

Head - Issuer Compliance and Disclosure Department (ICDD)

#### **Gentlemen/Ladies:**

In compliance with Section 38 of the Securities Regulation Code (SRC), we submit herewith the certification of the Independent Directors of Filinvest REIT Corp.

- 1. Mr. Gemilo J. San Pedro
- 2. Atty. Val Antonio B. Suarez
- 3. Ms. Virginia T. Obcena

They were elected at the regular annual stockholders' meeting held last April 20, 2022.

Thank you.

Very truly yours,

Ko Clemente

**KATRINA O. CLEMENTE-LUA** Assistant Corporate Secretary and Corporate Information Officer

#### CERTIFICATION OF INDEPENDENT DIRECTOR

I, GEMILO J. SAN PEDRO, Filipino, of legal age and with address at 21 Batangas Bay Drive, Southbay Gardens Subdivision, Villonco Road, Sucat, Parañaque City, after having been duly sworn in accordance with the law do hereby declare that:

- 1. I am an Independent Director of Filinvest REIT Corp. and have been an independent director since July 2, 2021.
- 2. I am affiliated with the following companies or organizations:

| <b>Company/Organization</b> | Position/Relationship   | Period of Service           |
|-----------------------------|---|-----------------------------|
| Filinvest Land, Inc.        | Independent Director;<br>Chairman, Audit & Risk<br>Management Oversight<br>Committee;<br>Member, Compensation<br>Committee;<br>Member, Corporate<br>Governance Committee;<br>Member, Related-Party<br>Transaction Committee | July 17, 2019 to<br>Present |
| Sycip Gorres Velayo & Co.   | Professional Practice Director<br>and Quality and Risk<br>Management Leader   | 2004 to 2015                |
|                             | Partner   | 1991 to 2015                |

- I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest REIT Corp., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
- I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

| Name of Director/Officer/<br>Substantial Shareholder | Company | Nature of Relationship |
|--|---------|------------------------|
| N/A  | N/A     | N/A                    |

 I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

| Offense Charged/<br>Investigated         | Tribunal or Agency<br>Involved | Status  |
|--|--------------------------------|---|
| Co-respondent in a complaint for illegal | Supreme Court                  | The primary respondent in the case involves a |
| foreclosure of property by               |                                | Philippine bank which                         |

| prior owner. | foreclosed on the property<br>which my wife and I<br>subsequently acquired<br>through public bidding. My<br>wife and J were added to the<br>case as buyers of the<br>property and to prevent us<br>from use/disposal of the<br>property. The Court of |
|--------------|---|
|              | Appeals has dismissed the<br>complaint and this has been<br>elevated to the Supreme<br>Court and awaiting<br>resolution.  |

- 6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the N/A to be an independent director in N/A \_\_\_\_, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
- 7. I shall faithfully and diligently comply with my duties and responsibilities as Independent 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 Filinvest REIT Corp. of any changes in the above-mentioned information within five (5) days from its occurrence.

MAY 1 3 2022 at Mandaluyong City. Done.

GEMILO J. SAN PEDRO Affrant is MAY 1 3 ~-

SUBSCRIBED AND SWORN to before me this at Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport ID No. P1141968B bearing his photograph and signature, issued on 21 March 2019 at DFA NCR South and valid until 20 March 2029.

Doc. No. Page No. Book No. Series of 2022.

JOVEN G. SEVILLANO NOTARY PUBLIC FOR CITY OF MANDALUYONG COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022 IBP LIFETIME NO. 011302; 12-28-12; RIZAL ROLL NO. 53970 PTR NO. 4864924; 1-3-22; MANDALUYONG MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025 UG03 CITYLAND SHAW TOWER, SHAW BLVD. MANDALUYONG CITY

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, VAL ANTONIO B. SUAREZ, Filipino, of legal age, with postal office address at Unit 5C, OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City 1229, after having been duly sworn in accordance with the law do hereby declare that:

- I am an Independent Director of Filinvest REIT Corp. and have been an independent director thereof since 06 April 2017.
- 2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

| Company/Organization                              | Position/Relationship  | Period of<br>Service |
|---|--|----------------------|
| Suarez & Reyes Law Offices                        | Managing Partner   | 2000 to Present      |
| Filinvest Development Corporation                 | Independent Director;<br>Member, Audit & Risk<br>Management Oversight<br>Committee;<br>Chairman, Compensation<br>Committee; Chairman,<br>Corporate Governance<br>Committee; Chairman,<br>Related-Party Transaction<br>Committee      | 2014 to Present      |
| Filinvest Land, Inc.                              | Lead Independent Director;<br>Member, Audit & Risk<br>Management Oversight<br>Committee;<br>Chairman, Compensation<br>Committee; Chairman,<br>Corporate Governance<br>Committee; Chairman,<br>Related-Party Transaction<br>Committee | 2015 to Present      |
| Lepanto Consolidated Mining Company               | Independent Director,<br>Executive Committee   | 2011 to Present      |
| Tayabas Resources Ventures<br>Corporation         | Director and Corporate<br>Secretary  | 2003 to Present      |
| Southeast Cable TV Corporation                    | Director and Corporate<br>Secretary  | 2003 to Present      |
| Asian Vision Cable Holdings Group of<br>Companies | Corporate Secretary  | 2003 to Present      |
| Ambassador Suarez Development<br>Corporation      | Chairman and President   | 2003 to Present      |
| Five Karats Property Holdings, Inc.               | Director and Treasurer   | 2003 to Present      |
| Gendrugs, Inc.                                    | Director and Treasurer   | 2008 to Present      |

| Amun Ini Resort and Spa, Inc.                         | Director and Corporate<br>Secretary | 2010 to Present |
|---|-------------------------------------|-----------------|
| Carmen's Best Dairy Products, Inc.                    | Director and Corporate<br>Secretary | 2011 to Present |
| Headland Road Capital, Inc.                           | Chairman and President              | 2012 to Present |
| Camiguin Gendrugs, Inc.                               | Director and President              | 2013 to Present |
| Avocado Broadband Telecoms, Inc.                      | Director and Corporate<br>Secretary | 2015 to Present |
| Gendrugs Distributors, Inc.                           | Director and Treasurer              | 2016 to Present |
| Cebu Gendrugs, Inc.                                   | Director and Treasurer              | 2016 to Present |
| Chocohills Generics, Inc.                             | Director and Treasurer              | 2016 to Present |
| Vertere Global Solutions, Inc.                        | Chairman                            | 2017 to Present |
| Vertere Venture Capital, Inc.                         | Director                            | 2017 to Present |
| R&S Development Corporation                           | Director and Treasurer              | 2017 to Present |
| Suarez Bridge Ventures, Inc.                          | Chairman and President              | 2018 to Present |
| AB Capital & Investment Corporation                   | Corporate Secretary                 | 2021 to Present |
| AB Capital Securities, Inc.                           | Corporate Secretary                 | 2021 to Present |
| Financial Executives Institute of the Phils.          | Member                              | 2010 to Present |
| Integrated Bar of the Philippines –<br>Makati Chapter | Member                              | 1986 to Present |

- 3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest REIT Corp., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances.
- 4. I am related to the following director/officer/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

| Name of Director/Officer/<br>Substantial Shareholder | Company | Nature of Relationship |
|--|---------|------------------------|
| N/A  | N/A     | N/A                    |

5. I disclose that I (together with the other members of the Board of Directors of Filinvest Land, Inc. (FLI)) am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

| Offense Charged/<br>Investigated  | Tribunal or Agency<br>Involved | Status   |
|---|--------------------------------|--|
| Complaint for Syndicated<br>Estafa filed by Manila Paper<br>Mills International, Inc.<br>(MPMI) dated April 12,<br>2016 | Department of Justice          | Petition for Review<br>pending after Complaint<br>was dismissed by City<br>Prosecutor of Dasmarifias<br>for no probable cause* |

\* In its Resolution dated November 16, 2016 ("Resolution"), the Office of the City Prosecutor Dasmariñas ruled against MPMII, finding that there was no probable cause to charge the respondents and upholding the validity of FLI's titles to the property. MPMII then filed with the Secretary of Justice (SOJ) a Petition for Review dated February 21, 2017 questioning the Resolution. On March 21, 2017, the respondents who are directors and officers of FLI filed their Comment on the Petition. The Petition is still pending resolution by the SOJ.

- 6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the <u>N/A</u> to be an independent director in <u>N/A</u>, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
- 7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and Other SEC issuances.
- I shall inform the Corporate Secretary of Filinvest REIT Corp. of any changes in the above-mentioned information within five days from its occurrence.

| Done, this | à   | 0.0000 | at | MANDALUYONG CTTY |
|------------|-----|--------|----|------------------|
| Done, this | Y ] | 3 2022 |    |                  |
|            |     |        |    | Mallun           |

VAL ANTONIO B. SUAREZ Affiant

## MAY 1 3 2022

Doc. No.  $36^{2}$ ; Page No. 74; Book No. 14; Series of 2022. JOVEN G. SEVULANO NOTARY PUBLIC FOR CITY OF MANDALUYONG COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022 IBP LIFETIME NO. 011302; 12-28-12; RIZAL ROLL NO. 53970 PTR NO. 4864924; 1-3-22; MANDALUYONG MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025 UG03 CITYLAND SHAW TOWER, SHAW BLVD. MANDALUYONG CITY

#### **CERTIFICATION OF INDEPENDENT DIRECTOR**

I, VIRGINIA T. OBCENA, of legal age, Filipino, single, with postal address at 339 Beata Street, Ayala Alabang Village, Muntinlupa City, Metro Manila, after having been duly sworn in accordance with the law do hereby declare that:

 I am an Independent Director of Filinvest REIT Corp. and have been an independent director since 17 July 2019.

| Company/Organization   | Position/Relationship   | Period of<br>Service         |
|--|---|------------------------------|
| Filinvest Development Corporation  | Lead Independent Director;<br>Chairperson, Audit & Risk<br>Management Oversight<br>Committee;<br>Member, Compensation<br>Committee;<br>Member, Corporate<br>Governance Committee;<br>Member, Related-Party<br>Transaction Committee | April 29, 2016 to<br>Present |
| International Centre for Settlement<br>of Investment Disputes (ICSID),<br>World Bank | Member, Panel of Conciliators   | 2015 to June<br>2019         |

2. I am affiliated with the following companies or organizations:

- I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest REIT Corp., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
- I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

| Name of Director/Officer/<br>Substantial Shareholder | Company | Nature of Relationship |
|--|---------|------------------------|
| N/A  | N/A     | N/A                    |

To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

- 6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the \_\_\_\_\_\_N/A \_\_\_\_\_ to be an independent director in \_\_\_\_\_N/A \_\_\_\_, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
- 7. I shall faithfully and diligently comply with my duties and responsibilities as Independent 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 Filinvest REIT Corp. of any changes in the above-mentioned information within five days from its occurrence.

MAY 1 3 2022 MANDALUYONG CITY Done, this at

VIRGINIA T. OBCENA Affiant

MAY 1 3 2022 SUBSCRIBED AND SWORN to before me this Mandaluyong City, affiant personally appeared before me and exhibited to me her Passport No. P7582624A issued on 19 June 2018 by the Department of Foreign Affairs - NCR South.

Doc. No. 362; Page No. 74; Book No. Series of 2022.

JOVEN G. SEVILLANO NOTARY PUBLIC FOR CITY OF MANDALUYONG COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022 IBP LIFETIME NO. 011302; 12-28-12; RIZAL ROLL NO. 53970 PTR NO. 4864924; 1-3-22; MANDALUYONG MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025 UG03 CITYLAND SHAW TOWER, SHAW BLVD, MANDALUYONG CITY