

Republic of the Philippines }
Muntinlupa City _____ } S.S.

CERTIFICATION

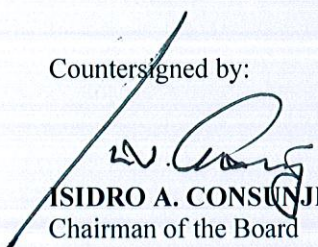
I, **JOHN R. SADULLO**, of legal age, Filipino, and with office address located at 2nd Floor, DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, being the duly elected and qualified Corporate Secretary of **Semirara Mining and Power Corporation**, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, and with SEC Certificate of Registration No. 91447, under oath, do hereby certify that:

1. The Corporation had twelve (12) board meetings including its organizational meeting for the year 2019. Attached herewith, as **Annex "A"** and made an integral part hereof, is the summary of the Board's meeting performance.
2. Based on the foregoing, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors during the twelve-month period of his incumbency.
3. I am executing this Certification to attest to the veracity of the foregoing statements and in compliance with SEC Memorandum Circular No. 24, Series of 2019 and the Corporation's Revised Code of Corporate Governance, as amended.

IN ATTESTATION OF THE ABOVE, this certification was signed on the 16th day of January 2020 at Makati City, Philippines.

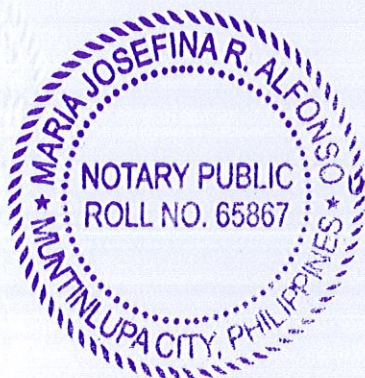

JOHN R. SADULLO
Corporate Secretary

Countersigned by:


ISIDRO A. CONSUNJI
Chairman of the Board

SUBSCRIBED AND SWORN, to before me on this JAN 16, 2020 day of January 2020, at Muntinlupa City, by John R. Sadullo who has satisfactory proven to me his identity through his Passport with No. [REDACTED] issued at DFA, Manila on October 11, 2016, bearing his photograph and signature; and that he is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he executed the same.

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Series of 2020.




MARIA JOSEFINA R. ALFONSO
Notary Public, Muntinlupa City



SEMIRARA MINING AND POWER CORPORATION
2019 BOARD MEETING ATTENDANCE

Annex "A"

		2019 BOD Meetings												Total		
		4-Jan	1-Mar	18-Mar	26-Apr	6-May	10-May	19-Jun	5-Jul	9-Aug	23-Aug	26-Sep	7-Nov	Absent	Present	%
1	Isidro A. Consunji	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
2	Maria Cristina C. Gotianun	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
3	Jorge A. Consunji	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
4	Herbert M. Consunji	√	√	√	√	√	0	√	√	√	√	√	√	1	11	92%
5	Cesar A. Buenaventura	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
6	Ma. Edwina C. Laperal	√	0	√	√	√	0	√	√	0	√	√	√	3	9	75%
7	Josefa Consuelo C. Reyes	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
8	Luz Consuelo A. Consunji	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
9	Rogelio M. Murga (Independent)	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
10	Honorio O. Reyes-Lao (Independent)	√	√	√	√	√	√	√	√	√	√	√	√	0	12	100%
11	Antonio Jose U. Periquet, Jr.* (Independent)													0	3	100%

Special/Regular/Organizational

*Please note that Mr. Periquet, Jr. was only appointed to the Board as Independent Director on August 9, 2019 in view of the resignation of Mr. Nestor D. Dadivas as Regular Director on August 6, 2019.

Republic of the Philippines }
Makati City, Metro Manila } S.S.

CERTIFICATE

I, **NENA D. ARENAS**, of legal age, Filipino, with office address located at 2nd Floor, DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, under oath, do hereby depose and state that:

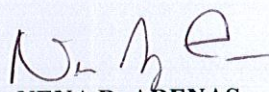
1. I am the incumbent Compliance Officer of **Semirara Mining and Power Corporation**, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with the same office address above-mentioned;

2. In 2019, the Corporation substantially complied with all the provisions of the Corporation's Revised Code of Corporate Governance, as amended; and that the relevant circulars on Corporate Governance have been monitored;

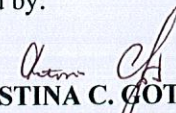
3. There were minor deviations in its compliance from the adopted Revised Code of Corporate Governance, as amended, due mainly to organizational changes and issues that need to be addressed accordingly; and

4. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission pursuant to SEC Memorandum Circular No. 24, Series of 2019 on the annual reporting on the Corporation's compliance with its Revised Code of Corporate Governance.

IN ATTESTATION OF THE ABOVE, I have signed this Certificate this _____ day of January 2020, at Makati City, Philippines.

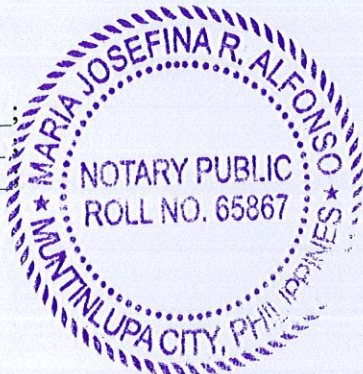

NENA D. ARENAS
Compliance Officer

Countersigned by:


MARIA CRISTINA C. GOTIANUN
President & COO

SUBSCRIBED AND SWORN, to before me on the 16 day of January 2020, at **MUNTINLUPA CITY**, Metro Manila, by Nena D. Arenas who has satisfactory proven to me her identity through her Philippine Passport with No. [REDACTED] issued on November 23, 2019 and valid until November 22, 2029 bearing her photograph and signature; and that she is the same person who personally signed before me the foregoing Certificate and acknowledged that she executed the same.

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Book No. 35 ;
Page No. N ;
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MARIA JOSEFINA R. ALFONSO
Notary Public, Muntinlupa City

