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SECRETARY'S CERTIFICATE

I, **JASMIN A. PARARUAN**, duly appointed Corporate Board Secretary of the Philippine Ports Authority (PPA), a government instrumentality attached to the Department of Transportation and Communications, created by virtue of Presidential Decree No. 857, as amended, with principal office at the 6th Floor PPA Head Office Building, A. Bonifacio Drive, South Harbor, Port Area, Manila, and having custody of the Board records of the PPA, do hereby certify:

That, during the 431st (Special) Board Meeting of the Board of Directors of the Philippine Ports Authority held on 18 February 2016, at the Ball Room, Misibis Bay Resort, Cagraray Island, Albay, the following Resolution was adopted:

RESOLUTION NO. 2504

"RESOLVED, that on motion duly made and seconded, that the following Members/Alternate Members of the PPA Board of Directors, be designated as Chairman and Members of the Nomination and Remuneration Committee, thus, amending Resolution No. 2496 adopted on 19 January 2016, as follows:

*Chairman: Private Sector Representative
Members: Principal/Alternate, MARINA
Principal/Alternate, DOF*

RESOLVED FURTHER, that in accordance with the Revised PPA Manual of Corporate Governance, the Nomination and Remuneration Committee shall perform the following responsibilities: (a) Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations; (b) Developing recommendations to the GCG for updating the CPCS and ensuring that the same continues to be consistent with the PPA's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations; (c) Reviewing and evaluating the qualifications of all persons nominated to the positions in the PPA which require appointment by the Board; and (d) Recommending to the GCG nominees for the shortlist in line with PPA's Board Composition and Succession Plan."

IN WITNESS WHEREOF, I have signed this Secretary's Certificate this 22nd day of February 2016, at 6th Floor PPA Head Office Building, A. Bonifacio Drive, South Harbor, Port Area, Manila.


JASMIN A. PARARUAN
Corporate Board Secretary

VISION

By 2030, customers doing business in our ports shall experience full and sustained productivity, efficiency, comfort, connectivity, safety and security.

MISSION

We commit to provide reliable and responsive services in our ports, sustain development of our port communities and environment and be a model corporate agency of the government.