

## CERTIFICATION

I, **OSCAR S. REYES**, Filipino, of legal age and a resident of 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **D.M. Wenceslao & Associates, Incorporated** (the "Corporation") and have been elected as independent director on July 29, 2019.
2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Manila Water Company	Independent Director	2005 – Present
Pepsi Cola Products Philippines Inc.	Independent Director	2007 – Present
Basic Energy Corporation	Independent Director	2007 – Present
Cosco Capital Inc	Independent Director	2009 – Present
PLDT Inc.	Advisory Board	2010 – Present
Bank of the Philippines Islands	Advisory Board	2016 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities and Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of the Corporation, its subsidiaries, and affiliates nor a relative in any other way than the relationship provided under Rule 38 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer or director of any government agencies or Government-Owned and Controlled Corporations except the GOCC in No. 2.
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, Manual on Corporate Governance for Publicly Listed Companies and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.




Executed on \_\_\_\_\_ day of \_\_\_\_\_, at \_\_\_\_\_.

  
**OSCAR S. REYES**  
Affiant

SUBSCRIBED AND SWORN to before me this **JUL 29 2019** at \_\_\_\_\_  
affiant personally appeared before me and exhibited to me his \_\_\_\_\_  
expiring on \_\_\_\_\_.

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**NOTARY PUBLIC JOHN EDWARD TRINIDAD ANG**  
Notary Public for Manila UNTIL 12/31/2019  
Notarial Commission No. 2018-117  
470 SAN FERNANDO ST., BINONDO, MANILA  
IBP No. 058006 Issued on Dec. 28, 2018 Until Dec. 31, 2019 Pasig City  
PTR No. 8020772 Issued on Dec. 27, 2018 Until Dec. 31, 2019 Manila  
ROLL No. 68731 / MCLE EXEMPT, ADMITTED MAY 2017  
MCLE No. VI-0017186 Issued on Jan. 24, 2019