

7 May 2024

SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters, 7907 Makati Ave.
Salcedo Village, Bel-Air, Makati City 1209

Attention: **ATTY. OLIVER O. LEONARDO**

Director, Markets and Securities Regulation Department

Attention: **ATTY. RACHEL ESTHER J. GUMTANG-REMALANTE**

Director, 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 1634

Attention: **DISCLOSURE DEPARTMENT**

Gentlemen:

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. Atty. Val Antonio B. Suarez
2. Mr. Ramon P.D. Dizon
3. Ms. Virginia T. Obcena

They were elected at the regular annual stockholders' meeting held last 17 April 2024.

Thank you.

Very truly yours,



KATRINA O. CLEMENTE-LUA

*Corporate Secretary and
Corporate Information Officer*

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **VAL ANTONIO B. SUAREZ**, Filipino, of legal age, with postal office address at _____, 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 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 Service
Suarez & Reyes Law Offices	Managing Partner	2000 to Present
Lepanto Consolidated Mining Company	Independent Director, Executive Committee and Audit Committee	2011 to Present
Tayabas Resources Ventures Corporation	Corporate Secretary	2003 to Present
Southeast Cable TV Corporation	Corporate Secretary	2003 to Present
Asian Vision Cable Holdings Group of Companies	Corporate Secretary	2003 to Present
Ambassador Suarez Development 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 Secretary	2010 to Present
Carmen's Best Dairy Products, Inc.	Director and Corporate 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 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
Zamgen, Inc.	Director and Treasurer	2022 to Present
Skin Adept Clinic and Surgicenter, Inc.	Corporate Secretary	2022 to Present
Financial Executives Institute of the Philippines	Member	2010 to Present
Integrated Bar of the Philippines -- Makati Chapter	Member	1986 to Present
Filinvest Land, Inc.	Independent Director	2015 to April 2024
Filinvest Development Corporation	Independent Director	2014 to April 2024

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/ 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/ Investigated	Tribunal or Agency Involved	Status
Complaint for Syndicated Estafa filed by Manila Paper Mills International, Inc. (MPMI) dated April 12, 2016	Department of Justice	Petition for Review pending after Complaint was dismissed by City Prosecutor of Dasmariñas 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 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.

Done, this 6th day of May 2024 at Makati City.

(Original signed)
VAL ANTONIO B. SUAREZ
Affiant

SUBSCRIBED AND SWORN to before me this MAY 07 2024 at
MANDALUYONG CITY, affiant personally appeared before me and exhibited to me his
IBP Lifetime Member

Doc. No. 120;
Page No. 17;
Book No. 17;
Series of 2024.

JOVEN G. SEVILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 5420812; 1-3-24; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RAMON P.D. DIZON**, Filipino, of legal age, with postal address at

, after having been duly sworn in accordance with the law do hereby declare that:

1. I am an Independent Director of Filinvest REIT Corp. for the year 2024-2025.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
PAL Holdings, Inc.	Independent Director	2023 to present
DigiPlus Interactive Corp. (formerly Leisure & Resorts World Corporation)	Independent Director and Audit Committee Chairman	2022 to present
MegaLink Inc	Independent Director and Audit Committee Chairman	2022 to present
Monde Nissin Corporation	Senior Consultant	2022 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 SEC issuances.
4. 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/ Substantial Shareholder	Company	Nature of Relationship
N/A	N/A	N/A

5. 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.

Done, this MAY 07 2024 at MANDALUYONG CITY

(Original signed)
RAMON P.D. DIZON
Affiant

MAY 07 2024

SUBSCRIBED AND SWORN to before me this _____ at
Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport

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Series of 2024.

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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 _____, 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 17 July 2019.
2. I am affiliated with the following companies or organizations:

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

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 SEC issuances.
4. 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/ Substantial Shareholder	Company	Nature of Relationship
N/A	N/A	N/A

5. 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.

Done, this MAY 07 2024 at MANDALUYONG CITY

(Original signed)
VIRGINIA T. OBCENA
Affiant

MAY 07 2024

SUBSCRIBED AND SWORN to before me this _____ at
Mandaluyong City, affiant personally appeared before me and exhibited to me her Passport

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