

NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES

31/F BPI-Philam Life Makati (formerly Ayala Life FGU Center), 6811 Ayala Avenue, Makati City, Philippines 1227
Trunk Line: +632 988-7400 * Fax: +632 988-7457 * Website: www.nrcp.com.ph * E-mail Address: nrcp@nrcp.com.ph

Securities and Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Metro Manila
Philippines



Attention: Dir. Vicente Graciano P. Felizmenio, Jr.
Market Securities Regulation Department

Re: Preliminary Information Statement

Gentlemen:

We refer to the annual stockholders' meeting ("ASM") of NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES (the "Corporation") to be held on June 28, 2017 at 3:00 p.m. at the at the Carlos P. Romulo Auditorium, Podium 4, Tower II, RCBC Plaza, 6819 Ayala Avenue, Makati City. In support of the Corporation's Preliminary Information Statement filed for the conduct of its ASM, we submit the following:

- (1) Certification of the nominees for Independent Directors of the Corporation, namely, Messrs. Romeo L. Bernardo, Ermilando D. Napa and Medel T. Nera;
- (2) Letter from the Government Service Insurance System ("GSIS") explaining that as shareholder of the Corporation, it is consenting to the nomination and election of Atty. Nora Malubay-Saludares, Ms. Jocelyn de Guzman Cabreza and (Ret) Lt. Gen. Alan R. Luga as its nominee directors in the Corporation.

We trust that you will find the foregoing documents in order.

Very truly yours,


MA. PILAR M. PILARES-GUTIERREZ
Assistant Corporate Secretary



GSIS Government Service Insurance System
Financial Center, Pasay City, Metro Manila 1308

March 20, 2017

SECURITIES AND EXCHANGE COMMISSION (SEC)
PICC, Roxas Boulevard,
Pasay City

Attention: *Director Vicente Graciano P. Felizmenio, Jr.*
Markets and Securities Regulation Department

Re: *Certification of NRCP's Directors in Government Service*

Gentlemen:

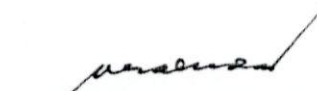
This is in reference to the required certification that none of the directors of National Reinsurance Corporation of the Philippines ("NRCP" or the "Company") is an elected or appointed official of the government.

The Government Services Insurance System ("GSIS") currently owns 25.73% of the outstanding capital stock of NRCP. The GSIS has been a stockholder of NRCP since its incorporation on June 7, 1978, and as a stockholder, the GSIS has the right to appoint nominee directors in NRCP.

In view of the foregoing, NRCP cannot submit a certification that none of its directors is an appointed or elective official of the government. However, as a shareholder of NRCP, the GSIS confirms that in the execution of their duties as board members of NRCP, the GSIS nominee directors in NRCP do not receive any additional compensation from the Company but merely receives reasonable per diems and gratuities for their attendance to the board meetings of the Company. Thus, based on the foregoing, the appointment by the GSIS of its nominee directors in NRCP does not violate Article IX(B), Section 8 of the Constitution. The GSIS hereby confirms that it consents to the nomination and election of *Atty. Nora Malubay-Saludares, Ms. Jocelyn de Guzman Cabreza, and (Ret) Lt. Gen. Alan R. Luga* as directors in NRCP.

We trust that the foregoing explanation is sufficient.

Very truly yours,


ATTY. NORA MALUBAY-SALUDARES
OIC - Office of the President and General Manager

2017 CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ROMEO L. BERNARDO**, Filipino, of Legal age, with office address at Unit 16A Belvedere Tower, San Miguel Avenue, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law do hereby declare that:

- 1) I am a nominee for independent director of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation"), and have been its independent director since June 2006.
- 2) I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
1. Aboitiz Power Corporation	Independent Director	May 2008
2. ALFM Dollar Bond Fund	Chairman	2003
3. ALFM Euro Bond Fund	Chairman	2005
4. ALFM Growth Fund	Chairman	2007
5. ALFM Money Market Fund	Chairman	2007
6. ALFM Peso Bond Fund	Chairman	2003
7. Transasia Petroleum Corporation	Independent Director	2014
8. Bank of Philippine Islands	Independent Director	August 21,2002
9. BPI Capital Corporation	Independent Director	October 23, 2012
10. BPI/MS Insurance Corporation	Independent Director	December 04, 2009
11. BPI-Philam Life Assurance Corporation	Independent Director	April 2006
12. BPI Asset Management and Trust Corporation	Independent Director	February 2017
13. Foundation for Economic Freedom	Vice Chairman	1997
14. GlobalSource Partners	Advisor	July 2007
15. Globe Telecom, Inc.	Independent Director	September 2001
16. Institute for Development & Econometric Analysis, Inc. (IDEA)	Board of Trustee	
17. Lazaro Bernardo Tiu & Associates, Inc.	President & Managing	October 1996
18. Philippine Investment Management, Inc.	Independent Director	August 2005
19. Philippine Stock Index Fund, Inc.	Chairman	2007
20.RFM Corporation	Independent Director	October 2002
21. Financial Executives Institute of the Philippines (FINEX) Foundation	Board of Trustee	January 2017
22. Management Association of the Philippines	Member, Board of Governors	January 2017

- 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 Regulation Code, its implementing Rules and Regulations and other SEC issuances.

- 4) I am not related to any director, officer, or substantial shareholder of the Corporation or any of its subsidiaries and affiliates.
- 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 employed nor affiliated with any government agency or government owned and controlled corporation ("GOCC").
- 7) I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
- 8) I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

SIGNED THIS APR 25 2017 AT CITY OF PASAY CITY.

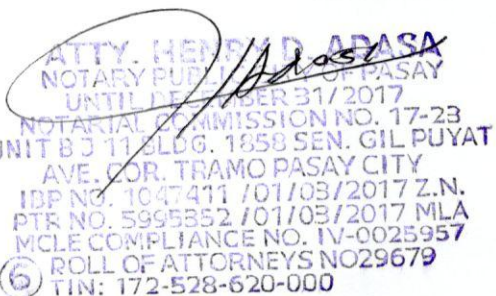

ROMEO L. BERNARDO

Affiant

SUBSCRIBED AND SWORN to before me this APR 25 2017 at
CITY OF PASAY affiant personally appeared before me and exhibited to me his
 Philippine Passport No. EC5403253 issued at DFA Manila, Philippines on September 20, 2015.

NOTARY PUBLIC

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 Series of 2017.


ATTY. HERMINIO ADASA
 NOTARY PUBLIC OF PASAY
 UNTIL DECEMBER 31/2017
 NOTARIAL COMMISSION NO. 17-23
 UNIT B J 11 BLDG. 1858 SEN. GIL PUYAT
 AVE. COR. TRAMO PASAY CITY
 IDP NO. 1047411 /01/03/2017 Z.N.
 PTR NO. 5995852 /01/03/2017 MLA
 MCLE COMPLIANCE NO. IV-0025957
 ROLL OF ATTORNEYS NO29679
 TIN: 172-528-620-000

2017 CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ERMILANDO D. NAPA**, Filipino, of legal age and a resident of 120 Bluebird Road, Moonville Subdivision, Paranaque, after having been duly sworn to in accordance with law do hereby declare that:

- 1) I am a nominee for independent director of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation"), and have been its independent director since June 2011.
- 2) I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
1. Manila Consulting & Management Co., Inc.	Founder/Chairman	1992-Present
2. Century Woods, Inc.	Founder/Chairman	1997- Present
3. Catanauan Resources & Development Corporation	Founder/Chairman	1999- Present
4. L' Opera Group of Restaurants	Group Treasurer	2004-Present
5. CIIF-Oil Mills Group	Independent Director and Chairman of the Audit Committee; Member of the Finance and Business Development Committee	2011-Present
6. National Life Insurance Company of the Philippines	Chairman of the Interim Governance Board	2014-Present
7. E&F Holdings, Inc.	Chairman/Owner	1997-Present
8. Trade and Investment Development Corporation (Philexim)	Director	2014-Present
9. House of Investments, Inc.	Independent Director	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 Regulation Code, its implementing Rules and Regulations and other SEC issuances.
- 4) I am not related to any director, officer, or substantial shareholder of the Corporation or any of its subsidiaries and affiliates.
- 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 employed nor affiliated with any government agency or government owned and controlled corporation ("GOCC").

- 7) I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

- 8) I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

SIGNED THIS APR 25 2017 AT CITY OF PASAY CITY.


ERMILANDO D. NAPA

Affiant

SUBSCRIBED AND SWORN to before me this APR 25 2017 at CITY OF PASAY, affiant personally appeared before me and exhibited to me his Philippine Passport No. EC3383138 issued on February 5, 2015 at DFA Manila.

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Series of 2017.

ATTY. ERMILANDO D. NAPA
 NOTARY PUBLIC
 NCTC - CITY OF PASAY
 UNIT 11-B J 11 BLDG. 1858 SEN. GIL PUYAT
 AVE. COR. TRAMO PASAY CITY
 IBP NO. 1047411 / 01/03/2017 Z.N.
 PTR NO. 5995352 / 01/03/2017 MLA
 MCLE COMPLIANCE NO. IV-0025957
 ⑥ ROLL OF ATTORNEYS NO29679
 TIN: 172-528-620-000

2017 CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MEDEL T. NERA**, Filipino, of Legal age and a resident of 42 Roseville St., White Plains Subdivision, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

- 1) I am a nominee for independent director of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation"), and have been its independent director since July 2011.
- 2) I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
1. House of Investments, Inc.	President & CEO	6 years
2. RCBC Realty Corporation	President	6 years
3. Honda Cars Kalookan, Inc.	President	6 years
4. iPeople Inc.	Director	6 years
5. EEI Corporation	Director	6 years
6. Greyhounds Security & Investigation Agency	Chairman/Director	6 years
7. Manila Memorial Park Cemetery, Inc.	Director	6 years
8. Seafront Resources Corp.	Director	6 years
9. CRIBS Foundation, Inc.	Director Treasurer	11 years 6 years

- 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 Regulation Code, its implementing Rules and Regulations and other SEC issuances.
- 4) I am not related to any director, officer, or substantial shareholder of the Corporation or any of its subsidiaries and affiliates.
- 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 employed nor affiliated with any government agency or government owned and controlled corporation ("GOCC").
- 7) I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
- 8) I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this **APR 25 2017** day of **CITY OF PASAY**, at 2017.


MEDEL T. NERA
 Affiant

SUBSCRIBED AND SWORN to before me this APR 25 2017 at
CITY OF PASAY, affiant personally appeared before me and exhibited to me his/her
passport no. P12718624 issued on December 19, 2016 at Manila and community tax certificate
no.25080741 issued on February 22, 2017 at Makati City.

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Series of 2017.

NOTARY PUBLIC

ATTY. HENRY D. ROSA
NOTARY PUBLIC IN PASAY
UNTIL DECEMBER 31/2017
NOTARIAL COMMISSION NO. 17-23
UNIT B J 11 BLDG/ 1858 SEN. GIL PUYAT
AVE. COR. TRAMO PASAY CITY
IBP NO. 1047411 /01/03/2017 Z.N.
PTR NO. 3995352 /01/03/2017 MLA
MCLE COMPLIANCE NO. IV-0025957
⑥ ROLL OF ATTORNEYS NO29679
TIN: 172-528-620-000