**INDEPENDENT DIRECTOR NOMINATION**

I, the undersigned, being voting stockholder of Philippine National Construction Corporation (PNCC), nominate **< NAME OF NOMINEE >** for election as independent director to the Board of Directors of PNCC. Attached hereto as Annex “A” his biodata, showing among others, his educational credentials and work experience, the periods in which they were attained, and his affiliations.

**CERTIFICATION OF ELIGIBILITY AS INDEPENDENT DIRECTOR AND CONFLICT OF INTEREST STATEMENT**

I certify that such candidate meet all the qualificationsfor independent director as stated in the Corporation Code, Securities Regulation Code and its Implementing Rules and Regulations as well as relevant issuances of the Securities and Exchange Commission and the Philippine Stock Exchange.

I further certify that no conflict of interest exists between such candidate being a director of PNCC and his other affiliations as defined in the PNCC’s Revised Manual on Corporate Governance, which I have read and understood.

Should a disqualification or conflict of interest develop in our nominee after submission of this Nomination, we understand that the nomination is automatically withdrawn.

I undertake to promptly inform the Corporation no later than forty-eight (48) hours after personal knowledge of the nominee’s conflict of interest and/or disqualification.

NOMINATOR: **< NAME OF STOCKHOLDER >** SIGNATURE:

Date :

**CANDIDATE DECLARATION**

I certify that I am not disqualified from being elected, appointed or holding office as an Independent Director of Philippine National Construction Corporation.

CANDIDATE’S FULL NAME: **< NAME OF NOMINEE >**

CANDIDATE SIGNATURE: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

DATE: