

(REPUBLIC OF THE PHILIPPINES)

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### **INDEPENDENT NOMINEE UNDERTAKING**

In accepting my nomination as a Regular member of the Board of Directors of the Independent Market Operator of the Philippines ("IEMOP"), I, the undersigned, of legal age, after being duly sworn in accordance with law hereby state and undertake that:

1. I am not affiliated with the Government;
2. I am not an employee, contractor, agent, director or shareholder or was an employee within one (1) year prior to nomination, of any Philippine electric power industry participant or any its affiliate or any other entity related to or associated with a Philippine electric power industry participant
3. I have no relative within the fourth civil degree of consanguinity or affinity who is an employee, contractor, agent, manager or any shareholder of a Philippine electric power industry participant.
4. I agree to serve the IEMOP and shall perform to the best of my ability the duties and functions as a member of the IEMOP Board of Directors and actively promote the Wholesale Electricity Spot Market's (WESM") objectives of market competition, efficiency, transparency and reliability, and safeguard with full trust and confidence any lawful and reasonable directions of the IEMOP Board of Directors.
5. At all times, I shall faithfully comply with all laws, rules, codes, resolutions or issuances of the relevant government authority relative to the business of IEMOP or to the duties, responsibilities and functions of IEMOP in the WESM, such as, but not limited to, the Revised Corporation Code, the EPIRA, WESM Rules, Market Manuals, including all amendments which may thereafter be enacted, and abide with the Corporation's Articles of Incorporation and such other guidelines which IEMOP reasonably determines to be necessary for the proper functioning of its business.
6. During my tenure as Board member, I will not (a) make use of, for personal gain, or (b) divulge to any unauthorized person or entity, any of the confidential information relating to the business of IEMOP except where such disclosure is required by law or by the proper governmental authority or is allowed in writing by IEMOP, nor will I have any direct or indirect material or pecuniary interest in matters being considered by the Board.
7. I shall endeavor to maintain an excellent record of attendance and shall actively participate in all Board meetings.
8. I further attest that I understand and possess all of the qualifications and none of the disqualifications required under the Revised Corporation Code and the By-laws and, in the event, that I cease to possess the qualifications and/or have acquired any of the disqualifications, or at any time, come into any enterprise, activity or transaction that may be in conflict with my nomination or Board membership, I shall be obliged to immediately inform the PEMC Selection Committee or the IEMOP Board of such circumstance, as may be appropriate. That such circumstance shall be grounds for withdrawal of my nomination or the termination of my tenure as Director in the IEMOP Board.
9. I hereby certify that I have read and understood the contents of this Undertaking and that the same are true and correct to the best of my knowledge and belief.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ -

**Signature over Full Name of Nominee:**

\_\_\_\_\_

**SUBSCRIBED AND SWORN TO BEFORE ME**, this \_\_\_ day of \_\_\_\_\_ 2022, in \_\_\_\_\_  
City, Philippines, affiant exhibiting to me her [I.D.] issued by \_\_\_\_\_ on \_\_\_\_\_ and valid until  
\_\_\_\_\_.

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