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Written Affirmation - PLDT Inc. - NYSE

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Written Affirmation Information

Registered Name	Exchange	WA Year	WA Type ¹	WA Status
PLDT Inc.	NYSE	2024	Annual	Approved
Due Date				
2024-04-28				

Issuer PLDT Inc.	Exchange NYSE	WA Year 2024	WA Type¹ Annual
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Notice of Non-compliance:

- Yes²
 No

Part I

INSTRUCTIONS: Companies listed on the New York Stock Exchange (the “Exchange” or “NYSE”) must comply with the applicable corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the “Manual”) . This form is to be used by foreign private issuers (as such term is defined in Rule 3b-4 under the Exchange Act) listed on the NYSE and, pursuant to Section 303A.00 of the Manual, is subject to the requirements of Sections 303A.06, 303A.11, 303A.12(b), and 303A.12(c) of the Manual. Please provide the information for each audit committee member currently serving, or who will be serving as of the day of listing.³

Audit Committee Members

Director Name	10A-3 Ind. ⁴	Audit Committee Member Exemption
Artemio V. Panganiban	Yes	No Exemption Taken
Bernido H. Liu	Yes	No Exemption Taken
Bernadine T. Siy	Yes	No Exemption Taken

Please provide the following information for each audit committee member identified in the chart above. Alternatively, a reference to the location of the disclosure in the Company's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- Brief biography.
- Share ownership in the Company.
- Brief description of any direct or indirect consulting, advisory, or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A).
- Indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B).

Members (*All Independent Directors):

1. Ms. Bernadine T. Siy* (Chairperson)

Ms. Siy has been an independent director of the PLDT Board of Directors ("PLDT Board") since June 8, 2021. She is also the Chairperson of the Audit Committee and serves as an independent member of the Governance, Nomination and Sustainability, Executive Compensation and Risk Committees of the PLDT Board.

Ms. Siy was born on February 9, 1959. She obtained her Bachelor of Arts Degree in Economics Magna Cum Laude in 1980 from Ateneo de Manila University and Master's Degree in Management with Majors in Finance and Accounting in 1984 from the J.L. Kellogg Graduate School of Management of Northwestern University in Chicago, Illinois, USA.

Currently, she is an independent director of Cebu Air Inc., a company listed in the Philippine Stock Exchange, and Anvaya Cove Golf and Country Club, Inc. She is a director of Epicurean Partners Exchange Inc. (EPEI) and Fil-Pacific Apparel Corporation (FPAC). She is also the Chairperson of the Board of Trustees of Ateneo de Manila University, and a fellow and trustee of Foundation for Economic Freedom, an economic policy advocacy organization. She previously served as a director of Security Diners International Corporation, which was then a wholly-owned subsidiary of Security Bank operating the Diners Card business, from 1986 to 1992. She was the President and Chief Executive Officer of FPAC from 1987 to 1995 and from 2004 to 2013, EPEI from 1994 to 2011, and Consultant to the Board of Directors of Development Bank of the Philippines from November 2012 to June 2014. She also holds the position of President and Director of the following property management and development companies: Interworld Properties Corporation and B289 Properties Inc.

As of April 15, 2024, Ms. Siy owns one thousand five hundred (1,500) common shares[1] of PLDT. Ms. Siy is entitled to receive director's fees in the amount of Two Hundred Fifty Thousand Pesos (PHP250,000.00) for each PLDT Board meeting attended and One Hundred Twenty-Five Thousand Pesos (PHP125,000.00) for each PLDT Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance, Nomination and Sustainability, Risk, Technology Strategy and Data Privacy and Information Security Committees)[2]. Except as otherwise described herein, Ms. Siy does not have any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries. Ms. Siy is also not an affiliated person of the Company or any of its subsidiaries.

2. Retired Philippine Supreme Court Chief Justice Artemio V. Panganiban*

Honorable Panganiban has been an independent director of the PLDT Board since April 23, 2013. On June 13, 2023, he was reappointed by the PLDT Board as Lead Independent Director. He is also the Chairman of the Risk Committee and serves as an independent member of the Audit, Governance, Nomination and Sustainability and Executive Compensation Committees of the PLDT Board. Prior to this, he served as an independent member of the Advisory Board and an independent non-voting member of the Governance, Nomination and Sustainability Committee of the PLDT Board from June 9, 2009 to May 6, 2013.

He was born on December 7, 1936. He obtained his Bachelor of Laws Degree cum laude in 1960 from the Far Eastern University, passed the bar examinations in the same year as 6th placer, and was conferred a Doctor of Laws (Honoris Causa) by the University of Iloilo (1997), Far Eastern University (2002), University of Cebu (2006), Angeles University (2006), and Bulacan State University (2006).

Currently, he is also an independent director of Manila Electric Company, Petron Corporation, GMA Network, Inc., GMA Holdings, Inc., Asian Terminals, Inc., JG Summit Holdings, Inc., and RL Commercial REIT, Inc., and a non-executive director of Jollibee Foods Corporation, all of which are PSE-listed companies. He is an independent advisor of Metro Pacific Investments Corporation, a large non-listed company, and an independent director of several large non-listed companies such as Metro Pacific Tollways Corporation, Asian Hospital, Inc., and TeaM Energy Corporation. He is also a Senior Adviser of Metropolitan Bank and Trust Company, a member of the Advisory Council of Bank of the Philippine Islands and an adviser of Double Dragon Properties Corporation and MerryMart Consumer Corporation. He is the Chairman of Pan Philippine Resources Corp. and Arpan Investment and Management, Inc., Chairman of the Board of Trustees of the Foundation for Liberty and Prosperity, and of the Board of Advisers of Metrobank Foundation, Inc., a trustee of Claudio Teehankee Foundation, President of the Manila Metropolitan Cathedral-Basilica Foundation, Inc., a member of the Advisory Board of

World Bank (Philippines), Chairman-Emeritus of the Philippine Dispute Resolution Center, Inc., Chairman Emeritus of the Philippine National Committee of Asean Law Association, and a column writer of the Philippine Daily Inquirer.

Hon. Panganiban served the Supreme Court of the Philippines for more than 11 years, first as Associate Justice (October 10, 1995 to December 20, 2005) and later, as Chief Justice (December 21, 2005 to December 6, 2006) during which he sat concurrently as Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy.

He was the recipient of over 250 awards in recognition of his role as jurist, practicing lawyer, professor, civic leader, Catholic lay worker and business entrepreneur, including "The Renaissance Jurist of the 21st Century" given by the Supreme Court on the occasion of his retirement from the Court.

As of April 15, 2024, Hon. Panganiban owns seven thousand seven hundred seventy-one (7,771) common shares[3] of PLDT. He is entitled to receive director's fees in the amount of Two Hundred Fifty Thousand Pesos (PHP250,000.00) for each PLDT Board meeting attended and One Hundred Twenty-Five Thousand Pesos (PHP125,000.00) for each PLDT Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance, Nomination and Sustainability, Risk, Technology Strategy and Data Privacy and Information Security Committees)[4]. Except as otherwise described herein, Hon. Panganiban does not have any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries. Hon. Panganiban is also not an affiliated person of the Company or any of its subsidiaries. (For more information, please login to his personal website, cjpanganiban.com)

3. Mr. Bernido H. Liu*

Mr. Liu has been an independent director of the PLDT Board since September 28, 2015. He also serves as an independent member of the Audit, Governance, Nomination and Sustainability, Executive Compensation, Risk and Data Privacy and Information Security Committees of the PLDT Board.

He was born on January 8, 1963. He obtained his diploma in Bachelor of Science in Architecture from the University of San Carlos, Cebu, and completed the Executive Education Owner/President Management Program of the Harvard Business School.

Mr. Liu is the Chairman and CEO of GOLDEN ABC, Inc. ("GABC"), a fashion retail company which creates and sells its own clothing, personal care and accessory lines marketed and retailed under a fast-growing dynamic portfolio of well-differentiated proprietary brands: Penshoppe, Regatta, Oxgn, ForMe, Memo and Bocu. He is the Group Chairman of LH Paragon Incorporated, a holding company which has under its management companies from different industries, including GABC, Matimco Incorporated, Oakridge Realty Development Corporation, and Greentree Food Solutions, Inc., where he is the Chairman. He is also the Chairman of Medellin Realty Development Corporation, and a director of Mga Likha ni Inay, Inc.

Over the years, Mr. Liu has been recognized by different award-giving bodies. His awards include, among others, the Agora Award for Outstanding Achievement in Entrepreneurship from the Philippine Marketing Association, Ten Outstanding Young Men for Entrepreneurship, Grand Bossing from PLDT SME Nation, Global Retailer of the Year from the Philippine Retailers Association and the Department of Trade and Industry, and the ASEAN Business Award of Excellence for Priority Integration Sector in Retail.

As of April 15, 2024, Mr. Liu owns one (1) common share of PLDT. He is entitled to receive director's fees in the amount of Two Hundred Fifty Thousand Pesos (PHP250,000.00) for each PLDT Board meeting attended and One Hundred Twenty-Five Thousand Pesos (PHP125,000.00) for each PLDT Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance, Nomination and Sustainability, Risk, Technology Strategy and Data Privacy and Information Security Committees)[5]. Except as otherwise described herein, Mr. Liu does not have any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries. Mr. Liu is also not an affiliated person of the Company or any of its subsidiaries.

Advisors:

The Audit Committee has three advisors, namely Mr. Kazuyuki Kozu and Mr. James L. Go, who are non-independent members of the PLDT Board, and Ms. Corazon S. de la Paz-Bernardo, a former member of the PLDT Board. Ms. Corazon S. de la Paz-Bernardo has expertise in accounting and financial management and is a former Chairman and Senior Partner of Joaquin Cunanan & Company, now Isla Lipana & Co., a member firm of PriceWaterhouse Coopers (PwC).

Advisors are appointed and may only be removed by the PLDT Board, but are not members of the Audit Committee. They have the right to attend and speak at any meeting of the Audit Committee, but do not have any right to vote in respect of any action taken by the Audit Committee. Any Member of the Audit Committee may cause any Advisor to be excluded from the Committee's meetings (or parts thereof) as such Member deems appropriate in order for the Committee to carry out its responsibilities. Such Advisor may not rejoin the relevant meeting of the Committee until the Committee has completed discussion of the topic for which such Member requested such

Advisor to be excluded or such Member has withdrawn his request. [Sections 3.1(c) and (d) and 4.1(l), Charter of the Audit Committee of the PLDT Board].

[1] Includes one thousand four hundred ninety-nine (1,499) common shares registered under PCD Nominee Corporation.

[2] Receipt of ordinary course compensation for serving as a member of the board of directors, audit committee or any other board committee of a listed issuer or its affiliates is permitted pursuant to the exemption from the independence requirements of Rule 10A-3 under Rule 10A-3(b)(1)(iv)(B) of the Securities Exchange Act of 1934, as amended.

[3] Includes seven thousand seven hundred seventy (7,770) common shares registered under PCD Nominee Corporation.

[4] Reference is made to footnote 2 above.

[5] Reference is made to footnote 2 above.

Part II

INSTRUCTIONS: In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

Item 1. Audit Committee: Section 303A.06 of the Manual

- I hereby certify that the Company meets the requirements of Rule 10A-3 and is relying on a Rule 10A-3 exemption. State below which Rule 10A-3 exemption(s) the Company or any individual member of its audit committee are relying on and briefly describe the basis for reliance on such exemption below: ([Appendix A](#) provides a brief description of Rule 10A-3 exemptions.)
- I hereby certify that the Company meets the requirements of Rule 10A-3 and is not relying on a Rule 10A-3 exemption.
- The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

Item 2. Statement of Corporate Governance Significant Differences: Section 303A.11 of the Manual

- I hereby certify that the Company files its annual report on Form 20-F with the SEC and included its statement of significant differences in its Form 20-F.
- I hereby certify that the Company has i) included its statement of significant differences in its annual report filed with the SEC or ii) made the statement available on or through its website and disclosed that fact and provided the website address in its annual report.
- I hereby certify that the Company has not yet filed an Annual Report with the SEC since its date of initial listing but intends, in the first such Annual Report filed after the date of this affirmation, to include its statement of significant corporate governance differences in such Annual Report.
- The Company is unable to make one of the affirmations set forth in this Item 2 and is therefore non-compliant for the following reason:

Item 3. Other Non-Compliance: Section 303A of the Manual

- Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Section 303A of the Manual for the following reason(s):

1. Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.
2. If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.
3. If the Company is relying on one of the following exemptions, skip to Part II: 10A-3(c)(1), 10A-3(c)(2), and 10A-3(c)(3).
4. Independent for purposes of Rule 10A-3

Authorized Company Officer Signature

I am an authorized officer at the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

MANUEL V. PANGILINAN

Chairman/President and CEO

2024-04-25 - 4:54 AM

By (name)

Title

Submitted Date



Foreign Private Issuer Section 303A Annual Written Affirmation

PLDT Inc. (Ticker Symbol: PHI) (the "Company") has checked the appropriate box: (Insert Company name and ticker symbol)

The Company hereby affirms the following to the New York Stock Exchange ("NYSE") without qualification:

or

Subject to any noncompliance that is specifically described on Exhibit A¹ to this Annual Written Affirmation, the Company hereby affirms the following to the NYSE²:

A. Audit Committee (Section 303A.06³)

The Company has an audit committee meeting the requirements of Securities Exchange Act Rule 10A-3 ("Rule 10A-3") or is exempt therefrom. If the Company has an audit committee, each member meets the Rule 10A-3(b)(1) independence requirements or is exempt therefrom.

If the Company or an individual member of the audit committee is relying on a Rule 10A-3 exemption, a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual relying on the exemption, if applicable, is provided on Exhibit B. If the Company or an individual member of its audit committee is not relying on an exemption, the Company has indicated "Not Applicable" on Exhibit B.

Attached on Exhibit C is a list of the current members of the audit committee. Each audit committee member deemed independent is marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed is noted on Exhibit C.

The following information is provided on Exhibit C for each member of the audit committee who is also a director of the Company⁴:

- brief biography;
- share ownership in the Company*;

¹ The Company must provide detailed disclosure on Exhibit A noting which standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance. If this Annual Written Affirmation has been signed by the Company's CEO, the Company need not also submit a notice of noncompliance as required by Section 303A.12(b).

² If the Company is unable to execute this Annual Written Affirmation without qualification, it must check this box.

³ Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

⁴ If any or all such information is available through a U.S. Securities and Exchange Commission filing, the Company can specify the location of such disclosure on Exhibit C in lieu of restating the information.

- brief description of any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A)*;
- indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B)*.

* The Company has indicated on Exhibit C if the audit committee member does not own any shares of the Company, does not have any fee arrangements with the Company or its subsidiaries and/or is not an affiliated person of the Company or its subsidiaries.

B. Statement of Significant Differences (Section 303A.11)

If the Company is required to file an annual report on Form 20-F with the U.S. Securities and Exchange Commission:

The Company has included the statement of significant corporate governance differences required by Section 303A.11 in its Form 20-F. Attached on Exhibit B is the reference to where the disclosure has been made.

All other foreign private issuers:

The Company has i) included the statement of significant corporate governance differences required by Section 303A.11 in its annual report filed with the U.S. Securities and Exchange Commission or ii) made the statement of significant corporate governance differences available on or through its website and disclosed that fact and provided the website address in its annual report. Attached on Exhibit B is the reference to the document in which the disclosure has been made or the website address and reference to the document in which disclosure has been made.

Certification

This Affirmation is signed by a duly authorized officer of, and on behalf of

PLDT Inc. (Ticker Symbol: PHI)
(Name of Company)

By : [original signed]
Print Name : MANUEL V. PANGILINAN
Title : Chairman / President and CEO
Date : 25 April 2024

There is no specified form for Exhibit A or Exhibit C. The form of Exhibit B is specified and is available on www.nyse.com/regulation/nyse.

This affirmation may be submitted electronically through egovdirect.com. Alternatively, the completed form may be emailed, faxed or mailed to:

Email: corporategovernanceintl@nyse.com
Fax: 212.656.5780
Mail: Corporate Compliance Department
NYSE Regulation, Inc.
11 Wall Street, 22nd Floor
New York, NY 10005
Telephone: 212.656.4542

Note: THE NYSE WILL NOT ACCEPT IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED. If you have any questions regarding applicability to your Company's circumstances, please call the Corporate Compliance department prior to submission.

NYSE Regulation

Exhibit B to Foreign Private Issuer Section 303A Annual Written Affirmation

Company name and ticker symbol: PLDT INC. (Ticker Symbol: PHI)

1	2	3	4
Section 303A.06 Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Audit Committee Requirements	Applicable Exemption	Required Rule 10A-3 Disclosure	Disclosure Location Name of document/page number where disclosure is located, if applicable
<p>State in column (2) whether the Company or any individual member of its audit committee is relying on a Rule 10A-3 exemption and provide a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual relying on the exemption, if applicable.</p> <p>If the Company or an individual is not relying on a Rule 10A-3 exemption, indicate "Not Applicable" in Column (2).</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is provided on page 3.</p>	N/A	<p>Disclose the following in the Company's Form 10-K, 20-F or 40-F filed with the U.S. Securities and Exchange Commission if required by Rule 10A-3(d):</p> <ul style="list-style-type: none"> • Exemption relied upon • Assessment of whether, and if so, how, such reliance would materially adversely affect the ability of the audit committee to act independently and to satisfy the other requirements of Rule 10A-3. <p>If the Company or an individual is relying on a Rule 10A-3 exemption that is required to be disclosed, provide a specific reference to the location of such disclosure in column (4).</p> <p>For ease of reference, an indication of whether disclosure is required is provided on page 3.</p>	N/A

1	2	3
<p align="center">Section 303A.11 Significant Corporate Governance Differences</p>	<p align="center">Required Location</p>	<p align="center">Disclosure Location Name of document/page number where disclosure is located URL of Company website and link to specific web page, if applicable</p>
<p>Disclose the significant ways in which the Company's corporate governance practices differ from those followed by a domestic company under NYSE standards.</p>	<p><u>For a company required to file a Form 20-F with the U.S. Securities and Exchange Commission:</u></p> <ul style="list-style-type: none"> Annual report on Form 20-F filed with the U.S. Securities and Exchange Commission <p><u>For all other foreign private issuers:</u></p> <ul style="list-style-type: none"> Annual report on Form 10-K or 40-F filed with the U.S. Securities and Exchange Commission <u>or</u> Company website. If the disclosure is made on or through the Company's website, the Company must disclose that fact in its annual report filed with the U.S. Securities and Exchange Commission and provide the website address. 	<p>(a) Company's Form 20-F filed with the U.S. Securities and Exchange Commission for the year ended December 31, 2023, pages 123-124 which may be accessed through the Company website (https://main.pldt.com/) with the following link to the specific web page:</p> <p>https://cms.pldt.com/drupal/sites/default/files/irannualandsustainablereports/PLDT%20INC_2023%20SEC%20FORM%2020F_26MARCH2024.pdf.pdf#page=124</p> <p>(b) The differences between our corporate governance practices and the NYSE listing standards are also set forth on our website, specifically following this link:</p> <p>https://cms.pldt.com/drupal/sites/default/files/cgdisclosures/nyse-section-303a-11-disclosure-2023_1.pdf</p>

Rule 10A-3 exemptions for a foreign private issuer¹:

Rule 10A-3(b)(1)(iv)(A) – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.²

Rule 10A-3(b)(1)(iv)(B) – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company.³

Rule 10A-3(b)(1)(iv)(C) – This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.²

Rule 10A-3(b)(1)(iv)(D) – This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.²

Rule 10A-3(b)(1)(iv)(E) – This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.²

Rule 10A-3(b)(1)(iv)(F) – This provision provides that the U.S. Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3.²

Rule 10A-3(c)(1) – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.³

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.³

Rule 10A-3(c)(3) – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body or statutory auditor.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company's governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5) (Funding) apply to the extent permitted by law.²

¹ This summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of Rule 10A-3.

² A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

³ A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

EXHIBIT C

AUDIT COMMITTEE OF THE PLDT BOARD OF DIRECTORS

Members (*All Independent Directors):

1. Ms. Bernadine T. Siy* (Chairperson)

Ms. Siy has been an independent director of the PLDT Board of Directors (“PLDT Board”) since June 8, 2021. She is also the Chairperson of the Audit Committee and serves as an independent member of the Governance, Nomination and Sustainability, Executive Compensation and Risk Committees of the PLDT Board.

Ms. Siy was born on February 9, 1959. She obtained her Bachelor of Arts Degree in Economics *Magna Cum Laude* in 1980 from Ateneo de Manila University and Master’s Degree in Management with Majors in Finance and Accounting in 1984 from the J.L. Kellogg Graduate School of Management of Northwestern University in Chicago, Illinois, USA.

Currently, she is an independent director of Cebu Air Inc., a company listed in the Philippine Stock Exchange, and Anvaya Cove Golf and Country Club, Inc. She is a director of Epicurean Partners Exchange Inc. (EPEI) and Fil-Pacific Apparel Corporation (FPAC). She is also the Chairperson of the Board of Trustees of Ateneo de Manila University, and a fellow and trustee of Foundation for Economic Freedom, an economic policy advocacy organization. She previously served as a director of Security Diners International Corporation, which was then a wholly-owned subsidiary of Security Bank operating the Diners Card business, from 1986 to 1992. She was the President and Chief Executive Officer of FPAC from 1987 to 1995 and from 2004 to 2013, EPEI from 1994 to 2011, and Consultant to the Board of Directors of Development Bank of the Philippines from November 2012 to June 2014. She also holds the position of President and Director of the following property management and development companies: Interworld Properties Corporation and B289 Properties Inc.

As of April 15, 2024, Ms. Siy owns one thousand five hundred (1,500) common shares¹ of PLDT. Ms. Siy is entitled to receive director’s fees in the amount of Two Hundred Fifty Thousand Pesos (PHP250,000.00) for each PLDT Board meeting attended and One Hundred Twenty-Five Thousand Pesos (PHP125,000.00) for each PLDT Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance, Nomination and

¹ Includes one thousand four hundred ninety-nine (1,499) common shares registered under PCD Nominee Corporation.

Sustainability, Risk, Technology Strategy and Data Privacy and Information Security Committees)². Except as otherwise described herein, Ms. Siy does not have any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries. Ms. Siy is also not an affiliated person of the Company or any of its subsidiaries.

2. Retired Philippine Supreme Court Chief Justice Artemio V. Panganiban*

Honorable Panganiban has been an independent director of the PLDT Board since April 23, 2013. On June 13, 2023, he was reappointed by the PLDT Board as Lead Independent Director. He is also the Chairman of the Risk Committee and serves as an independent member of the Audit, Governance, Nomination and Sustainability and Executive Compensation Committees of the PLDT Board. Prior to this, he served as an independent member of the Advisory Board and an independent non-voting member of the Governance, Nomination and Sustainability Committee of the PLDT Board from June 9, 2009 to May 6, 2013.

He was born on December 7, 1936. He obtained his Bachelor of Laws Degree *cum laude* in 1960 from the Far Eastern University, passed the bar examinations in the same year as 6th placer, and was conferred a Doctor of Laws (Honoris Causa) by the University of Iloilo (1997), Far Eastern University (2002), University of Cebu (2006), Angeles University (2006), and Bulacan State University (2006).

Currently, he is also an independent director of Manila Electric Company, Petron Corporation, GMA Network, Inc., GMA Holdings, Inc., Asian Terminals, Inc., JG Summit Holdings, Inc., and RL Commercial REIT, Inc., and a non-executive director of Jollibee Foods Corporation, all of which are PSE-listed companies. He is an independent advisor of Metro Pacific Investments Corporation, a large non-listed company, and an independent director of several large non-listed companies such as Metro Pacific Tollways Corporation, Asian Hospital, Inc., and Team Energy Corporation. He is also a Senior Adviser of Metropolitan Bank and Trust Company, a member of the Advisory Council of Bank of the Philippine Islands and an adviser of Double Dragon Properties Corporation and MerryMart Consumer Corporation. He is the Chairman of Pan Philippine Resources Corp. and Arpan Investment and Management, Inc., Chairman of the Board of Trustees of the Foundation for Liberty and Prosperity, and of the Board of Advisers of Metrobank Foundation, Inc., a trustee of Claudio Teehankee Foundation, President of the Manila Metropolitan Cathedral-Basilica Foundation, Inc., a member of the Advisory Board of World Bank (Philippines), Chairman-Emeritus of the Philippine Dispute Resolution Center, Inc., Chairman Emeritus of the Philippine National Committee of Asean Law Association, and a column writer of the Philippine Daily Inquirer.

² Receipt of ordinary course compensation for serving as a member of the board of directors, audit committee or any other board committee of a listed issuer or its affiliates is permitted pursuant to the exemption from the independence requirements of Rule 10A-3 under Rule 10A-3(b)(1)(iv)(B) of the Securities Exchange Act of 1934, as amended.

Hon. Panganiban served the Supreme Court of the Philippines for more than 11 years, first as Associate Justice (October 10, 1995 to December 20, 2005) and later, as Chief Justice (December 21, 2005 to December 6, 2006) during which he sat concurrently as Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy.

He was the recipient of over 250 awards in recognition of his role as jurist, practicing lawyer, professor, civic leader, Catholic lay worker and business entrepreneur, including “The Renaissance Jurist of the 21st Century” given by the Supreme Court on the occasion of his retirement from the Court.

As of April 15, 2024, Hon. Panganiban owns seven thousand seven hundred seventy-one (7,771) common shares³ of PLDT. He is entitled to receive director’s fees in the amount of Two Hundred Fifty Thousand Pesos (PHP250,000.00) for each PLDT Board meeting attended and One Hundred Twenty-Five Thousand Pesos (PHP125,000.00) for each PLDT Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance, Nomination and Sustainability, Risk, Technology Strategy and Data Privacy and Information Security Committees)⁴. Except as otherwise described herein, Hon. Panganiban does not have any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries. Hon. Panganiban is also not an affiliated person of the Company or any of its subsidiaries. (For more information, please login to his personal website, cjpanganiban.com)

3. Mr. Bernido H. Liu*

Mr. Liu has been an independent director of the PLDT Board since September 28, 2015. He also serves as an independent member of the Audit, Governance, Nomination and Sustainability, Executive Compensation, Risk and Data Privacy and Information Security Committees of the PLDT Board.

He was born on January 8, 1963. He obtained his diploma in Bachelor of Science in Architecture from the University of San Carlos, Cebu, and completed the Executive Education Owner/President Management Program of the Harvard Business School.

Mr. Liu is the Chairman and CEO of GOLDEN ABC, Inc. (“GABC”), a fashion retail company which creates and sells its own clothing, personal care and accessory lines marketed and retailed under a fast-growing dynamic portfolio of well-differentiated proprietary brands: Penshoppe, Regatta, Oxgn, ForMe, Memo and Bocu. He is the Group Chairman of LH Paragon Incorporated, a holding company which has under its management companies from different industries, including GABC, Matimco Incorporated, Oakridge Realty Development Corporation, and Greentree Food Solutions,

³ Includes seven thousand seven hundred seventy (7,770) common shares registered under PCD Nominee Corporation.

⁴ Reference is made to footnote 2 above.

Inc., where he is the Chairman. He is also the Chairman of Medellin Realty Development Corporation, and a director of Mga Likha ni Inay, Inc.

Over the years, Mr. Liu has been recognized by different award-giving bodies. His awards include, among others, the Agora Award for Outstanding Achievement in Entrepreneurship from the Philippine Marketing Association, Ten Outstanding Young Men for Entrepreneurship, Grand Bossing from PLDT SME Nation, Global Retailer of the Year from the Philippine Retailers Association and the Department of Trade and Industry, and the ASEAN Business Award of Excellence for Priority Integration Sector in Retail.

As of April 15, 2024, Mr. Liu owns one (1) common share of PLDT. He is entitled to receive director's fees in the amount of Two Hundred Fifty Thousand Pesos (PHP250,000.00) for each PLDT Board meeting attended and One Hundred Twenty-Five Thousand Pesos (PHP125,000.00) for each PLDT Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance, Nomination and Sustainability, Risk, Technology Strategy and Data Privacy and Information Security Committees)⁵. Except as otherwise described herein, Mr. Liu does not have any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries. Mr. Liu is also not an affiliated person of the Company or any of its subsidiaries.

Advisors:

The Audit Committee has three advisors, namely Mr. Kazuyuki Kozu and Mr. James L. Go, who are non-independent members of the PLDT Board, and Ms. Corazon S. de la Paz-Bernardo, a former member of the PLDT Board. Ms. Corazon S. de la Paz-Bernardo has expertise in accounting and financial management and is a former Chairman and Senior Partner of Joaquin Cunanan & Company, now Isla Lipana & Co., a member firm of PriceWaterhouse Coopers (PwC).

Advisors are appointed and may only be removed by the PLDT Board, but are not members of the Audit Committee. They have the right to attend and speak at any meeting of the Audit Committee, but do not have any right to vote in respect of any action taken by the Audit Committee. Any Member of the Audit Committee may cause any Advisor to be excluded from the Committee's meetings (or parts thereof) as such Member deems appropriate in order for the Committee to carry out its responsibilities. Such Advisor may not rejoin the relevant meeting of the Committee until the Committee has completed discussion of the topic for which such Member requested such Advisor to be excluded or such Member has withdrawn his request. [Sections 3.1(c) and (d) and 4.1(l), Charter of the Audit Committee of the PLDT Board].

⁵ Reference is made to footnote 2 above.