



107042019005323



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
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Company Information

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**SEC Registration No.** 0000080118  
**Company Name** NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES DOING BUSINESS UNDER THE NAMES AND STYLES OF NA  
**Industry Classification**  
**Company Type** Stock Corporation

### Document Information

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**Document ID** 107042019005323  
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# COVER SHEET

SEC Registration Number

NATIONAL REINSURANCE  
CORPORATION OF THE PHILIPPINES

(Company's Full Name)

31FBPI - PHILAM LIFE MAKATI  
6811 AYALA AVENUE MAKATI

(Business Address: No., Street City / Town / Province)

Regina S. Ramos  
Contact Person

(02) 988-7400  
Company Telephone Number

1 2

Month Day  
Fiscal Year

3 1

SEC Form 17-C  
Certification of Independent Directors

FORM TYPE

4<sup>th</sup> Wednesday of June

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Total No. of Stockholders

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

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Cashier

STAMPS

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## SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. **03 July 2019**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number: **80118**    3. BIR Tax Identification No. **000-480-869-000**
4. **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**, doing business under the names and styles of Nat Re; Philippine National Reinsurance Company; PhilNaRe  
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**  (SEC Use Only)  
Province, country or other jurisdiction of incorporation    Industry Classification Code:
7. **31<sup>st</sup> Floor, BPI-Philam Life Makati Building,  
6811 Ayala Avenue, Makati City** **1227**  
Address of principal office    Postal Code
8. **(632) 988-7400**  
Issuer's telephone number, including area code
9. **N/A**  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
<b>Common Shares</b>	<b>2,123,605,600</b>
<b>TOTAL</b>	<b>2,123,605,600</b>

11. Indicate the item numbers reported herein: .....**Item 9 (other events)**
-

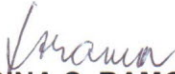
In compliance with the Notice of the Securities and Exchange Commission dated October 20, 2006, we are submitting the enclosed certifications of our independent directors, namely, Ermilando D. Napa, Medel T. Nera and Rex Maria A. Mendoza.

These certifications of our independent directors were previously submitted to the Commission on April 30, 2019 as an attachment to the company's Preliminary Information Statement. A copy of the said submission's covering letter duly received by the Commission is herewith enclosed.

### SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, in the City of Makati on July 3, 2019.

**National Reinsurance Corporation of the Philippines,  
doing business under the names and styles of Philippine  
National Reinsurance Company; PhilNaRe**  
Issuer



**REGINA S. RAMOS**

Vice President, Head of Risk & Compliance



## 2019 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
<b>LISTED COMPANIES</b>		
House of Investments, Inc.	Independent Director	2016-Present
iPeople Inc.	Independent Director	2018-Present
<b>NON-LISTED COMPANIES</b>		
Manila Consulting & Management Co., Inc.	Founder/Chairman	1992- Present
E & F Holdings, Inc.	Chairman/Owner	1997- Present
Catanauan Resources & Development Corporation	Founder/Chairman	1999- Present
National Life Insurance Company of the Philippines	Chairman of the Interim Governance Board	2014- Present
Capitol Hills Golf and Country Club Inc	Chairman – Board of Liquidators	2018-Present


- (3) I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **National Reinsurance Corporation of the Philippines**, as provided for in Section 38 of the Securities and Regulation Code, its Implementing Rules and Regulations and other laws and issuances applicable to the Corporation.
- (4) I am not related to a director/officer/substantial shareholder of **National Reinsurance Corporation of the Philippines**.
- (5) To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
- (6) I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and other applicable laws and issuances.
- (7) I shall inform the Corporate Secretary of the Corporation of any changes in the above mentioned information within five days from its occurrence.

DONE, this \_\_\_\_\_ day of April 2019 at \_\_\_\_\_ City.

  
ERMILANDO D. NAPA  
Affiant

SUBSCRIBED and SWORN to before me this APR 08 2019 at \_\_\_\_\_, affiant personally appeared before me and exhibited to me his passport no. EC3383138 issued on February 5, 2015 at DFA Manila.

Doc. No. 731  
Page No. 77  
Book No. 711  
Series of 2019.

  
ATTY. \_\_\_\_\_  
COMMISSIONER  
PASADENA, CALIFORNIA  
IBP NO. \_\_\_\_\_  
PTR NO. \_\_\_\_\_  
VEHICLE COMPLIANCE NO. VI-0002859 - 4/14/2016  
ROLL NO. 23679

**2019 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:

<b>COMPANY / ORGANIZATION</b>	<b>POSITION / RELATIONSHIP</b>	<b>PERIOD OF SERVICE</b>
<b>LISTED COMPANIES</b>		
House of Investments, Inc.	President & CEO	8 years
iPeople Inc.	Director	8 years
EEl Corporation	Director	8 years
Seafront Resources Corp.	Director	8 years
<b>NONE-LISTED COMPANIES</b>		
RCBC Realty Corporation	President	8 years
Honda Cars Kalookan	Chairman/Director	8 years
Greyhounds Security & Investigation Agency	Chairman/Director	8 years
Manila Memorial Park Cemetery, Inc.	Director	8 years

- (3) I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **National Reinsurance Corporation of the Philippines**, as provided for in Section 38 of the Securities and Regulation Code, its Implementing Rules and Regulations and other laws and issuances applicable to the Corporation.
- (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 in government service or 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 Regulation Code and other applicable laws and issuances.
- (8) I shall inform the Corporate Secretary of the Corporation of any changes in the above mentioned information within five days from its occurrence.

Done, this APR 08 2019 day of April, 2019 at PASAY CITY City.

  
Medel T. Nera  
Affiant

SUBSCRIBED and SWORN to before me this APR 08 2019 at PASAY CITY, affiant personally appeared before me and exhibited to me his passport no. P12718624 issued on December 19, 2016 at DFA Manila.

Doc. No. 730  
Page No. 46  
Book No. 2011  
Series of 2019.

  
ATTY. NINO B. ADAS  
ATTORNEY AT LAW  
UNITED BAR OF 2015  
COMMISSION 17-23  
PASADUNA ST., PASAY CITY  
IBP NO. 047427 - 01/03/19 PASIC  
PTR NO. 5826657 - 01/03/19 P.C.  
CLE COMPLIANCE NO. VI-0002890 - 4/14/2019  
© ROLL NO. 2979



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **REX MARIA A. MENDOZA**, Filipino, of legal age and a resident of No. San Antonio St., Magallanes Village, Makati 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**.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Philippine Health Insurance Corporation	Independent Director	2019 to present
Soldivo Strategic Growth Fund, Inc.	Director	2018 to present
Soldivo Bond Fund, Inc	Director	2018 to present
Prime Orion Philippines, Inc.*	Independent Director	2016 to present
FLT Prime Insurance	Director	2016 to present
Globe Telecom, Inc.	Independent Director	2014 to present
Esquire Financing, Inc.	Director	2013 to present
Cullinan Group, Inc.	Director	2008 to present
Seven Tall Trees Events Company, Inc.	Director	2008 to present
TechnoMarine Enterprise	Director	2001 to present
Rampver Financial and Insurance Agency, Inc.	Director	1993 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**, 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/substantial shareholder of National Reinsurance Corporation of the Philippines and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I have the required written permission or consent from the Philippine Health Insurance Corporation to be an independent director in **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**, 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 **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** of any changes in the abovementioned information within five days from its occurrence.


Done, this 26<sup>th</sup> day of April 2019, at Makati City.

  
**ALEX MARIA A. MENDOZA**  
Affiant

SUBSCRIBED AND SWORN to before me this 26<sup>th</sup> day of April 2019 at Makati City, affiant personally appeared before me and exhibited to me his Passport No. P6999664A issued in DFA Manila on 02 May 2018.

APR 29 2019

Doc. No. 471;  
Page No. 91;  
Book No. AX;  
Series of 2018

  
**ATTY. HENRY D. ATASA**  
NOTARY PUBLIC  
UNITED STATES OF AMERICA  
COMMISSION EXPIRES  
PASAYEN, METRO MANILA CITY  
BP NO. 047727-01/0000 PASIC  
PTR NO. 5820567-01/0000 P.C.  
MCLE COMPLIANCE NO. VI-00026301-4/14/2019  
© ROLL NO. 29672



NATIONAL  
REINSURANCE  
CORPORATION  
OF THE PHILIPPINES

April 30, 2019

SECURITIES AND EXCHANGE COMMISSION  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City

SECURITIES AND EXCHANGE  
COMMISSION  
RECEIVED  
APR 30 2019  
MARKET REGULATION DEPT  
TIME 9:30 AM

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

Re: Preliminary Information Statement for 2019 Annual Meeting  
- National Reinsurance Corporation of the Philippines


Gentlemen:

We respectfully submit the following documents of National Reinsurance Corporation of the Philippines (the "Corporation") in relation to the conduct of its annual stockholders' meeting on June 27, 2019, at 3:00 p.m. at the Carlos P. Romulo Auditorium, RCBC Plaza, 6819 Ayala Avenue, Makati City (the "2019 ASM"):

- (1) Notice of Meeting, with original signature of the Corporate Secretary;
- (2) Preliminary Information Statement ("PIS"), with original signature of the Corporate Secretary;
- (3) Management Report together with the 2018 Audited Financial Statements ("AFS");
- (4) Statement of Management Responsibility ("SMR") for the 2018 AFS, with original signature of the required signatories;
- (5) Certification and Undertaking of the Compliance Officer stating that (i) except for Mr. Wilfredo Maldia, Atty. Nora Malubay, Ms. Jocelyn DG Cabreza who are connected with the GSIS, and Mr. Rex Ma. Mendoza who is connected with the Philhealth, none of the other nominees for directors / officers is connected with the government; and (2) the Corporation will submit the consent letter of Philhealth on or before the date of filing of the Definitive Information Statement for the 2019 ASM;
- (6) Consent Letter of the GSIS on the nomination of Mr. Wilfredo Maldia, Atty. Nora Malubay, and Ms. Jocelyn DG Cabreza;
- (7) Certifications of the nominees for Independent Directors, Messrs. Medel T. Nera, Ermilando D. Napa, and Rex Maria Mendoza, with original signature of each nominee for independent director.

Thank you.

Very truly yours,

  
MA. PILAR M. PILARES-GUTIERREZ  
Asst. Corporate Secretary