



Km. 44, South Luzon Expressway, Northbound,
Sitio Latian, Brgy. Mapagong,
Calamba City, Laguna, Philippines 4027
Tel. No.: +632 5844688/5844605/5844654
Fax No.: +632 5844402

28 January 2021

Philippine Dealing & Exchange Corp.
29th Floor, BDO Equitable Tower,
8751 Paseo de Roxas, Makati City

Attention: **Atty. Marie Rose M. Magallen-Lirio**
Head - Issuer Compliance and Disclosure Department

Re: South Luzon Tollway Corporation Php 7.3 Billion Fixed Rate Bonds
SEC Form CG 2020 - Corporate Governance Compliance

Gentlemen:

In compliance with the Philippine Dealing & Exchange Corp. ("PDEX") guidelines, please find enclosed copy of our disclosure to Securities and Exchange Commission.

As agreed with you, we shall inform PDEX in case of changes.

Thank you.

Very truly yours,


RAOUL C. ROMULO
Corporate Information Officer

27 January 2021

ATTY. RACHELLE G. REMALANTE

Officer in Charge – Corporate Governance and Finance Department

SECURITIES AND EXCHANGE COMMISSION

G/F Secretariat Building
PICC Complex, Roxas Boulevard
Pasay City, 1307

**RE: SEC MEMORANDUM CIRCULAR NO. 24, SERIES OF 2019
COMPLIANCE OFFICER CERTIFICATION**

Gentlemen:

We refer to the SEC Memorandum Circular No. 24, Series of 2019, *cf.* SEC Memorandum Circular No. 36, Series of 2020, requiring the submission of Compliance Officer Certification on the Corporation's substantial adoption of the recommendations under the Code of Corporate Governance for Public Companies and Registered Issuers, in lieu of the Annual Corporate Governance Report.

In this regard, enclosed are the following:

1. Certification on the Revised Code Corporate Governance Compliance; and
2. Secretary's Certificate on the Board of Directors' Meeting Attendance for 2020

Very truly yours,


JOSE C. LAURETA
Compliance Officer

SECRETARY'S CERTIFICATE

I, **JOSE C. LAURETA** of legal age, Filipino, with office address at 8/F One Corporate Plaza, 845 Arnaiz Avenue, Makati City, under oath, do hereby state that:

1. I am the Corporate Secretary and Compliance Officer of **SOUTH LUZON TOLLWAY CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at Sitio Latian, Brgy. Mapagong, Calamba City.

2. On 28 July 2020, the Board of Directors of the Corporation approved the amendments to its Revised Manual on Corporate Governance and substantially adopted therein the recommendations of SEC Memorandum Circular No. 24, Series of 2019, otherwise known as the Code of Corporate Governance for Public Companies and Registered Issuers ("CG Code for PCs and RIs").

3. In the year 2020, the Corporation's deviation from the recommendations of the CG Code for PCs and RIs was the inability of all directors to attend a seminar or training program on corporate governance. Specifically, the following directors and officers were unable to attend seminars in 2020 for the reasons stated below:

- a. Directors Ery Shadik Wahono and Nadiya W. Stamboel, due to scheduling conflicts arising from the performance of their duties as officers of companies outside the Philippines; and
- b. Assistant Corporate Secretary Alvin B. Bugtas, due to scheduling conflicts arising from his work as a private practitioner.

4. I am executing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting of the Corporation's compliance with the CG Code for PCs and RIs, and for whatever legal purposes it may serve.

IN WITNESS WHEREOF, I have signed this Secretary's Certificate this 27 JAN 2021 at Mandaluyong City.


JOSE C. LAURETA

Corporate Secretary and Compliance Officer

Countersigned by:


RAMON S. ANG
President

REPUBLIC OF THE PHILIPPINES)
) S.S.

SUBSCRIBED AND SWORN to before me on 27 JAN 2021 at
Mandaluyong City, affiant exhibited to me competent evidence of their identity
with the following details:

Name	Government ID	Date Issued	Place of Issue
Ramon S. Ang	P2247867B	22 May 2019	DFA Manila
Jose C. Laureta	Senior Citizen ID	28 November 2008	

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Page No. 26 ;
Book No. 1 ;
Series of 2021.




CARLO MAGNO C. CABALLA
Commission No. 0576-20
Notary Public of Mandaluyong City
Until December 31, 2021
11th Floor San Miguel Properties Centre
No. 7 Saint Francis St. Ortigas Center, Mandaluyong City
Roll No. 73331
PTR No. 4536932; 01/06/2021; Mandaluyong
IBP No. 137877; 01/05/2021; Rizal

SECRETARY'S CERTIFICATE

I, **JOSE C. LAURETA**, of legal age, Filipino, and with office address at 8/F One Corporate Plaza, 845 Arnaiz Avenue, Makati City, being the duly elected and incumbent Corporate Secretary and Compliance Officer of **SOUTH LUZON TOLLWAY CORPORATION**, a corporation duly organized and existing under Philippine laws, with principal offices at Km. 44 Northbound South Luzon Expressway, Sitio Latian, Brgy. Mapagong, Calamba City (the "Corporation"), under oath, do hereby state that:

1) I certify the following record of attendance of the directors of the Corporation in the meetings of the Board of Directors held during the year 2020:

Board	Name	Date of Election (ASM)	No. of Meetings Held during the Year	No. of Meetings Attended	%
Chairman	Ramon S. Ang	28 July 2020	5	5	100
Member	Jose P. de Jesus	28 July 2020	5	5	100
Member	Shadik Wahono	28 July 2020	5	NONE	0
Member	Lorenzo G. Formoso	28 July 2020	5	5	100
Member	Mario K. Surio	28 July 2020	5	4	80
Member	Nadiya W. Stamboel	28 July 2020	5	NONE	0
Member	Fema C. Q. Piramide-Sayson	28 July 2020	5	4	80
Member	Antonette C. Tionko	28 July 2020	5	4	80
Member	Paola Sherina A. Alvarez	28 July 2020	5	4	80
Independent	Jose Portugal Perez	28 July 2020	5	5	100
Independent	Consuelo Ynares-Santiago	28 July 2020	5	5	100

2) I have executed this Secretary's Certificate in compliance with SEC Memorandum Circular No. 24, series of 2019 and for whatever legal purposes it may serve.

IN WITNESS WHEREOF I have signed this Secretary's Certificate this 25 JAN 2021 at Mandaluyong City.


JOSE C. LAURETA


Corporate Secretary and Compliance Officer

REPUBLIC OF THE PHILIPPINES)
Mandaluyong City) S.S.

SUBSCRIBED AND SWORN to before me this 25 JAN 2021 at Mandaluyong City, affiant having exhibited to me his Senior Citizen ID issued on 28 November 2008 as competent evidence of his identity.

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Page No. 26 ;
Book No. 1 ;
Series of 2021.




CARLO MAGNO C. CABALLA
Commission No. 0576-20
Notary Public of Mandaluyong City
Until December 31, 2021
11th Floor San Miguel Properties Centre
No. 7 Saint Francis St. Ortigas Center, Mandaluyong City
Roll No. 73331
PTR No. 4029657, City: Mandaluyong
Region: Rizal

Certification - SLTC Board Meeting Attendance Record 2020

CERTIFICATION

I, Shaina Anella B. Ramirez, Assistant Corporate Secretary of South Luzon Tollway Corporation, with SEC Registration Number A200010622, with principal office at Sitio Latian, Brgy. Mapagong, Calamba City, on oath state:

1. That on behalf of South Luzon Tollway Corporation (the "Corporation"), I have caused this Compliance Officer's Certification (CG Form-2020) to be prepared;
2. That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. That the Corporation will comply with the requirements set forth in SEC Notice dated 24 June 2020 for a complete and official submission of reports and/or documents through electronic mail; and
4. That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.


IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of January 2021, in Mandaluyong City.


SHAINA ANELLA B. RAMIREZ
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 28th day of January 2021, at Mandaluyong City, affiant exhibiting to me her Passport with No. P5770796A valid until 25 January 2028, issued by the DFA NCR Northeast, as competent evidence of his identity.

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Page No. 11 ;
Book No. III ;
Series of 2021.




RENE FRANCIS P. BATALLA
Commission No. 0542-19
Notary Public of Mandaluyong City
Until June 30, 2021
11th Floor San Miguel Properties Centre
No. 7 Saint Francis St. Ortigas Center, Mandaluyong City
Roll No. 60695
PTR No. 4536945; 01/06/2021; Mandaluyong City
IBP No. 137871; 01/05/2021; Quezon City Chapter
MCLE Compliance No. VI-0014168; 10/10/2018