



# NOMINATION REQUIREMENTS AND PROCEDURES (2026 Annual Stockholders' Meeting)

## 1. NOMINATION PERIOD

All nominations for directors (and independent directors) of OceanaGold (Philippines), Inc. (“**OGP**” or the “**Company**”) must be received by the Corporate Governance, Nominations, and Related Party Transactions Committee (the “**Committee**”) from **25 February 2026, 8:00 am to 12 March 2026, 5:00 pm** (Philippine Date and Time), in the proper form and with the proper content, must be addressed to the Committee, care of/attention: OGP’s Corporate Secretary, and sent to the following address:

Corporate Governance, Nominations, and Related Party Transactions Committee  
OceanaGold (Philippines), Inc.  
Attention: Corporate Secretary

All documents may be sent via email to [CorporateSecretaryOGP@oceanagold.com](mailto:CorporateSecretaryOGP@oceanagold.com) for evaluation of sufficiency of submission.

Original hard copies should be submitted within five (5) business days from the date of the Company’s confirmation of sufficiency of the documents submitted via email.

## 2. REQUIREMENTS

### A. Form and Content

The nomination shall be in writing using the prescribed nomination form (including the signed **Nominators’ and Nominees’ Certifications and Data Processing Consent Form**), duly signed by the nominating stockholder or said stockholder’s representative duly authorized in writing, and accepted and confirmed in writing by the individual being nominated (the “**Nominee**”).

The nomination must indicate if the Nominee is being nominated as an independent director, and shall contain the Nominee’s personal details, educational attainment, and full disclosure of work and/or business experience and affiliations.

For nominators whose shares are lodged under PCD Nominee Corporation, a certification from the relevant broker must also be submitted confirming that the nominator is a shareholder of the Company owning at least one board lot (*i.e.*, 100 shares).

A Nominee for independent directorship must submit two (2) original copies of the signed and notarized **Certification of Independent Director** on A4 sized paper to OGP’s Corporate Secretary along with the Nomination Form in the address indicated above.

The relevant forms may be accessed here [Relevant Forms](#):

Nomination Form

Nominator's Certification and Data Processing Consent Form

Nominee's Certification and Data Processing Consent Form

Certification of Independent Director

## **B. Qualifications and Disqualifications**

The directors (and independent directors) shall be elected from among the Company's stockholders. The principle of board diversity, as adopted in the OGP's Manual on Corporate Governance (which may be accessed at <https://didipiomine.com.ph/wp-content/uploads/2024/08/Manual-of-Corporate-Governance.pdf>) and in the Board Nomination and Diversity Policy (which may be accessed at <https://didipiomine.com.ph/wp-content/uploads/2024/08/Responsible-Mining-Policy-Board-Nomination-and-Diversity-Policy.pdf>), shall also be considered.

Please refer to Article 1.4 of the Company's Manual on Corporate Governance for the qualifications and disqualifications applicable to all directors.

For the independent directors, please refer to Article 1.5 of the Company's Manual on Corporate Governance for the applicable qualifications and disqualifications.

In addition to the foregoing, all Nominees must also possess the qualifications and none of the disqualifications prescribed in the Revised Corporation Code, the Securities Regulation Code and its implementing rules and regulations, and the Securities and Exchange Commission's and The Philippine Stock Exchange, Inc.'s relevant issuances.

## **3. SCREENING**

The Committee shall pre-screen the Nominees' qualifications on the basis of the nominations and supporting papers submitted, and prepare a final list of candidates containing all relevant information about the Nominees, with the Nominees for independent directorship clearly indicated as such.

## **4. DATA PRIVACY**

Each Nominees' (or that of the nominators') data will be collected, stored, processed and used exclusively for the purposes of screening and evaluating the nominees for the 2026 Annual Stockholders' Meeting of the Company. Personal information will be processed and retained in accordance with the Data Privacy Act of 2012 and applicable regulations.

**Approved by:**  
**The Board of Directors**  
**18 February 2026**