



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

CORPORATE SECRETARY'S CERTIFICATE

I, **Jill Marie B. Lopez**, of legal age, Filipino, in my capacity as the duly elected and incumbent Assistant Corporate Secretary of **Charter Ping An Insurance Corporation**, an insurance company duly organized and existing under the laws of the Republic of the Philippines, with principal office at 29th Floor, GT Tower International, 6813 Ayala Avenue corner H. V. dela Costa Street, Makati City, do hereby certify that:

I. 2020 Annual Meeting of Stockholders

1. This is to certify that the 2020 Annual Meeting of the Stockholders was held on 20 April 2020, Monday, at 10:00 AM via remote communication.
2. All stockholders were given the opportunity to ask questions or to raise issues during the meeting.
3. A copy of the approved Minutes of the 2020 Annual Meeting of Stockholders was duly uploaded to the Charter Ping An page of the AXA Website and thereby made available to the stockholders on 20 April 2020.

II. 2020 Board Calendar

1. The following are true and correct excerpts from the minutes of the regular meeting of the Board of Directors of Charter Ping An Insurance Corporation held on 8 January 2020:

“6. For Approval

xxx

d. Board Calendar

Upon motion duly made and seconded, the Board of Directors adopted and approved the following

“RESOLVED, that the 2020 Board Calendar is hereby APPROVED.”

III. 2019 Annual Assessment of Board Performance

1. Based on the records of Charter Ping An Insurance Corporation, below are the criteria and the process followed by Charter Ping An Insurance Corporation in conducting the annual assessment of the Board of Directors and its Committees, the Chairman, and the President and CEO:

a. Criteria

The criteria used in the assessment of the Individual Members, the Board of Directors and its Committees, the Chairman, and the President and CEO is contained in the Board Assessment Form circulated to the Members of the Board of Directors and its Committees, the Chairman, and the President and CEO which is in accordance with IC Circular No. 31-2005.

b. Annual Assessment Process

- i. Distribution of the Assessment Form*

CHARTER PING AN INSURANCE CORPORATION

Under the trade name AXA Philippines

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The Assistant Corporate Secretary distributed the 2019 Board Assessment Form on January 24, 2020 to the individual members of the Board of Directors, and its Committees, the Chairman, and the President and CEO. The Assistant Corporate Secretary requested the Board Members to accomplish, sign and submit the completed Board Assessment Form before the Organizational Meeting of the Board of Directors to be held on 20 April 2020.

For any questions on the Board Assessment Form or the Board Assessment process, the Board Members were instructed to send their queries to the office of the Assistant Corporate Secretary.

ii. Tabulation of the Results

The Assistant Corporate Secretary received the completed assessment forms, tabulated the results to be reported to the Organizational Meeting of the Board of Directors held on 20 April 2020.

iii. Reporting and Discussion of the Results of the Annual Assessment

The result of the 2019 Annual Assessment of the individual members of the Board of Directors, and its Committees, the Chairman, and the President and CEO was reported by the Assistant Corporate Secretary and discussed during the Organizational Meeting of the Board of Directors held on 20 April 2020.

The Assistant Corporate Secretary noted the recommendations of the Board of Directors to address the result of the 2019 Annual Assessment.

IN WITNESS WHEREOF, I have hereunto set my hand this ____th day of _____ 2020 at Makati City.


JILL MARIE B. LOPEZ
Assistant Corporate Secretary

SUBSCRIBE AND SWORN to before me this ____th day of _____ at Makati City by Affiant, who personally appeared before me and who exhibited to me as proof of her identity her Philippine Passport No. _____ valid up to _____, issued at City of Manila, bearing her photograph and signature.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020.