

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 **AXA Philippines**, an insurance company duly organized and existing under the laws of the Republic of the Philippines, with principal office at 34th Floor, GT Tower International, 6813 Ayala Avenue corner H. V. dela Costa Street, Makati City, do hereby certify that:

1. **AXA Philippines** held its 2018 Annual Meeting of Stockholders at its principal office on 25 April 2018, Wednesday, at 8:30 a.m.

2. A notice of the date, place, and hour of the meeting was published in newspapers of general circulation on 24 March 2018. The said notice which contains the proxy form, resolutions to be approved, the rationale and explanation for each agenda item which require the stockholder's approval was duly uploaded in the AXA Philippines website on 24 March 2018. Written notices and proxy forms were also sent by electronic mail, personal delivery and/or registered mail to all stockholders on 26 March 2018.

3. The following stockholders were present during the Annual Meeting of Stockholders:

AXA Asia (through proxy)	4,499,857
First Metro Investment Corp. (through proxy)	2,817,859
GT Capital Holdings, Inc. (through proxy)	2,532,862
Solomon S. Cua	10
Arthur V. Ty	10
Fernand Antonio Tansingco	10
Rahul Hora	10
Gordon Watson	10
Nicolas Fauvarque	10
Jaime C. Laya	10
Lope M. Yuvienco	10
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	9,850,658
TOTAL NUMBER OF OUTSTANDING SHARES	9,999,793

The above named stockholders present represent 98.51% (9,850,658 shares) of the Stockholders of record.

4. The following Directors were also present at the meeting:

Solomon S. Cua (*Chairman*)
Fernand Antonio A. Tansingco (*Vice Chairman*)
Arthur V. Ty (*Vice Chairman*)
Rahul Hora (*President and CEO*)
Gordon Watson
Nicolas Fauvarque
Lope M. Yuvienco
Jaime C. Laya (*Chairman-Board Risk Management, Audit and Compliance Committee*)

5. During the meeting, the Stockholders representing 100% of the 9,850,658 shares present in person and by proxy unanimously approved and voted in favor of the following:

Total Outstanding Shares	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
9,999,793	9,850,658	9,850,658	0	0

a) Minutes of the Annual Meeting Held on 26 April 2017

RESOLUTION

“**RESOLVED**, that the minutes of the Annual Meeting of Stockholders held on 26 April 2017, the reading of which was dispensed with, be as they are hereby APPROVED.”

b) Ratification of Corporate Acts

RESOLUTION

“**RESOLVED**, that the resolutions adopted and approved by the Board of Directors and its board committees from the date of the 2017 Annual Stockholders’ Meeting on April 26, 2017 until the date of this meeting, be as they are hereby APPROVED, CONFIRMED and RATIFIED.”

c) Election of 2018-2019 Directors

RESOLUTION

“**RESOLVED**, that the following persons are hereby elected directors of AXA Philippines for a period of one (1) year and until their successors shall have been duly elected and qualified:

Dr. George S.K. Ty
Solomon S. Cua
Arthur V. Ty
Fernand Antonio A. Tansingco
Rahul Hora
Gordon Watson
Nicolas Fauvarque
Alesandra T. Ty
Ronaldo C. San Jose

Independent Directors:

Jaime C. Laya
Lope M. Yuvienco

and Mr. Jameson Ong as the Adviser to the Board

2. All Stockholders were given the opportunity to ask questions or to raise issues during the meeting.

3. The foregoing approvals of the Stockholders have not been altered, modified nor revoked and the same is still in full force and effect.

4. A copy of the signed Minutes of the 2018 Annual Meeting of Stockholders was duly uploaded to the AXA Philippines’ website and thereby made available to the stockholders on 25 April 2018.




5. I am executing this Certificate for whatever legitimate purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this MAY 02 2018 2018 at Makati City.


JILL MARIE B. LOPEZ
Assistant Corporate Secretary

SUBSCRIBE AND SWORN to before me this MAY 02 2018 at Makati City by Affiant, who personally appeared before me and who exhibited to me as proof of her identity her Philippine Passport No. EC0784505 valid up to 06 April 2019, issued at City of Manila, bearing her photograph and signature.

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Page No. 106 ;
Book No. IV ;
Series of 2018.


GIDEON V. PEÑA
Notary Public
Until December 31, 2018
VA Rufino cor. Valero Sts., Makati City
Commission No. M-268; Roll No. 64209
PTR No. 6610303 / 01.03.18; Makati City
IBP No. 019970 / 01.03.18; Makati City
MCLE Compliance No. V-0017010 / 04.07.16


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