



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 29<sup>th</sup> Floor, GT Tower International, 6813 Ayala Avenue corner H. V. dela Costa Street, Makati City, do hereby certify that:

#### I. 2019 Annual Meeting of Stockholders and Annual Report

1. This is to certify that the 2019 Annual Meeting of the Stockholders was held on 25 April 2019, Thursday, at 3:00 PM at the GT Tower International, Makati City.
2. All stockholders were given the opportunity to ask questions or to raise issues during the meeting.
3. A copy of the signed Minutes of the 2019 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 25 April 2019.
4. A copy of the annual report was uploaded on April 30, 2019.

#### II. 2019 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 9 January 2019:

**"6. For Approval**

xxx

**d. 2019 Board Calendar**

Atty. Lopez presented for approval of the Board the proposed 2019 Board Calendar. Upon motion duly made and seconded, the Board unanimously adopted and approved the Charter Ping An 2019 Board Calendar.

**"RESOLVED**, that the Board approves the 2019 Board Calendar of the Company, which includes the dates of the Shareholders, Board, Board Risk Management Audit and Compliance Committee (BRMACC), and Executive Committee (EXCOM) meetings."

#### III. 2018 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*

The Assistant Corporate Secretary distributed the 2018 Board Assessment Form on March 13, 2019 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 25 April 2019.

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 25 April 2019.

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

The result of the 2018 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 25 April 2019.

The Assistant Corporate Secretary noted the recommendations of the Board of Directors to address the result of the 2018 Annual Assessment.

**JUL 11 2019**


IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_th day of \_\_\_\_\_ 2019 at Makati City.

  
**JILL MARIE B. LOPEZ**  
Assistant Corporate Secretary

**JUL 11 2019**

**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 Unified Multi-Purpose ID. No. CRN-0033-5977408-4, bearing her photograph and signature.

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Series of 2019.

  
**PATRICK DANIEL O. LADRADO**  
Notary Public  
Until December 31, 2019  
V.A Rufino cor. Valero Sts., Makati City  
Commission No. M-479; Roll No. 70985  
PTR No. 7333133/ 01.03.19; City of Makati  
IBP No. 058415/ 01.03.19; Iloilo  
MCLE Compliance; Exempted, pursuant to  
MCLE Governing Board Order No. 1 s. 2009

