

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

#### I. 2018 Board Calendar

1. The following are true and correct excerpts from the minutes of the regular meeting of the Board of Directors of AXA Philippines held on 19 December 2017:

**“6. For Approval**

xxx

**d. 2018 Board Calendar**

Atty. Lopez presented for approval of the Board the proposed 2018 Board Calendar. The Board noted the calendar.”

#### II. 2017 Annual Assessment of Board Performance

1. Based on the records of AXA Philippines, below are the criteria and the process followed by AXA Philippines 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 2017 Board Assessment Form on March 22, 2018 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 2018.

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 2018.

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

The result of the 2017 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 2018.

The Assistant Corporate Secretary noted the recommendations of the Board of Directors to address the result of the 2017 Annual Assessment.

JUN 13 2018


IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_th day of \_\_\_\_\_ 2018 at Makati City.

  
JILL MARIE B. LOPEZ  
Assistant Corporate Secretary

JUN 13 2018

**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. EC0784505 valid up to 06 April 2019, issued at City of Manila, bearing her photograph and signature.

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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  
PTE No. 6610303/ 01.03.18; Makati City  
IAP No. 019970/ 01.03.18; Makati City  
ISLE Compliance No. V-0017010/ 04.07.16

