

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 2016 Annual Meeting of Shareholders at its principal office on 15 April 2016, Friday, at 10:00 a.m., at which meeting the following Shareholders were present:

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
Fernand Antonio A. Tansingco	10
Liong Tiong Yao Tee	10
Alesandra T. Ty	10
Lope M. Yuvienco	10
Rahul Hora	10
Jaime C. Laya	10
Benoit M. Claveranne	10
Arthur Ty	10
Ronaldo C. San Jose	10
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	9,850,678
TOTAL NUMBER OF OUTSTANDING SHARES	9,999,793

The above named shareholders present represent 98.50% (9,850,678 shares) of the Stockholders of record.

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

Solomon S. Cua (*Chairman*)
Fernand Antonio A. Tansingco
Rahul Hora (*President and CEO*)
Liong Tiong Yao Tee
Alesandra T. Ty
Lope M. Yuvienco
Jaime C. Laya (*Chairman-Board Risk Management, Audit and Compliance Committee*)
Benoit M. Claveranne
Ronaldo C. San Jose

3. During the meeting, the Shareholders 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	9,850,668	9,850,668	0	0

a) Minutes of the Special Meetings Held on 28 October 2015 and 29 March 2016

[Type here]

RESOLUTION

“**RESOLVED**, that the minutes of the Special Meetings of Stockholders held on 28 October 2015 and 29 March 2016, 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 Stockholders during the preceding year 2015, be as they are hereby APPROVED and RATIFIED.”

c) Election of 2016-2017 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:

Solomon S. Cua
Fernand Antonio A. Tansingco
Benoit Claveranne
Rahul Hora
Ronaldo C. San Jose
Jean Drouffe
Arthur Ty
Alesandra T. Ty
Gerry Y. Tee

Independent Directors:

Lope M. Yuvienco
Jaime C. Laya

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand this ____th day of April 2016 at Makati City.



JILL MARIE B. LOPEZ
Assistant Corporate Secretary

APR 18 2016

SUBSCRIBE AND SWORN to before me this ____th day of April 2016 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.

Doc. No. 334;
Page No. 68;
Book No. 1;
Series of 2016.



GIDEON V. PEÑA
Notary Public

Until December 31, 2016
V.A. Rufino cor. Valero Sts., Makati City
Commission No. M-447; Roll No. 64209
PTR No. 5323549 / 01.04.16; Makati City
IBP No. 1017039 / 01.04.16; Makati City
MCLE (Exempted) Admitted to the Bar in 2015

