

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 (CPAIC)**, 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. 2018 Board Calendar

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

"RESOLUTION

"RESOLVED, that the Board hereby approves the proposed 2018 Board and Board Committees Calendar subject to subsequent changes as may be warranted."

II. Annual Meeting of Stockholders

1. **CPAIC** held its 2018 Annual Meeting of Stockholders on 25 April 2018, Wednesday, immediately after the Annual Stockholders Meeting of AXA Philippines at 8:30 a.m.

2. A notice of the date, place, and hour of the meeting including the proxy form, resolutions to be approved, the rationale and explanation for each agenda item which require the stockholder's approval was duly uploaded on the CPAIC website on 23 March 2018. Written notices and proxy forms were also sent by personal delivery to all stockholders on 23 March 2018.

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

Philippine AXA Life Insurance Corp. (through proxy)	5,124,965
Solomon S. Cua	5
Arthur V. Ty	5
Fernand Antonio Tansingco	5
Rahul Hora	5
Nicolas Fauvarque	5
Lope M. Yuvienco	5
Jaime C. Laya	5
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	5,125,000
TOTAL NUMBER OF OUTSTANDING SHARES	5,125,000

The above named stockholders present represent 100% (5,125,000 shares) of the Stockholders of record.

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

Solomon S. Cua (*Chairman*)

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

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

6. A copy of the signed Minutes of the 2018 Annual Meeting of Stockholders was duly uploaded to the CPAIC's website and thereby made available to the stockholders on 25 April 2018.

III. 2017 Annual Assessment of Board Performance

1. Based on the records of CPAIC, below are the criteria and the process followed by CPAIC 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
V.A. Rufino cor. Valero Sts., Makati City
Commission No. M-268; Roll No. 64209
JFE No. 6610303/01.03.18; Makati City
JEP No. 019970/01.03.18; Makati City
JCE Compliance No. V-0017010/04.07.16

