

## SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **NARCISO P. NARIO, JR.**, of legal age, Filipino, with business and postal address at 7<sup>th</sup> Floor COCOLIFE Building, 6807 Ayala Avenue, Makati City, 1226, after having been duly sworn to in accordance with law, do hereby depose and say that:

1. I am the duly elected and incumbent Corporate Secretary of the **United Coconut Planters Life Assurance Corporation (COCOLIFE)**, a corporation duly organized and existing under Philippine laws, with office address at COCOLIFE Bldg., 6807 Ayala Avenue, Makati City, 1226;
2. I am the custodian of the corporate books and records of the Corporation, including the Minutes of Meetings and Resolutions of its Board of Directors;
3. At the Joint Meeting of the Board of Directors and Executive Committee of COCOLIFE held on 23 September 2022 at the Executive Dining Lounge, 6<sup>th</sup> Floor COCOLIFE Bldg., 6807 Ayala Avenue, Makati City, 1226, at which meeting a quorum was present and acting throughout, the following excerpts, as reflected in the minutes of said meeting, are herein quoted as follows:

*"The Corporate Secretary submitted the Committee Report, containing the acts of the Board Committees, for the Board's approval and/or appropriate action, as follows:*

**1. Meeting of the Audit Committee. Convened on 31 August 2022.**

2. *The Committee approved the Minutes of Meeting held on 27 July 2022.*
3. *The Committee was apprised on and noted the Internal Audit reports on the Bancassurance Department and the Agency Channel Department.*

xxx

**3. Meeting of the Related Party Transactions Committee. Convened jointly with the Subsidiaries and Investment Oversight Committee, Risk Oversight Committee, and Legal Oversight Committee on 08 September 2022.**

1. *The Committee approved the following:*
  - a. *Minutes of the Joint Meeting of the Executive Committee, Corporate Governance Committee, Nomination and Compensation Committee, and Related Party Transactions Committee held on 17 August 2021; and*
  - b. *Minutes of the Joint Meeting of the Executive Committee, Corporate Governance Committee, Nomination and Compensation Committee, and Related Party Transactions Committee held on 17 August 2021 in an Executive Session.*

2. *The Committee endorsed for Board Approval the Memorandum on the Guidelines on Loan Referrals under the Related Party Transactions Policy of the Company, as presented.*

4. *Meeting of the Corporate Governance Committee. Convened on 20 September 2022.*

3. *The Committee approved the Minutes of the Joint Meeting of the Executive Committee, Corporate Governance Committee, and the Nomination and Compensation Committee held on 19 August 2022.*

4. *The Committee was apprised on and noted the Status Updates on IFRS – 17 (International Financial Reporting Standards) Project.*

5. *The Committee approved the following for endorsement and further approval by the Board of Directors:*

a. *Termination of the Contract of Lease dated January 20, 2021 with Land Bank of the Philippines, and waiver of pre-termination fees.*

b. *Appointment of Atty. Reynaldo P. Nicolas, Jr. as alternate Anti-Money Laundering Act (AMLA) Compliance Officer and Deputy Data Protection Officer (DPO).*

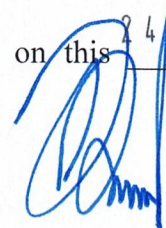
*Thereafter, upon motion duly made and seconded, the Board unanimously passed and approved the following resolutions:*

xxx.”

4. I am executing this Certificate to attest to the truth of the foregoing, and that the said excerpts from the abovementioned Minutes are a faithful reproduction thereof, and have not been repealed, altered or otherwise modified up to the present.

FURTHER AFFIANT SAYETH NAUGHT.


IN WITNESS WHEREOF, I have hereunto set my hand on this 24 MAR 2023 day of \_\_\_\_\_ 2023 at the City of Makati, Philippines.



**NARCISO P. NARIO, JR.**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 24 MAR 2023 day of \_\_\_\_\_ 2023  
affiant exhibiting to me his Unified Multi-Purpose ID CRN-0111-2766281-2 and Driver's License  
N02-82-057709.

Doc. No. 69 ;  
Page No. 15 ;  
Book No. III ;  
Series of 2023.



**ATTY. DAN MARCO R. DEL ROSARIO**  
Notary Public for Makati City  
Until December 31, 2023  
Commission No. M-123  
Roll No. 75688  
PTR No. 9563812 / 01-03-2023 / Makati City  
IBP No. 239193 / 11-10-2022  
MCLE No. VII-0013015