

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

SECRETARY'S CERTIFICATE

I, **ERIKA B. PAULINO**, Filipino, of legal age and with office address at the 33rd Floor, Pasig City, after being duly sworn in accordance with law, do hereby certify that:

1. I am the incumbent Assistant Corporate Secretary of **CITICORP FINANCIAL SERVICES AND INSURANCE BROKERAGE PHILIPPINES, INC.** (hereinafter, the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with office address at the Citibank Square Building, No. 1 Eastwood Avenue, Eastwood City, Barangay Bagumbayan, Quezon City.

2. At the duly constituted annual meeting of the stockholders of the Corporation (the "Stockholders") held on May 5, 2020, wherein a quorum was present and acting throughout, the following matters were presented:

APPROVAL OF MINUTES OF ANNUAL STOCKHOLDERS' MEETING HELD ON APRIL 16, 2019

Upon motion duly made and seconded, the Stockholders approved the minutes of the Annual Stockholders' Meeting of the Corporation held on April 16, 2019.

PRESENTATION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2019

Upon motion duly made and seconded, the Stockholders approved the following resolution:

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of **CITICORP FINANCIAL SERVICES AND INSURANCE BROKERAGE PHILIPPINES, INC.** (the 'Corporation') approves the issuance of the audited financial statements of the Corporation as of and for the year ending December 31, 2019, as audited by the Corporation's external auditor, KPMG R.G. Manabat & Co., and endorsed by the Audit Committee of the Corporation."

RATIFICATION OF THE ACTS OF BOARD OF DIRECTORS, CORPORATE OFFICERS, AND MANAGEMENT FOR THE YEAR 2019-2020

Upon motion duly made and seconded, the Stockholders ratified the acts of the Board of Directors, Corporate Officers, and Management of the Corporation for the year 2019 to 2020.

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to the recommendation of the Nomination Committee and subject to any regulatory confirmations or approvals as applicable, the following were elected as members of the Board of Directors of the Corporation for the year 2018 to 2019 and until such time as their respective replacements shall have been elected and qualified:

Aftab Ahmed
Manoj Varma
Ramon Melchor Tejero
Therese Chan
Asim Munir
John Castro (Independent Director)
Regina Paz G. Morales (Independent Director)

APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, the Stockholders approved the appointment of the auditing firm of KPMG R.G. Manabat & Co. as External Auditor of the Corporation for the year 2020 to 2021.

3. The foregoing is in force and effect and in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto affixed my signature this
July 28, 2021 Pasig City.

ERIKA B. PAULINO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this July 28, 2021 at Pasig City, affiant exhibiting to me her TIN 234-XXX-XXX.

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