

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

**SECRETARY'S CERTIFICATE**

I, **MARK O. VERGARA**, Filipino, of legal age and with office address at the 33<sup>rd</sup> Floor, The Orient Square, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, after being duly sworn in accordance with law, do hereby certify that:

1. I am the incumbent 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 July 19, 2017, wherein a quorum was present and acting throughout, the following matters were approved by the Stockholders:

**APPROVAL OF MINUTES OF ANNUAL STOCKHOLDERS' MEETING HELD ON APRIL 7, 2016 AND THE SPECIAL STOCKHOLDERS' MEETING HELD ON DECEMBER 8, 2016**

Upon motion duly made and seconded, the Stockholders approved the minutes of the Annual Stockholders' Meeting of the Corporation held on April 7, 2016 and the Special Stockholders' Meeting held on December 8, 2016.

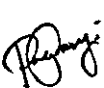
**PRESENTATION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2016**

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

**"RESOLVED, AS IT IS HEREBY RESOLVED**, that the Stockholders of Citicorp Financial Services & Insurance Brokerage Philippines, Inc. (the 'Corporation') hereby approves the audited financial statements of the Corporation as of December 31, 2016, as audited by the Corporation's external auditor, Sycip Gorres Velayo & Co."

**RATIFICATION OF THE ACTS OF BOARD OF DIRECTORS, CORPORATE OFFICERS, AND MANAGEMENT FOR THE YEAR 2016-2017**

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 2016 to 2017.



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 2017 to 2018 and until such time as their respective replacements shall have been elected and qualified:

Aftab Ahmed  
Ser Lester A. Cruz  
Martin McLeod  
Rene Aguirre  
John Castro (Independent Director)

APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, the Stockholders approved the appointment of the auditing firm of Sycip Gorres Velayo & Co. as External Auditor of the Corporation for the year 2017 to 2018.


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 AUG 10 2017 at Pasig City.

  
MARK O. VERGARA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 10 2017 at Pasig City, affiant exhibiting to me TIN 153-189-541.

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Book No. II;  
Series of 2017.

  
ARLEO ANTONIO R. MAGTIBAY JR.  
Appointment No. 162 (2016-2017)  
Notary Public for Pasig, Pateros, San Juan  
Until December 31, 2017  
Attorney's Roll No. 61859  
33<sup>rd</sup> Floor The Orient Square Bldg.  
F. Ortigas Jr. Road Ortigas Center Pasig City  
PTR No. 2814671, 01.04.17 Pasig City  
ISF No. 1057589; 01.05.17, RSM  
MCLE Compliance No. V-0908985 Valid Until 04/14/19

