

SECRETARY'S CERTIFICATE

I, CARLA J. DOMINGO, Filipino, of legal age, with business address at the 18th Flr., Philam Life Head Office, Net Lima Building, 5th Ave cor 26th St., Bonifacio Global City, Taguig 1634 after being duly sworn in accordance with law, hereby certify that:


1. I am the Corporate Secretary of THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE (PHILAM LIFE) COMPANY, a corporation organized and existing under and by virtue of Philippine laws, with principal office at the 15th to 18th Flr., Philam Life Head Office, Net Lima Building, 5th Ave cor 26th St., Bonifacio Global City, Taguig 1634 (the "Company");

2. During the regular meeting of the Company's Board of Directors held on 28 January 2016 at its principal office where a quorum was present and acting all throughout, the Board of Directors' unanimously adopted and approved the following excerpt of the minutes:

"x x x Atty. Domingo highlighted that part of the minutes submitted for approval are the minutes on the Remuneration/Compensation Committee meeting held on 25 November 2015, which contains the favourable recommendation of the Committee to the Board to approve the 2015 Short Term Incentives and 2016 Long Term Incentives (attached). The Board, on motion duly made and seconded, unanimously approved the 2015 Short Term Incentives and 2016 Long Term Incentives of the Company."


3. The foregoing excerpt is valid and effective based on the records of the Company and has not been amended or superseded as at date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on this ___ day of May 2016 at Taguig City, Philippines.



CARLA J. DOMINGO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 31st day of May 2016 at Taguig City, Philippines, by Affiant, who personally appeared before me and who exhibited to me as proof of her identity her Passport No. EC2956443 issued on 11 December 2014 at DFA Batangas and her Social Security System ID No. 03-8485310-6 issued on (not indicated in the ID) at Manila, which Passport and SSS ID both bear his/her photograph and signature.


ACE DEVINO A. CESTODIO
NOTARY PUBLIC

SERIAL NO. OF COMMISSION 281 (2016)
COMMISSION EXPIRES ON 12-31-2016
ROLL OF ATTORNEY'S NO. 50122
MCLE COMPLIANCE NO. IV-0014820
IBP NO. 1016714 PTR NO. A-2802517

Doc. No. 304;
Page No. 62;
Book No. 1;
Series of 2016.