

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CORPORATE SECRETARY'S CERTIFICATE

I, **KRISTINE ESPINOSA-BERRIS**, of legal age, Filipino, with office address at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines, after being duly sworn in accordance with law, depose and say that:

1. I am the duly elected Corporate Secretary of **THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., ("Corporation")**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines.
2. I hereby certify that based on the corporate records in my custody, the Corporation held its **Annual Stockholders Meeting** on 08 June 2020 via videoconference. During the said meeting, all of the shareholders were present.
3. During the said meeting, at which meeting 100% of the outstanding capital stock was represented, the following nominees, whose respective biodata were included in the materials, were elected by the shareholders as directors:

Name	Votes in Favor	Votes Against	Abstention
Vibha Coburn	930,000	0	0
Richard Bates ¹	930,000	0	0
Matthew Lawrence	930,000	0	0
Anthony Buchanan	930,000	0	0
Rhoda Regina Rara	930,000	0	0
Janette L. Peña	930,000	0	0
Conrado Favorito	930,000	0	0
Total Votes Cast			6,510,000

4. I further certify that the foregoing have not been amended or revoked and continue to be effective as of date of this issuance.

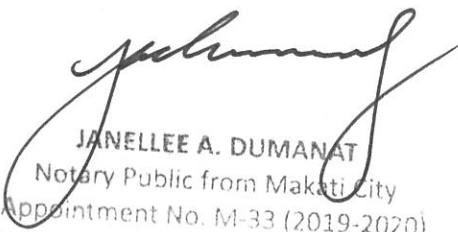
IN WITNESS WHEREOF, I have affixed my signature this JUL 13 2020th day of July 2020 at Makati City, Philippines.


KRISTINE ESPINOSA-BERRIS
Corporate Secretary

¹ Voting for The Manufacturers Life Insurance Company and himself.

SUBSCRIBED AND SWORN to before me by KRISTINE ESPINOSA-BERRIS who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this 13 day of July 2020, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License ID No. D16-06-012236 valid until 17 May 2023 issued in DFA East NCR, Metro Manila.

Doc. No. 488
Page No. 99
Book No. V
Series of 2020.


JANELLEE A. DUMANAT
Notary Public from Makati City
Appointment No. M-33 (2019-2020)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City
Roll of Attorneys No. 64545
MCLE Comp. No. VI-0008796; 05/25/2018
IBP No. 010708; 01/06/2020; Quezon City
PTR No. MKT 8117258; 01/02/2020; Makati City

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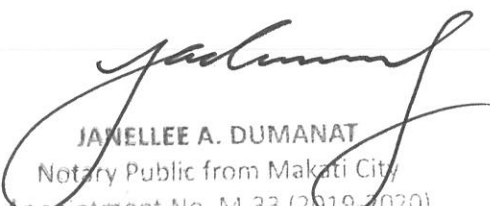
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2. I hereby certify that based on the corporate records in my custody, during the **Annual Meeting of the Stockholders** of the Corporation held on 08 June 2020, via videoconference at which meeting a quorum was present throughout:
 - a. The Titles of the items included in the Notice and Agenda were very specific and descriptive of the items for discussion to avoid confusion;
 - b. Only items included in the Notice and Agenda sent to the attendees before the date of the meeting were discussed during the meeting.
3. I further certify that the foregoing have not been amended or revoked and continue to be effective as of date of this issuance.

IN WITNESS WHEREOF, I have affixed my signature this 13th day of July 2020 at Makati City, Philippines.


KRISTINE ESPINOSA-BERRIS
Corporate Secretary

SUBSCRIBED AND SWORN to before me by KRISTINE ESPINOSA-BERRIS who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this 13 day of July 2020, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License ID No. D16-06-012236 valid until 17 May 2023 issued in DFA East NCR, Metro Manila.

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