

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

ASSISTANT CORPORATE SECRETARY'S CERTIFICATE
(Corporate Governance Training of Corporate Secretary)

I, MARA KRISTINA G. HERRERA, 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 state that:

1. I am the duly elected Assistant Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, at the regular meeting of the Board of Directors of the Corporation held on 27 November 2020, during which meeting a quorum was present and acting throughout, the following resolution was approved:

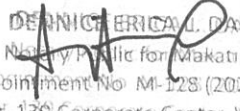
"RESOLVED, that that the Board of Directors appoints Atty. Abbiegail D. Sac as Corporate Secretary of the Corporation effective 30 November 2020."
3. I further certify that Atty. Abbiegail D. Sac is scheduled to attend corporate governance training conducted by the Institute of Corporate Directors on 3 and 4 August 2021 as shown in this Statement of Account attached herewith.
4. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

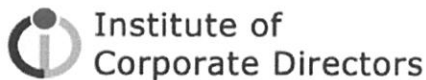
IN WITNESS WHEREOF, I have affixed my signature this JUL 08 2021 2021 at Makati City, Philippines.


MARA KRISTINA G. HERRERA
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me by MARA KRISTINA G. HERRERA who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this JUL 08 2021 day of JULY, at Makati City, Philippines, with the affiant exhibiting to me her Passport No. P1124565B valid until 19 March 2029.

Doc. No. 13
Page No. 4
Book No. 41
Series of 2021.


DENNIS ERIC A. DAVID
Notary Public for Makati City
Appointment No. MI-128 (2020 '021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI-0010388, 07/10/2018
IBP No. 144169; 01/05/2021, Makati City
PTR No. MKT 8535143, 01/05/2021, Makati City



14th Floor, Trident Tower, Sen. Gil Puyat Avenue
1200 Makati City, Philippines
Tel: +632 8884 1484
www.icd.ph
VAT REG. TIN: 230-018-308-000

STATEMENT OF ACCOUNT

CGOP-Q3-028-08-2111b

Issued on: 01 July 2021, Thursday

For:

The Manufacturers Life Insurance Co. (Phils.), Inc.
10F NEX Tower, 8788 Ayala Avenue, Makati City

SUBJECT: Corporate Governance Orientation Program
3 - 4 August 2021, (Tuesday - Wednesday)

Participant/s: Mr. Ivan S Buenaventura
Atty. Abbiegail D Sac

Basic fee	16,964.29
12% VAT	2,035.71
Due to ICD	19,000.00

Applicable discount/s:
No Discount

Payment deadline:
30 July 2021, Friday

You may send payment thru:

- Bills payment facility at any Union Bank of the Philippines
- Online Banking
- GCash / Paymaya with their bank transfer feature


Bank Account Name	INSTITUTE OF CORPORATE DIRECTORS, INC.
Company Address	14th Floor, Trident Tower 312 Sen. Gil Puyat Ave. Makati City, Philippines Tel # 8884-1494
Bank Account No	00124-000-5328
Bank Name	UNIONBANK OF THE PHILIPPINES
Bank SWIFT	UBPHPHMM
Branch Code	1319
Branch Address	Unionbank - San Agustin Dela Costa Branch G/F Liberty Plaza Bldg., 102 HV Dela Costa corner San Agustin Sts., Salcedo Village, Makati City

An official receipt will be issued to you as soon as we receive your payment.

Please email a scanned copy of the proof of payment to lbaysa@icd.ph

Certificates of attendance are issued to participants who have completed the course and have fully-settled their course fees.

Thank you.


Meriam Joyce Lugtu-Delim
Chief Finance Officer

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

CORPORATE SECRETARY'S CERTIFICATE

(Corporate Governance Training of Chief Legal and Compliance Officer)

I, ABBIEGAIL D. SAC, 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 state that:

1. I am the duly elected Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, I certify that:
 - 2.1 Atty. Fritzie Tangkia-Fabricate is the Chief Legal and Compliance Officer of the Corporation; and
 - 2.2 Atty. Tangkia-Fabricante has attended corporate governance training facilitated by the Philippine Corporate Enhancement and Governance, Inc. on 21 June 2016 (Annex "A").
3. Atty. Tangkia-Fabricante is scheduled to attend corporate governance training conducted by the Institute of Corporate Directors on 3 and 4 August 2021 (Annex "B").
4. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have affixed my signature this JUL 08 2021 day of 2021 at Makati City, Philippines.



ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this JUL 08 2021 day of 2021, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

Doc. No. 14;
Page No. 4;
Book No. VT;
Series of 2021.



DENNICE PERICIA L. DAWAN
Notary Public for Makati City
Appointment No. M-128 (2020 '021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI-0010388, 07/10/2018
IBP No. 144169, 01/05/2021, Makati City
PTR No. MKT 8535143, 01/05/2021, Makati City

Annex A

PHILIPPINE CORPORATE ENHANCEMENT AND GOVERNANCE, INC.
(Formerly: Philippine Securities Consultancy Corporation)
 Tel No. 957-9990 • Cellphone No. 9917-877-3156
 Email: phil.CEG@aahou.com

CERTIFICATE OF ATTENDANCE

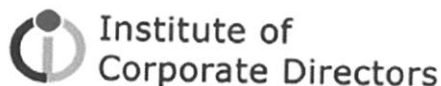
This is to certify that **FRITZIE P. FABRICANTE**
(Name of Participant)
SVP / Head - Legal and Compliance of **The Manufacturers Life Insurance Co. (Phils.) Inc.**
(Designation) *(Name of Company)*
 has attended the **CORPORATE GOVERNANCE & AMLA SEMINAR**
(Title of Seminar)
 held at Dusit Thani Hotel, Ayala Center, Makati City, Philippines, on June 21, 2016, with the following particulars:

	TOPICS	SPEAKERS
10:00 - 11:00	CORPORATE GOVERNANCE DEVELOPMENT <ul style="list-style-type: none"> • Current Global Trends and Issues On Corporate Governance • Updating and Improving ASEAN Corporate Governance Scorecard (ACGS) Ranking using the Website Template • Annual Corporate Governance Report (ACGR) 	MRS. CATHERINE N. SAPLALA <i>Former Director</i> <i>Investments & Research Dept. Securities and Exchange Commission (SEC)</i> <i>BAPA, MBA, MA Research Communications</i>
11:00 - 12:00	FINANCIAL MANAGEMENT, REPORTING & AUDIT <ul style="list-style-type: none"> • What should the Board Directors & Management Need to Know About Financial Statements and Their Uses; • What Decision Makers can Get from Reading Financial Statements; • Financial Statement Analysis and What to Spot in Financial Statements • Pointers to Ensure that Recording, Processing & Reporting of Data do not Result in Material Misstatement of FS • Internal Control Policy Over Financial Reporting and Pointers to Avoid Material Weaknesses in Internal Audit and Control • What Decision Makers Need to know about External Auditor's Opinion • Adoption of Financial Risk Management System 	MRS. MERCEDES B. SULEK <i>Former Deputy Director, Bangko Sentral ng Pilipinas (BSP)</i> <i>Former Vice-President, DBP</i> <i>B.S.C., C.P.A., M.A. Economics, Ph.D. (cand.)</i> <i>Fellow, Institute of Corporate Directors (FICD)</i>
01:00 - 3:00	FINANCIAL CRIMES UNDER THE ANTI-MONEY LAUNDERING ACT (AMLA) <ul style="list-style-type: none"> • Recent Updates in the Philippine Anti-Money Laundering Regime • What the Board of Directors & Corporate Management Need to Know about Violations, Detection, Investigation, Prosecution under the Anti-Money Laundering Act, As Amended • Impact in the Local & Global Financial Environment. 	ATTY. RICHARD DAVID C. FUNK II <i>Former Deputy Director/Head</i> <i>Compliance & Investigation Group</i> <i>Anti-Money Laundering Council,</i> <i>Bangko Sentral ng Pilipinas (BSP);</i> <i>VP - Compliance Officer</i> <i>PNB General Insurers Co., Inc.</i>

Given this 21st day of June, 2016, at Makati City


ATTY. FIDEL V. ESQUIERES
 President

Annex B



14th Floor, Trident Tower, Sen. Gil Puyat Avenue
1200 Makati City, Philippines
Tel: +632 8884 1494
www.icd.ph
VAT REG. TIN: 230-018-308-000

STATEMENT OF ACCOUNT

CGOP-Q3-031-08-211b

Issued on: 07 July 2021, Wednesday

For:

The Manufacturers Life Insurance Co. (Phils.), Inc.
10F NEX Tower, 8788 Ayala Avenue, Makati City

SUBJECT: Corporate Governance Orientation Program
3 - 4 August 2021, (Tuesday - Wednesday)

Participant/s: Atty. Fritzie P Tangkila-Fabricante

Basic fee	8,482.14
12% VAT	1,017.86
Due to ICD	9,500.00

Applicable discount/s:
No Discount

Payment deadline:
30 July 2021, Friday

You may send payment thru:

- Bills payment facility at any Union Bank of the Philippines
- Online Banking
- GCash / Paymaya with their bank transfer feature


Bank Account Name	INSTITUTE OF CORPORATE DIRECTORS, INC.
Company Address	14th Floor, Trident Tower 312 Sen. Gil Puyat Ave. Makati City, Philippines Tel # 8884-1494
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Certificates of attendance are issued to participants who have completed the course and have fully-settled their course fees.

Thank you.


Meriam Joyce Lugtu-Delim
Chief Finance Officer

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

CORPORATE SECRETARY'S CERTIFICATE
(Non-Participation of Directors in Deliberations on Their Compensation)

I, ABBIEGAIL D. SAC, 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 state that:

1. I am the duly elected Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, I certify that at the annual meeting of the stockholders of the Corporation held on 16 April 2021, during which meeting a quorum was present and acting throughout, the following report was noted by the stockholders:

Under the Company's By-laws, "Except for reasonable per diems, directors, as such shall be entitled to receive only such compensation as may be granted to them by the vote of the stockholders representing at least seventy percent (70%) of the outstanding capital stock at a regular or special meeting of the stockholders".

In 2020, only independent directors received per diem compensation at PhP22,500 per meeting, subject to withholding tax. Three Independent Directors received a total annual compensation amounting to PhP189,000.00 exclusive of withholding tax.

3. Based on the corporate records in my custody, I further certify that the policy on remuneration of the Corporation's Board of Directors is contained in the Corporate Governance Manual, which states:

The Board from time to time sets directors' remuneration, if appropriate. Directors who are employees of the Company or a related company generally do not receive additional compensation for acting as a Director.

Independent non-executive Directors are paid an annual fee supplemented with per meeting fees for attendance at Board and committee meetings and a travel time allowance is paid for out-of-town Board members in accordance with the terms agreed by the Company with those Directors.

4. I further certify that the independent directors entitled to receive compensation did not participate in discussions or deliberations involving their own remuneration.
5. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have affixed my signature this JUL 08 2021th day of _____ 2021 at Makati City, Philippines.

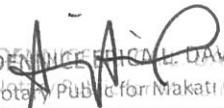




ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this 01 day of 08 2021, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

Doc. No. 15
Page No. 4
Book No. VI
Series of 2021.



DENNIS ERICA L. DAVID
Notary Public for Makati City
Appointment No. M-128 (2020-2021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MELE Form No. VI-0010388, 07/10/2018
IRP No. 144169, 01/05/2021, Makati City
PTR No. MNT 8435143, 01/05/2021, Makati City

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

CORPORATE SECRETARY'S CERTIFICATE
(Nominations by Minority Shareholders)

I, ABBIEGAIL D. SAC, 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 state that:

1. I am the duly elected Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, I certify that the policy on nomination and election of the Corporation's Board of Directors is contained in the Corporate Governance Manual, which states:

Directors of the Company are elected by a simple majority of shareholders at their Annual General Meeting.

Directors may serve for a number of terms so long as they continue to contribute to the Board's effectiveness and they remain free of real or perceived conflict of interest.

3. Based on the corporate records in my custody, I further certify that of the 930,000 issued shares of the Corporation, 929,993 shares are owned by The Manufacturers Life Ins. Co. ("MLIC"). The other seven shares are held by the Directors on behalf of MLIC in their capacity as director. Thus, it is not necessary to have a policy in place for the protection of minority shareholders in the nomination and election of the Corporation's Board of Directors.
4. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

JUL 08 2021


IN WITNESS WHEREOF, I have affixed my signature this ____th day of _____ 2021 at Makati City, Philippines.



ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this ____ day of JUL 08 2021, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

Doc. No. 116;
Page No. 5;
Book No. VI;
Series of 2021.


DENNIS ERICA L. DAVID
Notary Public for Makati City
Appointment No. M-128 (2020 '021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI-0010388, 07/10/2018
IBP No. 144369; 01/05/2021, Makati City
PTR No. MKT 8535143, 01/05/2021, Makati City

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

CORPORATE SECRETARY'S CERTIFICATE
(Directorships of Members of the Board)

I, ABBIEGAIL D. SAC, 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 state that:

1. I am the duly elected Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, I certify that the policy on directorships of members of the Board of Directors is contained in the Corporate Governance Manual, which states:

Directors are not legally precluded from accepting several appointments, but they must carry out their fiduciary obligation to each corporation they serve. However, the President and other Executive Directors shall submit themselves to a low indicative limit (four or lower) on membership in other corporate boards. The same low limit also applies to independent non-executive directors who serve as full-time executives in other corporations.

There can be higher indicative limit (five or lower) for other directors who hold non-executive positions in any corporation. In any case, the capacity of directors to serve with diligence shall not be compromised.


3. I further certify that the Board of Directors is notified of each member's directorships with other companies.
4. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have affixed my signature this JUL 08 2021 day of 2021 2021 at Makati City, Philippines.


ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this JUL 08 2021 day of 2021, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

Doc. No. 17;
Page No. 5;
Book No. 71;
Series of 2021.


DENNICK E. DAVID
Notary Public for Makati City
Appointment No. M-128 (2020 '021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI-0010388, 07/10/2018
IBP No. 144169; 01/05/2021, Makati City
PTR No. MKT 8535143, 01/05/2021, Makati City

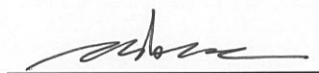
REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CORPORATE SECRETARY'S CERTIFICATE
(Head of Audit Services)

I, ABBIEGAIL D. SAC, 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 state that:


1. I am the duly elected Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, I certify that MALEEN RODRIGUEZ is the HEAD OF AUDIT SERVICES PHILIPPINES.
3. As Head of Audit Services, Ms. Rodriguez is responsible for providing independent, objective assurance that controls are effective and appropriate relative to the risk inherent in the business and that mitigation programs and oversight functions are effective in managing risks. The Head of Audit Services regularly reports to the Audit Committee on ongoing audits, issue resolution, and the progress on the audit plan.
4. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have affixed my signature this JUL 08 2021 th day of 2021 at Makati City, Philippines.


ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this JUL 08 2021 day of at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

Doc. No. 18;
Page No. 5;
Book No. XV;
Series of 2021.


DENICE L. DAVID
Notary Public for Makati City
Appointment No. M-128 (2020 '021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI-0010388, 07/10/2018
IBP No. 144169; Q1/GS-2021, Makati City
PTR No. MKT 8535143, 01/05/2021, Makati City

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

CORPORATE SECRETARY'S CERTIFICATE
(Head of Risk Management)

I, ABBIEGAIL D. SAC, 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 state that:

1. I am the duly elected Corporate Secretary of THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC., (the "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. Based on the corporate records in my custody, I certify that from 2018 until 30 June 2021, JEFFREY JARDIN served as the HEAD OF RISK MANAGEMENT for the Corporation.
3. As Head of Risk Management, Mr. Jardin was responsible for providing independent oversight of risk taking and risk management activities across the Corporation.

Under the direction of the Head of Risk Management, the Risk Management function establishes and maintains the Corporation's Enterprise Risk Management ("ERM") Framework and oversees the execution of individual risk management programs across the enterprise. The Risk Management function seeks to ensure a consistent enterprise-wide assessment of risk, risk-based capital and risk-adjusted returns across all operations. The function also oversees a formal process for monitoring and reporting on all significant risks.

The Head of Risk Management regularly reports to the Board of Directors and various risk oversight committees on risk exposures, any exceptions, and proposed remedial actions.

4. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.


IN WITNESS WHEREOF, I have affixed my signature this JUL 08 day of 2021 at Makati City, Philippines.



ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this JUL 08 day of 2021, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

Doc. No. 19
Page No. 5
Book No. VI
Series of 2021.



Notary Public for Makati City
Appointment No. M-128 (2020 '021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI 0010385, 07/10/2018
IBR No. 144169, 01/05/2021, Makati City
RTR No. MKT 4435*43, 01/05/2021, Makati City