

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 CO. (PHILS.), 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.

**MAY 19 2022**


IN WITNESS WHEREOF, I have affixed my signature this \_\_\_\_\_ **2022** 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 **MAY 19 2022**, at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

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**DENICE ERICA L. DAVID**  
Notary Public for Makati City  
Appointment No. M-128 (2021)  
8th Floor, 139 Corporate Center, Valero Street  
Salcedo Village, Makati City 1227  
Roll of Attorneys No. 65465  
MCLE Comp. No. VI-0010388; 07/10/2018  
IBP No. 171621; 01/03/2022, Makati City  
PTR No. 8852797M1; 01/04/2022; Makati City  
Extended until June 30, 2022. Per S.M. No. 3795

CONFIDENTIAL

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

**CORPORATE SECRETARY'S CERTIFICATE**  
(Appointment of Lead Independent Director)

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 CO. (PHILS.), 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. I hereby certify that during a regular meeting of the Board of Directors held on 20 August 2021, during which meeting a quorum was present and acting throughout, the Board approved the following resolution:  
  
"RESOLVED, that pursuant to the recommendation of the Insurance Commission in Circular Letter No. 2020-72 on the appointment of a Lead Independent Director, Director Janette L. Pena is hereby appointed as Lead Independent Director of the Corporation effective immediately."
3. 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 MAY 19 2022 2022 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 MAY 19 2022 at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

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**DENNICE ERICA L. DAVID**

Notary Public for Makati City

Appointment No. M-128 (2021)

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. 171621, 01/03/2022, Makati City

PR No. 8852797MJ; 01/04/2022; Makati City

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