

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

CORPORATE SECRETARY'S CERTIFICATE

I, **BASILIO O. VISAYA, JR.**, of legal age, Filipino, with office address at 24th Floor, LKG Tower, 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 16F LKG Tower, Ayala Avenue, Makati City, Philippines.
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 07 April 2017, at the Manulife Board Room, 16th Floor, LKG Tower, Ayala Avenue, Makati City, Philippines, at which meeting a quorum was present throughout and all below enumerated attended, the following were unanimously elected by all shareholders:

Name	Board	Committee
Mark O' Dell	Chairman	Nomination & Remunerations
Ryan Charland	Member/ President & CEO	N/A
Kenneth Dai	Member	Audit/ Nomination & remunerations
David Thomas	Member	N/A
Rhoda Regina Rara	Member (Independent)	Audit/ Nomination & Remuneration
Janette L. Peña	Member (Independent)	Audit/ Nomination & enumeration
Lourdes Mantaring	Member	Audit


3. The Notice for the meeting was sent to the Stockholders 21 days before the actual date of the meeting, and the BIO DATA of the above directors were included in the Board Materials.
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 ____th day of _____ 2017 at Makati City, Philippines.


BASILIO O. WISAYA, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me by BASILIO O. VISAYA, JR. 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 JUN 15 2017, at Makati City, Philippines, with the affiant exhibiting to me his Passport No. P0397243A valid until 27 September 2021 issued in Manila.

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ERIKA PAOLA M. MIGRIÑO
Notary Public from Makati City
Appointment No. M-509 (2016-2017)
8th Floor, 139 Corporate Center, Valero Street
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Roll of Attorneys No. 65997
Admitted to the BAR 2016
Lifetime IBP No. 1041090; 05/24/2016, RSM
PTR No. 5913248; 01/05/2017 Makati City

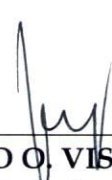
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1. I am the duly elected Corporate Secretary of **THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC.**, ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 16F LKG Tower, Ayala Avenue, Makati City, Philippines.
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 07 April 2017, at the Manulife Board Room, 16th Floor, LKG Tower, Ayala Avenue, Makati City, Philippines, at which meeting a quorum was present throughout:
 - a. The Titles of the items included in Notice and Agenda were very specific and descriptive of the item for discussion to avoid confusion;
 - b. No items were discussed during the meeting which were not included in the Notice and Agenda sent to the attendees 21 days before the date of 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 JUN 15 2017 _____th day of 2017 at Makati City, Philippines.



BASILIO O. VISAYA, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me by BASILIO O. VISAYA, JR. 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 JUN 15 2017, at Makati City, Philippines, with the affiant exhibiting to me his Passport No. P0397243A valid until 27 September 2021 issued in Manila.

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ELBONOR E PIÑERA
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