

**SECRETARY'S CERTIFICATE**

I, **RHETT D. GAERLAN**, of legal age, Filipino, and with office address at 22F One Corporate Centre, Doña Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, 1605 Pasig City, after having been sworn to in accordance with law, hereby depose and state:

1. I am the duly appointed Corporate Secretary of **COCOGEN INSURANCE, INC.** (formerly UCPB General Insurance Company, Inc.) ("Company"), a domestic corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 22F One Corporate Centre, Doña Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, 1605 Pasig City.
2. I am the custodian of the corporate books and records of the Corporation, including the Minutes of Meetings and Resolutions of its Board of Directors;
3. During the Annual Meeting of the Stockholders of the Company, validly held on 25 June 2021, via remote communication (videoconferencing), in which a quorum was present and acting throughout, the following excerpts, as reflected in the minutes of said meeting, are herein quoted as follows:

**"II. PROOF OF NOTICE**

*The Corporate Secretary, Atty. Rhett D. Gaerlan confirmed that all Notices addressed to the registered stockholders of COCOGEN were sent to them individually and all Directors confirmed receipt of the Notices.*

**III. CERTIFICATION OF QUORUM**

*Upon certification by the Corporate Secretary that: (a.) majority of the Stockholders are accounted for (in particular, United Coconut Planters Life Assurance, represented by its nominee, Atty. Jose Martin. A. Loon), representing 99% share of the shareholdings, and (b.) a quorum existed, the Stockholders' Meeting was declared as duly constituted and ready to transact business.*

*Atty. Gaerlan also provided the Stockholders a list of all Stockholders of record as of June 2021. Cocolife, the majority shareholder, has waived the period of notice for this particular meeting. The same was confirmed by the nominee during the said meeting.*

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**V. DECLARATION OF VACANCY AND ELECTION OF DIRECTORS**

*1. The majority stockholder, Cocolife, moved to declare all positions in the Board of Directors vacant, and the motion was duly seconded. In the absence of any objection, all Board positions were accordingly declared vacant.*

*2. Atty. Gaerlan presented the nominees for the election of the Board of Directors of COCOGEN:*

- *Atty. Jose Martin A. Loon*
- *Atty. Julio P.G. Bucoy*
- *Atty. Darren M. De Jesus*
- *Atty. Narciso P. Nario, Jr.*
- *Atty. Alloysius R. Yebra*
- *Atty. Dennis G. Dagohoy*

- Mr. Johnny Y. Uy
- Mr. Jackson M. Bandila
- Atty. Golda Margareth Argel
- Mr. Avelino L. Andal
- Ms. Carolina G. Diangco - Independent
- Gen. Arturo B. Ortiz (Ret.) - Independent
- Admiral Alexander P. Pama (Ret.) - Independent

3. Atty. Gaerlan manifested that Justice Romeo F. Barza (Ret.) and Mr. Ramon Manuel G. De Claro were elected as independent directors on 26 June 2020, and are currently serving their three (3)-year terms.

4. Upon motion, which was duly seconded, all nominees were elected as members of the Board of Directors. Thereafter, the following resolution was passed:

**STOCKHOLDERS RESOLUTION NO. 01-2021**

**"RESOLVED**, as it is hereby resolved, that the following are nominated and elected as Directors of the Board of Cocogen Insurance, Inc., and they will be charged with the responsibilities and obligations of Directors of the Company and will be entitled to the emoluments and benefits attached to the position:

1. Atty. Jose Martin A. Loon
2. Atty. Julio P.G. Bucoy
3. Atty. Darren M. De Jesus
4. Atty. Narciso P. Nario, Jr.
5. Atty. Alloysius R. Yebra
6. Atty. Dennis G. Dagohoy
7. Mr. Johnny Y. Uy
8. Mr. Jackson M. Bandila
9. Atty. Golda Margareth Argel
10. Mr. Avelino L. Andal
11. Ms. Carolina G. Diangco (Independent)
12. Gen. Arturo B. Ortiz (Ret.) (Independent)
13. Admiral Alexander P. Pama (Ret.) (Independent)

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**IX. OTHER MATTERS**

**A. AMENDMENTS TO THE COMPANY BY-LAWS**

1. Atty. Gaerlan presented the matter, as approved by the Board pursuant to Board Resolution No. 44-2021, and endorsed to the Stockholders for confirmation and ratification.

2. The following were the proposed amendments to the By-Laws:

Article	Old Provisions	Proposed Amendments
	BY-LAWS	BY-LAWS
	OF	OF
	UCPB GENERAL INSURANCE COMPANY, INC. (FORMERLY:	<u>COCOGEN INSURANCE, INC. (FORMERLY: UCPB GENERAL INSURANCE COMPANY, INC.)</u>

	ALLIED GUARANTEE INSURANCE COMPANY, INC.)	
Article II - Seal	<p><b>ARTICLE II – SEAL</b></p> <p>The Corporate Seal of the Company consists of a circular design on which shall be inscribed, on the upper part, the name "UCPB GENERAL INSURANCE COMPANY, INC" and, on the lower part, the words "INCORPORATED 1963, PHILIPPINES."</p>	<p><b>ARTICLE II – SEAL</b></p> <p>The Corporate Seal of the Company consists of a circular design on which shall be inscribed, on the upper part, the name "<b>COCOGEN INSURANCE, INC.</b>" and, on the lower part, the words "INCORPORATED 1963, PHILIPPINES."</p>

3. Upon Motion, which was duly seconded, the Stockholders confirmed and ratified the amendments to the By-Laws as presented and approved during the Regular Board of Directors Meeting held on 25 June 2021.

**STOCKHOLDERS RESOLUTION NO. 03-2021**

"RESOLVED, as it is hereby resolved, that the amendments made to the Company's By-Laws, which were presented and duly approved by the Board of Directors under Board Resolution No.44-2021, are hereby confirmed and ratified by the Stockholders of the Company."

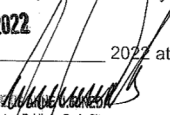
4. The foregoing is true and correct based on the documents in my custody as the Corporate Secretary of the Company.

IN WITNESS HEREOF, I have hereunto set my hand this JUN 06 2022 day of \_\_\_\_\_ 2022 at Pasig City.

  
RHETT D. GAERLAN  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 06 2022 day of \_\_\_\_\_ 2022 at Pasig City, Affiant exhibiting to me his TIN 488-506-409.

Doc. No. 351 ;  
Page No. 72 ;  
Book No. 27 ;  
Series of 2022  
SC-7-2022

  
ALYCE A. BARRERA  
Notary Public for Pasig City  
Appointment No. 192 (2020-2021)  
Until December 31, 2021  
IBP No. 109596

PTR O.R. No. 9134047/0107/2020 / Manila City Page 3 of 4  
Roll of Attorneys No. 73000  
22F One Corporate Centre, Doña Julia Vargas Avenue  
corner Meralco Avenue, Ortigas Center, Pasig City  
MCLE Compliance in progress (admitted to the Bar in June 18, 2019)