

## CERTIFICATION

I, **RHETT D. GAERLAN**, Filipino, of legal age 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 elected and incumbent Corporate Secretary of **COCOGEN INSURANCE, 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 Company, including the Minutes of Meetings and Resolutions of its Board of Directors;
3. Based on the records of the Company, below are the criteria used and the process followed by the Company in conducting the assessment of the Board, the Directors, the different Board Committees, and the Chairman:

*a. Notice of the Performance Assessment Forms*

Pursuant to the Guidelines on the Annual Performance Assessment of the Board approved by the Board of Directors last 27 January 2022, on 6 February 2023, the Corporate Secretary informed and requested the directors to accomplish the Performance Assessment Forms for the year 2022 ("2022 Performance Assessment") covering the assessment of the following: (a.) Board of Directors; (b.) Individual Directors; and (c.) Board Committees (Executive Committee, Risk Management Committee, Audit Committee, Corporate Governance and Related Party Transactions Committee, Nomination and Compensation Committee, and Legal Oversight Committee).

It should be noted that no assessment was conducted for the Communications and Information Technology Committee and the Finance Committee, as the same have not yet convened to perform their functions during the period covering the 2022 Performance Assessment.

Likewise, no assessment was conducted on the performance of the Chairman of the Board as the latter has not yet served in such capacity for at least six (6) months during the period covering the 2022 Performance Assessment.

The Corporate Secretary requested each of the Board members to accomplish, sign, and submit the 2022 Annual Performance Assessment by 31 March 2023.

*b. Criteria Used in the 2022 Performance Assessment*

The criteria used for the 2022 Performance Assessment of the (a.) Board of Directors; (b.) Individual Directors; and (c.) Board Committees were based on the recommendations under Insurance Commission Circular Letter No. 2020-71 (the Revised Code of Corporate Governance for Insurance Commission-Regulated Entities) and the ASEAN Corporate Governance Scorecard.

*c. Tabulation of the Results of the 2022 Performance Assessment*

The Corporate Secretary received from the Directors their respective 2022 Performance Assessment Forms, tabulated the results, and summarized the same.

4. The above information is true and correct based on my knowledge and the records of the Company.

IN WITNESS HEREOF, I have hereunto set my hand this 30<sup>th</sup> day of May 2023 at Pasig City.

  
**RHETT D. GAERLAN**  
Corporate Secretary