

REPUBLIC OF THE PHILIPPINES
CITY OF MAKATI

)
) SS.

SECRETARY'S CERTIFICATE

I, **JOSEPH JASON M. NATIVIDAD**, Filipino, of legal age and with office address at the 21st Floor, BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City, after being duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed Assistant Corporate Secretary of **BDO INSURANCE BROKERS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with office address at the BDO Corporate Center Ortigas, 12 ADB Avenue, Ortigas Center Mandaluyong City, Philippines, and in that capacity, I have custody of the minutes book of the Corporation which contains the minutes of the meetings of the Stockholders and Board of Directors;

2. The meetings of the Board of Directors and stockholders held on the dates stated below constitute the full and complete records of all meetings for the year 2021:

Date of Meeting	Nature of Meeting	Items Discussed
January 13, 2021	Special Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular Board meeting held on October 23, 2020 ➤ Updated 2020 Money Laundering and Terrorist Financing Prevention Program (MTPP) Manual ➤ Amendment of resolution re Revised Authorized Signatories ➤ Transactions with BDO Unibank, Inc. ➤ Proposed 2021 Schedule of the Board of Directors and Annual Stockholders' Meeting of BDOI
March 26, 2021	Regular Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular board meeting held on January 13, 2021 ➤ Financial Performance and Operations for the months ended October 2020, November 2020 and December 2020 ➤ Audited Financial Statements of BDOI for the Years Ended December 31, 2020 and December 31, 2019 ➤ Compliance/AML Updates as of December 31, 2020 ➤ BDOI Declaration of Cash Dividends ➤ Authorized Representative to File Reports to SEC on behalf of BDO Insurance Brokers, Inc. ➤ Signing Authority of Ms. Krishna Vina C. Bacosa
March 26, 2021	Annual Stockholders' Meeting	<ul style="list-style-type: none"> ➤ Approval of Minutes of the Stockholders' Meeting held on July 29, 2020 ➤ Approval of the Audited Financial Statements as of December 31, 2020 and December 31, 2019 ➤ Ratification of All the Acts of the Board of Directors, of the Board of Directors acting as Board Committees, of Management and the Officers of BDOI

BDO Insurance Brokers, Inc.

A subsidiary of BDO Unibank, Inc.

45th Floor, BDO Corporate Center Ortigas, 12 ADB Avenue,
Ortigas Center, 1550 Mandaluyong City

Date of Meeting	Nature of Meeting	Items Discussed
		<ul style="list-style-type: none"> ➤ Election of Directors: <ol style="list-style-type: none"> 1. Mr. Jesus A. Jacinto, Jr. 2. Ms. Maria Theresa L. Tan 3. Mr. Rolando C. Tanchanco 4. Mr. Jaime C. Yu 5. Atty. Luis Ma G. Uianza (Independent Director) ➤ Appointment of External Auditor – P&A Grant Thornton
March 26, 2021	Organizational Board Meeting	<ul style="list-style-type: none"> ➤ Appointment of the Chairman and Corporate Officers ➤ Confirmation and Ratification of Appointment of Other Officers ➤ Constitution of Various Board Committees and Appointment of Committee Members (Board of Directors to assume and exercise the duties and functions of all Board Committees)
May 25, 2021	Regular Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular and Organizational Board meeting held on March 26, 2021 ➤ Financial Performance and Operations for the months ended January 2021, February 2021 and March 2021 ➤ Compliance/AML Updates as of March 31, 2021 ➤ Revised Corporate Governance Manual and 2020 Annual Corporate Governance Report (ACGR) ➤ Reactivation of BDO Insurance Brokers, Inc. Dormant Account in BDO Network Bank, Inc.
July 29, 2021	Special Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular Board meeting held on May 25, 2021 ➤ Resignation of Treasurer ➤ Appointment of Treasurer ➤ Appointment of Christopher B. Castrodes as the New Unit Head of BDOI Operations Unit ➤ Amendment of Resolutions re Revised Authorized Signatories (Transactions with BDO Unibank, Inc. and Transactions with Other Banks)
August 20, 2021	Regular Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Special Board meeting held on July 29, 2021 ➤ Financial Performance and Operations for the months ended April 2021, May 2021 and June 2021 ➤ Compliance/AML Updates as of June 30, 2021 ➤ Appointment of Officer's from the Office of the Corporate Secretary (OCS) to Certify Documents
November 26, 2021	Regular Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular Board Meeting held on August 20, 2021 ➤ Financial Performance and Operations for the months ended July 2021, August 2021 and September 2021 ➤ Compliance/AML Updates as of September 30, 2021 ➤ 2021 Money Laundering and Terrorist Financing Prevention Program (MTPP) Manual

Date of Meeting	Nature of Meeting	Items Discussed
December 20, 2021	Special Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular Board Meeting held on November 26, 2021 ➤ Resignation of Compliance Officer ➤ Appointment of New Compliance Officer ➤ Amendment of Existing Registration of BDOI with the Insurance Commission ➤ Appointment of Atty. Kayzer Aldrin Z. Saba as the New Data Privacy Officer of BDOI and Amendment of BDOI's NPC Registration

3. That I am executing this certificate for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this APR 05 2022 day of CITY OF MAKATI


JOSEPH JASON M. NATIVIDAD
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 05 2022 day of APR 05 2022 at Makati City, affiant exhibiting to me his Passport No. P9052797A issued at DFA-Manila with validity up to October 5, 2028, and his Driver's License No. C05-89-038680 with validity up to 02 September 2022.

Doc. No. 17
Page No. 5
Book No. 11
Series of 2022.


Atty. HOPE JAN D. CASTILLO-CANDIDO
Appointment No. M-331
Notary Public until 31 December 2021
Extended until 30 June 2022 per Supreme Court *En Banc*
Resolution dated 28 September 2021 (B.M. No. 3795)
21/F BDO Towers Valero, 8741 Paseo de Roxas
Salcedo Village, Makati City 1226
Roll No. 56165
IBP No. 177768, 10 February 2022, Makati City
PTR No. 8864134, 11 January 2022, Makati City
MCLE Compliance No. VI-0020068, 06 March 2019

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG CITY) ss.

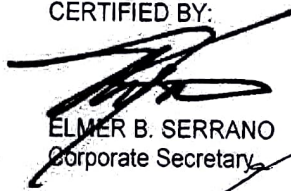
CERTIFICATION

Based on records, I hereby certify that the members of the Board of Directors of BDO Insurance Brokers, Inc. have attended the regular/special meetings thereof as well as the organizational meeting of the said Board for the year 2021 as follows:

Name of Director	Position	No. of meetings attended (8 meetings held)	Date Elected/Re-Elected	Remarks
Jesus A. Jacinto Jr.	Chairman & President	8	Re-elected March 26, 2021*	incumbent
Rolando C. Tanchanco	Director	8	Re-elected March 26, 2021*	incumbent
Jaime C. Yu	Director	8	Re-elected March 26, 2021*	incumbent
Maria Theresa L. Tan	Director/GM	8	Re-elected March 26, 2021*	incumbent
Luis Ma. G. Uianza	Independent Director	8	Re-elected March 26, 2021*	incumbent

*Annual Stockholders' Meeting


CERTIFIED BY:


ELMER B. SERRANO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 27 2022 at PASIG CITY exhibiting to me his Passport No. P3854426A issued at DFA NCR East with validity up to July 30, 2022, and his Social Security System No. 03-9384175-6.

NOTARY PUBLIC

Doc. No. 4
Page No. 1
Book No. XVI
Series of 2022


NOTARY PUBLIC
Notary Public for and in the Cities of Pasig, San Juan and in the Municipalities of Pateros
Appointment No. 118 (2020-2021)
Commission expires on 31 December 2021*
Suite 1105, 11th Floor, Prestige Tower Condominium
Ortigas Center, F. Ortigas Jr., Pasig City Metro Manila
Roll of Attorney No. 63521
JRP No. 012691-Lifetime/04-02-2014/Manila City
PTR No. 8131511/01-12-2022/Pasig City
MCLE Compliance No. VI-0017845; February 14, 2019
*until June 30, 2022, per B.M. No. 3795

BDO Insurance Brokers, Inc.
A subsidiary of BDO Unibank, Inc.
45th Floor, BDO Corporate Center Ortigas, 12 ADB Avenue,
Ortigas Center, 1550 Mandaluyong City

www.bdo.com.ph

We find ways®




NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Meeting of Stockholders of **BDO INSURANCE BROKERS, INC. ("BDOI")** will be held on **March 26, 2021 at 4:30 p.m., via remote communication**, to consider and approve the matters set forth in the following Agenda:

A G E N D A

- I. Call to order
- II. Certification of Notice and Quorum
- III. Approval of the Minutes of the Annual Stockholders' Meeting held on July 29, 2020
- IV. Approval of the Audited Financial Statements of BDOI as of December 31, 2020 and December 31, 2019
- V. Ratification of All the Acts of the Board of Directors, of the Board of Directors acting as Board Committees, of Management and the Officers of BDOI
- VI. Election of Directors
- VII. Appointment of External Auditor
- VIII. Other Matters
- IX. Adjournment

Stockholders of Record as of March 15, 2021 are entitled to notice of, to attend and to vote at, this year's Annual Meeting. Stockholders unable to attend the Meeting in person may execute and deliver a proxy. Proxies should be submitted on or before March 19, 2021, addressed to the attention of the Corporate Secretary. Validation of proxies is set on March 22, 2021 at 1:00 o'clock p.m. at the 21st Floor, BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City.



ELMER B. SERRANO
Corporate Secretary

BDO Insurance Brokers, Inc.
A subsidiary of BDO Unibank, Inc.
45th Floor, BDO Corporate Center Ortigas, 12 ADB Avenue,
Ortigas Center, 1550 Mandaluyong City

www.bdo.com.ph

We find ways



REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S. S.

SECRETARY'S CERTIFICATE

I, **ALVIN C. GO**, being the Assistant Corporate Secretary of **BDO UNIBANK, INC. (BDO Unibank)**, a universal bank organized and existing under and in accordance with the laws of the Republic of the Philippines, with offices at BDO Corporate Center, 7899 Makati Avenue, Makati City 0726, do hereby certify that –

1. In my capacity as Assistant Corporate Secretary of BDO Unibank, I have custody of the minutes book of BDO Unibank which contains the minutes of the meetings of the Board of Directors;

2. At the regular meeting of the Board of Directors of BDO Unibank held on June 29, 2019, at which meeting a quorum was present and acting throughout, the following resolution was unanimously adopted and approved:

Resolution No. 152-B-2019

“RESOLVED, That the Board of Directors of BDO Unibank, Inc. (BDO Unibank) approve and confirm, as it hereby approves and confirms, the 2019 Updated Internal Audit Policy Statement (Internal Audit Charter) of BDO Unibank, as approved and endorsed by BDO Unibank’s Board Audit Committee in its Resolution No. 2019-06-04 adopted on June 19, 2019, which reads as follows:

“RESOLVED, That the Board Audit Committee of BDO Unibank, Inc. (BDO Unibank), approve and endorse, as it hereby approves and endorses for approval of the Board, the Updated 2019 Internal Audit Policy Statement (Internal Audit Charter) of BDO Unibank, a copy of which is attached as Annex “H” to the Minutes and made an integral part of this Resolution.”

3. The above-quoted resolution has not been revoked or rescinded and continues to be in full force and effect.

4. I am executing this certificate for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 05 JUL 2019 day of July, 2019 at Makati City, Philippines.


ALVIN C. GO

Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 05 JUL 2019 day of July, 2019, at Makati City, Philippines, affiant exhibited to me his Tax Identification No. 137-346-462 and Social Security System No. 03-8552742-8.

NOTARY PUBLIC

Doc. No. 39
Page No. 9
Book No. I
Series of 2019.


Atty. MARIA FELICIA T. ZANTUA
Appointment No. M-364

Notary Public until 31 December 2020
14/F BDO North Tower, BDO Corporate Center
7899 Makati Avenue, Makati City
Roll No. 58016

IBP Lifetime Member No. 12574, Laguna
PTR No. 7333887, 03 January 2019, Makati City
MCLF Compliance No. VI-0014839, 13 November 2018

**INTERNAL AUDIT POLICY STATEMENT
BDO INTERNAL AUDIT****Mission**

The mission of BDO Internal Audit is to enhance and protect the organizational value by providing risk-based and objective assurance, advice, and insight.

I. Purpose, Stature, Authority and Responsibilities of the Internal Audit Function

The purpose of BDO Internal Audit is to provide independent, objective assurance and consulting services designed to add value and improve BDO and its subsidiaries' operations. The Internal Audit helps: 1) BDO and its subsidiaries accomplish the set objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes, and 2) the Management and Board of Directors in protecting the Bank and its subsidiaries and their reputation. An effective and efficient internal audit function constitutes the third line of defense in the system of internal control. The internal audit function shall both assess and complement the operational management, risk management, compliance and other control functions.

The BDO Internal Audit is under the direct supervision of the Board Audit Committee (BAC) and assists the Board of Directors and Bank and Subsidiaries' Management in performing their legal obligations for ensuring proper and reasonable operations of the Bank and Subsidiaries. The BDO Internal Audit is a permanent function with scope that is commensurate with the size, nature of operations and complexity of the Bank and Subsidiaries.

The Internal Audit Head will report functionally to the Board Audit Committee and administratively to the President. The Internal Audit Head will have unrestricted access to, and communicate and interact directly with the Board of Directors, Board Audit Committee and other Committees, including in meetings without the Management. The BDO Internal Audit shall have full, free, and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information.

II. Independence, Objectivity, Professional Competence, Due Professional Care, and Professional Ethics

The BDO Internal Audit shall be independent of the activities audited and from the day to day internal control process and is free to report audit results, findings, opinions, appraisals and other information through clear reporting line to the BAC. The Internal

Audit Head will ensure that BDO Internal Audit remains free from all conditions that threatens the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. If the Internal Audit Head determines that independence or objectivity is impaired either in fact or appearance, the details of impairment will be disclosed to appropriate parties.

Internal Auditors shall have impartial and unbiased attitude in performing audits and shall avoid conflicts of interest.

The internal auditing function shall be comprised of professional and competent internal auditors who collectively have the knowledge and experience necessary in the conduct of an effective internal audit on all areas of the Bank and Subsidiaries' operations. The skill set of the internal auditors shall be complemented with appropriate audit methodologies and tools, as well as sufficient knowledge of auditing techniques in the conduct of audit activities.

All internal audit personnel shall act with integrity in carrying out their duties and responsibilities. They shall respect the confidentiality of information acquired in the course of the performance of their duties and shall not use it for personal gain or malicious actions.

III. Outsourcing Internal Audit Activities to External Experts

The BDO Internal Audit shall not outsource any of its internal audit activities. However, in case there is a need to outsource certain engagements, either to have access to certain areas of expertise that are not available to the internal audit function or to address resource constraints, it shall be subject to specific BAC review and approval and shall exclude areas covered by existing statutes on deposit secrecy.

IV. Consulting or Advisory Services that may be Provided by the Internal Audit Function

The BDO Internal Audit may provide consulting or advisory services to Management on matters related to risks and internal controls provided that it will not be involved in the development or implementation of policies and procedures, preparation of reports or execution of activities that fall within its scope of review. Said consulting or advisory services shall be conducted in accordance with the internal auditing standards.

V. Responsibilities and Accountabilities of the Head of the Internal Audit Function

1. To demonstrate appropriate leadership and have the necessary skills to fulfill responsibilities for maintaining the BDO Internal Audit's independence and objectivity;
2. To be accountable to the board of directors or BAC on all matters related to the performance of its mandate as provided in this Policy Statement. The head of the internal audit function shall submit a report to the BAC on the status of accomplishments of BDO Internal Audit, including findings noted during the

conduct of the internal audit, as well as the status of compliance/ resolution of concerned departments/ units/ teams;

3. To ensure that the internal audit function complies with the Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing* and other supplemental standards issued by regulatory authorities/ government agencies, as well as with relevant code of ethics;
4. To develop an audit plan based on robust risk assessment, including inputs from the board of directors, BAC and senior management and ensure that such plan is comprehensive and adequately covers regulatory matters. The head of the internal audit function shall also ensure that the audit plan, including any revisions thereto, shall be approved by the BAC. The said plan shall also consider the objectives of the Bank and Subsidiaries;
5. To ensure that the internal audit function has adequate human resources with sufficient qualifications and skills necessary to accomplish its mandate. In this regard, the head of the internal audit function shall periodically assess and monitor the skill-set of the internal audit function and ensure that there is an adequate development program for the internal auditors that shall enable them to meet the growing technical complexity of banking operations.
6. To ensure the conduct of annual audit of the Trust and Investments Group to ascertain whether the trust and other fiduciary business and investment management activities have been administered in accordance with laws, BSP rules and regulations, and sound trust or fiduciary principles.
7. To issue an audit report for each audit conducted summarizing significant findings, recommendations and the responses or planned corrective actions with target dates of audited units. Results of audit shall be presented to the BAC in a timely manner. BDO Internal Audit has the authority to release the final audit report if no replies were received from the Unit audited, provided that the findings had been duly discussed with said Unit.
8. To submit to the BAC an annual report on the Internal Audit activities, responsibilities, and performance relative to the audit plan and strategies, as approved by the BAC, including its overall and specific (e.g. for Trust and Investments Group) assessments of the control, risk management and governance processes, and significant risk exposures and control issues, if any. The said report will likewise include confirmation of organizational independence of BDO Internal Audit, as well as compliance with the Code of Ethics and the Standards. A summary report for all units audited for the current year with comparative performance rating versus the previous year shall also be submitted.

VI. Scope of Responsibilities

1. Evaluation of the adequacy, efficiency and effectiveness of internal control, risk management and governance systems in the context of current and potential future risks.
2. Review of the reliability, effectiveness and integrity of management and financial information systems, including the electronic information system and electronic banking services.
3. Review of the systems and procedures of safeguarding the bank's physical and information assets, as well as verification of the existence of such assets, where appropriate.
4. Review of compliance of trading activities with relevant laws, rules and regulations.
5. Review of the compliance system and the implementation of established policies and procedures. Likewise, BDO Internal Audit shall identify opportunities to improve operational efficiency and make appropriate recommendations.
6. Review of compliance with relevant laws, rules and regulations, contractual obligations and other commitments, which have significant impact, including but not limited to the assessment of the adequacy of capital and provisions, liquidity level, regulatory and internal reporting.
7. Investigation of operational lapses, fraud, waste and abuse, referred to BDO Internal Audit for investigation by the BAC, Cases Review Committee or Management.
8. Conduct of other reviews or evaluations that are related to BDO Internal Audit's role, as directed by the BAC, by the Chairperson, by Top Management.

VII. Auditing Standards and Code of Ethics

In carrying out its role, BDO Internal Audit shall adhere to The IIA's International Standards for the Professional Practice of Internal Auditing prescribed under the Bangko Sentral ng Pilipinas Circular No. 871 (Series of 2015). Likewise, it shall be governed by The IIA's Core Principles, Code of Ethics and Definition of Internal Auditing.

VIII. Coordination with the External Auditor and Supervisory Authority

BDO Internal Audit shall coordinate with external auditors to avoid duplication of efforts. The approved audit plan and scope, as well as information and documents relevant to an audit/ examination by the external auditors or supervisory authority shall be provided upon request.



This Internal Audit Policy Statement shall be reviewed periodically to keep it updated, appropriate, and prudent in consideration of the changes in circumstances and business in general.

APPROVED BY THE BOARD AUDIT COMMITTEE, BDO UNIBANK, INC.:
(Date: _____, 2019)

JOSE F. BUENAVENTURA
Chairman

JONES M. CASTRO, JR.
Member

VICENTE S. PEREZ, JR.
Member

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

SECRETARY'S CERTIFICATE

I, **JOSEPH JASON M. NATIVIDAD**, Filipino, of legal age and with office address at the 21st Floor, BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City, under oath, do hereby certify that:

1. I am the duly appointed Assistant Corporate Secretary of **BDO INSURANCE BROKERS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with office address at the BDO Corporate Center Ortigas, 12 ADB Avenue, Ortigas Center, Mandaluyong City;


2. Based on the records, during the meeting of the Board of Directors of the Corporation held on December 20, 2021, at which a quorum was present and acting throughout, the following resolution was unanimously passed and approved:

"RESOLVED, That the Board of Directors of BDO Insurance Brokers, Inc. ("BDOI") appoint, as it hereby appoints, Atty. Kayzer Aldrin Z. Saba, Assistant Vice President, as Compliance Officer of BDOI, vice Atty. Edryne Jeth F. Juntilla, effective December 16, 2021, subject to regulatory approval, if required."

3. The above-quoted resolution has not been revoked or rescinded and continues to be in full force and effect; and

4. I am executing this certificate for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 28 2021 day of _____ at Makati City, Philippines.


JOSEPH JASON M. NATIVIDAD
Assistant Corporate Secretary


SUBSCRIBED AND SWORN to before me this DEC 28 2021 day of _____ at Makati City, affiant exhibiting to me his Passport No. P9052797A issued at DFA-Manila with validity up to October 5, 2028, and his Driver's License No. C05-89-038680 with validity up to 02 September 2022.

Doc. No. 114
Page No. 24
Book No. 1
Series of 2021.

BDO Insurance Brokers, Inc.

A subsidiary of BDO Unibank, Inc.

45th Floor, BDO Corporate Center Ortigas, 12 ADB Avenue,
Ortigas Center, 1550 Mandaluyong City


Atty. MARIA FELICIA T. ZANTUA
Appointment No. M-364
Notary Public extended until 31 December 2021
per Supreme Court En Banc Resolution dated 22 June 2021
(B.M. No. 3795)
21/F BDO Towers Valero, 8741 Paseo de Roxas
Salcedo Village, Makati City 1226
Roll No. 58016
IBP Lifetime Member No. 12574, Laguna
PTR No. 8535993, 06 January 2021, Makati City
MCLE Compliance No. VI-0014839, 13 November 2018