

**SAMPLE ONLY  
SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, of legal age, Filipino, with office address at the \_\_\_\_\_, Philippines, hereby state that:

1. I am the Corporate Secretary of \_\_\_\_\_, a corporation duly organized in accordance with Philippine laws with principal office at the \_\_\_\_\_, Philippines (hereinafter the "Corporation").

2. As Corporate Secretary, I have custody of the minutes of meetings of the Board of Directors and the stockholders of the Corporation.

3. In a meeting of the Corporation's Board of Directors held on \_\_\_\_\_, at which meeting a quorum was present, the following resolutions were approved:

"RESOLVED, that the Corporation appoint the President of **Megaworld Corporation** ("MEG") or in his absence, the Chairman of the Meeting, as the Corporation's proxy who shall represent the Corporation and vote the stocks beneficially owned by and standing in the name of the Corporation on the stock and transfer books of MEG as of record date, at MEG's Annual Meeting of Stockholders to be held on 13 May 2024, or any adjournments, continuations or postponements thereof which may be held or called by MEG's Board of Directors;

"RESOLVED, FURTHER, that the Corporation vote, and the Corporation's proxy is hereby authorized to vote, in favor of the approval of the minutes of the previous annual meeting held on 16 June 2023; the appointment of external auditors; the ratification of acts of the Board of Directors, Board Committees and Management; the election of the following nominees to the Board of Directors namely: *Andrew L. Tan, Katherine L. Tan, Kingson U. Sian, Enrique Santos L. Sy, Jesus B. Varela, Cresencio P. Aquino and Alejo L. Villanueva, Jr.*; the amendment of the Second Article of the Articles of Incorporation by adding entering into guaranty or surety arrangements as among the secondary purposes of MEG, the amendment of the Seventh Article of the Articles of Incorporation by increasing the authorized capital stock of MEG from Php40,200,000,000.00 to Php45,700,000,000.00, the amendment of the By Laws on the conduct of the annual and special meeting of the stockholders, sending of notices and the conduct of meetings of the Board of Directors, and any matter of business that may be brought upon therein, and to exercise all the powers vested upon the Corporation as the registered and beneficial owner of said stocks;

"RESOLVED, FINALLY, that \_\_\_\_\_, in his capacity as \_\_\_\_\_, be authorized to issue on behalf of the Corporation the proxy instruments as may be necessary to implement the authorities granted herein."

4. The above-quoted resolutions have not been amended, modified, cancelled, or revoked, and as of this date of certification, are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand on this \_\_\_\_\_ at \_\_\_\_\_ City, Philippines.

\_\_\_\_\_  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at \_\_\_\_\_, Philippines, affiant exhibiting to me his/her \_\_\_\_\_.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2024.