



SECRETARY'S CERTIFICATE

I, **CESAR S. CABAÑES**, Filipino, of legal age, and with office address at Overseas Filipino Bank Center, Liwasang Bonifacio, Manila, after having been duly sworn in accordance with the law, hereby certify that:

1. I am the duly appointed Corporate Secretary of Overseas Filipino Bank, Inc. (the "Corporation"), a government financial institution duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Overseas Filipino Bank Center, Liwasang Bonifacio, Manila.
2. In a meeting held on 13 December 2017 at which a quorum was duly present, the Board of Directors of the Corporation issued Resolution No. 2017-258, to wit:

"RESOLVED, as it is hereby resolved, to reconstitute the Board-level Committees in the following wise:

Credit Committee:

Chairman: Liduvino S. Geron
Members: Julio D. Climaco, Jr.
Renato G. Eje
Alan V. Bornas
Leticia V. Damasco

Audit Committee:

Chairman: Julio D. Climaco, Jr.
Members: Bituin V. Salcedo
Noel B. Marquez

Corporate Governance & Risk Management Committee:

Chairman: Noel B. Marquez
Members: Pelagio S. Paguican
Leticia V. Damasco"

3. In a meeting held on 19 September 2019 at which a quorum was duly present, the Board of Directors of the Corporation issued Resolution No. 2019-109 to establish and constitute the Related Party Transactions Committee Committee, as follows:

"RESOLVED that, as recommended by the Corporate Governance & Risk Management Committee per its Resolution No. 2019-05, the following composition of the Related Party Transactions (RPT) Committee be, as it is, hereby approved:

1. *Pelagio S. Paguican (Chairman)*
2. *Bituin V. Salcedo*
3. *Leticia V. Damasco"*

4. In a meeting held on 31 October 2019 at which a quorum was duly present, the Board of Directors of the Corporation issued Resolution No. 2019-144 appointing newly-designated President and Chief Executive Officer of the Corporation, Leila C. Martin, thereby replacing Renato G. Eje for the purpose, as member of the Credit Committee effective 01 October 2019;

5. In a meeting held on 24 January 2020 at which a quorum was duly present, the Board of Directors of the Corporation issued Resolution No. 2020-002 designating newly-appointed Director Robert L. Gosioco as the new Chairman of the Corporate Governance & Risk Management Committee, following the resignation as Director of Noel B. Marquez.
6. In a meeting held on 28 February 2020 at which a quorum was duly present, the Board of Directors of the Corporation issued Resolution No. 2020-10 further appointing Director Gosioco as the new Chairman of the RPT Committee following the resignation as Director of Pelagio S. Paguican.

IN WITNESS WHEREOF I have hereunto set my hand on this 2nd day of June 2020 in the City of Manila, Philippines.



CESAR S. CABAÑES
 Corporate Secretary

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in the City of Manila personally appeared Cesar S. Cabañes with IBP ID bearing Roll of Attorneys No. 46629, known to me and to me known to be the person who executed the foregoing Secretary's Certificate and acknowledged to me that he signed and executed the same as an act of his own free and voluntary act and deed. (LBP 10 no. 0940)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 02 JUN 2020, at Manila City, Philippines.


NOTARY PUBLIC
Atty. SHARMAINE REZA B. MARIANO
 Notary Public
 Commission No. 2019-123; 08/22/19; Manila
 Until 12/31/2020; Roll of Attorney's No. 66133
 IBP O.R. No. 057924; 12/27/2018; Quezon City
 PTR O.R. No. MLA8013327; 01/04/19; Manila
 MCLE Compliance No. 0010417; 04/14/2022
 LBP Plaza 1598 M.H. del Pilar St., Malate, Manila

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