

CERTIFICATION

I, **SUZANNE PATRICIA S. VILLAR-ARELLANO**, of legal age, Filipino, with office address at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, after having been sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PRU LIFE INSURANCE CORPORATION OF U.K.** (the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines.
2. As Corporate Secretary of the Corporation, I have access to the books, records, minutes of the regular and special meetings of the Stockholders and Board of Directors, and minutes of the meetings of the Executive Committee.
3. Based on the records of the Corporation, the following resolutions were passed and approved by the Board of Directors during the Special Board Meeting held on 19 May 2016:

Resolution No. 29, Series of 2016
(Resolution No. BOD-S-2016-05-19-04)

"RESOLVED, that the Remuneration Committee Charter as presented, be, as it is hereby, approved;

RESOLVED FURTHER, that the Board approves and authorizes the uploading of the Remuneration Committee Charter to the Corporation's website pursuant to good corporate governance; and

RESOLVED FINALLY, that the following individuals are hereby appointed as Chairman and Members of the Remuneration Committee with effect from 19 May 2016 until their successors shall have been duly elected and qualified:

<i>Name</i>	<i>Position</i>
<i>Romeric S. Serrano</i>	<i>Independent Chairman</i>
<i>Henry Joseph M. Herrera</i>	<i>Independent Member</i>
<i>Azim Khursheid Ahmed Mithani</i>	<i>Non-Executive Member</i>

Resolution No. 31, Series of 2016
(Resolution No. BOD-S-2016-05-19-06)

"RESOLVED, that the Board hereby creates the Board Risk Committee pursuant to the requirements of the ASEAN Corporate Governance Scorecard;

RESOLVED FURTHER, that the following individuals are hereby appointed as Members of the Board Risk Committee with effect from 19 May 2016 until their successors shall have been duly elected and qualified:

<i>Name</i>	<i>Position</i>
<i>Henry Joseph M. Herrera</i>	<i>Member</i>
<i>Stephen Paul Bickell</i>	<i>Member</i>
<i>Cesar P. Manalaysay</i>	<i>Member</i>
<i>Romerico S. Serrano</i>	<i>Member</i>

Resolution No. 32, Series of 2016
(Resolution No. BOD-S-2016-05-19-07)

“RESOLVED, that the Board hereby creates the Board Related Party Transactions (“RPT”) Committee pursuant to the requirements of the ASEAN Corporate Governance Scorecard;

RESOLVED FURTHER, that the following directors are hereby appointed as members of the RPT Committee with effect from 19 May 2016 until their successors shall have been duly elected and qualified:

<i>Name</i>	<i>Position</i>
<i>Henry Joseph M. Herrera</i>	<i>Member</i>
<i>Cesar P. Manalaysay</i>	<i>Member</i>
<i>Romerico S. Serrano</i>	<i>Member</i>

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

IN WITNESS WHEREOF, I have hereunto set my hand this 2 June 2016 in Taguig City, Metro Manila, Philippines.


SUZANNE PATRICIA S. VILLAR-ARELLANO
 Corporate Secretary