

CERTIFICATION

I, **SUZANNE PATRICIA S. VILLAR-ARELLANO**, of legal age, married, 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 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 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 other relevant documents of the Corporation.
3. Based on the records of the Corporation:
 - a. The following resolutions were passed and approved by the Board of Directors during the Special Board Meeting held on 19 May 2016:

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>Romeric S. Serrano</i>	<i>Member</i>

- b. The following resolutions were passed and approved by the Board of Directors during the Regular Board Meeting held on 22 November 2016:

Resolution No. 71, Series of 2016
(Resolution No. BOD-R-2016-11-22-26)

"RESOLVED, that the Board hereby approves:

- a. *that the functions of the Related Party Transaction ("RPT") Committee be transferred to the Audit Committee;*
 - b. *amending the name of the Audit Committee to Audit and RPT Committee; and*

- c. *amending the Audit Committee's Terms of Reference, as needed, in order to include the functions of the RPT Committee; and*

RESOLVED FURTHER, that Resolution No. 32, Series of 2016 which created the RPT Committee and which was previously approved by the Board of Directors of the Corporation is revoked and superseded."

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


SUZANNE PATRICIA S. VILLAR-ARELLANO
Corporate Secretary
May 24, 2017