

## CERTIFICATION

I, **MA. EMEREN V. VALLENTE**, 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 being duly sworn in accordance with law, hereby certify 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, and minutes of the regular and special meetings of the Shareholders, Board of Directors, and Audit Committee and other relevant documents of the Corporation.
3. Based on the records of the Corporation, the fee structure of Pru Life UK's directors are as follows:

- The external<sup>1</sup> non-executive directors of Pru Life UK receive fixed fees for every board meeting attended. They do not receive any other additional remuneration for their directorship in Pru Life UK.

Chairman of the Board (Non-Executive Director) – Php 200,000 per meeting  
Other Non-Executive Directors – Php50,000 per meeting

- The internal<sup>2</sup> non-executive directors do not receive any remuneration their directorship in Pru Life UK.
- Executive directors of Pru Life UK do not receive any remuneration for their directorship in Pru Life UK.
- All directors (executive or non-executive) do not receive a fee for attending short special board meetings which are held via teleconference and for attending board committee meetings.

4. For 2018, the directors of Pru Life UK received the following as remuneration:

|                            |                                     |  |
|----------------------------|-------------------------------------|--|
| Henry Joseph M. Herrera    | Non-executive (External) / Chairman | Php200,000 per meeting / Total annual gross director's fee of Php800,000 |
| Stephen Paul Bickell       | Non-executive (Internal)            | None   |
| Teo Kwui Ying              | Non-executive (Internal)            | None   |
| Antonio Manuel G. De Rosas | Executive                           | None   |
| Cesar P. Manalaysay        | Non-executive (External)            | Php50,000 per meeting / Total annual gross director's                    |

<sup>1</sup> Non-executive director who does not hold any position in Pru Life UK or its parent company, affiliates and subsidiaries

<sup>2</sup> Non-executive director who is also an officer or employee of Pru Life UK's parent company, affiliates or subsidiaries

|                     |                          |   |
|---------------------|--------------------------|---|
|                     |                          | fee of Php200,000   |
| Jose A. Feria, Jr.  | Non-executive (External) | Php50,000 per meeting /<br>Total annual gross director's<br>fee of Php200,000 |
| Romerico S. Serrano | Non-executive (External) | Php50,000 per meeting /<br>Total annual gross director's<br>fee of Php200,000 |

5. 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 on this 13 June 2019 in Taguig City, Metro Manila.

*MA. EMEREN V. VALLENTE*

**MA. EMEREN V. VALLENTE**  
Corporate Secretary