

## SECRETARY'S CERTIFICATE

REPUBLIC OF THE PHILIPPINES) Sc.  
Baguio City )

I, **TEDDY ESTEBAN F. RIGOROSO**, of legal age, married, with office address at the Rigoroso Galindez and Rabino Law Offices, 901 Fil Garcia Tower, 140 Kalayaan Avenue, Diliman, Quezon City, Metro Manila, Philippines, being the Corporate Secretary of JHMC, after having been duly sworn in accordance with law, hereby CERTIFY, that during the Organizational and 144<sup>th</sup> Regular Meeting of the JHMC Board of Directors held on 13 April 2015 in the Board Room, Bases Conversion and Development Authority (BCDA) Corporate Center, 2/F Bonifacio Technology Center, 31<sup>st</sup> Street, corner 2<sup>nd</sup> Avenue, Bonifacio Global City, Taguig City, Metro Manila, where a quorum was present, upon motion made and duly seconded, the Board passed and approved the following resolution:

*John Hay Management Corporation  
Board Resolution No. 2015-0413-070*

Resolve, as it is hereby **resolved**, that the **John Hay Management Corporation ("JHMC") Board of Directors** hereby **approves** the **JHMC Manual of Corporate Governance** incorporating the comments and suggestions of the Governance Commission for Government-Owned or -Controlled Corporations ("GCG") stated in its letters dated November 05, 2014 and March 06, 2015 (copies of which are attached herewith as Annex "A" and "B", respectively);


Resolved, finally, that this Resolution shall take effect immediately on April 13, 2015 and shall supersede all prior JHMC resolutions, instructions, memoranda, circulars, or instruments inconsistent herewith.

IN WITNESS WHEREOF, I have set my hand this 18<sup>th</sup> day of May 2015 Baguio City.

**ATTY. TEDDY ESTEBAN F. RIGOROSO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 18<sup>th</sup> day of May 2015 in Baguio City,  
affiant exhibiting to me his IBP Identification Card No. 42240.

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Series of 2015

  
**ANTONETTE E. REYES**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2016  
2F SECURITY BANK BUILDING  
ABANAO COR. SHANEM ST., BAGUIO CITY  
PTR NO. 2007413 BAGUIO CITY  
ROLL NO. 56762 - APRIL 30, 2009  
IBP NO. 08251 (LIFETIME) - APRIL 14, 2009 - D.R. 788002  
MCLE COMPLIANCE NO. 10-0DD6859  
NOTARIAL COMMISSION NO. 17 NC 15-R