

## CERTIFICATION

I, **RHETT D. GAERLAN**, of legal age, Filipino, and with office address at 22F One Corporate Centre, Doña Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, 1605 Pasig City, after having been sworn to in accordance with law, hereby depose and state:

1. I am the duly appointed Corporate Secretary of **COCOGEN INSURANCE, INC.** (formerly UCPB General Insurance Company, Inc.) ("Company"), a domestic corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 22F One Corporate Centre, Doña Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, 1605 Pasig City.
2. I am the custodian of the corporate books and records of the Corporation, including the Minutes of Meetings and Resolutions of its Board of Directors;
3. During the Annual Stockholders' Meeting of the Company, validly held on 27 June 2022, via remote communication (videoconferencing), in which a quorum was present and acting throughout, the following excerpts, as reflected in the minutes of said meeting, are herein quoted as follows:

### **"II. PROOF OF NOTICE**

*The Corporate Secretary, Atty. Rhett D. Gaerlan, confirmed that all Notices addressed to the registered stockholders of COCOGEN were sent to them individually and all Directors confirmed receipt of the Notices.*

### **III. CERTIFICATION OF QUORUM**

*Upon certification by the Corporate Secretary that (a.) majority of the Stockholders are accounted for [in particular, United Coconut Planters Life Assurance Corp. (Cocolife), represented by its nominees, Atty. Jose Martin. A. Loon and Director Dennis G. Dagohoy], representing 99% share of the shareholdings, and (b.) a quorum existed, the Stockholders' Meeting was declared as duly constituted and ready to transact business.*

*Atty. Gaerlan also provided the Stockholders a list of all Stockholders of record as of 9 June 2022. The majority shareholder, Cocolife, has waived the period of notice for this meeting. The same was confirmed by the nominee during the said meeting.*

### **IV. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS MEETING HELD LAST 25 JUNE 2021**

*Upon Motion, which was duly seconded, the reading of the Minutes of the Annual Stockholders Meeting held on 25 June 2021 was dispensed with. The Minutes were approved by the Stockholders upon motion, duly seconded.*

### **V. DECLARATION OF VACANCY AND ELECTION OF DIRECTORS**

1. *Stockholder Atty. Dennis G. Dagohoy moved to declare all positions in the Board of Directors vacant, and the motion was duly seconded. In the absence of any objection, all Board positions were accordingly declared vacant.*
2. *Atty. Gaerlan presented the nominees for the election of the Board of Directors of COCOGEN:*
  - *Justice Romeo F. Barza (Ret.)*
  - *Atty. Jose Martin A. Loon*
  - *Atty. Alloysius R. Yebra*
  - *Atty. Darren M. De Jesus*
  - *Atty. Dennis G. Dagohoy*
  - *Mr. Johnny Y. Uy*
  - *Mr. Jackson M. Bandila*
  - *Atty. Golda Margareth D. Argel*
  - *Mr. Crisologo D.P. Ignacio*
3. *Atty. Gaerlan manifested that the following directors are currently serving their three (3)-year terms:*
  - *Gen. Eduardo S.L. Oban, Jr. (Ret.)*
  - *Ms. Carolina G. Diangco*
  - *Admiral Alexander P. Pama (Ret.)*
  - *Mr. Ramon Manuel G. De Claro*
  - *Gen. Arturo B. Ortiz (Ret.)*
  - *Mr. Jose Manuel C. Razon*
4. *Upon motion, which was duly seconded, the nominations for the Board of Directors were closed.*
5. *Upon motion of the majority stockholder, Cocolife, to elect all the nominated directors, which was duly seconded, the aforementioned nominees were elected as members of the Board of Directors.*

#### ***STOCKHOLDERS RESOLUTION NO. 01-2022***

***"RESOLVED, as it is hereby resolved, that the following are nominated and elected as Directors of the Board of COCOGEN Insurance, Inc., and they will be charged with the responsibilities and obligations of Directors of the Company and will be entitled to the emoluments and benefits attached to the position:***

1. *Justice Romeo F. Barza (Ret.)*
2. *Atty. Jose Martin A. Loon*
3. *Atty. Alloysius R. Yebra*
4. *Atty. Darren M. De Jesus*
5. *Atty. Dennis G. Dagohoy*
6. *Mr. Johnny Y. Uy*
7. *Mr. Jackson M. Bandila*
8. *Atty. Golda Margareth D. Argel*
9. *Mr. Crisologo D.P. Ignacio."*

4. The foregoing is true and correct based on the documents in my custody as the Corporate Secretary of the Company.

**IN WITNESS HEREOF**, I have hereunto set my hand this 30th day of May 2023 at Pasig City.



**RHETT D. GAERLAN**  
Corporate Secretary