

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 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 Stockholders, Board of Directors, and Audit and Related Party Transactions Committee (previously named Audit Committee) and other relevant documents of the Corporation.
3. Based on the records of the Corporation:
 - a. the Audit Committee in its regular Audit Committee Meeting held on 23 June 2016 endorsed to the shareholders of the Corporation the appointment of R.G. Manabat & Co. as external auditor of the Corporation for the audit year 2016;
 - b. the shareholders of the Corporation in its Annual Shareholders' Meeting held on 23 June 2016 adopted the recommendation of the Audit Committee to appoint R.G. Manabat & Co. as external auditor of the Corporation for the audit year 2016 and issued the following resolution:

Resolution No. 8, Series of 2016
(Resolution No. SH-R-2016-06-23-08)

"RESOLVED, that R.G. Manabat & Co., be, as it is hereby, appointed as the Corporation's external auditor for the audit year 2016; and

RESOLVED FURTHER, that the President and the Treasurer, acting jointly, be, as they are hereby, appointed as the Corporation's representatives to execute and sign, on behalf of the Corporation, such deeds and instruments as may be necessary to implement the foregoing."

- c. the Audit Committee in its regular meeting held on 22 November 2016 approved the inclusion in its forward agenda for the regular meeting to be held on 22 June 2017 the "Endorsement to the Shareholders of the Appointment of the External Auditor". Further, during said meeting, the Audit Committee was named the Audit and Related Party Transactions Committee.
4. The above board resolution has not been revoked or cancelled and is in full force and effect as of the date of this certification.
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 24th day of May 2017 in Taguig City, Metro Manila.


SUZANNE PATRICIA S. VILLAR-ARELLANO
Corporate Secretary