

REPUBLIC OF THE PHILIPPINES)
_____ CITY) S.S.

SECRETARY'S CERTIFICATE

I, _____, of legal age, _____ (Nationality), and with office address at _____, after having been duly sworn in accordance with law, hereby certify:

1. I am the Corporate Secretary of _____ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of _____, with principal office at _____.
2. At a meeting of the Board of Directors of said Corporation, duly and regularly called and held on _____ at its principal office, a quorum being present and acted throughout, the following resolutions were unanimously adopted and recorded in the minute books of said Corporation, kept by me, and are in accord with and pursuant to the Articles of Incorporation and By-laws of said Corporation, and are now in full force and effect, to wit:

A. *DEPOSIT TRANSACTIONS*

RESOLVED, that RIZAL COMMERCIAL BANKING CORPORATION (the "Bank") and /or any of its business centers, be as it hereby is designated as the depository of the moneys and funds of this Corporation and that each of the officers, agents and employees of this Corporation is hereby authorized to deposit any of the Corporation's funds in said Bank, and said Bank is hereby authorized to pay, encash or otherwise honor and charge to this Corporation, without inquiry as to whether the same be drawn or required for the Corporation's business or benefit, any and all checks, notes, drafts, bills of exchange, acceptances, orders or other instruments for the payment of money or other withdrawal of funds, including those which may cause an overdraft, when assigned, made, drawn, accepted or endorsed on behalf of or in the name of this Corporation by any _____ of the following officers (the "Authorized Signatories"):

Name	Designation	Signature

RESOLVED FURTHER that the above-named Authorized Signatories have been granted the following authority, with any (___) of them signing thereon, to maintain, operate and manage in the name of the Corporation the such account/s as may be deemed necessary (Depository Account/s) with the Bank, and to:

- a. Open, manage, maintain and operate Depository Accounts with the Bank;
- b. Deposit to and withdraw or make fund transfers from the Depository Account/s, in whatever form and manner, and in such amount as the above officers may deem appropriate or necessary;
- c. Receive, accept, endorse and negotiate all checks, drafts, or orders of payment payable to the Corporation or its order that may require the Corporation's endorsement;
- d. Enroll and use the Corporation's Depository Account/s with the Bank to serve as debit account/s to fund the needs/requirements of its subsidiaries, affiliates and/or such other third parties as may be allowed by the Corporation, at its own discretion, subject to existing policies of the Bank thereon; and
- e. Avail of the different channels and/or facilities, including electronic/digital channels, being offered by the Bank for banking transactions in relation to the Depository Account/s, including but not limited to Electronic Instruction Agreement (EIA), RCBC Electronic/Online Banking, etc.;

- f. Reactivate dormant Depository Account/s;
- g. Open additional Depository Account/s for and on behalf of the Corporation;
- h. Close the Depository Account/s and ask, demand, sue for, collect, and receive the proceeds of the Depository Account/s for and on behalf of the Corporation;
- i. Assign and/or further nominate/delegate to its personnel as authorized representatives (the "Authorized Representatives"), where no restriction has been provided by the Corporation, to carry out certain acts, such as but not limited to: issuance of confirmation (whether written or verbal) of banking transactions undertaken herein, receiving of checkbooks/passbooks/etc.; and
- j. Sign, execute, issue, confirm and/or deliver, in writing, verbally and/or digitally, any and/or all agreements, contracts, instructions, instruments, requests and related documents, including bank forms and/or renewals, amendments, addenda, etc., as may be required and accepted by the Bank to implement the foregoing.

RESOLVED FURTHER, that the Bank is authorized to receive for deposit or collection any items purporting to be endorsed in the name of the Corporation, accept and implement any of the banking transactions undertaken pursuant to any and/or all of the authorizations granted above, and hereby ratifying and approving all that the Bank may do or cause to be done, including execution of agreements or contracts with such Authorized Signatories, or acting on the instructions, whether written, verbal or digital, of said Authorized Signatories, including the nomination and/or further delegation of certain authorizations to Authorized Representatives, on any and/or all of the matters listed above, in relation to the Depository Account/s of the Corporation;

B. DERIVATIVE/TREASURY TRANSACTIONS

RESOLVED FURTHER, that the Corporation be authorized to enter into derivatives transactions with the Bank, including but not limited to financial and investment products, funding mechanisms, foreign exchange transactions, option contracts, forward contracts, interest rate swaps, cross-currency swaps, forward rate agreements, cap transactions, floor transactions, collar transactions, or any combination of these transactions (the "Transactions");

RESOLVED FURTHER, as it is hereby resolved, that the Corporation be authorized as it is hereby authorized to maintain market placement/s, including, without limitation, T-Bills, ROP's, Time Deposit/s and Fixed-Income Instruments (such as but not limited to sovereign and corporate bonds), with the Bank;

RESOLVED FURTHER, as it hereby resolved, that the Corporation warrants to the Bank that it has appropriate risk management systems to sufficiently manage and monitor the risks it will take with respect to the market placement/s it will avail of;

RESOLVED FURTHER, that any (____) of the following officers are authorized as they are hereby authorized, negotiate, conclude, sign, execute, and deliver for and on behalf of the Corporation such documents, including but not limited to the International Swap and Derivatives Association (ISDA) Master Agreement and the Schedule/s thereto (the "Agreement"), Risk Disclosure Statement, instruments, documents and papers as may be required or necessary to implement and carry into effect the authority herein granted, including amendments/supplements thereto, under such terms as the herein signatories may deem fit and to transact:

Name	Designation	Signature

be as they are hereby authorized to:

- a. Negotiate, conclude, sign, execute, and deliver for and on behalf of the Corporation such documents, including but not limited to the International Swap and Derivatives Association (ISDA) Master Agreement and the Schedule/s Client Agreement, FX Master Agreement, Product Term Sheets, Risk Disclosure Statement, instruments, documents and papers (the "Agreements") as may be required or necessary to implement and carry into effect the authorities herein granted, including any amendments/supplements thereto, under such terms as the herein Authorized Signatories may deem fit and to transact.
- b. Give written and/or oral instructions (whether over the telephone or otherwise) to the Bank in regard to the Agreements or the Transactions, including but not limited to, confirmations and settlement instructions.
- c. Appoint and designate the traders to conduct foreign exchange, derivatives and fixed income transactions (the "Authorized Traders") on behalf of the Corporation, which Authorized Traders have the authority to coordinate with the Bank with respect to the aforementioned transactions of the Corporation. And the Bank is hereby authorized to accept all transactions of such Authorized Traders, as may be previously advised to the Bank by the Authorized Signatories. conveyed in a written notice actually received by the Bank, provided that such notice shall not be effective with respect to any exercise of the Authorized Traders of the foregoing authorities prior to receipt thereof, nor with respect to any transactions implemented pursuant to instructions dated to the date of such notice, but presented to the Bank prior to the receipt of such notice; and the Bank is hereby authorized at all times to rely upon the latest notice or written communication received by it when signed by the Authorized Signatories of the Corporation.
- d. Give written instructions to the Bank with respect to the appointment, or any change in such Authorized Traders.
- e. Receive and to acknowledge / sign receipt for and in behalf of the Corporation such documents in regard to the Agreements or the Transactions.

C. *LOAN AND CREDIT/SECURITY TRANSACTIONS*

RESOLVED FURTHER, that any (_____) of the following officers:

Name	Designation	Signature

be, as they are hereby, authorized to negotiate, apply for, borrow and obtain loans and other credit accommodations for this Corporation from said Bank in such amount and under such terms as are or may be required by the Bank, including the renewals, extensions, increases or restructuring thereof, and to make, execute, sign and deliver promissory notes, drafts, acceptances, agreements and any other agreement of this Corporation, in the form satisfactory to said Bank and as security thereof, to assign, pledge or mortgage, bills of account, receivables, warehouse receipts, shares of stocks, merchandise, real estate or any other property of any nature or description now held or may be held by and belonging to this Corporation, as may be required and may be acceptable to the Bank;

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the loans and other credit accommodations from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

D. *RCBC ONLINE CORPORATE FACILITY*

RESOLVED FURTHER, that the Board approved the Corporation’s enrollment to RCBC Online Corporate (ROC) Facility (an internet -enabled facility that provides the Corporation access to enrolled accounts for transactions such as, but not limited to account inquiry, transaction history viewing, and fund transfers both local and international) or any amendments or supplements thereto under such terms and conditions which the Bank may prescribe for the Corporation’s use and operation.

RESOLVED FURTHER, that the deposit accounts to be enrolled in the ROC Facility belong only to the Corporation and are the only accounts that will be accessed through the said Facilities.

RESOLVED FURTHER, that any (____) of the following officers of the Corporation, whose specimen signatures appear below:

Name	Designation	Signature

are duly authorized to: (1) enter into an agreement with the Bank to avail of the ROC Facility and sign the said agreement, including any amendments and renewals thereof; (2) sign, execute and deliver instructions required under said agreement; and (3) sign, execute, deliver and perform any and all acts, agreements, documents, instruments or forms that may be required by the Bank in connection with said agreement or the implementation of the ROC Facility;

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the facility from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

RESOLVED FURTHER, that any (____) of the following persons are appointed as System Authorizer of local Fund Transfer via PESONet, Instapay and RTGS:

Name	Position	Transaction Limit
		Php 0.01 to 999,999,999.99
		Php 0.01 to 999,999,999.99

RESOLVED FURTHER, that any (____) of the following persons are appointed as System Authorizer of Fund Transfer in US Dollar and Third Currencies, via PDDTS and SWIFT:

Name	Position	Transaction Limit
		USD 0.01 to 999,999,999.99

E. RCBC-BANCNET EGOV ONLINE FACILITY

RESOLVED FURTHER, that the Board approved the Corporation’s enrollment to RCBC-Bancnet eGov Online Facility (an internet-based facility operated by Bancnet that allows

Corporation to make payments to SSS, Philhealth and Pag-ibig) or any amendments or supplements thereto under such terms and conditions which the Bank may prescribe for the Corporation's use and operation.

RESOLVED FURTHER, that the deposit accounts to be enrolled in the RCBC-Bancnet eGov Online Facility belong only to the Corporation and are the only accounts that will be accessed through the said Facilities.

RESOLVED FURTHER, that any (____) of the following officers of the Corporation, whose specimen signatures appear below:

Name	Designation	Signature

are duly authorized to: (1) enter into an agreement with the Bank to avail of the RCBC-Bancnet eGov Online Facility and sign the said agreement, including any amendments and renewals thereof; (2) sign, execute and deliver instructions required under the said agreement; and (3) sign, execute, deliver and perform any and all acts, agreements, documents, instruments or forms that may be required by the Bank in connection with the said agreement or the implementation of the RCBC-Bancnet eGov Online Facility;

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the facility from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

F. RCBC PAYMENT GATEWAY FACILITY

RESOLVED FURTHER, that the Board approves the Corporation's enrollment to RCBC Payment Gateway Facility (an internet-based facility that enables Corporation to make payments to Bureau of Internal Revenue) or any amendments or supplements thereto under such terms and conditions which the Bank may prescribe for the Corporation's use and operation.

RESOLVED FURTHER, that the deposit accounts to be enrolled in RCBC Payment Gateway Facility belong only to the Corporation and are the only accounts that will be accessed through the said Facilities.

RESOLVED FURTHER, that any (____) of the following persons are appointed as Security Administrators of RCBC Payment Gateway Facility:

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the facility from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

G. RCBC PAYROLL SERVICE FACILITY

RESOLVED FURTHER, that the Board authorizes and empowers the Corporation to apply and avail of the Bank's Payroll Service Facility;

RESOLVED FURTHER, that any (____) of the following officers of the Corporation, whose specimen signatures appear below:

Name	Designation	Signature

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are duly authorized to: (1) enter into an agreement with the Bank to avail of the Bank’s Payroll Service Facility and sign the **Payroll Service via RCBC Corporate Internet Banking Facility/Storage Device Credit to Deposit Account / MyWallet Card’** (the “Agreement”), including any amendments and renewals thereof; (2) sign, execute and deliver instructions required under the Agreement; and (3) sign, execute, deliver and perform any and all acts, agreements, documents, instruments or forms that may be required by the Bank in connection with the Agreement or the implementation of the Payroll Service Facility;

RESOLVED FURTHER, that the foregoing officers are hereby required and authorized to undergo an equivalent training program for Anti-Money Laundering similar to that of the Bank in case the CUSTOMER is a non-covered institution, as defined in BSP Circular 706;

RESOLVED FURTHER, that, the foregoing officers of the Corporation are hereby authorized to sign, execute and deliver to the Bank and other related documents for account opening of its employees pursuant to the Payroll Service Facility, for and on behalf of the Corporation;

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the facility from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

RESOLVED FURTHER, that the Corporation hereby authorizes the Bank to fund the Payroll Service Facility from Account No/s. _____ of the Corporation, which shall be source account/s for this facility;

H. CHECK WRITER FACILITY

RESOLVED FURTHER, that the Board authorizes the Corporation to apply for, negotiate and obtain from the Bank a Check Writer Facility, through which the Bank is authorized to do the following: a) disburse or debit from the Company’s deposit account(s) mentioned below the amount/s payable to the Corporation’s duly authorized suppliers for obligations incurred by the Corporation in its regular course of business; and to b) pay successfully debited amount/s to the said suppliers through issuance of (Manager’s Checks / Corporate Checks) in the amount/s specified by the Corporation as transmitted through the Check Writer facility;

RESOLVED FURTHER, that the Board authorizes the Corporation to maintain the following deposit account(s) with the Bank for this purpose:

Business Center	Account Name	Account Numbers

RESOLVED FURTHER, that any documents, contracts and agreements which may be deemed necessary or incidental to the implementation of the aforesaid Check Writer Facility shall be signed by any (___) of the following officers of the Corporation:

Name	Designation	Signature

RESOLVED FURTHER, that the Corporation, represented by the aforesaid officers, accept all the terms and conditions imposed by the Bank in connection with the approved Check Writer Facility;

RESOLVED FURTHER, that the corporate officers herein named are authorized, as they are hereby authorized, to do the following acts:

1. Open/Maintain a deposit account in the name of (Corporate Client) with the Bank.
2. Deposit the corporate funds in the said account, and
3. Authorize disbursement through the Check Writer Facility and debiting of the corporate deposit account in settlement thereof.

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the facility and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

I. BILLS COLLECTION

RESOLVED FURTHER, that the Board approves the Corporation’s availment of the RCBC Bills Collection services, under such terms and conditions which the Bank may prescribe for the Corporation’s use and operation. Payments from the Corporation’s clients through any of the channels provided below by the Bank shall be posted to the Corporation’s nominated settlement account:

1. Over the Counter
2. Internet Banking and Mobile Banking
3. Auto Debit Arrangement (ADA)
4. Automated Teller Machines (ATMs)

RESOLVED FURTHER, that the deposit account to be nominated as settlement account pursuant hereto belong only to the Corporation and is the only account where posting of the bills collection shall be made by the Bank.

RESOLVED FURTHER, that the following persons are appointed as the authorized signatories for the availment of these services, with authority to execute, issue, enter into, deliver and/or submit any and/or all documents, agreements, contracts as may be required by the Bank to implement the foregoing:

Name	Designation	Signature

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the services from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

J. DEPOSIT PICK-UP/CASH DELIVERY

RESOLVED FURTHER, that the Board approves the Corporation's availment of the RCBC Deposit Pick-Up/Cash Delivery services, under such terms and conditions which the Bank may prescribe for the Corporation's use and operation.

RESOLVED FURTHER, that the deposit account to be nominated as settlement account pursuant hereto belong only to the Corporation and is the only account where posting of the deposit pick-up shall be made by the Bank.

RESOLVED FURTHER, that the following persons are appointed as the authorized signatories for the availment of these services, with authority to execute, issue, enter into, deliver and/or submit any and/or all documents, agreements, contracts as may be required by the Bank to implement the foregoing:

Name	Designation	Signature

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the services from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

K. PDC WAREHOUSING - WITH CHECKSTREAM

RESOLVED FURTHER, that the Board authorizes the Corporation to apply for, negotiate and obtain from the Bank a Post-Dated Check (PDC) Warehousing services with CheckStream Facility, through which the Bank is authorized to implement and undertake such acts and processes which may be necessary or incidental to the implementation of the aforesaid PDC Warehousing services with CheckStreaming Facility

RESOLVED FURTHER, that any documents, contracts and agreements which may be deemed necessary or incidental to the implementation of the aforesaid PDC Warehousing services with CheckStreaming Facility shall be signed by the following officers of the Corporation:

Name	Designation	Signature

RESOLVED FURTHER, that the Corporation, represented by the aforesaid officers, accept all the terms and conditions imposed by the Bank in connection with the approved PDC Warehousing services and CheckStreaming Facility;

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the facility from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

L. CASH ACCEPTANCE MACHINE

RESOLVED FURTHER, that the Board approves the Corporation's availment of the RCBC Cash Accept Machine services, under such terms and conditions which the Bank may prescribe for the Corporation's use and operation.

RESOLVED FURTHER, that the deposit account to be nominated as settlement account pursuant hereto belong only to the Corporation and is the only account where posting of the deposits in the Cash Accept Machine shall be made by the Bank.

RESOLVED FURTHER, that the following persons are appointed as the authorized signatories for the availment of these services, with authority to execute, issue, enter into, deliver and/or submit any and/or all documents, agreements, contracts as may be required by the Bank to implement the foregoing:

Name	Designation	Signature

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the services from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

M. OTHER PRODUCTS AND SERVICES

RESOLVED FURTHER, that the Board approves the Corporation’s availment of such other products, services and/or privileges being offered by the BANK, under such terms and conditions which the Bank may prescribe for the Corporation’s availment, use and/or operation.

RESOLVED FURTHER, that the deposit account to be nominated, whether as settlement/central depository account, in relation to said products/services/privileges belong only to the Corporation and is the only account where funds in relation to said products/services shall be deposited/credited by the Bank.

RESOLVED FURTHER, that the following persons are appointed as the authorized signatories for the availment of the products/services/privileges, with authority to execute, issue, enter into, deliver and/or submit any and/or all documents, agreements, contracts as may be required by the Bank to implement the foregoing:

Name	Designation	Signature

RESOLVED FURTHER, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the products/services/privileges from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

RESOLVED FURTHER, that the Corporation understands that the Bank may require such further authorizations and/or documentation as may be necessary for said products/services/privileges availment and commits to comply with the same;

O. MT940

RESOLVED FURTHER, that the Board authorizes the Corporation to apply for and obtain from the Bank the MT940, an electronic bank statement and a standard structured SWIFT Customer Statement message, which is an end of day statement file which details all entries booked to the Corporation's account;

RESOLVED FURTHER, that the deposit account for which the MT940 shall be requested pursuant hereto belong only to the Corporation and is the specific account for which the MT940 shall be issued by the Bank;

RESOLVED FURTHER, that any documents, contracts and agreements which may be deemed necessary or incidental to the implementation of the aforesaid MT940 request and/or issuance, as well as the release of the same, shall be signed by the following officers of the Corporation:

Name	Designation	Signature

P. RESOLUTION APPLICABLE TO ALL THE RESOLUTIONS

RESOLVED FINALLY, that all the foregoing authorities shall continue to be in full force and effect until the same has been superseded, modified and/or revoked by a resolution to that effect, as subsequently adopted by the board of directors of the Corporation, duly attested in a notarized certificate, issued by its duly-appointed Corporate Secretary and conveyed in a written notice actually received by the Bank at its office where the account of the Corporation is then maintained, provided that such notice shall not be effective with respect to any exercise of said authorities prior to the receipt thereof, nor with respect to any checks or other instrument for the payment of money or the withdrawal of funds dated to the date of such notice, even those of services or products availed of prior to the receipt of such notice, even if presented to the Bank prior to the receipt of such notice; and that the Bank is hereby authorized at all times to rely upon the latest notice, certificate or communication received by it when so authenticated by the Secretary or as Assistant Secretary of this Corporation.”

3. I FURTHER CERTIFY that the following persons are the incumbent officers and directors of this Corporation, duly elected in accordance with the Articles of Incorporation and By-Laws of the Corporation and now hold the office/title in this Corporation set opposite their respective names:

NAME	BOARD OF DIRECTORS	OFFICE/TITLE
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. I FURTHER CERTIFY that the following are the authentic, official signatures of the duly authorized signatories of the Corporation as indicated in the above-quoted resolutions, to wit:

NAME	OFFICE/TITLE	SIGNATURE
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5. The above-quoted board resolutions are the latest resolutions adopted by the board and are valid and binding, and have not been revoked, amended or repealed. These board resolutions shall be deemed to have superseded, modified and/or revoked by all prior resolutions adopted by the board of directors of the Corporation and all such prior resolutions shall have no further force and effect, unless otherwise indicated herein.

6. This certification is being issued to attest to the truth of the foregoing statement and for whatever purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed the seal of this Corporation, this ____ day of _____ 2020 at _____, _____.

Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, a duly authorized notary public for and in the above-named jurisdiction, on this _____ day of _____ 2020, affiant exhibiting to me _____ bearing his/her picture and signature.

Doc. No. _____;

Page No. _____;

Book No. _____;

Series of 2020.