

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S S.

SECRETARY'S CERTIFICATE

I, **GEORGE GILBERT G. DELA CUESTA**, of legal age, with postal address at Rizal Commercial Banking Corporation, 46/F Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue corner Sen. Gil Puyat Avenue, Makati City, do hereby depose and say:

1. I am the Corporate Secretary of Rizal Commercial Banking Corporation (the "Bank"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal place of business at Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue corner Sen. Gil Puyat Avenue, Makati City.

2. As Corporate Secretary, I have custody of the minutes book of the Bank, which contains the minutes of the meetings of the Board of Directors and the Executive Committee.

3. The Board of Directors in its regular meeting held on July 31, 2023, wherein a quorum was present and acting throughout, issued the following resolution:

Resolution No. BR-23-140a

"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that, on the endorsement of the Corporate Governance Committee, the Board of Directors approves the following revisions to the Bank's Corporate Governance Manual and Corporate Governance Committee Charter:

Corporate Governance Manual

D. Corporate Governance Committee i. Composition and Chairperson	
From	To
The committee shall be composed of at least four (4) members of the board of directors who shall all be non-executive directors, majority of whom shall be independent directors, including the chairperson, with (1) one member representing the minority shareholders	The committee shall be composed of at least three (3) members of the board of directors who shall all be non-executive directors, majority of whom shall be independent directors, including the chairperson, with one (1) member representing the minority shareholders.

Corporate Governance Committee Charter

2.0 Composition	
From	To
2.1 The committee shall be composed of at least five (5) members of the Board of Directors who shall be non-executive directors, majority of whom shall be independent directors, including the chairman with one (1) member representing the minority stockholders.	2.1 The committee shall be composed of at least three (3) members of the Board of Directors who shall be non-executive directors, majority of whom shall be independent directors, including the chairman, with one (1) member representing the minority stockholders.

