

**CORPORATE SECRETARY'S CERTIFICATE**

**KNOW ALL MEN BY THESE PRESENTS:**

That I, **FLORENTINO H. GARCES**, of legal age, Filipino, married, with postal address at 17<sup>th</sup> Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City, after having been duly sworn in accordance with law, hereby depose and say:

1. That I am the **Corporate Secretary** of **STRONGHOLD INSURANCE CO., INC.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office located at 17<sup>th</sup> Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City;
2. That at the **Annual Meeting of the Stockholders** of **STRONGHOLD INSURANCE CO., INC.** held at its office on **February 21, 2017** at 4:00 o'clock in the afternoon, the following resolution transpired:

<b>"MEMBERS PRESENT</b>	<b>TOTAL SHARE</b>
1. AMIEL M. MERCADO	2,129,062
2. DAVID P. MERCADO, JR.	2,113,868
3. DAVID C. MERCADO	1,452,188
4. ROMULO I. DELOS REYES, JR.	189,999
5. CORAZON M. FERMIN	180,188
6. FLORENTINO H. GARCES	59,500
7. MICHAEL A. MENDOZA	29,938
8. JOAQUIN A. MENDOZA	29,938
9. RENE A. MENDOZA	29,938
10. CORNELIO T. RIVERA	14,869
11. PERPETUO M. LOTILLA, JR.	14,869
12. JOSE G. GANTAN	5,637
13. SONIA M. ROCO	6
<b>T O T A L</b>	<b><u>6,250,000</u></b>

**MEMBERS ABSENT** : NONE

**AGENDA** : ELECTION OF MEMBERS OF  
THE BOARD OF DIRECTORS

**DELIBERATION** :

The meeting was called to order at 4:00 p.m. by **Mr. DAVID C. MERCADO** who acted as the Presiding Officer as provided for in the By-Laws. **Atty. FLORENTINO H. GARCES** acted as the Secretary. The Secretary called the roll and **THIRTEEN (13) STOCKHOLDERS** representing **SIX MILLION TWO HUNDRED FIFTY THOUSAND (6,250,000) SHARES**, of the total **SIX MILLION TWO HUNDRED FIFTY THOUSAND (6,250,000) SHARES PAID**, answered the roll *viva voce* and in person. No stockholder was absent. The Presiding Officer declared the presence of a quorum. Proof of notice of meeting was made.

The Secretary read the minutes of the previous meeting which were duly confirmed by the stockholders without amendment.

After discussion thereon extensively and there being no pending business to transact, they proceeded to the election of the directors.

On nomination duly made and seconded, unanimously carried and after the voting, the following were elected **Members of the Board of Directors**:

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- 1. DAVID C. MERCADO - Chairman
- 2. DAVID P. MERCADO, JR. - Member
- 3. AMIEL M. MERCADO - Member
- 4. ROMULO I. DELOS REYES, JR. - Member
- 5. CORAZON M. FERMIN - Member
- 6. FLORENTINO H. GARCES - Member
- 7. JOSE G. GANTAN - Member
- 8. DANILO B. BARIRING - Member
- 9. CORNELIO T. RIVERA - Independent Director
- 10. PERPETUO M. LOTILLA, JR. - Independent Director
- 11. SONIA M. ROCO - Independent Director

There being no further business to transact, and to enable the Board to organize itself immediately, the meeting was adjourned at 5:30 p.m. after a motion duly made and seconded.

A P P R O V E D"

- 3. That at the **Special Meeting of the Board of Directors of STRONGHOLD INSURANCE CO., INC.** held at its office on **February 21, 2017** at 6:00 o'clock p.m., the following was approved:

**"MEMBERS PRESENT:**

- 1. DAVID C. MERCADO
- 2. DAVID P. MERCADO, JR.
- 3. AMIEL M. MERCADO
- 4. ROMULO I. DELOS REYES, JR.
- 5. CORAZON M. FERMIN
- 6. FLORENTINO H. GARCES
- 7. JOSE G. GANTAN
- 8. DANILO B. BARIRING
- 9. CORNELIO T. RIVERA
- 10. PERPETUO M. LOTILLA, JR.
- 11. SONIA M. ROCO

**MEMBERS ABSENT** : NONE

**DELIBERATION** :

Immediately after the meeting of the stockholders was adjourned, the newly elected Board of Directors held a Special Meeting for the purpose of organizing itself by the election of the Corporate Officers provided for in the By-Laws.

On motion duly made and seconded, it was unanimously carried by all the members present that the following were elected:

- Chairman of the Board - **DAVID C. MERCADO**
- President & General Manager - **ROMULO I. DELOS REYES, JR.**
- Deputy Chairman & Managing Director - **DAVID P. MERCADO, JR.**
- Executive Vice-President - **AMIEL M. MERCADO**



Senior Vice-President & Chief Underwriter	-	<b>FLORENTINO H. GARCES</b>
Senior Vice-President & Treasurer	-	<b>CORAZON M. FERMIN</b>
Senior Vice-President & Chief Underwriter	-	<b>DANILO B. BARIRING</b>
Vice-Presidents	-	<b>AMON R. LADEZA TERESITO O. ANGELES MANUEL R. BERNARDO MYRNA A. CATABONA PILARCITA R. PEARSON</b>
Assistant Vice-President	-	<b>ESTELITA C. ROXAS</b>

APPROVED\*

FURTHER AFFIANT SAYETH NAUGHT.

  
**FLORENTINO H. GARCES**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 21<sup>st</sup> day of February, 2017 in the City of Makati, affiant exhibited to me competent evidence of his identity bearing his picture and signature in the form of Non-Professional Driver's License with No. N03-94-157872 issued by the Land Transportation Office on October 15, 2014 with expiry on October 16, 2017.

Doc. No. 148;  
Page No. 31;  
Book No. VII;  
Series of 2017.

  
**ATTY. DAVE JOHN T. HERNANDEZ**  
NOTARY PUBLIC FOR MAKATI CITY  
COMMISSION NO. M-166  
UNTIL DECEMBER 31, 2018  
6<sup>th</sup> / F-ZETA II ANNEX BUILDING  
191 SALCEDO STREET, LEGASPI VILLAGE  
MAKATI CITY, METRO MANILA  
ROLL OF ATTORNEYS NO. 59749  
IBP OR No. 1055110 / 01-09-2017 / MANILA III  
PTR No. 5998738 / 01-04-2017 / MANILA  
MCLE COMPLIANCE No. V-0014638 / 02-29-2016