

STA. LUCIA LAND, INC.

SECRETARY'S CERTIFICATE

I, **CRYSTAL PRADO**, of legal age, Filipino, with office address at Penthouse, Building III, Sta. Lucia East Grand Mall, Cainta, Rizal, after been having duly sworn in accordance with law, hereby depose and state that:

1. I am the Assistant Corporate Secretary of STA. LUCIA LAND, INC. ("Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at Penthouse, Building III, Sta. Lucia East Grand Mall, Cainta, Rizal;
2. On June 19, 2015, the Board of Directors of the Corporation approved the issuance by the Corporation of corporate or retail bonds in the aggregate principal amount of Three Billion Pesos (Php 3,000,000,000.00) with an overallotment option for an additional Two Billion Pesos (Php 2,000,000,000.00) ("Bonds") subject to the requirements of the Securities and Exchange Commission.
3. The following resolution was duly adopted by the Board of Directors of the Corporation on July 1, 2013:

"RESOLVED, that the Board of Directors of the Corporation is hereby authorized to submit a Manual of Corporate Governance, adopt certain corporate governance principles, a Fit and Proper Rule for the selection of Directors and Officers embodied in the Manual of Corporate Governance and to undertake to comply with the SEC Rules in Resolving Conflicting Issues Regarding the Selection of Independent Directors.

APROVED: July 1, 2013."

IN WITNESS WHEREOF, I have hereunto set my hand this            day of JUL 08 2015 2015 at Makati City, Metro Manila, Philippines.



Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 08 2015 day of            at MAKATICITY affiant exhibiting to me his validly issued BP 10 with No. 57242 valid until           .

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Book No. LXI ;  
Series of 2015.

            
**FELIPE I. LEDAN JR.**  
Notary Public for and in Makati City  
Until Dec. 31, 2016; Reg. No. M-03  
Roll No. 27623, 217, 216897808  
Rm. 412, 4<sup>th</sup> Flr. VGP Center, Ayala, Makati City  
2015 PTR No. 3798094; issued 12/11/2014; Mla  
IBP No. 974042; 8/18/14  
MCLE Comp. IV-0018386; 4/24/2013