

REPUBLIC OF THE PHILIPPINES)  
CITY OF \_\_\_\_\_) S.S.

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, a Filipino citizen, of legal age, with office address at \_\_\_\_\_, after having been duly sworn according to law, hereby depose and state that:

1. I am the Corporate Secretary/Assistant Corporate Secretary of \_\_\_\_\_ (**the "Corporation"**), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at \_\_\_\_\_.
2. At the regular/special meeting of the Board of Directors held on \_\_\_\_\_, at which meeting a quorum was present and acting throughout, the following resolutions were unanimously passed and approved:

**"RESOLVED**, that the Board of Directors of \_\_\_\_\_ (the "Corporation") authorize, as it hereby authorizes \_\_\_\_\_ as the Corporation's representative with authority to attend, vote, represent and/or appoint a proxy in behalf of the Corporation, for the shares held by and registered under the name of the Corporation in Aboitiz Power Corporation (AboitizPower) at the 2014 Annual Shareholders' Meeting of AboitizPower or any adjournment thereof;

**RESOLVED FURTHER**, that the above representative is hereby authorized to execute, sign and deliver, for and on behalf of the Corporation, the proxy form and any other document or instrument necessary or desirable to implement the foregoing resolution."

3. These board resolutions have not been revoked, amended or modified, and remain valid and binding on the Corporation as of the date hereof.
4. The foregoing statements are in accordance with the records of the Corporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_\_\_ at \_\_\_\_\_, Philippines.

\_\_\_\_\_  
**Corporate Secretary/Assistant Corporate Secretary**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ at \_\_\_\_\_. Affiant, who is personally known to me, exhibited to me his/her \_\_\_\_\_ issued at \_\_\_\_\_, Philippines on \_\_\_\_\_.

Doc. No. \_\_\_;  
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Book No. \_\_\_;  
Series of 2014.