

(Name of Corporation)

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

SECRETARY'S CERTIFICATE

I, _____, after having been duly sworn according to law, hereby depose and state that:

1. I am a Filipino citizen, of legal age, with office address at _____.
2. I am the 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 _____.
3. 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 **Mr./Ms.** _____ 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 Annual Stockholders' Meeting of AboitizPower on May 18, 2015 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;

RESOLVED FINALLY, that the foregoing resolutions shall remain valid and subsisting, unless otherwise revoked or amended in writing, and duly served on AboitizPower."

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 These board resolutions have not been revoked, amended or modified, and remain valid and binding on the Corporation as of the date hereof.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

IN WITNESS WHEREOF, the undersigned has hereunto set **his/her** hand this _____ at _____, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____. Affiant, who is personally known to me, exhibited to me **his/her** (Gov't. Issued ID No.) _____ issued on _____ at _____ and his/her Community Tax Certificate No. _____ issued on _____ at _____.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2015.