

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

SECRETARY'S CERTIFICATE

I, **EARLENE LIRIO R. TURANO**, of legal age, Filipino, with office address at 7<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City, under oath, depose and state that:

1. I am the duly elected and incumbent Assistant Corporate Secretary of **ROXAS AND COMPANY, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal 7<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City and listed on the Philippine Stock Exchange, Inc. since 29 November 1948;
2. As Assistant Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent;
3. Based on the records of the Corporation as of 31 December 2021 (the "Covered Period"), the Corporation's capital structure is as follows:

|   |               |
|---|---------------|
| Authorized Capital Stock                    |               |
| Common shares (Php1 par Value per share)    | 3,375,000,000 |
| Preferred shares (Php1 par value per share) | 1,000,000,000 |
| Issued Common Shares                        | 2,911,885,870 |
| Fully-paid Common shares                    | 2,911,885,870 |
| Treasury Common Shares                      | 689,831,368   |
| Outstanding Common Shares                   | 2,222,054,502 |
| Listed Common Shares                        | 2,911,885,870 |
| Certificated Common Shares                  | 1,513,161,551 |

4. Based on the records of PDTC as of the Covered Period, there are 1,398,724,319 lodged shares broken down, as follows:

|                            |               |
|----------------------------|---------------|
| PCD Nominee – Filipino     | 1,120,505,946 |
| PCD Nominee – Non-Filipino | 278,218,373   |

5. All issued shares are duly and validly issued in accordance with existing laws, rules and regulations and are likewise in The Philippine Stock Exchange, Inc. ("PSE");
6. All lodged shares are validly issued and listed on the PSE;


7. The 2,911,885,870 common shares have been issued and fully paid;
8. 2,911,885,870 issued common shares of the company were listed with PSE. Whereas 689,831,368 treasury shares and 500,000,000 preferred shares were exempt securities under Section 10.1 of the SRC

IN WITNESS WHEREOF, I have hereunto set my hands this 17<sup>th</sup> day of January 2022 in Makati City, Philippines.

  
EARLENE LIRIO R. TURANO  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me, a notary public in and for Makati City, personally appeared JAN 17 2022 2022 affiant exhibited to me her Driver's License No. N01-11-016658 issued 16 October 2019 until 16 October 2024, who is personally known to me to be the same person who executed the foregoing instrument, signed the same in my presence and who took an oath before me, as to such instrument.

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Series of 2022

  
ATTY. CLARENCE GABRIEL D. REVADILLO  
Notary Public for Makati City  
Appointment No. M-99  
Until December 31, 2022  
Roll of Attorney's No. 74289  
IBP Or No. 1483366/ 12-4-2021  
PTR No. 8855269/Makati City/01-05-2022  
MCLE Compliance No. VII-0006097