

SECRETARY'S CERTIFICATE

I, _____, of legal age, Filipino, with office address at the _____, Philippines, hereby state that:

1. I am the Corporate Secretary of _____ (the "Corporation"), a corporation duly organized in accordance with Philippine laws with principal office at the _____, Philippines.

2. As Corporate Secretary, I have custody of the minutes of meetings of the Board of Directors and the Stockholders of the Corporation.

3. In a meeting of the Corporation's Board of Directors held on _____, at which meeting a quorum was present and acting throughout, the following resolutions were approved:

"RESOLVED, that the Corporation appoint the President of **Alliance Global Group, Inc.** ("AGI") or in his absence, the Chairman of the Meeting, as the Corporation's proxy who shall represent the Corporation and vote the stocks beneficially owned by and standing in the name of the Corporation on the stock and transfer books of AGI as of record date, at AGI's Annual Stockholders' Meeting to be held on 18 July 2024, or any adjournments, continuations or postponements thereof which may be held or called by AGI's Board of Directors;

RESOLVED, FURTHER, that the Corporation vote, and the Corporation's proxy is hereby authorized to vote, in favor of the approval of the minutes of the annual stockholders' meeting held on 15 June 2023; the appointment of independent auditors; the ratification of acts of the Board of Directors, Board Committees and Officers; the election of the following nominees to the Board of Directors, namely: *Andrew L. Tan, Kevin Andrew L. Tan, Katherine L. Tan, Lourdes T. Gutierrez-Alfonso, Enrique M. Soriano III, Anthony T. Robles, and Jesli A. Lapus*, and any matter of business that may be brought upon therein, and to exercise all the powers vested upon the Corporation as the registered and beneficial owner of said stocks;

RESOLVED, FINALLY, that _____, in his capacity as _____, be authorized to issue on behalf of the Corporation the proxy instruments as may be necessary to implement the authorities granted herein."

4. The foregoing Resolutions are in accordance with the records of the Corporation, and, as of the date hereof, have not been amended, superseded or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand on this _____ at _____ City, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, Affiant exhibiting to me his/her _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2024.