

**SMALL
BUSINESS
CORPORATION**



SECRETARY'S CERTIFICATE

I, **JESSIE R. REOTUTAR**, acting in my capacity as Corporate Board Secretary of the Small Business Corporation, a government-owned and controlled corporation created by virtue of R.A. 6977, as amended by R.A. 8289 and further amended by R.A. 9501, after being duly sworn to in accordance with law, hereby certify that in the 261st Meeting of the Board of Directors of the Corporation held on 26 February 2015 at the SB Corporation Board Room, 18/F 139 Corporate Center, 139 Valero St., Salcedo Village, Makati City and at which a quorum was present, the following Resolution was duly passed and approved:

BOARD RESOLUTION NO. 2142, SERIES OF 2015

ADDITIONAL PROVISIONS IN REVISED MANUAL OF CORPORATE GOVERNANCE OF SB CORPORATION

"RESOLVED: That in conformity with the recommendations of the Governance Commission for GOCCs and as favorably recommended by Management, the additional provisions in revised Manual of Corporate Governance of SB Corporation as follows:


Item No. 16. *Charter of Expectations.* The aforesaid specific duties and responsibilities of a Board Member shall be contained in a Charter of Expectations that each Board member shall sign and be committed to.

Item No.69. *Statement of Board of Directors responsibility on the Financial Statements.* The Board shall review the annual financial statements of SB Corporation and approve their release to the statutory auditor and the stockholders. The approval shall be accompanied by a statement confirming the truth and fairness of the financial statements.

be, as it is hereby approved."

APPROVED.

Makati City, 26 February 2015.

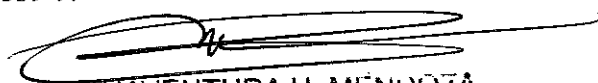

JESSIE R. REOTUTAR
Corporate Board Secretary

O A T H

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

SUBSCRIBED AND SWORN to before me this FEB 27 2015 at Makati City, affiant exhibited to me his UMID No. CRN-006-0083-3539-9.

Doc. No. 406;
Page No. 83;
Book No. 11;
Series of 2015.


BUENAVENTURA U. MENDOZA
Notary Public
Until December 31, 2016
PTR No. 4748695 Makati City- 1/05/15
Lps. No. 544622 Makati City- 1/05/15
E-mail: sbcorporation@sbgfc.org.ph
500-A, Valero St., Salcedo Village, Makati City, Philippines