

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

SECRETARY'S CERTIFICATE

I, **MELCHOR J. MANALO**, of legal age, Filipino, with office address at 7th 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 7th 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 30 June 2022 (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	681,174,868
Outstanding Common Shares	2,230,711,002
Listed Common Shares	2,911,885,870
Certificated Common Shares	1,513,153,283

4. Based on the records of PDTC as of the Covered Period, there are 1,398,732,587 lodged shares broken down, as follows:

PCD Nominee – Filipino	1,122,837,214
PCD Nominee – Non-Filipino	275,895,373

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, 681,174,868 treasury common shares and 200,000,000 preferred shares were exempt securities under Section 10.1 of the SRC.


IN WITNESS WHEREOF, I have hereunto set my hands this 13th day of July 2022 in Makati City, Philippines.



MELCHOR J. MANALO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me, a notary public in and for Makati City, personally appeared JUL 13 2022 2022 affiant exhibited to me his IBP ID Roll of Attorneys No. 62499 Makati IBP Chapter, 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-0006087