

CERTIFICATION




3rd Floor, OFBank Building
Liwasang Bonifacio, Manila
Metro Manila, Philippines 1000

I, **MARIA LUISA S. GOPICO**, of legal age and with office address at 3rd Floor, OFBank Center, Liwasang Bonifacio, Manila, Philippines (pending approval by the Securities and Exchange Commission of the Amended Articles of Incorporation on the change in address), after being sworn to in accordance with law, depose and state that:


1. I am the incumbent Compliance Officer of UCPB LEASING AND FINANCE CORPORATION (ULFC), a corporation duly organized and existing in accordance with laws of the Republic of the Philippines, with office address at 3rd Floor, OFBank Center, Liwasang Bonifacio, Manila, Philippines (pending approval by the Securities and Exchange Commission of the Amended Articles of Incorporation on the change in address);
2. In 2022, the Company substantially adopted the provision of the Manual on Corporate Governance, as prescribed by SEC Memorandum Circular No. 6, Series of 2009 except for the following:

ULFC has no independent directors yet as the nomination and election of the said independent directors in the Board is subject to the appointment by the Office of the President (OP) of the Republic of the Philippines (ROP). In connection therewith, the company's Audit Committee is also yet to have an independent director. The incumbent directors of ULFC are de facto/interim directors in the exigency of service, to ensure business continuity until the President of the Philippines makes the proper appointments in accordance with R.A 10149 or the GOCC Governance Act of 2011.

IN WITNESS WHEREOF, I have signed this certificate this JAN 26 2023 26th day of January, 2023 at Makati City, Philippines.


MARIA LUISA S. GOPICO
Compliance Officer

Countersigned by:



KRISTINE MARIE G. CUEVAS
Officer-in-Charge

SUBSCRIBED AND SWORN TO before me this JAN 26 2023 26 day of _____ at Makati City Philippines, affiant exhibiting to me:

Name	ID
Kristine Marie G. Cuevas	SSS #33-3014738-4
Maria Luisa S. Gopico	PhilID#5847-8051-2638-6140

WITNESS my hand and notarial seal on the date and place above written.

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Series of 2023

Notary Public

ATTY. JOEL FABER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (EXEMPT)
PTR NO. 9563564 / JAN. 03, 2023 / MAKATI CITY
IBP NO. 261994 / JAN. 03, 2023 / PASIG CITY
118PD, BATAAN ST., GUADALUPE NUEVO, MAKATI CITY