

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 4

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

PACIFIC UNION INSURANCE COMPANY
(Amending Article VII thereof)

copy annexed, adopted on July 12, 2022 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 15th day of May, Twenty Twenty Three.


KENNETH JOY A. QUIMIO
Officer-in-Charge

Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION
OF
PACIFIC UNION INSURANCE COMPANY**

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

First : That the name of the corporation shall be PACIFIC UNION INSURANCE COMPANY.

Second: That the purpose for which the corporation is formed are the following: (Amended on 15 November 1972)

- (a) To carry on and engage in the business of insurance, reinsurance, bonding, fidelity and guaranty in any and all branches except life insurance, and to act as agent of other insurance or surety companies, in any of their branches of insurance including life and to do and perform all such acts and things as may be necessary, expedient or convenient to carry out the purposes intended by the organization of this corporation and not inconsistent with law;
- (b) To lend money on such terms as may seem expedient subject to the requirements of law;
- (c) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business, which this corporation is authorized to carry on or possess property suitable for the purpose of this company;
- (d) To acquire by purchase, subscription or otherwise and to invest in, hold, sell or otherwise dispose of the stocks or bonds or any interest in either or any obligations or evidences of indebtedness or any other corporation or corporations, domestic or foreign, or the bonds or other obligations or evidence of indebtedness of any person, firm or

corporation and while the owner of such stocks, bonds or interest therein, or other obligations or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or consent in consent thereof for any and all purposes;

- (e) To guaranty the performance of contracts of all kinds, including the payment of moneys, whether principal or interests;
- (f) To purchase or otherwise acquire, sell or lease, convey, mortgage, encumber and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect of any property, real or personal, as may now or hereafter be permitted by law;
- (g) To do all acts necessary or convenient for carrying or transaction in any foreign country, state, dominion, dependency, colony, protectorate or possession, any business or act of the corporation and to procure the registration or other legal recognition of the corporation in any such foreign country, state, dominion, colony, protectorate or possession;
- (h) To do all such other things as are incidental or conducive to the attainment of the above subjects;
- (i) To do and perform and all of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to the companies of alike nature and kind.

Third: That the place where the principal office of the corporation is to be established or located at Unit 2401 Antel Corporate Centre, 121 Valero St., Salcedo Village, Makati City, or at such place in such town or city as the Board of Directors may in the future decide. (Amended on 08 May 2015).

Fourth: That the term for which said corporation is to exist is fifty-years from 05 June 1995 (Extended on 02 March 1995)

Fifth: That the names and residences of the incorporators of said corporations are as follows:

Name	Nationality	Address
1. Aurelio Periquet	Filipino	Manila
2. Ramon J. Ongsiako	Filipino	Manila
3. Manuel H. Barredo	Filipino	Manila
4. Olimpio L. Villacorta	Filipino	Manila
5. Jovino S. Lorenzo	Filipino	Manila

Sixth: That the number of director of the said corporation shall be NINE (9) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows, to wit: (Amended on 17 November 2017)

Name	Address
1. Aurelio Periquet	Manila
2. Ramon J. Ongsiako	Manila
3. Manuel H. Barredo	Manila
4. Olimpio L. Villacorta	Manila
5. Jovino S. Lorenzo	Manila

Seventh: That the capital stock of the said corporation is ONE BILLION FIVE HUNDRED MILLION PESOS (Php 1,500,000,000.00) and said capital stock is divided into FIFTEEN MILLION (15,000,000) share of common stock for the value of One Hundred Pesos (Php 100.00) each. Each share shall entitle the holder thereof to voting power as prescribed by the By-Laws of the Corporation (Amended on 12 July 2022).

Eight: That the amount of said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (Php 250,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out their respective names:

Name	Address	Shares	Amount of Capital Stock Subscribed
Aurelio Periquet	Manila	500	50,000.00
Ramon J. Ongsiangko	Manila	1,500	150,000.00
Manuel H. Barredo	Manila	200	20,000.00
Olimpi L. Villacorta	Manila	200	20,000.00
Jovino S. Lorenzo	Manila	100	<u>10,000.00</u>
			250,000.00

Ninth: That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

Name	Address	Amount Paid on Subscription
Aurelio Periquet	Manila	25,000.00
Ramon J. Ongsiako	Manila	75,000.00
Manuel H. Barredo	Manila	10,000.00
Olimpi L. Villacorta	Manila	10,000.00
Jovino S. Lorenzo	Manila	<u>5,000.00</u>
		125,000.00

Tenth: That Aurelio Periquet has been elected by the subscribers as Treasurer of the company until his successors shall have been duly elected and qualified according to the By-Laws and that as such Treasurer she has been authorized for receive for the corporation and to receipt in its name for all subscription paid in by such subscribers.

Name	Address
Aurelio Periquet	Manila
Ramon J. Ongsiako	Manila
Manuel H. Barredo	Manila
Olimpi L. Villacorta	Manila
Jovino S. Lorenzo	Manila

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31st day of May 1945.

s/Aurelio Periquet
t/AURELIO PERIQUET

s/Ramon J. Ongsiako
t/ RAMON J. ONGSIAKO

s/Manuel H. Barredo
t/MANUEL H. BARREDO

s/Olimpio L. Villacorta
t/OLIMPIO L. VILLACORTA

s/Jovino S. Lorenzo
t/JOVINO S. LORENZO

SIGNED IN THE PRESENCE OF:

s/RUFINO PARSON

s/GUILLERMO RIVERA

UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES) s.s.
City of Manila)

On this 4th day of 1945, before me personally appeared Aurelio Periquet with Residence Certificate No. A-277888482 issued at Manila on March 23, 1945, Ramon J. Ongsiako with appeared with Residence No. A-47898 issued at Manila issued on 13 April 1945, Olimpio Villacorta with Residence No. A-45647 issued at Manila on 07 April 1945, Manuel Barredo with Residence No. A-54411 issued at Manila at Manila on 12 April 1945 and Jovino S. Lorenzo with Community Tax Certificate No. A-62620 issued at Manila on 18 April 1945, all of whom, are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand the date and year first written above.

(Sgd. Nicanor M. Lopez)
NICANOR M. LOPEZ
NOTARY PUBLIC
Until December 31st 1946

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UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES) s.s.
City of Manila)

AURELIO PERIQUET, being duly sworn, deposes and says that on the 31st day of May, 1945, he was duly elected by the subscribers named in the foregoing articles of incorporation as Treasurer of the company to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the company, and that as such Treasurer, he has been authorized by the subscribers to receive for the company all subscriptions paid in by subscribers for the capital stock; that TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00) has been actually subscribed, and that of said subscription, ONE HUNDRED TWENTY-FIVE THOUSAND PESOS (P125,000.00) has been actually paid to him in cash for the benefit and to the credit of the company; that at least twenty percentum of the entire capital stock has been subscribed and at least twenty five percentum of the subscription has been actually paid to him for the benefit and to the credit of the company.

s/Aurelio Periquet
t/AURELIO PERIQUET

IN WITNESS WHEREOF, I have hereunto set my hand the date and year first written above.

(Sgd. Nicanor M. Lopez)
NICANOR M. LOPEZ
NOTARY PUBLIC
Until December 31st 1946

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Republic of the Philippines)
City of Makati) S. S.

SECRETARY'S CERTIFICATE

I, **JAN ADRIAN DL. PADIERNOS**, of legal age, single, Filipino and a resident of U5B Rizal Tower, Residential Drive, Rockwell, Makati City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PACIFIC UNION INSURANCE COMPANY (PUIC)**, a corporation which duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at Unit 2401 Antel Corporate Centre, 121 Valero St., Salcedo Village, Makati City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.

IN WITNESS WHEREOF, I have hereunto set my hand this DEC 28 2022 day of 20 at Makati City.


JAN ADRIAN DL. PADIERNOS
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this DEC 28 2022 day of 20, in Makati City Philippines, affiant exhibiting to me his TIN No. 297-444-269.

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ATTY. MARIA LOURDES A. BARBADO
NOTARY PUBLIC - until Dec. 31, 2022
PTR No. 8853400 Jan. 4, 2022, Makati City
IBP Lifetime Roll No. 010353
Roll No. 43236
MCLE Compliance No. VI-0011898 Aug. 31, 2018

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the directors and the Corporate Secretary of **PACIFIC UNION INSURANCE COMPANY** do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 12 July 2022 at the principal office of the corporation.

The amended provision of the attached Amended Articles of Incorporation refers to wit:

"Seventh : That the capital stock of the said corporation is ONE BILLION FIVE HUNDRED MILLION PESOS (Php 1,500,000,000.00) and said capital stock is divided into FIFTEEN MILLION (15,000,000) shares of common stock of the par value of Php 100.00 each. Each share shall entitle the holder thereof to voting power as prescribed by the By-Laws of the Corporation".

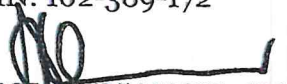
We further certify that the attached Amended Articles of Incorporation is true and correct copy thereof.

In witness whereof, we have hereunto set our hands in Makati City on this _____ day of DEC 22 2022 20_____.


JOSE GAY G. PADIERNOS
TIN: 102-389-156


ROY G. PADIERNOS
TIN: 115-775-205


MAY R. CARANDANG
TIN: 102-389-172


JAN ADRIAN DL. PADIERNOS
TIN: 297-444-269


GRACE T. LIM
TIN: 105-812-584


JOY D. CARLOS
TIN: 102-389-164


JAN RURI DL. PADIERNOS
TIN: 412-446-143

GEORGE J. REGALADO
TIN: 102-019-658


GREGORIO STA. MARIA, JR.
TIN: 113-357-131

Countersigned :



JAN ADRIAN DL. PADIERNOS
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ of DEC 22, 2022
20 _____ affiants exhibiting to me their Passport/TIN numbers, to wit:

Name	TIN No.	Date/Place of Issue
Jose Gay G. Padiernos	102-389-156	
Joy P. Carlos	102-389-164	
Jan Adrian DL. Padiernos	297-444-269	
Roy G. Padiernos	115-775-205	
May P. Carandang	102-389-172	
Jan Rurik DL. Padiernos	412-446-143	
George J. Regalado	102-019-658	
Gregorio B. Sta. Maria Jr	113-357-131	
Grace T. Lim	105-812-584	

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ATTY. MARIA LOURDES A. BARBADO
NOTARY PUBLIC - UNTIL Dec. 31, 2022
Notary Public
PTR No. 8659400 Jan. 4, 2022, Makati City
IBP Lifetime Rm. No. 010353
Roll No. 43236
MCLE Compliance No. VI-0011898 Aug. 31, 2018