



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 96590

**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

**AON INSURANCE AND REINSURANCE BROKERS
PHILIPPINES, INC.**

(Amending Article II Primary Purpose thereof)

copy annexed, adopted on November 16, 2022 by 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 Corporate 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 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 8th day of February, Twenty Twenty Three.


DANIEL F. GABUYO

Assistant Director

SO Order 1188 Series of 2018

AMENDED
ARTICLES OF INCORPORATION OF
AON INSURANCE AND REINSURANCE BROKERS
PHILIPPINES, INC. (formerly known as Aon Philippines, Inc.)

[As amended by majority vote of the board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in separate meetings held on 2 August 2006 and 23 October 2006, respectively.]

KNOW ALL MEN BY THESE PRESENTS:

That we, all 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 THAT:

FIRST. The name of the Corporation shall be: **“AON INSURANCE AND REINSURANCE BROKERS PHILIPPINES, INC.”**

[As amended by majority vote of the board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in separate meetings held on 2 August 2006 and 23 October 2006, respectively.]

SECOND. The purposes for which the said corporation is formed are as follows:

PRIMARY PURPOSE

1. To engage in the business of insurance, reinsurance, and HMO broker for life and/or non-life insurance business in the Philippines, whether domestic or foreign, along such lines life, health and benefits, travel, accident, fire and allied lines, motor vehicle, casualty, construction, surety and fidelity, marine, comprehensive liability insurance and allied risks, aviation insurance, trade credit, crisis management, energy, environmental, financial lines, personal insurance, power, products liability, professional indemnity, space, and/or such other insurance coverages allied with and incident to the aforementioned lines; to act and engage in management relative to insurance, reinsurance and HMO broking, whether life or non-life and other allied lines; and to avail and extend to any person or persons, whether natural or juridical, management facilities including the services or expertise of insurance experts, whether locally or foreign-trained, subject to the limitations imposed by law;

2. To act and engage in general consulting on matters including but not limited to actuarial services, corporate retirement consulting, financial wellbeing services and solutions, people advisory, data & analytics, rewards data, employee rewards advisory, assessments solutions, executive compensation, client insights, asset and liability modelling for pension plans and human capital solutions;

3. To act and engage in advisory services on matters including but not limited to policy/ insurance review, risk management, risk consulting, risk engineering and claims preparation and advisory;

4. **To provide broking, consulting, advisory and vendor sourcing on total wellbeing programs including but not limited to Annual Health Screening, Pre-employment Examinations, Mental Health / Employee Assistance Program Services, Home Service Diagnostic Laboratories and Maintenance Medications.**

5. **To administer flexible benefits and other benefits administration**

[As amended by majority vote of the board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in separate meetings held on 16 November 2022.]

SECONDARY PURPOSE

1. To receive, own, purchase, collect or otherwise acquire, obtain an interest in, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell or otherwise dispose of all kinds of shares, stocks, voting trust certificates, bonds, mortgages, debentures trust receipt, notes and other securities, obligations, certificates of interests, choses in action and evidences of indebtedness, including promissory notes, drafts, bills of exchange letter of credit and negotiable instruments of any person, corporation, partnership, association, governmental entity or agency, whether national or municipal, domestic or foreign, without necessarily engaging in stock brokerage business.

2. To purchase, acquire or take over any securities, rights, properties, business or assets of all kinds and undertake or assume the whole or any part of the obligations or liabilities of any person, corporation, association, partnership, or governmental agency or entity, and manage, operate or administer the whole or any part of the business or properties so acquired.

3. To act as manager, agent, commercial representative or broker or factor of any person, corporation, partnership, association or other entity engaged in any line of business, enterprise or industry, excluding the management of funds, investment portfolio and securities.

4. To apply for, obtain, register, purchase, lease, sell, assign, or otherwise dispose of processes, trademarks, tradenames, copyrights, patents, licenses, franchises, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any authority or country, and to issue, exercise, develop and grant licenses in respect thereof otherwise turn the same account.

5. To borrow or raise money for any purposes of the Corporation.

6. To engage in or carry on the business of general merchandising, importation and exportation of goods and wares of whatever nature.

7. To do everything necessary, proper, suitable or convenient for the attainment of the purposes and objectives and the furtherance of the powers herein set forth, and to do and perform every act and things incidental thereto or connected therewith as far as the laws of the Philippines may permit.

THIRD. The place where the principal office of the corporation is to be established is at 8th Floor City Gate (Makati North Gateway), 6796 Ayala Avenue corner Salcedo Street, Makati City. *[As amended by majority vote of the board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in separate meetings held on 8 February 2018.]*

FOURTH. That the term for which the corporation is to exist is fifty (50) years from and after the date of its incorporation.

FIFTH. That the names, nationalities, and residences of the incorporators of said Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
RICARDO G. YSMAEL	Filipino	100 4 th Street, New Manila Quezon City
RENE T. GARROVILLO	Filipino	10 Cadiz cor. Cagayan de Oro Alabang Hills Village Muntinlupa City
JULIAN B.V. YAP, JR.	Filipino	7511 Bagtican Street Makati, Metro Manila
ANTONIO V. ABCAOILI	Filipino	9 Rome cor. Vienna Sts. Merville Subdivision Parañaque, Metro Manila
MANUEL T. TAN	Filipino	259 Villalobos Street Quiapo, Manila

SIXTH. That the number of directors of said corporation shall be five (5) and the names, nationalities and residences of the directors, who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: (As amended at the Joint Special Board of Directors and Stockholders' Meeting held on July 1998).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
RICARDO G. YSMAEL	Filipino	100 4 th Street, New Manila Quezon City
RENE T. GARROVILLO	Filipino	10 Cadiz cor. Cagayan de Oro Alabang Hills Village Muntinlupa City
JULIAN B.V. YAP, JR.	Filipino	7511 Bagtican Street Makati, Metro Manila

ANTONIO V. ABCAOILI	Filipino	9 Rome cor. Vienna Sts. Merville Subdivision Parañaque, Metro Manila
MANUEL T. TAN	Filipino	259 Villalobos Street Quiapo, Manila

SEVENTH. That the capital stock of said Corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00), Philippine Currency, and said capital stock is divided into 3,000,000 common shares at the par value of One Hundred Pesos (P100.00) each. *[As amended by majority vote of the board of Directors and by the stockholders representing at least two-third (2/3) of the outstanding capital of the Corporation in separate meeting held on 18 March 2016.]*

The sale, transfer and assignment of these shares shall be subject to such covenants, restriction and commitments, and the subsequent holders shall have such privileges and obligations, as imposed and granted to the original holders hereof under the Shareholders' Agreement dated 19 December 1997, as may be further amended from time to time, a copy of which may be inspected at the principal place of business of the Corporation, and which is hereby incorporated by reference" (As amended at the Special Meeting of the Stockholders held on 29 January 1997)

No transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the stock and transfer book of the Corporation;

The foregoing conditions shall be binding upon the heirs, legates, devisees, successors, executors, administrators and legal representatives of the stockholders.

All the foregoing conditions shall be indicated in the stock certificates to be issued by the Corporation.

EIGHTH. The amount of said capital stock which has been actually subscribed is ONE HUNDRED THOUSAND PESOS (P 100,000.00), Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>Names</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Subscribed</u>
RICARDO G. YSMAEL	800	P 80,000.00
RENE T. GARRAVILLO	50	5,000.00
JULIAN B.V. YAP, JR.	50	5,000.00
ANTONIO V. AGCAOILI	50	5,000.00
MANUEL T. TAN	<u>50</u>	<u>5,000.00</u>
	1,000	P 100,000.00

NINTH. The following persons have paid on the shares of capital for which they have subscribed the amount set forth after their respective names:

<u>Names</u>	<u>No. of Shares Subscribed</u>	<u>Amount Paid on Subscription</u>
RICARDO G. YSMAEL	800	P 80,000.00
RENE T. GARRAVILLO	50	5,000.00
JULIAN B.V. YAP, JR	50	5,000.00
ANTONIO V. AGCAOILI	50	5,000.00
MANUEL T. TAN	<u>50</u>	<u>5,000.00</u>
	1,000	P 100,000.00

TENTH. ANTONIO V. AGCAOILI has been elected by the subscribers as Acting Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 11th day of November 1980 at Makati, Metro Manila, Philippines.

(SGD.) RICARDO G. YSMAEL
TAN-3254-618-6

(SGD.) RENE T. GARROVILLO
TAN-G6142-C0444-A-7

(SGD.) JULIAN B.V. YAP, JR.
TAN-Y1246-H2551-A-0

(SGD.) ANTONIO V. AGCAOILI
TAN-A2454-K0135-A-9

(SGD.) MANUEL T. TAN
TAN-9H1952-A-1

SIGNED IN THE PRESENCE OF:

(SGD.) F.G. PACHECO, JR.

(SGD.) E. MARTINE

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

BEFORE ME, a Notary Public for and in the Province of Rizal, Philippines, on this 11th day of November 1980 in Makati, Metro Manila, personally appeared the following individuals exhibiting to me their respective Residence Certificates, as follows:

<u>Name</u>	<u>Res. Cert No.</u>	<u>Date/ Place Issued</u>
Ricardo G. Ysmael	600778	2/29/80 – Makati, M.M.
Rene T. Garrovillo	6220188	2/15/80 – Makati, M.M.
Julian B.V. Yap, Jr.	548168P	2/28/80 – Makati, M.M.
Antonio V. Agcaoili	534385	3/01/80 – Makati, M.M.
Manuel T. Tan	2788758P	2/29/80 – Makati, M.M.

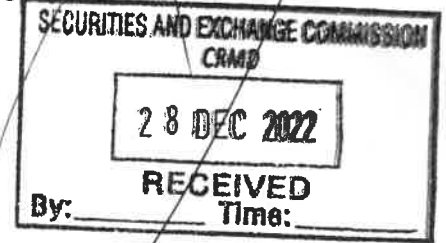
all of whom are known to me to be the same persons whose name are subscribed to and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as an act of their free will and deed.

WITNESS MY HAND AND SEAL, at the place and on the date first hereinabove-written.

(SGD.) T.S. Cedo
 NOTARY PUBLIC
 Until December 31, 1981
 TELESFORO CEDO
 Until December 31, 1981
 Ptr No. 4690882
 Makati, Metro Manila
 January 8, 1980

Doc. No. 128 ;
 Page No. 27 ;
 Book No. IX ;
 Series of 1980.

**DIRECTOR'S CERTIFICATE
ON THE FILING OF THE AMENDED
ARTICLES OF INCORPORATION AND BY LAWS OF
AON INSURANCE AND REINSURANCE
BROKERS PHILIPPINES, INC.**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of **AON INSURANCE AND REINSURANCE BROKERS PHILIPPINES, INC** (the "Corporation"), do hereby certify that the Amended Articles of Incorporation of the Corporation was further amended by an affirmative vote of the majority of the directors and stockholders representing at least two-thirds (2/3) of the outstanding capital stock at separate meetings held on 16 November 2022 at the principal place of business of the Corporation.

The amended provisions of the attached **Amended Articles of Incorporation** refer to the Primary Purpose of the Corporation which shall read as follows:

Primary Purpose

1. To engage in the business of insurance, reinsurance, and HMO broker for life and/or non-life insurance business in the Philippines, whether domestic or foreign, along such lines life, health and benefits, travel, accident, fire and allied lines, motor vehicle, casualty, construction, surety and fidelity, marine, comprehensive liability insurance and allied risks, aviation insurance, trade credit, crisis management, energy, environmental, financial lines, personal insurance, power, products liability, professional indemnity, space, and/or such other insurance coverages allied with and incident to the afore-enumerated lines; to act and engage in management relative to insurance, reinsurance and HMO broking, whether life or non-life and other allied lines; and to avail and extend to any person or persons, whether natural or juridical, management facilities including

the services or expertise of insurance experts, whether locally or foreign-trained, subject to the limitations imposed by law;

2. To act and engage in general consulting on matters including but not limited to actuarial services, corporate retirement consulting, financial wellbeing services and solutions, people advisory, data & analytics, rewards data, employee rewards advisory, assessments solutions, executive compensation, client insights, asset and liability modelling for pension plans and human capital solutions;
3. To act and engage in advisory services on matters including but not limited to policy/ insurance review, risk management, risk consulting, risk engineering and claims preparation and advisory;
4. To provide broking, consulting, advisory and vendor sourcing on total wellbeing programs including but not limited to Annual Health Screening, Pre-employment Examinations, Mental Health / Employee Assistance Program Services, Home Service Diagnostic Laboratories and Maintenance Medications.
5. To administer flexible benefits and other benefits administration

The undersigned majority members of the Board of Directors and the Corporate Secretary of **AON INSURANCE AND REINSURANCE BROKERS PHILIPPINES, INC** (the “Corporation”), hereby further certify that the Amended By Laws of the Corporation was further amended by an affirmative vote of the majority of the directors at the meeting held on 16 November 2022 at the principal place of business of the Corporation.

The power to amend the Corporation's By Laws has been delegated to the Board of Directors by the vote of stockholders representing at least two thirds (2/3) of the outstanding capital of the Corporation at the Annual Stockholders' Meeting held on 10 February 2017.

The amended provisions of the **Amended By Laws** may be summarized as follows:

No.	New Clauses	Clause
1.	To allow notice of meeting via email and other forms of remote communication	Art II: Sec 3 Art III: Sec 5
2.	To allow attendance and voting in meetings by remote communication	Art II: Sec 4, 5, 6 Art III, Sec 2, 3, 6, 8
3.	To provide for the election of an Independent Director	Art III: Sec 1
4.	To provide for an Assistant Corporate Secretary	Art IV, Sec 7

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

IN WITNESS WHEREOF, we have executed this Directors' Certificate on 16 November 2022 in Makati City.



DARREN OLIVER

Chairman of the Meeting/Director

TIN: 356-898-876



ROWENA B. PANES

Director

TIN: 103-376-048



JOCELYN M. VILLAME

Director

TIN:104-422-102



JILL MARIE B. LOPEZ

Independent Director

TIN: 228-728-002



ANNA MELISSA R. LICHAYTOO

Corporate Secretary

TIN: 105-821-748

REPUBLIC OF THE PHILIPPINES)

MAKATI CITY) SS.

SUBSCRIBED AND SWORN to before me this 16th day of November 2022 in Makati City, affiants exhibiting to me the following:


<u>Name</u>	<u>Government-Issued ID No.</u>	<u>Place/Date Issued</u>
Darren Oliver	PP No. N6130056	16 August 2012/Australia
Rowena B. Panes	PP No. P4003574A	11 August 2017/DFA Manila
Jocelyn M. Villame	PP No. EC3230424	22 January 2015/DFA NCR East
Jill Marie B. Lopez	PP No. P8023070A	18 July 20218/DFA Manila
Anna Melissa R. Lichaytoo	PP No. P6791318A	14 April 2018/DFA NCR South

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Book No. 1 ;

Series of 2022.


ATTY. RAY MICHAEL N. ARONUEVO
 Notary Public until 31 December 2023
 19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City
 PTR No. 9032133, Makati City, 08 June 2022
 IBP No. 207796, Laguna, 9 May 2022
 Roll No. 77439, Appointment No. M-321



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET - NO PENALTY

Corporate Name: **AON INSURANCE AND REINSURANCE BROKERS PHILIPPINES, INC.**

Registration No. **0000096590** Date of Registration **DEC. 17, 1980**

Term of Existence **50 YEARS** Annual Meeting **ANY DAY IN FEBRUARY**

Principal Office **8TH FLOOR CITY GATE, (MAKATI NORTH GATEWAY) 6796 AYALA AVENUE CORNER SALCEDO STREET, MAKATI CITY** Actual Meeting **AUGUST 15, 2022**

No. of Directors/Trustees **FIVE (5)** Fiscal Year **DEC. 31**

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION
Authorized Capital Stock P 300,000,000.00	Equity/Fund Balance P
Retained Earnings P 535,943,677.00	Negative Fund Balance P
Deficit P	Fiscal Year ended
Capital Deficiency P	Fine: P per year, per report
Fiscal Year ended DEC. 31, 2021	
Fine: per year, per report	

COMPUTATION OF FINES				
YEAR	General Information Sheet		Financial Statements	
2018	OT		OT	
2019	OT		OT	
2020	OT		OT	
2021	OT		OT	
2022	OT			
Additional charges: (%, violation)				
Stock and Transfer/Membership Book - MONITORED				
Memorandum Circular 28 Series of 2020 - 12/29/2020 (OT)				
TOTAL				NO PENALTY

OT - On Time
NF - Not Filed
FL/RL - Filed/Registered Late

Monitored by:	J. P. TORRES	DATE: 12/16/2022
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- ✓ Compliant with all reportorial requirements as of 12/16/2022
- ✓ Certification Issuance System-Unified Reference Database - CLEARED as of 12/16/2022

The findings/assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitor as of: _____

Representative
Signature Over Printed Name

For the Director: GERARDO F. DEL ROSARIO

By: JOMARIE P. TORRES
Monitoring Specialist I

Note:
This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.



Scan the QR to verify the document

SECRETARY'S CERTIFICATE

I, **ANNA MELISSA R. LICHAYTOO**, of legal age, Filipino, being the incumbent Corporate Secretary of **AON INSURANCE AND REINSURANCE BROKERS PHILIPPINES, INC.**, (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at the 8th Floor City Gate (Makati North Gateway), 6796 Ayala Avenue corner Salcedo Street, Makati City, after having been duly sworn to in accordance with law, hereby depose and state that:

1. 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 corporate officers of the Corporation in their capacity as its duly elected and/or appointed directors or officers. *or vice versa*

2. The foregoing is in accordance with the records of the Corporation in my possession.

3. I am executing this Secretary's Certificate in compliance with the requirements of the Securities and Exchange Commission in connection with the Corporation's application for the amendment of its Articles of Incorporation and By-Laws.


IN WITNESS WHEREOF, I have executed this Secretary's Certificate in Makati City, this 17th day of November 2022.


ANNA MELISSA R. LICHAYTOO
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SUBSCRIBED AND SWORN to before me this 17th day of November 2022 in Makati City, affiant exhibiting to me her Passport No. P6791318A issued on 14 April 2018 at DFA NCR South.

Doc. No. 78 ;
Page No. 17 ;
Book No. 1 ;
Series of 2022.


ATTY. ANNA LAUREN MARIE D. ORTEGA
Notary Public until 31 December 2023
19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 9032134, Makati City, 08 June 2022
IBP No. 218064, Makati, 28 May 2022
Roll No. 79021, Appointment No. M-322



1st ENDORSEMENT
29 November 2022

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the attached amended Articles of Incorporation & By-Laws of **AON INSURANCE AND REINSURANCE BROKERS PHILIPPINES, INC.** (Formerly: Aon Philippines, Inc.) with office address at 8th Floor, City Gate (Makati North Gateway), 6796 Ayala Avenue corner Salcedo Street, Makati City with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

AMENDED ARTICLES OF INCORPORATION

PRIMARY PURPOSE

1. xxx and HMO xxx, xxx and benefits, travel, xxx, xxx construction, xxx, xxx trade credit, crisis management, energy, environmental, financial lines, personal insurance, power, products liability, professional indemnity, space, xxx, xxx and HMO xxx
2. To act and engage in general consulting on matters including but not limited to actuarial services, corporate retirement consulting, financial wellbeing services and solutions, people advisory, data & analytics, rewards data, employee rewards advisory, assessments solutions, executive compensation, client insights, asset and liability modelling for pension plans and human capital solutions;
3. To act and engage in advisory services on matters including but not limited to policy/insurance review, risk management, risk consulting, risk engineering and claims preparation and advisory;
4. To provide broking, consulting, advisory and vendor sourcing on total wellbeing programs including but not limited to Annual Health Screening, Pre-employment Examinations Mental Health / Employee Assistance Program Services, Home Service Diagnostic Laboratories and Maintenance Medications.
5. To administer flexible benefits and other benefits administration

(As amended by majority vote of the Board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in separate meetings held on 16 November 2022.)

AMENDED BY-LAWS

Section 3. Notice of Meetings – xxx in writing and xxx, xxx by courier service, post, electronically or by remote communication or such other means as may be authorized by the Board of Directors (provided the same shall not be inconsistent with law),

(As further amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 4. Quorum –

Stockholders attending the meeting by remote communication, or in absentia, or electronically or by other means as may be authorized by the Board of Trustees, shall be deemed present for purposes of determining a quorum.

Attendance by a stockholder at such meeting shall constitute a waiver of notice of such meeting unless such member's attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

(As amended by a majority vote of the Board of Directors in a meeting held on 16 November 2022. The Power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 5. Conduct of Meetings –

Meetings of stockholders may be held either in person or through any means of remote communication including, but not limited to, videoconferencing, teleconferencing, or any other alternative mode of communication that allows the stockholders a reasonable opportunity to participate, provided that the same shall observe the procedures and guidelines approved by the Board of Directors and provided further, that any such procedures and guidelines approved by the Board shall be in compliance with the regulations as may now or hereafter be imposed by law and/or the Securities and Exchange Commission.

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 6. Voting –

Stockholders may also cast votes through remote communication, or in absentia, or electronically or by any other means as may be authorized by the Board of Directors, subject only to such regulations as may now or hereafter be imposed by law and /or Securities and Exchange Commission.

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Election and Powers – xxx Should the same be required by law, one (1) independent director shall be elected from among the five (5) directors nominated for election. xxx

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding Capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 2. First Regular Meeting – xxx and in the manner xxx, xxx including by way of remote communication convened in accordance with the requirements of law xxx

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 3. Additional Regular Meetings – xxx and in whatever manner, including by way of remote communication convened in accordance with the requirement of law xxx

(As amended by a majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 5. Notice of Meeting – xxx electronic mail xxx

(As amended by a majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 6. Quorum – xxx Directors attending the meeting and casting votes through remote communication, or in absentia, or electronically or by any other means as may be allowed by law, shall be deemed present for purposes of determining a quorum. xxx

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors, by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 8. Conduct of Meeting – Meetings of the Board of Directors may be held either in person or through any means of remote communication including, but not limited to, videoconferencing, teleconferencing or other alternative modes of communication that allows the directors a reasonable opportunity to participate, provided that the same shall observe the procedures and guidelines approved by the Board of Trustees; and provided further, that any such procedures and guidelines approved by the Board of Trustees shall be in compliance with the regulations as may now or hereafter be imposed by law and/or the Securities and Exchange Commission.

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

**ARTICLE IV
EXECUTIVE OFFICERS**

Section 7. Assistant Corporate Secretary – The Board of Directors may appoint an Assistant Corporate Secretary. In the absence of the Corporate Secretary, the Assistant Corporate Secretary shall act in his/her place and perform his/her duties. The Assistant Corporate Secretary shall also perform such duties as may from time to time be assigned by the Board of Directors.

(As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 8. Subordinate Officer –

(Renumbered. As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)

Section 9. Removal –

(Renumbered. As amended by majority vote of the Board of Directors in a meeting held on 16 November 2022. The power to amend the Corporation's By-Laws has been delegated to the Board of Directors by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital of the Corporation in the Annual Stockholders' Meeting held on 10 February 2017.)


This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner

ACCOUNTABLE FORM NO. 51-C
Revised January, 1992

(ORIGINAL)

	Official Receipt of the Republic of the Philippines		
	Nº 0731586 A		
	Date December 5, 2022		
Agency INSURANCE COMMISSION		Fund	
Payor RRLR LAW OFFICES			
Nature of Collection	Account Code	Amount	
Endorsement of Articles of Incorporation, By-Laws and Amendments - Insurance		₱1,000.00	
LRF		10.00	
TOTAL		₱ 1,010.00	
Amount in Words			
ONE THOUSAND TEN PESOS			
<input type="checkbox"/> Cash	Drawee Bank	Number	Date
<input type="checkbox"/> Check			
<input type="checkbox"/> Money Order			
Received the amount stated above. for MARITES C. DELIMA IC Senior Insurance Specialist Collecting Officer			
NOTE: Write the number and date of this receipt on the back of check or money order received.			