

REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201015592

**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

**ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.**

Doing business under the names and styles of  
**ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP**  
(Formerly: ASIANLIFE AND GENERAL ASSURANCE CORPORATION)  
(Amending Article I thereof)

copy annexed, adopted on June 17, 2019 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 Pasay City, Metro Manila, Philippines, this 19<sup>th</sup> day of June, Twenty Nineteen.

  
**DANIEL P. GABUYO**

Assistant Director

SO Order 1188 Series of 2018





**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.**

**Doing business under the names and styles of:**  
**"ETIQA PHILIPPINES", "ETIQA PHILS.",**  
**"ETIQA", "ELGAPI", and "ELGAP".**

*(As amended by the Board of Directors on 17 June 2019  
and ratified by the Stockholders on 17 June 2019)  
(formerly AsianLife and General Assurance Corporation)*

KNOW ALL MEN BY THESE PRESENTS:

THAT, WE, all of whom are of legal age, citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

I

That the name of the Corporation shall be

**ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.**

**Doing business under the names and styles of:**  
**"ETIQA PHILIPPINES", "ETIQA PHILS.",**  
**"ETIQA", "ELGAPI", and "ELGAP".**

*(As amended by the Board of Directors on 17 June 2019  
and ratified by the Stockholders on 17 June 2019)  
(formerly AsianLife and General Assurance Corporation)*

II

That the purposes for which the corporation is organized are:

**PRIMARY PURPOSE**

Section 1 – Subject to law and the consent of the necessary stakeholders, to acquire the property, rights, privileges, franchise, liabilities, and the business of "ASIANLIFE AND GENERAL ASSURANCE CORPORATION", a stock corporation incorporated under the laws of the Republic of the Philippines under Company Registration Number 14341, which is in the process of liquidation.



Section 2 – To carry on the business of issuance upon the lives of individuals including but not limited to the following:

a. To grant contract for insurance and reinsurance providing for all risks, hazards, guarantees and contingencies to which life, accidents or health insurance is applicable;

b. To grant or effect assurance of all kinds for payment of money by way of single payment or by several payments, or by any person or immediate or referred annuities upon the death of or upon reaching a given age by any person or persons subject or not to such death or age requirement or happening in the lifetime of any person or persons or upon the birth or failure of issue or subject to or upon the happening of any contingency or event dependent upon human life or upon a fixed or given date;

c. To carry on the business of insurance against personal injuries by accident either in connection with life policies or otherwise;

d. To carry on the business of insurance against loss of health or incapacity from physical causes of any description either or in combination with life insurance; and

e. To re-insure all or any of the risks of the company and to undertake any authorized risks by way of re-insurance.

Section 3 – To carry on the business of non-life insurance including but not limited to the following:

a. To insure houses, tenements, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake shock, fire resulting from earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every other description of property which may be insured by the company and to carry on any kind of business necessary or expedient for any such purpose.

b. To insurance against every description of marine risk, which may be legally undertaken, relating to the perils of the sea, fire, war, reprisals and all other risks of a like nature incidental to the seas, ships, vessels, and water craft of all descriptions, and also the freights, goods, merchandise, cargo, and all property whatsoever in or on board, as the same may be effected or made according to law. To insure all other matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea and also generally to carry on any other branches and departments of the insurance business.

c. To grant either in the Philippines or abroad, policies or other instruments of assurance against or insuring compensation or payments in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea, or air, or any accident or



misadventure, or violence during any other limited or specified period; and to prepare, provide, and supply medicine and surgical aid and treatment or any other assistance and all remedies and requirements in case of accident or harm to any person of the family and household of any person whom the company shall insure or to any person dwelling or staying in the house of such person insured.

d. To reinsure all or any risks of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.

e. To guarantee the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority.

f. To guarantee the performance of insurance contracts, agreements, undertakings, obligations, promises, or duties, of all kinds other than insurance policies.

g. To guarantee the performance of insurance contracts where surety bonds are accepted for such purposes.

h. To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals, or bodies, whether executive, legislative or judicial.

i. To guarantee and to indemnify merchants, traders and those engaged in business and giving credit, from loan or damage by reason of giving and extending such credit to their customers or persons dealing with them.

j. To indemnify against loss, by burglary, theft, forgery, embezzlement, or by any one or more such happenings.

k. To insure glass against breakage.

l. To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery, against explosions or other accident and against loss of use or occupancy caused thereby, and against liability unto third persons by any of inspection upon, such boilers, pipes, fly wheels, engines and machinery.

m. And generally to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kinds usual in the business of fidelity and surety companies, or permitted by law unto such companies.

n. To lend money on such terms as may be allowed under Title 4, Chapter-III of Presidential Decree No. 1460 or the Insurance Code of 1978, as amended, and other relevant provisions thereof, as well as under pertinent rules and regulations of the Insurance Commission.



o. And in general, to engage in the business of insurance and guaranty in any branches, for consideration to indemnify any person, firm or corporation against loss, damage or liability arising from an unknown or contingent event, and to liabilities and obligations of any person, firm or corporation and to act as agent of other insurance or surety companies, in any of its branches.

## SECONDARY PURPOSE

1. To undertake, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, convey, exchange, transfer, or in any manner whatever dispose of real property, within or without the Republic of the Philippines, wherever situated, to manufacture, purchase or acquire in any lawful manner, and to hold, use, own, mortgage, pledge, sell, exchange, transfer or otherwise dispose, and to deal and trade in and with goods, wares, merchandise and personal property of every class and description and in any part of the world, all as the purpose for which the corporation is formed may permit and as may be convenient or necessary for the transaction of the lawful business of the corporation.

2. To purchase, acquire, take-over and manage all or any part of the rights, assets, business and property of any person, firm, association, partnership, syndicate or corporation carrying on any business which the corporation is authorized to carry on, or possess property suitable for the purpose of this corporation, and to pay for the same in property or cash, checks, bonds, stocks, debentures or other obligations of the corporation, and to undertake and assume liabilities of any such person, firm, association, partnership, syndicate or corporation whose property or business may be taken over, or shares of whose capital stock may be acquired or owned by the corporation but only to the extent permitted by law to conduct in any lawful manner the whole or any part of any business also acquired, and to exercise all powers necessary or convenient in and about the conduct and management of such business.

3. In so far as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage, or combine or merge into this corporation, and other corporation, association or business, wherever formed, which has objects and purposes similar, analogous or subsidiary to any of the objects or purposes of this corporation, carrying on any business capable of being conducted so as to benefit this corporation directly or indirectly, and to form, establish, and bring out, and assist in the formation or establishment of any such corporation or association, and to acquire, hold, deal in with, and dispose of shares or interest therein.

4. To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant licenses or other rights in respect of, and in any manner deal in and with, and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States of America, the Republic of the Philippines or other countries, or otherwise, and to work, operate or to develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate those objects or any of them.



5. To guarantee, purchase, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by this or any other corporation organized under the laws of the Republic of the Philippines, or any other country, nation, state, or government, and while owner of said stock, bonds, securities or evidences of indebtedness, to exercise all the right to vote hereon, to the same extent as natural persons might or could do; to sell the undertaking of this corporation or any other part thereof for such consideration as the corporation may deem fit, and in particular for shares, debentures or securities of any other corporation.

6. To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of this corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof; to borrow money, and, without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable as to instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same mortgage, pledge, deed of trust or otherwise, so far as may be permitted by the laws of the Republic of the Philippines.

7. To have one or more offices to conduct its business and promote its objects with and without the Republic of the Philippines, and in all countries foreign thereto, without restriction as to place or amount.

8. To appoint agents, representatives in all parts of the world for the purpose of carrying on any and all of the objects and purposes of the corporation.

9. To mortgage or pledge all or any part of its properties, rights, interests, and franchises, including any or all shares of stock, bonds, debentures, notes, scrip or other obligations or evidences of indebtedness at any time owned by it.

10. In carrying on its business and in order to attain and further its powers or purposes, to do any and all other acts of things, and to exercise any and all other powers which a natural person might or could do and exercise and which now do hereafter as may be authorized by law, as principal, agent, contractor, or otherwise, and either alone or in company with others, and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon the corporation under the provisions of the laws authorizing the formation of this corporation.

11. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

12. To borrow money on such terms as may deem expedient subject to the requirements of the law.



The foregoing clauses shall be construed as both purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be held to limit or restrict in any manner the general powers of the corporation.

### III

That the place where the principal office of the corporation is to be established is at 3/F Morning Star Center, 347 Sen. Gil Puyat Avenue, Makati City, Philippines.

### IV

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

### V

The names, citizenship and residences of the Incorporators of said corporation are as follows:

| <u>Name</u>              | <u>Citizenship</u> | <u>Address</u>                                                            |
|--------------------------|--------------------|---------------------------------------------------------------------------|
| 1. Manuel N. Tordesillas | Filipino           | 30A Luna Gardens, Residential Road, Rockwell Center, Makati City          |
| 2. Lorenzo T. Roxas      | Filipino           | 11 Subic Bay Drive corner Batangas Bay, South Bay Village, Parañaque City |
| 3. Eulogio A. Mendoza    | Filipino           | 33 Doña Ines Street, Alabang Hills, Muntinlupa City                       |
| 4. Nilaida S. Enriquez   | Filipino           | 29 Dao Street, Octagon Subdivision, Dela Paz, Pasig City                  |
| 5. Sylvette T. Tankiang  | Filipino           | 37A Washington Street, West Greenhills, San Juan, Metro Manila            |

### VI

That the number of directors of the corporation shall be nine (9) and 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: (As amended on 4 June 2012)



| <u>Name</u>           | <u>Address</u>                                                            |
|-----------------------|---------------------------------------------------------------------------|
| Ramon B. Arnaiz       | 57 J. Luna Street, San Lorenzo Village, Makati City                       |
| Manuel N. Tordesillas | 30A Luna Gardens, Residential Road, Rockwell Center, Makati City          |
| Lorenzo T. Roxas      | 11 Subic Bay Drive corner Batangas Bay, South Bay Village, Parañaque City |
| Eulogio A. Mendoza    | 33 Doña Ines Street, Alabang Hills, Muntinlupa City                       |
| Modesta P. Mammoad    | 1 <sup>st</sup> Street, Virginia Summerville, Antipolo City               |
| Augusto Z. Fajardo    | No. 25 Dainty Street, White Plains, Quezon City                           |
| Ernest L. Cu          | 33 C. Luna Gardens, #21 Residential Drive, Rockwell Center, Makati City   |

## VII

That the authorized capital stock of the Corporation is ONE BILLION TWO HUNDRED FIFTY MILLION PESOS (P1,250,000,000.00), Philippine Currency, divided into One Hundred Twenty Four Million Four Hundred Ninety Nine Thousand Four Hundred Four (124,499,404) common shares with par value of TEN PESOS (P10.00) per share and Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) preferred shares with par value of Ten Centavos (P0.10) per share. *(As amended on 29 December 2011) (As amended on 7 July 2014) (As amended on 20 December 2016)*

The preferred stock that may be issued, subscribed and transferred shall be in such series and numbers and with such rights and preferences as approved by the Board of Directors, subject to the following conditions, limitations and restrictions, all of which shall be printed on the certificates of stock of such shares:

1. The preferred shares shall be entitled to receive cash dividends at the rate of six percent (6%) per annum;
2. The preferred shares shall be entitled to voting rights;
3. At the sole option of the Corporation, the preferred shares may be converted at anytime into common shares of stock based on the book value as of the end of the month immediately prior to the conversion date;
4. At the sole option of the Corporation, the preferred shares are redeemable at any time;



5. No cash dividends shall be declared nor paid on the common shares of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of preferred shares;
6. The preferred shares shall not be entitled to any participation or share in the retained earnings remaining after all cumulative dividends thereon shall have been paid.
7. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, holders of preferred shares shall enjoy preferences in the payment, in full or on a pro-rata basis as the assets of the Corporation will permit, of the value of their shares plus all the unpaid cumulative dividends, before any asset of the Corporation shall be paid or distributed to the holders of common shares;

*(As amended on 23 October 2014)*

### VIII

That the said capital stock which has been actually subscribed is TWO HUNDRED FIFTY MILLION AND NINETY PESOS (P250,000,090.00) and the following persons have subscribed to the number of shares and amount of capital stock set out after their respective names:

| Name                                                                                                         | Nationality | No. of Shares | Amount of Subscription |
|--------------------------------------------------------------------------------------------------------------|-------------|---------------|------------------------|
| Sylvette Y. Tankiang<br>(in trust for the stockholders<br>of AsianLife and General<br>Assurance Corporation) | Filipino    | 25,000,000    | P250,000,000.00        |
| Ramon B. Arnaiz<br>TIN: 101-887-016                                                                          | Filipino    | 1             | 10.00                  |
| Manuel N. Tordesillas                                                                                        | Filipino    | 1             | 10.00                  |
| Lorenzo T. Roxas                                                                                             | Filipino    | 1             | 10.00                  |
| Eulogio A. Mendoza                                                                                           | Filipino    | 1             | 10.00                  |
| Modesta P. Mammud<br>TIN: 110-066-605                                                                        | Filipino    | 1             | 10.00                  |
| Nilaida S. Enriquez                                                                                          | Filipino    | 1             | 10.00                  |
| Augusto Z. Fajardo<br>TIN: 135-818-928                                                                       | Filipino    | 1             | 10.00                  |



|                                  |          |                          |                               |
|----------------------------------|----------|--------------------------|-------------------------------|
| Ernest L. Cu<br>TIN: 116-222-836 | Filipino | 1                        | 10.00                         |
| Sylvette T. Tankiang             | Filipino | 1                        | 10.00                         |
| <b>Total</b>                     |          | <b><u>25,000,009</u></b> | <b><u>₱250,000,090.00</u></b> |

## IX

That the following persons have paid for the shares of capital stock for which they have subscribed the amount set out opposite their respective names:

| <b>Name</b>                                                                                                  | <b>No. Of Shares</b>     | <b>Amount Paid</b>             |
|--------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------------|
| Sylvette Y. Tankiang<br>(in trust for the stockholders<br>of AsianLife and General<br>Assurance Corporation) | 25,000,000               | ₱250,000,000.00                |
| Ramon B. Arnaiz                                                                                              | 1                        | 10.00                          |
| Manuel N. Tordesillas                                                                                        | 1                        | 10.00                          |
| Lorenzo T. Roxas                                                                                             | 1                        | 10.00                          |
| Eulogio A. Mendoza                                                                                           | 1                        | 10.00                          |
| Modesta P. Mammud                                                                                            | 1                        | 10.00                          |
| Nilaida S. Enriquez                                                                                          | 1                        | 10.00                          |
| Augusto Z. Fajardo                                                                                           | 1                        | 10.00                          |
| Ernest L. Cu                                                                                                 | 1                        | 10.00                          |
| Sylvette T. Tankiang                                                                                         | 1                        | 10.00                          |
| <b>Total</b>                                                                                                 | <b><u>25,000,009</u></b> | <b><u>₱ 250,000,090.00</u></b> |

That Modesta P. Mammud has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that such Treasurer has been authorized to receive for and in the name of the corporation all subscriptions paid by the subscribers.



X

That the incorporators undertake to change the name of the Corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands this 22<sup>nd</sup> day of September 2010 at City of Makati, Philippines.

(originally signed)  
MANUEL N. TORDESILLAS  
TIN: 178-610-428

(originally signed)  
LORENZO T. ROXAS  
TIN: 107-018-766

(originally signed)  
EULOGIO A. MENDOZA  
TIN: 129-544-622

(originally signed)  
NILAIDA S. ENRIQUEZ  
TIN: 100-143-332

(originally signed)  
SYLVETTE T. TANKIANG  
TIN: 105-823-201

SIGNED IN THE PRESENCE:

\_\_\_\_\_(originally signed)\_\_\_\_\_

\_\_\_\_\_(originally signed)\_\_\_\_\_



## ACKNOWLEDGMENT

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

BEFORE ME, Notary Public in and for Manila, September 22, 2010, in the City of Manila, Philippines, personally appeared:

| <u>Name</u>           | <u>Comm. Tax<br/>Cert No.</u> | <u>Date/Place<br/>Issued</u> | <u>Identification Card</u>                       | <u>Official<br/>Issuing<br/>Agency</u> |
|-----------------------|-------------------------------|------------------------------|--------------------------------------------------|----------------------------------------|
| Manuel N. Tordesillas | 28628658                      | 2/15/2010<br>Makati          | Passport No.<br>XX4358537<br>Issued on 8/13/2009 | DFA                                    |
| Lorenzo T. Roxas      | 03222453                      | 2/1/2010<br>Makati           | Passport No.<br>XX4403614<br>Issued on 8/19/2009 | DFA                                    |
| Eulogio A. Mendoza    | 12208740                      | 1/5/2010<br>Makati           | Passport No.<br>XX4099450<br>Issued on 7/6/2009  | DFA                                    |
| Nilaida S. Enriquez   | 05893620                      | 9/17/2010<br>Makati          | Passport No.<br>EB0104938<br>Issued on 4/15/2010 | DFA                                    |
| Sylvette T. Tankiang  | 28608084                      | 1/29/10<br>Makati            | Passport No.<br>EB0266559<br>Issued on 5/25/2010 | DFA                                    |

known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged the same to be their own free and voluntary act and deed.

I certify that the foregoing instrument consists of Nine (9) pages including this page on which this acknowledgement is written, each and every page of which bears on the left margin the signature of the parties executing the instrument and their witnesses, except page (9) which is signed at the at the foot at the foot of the document, sealed with my notarial seal.

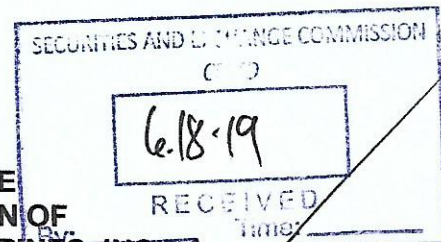
WITNESS MY HAND AND SEAL, in the City of Manila, Philippines, the day and year first above written.

Doc. No. 984;  
Page No. 197;  
Book No. 36;  
Series of 2010.

Original Signed  
ATTY. PEDRO D. GENATO  
NOTARY PUBLIC  
UNTIL DEC. 31, 2011  
1150 GEN. LUNA ST. ERMITA, MLA.  
IBP 76708, MLA. 1-4-10  
ROLL NO. 12088  
TIN-132-436-687



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



**CERTIFICATE OF AMENDMENT OF THE  
AMENDED ARTICLES OF INCORPORATION OF  
ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.  
[formerly ASIANLIFE AND GENERAL ASSURANCE CORPORATION]**

We the undersigned, the Chairman of the Stockholders' meeting, the Assistant Corporate Secretary and majority of the members of the Board of Directors of **ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. [formerly ASIANLIFE AND GENERAL ASSURANCE CORPORATION]** (the "Company") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Company.

The amendment is in the Heading and First Article, changing the name of the Company from "ASIANLIFE AND GENERAL ASSURANCE CORPORATION" to "ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.", Doing business under any of the following names and styles:  
"ETIQA PHILIPPINES", "ETIQA PHILS.", "ETIQA",  
"ELGAPI", and "ELGAP".

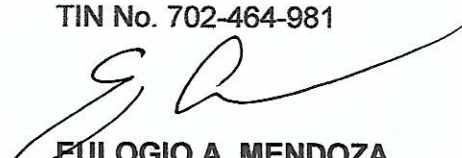
We further certify that the said amendment was unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their special meeting held at the Company's principal office on 17 June 2019 and by the Board of Directors at a meeting held on 17 June 2019.

IN WITNESS WHEREOF, we have hereunto set our hands on this 17<sup>th</sup> day of June 2019 at Makati City, Metro Manila.

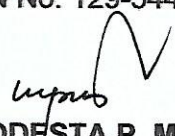
  
**KAMALUDIN BIN AHMAD**  
Chairman of the Stockholder's Meeting  
TIN No. 438-339-500


  
**LEE HIN SZE**  
Vice-Chairman/Director  
TIN No. 702-464-981

  
**MANUEL N. TORDESILLAS**  
Director  
TIN No. 178-610-428

  
**EULOGIO A. MENDOZA**  
Director  
TIN No. 129-544-622

  
**RICO T. BAUTISTA**  
President/CEO/Director  
TIN No. 173-886-802

  
**MODESTA P. MAMMUAD**  
EVP/Treasurer/CFO/Director  
TIN No. 110-066-605

  
**MA. VICTORIA C. VIÑAS**  
Independent Director  
TIN No. 119-198-100

**JOVEN D. REYES**  
Independent Director  
TIN No. 107-171-806

  
**JOHN JOSEPH S. TAMARES**  
Assistant Corporate Secretary  
TIN No. 294-977-910



SUBSCRIBED AND SWORN to before me this 17<sup>th</sup> day of June 2019 at Makati City, Metro Manila, affiants having exhibited to me their TIN/Passport Nos. as follows:

| NAME                   | CPI                 | DATE/PLACE OF ISSUE        |
|------------------------|---------------------|----------------------------|
| Kamaludin Bin Ahmad    | TIN No. 438-339-500 | BIR                        |
| Lee Hin Sze            | TIN No. 702-464-981 | BIR                        |
| Manuel N. Tordesillas  | PP No. P7683297A    | 06/26/2018 DFA Manila      |
| Eulogio A. Mendoza     | TIN No. 129-544-622 | BIR                        |
| Rico T. Bautista       | PP No. P3563046A    | 07/04/2017 DFA NCR N.East  |
| Modesta P. Mammud      | PP No. P7758874A    | 07/07/2018 DFA NCR East    |
| Ma. Victoria C. Viñas  | PP No. EC2815290    | 11/24/2019 DFA NCR Central |
| Joven D. Reyes         | PP No. P6833787A    | 04/19/2018 DFA Manila      |
| John Joseph S. Tamares | PP No. P1297904A    | 12/28/2016 DFA NCR N.East  |

Doc No. 337;  
Page No. 69;  
Book No. IV;  
Series of 2019.

NOTARY PUBLIC

**ATTY. RAUL M. HEBRON**

Notary Public for Makati

Commission until December 31, 2019

APPT. M-25 (2018-2019) ROLL No. 47204

IBP No. 018413

PTR No. 6629306 / Makati City





Republic of the Philippines  
Department of Finance  
Securities and Exchange Commission

Company Registration and Monitoring Department  
Compliance Monitoring Division

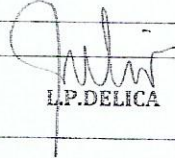
MONITORING SHEET/NO PENALTY

|                           |                                                                 |                      |                      |
|---------------------------|-----------------------------------------------------------------|----------------------|----------------------|
| Corporate Name            | ASIANLIFE AND GENERAL ASSURANCE CORPORATION                     |                      |                      |
| Registration No.          | CS201015592                                                     | Date of Registration | OCTOBER 4, 2010      |
| Term of Existence         | 50 YEARS                                                        | Annual Meeting       | 3RD TUESDAY OF MARCH |
| Principal Office          | 3/F MORNING STARE CENTER, 347 SEN GIL PUYAT AVENUE, MAKATI CITY | Actual Meeting       | MARCH 19, 2019       |
| No. of Directors/Trustees | 9                                                               | Fiscal Year          | DECEMBER 31          |

|                                                       |                                                |
|-------------------------------------------------------|------------------------------------------------|
| <input checked="" type="checkbox"/> STOCK CORPORATION | <input type="checkbox"/> NON-STOCK CORPORATION |
| Authorized Capital P 1,250,000,000                    | Equity/Fund Balance P                          |
| Retained Earnings P 521,645,404                       | Negative Fund Balance P                        |
| Deficit P                                             | Fiscal Year ended                              |
| Capital Deficiency P                                  | Fiscal Year ended                              |
| Fiscal Year ended DECEMBER 31, 2018                   | Fine: P per year, per report                   |
| Fine: P 10,000 per year, per report                   |                                                |

| COMPUTATION OF FINES                                |                           |            |                      |            |      |
|-----------------------------------------------------|---------------------------|------------|----------------------|------------|------|
| YEAR                                                | General Information Sheet |            | Financial Statements |            | FINE |
| 2014                                                | MONITORED                 | 07/22/2014 |                      | MONITORED  |      |
| 2015                                                | MONITORED                 | 12/12/2016 |                      | 12/12/2016 |      |
| 2016                                                | OT                        |            | OT                   |            |      |
| 2017                                                | OT                        |            | OT                   |            |      |
| 2018                                                | OT                        |            | OT                   |            |      |
| 2019                                                | OT                        |            |                      |            |      |
| Stock and Transfer Book / Membership Book MONITORED |                           |            |                      |            |      |

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


|               |                                                                                                      |                                           |
|---------------|------------------------------------------------------------------------------------------------------|-------------------------------------------|
| Monitored by: | <br>L.P. DELICA | DATE: 06/07/2019<br>RETURN:<br>06/14/2019 |
|---------------|------------------------------------------------------------------------------------------------------|-------------------------------------------|

☒ Compliant with all reportorial requirements and CLEARED per CIS-URDB as of \_\_\_ June 2019.  
✓ FIA REGISTERED

The finding/ 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:   
SHEILA VICTORIA P. ROMERO  
SEC Securities 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.

In case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be years, earlier than the five (5) years and imposition of fine shall be made if warranted.



REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY, METRO MANILA )S.S.

### SECRETARY'S CERTIFICATE

I, **JOHN JOSEPH S. TAMARES**, Filipino citizen, of legal age, with office address at 3<sup>rd</sup> Floor, Morning Star Center, 347 Sen. Gil Puyat Avenue, Makati City, after having been duly sworn in accordance with law, hereby certify that:


1. I am the duly appointed and incumbent Assistant Corporate Secretary of **ASIANLIFE AND GENERAL ASSURANCE CORPORATION** (hereinafter the "Corporation"), a corporation duly organized and existing and by virtue of the laws of the Republic of the Philippines, with office address at 3<sup>rd</sup> Floor, Morning Star Center, 347 Sen. Gil Puyat Avenue, 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 or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 10<sup>th</sup> day of June 2019 in Makati City.

  
**JOHN JOSEPH S. TAMARES**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 10<sup>th</sup> day of June 2019 in Makati City; affiant exhibited to me his Driver's License with No. N02-19-002261 issued in Metro Manila on 16 January 2019 as competent evidence of his identity.

Doc. No. 334;  
Page No. 68;  
Book No. II;  
Series of 2019

  
**ATTY. RAUL M. HEBRON**  
Notary Public for Makati  
Commission until December 31, 2019  
PTR No. 024 (2018-2019) ROLL No. 47204  
NP No. 018418  
PTR No. 6629306 / Makati City



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

### AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, **RICO T. BAUTISTA**, of legal age, Filipino and with office address at 3<sup>rd</sup> Floor, Morning Star Center, 347 Sen. Gil Puyat Avenue, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the President and Chief Executive Officer of ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. [formerly ASIANLIFE AND GENERAL ASSURANCE CORPORATION], which is in the process of amending its corporate name with the Securities and Exchange Commission.
2. I, on behalf of said Corporation, hereby undertake to change its corporate name, as provided hereunder or as amended thereafter, immediately upon receipt of notice or directive from the commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.
3. This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

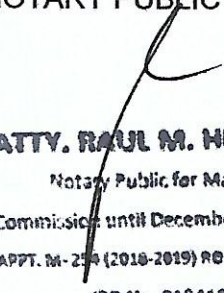
IN WITNESS WHEREOF, I hereby sign this affidavit this 17<sup>th</sup> day of June 2019 at Makati City.

  
**RICO T. BAUTISTA**  
Affiant

SUBSCRIBED AND SWORN to before me this 17<sup>th</sup> day of June 2019 at Makati City, Metro Manila, affiant having exhibited to me his Philippine Passport with No. P3563046A issued on 04 July 2017 at DFA-NCR Northeast.

Doc No. 339;  
Page No. 69;  
Book No. II;  
Series of 2019.

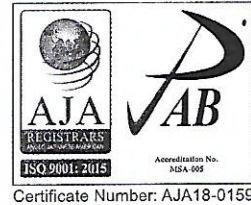
NOTARY PUBLIC

  
**ATTY. RAUL M. HEBRON**  
Notary Public for Makati  
Commission until December 31, 2019  
APPT. M-254 (2018-2019) ROLL No. 47204  
ISP No. 012418  
PTR No. 6629306 / Makati City





Republic of the Philippines  
Department of Finance  
**INSURANCE COMMISSION**  
1071 United Nations Avenue  
Manila



**1<sup>st</sup> ENDORSEMENT**  
**17 June 2019**

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila, the attached amended Articles of Incorporation & By-Laws of **ASIAN LIFE AND GENERAL ASSURANCE CORPORATION** with office address at 3<sup>rd</sup> Floor, Morning Star Center, 347 Senator Gil Puyat Avenue, Makati City, Philippines with the advise that the Insurance Commission has no objection to its registration and has taken note of the following amendments:

**AMENDED ARTICLES OF INCORPORATION**

That the name of said corporation shall be

**ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.**

**Doing business under any of the following names and styles:**  
**"ETIQA PHILIPPINES, INC.", "ETIQA PHILIPPINES", "ETIQA PHILS.",**  
**"ETIQA", "ELGAPI", "ELGAP"**

*(As amended by the Board of Directors  
and ratified by the Stockholders on 17 June 2019)  
(formerly Asian Life and General Assurance Corporation)*

**AMENDED BY-LAWS**

**ETIQA LIFE AN GENERAL ASSURANCE PHILIPPINES, INC.**

**Doing business under any of the following names and styles:**  
**"ETIQA PHILIPPINES, INC.", "ETIQA PHILIPPINES", "ETIQA PHILS.",**  
**"ETIQA", "ELGAPI", "ELGAP"**

*(As amended by the Board of Directors  
and ratified by the Stockholders on 17 June 2019  
(formerly Asian Life and General Assurance Corporation)*

**ARTICLE VII**

**STOCKHOLDERS' MEETING**

5. Annual Meeting – The annual meeting of the stockholders shall be held on the third Tuesday of March in each calendar year at 4:00 o'clock p.m. where they shall select by a plurality vote by ballot the members of the Board of Directors, until their successors are elected and qualified. *(Deletion of the prescribed time of Annual Stockholders' Meeting)*



Written notice of annual meeting of the company shall be sent to each registered stockholder at least **twenty-one (21)** days prior to the date of such meeting. Waiver of such notice may only be made in writing. *(As amended by the Board of Directors and ratified by the Stockholders on 17 June 2019)*

6. Special Meeting – Special Meetings of the stockholders may be called by the President at his discretion, or on the demand of stockholders holding the majority of the subscribed capital stock of the corporation.

A written notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be sent to each stockholder at least **one (1) week** before the date of such special meeting, provided, that this requisite may be waived in writing by the stockholders. *(As amended by the Board of Directors and ratified by the Stockholders on 17 June 2019)*

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

  
**DENNIS B. FUNA**  
Insurance Commissioner







REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
**COMPANY REGISTRATION SYSTEM**

PICC Secretariat Bldg., PICC Complex  
Pasay City, Metro Manila

Date: June 17, 2019  
Transaction Number: 201906171559365538  
Name: ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. Doing business  
under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP

Be informed that the corporate name is reserved for 30 calendar days. Present this document together with other documentary requirements.

**Important Reminders:**

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

*with 7 stylename*  
*for payment P 600 file.*

*OK*

*f*