

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 BY-LAWS**

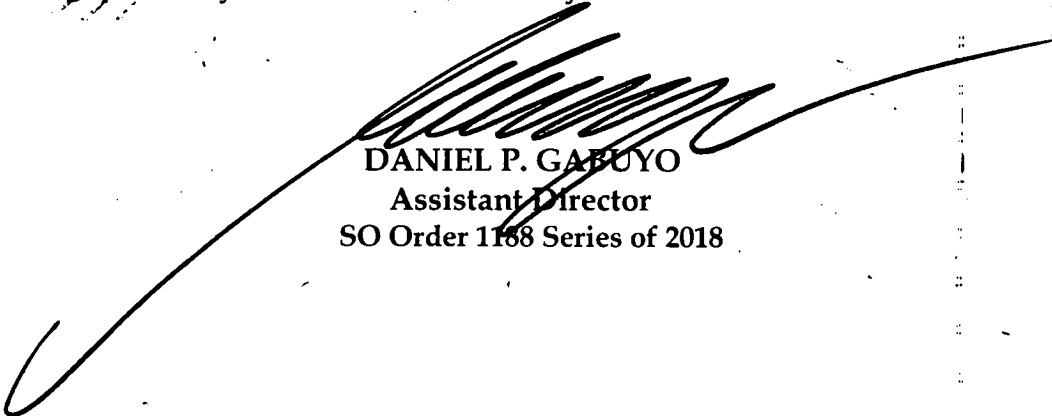
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.**  
Doing business under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS.,  
ETIQA, ELGAPI, and ELGAP

copy annexed, adopted on September 06, 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 6th day of December, Twenty Nineteen.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1168 Series of 2018

QA/qba

# COVER SHEET

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT (CRMD)

Nature of Application

Amendment of By-Laws

SEC Registration Number

C S 2 0 1 0 1 5 5 9 2

Former Company Name

ETIQA LIFE AND GENERAL  
ASSURANCE PHILIPPINES, INC.

Principal Office (No./Street/Barangay/City/Town)Province)

3 / F MORNING STAR CENTER  
347 SEN. GIL PUYAT AVENUE  
MAKATI CITY

ZIP CODE

1 2 0 9

### COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

(02)8890-1758 Loc. 205

Mobile Number

### CONTACT PERSON INFORMATION

*The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation*

Name of Contact Person

Atty. Raul M. Hebron

Email Address

rmhebron@etiqa.com.ph

Telephone Number/s

(02)8890-1758 Loc. 211

Mobile Number

0928-503-1160

Contact Person's Address

3/F Morning Star Center, 347 Sen. Gil J. Puyat Avenue, 1209 Makati City, Metro Manila

To be accomplished by CRMD Personnel

Assigned Processor

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date

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Signature

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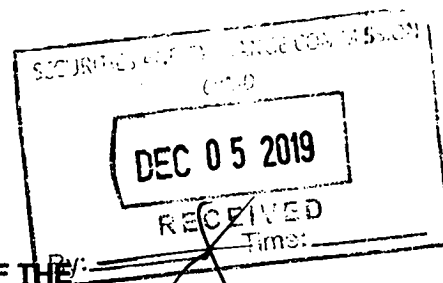
Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division  
 Green Lane Unit  
 Financial Analysis and Audit Division  
 Licensing Unit  
 Compliance Monitoring Division

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



**CERTIFICATE OF AMENDMENT OF THE  
AMENDED BY-LAWS OF  
ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.  
[Formerly AsianLife and General Assurance Corporation]**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, the 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 "Corporation") do hereby certify that the accompanying copy of the Amended By-Laws of the Corporation, embodying the underscored amendments to the SEVENTH Article thereof, is true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors at their meeting held on 06 September 2019 at the principal office of the Corporation, and by the affirmative vote of stockholders owning or representing at least majority of the outstanding capital stock of Corporation at their special meeting held on 06 September 2019 at the principal office of the Corporation in Makati City.

The following resolutions were adopted:

**"RESOLVED**, that the Corporation be authorized to amend the Seventh Article of the Amended By-Laws by changing the prescribed notice and time requirements of stockholders' meeting to align with the provisions of the Revised Corporation Code. Thus, the Seventh Article of the Corporation's By-Laws, be, as it is hereby, amended to read as follows:

**"ARTICLE VII**

**STOCKHOLDERS' MEETING**

1. Place – All meetings of the stockholders shall be held at the principal office of the company, unless written notices of such meetings shall fix another place within the City of Manila.
2. Proxy – Stockholders may vote at all meetings either in person or by proxy given in writing and presented to the Secretary for inspection and record at or prior to the opening of said meeting.
3. Quorum – No stockholders' meeting shall be competent to decide any matter or to transact any business, unless a majority of the subscribed capital stock is present or represented in person, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion.
4. Vote – Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita.

5. Annual Meeting – The annual meeting if 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.

Written notice of the 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 must only be made in writing.

6. Special Meeting – Special Meetings of the stockholders may be called by the President at his discretion, or in 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.

7. Minutes – Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.”

**RESOLVED, FINALLY**, that the directors and officers of the Corporation be, as they are hereby, authorized to execute, sign and file with the Securities and Exchange Commission, the Insurance Commission, and other appropriate government agencies, any and all documents which may be required or necessary in order to fully implement the foregoing resolutions and to update the Corporation’s registrations with the said agencies.”

– Signature page follows –

OCT 15 2019

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

**KAMALUDIN BIN AHMAD**  
Chairman/Director  
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

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

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

**RAUL M. HEBRON**  
Corporate Secretary  
TIN No. 123-381-610

OCT 15 2019

SUBSCRIBED AND SWORN to before me this \_\_\_<sup>th</sup> day of 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 NE
Ma. Victoria C. Viñas	PP No. EC2815290	11/24/2019 DFA NCR C
Joven D. Reyes	PP No. P6833787A	04/19/2018 DFA Manila
Raul M. Hebron	PP No. P0404681A	09/28/2016 DFA Angeles

**ATTY. VIRGILIO B. BATALLA**  
NOTARY PUBLIC

NOTARY PUBLIC FOR MAKATI CITY

APPT NO. 14-87 UNTIL DEC. 31, 2020

ROLL OF ATTY. NO. 48348

MCLE COMPLIANCE NO. VI-0022250/4-4-2019

IBP D.R. No. 705762-LIFETIME MEMBER JAN 29, 2007

PTR No. 7333020- JAN 03, 2019- MAKATI CITY

EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST.  
MAKATI CITY

Doc No. 202  
Page No. 48  
Book No. 27  
Series of 2019.

**AMENDED BY-LAWS**

**OF**

**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”.**

*(As amended on 17 June 2019)*

*(formerly AsianLife and General Assurance Corporation)*

**ARTICLE I**

**OFFICES**

1. Main and other offices – The principal office of the corporation shall be located at 3/F Morning Star Center, 347 Sen. Gil Puyat Avenue, Makati City, Philippines. Branches, correspondent or representative offices in other parts of the Philippines or abroad may, from time to time be established and/or maintained upon the approval by the Board of Directors of the Corporation.

**ARTICLE II**

**THE BOARD OF DIRECTORS**

1. Qualifications and Election – The general management of the corporation shall be vested in the board of nine (9) directors who shall be stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stock for the term of one (1) year and shall serve until the election and qualification of their successors. Any vacancy in the Board of Directors, other than by expiration of term or removal by the stockholders, shall be filled by the remaining members of the Board constituting a quorum by a majority vote, and the director or directors so chosen shall serve for the unexpired term. *(as amended on 4 June 2012)*

2. Quorum – The Directors shall act as a Board, and the individual directors shall have no power as such. A majority of the directors shall be necessary at all meetings to constitute a quorum duly assembled as a Board, and every decision of at least a majority of the directors present at a meeting at which there is quorum shall be valid as a corporate act.

3. Meetings – The Board of Directors shall hold a meeting for the organization immediately after their election, of which meeting no notice shall be

required. Thereafter, the Board of Directors shall hold regular meetings monthly, bi-monthly or quarterly, whichever is decided upon by the Board, at such particular day of the month in which the meeting will be held and at such particular hour or place as the Board may fix.

Special Meetings of the Board of Directors may be called by the President on a day's notice to each Director either personally or in writing, or on a written request of two (2) directors.

4. Powers – The Board of Directors shall have the management of the business of the company and with such powers and authorities as may be conferred by law.

Specifically, the Board can delegate, from time to time, any of its powers which could lawfully be delegated in the course of the current business or businesses of the company to any standing or special committee or to any other officer or agent and to appoint any person to be agents of the company with such powers (including the power to sub-delegate), and upon such terms as may be deemed fit.

5. Compensation – Directors, as such, shall receive such compensation for their services as may be from time to time, fixed by the stockholders.

6. Minutes – Minutes of all meetings of the Board for Directors shall be kept and carefully preserved as record of the business transacted at such meeting.

The minutes shall contain such entries as may be required by law.

## **ARTICLE II-A**

### **EXECUTIVE COMMITTEE FUNCTIONING AS SUBCOMMITTEE OF BOARD**

Section 1 – The Executive Committee shall be composed of five (5) members, three (3) of whom shall be members of the Board of Directors, to be appointed by the Board to oversee the day-to-day operations of the business of the corporation. Said committee may act, by a simple majority vote of the members, on such specific matters within the competence of the Board, as may be delegated to it by the By-Laws or on a majority vote of the Board.

Without prejudice to the general powers hereinafter conferred, the Executive Committee shall have the following express powers:

a. From time to time to make and change rules and regulations not inconsistent with these By-Laws for the management of the company business affairs;

b. To purchase or otherwise acquire for the company, rights or other privileges which the company is authorized to acquire at such price on such terms and conditions and for such considerations as it shall from time to time see fit;

c. To pay for any property or rights acquired by the company or to discharge obligation of the company either wholly or partly in money or in stocks, bonds, debentures, or the securities of the company;

d. To borrow money for the company and for such purpose to create, make and issue mortgages, pledges, bonds, deeds of trust, and negotiable instruments or securities secured by mortgage or pledge of property belonging to the company; provided, that, as hereinafter provided, the President of the Board of Directors shall likewise have these powers.

Provided, however, that the Executive Committee cannot act on the following matters:

- (a) approval of any action for which the shareholder approval is also required;
- (b) the filling of vacancies in the Board;
- (c) the amendment or repeal of By-Laws or the adoption of new By-Laws;
- (d) the amendment or repeal of any resolution of the Board which by the express terms is not so amendable or repealable;
- (e) distribution of cash dividends to shareholders; and
- (f) any other matters reserved by law for any action by the board of directors or shareholders.

1.1 Meetings and Votes – The Executive Committee will meet at least once a month and discharge its functions. Decisions of the Executive Committee will be made by votes and each member of the Executive Committee shall have one (1) vote. The Executive Committee shall act only by the affirmative vote of at least three (3) of its members.



## **ARTICLE III**

### **OFFICERS**

1. **General** – the officers of the corporation shall consist of a Chairman of the Board, a Vice-Chairman, a President, a Vice-President, a General Manager, a Treasurer, and a Secretary, and such other positions as the Board of Directors may create, whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient provided that the functions thereof are not compatible with each other.

2. **Chairman of the Board** – The Chairman of the Board shall be elected by the Board of Directors from their own number. He shall preside at all meetings of the directors and shall exercise such other powers and perform such other duties as the Board of Directors may, from time to time fix or delegate.

3. **Vice-Chairman** – The Vice-Chairman shall likewise be elected by the Board of Directors from their own number. He shall be vested with all the powers and authorities of, and required to perform all of the duties of the Chairman of the board during the absence of or incapacity of the latter for any cause, and he shall also perform such other duties as the Board of Directors may from time to time, assign to him.

4. **President** – The President shall likewise be elected by the Board of Directors from their own number. He shall have the following powers and duties:

a. To preside at all meetings of the stockholders and of the directors, in the absence of the Chairman and the Vice-Chairman;

b. To have direct and active management of the business and operations of the company, conducting the same according to the orders, resolutions, and instructions of the Board of Directors, and according to his own discretion whenever and wherever the same is not expressly limited by such orders, resolutions and instructions;

c. To exercise general supervision over all the officers and employees of the company, and appoint and at his discretion, remove or suspend all employees, agents, and other subordinate personnel of the company and prescribe their duties, and fix and change from time to time, their respective salaries and wages, and require guarantees or bonds in such amounts as he may determine to secure the faithful discharge by certain employees or agents of their office trust;

d. To create, open, and provide for the maintenance of such branches or agencies in the Philippines or in foreign countries, and to appoint and vest authority in such officers and agents in said branches or agencies as the President deems expedient;

e. To obtain loans, overdrafts, and credit facilities from any banking institution, company, or partnership or person in such amount and under such conditions or stipulations as he deems convenient, and to secure its payment and its interests, as well, the President is likewise is authorized to hypothecate or pledge the real and personal properties of the corporation;

f. To execute on behalf of the company all contracts and agreements which the said company may enter into;

g. To sign endorse, and deliver all checks, drafts, bills of exchange, promissory notes and order for payment of sums of money in the name and on behalf of the corporation;

h. To open bank accounts for the corporation with any banking institutions in the City of Manila or in other cities or towns;

i. Submit an annual report of the operations of the company to the Board of Directors and at such time as the latter may request, annual report thereof to the stockholders at the annual meeting;

j. Sign certificates of stock;

k. Exercise such powers and perform such other duties as the Board of Directors may from time to time fix or delegate.

The President may delegate any of the above powers to any officer.

5. Vice-President – The Vice-President shall be appointed by the Board of Directors. Provided that when necessity demands and for the interest of the company, the Board of Directors may elect an Executive Vice-President and/or Senior Vice-President and/or other Vice-Presidents

Provided that in case an Executive Vice-President is elected and qualified, he shall be vested with powers, authority, and duties assigned by the President and other functions which from time to time may be assigned to him by the Board.

Provided further, that in case a Senior Vice-President and/or Vice-Presidents shall be appointed by the Board, their powers and duties shall be as prescribed by the Board or the President.

6. Treasurer – The treasurer shall be elected by the Board of Directors, and he may or may not be a stockholder of the company. He shall hold office at the pleasure of the Board, and he shall have the following powers and duties:

a. To have custody, and be responsible for, all the funds, securities and bonds of the company, and keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of accounts of the corporation, and to see it

that all disbursements and expenditures are evidenced by appropriate vouchers;

b. To deposit in the name and to the credit of the company in such bank or banks as may be designated from time to time by the President, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;

c. To render statement showing the financial condition of the company on the 31<sup>st</sup> of December each year and such other financial reports as the Board of Directors or the President may from time to time require;

d. To receive and give receipts for all moneys paid to the company from any source whatsoever, generally perform such other duties as may be required by law or prescribed by the Board of Directors or the President.

The Treasurer may delegate the routine duties of his office to one or more employees of the company with the approval of the President. He may be required by the Board of Directors or the President to give bond with sufficient sureties for the faithful performance of his duties.

7. Secretary – The Secretary who must be a citizen and resident of the Philippines shall be elected by the Board of Directors, and he may or may not be a stockholder of the company. He shall hold office at the pleasure of the Board, and he shall perform the following duties:

a. To keep full minutes of all meetings of the Board of Directors and of the stockholders;

b. To keep the stock and transfer book and the corporate seal, which he shall stamp on all documents requiring such seal of the corporation;

c. To fill and countersign all the certificates of stock issued, making corresponding annotation on the margin or stub of such certificate upon issuance;

d. To give or cause to be given, all notices required by law or by the By-Laws of the corporation as well as notices of all meetings of the Board of Directors and of the stockholders;

e. To perform such other duties as may be prescribed by the Board of Directors or the President.

8. General Manager – The General Manager shall be selected by the Board of Directors and may not be so selected from the members thereof, or from the officers

of the corporation. If so selected from the officers of the corporation, the General Manager shall bear the dual designation of office, as "President-General Manager".

a. He shall have the active management of the business of the company;

b. He shall have the power to sign contracts and agreements which said company may enter into;

c. He shall have the power to sign, endorse, and deliver all checks, drafts, bills of exchange, promissory notes and orders for the payment of sum of money in the name and on behalf of the corporation;

d. He shall have the power to open bank accounts for the corporation with any banking institutions in the City of Manila or in any other cities or towns in the Philippines or in foreign countries; and to sign checks, receipts and any other instruments for withdrawal from said accounts;

e. He shall have the general and immediate supervision and direction of all employees of the company and shall see that their respective duties are properly performed;

f. He shall operate and conduct the business and affairs of the company according to the orders and resolution of the Board of Directors, and according to his own discretion whenever the exercise thereof is not contrary to any order or resolution of the Board;

g. He shall have such other authority and exercise such other powers as may from time to time be conferred upon him by the Board of Directors.

9. Compensation – All officers shall receive such salaries or compensation as may be fixed by the Board of Directors.

10. Vacancies in and Delegation of Officers – If the office of the President, Vice-President, Treasurer, Secretary, or General Manager becomes vacant by death, resignation or otherwise, the remaining Directors, if still constituting a quorum, by majority vote may choose a successor or successors who shall hold office for the expired term.

In case of the temporary absence of any officer of the company, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of each officer or to any other director for the time being, provided a majority of the Board concur therein and such delegation is not covered by any express provision of these By-Laws.

## **ARTICLE IV**

### **CERTIFICATE OF STOCK**

Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate for such shares of stock.

The certificate of stock shall be in such form and design as may be determined by the Board Directors. Every certificate shall be signed by the President and countersigned by the Secretary and shall be sealed with the corporate seal and shall state on its face, its number, the date of issue, the number of shares for which it was issued, and the name of the person in whose favor it was issued.

## **ARTICLE V**

### **TRANSFER OF SHARES OF STOCK**

Shares of Stock shall be transferred by delivery of the certificates endorsed by the owner or his Attorney-in-fact or other person legally authorized to make the transfer but no transfer shall be valid except as between the parties until the transfer is annotated in the books of the corporation.

No surrendered certificates shall be cancelled by the Secretary before a new certificate in lieu is issued, and the Secretary shall keep the cancelled certificates as proof of substitution. Any person claiming a certificate of stock to be lost or destroyed, shall, make an affidavit of that fact and shall advertise the same in such manner as the Board may require, and shall give the company a bond of indemnity in the form and with the sureties satisfactory to the Board, in the sum at least double the par value of such certificate in lieu of the alleged to be lost or destroyed, always subject to the approval of the Board, provided further that the requirement of Republic Act No. 201 are first complied with.

## **ARTICLE VI**

### **FISCAL YEAR DIVIDENDS & ACCOUNTS**

1. Fiscal Year – The fiscal year of the company begins on the first day of January and shall end with the last day of December each year.
2. Dividends – Dividends may be declared from the surplus profits of the company at such time or times and in such percentage as the Board of Directors may deem proper. No dividend shall be declared that will impair the capital. Stock dividends shall be declared in accordance with law.
3. Inspection of Accounts – The books, accounts and records of the company shall be opened to inspection by any member of the Board of Directors at all

times. Stockholders may inspect said books, records, and accounts of the company at reasonable hours on every business day.

## ARTICLE VII

### STOCKHOLDERS' MEETING

1. Place – All meetings of the stockholders shall be held at the principal office of the company, unless written notices of such meetings shall fix another place within the City of Manila.

2. Proxy – Stockholders may vote at all meetings either in person or by proxy given in writing and presented to the Secretary for inspection and record at or prior to the opening of said meeting.

3. Quorum – No stockholders' meeting shall be competent to decide any matter or to transact any business, unless a majority of the subscribed capital stock is present or represented in person or by proxy, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion.

4. Vote – Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita.

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.

Written notice of the 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 must only be made in writing.

6. Special Meeting – Special Meetings of the stockholders may be called by the President at his discretion, or in 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.

7. Minutes – Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

*(As amended by the Board of Directors on 06 September 2019 and ratified by the Stockholders on 06 September 2019)*

**ARTICLE VIII**

**AMENDMENTS**

The stockholders, by the affirmative vote of the majority of the subscribed capital stock and the majority of the members of the Board of Directors, may at any regular, or upon motion, at any special meeting, alter or amend these By-Laws. The power to amend or repeal these By-Laws may be delegated to the Board of Directors in the manner provided by law.

**ARTICLE IX**

**ADOPTION CLAUSE**

The foregoing By-Laws were adopted by the adopted by the stockholders of the Corporation on 22 September 2010 at the principal office of the Corporation.

**IN WITNESS THEREOF**, we, the undersigned stockholders, have adopted the foregoing By-Laws and have hereunto affixed our signature this 22 September 2010 at the 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 Y. TANKIANG  
TIN: 105-823-201

Doc. No. 982  
Page No. 197  
Book No. 36  
Series of 2010.

(Originally signed)  
Atty. Pedro D. Genato  
NOTARY PUBLIC  
1150 Gen. Luna St. Ermita, Mla.  
IBP 76708, MLA. 1-4-10  
Roll No. 12088  
TIN-132-436-687

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

**SECRETARY'S CERTIFICATE**

I, **RAUL M. HEBRON**, Filipino citizen, of legal age, with office address at 3<sup>rd</sup> Floor, Morning Star Center, 347 Sen. Gil J. Puyat Avenue, 1209 Makati City, Metro Manila after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.** (Formerly, 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 J. Puyat Avenue, 1209 Makati City, Metro Manila.
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.

OCT 15 2019

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

**RAUL M. HEBRON**  
Corporate Secretary

OCT 15 2019

**SUBSCRIBED AND SWORN TO** before me this \_\_\_<sup>th</sup> day of \_\_\_\_\_ 2019 in Makati City; affiant exhibited to me his Driver's License with No. C06-92-006569 issued in Metro Manila on 04 February 2019 as competent evidence of his identity.

Doc. No. 224  
Page No. 48  
Book No. 224  
Series of 2019.

**ATTY. VIROLIO R. BATALLA**  
NOTARY PUBLIC FOR MAKATI CITY  
APPT. NO. M-87 UNTIL DEC 31, 2020  
ROLL OF ATTY. NO. 48348  
MCLE COMPLIANCE NO. VI-0022250/4-4-2019  
IBP O.I.R. NO. 0776241-LEADS MEMBER JAN 29, 2007  
PTR N. 7833020 - JAN 03, 2019 - MAKATI CITY  
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST.  
MAKATI CITY