



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City , 1209, Metro Manila



COMPANY REG. NO.: CS201015592

**CERTIFICATE OF FILING
OF
AMENDMENT TO THE 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

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Commission has approved the amendment of the Annual Meeting of the above-named Corporation pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines and Republic Act No. 11232, which took effect on February 23, 2019.

This amendment was adopted on August 19, 2024 by majority vote of the Board of Directors and on September 18, 2024 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

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, this 7th day of February, Two Thousand Twenty-Five.



GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

This is a computer generated certificate, signature is not required.



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-R082024-CRMD02726N

| | |
|---|---|
| Corporate Name | ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. doing business under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP |
| Date of Approval by the Commission | October 2024 |
| Approved by majority of the Directors | 22 February 2024 |
| Approved by at least two-thirds (2/3) of the outstanding capital stock | 19 March 2024 |
| Subject of Amendment | Primary Purpose |

TO 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 of 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.

Section 4 – To include the Islamic alternative to insurance (called takaful) under (i) section 2 as family takaful; and (ii) section 3 as general takaful. For the avoidance of doubt, any reference to “insurance”, “reinsurance” or such other derivatives of insurance in this Articles of Incorporation shall include takaful, retakaful and its Islamic alternative as required. (For approval of Board of Directors on 22 February 2024 and Stockholders on 19 March 2024)

FROM 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 of 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.

| | |
|---|---|
| Corporate Name | ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. doing business under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP |
| Date of Approval by the Commission | October 2024 |
| Approved by majority of the Directors | 14 September 2023 |
| Approved by at least two-thirds (2/3) of the outstanding capital stock | 21 November 2023 |
| Subject of Amendment | Change of Principal Office Address |

TO ETIQA ATRIUM, 10-12E FLRS. 107 AGUIRRE SAN LORENZO LEGAZPI VILLAGE
1223 CITY OF MAKATI
FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 3/F Morning Star Center, 347 Sen. Gil Puyat Avenue, Makati City, Philippines

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-S122024-CRMD01446T

| | |
|---|---|
| Corporate Name | ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. doing business under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP |
| Date of Approval by the Commission | 07 February 2025 |
| Delegated by at least 2/3 of the outstanding capital stock | No |
| Approved by majority of the Directors | 19 August 2024 |
| Approved by at least two-thirds (2/3) of the outstanding capital stock | 18 September 2024 |
| Subject of Amendment | Change of Annual Meeting |

TO Any day of April

FROM 3rd Tuesday of March

ORGANIZATIONAL DETAIL

TRN-R082024-CRMD02275N

| | |
|---|---|
| Corporate Name | ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. doing business under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP |
| Date of Approval by the Commission | October 2024 |

| | |
|--|-------------------|
| Delegated by at least 2/3 of the outstanding capital stock | No |
| Approved by majority of the Directors | 14 September 2023 |
| Approved by at least two-thirds (2/3) of the outstanding capital stock | 21 November 2023 |
| Subject of Amendment | Others: Article I |

TO ARTICLE I
OFFICES

FROM ARTICLE I
OFFICES



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

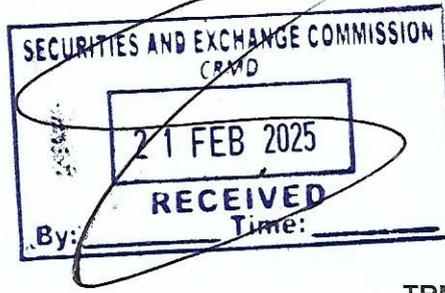
eOR Number 20250207-PM-0016244-29
Transaction Number 20250207121212800110170613528922199
Payment Date February 07, 2025 10:30 AM
Payment Scheme gcash
Status COMPLETED
Payment Status PAYMENT_SUCCESS

Payment Assessment Details

PAF No. 20250207-12215919
PAF Date 2025-02-07 10:04:12
Payor Name ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.
Payor Address 107 AGUIRRE BRGY. SAN LORENZO CITY OF MAKATI LEGAZPI VILLAGE NCR

| # | Nature of Collection | Account Code | Amount |
|--------------|----------------------------|---------------------|-----------------|
| 1 | Amended By Laws | 4020102000(606) | 1,000.00 |
| 2 | Legal Research Fee (A0823) | 2020105000(131) | 10.00 |
| 3 | Documentary Stamp Tax | 4010401000(4010401) | 30.00 |
| TOTAL | | | 1,040.00 |

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.



STOCK CORPORATION

TRN-S122024-CRMD01446T

**COMPANY REGISTRATION AND MONITORING DEPARTMENT
AMENDMENT FORM (By-Laws)**

Corporate Name: ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. **SEC Registration No.:** CS201015592
Company Type: STOCK CORPORATION
Authorized Representative: TAMARES, JOHN JOSEPH SILVA **Email Address:** jstamares@etiqa.com.ph
Mobile/Landline No.: 09190618370

Provision for Amendment on By-Laws: Change of Annual Meeting

| From (based from the latest SEC approved By-Laws (amendments, if any)) | To |
|--|------------------|
| 3rd Tuesday of March | Any day of April |

DIRECTORS' CERTIFICATE

We, the undersigned majority of the Board of Directors and the Corporate Secretary of ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. doing business under the names and styles of ETIQA PHILIPPINES, ETIQA PHILS., ETIQA, ELGAPI, and ELGAP, do hereby certify that the By-Laws of said corporation was amended by a majority vote of the Board of Directors at a meeting held on August 19, 2024, at which meeting a quorum was present, and ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on September 18, 2024 at the principal office of the corporation.

We further certify that to the best of our knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Signed this 25th day of November 2024 and 27th day of December 2024 at Makati City.


MOHD DIN MEXICAN
TIN: 619-515-107-000
Director


LEE SOON LOH
TIN: 619-514-775-000
Director

MANUEL NAVA TORDESILLAS

TIN: 178-610-428-000

Director

EULOGIO ANGALA MENDOZA

TIN: 129-544-622-000

Director

RICARDO NICANOR JACINTO

TIN: 107-042-629-000

Director

HELEN TAMAYO DE GUZMAN

TIN: 100-749-881-000

Director

RAUL M/SOLA HEBRON

TIN: 123-381-610-000

Corporate Secretary

NOV 25 2024

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 20 _____ in
his/her _____ Philippines, affiant exhibiting to me
at _____
MAKATI CITY

Doc.No. 61 Mohd Din Merican
Page No. 14 Loh Lee Soon
Book No. 278 Manuel N. Tordesillas
Series of 2024

Malaysian Passport No. A410855111
Malaysian Passport No. A560832943
Philippine Passport No. P7683297A3

NOTARY PUBLIC

ATTY. JOEL FERRER FLORES
Notary Public for Makati City
Until December 31, 2024
Appointment No. M-115(2023-2024)
Roll of Attorney No. 77376
MCLC Compliance VIII NO. 0001393-
Jan. 03, 2023 Until Apr. 14, 2028.
PTR No. 100739457 Jan 02, 2024/Makati City
IBP No. 3307407 Jan 02, 2024/Pasig City
1107 D Bataan St. Guadalupe Nuevo, Makati City

SUBSCRIBED AND SWORN to before me on this _____ day of _____ 2024 in
Makati City, Philippines, affiants exhibiting to me the following competent proofs of their
identities:

Eulogio A. Mendoza
Ricardo Nicanor N. Jacinto
Helen T. De Guzman
Raul M. Hebron

Philippine Passport No. P9787597A5
Philippine Passport No. P6245151B8
Philippine Passport No. P6347226A9
Philippine Passport No. P9127369B1

NOTARY PUBLIC

Doc No. 484
Page No. 92
Book No. CIX
Series of 2024.

ATTY. RENE MA. M. VILLA

Notary-Public of Makati City
Appointment No. M-111
Until December 31, 2024

PTR No. MKT 10073904; 01-02-2024; Makati City
IBP Lifetime No. 013595; 12-27-2013; I.C.
Roll No. 37226

MCLC Compliance No. VII-0024195; 02-15-2022
Ground Floor, Makati Terraces Condominium
3650 Davila St., Brgy. Tejeros, Makati City 1204

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 Etiqa Atrium, 10-12E Flrs, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, 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. *(As amended on 21 November 2023)*

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 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 31st 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 threat, 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,~~ **on any day of April in each calendar year, at such time and place determined by the Board of Directors of the Corporation,** 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 06 September 2019) **(As amended by the Board of Directors on 19 August 2024 and ratified by the Stockholders on 18 September 2024)***

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