



**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
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
(Amending Article VII thereof)

copy annexed, adopted on November 05, 2025 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 19th day of May, Twenty Twenty-Six.

GERARDO E. DEL ROSARIO
Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION
OF**

ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.
The names and styles
Doing business under any of the following names and styles:
"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 any of the following names and styles:
"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 insurance 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 loss 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." (As amended by the Board of Directors on 22 February 2024 and ratified by the Stockholders on 19 March 2024)

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 Etiga Atrium, 10-12E Flrs, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines. *(As amended by the Board of Directors on 14 September 2023 and ratified by the Stockholders on 21 November 2023)*

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 st 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 **THREE BILLION TWO HUNDRED FIFTY MILLION PESOS (P3,250,000,000.00)**, 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 (**"Common Shares"**), Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) **Class "A" preferred shares** with par value of Ten Centavos (P0.10) per share (**Class "A" Preferred Shares"**), and **Two Billion (2,000,000,000) Class "B" preferred shares** with par value of ONE PESO (P1.00) per share (**"Class "B" Preferred Shares"**). **Class "A" Preferred Shares and Class "B" Preferred Shares shall jointly be referred to as "Preferred Shares"**. (As amended on 29 December 2011) (As amended on 7 July 2014) (As amended on 20 December 2016) (As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

The **Preferred Shares** 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:

Class "A" Preferred Shares

1. The **Class "A" Preferred Shares** shall be entitled to receive cash dividends at the rate of six percent (6%) per annum;

2. The Class "A" Preferred Shares shall be entitled to voting rights;
3. At the sole option of the Corporation, the Class "A" 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 Class "A" Preferred Shares are redeemable at any time;
5. No cash dividends shall be declared nor paid on the Common Shares and/or Class "B" Preferred Shares of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of Class "A" Preferred Shares;
6. The Class "A" 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 Class "A" 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 and/or Class "B" Preferred Shares;

(As amended on 23 October 2014) (As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

Class "B" Preferred Shares

8. The Class "B" Preferred Shares shall be entitled to receive cash dividends;
9. The Class "B" Preferred Shares shall be entitled to voting rights;
10. At the sole option of the Corporation, the Class "B" Preferred Shares are redeemable at any time;
11. No cash dividends shall be declared nor paid on the Common Shares and/or Class "B" Preferred Shares of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of Class "A" Preferred Shares;

12. The Class "B" 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.
13. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, holders of Class "B" 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;
14. The aforesaid Class "B" Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Shares, to fix the number of shares to be included in each of such series, and to determine, among others, the price, cash dividend rate, amount or period, and the manner of redemption of shares for each series.

(As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

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 (in trust for the stockholders of AsianLife and General Assurance Corporation)	Filipino	25,000,000	P250,000,000.00
Ramon B. Arnaiz 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. Mammoad TIN: 110-066-605	Filipino	1	10.00
Nilaida S. Enriquez	Filipino	1	10.00
Augusto Z. Fajardo TIN: 135-818-928	Filipino	1	10.00
Ernest L. Cu TIN: 116-222-836	Filipino	1	10.00
Sylvette T. Tankiang	Filipino	1	10.00
Total		<u>25,000,009</u>	<u>₱250,000,090.00</u>

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:

Name	No. Of Shares	Amount Paid
Sylvette Y. Tankiang (in trust for the stockholders of AsianLife and General 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. Mammoad	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
Total	<u>25,000,009</u>	<u>₱ 250,000,090.00</u>

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 22nd 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 Cert No.</u>	<u>Date/Place Issued</u>	<u>Identification Card</u>	<u>Official Issuing Agency</u>
Manuel N. Tordesillas	28628658	2/15/2010 Makati	Passport No. XX4358537 Issued on 8/13/2009	DFA
Lorenzo T. Roxas	03222453	2/1/2010 Makati	Passport No. XX4403614 Issued on 8/19/2009	DFA
Eulogio A. Mendoza	12208740	1/5/2010 Makati	Passport No. XX4099450 Issued on 7/6/2009	DFA
Nilaida S. Enriquez	05893620	9/17/2010 Makati	Passport No. EB0104938 Issued on 4/15/2010	DFA
Sylvette T. Tankiang	28608084	1/29/10 Makati	Passport No. EB0266559 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

SECURITIES AND EXCHANGE COMMISSION
CRM
13 MAY 2026
RECEIVED
Time:

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

We the undersigned, the Chairman of the Joint Special Meeting of the Board of Directors and Stockholders, the Corporate Secretary, and the Board of Directors of **ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.** (the "Corporation"), hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the said Corporation:

The amendment is in the Seventh Article of the Articles of Incorporation of ELGAP by: (i) increasing the Corporation's authorized capital stock by Two Billion Pesos (PHP2,000,000,000.00), or from One Billion Two Hundred Fifty Million Pesos (PHP1,250,000,000.00) to Three Billion Two Hundred Fifty Million Pesos (PHP3,250,000,000.00); (ii) renaming the 50,059,600 preferred shares with par value of PHP0.10 per share as "Class A Preferred Shares," and (iii) creating 2,000,000,000 Class B Preferred Shares with par value of PHP1.00, which is a new class of redeemable voting preferred shares ("RVPS"), to wit:

"VII

That the authorized capital stock of the Corporation is **THREE BILLION TWO HUNDRED FIFTY MILLION PESOS (P3,250,000,000.00)**, 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 ("**Common Shares**"), Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) **Class "A" preferred shares** with par value of Ten Centavos (P0.10) per share ("**Class "A" Preferred Shares**"), and Two Billion (2,000,000,000) **Class "B" preferred shares** with par value of ONE PESO (P1.00) per share ("**Class "B" Preferred Shares**"). **Class "A" Preferred Shares and Class "B" Preferred Shares shall jointly be referred to as "Preferred Shares"**

(As amended on 29 December 2011) (As amended on 7 July 2014) (As amended on 20 December 2016) (As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

The **Preferred Shares** 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:

Class "A" Preferred Shares

1. The **Class "A" Preferred Shares** shall be entitled to receive cash dividends at the rate of six percent (6%) per annum;
2. The **Class "A" Preferred Shares** shall be entitled to voting rights;
3. At the sole option of the Corporation, the **Class "A" 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 **Class "A" Preferred Shares** are redeemable at any time;
5. No cash dividends shall be declared nor paid on the **Common Shares and/or Class "B" Preferred Shares** of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of **Class "A" Preferred Shares**;
6. The **Class "A" 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 **Class "A" 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 and/or Class "B" Preferred Shares;

(As amended on 23 October 2014) (As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

Class "B" Preferred Shares

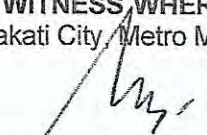
8. The Class "B" Preferred Shares shall be entitled to receive cash dividends;
9. The Class "B" Preferred Shares shall be entitled to voting rights;
10. At the sole option of the Corporation, the Class "B" Preferred Shares are redeemable at any time;
11. No cash dividends shall be declared nor paid on the Common Shares and/or Class "B" Preferred Shares of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of Class "A" Preferred Shares;
12. The Class "B" 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.
13. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, holders of Class "B" 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;
14. The aforesaid Class "B" Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Shares, to fix the number of shares to be included in each of such series, and to determine, among others, the price, cash dividend rate, amount or period, and the manner of redemption of shares for each series.

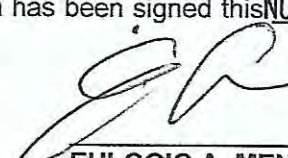
(As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)"

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, and by majority of the Board of Directors at the Joint Special Meeting of the Board of Directors and Stockholders of the Corporation held on 05 November 2025 at Etiqa Boardroom, 12E Flr., 107 Aguirre, Legazpi Village, Makati City and via videoconference.

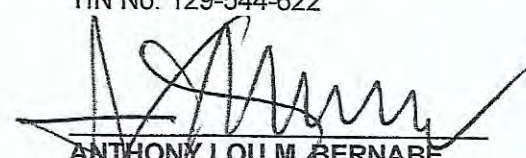
[Signature page follows.]

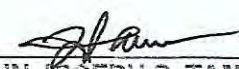
IN WITNESS WHEREOF, this Certification has been signed this NOV 21 2025 day of November 2025 at Makati City, Metro Manila.


MANUEL N. TORDESILLAS
Non-Executive Director
TIN No. 178-610-428


EULOGIO A. MENDOZA
Non-Executive Director
TIN No. 129-544-622


RICARDO NICANOR N. JACINTO
Independent Director
TIN No. 107-042-629


ANTHONY LOU M. BERNABE
President and CEO/Executive Director
TIN No. 918-617-940


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

SUBSCRIBED AND SWORN to before me this NOV 21 2025 day of November 2025 at Makati City, Metro Manila, affiants having exhibited to me their Philippine Passports as follows:

Name	Competent Proof of Identity	Date of Expiration/ Place of Issue
Manuel N. Tordesillas	PH Passport No. P7683297A	06/25/2028 DFA Manila
Eulogio A. Mendoza	PH Passport No. P9787597A	12/02/2028 DFA NCR South
Ricardo Nicanor N. Jacinto	PH Passport No. P6245151B	02/08/2031 DFA NCR South
Anthony Lou M. Bernabe	PH Passport No. P8101651A	07/25/2028 DFA Manila
John Joseph S. Tamares	PH Passport No. P7486245B	08/26/2031 DFA Manila

NOTARY PUBLIC

Doc No. 469
Page No. 99
Book No. 04
Series of 2025.


ATTY. MARVIN M. CELEDIO, CPA
Notary Public for Makati
Appointment No. M- 459 (2025- 2026)
Valid until December 31, 2026; Roll of Attorneys No. 85114
IBP Service Invoice No. 622489, January 29, 2025, Pasig City
PTR No. 10468417, January 07, 2025, Makati City
MCLE Compliance No. VIII- 0028741 valid until April 14, 2028
4F Ricogen Bldg., 112 Aguirre St., Legazpi Village, Makati City
+6390622104040; atty.marvin.celedio@mmclew.ph

NOTARIAL CERTIFICATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, I, DATO' SYED NAQIZ SHAHABUDDIN BIN SYED ABDUL JABBAR, NOTARY PUBLIC, of Messrs. Naqiz & Partners, Advocates & Solicitors, Suite 9B.02, Level 9B, Wisma E&C, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia, do hereby certify and attest that the Certificate of Amendment of Articles of Incorporation of Etiqa Life and General Assurance Philippines, Inc. dated 19 November 2025 are true copies of the original and was signed in my presence on 19 November 2025 in Kuala Lumpur, Wilayah Persekutuan by:

MOHD DIN MERICAN (TIN No. 619-515-107)
LOH LEE SOON (TIN No. 619-514-775); and
NORA JUNITA BINTI MOHD HUSSAINI

after they confirmed that they had read and understood the document and that they were freely and voluntarily signing the document.

In so certifying, I do not endorse, verify or make any statement as to the accuracy, truth, legality or otherwise of the contents of this document or the purposes for which this document may be used. Neither do I accept liability for any loss, damage or injury arising out of the use of, or reliance on this document or its contents.

(IN TESTIMONY WHEREOF
(I have hereunto subscribed my
(name and affixed my Seal of
(office at Wilayah Persekutuan,
(19 November, 2025.

Quod Veritatem attestor

DATO' SYED NAQIZ
SHAHABUDDIN BIN SYED
ABDUL JABBAR
Notary Public
Malaysia



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

We the undersigned, the Chairman of the Joint Special Meeting of the Board of Directors and Stockholders, the Corporate Secretary, and the Board of Directors of **ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.** (the "Corporation"), hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the said Corporation:

The amendment is in the Seventh Article of the Articles of Incorporation of ELGAP by: (i) increasing the Corporation's authorized capital stock by Two Billion Pesos (PHP2,000,000,000.00), or from One Billion Two Hundred Fifty Million Pesos (PHP1,250,000,000.00) to Three Billion Two Hundred Fifty Million Pesos (PHP3,250,000,000.00); (ii) renaming the 50,059,600 preferred shares with par value of PHP0.10 per share as "Class A Preferred Shares"; and (iii) creating 2,000,000,000 Class B Preferred Shares with par value of PHP1.00, which is a new class of redeemable voting preferred shares ("RVPS"), to wit:

"VII

That the authorized capital stock of the Corporation is **THREE BILLION TWO HUNDRED FIFTY MILLION PESOS (P3,250,000,000.00)**, 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 ("**Common Shares**"), Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) **Class "A" preferred shares** with par value of Ten Centavos (P0.10) per share ("**Class "A" Preferred Shares**"), and Two Billion (2,000,000,000) **Class "B" preferred shares** with par value of **ONE PESO (P1.00)** per share ("**Class "B" Preferred Shares**"). **Class "A" Preferred Shares** and **Class "B" Preferred Shares** shall jointly be referred to as "**Preferred Shares**".

(As amended on 29 December 2011) (As amended on 7 July 2014) (As amended on 20 December 2016) (As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

The **Preferred Shares** 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:

Class "A" Preferred Shares

1. The **Class "A" Preferred Shares** shall be entitled to receive cash dividends at the rate of six percent (6%) per annum;
2. The **Class "A" Preferred Shares** shall be entitled to voting rights;
3. At the sole option of the Corporation, the **Class "A" 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 **Class "A" Preferred Shares** are redeemable at any time;
5. No cash dividends shall be declared nor paid on the **Common Shares** and/or **Class "B" Preferred Shares** of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of **Class "A" Preferred Shares**;
6. The **Class "A" 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 **Class "A" 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 and/or Class "B" Preferred Shares;

(As amended on 23 October 2014) (As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)

Class "B" Preferred Shares

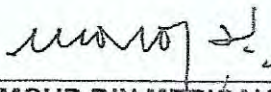
8. The Class "B" Preferred Shares shall be entitled to receive cash dividends;
9. The Class "B" Preferred Shares shall be entitled to voting rights;
10. At the sole option of the Corporation, the Class "B" Preferred Shares are redeemable at any time;
11. No cash dividends shall be declared nor paid on the Common Shares and/or Class "B" Preferred Shares of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of Class "A" Preferred Shares;
12. The Class "B" 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.
13. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, holders of Class "B" 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;
14. The aforesaid Class "B" Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Shares, to fix the number of shares to be included in each of such series, and to determine, among others, the price, cash dividend rate, amount or period, and the manner of redemption of shares for each series.

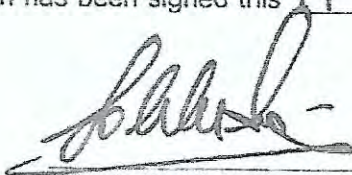
(As amended by the Board of Directors and ratified by the Stockholders on 5 November 2025)"

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, and by majority of the Board of Directors at the Joint Special Meeting of the Board of Directors and Stockholders of the Corporation held on 05 November 2025 at Etiqa Boardroom, 12E Flr., 107 Aguirre, Legazpi Village, Makati City and via videoconference.

[Signature page follows.]

IN WITNESS WHEREOF, this Certification has been signed this 19th day of November 2025 in Kuala Lumpur, Malaysia.

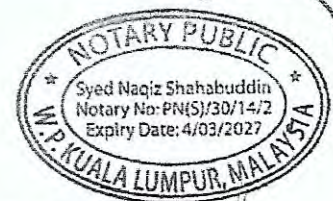

MOHD DIN MERICAN
Chairman of the Board and of
the Stockholders' Meeting/
Independent Director
TIN No. 619-515-107


LOH LEE SOON
Vice Chairman of the Board/
Independent Director
TIN No. 619-514-775


NORA JUNITA BINTI MOHD HUSSAINI
Independent Director

SUBSCRIBED AND SWORN to before me this 19th day of November 2025 at Kuala Lumpur, Malaysia.

NOTARY PUBLIC



19 NOV 2025





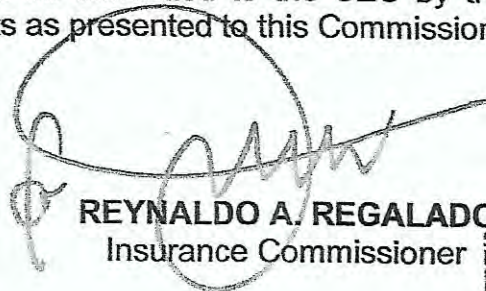
Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue, Manila

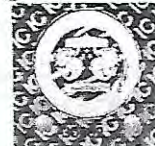


ENDORSEMENT
31 December 2025

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, the amended Articles of Incorporation 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"* with office address at Etiqa Atrium, 10-12E Flrs, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines, with the advise that this Commission has no objection to the amendment in Article VII thereof.

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


REYNALDO A. REGALADO
Insurance Commissioner





REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION AND MONITORING DEPARTMENT
COMPLIANCE MONITORING DIVISION



MONITORING SHEET

Type of Corporation: **STOCK CORPORATION**

FIA REGISTERED

CORPORATE PROFILE

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		
SEC Reg. No.	CS201015592	Date Registered	OCTOBER 4, 2010
Term of Existence	50 YRS	Fiscal Year	Dec-31
No. of Directors	NINE (9)	Annual Meeting	3RD TUESDAY OF MARCH
Authorized Cap. Stock	₱ 1,250,000,000.00	Paid-Up Capital Stock	₱ 250,000,090.00
Principal Address	ETIQA ATRIUM, 10-12E FLRS, 107 AGUIRRE, LEGAZPI VILLAGE, MAKATI CITY		

FINDINGS IN LATEST GIS DUE

FINDINGS IN LATEST FS DUE

Actual Meeting Date	APRIL 15, 2025	Fiscal Year Ended	DECEMBER 31, 2024
No. of Directors/Trust	NINE (9)	Authorized Cap. Stock	
Auth. Cap. Stock	₱ 1,250,000,000.00	Paid-Up Capital Stock	₱ 1,166,726,790.00
Foreign Equity	96.67%	APIC (if any)	₱ 39,784,362.00
		Retained Earnings	₱ 1,465,284,410.00

OTHER FINDINGS

Compliance with SEC Memorandum Cir. No. 28, s.2020	Date Filed	12/18/2020*	Findings	OT	₱ -
Stock and Transfer Book / Membership Book	Date Filed		Findings	MONITORED	₱ -

Violation of:

*Compliance with MC28, Series of 2020 was monitored based only on the timeliness of submission. This does not confirm that your submission has been verified or approved. All submitted documents will still be reviewed by a verifier. You will receive an email notification once verification is completed or if further action is needed.

TOTAL FINES ASSESSED FOR OTHER FINDINGS

₱ -

TOTAL FINES ASSESSED FOR GIS

₱ -

TOTAL FINES ASSESSED FOR FS

₱ -

TOTAL FINES AND PENALTIES ASSESSED

NO PENALTY

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 Revised 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.

This Monitoring Sheet is good for updating until the first working day of January of the following year. Further SEC is not estopped from assessing the corporation additional penalties, fees and charges should it turn out that the previous assessment is erroneous.

GWEN JOY V. GARAY

SEC SECURITIES EXAMINER I

14-Oct-25





REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION AND MONITORING DEPARTMENT
COMPLIANCE MONITORING DIVISION



COMPUTATION OF FINES FOR TIMELINESS OF SUBMISSION (SEC MC NO. 6 S. 2024)

Bracket of Fines		Base Penalty for: FL		PMD	
Offense		Base Penalty for: FL+ / NF			

COMMENTS

Compliant with All Reportorial Requirements and Cleared per CIS-URDB as of			Oct 13 2025		
Date Last Monitored, if applicable:	NP 07/04/2024		Reckoning Year for Monitoring:	2024 AFS & 2025 GIS	

GENERAL INFORMATION SHEET

FINANCIAL STATEMENT

YEAR	FINDINGS	AMOUNT	MD	AMOUNT	TOTAL	YEAR	FINDINGS	AMOUNT	MD	AMOUNT	TOTAL
1996		P -		P -	P -	1996		P -		P -	P -
1997		P -		P -	P -	1997		P -		P -	P -
1998		P -		P -	P -	1998		P -		P -	P -
1999		P -		P -	P -	1999		P -		P -	P -
2000		P -		P -	P -	2000		P -		P -	P -
2001		P -		P -	P -	2001		P -		P -	P -
2002		P -		P -	P -	2002		P -		P -	P -
2003		P -		P -	P -	2003		P -		P -	P -
2004		P -		P -	P -	2004		P -		P -	P -
2005		P -		P -	P -	2005		P -		P -	P -
2006		P -		P -	P -	2006		P -		P -	P -
2007		P -		P -	P -	2007		P -		P -	P -
2008		P -		P -	P -	2008		P -		P -	P -
2009		P -		P -	P -	2009		P -		P -	P -
2010		P -		P -	P -	2010		P -		P -	P -
2011		P -		P -	P -	2011		P -		P -	P -
2012		P -		P -	P -	2012		P -		P -	P -
2013		P -		P -	P -	2013		P -		P -	P -
2014		P -		P -	P -	2014		P -		P -	P -
2015		P -		P -	P -	2015		P -		P -	P -
2016		P -		P -	P -	2016		P -		P -	P -
2017		P -		P -	P -	2017		P -		P -	P -
2018		P -		P -	P -	2018		P -		P -	P -
2019		P -		P -	P -	2019		P -		P -	P -
2020		P -		P -	P -	2020		P -		P -	P -
2021		P -		P -	P -	2021		P -		P -	P -
2022		P -		P -	P -	2022		P -		P -	P -
2023		P -		P -	P -	2023		P -		P -	P -
2024		P -		P -	P -	2024	OT	P -		P -	P -
2025	OT	P -		P -	P -	2025		P -		P -	P -
2026		P -		P -	P -	2026		P -		P -	P -
2027		P -		P -	P -	2027		P -		P -	P -
2028		P -		P -	P -	2028		P -		P -	P -
2029		P -		P -	P -	2029		P -		P -	P -
2030		P -		P -	P -	2030		P -		P -	P -
TOTAL FINES ASSESSED FOR GIS =				P -		TOTAL FINES ASSESSED FOR FS =				P -	

OT = ON TIME FL+ = FL but beyond 1 year from prescribed deadline
FL = FILED LATE PMD = Penalty per month of delay
NF = NOT FILED MD = Number of Months Delayed

