



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 18389

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

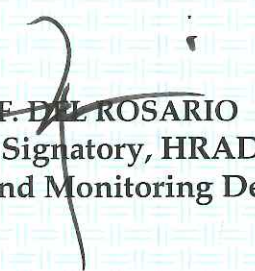
**This is to certify that the amended articles of incorporation of the**

**AIG PHILIPPINES INSURANCE, INC.  
(Amending Articles III & VI thereof)**

copy annexed, adopted March 21, 2018 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 23<sup>rd</sup> day of August, Twenty Eighteen.

  
GERARDO F. DEL ROSARIO  
Authorized Signatory, HRAD  
Company Registration and Monitoring Department





**OFFICIAL RECEIPT**  
 Republic of the Philippines  
 DEPARTMENT OF FINANCE  
 SECURITIES & EXCHANGE COMMISSION  
 SEC Building, EDSA, Greenhills  
 City of Mandaluyong, 1554



Accountable Form No. 51  
 Revised 2006

**ORIGINAL**

DATE

August 10, 2018

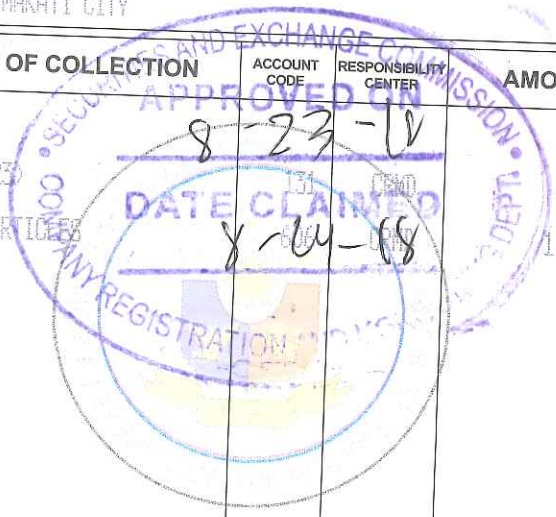
No.

**1689910**

PAYOR

AIG PHILIPPINES INSURANCE, INC.  
 MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRP (A0823)	131	CMO	10.00
AMENDED ARTICLES			1,000.00
<b>TOTAL</b>			<b>PHP 1,010.00</b>



AMOUNT IN WORDS

ONE THOUSAND TEN PESOS AND 0/100

Received <input type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
	Kimberly C. Sales COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	O.R. No. 1689910
Date of Treasury Warrant, Check, Money Order	

**NOTE:** Write the number and date of this receipt on the back of treasury warrant, check or money order received.

**COVER SHEET**  
for Applications at  
**COMPANY REGISTRATION AND MONITORING DEPARTMENT (CRMD)**

Nature of Application

**AMENDMENT OF AOI**

SEC Registration Number

1 8 3 8 9

Company Name

**A I G P H I L I P P I N E S I N S U R A N C E ,**  
**I N C .**

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

**4 7 T H F L O O R , P B C O M , T O W E R ,**  
**6 7 9 5 A Y A L A A V E N U E C O R . V . A .**  
**R U F I N O S T R E E T , 1 2 2 6 M A K A T I**  
**C I T Y**

**COMPANY INFORMATION**

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

**CONTACT PERSON INFORMATION**

Name of Contact Person

**Ariane Mae V. Vallada**

Email Address

**amvallada@picazolaw.com**

Telephone Number/s

**8880999**

Facsimile Number/s

Contact Person's Address

**PENTHOUSE, LIBERTY CENTER, 104 H.V. DELA COSTA ST., SALCEDO VILLAGE, MAKATI CITY**

**PRESENTED ON: 8/2/13**

Assigned Processor:

**COUNTER OFFICER:**

**PROCESSOR: Jim S.C.**

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)**

Forwarded to:

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

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**CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
AIG PHILIPPINES INSURANCE, INC.**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Corporate Secretary and at least a majority of the members of the Board of Directors of **AIG PHILIPPINES INSURANCE, INC.** (the "Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the **THIRD** and **SIXTH** Articles as set forth below, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on **21 March 2018** and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on the same date at the principal office of the Corporation.

The amendments which were approved as aforesaid are as follows:

- 1) The change in the Corporation's principal address and thus, the amendment of the THIRD Article to read as follows:

"III.

The place where the principal office of the corporation is to be located or established is at 30<sup>th</sup> Floor, Philam Life Tower, 8767 Paseo de Roxas, Makati City, Philippines."

- 2) The decrease in the number of directors of the Corporation from nine (9) to seven (7) and consequently, the amendment of the SIXTH Article to read as follows:


"VI.

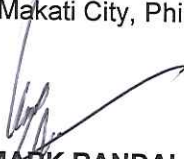
That the number of directors of said corporation shall be Seven (7) and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit: xxx"


- SIGNATURE PAGE FOLLOWS -



IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this MAR 21 2018 in Makati City, Philippines.

  
**ROBERTO R. ROMULO**  
 Chairman of the Board of Directors  
 TIN: 135-870364

  
**MARK RANDALL LWIN**  
 Director / President  
 TIN: 300-456-570

  
**WILFREDO R. PANGILINAN**  
 Director  
 TIN: 102-093-796

  
**MICHAEL FLORENCIO R. DE LEON**  
 Director  
 TIN: 119-151-308

  
**RENE J. BUENAVENTURA**  
 Director  
 TIN: 123-371-337


  
**EMMANUEL FERNANDO O. BAUTISTA**  
 Director  
 TIN: 122-288-181

  
**MA. ADELINA S. GATDULA**  
 Corporate Secretary  
 TIN: 107-043-114

SUBSCRIBED AND SWORN to before me this MAR 21 2018, affiants exhibiting to me the following government-issued IDs:

Name	ID / ID No.	Date and Place of Issue
Roberto R. Romulo	Passport No. P916795A	26 FEB / DFA MANILA
Mark Randall Lwin	Passport No. S05405579	12 FEB 2013 / UNITED STATES OF AMERICA
Wilfredo R. Pangilinan	Passport No. EC0282887	12 FEB 2014 / DFA MANILA
Michael Florencio R. de Leon	Drivers License N13-83-005155	LTD
Rene J. Buenaventura	Passport No. P4695621A	12 OCTOBER 2013 / DFA NEW EAST
Emmanuel Fernando O. Bautista	Passport No. EC0282887	08 OCTOBER 2014 / DFA NEW EAST
Ma. Adelina S. Gatdula	Passport No. P3415029A	16 JUNE 2017 / DFA MANILA

Doc. No. 216 ;  
 Book No. 45 ;  
 Page No. I ;  
 Series of 2018.

  
**ROSE ANN JOY V. GONZALES**  
 Appointment No. M-221  
 Notary Public for Makati City  
 Until December 31, 2019  
 Liberty Center-Picazo Law  
 104 H.V. dela Costa Street, Makati City  
 Roll No. 68583  
 PTR No. 6619649/Makati City/01-05-2018  
 IBP No. 020681/Isabela/01-03-2018

AMENDED ARTICLES OF INCORPORATION  
OF  
AIG PHILIPPINES INSURANCE, INC.  
(formerly, CHARTIS PHILIPPINES INSURANCE INC.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residence of the Philippines, have this day voluntarily associated ourselves together for the purposes 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 "AIG PHILIPPINES INSURANCE, INC." (as amended on 26 July 2012)

II.

That the purpose, powers and objects of said corporation are:

To engage in the business of undertaking, for a consideration, to indemnify others against loss, damage or liability arising from unknown of contingent events, in the following matters and particulars, to wit:

- a) To insure houses, tenements, stores and all kinds of buildings and household furnitures, merchandise and all other property and effects, real and personal, against loss or damage (including loss of use or occupancy) by fire, lightning, windstorm, tornado, cyclone, earthquake, accidents or otherwise, and to carry on the ordinary business of fire insurance in all its branches and, in connection therewith, to rebuild, repair and 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 insure property against burglary or theft by housebreaking, robbery or larceny, also against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors or in whatever way used.
- c) To insure against loss or damage by water or other fluids to any goods or premises arising the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings, and of water

pipes and against accidental injury to such sprinklers, pumps, apparatus, conduits, containers or water pipes.

- d) To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery against explosion or other accident and against loss or damage to life or property resulting therefrom, and against loss of use or occupancy caused thereby, and against liability unto their persons by any of said causes; and to make inspection of, and to issue certificates of inspection upon such boilers, pipes, fly wheels, engines and machinery.
- e) To insure all steamers, motor vehicles, ships, vessels, boats and craft of every description afloat or under construction, repairs or otherwise, and engines, tackle, gear, equipment, stores, cargoes, goods, merchandise, freights, earning wares, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidence of debt, bottomry and respondentia, interests and all other property and subject matters of insurance of every description during transit by sea or land or on inland rivers and waters, and also in or upon any wharves, stores, warehouses and other places before or after transit against risks or ordinarily enumerated and contemplated in policies of marine insurance, and also against floods, tidal waves, earthquakes and other acts of God, delay, theft, civil commotion, strikes, outrages and losses consequent thereon, and generally to carry on the business of marine insurance in all its branches, with full power to effect reinsurance and counter-insurance as may seem expedient.
- f) To insure all wharves, warehouses and waterside stores and all description of property thereon or therein against all or any consequence of floods, tidal waves, earthquakes and other acts of God, strikes, outrages, disputes and civil commotion.
- g) To indemnify shipowners, carriers by water and land, and other persons entrusted with the carriage of property by water and land against liabilities incurred in the course of their business in respect of loss or damage to property or of personal injury.
- h) To lend money on bottomry and respondentia and to provide bail and to give security by bond or otherwise for the purpose of preventing the arrests or effecting the release from arrest of vessels, aircrafts, cargoes and freights wholly or in part insured with the Company.
- i) To carry on the business of aerial insurance in all its branches and to insure persons and property against all insurable risks connected with aerial navigation, transit by air and the use and operation of aircraft of all kinds.

- j) To carry on the business of motor-vehicle insurance in all its branches and to insure persons and property against all insurable risks connected with the use and operation of motor vehicles of all kinds.
- k) To carry on the business of accident and health insurance in all its branches.
- l) To assure compensation or payment in case of injury to body, health, limb or property by railway accident, shipwreck, aircraft accident, or other perils of land, water or air, or any other accident or misadventure or violence of any description whatever, and to assure payment during sickness or incapacity arising from the above-mentioned or any other causes and to assure and indemnify against liability to make compensation to others (whether or not in the employment of the assured) by reason of injury or damage to person or property, directly or indirectly occurring or caused by or to the assured, or to or by persons in his employ, and against all claims, demands and proceedings in respect of such injury or damage, and generally to carry on the business of employers' liability and workmen's compensation insurance in all its branches.
- m) To effect all classes of casualty insurance, and all classes of insurance against risks of war, rebellion, uprising, hostilities and warlike operations, acts of government, strikes, risks and civil commotions.
- n) To reinsure all or any risk of the company and to undertake all kinds of reinsurance and retrocession in connection with the business of any other company.
- o) To guarantee the fidelity of receivers, liquidators, executors and administrators, trustees, guardians, committee, agents and other persons filling, or about to fill, positions of trust or confidence, and to provide security for the due performance and discharge by such persons of all or any of the duties and obligations imposed upon them, and to indemnify principals, employers and others against loss or damage by reason of the non-performance or breach of such duties or obligations.
- p) To guarantee and indemnify sureties, executors, administrators, trustees, employers and others against loss or liability incurred by reason of the bankruptcy, insolvency, misconduct or fraud of principals, co-executors, co-administrators, co-trustees, agents, servants or any other person or otherwise incurred in connection with their offices or positions.
- q) To guarantee the performance of contracts, of all kinds, and in particular the payment of rents and moneys, whether principal or interest secured by or payable under, or in respect of mortgages, charges, bonds, debentures,



debenture stock, obligations and securities of, or created by any person, partnership, company or association, whether corporate or unincorporated, or any government or state or municipal, local or public authority, and to guarantee the title to, or quiet enjoyment of property, and to grant indemnities against any loss, actions, claims and demands in respect of any imperfection or deficiency of title to, or in respect of, outstanding rights and encumbrances affecting any property.

- r) To guarantee, provide and supply medical and surgical aid and treatment, or any other assistance in illness, and all such requisites and remedies as may be deemed expedient.
- s) To execute and guarantee bonds or undertakings of all kinds, required or permitted to be taken in all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals or by heads of departments, courts, judges, officers, boards or bodies whether executives, legislative or judicial.
- t) Generally to carry on and transact every kind of guarantee business, and every kind of indemnity business and every kind of insurance and re-insurance business whether now known or hereafter devised, except life, and every kind of counter-guarantee and counter-indemnity business, and to make, grant and issue such policies, contracts of insurance, contracts of indemnity, bonds and other instruments, and to make such arrangements with policyholders and others as may be necessary or expedient for carrying on and transacting such business or businesses.

And, in furtherance of and incidental thereto:

- a) To furnish and provide, either for the Company or for others, deposits and guarantee funds, required in relation to any tender or application for any contract, concessions, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.
- b) To effect re-insurance and retrocession with any other company, association or individual in respect of any insurance or risk undertaken by the Company.
- c) To do all acts necessary or convenient for carrying on or transacting in any foreign country, state, dominion, dependency, colony, protectorate or possession, any business or act of the Company and to procure the registration or other legal recognition of the Company in any such foreign country, state, dominion, colony, protectorate or possession.
- d) To lend money on such terms as may seem expedient, subject to the requirements of law.

- e) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorized to carry on or possess property suitable for the purpose of this company.
- f) Subject to legal restrictions, to acquire by purchase, or otherwise, and to invest in, hold, sell or otherwise dispose of the stock or bonds, or any interest in either, or any obligations or evidences of indebtedness, of any corporation or corporations, domestic or foreign, and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon or consent in respect thereof for any and all purposes.
- g) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purpose for which the corporation is created as may now or hereafter be permitted by law.
- h) To do all or any of the above things in any place in which the Company may determine as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- i) To do and perform any and all of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually ordinarily incidental to companies of like nature and kind.
- j) To do all such 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.

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.

The place where the principal office of the corporation is to be located or established is at 30<sup>th</sup> Floor, Philam Life Tower, 8767 Paseo de Roxas, Makati City, Philippines. (as amended on 21 March 2018)

IV.

That the term for which said corporation is to exist shall be extended for fifty (50) years from and after February 23, 2011. (as amended on 12 January 2009)

V.

That the names, nationalities and residences of the incorporators of such corporation are as follows:

Name	Nationality	Residences
Earl Carroll	American	Pasay City, Philippines
Miguel Campos	Filipino	Manila, Philippines
Ricardo T. Bancod	Filipino	Quezon City, Philippines
Hermilo V. Rodis	Filipino	- do -
Jesus Vargas	Filipino	- do -
Cesareo H. Grau	Filipino	Makati, Rizal, Philippines

VI.

That the number of directors of said corporation shall be SEVEN (7) and that the names, nationalities 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, to wit: (as amended on 21 March 2018)

Name	Nationality	Residences
Earl Carroll	American	Pasay City, Philippines
Miguel Campos	Filipino	Manila, Philippines
Emilio Abello	Filipino	San Juan, Rizal, Philippines
Hans Menzi	Filipino	Makati, Rizal, Philippines
Pio Pedrosa	Filipino	San Juan, Rizal, Philippines
Alfonso Ponce Enrile	Filipino	Malabon, Rizal, Philippines
Ramon V. del Rosario	Filipino	Quezon City, Philippines
Cornelius V. Starr	American	New York, U.S.A.
Ernest E. Stempel	American	New York, U.S.A.

VII.

That the authorized capital stock of said Corporation is ONE BILLION THREE HUNDRED MILLION PESOS (₱ 1,300,000,000.00), Philippine Currency, divided into Thirteen Million (13,000,000) common shares and the par value of each share is ONE HUNDRED PESOS (₱ 100.00), Philippine Currency. (as amended on 5 October 2011)



VIII.

That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (₱ 500,000.00), Philippines Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residences	No. of Shares	Amount Subscribed
Earl Carroll	Pasay City, Philippines	3,991	₱ 399,100.00
Miguel Campos	Manila, Philippines	997	99,700.00
Emilio Abello	San Juan, Rizal, Philippines	1	100.00
Ricardo Bancod	Quezon City, Philippines	1	100.00
Cesareo Grau	Makati, Rizal, Philippines	1	100.00
Hanz Menzi	Makati, Rizal, Philippines	1	100.00
Pio Pedrosa	San Juan, Rizal, Philippines	1	100.00
Alfonso Ponce Enrile	Malabon, Rizal, Philippines	1	100.00
Hermilo Rodis	Quezon City, Philippines	1	100.00
Ramon del Rosario	Quezon City, Philippines	1	100.00
Cornelius V. Starr	New York, U.S.A	1	100.00
Ernest E. Stempel	New York, U.S.A.	1	100.00
Jesus Vargas	Quezon City, Philippines	1	100.00
Leonides Virata	Paranaque, Rizal, Philippines	1	100.00
	Total	5,000	₱ 500,000.00

That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names and have further agreed to pay and have actually paid as "Contributed Surplus", the amounts indicated hereinabove:

Name	Amount Subscribed	Contributed Surplus
Earl Carroll	₱ 399,100.00	₱ 79,820.00
Miguel Campos	99,700.00	19,940.00
Emilio Abello	100.00	20.00

Ricardo Bancod	100.00	20.00
Cesareo H. Grau	100.00	20.00
Hanz Menzi	100.00	20.00
Pio Pedrosa	100.00	20.00
Alfonso Ponce Enrile	100.00	20.00
Hermilo V. Rodis	100.00	20.00
Ramon V. del Rosario	100.00	20.00
Cornelius V. Starr	100.00	20.00
Ernest E. Stempel	100.00	20.00
Jesus Vargas	100.00	20.00
Leonides Virata	100.00	20.00
	₱ 500,000.00	₱ 100,000.00

The contributed surplus paid in by the subscribers shall, with the approval of the Insurance Commissioner, be repaid in cash and without interest as soon as the earned surplus shall, in the judgment of the Board of Directors justify it.

X.

That RICARDO T. BANCOD has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, on this 8<sup>th</sup> day of February 1961.

(SGD) EARL CARROLL

(SGD) MIGUEL CAMPOS

(SGD) JESUS VARGAS

(SGD) RICARDO T. BANCOD

(SGD. CESAREO H. GRAU

(SGD) HERMILO V. RODIS

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_  
GREGORIO D. DAVID, JR.

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

BEFORE ME, the undersigned Notary Public in and for the City of Manila, Philippines, on this day personally appeared Earl Carroll (with Residence Certificate No. A137651, issued at Manila on January 4, 1960), Miguel Campos (with Residence Certificate No. A-133405, issued at Manila on January 4, 1960), Jesus Vargas (with Residence Certificate No. A-5105257, issued at Quezon City on February 4, 1960), Ricardo T. Bancod (with residence Certificate No. A-214968, issued at Manila on January 22, 1960), Cesareo H. Grau (with Residence Certificate No. A-137901, issued at Manila on January 4, 1960) and Hermilo V. Rodis (with Residence Certificate No. A-288506 issued at Manila on February 5, 1960), all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation and acknowledged to me that they executed the same as an act of their free will and deed for the uses and purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines on this 8<sup>th</sup> day of February 1961.

(SGD.) MANUEL Y. MACIAS  
NOTARY PUBLIC. MY COMMISSION  
EXPIRES ON DECEMBER 31, 1961

Doc No. 47;  
Page No. 93;  
Book No. XIII;  
Series of 1961.



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

RICARDO T. BANCOD, being first duly sworn, deposes and says:

That on the 8<sup>th</sup> day of February 1961, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers for the capital stock; that P500,000.00, plus a contributed surplus of One Hundred Thousand Pesos (P100,000.00), Philippine Currency, in cash, have been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation; and that at least twenty percentum (20%) of the authorized capital stock has been subscribed and that at least twenty five percentum (25%) more specifically, one hundred percentum (100%) of the subscription has been actually paid to and received by him in cash for the benefit and to the credit of the corporation.

(SGD.) RICARDO T. BANCOD

SUBSCRIBED AND SWORN to before me at Manila, Philippines on this 8<sup>th</sup> day of February 1961, affiant exhibited to me his Residence Certificate No. A-214968 issued at Manila on January 22, 1960.

(SGD.) MANUEL Y. MACIAS  
NOTARY PUBLIC. MY COMMISSION  
EXPIRES ON DECEMBER 31, 1961

Doc No. 48;  
Page No. 93;  
Book No. XIII;  
Series of 1961.

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

**SECRETARY'S CERTIFICATE**

I, **MA. ADELINA S. GATDULA**, of legal age, Filipino and with office address at the Penthouse, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City, after being sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **AIG PHILIPPINES INSURANCE, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at the 30<sup>th</sup> Floor, Philam Life Tower, 8767 Paseo de Roxas, Makati City, Philippines.

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

IN WITNESS WHEREOF, I have hereunto set my hand this 18 APR 2018 at Makati City.

*MA. ADELINA S. GATDULA*  
**MA. ADELINA S. GATDULA**  
Corporate Secretary  
18 APR 2018

**SUBSCRIBED AND SWORN TO** before me this \_\_\_\_\_ at Makati City, affiant exhibited to me her Philippine Passport No. P3415029A issued on 16 June 2017 by Department of Foreign Affairs – Manila.

Doc. No. 139 ;  
Page No. 30 ;  
Book No. II ;  
Series of 2018.

**ROSE ANN JOY V. GONZALES**  
Appointment No. M-221  
Notary Public for Makati City  
Until December 31, 2019  
Liberty Center-Picazo Law  
104 H.V. dela Costa Street, Makati City  
Roll No. 68583  
PTR No. 6619649/Makati City/01-05-2018  
IBP No. 020681/Isabela/01-03-2018