

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

COMPANY REG. NO. 20682

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

ORIENTAL ASSURANCE CORPORATION
(Amending Articles II Secondary Purpose, III, VI, and VII thereof)

copy annexed, adopted on December 2, 2019 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 Pasay City, Metro Manila, Philippines, this 11th day of June, Twenty Twenty One.


GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF THE

ORIENTAL ASSURANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS :

That we, Filipino and Chinese citizens, of legal ages, and residents of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY :

First: - That the name of the said corporation shall be the

" ORIENTAL ASSURANCE CORPORATION "

Second: - That the purposes for which said corporation is formed are :

(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 insure against every description of marine risk, which may legally be 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 of the same, whether the property of members of the company or not, so far as the same may be effected or made according to law. To insure all other matters and things which may lawfully 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 business 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 payment 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 other accident or misadventure, or violence during any journey or voyage by land or water or air, or any other limited or specified period; and to prepare, provide, and supply medicine and surgical aid and requirements in case of accident or harm to any person or the family and household of any person dwelling or staying in the house of each person insured.

(d) To insure 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 guaranty 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 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 by heads of departments, courts, judges, officers, board 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 burglars, theft, forgery, embezzlement or by any one or more of such happenings.

(k) To insure glass against breakage.

(l) To guarantee and indemnify the owners and users of steam boilers and pipes, of fly wheel engines of all kinds or machinery, against explosion or other accidents and against loss or damage to life or property resulting therefrom, and against loss or use of occupancy caused thereby, and against liability unto third persons by any of said

causes; and to make inspection of , and to issue certificate of inspection upon, such boilers, pipes, fly wheel engines and machinery.

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

(n) To lend money and securities on such terms as may seem expedient, subject to the requirements of law.(As of 2 December 2019)

(o) 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 this company is authorized to carry on or possessed or property suitable for the purposes of the company.

(p) To acquire by purchase and to invest in, hold, sell or otherwise dispose of the stocks or bonds, or any interest in either or any obligations or evidences of indebtedness, of any corporation or corporations, domestic or foreign, or the bonds of other obligations, or evidence of indebtedness, of any person, firm or corporations and while the owner of such, stocks, bonds or interests, therein, or other obligations or evidences of indebtedness, to exercise all the rights, powers, and privileges or ownership, including the right to vote thereon or consent in respect thereof for any and all purposes.

(q) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property or interest therein, or easement, right or privileges 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 purposes for which the corporation is created as may now or hereafter be permitted by law.

(r) To procure the company to be registered or recognized or to be permitted to or allowed to carry on its business or any branch or branches thereof in any State, Territory, or possession of the United States and/or in any foreign country or places; and in carrying on its business to do any and all acts and things and exercise any and all power which a juridical person could do or exercise which now or hereafter may be authorized by law.

(s) To do all or any of the above things in any place in which the company determine as principals, agents, contractors, or otherwise and either alone or in conjunction with others.

(t) To do all such other things as are incidental or conducive to the attainment of the above subjects.

(u) 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 and ordinarily incidental to companies of like nature and kind.

(v) And in general, to engage in the business of insurance and guaranty in any branches except in life insurance business, for a consideration, to indemnify any person, firm or corporation against loss, damage or liability arising from an unknown or contingent event, and to guarantee liabilities and obligations of any person, firm or corporation, and to act as agent of its branches, including life insurance.

(w) To manage companies and otherwise deal with any property or interest related to other investment aspects of the company.

(As amended on 2 December 2019)

Third : - That the place where the principal office of the corporation is to be established or located is 2nd Floor, OAC Building, 27 San Miguel Avenue, Ortigas Center, Pasig City.

(As amended on 2 December 2019)

Fourth : - That the term for which said corporation is to exist is extended for another fifty (50) years from 03 May 2012.

Fifth : - That the names and residences of the incorporators are as follows :

NAME	NATIONALITY	RESIDENCES
Gonzalo H. Cotoco	Chinese	289 San Rafael, Manila
Nazario Cotoco	Filipino	45 Balmes St., Manila
Leoncio Cotoco	Filipino	289 San Rafael, Manila

Robert Choa Chuy	Filipino	Cebu City
Ng Gan Lin	Filipino	45 Balmes St., Manila
Anita Sy	Filipino	289 San Rafael, Manila
Chua Chiu	Chinese	Cabanatuan City
Co King Chuan	Chinese	Juan Luna St., Manila
Pedro Aguila	Filipino	2858 Zamora St., Pasay City

Sixth : - That the number of the directors of said corporation shall be seven (7), and that 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 :

NAME	RESIDENCES
Gonzalo H. Cotoco	289 San Rafael, Manila
Nazario Cotoco	45 Balmes St., Manila
Leoncio Cotoco	289 San Rafael, Manila
Robert Chua Chuy	Cebu City
Chua Chiu	Cabanatuan City

(As amended on 2 December 2019)

Seventh : - That the authorized capital stock of said corporation is **ONE BILLION FIVE HUNDRED MILLION PESOS** (**Ps1,500,000,000.00**), Philippine Currency, divided into **FIFTEEN MILLION** (15,000,000) **SHARES** with a par value of **ONE HUNDRED PESOS** (Ps100.00) per share. (As amended on 2 December 2019)

Eight : - That the amount of said capital stock which has been actually subscribed is **FIVE HUNDRED THOUSAND PESOS** Ps500,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names :

NAME	NO. OF SHARES	AMOUNT OF SUBSCRIPTION
Gonzalo H. Cotoco	600	P 60,000.00
Nazario Cotoco	1,300	130,000.00
Leoncio Cotoco	1,300	130,000.00
Robert Choa Chuy	500	50,000.00
Ng Gan Lin	200	20,000.00
Anita Sy	200	20,000.00
Chua Chiu	400	40,000.00
Co King Chuan	300	30,000.00
Pedro Aguila	200	20,000.00
	<hr/>	<hr/>
	5,000 vvvvv	500,000.00 vvvvvvvvv

That the incorporators have furthermore agreed to pay the sum of Ps 100,000.00 to form a "contributed surplus fund." The contributed surplus shall, with the approval of the Insurance Commissioner, be repaid in cash in the same amount and without interest, as soon as the earned surplus reserve of the corporation as may be provided in the by-laws shall, in the judgment of the Board of Directors, justify it.

Ninth : - That the following persons have paid on the shares of the capital stock for which they have subscribed and as their shares in the "contributed surplus fund", the amount set out after their respective names :

NAME	AMOUNT PAID	CONTRIBUTED SURPLUS
Gonzalo H. Cotoco	P 30,000.00	P 12,000.00
Nazario Cotoco	65,000.00	26,000.00
Robert Choa Chuy	25,000.00	18,000.00
Ng Gan Lin	10,000.00	4,000.00
Anita Sy	10,000.00	4,000.00
Chua Chiu	20,000.00	8,000.00
Anita Sy	10,000.00	4,000.00
Chua Chiu	20,000.00	8,000.00
Co King Chuan	15,000.00	6,000.00
Pedro Aguila	10,000.00	4,000.00
	<hr/>	<hr/>
	P 250,000.00	P 100,000.00
	vvvvvvvvv	vvvvvvvvv

Tenth : - That Leoncio Cotoco 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 that as such Treasurer he has been authorized to receive for the

corporation and to receipt in its name for all subscription paid in or to be paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 19th day of March, 1962, in Pasig City, Philippines.

(SGD.) GONZALO H. COTOCO

(SGD.) NG GAN LIN
Wife of Nazario Cotoco

(SGD.) LEONCIO COTOCO

(SGD.) ANITA SY

(SGD.) ROBERT CHOA CHUY

(SGD.) CO KING CHUAN

(SGD.) PEDRO AGUILA

SIGNED IN THE PRESENCE OF

(SGD.) MANUEL JAVIER

(SGD.) ILLEGIBLE

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

BEFORE ME, a Notary Public in and for the City of Pasig, personally appeared the following persons and exhibited to me their residence certificate as follows:

Gonzalo H. Cotoco - A-0043597 issued at Manila on Jan. 5, 1962
B-118165 issued at Manila on Mar. 20, 1961

Nazario Cotoco - A-0298198 issued at Manila on Jan. 18, 1962
B-118163 issued at Manila on Mar. 29, 1961

Leoncio Cotoco - A-0043598 issued at Manila on Jan. 5, 1962
B-118164 issued at Manila on Mar. 29, 1961

Robert Choa Chuy - A-1995351 issued at Cebu City on Jan. 11, 1962
B-388251 issued at Cebu City on Mar. 28, 1961

Ng Gan Lin - A-0084803 issued at Manila on Feb. 20, 1962

Anita Sy Cotoco

A-0084805 issued at Manila on Feb. 21, 1962

Chua Chiu -

A-3965725 issued at Cab. City on Feb. 21, 1962

B-614508 issued at Cab. City on Feb. 24, 1962

Co King Chuan -

A-44254 issued at Manila on Jan. 1, 1961

B-120524 issued at Manila on Apr. 4, 1961

Pedro Aguila -

A-0120521 issued at Manila on Jan. 22, 1962

B-815445 issued at Manila on Mar. 11, 1961

all known to me and to me known to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free act and deed.

WITNESS MY HAND AND SEAL this ____ day of March 1962.

Notary Public

Doc. No. ____

Page No. ____

Book No. ____

Series of ____

DIRECTOR'S CERTIFICATE

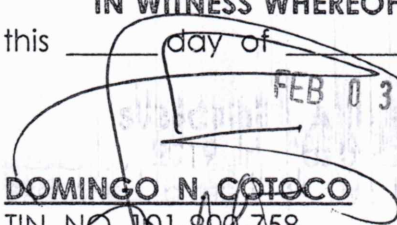
KNOW ALL MEN BY THESE PRESENTS:

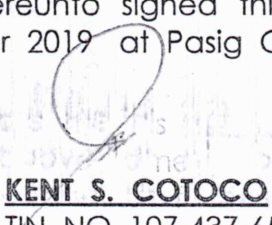
We, the undersigned majority of the Directors and Corporate Secretary of **Oriental Assurance Corporation**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the meeting held on 2 December 2019 at the principal office of the corporation at 2/F OAC Building, 27 San Miguel Avenue, Ortigas Center, Pasig City.

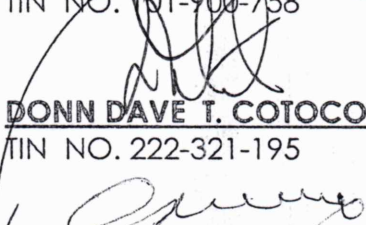
The amended provisions of the attached Amended Articles of Incorporation refer to :

- (n) and (w) - Secondary purpose
- Article 3 - Place of Principal Office
- Article 6 - Number of Directors
- Article 7 - Authorized Capital Stock

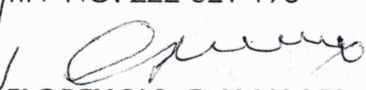
IN WITNESS WHEREOF, we have hereunto signed this certificate this _____ day of _____ December 2019 at Pasig City.



DOMINGO N. COTOCO
TIN NO. 101-900-758


KENT S. COTOCO
TIN NO. 107-437-652


DONN DAVE T. COTOCO
TIN NO. 222-321-195


MANOLO ROMULO
TIN NO. 287-246-311


FLORENCIO T. MALLARI
TIN NO. 129-780-350


MELODY ANNE E. CALO-VILLAR
Corporate Secretary
TIN NO. 213-599-703

SUBSCRIBED AND SWORN to before me this 2020 day of _____, 2019 in Pasig City by the above-named persons who executed to me their Tax Identification Number as follows:

NAME

TAX IDENTIFICATION NO.

Domingo N. Cotoco	101-900-758
Kent S. Cotoco	107-437-652
Donn Dave T. Cotoco	222-321-195
Manolo Romulo	287-246-311
Florencio T. Mallari	129-780-350
Melody Anne E. Calo-Villar	213-599-703

FEB 03 2020

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ATTY. JAMES M. ABUGAN
 NOTARY PUBLIC

Appt. No. 6-42-19
 Until Dec 31, 2020

IBP No. 101013 01/03/2019 West Chapter
 Roll No. 26894 1/1/2019

MCLE No. VI-0012375 Until 01/14/2022

TIN No. 120-438-016

PTR No. 43430045/01-03 2020

Tel. No. 631-40-00
 Mandaluyong City

[Handwritten signatures and scribbles]

[Handwritten signature]

Republic of the Philippines)
City of Pasig) S.S.

SECRETARY'S CERTIFICATE

I, **MELODY ANNE E. CALO-VILLAR**, of legal age, Filipino and with office address at 5th Floor, OAC Building, 27 San Miguel Avenue, Ortigas Center, Pasig City, after being sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Oriental Assurance Corporation, a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 2/F OAC Building, 27 San Miguel Avenue, Ortigas Center, Pasig City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Pasig City, _____ day of December 2019.



MELODY ANNE E. CALO-VILLAR
Corporate Secretary

FEB 03, 2020

SUBSCRIBED AND SWORN to before me this ____ th day of _____, 2019 in Pasig City, affiant having exhibited to me her Social Security System I.D. No. 33-7664492-2.

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