

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

COMPANY REG

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AMENDED ARTICLES OF INCORPORATION

CERTIFICATE OF FILING

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

EAST WEST BANKING CORPORATION (Amending Articles VI and VII thereof)

copy annexed, adopted on <u>July 13, 2017</u> by a majority vote of the Board of Directors and on <u>August 30, 2017</u> 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and Section 14 of R.A, 8791 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 **28**th day of February, Twenty Eighteen.

D B. SALES Director

Company Registration and Monitoring Department

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AMENDED Securities and Exchange ARTICLES OF INCORPORATION PHILIPPINES

EAST WEST BANKING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all citizens and residents of the Philippines have this day voluntarily associated ourselves together for the purpose of forming a commercial banking corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST – The name of the corporation shall be:

EAST WEST BANKING CORPORATION

SECOND – The purpose or purposes for said corporation is formed are to carry on and engage the business of universal banking; to have and exercise, subject to the laws of the Republic of the Philippines all powers, rights, privileges and attributes of a universal bank: to engage in the trust and other fiduciary relationship with power to act as Trustee or administer any trust or to hold property on trust or on deposit for the use, benefit of others (Amended as of March 14, 2013).

THIRD – The principal office of the corporation shall be located at the Beaufort, 5th Avenue cor. 23rd St., Bonifacio Global City, Taguig City. (Amended as of April 10 and 25, 2014)

FOURTH – The term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH – The names, residence and citizenship of the incorporators of said corporation are as follows:

Date: 2018-04-12 Time: 15:35:11 PM



Name		urities and ang <u>Guizenship</u> mission
Efren C. Gutierrez	Ayala Alabang Village ^H L Muntinlupa, Metro Manila	PPINES
Josephine G. Yap	776 cor. Harvard & Princeton Sts., Mandaluyong, MM	Filipino
David M. Consunji	4688 Pasay Road Dasmariñas Village Makati, MM	Filipino
Luis T. Fernandez	141 Pinaglabanan St. San Juan, MM	Filipino
Marianna G. Uykimpang	951 Luna Mencias St. Mandaluyong, MM	Filipino

SIXTH – The number of directors of said corporation shall be <u>eleven (11)</u> and the names, residences and citizenship of the directors of the corporation who \checkmark are to serve until their successors are elected and qualified as provided by the By-Laws are as follows (Amended as of August 30, 2017):

Name	Residence	Citizenship
David M. Consunji	4688 Pasay Road Dasmariñas Village Makati, MM	Filipino
Luis T. Fernandez	141 Pinaglabanan St. San Juan, MM	Filipino
Marianna G. Uykimpang	951 Luna Mencias St. Mandaluyong, MM	Filipino
Estelito P. Mendoza	9 Encarnacion St. Magallanes Village Makati, Metro Manila	Filipino
Efren C. Gutierrez	113 Avocado Drive Ayala Alabang Village Muntinlupa, MM	Filipino

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SEVENTH - The total authorized capital stock of the Corporation is Pesos: FIFTY BILLION Philippine currency (Php 50,000.000.000.000) and said capital shall consist of FOUR BILLION FIVE HUNDRED, MILLION (4,500,000,000) common shares with par value of Php 10.00 per share and FIVE HUNDRED MILLION (500,000,000) preferred shares with par value of Php 10.00 per share: No. of Shares Par Value Classes of Total Par Value Share 4,500,000,000 P10.00 P45,000,000,000.00 Common Preferred 500,000,000 P10.00 5,000,000,000.00 Total 5,000,000,000 P50, 000,000,000.00

A statement of the preferences, privileges, limitations, restrictions granted to or imposed upon the shares of the Preferred Stock is as follows:

Preferred shares of stock:

(Amended as of August 30, 2017)

1000

- a) Issuances. Full or partial issuance allowed. The Board may decide to issue the authorized preferred capital stock into several tranches.
- b) Non-Voting. Owners of holders of Preferred shares shall have no voting rights, except in matters as to which existing law requires the votes or consent of a specified proportion of all the stock of the corporation irrespective of class.
- Non-Convertible. Conversion of Preferred Shares to Common shares is not allowed.
- d) Dividend Rights. The Holder of the preferred shares shall be entitled to receive cash dividends at an annual dividend rate to be fixed by the Board prior to the date of issue, payable quarterly from the unrestricted retained earnings of the Corporation subject to existing regulations of the Bangko Sentral ng Pilipinas applicable to declaration of dividends on preferred shares.
- Accumulation of Dividends. The dividends of Preferred shares shall be non-cumulative.
- f) Term. Perpetual.

g) Call Option. The Bank may retire the preferred shares in whole or in Date: 2018-04-12 part starting on the 10th year anniversary from the time of first issue Pagkatipunan date of a particular tranche, provided such retirement shall conform

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with existing BSP regulations.

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Preference in liquidation – In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, of the Corporation, except in connection with a merger or consolidation, the Holders of Preferred shares of stock shall be entitled to be paid in full, or ratably insofar as the assets of the Corporation will permit, before any distribution shall be made to the holders of the Common shares of stock.

The foregoing provision must be specifically stated in the certificate of preferred shares of stock

No stockholder of the Corporation shall, because of his ownership of stock, have preemptive right or rights to purchase, subscribed for, or take any stock or any part of the notes, debentures, bonds or other securities convertible into a carrying option or warrant to purchase stock of the Corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into carrying option or warrant to purchase stock of the Corporation may be issued, optioned for sale and sold or dispose of by the Corporation pursuant to the resolution of its Board of Directors for such person and upon terms as may to such Board seems proper without first offering such stock or securities or any part thereof to existing stockholder. (Amended as of January 6, 2012)

No transfer of stock or interest which reduces the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the books of the Corporation. The foregoing restriction shall be printed in all articles of stock to be issued by the Corporation. Any violation of the foregoing restrictions shall be treated as null and void.

EIGHT – The amount of said capital stock has which has been actually subscribed is SEVEN HUNDRED FIFTY MILLION PESOS (P750,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

		No.	of Shares Sub	oscribed	
Name	Citizenship	Common	Preferred	Amount	
David M. Consunji	Filipino	300,000	Р	30,000,000.00	
Luis T. Fernandez	Filipino	300,000		30,000,000.00	
Mariana G. Uykimpang	Filipino	300,000		30,000,000.00	
Josephine G. Yap	Filipino	300,000		30,000,000.00	
Efren C. Gutierrez	Filipino	149,999		14,999,900.00	
Estelito P. Mendoza	Filipino	1		100.00	
Filinvest Dev't. Corp.	Filipino 35:11 PM		6,000,000 Username	600,000,000.00 : Aaron Paul	Pagkatipunan

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Date: 20

Reyes & Elsa Marquez in trust for Filinvest Retirement Fund Filipino

TOTAL



NINTH – That the total amount of PESOS: ONE HUNDRED EIGHTY SEVEN MILLION FIVE HUNDRED THOUSAND (P187,500,000.00) has been paid on account of the foregoing subscriptions, and the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names:

Amount Paid on Subscription

Name	<u>Common</u>	Pref	erred	T	otal
David M. Consunji	P 100.00	Р-		P 100	.00
Luis T. Fernandez	100.00			100	00.0
Mariana G. Uykimpang	100.00			10	00.00
Josephine G. Yap	100.00			100.	.00
Efren C. Gutierrez	100.00			10	00.00
Estelito P. Mendoza	100.00			10	00.00
Filinvest Dev't. Corp.		172,499	,400.00	172,499,4	00.00
Dante T. Ramos, Efren	M.				
Reyes & Elsa Marquez					
in trust for Filinvest					
Retirement Fund 15.0	00,000,000			15,000,0	000.00
P15,0	00,600.00	P 172,499	,400.00	P187,500,0	00.00

TENTH – Mr. LUIS T. FERNANDEZ, 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 such Treasurer, he has been authorized to receive for the corporation and to issue receipts in its name for all subscription paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 23rd day of February 1994 at San Juan, Metro Manila.

Sgd. EFREN C. GUTIERREZ Sgd. JOSEPHINE G. YAP

Sgd. LUIS TAFERNANDEZ Paul Pagkatipunan

Sgd. Date: 2018AVID'M. CONSUND: 35:11 PM

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ACKNOWLEDGMENT

Sgd. MARIANNA G. UYKIMPANG

SIGNED IN THE PRESENCE OF:

REPUBLIC OF THE PHILIPPINES) SAN JUAN, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in San Juan, Metro Manila, on this 23rd day of February 1994, personally appeared the following persons, with their respective Community Tax Certificate Nos. hereinbelow indicate:

Names Issued	Community Tax	Date/Place
Issued	Certificate No.	
Efren C. Gutierrez Juan	10776646	2/27/93; San
Josephine G. Yap Juan	1077613	2/27/93; San
David M. Consunji Manila	19631520	1/20/94;
Luis T. Fernandez Juan	10777171	2/26/93; San
Marianna G. Uykimpang Juan	13706256	1/23/94; San

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

Doc. No. 198;	Sgd.
Page No. 41;	MARSELA. MENESES
Book No. V;	Notary Public
Series of 1994.	Until December 31, 1994

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nmi PHILIPPINES I hereby certify under oath that the amendments under the foregoing Articles of Incorporation have been duly approved by the required vote of the Board of Directors and Stockholders of East West Banking Corporation.

BENEDICTO M. VALERIO, JR. Corporate Secretary

Securities and

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

SEP **J SUBSCRIBED AND SWORN** to before me in Makati City, this , by Atty. Benedicto M. Valerio, Jr., personally known to me, who is the same person who personally signed before me the foregoing affidavit and acknowledged that he executed the same.

Doc. No. 171; Page No. 35; Book No. 56; Series of 2017.

OUNDES A. ONA

NOTARY PUBLIC FOR MAKATI CITY Appointment No. M-68 until December 31, 2017 Roll Ne. 38397 / IBP Lifetime No. 02701 PTK No. 5909138 January 3, 2017

Date: 2018-04-12 Time: 15:35:11 PM

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DIRECTORS CERTIFICATE

WE, the undersigned consisting of all the members of the Board of Directors and the Corporate Secretary of East West Banking Corporation, do hereby certify that the Articles of Incorporation/By Laws of the said corporation was amended by a majority vote of the directors in a meeting held on July 13, 2017 at the Corporation's principal office and the vote of the stockholders representing two-thirds (2/3) of the outstanding capital stock at a meeting held on August 30, 2017 at Crimson Hotel, Filinvest Corporate City, Muntinlupa City.

The Amended Provisions of the attached Articles of Incorporation refers to the following, to wit:

"SIXTH – The number of directors of said corporation shall be eleven (11) and the names, residences and citizenship 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:

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(Amended as of August 30, 2017)

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"SEVENTH. – The total authorized capital stock of the Corporation is Pesos: <u>FIFTY BILLION</u> Philippine currency (<u>Php</u> <u>50,000,000,000,000</u>) and said capital shall consist of <u>FOUR BILLION</u> <u>FIVE HUNDRED MILLION</u> (4,500,000,000) common shares with par value of Php 10.00 per share and FIVE HUNDRED MILLION (500,000,000) preferred shares with par value of Php 10.00 per share:

Classes of No. of Shares Par Value Total Par Value Share

 Common
 4,500,000,000
 P10.00
 P45,000,000,000

 Preferred
 500,000,000
 P10.00
 5,000,000,000

 Total 5,000,000,000
 P50,000,000,000
 P50,000,000,000

XXX

xxx"

(Amended as of August 30, 2017)

XXX

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The Amended Provisions of the attached By-Laws refers to the following, to wit:

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ARTICLE V OFFICERS

Section 1. <u>General Provisions</u>. <u>The officers of the Corporation</u> <u>shall be: a Chief Executive Officer a President</u>, one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more First Vice presidents, one or more Vice Presidents, the Treasurer, Internal Auditor, the Corporate Secretary and one more Assistant Vice Presidents. These officers shall be appointed, and their duties and compensation determined, by the Board of Directors.

The Chief Executive Officer and the President shall be director of the Corporation while the others need not be directors. Two or more offices maybe held by the same person, provided they are not incompatible positions.

Section 2. The Board of Directors is empowered to create additional offices and elect or appoint officers to fill the positions, as they may deem necessary.

(Amended as of August 30, 2017)

ARTICLE VI

POWERS AND DUTIES OF THE OFFICERS

Section 1. The Chief Executive Officer. The Chief Executive Officer of the Corporation shall be responsible for the general supervision, administration and management of the Corporation. The Chief Executive Officer shall focus on the macro perspective of the Corporation.

Section 2. The President. The President shall execute and administer the policies approved by the Board of Directors. He shall also exercise such powers as may be vested upon him by the Board of Directors not incompatible with law or this By-laws.

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<u>Section 3.</u> The Executive Vice President(s), the Senior Vice President(s), the First Vice President(s), the Vice President(s), and the Assistant Vice President(s). – These officers shall exercise such powers and perform such duties as the Board or the President may from time to time prescribe.

Securities and

Exchange

<u>Section 4</u>. The Treasurer. The Treasurer shall have such powers and duties as are incident to his office and shall have the care and custody of all the funds, securities, and properties of the Corporation. He may also exercise such powers and perform such duties as the Board or the President may prescribe.

Section 5. The Internal Auditor. The internal Auditor shall have such powers and duties as are incident to his office as well as such powers and duties as the Board of Directors may prescribe. He shall report and be accountable directly to the Board of Directors.

Section 6. The Secretary. The Secretary shall give due notice and keep the minutes of all meetings of the stockholders of the Corporation and of the Board of Directors. He shall have custody of the Stock Certificate Book, Stock and Transfer Book and the Corporate Seal, prepare ballots for the annual election and keep a complete and up-to-date roll of the stockholders and their addresses. He shall also perform such duties as are incident to his office and those which may be required of him by the Board of Directors of the President.

(Amended as of August 30, 2017)

We further certify that the Amended Articles of Incorporation/By Laws are true and correct copy thereof.

Date: 2018-04-12 Time: 15:35:11 PM

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SEP 1.5 2011 at MAKATI CITY, Philippines.

IANU O. 107-995-683

PHILIPPINES A.J.H MERCEDES T. GOTIANUN

ANTONIO C. MONCUPA, JR.

TIN NO. 170-374-584

TIN NO. 107-196-627

WILSON L. SY

Commissi

IN WITNESS WHEREOF, WE have signed this Directors Certificate this

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on

L. JOSEPHINE GOTIANUN-YAP TIN NO. 107-996-643

JESUS ROBERTO S. REYES TIN NO. 106-905-979

AQUINO PAUL A TIN NO 101 500-043

CARLOS L. ALINDADA

TIN NO. 105 332-794

JOSE S. SANDEJAS TIN NO. 103-177-273

TIN NO. 122-113-170-00

COUNTERSIGNED:

BENEDICTO M. VALERIO, JR. Corporate Secretary

Date: 2018-04-12 Time: 15:35:11 PM

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REPUBLIC OF THE PHILIPPINES) MAKATI CITY) S.S

Name

SUBSCRIBED AND SWORN to before me in MAKATI CITY SEP 1 5 2017 , the following persons personally appeared before me:

Government Issued ID

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Commission

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JONATHAN T. GOTIANUN MERCEDES T. GOTIANUN L. JOSEPHINE GOTIANUN-YAP ANTONIO C. MONCUPA, JR. JESUS ROBERTO S. REYES WILSON L. SY JOSE S. SANDEJAS PAUL A. AQUINO CARLOS L. ALINDADA BENEDICTO M. VALERIO, JR.

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Passport No. EB9194744 Passport No. P0296578A Passport No. P1463447A Passport No. EC4231868 Passport No. EC1629748 Passport No. EC3833686 Passport No. EC1485958 Passport No. EC0067879 Passport No. EB8591905 Passport No. EC1321279

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ATTY. MA. ANNALOURDES DIMAANO-PAMFIL NOTARY PUBLIC FOR MAKATI CITY Appointment No. M-32 until December 31, 2018 Roll No. 35260 / IBP Uffetme No. 07003 FTM No. 0309137 January 2, 2017

Date: 2018-04-12 Time: 15:35:11 PM

Username: Aaron Paul Pagkatipunan

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REPUBLIC OF THE PHILIPPINES) MAKATI CITY) S.S

SUBSCRIBED AND SWORN to before me in MAKATI CITY SEP 1 5 2017 , the following persons personally appeared before me:

Name

Government Issued ID

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JONATHAN T. GOTIANUN MERCEDES T. GOTIANUN L. JOSEPHINE GOTIANUN-YAP ANTONIO C. MONCUPA, JR. JESUS ROBERTO S. REYES WILSON L. SY JOSE S. SANDEJAS PAUL A. AQUINO CARLOS L. ALINDADA BENEDICTO M. VALERIO, JR.

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ATTY. MA. ANNA LOURDES DIMAANU-PAMFIL NOTARY PUBLIC FOR MAKATI CITY Appointment No. M-32 until December 31, 2018 Roll No. 35260 / IBP Lifetime No. 07063 FTM No. 0.009137 January 2, 2017

Date: 2018-04-12 Time: 15:35:11 PM

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