



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

COMPANY REG. NO. CS201513276

CERTIFICATE OF FILING OF AMENDED BY-LAWS


KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

EAST WEST INSURANCE BROKERAGE, INC.

copy annexed, adopted on June 10, 2020 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 29th day of December, Twenty Twenty.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/qba

**AMENDED BY-LAWS
OF
EAST WEST INSURANCE BROKERAGE, INC.**

**ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscriptions. Subscribers to the capital stock of the Corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate. Each stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates shall be signed by the President or, in the absence of the President, the Vice President, countersigned by the Secretary or, in the absence of the Secretary, the Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares. Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the Corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No shares of stock against which the Corporation holds any unpaid claim shall be transferable in the books of the Corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates. In case any certificate for the capital stock of the Corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under the relevant provisions of Republic Act No. 11232 (Revised Corporation Code of the Philippines), or any amendments thereto. [As amended on June 10, 2020].

ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. Annual/Regular Meetings. The annual/regular meetings of the stockholders shall be held at the principal office on the third Friday of the month of April of each year, if not a legal holiday. If such day is a legal holiday, then on the first business day after. The majority of the board of directors may authorize a particular annual or special meeting of the stockholders to be done through remote communication. [As amended on June 10, 2020].

Section 2. Special Meeting. The special meetings of the stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) the Board of Directors, at its own instance, or at the written request of the stockholders representing a majority of the outstanding capital stocks; or (b) the President.

Section 3. Place of Meeting. Stockholders' meetings, whether regular or special, shall be held at the principal office of the Corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located.

Section 4. Notice of Meeting. Notices for regular or special meetings of the stockholders may be sent by the Secretary or by the person/s calling the meeting by personal delivery, by mail, electronic transmission, or facsimile at least two (2) weeks prior to the date of the meeting to each stockholder on record at his last known post office address, last recorded email address, or his last recorded facsimile number with the company, or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

Notice of any meeting may be waived, expressly or impliedly, by any stockholder. [As amended on June 10, 2020].

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum. Unless otherwise provided by law, in all regular or special meetings of the stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

The right to vote of stockholders may be exercised in person, through a proxy, or through remote communication or in absentia; Provided, that the right to vote through remote communication or in absentia shall only be allowed when authorized by a resolution of the majority of the board of directors; Provided, further, that the resolution shall only be applicable for a particular meeting.

A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum. [As amended on June 10, 2020].

Section 6. Conduct of Meeting. Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting. At all meetings of the stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholders or their duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting.

When so authorized by a majority of the board of directors, the stockholders may also vote through remote communication or in absentia; Provided, That the votes are received before the corporation finishes the tally of votes. [As amended on June 10, 2020].

Section 8. Participation in Stockholders' or Members' Meetings Through Remote Communication.

Stockholders who cannot physically attend at stockholders' meetings may participate in such meetings through remote communications or other alternative modes of communication; Provided, that the right to participate through remote communication or in absentia shall only be allowed when authorized by a resolution of the majority of the board of directors; Provided, further, that the resolution shall only be applicable for a particular meeting.

If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Secretary of his/her intention. The Secretary shall note such fact in the Minutes of the meeting. [As amended on June 10, 2020].

Section 9. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting. [As amended on June 10, 2020].

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board. Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property or the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the Corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights, interests or privileges, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the Corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.
- c) To invest the funds of the Corporation in other corporations or for purposes other than those for which the Corporation was organized, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary, to issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation;
- e) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation;
- f) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation;

g) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the Corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the Corporation with such powers, and upon such terms as may be deemed fit;

k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Section 2. Election and Term. The Board of Directors shall be elected during each regular meeting of the stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings. Regular and special meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as may be called by the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors. Where one or more directors cannot be physically present, the meeting may be conducted through modern technologies, such as but not limited to teleconferencing or videoconferencing, provided that the director who is taking part in said meetings can actively participate in the deliberation on matters taken up therein. [As amended on June 10, 2020].

Section 5. Notice. Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, or by written message, by mail, facsimile, electronic mail, courier or related route. A director may waive this requirement, either expressly or impliedly. [As amended on June 10, 2020].

Section 6. Quorum. A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of the corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board of Directors.

A director who participates through remote communication, shall be deemed present for the purpose of attaining quorum. [As amended on June 10, 2020].

Section 7. Conduct of the Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, or, if not present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 8. Compensation. By resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV OFFICERS

Section 1. Election/Appointment. Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same persons, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President. The President, who shall be a director, shall be the Chief Executive Officer of the Corporation and shall exercise the following functions:

- a) To preside at the meetings of the stockholders;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of

the Board of Directors, including those for executive training, development and compensation;

c) To supervise and manage the business affairs of the Corporation upon the direction of the Board of Directors;

d) To implement the administrative and operational policies of the Corporation are carried out under his supervision and control;

e) To appoint, remove, suspend, or discipline employees of the corporation, prescribe their duties, and determine their salaries;

f) To oversee the preparation of the budgets and the statements of accounts of the Corporation;

g) To represent the Corporation at all functions and proceedings;

h) To execute on behalf of the Corporation all other contracts, agreements and other instruments affecting the interests of the Corporation which require the approval of the Board of Directors;

i) To make reports to the Board of Directors and stockholders;

j) To sign certificates of stock;

k) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 4. The Vice-President. He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 5. The Secretary. The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

a) To record the minutes and transactions of all meetings of the Board of Directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b) To keep record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books showing all shares of the Corporation subscribed, issued and transferred;

- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the Corporation required by law or these by-laws to be given;
- e) To certify to such corporate act, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or government rules and regulations;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election;
- g) To perform such other duties incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer. The Treasurer shall have the following and duties:

- a) To keep full and accurate record of receipts and disbursements in the books of the Corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control;
- d) To render an annual statement showing the financial condition of the Corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies; and
- d) To exercise such powers and perform such duties and functions as from time to time may be assigned to him by the President.

Section 7. Term of Office. The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 8. Vacancies. If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect as successor who shall hold office for the unexpired term.

Section 9. Compensation. The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the Corporation may, from time to time, require.

ARTICLE VI AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor. At the regular stockholders' meeting, the external auditor of the Corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends. Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII OFFICES AND SEAL

Section 1. Form and Inscription. The corporate seal shall be determined by the Board of Directors.

ARTICLE VIII AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

IN WITNESS WHEREOF, we, the undersigned Stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this ____ day of JUN 15, 2015, 2015 at MAKATI CITY, Philippines.

SGD. ERNESTO T. UY

SGD. EMMANUEL L. PEÑA

SGD. JOSE EMMANUEL U. HILADO

SGD. RAUL I. RAFAEL

ANDREW L. GOTIANUN

Signed in the presence of:

SGD. JASON MANLY S. YOUNG

SGD. SANDINO JOSE G. MANLICLIC

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES
MAKATI CITY

BEFORE ME, a Notary Public for and in MAKATI CITY on this ____ day of JUN 15 2015, 2015, personally appeared the following persons, exhibiting to me their respective government-issued identification cards/passports:

Name	Government-Issued ID/Passport /Number	Date Issued	Expiry
Andrew L. Gotianun	EB1922889 (Passport)	02/15/2011	02/14/2016
Jose Emmanuel U. Hilado	EB7504326 (Passport)	02/27/2013	02/26/2018
Ernesto T. Uy	N04-88-082951 (Driver's License)		12/15/2017
Raul I. Rafael	N04-96-358477 (Driver's License)		03/25/2016
Emmanuel L. Peña	N15-80-007338 (Driver's License)		03/02/2018

all known to be the same persons who executed the foregoing Articles of Incorporation of East West Insurance Brokerage, Inc. and acknowledged to me that the same is the free and voluntary act and deed. This document consists of ten (10) pages, including this page where the acknowledgment is written and has been signed by the parties on each and every page hereof.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my notarial seal on the date and place herein first above written.

SGD. ATTY. MA. ANNA LOURDES V. DIMAANO-PAMFILO
NOTARY PUBLIC FOR MAKATI CITY
Appointment No. M-47 until December 31, 2016
2264 Pasong Tamo Extension, Makati City
Roll No. 30260/IBP Lifetime No. 07083
PTR No. 4748654 January 5, 2015

Doc No. 150
Page No. 30
Book No. VI
Series of 2015.



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Corporate Secretary of EAST WEST INSURANCE BROKERAGE, INC., do hereby certify that the By-Laws of the Corporation was amended by a unanimous vote of the Board of Directors and by the vote of Stockholders representing one hundred percent (100%) of the outstanding capital stock at the joint annual meeting of the Stockholders and organizational meeting of the Board of Directors held jointly on June 10, 2020 at the 5th Floor, EastWest Corporate Center, The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig City, wherein the following resolutions were passed, to wit:

RESOLUTION NO. 06-SH-05-EWIB-2020

"RESOLVED, to confirm and ratify the following resolution of the Board of Directors, amending Articles I, II, and III of the By-Laws of the Corporation, as follows:

'RESOLUTION NO. 06-BOD-03-EWIB-2020

RESOLVED, that the By-Laws of the Corporation be, as they are hereby amended to read, as follows:

I. Article I, Section 4

From:

Section 4. Lost Certificates. In case any certificate for the capital stock of the Corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

To:

Section 4. Lost Certificates. In case any certificate for the capital stock of the Corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under the relevant provisions of Republic Act No. 11232 (Revised Corporation Code of the Philippines), or any amendments thereto.

II. Article II, Section 1

From:

Section 1. Annual/Regular Meetings. The annual/regular meetings of the stockholders shall be held at the principal office on the third Friday of the month of April of each year, if not a legal holiday. If such day is a legal holiday, then on the day following.

To:

Section 1. Annual/Regular Meetings. The annual/regular meetings of the stockholders shall be held at the principal office on the third Friday of the month of April of each year, if not a legal holiday. If such day is a legal holiday, then on the first business day after. The majority of the board of directors may authorize a particular annual or special meeting of the stockholders to be done through remote communication.

III. Article II, Section 4

From:

Section 4. Notice of Meeting. Notices for regular or special meetings of the stockholders may be sent by the Secretary by personal delivery or by registered mail at least two (2) weeks prior to the date of the meeting to each stockholder on record at his last known post office address, or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

To:

Section 4. Notice of Meeting. Notices for regular or special meetings of the stockholders may be sent by the Secretary or by the person/s calling the meeting by personal delivery, by mail, electronic transmission, or facsimile at least two (2) weeks prior to the date of the meeting to each stockholder on record at his last known post office address, last recorded email address, or his last recorded facsimile number with the company, or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

Notice of any meeting may be waived, expressly or impliedly, by any stockholder.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

IV. Article II, Section 5

From:

Section 5. Quorum. Unless otherwise provided by law, in all regular or special meetings of the stockholders, a majority of the outstanding capital stock must be present or represented

in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

To:

Section 5. Quorum. Unless otherwise provided by law, in all regular or special meetings of the stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

The right to vote of stockholders may be exercised in person, through a proxy, or through remote communication or in absentia; Provided, that the right to vote through remote communication or in absentia shall only be allowed when authorized by a resolution of the majority of the board of directors; Provided, further, that the resolution shall only be applicable for a particular meeting.

A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum.

V. Article II, Section 7

From:

Section 7. Manner of Voting. At all meetings of the stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholders or their duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting.

To:

Section 7. Manner of Voting. At all meetings of the stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholders or their duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting.

When so authorized by a majority of the board of directors, the stockholders may also vote through remote

communication or in absentia: Provided, That the votes are received before the corporation finishes the tally of votes.

- VI. Inserting a new section after Section 7 of Article II and renumbering Section 8 to Section 9

From:

Section 8. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

To:

Section 8. Participation in Stockholders' or Members' Meetings Through Remote Communication.

Stockholders who cannot physically attend at stockholders' meetings may participate in such meetings through remote communications or other alternative modes of communication; Provided, that the right to participate through remote communication or in absentia shall only be allowed when authorized by a resolution of the majority of the board of directors; Provided, further, that the resolution shall only be applicable for a particular meeting.

If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Secretary of his/her intention. The Secretary shall note such fact in the Minutes of the meeting.

Section 9. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

- VII. Article III, Section 4

From:

Section 4. Meetings. Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as may be called by the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors.

To:

Section 4. Meetings. Regular **and special** meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as may be

called by the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors. **Where one or more directors cannot be physically present, the meeting may be conducted through modern technologies, such as but not limited to teleconferencing or videoconferencing, provided that the director who is taking part in said meetings can actively participate in the deliberation on matters taken up therein.**

VIII. Article III, Section 5

From:

Section 5. Notice. Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, or by written message. A director may waive this requirement, either expressly or impliedly.

To:

Section 5. Notice. Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, or by written message, **by mail, facsimile, electronic mail, courier or related route.** A director may waive this requirement, either expressly or impliedly.

IX. Article III, Section 6

From:


Section 6. Quorum. A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of the corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board of Directors.

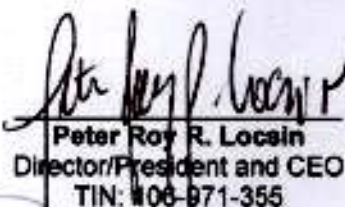
To:

Section 6. Quorum. A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of the corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board of Directors.

A director who participates through remote communication, shall be deemed present for the purpose of attaining quorum.

IN WITNESS WHEREOF, we have hereunto set our hands on 24 AUG 2020 in MAKATI CITY.


Antonio C. Moncupa, Jr.
Director/Chairman of the Board
TIN: 107-196-627


Peter Roy R. Locsin
Director/President and CEO
TIN: 106-971-355


Michael T. Gotianun
Director
TIN: 104-814-293


Emmanuel L. Peña
Independent Director
TIN: 116-284-023



Raul I. Rafael
Independent Director
TIN: 141-481-497

Certified by:


Clarissa S. Ramos
Corporate Secretary
TIN: 106-521-907

SUBSCRIBED AND SWORN to before me in MAKATI CITY, this 24 day of AUG 2020, 2020, by the above-named persons, who are personally known to me.

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Book No. XIII
Series of 2020.


ATTY. MA. ANNA LOURDES DIMASANO-PAMILO
NOTARY PUBLIC FOR MAKATI CITY
Appointment No. N-81 until December 31, 2020
Roll No. 38260 / IBP Lifetime No. 07083
PTR No. 7333148 January 3, 2019 .