



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

COMPANY REG. NO. CS201015593

**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

PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
(Amending Article III thereof)

copy annexed, adopted on June 17, 2019 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 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/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 8th day of August, Twenty Nineteen.


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

QA/qba

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDED ARTICLES OF INCORPORATION

CS 201015593

PHILIPPINE LIFE FINANCIAL
ASSURANCE CORPORATION

AMENDED TO:
New Company Name

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

4TH FLOOR STI HOLDINGS CENTER,
6764 AYALA AVENUE, BARANGAY
LORENZO, MAKATI CITY 1226

Company Information

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

Contact Person Information

Name of Contact Person

ARSENIO C. CABRERA, JR.

Email Address

accabrera@htc-law.com.ph

Telephone Number/s

813-7111

Facsimile Number/s

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

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

AMENDED
ARTICLES OF INCORPORATION
OF
PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
[Formerly: AsianLife Financial Assurance Corporation]

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION

SECOND: That the purposes for which said Corporation is formed are:

PRIMARY PURPOSE

1. Subject to law and the consent of the necessary stakeholders, to acquire the property, rights, privileges, franchise, liabilities, and the business of "ASIANLIFE FINANCIAL ASSURANCE CORPORATION", a stock corporation incorporated under the laws of the Republic of the Philippines under Company Registration Number 16386, which is in the process of liquidation.

2. To carry on the business of life assurance in all its branches and in particular to grant or effect assurances of all kinds for the payments, of money by way of single payment or by several payments or by way of immediate or deferred annuities upon the death of or upon the attaining of a given age by any person or persons subject to or not to such death or attainment of a given age happening in the lifetime of any person or persons, or upon the birth or failure of issue or subject to or upon the happening of any contingency or event dependent upon human life or upon a fixed certain date irrespective of any such event or contingency.

SECONDARY PURPOSE

(a) To grant annuities, immediate or deferred, payable between any fixed dates or contingent as to their commencement or determination upon any event dependent upon human life or the birth or failure of issue or otherwise;

(b) To carry on the business of insurance against personal injuries by accident either in connection with life policies or otherwise and the business of insurance against loss of health or incapacity from physical causes of any description, either alone or in combination with life assurances;

(c) To create or set aside out of the capital or surplus or revenues of the corporation a special fund or special funds, and to give or grant to any class of its policyholders, annuities or creditors any preferential right over any fund or funds so created or set aside, and for such or any other purposes of the corporation, to place any portion of the corporate property or properties in the name or names or within the control of one or more trustees or to give to any class of assureds a right to participate in the profits of the corporation or of such branch of its business;

(d) To reinsure all or any of the risks of the corporation and to undertake and otherwise engage in the business of reinsuring all and any risks of other insurance and assurance companies;

(e) To lend money on such terms as may seem expedient, subject to the requirements of law;

(f) To acquire by purchase, lease or otherwise, lands and interests therein, and to own, hold, improve, develop, and manage real estate so acquired, and to erect or construct thereon such housing projects, buildings or other structures as the corporation may deem necessary for the furtherance of its business, to rebuild, enlarge, alter or improve any buildings, or other structures which may now or hereafter be erected or constructed on any lands so owned or occupied by the corporation; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures owned by or belonging to the corporation;

(g) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or entity carrying on any business which this corporation is or may hereafter be authorized to carry on or possessed of property suitable for the purposes of this corporation, except as otherwise provided by law;

(h) To promote any other entity or company for the purpose of acquiring all or any of the property and all liabilities of said entity or company, or of advancing directly or indirectly the objects or interests thereof, and to take or otherwise acquire and hold shares in any such entity or company and to guarantee the payment of any debentures or other securities issued by any such entity or company except as otherwise provided by law;

(i) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this corporation or carrying on any business capable of being conducted so as directly or indirectly to benefit this corporation;

(j) To enter into any arrangement for sharing profits, union of interest, cooperation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in the business or transaction capable of being conducted so as directly or indirectly to benefit this corporation, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guaranty, or otherwise deal with the same;

(k) To sell the undertakings of the corporation or any part thereof for such consideration as the corporation may deem fit, and in particular for shares, debentures and securities of any other company having objects altogether or in part similar to those of this corporation;

(l) To amalgamate with any other company having objects altogether or in part similar to those of this corporation;

(m) To procure the corporation 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 any foreign country or nation;

(n) To establish and maintain one or more offices, branches or otherwise, for the conduct and promotion of the business of this corporation, within the Republic of the Philippines, and in all countries foreign thereto, without restrictions as to the place or amount;

(o) To appoint agents and representatives in the Philippines and in all parts of the world for the purpose of carrying on any and all of the objects and purposes of this corporation;

(p) To distribute any of the property of the corporation among its members in specie, but so that no distribution amounting to reduction of capital be made without the sanction of law;

(q) To mortgage or pledge all or any part of its properties, rights, interests and franchises, including any and all shares of stocks, bonds, debentures, notes, debts or other obligations or evidences of indebtedness at any time owned by it;

(r) In carrying on its business and in order to attain and further its power or purposes, to do any and all other acts and things, and to exercise any and all other powers which a natural person might or could do and exercise and which now or hereafter may be authorized by law, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon the corporation under the provisions of laws authorizing the formation of such corporation;

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, of which may be conveniently carried on and does 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.

THIRD: That the place where the principal office of the corporation is to be established or located is at the 4th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City, 1226. (As amended at separate meetings by a

Corporation's Board of Directors and by the Stockholders owning at least 2/3 of the outstanding capital stock at separate meetings held on 3 April 2019 and 17 June 2019)

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names, citizenship and residences of the incorporators of said Corporation are as follows:

| <u>Names</u> | <u>Citizenship</u> | <u>Residence</u> |
|--------------------------|--------------------|---|
| 1. Manuel N. Tordesillas | Filipino | 30A Luna Gardens, Residential Road, Rockwell Center, Makati City |
| 2. Lorenzo T. Roxas | Filipino | 11 Subic Bay Drive corner Batangas Bay, South Bay Village, Parañaque City |
| 3. Eulogio A. Mendoza | Filipino | 33 Doña Ines Street, Alabang Hills, Muntinlupa City |
| 4. Nilaida S. Enriquez | Filipino | 29 Dao Street, Octagon Subdivision, Dela Paz, Pasig City |
| 5. Sylvette Y. Tankiang | Filipino | 37A Washington Street, West Greenhills, San Juan, Metro Manila |

SIXTH: That the number of directors of said corporation shall be nine (9), 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:

| <u>Names</u> | <u>Citizenship</u> | <u>Residence</u> |
|-----------------------|--------------------|---|
| Ramon B. Arnaiz | Filipino | 57 J. Luna Street, San Lorenzo Village, Makati City |
| Manuel N. Tordesillas | Filipino | 30A Luna Gardens, Residential Road, Rockwell Center, Makati City |
| Lorenzo T. Roxas | Filipino | 11 Subic Bay Drive corner Batangas Bay, South Bay Village, Parañaque City |
| Eulogio A. Mendoza | Filipino | 33 Doña Ines Street, Alabang Hills, Muntinlupa City |
| Eusebio H. Tanco | Filipino | 53 Fordham Street, Wack-Wack Village, Mandaluyong City |
| Augusto Z. Fajardo | Filipino | No. 25 Dainty Street, White Plains, Quezon City |
| Ernest L. Cu | Filipino | 33 C Luna Gardens, #21 Residential Drive, Rockwell Center, Makati City |

SEVENTH: That the authorized capital of the Corporation is THREE HUNDRED FIFTY MILLION PESOS (P350,000,000.00), and said capital stock is divided into THIRTY FIVE BILLION (35,000,000,000) shares with par value of ONE CENTAVO (0.01), Philippine Currency per share.

EIGHT: That the amount of said capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE MILLION PESOS (P125,000,000.00),

EIGHT: That the amount of said capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE MILLION PESOS (P125,000,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

| <u>Name</u> | <u>Nationality</u> | <u>No. of Shares Subscribed</u> | <u>Amount of Subscription</u> |
|---|--------------------|-------------------------------------|-----------------------------------|
| AsianLife Financial Assurance Corporation | Filipino | 12,499,999,991 | P124,999,999.91 |
| Ramon B. Arnaiz Tin: 101-887-016 | Filipino | 1 | 0.01 |
| Manuel N. Tordesillas | Filipino | 1 | 0.01 |
| Lorenzo T. Roxas | Filipino | 1 | 0.01 |
| Eulogio A. Mendoza | Filipino | 1 | 0.01 |
| Eusebio H. Tanco Tin: 141-978-255 | Filipino | 1 | 0.01 |
| Nilaida S. Enriquez | Filipino | 1 | 0.01 |
| Augusto z. Fajardo Tin: 135-818-928 | Filipino | 1 | 0.01 |
| Ernest L. Cu | Filipino | 1 | 0.01 |
| Tin: 116-222-836 | Filipino | 1 | 0.01 |
| Sylvette Y. Tankiang | Filipino | 1 | 0.01 |
| Total | | <u>12,500,000,000</u> | <u>P125,000,000.00</u> |

NINTH: That the following persons have paid for the shares of capital stock for which they have subscribed the amounts set opposite their respective names:

| <u>Name</u> | <u>Amount Paid on Subscription</u> |
|--|--|
| AsianLife Fiancial Assurance Corporation | P124,999,999.91 |
| Ramon B. Arnaiz | 0.01 |
| Manuel N. Tordesillas | 0.01 |
| Lorenzo T. Roxas | 0.01 |
| Eulogio A. Mendoza | 0.01 |
| Eusebio H. Tanco | 0.01 |
| Nilaida S. Enriquez | 0.01 |
| Augusto Z. Fajardo | 0.01 |
| Ernest L. Cu | 0.01 |
| Sylvette Y. Tankiang | 0.01 |
| Total | <u>P125,000,000.00</u> |

TENTH: That **Modesta P. Mammud** has been elected by the subscribers as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the subscribers.

ELEVENTH: That the incorporators undertake to change the name of the Corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these presents this 22nd day of September 2010, in the City of Makati, Philippines.

(SGD.) MANUEL N. TORDESILLAS
TIN: 178-610-428

(SGD.) LORENZO T. ROXAS
TIN: 107-018-766

(SGD.) EULOGIO A. MENDOZA
TIN: 129-544-622

(SGD.) NILAIDA S. ENRIQUEZ
TIN: 100-143-332

(SGD.) SYLVETTE Y. TANKIANG
TIN: 105-823-201

SIGNED IN THE PRESENCE OF:

(SGD.) _____

(SGD.) _____

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for the City of Manila, this 22nd day of September 2010, personally appeared and presenting competent evidence of their identity bearing their photograph and signature:

| <u>Name</u> | Community Tax Certificate No. | Date/Place Issued | Identification Card | Official Issuing Agency |
|-----------------------|-------------------------------|---------------------|--|-------------------------|
| Manuel N. Tordesillas | 28628658 | 2/15/2010 Makati | Passport No. XX4358537 Issued on 8/13/2009 | DFA |
| Lorenzo T. Roxas | 03222453 | 2/1/2010 Makati | Passport No. XX4403614 Issued on 8/19/2009 | DFA |
| Eulogio A. Mendoza | 12208740 | 1/5/2010 Makati | Passport No. XX4099450 Issued on 7/6/2009 | DFA |
| Nilaida S. Enriquez | 05893620 | 9/17/2010 Makati | Passport No. EB0104938 Issued on 4/15/2010 | DFA |
| Sylvette Y. Tankiang | 28608084 | 1/29/2010 Makati | Passport No. EB0266559 Issued on 5/25/2010 | DFA |

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

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

(SGD.) ATTY. PEDRO D. GENATO
Notary Public
Until December 31, 2011
1150 Gen. Luna St., Ermita, Manila
IBP No. 762706, Mla. 10-27-09
PTR NO. 8241868, Mla. 1-4-10
Roll No. 12088
TIN: 132-436-687

Doc. No. 986;
Page No. 198;
Book No. 36;
Series of 2010.

JUL 19 2019

DIRECTORS' CERTIFICATE
(Amendment of By-Laws)

WE, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION** (the "Corporation") hereby certify that:

1. On 3 April 2019 and 27 June 2019, at separate meetings at the principal office of the Corporation, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following amendment to the Corporation's By-Laws:

1.1 Article I, Section 1.02 - Change of Address


RESOLUTION NO. 2019-SH-01

"RESOLVED, That Article I, Section 1.02 of the By-Laws of the Corporation, be amended in part to read as follows:

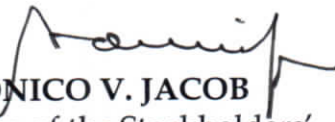
"Section 1.02. Head Office. The Head Office of the Corporation shall be located at the Fourth Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City 1226."

2. The copy of the Corporation's Amended By-Laws attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended By-Laws and reflects the foregoing amendment thereto.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 27th day of June 2019 at Makati City.


ARSENIO C. CABRERA, JR.
Corporate Secretary/Secretary
of the Stockholders' Meeting
T.I.N. 105-821-570

ATTEST:



MONICO V. JACOB
Chairman of the Stockholders'
Meeting/Director
T.I.N. 123-030-879



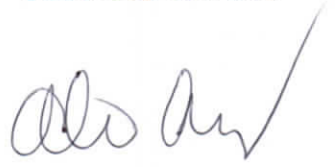
EUSEBIO H. TANCO
Director
T.I.N. 141-978-255



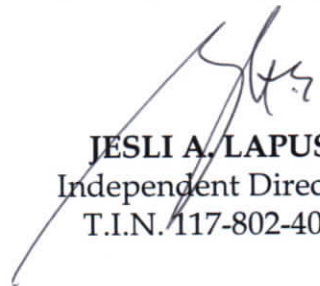
MARTIN K. TANCO
Director
T.I.N. 115-931-094



PAOLO MARTIN O. BAUTISTA
Director
T.I.N. 186-074-793



ARMANDO L. SURATOS
Independent Director
T.I.N.



JESLI A. LAPUS
Independent Director
T.I.N. 117-802-402

ACKNOWLEDGMENT

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

JUN 27 2019

SUBSCRIBED AND SWORN to before me, this 8th day of April 2019 at Makati City, affiants exhibiting to me the following:

| <u>Name</u> | <u>Competent Evidence of Identity</u> | <u>Date and Place Issued</u> |
|--------------------------|---------------------------------------|------------------------------|
| Monico V. Jacob | PP#EC7728486 | 26 August 2015/DFA NCR South |
| Eusebio H. Tanco | | |
| Martin K. Tanco | PP#P7352923A | 2 June 2018/DFA Manila |
| Paolo Martin O. Bautista | | |
| Armando L. Suratos | | |
| Jesli A. Lapus | PP#P6589685A | 28 March 2018/DFA Manila |
| Arsenio C. Cabrera, Jr. | PP#P005509A | 26 August 2016/DFA NCR South |

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

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc No. 293 ;
Page No. 80 ;
Book No. 12 ;
Series of 2019.

[Signature]
 ATTY. ROBERT N. LLUZ
 NOTARY PUBLIC
 Until December 31, 2019
 Appt. No. M-102, Makati City
 IBP #058152 for 2019 - RSM
 PTR #7328879, Jan. 03, 2019-Makati
 S.C. Roll No. 59597
 MCLE Compliance No. V-0015439; 9 March 2016
 Unit 301 3rd Flr. Campos Raeda Bldg.
 101 Urban Avenue, Erigyo Pico del Pilar
 Makati City

JUL 19 2019
RECEIVED

DIRECTORS' CERTIFICATE
(Amendment of Articles of Incorporation)

WE, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION** (the "Corporation") hereby certify that:

1. On 3 April 2019 and 17 June 2019, at separate meetings at the principal office of the Corporation, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following amendment to the Corporation's Articles of Incorporation:

1.1 Article III - Change of Address

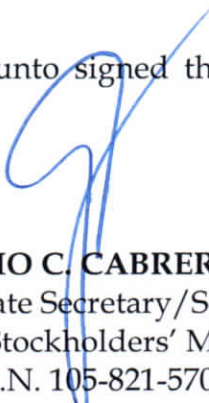
RESOLUTION NO. 2019-BD-15A

"RESOLVED, That the Third Article of the Articles of Incorporation of the Corporation be amended in part to read as follows:

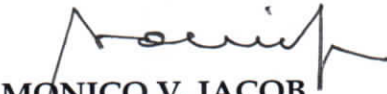
"THIRD: That the place where the principal place of the Corporation is to be established is at the Fourth Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City 1226."

2. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and reflects the foregoing amendment thereto.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 27th day of June 2019 at Makati City.


ARSENIO C. CABRERA, JR.
Corporate Secretary/Secretary
of the Stockholders' Meeting
T.I.N. 105-821-570

ATTEST:




MONICO V. JACOB
Chairman of the Stockholders'
Meeting/Director
T.I.N. 123-030-879



EUSEBIO H. TANCO
Director
T.I.N. 141-978-255



MARTIN K. TANCO
Director
T.I.N. 115-931-094



PAOLO MARTIN O. BAUTISTA
Director
T.I.N. 186-074-793

ARMANDO L. SURATOS
Independent Director
T.I.N.



JESLI A. LAPUS
Independent Director
T.I.N. 117-802-402

5/9

ACKNOWLEDGMENT

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

JUN 27 2019


SUBSCRIBED AND SWORN to before me, this 8th day of April 2019 at Makati City, affiants exhibiting to me the following:

| <u>Name</u> | <u>Competent Evidence of Identity</u> | <u>Date and Place Issued</u> |
|--------------------------|---------------------------------------|------------------------------|
| Monico V. Jacob | PP#EC7728486 | 26 August 2015/DFA NCR South |
| Eusebio H. Tanco | | |
| Martin K. Tanco | PP#P7352923A | 2 June 2018/DFA Manila |
| Paolo Martin O. Bautista | | |
| Armando L. Suratos | | |
| Jesli A. Lapus | PP#P6589685A | 28 March 2018/DFA Manila |
| Arsenio C. Cabrera, Jr. | PP#P005509A | 26 August 2016/DFA NCR South |

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

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc No. 392 ;
Page No. 80 ;
Book No. 12 ;
Series of 2019.


ATTY. ROBERT N. LLUZA
 NOTARY PUBLIC
 Until December 31, 2019
 Appt. No. M-102, Makati City
 IBP #058192 for 2019 - RSM
 PTR #7328679, Jan. 03, 2019-Makati
 S.C. Roll No. 59597
 MCLE Compliance No. V-0015439- 9 March 2016
 Unit 301 3rd Flr. Campos Rueda Bldg.
 101 Urban Avenue, Brgy. Pio del Pilar
 Makati City

SECRETARY'S CERTIFICATE

I, **ARSENIO C. CABRERA, JR.**, of legal age, with office address at 5/F SGV II Building, 6758 Ayala Avenue, Makati City, after having been sworn in accordance with law, depose and state that:

1. I am the incumbent Corporate Secretary of **PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 9/F, iAcademy Plaza, #324 Sen. Gil Puyat Avenue, Makati 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.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 1st day of August 2019 at Makati City.



ARSENIO C. CABRERA, JR.
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me this 1st day of August 2019 in Makati City, affiant exhibiting to me his Passport No. P0055009A issued on 26 August 2016 at DFA NCR South.

Doc. No. 118 ;
Page No. 25 ;
Book No. I ;
Series of 2019.




ISABELLA GIANNA P. PALMA
Notary Public for Makati City
Appointment No. M-381
Until 31 December 2020
5/F SGV II Building,
6758 Ayala Avenue, Makati City
Roll of Attorneys No. 66156
PTR No. 7333832 / Makati / 03 January 2019
IBP LM No.014987 / Makati / Lifetime Member
MCLE Compliance No. VI-0017028/
Pasig City/ 28 December 2018



Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET - NO PENALTY

| | | | |
|---------------------------|---|----------------------|--|
| Corporate Name | PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION | | |
| Registration No. | CS201015593 | Date of Registration | OCTOBER 4, 2010 |
| Term of Existence | 50 YEARS | Annual Meeting | 2 ND TUESDAY FOLLOWING 2 ND MONDAY OF JUNE |
| Principal Office | 9 TH FLOOR, IACADEMY PLAZA, 324 SEN. GIL PUYAT AVENUE, MAKATI CITY | Actual Meeting | OCTOBER 16, 2018 |
| No. of Directors/Trustees | 9 | Fiscal Year | DECEMBER 31 |

| | | | |
|---|--|------------------------------|---|
| <input checked="" type="checkbox"/> STOCK CORPORATION | <input type="checkbox"/> NON-STOCK CORPORATION | | |
| Authorized Capital Stock | P 350,000,000.00 | Equity/Fund Balance | P |
| Paid-Up Capital Stock | P 270,955,574.00 | Negative Fund Balance | P |
| Retained Earnings | P 514,973,226.00 | Fiscal Year ended | |
| Deficit | P | | |
| Capital Deficiency | P | | |
| Fiscal Year ended | DECEMBER 31, 2018 | | |
| Fine: P 10,000.00 per year, per report | | Fine: P/per year, per report | |

| COMPUTATION OF FINES | | | | | |
|---|---------------------------|------------|----------------------|------------|------|
| YEAR | General Information Sheet | | Financial Statements | | FINE |
| 2013 | CMD MS | 04/01/2014 | MONITORED | 10/14/2014 | |
| 2014 | MONITORED | 10/14/2014 | } | | |
| 2015 | | MONITORED | | MONITORED | |
| 2016 | | 05/23/2017 | | 05/23/2017 | |
| 2017 | MONITORED | 04/24/2018 | OT | | |
| 2018 | OT | | OT | | |
| 2019 | NYD | | NYD | | |
| Stock and Transfer Book / Membership Book (MONITORED) | | | | | |

| | |
|-------|-------------------------|
| OT | - On Time |
| NF | - Not Filed |
| FL/RL | - Filed/Registered Late |

| | | |
|---------------|------------------|------------------|
| Monitored by: | F.D. JALIMAO/CMD | DATE: 05/07/2019 |
|---------------|------------------|------------------|

- Compliant with all reportorial requirements as of May 08, 2019
- Cleared CIS-URDB as of May 08, 2019

The findings/assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitor as of: _____

Representative
Signature Over Printed Name

For the Director: GERARDO F. DEL ROSARIO

Reviewed By: EMERLIZA M. CASTRO
SEC Administrative Officer II
Pasay City.

Note:
This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

In case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be years, earlier than the five (5) years and imposition of fine shall be made if warranted.

For uploading in the system.