

**HERRERA TEEHANKEE & CABRERA
LAW OFFICES**

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CESAR DOMINI C. GARCIA
VINCE ALVIN L. MONTEALTO
STEPHEN DANIEL H. JAVIER
ISABELLA MARIE L. NAGUIAT
MIGUEL ANTONIO U. TENSUAN
SAMANTHA ROSE K. MORALES

ENRIQUE Y. TEEHANKEE
Founding Partner
(1986-2013)


www.advoc.com

12 March 2025

**PHILIPPINE LIFE FINANCIAL
ASSURANCE CORPORATION**
11/F STI Holdings Center,
6764 Ayala Avenue, Makati City

Attention : **MS. MICHELLE L. AMBAGAN**
SVP & COO

Re : **Amendment of Articles of Incorporation**

Gentlemen:

We are pleased to inform you that the Securities and Exchange Commission ("SEC") has approved the amendment to the Articles of Incorporation of Philippine Life Financial Assurance Corporation ("Philife") to change the Corporation's principal address to "4th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City" to "11th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City"

We are enclosing herewith, for your information and files, copies of the following documents:

1. Photocopy of the SEC "Certificate of Filing of Amended AOI dated 28 January 2025 with the following attachments:
 - 1.1 Coversheet;
 - 1.2 Directors' Certificate;
 - 1.3 Secretary's Certificate [Re: No Pending Case of Intra-Corporate Dispute];
 - 1.4 Annex D Articles of Incorporation;
 - 1.5 Endorsement letter dated 27 December 2024;
 - 1.6 Monitoring Sheet (No Penalty); and

1.7 Electronic Official Receipt payment for Amended Articles of Incorporation.

We also enclose a Statement of Account from our Accounting Department for the legal and professional services rendered in the above-captioned matter as well as the request for reimbursement for out-of-pocket expenses we incurred in your behalf.

The Firm has implemented an online billing/invoicing and depositing of payments directly to the Firm's BDO bank account with the following details:

Bank	:	BDO UNIBANK, INC. (BDO)
Account No.	:	005068007106 (Smart Checking)
Account Name	:	Herrera Teehankee & Cabrera Law Offices
Branch	:	Ayala Avenue SGV I Branch
Branch Address	:	G/F SGV I Bldg., 6760 Ayala Avenue, Makati City

For confirmation of your payment, please email to Ms. Joanah Rose R. Del Mundo, HTC Accountant, with email address jrdelmundo@htc-law.com.ph, scanned copies of the deposit slip, or any proof of payment made to the Firm's bank account.

Original copies of the Firm's bill/invoice and the Official Receipt for payments made to the Firm shall be sent to your Company by hand or by courier, within ten (10) days from confirmation of payment.

Should you require any clarification and/or assistance, please do not hesitate to let us know.

Very truly yours,

HERRERA TEEHANKEE & CABRERA

By:

ARSENIO C. CABRERA, JR.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: CS201015593

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION OF
PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Commission has approved the amendment of the Principal Office Address of the above-named Corporation pursuant to the provisions of Section 15 of the Republic Act No. 11232, Revised Corporation Code of the Philippines, which took effect on February 23, 2019.

This amendment was adopted on August 3, 2023 by majority vote of the Board of Directors and by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 28th day of January, Two Thousand Twenty-Five.



GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

This is a computer generated certificate, signature is not required.



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-S112024-CRMD00310T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	28 January 2025
Approved by majority of the Directors	03 August 2023
Approved by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Subject of Amendment	Change of Principal Office Address

TO 11F STI HOLDINGS CENTER, 6764 AYALA AVE, SAN LORENZO
1223 CITY OF MAKATI
FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 4th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City, 1226

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	Addition and/or Deletion of New Provisions in the Existing By-Laws

TO

FROM

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
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Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	Miscellaneous Provisions

TO Article VI

Section 6.18 Independent Directors and Lead Independent Director. Independent directors shall constitute at least twenty (20%) of the Board of Directors. An independent director shall mean a person, who apart from shareholdings and fees received from the Corporation, is independent of management and free from any business or relationship which could or could reasonably be perceived to materially interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Board of Directors shall elect a Lead Independent Director in the event that the Chairman of the Board is not an independent director.

(As amended at separate meetings by a majority vote of the 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 August 2023).

Section 6.19 Audit and Risk Committee. The Board of Directors shall appoint an Audit and Risk Committee. The Audit and Risk Committee shall be composed of at least three (3) non-executive directors. The Chairman and a majority of the members of the Audit and Risk Committee shall be independent directors. The Chairman of the Audit and Risk Committee shall not be the Chairman of the Board or of any other Board Committee. (As amended at separate meetings by a majority vote of the 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 August 2023).

Section 6.20 Corporate Governance Committee. The Board of Directors shall appoint a Corporate Governance Committee. The Corporate Governance Committee shall be composed of at least three (3) members. The Chairman and a majority of the members of the Corporate Governance Committee shall be independent directors. (As amended at separate meetings by a majority vote of the 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 August 2023).

Section 6.21 Related Party Transactions Committee. The Board of Directors shall appoint a Related Party Transactions Committee. The Related Party Transactions Committee shall be composed of at least three (3) non-executive directors. The Chairman and a majority of the members of the Corporate Governance Committee shall be independent directors. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM Article VI

None

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
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Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	The Time, Place, and Manner of Calling and Conducting Regular or Special Meetings of the Directors/Trustees

TO Article VI

SECTION 6.06. Notice of Meeting. Notice of the regular or special meetings 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, electronic mail, telegram or other expeditious means at least two (2) days prior to the date of the meeting. Notice of the meeting may be waived by any Director and his presence at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice.

Directors may opt for the sending of notices, such as for regular or special meetings of the Board, through e-mail by indicating their preferred e-mail address(es) where notices shall be sent and registering their preferred e-mail address(es) with the Secretary. The sending of notices through e-mail will be considered to have the same effect as one being sent through regular postal mail.

It is the duty of the Secretary to maintain a current record of all the e-mail addresses of each of the directors and to update the same accordingly. Conversely, it is the duty of the directors to notify the Secretary regarding any change in their preferred e-mail address(es). The change in e-mail address will take effect only after twenty (20) days of such notice or registration with the Secretary.

(As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 6.08. Quorum. A majority of the Directors present at a meeting, either physically or electronically, shall constitute a quorum at any meeting, but a less number may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice; unless there be a quorum at the meeting no business may be transacted. Every decision of a majority of such quorum on any question or matter submitted to the Board at any such meeting shall be valid as a corporate act. A director who participates through remote communication shall be deemed present for the purpose of attaining quorum. (As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 6.09. Proxies. Directors must attend all meetings of the Board in person or through remote communication; no proxies of any nature may be permitted. Unless with the express consent of the Board, no Director can assign or delegate any or all of his powers and duties to another person. A director participating in a meeting via remote communication may cast his vote through electronic mail, messaging service or SMS. The vote shall be sent to the presiding director and the Corporate Secretary for notation. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM Article VI

SECTION 6.06. Notice of Meeting. No notice need be given of regular meetings of the Board. Notice of any special meeting shall be in writing, and shall state the date, time and place thereof, and the purpose or purposes for which it is called. Such notice shall be deemed complete upon its delivery to the place of residence or the business address of the Director at least two (2) days before the date of the meeting, or upon its being delivered to the Post Office, properly addressed and postage prepaid, in time for it to reach the Director at least two (2) days before the meeting. However, when the urgency of the meeting so requires,

the Chairman may authorize the Secretary to give the Directors notice by telephone, telegram or other expeditious means, and such notice shall in all respects be as effective as notice in writing. Notice of the meeting may be waived by any Director and his presence at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice.

SECTION 6.08. Quorum. A majority of the Directors shall constitute a quorum at any meeting, but a less number may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice; unless there be a quorum at the meeting no business may be transacted. Every decision of a majority of such quorum on any question or matter submitted to the Board at any such meeting shall be valid as a corporate act.

SECTION 6.09. Proxies. Directors must attend all meetings of the Board in person; no proxies of any nature may be permitted. Unless with the express consent of the Board, no Director can assign or delegate any or all of his powers and duties to another person.

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	The Form for Proxies of Stockholders/Members and the Manner of Voting Them

TO Article V

SECTION 5.07. Proxies. At all meetings of stockholders, a stockholder may vote either in person or in proxy or via remote communication or in absentia, electronically or otherwise as may be provided for by the Board of Directors. Proxies must be given in writing, properly accomplished, and presented to the Secretary at any time but before the hour set for the opening of the meeting. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM Article V

SECTION 5.07. Proxies. At all meetings of stockholders, a stockholder may vote either in person or in proxy. Proxies must be given in writing, properly accomplished, and presented to the Secretary at any time but before the hour set for the opening of the meeting.

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023

TO

ARTICLE V

MEETING OF STOCKHOLDERS

SECTION 5.01. Annual Meeting. All meetings of stockholders shall be held at the Head Office of the Corporation or via remote communication, such as by teleconferencing, videoconferencing, computer conferencing or audio conferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission. The annual meeting of stockholders shall be held on the second Tuesday following the second Monday of the month of June of each year, at 5:00 o'clock in the afternoon, if not a legal holiday, otherwise on the next business day following. (As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 5.02. Special Meeting. Special meetings of the stockholders may be called for any purpose at any time by the Chairman, or by the majority of the Board of Directors, and shall be called by the Chairman at the written request of the holders of not less than one-third (1/3) of the subscribed capital stock of the Corporation. Such special meetings shall be held at the Head office of the Corporation or via remote communication, such as by teleconferencing, videoconferencing, computer conferencing or audio conferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.

SECTION 5.03. Notice of Meetings. Notice of the regular meetings of the stockholders shall be given by mail, either physically or electronically at least twenty-one (21) days prior to the date of the meetings to each stockholder of record at his last know post office or electronic email address. Written notices for special meetings of stockholders shall be sent by the Secretary in the same manner, except that such notices shall be sent to each stockholder of record at least one (1) week prior to the date of these meetings. Failure of or defect in the notice shall not invalidate any annual meeting of the stockholders or any of the proceedings thereat, if the business transacted at such meeting is within the powers of the Corporation and all the stockholders of the Corporation are present or represented at the meeting; and any defect in the notice or failure to state the purpose or purposes for which a special meeting is called shall not invalidate the same except when so provided by law, and all statements of purposes shall not be deemed exclusive but any matter may be taken up in such meetings, unless otherwise required by law.

Stockholders may opt for the sending of notices, such as for regular or special meetings of stockholders, through electronic mail ("e-mail"), by indicating their preferred e-mail address(es) where notices shall be sent and registering their preferred e-mail address(es) with the Secretary. The sending of a notice through e-mail will be considered as having the same effect as sending a notice through regular postal mail.

It is the duty of the Secretary to maintain a current record of all the e-mail addresses of each of the stockholders and to update the same accordingly. Conversely, it is the duty of the stockholders to notify the Secretary regarding any change in their preferred e-mail address(es). The change in e-mail address will take effect only after twenty (20) days of such notice or registration with the Secretary.

(As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 5.04. Quorum. Other than in the particular instance where the law requires a greater number, a majority of the subscribed capital stock, represented in person or by proxy or participating in the meeting via remote communication, shall constitute a quorum at any meeting of stockholders; less than a quorum may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice. Unless there be the required quorum at any meeting, no business may be transacted therein. A majority of the votes cast shall decide every question or matter submitted to the stockholders at any meeting, except when the law provides otherwise. A stockholder who participates through remote communication or in

absentia shall be deemed present for the purpose of attaining quorum. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM ARTICLE V

MEETING OF STOCKHOLDERS

SECTION 5.01. Annual Meeting. All meetings of stockholders shall be held at the Head Office of the Corporation. The annual meeting of stockholders shall be held on the second Tuesday following the second Monday of the month of June of each year, at 5:00 o' clock in the afternoon, if not a legal holiday, otherwise on the next business day following.

SECTION 5.02. Special Meeting. Special meetings of the stockholders may be called for any purpose at any time by the Chairman, or by the majority of the Board of Directors, and shall be called by the Chairman at the written request of the holders of not less than one-third (1/3) of the subscribed capital stock of the Corporation. Such special meetings shall be held at the Head office of the Corporation.

SECTION 5.03. Notice of Meetings. Notice of the annual or any special meeting of the stockholders shall be given by registered mail, and shall be considered complete upon deposit in the Post Office at least (7) calendar days before such meetings, postage prepaid addressed to each stockholder at his last known place of residence appearing on the books of the Corporation, in a sealed envelope containing written or printed notice stating the date, hour and place of such meetings and if a special meeting; also the purpose or purposes for which it is called. Failure of or defect in the notice shall not invalidate any annual meeting of the stockholders or any of the proceedings thereat, if the business transacted at such meeting is within the powers of the Corporation and all the stockholders of the Corporation are present or represented at the meeting; and any defect in the notice or failure to state the purpose or purposes for which a special meeting is called shall not invalidate the same except when so provided by law, and all statements of purposes shall not be deemed exclusive but any matter may be taken up in such meetings, unless otherwise required by law.

SECTION 5.04. Quorum. Other than in the particular instance where the law requires a greater number, a majority of the subscribed capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of stockholders; less than a quorum may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice. Unless there be the required quorum at any meeting, no business may be transacted therein. A majority of the votes cast shall decide every question or matter submitted to the stockholders at any meeting, except when the law provides otherwise.

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	Others: Articles I SECTION 1.02 NAME AND HEAD OFFICE, I 3.03 CLOSING OF TRANSFER BOOKS and VIII POWERS AND DUTIES OF THE OFFICERS OF THE CORPORATION

TO ARTICLE I SECTION 1.02 NAME AND HEAD OFFICE

SECTION 1.02. Head Office. The Head Office of the Corporation shall be located in the 11th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City 1226. (As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE I 3.03 CLOSING OF TRANSFER BOOKS

SECTION 3.03. Closing of Transfer Books. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other purpose, the stock transfer books shall be closed for at least twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the meetings and during such periods no stock will be transferable. In lieu of closing the stock transfer books, the Board may fix in advance a date as the records date for any such determination of stockholders. If the transfer books are not closed and no record has been fixed, the date of which notice of the meeting is mailed or on which the resolution of the Board declaring a dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. Once a determination of stockholders entitled to vote at any meeting has been made, such determination shall apply to any adjournment thereof. (As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE VIII POWERS AND DUTIES OF THE OFFICERS OF THE CORPORATION

Section 8.08 Compliance Officer. The Compliance Officer shall assist the Board in its duties. The Compliance Board shall have the rank of Vice-President. The Compliance Officer shall: (a) monitor, review, evaluate and ensure compliance with the relevant laws, rules and regulations of regulatory agencies. (b) ensure the integrity and accuracy of documentary submissions to regulatory agencies; (c) identify possible areas of compliance issues and work toward the resolution of the same; and (d) perform such other duties and responsibilities as may be required by the Board of Directors or regulatory agencies. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM

ARTICLE I SECTION 1.02 NAME AND HEAD OFFICE

SECTION 1.02. Head Office. The Head Office of the Corporation shall be located at the 4th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City 1226. (As amended at separate meetings by a majority vote of the 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)

ARTICLE I SECTION 3.03

SECTION 3.03. Closing of Transfer Books. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other purpose, the stock transfer books shall be closed for such periods as the Board of Directors may from time to time fix, and during such periods no stock will be transferable. In lieu of closing the stock transfer books, the Board may fix in advance a date as the records date for any such determination of stockholders. If the transfer books are not closed and no record has been fixed, the date of which notice of the meeting is mailed or on which the resolution of the Board declaring a dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. Once a determination of stockholders entitled to vote at any meeting has been made, such determination shall apply to any adjournment thereof.

ARTICLE VIII POWERS AND DUTIES OF THE OFFICERS OF THE CORPORATION

SECTION 8.08. The Comptroller. The Comptroller shall be directly responsible only to the Chairman and the Board of Directors. He shall be the principal auditing officer of the Corporation and as such shall have the following duties, in addition to those which may be prescribed by the Board or required by the Chairman, to wit: (a) To see to it that adequate records of all assets, liabilities and transactions of the Corporation are maintained; (b) To see that adequate audits thereof are currently and regularly made; (c) To pass upon all vouchers, payrolls and other accounts payable, and to determine that they are properly authorized and certified; (d) To initiate and enforce measures and procedures relating to all accounting matters, including clerical and office methods, records, reports, to the end that the business of the Corporation shall be conducted with the maximum safety, efficiency and economy; (e) To act as budget director and, in conjunction with the other officers and heads of department, to prepare an annual budget covering all

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

C S 2 0 1 0 1 5 5 9 3

Former Company Name

P H I L I P P I N E L I F E F I N A N C I A L A S S U R
A N C E C O R P O R A T I O N

AMENDED TO:

New Company Name

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

4 T H F L O O R , S T I H O L D I N G S C E N T E R ,
6 7 6 4 A Y A L A A V E N U E , B A R A N G A Y S A
N L O R E N Z O , M A K A T I C I T Y , 1 2

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

CABRERA, ARSENIO
CORONEL

Email Address

htclawoffices@htc-law.com.ph

Telephone Number/s

Mobile Number

09238449697

Contact Person's Address

5/F, SGV II BUILDING, 6758 AYALA AVENUE,, SAN LORENZO (1223), CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR)

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document ID

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



STOCK CORPORATION

TRN-S112024-CRMD00310T

COMPANY REGISTRATION AND MONITORING DEPARTMENT
AMENDMENT FORM (Articles of Incorporation)

Corporate Name: PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION

SEC Registration No.: CS201015593

Company Type: STOCK CORPORATION

Authorized Representative: CABRERA, ARSENIO CORONEL

Email Address: htclawoffices@htc-law.com.ph

Mobile/Landline No.: 09238449697

Provision for Amendment on Articles of Incorporation: Change of Principal Office Address

From (based from the latest SEC approved Articles of Incorporation (amendments, if any))	To
4th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City, 1226	11TH FLOOR, STI HOLDINGS CENTER, 6764 AYALA AVENUE, SAN LORENZO MAKATI CITY 1223 CITY OF MAKATI FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)

DIRECTORS' CERTIFICATE

We, the undersigned majority of the Board of Directors and the Corporate Secretary of PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the Board of Directors at a meeting held on August 3, 2023, at which meeting a quorum was present, and ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on August 3, 2023 at the principal office of the corporation.

We further certify that to the best of our 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.

Signed this 12th day of November 2024 at Makati City.

MONICO V. JACOB
TIN: 123-030-879-000
Director

EUSEBIO H. TANCO
TIN: 141-978-255-000
Director



JOSEPH AUGUSTIN L. TANCO

TIN: 135-123-445-000

Director



JESLI A. LAPUS

TIN: 417-802-402-000

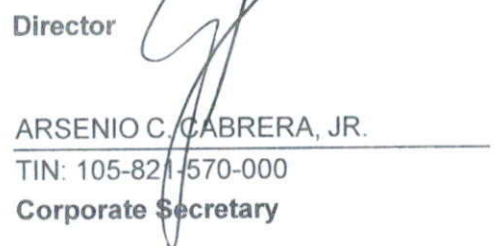
Director



JOSE ALFONSO A. POBLETE

TIN: 405-887-528-000

Director



ARSENIO C. CABRERA, JR.

TIN: 105-821-570-000

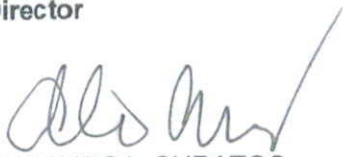
Corporate Secretary



PAOLO MARTIN O. BAUTISTA

TIN: 186-074-793-000

Director



ARMANDO L. SURATOS

TIN: 135-965-805-000

Director

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

NOV 12 2024

SUBSCRIBED AND SWORN to before me, this ___th day of November 2024 in Makati City, by the above-named persons who exhibited to me their competent evidence of identity as follows:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date and Place Issued</u>
Monico V. Jacob	Philippine Passport No. P6179864B	26 January 2021/ DFA Manila
Eusebio H. Tanco	Philippine Passport No. P0992946B	11 March 2019/ DFA Manila
Joseph Augustin L. Tanco	Philippine Passport No. P8276860A	9 August 2018/ DFA NCR East
Paolo Martin O. Bautista	Philippine Passport No. P6687313A	5 April 2018/ DFA NCR South
Jesli A. Lapus	Philippine Passport No. P6589685A	28 March 2018/ DFA Manila
Armando L. Suratos	T.I.N. 135-965-805	
Jose Alfonso A. Poblete	T.I.N. 405-887-528	
Arsenio C. Cabrera, Jr.	Philippine Passport No. P6534927B	23 March 2021/ DFA NCR South

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

Doc. No. 264 :
Page No. 54 :
Book No. IV :
Series of 2024.




FELIPE MART E. CLOSA
Notary Public for Makati City
Appointment No. M-431
Until 31 December 2024
5/F SGV II Building,
6758 Ayala Avenue, Makati City
Roll of Attorneys No. 58673
PTR No. 10074456/ Makati / 02 January 2024
IBP No. 295710 / Batangas / 12 October 2023
MCLE Compliance No. VII-0012485/
Pasig City/ 08 March 2022

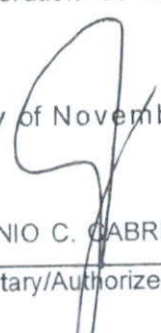
SECRETARY'S CERTIFICATE

I, ARSENIO C. CABRERA, JR., legal age, a Filipino, and resident of 506 BATANGAS EAST, AYALA ALABANG VILLAGE, MUNTINLUPA CITY, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION, a corporation duly registered with the Commission and in good standing, with principal office at 4F STI HOLDINGS CENTER 6764 AYALA AVE CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR).

To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors in a meeting held on August 03, 2023 and the Stockholders in a meeting held on August 03, 2023 up to the date of filing of the application for amendment of By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra- corporate dispute and any claim by any person or group against the board of directors, individual director and major corporate officer/s of the Corporation as its duly elected and appointed director or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this 5th day of November 2024 at Makati City.


ARSENIO C. CABRERA, JR.

Corporate Secretary/Authorized Representative

SUBSCRIBED AND SWORN to before me on this 5th day of November 2024 in Makati City affiant/s exhibited to me his Passport No. P6534927B issued on 23 March 2021 at DFA NCR South.

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Page No. 63
Book No: II
Series of 2024.


MIGUEL ANTONIO U. TENSUAN

Notary Public for Makati City
Appointment No. M-213
Until ~~31~~ December 2025

5/F SGV II Building,
6758 Ayala Avenue, Makati City
Roll of Attorneys No. 87628

PTR No. 10074462 / Makati / 02 January 2024
IBP No. 470792 / Makati / 08 October 2024

NOTARY PUBLIC



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-S112024-CRMD00310T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	28 January 2025
Approved by majority of the Directors	03 August 2023
Approved by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Subject of Amendment	Change of Principal Office Address

TO 11F STI HOLDINGS CENTER, 6764 AYALA AVE, SAN LORENZO
1223 CITY OF MAKATI
FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 4th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City, 1226

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	Addition and/or Deletion of New Provisions in the Existing Articles of By-Laws

TO ARTICLE VII

OFFICERS OF THE CORPORATION

SECTION 7.01. Executive Officers. The executive officers of the Corporation shall be: A Chairman, a Vice Chairman, a President, one or more Vice Presidents and/or Assistant Vice President as the Board of Directors may determine, a Treasurer, a Comptroller, a Secretary, a Compliance Officer and such other officers as may be deemed necessary. The Chairman, Vice Chairman, President, Treasurer, and Comptroller must be Directors of the Corporation; and other officers may or may not be Directors. Two or more officers may be held by the same

person, provided, that they are not incompatible to each other. (As amended at separate meetings by a majority vote of the 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 August 2023).

Article VIII

SECTION 8.08. The Comptroller. The Comptroller shall be directly responsible only to the Chairman and the Board of Directors. He shall be the principal auditing officer of the Corporation and as such shall have the following duties, in addition to those which may be prescribed by the Board or required by the Chairman, to wit:

- (a) To see to it that adequate records of all assets, liabilities and transactions of the Corporation are maintained;
- (b) To see that adequate audits thereof are currently and regularly made;
- (c) To pass upon all vouchers, payrolls and other accounts payable, and to determine that they are properly authorized and certified;
- (d) To initiate and enforce measures and procedures relating to all accounting matters, including clerical and office methods, records, reports, to the end that the business of the Corporation shall be conducted with the maximum safety, efficiency and economy;
- (e) To act as budget director and, in conjunction with the other officers and heads of department, to prepare an annual budget covering all activities of the Corporation, and to submit the same to the Board before each fiscal year begins;
- (f) In case of any defalcation, default, or dereliction of duty coming to his knowledge at any time, to notify at once the Chairman and the President.

In the absence or inability of the Comptroller, his duties shall be performed by such Director as may be designated by the Chairman.

(As amended at separate meetings by a majority vote of the 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 August 2023).

Section 8.08 Compliance Officer. The Compliance Officer shall assist the Board in its duties. The Compliance Board shall have the rank of Vice-President. The Compliance Officer shall:

- (a) monitor, review, evaluate and ensure compliance with the relevant laws, rules and regulations of regulatory agencies.
- (b) ensure the integrity and accuracy of documentary submissions to regulatory agencies;
- (c) identify possible areas of compliance issues and work toward the resolution of the same; and
- (d) perform such other duties and responsibilities as may be required by the Board of Directors or regulatory agencies.

(As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE XI

PROFIT OF NET EARNINGS

SECTION 11.01. Profits of Net Earning. The annual profits before tax resulting from the operation of the Corporation shall, among others, be disposed as follows:

- (a) Five percent (5%) to the members of the Board of Directors to be distributed in such manner as the Board may

deem fit;

(b) Five percent (5%) to the Executive Officers to be distributed in such manner as may be prescribed by the Board of Directors.

For purposes of this section, the term "Executive officer" shall include the President, the Executive Vice-President, the Vice-President and Assistant Vice Presidents, Treasurer and Corporate Secretary.

The remainder shall be credited to undivided profits, surplus or surplus reserve, as the Board of Directors may determine.

(As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE XI

PROFIT OF NET EARNINGS

SECTION 11.01. Profits of Net Earning. The annual profits before tax resulting from the operation of the Corporation shall, among others, be disposed as follows:

(a) Five percent (5%) to the members of the Board of Directors to be distributed in such manner as the Board may deem fit;

(b) Five percent (5%) to the Executive Officers to be distributed in such manner as may be prescribed by the Board of Directors.

For purposes of this section, the term "Executive officer" shall include the President, the Executive Vice-President, the Vice-President and Assistant Vice Presidents, Treasurer and Corporate Secretary.

The remainder shall be credited to undivided profits, surplus or surplus reserve, as the Board of Directors may determine.

(As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE XII

DIVIDENDS

SECTION 11.01. Declaration of Dividends. Dividends may be declared annually or oftener as the Board of Directors may determine. The Board may be declared dividends only from the surplus profits of the Corporation, after making proper provisions for the necessary reserves in accordance with law and sound business practice.

SECTION 11.02. Stock Dividends. With the approval of the stockholders representing two-thirds (2/3) of all the subscribed capital stock entitled to vote, given at a general meeting or at a special meeting duly called for the purpose, the Board may declare that dividends be paid in stock.

(As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE XII

FISCAL YEAR

SECTION 12.01. Calendar Year. The fiscal year of the Corporation shall be the calendar year.

(As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE XIII

INSPECTION

SECTION 13.01. Inspection by Stockholders. These By-Laws with all amendments thereto, shall at all times be kept in a convenient place at the Head Office of the Corporation, and shall be open for inspection to all stockholders during business hours.

SECTION 13.02. Inspection by Directors. All records and books of account of the Corporation shall at all times during the business hours, be open to the inspection of any Director.

(As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE XIV

AMENDMENTS OR REPEAL

SECTION 14.01. Amendments, Repeal, New By-Laws. These By-Laws may be amended or repealed or new By-Laws may be adopted by stockholders owning or representing a majority of the subscribed capital stock at any annual meeting, or at any special meeting duly called for the purposes. The owners of two-thirds (2/3) of the subscribed capital stock, however, may delegate this power to the Board of Directors.

(As amended at separate meetings by a majority vote of the 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 August 2023).

FROM ARTICLE VII

OFFICERS OF THE CORPORATION

SECTION 7.01. Executive Officers. The executive officers of the Corporation shall be: A Chairman, a Vice Chairman, a President, one or more Vice Presidents and/or Assistant Vice President as the Board of Directors may determine, a Treasurer, a Comptroller, a Secretary, and such other officers as may be deemed necessary. The Chairman, Vice Chairman, President, Treasurer, and Comptroller must be Director of the Corporation; and other officers may or may not be Directors. Two or more officers may be held by the same person, provided, that they are not incompatible to each other

Article VIII

SECTION 8.08. The Comptroller. The Comptroller shall be directly responsible only to the Chairman and the Board of Directors. He shall be the principal auditing officer of the Corporation and as such shall have the following duties, in addition to those which may be prescribed by the Board or required by the Chairman, to wit:

- (a) To see to it that adequate records of all assets, liabilities and transactions of the Corporation are maintained;
- (b) To see that adequate audits thereof are currently and regularly made;

(c) To pass upon all vouchers, payrolls and other accounts payable, and to determine that they are properly authorized and certified;

(d) To initiate and enforce measures and procedures relating to all accounting matters, including clerical and office methods, records, reports, to the end that the business of the Corporation shall be conducted with the maximum safety, efficiency and economy;

(e) To act as budget director and, in conjunction with the other officers and heads of department, to prepare an annual budget covering all activities of the Corporation, and to submit the same to the Board before each fiscal year begins;

(f) In case of any defalcation, default, or dereliction of duty coming to his knowledge at any time, to notify at once the Chairman and the President.

In the absence or inability of the Comptroller, his duties shall be performed by such Director as may be designated by the Chairman.

ARTICLE XI

PROFIT OF NET EARNINGS

SECTION 11.01. Profits of Net Earning. The annual profits before tax resulting from the operation of the Corporation shall, among others, be disposed as follows:

(a) Five percent (5%) to the members of the Board of Directors to be distributed in such manner as the Board may deem fit;

(b) Five percent (5%) to the Executive Officers to be distributed in such manner as may be prescribed by the Board of Directors.

For purposes of this section, the term "Executive officer" shall include the President, the Executive Vice-President, the Vice-President and Assistant Vice Presidents, Treasurer and Corporate Secretary.

The remainder shall be credited to undivided profits, surplus or surplus reserve, as the Board of Directors may determine.

ARTICLE XI

PROFIT OF NET EARNINGS

SECTION 11.01. Profits of Net Earning. The annual profits before tax resulting from the operation of the Corporation shall, among others, be disposed as follows:

(a) Five percent (5%) to the members of the Board of Directors to be distributed in such manner as the Board may deem fit;

(b) Five percent (5%) to the Executive Officers to be distributed in such manner as may be prescribed by the Board of Directors.

For purposes of this section, the term "Executive officer" shall include the President, the Executive Vice-President, the Vice-President and Assistant Vice Presidents, Treasurer and Corporate Secretary.

The remainder shall be credited to undivided profits, surplus or surplus reserve, as the Board of Directors may determine.

ARTICLE XII

DIVIDENDS

SECTION 12.01. Declaration of Dividends. Dividends may be declared annually or oftener as the Board of Directors may determine. The Board may be declared dividends only from the surplus profits of the Corporation, after making proper provisions for the necessary reserves in accordance with law and sound business practice.

SECTION 12.02. Stock Dividends. With the approval of the stockholders representing two-thirds (2/3) of all the subscribed capital stock entitled to vote, given at a general meeting or at a special meeting duly called for the purpose, the Board may declare that dividends be paid in stock.

ARTICLE XIII

FISCAL YEAR

SECTION 13.01. Calendar Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE XIV

INSPECTION

SECTION 14.01. Inspection by Stockholders. These By-Laws with all amendments thereto, shall at all times be kept in a convenient place at the Head Office of the Corporation, and shall be open for inspection to all stockholders during business hours.

SECTION 14.02. Inspection by Directors. All records and books of account of the Corporation shall at all times during the business hours, be open to the inspection of any Director.

ARTICLE XV

AMENDMENTS OR REPEAL

SECTION 15.01. Amendments, Repeal, New By-Laws. These By-Laws may be amended or repealed or new By-Laws may be adopted by stockholders owning or representing a majority of the subscribed capital stock at any annual meeting, or at any special meeting duly called for the purposes. The owners of two-thirds (2/3) of the subscribed capital stock, however, may delegate this power to the Board of Directors.

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	Miscellaneous Provisions

TO Article VI

Section 6.18 Independent Directors and Lead Independent Director. Independent directors shall constitute at least twenty (20%) of the Board of Directors. An independent director shall mean a person, who apart from shareholdings and fees received from the Corporation, is independent of management and free from any business or relationship which could or could reasonably be perceived to materially interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Board of Directors shall elect a Lead Independent Director in the event that the Chairman of the Board is not an independent director.

(As amended at separate meetings by a majority vote of the 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 August 2023).

Section 6.19 Audit and Risk Committee. The Board of Directors shall appoint an Audit and Risk Committee. The Audit and Risk Committee shall be composed of at least three (3) non-executive directors. The Chairman and a majority of the members of the Audit and Risk Committee shall be independent directors. The Chairman of the Audit and Risk Committee shall not be the Chairman of the Board or of any other Board Committee. (As amended at separate meetings by a majority vote of the 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 August 2023).

Section 6.20 Corporate Governance Committee. The Board of Directors shall appoint a Corporate Governance Committee. The Corporate Governance Committee shall be composed of at least three (3) members. The Chairman and a majority of the members of the Corporate Governance Committee shall be independent directors. (As amended at separate meetings by a majority vote of the 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 August 2023).

Section 6.21 Related Party Transactions Committee. The Board of Directors shall appoint a Related Party Transactions Committee. The Related Party Transactions Committee shall be composed of at least three (3) non-executive directors. The Chairman and a majority of the members of the Corporate Governance Committee shall be independent directors. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM Article VI

None

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	The Time, Place, and Manner of Calling and Conducting Regular or Special Meetings of the Directors/Trustees

TO Article VI

SECTION 6.06. Notice of Meeting. Notice of the regular or special meetings 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, electronic mail, telegram or other expeditious means at least two (2) days prior to the date of the meeting. Notice of the meeting may be waived by any Director and his presence at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice.

Directors may opt for the sending of notices, such as for regular or special meetings of the Board, through e-mail by indicating their preferred e-mail address(es) where notices shall be sent and registering their preferred e-mail address(es) with the Secretary. The sending of notices through e-mail will be considered to have the same effect as one being sent through regular postal mail.

It is the duty of the Secretary to maintain a current record of all the e-mail addresses of each of the directors and to update the same accordingly. Conversely, it is the duty of the directors to notify the Secretary regarding any change in their preferred e-mail address(es). The change in e-mail address will take effect only after twenty (20) days of such notice or registration with the Secretary.

(As amended at separate meetings by a majority vote of the 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 August 2023).
SECTION 6.08. Quorum. A majority of the Directors present at a meeting, either physically or electronically, shall constitute a quorum at any meeting, but a less number may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice; unless there be a quorum at the meeting no business may be transacted. Every decision of a majority of such quorum on any question or matter submitted to the Board at any such meeting shall be valid as a corporate act. A director who participates through remote communication shall be deemed present for the purpose of attaining quorum. (As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 6.09. Proxies. Directors must attend all meetings of the Board in person or through remote communication; no proxies of any nature may be permitted. Unless with the express consent of the Board, no Director can assign or delegate any or all of his powers and duties to another person. A director participating in a meeting via remote communication may cast his vote through electronic mail, messaging service or SMS. The vote shall be sent to the presiding director and the Corporate Secretary for notation. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM Article VI

SECTION 6.06. Notice of Meeting. No notice need be given of regular meetings of the Board. Notice of any special meeting shall be in writing, and shall state the date, time and place thereof, and the purpose or purposes for which it is called. Such notice shall be deemed complete upon its delivery to the place of residence or the business address of the Director at least two (2) days before the date of the meeting, or upon its being delivered to the Post Office, properly addressed and postage prepaid, in time for it to reach the Director at least two (2) days before the meeting. However, when the urgency of the meeting so requires, the Chairman may authorize the Secretary to give the Directors notice by telephone, telegram or other expeditious means, and such notice shall in all respects be as effective as notice in writing. Notice of the meeting may be waived by any Director and his presence at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice.

SECTION 6.08. Quorum. A majority of the Directors shall constitute a quorum at any meeting, but a less number may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice; unless there be a quorum at the meeting no business may be transacted. Every decision of a majority of such quorum on any question or matter submitted to the Board at any such meeting shall be valid as a corporate act.

SECTION 6.09. Proxies. Directors must attend all meetings of the Board in person; no proxies of any nature may be permitted. Unless with the express consent of the Board, no Director can assign or delegate any or all of his powers and duties to another person.

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	The Form for Proxies of Stockholders/Members and the Manner of Voting Them

TO Article V

SECTION 5.07. Proxies. At all meetings of stockholders, a stockholder may vote either in person or in proxy or via remote communication or in absentia, electronically or otherwise as may be provided for by the Board of Directors. Proxies must be given in writing, properly accomplished, and presented to the Secretary at any time but before the hour set for the opening of the meeting. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM Article V

SECTION 5.07. Proxies. At all meetings of stockholders, a stockholder may vote either in person or in proxy. Proxies must be given in writing, properly accomplished, and presented to the Secretary at any time but before the hour set for the opening of the meeting.

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	The Place and Manner of Calling and Conducting Regular Meetings of the Stockholders/Members

TO ARTICLE V

MEETING OF STOCKHOLDERS

SECTION 5.01. Annual Meeting. All meetings of stockholders shall be held at the Head Office of the Corporation or via remote communication, such as by teleconferencing, videoconferencing, computer conferencing or audio conferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission. The annual meeting of stockholders shall be held on the second Tuesday following the second Monday of the month of June of each year, at 5:00 o' clock in the afternoon, if not a legal holiday, otherwise on the next business day following. (As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 5.02. Special Meeting. Special meetings of the stockholders may be called for any purpose at any time

by the Chairman, or by the majority of the Board of Directors, and shall be called by the Chairman at the written request of the holders of not less than one-third (1/3) of the subscribed capital stock of the Corporation. Such special meetings shall be held at the Head office of the Corporation or via remote communication, such as by teleconferencing, videoconferencing, computer conferencing or audio conferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.

SECTION 5.03. Notice of Meetings. Notice of the regular meetings of the stockholders shall be given by mail, either physically or electronically at least twenty-one (21) days prior to the date of the meetings to each stockholder of record at his last known post office or electronic email address. Written notices for special meetings of stockholders shall be sent by the Secretary in the same manner, except that such notices shall be sent to each stockholder of record at least one (1) week prior to the date of these meetings. Failure of or defect in the notice shall not invalidate any annual meeting of the stockholders or any of the proceedings thereat, if the business transacted at such meeting is within the powers of the Corporation and all the stockholders of the Corporation are present or represented at the meeting; and any defect in the notice or failure to state the purpose or purposes for which a special meeting is called shall not invalidate the same except when so provided by law, and all statements of purposes shall not be deemed exclusive but any matter may be taken up in such meetings, unless otherwise required by law.

Stockholders may opt for the sending of notices, such as for regular or special meetings of stockholders, through electronic mail ("e-mail"), by indicating their preferred e-mail address(es) where notices shall be sent and registering their preferred e-mail address(es) with the Secretary. The sending of a notice through e-mail will be considered as having the same effect as sending a notice through regular postal mail.

It is the duty of the Secretary to maintain a current record of all the e-mail addresses of each of the stockholders and to update the same accordingly. Conversely, it is the duty of the stockholders to notify the Secretary regarding any change in their preferred e-mail address(es). The change in e-mail address will take effect only after twenty (20) days of such notice or registration with the Secretary.

(As amended at separate meetings by a majority vote of the 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 August 2023).

SECTION 5.04. Quorum. Other than in the particular instance where the law requires a greater number, a majority of the subscribed capital stock, represented in person or by proxy or participating in the meeting via remote communication, shall constitute a quorum at any meeting of stockholders; less than a quorum may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice. Unless there be the required quorum at any meeting, no business may be transacted therein. A majority of the votes cast shall decide every question or matter submitted to the stockholders at any meeting, except when the law provides otherwise. A stockholder who participates through remote communication or in absentia shall be deemed present for the purpose of attaining quorum. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM ARTICLE V

MEETING OF STOCKHOLDERS

SECTION 5.01. Annual Meeting. All meetings of stockholders shall be held at the Head Office of the Corporation. The annual meeting of stockholders shall be held on the second Tuesday following the second Monday of the month of June of each year, at 5:00 o' clock in the afternoon, if not a legal holiday, otherwise on the next business day following.

SECTION 5.02. Special Meeting. Special meetings of the stockholders may be called for any purpose at any time by the Chairman, or by the majority of the Board of Directors, and shall be called by the Chairman at the written request of the holders of not less than one-third (1/3) of the subscribed capital stock of the Corporation. Such special meetings shall be held at the Head office of the Corporation.

SECTION 5.03. Notice of Meetings. Notice of the annual or any special meeting of the stockholders shall be given

by registered mail, and shall be considered complete upon deposit in the Post Office at least (7) calendar days before such meetings, postage prepaid addressed to each stockholder at his last known place of residence appearing on the books of the Corporation, in a sealed envelope containing written or printed notice stating the date, hour and place of such meetings and if a special meeting; also the purpose or purposes for which it is called. Failure of or defect in the notice shall not invalidate any annual meeting of the stockholders or any of the proceedings thereat, if the business transacted at such meeting is within the powers of the Corporation and all the stockholders of the Corporation are present or represented at the meeting; and any defect in the notice or failure to state the purpose or purposes for which a special meeting is called shall not invalidate the same except when so provided by law, and all statements of purposes shall not be deemed exclusive but any matter may be taken up in such meetings, unless otherwise required by law.

SECTION 5.04. Quorum. Other than in the particular instance where the law requires a greater number, a majority of the subscribed capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of stockholders; less than a quorum may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice. Unless there be the required quorum at any meeting, no business may be transacted therein. A majority of the votes cast shall decide every question or matter submitted to the stockholders at any meeting, except when the law provides otherwise.

ORGANIZATIONAL DETAIL

TRN-R112024-CRMD00306T

Corporate Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Date of Approval by the Commission	January 2025
Delegated by at least two-thirds (2/3) of the outstanding capital stock	03 August 2023
Approved by majority of the Directors	03 August 2023
Subject of Amendment	Others: Articles I SECTION 1.02 NAME AND HEAD OFFICE, I 3.03 CLOSING OF TRANSFER BOOKS and VIII POWERS AND DUTIES OF THE OFFICERS OF THE CORPORATION

TO

ARTICLE I SECTION 1.02 NAME AND HEAD OFFICE

SECTION 1.02. Head Office. The Head Office of the Corporation shall be located in the 11th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City 1226. (As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE I 3.03 CLOSING OF TRANSFER BOOKS

SECTION 3.03. Closing of Transfer Books. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other purpose, the stock transfer books shall be closed for at least twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the meetings and during such periods no stock will be transferable. In lieu of closing the stock transfer books, the Board may fix in advance a date as the records date for any such determination of stockholders. If the transfer books are not closed and no record has been fixed, the date of which notice of the meeting is mailed or on which the resolution of the Board declaring a dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. Once a determination of stockholders entitled to vote at any meeting has been made, such determination shall apply to any adjournment thereof. (As amended at separate meetings by a majority vote of the 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 August 2023).

ARTICLE VIII POWERS AND DUTIES OF THE OFFICERS OF THE CORPORATION

Section 8.08 Compliance Officer. The Compliance Officer shall assist the Board in its duties. The Compliance Board shall have the rank of Vice-President. The Compliance Officer shall: (a) monitor, review, evaluate and

ensure compliance with the relevant laws, rules and regulations of regulatory agencies. (b) ensure the integrity and accuracy of documentary submissions to regulatory agencies; (c) identify possible areas of compliance issues and work toward the resolution of the same; and (d) perform such other duties and responsibilities as may be required by the Board of Directors or regulatory agencies. (As amended at separate meetings by a majority vote of the 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 August 2023).

FROM ARTICLE I SECTION 1.02 NAME AND HEAD OFFICE

SECTION 1.02. Head Office. The Head Office of the Corporation shall be located at the 4th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City 1226. (As amended at separate meetings by a majority vote of the 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)

ARTICLE I SECTION 3.03

SECTION 3.03. Closing of Transfer Books. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other purpose, the stock transfer books shall be closed for such periods as the Board of Directors may from time to time fix, and during such periods no stock will be transferable. In lieu of closing the stock transfer books, the Board may fix in advance a date as the records date for any such determination of stockholders. If the transfer books are not closed and no record has been fixed, the date of which notice of the meeting is mailed or on which the resolution of the Board declaring a dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. Once a determination of stockholders entitled to vote at any meeting has been made, such determination shall apply to any adjournment thereof.

ARTICLE VIII POWERS AND DUTIES OF THE OFFICERS OF THE CORPORATION

SECTION 8.08. The Comptroller. The Comptroller shall be directly responsible only to the Chairman and the Board of Directors. He shall be the principal auditing officer of the Corporation and as such shall have the following duties, in addition to those which may be prescribed by the Board or required by the Chairman, to wit: (a) To see to it that adequate records of all assets, liabilities and transactions of the Corporation are maintained; (b) To see that adequate audits thereof are currently and regularly made; (c) To pass upon all vouchers, payrolls and other accounts payable, and to determine that they are properly authorized and certified; (d) To initiate and enforce measures and procedures relating to all accounting matters, including clerical and office methods, records, reports, to the end that the business of the Corporation shall be conducted with the maximum safety, efficiency and economy; (e) To act as budget director and, in conjunction with the other officers and heads of department, to prepare an annual budget covering all activities of the Corporation, and to submit the same to the Board before each fiscal year begins; (f) In case of any defalcation, default, or dereliction of duty coming to his knowledge at any time, to notify at once the Chairman and the President. In the absence or inability of the Comptroller, his duties shall be performed by such Director as may be designated by the Chairman.



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue, Manila



ENDORSEMENT

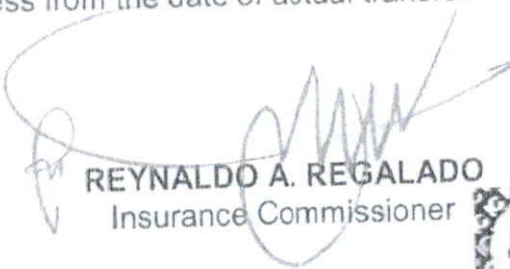
27 December 2024

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the attached amended Articles of Incorporation and By-Laws of **PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION** with office address at 11th Floor, STI Holdings Center, 6764 Ayala Avenue, Barangay San Lorenzo, Makati City, with the advise that this Commission has no objection to the amendments therein.

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

Further, the company is directed to:

- a) Submit a copy of the Certification of Filing of the Amended Articles of Incorporation issued by the SEC within five (5) days from the approval thereof;
- b) Notify all your clients of the change of corporate address through letter to be sent by registered mail to their respective addresses on record; and
- c) Post a notice of change of address at the entrance of the old office specifying the new address from the date of actual transfer.


REYNALDO A. REGALADO
Insurance Commissioner



Attachments: As stated.

MR. JOSEPH AGUSTIN L. TANCO

President

PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
11th Floor, STI Holdings Center
6764 Ayala Avenue, Barangay San Lorenzo
Makati City, 1226





REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION AND MONITORING DEPARTMENT
COMPLIANCE MONITORING DIVISION



COMPUTATION OF FINES FOR TIMELINESS OF SUBMISSION (SEC MC NO. 6 S. 2024)

Bracket of Fines		Base Penalty for: FL		PMD	
Offense		Base Penalty for: FL+ / NF			

COMMENTS

Compliant with All Reportorial Requirements and Cleared per CIS-URDB as of	OCTOBER 16, 2024	
Date Last Monitored, if applicable:	DECEMBER 13, 2022	Reckoning Year for Monitoring: GIS 2022 FS 2021

GENERAL INFORMATION SHEET

FINANCIAL STATEMENT

YEAR	FINDINGS	AMOUNT	MD	AMOUNT	TOTAL	YEAR	FINDINGS	AMOUNT	MD	AMOUNT	TOTAL
1996		P -		P -	P -	1996		P -		P -	P -
1997		P -		P -	P -	1997		P -		P -	P -
1998		P -		P -	P -	1998		P -		P -	P -
1999		P -		P -	P -	1999		P -		P -	P -
2000		P -		P -	P -	2000		P -		P -	P -
2001		P -		P -	P -	2001		P -		P -	P -
2002		P -		P -	P -	2002		P -		P -	P -
2003		P -		P -	P -	2003		P -		P -	P -
2004		P -		P -	P -	2004		P -		P -	P -
2005		P -		P -	P -	2005		P -		P -	P -
2006		P -		P -	P -	2006		P -		P -	P -
2007		P -		P -	P -	2007		P -		P -	P -
2008		P -		P -	P -	2008		P -		P -	P -
2009		P -		P -	P -	2009		P -		P -	P -
2010		P -		P -	P -	2010		P -		P -	P -
2011		P -		P -	P -	2011		P -		P -	P -
2012		P -		P -	P -	2012		P -		P -	P -
2013		P -		P -	P -	2013		P -		P -	P -
2014		P -		P -	P -	2014		P -		P -	P -
2015		P -		P -	P -	2015		P -		P -	P -
2016		P -		P -	P -	2016		P -		P -	P -
2017		P -		P -	P -	2017		P -		P -	P -
2018		P -		P -	P -	2018		P -		P -	P -
2019		P -		P -	P -	2019		P -		P -	P -
2020		P -		P -	P -	2020		P -		P -	P -
2021		P -		P -	P -	2021		P -		P -	P -
2022		P -		P -	P -	2022	OT	P -		P -	P -
2023	OT	P -		P -	P -	2023	OT	P -		P -	P -
2024	OT	P -		P -	P -	2024		P -		P -	P -
2025		P -		P -	P -	2025		P -		P -	P -
2026		P -		P -	P -	2026		P -		P -	P -
2027		P -		P -	P -	2027		P -		P -	P -
2028		P -		P -	P -	2028		P -		P -	P -
2029		P -		P -	P -	2029		P -		P -	P -
2030		P -		P -	P -	2030		P -		P -	P -
TOTAL FINES ASSESSED FOR GIS =				P -		TOTAL FINES ASSESSED FOR FS =				P -	

OT = ON TIME FL+ = FL but beyond 1 year from prescribed deadline
FL = FILED LATE PMD = Penalty per month of delay
NF = NOT FILED MD = Number of Months Delayed





SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20250128-PM-0011666-62
Transaction Number	502813971399
Payment Date	January 28, 2025 09:54 PM
Payment Scheme	visa
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20250124-12136956
PAF Date	2025-01-24 11:12:36
Payor Name	PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION
Payor Address	4F STI HOLDINGS CENTER 6764 AYALA AVE CITY OF MAKATI NCR

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Legal Research Fee (A0823)	2020105000(131)	10.00
3	Documentary Stamp Tax	4010401000(4010401)	30.00
TOTAL			1,040.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.