



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.: CS201019311

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 BRITISH LIFE AND GENERAL  
INSURANCE COMPANY, INC.**

(Change of Corporate Name and Primary Purpose)

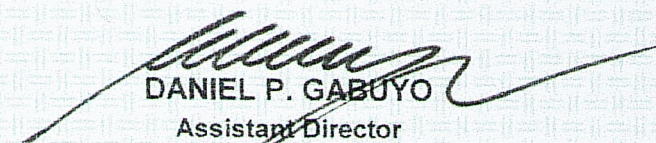
copy annexed, adopted on June 13, 2025 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 2nd day of October, Two Thousand Twenty-Five.



REPUBLIKA NG PILIPINAS

  
DANIEL P. GABUYO  
Assistant Director  
Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION  
OF  
PHILIPPINE BRITISH LIFE AND GENERAL INSURANCE COMPANY, INC.  
(Formerly: Philippine British Assurance Company, Inc.)

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY:**

**FIRST:** That the name of the Corporation shall be:  
"PHILIPPINE BRITISH LIFE AND GENERAL INSURANCE COMPANY, INC."

**SECOND:** That the Primary Purpose as Amended on June 13, 2025 and approved by at least a majority vote of the Board of Directors and at least two-thirds (2/3) of the Outstanding Capital Stock of the Company in two special meetings held on June 13, 2025 shall be:

**A. PRIMARY PURPOSE**

- I. To carry on the business of insurance, under a composite Certificate of Authority issued by the Insurance Commission, upon the lives of individuals, including but not limited to the following:
  - a. To grant contract for insurance and reinsurance providing for all risks, hazards, guarantees and contingencies to which life, accidents or health insurance is applicable;
  - b. To grant or effect assurance of all kinds for payment of money by way of single payment or by several payments, or by any person of immediate or referred annuities upon the death of or upon reaching a given age by any person or persons subject or not to such death or age requirement or 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 or given date;
  - c. To carry on the business of insurance against personal injuries by accident either in connection with life policies or otherwise;
  - d. To carry on the business of insurance against loss of health or incapacity from physical causes of any description either or in combination with life insurance: and
  - e. To re-insure all or any of the risks of the company and to undertake any authorized risks by way of re-insurance.
- II. To carry on the business of non-life insurance, under a composite Certificate of Authority issued by the Insurance Commission, including but not limited to the following:
  - a. To save any person or persons or other entity harmless from any loss or damage or liability arising from any unknown or future contingent event: to indemnify or

compensate any person or persons or other entity for any such loss, damage or liability; and to guarantee the contractual obligation or debt of others;

- b. To guarantee the fidelity of persons holding positions of public trust, and to execute guaranty bonds and undertakings in judicial proceedings and for the faithful performance of any contract or undertaking made with any public authority;
- c. To engage in the business of underwriting policies of insurance and re-insurance against fire, marine, earthquakes, motor car, personal accident and other miscellaneous insurance, and to do and perform such other things and acts as are incidental and usual in the business of property insurance and surety company or permitted by the laws of the Philippines for Corporations in particular; and
- d. To reinsure all or any risk of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.

#### B. SECONDARY PURPOSE

1. In its capacity as owner or holder of any real or personal property, stocks, debentures, notes, evidence of indebtedness or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned;
2. To aid either by loans or in any other manner any corporation, domestic or foreign, any share of stock, or any bonds, debentures, evidence of indebtedness or other securities which are held by this Corporation or in which it shall have any interest and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this Corporation or in which it at any time may be interested;
3. To advance any money upon the security of any property or assets and to borrow money and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust for the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and for money borrowed or in payment for property acquired, or for any other object or purpose of the Corporation in connection with the transaction of any part of its business, to issue or negotiate bonds, debentures, notes and other evidence of indebtedness, secured or unsecured, and to sell or otherwise negotiate such bonds, debentures, notes or other evidence of indebtedness;
4. To employ, invest and re-invest its funds from time to time by deposit in any banking institution, trust company or other similar company or institution or in loans or in such other forms of investment, pursuant to its investment policies as well as to the applicable laws and regulations;
5. To conduct researches, investigations and examinations on business and enterprises of every kind and description throughout the world with the aim of securing information and the particulars for the investment and employment of capital to undertake and transact all kinds of financial and investment information and statistics throughout the world;
6. To acquire, purchase, own, hold, operate, lease, mortgage, pledge, exchange, sell on wholesale bases, transfer or otherwise invest, trade or deal in, in any manner permitted by law, real and personal property of every kind and description and of any interest therein;

7. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to issue, reissue or cancel the shares of its own capital stock or any securities or other obligations of the Corporation in the manner and to the extent now or hereafter permitted by laws of the jurisdiction of incorporation of this Corporation;

8. To conduct and transact any or all of its activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to have one or more branches or offices therein;

9. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same is not forbidden by the laws of the jurisdiction of incorporation of this Corporation;

10. In general, to carry on any activity and to have and exercise all of the powers conferred by the Corporation Code, and to do any and all of the acts and things herein set forth to the same extent as a juridical person could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicate or otherwise in conjunction with any person, entity, syndicate, partnership, association or corporation, domestic or foreign; to establish and maintain offices and agencies and to exercise any or all of the corporate powers and rights throughout the world.

**THIRD:** That the principal office of the Corporation is to be established or located at the 11th Floor, Pacific Star Building, Makati Avenue corner Sen Gil Puyat Avenue, Makati City, Philippines as amended by 05 Jan 2024.

**FOURTH:** That the term for which said Corporation is to exist is 50 years from and after the date of issuance of the certificate of incorporation;

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Rosario W. Cuyegkeng	Filipino	1838 Santan Street, Deamarinas Village, Makati City
Nelia D. Wongshuking	Filipino	9110 Suitana Street, J.P. Rizal, Makati City
Jose Z. Clemente	Filipino	Zobel Street, San Miguel Village, Makati City
Cesario P. Tibpianco	Filipino	59 C. Nares Street, Calocan City
Danilo L. Natividad	Filipino	1014 Medical Plaza, Amenale, Makati City

**SIXTH:** That the number of directors of said Corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Rosario W. Cuyegkeng City	Filipino	1839 Santan Street, Dasmarinas Village, Makati
Nelia D. Wongchuking	Filipino	9110 Sultana Street, J.P. Rizal, Makati City
Jose Z. Clemente	Filipino	Zobel Street, San Miguel Village, Makati City
Cesario P. Tiopiano	Filipino	59 C. Name Street, Caloocan City
Danilo L. Natividad	Filipino	1814 Medical Plaza Amorsolo, Makati City

**SEVENTH:** That the authorized capital stock of the Corporation is Eight Hundred Million Pesos (Php 800,000,000.00) in lawful money of the Philippines, divided into Eighty Million (80,000,000) shares with a par value of Ten Pesos (Php 10.00) per share.<sup>1</sup>

**EIGHTH:** That the amount of said capital stock with has been actually subscribed in One Hundred Twenty five Million Pesos (Php 125,000,000.00) and the following persons subscribed for the number of shares and amount of capital stock indicated opposite their respective names:

<u>Name</u> <u>Subscribed</u>	<u>Nationality/TIN</u>	<u>No. of Shares</u>	<u>Amount</u> <u>(Php)</u>
Rosario W. Cuyegkeng	Fil/122-213-529	11,465,764	114,657,640.00
Nelia D. Wongchuking	Fil/120-110-493	1,000,000	10,000,000.00
Gonzalo Sy-Quia	Fil/101-738-264	5,436	54,360.00
Leopoldo Sy-Quia	Fil/168-860-074	3,985	39,850.00
Estate of Roberto Laperal Sr.	Fil/207-007-075	3,196	31,960.00
Ricardo and/or Carmen Consunji	Fil/137-291-867	2,420	24,200.00
Cecilia and/or Roberto Ronquillo	Fil/135-583-286	2,323	23,230.00
Ricardo and/or Ma. Luisa Consunji	Fil/233-379-446	2,323	23,230.00
Narcisa and/or Ruben Torres	Fil/239-941-071	2,323	23,230.00
Tomas and/or Cristine Consunji	Fil/172-608-452	2,178	21,778.00
Insurance Unlimited Brokers, Inc.	Fil/000-123-582	1,805	18,050.00
Beatriz Favis de Gonzales	Fil/129-998-190	1,729	17,290.00
Francisco Sy-Quia	Fil/211-693-039	1,332	13,320.00
Noelle Sy-Quia de Langer	Fil/107-789-235	1,331	13,310.00
Pedro Sy-Quia, Jr.	Fil/172-953-019	1,331	13,310.00
Asuncion Ma. Sy-Quia de Faustman	Fil/905-545-477	1,331	13,310.00
Lilia Lacson	Fil/181-961-018	1,190	11,900.00
Danilo Natividad	Fil/608-906-000	1	10.00
Cesario P. Tiopiano	Fil/131-715-518	1	10.00
Jose Z. Clemente	Fil/122-254-359	1	10.00
<b>Total</b>		<b>12,500,000</b>	<b>125,000,000.00</b>

<sup>1</sup> As amended by Board of Directors during their Special Meeting held on August 26, 2022 and the Stockholders on their Special Stockholders' Meeting on September 9, 2022.

Dante Melvides	PH / 802-908-000	1	10.00
Cesar P. Tiopanco	PH / 191-715-518	1	10.00
Jose Z. Clemente	PH / 122-254-368	1	10.00
<b>Total</b>			<b>12,500,000</b>
			<b>125,000,000.00</b>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Nationality/ TIN</u>	<u>Amount Subscribed (Php)</u>	<u>Amount Paid (Php)</u>
Rosario W. Cuyegkeng	Filipino / 122-212-529	Php114,857,840.00	Php114,857,840.00
Nelia Wongchuking	Filipino / 120-115-493	10,000,000.00	10,000,000.00
Gonzalo Sy-Quia	Filipino / 101-738-264	54,360.00	54,360.00
Leopoldo Sy-Quia	Filipino / 188-800-074	39,850.00	39,850.00
Estate of Roberto Laperal, Sr.	Filipino / 207-087-076	31,850.00	31,850.00
Ricardo and/or Carmen Consunji	Filipino / 137-291-887	24,200.00	24,200.00
Cecilia and/or Roberto Ronquillo	Filipino / 135-583-288	23,230.00	23,230.00
Ricardo and/or Ma. Luisa Consunji	Filipino / 137-291-887	23,230.00	23,230.00
Narcisa and/or Ruben Torres	Filipino / 239-941-071	23,230.00	23,230.00
Tomas and/or Citeline Consunji	Filipino / 172-606-452	21,780.00	21,780.00
Insurance Unlimited Brokers, Inc.	Filipino / 000-123-552	18,050.00	18,050.00
Seartz Faviz de Gonzales	Filipino / 123-985-190	17,290.00	17,290.00
Francisco Sy-Quia	Filipino / 211-693-039	13,320.00	13,320.00
Noelie Sy-Quia de Langer	Filipino / 107-789-235	13,310.00	13,310.00
Pedro Sy-Quia, Jr.	Filipino / 172-653-019	13,310.00	13,310.00
Asuncion Ma. Sy-Quia de Fauatman	Filipino / 905-545-477	13,310.00	13,310.00
Lilia Lacson	Filipino / 181-581-018	11,900.00	11,900.00

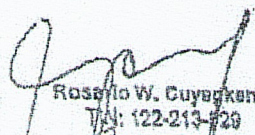
TWELFTH - No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in the stocks certificates issued by the Corporation.

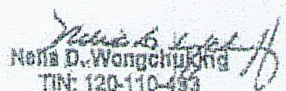
Danilo Natividad	Filipino / 808-908-000	10.00	10.00
Cesarío P. Tioplando	Filipino / 131-518-715	10.00	10.00
Jose Z. Clemente	Filipino / 122-3590254	10.00	10.00
<b>Total</b>		<b>125,000,000.00</b>	<b>125,000,000.00</b>

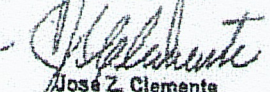
TENTH: That Ms. Milagros O. Diaz (TIN# 116-807-762) has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-laws and that as Treasurer, she has been authorized to receive, in the name and for the benefit of the Corporation, all subscriptions paid by the subscribers.

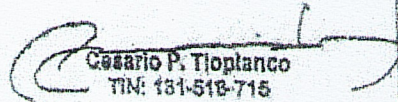
ELEVENTH: That the Corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said name or a name deceptively or confusingly similar to it.

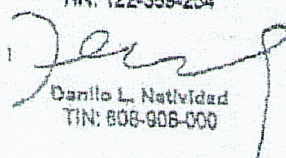
IN WITNESS WHEREOF, we have set our hands on 22<sup>nd</sup> day of October 2010 in Makati City, Philippines.

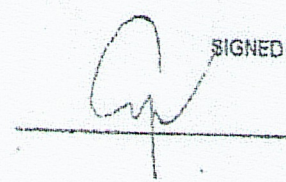
  
 Rosalia W. Cuyekeng  
 TIN: 122-213-329

  
 Nena D. Wongchukong  
 TIN: 120-110-493

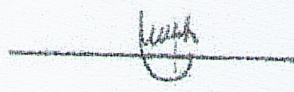
  
 Jose Z. Clemente  
 TIN: 122-359-254

  
 Cesarío P. Tioplando  
 TIN: 131-518-715

  
 Danilo L. Natividad  
 TIN: 808-908-000



SIGNED IN THE PRESENCE OF:



**ACKNOWLEDGMENT**

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

**BEFORE ME** Notary Public for and in MAKATI CITY, Philippines, this **NOV 05 2010** personally appeared the following individuals whose identities I have confirmed through their Community Tax Certificates and competent evidence of identities bearing their photographs and signatures described as follows:

Names	Community Tax Certificate Date/Place issued	Competent Evidence of Identity Date/Place issued
Rosario W. Cuyegkang	28848327/ March 1, 2010, Makati City	Passport No. EAD002156/ October 19, 2009, DFA Manila
Nells D. Wongchuking	12219651/ January 7, 2010, Makati City	Passport No. WWD210008/ September 18, 2007, DFA Manila
Josa Z. Clemente	12210235/ January 8, 2010, Makati City	Passport No. XX1797762/ August 11, 2009, DFA Manila
Cesarito P. Tiapenco	22926657/ January 4, 2010, Manila	SSS No. 003-227-2467-2/ East Avenue, Q.C.
Danilo L. Natividad	22087126/ January 7, 2010, Manila	Driver's License N02-86- 274603/ September 12, 2009, East Avenue, Q.C.

know; to me to be the same persons who executed the foregoing Articles of Incorporation and who admitted to me that he has read and understood the foregoing instrument and that the same is his free act and deed.

WITNESS MY HAND AND SEAL.

Doc. No. 27  
 Page No. 20  
 Book No. 107  
 Series of 2010

**MITY. FIVEL L. EVANGELISTA**  
 NOTARY PUBLIC  
 UNTIL DEC. 31, 2010  
 IBP NO. 784221/12-05-08 PASIG  
 PTR NO. 2088200 01-03-10 MAKATI  
 APPOINTMENT NO. M-16U 2009-20  
 PIN NO. 120-884-889-000 ROLL NO. 3740  
 WLF4-0005987 DATE ISSUE 12-31-04 PASIG

**PHILIPPINE BRITISH ASSURANCE COMPANY, INC.**

11<sup>th</sup> Floor, Pacific Star Building  
Sen. Gil Puyat Avenue corner Makati Avenue, Makati City

**DIRECTORS' CERTIFICATE**



**KNOW ALL MEN BY THESE PRESENTS:**

We the undersigned majority of the Board of Directors and the Corporate Secretary of Philippine British Assurance Company, Inc. do hereby certify under oath that the Corporate Name and Primary Purpose contained in the Articles of Incorporation of said corporation was amended by a majority vote of the Directors and by a vote of at least two-thirds (2/3) of the Outstanding Capital Stock, at a meeting held on June 13, 2025 at the principal office of the corporation.

The Board of Directors had previously approved the proposed amendments to the Corporate Name and Primary Purpose contained in the Articles of Incorporation of the Company during a meeting held earlier on June 13, 2025, in order to convert its license from a non-life insurance to a composite insurance license, to wit:

**FIRST:** That the name of the Corporation shall be:

**PHILIPPINE BRITISH LIFE AND GENERAL INSURANCE COMPANY, INC.**

**SECOND:** That the purpose or purposes for which the Corporation is formed are:

**A. PRIMARY PURPOSE**

1. *To carry on the business of insurance, under a composite Certificate of Authority issued by the Insurance Commission, upon the lives of individuals, including but not limited to the following:*
  - a. *To grant contract for insurance and reinsurance providing for all risks, hazards, guarantees and contingencies to which life, accidents or health insurance is applicable;*
  - b. *To grant or effect assurance of all kinds for payment of money by way of single payment or by several payments, or by any person of immediate or referred annuities upon the death of or upon reaching a given age by any person or persons, subject or not to such death or age requirement or 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 or given date;*