



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 18389

**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

AIG PHILIPPINES INSURANCE, INC.
[Amending Article III thereof.]

copy annexed, adopted on March 19, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 17th day of June, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
AIG PHILIPPINES INSURANCE, INC.
(formerly, CHARTIS PHILIPPINES INSURANCE INC.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residence of the Philippines, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

I.

That the name of the corporation shall be "AIG PHILIPPINES INSURANCE, INC." (as amended on 26 July 2012)

II.

That the purpose, powers and objects of said corporation are:

To engage in the business of undertaking, for a consideration, to indemnify others against loss, damage or liability arising from unknown or contingent events, in the following matters and particulars, to wit:

- a) To insure houses, tenements, stores and all kinds of buildings and household furnitures, merchandise and all other property and effects, real and personal, against loss or damage (including loss of use or occupancy) by fire, lightning, windstorm, tornado, cyclone, earthquake, accidents or otherwise, and to carry on the ordinary business of fire insurance in all its branches and, in connection therewith, to rebuild, repair and replace or reinstate houses, buildings, machinery and every other description of property which may be insured by the Company and to carry on any kind of business necessary or expedient for any such purpose.
- b) To insure property against burglary or theft by housebreaking, robbery or larceny, also against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors or in whatever way used.
- c) To insure against loss or damage by water or other fluids to any goods or premises arising the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings,

and of water pipes and against accidental injury to such sprinklers, pumps, apparatus, conduits, containers or water pipes.

- d) To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery against explosion or other accident and against loss or damage to life or property resulting therefrom, and against loss of use or occupancy caused thereby, and against liability unto their persons by any of said causes; and to make inspection of, and to issue certificates of inspection upon such boilers, pipes, fly wheels, engines and machinery.
- e) To insure all steamers, motor vehicles, ships, vessels, boats and craft of every description afloat or under construction, repairs or otherwise, and engines, tackle, gear, equipment, stores, cargoes, goods, merchandise, freights, earning wares, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidence of debt, bottomry and respondentia, interests and all other property and subject matters of insurance of every description during transit by sea or land or on inland rivers and waters, and also in or upon any wharves, stores, warehouses and other places before or after transit against risks or ordinarily enumerated and contemplated in policies of marine insurance, and also against floods, tidal waves, earthquakes and other acts of God, delay, theft, civil commotion, strikes, outrages and losses consequent thereon, and generally to carry on the business of marine insurance in all its branches, with full power to effect reinsurance and counter-insurance as may seem expedient.
- f) To insure all wharves, warehouses and waterside stores and all description of property thereon or therein against all or any consequence of floods, tidal waves, earthquakes and other acts of God, strikes, outrages, disputes and civil commotion.
- g) To indemnify shipowners, carriers by water and land, and other persons entrusted with the carriage of property by water and land against liabilities incurred in the course of their business in respect of loss or damage to property or of personal injury.
- h) To lend money on bottomry and respondentia and to provide bail and to give security by bond or otherwise for the purpose of preventing the arrests or effecting the release from arrest of vessels, aircrafts, cargoes and freights wholly or in part insured with the Company.
- i) To carry on the business of aerial insurance in all its branches and to insure persons and property against all insurable risks connected with aerial navigation, transit by air and the use and operation of aircraft of all kinds.

- j) To carry on the business of motor-vehicle insurance in all its branches and to insure persons and property against all insurable risks connected with the use and operation of motor vehicles of all kinds.
- k) To carry on the business of accident and health insurance in all its branches.
- l) To assure compensation or payment in case of injury to body, health, limb or property by railway accident, shipwreck, aircraft accident, or other perils of land, water or air, or any other accident or misadventure or violence of any description whatever, and to assure payment during sickness or incapacity arising from the above-mentioned or any other causes and to assure and indemnify against liability to make compensation to others (whether or not in the employment of the assured) by reason of injury or damage to person or property, directly or indirectly occurring or caused by or to the assured, or to or by persons in his employ, and against all claims, demands and proceedings in respect of such injury or damage, and generally to carry on the business of employers' liability and workmen's compensation insurance in all its branches.
- m) To effect all classes of casualty insurance, and all classes of insurance against risks of war, rebellion, uprising, hostilities and warlike operations, acts of government, strikes, risks and civil commotions.
- n) To reinsure all or any risk of the company and to undertake all kinds of reinsurance and retrocession in connection with the business of any other company.
- o) To guarantee the fidelity of receivers, liquidators, executors and administrators, trustees, guardians, committee, agents and other persons filling, or about to fill, positions of trust or confidence, and to provide security for the due performance and discharge by such persons of all or any of the duties and obligations imposed upon them, and to indemnify principals, employers and others against loss or damage by reason of the non-performance or breach of such duties or obligations.
- p) To guarantee and indemnify sureties, executors, administrators, trustees, employers and others against loss or liability incurred by reason of the bankruptcy, insolvency, misconduct or fraud of principals, co-executors, co-administrators, co-trustees, agents, servants or any other person or otherwise incurred in connection with their offices or positions.

- q) To guarantee the performance of contracts, of all kinds, and in particular the payment of rents and moneys, whether principal or interest secured by or payable under, or in respect of mortgages, charges, bonds, debentures, debenture stock, obligations and securities of, or created by any person, partnership, company or association, whether corporate or unincorporated, or any government or state or municipal, local or public authority, and to guarantee the title to, or quiet enjoyment of property, and to grant indemnities against any loss, actions, claims and demands in respect of any imperfection or deficiency of title to, or in respect of, outstanding rights and encumbrances affecting any property.
- r) To guarantee, provide and supply medical and surgical aid and treatment, or any other assistance in illness, and all such requisites and remedies as may be deemed expedient.
- s) To execute and guarantee bonds or undertakings of all kinds, required or permitted to be taken in all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals or by heads of departments, courts, judges, officers, boards or bodies whether executives, legislative or judicial.
- t) Generally to carry on and transact every kind of guarantee business, and every kind of indemnity business and every kind of insurance and re-insurance business whether now known or hereafter devised, except life, and every kind of counter-guarantee and counter-indemnity business, and to make, grant and issue such policies, contracts of insurance, contracts of indemnity, bonds and other instruments, and to make such arrangements with policyholders and others as may be necessary or expedient for carrying on and transacting such business or businesses.

And, in furtherance of and incidental thereto:

- a) To furnish and provide, either for the Company or for others, deposits and guarantee funds, required in relation to any tender or application for any contract, concessions, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.
- b) To effect re-insurance and retrocession with any other company, association or individual in respect of any insurance or risk undertaken by the Company.
- c) To do all acts necessary or convenient for carrying on or transacting in any foreign country, state, dominion, dependency, colony, protectorate or possession, any business or act of the Company and to procure the

registration or other legal recognition of the Company in any such foreign country, state, dominion, colony, protectorate or possession.

- d) To lend money on such terms as may seem expedient, subject to the requirements of law.
- e) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorized to carry on or possess property suitable for the purpose of this company.
- f) Subject to legal restrictions, to acquire by purchase, or otherwise, and to invest in, hold, sell or otherwise dispose of the stock or bonds, or any interest in either, or any obligations or evidences of indebtedness, of any corporation or corporations, domestic or foreign, and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon or consent in respect thereof for any and all purposes.
- g) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purpose for which the corporation is created as may now or hereafter be permitted by law.
- h) To do all or any of the above things in any place in which the Company may determine as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- i) To do and perform any and all of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually ordinarily incidental to companies of like nature and kind.
- j) To do all such things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

The foregoing clauses shall be construed as both purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be held to limit or restrict in any manner the general powers of the corporation.

III.

The place where the principal office of the corporation is to be located or established is at 47th Floor, PBCOM Tower, 6795 Ayala Avenue cor. V. A. Rufino Street, 1226 Makati City, Philippines. (as amended on 19 March 2014)

IV.

That the term for which said corporation is to exist shall be extended for fifty (50) years from and after February 23, 2011. (as amended on 12 January 2009)

V.

That the names, nationalities and residences of the incorporators of such corporation are as follows:

Name	Nationality	Residences
Earl Carroll	American	Pasay City, Philippines
Miguel Campos	Filipino	Manila, Philippines
Ricardo T. Bancod	Filipino	Quezon City, Philippines
Hermilo V. Rodis	Filipino	- do -
Jesus Vargas	Filipino	- do -
Cesareo H. Grau	Filipino	Makati, Rizal, Philippines

VI.

That the number of directors of said corporation shall be NINE (9) and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit: (as amended on 2 July 2010)

Name	Nationality	Residences
Earl Carroll	American	Pasay City, Philippines
Miguel Campos	Filipino	Manila, Philippines
Emilio Abello	Filipino	San Juan, Rizal, Philippines
Hans Menzi	Filipino	Makati, Rizal, Philippines
Pio Pedrosa	Filipino	San Juan, Rizal, Philippines
Alfonso Ponce Enrile	Filipino	Malabon, Rizal, Philippines
Ramon V. del Rosario	Filipino	Quezon City, Philippines
Cornelius V. Starr	American	New York, U.S.A.
Ernest E. Stempel	American	New York, U.S.A.

VII.

That the authorized capital stock of said Corporation is ONE BILLION THREE HUNDRED MILLION PESOS (₱ 1,300,000,000.00), Philippine Currency, divided into Thirteen Million (13,000,000) common shares and the par value of each share is ONE HUNDRED PESOS (₱ 100.00), Philippine Currency. (as amended on 5 October 2011)

VIII.

That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (₱ 500,000.00), Philippines Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residences	No. of Shares	Amount Subscribed
Earl Carroll	Pasay City, Philippines	3,991	₱ 399,100.00
Miguel Campos	Manila, Philippines	997	99,700.00
Emilio Abello	San Juan, Rizal, Philippines	1	100.00
Ricardo Bancod	Quezon City, Philippines	1	100.00
Cesareo Grau	Makati, Rizal, Philippines	1	100.00
Hanz Menzi	Makati, Rizal, Philippines	1	100.00
Pio Pedrosa	San Juan, Rizal, Philippines	1	100.00
Alfonso Ponce Enrile	Malabon, Rizal, Philippines	1	100.00
Hermilo Rodis	Quezon City, Philippines	1	100.00
Ramon del Rosario	Quezon City, Philippines	1	100.00
Cornelius V. Starr	New York, U.S.A	1	100.00
Ernest E. Stempel	New York, U.S.A.	1	100.00
Jesus Vargas	Quezon City, Philippines	1	100.00
Leonides Virata	Paranaque, Rizal, Philippines	1	100.00
	Total	5,000	₱ 500,000.00

That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names and have further agreed to pay and have actually paid as "Contributed Surplus", the amounts indicated hereinabove:

Name	Amount Subscribed	Contributed Surplus
Earl Carroll	₱ 399,100.00	₱ 79,820.00
Miguel Campos	99,700.00	19,940.00
Emilio Abello	100.00	20.00
Ricardo Bancod	100.00	20.00
Cesareo H. Grau	100.00	20.00
Hanz Menzi	100.00	20.00
Pio Pedrosa	100.00	20.00
Alfonso Ponce Enrile	100.00	20.00
Hermilo V. Rodis	100.00	20.00
Ramon V. del Rosario	100.00	20.00
Cornelius V. Starr	100.00	20.00
Ernest E. Stempel	100.00	20.00
Jesus Vargas	100.00	20.00
Leonides Virata	100.00	20.00
	₱ 500,000.00	₱ 100,000.00

The contributed surplus paid in by the subscribers shall, with the approval of the Insurance Commissioner, be repaid in cash and without interest as soon as the earned surplus shall, in the judgment of the Board of Directors justify it.

X.

That RICARDO T. BANCOD has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, on this 8th day of February 1961.

(SGD) EARL CARROLL

(SGD) MIGUEL CAMPOS

(SGD) JESUS VARGAS

(SGD) RICARDO T. BANCOD

(SGD) CESAREO H. GRAU

(SGD) HERMILO V. RODIS

SIGNED IN THE PRESENCE OF:

GREGORIO D. DAVID, JR.

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

BEFORE ME, the undersigned Notary Public in and for the City of Manila, Philippines, on this day personally appeared Earl Carroll (with Residence Certificate No. A137651, issued at Manila on January 4, 1960), Miguel Campos (with Residence Certificate No. A-133405, issued at Manila on January 4, 1960), Jesus Vargas (with Residence Certificate No. A-5105257, issued at Quezon City on February 4, 1960), Ricardo T. Bancod (with residence Certificate No. A-214968, issued at Manila on January 22, 1960), Cesareo H. Grau (with Residence Certificate No. A-137901, issued at Manila on January 4, 1960) and Hermilo V. Rodis (with Residence Certificate No. A-288506 issued at Manila on February 5, 1960), all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation and acknowledged to me that they executed the same as an act of their free will and deed for the uses and purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines on this 8th day of February 1961.

(SGD.) MANUEL Y. MACIAS
NOTARY PUBLIC. MY COMMISSION
EXPIRES ON DECEMBER 31, 1961

Doc No. 47;
Page No. 93;
Book No. XIII;
Series of 1961.

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

RICARDO T. BANCOD, being first duly sworn, deposes and says:

That on the 8th day of February 1961, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers for the capital stock; that P500,000.00, plus a contributed surplus of One Hundred Thousand Pesos (P100,000.00), Philippine Currency, in cash, have been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation; and that at least twenty percentum (20%) of the authorized capital stock has been subscribed and that at least twenty five percentum (25%) more specifically, one hundred percentum (100%) of the subscription has been actually paid to and received by him in cash for the benefit and to the credit of the corporation.

(SGD.) RICARDO T. BANCOD

SUBSCRIBED AND SWORN to before me at Manila, Philippines on this 8th day of February 1961, affiant exhibited to me his Residence Certificate No. A-214968 issued at Manila on January 22, 1960.

(SGD.) MANUEL Y. MACIAS
NOTARY PUBLIC. MY COMMISSION
EXPIRES ON DECEMBER 31, 1961

Doc No. 48;
Page No. 93;
Book No. XIII;
Series of 1961.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

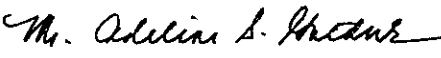
SECRETARY'S CERTIFICATE

I, MA. ADELINA S. GATDULA, of legal age, Filipino and with office address at the Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City, Metro Manila, hereby certify that:


1. I am the Corporate Secretary of AIG PHILIPPINES INSURANCE, INC. (the "Corporation"), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office at the 47th Floor, PBCOM Tower, 6795 Ayala Avenue cor. V.A. Rufino Street, Makati City.


2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 20 MAR 2015 2014
in Makati City, Metro Manila.


MA. ADELINA S. GATDULA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 20 MAR 2015 in Makati City, Metro Manila, affiant exhibited to me her Passport No. EB7291992 issued on 4 February 2013 by the DFA, Manila.

Doc. No. 15 ;
Page No. 4 ;
Book No. 11 ;
Series of 2015 


CHARLES ALBERT R. LEVANO
Appointment No. M-580
Notary Public for Makati City
Until December 31, 2015
Penthouse, Liberty Center
104 H.V. delo Costa Street, Makati City
Roll of Attorneys No. 59779
PTR No. 4754652 / Makati City / 01-06-2015
IBP No. 979427 / Makati City 01-05-2015

AIG PHILIPPINES INSURANCE, INC.
(formerly, Chartis Philippines Insurance Inc.)

SECURITIES AND EXCHANGE COMMISSION
CRIMD-CERD
JUN 10 2015
RECEIVED BY

Incorporated under the laws of the Republic of the Philippines

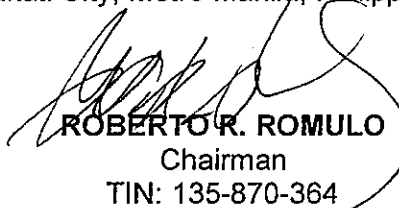
**OFFICERS' AND DIRECTORS' CERTIFICATE OF
AMENDED ARTICLES OF INCORPORATION**


We, the undersigned, being the Chairman of the Board, the President, the Secretary and at least a majority of the members of the Board of Directors of AIG PHILIPPINES INSURANCE, INC. (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendment to the Third Article, is true and correct and was approved by at least a majority of the members of the Board of Directors, and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their respective meetings held on 19 March 2014 at the Board Room of the Corporation, 47th Floor, PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino Street, 1226 Makati City:

III.


The place where the principal office of the corporation is to be located or established is at 47th Floor, PBCOM Tower, 6795 Ayala Avenue cor. V. A. Rufino Street, 1226 Makati City, Philippines.

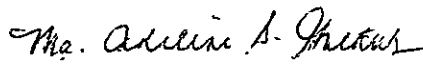
IN WITNESS WHEREOF, we have signed this Certificate this 19 day of March 2014 in Makati City, Metro Manila, Philippines.


ROBERTO R. ROMULO
Chairman
TIN: 135-870-364


MARK RANDALL LWIN
President/Director
TIN: 300-456-570-000


PETER DAVISON
Director
TIN: 448-446-770-000


WILFREDO R. PANGILINAN
Director
TIN: 102-093-796



MA. ADELINA S. GATDULA
Corporate Secretary
TIN: 107-043-114

19 MAR 2014

SUBSCRIBED AND SWORN to before me this ____ day of March 2014, affiants exhibiting to me the following:

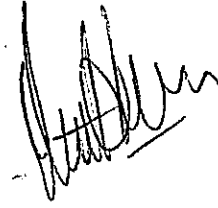
Name	ID No.	Date and Place of Issue
Roberto R. Romulo	SSS ID NO. 03-1149186-1	
Mark Randall Lwin	Passport No. 805405579	13 Feb. 2013
Peter Davison	Passport NO. 508124282	26 July 2013
Wilfredo R. Pangilinan	Passport NO. EA0004489	10 NOV. 2009 / Manila
Ma. Adelina S. Gatdula	Passport NO. ETB7291992	4 Feb. 2013 / Manila

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Book No. 2
Page No. 111
Series of 2014.


CLARENCE T. SY
Notary Public, No. M-591
Notary Public for Makati City
From December 31, 2014
Post-Office, Liberty Center
1001 M. Dela Cruz Street
Sampaloc Village, Makati City
Roll of Attorneys No. 62534
PTR No. 425 - Makati City/01-09-2014
IDP No. 946298/Makati City/01-07-2014

IN WITNESS WHEREOF, I have signed this Certificate this 20 day of MAR 20 2015 |
2014 in Palawan.


MATTHEW JAMES HARRIS
Director
TIN: 448-446-377-000



SUBSCRIBED AND SWORN to before me this 20 day of MAR 20 2015, affiant
exhibiting to me the following: 07

Name	Passport No.	Date and Place of Issue
Matthew James Harris	E4098110	07 Feb 2013 / DEVONPORT AUSTRALIA

Doc. No. 492;
Book No. 100;
Page No. 1;
Series of 2018



CHARLES ALBERT R. LEJANO
Commissioner No. 11-530
Notary Public for Makati City
Commission Expires 01-31-2015
104 M. V. ... Center
Makati City
PTR No. 4754952 / Makati City / 01-05-2015
IBP No. 979-277 / Makati City 01-05-2015