

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

Ground Floor. Secretariat Building, PICC City Of Pasay, Metro Manila

COMPANY REG. NO. A199711278

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

BDO INSURANCE BROKERS, INCORPORATED

Doing business under the names and styles BDO Insure, BDO Insurance Brokers (Formerly: BDO INSURANCE BROKERS, INCORPORATED DOING BUSINESS UNDER THE NAME AND STYLE OF BDO INSURE (A TRADE MARK OF BDO INSURANCE BROKERS)) (Amending Articles I, II Secondary Purpose, III, IV (term of existence) & VI and by adding new provisions designated as Articles XII & XIII thereof)

copy annexed, adopted on July 29, 2020 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this day of November, Twenty Twenty One.

DANIEL P. GABBYO
Assistant Director

SO Order 1188 Series of 2018

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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AMENDED ARTICLES OF INCORPORATION OF BDO INSURANCE BROKERS, INCORPORATED

<u>Doing business under the names and styles:</u> <u>BDO Insure, BDO Insurance Brokers</u>

(As amended by the Board of Directors and Stockholders on 29 July 2020)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority citizens and residents of the Republic of the Philippines, have this day voluntarily agreed to form a stock corporation (the "Corporation") under the laws of the Republic of the Philippines:

AND WE HEREBY CERTIFY:

FIRST:

That the name of the said corporation shall be:

"BDO INSURANCE BROKERS, INCORPORATED"

<u>Doing business under the names and styles:</u>

<u>BDO Insure</u>, *BDO Insurance Brokers*"

(As amended by the Board of Directors and Stockholders on 29 July 2020)

SECOND:

That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To act as an insurance broker or representative for and in behalf of an insured other than himself and/or to act in any manner in negotiating contracts of insurance or placing risk or effecting reinsurance for any insurance company, to sell medical, health maintenance and related services, as well as any and all types of securities (without acting as stock broker), extended warranties, and other similar products and services; to offer, market and/or sell any product or service which insurance companies may from time to time be authorized to offer, market and/or sell; to render risk management consulting and training services in relation to the marketing and selling of the aforementioned products or services; and generally to do and perform all acts or things which are necessary, proper and/or incidental to the purposes herein stated. (As amended by the Board of Directors and Stockholders on 25 April 2014).

SECONDARY PURPOSE

To provide the corporate vehicle through which general and/or special management and/or advisory services may be offered to any and all kinds of corporations, partnerships, enterprises, programs, whether they be financial, commercial, agricultural, industrial, or otherwise, excluding however the management of securities or investment funds or portfolios or similar assets of said managed firms.

Within this frame of reference, the scope of the corporate business shall include, but not necessarily be limited to, the following services:

A. GENERAL MANAGEMENT SERVICES

To perform general management functions for client companies such as identifying profit service opportunities, setting the direction and purpose of the managed companies, developing available resources operating the business of a going concern, and other allied or related management services.

B. SPECIAL MANAGEMENT SERVICES

To render financial management services for client-companies encompassing the analytic, conceptual, and practical considerations thereon, including the use of quantitative tools in financial planning and analysis, and in designing and installing management information and control systems;

To provide consultancy and advisory services with respect to the financial planning of client companies and the financial packaging of specific projects, investments advisory services and/or the formulation and design of estate and pension plans;

To provide specialized services with respect to short or long range corporate planning, as well as organizational planning and development programs for its client companies;

To render personnel management services, which may comprehend the design and installation of wage and salary plans and the formulation of executive benefit and other incentive schemes; the introduction and application of proper employee recruitment procedures and executive talent search systems; the preparation and conduct of programs for the induction, training, supervision, and merit rating of employees and officers of client companies;

To provide project management services, which may involve identification of the elements thereof, the scheduling of the work program entailed; identifying the decision points and implementations processes; controlling the work flow, standards, specifications, and costs; evaluation of work performance in progress, monitoring of plan deviations; and the review of completed projects; and

To perform such other special management services conformably with the provisions of applicable laws, rules and regulations, if any.

OTHER PURPOSES

In furtherance of the purposes enumerated hereinabove and not in limitation of the powers and prerogatives granted by status, the Corporation may do and perform any and all things which may be reasonably necessary, proper, or convenient for the due carrying on of the objects and purposes of the Corporation, it being hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general objects, purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another although of like nature not expressed, it being understood that the Corporation may exercise any and all rights, privileges, powers and attributes of other corporations of like nature organized under and by virtue of the laws of the Philippines, such as:

- To buy for its own account securities and other investment instruments, whether issued by private or public enterprises or entities;
- b) To sell for its own account securities and other investment instruments, whether issued by private or public enterprises or entities;
- c) To acquire, own, hold, lease or obtain an interest in real and/or personal property that may be used exclusively for its offices, within or without the Philippines, or otherwise its objects and purposes or to protect the Corporation from loss on account of a guaranty or other financial accommodation that may be contracted by it in good faith;
- d) To borrow funds to support or carry out its object or purposes and/or to arrange for itself financing and other forms of material assistance in such manner and under such terms and conditions as the Board of Directors of the Corporation may deem reasonable from private or governmental sources in the Philippines or from foreign individual and public or private institutions, and to secure any or all of the sums by guaranty or counter guaranty, by joint or several liability undertaking, by pledge, mortgage, deed of trust, or assignment of the property of the Corporation, or by creating by suffering to exist a charge, lien, or encumbrance, general or special, upon its assets, for the purpose of securing the performance by the Corporation of any obligation or liability it may undertake for itself or for its clients or for other companies or enterprises in which it may be interested;
- e) To acquire or obtain from any governmental authority or body politic, national, provincial, municipal or otherwise, domestic or foreign, or from any individual, partnership, corporation, syndicate, or other organization, such franchises, licenses, charters, rights, privileges or concessions or evidences of interest therein or in respect thereto, and to work, develop, operate or otherwise, turn the same to account for and in its behalf, or in behalf of other persons or entities;
- f) To promote, participate in, or undertake the organization and/or operation of any commercial, industrial or agricultural enterprises and other types of business, be it for its clients or for its own account and/or to enter into an arrangement for working collaboration, reciprocal concessions or other forms of ventures with any person or juridical entity, engaging in or about to engage in any lawful business or transaction may directly or indirectly benefit the corporation; or through the participation of the Corporation therein, it may be able to offer its managerial, consultancy, or other technical services;
- g) Subject to the provisions of applicable law, if any, to purchase, hold, accept, or otherwise acquire by merger, consolidation, or other methods of combination, or by spin-off, split-off, split-up, or other methods of division of a business enterprises, the whole or any part of the property, assets, business, goodwill, rights, privileges and franchises of all kinds and to undertake or assume the whole or any part of the liabilities and obligations of any person, firm, association, or corporation, and to pay for the same or any part or combination thereof in cash, stocks, bonds, debentures, notes or other securities of the Corporation or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, accepted or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;
- To pay for any property or rights acquired by the Corporation either in cash, shares of stocks, bonds, or other securities, under such terms and conditions as its Board of Directors shall determine;

- i) To purchase, hold, cancel, retire, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time and to such an extent and in such manner as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of stock when such use would cause any impairment of its capital except to the extent and in such manner as may be permitted or not prohibited by law.
- To establish and maintain such reasonable employee and executive benefit plans and deferred compensation arrangements including stock option, bonus, or purchase plans, as the exigencies or resources of the Corporation may permit and as its Board of Directors may authorize;
- k) To provide to clients online and mobile channel brokering, selling and servicing, and other emerging customer engagement modes and channels as may be developed or made available to insurance brokers; and, (As amended by the Board of Directors and Stockholders on 19 December 2018)
- Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make, perform and carry out contracts of every sort and kind, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, of any kind owned by the Corporation, and to conduct its business, and exercise its powers not only in the Philippines but also in any other country, state or territory, if permitted therein; and in carrying on its business, to do any and all acts and things and to exercise all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which a juridical person could do and exercise and which may now or hereafter be authorized by law.

THIRD: That the place where the principal office of the Corporation shall be at the 43rd <u>and 44th</u> Floors, BDO Corporate Center Ortigas, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines with such branches, agencies or correspondents, within or without the Philippines, as the business or the operations or the Corporation may require. (As amended by the Board of Directors and Stockholders on 29 July 2020).

FOURTH: That the <u>Corporation shall have perpetual existence</u>. (As amended by the Board of Directors and Stockholders on 29 July 2020)

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

	Name	Nationality	Residence
1.	JESUS A. JACINTO, JR.	Filipino	No. 109 Banaba St. Ayala Alabang Village Alabang, Muntinlupa City
2.	REYNALDO P. CHICO	Filipino	No. 5 1 st Street, St. Ignatius Village, Quezon City
3.	CARMEN LINDA M. ATAYDE	Filipino	E-10 FFHA Fort Bonifacio, Makati City

4.	PERLA F. TOLEDO	Filipino	No. 18 Switzerland St. Better Living Subdivision Paranaque, Metro Manila
5.	VICTORIANO F. INOCENTES, JR.	Filipino	No. 45 B. Aquino Sr. Street BF Homes Subdivision Paranague, Metro Manila

SIXTH: That the number of directors of the Corporation shall be five (5) and that the names, nationalities and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

	Name	Nationality	Residence
1.	JESUS A. JACINTO, JR.	Filipino	No. 109 Banaba St. Ayala Alabang Village Alabang, Muntinlupa City
2.	REYNALDO P. CHICO	Filipino	No. 5 1 st Street, St. Ignatius Village, Quezon City
3. ATA	CARMEN LINDA M. YDE	Filipino	E-10 FFHA Fort Bonifacio, Makati City
4.	PERLA F. TOLEDO	Filipino	No. 18 Switzerland St. Better Living Subdivision Paranaque, Metro Manila
5.	VICTORIANO F. INOCENTES, JR.	Filipino	No. 45 B. Aquino Sr. Street BF Homes Subdivision Paranaque, Metro Manila

Elected directors may, through a board resolution, increase or decrease the number of directors, subject to applicable law, rules and regulations. (As amended by the Board of Directors and Stockholders on 29 July 2020)

SEVENTH: That the capital stock of the Corporation is TEN MILLION PESOS (P10,000,000.00) Philippine currency, and said capital stock is divided into ONE HUNDRED THOUSAND (100,000) shares of common stock with a par value of ONE HUNDRED PESOS (P100.00) each. (As amended during meetings of the board of directors held on 17 November 2003 and a special stockholders' meeting held on 05 December 2003).

It is understood and agreed that the existing stockholders of the Corporation, whether now or hereafter, constituted, shall have no pre-emptive rights with respect to the unissued portion of the capital stock, or any authorized increase thereof. Accordingly, the unissued shares of the capital stock of the Corporation, or any increase thereof may be offered for sale and sold in such quantities and at such times

as the Board of Directors of the Corporation may from time to time determine, and the same may be sold upon such terms and such prices (not less than par) as may be fixed in the resolution directing such sales.

In the event that any stockholder desires to sell all or any portion of his/her/its holdings of shares in the Corporation, said holder shall first give notice to the Corporation, through the Secretary, of his/her/its intention to do so; and the Corporation shall, for a period of thirty (30) days from receipt of such notice, have the prior right to acquire said share at a price equivalent to the aggregate par value thereof or net book value thereof, whichever is greater. Subject to applicable laws, rules and regulation, said right may be exercised by the corporation either by itself or through such qualified assignee(s) as it may designate for the purpose. Any sale or transfer in violation hereof shall be null and void. All the above mentioned conditions shall be printed in the stock certificates issued by the Corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is PESOS: TWO HUNDRED FIFTY THOUSAND (P250,000.00) Philippine currency, and the following have subscribed for the number of shares and the amount of capital stock set out after their respective names:

	Names	Nationality	No. of Shares Subscribed	Amount of Capital Stock Subscribed
1.	BANCO DE ORO UNIVERSAL BANK	Filipino	2,495	P 249,500.00
2.	JESUS A. JACINTO, JR.	Filipino	1	100.00
3.	REYNALDO P. CHICO	Filipino	1	100.00
4.	CARMEN LINDA M. ATAYDE	Filipino	1	100.00
5.	PERLA F. TOLEDO	Filipino	1	100.00
6.	VICTORIANO F. INOCENTES, JR.	Filipino	1	100.00
			2,500	P 250,000.00

NINTH: That the following have actually paid for the shares of capital stock for which they have subscribed and the amounts set out after their respective names:

	Names	No. of Shares Subscribed	Amount of Capital Stock Subscribed	
1.	BANCO DE ORO UNIVERSAL BANK	2,495	₽ 62,375	
2.	JESUS A. JACINTO, JR.	1	25	
3.	REYNALDO P. CHICO	1	25	
4.	CARMEN LINDA M. ATAYDE	1	25	
5.	PERLA F. TOLEDO	1	25	
6.	VICTORIANO F. INOCENTES, JR.	1	25	
		2,500	₽ 62,500	

TENTH: That no issuance of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That JESUS A. JACINTO, JR. 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 Bylaws, and that as such Treasurer, he has been authorized to receive for the corporation and to issue receipt in its name and for all the subscription paid-in by the subscribers.

TWELFTH: No issuance or transfer of shares of stock of the corporation which will reduce the stock ownership of Filipino citizens to less than the percentage required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the proper books of the Bank, and this restriction shall be indicated in all stock certificates issued by the corporation. (As amended by the Board of Directors and Stockholders on 29 July 2020)

THIRTEENTH: That the incorporators undertake to change the name of the Corporation upon receipt of notice from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, good customs or public policy without prejudice to the rights and remedies of the Corporation under existing provisions of law, government rules and regulations. (As amended by the Board of Directors and Stockholders on 29 July 2020)

IN WITNESS WHEREOF, we have hereunto set our hands this 6th day of June 1997 at Mandaluyong City.

JESUS A. JACINTO, JR.	(original signed)
REYNALDO P. CHICO	(original signed)
CARMEN LINDA M. ATAYDE	(original signed)
PERLA F. TOLEDO	(original signed)
VICTORIANO F. INCOCENTES, JR.	(original signed)

AKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in the above jurisdiction, this day of June 6, 1997, personally appeared:

NAME	COMMUNITY TAX CERTIFICATE NO.	DATE AND PLACE OF ISSUE
BANCO DE ORO UNIVERSAL BANK	162254	01.13.97 / Mandaluyong City
JESUS A. JACINTO, JR.	1892343	01.27.97 / Makati City
REYNALDO P. CHICO	1466861-D	01.17.97 / Quezon City
CARMEN LINDA M. ATAYDE	6205426	04.03.97 / Makati City
PERLA F. TOLEDO	7806461-E	02.28.97 / Mandaluyong City
VICTORIANO F. INOCENTES, JR.	997356	01.15.97 / Parañaque, M.M.

all known to me known to be the same persons who executed the foregoing Articles of Incorporation of BDO INSURANCE BROKERS, INCORPORATED consisting of 11 pages including this page on which the acknowledgment is written, and they acknowledged to me that the same is their free and voluntary act and deed.

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

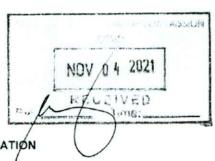
(Original Signed)
CRISTINA G. NGO
Notary Public until 12/31/97
PTR No. 155810 – 01/02/97 – Manila
IBP No. 389760 – 12/08/96 - Manila

Doc. No. 437; Page No. 89; Book No. VI; Series of 1997. REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

BDO INSURANCE BROKERS, INC.

DIRECTORS' CERTIFICATE ON THE

AMENDMENT OF THE ARTICLES OF INCORPORATION



We, the undersigned Chairman, Corporate Secretary and majority of the Directors of BDO INSURANCE BROKERS, INC. (hereinafter, the "Corporation"), do hereby certify that at the meeting of the Board of Directors held on July 29, 2020 at the BDO Corporate Center, 7899 Makati Avenue, Makati City, these amendments were approved, and at the annual meeting of the stockholders of the Corporation held on July 29, 2020 at the principal office of the Corporation, at which meeting, stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by the vote of the stockholders present/represented, approved and adopted:

"RESOLVED, That the Stockholders of BDO Insurance Brokers, Inc., APPROVE and RATIFY, as they hereby APPROVE and RATIFY, the Board Resolution adopted on July 29, 2020, which reads as follows:

"WHEREAS, the Board of Directors of BDO Insurance Brokers, Inc. (the "Corporation") deems it to be in the best interest of the Corporation and its stockholders to amend the Corporation's Articles of Incorporation in the light of the following: (1) to comply with the requirements of the Revised Corporation Code of the Philippines (R.A. 11232) and regulatory issuances such as but not limited to SEC Memorandum Circular No. 6 Series of 2020 re: Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and Other Persons of Corporations in Regular and Special Meetings through Teleconferencing, Video Conferencing and Other Remote or Electronic Means of Communication; (2) to align with the amendments to the Amended Articles of Incorporation of its Parent Company, BDO Unibank, Inc. to the extent applicable; (3) to enhance corporate governance; and (4) to provide flexibility in the provisions; and

WHEREAS, pursuant to the Revised Corporation Code of the Philippines, the Board is authorized to so amend the Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that, in furtherance of the aforementioned purposes, and pursuant to the authority granted to the Board, the Corporation's Articles of Incorporation are hereby amended as set forth in the attached Annex "C" which is made an integral part of this Resolution.

RESOLVED, FINALLY, that the President or his duly authorized designee be, as he is hereby, authorized and empowered, for and on behalf of the Corporation, to sign, execute, deliver and cause the

submission of the amended Articles of Incorporation, certified by the majority of the Directors and the Corporate Secretary, and any and all documents necessary for any and all transactions related to the said amendment of the Articles of Incorporation, to the Securities and Exchange Commission and other governmental authorities, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions full force and effect.

We further certify that the attached Amended Articles of Incorporation of the Corporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this at Makati City.

JESUS A. JACINTO, JR. Chairman & President

TIN: 106-904-880

MARIA THERESA L. TAN

Director

TIN: 110-384-352

ROLANDO CATANCHANCO

Director

TIN: 107-169-583

JAIME YU

TIN: 123-098-393

LUIS MA. G. URANZA Independent Director TIN: 113-361-544

ELMER B. SERRANO
Corporate Secretary

TIN: 153-406-995

DIRECTORS' CERTIFICATE OF AMENDMENT ARTICLES OF INCORPORATION BDO INSURANCE BROKERS, INC.

JUL 2 i 2021

SUBSCRIBED AND SWORN to before me this ______ exhibiting to me their valid competent proofs of their identity, to wit:

affiants

Affiant	Competent Evidence of Identity
Jesus A. Jacinto, Jr.	Passport No. P4324521A with validity up to September 10, 2022, issued at DFA- NCR North
Maria Theresa L. Tan	SSS No. 03-9196560-5
Luis Ma. G. Uranza	Passport No. P8387965A, issued at DFA Manila, valid up to August 15, 2028
Rolando C. Tanchanco	SSS No.3304794954.
Jaime C. Yu	Driver's License No. NI4-76-005526 with validity up to March 30, 2022
Elmer B. Serrano	SSS No. 03-9384175-6

NOTARY PUBLIC

Doc No. 44 Page No. 100 Book No. 15 Series of 2021. Atty. MARIA FELICIA T. ZANTUA

Appointment No. M-364

Notary Public until 31 December 2020 - Extended until
30 June 2021 per Supreme Court Resolution dated
01 December 2020 (B.M. No. 3795)

21/F BDO Towers Valero, 8741 Paseo de Roxas
Salcedo Village, Makati City 1226

Roll No. 58016

1BP Lifetime Member No. 12574, Laguna
PTR No. 8535993, 06 January 2021, Makati City

MCLE Compliance No. VI-0014839, 13 November 2018

extended until the si, any