



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 BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

AIG PHILIPPINES INSURANCE, INC.

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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 19th day of June, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department





AMENDED BY LAWS
OF
AIG PHILIPPINES INSURANCE, INC.
(formerly, CHARTIS PHILIPPINES INSURANCE INC.)

ARTICLE I

Offices

Section 1. Offices. - The principal office of the Corporation shall be located in such place as indicated in its Articles of Incorporation. The Corporation may have branch offices and places of business at such other places, within or without the Philippines, as may be determined by the Board of Directors. (as amended on 19 March 2014)

ARTICLE II

Stockholders

Section 1. Annual Meeting. - The annual meeting of the stockholders of the Company for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the Company, on the third Wednesday of March of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, ~~at 4:00 o'clock in the afternoon;~~ or on such other day ~~and at such hour~~ as shall, upon order of the Board of Directors, be stated in the notice of the meeting. (as amended on 19 March 2014)

Section 2. Special Meetings. - Special meetings of the stockholders for any purpose other than those regulated by statute may be called by resolution of the Board of Directors or by the President or by the Secretary, and shall be called by the President or by the Secretary upon the written request of one-third of the members of the Board of Directors or on written request of the holders of record of majority of the stock.

All special meetings shall be held at such place as shall be designated in the call. (as amended on 19 March 2014)

Section 3. Notice of Meeting. - Written notice of every annual or special meeting of the stockholders, stating the time, place and object thereof, shall be mailed, postage prepaid, or sent through facsimile or e-mail, or delivered in person by the Secretary or the officer performing his duties, or the officer calling the meeting, at least five (5) days before said meeting, to each stockholders entitled to vote thereat, at such address as appears on the books of the corporation, except as such as may, in writing, waive such notice. No notice of any meeting need be published in any newspaper or in any other publication. (as amended on 19 March 2014)

If all stockholders entitled to vote, either in person or by attorney or proxy appointed in writing, waive notice of any meeting, either annual or special, no notice of

such meeting shall be required and any action taken at a meeting held pursuant to such waiver shall be valid and binding.

Section 4. Voting. At every meeting of stockholders, each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation; Provided, however, that, in the election of directors, each stockholder shall be entitled to cumulate his votes in the manner prescribed by law. Each stockholder entitled to vote at a meeting of stockholder may vote by proxy, provided the proxy has been appointed in writing by the stockholder himself or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to and lodged with the Secretary at the time of the meeting.

Section 5. Quorum. – The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or by proxy, shall be requisite and shall constitute a quorum for the election of directors or for the transaction of business, except as otherwise provided by law. If, however, such majority shall not be present and represented at any meeting of the stockholders, the stockholders entitled to vote, present in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of voting stocks shall be present and represented. At any such adjourned meeting at which the requisite number of voting stock shall be present, any business may be transacted which might have been transacted at the meeting as originally called. (as amended on 19 March 2014)

ARTICLE III

Board of Directors

Section 1. Number, Qualifications and Term. – The corporate powers of the corporation shall be exercised, and the property and business of the corporation shall be managed, by its Board of Directors, whose number is designated by the Articles of Incorporation or any amendment thereof. They shall be elected at the annual meeting of the stockholders to serve until their successors have been elected and shall qualify.

Each Director shall be the holder in his own right of at least one share in the voting stock of the corporation. A majority of the directors shall be residents of the Philippines.

Section 2. Removal. – Any director may be removed at any time, with or without cause and without the necessity of assigning any reason therefor, by the affirmative vote of stockholders of record holding two-thirds of the outstanding stock entitled to vote, at any special meeting called for that purpose, or an annual meeting.

Section 3. Vacancies. – In the event of any vacancy in the Board by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Board of Directors in office, constituting a quorum by a majority vote, may choose a successor or successors to hold office until the next annual election or until a successor or successors shall have been duly elected by the stockholders.

Section 4. Meetings. – The Directors may hold their meetings and have one or more offices at the principal office of the corporation ~~in the City of Manila~~, or at such other place or places, either within or without the Philippines, as they may from time to time determine. Said meetings may be attended by the directors either in person or through video/teleconference in accordance with existing rules and regulations of the Securities and Exchange Commission. (as amended on 19 March 2014)

Special meetings may be held at any time upon the call of the President or any Vice-President, and shall be called by the President or the Secretary at the written request of the two (2) Directors. Notice of special meetings shall be given by the Secretary or other officer performing his duties, either personally or by letter, telephone, facsimile, or e-mail, at least one day before the meeting. Meetings may be held at any time without notice if all the Directors are present, or if those present waive notice of the meeting in writing either before or after the meeting. (as amended on 19 March 2014)

Section 5. Quorum. – At all meetings of the Board, the presence of a majority of the members shall be necessary to constitute a quorum for the transaction of business, and any act of a majority at a meeting at which such quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws. If such quorum be lacking, those present may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice.

ARTICLE IV

Committees

Section 1. Other Committees. – The Board of Directors may appoint such committees which shall have and exercise such powers as shall be conferred upon them by the Board of Directors. (as amended on 30 January 2013)

ARTICLE V

Officers and Agents

Section 1. Election and Appointment. – The Officers of the Corporation shall be elected by the Directors at their first meeting and annually thereafter. There shall be a Chairman of the Board, a Vice Chairman of the Board, a President, an Executive Vice President, one or more other Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board may deem necessary and proper. (as amended on October 2, 1987)

The Chairman of the Board, the Vice Chairman of the Board and the President shall be Directors. Other officers need not be Directors or stockholders. The same person may hold the offices of Secretary and Treasurer, or Vice President and Secretary, or Vice President and Treasurer. (as amended on October 2, 1987)

Section 2. Chairman of the Board. – The Chairman of the Board, when present, shall preside at all meetings of stockholders and of the Board of Directors, ~~and of the Executive Committee and all special and standing committees~~ and shall have such other powers and perform such other duties as the Board of Directors ~~or the Executive Committee~~ may, from time to time, prescribe. (as amended on 19 March 2014)

Section 3. Vice Chairman. – The Vice Chairman of the Board shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. ~~He shall also be ex officio member of the special and standing committees of the Board.~~ (as amended on 19 March 2014)

Section 4. President. – The President shall be the chief executive officer of the corporation and shall exercise general supervision and administration over all its affairs. In addition to such other duties as may be prescribed by the Board of Directors, he shall, in the absence of the Chairman of the Board and the Vice Chairman of the Board, preside at all meetings of stockholders and of the Board of Directors ~~and of the Executive Committee and all special and standing committees~~. In all cases where, and to the extent that, the duties, powers and compensation of the other officers, agents and employees of the corporation are not specifically prescribed by the By-Laws and the rules and regulations of the Board of Directors, the President may prescribe such duties, powers and compensation. (as amended on 19 March 2014)

The President shall sign or countersign, as may be necessary, all such bills, notes, checks and contracts as may pertain to the ordinary business affairs of the corporation and, when duly notarized, shall sign all contracts, orders, deeds, leases, licenses or other instruments of a special nature. He shall, as far as possible, familiarize himself with the affairs of this or any other corporation in which this corporation may be interested, and shall keep the Board of Directors ~~and the Executive Committee~~ fully informed concerning the business and affairs of the Company, and shall freely consult them concerning the same. (as amended on 19 March 2014)

Section 5. Executive Vice President. – The Executive Vice President, in the absence or disability of the President, shall, if he is qualified, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board of Directors ~~or by the Executive Committee~~ and, subject thereto, by the President. (as amended on 19 March 2014)

Section 6. Other Vice-Presidents. – The Vice President or other Vice Presidents, in the order of their seniority in the absence or disability of both the President and the Executive Vice President, shall, if he is qualified, perform the duties and exercise the powers of the President and/or the Executive Vice President and shall perform such other duties as may be prescribed by the Board of Directors, and subject thereto, by the President. (as amended on 19 March 2014)

Section 7. Secretary. – The Secretary shall attend all meetings of the stockholders, the Board of Directors, ~~the Executive Committee~~ and any special or standing committees and shall act as Secretary thereof (unless otherwise directed by the Board of Directors or by such committee) and record the minutes of all proceedings in a book or books to be

kept for such purpose. Unless and except as the President ~~or the Executive Committee~~ may from time to time designate some other officer for the purpose, he shall attend to the giving and serving of all notices required by law and/or these By-Laws to be given to stockholders or Directors, as well as all other notices to be given pursuant to direction of the President or of any committee. He shall have general custody of the records of the Corporation and shall keep in safe custody the Stock and Transfer Book and the corporate seal, which he shall stamp on all documents requiring such seal of the corporation. (as amended on 19 March 2014)

He shall, in general, do all things required by law to be done by the Secretary and perform all the duties incident and pertaining to his office. Any of his duties may be delegated by him to, and under his direction and supervision, performed by, any Assistant Secretary as may be designated for that purpose by the President or the Board of Directors.

Section 8. Treasurer. – The Treasurer shall have custody of all the funds and securities of the corporation and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall render to the President and to the Board of Directors ~~or the Executive Committee~~, whenever they may require, an account of all his transactions as Treasurer and of the financial condition of the Corporation. In general, he shall do all things required by law to be done by the Treasurer and perform all the duties incident to the office of Treasurer, and shall have such further powers and duties as are provided in these By-Laws and as the Board of Directors or the President shall assign to him. (as amended on 19 March 2014)

Any of the duties of the Treasurer may be delegated by him to, and under his direction and supervision, performed by, any Assistant Treasurer. In the absence of the Treasurer, his duties shall be performed by such Assistant Treasurer as may be designated for that purpose by the President or the Board of Directors.

Section 9. Term of Office and Removal. – All officers elected or appointed by the Board of Directors shall hold office until their respective successors are appointed; Provided, however, that all officers shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, ~~and the Executive Committee shall have power to remove all officers and employees of the company, except officers elected or appointed by the Board of Directors.~~ Except as aforesaid, all other officers, agents and employees shall hold office at the discretion of the President of the Company. (as amended on 19 March 2014)

Section 10. Delegation of Powers. – In the event of the death, resignation, absence, disability or removal of any officer, the President may delegate his powers and duties to any other officer for the time being, provided their functions are not incompatible to each other. (as amended on 19 March 2014)

Section 11. Vacancies. – In the event of a vacancy in any office provided by these By-Laws to be filled by election or appointment of the Board of directors, the Board of Directors may fill such vacancy at any meeting of the Board.

Section 12. Prohibited Emolument. – No salaried officer, elected or appointed by the Board of Directors of this corporation, shall receive any emolument in the form of fees; nor shall he receive commissions or allowances on loans negotiated, supplies purchased, securities bought or sold, nor on premiums for insurance in the Company, except as provided for by contract, in writing, made between the Company and such officer, and approved by the Board of Directors, and except that (if not contrary to law) he may receive the same rate of commission on a premium for insurance in the Company on his own property that would be allowed an agent of the Company.

ARTICLE VI

Stocks

Section 1. Issue and Subscription – The Board of Directors shall provide for the issue of the capital stock of the corporation.

Section 2. Transfer of Stock – No transfer of stock of this corporation shall be valid unless made upon the books of the corporation by the person or persons or corporation owning the said stock, or by his, her, their or its attorney, legally constituted or appointed, or, in case of death, of his, her, their, or its legal representative.

The Board of Directors shall have the power to close the stock transfer books of the corporation for a period not exceeding ten (10) days preceding the date of any meeting of stockholders or the date for payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect within the limits provided by law.

The Board of Directors shall have the power and authority to make all such rules and regulations as respectively they may deem expedient, concerning the issue, transfer and registration of certifications for shares of the capital stock of the company.

The Board of Directors may appoint a transfer agent and registrar of transfers, and may require all stock certificates to bear the signature of such transfer agent and of such registrar of transfers.

Section 3. Certification of Stock.– Each holder of fully paid stock of the corporation shall be entitled to a certificate of stock certifying the number of shares owned by him, which certificate shall be signed by the President or the Executive Vice President or any Vice President, and countersigned by the Secretary or an Assistant Secretary and sealed in consecutive order from the certificate books of the corporation, and a record of each certificate issued shall be left on the stub thereof.

Section 4. Loss or Destruction of Certificate. The Board of Directors may direct a new certificate of stock to be issued in place of any certificate theretofore issued and

alleged to have been lost or destroyed. The Board, when authorizing the issue of a new certificate, may, in its discretion, require the owner of the stock represented by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise, to the satisfaction of the Board, as to the ownership of the stock represented by such certificate alleged to have been lost or destroyed, and facts which tend to prove such loss or destruction and further may order the giving of such notice of loss or destruction as it may direct, and require such bond of indemnity, with surety or sureties satisfactory to it, and in such form and amount as it sees fit. The new certificate shall be plainly marked "Duplicate" and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed. New certificates of stock shall be issued only after due compliance with Republic Act No. 201.

ARTICLE VII

Contracts of Insurance and Reinsurance

The President or the Executive Vice-President or any Vice-President, or the Secretary or any Assistant Secretary or any officer as the Board of Directors may appoint, shall have the power to make or execute contracts of insurance or reinsurance on behalf of the Company. (as amended on 30 January 2013)

ARTICLE VIII

Finances

Section 1. Depositories.- The Board of Directors shall selected such depositories as it may deem proper to the funds of the corporation. It shall determine who shall be authorized, in the name and on behalf of the corporation, to sign bills, notes, receipts, acceptances, indorsements, checks, releases, contracts, documents, and other instruments. (as amended on 19 March 2014)

Section 2. Fiscal Year.- The Fiscal year of the corporation shall begin on January 1st and end on December 31st of each year.

ARTICLE IX

Dividends

Dividends shall be declared only from surplus profits and shall be payable at such time and in such amounts as the Board of Directors shall determine; Provided, however, that no stock dividend shall be issued without the approval of the stockholders representing not less than two-thirds of all stock then outstanding and entitled to vote at a general meeting of the corporation or at a special meeting called for that purpose. No dividend shall be declared that will impair the capital of the corporation.

ARTICLE X

Corporate Seal

The seal of the corporation shall be circular in form, consisting of two concentric circles between which shall bear the name of the corporation and in the center of which shall be the words "INCORPORATED 1961, Manila, Philippines". (as amended on 30 January 2013)

ARTICLE XI

Amendments

The owners of a majority of the subscribed capital stock of the corporation may, at a regular or special meeting duly called for that purpose, amend or repeal these By-Laws, or adopt new By-Laws. The owners of two-thirds of the subscribed capital stock may delegate to the Board of Directors the power to amend or repeal these By-Laws or to adopt new By-Laws; Provided, however, that any power delegated to the Board of Directors to amend or repeal these By-Laws or to adopt new By-Laws shall be considered as revoked whenever a majority of the stockholders shall so vote at a regular or special meeting.

ARTICLE XII

Indemnification of Officers and Employees

Section 1. Indemnification – General. (a) Except as provided in Article XII Section 3 below, the Corporation shall indemnify the Indemnitees to the full extent permitted by law concerning conduct occurring on or after April 8, 2009.

(b) For the purposes of this Article XII, the term "Indemnitee" shall mean any person made or threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding concerning conduct occurring on or after April 8, 2009 by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves or served at the request of the Corporation in any other enterprise as a director, officer or employee.

(c) For purposes of this Article XII, the term "Corporation" shall include any predecessor of the Corporation and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger; the term "other enterprise" shall include any corporation, partnership, joint venture, trust or employee benefit plan; service "at the request of the Corporation" shall include service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be an Expense; and action by a person with respect to an employee benefit plan which such person

reasonably believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation.

Section 2. Expenses. (a) Expenses reasonably incurred by Indemnitee in defending any such action, suit or proceeding, as described in Article XII Section (1)(b) above, shall be paid or reimbursed by the Corporation promptly upon receipt by it of an undertaking of Indemnitee to repay such expenses if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

(b) For the purposes of this Article XII, the term "Expenses" shall include all reasonable out of pocket fees, costs and expenses, including without limitation, attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with defending, preparing to defend, or investigating an action, suit or proceeding, whether civil, criminal, administrative or investigative but shall exclude the costs of acquiring and maintaining an appeal or supersedeas bond or similar instrument. For the avoidance of doubt, "Expenses" shall not include (i) any amounts incurred in an action, suit or proceeding in which Indemnitee is a plaintiff and (ii) any amounts incurred in connection with any non-compulsory counterclaim brought by the Indemnitee.

Section 3. Limitations. The Corporation shall not indemnify Indemnitee or advance Indemnitee's Expenses if the action, suit or proceeding alleges (1) claims under Section 16 of the Securities Exchange Act of 1934 or its equivalent under Philippines laws or (2) violations of Federal or state insider trading laws, unless, in the case of this clause (2), Indemnitee has been successful on the merits or settled the case with the written consent of the Corporation, in which case the Corporation shall indemnify and reimburse Indemnitee, (3) arising from *ultra vires* acts, or (4) any and all actions against the director or employee that is/are not arising from or in connection with his/her employment with the Company.

Section 4. Standard of Conduct. No claim for indemnification shall be paid by the Corporation unless the Corporation has determined that Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. Unless ordered by a court, such determinations shall be made by (1) a majority vote of the directors who are not parties to the action, suit or proceeding for which indemnification is sought, even though less than a quorum, or (2) by a committee of such directors designated by a majority vote of directors, even though less than a quorum, or (3) if there are no such directors, or if such directors direct, by independent legal counsel in a written opinion, or (4) by stockholders.

Section 5. Period of Indemnity. No claim for indemnification or the reimbursement of Expenses shall be made by Indemnitee or paid by the Corporation unless the Indemnitee gives notice of such claim for indemnification within one year after the Indemnitee received notice of the claim, action, suit or proceeding.

Section 6. Confidentiality. Except as required by law or as otherwise becomes public through no action by the Indemnatee or as necessary to assert Indemnatee's rights under this Article XII, Indemnatee will keep confidential any information that arises in connection with this Article XII, including but not limited to, claims for indemnification or reimbursement of Expenses, amounts paid or payable under this Article XII and any communications between the parties.

Section 7. Subrogation. In the event of payment under this Article XII, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnatee (under any insurance policy or otherwise), who shall execute all papers required and shall do everything necessary to secure such rights, including the execution of such documents necessary to enable the Corporation to effectively bring suit to enforce such rights.

Section 8. Notice by Indemnatee. Indemnatee shall promptly notify the Corporation in writing upon being served with any summons, citation, subpoena, complaint, indictment, information or other document relating to any matter which may be subject to indemnification or reimbursement of Expenses covered by this Article XII. As a condition to indemnification or reimbursement of expenses, any demand for payment by Indemnatee hereunder shall be in writing and shall provide an accounting of the amounts to be paid by Corporation (which shall include detailed invoices and other relevant documentation).

Section 9. Venue. Any action, suit or proceeding regarding indemnification or advancement or reimbursement of Expenses arising out of the by-laws or otherwise shall only be brought and heard in the competent courts of Makati City, Philippines, to the exclusion of other venues.

Section 10. Amendment. No amendment of this Article XII shall impair the rights of any Indemnatee arising at any time with respect to events occurring prior to such amendment. (as amended on 18 August 2009)

The foregoing By-Laws were adopted by the unanimous consent of all the owners of the subscribed and outstanding capital stock of the corporation at the organizational meeting of the shareholders held in the City of Manila, Philippines, on the 14th day of March 1961.

IN WITNESS WHEREOF, we, the undersigned shareholders present in person and by proxy at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names, and with the Chairman of the meeting and the Secretary of the same, do likewise, with our signatures attest.

(SGD.) EARL CARROLL

(SGD.) MIGUEL CAMPOS

(SGD.) EMILIO ABELLO

(SGD.) CESAREO H. GRAU

(SGD.) RICARDO T. BANCOD

(SGD.) PIO PEDROSA

(SGD.) ALFONSO PONCE ENRILE

(SGD.) HERMILO V. RODIS

(SGD.) RAMON V. DEL ROSARIO

C.V. STARR

By:

(SGD.) EARL CARROLL

(SGD.) ERNEST E. STEMPEL

(SGD.) JESUS VARGAS

(SGD.) LEONIDES S. VIRATA

ATTEST:

(SGD.) EARL CARROLL
Chairman of the Meeting

(SGD.) RODOLFO M. DE LA ROSA
Secretary of the Meeting

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

Incorporated under the laws of the Republic of the Philippines

OFFICERS' AND DIRECTORS' CERTIFICATE OF AMENDED BY-LAWS

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 By-Laws of the Corporation, embodying the underscored amendments to the following sections, 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 a majority of the outstanding capital stock of the Corporation at their respective meetings held on 19 March 2014 at the Board Room of the Corporation located at the 47th Floor, PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino Street, 1226 Makati City:

I. Article I - Offices

To delete references to a specific principal office address.

II. Article II - Stockholders

To specifically provide that the annual meeting of the stockholders shall be held at the principal office of the Corporation instead of at a specific office address; to delete the time thereof; to include facsimile and e-mail as additional modes for giving notice of stockholders' meetings; and to correct typographical errors.

III. Article III - Board of Directors

To delete references to a specific principal office address; to include facsimile and e-mail as additional modes for giving notice of directors' meetings.

IV. Article V - Officers and Agents


To remove references to the Executive Committee and the powers thereof; to delete *ex-officio* members of committees; to clarify who will be the presiding officers of committees; and to correct typographical errors.


V. Article VIII - Finances

To correct typographical errors.


19 MAR 2014

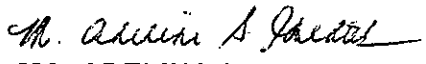
IN WITNESS WHEREOF, we have signed this Certificate this _____ day of March 2014 in Makati City, Metro Manila, Philippines.


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


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

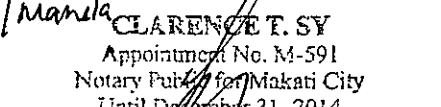

PETER DAVISON
Director
TIN: 448-446-770-000


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


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

SUBSCRIBED AND SWORN to before me this 19 MAR 2014 day of March 2014, affiants exhibiting to me the following:

Name	ID No.	Date and Place of Issue
Roberto R. Romulo	SSS ID NO. 03-1149136-1	
Mark Randall Lwin	Passport No. 505405579	13 Feb. 2013
Peter Davison	Passport No. 508124282	26 July 2013
Wilfredo R. Pangilinan	Passport No. EAD004489	10 Nov. 2009 / Manila
Ma. Adelina S. Gatdula	Passport No. EB7291992	4 Feb. 2013 / Manila

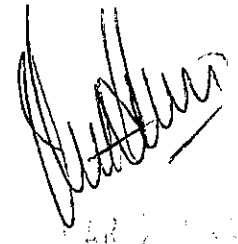

CLARENCE T. SY
Appointment No. M-591
Notary Public for Makati City
Until December 31, 2014
Penthouse, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 62524
PTR No. 4235439/Makati City/01-08-2014
IBP No. 945258/Makati City/01-07-2014

Doc. No. 7 ;
Book No. 2 ;
Page No. 111 ;
Series of 2014.

MAR 20 2015

IN WITNESS WHEREOF, I have signed this Certificate this _____ day of _____
2014 in halkidiki.

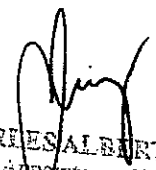
MATTHEW JAMES HARRIS
Director
TIN: 448-446-377-000



SUBSCRIBED AND SWORN to before me this _____ day of _____ 2014 affiant
exhibiting to me the following:

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

Doc. No. 493;
Book No. 100;
Page No. 1;
Series of 2014



CHARLES ALBERT R. LEJANO
Appointment No. M-580
Notary Public for Makati City
Until December 31, 2015
Faint text: ...
104 H.V. ... Makati City
PTB No. 4754652 / Makati City / 01-06-2015
IBP No. 979427, Makati City / 01-05-2015