



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. A199909780

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

METROPOLITAN INSURANCE COMPANY, INC.
(Amending Articles III and VII thereof)

copy annexed, adopted on December 20, 2019 and readopted on December 20, 2020 by a 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 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 company, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 16th day of February, Twenty Twenty One.

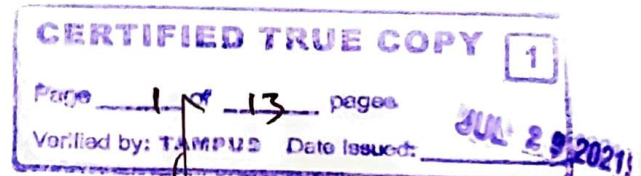
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GERARDO B. DEL ROSARIO
Director

Company Registration and Monitoring Department

WS/100



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Machine Validation:

OR# 1965241 February 15, 2021 02:13pm
OFELIA A. CAPISPISAN PH#886.805.16



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



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PAYMENT ASSESSMENT FORM

No. 20210215-3063027

DATE 02/15/2021	RESPONSIBILITY CENTER CRMD
PAYOR: METROPOLITAN INSURANCE COMPANY INC. MM	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		402010200 (606)	1,000.00
Increase of Authorized in Capital Stock		402010200 (606)	876,986.50
Legal Research Fee (A0823)		202010500 (131)	8,778.60
Documentary Stamp Tax	2	4010401000 /4010401)	60.00

---NOTHING FOLLOWS---

TOTAL AMOUNT TO BE PAID		Php 886,805.16
Assessed by: bdsuarez	Amount in words: EIGHT HUNDRED EIGHTY SIX THOUSAND EIGHT HUNDRED FIVE PESOS AND 16/100	
Remarks: FOR: MS. WILMA SANTOS (WRONG PAF) <i>2/20/22 - F</i>		

- Payment Options
1. Over the Counter Payments
• SEC Cashier Office
• Selected Landbank Branches

SRC Landbank Accounts

Landbank Region/Area	SEC Clearing Account	SEC Account
Region II, III-A, III-B, IV, Area P1-A, ARBA N1, B, and Region VII	3402-2319-20	Head Office / Teller
Region I	3402-2319-38	Manila
Region V	3402-2319-48	Lipa
Region VI	3402-2319-54	Sub I Branch
Region VII	3402-2319-62	Carpi
Region IX	3402-2319-70	San Carlos
Region X	3402-2319-88	Cebu City
Region III & XII	3402-2319-97	Other

Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BTR Account	8,778.60	see SEC clearing accounts
BTR Account - DST/Tax Rem	80.00	see SEC clearing accounts
SEC RCC Current Account	877,986.50	3752-1001-43
TOTAL	Php 886,805.16	

- Notes:
- This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF).
 - Accepted modes of payment at SEC Main Office, Pasay City:
 - Cash
 - Manager's/Cashier's Check
 - Postal Money Order
 - Accepted modes of payment at selected Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
 - For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission.
 - For over the counter payment at Landbank, preparation of oncall payment or deposit slip shall be per fund account as indicated on the breakdown summary.
 - If fund code is BTR, use an oncall payment slip.
 - If fund code is SRC or RCC, use a regular deposit slip.
 - Send through email the copy of the machine-validated oncall payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.
 - ANY ALTERATIONS WILL INVALIDATE THIS PAF.

For National Capital Region (NCR), payments are only allowed thru the ff. Landbank branches:

Name of Branch	SEC Clearing Account
Edsa Greenhills	3402-2319-20
Edsa Congressional	
Araneta E.O.	
YMCA	
OOTC	
Ortigas E.O.	
Muntinlupa North Avenue	

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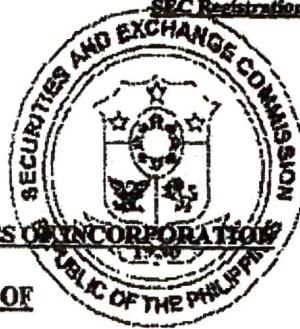
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Page 2 of 03 pages JUL 29

Verified by: TAMPOS Date Issued: _____

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SEC Registration Number A122902789



AMENDED ARTICLES OF INCORPORATION
OF

METROPOLITAN INSURANCE COMPANY, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

We, of legal age, all of whom are citizens of the Philippines on this date have voluntary associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

METROPOLITAN INSURANCE COMPANY, INCORPORATED

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

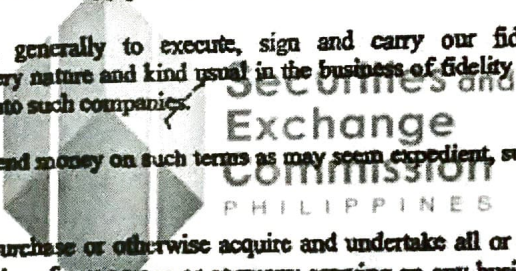
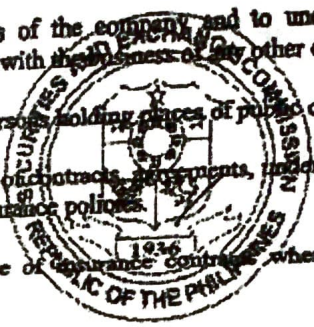
(a) To insure houses, tenements, merchandise, and all other property and effects and real and personal against loss or damage by fire, storm, earthquake shock, fire, resulting from earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, 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 against every description of marine risk, which may legally be undertaken, relating to the perils of the sea, fire, war, reprisal, and all other risks of a like nature incidental to the seas, ships, vessels, and water craft of all descriptions, and also the freights, goods, merchandise, cargo and all property whatsoever in or on board of the same, whether the property all members of the company or not, as far as the same may be effected or made according to law. To insure all other matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea, and also generally to carry on any other branches and departments of the insurance business.

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Verified by: TAMPA Date issued: JUL 28 2021

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- (c) To reinsure all or any risks of the company, and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.
- (d) To guarantee the fidelity of persons holding offices of public or private trust.
- (e) To guarantee the performance of contracts, agreements, undertakings, obligations, premises or duties, of all kinds other than insurance policies.
- (f) To guarantee the performance of insurance contracts where surety bonds are accepted for such purpose.
- (g) To execute and to guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals, or by heads or departments, courts, judges, officers, boards or bodies, whether executive legislative or judicial.
- (h) To guarantee and to indemnify merchants, traders and those engaged in business and giving credit from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them.
- (i) To indemnify against loss by burglary, theft, forgery, embezzlement, or by any one or more of such happenings.
- (j) To insure glass breakage.
- (k) To guarantee and to indemnify the owners and users of steam boilers and pipes, or 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 third persons by any of said causes; and to make inspection upon, such boilers, pipes, fly wheels, engines and machinery.
- (l) And generally to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kind usual in the business of fidelity and surety companies, or permitted by law unto such companies.
- (m) To lend money on such terms as may seem expedient, subject to the requirements of law.
- (n) 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 this company is authorized to carry on or possessed or property suitable for the purpose of this company.
- (o) To acquire by purchase, subscription, or otherwise, and to invest in, hold, sell, or otherwise dispose of or evidences of indebtedness, or any other corporation or corporations, domestic or foreign, or the bonds or other obligations or evidences of indebtedness, of any person, firm or corporation, and while the owner of such stocks, bonds, or interest, therein or



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other obligations or evidences of indebtedness, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon or ~~exercise~~ ^{exercise} thereof for any and all purposes.

(p) 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 carry out the purpose for which the corporation is created as may now or thereafter be permitted by law.

(q) To procure the company to be registered or recognized or to be permitted or allowed to carry on its business or any branch or branches thereof in any foreign country or places, and in carrying on its business to do any and all acts and things and exercise any and all powers which person could do or exercise which now or thereafter may be authorized by law.

(r) 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.

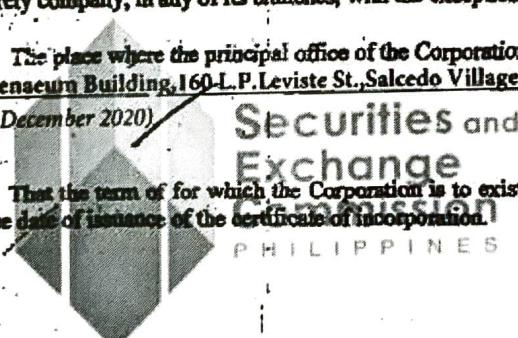
(s) To do all such other things as are incidental or conducive to the attainment of the above objects.

(t) To do and perform any all acts and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to companies of like nature and kind.

(u) And in general, to engage in the business of non-life insurance and guaranty in any branch against loss, damage or liability arising from an unknown or contingent event, and to guarantee liabilities and obligations of any person, firm or corporation, and to act as agent of other insurance or surety company, in any of its branches; with the exception of life insurance.

THIRD: The place where the principal office of the Corporation is to be established or located at 3/F Athenaeum Building, 160-L.P. Leviste St., Salcedo Village, Makati City.
(as amended on 20 December 2020).

FOURTH: That the term of for which the Corporation is to exist is FIFTY YEARS (50) from and after the date of issuance of the certificate of incorporation.



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EIGHT: The amount of the capital stock which has actually been subscribed is **ONE HUNDRED MILLION PESOS (P 100,000,000.00)**, Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock indicated opposite of their respective names:

Name	Number of Shares Subscribed	Amount of Subscribed
PR COMMUNICATIONS INC.	40,000,000	P 40,000,000.00
JOSE A. FERIA, JR.	30,000,000	30,000,000.00
JOSE M. PERIQUET, JR.	19,999,997	21,999,997.00
MICHAEL B. TANTOCO	9,999,999	9,999,999.00
ROBERTO L. ABAD	1	1.00
KARLA LUMEN J. HOMENA	1	1.00
ELIZABETH J. PERIQUET	1	1.00
JACQUELINE ANN J. PERIQUET	1	1.00
TOTAL	100,000,000	P 100,000,000.00

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

Name	Amount Subscribed
PR COMMUNICATIONS, INC.	P 40,000,000.00
JOSE A FERIA, JR.	30,000,000.00
JOSE M. PERIQUET	19,999,997.00
MICHAEL B. TANTOCO	9,999,999.00
ROBERTO L. ABAD	1.00
KARLA LUMEN J. HOMENA	1.00
ELIZABETH J. PERIQUET	1.00
JACQUELINE ANN J. PERIQUET	1.00
TOTAL	P 100,000,000.00

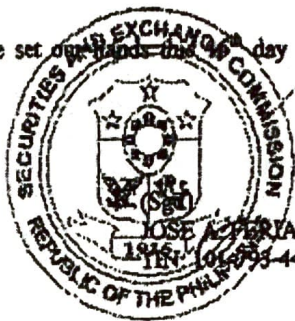
TENTH: No issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of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

ELEVENTH: JOSE A. FERIA, 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 By-Laws; and that as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

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 Page 16 of 17 pages JUL 29 2021
 Verified by: TAMBUS Date Issued:

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IN WITNESS WHEREOF, we have set our hands this 16th day of February 1999 at Makati City, Philippines.



(Sgd)
ROBERTO L. ABAD
TIN: 100-306-006

JOSE A. FERIA, JR.
TIN: 106-933-449

(Sgd)
ELIZABETH J. PERIQUET
TIN: 120-090-890

(Sgd)
JOSE M. PERIQUET, JR.
TIN: 134-158-696

(Sgd)
MICHAEL B. TANTOCO
TIN: 106-217-731

WITNESSES:

ACKNOWLEDGEMENT

Republic of the Philippines)
Makati City) S.S.

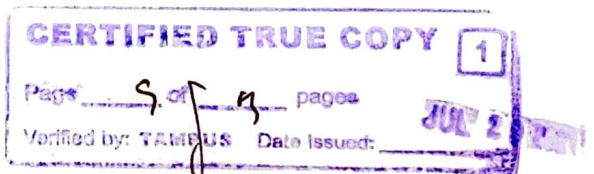
Securities and
Exchange
Commission

BEFORE ME, this 16th day of February 1999 in Makati City, personally appeared the following exhibiting:

Name	Community Tax Certificate Number	Date/Place of Issue
ROBERTO L. ABAD	07756337	2.13.98/Makati City
JOSE A. FERIA, JR.	19996051	1.21.99/Makati City
ELIZABETH J. PERIQUET	21-1100278398	Time: 2:10:28 PM Date: 02/16/99 Place: Makati City, Phi
JOSE M. PERIQUET, JR.	07756334	2.13.98/Makati City
MICHAEL B. TANTOCO	2441399	1.02.98/Makati City

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SECURITIES AND EXCHANGE COMMISSION
 SEC
 FEB 15 2021
 RECEIVED
 By: _____ Time: _____

DIRECTORS' CERTIFICATE

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KNOW ALL MEN BY THESE PRESENTS:

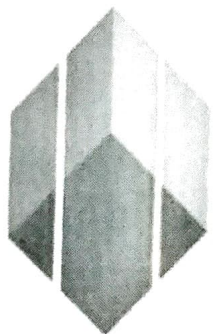
We, the undersigned majority of the Directors and the Corporate Secretary of Metropolitan Insurance Company Inc. (the "Corporation"), do hereby certify that the Articles of Incorporation of said Corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 20 December 2019 ^{WITH REPEATED DATE OF MEETING ON DECEMBER 20, 2020} the principal office of the Corporation.

The amended provision of the Amended Articles of Incorporation refers to:

THIRD: That the place where the principal office of the corporation is to be established or located at 3/F Athenaeum Building, 160 L.P. Leviste St., Salcedo Village, Makati City.

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION ONE HUNDRED TEN MILLION FOUR HUNDRED EIGHTY-TWO THOUSAND SEVEN HUNDRED FIFTY-THREE PESOS (PhP 1,110,482,753.00) in lawful money of the Philippines, divided into ONE BILLION ONE HUNDRED TEN MILLION FOUR HUNDRED EIGHTY-TWO THOUSAND SEVEN HUNDRED FIFTY-THREE (1,110,482,753.00) shares with a par value of ONE PESO (P1.00) per share.

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Securities and
 Exchange
 Commission
 PHILIPPINES

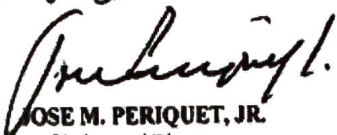
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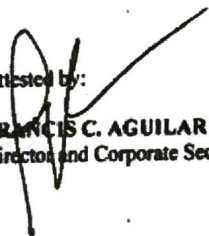
IN WITNESS WHEREOF, We have hereunto affixed our hand on this 28 Dec. 2020 at Pasig City.

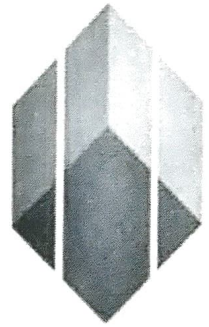

JOSE M. PERIQUET, JR.
Chairman / Director


PATRIK KONRAD P. TICZON
Vice Chairman / Director


CYNTHIA P. MANGOSING
Director

Witnesses:

Attested by:

FRANCIS C. AGUILAR
Director and Corporate Secretary



**Securities and
Exchange
Commission**
PHILIPPINES

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Page 23 of 3 pages
Verified by: TAMMUS Date Issued: JUL 29 2021

Republic of the Philippines:
SECURITIES and EXCHANGE COMMISSION

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I hereby certify that: (a) this is a true copy of the document stored in the SEC Official Records to which proper security measures were employed to ensure data integrity, consisting of THIRTEEN (13) page (s); and (b) at all material times, the SEC System for Records Retrieval, Storage and Maintenance were operating in a manner that did not affect the integrity of the electronic document.

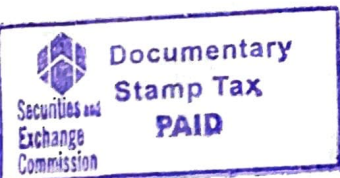
METROPOLITAN INSURANCE COMPANY, INC.

Verified by: LOURENCE N. TAMPUS

Fees Php 200 paid under

O.R. No. 2027513

Dated: JUL 20 2021



ROMEO B. CAMANO
SEC Administrative Officer IV
Electronic Records Management Division
Information and Communication Technology Department