

## REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. PW00000686

## CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

#### PHILIPPINE BANK OF COMMUNICATIONS

(Amending Article III thereof.)

copy annexed, adopted on May 25, 2016 by majority vote of the Board of Directors and on June 14, 2016 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, Sec.14 of R.A. 8791, 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 Pasay City, Metro Manila, Philippines, this \_\_\_\_\_\_ day of September, Twenty Seventeen.

FERDINAND B. SALES
Director

**Company Registration and Monitoring Department** 

### **COVER SHEET**

#### COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application															9	SEC	Re	egis	trat	ion	Nur	nbe	er						
AMENDMENT															P	W	_	0	0	0	0	6	8	6					
Former Company Name																													
P	Н	Π	L	1	P	P	I	N	E		В	Α		K	***************************************	O		<del>,</del>		O	M	M	U	N	1	С	Α	-	
T	1	O	N	S							T		İ			T									<u> </u>		Г	Г	$\vdash$
	AMENDED TO:																												
	New Company Name											ş																	
-		<u> </u>	$\vdash$	<u> </u>	-	_	_		_	_	_	-	<u> </u>	├	_	_	<u> </u>	ļ		┡		ļ	_	<u> </u>			<u> </u>		_
$\vdash$		-	$\vdash$	├-		<u> </u>	-	-	_	H	_	-	<del> </del>	_		_	H	-	-	-		<del> </del>	_		_	-	-		<u> </u>
$\vdash$			$\vdash$	<del>                                     </del>		<del>                                     </del>	_	-	<u> </u>				_		-	$\vdash$			$\vdash$		<u> </u>	-	<del> -</del>			-		-	<u> </u>
L	Principal Office (No./Street/Barangay/City/Town/Province)																												
P	В	С	Ω	M		T			E		Г	1	6					A		A		Α	T	Α	V	=	N		=
c		<del> </del>	N	<del> </del>	R	-	v		A	-	ŀ	R	Ů	-		<del> </del>	0	_	s	T	-		<u> </u>	-	*	****			-
	Ā	<u> </u>	<u></u>	L	Ť	<b>-</b>	c	*	T	Y	$\vdash$	<u> </u>	F	<u> </u>	H	H	Ĭ	_	├	Ė	ŀ	,							
F	-	<u> </u>		Ė			Ī	┢	Ť	-	$\vdash$	┢	┢		┢	$\vdash$							┢						
<u> </u>	<u> </u>		<u></u>	<u> </u>	L		<u> </u>	<u> </u>	<u> </u>	<u> </u>		L OM	L_ Pan	V IN	L_	RM	L	<u> </u>	<u> </u>	<u> </u>	L	<u> </u>	<u> </u>	<u> </u>					
Company's Email address							COMPANY INFORMATION  Company's Telephone number/s							Company's Fascimile Number/s															
	$\bigcap$	JUI11	pan	узц	ana	ı au	uies		1			npai	ıy s	reie	huo	ile i	i di i ii	Jei/s	]			iihai	iy S	газ	CHIN	ie iv	um	16175	
	L			······································					j.	C	 NT	ACT	PE	RSC	N !	NFC	)RM	ATK	I ∩N		L								J
		Nan	വല വ	€Co	ntac	4 Pe	reoi	า		-							,,,,			nha	ne N	lum!	harl	:	Fac	eimi	le N	ımı	ar/
Name of Contact Person Email Address Telephone Number/s  KAREN KATE C PASCUAL kcpascual@zglaw,com 8896060								1 40	311145	10.14	GIII	70+11																	
L										•	<u> </u>					rso		•	dre:	ss				• :	<b></b>			*****	······
							·																	····					
52 IS I		29 2000		1000000		me: 6	88 MMS		50000		7000 PP	00 0000		Panner :	3 M 1		e. men		36010	e 10 20	MONE AND	DE DECEM		4000000 0		ME 10			
								10	be	ac	COI	mpi	IISN	ea	Dy	CF			ers	son	ne			Α.		_ 4			
۸.,	iana	~ 4 D	roc	esso	_												Uā	ate						31	gn	atu	re		
ASS	iRise	eu r	100	2550							-										•								
											•										•								,
							*****				•			_		***********		*************	**********		•						************************		•
Do	cu	me	nt	I.D.																									
Red	eive	ed b	y C	orpo	rate	e Fil	ling	and	i Re	cor	ds D	ivis	ion	l (CFF	RD)														•
Fo	rw	arc	led	to	:																								
			Co	por	ate	and	Par	tne	rshij	p Re	gist	trati	on C	ivis	ion														
				en																									,
				anci			/sis	and	Auc	lit D	ivis	ion						············					····		<del></del>				
				ensi:	_				_						шоновы								<del></del>						
	1	I	Co	noli	ance	e M	onit	orin	ig Di	ivisi	on																		

# AMENDED ARTICLES OF INCORPORATION OF THE PHILIPPINE BANK OF COMMUNICATIONS

#### KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

FIRST – The name of the corporation shall be the "PHILIPPINE BANK OF COMMUNICATIONS".

SECOND -The objects and purposes for which this corporation is formed are:

- 1. That the primary purpose for which the corporation is formed is to carry on and engage in the business of commercial banking, to have and exercise, subject to the laws of the Philippines, all powers, rights, privileges and attributes of a commercial bank, and in the course of its business operations.
- 2. To do, conduct and transact generally the business of a commercial bank and to do all things and exercise all powers and perform all functions which a bank is authorized and empowered to do, exercise or perform under and by virtue of the laws of the Philippines, or which it may be by law hereafter authorized to do, exercise or perform: to receive deposits or money, deal in commercial paper, to make loans thereon, lend money on real or personal property, discount bills, notes or other commercial papers and to buy and sell securities, gold and silver bullion, foreign

coins or bills of exchange, and to do all things in this paragraph set forth as such commercial bank and in so far as is consistent with the laws of the Philippines and generally to do all such other acts and things as shall seem to the corporation incidental or conducive to the attainment of the above objects and purposes, or any of them, as commercial bank;

- 3. To conduct a safe deposit business, and in the conduct of said safe deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults and safes and respectacles therein for the storage, safe-depositing and safekeeping of personal property and securities, and to rent and hire such safes and respectacles to others upon such terms and conditions as the corporation may deem advisable;
- 4. To receive and care for money deposited in trust, arising from legacies, voluntary and other trusts, and judicial decrees, or in any other manner; to act as trustee under any mortgage or bonds issued by any municipality, body politic, or corporation, and to accept and execute any other municipal or corporate trust not inconsistent with law; to act as transfer agent of any corporation, and, in such capacity, to receive and disburse moneys, transfer, register and execute certificates of stock, bonds or other evidences of indebtedness, and to act as agent of any corporation, company or association, foreign or domestic, or of any individual within the purposes of a commercial bank; to act under the order of appointment or any court of record as guardian, receiver, trustee or depositary of the estate of any minor, insane or weak-minded person, habitual drunkard, or other incompetent or irresponsible person, as assignee in bankruptcy, and as receiver and depositary of any moneys paid into court

by parties of any legal proceedings and of property of any kind that may be brought under the jurisdiction of any court by proper legal proceedings; to act as the executor of any last will and testament whenever named in such last will and testament, as the executor thereof; to act under appointment of any court of competent jurisdiction as the administrator of the estate of any deceased person with the will annexed or as the administrator of any deceased person when there is no will; to execute any legal trust confided to it by any court of record or any person, association or corporation for the holding, management and administration of any estate, real or personal, and the rents, issues, and profits thereof; to act as managing agent, adviser, consultant or administrator of investment management, advisory, and consultancy accounts; to establish, administer and maintain one or more common trust funds; and generally, to do all kinds of trust business permitted by law. (As amended on June 20, 1989)

- 5. To establish, maintain and conduct a branch or branches as may be allowed under the laws of the Philippines.
- 6. To buy and sell or otherwise negotiate securities, and borrow money upon securities owned by the Bank; to acquire by purchase, and to invest in, hold, sell or otherwise dispose of shares of stock, bonds, mortgages and other securities, or any, interest in either, or any obligations or evidences of any other corporations or corporations, domestic or foreign, or the notes, bonds, mortgages or interest therein, or other obligations or evidences or indebtedness of any person or persons and while the owner of such shares, stocks, bonds, notes, mortgages or interest therein, or other obligations or evidences of indebtedness, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon or consent in respect

thereof for any legal and all purposes; Provided, however, that investments in shares and stocks shall at any time exceed thirty per centum (30%) of the paid capital and

unimpaired surplus; and for any corporate purpose to borrow money, issue debentures,

unsecured bonds, or bonds secured by collateral trust or other mortgages or mortgages

upon, by pledge of, any of its property or otherwise and promissory notes and

evidences of indebtedness of all kinds. (As amended on June 20, 1989)

7. To issue, offer for sale, and sell options, warrants of other similar

instruments over share of its capital stocks upon such terms and conditions as the

Board of Directors may determine. Such options, warrants or other similar

instruments may be granted for a maximum period of three (3) years from the date

such options, warrants or other similar instruments become effective.

THIRD - That the place where the principal office of the Corporation is

located is at PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City.

(as amended on 14 June 2016 by the stockholders representing at least 2/3 of the

outstanding capital stock and on 25 May 2016 by majority of the Board of Directors

of the Corporation)

FOURTH – The term for which the corporation is to exist shall be extended

for another fifty (50) years from August 23, 1989.

FIFTH – The names and residences of incorporators are as follows:

Name

Residence

Sooyii K. Shen

Manila, Philippines

Tsae-Tsin Linn Manila, Philippines

Mr. Tsai-Ming Chen Manila, Philippines

Mr. Pei-Yuan-Ho Manila, Philippines

SIXTH – The number of the directors of the corporation shall be fifteen (15) and the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws are as follows, to wit: (As amended on 10 February 2004)

Name	Residence
Dr. Chengting T. Wang	Hongkong
Mr. Sooyii K. Shen	Hongkong
Mr. Yung-Ming Chien	Hongkong
Mr. Shou-Ting Tang	Hongkong
Mr. Tao-Nan Lee	Hongkong
Mr. Tsae-Tsin Linn	Hongkong

SEVENTH – That the amount of capital stock of the Corporation is Nineteen Billion Pesos (P19,000,000,000.00) divided into Seven Hundred Sixty Million (P760,000,000) Common Shares with a par value of Twenty-Five Pesos (P25.00) per share.

Provided further, that no stockholders of any class of shares shall have or otherwise, be entitled to any pre-emptive right to subscribe to, purchase or receive any class of shares of the Corporation, or part thereof, whether issued from its unissued capital, future increase in capital stock, or its treasury stock. Any such shares may at

any time be issued, sold or disposed of by the Corporation pursuant to the resolution of its Board Directors, to such persons and upon such terms as the Board of Directors may deem proper, without first offering such shares to existing stockholders. (As amended on March 28, 2012 by the stockholders representing at least 2/3 of the outstanding capital stock and on January 18, 2012 by majority of the Board of Directors of the Corporation)

EIGHT – The amount of the said capital has been actually subscribed and paid is TWO MILLION (P2,000,000.00) pesos, and the following persons have subscribed and paid for the number of shares and amount of capital stock set out after their respective names:

Name	Residence	No. of	Amount of Capital					
			Stock St	abscribed and				
			Paid for					
Chengting T. Wang	Hongkong	5,000	P	500,000.00				
Yung-Ming Chien	Hongkong	5,000	,	500,000.00				
Sooyii K. Shen	Manila	2,000		200,000.00				
Shou-Ming Tang	Hongkong	5,000		500,000.00				
Tso-Min Chow	Hongkong	1,000		100,000.00				
Tao-Nan Lee	Hongkong	1,000		100,000.00				
Tsae-Tsin Linn	Manila	250		25,000.00				
Huai-Tuck Chang	Manila	250		25,000.00				
Tsai-Ming Chen	Manila	200		20,000.00				

Tse-Soong Wong	Hongkong	200	20,000.00
Pei-Yuan Ho	Manila	100	10,000.00
TOTAL		20,000	2,000,000.00

NINTH – That Mr. T.T. Linn has been elected by the subscribers as Treasurer of this 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 receipt in its name and all subscriptions paid in by said subscribers.

TENTH — That 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 the certificate of stock to be issued by the corporation. (As amended on June 20, 1995)

IN WITNESS WHEREOF, we have hereunto set our hands this 11<sup>th</sup> day of August 1939.

(Sgd.) Sooyii K. Shen (Sgd.) Tsae-Tsin Linn (Sgd.) Huai-Tuck Chang (Sgd.) Tsai-Ming Chen (Sgd.) Pei-Yuan Ho

#### SIGNED IN THE PRESENCE OF:

(Sgd.) J.A. Solomon (Sgd.) Jose Cabral

UNITED STATES OF AMERICA )

COMMONWEALTH OF THE PHILIPPINES ) S.S.

CITY OF MANILA )

On this 11<sup>th</sup> day of August 1939, before me a Notary Public for and in the City of Manila, personally appeared Mr. Sooyii K. Shen, Tsae-Tsin Linn, Mr. Huai-Tuck Chang, Mr. Tsai-Ming Chen and Mr. Pei-Yuan Ho, known to me to be the same persons whose names are subscribed and who executed the within instrument, and each of them acknowledges to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

(Sgd.) MARCELO P. KARAAN Notary Public My commission expires December 31<sup>st</sup>, 1940

Doc. No. 98 Page No. 79 Book No. XI Series of 1939.

#### PHILIPPINE BANK OF COMMUNICATIONS

PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City SECOROTES AND SEXCORDED COMMISSION.

#### **DIRECTORS' CERTIFICATE**

(Amending the Third Article of the Articles of Incorporation)

SEP 1 5 2012

We, the undersigned, the Chairman, the Corporate Secretary, and majority of the members of the Board of Directors of the PHILIPPINE BANK OF COMMUNICATIONS (the "Corporation"), of legal ages, after having been sworn in accordance with law, do hereby depose and state that:

- 1. PHILIPPINE BANK OF COMMUNICATIONS is a domestic corporation duly registered with the Securities and Exchange Commission ("SEC"), as evidenced by the Certificate of Incorporation issued on 23 August 1939 under SEC Registration No. PW-0000686;
- 2. The stockholders owning and/or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation, during the annual stockholders' meeting held on 14 June 2016 at the Manila Golf & Country Club, Forbes Park, Makati City, and a majority of the Board of Directors, during the regular meeting of the Board of Directors held on 25 May 2016 at principal office of the Corporation, approved the amendment of the Articles of Incorporation of the Corporation as follows:

#### Board Resolution No. 1605-050

"RESOLVED, that the Board of Directors of the PHILIPPINE BANK OF COMMUNICATIONS (the "Bank") approves the amendment to Article Three of the Bank's Amended Articles of Incorporation as follows:

THIRD: That the place where the principal office of the Corporation is located is at PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City."

#### Stockholders Resolution No. 1601-01

"RESOLVED, that the stockholders owning and/or representing at least two-thirds (2/3) of the outstanding capital stock of the Philippine Bank of Communications (the "Bank") hereby approve the amendment to Article Three of the Bank's Articles of Incorporation as follows:

THIRD: That the place where the principal office of the Corporation is located at PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City."

- 3. We certify that the majority of the board of directors of the Corporation approved the foregoing resolution amending the Articles of Incorporation of the Corporation in its Regular Meeting of the Board of Directors held on 25 May 2016 at the principal office of the Corporation
- 4. We further certify that the stockholders of the Corporation owning and/or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present and by unanimous vote approved and ratified the foregoing amendment in the Annual Meeting of the Shareholders held on 14 June 2016 at the Manila Golf & Country Club, Forbes Park, Makati City.
- 5. The amendment to Article Three of the Articles of Incorporation has been duly incorporated in the proposed amended Articles of Incorporation of the Corporation, a true and correct copy of which is hereto attached.
- 6. We make this certification to attest to the truth and correctness of the foregoing and the same is effective and has not been revoked or amended

IN WITNESS WHEREOF, the undersigned directors, together with the Chairman and Secretary thereof, have hereunto affixed our signatures on June 2016, at Makati City, Philippines.

[Signature page follows]

#### SIGNATURE PAGE

ERIC O. RECTO

Chairman / Director

TIN - 108-730-891

PATRICIA MAY T. SIY

President & CEO / Director

TIN - 131-483-846

DAVID L. BALANGUE

Independent Director-

TIN - 123-304-96

LUCIO Ľ. CO

Director

TIN - 108-975-971

JESUS S. JALANDONI, JR.

Independent Director

TIN - 108/130-694

ROBERTO Z. LORAYES

Independent Director

TIN - 110-571-030

RALPH C. NUBLA, JR.

Director

TIN-122-822-814

GREGORIO T. VIL

Director

TIN - 107-465-655

LEONARDO B. DAYAG

Vice Chairman / Director

TIN - 135-546-81/8

CARMEN G. HUANG

**Executive Director** 

01/1

TIN - 106-177-053

BUNSVI CARLOS G. CHUNG

Director

TIN - 119-457-661

SUSAN P. CO

Director

TIN - 100-053-351

LEVI B. LABRA

Independent Director

TIN - 912-223-056

EMMANUEL Y/MENDOZA

Independent Director

TIN-102-092-096

ANGELO PATRICK F. ADVINCULA

Corporate Secretary

TIN - 904-193-248

SUBSCRIBED AND SWORN to before me this 111N 3 0 2016 Makati City, affiants exhibiting to me their respective Tax Identification Numbers indicated above.

Doc. No. Page No.

Book No.

Series of 2016.

KAREN KATE C. PASCUAL
APPOINTMENT No. M.415
Notary Public for Makati City
Until December 31, 2016
27° Fir., 68 Corporate Center
Sedeno St., Salcado Vill., Makati City
FTR No. 5323030; 01/04/2016; Makati City
IBP No. 1019725; 01/04/2016; Makati City Chapter



#### MARKETS AND SECURITIES REGULATION DEPARTMENT

September **Z** 2017

#### PHILIPPINE BANK OF COMMUNICATIONS

PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City

Tel No.: 889-6060

Attention:

KAREN KATE C. PASCUAL

Company Representative

Subject:

Request for Comment/Recommendation

#### Gentlemen:

This is in connection with your request for comment and/or recommendation relative to your application for approval of your company's Amended Articles of Incorporation, specifically, Article III, change of the principal office address to be read as follows:

"THIRD: That the place where the principal office of the Corporation is located is at PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City. (as amended on 14 June 2016 by the stockholders representing at least 2/3 of the outstanding capital stock and on 25 May 2016 by majority of the Board of Directors of the Corporation)"

Please be advised that **we do not interpose any objection to your application**, provided that once your application has been approved, the company shall-

- (1) **UPDATE its registration information** as a Government Securities Eligible Dealer by filing a duly accomplished SEC Form 28BD-A to reflect such change/amendment, and
- (2) **FILE a duly accomplished General Information Sheet (GIS)** that reflects the new information, together with a cover letter signed by the Corporate Secretary;
- (3) **SUBMIT** copy of application for amendment of Articles of Incorporation as approved and Certificate of Filing of Amended Articles of Incorporation (issued by CRMD).

if applicable and/or necessary as the aforesaid report/s may require, with the Commission within SEVEN (7) DAYS from the approval of its application.

Further, as **listed company**, the company shall file a duly accomplished **Current Report** (SEC Form 17-C) disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

In the absence of the above-enumerated documents, this Department will rely on the available records of the Company on file with it relative to its supervisory and monitoring activities to ensure compliance with the requirements of the SRC and its rules and other relevant laws, rules and order of the Commission.

Our Department, nonetheless, defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-Laws. Furthermore, our comment is limited merely to this Department's regulatory requirements, and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

However, please take note that any infraction/violation of the subject corporation, as far as the monitoring and reportorial requirements as a holder of a secondary license supervised by the Department is concerned, shall be dealt with separately and independently from the subject application.

Accordingly, the Department shall not be estopped to act on any matter, such as but not limited to imposing the necessary fine(s) and penalty(s) and/or initiating appropriate proceedings in view of the Company's failure to file the necessary reportorial requirements on time, and to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances. If the clearance relates to or gives rise to any other application, corporate action or transaction which are or will be submitted for the approval or notice of the Commission, then we reserve the right to review and comment on matters that fall within the jurisdiction of this Department.

Again, this comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the SRC, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

VICENTE GRACIANO P. FEVEMENIO, JR.

Copy furnished:

COMPANY REGISTRATION
AND MONITORING DEPARTMENT
Securities and Exchange Commission
Mandaluyong City

RECEIVED BY:

(Signature over Printed Name of Authorized Representative

(Name of Company / Date Received)

☑ Secretariat Building, PICC Complex Roxas Boulevard, Metro Manila Philippines | 營 (+632) 818-0923 / (+632) 818-5554 www.sec.gov.ph | inquiry@sec.gov.ph



#### CENTRAL POINT OF CONTACT DEPARTMENT II

#### **CERTIFICATE OF AUTHORITY**

#### KNOW ALL MEN BY THESE PRESENTS:

By virtue of the authority vested by the Monetary Board in its Resolution Nos. 789 and 1559 dated 19 July 1995 and 8 December 2005, respectively, I hereby certify that the amendments to the Articles of Incorporation and By-Laws of:

#### PHILIPPINE BANK OF COMMUNICATIONS

Makati City

to wit:

<u>Reference</u>	<u>Subject</u>					
<i>AOI</i> Article Third	Change of the principal office address from "Metro Manila" to "PBCOM					
Article Illiu	Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City"					
BL						
Article I	Change of the principal office address from "Metro Manila" to "PBCOM					
	Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City"					

approved by a majority vote of the directors and stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Bank, duly certified by the corporate secretary and a majority of the directors, are in accordance with law.

This Certificate is hereby issued to enable Philippine Bank of Communications to register its Amended Articles of Incorporation and Amended By-Laws with the Securities and Exchange Commission pursuant to Sections 17 and 46 of Batas Pambansa Blg. 68 (The Corporation Code of the Philippines) and Section 14 of R.A. No. 8791 (The General Banking Law of 2000).

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal of the Bangko Sentral ng Pilipinas to be affixed this 11 day of June 2017 at Manila, Philippines.

TEODORA I. SAN PEDRO

Director

#### SECRETARY'S CERTIFICATE

I, MICHAEL STEPHEN H. LAO, of legal age, Filipino and with office address at PBCom Tower, 6795 Ayala Avenue corner V.A. Rufino Street, Makati City, after having been duly sworn in accordance with law, hereby certify that:

- I am the duly elected and incumbent Assistant Corporate Secretary of Philippine Bank of Communications (the "Bank"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office address at the 5<sup>th</sup> Floor, PBCom Tower, 6795 Ayala Avenue corner V.A. Rufino Street, Makati City;
- 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 Bank as its duly elected and/or appointed trustees or officers or vice versa;
- That this certification is being issued to comply with the requirements of the Securities and Exchange Commission relative to the amendments of Article Three of the Bank's Amended Articles of Incorporation and Article One of the Bank's Amended By-Laws."

WITNESS MY HAND on this	AUU	<u> </u>	Ü	2017	_ in Makati City, Metro Manila.
					MICHAEL STEPHEN R. LAO

**Assistant Corporate Secretary** 

SUBSCRIBED AND SWORN to before me this AUG 3 0 2017 at Makati City, affiant exhibited to me his Philippine Passport No. EC4190009 issued by the Department of Foreign Affairs, Manila on 17 May 2015 and valid until 16 May 2020.

Doc. No. 207; Page No. 43; Book No. 11; Series of 2017.

AISLYN JAMEL VE L. 7AO
APPOINTMENT IN. MA38 (2016-2017)
Notary Publicifor Makati City
Until December 3, 2017
27th FLR, 88 Corporate Center
Sedefio St. Saloedo Wilaba, Makati City

Roll No. 15574 PTR No. 5910103/01-03/2014/ Mekati City IBP No. 1055000/ 12-28-2016/ Makati City Chapter



# OFFICIAL RECEIPT Republic of the Philippines DEPARTMENT OF FINANCE SECURITIES & EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, 1554



ORIGINAL Accountable Form No. 51 Revised 2006 1577603 DATE No. September 15, 2017 PHIL. BANK OF COMMUNICATIONS **PAYOR** MAKATI CITY AMOUNT ACCOUNT CODE NATURE OF COLLECTION 20.00 LRF (A0823) .000.00 AMENDED ARTIC 00.000 MENDED BY PHP 2,020.00 TOTAL AMOUNT IN WORDS PESOS AND 0/100 TWO THOUSAND TWENTY Received the Cash Amount Stated Above Treasury Warrant Received Check Money Order Treasury Warrant, Check, COLLECTING OFFICER Money Order Number O.R. No. 1577603 Date of Treasury Warrant, Check, Money Order

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.