



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

COMPANY REG. NO. A199817412

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

THE MANUFACTURERS LIFE
INSURANCE CO. (PHILS.), INC.
(Amending Article III thereof)

copy annexed, adopted on November 24, 2017 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 2nd day of March, Twenty Eighteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

2

Nature of Application

SEC Registration Number

AMENDMENT

A 1 9 9 8 1 7 4 1 2

Former Company Name

THE MANUFACTURERS LIFE
INSURANCE CO. (PHILS.), INC.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

6801 LKG TOWER AYALA AVENUE
MAGKATCITY

ZIP CODE

1 2 1 6

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

884-5433

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

BASILIO O. VISAYA, JR.

Basilio_Visaya@manulife.com

8845433 loc. 7052

09175346945

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

AMENDED
ARTICLES OF INCORPORATION
OF
THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age, majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock corporation under the laws of the Philippines:

AND WE DO HEREBY CERTIFY: That

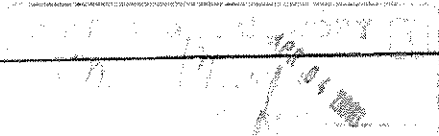
FIRST: The name of said corporation shall be THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC., hereinafter called the "Corporation".

SECOND. The purpose for which the Corporation is organized and formed is:

PRIMARY PURPOSE

To undertake and write insurance upon the life of individuals, and every insurance appertaining thereto or connected therewith, including reinsurance; to make contracts of insurance and reinsurance providing for all risks, hazards, guarantees and contingencies to which life, accident or health insurance is applicable; to indemnify against legal liability; to compute endowments and grant, purchase or dispose of annuities; to procure reinsurance of its risks; to issue policies stipulated to be with or without participation in profits; and to purchase for its own benefit any policy of insurance or other obligation of the Corporation as well as claims of policyholders.

JACK N. NUNO: MANUFACTURERS



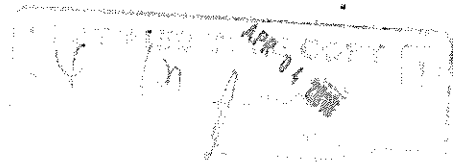
2
The Corporation shall have the following secondary purposes, powers and objects:

(a) To take, own, hold, deal in, mortgage or otherwise create lien, and to lease, sell, convey, exchange, transfer or in any manner whatever dispose of real property within or without the Republic of the Philippines, wherever situated; to manufacture, pledge, or acquire in any lawful manner, and to hold, use, own, mortgage, pledge, sell, exchange, transfer or otherwise dispose, and to deal and trade in and with goods, wares, merchandise and personal property of every class and description and in any part of the world, all as the purposes for which the Corporation is formed may be convenient or necessary for the transaction of the lawful business of the Corporation.

(b) To purchase, acquire, take over and manage all or any part of the rights, assets, business and property of any person, firm, association, partnership, syndicate or corporation, carrying on any business which the Corporation is authorized to carry on, or possessed of property suitable for the purposes of the Corporation, and to pay for the same in property, cash, checks, bonds, stock, debentures or other obligations of the Corporation; and to undertake and assume the liabilities of any such person, firm, association, partnership, syndicate or corporation whose property or business may be taken over, or shares of whose capital stock may be acquired or owned by the Corporation, but only to the extent permitted by law; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(c) Insofar as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage, or combine or merge into the Corporation, any other corporation, association or business wherever formed, which has objects and purposes similar, analogous or subsidiary to any of the objects or purposes of the Corporation, carrying on any business capable of being conducted, so as to benefit the Corporation, directly or indirectly, and to form, establish and bring out, and assist in the formation or establishment of any such corporation or association and to acquire, hold, deal in and with, and dispose of shares of interests therein.

(d) To apply for, purchase, or in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant licenses or other rights in respect of, and in any manner deal in and with, any and all rights, inventions, improvements and processes used in



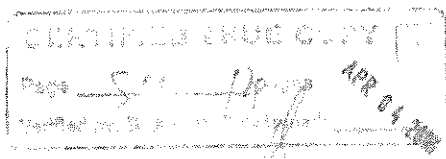
connection with or secured under letters patent of the Republic of the Philippines or other countries, or otherwise, and to work, operate or otherwise, which indirectly or indirectly effectuate those objects or any of them.

(e) To guarantee, purchase, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by the Corporation or any other corporation organized under the laws of the Republic of the Philippines or any other country, nation, state or government and which owner of said stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do; to sell the undertakings of the Corporation or any part thereof for such consideration as the Corporation may deem fit, and in particular for shares, debentures or securities of any other corporation.

(f) To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of the Corporation, with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof; to borrow money, and, without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage, pledge, deed of trust or otherwise, so far as may be permitted by the laws of the Republic of the Philippines.

(g) To have one or more offices, to conduct its business and promote its objects within and without the Republic of the Philippines, and in all countries foreign thereto, without restrictions as to place or amount.

(h) To appoint agents and representatives in all parts of the world for the purpose of carrying on any and all of the objects and purposes of the Corporation.



(i) To mortgage or pledge all or any part of its properties, rights, interests and franchise, including any or all share of stock, bonds, debentures, notes scrip or other obligations or evidence of indebtedness at any time owned by it.

(j) In carrying on its business and in order to obtain and further the powers or purposes, to do any and all other acts or things, and to exercise any and all other powers which a natural person might or could do and exercise and which now or hereafter may be authorized by law, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations under the provisions of the laws authorizing the formation of such corporation.

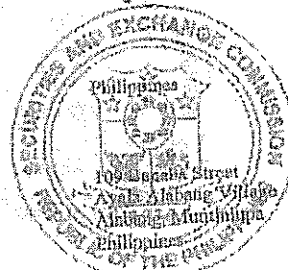
(k) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried out and done in connection therewith or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the Corporation.

THIRD. The place where the principal office of the Corporation is to be established is in 16F LKG Tower, 6801 Ayala Avenue, Makati City (As amended on 11 August 2017 by the Board of Directors and on 24 November 2017 by the Stockholders).

FOURTH. The term for which the said Corporation is to exist is not exceeding fifty (50) years from and after the date of Incorporation.

FIFTH. The names, nationalities and addresses of the Incorporators are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
CYNTHIA O. PEREZ-ESPAÑA City	Filipino	51 Miller Street, Filinvest II, Quezon Philippines
JOSE MARIA F. IGNACIO Loyola Heights, Quezon City	Filipino	33 C. Salvador Street



CECILIE O. JACINTO

Filipino

ROMEO E. LUALHATI

Filipino

RENATO A. VERGEL DE DIOS

Filipino

31 Mt. Vernon Street
Fillinvest I, Capitol District
Quezon City
Philippines

11 Petunia Street
Tahunan Village, Paranaque
Philippines

SIXTH. The number of directors of the Corporation shall be nine (9); and the names, nationalities and residences of the first directors of the Corporation, who are to serve until their successors are duly elected and qualified as provided by the By-Laws, are as follows: (as amended on 06 April 2006).

NAME	NATIONALITY	RESIDENCES
CYNTHIA O. PEREZ-BSPAÑA	Filipino	51 Miller Street Fillinvest II, Quezon City Philippines
JOSE MARIA F. IONACIO	Filipino	33 C. Salvador Street Loyola Heights, Quezon City Philippines
CECILIE O. JACINTO	Filipino	109 Basaba Street Ayala Alabang Village Alabang, Muntinlupa Philippines
ROMEO E. LUALHATI	Filipino	21 Mt. Vernon Street Fillinvest I, Capitol District

DATE: 1-A-2016, Time: 10:45:16 AM

www.sec.gov.ph

SECURITY DOCUMENTS



RENATO A. VERGEL DE DIOS

Filipino

Quezon City
Philippines11 Petunia Street
Tahanan Village, Parañaque
Philippines

SEVENTH: That the authorized capital stock of the Corporation is ONE BILLION PESOS (P1,000,000,000.00) Philippine currency, divided into ONE MILLION (1,000,000) Common Shares with a par value of ONE THOUSAND PESOS (P1,000.00) per share. (as amended on 24 February 2012)

EIGHTH: At least twenty-five percent (25%) of the authorized capital stock stated above has been subscribed as follows:

Name of Subscribers	Nationality	No. of Shares Subscribed	Amount of Capital Stock Subscribed	Contributed Surplus Subscribed
Cynthia O. Perez-Espana	Filipino	1	P 100.00	P 20.00
Jose Maria F. Ignacio	Filipino	1	100.00	20.00
Cecille O. Jacinto	Filipino	1	100.00	20.00
Romeo E. Luathati	Filipino	1	100.00	20.00
Renato A. Vergel de Dios	Filipino	1	100.00	20.00
The Manufacturers Life Insurance Company	Canadian	2,499,995	249,999,500.00	49,999,900.00
TOTAL		2,500,000	P250,000,000.00	P50,000,000.00

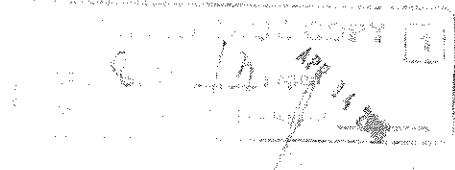
NINTH: The above-named subscribers have paid at least twenty-five percent (25%) of the total subscription as follows:

Name of Subscribers	Amount Subscribed	Amount Paid on Subscription	Contributed Surplus Paid-in	Total Paid-in
Cynthia O. Perez-Espana	P 100.00	P 100.00	P 20.00	P 120.00
Jose Maria F. Ignacio	100.00	100.00	20.00	120.00
Cecille O. Jacinto	100.00	100.00	20.00	120.00
Romeo E. Luathati	100.00	100.00	20.00	120.00
Renato A. Vergel de Dios	100.00	100.00	20.00	120.00
The Manufacturers Life Insurance Company	249,999,500.00	249,999,500.00	49,999,900.00	299,999,400.00
TOTAL	P250,000,000.00	P250,000,000.00	P50,000,000.00	P300,000,000.00

Date: 4-4-2016 Time: 10:55:11 AM

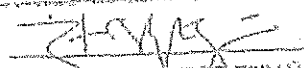
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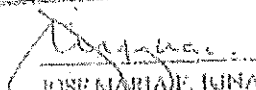
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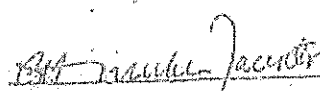


TENTH. Macaria Trinidad F. Gaspar has been elected by the subscribers as treasurer-in-trust of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that, as such treasurer-in-trust, she has been authorized to receive for and in the name and for the benefit of the Corporation all subscriptions paid by the subscribers.

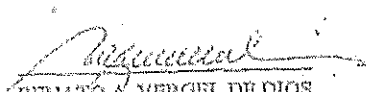
IN WITNESS WHEREOF, we have set our hands this 5th day of November, 1998 at Makati City, Philippines.


CYNTHIA O. PEREZ-ESPAÑA

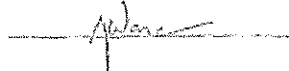

JOSE MARIA F. IGNACIO

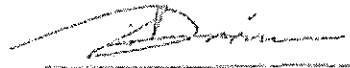

CECILLE O. JACINTO


ROMEO E. LUALHATI


RENATO A. VERGEL DE DIOS

SIGNED IN THE PRESENCE OF:





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ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)

S.S.

BEFORE ME, a Notary Public, in and for Makati City, Philippines, personally appeared--

<u>NAME</u>	<u>COMMUNITY TAX CERTIFICATE NO.</u>	<u>DATE/PLACE ISSUED</u>
CYNTHIA G. PEREZ-ESPAÑA	06371600	04/14/98 - Quezon City
JOSE MARIA P. IGNACIO	07814353	03/24/98 - Makati City
CECILLE O. JACINTO	01432121	01/19/98 - Makati City
ROMEO E. LUALHATI	07799978	03/13/98 - Makati City
RENATO A. VERGEL DE DIOS	78003003	03/13/98 - Makati City

known to me and by me known to be the same persons who executed the foregoing document and who acknowledged to me that the same is their own free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this
day of NOV 06 1998, 1998, at Makati City, Philippines.

Doc. No. 493
Page No. 100
Book No. XIV
Series of 1998.

Manuel C. Puyas
MANUEL C. PUYAS

NOTARY PUBLIC

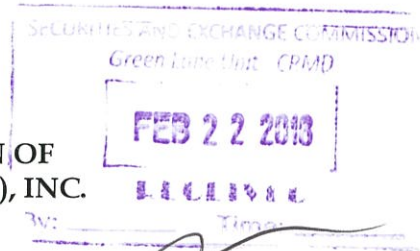
UNTIL DECEMBER 31, 1999

PTIR # 1246964, 01/14/98, MAKATI, MIA.

7-687-1890 HANULIP800

Manuel C. Puyas
Manuel C. Puyas

**DIRECTORS' CERTIFICATE
OF THE AMENDED ARTICLES OF INCORPORATION OF
THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Directors, being a majority of the Board of Directors of **THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.** (the "Corporation"), do hereby certify that:

1. The attached Amended Articles of Incorporation of the Corporation embodies the amendment to Article Three to reflect the change in the principal office; and
2. The above amendment was duly approved by at least a majority of the members of the Board of Directors at the regular meeting held on 11 August 2017 and by the vote of the stockholders representing at least two-thirds (2/3) of the total outstanding capital stock of the Corporation at their special meeting held on 24 November 2017 at 16th Floor, LKG Tower, Ayala Avenue Makati City.

24 NOV 2017

IN WITNESS WHEREOF, this Certificate has been signed this ____ of _____ at **MAKATI CITY**.


RYAN CHARLAND
Director
TIN 446-903-605


LOURDES MANTARING
Director
TIN 177-588-553


RHODA REGINA RARA
Director
TIN 132-173-428


JANETTE PEÑA
Director
TIN 132-173-276


MARK STEVEN O'DELL
Director/Chairman
TIN 435-923-849

Attested by:


BASILIO O. VISAYA, JR.
Corporate Secretary

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Makati City) S.s.

BEFORE ME, a Notary Public in and for Makati City, personally appeared the following:

Name	Competent Evidence of Identity	Date & Place Issued
Mark Steven O' Dell		
Ryan Charland		
Rhoda Regina Rara		
Janette Peña		
Lourdes Mantaring		

All known to me and to me known to be the same persons who executed the foregoing Directors' Certificate consisting of two (2) pages including this page wherein 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 on this ____ day of 24 NOV 2017
in MAKATI CITY.

Doc. No. 483;
Page No. 98;
Book No. CXLV;
Series of 2017.

FELIPE I. ILEDAN JR.
Notary Public for and in Makati City
Until Dec. 31, 2018, Appt. No. M-13
Roll No. 27625, TIN 136897808
Rm. 412, 4th Flr. VGP Center, Ayala, Makati City
2017 PTR No. 5942444 issued 12/7/16, Mla.
IBP No. 974042; 8/18/14
MCLE Comp. V-0023610, 8/26/2016

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

CORPORATE SECRETARY'S CERTIFICATE

I, **BASILIO O. VISAYA, JR.**, of legal age, Filipino, with office address at 24th Floor, LKG Tower, Ayala Avenue, Makati City, Philippines, after being duly sworn in accordance with law, depose and say that:

1. I am the duly elected Corporate Secretary of **THE MANUFACTURERS LIFE INSURANCE CORP. (PHIL.), INC.**, ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 16F LKG Tower, Ayala Avenue, Makati City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

JAN 23 2018


IN WITNESS WHEREOF, I have affixed my signature this ____th day of ____ 2018 at Makati City, Philippines.



BASILIO O. VISAYA, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me by **BASILIO O. VISAYA, JR.** who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this ____ day of ____ JAN 23 2018, at Makati City, Philippines, with the affiant exhibiting to me his Passport No. P0397243A valid until 27 September 2021 issued in Manila.

Doc. No. 324
Page No. 60
Book No. 2
Series of 2018.


FRANCES IANNA S. CANTO
Notary Public for Makati City
Commission until December 31, 2018
24th Floor LKG Tower, 6801 Ayala Avenue, Makati City
Appointment No. M-515 (2017-2018)
Roll of Attorneys No. 63449
PTR No. 11222601J; 01-17-2017; Las Piñas City
IBP No. 000947; 04-24-2017; Las Piñas City
MCLE Compliance No. V - 0019313; 13 April 2016