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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. AS095-007942

**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

KRM REINSURANCE BROKERS PHILS., INC.
(Amending Article VI thereof.)

copy annexed, adopted on March 04, 2011 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.

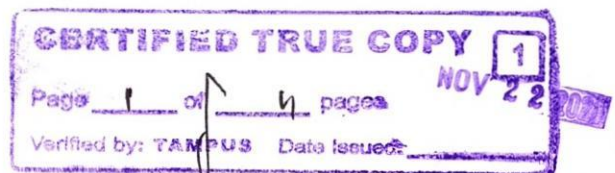
IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 04 day of October, Twenty Eleven.


BENITO A. CATARAN
Director

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Company Registration and Monitoring Department 08:15:52 AM 11/19/2021

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COVER SHEET

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KRM REINSURANCE BROKERS
 (PHILS.) INC

UNIT 1804 88 CORPORATE CENTER
 SEDENO CORNER VALERO STREETS
 MAKATI CITY

(Business Address : No. Street City / Town / Province)

Atty. Shereen Gail C. Yu-Pamintuan
 Contact Person

8480114
 Company Telephone Number

1 2 3 1
 Month Day
 Fiscal Year

AMENDED ARTICLES OF INCORPORATION
 FORM TYPE

Month Day
 Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
 Domestic Foreign

To be accomplished by SEC Personnel concerned

cop attached

File Number

LCU

Document I.D.
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Cashier

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STAMPS

Remarks = pls. use black ink for scanning purposes

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 Page 3 of 4 pages
 Verified by: TAMPLS Date issued: NOV 22 2021

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AMENDED
ARTICLES OF INCORPORATION
OF

KRM REINSURANCE BROKERS PHILS. , INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

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

KRM REINSURANCE BROKERS PHILS. , INC.

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



PRIMARY PURPOSE

To carry on the business of reinsurance brokers.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities,

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as may deemed expedient, for any business or property acquired by the corporation. (As amended on 15 August 2000 and 16 August 2000, Board of Directors and Stockholders meetings, respectively)

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices of agencies and to carry on any of all its operations and business without restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation. (As amended on 15 August 2000 and 16 August 2000, Board of Directors and Stockholders meetings, respectively)

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Securities and Exchange Commission

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THIRD: That the place where the principal office of the corporation is to be established or located is Makati, Metro Manila, Philippines.

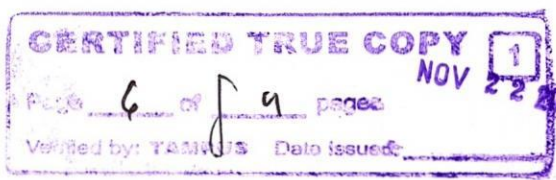
FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: that the names, nationalities and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Rufo Colayco	Filipino	23 Tolentino Street San Lorenzo Village Makati, Metro Manila
Vicente T. Villegas	Filipino	Unit A704, The Ritz Towers 6745 Ayala Avenue, Makati, Metro Manila
Prisco B. Ponce	Filipino	49 Spinach Street, Valle Verde V. Pasig Metro Manila
Gener T. Mendoza	Filipino	181 Lipa Street, Ayala Alabang, Metro Manila
Carlos V. Tria, Jr.	Filipino	8534 Everlasting Street, Marcelo Village, Parañaque, Metro Manila

SIXTH: That the number of directors of said corporation shall be **FIVE (5)** and that the names, nationalities 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 (as amended on 4 March 2011):

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Rufo Colayco	Filipino	23 Tolentino Street San Lorenzo Village Makati, Metro Manila
Vicente T. Villegas	Filipino	Unit A704, The Ritz Towers 6745 Ayala Avenue, Makati, Metro Manila



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Prisco B. Ponce	Filipino	49 Spinach Street, Valle Verde V. Pasig, Metro Manila
Gener T. Mendoza	Filipino	181 Lipa Street, Ayala Alabang Village, Muntinlupa, Metro Manila
Carlos V. Tria, Jr.	Filipino	8534 Everlasting Street, Marcelo Village, Paranaque, Metro Manila

SEVENTH: That the authorized capital stock of said corporation is ONE HUNDRED MILLION PESOS (P100,000,000.00), Philippine Currency, and said capital stock is divided into ONE MILLION (1,000,000) shares with a par value of One Hundred Pesos (P100.00) each.

EIGHTH: That the amount of said capital stock which has been actually subscribed is THREE MILLION PESOS (P3,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

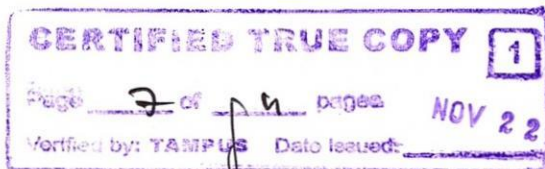
<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Rufo Colayco	Filipino	12,000	1,200,000.00
Vicente T. Villega	Filipino	17,997	1,799,700.00
Prisco B. Ponce	Filipino	1	100.00
Gener T. Mendoza	Filipino	1	100.00
Carlos V. Tria, Jr.	Filipino	1	100.00
		30,000	Php3,000,000.00

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

<u>Name</u>	<u>Amount Paid</u>
Rufo Colayco	1,200,000.00
Vicente T. Villega	1,799,700.00
Prisco B. Ponce	100.00
Gener T. Mendoza	100.00
Carlos V. Tria, Jr.	100.00
	Php3,000,000.00

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TENTH; That GENER T. MENDOZA has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers. (As amended on 15 August 2000 and 16 August 2000, Board of Directors and Stockholders meetings, respectively)

IN WITNESS WHEREOF, we have hereunto set our hands, this 20th day of July, 1995 at Makati, Metro Manila, Philippines.

(SGD.)
RUFO COLAYCO
TIN 136-711-877

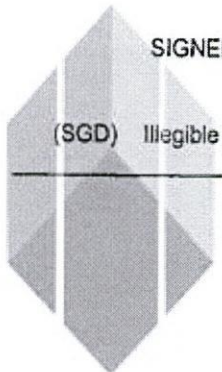
(SGD.)
VICENTE T. VILLEGAS
TIN 123-015-763

(SGD)
PRISCO B. PONCE
TIN 123-167-092

(SGD)
GENER T. MENDOZA
TIN 102-092-109

(SGD)
CARLOS V. TRIA, JR.
TIN 120-146-357

SIGNED IN THE PRESENCE OF:



(SGD) Illegible

(SGD) Illegible

Securities and
Exchange
Commission
PHILIPPINES

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Certified by: Y. MP45 Date Issued:

ACKNOWLEDGEMENT

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Republic of the Philippines)
Makati, Metro Manila) S. S.

BEFORE ME, a Notary Public in and for Makati, M. M., Philippines, this
_____ day of July, 1995 personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place Issued</u>
RUFO COLAYCO	5623278	February 17, 1995; Makati Metro Manila
VICENTE T. VILLEGAS	5623255	February 17, 1995; Makati Metro Manila
PRISCO B. PONCE	5621827	February 17, 1995; Makati Metro Manila
GENER T. MENDOZA	5623270	February 17, 1995; Makati Metro Manila
CARLOS V. TRIA, JR.	5621841	February 17, 1995; Makati Metro Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.



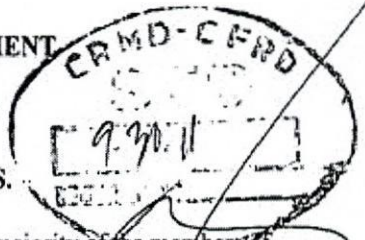
(SGD)
MA. VICTORIA O. POLLISCO
NOTARY PUBLIC
UNTIL DEC. 31, 1995
PTR No. 2494558
1-11-95 MAKATI

Doc. No. 309;
Page No. 63;
Book No. XXI;
Series of 1995.

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Verified by: TAMPUS Date Issued: NOV 22 2021

DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
KRM REINSURANCE BROKERS PHILS.



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We, the undersigned, being the Chairman and Secretary and at least a majority of the members of the Board of Directors of **KRM REINSURANCE BROKERS PHILS. INC.** (the "Corporation"), hereby certify that at the Regular Meeting of the Directors and the Special Meeting of Stockholders both held on 4 March 2011 at the Conference Room, 1801 88 Corporate Center, Sedeño corner Valero Streets, Salcedo Village, Makati City (the "Meeting"), the following resolutions were unanimously adopted and approved:

"RESOLVED, that the Board of Directors and all of the shareholders of **KRM Reinsurance Brokers Phils. Inc.** (the "Corporation") hereby authorize and approve the amendment of the Articles of Incorporation, decreasing the number of directors from seven to five.

"RESOLVED, FURTHER, that Article Sixth of the Articles of Incorporation be amended to read as follows:

"SIXTH: That the number of directors of said corporation shall be FIVE (5) and that the names, nationalities 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:

"RESOLVED, FURTHER, that the Board of Directors and all of the shareholders of the Corporation hereby authorize and approve the amendment of the By-laws of the Corporation, decreasing the number of directors from seven to five and allotting at least one (1) slot to an independent director.

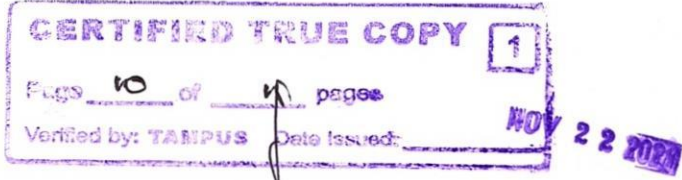
We certify that the aforesaid resolutions were approved at the Meeting by the unanimous vote of all the members of the Board of Directors and Stockholders present, in person or by proxy, owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation.

We further certify that the attached is the true and correct copy of the Articles of Incorporation and By-laws as amended at the Meeting.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 29th day of March 2011 at Makati City.

Attest:
Sherien Gail C. Yu-Pamintuan
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SHEREEN GAIL C. YU-PAMINTUAN
Corporate Secretary and Secretary of the Meeting
TIN No. 235-368-935

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[Signature]

MDM. TAM CHIEW LIN
Director and Chairman of the Meeting
Passport No. A10771863

[Signature]

JOSELITO VILLAMIL
Director
TIN No. 104-150-539

[Signature]

RUBEN M. RUBIO
Director
TIN No. 108-677-695

[Signature]

HERMINIA S. JACINTO
Director
TIN No. 132-204-558

[Signature]

CYNTHIA ROXAS-DEL CASTILLO
Director
TIN No. 107-270-295

[Circular Stamp]

SUBSCRIBED AND SWORN to before me on this MAR 29 2011, in the City of Makati, Philippines affiants exhibiting to me their identifications to wit:

Name	Passport No.	Expiration Date
MDM. TAM CHIEW LIN	No. A10771863	7 February 2012
RUBEN M. RUBIO	XX1089899	2 May 2013
JOSELITO VILLAMIL	EB0023550	22 March 2015
HERMINIA S. JACINTO	TT0741344	1 September 2011
CYNTHIA ROXAS-DEL CASTILLO	EB0393705	16 June 2015

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Book No. pru 71 ecexpress
Series of 2011.

[Signature]
ATTY. ALLAN CHRISTOPHER S. CHUO21
Commission No. M-511
Notary Public for Makati City
Until December 31, 2011
30th Flr. Citibank Tower
8741 Paseo De Roxas, Makati City
Roll No. 58762
PTR No. 2642870 / 01-04-2011 / Makati
IBP No. 837313 / 01-03-2011 / Makati

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Verified by: TAMBUS Date Issued: NOV 22 2011