

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 94482

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

**UNICON INSURANCE AND REINSURANCE BROKERS
CORPORATION**

(Amending Articles II Primary Purpose and VII thereof)

copy annexed, adopted on November 21, 2023 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 26th day of February, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF

UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION
(Name of Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and who are residents of the Philippines, have this day voluntarily associated 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 corporation shall be:

UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION
(As amended by the Board of Directors and Stockholders representing at least 2/3 of the
outstanding capital stock on March 7, 2023)

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

PRIMARY PURPOSE

To act as insurance, reinsurance, and/or health maintenance organization (HMO) broker in such lines as fire, marine, accident, engineering, life, health, aviation, liability, casualty, plate glass, steam boiler, elevator, burglary, rent, credit, indemnity, earthquake, typhoon, automobile, fidelity, and all kinds and classes of insurance and surety bonds (As amended by the Board of Directors and Stockholders representing at least 2/3 of the outstanding capital stock on November 21, 2023).

SECONDARY PURPOSES

In furtherance of the objects enumerated herein above and not in limitation of the powers granted by law, the Corporation may do and perform any and all acts and things which may be necessary, proper and convenient for the due carrying on of its corporate activities and purposes, it being hereby expressly provided that the enumeration of specific powers and purposes herein shall not be held to limit or restrict in any manner the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although of like nature not expressed, it being understood that the Corporation may exercise any and all rights, privileges, powers and attributes.

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authorized by law upon corporation similarly organized, such as:



1. To purchase or otherwise acquire, sell, lease, convey, mortgage, or otherwise deal with any property or interest therein or easement, right or privilege in respect of any real or personal property as may now or hereafter be permitted by law and as may reasonably necessary to enable it to carry out the purposes for which the Corporation is organized;
2. To borrow, raise or obtain funds to support or carry out its objects and purposes and/or to arrange financing or equipment credit or any kind of financial or material assistance for its own account or its clients or others having dealings with the Corporation, from private or governmental sources or any or all of the same, to the extent that may be required, by any lawful guarantee or counter-guarantee, by pledge, mortgage or deed of trust, or by creating or suffering to exist a charge, lien or encumbrance, general or special, upon its revenues and/or assets and likewise by similar guarantees or counter-guarantees or other security arrangements to secure the performance by the Corporation of any obligation or liability it may undertake itself or for other companies or enterprises in which it may be interested, provided, however, that nothing herein contained shall

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be deemed to authorize the corporation to engage in the banking business.



3. To the extent allowed by law, to acquire an interest in or to enter into partnership, joint venture, co-ownership or other arrangements for sharing of profits, cooperation and assistance with any person or persons carrying on or about to carry on any business transaction, operation or work capable of being so conducted in the opinion of the Board of Directors to directly or indirectly benefit the Corporation; to purchase, operate and take over, as a going concern or otherwise, and to carry out, maintain and operate, all or any part of the property, goodwill or business of any person, firm, association or corporation deemed to be necessary or useful in carrying on the business of the Corporation and to pay the same in cash, stocks, bonds, debentures, or other obligations of the Corporation, and to undertake, assume and guarantee the liabilities of any person, firm, association or corporation whose property or business may be so taken over, shares of whose capital stock may be acquired and owned by the Corporation, but only to the extent required by law.

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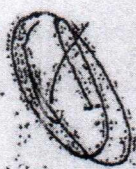
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4. To guarantee any person, firm or corporation in which the Corporation has a financial interest with any of its money or property or to invest in equity or debt instrument of other firms or corporations or to have its idle funds managed

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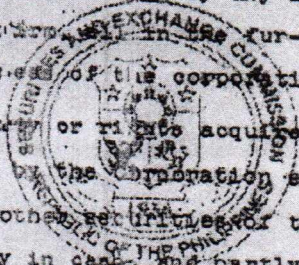
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for investment from time to time by any investment management ~~with~~ in the furtherance of the business of the corporation.

5. To pay for any property or rights acquired or services obtained by the Corporation either in cash, shares, or other securities for the Corporation or partly in cash, and partly in shares or other securities, under such terms and conditions as its Board of Directors shall determine to be reasonable.

6. To procure the Corporation to be registered or recognized or to be permitted or allowed to carry on its business at any branch or branches thereof in any foreign state, territory, or possession of any such foreign state or territory.

7. To cause or allow the legal title, estate and interest in any property or business acquired, established, or carried on by the Corporation to remain or be vested or registered in the name of, or carried on by, any other company or companies, foreign or domestic, or to be formed, and either upon trust for, or as agents or nominees of the Corporation, or upon any terms or conditions which the Board of Directors may consider for the benefit of the Corporation.

8. To enter into any agreement or contract with

any government or any of the agencies and instrumentalities thereof, or with any person or company on any undertaking that may seem conducive to the attainment of objectives of the

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Corporation or any of them, and to obtain from any such government or authority, person, or company, any rights, privileges and concessions, which the corporation may think desirable to obtain.

9. To do all such other things as are incidental or appertenant to or growing out of or connected with the aforesaid business or powers of the Corporation or any part thereof or conducive to the attainment of its corporate purposes and objects.

THIRD: That the place where the principal office of the Corporation is to be established or located is in 34th Floor Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City." *(As amended on March 9, 2016).*

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, citizenship and residences of the incorporators of said corporation are as follows:

| NAME | CITIZENSHIP | RESIDENCE |
|-----------------------------|-------------|--|
| JOHN GOKONGWEI, JR. | Filipino | 517 Buendia Ext., Makati, M.M. |
| HENRY L. GO | Filipino | 4 Rosemarie Lane, Pasig, M.M. |
| JOHNSON ROBERT GO | Filipino | Horseshoe Dr., Beverly Hills, Antipolo, Rizal |
| JAMES L. GO | Filipino | 22 Asteroid, Bel-air, Makati, M.M. |
| IGNACIO GOTAO | Filipino | 27 Pina St., Valle Verde, Pasig Metro Manila |
| EUGENIE MARQUEZ-LIM VILLENA | Filipino | 281 El Grande St., BF Homes, Paranaque, Metro Manila |
| QUIRINO A. MARQUINEZ | Filipino | 2409 Syquia Street, Sta. Ana Manila |

SIXTH.- That the number of directors of said corporation shall be nine (9) and that the names and residences

of the directors of the Corporation who are to serve until their successors are elected and qualified as provided in the By-Laws are as follows, to wit:

| <u>N A M E</u> | <u>R E S I D E N C E S</u> |
|--------------------------------|---|
| JOHN GOKONGWEI, JR. | 517 Buendia Ext. Makati Metro Manila |
| HENRY L. GO | 4 Rosemarie Lane, Pasig Metro Manila |
| JOHNSON ROBERT GO | Horseshoe Dr., Beverly Hills, Antipolo Rizal |
| JAMES L. GO | 22 Asteroid Bel-air, Makati, M.M |
| IGNACIO GOTAO | 27 Pina St. Valle Verde, Pasig, M.M |
| EUGENIE MRQUEZ-LIM VILLENNA | 281 El Grande St., BF Homes, Paranaque, M.M. |
| QUIRINO A. MARQUINEZ | 2409 SYQUIA St., Sta. Ana Manila |

SEVENTH - That the amount of authorized capital stock of the said corporation is SEVENTY MILLION (Php70,000,000.00) PESOS and said capital is divided into SEVEN HUNDRED THOUSAND (700,000) shares with the par value of ONE HUNDRED (P100.00) per share (As amended by the Board of Directors and Stockholders representing at least 2/3 of the outstanding capital stock on November 21, 2023).

Shares of stock of this corporation are taken subject to this condition that no transfer or stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be stated on the stock certificate.

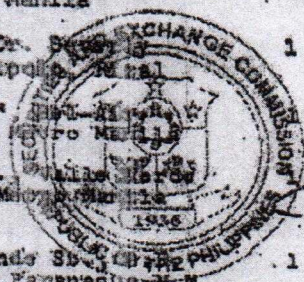
EIGHTH - that the amount of capital stock which has been actually subscribed is TWO HUNDRED THOUSAND PESOS (P200,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

| <u>Names</u> | <u>Residence</u> | <u>No. of Shares Subscribed</u> | <u>Amount of Capital Stock Subscribed</u> |
|---------------------|---|---|---|
| JOHN GOKONGWEI, JR. | 517 Buendia Ext., Makati, Metro Mla. | 1994 | 199,400.00 |

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Amount guaranteed

| | | | |
|---------------------------------|---|---|-----------------|
| HENRY L. GO | 4 Rosemarie Lane, Pasig Metro Manila | 1 | 100.00 |
| JOHNSON ROBERT GO | Horseshoe Dr. Beverly Hills, Antipolo, Rizal | 1 | 100.00 |
| JAMES L. GO | 22 Asteroid, Bel-Air Makati, Metro Manila | 1 | 100.00 |
| IGNACIO GOTAO | 27 Pina St., Valle Verde Pasig, Metro Manila | 1 | 100.00 |
| EUGENIE MARQUEZ-LIM VILLENNA | 261 El Grande St., B.F. Homes, Paranaque, M.M. | 1 | 100.00 |
| QUIRINO A. MARQUINEZ | 2409 Syquia St., Sta. Ana Manila | 1 | 100.00 |
| | | | <u>2,000.00</u> |



WITNESSETH - That the following persons have paid on the shares of capital stock for which they have authorized the amounts set out after their respective names:

| <u>N A M E S</u> | <u>RESIDENCES</u> | <u>AMOUNT PAID ON SUBSCRIPTION</u> |
|---------------------------------|--|------------------------------------|
| JOHN GOKONGWEI, JR. | 517 Buendia Ext., Makati, Metro Manila | P 49,400.00 |
| HENRY L. GO | 4 Rosemarie Lane, Pasig Metro Manila | 100.00 |
| JOHNSON ROBERT GO | Horseshoe Dr. Beverly Hills, Antipolo, Rizal | 100.00 |
| JAMES L. GO | 22 Asteroid, Bel-Air Makati, Metro Manila | 100.00 |
| IGNACIO GOTAO | 27 Pina St., Valle Verde Pasig, Metro Manila | 100.00 |
| EUGENIE MARQUEZ-LIM VILLENNA | 261 El Grande St., B.F. Homes, Paranaque, M. M. | 100.00 |
| QUIRINO A. MARQUINEZ | 2409 Syquia St., Sta. Ana, Manila | 100.00 |
| | | <u>P 50,000.00</u> |

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TENTH - That EUGENIE MARQUEZ-LIM VILLENNA has been elected by the subscribers as Treasurer 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, she has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

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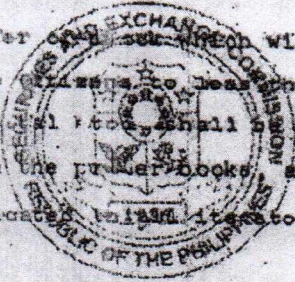
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ELEVENTH - That no transfer of ~~shares~~ ^{equity} will reduce the ownership of Filipino ~~shareholders~~ ^{shareholders} to less than the required percentage of the capital ~~to be~~ ^{to be} allowed or permitted to be recorded in the ~~books~~ ^{books}, and this restriction shall also be indicated ~~in the~~ ^{in the} stock certificates.



TWELTH - That the officers of said corporation shall receive such compensation, as the Board of Directors may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 14th of June, 1980 at Pasig, Metro Manila, Philippines.

JOHN GOKONGWEI, JR.

HENRY L. GO

JOHN T. ...

...

IGNACIO GOTAO

EUGENIE MARQUEZ-LIM VILENA

With My Marital Consent:

QUEBING A. MARQUEZ

LAMBERTO VILENA

SIGNED IN THE PRESENCE OF:
Date: 14-11-2014 Time: 7:12:2 AM

ACKNOWLEDGEMENT

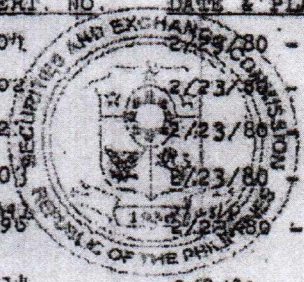
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REPUBLIC OF THE PHILIPPINES), s.s.
PASIG, METRO MANILA

BEFORE ME, a Notary Public for and in Pasig, this 14th day of June, 1980, personally appeared the following, to wit:

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| N A M E | RES. CERT. NO. | DATE & PLACE ISSUED |
|--------------------------------|----------------|-----------------------|
| JOHN GOKONGWEI, JR. | 384204 | 2/23/80 - Pasig, M.M. |
| HENRY L. GO | 384202 | 2/23/80 - Pasig, M.M. |
| JOHNSON ROBERT GO | 38422 | 2/23/80 - Pasig, M.M. |
| JAMES L. GO | 384203 | 2/23/80 - Pasig, M.M. |
| EUGENEE MARQUEZ-LIM VELLENA | 384195 | 2/23/80 - Pasig, M.M. |
| LAMBERTO VELLENA | 393414 | 3/8/80 - Pasig, M.M. |
| QUIRINO A. MARQUEZ | 18227 | 2/12/80 - 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 act and voluntary deed.

IN WITNESS WHEREOF, I have hereunto affixed my seal and signature on the date and at the place first above given.

X
W
D

PEDRO S. JUANETAS
Notary Public
Notal. Com. 31, 1980
PTR# 0596261
Issued at Pasig, M.M.
On Jan. 23, 1980

Doc. No. 242
Page No. 23
Book No. VI
Series of 1980.

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er Name: 06rvpascua

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UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION



DIRECTORS' CERTIFICATE

We, the undersigned, being the Chairman of the Board, the Corporate Secretary and the members of the Board of Directors of UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 25th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, hereby certify that:

(1) The Articles of Incorporation of the Corporation was amended by the majority vote of the Board of Directors and by the affirmative vote of the stockholders representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation at the Joint Special Meeting of the Shareholders and Board of Directors which was held at the principal office of the Corporation on November 21, 2023, whereby the following resolutions were approved:

(a) Amendment of the first paragraph of Article Second

"RESOLVED, that the first paragraph of Article SECOND of the Articles of Incorporation of the Corporation be amended to read as follows:

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

PRIMARY PURPOSE

To act **as insurance, reinsurance, and/or health maintenance organization (HMO)** broker in such lines as fire, marine, accident, engineering, life, health, aviation, liability, casualty, plate glass, steam boiler, elevator, burglary, rent, credit, indemnity, earthquake, typhoon, automobile, fidelity, and all kinds and classes of insurance and surety bonds (**As amended by the Board of Directors and Stockholders representing at least 2/3 of the outstanding capital stock on November 21, 2023**)

xxx xxx xxx

RESOLVED FINALLY, that Mr. Elfren Antonio S. Sarte, Chairman of the Corporation and/or Atty. Andre Ria B. Buzeta-Acero, Corporate Secretary of the Corporation, be authorized and empowered, to do any and all acts necessary and proper to give the foregoing resolutions force and effect."

(b) Amendment of Article Seventh

“RESOLVED, that the authorized capital stock of UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION (the “Corporation”) be increased from Fifty Million Pesos (Php50,000,000.00) divided into Five Hundred Thousand (500,000) common shares with a par value of One Hundred Pesos (Php100.00) per share, to Seventy Million Pesos (Php70,000,000.00) divided into Seven Hundred Thousand (700,000) common shares with a par value of One Hundred Pesos (Php100.00) per share;

RESOLVED, that the first paragraph of Article Seventh of the Articles of Incorporation of the Corporation be amended to read as follows:

“SEVENTH: That the amount of authorized capital stock of the said corporation is SEVENTY MILLION (Php70,000,000.00) PESOS and said capital stock is divided into SEVEN HUNDRED THOUSAND (700,000) shares with the par value of ONE HUNDRED (P100.00) per share (As amended by the Board of Directors and Stockholders representing at least 2/3 of the outstanding capital stock on November 21, 2023).”

RESOLVED FINALLY, that Mr. Elfren Antonio S. Sarte, Chairman of the Corporation and/or Atty. Andre Ria B. Buzeta-Acero, Corporate Secretary of the Corporation, be authorized and empowered, to do any and all acts necessary and proper to give the foregoing resolutions force and effect.”

(2) The attached is a full, complete, true and correct copy of the Amended Articles of Incorporation of the Corporation, as amended.

IN WITNESS WHEREOF, we have signed this Certificate this _____ at _____, Philippines.

(Signature page follows)



ELFREN ANTONIO S. SARTE

Director
TIN: 107-790-157



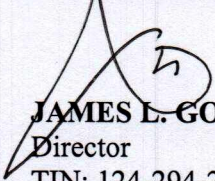
LANCE Y. GOKONGWEI

Director
TIN: 116-312-586



TRIZA MINNEL L. ORETA

Director
TIN: 206-626-078



JAMES L. GO

Director
TIN: 124-294-200



FREDERICK D. GO

Director
TIN: 112-934-209



ROBINA GOKONGWEI-PE

Director
TIN: 139-634-860

ANDRO M. YEE

Director
TIN: 114-686-278

ANGELES Z. LORAYES

Independent Director
TIN: 123-371-538

ESPERANZA S. OSMEÑA

Independent Director
TIN: 123-371-626



ANDRE RIA BUZETA-ACERO

Corporate Secretary
TIN: 300-008-145

SUBSCRIBED AND SWORN TO before me this DEC 06 2023 at PASIG CITY, affiants exhibiting to me their following identification cards:

| <u>Name</u> | <u>Government-issued ID</u> |
|---------------------------|-----------------------------|
| Elfren Antonio S. Sarte | TIN No.: 107-790-157 |
| Lance Y. Gokongwei | TIN No.: 116-312-586 |
| Triza Minnel L. Oreta | TIN No.: 206-626-078 |
| James L. Go | TIN No.: 124-292-200 |
| Frederick D. Go | TIN No.: 112-934-209 |
| Andre Ria B. Buzeta-Acero | TIN No.: 300-008-145 |

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

WITNESS my hand and seal at the place and date first above written.

Doc. No. 249
Page No. 51;
Book No. 1;
Series of 2023.

PHOENIX ANNE S. BAYONA
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 333
Until December 31, 2024 pursuant to Bar Matter No. 3795
40th Floor Robinsons Equitable Tower, ADB Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 82586
IBP No. 266757 / 01-04-2023 (for 2023)
PTR No. 0458051 / 03-23-2023 / Pasig City

UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION

AFFIDAVIT OF NO INTRACORPORATE DISPUTE

I, **ANDRE RIA BUZETA-ACERO**, of legal age, Filipino, with office address at the 40th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **UNICON INSURANCE AND REINSURANCE BROKERS CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 25th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila;
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.


ANDRE RIA BUZETA-ACERO
Corporate Secretary

SUBSCRIBED AND SWORN to before me a Notary Public for and in the City of PASIG this DEC 05 2023, affiant exhibited to me her Tax Identification with No. 300-008-145.

Doc. No. 240 ;
Page No. 49 ;
Book No. I ;
Series of 2023.


PHOEBE ANN S. BAYONA
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 333
Until December 31, 2024 pursuant to Bar Matter No. 3795
40th Floor Robinsons Equitable Tower, ADB Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 62586
IBP No. 269757 / 01-04-2023 (for 2023)
PTR No. 0458051 / 03-22-2023 / Pasig City