

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

COMPANY REG. NO. 14025

**CERTIFICATE OF FILING OF AMENDED BY-LAWS**

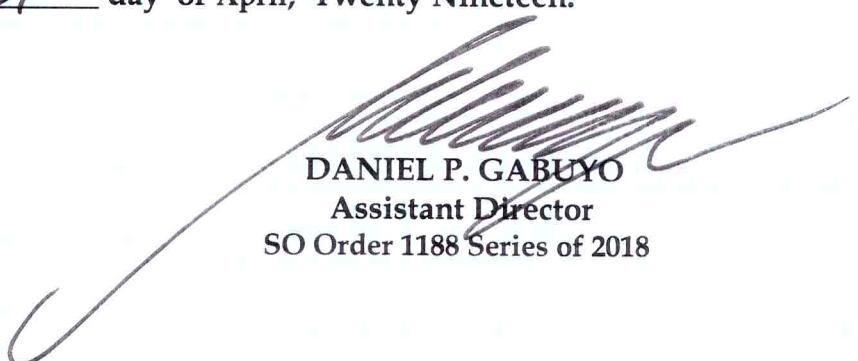
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**FPG INSURANCE CO., INC.**

copy annexed, adopted on November 05, 2018 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 5<sup>th</sup> day of April, Twenty Nineteen.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1188 Series of 2018

AT/qba

# COVER SHEET

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT -BL

SEC Registration Number

1 4 0 2 5

ARTICLE XII - Indemnification

Former Company Name

F P G I N S U R A N C E C O . I N C .

AMENDED TO:  
New Company Name

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

6 / F Z U E L L I G B L D G M A K A T I A V E

C O R N E R P A S E O D E R O X A S , M A K A T I

C I T Y

ZIP CODE

COMPANY INFORMATION

Company Email Address

aperalta@zuellig  
pharma.com

Company's Telephone Number/s

7893 403

Mobile Number

0917 8838735

CONTACT PERSON INFORMATION

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

Name of Contact Person

Atty. Ana Liza Peralta

Email Address

aperalta@zuellig  
pharma.com

Telephone Number/s

7893 403

Mobile Number

0917 8838735

Contact Person's Address

Km. 14, West Service Rd., South Superhighway corner Edison St., Sun Valley

Paranaque City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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





Republic of the Philippines  
Department of Finance  
**INSURANCE COMMISSION**  
1071 United Nations Avenue  
Manila



**1<sup>st</sup> ENDORSEMENT**  
**17 December 2018**

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila, the attached amended By-Laws of **FPG INSURANCE CO., INC.** with office address at Zuellig Building, 6<sup>th</sup> Floor, Makati Avenue corner Paseo de Roxas, Makati City, 1225, Philippines with the advise that the Insurance Commission has no objection to its registration and taken note of the amendment.

**AMENDED BY-LAWS**

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify every current or former Director or officer, his or her heirs, executors and administrators against all costs and expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with any civil, criminal, legal, administrative or investigative action, suit or proceedings to which he may be or is made a party or is threatened to be included as a party to any threatened, pending or ongoing proceedings, by reason of the fact he or she is or was a Director or officer of the Corporation or serving, or was serving, on behalf or at the direction of the Corporation, as a director or officer of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise, so long as he or she was acting or acted honestly and in good faith or to the best interests of the Corporation and where he had no reasonable cause to believe that his or her conduct was unlawful, except in relation to matters as to when he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; (As amended on November 5, 2018)

Section 2. The cost and expenses, including legal fees, incurred by the Director or officer in defending any civil, criminal, legal, administrative or investigative proceeding may be paid by the Corporation in advance of the final disposition of such proceeding, suit or action, upon receipt of an undertaking by or in behalf of the Director or officer or by the former Director or officer, to repay the amount if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation or that he or she committed a breach of duty; (As amended on November 5, 2018)

Section 3. The Corporation may purchase and maintain insurance in relation to any person who is or was a Director, officer or liquidator of the Corporation or who, at the request of the Corporation is, or was serving as a Director, officer or liquidator of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in that capacity, whether or not the Corporation has or would have had the power to indemnify the person against such liability as provided herein. (As amended on November 5, 2018)

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

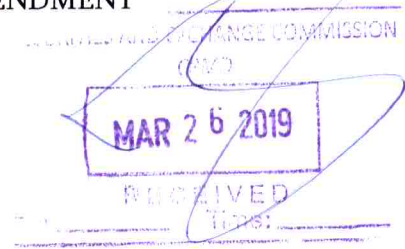
By Authority of the Insurance Commissioner:

  
**FERDINAND GEORGE A. FLORENDO**  
Deputy Insurance Commissioner

DIRECTORS' CERTIFICATE ON THE AMENDMENT  
OF THE BY-LAWS

OF

FPG INSURANCE CO., INC.



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned Corporate Secretary and majority of the Board of Directors of  
FPG INSURANCE CO., INC. do hereby certify:

That at the Special Meeting of the Stockholders held on November 5, 2018 at its  
principal office at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas Makati City, ,  
stockholder representing more than two-thirds (2/3) of the Corporation's outstanding capital  
stock, resolve to amend the By-Laws of the Corporation, to read as follows:

"RESOLVED, that the Board of Directors of FPG INSURANCE CO., INC. hereby  
approves the amendment of the By-Laws to include Article VIII, Indemnification  
of Directors and Officers, to read as follows:

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify every current or former  
Director or officer, his or her heirs, executors and administrators against all costs  
and expenses, including legal fees, and against all judgments, fines and amounts  
paid in settlement and reasonably incurred in connection with any civil, criminal,  
legal, administrative or investigative action, suit or proceedings to which he may  
be or is made a party or is threatened to be included as a party to any threatened,  
pending or ongoing proceedings, by reason of the fact he or she is or was a  
Director or officer of the Corporation or serving, or was serving, on behalf or at  
the direction of the Corporation, as a director or officer of, or in any other  
capacity is or was acting for, another body corporate or a partnership, joint  
venture, trust or other enterprise, so long as he or she was acting or acted  
honestly and in good faith and to the best interests of the Corporation and where  
he had no reasonable cause to believe that his or her conduct was unlawful,  
except in relation to matters as to when he or she shall be finally adjudged in such  
action, suit or proceeding to be liable for negligence or misconduct;



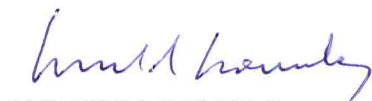
Section 2. The cost and expenses, including legal fees, incurred by the Director or officer in defending any civil, criminal, legal, administrative or investigative proceedings may be paid by the Corporation in advance of the final disposition of such proceedings, suit or action, upon receipt of an undertaking by or in behalf of the Director or officer or by the former Director or officer, to repay the amount if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation or that he or she committed a breach of duty;

Section 3. The Corporation may purchase and maintain insurance in relation to any person who is or was a Director, officer or liquidator of the Corporation or who, at the request of the Corporation is, or was serving as a Director, officer or liquidator of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in that capacity, whether or not the Corporation has or would have had the power to indemnify the person against such liability as provided herein.”

That the above amendment was approved by a unanimous vote of the members of the Board of Directors of the Corporation and by a vote of the stockholders representing more than two-thirds (2/3) of the Corporation’s total stock on November 5, 2018, in accordance with Section 16 of the Corporation Code of the Philippines.

We do hereby certify that the attached document is a true and correct copy of the By-Laws, as amended.

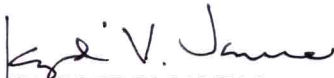
IN WITNESS WHEREOF, we hereby set our hands and affixed our signatures this 22<sup>nd</sup> day of November, 2018 at Makati City, Philippines.



RICARDO J. ROMULO

Chairman

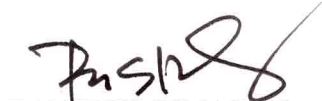
TIN- 130-998-357



KASIGOD V. JAMIAS

Director

TIN- 106-178-264



RAMON Y. DIMACALI

Director

TIN- 129-455-806

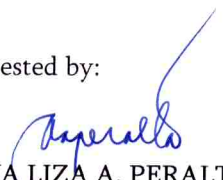


STEPHEN BLASINA

Director

TIN – 433-8714-976

Attested by:

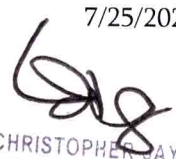
  
ANA LIZA A. PERALTA  
Corporate Secretary  
TIN-171-458-067

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.

SUBSCRIBED AND SWORN to before me this JAN 10 2019 day of JAN 10 2019 2018 at MAKATI CITY, affiant exhibiting to me their Passports, as follows:

NAME	NO.	PASSPORT DETAILS		PLACE OF ISSUE
		DATE ISSUED	VALID UNTIL	
Ricardo J. Romulo	P3989237A	8-10-2017	8-9-2022	DFA, Manila
Kasigod V. Jamias	EC2073664	9-12-2014	9-22-2019	DFA, Manila
Ramon Y. Dimacali	P7962121A	7/17/2018	7/16/2028	DFA, NCR South
Stephen Blasina	E4074392	2/6/2012	2/6/2022	Australia
Ana Liza A. Peralta	P3809614A4	7/26/2017	7/25/2022	DFA, Manila

Doc. No. 336;  
Page No. 68;  
Book No. I;  
Series of 2018

  
ATTY. CHRISTOPHER JAY R. SACLUTI  
Commission No. M-77  
Notary Public for Makati City  
Until December 31, 2020  
6F Zuellig Building, Makati Ave, Makati City  
IBP Roll No. 54071/April 30, 2007/ Lifetime Roll No. 67  
PTR No. 7287154/11-28-2018/Makati City  
MCLE Compliance No. VI-0014022

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.

### SECRETARY'S CERTIFICATE

I, **ATTY. ANA LIZA A. PERALTA**, Corporate Secretary of **FPG INSURANCE CO., INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office and place of business at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City, after having been duly sworn in accordance with law, hereby certify that the Board of Directors in its Special Meeting held at its principal office on **November 5, 2018**, approved among others, the following resolutions:

FPG Insurance Co., Inc.

Circular Resolution No. 11-5-2018(30)

"RESOLVED, that the Board of Directors of **FPG INSURANCE CO., INC.** (the "Corporation") unanimously approved the amendment of the Corporation's By-Laws, mainly include Article XII, Indemnification of Directors and Officers, to read as follows:

#### ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify every current or former Director or officer, his or her heirs, executors and administrators against all costs and expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with any civil, criminal, legal, administrative or investigative action, suit or proceedings to which he may be or is made a party or is threatened to be included as a party to any threatened, pending or ongoing proceedings, by reason of the fact he or she is or was a Director or officer of the Corporation or serving, or was serving, on behalf or at the direction of the Corporation, as a director or officer of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise, so long as he or she was acting or acted honestly and in good faith and to the best interests of the Corporation and where he had no reasonable cause to believe that his or her conduct was unlawful, except in relation to matters as to when he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

Section 2. The cost and expenses, including legal fees, incurred by the Director or officer in defending any civil, criminal, legal, administrative or investigative proceedings may be paid by the Corporation in advance of the final disposition of such proceedings, suit or action, upon receipt of an undertaking by or in behalf of the Director or officer or by the former Director or officer, to repay the amount if it shall ultimately be determined that the Director or officer is not



entitled to be indemnified by the Corporation or that he or she committed a breach of duty;

Section 3. The Corporation may purchase and maintain insurance in relation to any person who is or was a Director, officer or liquidator of the Corporation or who, at the request of the Corporation is, or was serving as a Director, officer or liquidator of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in that capacity, whether or not the Corporation has or would have had the power to indemnify the person against such liability as provided herein."

IN WITNESS WHEREOF, I have hereunto set my hand this 22<sup>nd</sup> day of November, 2018 at Makati City.

  
ANA LIZA A. PERALTA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the City of Makati, Philippines, this \_\_\_\_\_ day of DEC 06 2018, 2018, affiant who is personally known to me and whose identity I have confirmed through her Passport under Passport No. P3809614A4 issued in DFA, Manila on July 26, 2017 and valid until July 25, 2022, bearing the affiant's photograph and signature.

Doc. No. 470;  
Page No. 95;  
Book No. 1;  
Series of 2018.

  
**JAMES FRANCIS S. VILLANUEVA**  
Notary Public-Makati City; Until 31 December 2019  
Attorney Roll No. 70305 / Appointment No. M-70  
MENESES GONZALEZ & GUPIT LAW OFFICES  
18/F 88 Corporate Center, Valero cor. Sedeño Sts., Makati City  
PTR No. 6615744 / 04 January 2018 / Makati City  
IBP No. 020465 / 05 January 2018 / Makati Chapter

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.

### SECRETARY'S CERTIFICATE

I, **ATTY. ANA LIZA A. PERALTA**, Corporate Secretary of **FPG INSURANCE CO., INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office and place of business at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City, m. after having been duly sworn in accordance with law, hereby certify that the Stockholders in its Special Meeting held at its principal office on **November 5, 2018**, approved among others, the following resolutions:

FPG Insurance Co., Inc.

Circular Resolution No. 11-5-2018(31)

"RESOLVED, that the stockholders of **FPG INSURANCE CO., INC.** unanimously approved the amendment of the By-Laws, mainly to include Article XII, Indemnification of Directors and Officers, to read as follows:

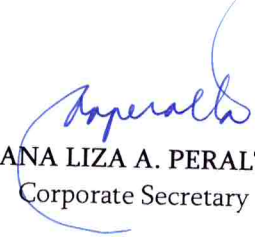
#### ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify every current or former Director or officer, his or her heirs, executors and administrators against all costs and expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with any civil, criminal, legal, administrative or investigative action, suit or proceedings to which he may be or is made a party or is threatened to be included as a party to any threatened, pending or ongoing proceedings, by reason of the fact he or she is or was a Director or officer of the Corporation or serving, or was serving, on behalf or at the direction of the Corporation, as a director or officer of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise, so long as he or she was acting or acted honestly and in good faith and to the best interests of the Corporation and where he had no reasonable cause to believe that his or her conduct was unlawful, except in relation to matters as to when he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

Section 2. The cost and expenses, including legal fees, incurred by the Director or officer in defending any civil, criminal, legal, administrative or investigative proceedings may be paid by the Corporation in advance of the final disposition of such proceedings, suit or action, upon receipt of an undertaking by or in behalf of the Director or officer or by the former Director or officer, to repay the amount if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation or that he or she committed a breach of duty;

Section 3. The Corporation may purchase and maintain insurance in relation to any person who is or was a Director, officer or liquidator of the Corporation or who, at the request of the Corporation is, or was serving as a Director, officer or liquidator of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in that capacity, whether or not the Corporation has or would have had the power to indemnify the person against such liability as provided herein."

IN WITNESS WHEREOF, I have hereunto set my hand this 22<sup>nd</sup> day of November, 2018 at Makati City.

  
ANA LIZA A. PERALTA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me, A Notary Public for and in the City of Makati, Philippines, this \_\_\_\_\_ day of DEC 06 2018, 2018, affiant who is personally known to me and whose identity I have confirmed through her Passport under Passport No. P3809614A4 issued in DFA, Manila on July 26, 2017 and valid until July 25, 2022, bearing the affiant's photograph and signature.

Doc. No. 471;  
Page No. 96;  
Book No. 1;  
Series of 2018.

  
**JAMES FRANCIS S. VILLANUEVA**  
Notary Public-Makati City; Until 31 December 2019  
Attorney Roll No. 70305 / Appointment No. M-70  
MENESES GONZALEZ & GUPIT LAW OFFICES  
18/F 88 Corporate Center, Valero cor. Sedeño Sts., Makati City  
PTR No. 6615744 / 04 January 2018 / Makati City  
IBP No. 020465 / 05 January 2018 / Makati Chapter



AMENDED BY-LAWS  
OF  
FPG INSURANCE CO., INC.  
(Formerly: Federal Phoenix Assurance Company, Inc.)  
As amended on November 19, 2014

ARTICLE I - MEETING OF STOCKHOLDERS

Section 1. ANNUAL MEETING - The annual meeting of stockholders shall be held on the last Thursday of April in each year, unless such day be a holiday in which case the meeting shall be held on the next succeeding business day, at the principal office of the company.

Section 2. SPECIAL MEETINGS - Special meetings of stockholders may be called by the President, or by order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the President to order and call such meetings whenever the holder of the record of not less than one-fourth of the outstanding capital stock of the company with voting privilege shall in writing so request.

Section 3. NOTICES - Notice of the time and place of holding any annual meeting, if held otherwise than as provided in the first sentence of Section 1 of this Article, or any special meeting, of stockholders shall be given either by posting the same enclosed in a postage prepaid envelope, address to each stockholder of record with voting privilege at the address left by such stockholder with the Secretary of the company or at his last known post-office address, or by delivering the same to him in person, at least five (5) days before the date set for such meeting. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all stockholders with voting privilege. These by-laws shall be sufficient notice of the regular annual meeting, and no further notice need to be given.

No notice of any meeting need to be published in any newspaper or in any other medium.

Failure to give or any defect or irregularity in giving the notice of any meeting shall not affect or invalidate any action taken at such meeting.

If all stockholders with voting privilege shall, in person, or by attorney or proxy appointed in writing, waive notice of any meeting, either annual or special, no notice of such meeting shall be required, and any action taken at a meeting held pursuant to such waiver shall be valid and binding.

Section 4. ORDER OF BUSINESS - The order of business at the annual meeting of stockholders shall be as follows:

- (1) Proof of the required notice of the meeting
- (2) Proof of the presence of a quorum
- (3) Reading of minutes of previous meeting and action thereon
- (4) Report of Board of Directors
- (5) Unfinished business

- (6) New business
- (7) Election of Directors for ensuing year
- (8) Adjournment

The order of business to be followed at any meeting may be determined by the presiding officer or by vote of the majority in interest of the stockholders with voting privilege present or represented at such meeting.

Section 5. VOTING - At every meeting of stockholders, every stockholder with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the company; provided, however, that in the case of the election of directors every stockholder with voting privilege shall be entitled to accumulate his votes in the manner provided by law. Every stockholder entitled to vote at any meeting of stockholders may vote by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to the Secretary and the inspectors of election and shall be lodged with the secretary at the time of the meeting if he shall so request.

Section 6. QUORUM - A quorum at any meeting of the stockholders shall consist of a majority of the subscribed capital stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting and in the absence of a quorum the stockholders attending or represented at the time and place at which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to preside at such meeting or to act as Secretary thereof may adjourn such meeting for any period.

Section 7. ELECTION OF INSPECTORS - The stockholders with voting privilege may at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of stockholders until the close of the next annual meeting. If any inspector shall refuse to serve or neglect to attend any meeting of stockholders, or his office shall become vacant, the members present at the meeting may appoint an inspector in his place.

Section 8. MINUTES - Minutes of all meetings of stockholders shall be carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

## ARTICLE II - BOARD OF DIRECTORS

Section 1. QUALIFICATIONS - The Board of Directors shall consist of seven (7) members. (As amended at the special meeting of the stockholders held on March 26, 1974).

All Directors shall be holders of at least one share of the voting stock of the company in their own right, and at least three directors shall be residents of the Philippines.

Section 2. ELECTION - The directors shall be elected annually by the stockholders at the annual meeting, and shall hold office until their successors are appointed, unless earlier removed from office as provided by law.

Section 3. POWERS AND QUORUM - The Directors shall act only as a Board, and the individual directors shall have no power as such.

A majority of the whole number of directors shall constitute a quorum for the transaction of business, and every decision of a majority of a quorum duly assembled as a board shall be valid as a corporate act.

In the absence of a quorum, one or more directors present at the time and place for which a meeting shall have been called, may adjourn any meeting from time to time until a quorum shall be present.

Section 4. DUTIES - The corporate powers of the company shall be exercised, and all the business of the company shall be controlled by the board of directors.

The directors shall perform duties enjoined upon them by law and by these by-laws.

The Board of Directors may delegate to the officers of the company such powers and duties as they may deem proper and which they may be entitled by law to so delegate.

Section 5. MEETINGS - The Board of Directors shall meet as soon as practicable after the annual meeting, of which directors' meeting no notice shall be required. Thereafter, regular meetings may be held at such times and places, and upon such notice as the Board of Directors by resolution may prescribe. Special meetings of the Board may be called by the President or by the written request of any two directors, upon at least one day's notice of the time and place of the holding of the meeting, given personally, or by letter, telegram or telephone. Any regular or special meeting of the Board of Directors may be held in the City of Manila or at such other places either within or without the Philippines or via teleconference as may be designated by the Board. (As amended on May 8, 2003).

Section 6. VACANCIES - If any vacancy shall occur among the directors by death, or from any other cause, such vacancy may be filled by vote of a majority of a quorum present at any director's meeting.

In case of a vacancy in the Board of Directors, the remaining directors shall constitute to act, but if any time their number may be reduced to less than a quorum, the vacancy shall be filled by the stockholders at a special meeting called for the purpose.

Directors may be removed and the vacancies so caused shall be filled in the manner prescribed by law.

Section 7. COMPENSATION - Directors shall receive such compensation for their services as may from time to time be fixed by the stockholders.



Section 8. MINUTES - Minutes of all meetings of the Board of Directors shall be kept and shall be carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

#### ARTICLE III – OFFICERS, AGENTS AND EMPLOYEES

Section 1. DESIGNATIONS - The Board of Directors at their first meeting, and annual thereafter, shall elect as officers of the company a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer and a Secretary, and may from time to time elect one or more Assistant Secretaries, Assistant Treasurers, and such other officers as they may deem proper. (As amended at the Annual Meeting of the stockholders held on April 11, 1967).

The Chairman of the Board, the President, and the Vice-Presidents who may be designated to act as President in the absence or inability to act as the President, shall be directors. Other officers need not be directors or stockholders. (As amended at the Annual Meeting of the Stockholders held on May 11, 1970).

The Secretary shall be a resident of the Philippines and a citizen of the Philippines.

Every officer, except the general manager, who may be appointed by the Board for a term of years, shall hold office only during the pleasure of the Board of Directors, and all vacancies occurring among such officers, however, arising shall be filled by the Board.

Section 2. COMPENSATION - The compensation of all officers elected or appointed by the Board of Directors shall be fixed by the Board.

Section 3. (a). CHAIRMAN OF THE BOARD - The Chairman of the Board shall preside at all meetings of the stockholders and the Board of Directors. He shall submit an annual report on the operations of the corporation to the stockholders at the annual meeting. He may also exercise such other and further powers as may be conferred upon him from time to time by the Board of Directors. (As amended at the annual meeting of the stockholders held on April 11, 1967)

Section 3. (b). PRESIDENT - The President shall be the chief executive officer of the company. In case of the absence or temporary incapacity of the Chairman of the Board, he shall preside at all meetings of the Board and shall act as the temporary chairman at and call to order all meetings of the stockholders of the company. (As amended at the annual meeting of the stockholders on April 11, 1967).

Section 4. GENERAL MANAGER/S - The Board of Directors may contract for the services of a General Manager/s who shall serve for such period and with such fee, authority and duties as may be provided by the contract of employment.

Section 5. VICE-PRESIDENT - The Vice-Presidents shall have such powers and perform such duties as are prescribed by these by-laws, and as may be required of them by the Board of Directors. In case of the absence or inability to act of the President, the Vice-President,

or if there be more than one, such Vice-President as the Board of Directors may designate for the purpose, shall have the power and discharge the duties of the President.

Section 6. SECRETARY - The Secretary shall keep all the minutes of the meetings of the stockholders, the Board of Directors, and of all committees, in a book or books kept for that purpose. He shall keep in safe custody the seal of the company, and when authorized by the Board of Directors, he shall affix such seal to any instrument requiring same. The Corporate Seal of the company so affixed shall always be attested by the signature of the Secretary or the Assistant Secretary. The Secretary shall have charge of the stock certificate book and such other books and papers as the Board of Directors may direct. He shall attend to the giving and serving of all notices and shall have such other powers and perform such other duties as pertain to his office or as the Board of Directors may from time to time assign him. In the absence of the Secretary or in his inability to act, the Assistant Secretary designated by the Board of Directors shall have all the foregoing powers and duties.

Section 7. ASSISTANT SECRETARIES - The Board of Directors may delegate to the Assistant Secretaries all or any part of the duties of the Secretary.

Section 8. TREASURER - The Treasurer shall have charge of the funds, securities, receipts and disbursements of the company, and shall have power, subject to such limitations or conditions as the Board of Directors may fix, to sign check or drafts upon banks and depositories of the company, and to endorse checks and drafts for deposit with banks and depositories of the company, and to endorse checks and drafts for deposit with banks and depositories to the credit of the company. He shall deposit, or cause to be deposited, all moneys and other valuable effects in the name and to the credit of the company in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors may from time to time designate. He shall render to the President or to the Board of Directors whenever required an account of the financial condition of the company and of all his transactions as Treasurer. As soon as practicable after the close of each fiscal year, he shall make and submit to the Board of Directors a like report for such fiscal year. He shall keep correct books of account of all the business and transactions of the company. He shall furnish a bond conditioned upon the faithful performance of his duties, if and as required so to do by the Board of Directors, the amount of said bonds to be determined and fixed by said Board. In case of the absence of the Treasurer or his inability to act, the Assistant Treasurer, or, if there be more than one, such Assistant Treasurer as the Board of Directors may designate, shall have all the foregoing powers and duties.

Section 9. AUDITORS - The books of the company shall be audited at least once each year by a firm of independent auditors selected by the Board of Directors.

Section 10. ASSISTANT TREASURERS - The Assistant Treasurers, if and when appointed by the Board of Directors, shall have power, with such limitations or conditions as the Board may fix, to sign checks and drafts upon banks and depositories of the company, and to endorse checks and drafts for deposit with such banks or depositories to the credit of the company.

The Assistant Treasurer shall perform such other and further duties as may be prescribed by the Board of Directors or by the President from time to time.



They shall, if the Board of Directors so require, give a bond for the faithful performance of their duties in such amount as the Board of Directors may require.

Section 11. SECRETARY-TREASURER - If and when the Board of Directors so determine, the Secretary and the Treasurer may be one and the same person performing in such case the duties of both the Secretary and the Treasurer prescribed by the by-laws or as required by the Board of Directors.

Section 12. AGENTS AND EMPLOYEES - The Board of Directors may appoint such other agents and employees as they may deem proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officer, subject, however, to any special agreement as to the length of time of service.

Section 13. POWERS, DUTIES AND COMPENSATION - The Board of Directors shall from time to time prescribe the powers and duties and fix the compensation of the officers, agents, and employees of the company when such power and duties are not prescribed by the by-laws.

#### ARTICLE IV - CONTRACTS AND OBLIGATIONS

Section 1. No agreement, contract, or obligations involving the payment of money or the credit or liability of the company shall be made without the approval by the Board of Directors, except by an officer or agent thereunto generally or specifically authorized by the Board of Directors.

#### ARTICLE V - INVESTMENTS, BANKS, DEPOSITORIES, CHECKS AND DRAFTS

Section 1. INVESTMENTS - No investment or any character shall be made without the approval by the Board of Directors.

Section 2. FUNDS - The funds of the company shall be disbursed by checks or drafts upon the authorized depositories of the company signed by such officer or officers as the Board of Directors may from time to time designate.

#### ARTICLE VI - SHARES AND THEIR TRANSFERS

Section 1. ISSUE AND TRANSFER - The Board of Directors shall provide for the issue and transfer of the capital stock of the company and shall prescribe the form of the certificate of stock. Every owner of the stock of the company shall be entitled to a certificate of stock certifying the number of shares owned by him. It shall be signed by the President or a Vice-President and countersigned by the Secretary or Assistant Secretary and sealed with its corporate seal. Certificates of stock shall be issued in consecutive order from Certificate books of the company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person, firm or corporation owning



the stock represented by such certificate, the number of shares in respect of which the certificate is issued, and in the case of cancellation, the date thereof.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book and no new certificate shall be issued for exchanged or cancelled certificates until the old certificate has been so cancelled or returned to its place in the certificate book, except in the cases provided for in Section 4 Article VI of these by-laws.

Section 2. STOCK AND TRANSFER BOOK - There shall be kept by the Secretary of the company a book to be known as the "Stock and Transfer Book" containing the names, alphabetically arranged, of the stockholders of the company, showing their places of residence, the number of shares of stock held by them, respectively, the time when they became the owners thereof, and the amounts paid thereof, as well as all other entries required by law. Transfers of stock shall be made only on the transfer books of the company by the holder in person, or by his duly authorized attorney, on surrender of the certificate or certificates representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the company. The Board of Directors may appoint some suitable entity or individuals to facilitate the transfer of shares, under such regulations as the Board of Directors may from time to time prescribe.

Section 3. LOSS OR DESTRUCTION OF CERTIFICATES - The Board of Directors may direct a new certificate or certificates of stock to be issued in the place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed after compliance with the requirements of Republic Act No. 201.

Section 4. TRANSFEREES, MORTGAGEES AND PLEDGEEES - Transferees, mortgages, and pledges of stock of the company or of any interest therein, shall promptly transfer the same, register notice of their lien, on the books of the company, and their failure to do so shall stop them from making any claim against the company by reason of the insurance of another certificate in the name or to the order of the owner or registered holder of the original certificate, or for any other reason. Transferees, mortgages, and pledges of the stock of the company, or of any interest therein, are required to ascertain from the stock certificate and stock transfer books of the company that the company has no claims or defence against the holder or registered owner of the certificate transferred and shall hold all certificates subject to all claims or defences noted therein. This section shall not be construed as a limitation upon a waiver of any rights, claims or defences not noted in the stock certificate or stock transfer book of the company.

#### ARTICLE VII - ADDRESSES

Section 1. ADDRESSES - Every stockholder and transferee, and every attorney and proxy for any stockholder, shall furnish the secretary with an address at which notices of meetings and all other corporate notices from any officer of the company may be served upon or mailed to him, and in default thereof notices may be addressed to him either at his last known address or at the office of the company.

ARTICLE VIII - DIVIDENDS

Section 1. DIVIDENDS - The Board of Directors may declare dividends only from the surplus profit arising from the business of the company.

ARTICLE IX - CORPORATE SEAL

Section 1. CORPORATE SEAL - The corporate seal of the company, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words:

FEDERAL INSURANCE COMPANY, INC.  
MANILA, PHILIPPINES  
INCORPORATED 1958

ARTICLE X - FISCAL YEAR

Section 1. FISCAL YEAR - The fiscal year of the company shall begin on the first day of January in each year and on the thirty first day of December following.

ARTICLE XI - AMENDMENTS

Section 1. AMENDMENTS - These by-laws or any of them, may be amended or repealed at any regular meeting of the stockholders owning at least a majority of the subscribed capital stock or at a special meeting duly called for that purpose.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify every current or former Director or officer, his or her heirs, executors and administrators against all costs and expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with any civil, criminal, legal, administrative or investigative action, suit or proceedings to which he may be or is made a party or is threatened to be included as a party to any threatened, pending or ongoing proceedings, by reason of the fact he or she is or was a Director or officer of the Corporation or serving, or was serving, on behalf or at the direction of the Corporation, as a director or officer of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise, so long as he or she was acting or acted honestly and in good faith and to the best interests of the Corporation and where he had no reasonable cause to believe that his or her conduct was unlawful, except in relation to matters as to when he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; (As amended on November 5, 2018)

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As amended at the Special Stockholders' Meeting held at its principal office on November 5, 2018.

Section 2. The cost and expenses, including legal fees, incurred by the Director or officer in defending any civil, criminal, legal, administrative or investigative proceedings may be paid by the Corporation in advance of the final disposition of such proceedings, suit or action, upon receipt of an undertaking by or in behalf of the Director or officer or by the former Director or officer, to repay the amount if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation or that he or she committed a breach of duty; (As amended on November 5, 2018)

Section 3. The Corporation may purchase and maintain insurance in relation to any person who is or was a Director, officer or liquidator of the Corporation or who, at the request of the Corporation is, or was serving as a Director, officer or liquidator of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in that capacity, whether or not the Corporation has or would have had the power to indemnify the person against such liability as provided herein. (As amended on November 5, 2018)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned stockholders of FEDERAL INSURANCE COMPANY, INC., a corporation organized and existing under the laws of the Philippines, representing a majority of all the subscribed capital stock of said corporation, have voted for the foregoing by-laws of said corporation in a meeting of stockholders of said corporation this day duly held, whereby said by-laws are duly adopted by said corporation.

IN WITNESS WHEREOF, and in compliance with the requirements of the corporation law of the Philippines, we sign these presents at Manila, Philippines, this 20<sup>th</sup> day of June, 1958.

(Sgd.) GILBERT ZUELLIG

(Sgd.) FRANZ RUDMANN

(Sgd.) ALBERTO SEVILLA

(Sgd.) KURT GANTNER

(Sgd.) W. S. LOPEZ

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As amended at the Special Stockholders' Meeting held at its principal office on November 5, 2018.



REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.

### SECRETARY'S CERTIFICATE

I, **ATTY. ANA LIZA A. PERALTA**, of legal age, with office and business address at Km. 14, West Service Road, South Superhighway corner Edison Avenue, Barangay Sun Valley, Paranaque City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **FPG INSURANCE CO., INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office and place of business at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City;
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.

Makati City, 22<sup>nd</sup> day of November, 2018.

  
**ANA LIZA A. PERALTA**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the City of Makati, Philippines, this \_\_\_\_\_ day of **DEC 06 2018**, 2018, affiant who is personally known to me and whose identity I have confirmed through her Passport under Passport No. P3809614A4 issued in DFA, Manila on July 26, 2017 and valid until July 25, 2022, bearing the affiant's photograph and signature.

Doc. No. 472;  
Page No. 96;  
Book No. 1;  
Series of 2018.

  
**JAMES FRANCIS S. VILLANUEVA**  
Notary Public-Makati City / Until 31 December 2019  
Attorney Roll No. 70306 / Appointment No. M-70  
MENESES GONZALEZ & GUPIT LAW OFFICES  
18/F 88 Corporate Center, Valero cor. Sedeño Sts., Makati City  
PTR No. 6615744 / 04 January 2018 / Makati City  
IBP No. 020465 / 05 January 2018 / Makati Chapter



# OFFICIAL RECEIPT

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



Accountable Form No. 51  
Revised 2006

ORIGINAL

DATE

March 26, 2019

No.

1771028

PAYOR

FPG INSURANCE CO., INC.  
ZUELLIG BLDG., MAKATI AVE., COR. PASAY DE ROXAS, MAKATI C

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0623)		GRMD	10.00
AMENDED BY LAWS			1,000.00
<b>APPROVED ON</b> 4-5-19 <b>DATE CLAIMED</b> 4-26-19 SECURITIES AND EXCHANGE COMMISSION COMPANY REGISTRATION AND MONITORING DEPT. CFRD			
<b>TOTAL</b>			PHP 1,010.00

AMOUNT IN WORDS

ONE THOUSAND TEN PEROS AND 0/100

Received	<input type="checkbox"/> Cash	Received the Amount Stated Above
	<input type="checkbox"/> Treasury Warrant	
	<input checked="" type="checkbox"/> Check	Ofelia A. Capisican COLLECTING OFFICER
	<input type="checkbox"/> Money Order	
Treasury Warrant, Check, Money Order Number		O.R. No. 1771028
Check-Banco de Oro-00400466 4/26/19		
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.