



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

COMPANY REG. NO. A199604801

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

PETROGEN INSURANCE CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on April 11, 2019 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 Pasay City, Metro Manila, Philippines, this 4th day of November, Twenty Nineteen.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION
OF
PETROGEN INSURANCE CORPORATION**

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: That -

FIRST. - The name of the said corporation shall be:

PETROGEN INSURANCE CORPORATION

SECOND. - The purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To engage in the business and operation of all kinds of insurance and re-insurance, on sea as well as on land, on goods and merchandise, of transportation or conveyance against fire, against accidents, and all other forms and lines of insurance authorized by law, except life insurance.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, 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, as may be deemed expedient, for any business or property acquired by the Corporation;

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 lien 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 interests 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, unitization 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 or agencies and to carry on any or all of its operations and business without any 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; and
8. To conduct and transact any and all lawful business, and 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 or 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.

THIRD. - The place where the principal office of the Corporation is to be established or located is at SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City; *(As amended on September 29, 2014)*

FOURTH. - The term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation;

FIFTH. - The names, nationalities and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Monico V. Jacob	Filipino	41 V.S. Encarnacion Street B.F. Homes, Quezon City
Celso L. Legarda	Filipino	18 Manuel Cuyugan Street B.F. Homes, Parañaque City
Fredesuendo G. Ong	Filipino	36 Garcias Street, Xavierville Loyola Heights, Diliman, Quezon City
Orlando L. Galang	Filipino	16 Marymount Street La Vista, Quezon City
Apolinario G. Reyes, Jr.	Filipino	42 PBR Housing Compound Limay, Bataan

SIXTH: The number of directors of said Corporation shall be FIVE (5), and 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Monico V. Jacob	Filipino	41 V.S. Encarnacion Street B.F. Homes, Quezon City
Celso L. Legarda	Filipino	18 Manuel Cuyugan Street B.F. Homes, Parañaque City
Fredesuendo G. Ong	Filipino	36 Garcias Street, Xavierville Loyola Heights, Diliman, Quezon City
Orlando L. Galang	Filipino	16 Marymount Street La Vista, Quezon City
Apolinario G. Reyes, Jr.	Filipino	42 PBR Housing Compound Limay, Bataan

SEVENTH. - The authorized capital stock of the Corporation is **Seven Hundred Fifty Million Pesos (P750,000,000.00)**, Philippine currency, and said capital stock is divided into **Seven Hundred Fifty Thousand (750,000)** shares with a par value of One Thousand Pesos (P1,000.00) each. *(As amended on April 11, 2019 by the Board of Directors and Stockholders)*

EIGHTH. - The amount of said capital stock which has been actually subscribed is One Hundred Million Pesos (P100,000,000.00), 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>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Monico V. Jacob	1	P 1,000.00
Celso L. Legarda	1	1,000.00
Fredesuendo G. Ong	1	1,000.00
Orlando L. Galang	1	1,000.00
Apolinario G. Reyes, r.	1	1,000.00
Petron Corporation	<u>99,995</u>	<u>P 99,995,000.00</u>
TOTAL	100,000	P100,000,000.00

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 of Capital Stock Subscribed</u>
Monico V. Jacob	P 1,000.00
Celso L. Legarda	1,000.00
Fredesuendo G. Ong	1,000.00
Orlando L. Galang	1,000.00
Apolinario G. Reyes, Jr.	1,000.00
Petron Corporation	<u>99,995,000.00</u>
	P 100,000,000.00

TENTH. - No issuance or transfer of shares of stock of the Corporation which shall reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted

to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ELEVENTH. - FREDESUENDO G. ONG has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 7th day of August, 1996 in Makati City, Philippines.

(Sgd.) MONICO V. JACOB

(Sgd.) FREDESUENDO G. ONG

(Sgd.) CELSO L. LEGARDA

(Sgd.) ORLANDO L. GALANG

(Sgd.) APOLINARIO G. REYES, JR.

SIGNED IN THE PRESENCE OF:

(Sgd.) DANIEL P. MARTINEZ

(Sgd.) FERDINAND C. FLORDELIZA

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

On this 15th day of December 1996, before me, the undersigned, a Notary Public duly commissioned and sworn in and for the City of Manila, Philippines, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place Issued</u>
Monico V. Jacob	12170383	2/13/96 – Makati, Metro Manila
Celso L. Legarda	14230617	2/22/96 – Makati, Metro Manila
Fredesuendo G. Ong	5598720	2/1/96 – Makati, Metro Manila
Orlando L. Galang	14230624	2/22/96 – Makati, Metro Manila
Apolinario G. Reyes, Jr.	14641509	1/18/96 – Limay, Bataan

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 abovewritten.

(Sgd.) CELIA REGINA OR. PRIETO
Notary Public
Until December 31, 1997
PTR No. 261657 1/3/96 Makati
IBP No. 406105 1/4/96 Pasig

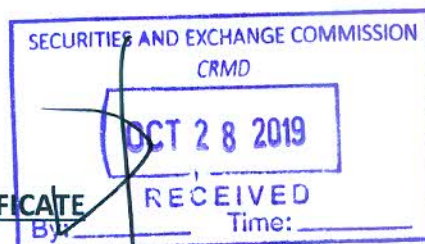
Doc. No. 343;
Page No. 70;
Book No. II;
Series of 1996.



Las Lucas Construction and Development Corporation

SMC Head Office Complex
40 San Miguel Avenue, Mandaluyong City 1550, Metro Manila, Philippines
Trunkline No.: (632)886- 3888 Fax No.: 884-9163

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) S.S.



DIRECTORS' AND SECRETARY'S CERTIFICATE

We, the undersigned Directors and Corporate Secretary of **PETROGEN INSURANCE CORPORATION** (the "Corporation"), with office address at the SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City, after having been duly sworn in accordance with law, do hereby depose and state:

1. At the meeting of the Board of Directors of the Corporation (the "Board") held at the principal place of business of the Corporation on April 11, 2019, the Board unanimously passed and approved the following resolutions:

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

SEVENTH. - The authorized capital stock of the Corporation is Seven Hundred Fifty Million Pesos (P750,000,000.00), Philippine currency, and said capital stock is divided into Seven Hundred Fifty Thousand (750,000) shares with a par value of One Thousand Pesos (P1000.00) each. *(As amended on April 11, 2019 by the Board of Directors and Stockholders)*

"RESOLVED, FINALLY, that the President, Corporate Secretary, directors, and other proper officers of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation duly certified by majority of the directors and the Corporate Secretary, to the Securities and Exchange Commission, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

2. The foregoing further amendment of the Amended Articles of Incorporation of the Corporation were approved and ratified by affirmative vote of the stockholders owning 99.99% of the outstanding capital stock of the Corporation at the special meeting of the stockholders held at the Corporation's principal place of business on April 11, 2019.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this

~~SEP 24 2019~~

at Mandaluyong City.



LUBIN B. NEPOMUCENO

Chairman

TIN 119-165-673



EMMANUELE E. ERAÑA

Director

TIN 119-133-346



ROBERT COYIUTO JR.

Director

TIN 104-728-734



MELINDA GONZALES-MANTO

Director

TIN 123-305-056



JOEL ANGELO C. CRUZ 

Corporate Secretary

TIN 120-128-161

SUBSCRIBED AND SWORN TO before me this SEP 24 2019 at
Mandaluyong City, affiants exhibiting to me the following:

Name	Passport Number	Date of Issue/ Place of Issue
Lubin B. Nepomuceno	EC7321524	April 6, 2016 / DFA NCR East
Emmanuel E. Eraña	PO502156B	Feb. 1, 2019 / DFA NCR East
Robert Coyiuto Jr.	P7236639A	May 19, 2018 / DFA Manila
Melinda Gonzales-Manto	P5768594A	Jan. 26, 2018 / DFA NCR South
Joel Angelo C. Cruz	P3018090A	May 13, 2017 / DFA NCR East

Doc. No. 520 ;
Page No. 105 ;
Book No. VII ;
Series of 2019.



DON-VIC P. QUEZON
Notary Public for Mandaluyong City
San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0382-18
Until December 31, 2019
Attorney's Roll No. 56728
PTR No. 3810644/01-04-19/Mandaluyong
Lifetime IBP No. 08324
MCLE Compliance No. VI-0021520/3-26-2019



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET - NO PENALTY

Corporate Name	PETROGEN INSURANCE CORPORATION		
Registration No.	A199604801	Date of Registration	AUGUST 23, 1996
Term of Existence	50 YRS	Annual Meeting	2ND TUESDAY OF MARCH
Principal Office	SMC HEAD OFFICE COMPLEX, 40 SAN MIGUEL MANDALUYONG CITY	Actual Meeting	APRIL 11, 2019
No. of Directors/Trustees	FIVE (5)	Fiscal Year	DECEMBER 31

<input type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION		
Authorized Capital Stock	P 400,000,000.00	Equity/Fund Balance	P
Retained Earnings	P 370,802,056.00	Negative Fund Balance	P
Deficit	P	Fiscal Year ended	
Capital Deficiency	P	Fine: P	per year, per report
Fiscal Year ended	DECEMBER 31, 2018		
Fine: P 10000.00	per year, per report		

COMPUTATION OF FINES				
YEAR	General Information Sheet		Financial Statements	FINE
2018	MONITORED	03.22.19	OT	
2019	OT			
Additional charges (%, violation)				
Stock and Transfer Book / Membership Book (MONITORED)				NO PENALTY

OT	- On Time
NF	- Not Filed
FL/RL	- Filed/Registered Late

Monitor:	G.V. ARAY	Date: 09.03.19
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- ☒ Compliant with all reportorial requirements as of **September 04, 2019**
☒ Certification Issuance System-Unified Reference Database - CLEARED as of **September 04, 2019**

The finding/ assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitor as of: _____

Representative
Signature over Printed Name

For the Director: GERARDO F. DEL ROSARIO

BY:

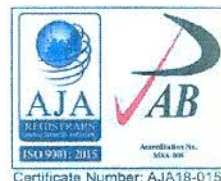
SHEILA P. ROMERO
Securities Specialist I

Note:

This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.



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



1st ENDORSEMENT
06 September 2019

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 Articles of Incorporation of **PETROGEN INSURANCE CORPORATION** with office address at SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

AMENDED ARTICLES OF INCORPORATION

SEVENTH: That the authorized capital stock of the corporation is Seven Hundred Fifty Million Pesos (P 750,000,000.00), Philippine Currency, and said capital stock is divided into Seven Hundred Fifty Thousand (750,000) shares with a par value of One Thousand Pesos (P1,000.00) each *(As amended on April 11, 2019 by the Board of Directors and stockholders)*

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



Petrogen Insurance Corporation

SMC Head Office Complex, # 40 San Miguel Avenue,
Mandaluyong City 1550
Tel. No. (632) 8-884-9200
Fax No. (632) 8-884-9163
VAT Reg. TIN No.: 005-034-674-000

MANAGEMENT REPRESENTATION

To the Securities and Exchange Commission:

In connection with the application of **Petrogen Insurance Corporation** (the "Company") for increase in capital stock, the undersigned hereby declare under oath the following:

- (1) That all information and representations contained in the submitted application and its supporting documents are true and correct;
- (2) That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- (3) That the items/accounts subject of the application are authorized, valid and legal; and
- (4) That the shares of stock to be issued are not watered.

The Management hereby authorizes the Commission to examine any time, even after the approval of the application, the Company's books of accounts and records to determine the validity and accuracy of the transaction.


LUBIN B. NEPOMUCENO
Chairman



EMMANUEL E. ERAÑA
President/ Chief Executive Officer


ALBERTITO S. SARTE
Treasurer

SUBSCRIBED AND SWORN TO before me, a Notary Public for and in the City of Mandaluyong, Metro Manila, this OCT 02 2019, affiants being personally known to me and signed this instrument in my presence and avowed under penalty of law to the whole truth of contents thereof.

Name	Competent Evidence of Identity	Date/Place of Issue
Lubin B. Nepomuceno	Passport No. EC7321524	06 Apr 2016/ DFA NCR East
Emmanuel E. Eraña	Passport No. P0502156B	01 Feb 2019/ DFA NCR East
Albertito S. Sarte	Passport No. P0554219A	08 Oct 2016/ DFA NCR East

Doc. No. 220;
Page No. 45;
Book No. II;
Series of 2019


MARIAN WILMA H. BAUTISTA
Notary Public for Mandaluyong City
9 San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0540-19
Until December 31, 2020
Attorney's Roll No. 65589
PTR No. 3971486/04-22-19/Mandaluyong
IBP No. 066535/01-10-19/Pasig
MCLE Compliance No. VI-0002198/4-24-2017