



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

COMPANY REG. NO. 24862

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

SGI PHILIPPINES GENERAL INSURANCE COMPANY, INC.
(Amending Article VII thereof)

copy annexed, adopted on September 4, 2018 by a majority vote of the Board of Directors and on December 26, 2019 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 December, Twenty Twenty.

GERARDO E. DEL ROSARIO
Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF THE

"SGI PHILIPPINES GENERAL INSURANCE COMPANY, INC."
(Formerly:"Monarch Insurance Company, Inc.")

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE DO HEREBY CERTIFY:

FIRST: That the name of said Corporation shall be

"SGI PHILIPPINES GENERAL INSURANCE COMPANY, INC."

(As amended by majority vote of the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at separate meetings held on 8 May 2014).

SECOND: That the purpose for which such corporation is formed is to conduct a general insurance, reinsurance, insurance agency and insurance brokerage business, and in so doing, to engage in all forms of insurance business, and in so doing, and to that end to issue policies of marine, aviation, fire, accident, workman's compensation, causality, earthquake, typhoon, automobile, theft, burglary, rent, credit, indemnity, fidelity, health, and all other kinds of insurance whatsoever except life insurance;

To guarantee the fidelity of persons holding positions of public or private trust, and to execute and guarantee bonds or undertakings in judicial proceedings and to agree to the faithful performance of any contract or undertaking made with any public authority;

To guarantee to indemnify the owners and users of steam boilers and pipes, of flywheel, engines of all kinds, or machinery, against explosion or other accident against loss or damage to life or property resulting therefrom, and against liability unto third persons by any of said causes; and to make inspection of, and to issue certificates of inspection upon, such boilers, pipes, flywheels, engines, and machinery;

To guarantee to indemnify the owners and users of horses, cattle and livestock against loss by death of same, by theft of same, of by disability accident, or any or all of said causes;

To guarantee and indemnify the owners and drivers of automobiles or other vehicles against any loss or damage to said vehicles, and against any loss by legal liability for damages to persons or property of third persons resulting from the legal maintenance or use vehicles;

To insure property against loss or damage by fire, lightning, tornado, wind, or hail, and also against the perils of transportation, in land and ocean navigation, and to perform, transact, and carry on the business usually done by fire, lightning, tornado, wind, hail and in land and marine insurance companies, and also all such acts and things as may be necessary or convenient to carry out the purpose intended by the organization of this Corporation and not inconsistent with law;

To act as Manager, agent or representative for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, and doing such other business as may be delegated to agents or brokers by such companies;

To act as insurance adjuster, appraiser and average adjuster;

To procure the corporation to be registered or recognized or to be permitted or allowed to can-yon its business or any branch or branches thereof in any part of the Republic of the Philippines, and in any foreign country or places, and in carrying on its business to do any all acts and things and exercise any and all powers as a juridical person may do or exercise now or hereafter in accordance with law;

To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments;

To do all or any of the above things in any place in which the corporation may determine as principal, agent contractor, trustee, or otherwise, and either alone or in conjunction with others;

To do and perform any and all of the above acts and things to exercise all of the general powers conferred by law upon corporations similarly organized and usually or ordinary incidental to corporations or like nature and kind;

To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of over class and descriptions; to improve, manage, operate, sell, buy, mortgage, lease, otherwise acquire or dispose of any real or personal property, and take mortgage and assignment or mortgages upon the same;

To make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and occurring the payment thereof by mortgage, trust, deed, pledge, or otherwise, to enter into contracts, to buy or sell any property, real or personal; to buy and sell mortgages, trust, deeds, contracts and evidences of indebtedness; to purchase, or otherwise, acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description,

including the goodwill, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporations; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country;

To make, perform, and carry out contracts of every sort and kind with any person, firm or corporation, private, public or municipal, or body politics, and with the Government of the Republic of the Philippines, or of any political subdivision or instrumentality thereof, or any foreign government; to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines and, in carrying on its business, to do any and all acts and things and to exercise any and all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which a natural person could do and exercise and which now or hereafter may be authorized by law;

THIRD: That the place where the principal office of the Company is to be established or located is at 15th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City. *(As amended by majority vote of the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at separate meetings held on 8 May 2014).*

FOURTH: That the terms for which said Company is to exist is another fifty (50) years from 02 April 20 14. *(As amended by majority vote of the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at separate meetings held on 12 March 2013 and 27 June 2013 at the principal office of the corporation).*

FIFTH: That the names, nationalities and residences of the incorporators of said Company are as follows:

NAME	WHOSE RESIDENCE IS AT	NATIONALITY
F. ARTHUR MAYES	161 William Street New York, NY, U.S.A	American
JAMES A. MORONE	161 William Street New York, NY, U.S.A	American

BOWDRE P. MAYES, JR.	161 William Street New York, NY, U.S.A	American
VICTOR H. BELLO	7 Cambridge Road Forbes Park, Makati, Rizal	American
ANDREW BASTIAN	65 Amorsolo Street San Lorenzo Village Makati, Rizal	American
ANTONIOT. CARRASCOSO, JR.	171 F. Benitez Street San Juan, Rizal	Filipino
BIENVENIDO M. ARAGON	Goodrich Building Cebu City	Filipino

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 by the By-Laws, are as follows: (As amended by a majority of the Directors in a meeting held on 29 July 2008 and by written assent of stockholders representing at least two-third (2/3) of the outstanding capital stock sent to the Corporate Secretary) (As amended on August 18, 1992)

NAME	WHOSE RESIDENCE IS AT
F. ARTHUR MAYES	161 William Street New York, NY, U.S.A
JAMES A. MORONE	161 William Street New York, NY, U.S.A
VICTOR H. BELLO	7 Cambridge Road Forbes Park, Makati, Rizal
ANTONIO T. CARRASCOSO, JR.	171 F. Benitez Street San Juan, Rizal
BIENVENIDO M. ARAGON	Goodrich Building Cebu City

SEVENTH: That the capital stock of the Corporation is ONE BILLION FOUR HUNDRED FIFTY MILLION PESOS (P1,450,000,000.00), Philippines Currency, and said capital stock is divided into THREE MILLION SIX HUNDRED TWENTY FIVE THOUSAND (3,625,000) SHARES with a par value of FOUR HUNDRED PESOS (P400.00) each. (As amended by majority vote of the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of

the Corporation held on 04 September 2018 and on 26 December 2019 at the principal office of the corporation).

EIGHT: That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME	RESIDENCE	NUMBER OF SHARES	AMOUNT OF CAPIT AL STOCK SUBSCRIBED
F. ARTHUR MAYES	161 William Street New York, NY, U.S.A	715	P71,500.00
JAMES A. MORONE	161 William Street New York, NY, U.S.A	715	71,500.00
BOWDRE P. MAYS, JR.	161 William Street New York, NY, U.S.A	714	71,400.00
VICTOR H. BELLO	7 Cambridge Road Forbes Park, Makati, Rizal	714	71,400.00
ANDREW BASTIAN	65 Amorsolo Street San Lorenzo Village Makati, Rizal	714	71,400.00
ANTONIOT. CARRASCOSO, JR.	171 F. Benitez Street San Juan, Rizal	714	71,400.00
BIENVENIDO M. ARAGON	Goodrich Building Cebu City	714	71,400.00
		<u>5,000</u>	<u>P 500,000.00</u>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed and on their shares in the contributed surplus fund the amounts set out after their respective names:

NAME	RESIDENCE	AMOUNT OF CAPITAL STOCK SUBSCRIBED	AMOUNT PAID ON CONTRIBUTED SURPLUS
F. ARTHUR MAYES	161 William Street New York, NY, U.S.A	P 35,750.00	P14,321.45
JAMES A. MORONE	161 William Street New York, NY, U.S.A	35,750.00	14,321.45
BOWDREP.	161 William Street New York, NY, U.S.A	35,700.00	14,271.43
VICTOR H. BELLO	7 Cambridge Road Forbes Park, Makati, Rizal	35,700.00	14,271.43
ANDREW BASTIAN	65 Amorsolo Street San Lorenzo Village Makati, Rizal	35,700.00	14,271.43
ANTONIO T. CARRASCOSO, JR.	171 F. Benitez Street San Juan, Rizal	35,700.00	14,271.43
BIENVENIDO M. ARAGON	Goodrich Building Cebu City	35,700.00	14,271.43
		P 250,000.00 =====	P 100,000.00 =====

The sum of ONE HUNDRED THOUSAND (P100,000.00) Pesos, as contributed surplus has been paid by the subscribers to the Treasurer of the Corporation, the same to be returned to them, without interest upon approval of the Secretary of Finance on recommendation of the Insurance Commissioner.

TENTH: That Victor H. Bello has been elected by the subscribers as Treasurer of the Corporation until his successor shall have been duly elected and qualified according to the By-Laws and that as such Treasurer he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by such subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila
this 19th day of March 1964.

F. ARTHUR MAYES

BY: (SOD) VICTOR H. BELLO
Attorney-in-Fact

JAMES A. MORONE

BY: (SOD) VICTOR H. BELLO
Attorney-in-Fact

BOWDRE P. MAYS, JR

BY: (SOD) VICTOR H. BELLO
Attorney-in-Fact

(SOD) VICTOR H. BELLO

ANDREW BASTIAN

BY: (SOD) VICTOR H. BELLO
Attorney-in-Fact

ANTONIO T. CARRASCOSO, JR.

BY: (SOD) VICTOR H. BELLO
Attorney-in-Fact

BIENVENIDO M. ARAOON

BY: (SOD) VICTOR H. BELLO
Attorney-in-Fact

SIGNED IN THE PRESENCE OF:

(Sgd) SOLEDAD R. ORLINA

(Sgd) HERMINIA C. FLORES

REPUBLIC OF THE PHILIPPINES)
City of Manila) S.S.

BEFORE ME a Notary Public in and for the City of Manila, this 21st day of March 1964, personally appeared VICTOR H. BELLO with Residence Certificate No. A-0484213, issued in Manila on January 13, 1964 for himself and in his capacity as Attorney-in-Fact for F. ARTHUR MAYES, JAMES A. MORONE, BOWDRE P. MAYES, JR. and BIENVENIDO M. ARAGON; ANDREW BASTIAN with Residence Certificate No. A-0482251 issued in Manila on March 3, 1964; and ANTONIO T. CARRASCOSCO, JR. with Residence Certificate No. A-O167755

Issued in Manila on January 23, 1964 to me known and known to me to be the same persons who executed the foregoing Articles of Incorporation of Monarch Insurance Company, Inc., and each of them acknowledged that they freely and voluntarily executed the same for the purposes and uses therein stated; which instrument consist of ten (10) pages including this page on which this acknowledgment is written.

WITNESS my hand and seal on the date, place and year first above written.

(SGD) FELINO G. MEGINO

Notary Public

Until December 31, 1964

Doc. No. 483;
Page No. 62;
Book No. VIII;
Series of 1964.

REPUBLIC OF THE PHILIPPINES)
 City of Manila) S.S.

VICTOR H. BELLO, being first duly sworn, deposes and says:

That on the 19th day of March 1964, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been duly elected and qualified, in accordance with the By-Laws of the Corporation, and that, as such Treasurer, he has been authorized by the subscribers to receive for the Corporation all subscriptions paid in by subscribers to the capital stock; that at least 20% of the authorized capital stock FIVE HUNDRED THOUSAND (P500,000.00) PESOS, Philippines Currency has been actually subscribed and that of said subscription, at least 25% or TWO HUNDRED FIFTY THOUSAND (p250,000.00) PESOS, Philippine Currency, has been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the Corporation, plus the additional sum of ONE HUNDREDTHOUSAND (P100,000.00) PESOS, as contributed surplus, the same to be returned to the *said* subscribers upon approval of the Secretary of Finance on recommendation of the Insurance Commissioner.

(SGD) VICTOR H. BELLO

SUBSCRIBED AND SWORN TO before me this 2Pth day of March 1964, affiant exhibited to me *his* Residence Certificate No. A-0484213 issued in Manila on January 13, 1964.

(SGD) FELINO S. MEGINO
 Notary Public
 Until December 31, 1964

Doc. No. 484;
 Page No. 62;
 Book No. VIII;
 Series of 1964.



DIRECTOR'S CERTIFICATE
(Amendment of Articles of Incorporation)

We, the undersigned, being at least a majority of the Directors and the Corporate Secretary of SGI PHILIPPINES GENERAL INSURANCE COMPANY, INC. (*formerly Monarch Insurance Company, Inc.*) (the "Corporation") do hereby certify that the Articles of Incorporation of said Corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at separate meetings held on 4 September 2018 and 26 December 2019 at the principal office of the Corporation.

The amended provision of the attached Amended Articles of Incorporation refer to Article VII, to increase the authorized capital stock of the Corporation to Php1,450,000,000.00, to read as follows:

SEVENTH. That the authorized capital stock of the Corporation is One Billion Four Hundred Fifty Million Pesos (Php1,450,000,000.00) divided into Three Million Six Hundred Twenty Five Thousand (3,625,000) shares with a par value of Four Hundred Pesos (Php400.00) per share

IN WITNESS WHEREOF, we have executed this Directors' Certificate this 24 JAN 2020 day of 2020 at Makati City, Philippines.

ANIL KUMAR AGGARWAL
Director
TIN: 347-216-552

FARHAT HUSSAIN
Director
TIN: 337-926-595

VICTOR LIMLINGAN
Director
TIN: 123-105-024

ANKIT SETHI
Director
TIN: 437-643-091

KUOK KHOON PING
Director
TIN: 252-640-407

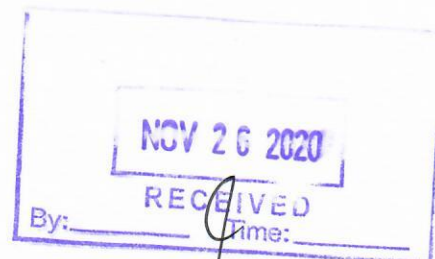
JASMIT SINGH GUJRAL
Director
TIN: 346-649-838

AKHILESH KUMAR SINGH
Director
TIN: 346-470-979

COUNTERSIGNED:

FARHAT HUSSAIN
Chairman of the Meeting

MATIAS GUZMAN RUIZ
Secretary of the Meeting



DIRECTOR'S CERTIFICATE
(Amendment of Articles of Incorporation)

We, the undersigned, being at least a majority of the Directors and the Corporate Secretary of **SGI PHILIPPINES GENERAL INSURANCE COMPANY, INC. (formerly Monarch Insurance Company, Inc.)** (the "Corporation") do hereby certify that the Articles of Incorporation of said Corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at separate meetings held on 4 September 2018 and 26 December 2019 at the principal office of the Corporation.

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IN WITNESS WHEREOF, we have executed this Directors' Certificate this 24 JAN 2020 day of 2020 at Makati City, Philippines.

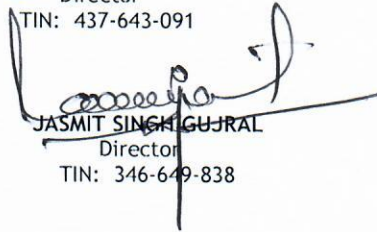

ANIL KUMAR AGGARWAL
Director
TIN: 347-216-552


FARHAT HUSSAIN
Director
TIN: 337-926-595


VICTOR LIMLINGAN
Director
TIN: 123-105-024

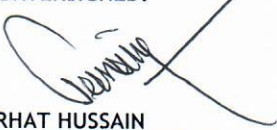

ANKIT SETHI
Director
TIN: 437-643-091


KUOK KHOON PING
Director
TIN: 252-640-407


JASMIT SINGH GUJRAL
Director
TIN: 346-649-838

AKHILESH KUMAR SINGH
Director
TIN: 346-470-979

COUNTERSIGNED:


FARHAT HUSSAIN
Chairman of the Meeting


MATIAS GUZMAN RUIZ
Secretary of the Meeting

ACKNOWLEDGMENT

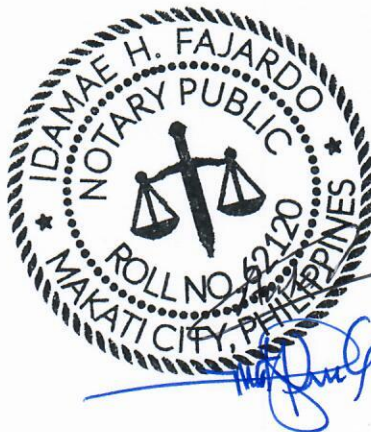
Republic of the Philippines }
MAKATI CITY } S.S.

SUBSCRIBED AND SWORN to before me this _____ day of 24 JAN 2020 2020 in Makati City, affiants exhibiting to me the following:

<u>NAME</u>	<u>PASSPORT NO.</u>	<u>DATE/PLACE ISSUED</u>
Victor S. Limlingan	EC1541945	14 Jul 2014 / DFA NCR EAST, Philippines
Farhat Hussain	Z4078157	21 Mar 2017 / Jaipur, India
Ankit Sethi	K5165054	24 May 2012 / Jaipur, India
Jasmit Singh Gujral	Z1996852	03 Oct 2011 / Jaipur, India
Matias Guzman Ruiz	EC7921126	04 Jun 2016 / DFA NCR EAST, Philippines
Anil Kumar Aggarwal	Z5013025	27 Jun 2018 / Jaipur, India

WITNESS MY HAND AND SEAL on the above-written date and at the place.

Doc. No. 515;
Page No. 104;
Book No. I;
Series of 2020.



NOTARY PUBLIC

[Handwritten signatures of the affiants: Farhat Hussain, Ankit Sethi, Jasmit Singh Gujral, Matias Guzman Ruiz, and Anil Kumar Aggarwal.]

[Handwritten signature of Victor S. Limlingan.]

[Handwritten signature of IDAMAE H. FAJARDO.]
IDAMAE H. FAJARDO
Notary Public for MAKATI CITY
APPT. NO. M-203 UNTIL DECEMBER 2020
UNIT 708 CITYLAND HERRERA TOWER
98 RUFINO ST. SALCEDO VILL. MAKATI
ROLL OF ATTORNEY NO. 62120
PTR NO. 7348316 1/10/19 MAKATI
IBP LIFETIME MEMBER NO. 011817
MCLE COMPLIANCE NO. V-0012414
TIN 270-251-300-000

SECRETARY'S CERTIFICATE

I, **MATIAS GUZMAN RUIZ**, Filipino, of legal age, Filipino, with office address at 15th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City, after having been sworn in accordance with law, do hereby depose and say that:

1. I am the duly elected and incumbent Corporate Secretary of **SGI PHILIPPINES GENERAL INSURANCE COMPANY, INC., formerly Monarch Insurance Company, Inc.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Philippine Laws;

2. To the best of my knowledge, there are no actions or proceedings that have been filed or are pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the directors and/or officers of the Corporation.

3. The foregoing is in accordance with the records of the Corporation in my possession.

4. I am executing this Secretary's Certificate in compliance with the requirements of the Securities and Exchange Commission for the Amendment of the Corporation's Articles of Incorporation and application of Increase in Authorized Capital Stock.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 11th day of September 2020 in Makati City.




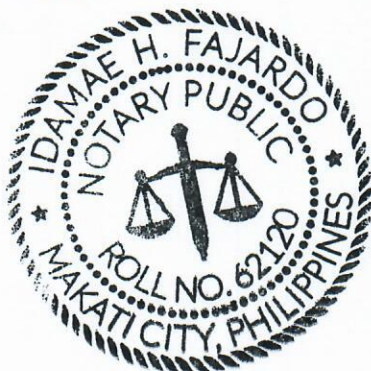
MATIAS GUZMAN RUIZ
Corporate Secretary

Republic of the Philippines }
Makati City } S.S.

SEP 11 2020

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2020 in Makati City, affiant exhibiting to me his Passport No. EC7921126 issued on 4 June 2016 at DFA NCR EAST.

Doc. No. 505 ;
Page No. 102 ;
Book No. II ;
Series of 2020.



IDAMAE H. FAJARDO
Notary Public for MAKATI CITY
APPT. NO. M-203 UNTIL DECEMBER 2020
UNIT 708 CITYLAND HERRERA TOWER
98 RUFINO ST. SALCEDO VILL. MAKATI
ROLL OF ATTORNEY NO. 62120
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MCLE COMPLIANCE NO. V-0012414
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