



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: AS96000511

**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
PRU LIFE INSURANCE CORPORATION OF U.K.
ALSO DOING BUSINESS AND TRADE UNDER THE
NAMES/ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE
UK; PRU LIFE U.K.; PRU LIFE OF UK;
PRU LIFE OF U.K.**

(Secondary Purpose and Increase in the number of the Board)

copy annexed, adopted on July 8, 2024 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 15th day of October, Two Thousand Twenty-Four.



BAGONG PILIPINAS

DANIEL P. GABUYO

Assistant Director

Company Registration and Monitoring Department



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

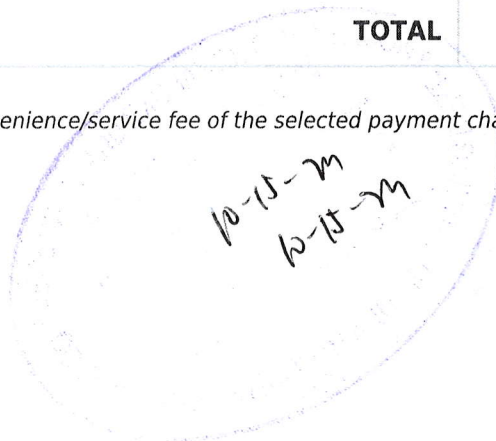
| | |
|---------------------------|-------------------------------------|
| eOR Number | 20240925-PM-0125110-52 |
| Transaction Number | 20240925121212800110170408004415001 |
| Payment Date | September 25, 2024 04:16 PM |
| Payment Scheme | gcash |
| Status | COMPLETED |
| Payment Status | PAYMENT_SUCCESS |

Payment Assessment Details

| | |
|----------------------|---|
| PAF No. | 20240923-11409720 |
| PAF Date | 2024-09-23 10:09:49 |
| Payor Name | PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES/ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; PRU LIFE OF U.K. |
| Payor Address | 9/F UPTOWN PLACE TOWER 1 1 EST 11TH DRIVE TAGUIG CITY NCR |

| # | Nature of Collection | Account Code | Amount |
|--------------|-----------------------------------|---------------------|-----------------|
| 1 | Amended Articles of Incorporation | 4020102000(606) | 1,000.00 |
| 2 | Legal Research Fee (A0823) | 2020105000(131) | 10.00 |
| 3 | Documentary Stamp Tax | 4010401000(4010401) | 30.00 |
| TOTAL | | | 1,040.00 |

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

AS96000511

COMPANY NAME

PRU LIFE INSURANCE CORPORATION OF U.K.

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

9/F UPTOWN PLACE TOWER 1, 1 EAST 11th DRIVE, UPTOWN BONIFACIO, 1634 TAGUIG CITY
METRO MANILA

COMPANY INFORMATION

Industry Code

52-Finance and Insurance

Industry Description

Life Insurance Company

Company's Email

corporatesecretary@prulifeuk.com.ph

Company's
Telephone
Number/s

(+632)8891-0307

Company's Mobile
Number

0919-086-8399

CONTACT PERSON INFORMATION

Name of Contact

Mayumi Matsumura

Email Address

mayumi.matsumura@romulo.com

Telephone
Number/s

8555-9555

Mobile Number/s

0917-821-6324

To be accomplished by CRMD Personnel

Assigned

Date

Signature

| | | |
|-------|-------|-------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Document I.D.

| |
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Received by Corporate Filing and Records Division:

| | |
|-------|-------|
| _____ | _____ |
|-------|-------|

Forwarded to:

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

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |





COMPANY REGISTRATION AND MONITORING DEPARTMENT
AFFIDAVIT OF UNDERTAKING

I, MA. DONNA A. MENDOZA, of legal age, Filipino and with address at 9/F UPTOWN PLACE TOWER 1, 1 EAST 11TH DRIVE UPTOWN BONIFACIO 1634 TAGUIG CITY, on oath state that:

1. I am the Corporate Secretary of PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES/ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; PRU LIFE OF U.K., a corporation duly organized and existing under Philippine laws under SEC Registration No. AS96000511, with office address at 9/F UPTOWN PLACE TOWER 1 1 EST 11TH DRIVE TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR);
2. The Corporation has a pending application for amendment of Articles of Incorporation with the Company Registration and Monitoring Department (CRMD);
3. One of the requirements for the processing of the said application is a Monitoring Clearance issued by the Compliance Monitoring Division (CMD) of the CRMD.
4. In view of the foregoing, the Corporation undertakes to comply with the Monitoring Clearance requirement immediately and pay the assessed fines and penalties, if any;
5. Consequently, the Corporation consents to the post-evaluation of its application for amendment and shall thereby comply with whatever directive the Commission may provide. Otherwise, the approved amendment to the Articles of Incorporation may be deemed cancelled and the amount paid in relation thereto shall be forfeited in favor of the Commission.
6. I am authorized by the board of directors to execute this undertaking pursuant to a resolution duly approved at the regular/special meeting held on JULY 8, 2024 at the principal office of the corporation.

I declare under the penalties of perjury, that these statements have been made in good faith, verified by me and I attest to the correctness and completeness of the declaration therein.

Donna A. Mendoza
MA. DONNA A. MENDOZA

Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this SEP 26 2024 day of SEP 26 2024 in TAGUIG CITY Philippines, affiant exhibiting to me his/her PASPORT NO. P3949418B issued 23 NOVEMBER 2019 AT DFA NCR EAST.
on _____ at _____.

Doc.No. 446
Page No. 90
Book No. XLIII
Series of 2024

NOTARY PUBLIC

Irish S. Precion
ATTY. IRISH S. PRECION
Notary Public for Taguig City
Appointment No. 23 (2023-2024)

Roll No. 59281/05.31.17 / IBP No. 257478/12.23.23

PTR No. A-6123518/01.02.24/Taguig City

MCLE Compliance No. VII-0020815 valid until 04-14-25

Ground floor FTI Old Admin. Bldg. FTI Complex, Taguig City
precionirishs@gmail.com / 09988534549

REPUBLIC OF THE PHILIPPINES)

~~MANILA~~ CITY

) S.S.

SECRETARY'S CERTIFICATE

I, **MA. DONNA A. MENDOZA**, of legal age, Filipino, and with office address at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, after having been duly sworn in accordance with law, hereby state that:

1. I am the Corporate Secretary of **PRU LIFE INSURANCE CORPORATION OF U.K also doing business and trade under the names / also known as: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; and PRU LIFE OF U.K. ("the Corporation")**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office located at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines;
2. As the Corporate Secretary, I have the custody and control of the corporate records of the Corporation; and
3. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving any intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or major officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.


IN WITNESS WHEREOF, I have executed this Certificate and hereunto set my hand this
— 23 JUL 2024 — 2024 at ~~MANILA~~ City, Metro Manila, Philippines.

Donna A. Mendoza

MA. DONNA A. MENDOZA
Corporate Secretary
TIN: 217 443 119

SUBSCRIBED AND SWORN to before me this 25 JUL 2024 day of 2024 at MAKATI City, affiant, who is personally known to me, exhibiting to me her Passport No. P3949418B issued on 23 November 2019 at DFA NCR East, with expiry on: 22 November 2029.

Doc. No. 430;
Page No. 85;
Book No. 333;
Series of 2024.


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26-2013
IRP NO. 374750/12-26-2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No. VII-0020180/04-14-2025

**AMENDED
ARTICLES OF INCORPORATION
OF
PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE
UNDER THE NAMES / ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE
U.K.; PRU LIFE OF UK; AND PRU LIFE OF U.K.
(Formerly: PRU LIFE INSURANCE CORPORATION OF U.K.)
(As amended on 08 July 2024)**

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age and 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 Philippines.

AND WE HEREBY CERTIFY:

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

"PRU LIFE INSURANCE CORPORATION OF U.K."

also doing business and trade under the names / also known as:

Pru;
Pru Life;
Pru Life UK;
Pru Life U.K.;
Pru Life of UK;
Pru Life of U.K.¹;

(as amended on March 27, 2014)

SECOND. - That the purposes for which this corporation is formed are:

PRIMARY PURPOSE

To carry on the business of life insurance and to undertake and write insurance upon the lives of individuals and every insurance appertaining thereto or connected therewith, including reinsurance; to make contracts for insurance and re-insurance for all risks, hazards, guarantees, and contingencies to which life, accident or health insurance is applicable, to indemnify against legal liability, to compute endowments and grant, purchase or dispose of annuities; to procure/acquire re-insurance of its risks; to issue policies stipulated to be with or without participation in profits and to purchase for its own benefit or for its obligations and any policy of insurance, and perform such other powers related or incidental to the business of life insurance; and to engage in limited trust and other fiduciary business, consisting of managing funds pertaining to retirement and pre-need plans pursuant to Section 429 of

¹ As approved by the Board of Directors in its regular meeting held on 27 March 2014 and by the stockholders in its special meeting held on 27 March 2014.

the Insurance Code of the Philippines, as amended.²

SECONDARY PURPOSES

1. To operate and carry on Takaful business as a Takaful Window Operator and exercise all powers granted to Takaful Window Operators under the relevant regulations and issuances of governmental authorities, including the Insurance Commission, such as offering Takaful products and services and appointing and managing Takaful agents, among others;³

2. To lease/acquire or purchase within the limits prescribed by law, real or movable property of any kind as may be necessary or incidental to the conduct of the corporate business, and pay in cash, shares of its capital stock, debentures and evidences of indebtedness, or other securities;

3. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes or 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, in accordance with law, shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

4. To purchase, acquire, take over and manage all or any part of the rights, assets, business and property of any person, firm, association, partnership, syndicate or corporation, carrying on any business which this corporation is authorized to carry on, or possessed of property suitable for the purposes of this corporation, and to pay for the same in property, cash, checks, bonds, stock, debentures or other obligations of the corporation; and to undertake and assume the liabilities of any such person, firm, association, partnership, syndicate or corporation whose property or business may be taken over, or shares of whose capital stock may be acquired or owned by the corporation, but only to the extent permitted by law; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

5. 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;

6. To enter into any lawful arrangement for sharing profits, union of interest, joint venture, 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 the corporation;

7. To acquire or obtain from any government authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or person, such charter, contracts, franchises, privileges, exemptions, licenses and concessions as may be conducive to any of the objectives of the

² As approved by the Board of Directors in its regular meeting held on 24 March 2015 and by the shareholders in its special meeting held on 24 March 2015.

³ **As approved by the stockholders and the Board of Directors in their joint meeting held on 8 July 2024.**

corporation;

8. 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;

9. To distribute the surplus profits of the corporation to the stockholders thereof in cash or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation;

10. To conduct and transact any and all lawful business, and to do or to cause to be done any one or more of the act 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 the corporation;

11. To provide backroom support and other services to its subsidiaries or other affiliates, such as, but not limited to actuarial, underwriting, policy-related and client services, claims administration, marketing, human resources, information technology, investment, legal, compliance, and corporate secretarial services, finance, distribution and agency administration and support, and such other services as may be deemed necessary or convenient, and to charge fees or obtain reimbursement for the cost of the same (As amended on 22 March 2013); **and**

12. To establish, operate, manage, and provide information and communications technology ("ICT") facilities and applications, including but not limited to ancillary information technology ("IT") services, telehealth businesses, other telehealth-related businesses, among others, and for this purpose, implement rewards and loyalty programs, and other incidental virtual services; provided that it shall not engage in the operation of a clinic or hospital, nor shall it engage as a medical device establishment, and it shall not engage in the practice of any profession.⁴

The foregoing clauses shall be construed as both purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be held to limit or restrict in any manner the general powers of the corporation.

THIRD. - That the place where the principal office of the corporation is located is at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines.⁵

FOURTH. - That the corporation shall exist perpetually.⁶

FIFTH. - That the names, citizenships and residences of the incorporators are as follows:

| <u>Name</u> | <u>Citizenship</u> | <u>Address</u> |
|-----------------------|--------------------|----------------------------|
| 1. Mark Edward Tucker | British | Suite 4107, The Atrium, 88 |

⁴ As approved by the stockholders and the Board of Directors in their joint meeting held on 14 October 2019.

⁵ As approved by the Board of Directors in its organizational meeting held on 22 June 2017 and by the stockholders in its annual meeting held on 22 June 2017.

⁶ As approved by the stockholders and the Board of Directors in their joint meeting held on 14 October 2019.

| | | |
|------------------------------|----------|--|
| | | Queensway, Hong Kong |
| 2. Joseph Chung San Ip | Canadian | 18A, Tower 3 Dynasty Court, 23 Old Peak Road, Central Hong Kong |
| 3. Jose A. Feria, Jr. | Filipino | Vinnel Belvoir Building, 2322 Pasong Tamo Extension, Makati City |
| 4. Maria Concepcion S. Noche | Filipino | Vinnel Belvoir Building, 2322 Pasong Tamo Extension, Makati City |
| 5. Richard S. Alianan | Filipino | Vinnel Belvoir Building, 2322 Pasong Tamo Extension, Makati City |

SIXTH. - That the number of directors of the corporation shall be nine (9) and the names, citizenships and residences of the directors who are to serve until their successors are elected and qualified as provided for in the By-laws are as follows:⁷

| <u>Name</u> | <u>Citizenship</u> | <u>Address</u> |
|------------------------------|--------------------|--|
| 1. Mark Edward Tucker | British | Suite 4107, The Atrium, 88 Queensway, Hong Kong |
| 2. Joseph Chung San Ip | Canadian | 18A, Tower 3 Dynasty Court, 23 Old Peak Road, Central Hong Kong |
| 3. Jose A. Feria, Jr. | Filipino | Vinnel Belvoir Building, 2322 Pasong Tamo Extension, Makati City |
| 4. Maria Concepcion S. Noche | Filipino | Vinnel Belvoir Building, 2322 Pasong Tamo Extension, Makati City |
| 5. Richard S. Alianan | Filipino | Vinnel Belvoir Building, 2322 Pasong Tamo Extension, Makati City |

SEVENTH. - That the authorized capital stock of the corporation is FIVE HUNDRED MILLION PESOS (P500,000,000.00), Philippine Currency, divided into FIVE MILLION (5,000,000) shares with par value of ONE HUNDRED PESOS (P100.00) each. (As amended on 12 August 2010)

⁷ As approved by the stockholders and the Board of Directors in their joint meeting held on 8 July 2024.

EIGHT. - That the amount of capital stock which has been actually subscribed is TWO HUNDRED FIFTY MILLION (P250,000,000.00) and the following persons/corporation have subscribed for the number of shares and amount of capital stock set out opposite their respective names:

| <u>Name</u> | <u>No. of Shares</u> | <u>Amount of Capital Stock Subscribed</u> |
|---|----------------------|---|
| 1. The Prudential Assurance Company Limited | 2,499,995 | P249,999,500.00 |
| 2. Mark Edward Tucker | 1 | 100.00 |
| 3. Joseph Chung Sang Ip | 1 | 100.00 |
| 4. Jose A. Feria, Jr. | 1 | 100.00 |
| 5. Maria Concepcion S. Noche | 1 | 100.00 |
| 6. Richard S. Alianan | 1 | 100.00 |
| | <u>2,500,000</u> | <u>P250,000,000.00</u> |
| TOTAL | | |

NINTH. - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out opposite their respective names:

| <u>Name</u> | <u>Amount Paid on Subscription</u> |
|---|------------------------------------|
| 1. The Prudential Assurance Company Limited | P249,999,500.00 |
| 2. Mark Edward Tucker | 100.00 |
| 3. Joseph Chung Sang Ip | 100.00 |
| 4. Jose A. Feria, Jr. | 100.00 |
| 5. Maria Concepcion S. Noche | 100.00 |
| 6. Richard S. Alianan | 100.00 |
| | <u>P250,000,000.00</u> |

TENTH. - That the Corporation has a contributed surplus fund in the amount of FIFTY MILLION (P50,000,000.00) contributed by the following stockholders to wit:

| <u>Name</u> | <u>Amount</u> |
|---|-----------------------|
| 1. The Prudential Assurance Company Limited | P49,999,900.00 |
| 2. Mark Edward Tucker | 20.00 |
| 3. Joseph Chung Sang Ip | 20.00 |
| 4. Jose A. Feria, Jr. | 20.00 |
| 5. Maria Concepcion S. Noche | 20.00 |
| 6. Richard S. Alianan | 20.00 |
| | <u>P50,000,000.00</u> |

ELEVENTH. - That FATIMA V. PANGANIBAN has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-laws and that, as such Treasurer, she has been authorized to receive for the corporation and to receive in its name for all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 10th day of January 1996 in Makati City.

(SGD.) MARK TUCKER
PP No. 500132843

(SGD.) JOSEPH CHUNG SANG IP
PP No. EM259570

(SGD.) JOSE A. FERIA, JR.
TIN No. 107-793-449

(SGD.) MARIA CONCEPCION S. NOCHE
TIN No.: 107-793-465

(SGD.) RICHARD S. ALIANAN
TIN No. 100-112-632

SIGNED IN THE PRESENCE OF:

(SGD.) Illegible

(SGD.) Illegible

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 10th day of January 1996 personally appeared the following:

| <u>Name</u> | <u>CTC/Passport</u> | <u>Date/Place Issued</u> |
|------------------------------|---------------------|--------------------------|
| 1. Mark Edward Tucker | 500132843 | 6.15.96/London |
| 2. Joseph Chung Sang Ip | EM259570 | 10.11.91/Hong Kong |
| 3. Jose A. Feria, Jr. | 8908783 | 3.24.95/Makati |
| 4. Maria Concepcion S. Noche | 1917897 | 2.20.95/Taal, Batangas |
| 5. Richard S. Alianan | 4957917 | 2.23.95/San Juan, Manila |

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of PRUDENTIAL (UK) PHILIPPINES LIFE INSURANCE CORP. and they acknowledged to me that the same is their free and voluntary act and deed and of the corporation they represent.

WITNESS MY HAND AND SEAL, on the date and place first above written.

(sgd.) REYNANTE M. MARCELO
Notary Public
Until December 31, 1996
PTR No. 3277334
Makati City 5/16/95

Doc. No. 307;
Page No. 62;
Book No. 1;
Series of 1996.

SECURITIES AND EXCHANGE COMMISSION
CRMD
27 SEP 2024
RECEIVED
By: PRU LIFE
Time:

**DIRECTOR'S CERTIFICATE FOR THE
AMENDMENT OF THE ARTICLES OF INCORPORATION OF
PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE
UNDER THE NAMES / ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE
U.K.; PRU LIFE OF UK; AND PRU LIFE OF U.K.**

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, being a majority of the Members of the Board of Directors and Stockholders of **PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES / ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; AND PRU LIFE OF U.K.** (the "**Corporation**"), a corporation organized and existing under and by virtue of the laws of the Philippines with principal office at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, do hereby certify that:

1. At the Annual Shareholders' Meeting of the Shareholders held on 08 July 2024 at 1996, 6/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, at which meeting there was a quorum, the following resolutions were duly adopted and unanimously approved by the stockholders representing more than two-thirds (2/3) of the entire issued and outstanding capital of the Corporation:

Resolution No. 10, Series of 2024
(Resolution No. SH-R-2024-07-08-10)

"RESOLVED, that the Corporation be, as it is hereby authorized to amend the **SECOND ARTICLE** of the Articles of Incorporation, as follows:

"SECOND. - That the purposes for which this corporation is formed are:

PRIMARY PURPOSE

xxx

SECONDARY PURPOSES

1. To operate and carry on Takaful business as a Takaful Window Operator and exercise all powers granted to Takaful Window Operators under the relevant regulations and issuances of governmental authorities, including the Insurance Commission, such as offering Takaful products and services and appointing and managing Takaful agents, among others;³

"RESOLVED, that the numbering of the enumeration under the **SECOND ARTICLE** is hereby adjusted accordingly.

³ As approved by the stockholders and the Board of Directors in their joint meeting held on 8 July 2024.

“RESOLVED, that the Corporation be, as it is hereby authorized to amend the SIXTH ARTICLE of the Articles of Incorporation, as follows:

“SIXTH. - That the number of directors of the corporation shall be nine (9) and the names, citizenships and residences of the directors who are to serve until their successors are elected and qualified as provided for in the By-laws are as follows:⁷

xxx”

“RESOLVED FURTHER, that the Corporation be, and it is hereby, authorized to file an application with the Securities and Exchange Commission for the approval of the amendment to the Articles of Incorporation of the Corporation.

“RESOLVED FURTHER, that any of the Board of Directors and/or other proper officers of the Corporation, be, as they are hereby, authorized to submit or cause the submission of a copy of the amended Articles of Incorporation of the Corporation to the Securities and Exchange Commission, and to sign and deliver all documents necessary to implement the foregoing resolutions.

“RESOLVED FINALLY, that the law firm of Romulo Mabanta Buenaventura Sayoc & de los Angeles and any of its Partners, Senior Associates, Associates, and employees, are hereby authorized to facilitate the application for amendment of the Articles of Incorporation with the Securities and Exchange Commission and the Insurance Commission, and to do such acts as may be necessary to give force and effect to the foregoing amendments to the Corporation’s Articles of Incorporation.”

2. At the Organizational Meeting of the Board of Directors held on 08 July 2024 at 1996, 6/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, at which meeting there was a quorum, the following resolutions were duly adopted and unanimously approved by the members of the Board of Directors:

Resolution No. 41, Series of 2024
(Resolution No. BOD-R-2024-07-08-03)

“RESOLVED, that the Corporation be, as it is hereby authorized to amend the SECOND ARTICLE of the Articles of Incorporation, as follows:

“SECOND. - That the purposes for which this corporation is formed are:

PRIMARY PURPOSE

xxx

SECONDARY PURPOSES

2. To operate and carry on Takaful business as a Takaful Window Operator and exercise all powers granted to

⁷ As approved by the stockholders and the Board of Directors in their joint meeting held on 8 July 2024.

Takaful Window Operators under the relevant regulations and issuances of governmental authorities, including the Insurance Commission, such as offering Takaful products and services and appointing and managing Takaful agents, among others;⁸

"RESOLVED, that the numbering of the enumeration under the SECOND ARTICLE is hereby adjusted accordingly.

"RESOLVED, that the Corporation be, as it is hereby authorized to amend the SIXTH ARTICLE of the Articles of Incorporation, as follows:

"SIXTH. - That the number of directors of the corporation shall be nine (9) and the names, citizenships and residences of the directors who are to serve until their successors are elected and qualified as provided for in the By-laws are as follows:⁹

xxx"

"RESOLVED FURTHER, that the Corporation be, and it is hereby, authorized to file an application with the Securities and Exchange Commission for the approval of the amendment to the Articles of Incorporation of the Corporation.

"RESOLVED FURTHER, that any of the Board of Directors and/or other proper officers of the Corporation, be, as they are hereby, authorized to submit or cause the submission of a copy of the amended Articles of Incorporation of the Corporation to the Securities and Exchange Commission, and to sign and deliver all documents necessary to implement the foregoing resolutions.

"RESOLVED FINALLY, that the law firm of Romulo Mabanta Buenaventura Sayoc & de los Angeles and any of its Partners, Senior Associates, Associates, and employees, are hereby authorized to facilitate the application for amendment of the Articles of Incorporation with the Securities and Exchange Commission and the Insurance Commission, and to do such acts as may be necessary to give force and effect to the foregoing amendments to the Corporation's Articles of Incorporation."

3. The above-quoted resolutions are based on extant records of the Corporation. The resolutions have not been revoked, amended, and/or modified to the present.

[Signature page follows]

⁸ As approved by the stockholders in the Annual Shareholders' Meeting held on 8 July 2024.

⁹ As approved by the Board of Directors in its Organizational Meeting held on 8 July 2024.

IN WITNESS WHEREOF, we have hereunto set our hands this 11 day of JUL 11 2024 at MAKATI CITY, Philippines.



ANGELICA H. LAVARES
Director / Independent Chairperson
TIN: 134 509 801



SANJAY CHAKRABARTY
Director/ President and CEO
TIN: 642 476 459



WILSON WING YIU MA
Director
TIN: 629 121 745



SANCHIT PAL MAINI
Director
TIN: 633 241 435



IMELDA C. TIONGSON
Independent Director
TIN: 172 306 692



MARIFE BUTALID ZAMORA
Independent Director
TIN: 129 457 937



MARIA CRISTINA RODRIGUEZ OPINION
Independent Director
TIN: 107 787 968

Certified True and Correct:



MA. DONNA A. MENDOZA
Corporate Secretary
TIN: 217 443 119

REPUBLIC OF THE PHILIPPINES)
CITY OF **MAKATI**)

BEFORE ME, a Notary Public, for and in the City of Makati this

11 JUL 2024


personally appeared the following persons:

| Names | Competent Proof of Identity/Date and Place of Issue |
|----------------------------------|--|
| ANGELICA H. LAVARES | Passport No. P7921938B / 19 October 2021 / DFA Manila |
| WILSON WING YIU MA | Passport No. PB1683294 / 25 June 2019 / Australia |
| IMELDA C. TIONGSON | Driver's License No. N11-93-044999 / 21 January 2022 / LTO |
| SANJAY CHAKRABARTY | Passport No. Z6979591 / 16 September 2022 / Phnom Penh |
| SANCHIT PAL MAINI | Passport No. Z5652374 / 22 January 2020 / Hong Kong |
| MARIFE BUTALID ZAMORA | Passport No. P8323997A / 13 August 2018 / DFA NCR South |
| MARIA CRISTINA RODRIGUEZ OPINION | Passport No. P0382934B / 24 January 2019 / DFA Manila |
| MA. DONNA A. MENDOZA | Passport No. P3949418B / 23 November 2019 / DFA NCR East |

known to me and to me known to be the same person who executed the foregoing Directors' Certificate and acknowledged to me that the same is his free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

Page No.: 220
Doc. No.: 45
Book No.: 331
Series of 2024.


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 374750/12-26-2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No. VII-0020180/04-14-2025



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



ENDORSEMENT

16 August 2024

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the Amended Articles of Incorporation of **PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES / ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; AND PRU LIFE OF U.K. (Formerly: PRU LIFE INSURANCE CORPORATION OF U.K.)** with office address at 9th Floor, Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, Taguig City, Metro Manila, Philippines with the advise that this Commission has no objection to the amendments therein.

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


REYNALDO A. REGALADO
Insurance Commissioner



Attachment: As stated.



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

| | |
|---------------------------|-------------------------------------|
| eOR Number | 20240925-PM-0125110-52 |
| Transaction Number | 20240925121212800110170408004415001 |
| Payment Date | September 25, 2024 04:16 PM |
| Payment Scheme | gcash |
| Status | COMPLETED |
| Payment Status | PAYMENT_SUCCESS |

Payment Assessment Details

| | |
|----------------------|---|
| PAF No. | 20240923-11409720 |
| PAF Date | 2024-09-23 10:09:49 |
| Payor Name | PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES/ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; PRU LIFE OF U.K. |
| Payor Address | 9/F UPTOWN PLACE TOWER 1 1 EST 11TH DRIVE TAGUIG CITY NCR |

| # | Nature of Collection | Account Code | Amount |
|--------------|-----------------------------------|---------------------|-----------------|
| 1 | Amended Articles of Incorporation | 4020102000(606) | 1,000.00 |
| 2 | Legal Research Fee (A0823) | 2020105000(131) | 10.00 |
| 3 | Documentary Stamp Tax | 4010401000(4010401) | 30.00 |
| TOTAL | | | 1,040.00 |

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

Please be informed that your application for amendment application is qualified for payment. You may pay the amendment fees specified on the Payment Assessment Form (PAF) within forty-five (45) calendar days, otherwise, your amendment application will automatically be cancelled.

| | |
|---------------------------------------|---|
| Reference No. | TRN-R082024-CRMD00344N |
| Filer | MATSUMURA, MAYUMI GLOR |
| SEC Registration No. | AS96000511 |
| Company Name | PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES/ALSO KNOWN AS: PRU; PRU LIFE; PRU LIFE UK; PRU LIFE U.K.; PRU LIFE OF UK; PRU LIFE OF U.K. |
| Date of Company Registration | 17-Jan-1996 |
| Date of Application Submission | 27-Aug-2024 |
| Application Status | FOR PAYMENT |
| Destination | SEC Officer |

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