



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

Company Reg. No. ASO96-0511

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

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**PRU LIFE INSURANCE CORPORATION OF U.K.**

copy annexed, adopted on March 02, 2010 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 Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, 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 Mandaluyong City, Metro Manila, Philippines, this 31<sup>st</sup> day of January, Twenty Eleven.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



# COVER SHEET

A S O 9 6 - 0 5 1 1

S.E.C. Registration Number

P R U L I F E C O R P O R A T I O N O F U . K .

(Company's Full Name)

2 5 T H F L O O R T O W E R 1 T H E  
E N T E R P R I S E C E N T E R A Y A L A A V E N U E  
C O R N E R P A S E O D E R O X A S A N D D E L A  
R O S A S T S . M A K A T I C I T Y

(Business Address: No. Street City / Town / Province)

JOSEPHINE JOY D. CAÑEBA

Contact Person

8898677

Company Telephone Number

1 2

Month Fiscal Year

3 1

Day

Amended By-Laws

FORM TYPE

3<sup>rd</sup> Tuesday of May

0 5

Month Day Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes.

**AMENDED BY-LAWS**

**OF**

**PRU LIFE INSURANCE CORPORATION OF U.K.**

(formerly, PRUDENTIAL ( UK ) PHILIPPINES LIFE INSURANCE CORP.)

**ARTICLE 1**

**SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscriptions – Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates – Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The Certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed by law, particularly Section 73 of the Corporation Code.

Section 5. Fractional Shares – No certificate shall be issued evidencing ownership of a fractional part of a share.

## ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on every third Tuesday of May of each year, if a legal holiday, then on the day following.

Section 2. Special Meeting – The special meetings of stockholders, for any purpose or purposes, may at anytime be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the subscribed capital stock entitled to vote; (b) Chairman, or (c) President.

Section 3. Place of Meeting – Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting – Written notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mailing the notice at least one (1) week for special meetings and two (2) weeks for regular meetings prior to the date of the meeting to each stockholder of record at his last known post office address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be subject of motions or deliberations at such meeting. However, notice of any meeting may be waived, expressly or impliedly by any stockholder, in person, or by proxy, before or after the meeting.

When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6: Presiding Officer - The Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than that announced at the meeting.

Section 7. Manner of voting – At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.

All proxies must be in the hands of the secretary not later than five (5) days before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary at least three (3) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.

Section 8. Closing of Transfer Books for Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. Such date shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provide otherwise.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercise, all business conducted and all property of the

corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interest of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;

d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instrument, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;

e) To guarantee, for and in behalf of the corporation, obligations of other corporations or entities in which it has lawful interest;

f) To make provisions for the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;

g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;

h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiff's or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlement of whatsoever debts are payment to the corporation;

j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;

k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Section 2. Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, maybe filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.



The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws.

Section 4. Meetings – Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such time and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Section 5. Notice – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for this transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 7. Conduct of the Meetings -- Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Any director may attend meetings of the Board of Directors through teleconferencing or videoconferencing (i.e. conferences or meetings through electronic medium or telecommunications where participants who are not physically present are located at

different local or international places). For such purpose, the following guidelines shall be observed in conducting meetings via teleconferencing or videoconferencing:

(a) The secretary of the meeting shall assume the following responsibilities:

(i) to safeguard the integrity of the meeting via teleconferencing or videoconferencing;

(ii) to find good teleconferencing or videoconferencing equipment and facilities;

(iii) to record the proceedings and prepare the minutes of the meeting;

(iv) to store for safekeeping and mark the tape recording(s) and/or other electronic recording mechanism as part of the records of the Corporation.

(b) The Secretary shall send out the notices of the meeting to all directors in accordance with the manner of giving notice as stated in these By-Laws. The notice shall include the following:

(i) Inquiry on whether the director will attend physically or through teleconferencing or videoconferencing;

(ii) Contact number(s) of the Secretary and office staff whom the director may call to notify and state whether he shall be physically present or attend through teleconferencing or videoconferencing;

(iii) Agenda of the meeting;

(iv) All documents to be discussed in the meeting, including attachments, shall be numbered and duly marked by the Secretary in such a way that all the directors, physically or electronically present, can easily follow, refer to the documents and participate in the meeting.

(c) If the director chooses to attend the meeting via teleconferencing or videoconferencing, he shall give notice of at least five (5) days prior to the scheduled meeting to the Secretary. The latter shall be informed of the concerned director's contact number(s). In the same way, the Secretary shall inform the director concerned of the

contact number(s) he will call to join the meeting. The Secretary shall keep the records of the details, and on the date of the scheduled meeting, confirm and note such details as part of the minutes of the meeting. In the absence of arrangements made pursuant to these By-Laws, it is presumed that the director will physically attend the scheduled meeting of the Board of Directors.<sup>1</sup>

#### ARTICLE IV OFFICERS

Section 1. Election/Appointment – Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board – The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President – The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

a) To preside at the meetings of the Board of Directors and of the Stockholders in the absence of the Chairman of the Board of Directors;

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<sup>1</sup> As amended by the votes of stockholders representing at least 2/3 of the outstanding capital stock in a stockholders meeting held on March 2, 2010 and by the majority votes of the directors in a meeting held on March 2, 2010.

b) To initiate and develop corporate objectives and policies and formulate long range project, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

c) To have general supervision and management of the business affairs and property of the corporation;

d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;

e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;

f) To oversee the preparation of the budgets and the statements of accounts of the corporation;

g) To prepare such statements and reports of the corporation as may be required of him by law;

h) To represent the corporation at all functions and proceedings;

i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;

j) To make reports to the Board of Directors and stockholders;

k) To sign certificates of stock;

l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 4. The Vice-President(s) – If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;

f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control;

g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer – The Treasurer of the corporation shall be its chief financial officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office – The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers, may however be sooner removed for cause.

Any director, who is an employee of Prudential Corporation or any subsidiary automatically ceases to be a director of Prudential (UK) Philippines Life Insurance Corp. upon ceasing to be a director or employee of Prudential Corporation or any subsidiary.

Section 8. Vacancies – If any of the officers becomes vacant by reason of death, resignation, failure to qualify, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation – All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

#### ARTICLE V

#### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the corporation) to which he may be, or is, made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the corporation in advance for the final disposition of such action, suit, or proceedings as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

ARTICLE VI  
OFFICES

Section 1. The principal office of the corporation shall be located in Metro Manila. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require.

ARTICLE VII  
AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors – At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the financial position, operating results and cash flows, and the stockholders shall approve the remuneration of the external auditor or auditors as recommended by the Board of Directors. Earnings when shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

ARTICLE VIII  
AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be



revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

## ARTICLE IX

### SEAL

Section 1. Form and Inscriptions – The corporate seal shall be determined by the Board of Directors.

The foregoing by-laws were adopted by all the stockholders of the corporation on January 10, 1996 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names, this 10<sup>th</sup> day of January 1996 in Makati City.

(SIGNED)  
MARK EDWARD TUCKER  
PP No. 500132843

(SIGNED)  
JOSEPH CHUNG SANG IP  
PP No. EM259570

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

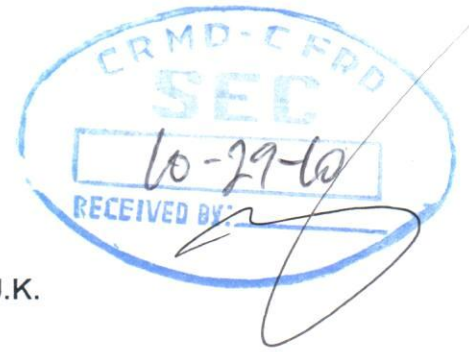
(SIGNED)  
MARIA CONCEPCION S. NOCHE  
TIN No. 107-793-465

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

**SEC REGISTRATION NUMBER ASO96-0511**

**DIRECTORS CERTIFICATE  
OF AMENDMENT OF THE  
BY LAWS  
OF**

**PRU LIFE INSURANCE CORPORATION OF U.K.**



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned majority of the Board of Directors, Chairman and Corporate Secretary of PRU LIFE INSURANCE CORPORATION 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 address at the 25<sup>th</sup> Floor, Tower 1, The Enterprise Center, Ayala Avenue Corner Paseo de Roxas and Dela Rosa Streets, Makati City, hereby certify: That –

1. At the special meeting of the Board of Directors of the Corporation held on March 2, 2010 wherein Mr. Estelito G. Madrid, Jr. and Atty. Ronald Mark S. Daos acted as Chairman and Corporate Secretary, respectively, the Board upon majority votes of the directors present and constituting a quorum approved the following:
  - a. Amendment of Article III Section 7 of the Corporation's By-Laws, which will now read as:

"Section 7. Conduct of the Meetings -- Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Any director may attend meetings of the Board of Directors through teleconferencing or videoconferencing (i.e. conferences or meetings through electronic medium or telecommunications where participants who are not physically present are located at different local or international places). For such purpose, the following guidelines shall be observed in conducting meetings via teleconferencing or videoconferencing:

(a) The secretary of the meeting shall assume the following responsibilities:

- (i) to safeguard the integrity of the meeting via teleconferencing or videoconferencing;
- (ii) to find good teleconferencing or videoconferencing equipment and facilities;

- (iii) to record the proceedings and prepare the minutes of the meeting;
- (iv) to store for safekeeping and mark the tape recording(s) and/or other electronic recording mechanism as part of the records of the Corporation.

(b) The Secretary shall send out the notices of the meeting to all directors in accordance with the manner of giving notice as stated in these By-Laws. The notice shall include the following:

- (i) Inquiry on whether the director will attend physically or through teleconferencing or videoconferencing;
- (ii) Contact number(s) of the Secretary and office staff whom the director may call to notify and state whether he shall be physically present or attend through teleconferencing or videoconferencing;
- (iii) Agenda of the meeting;
- (iv) All documents to be discussed in the meeting, including attachments, shall be numbered and duly marked by the Secretary in such a way that all the directors, physically or electronically present, can easily follow, refer to the documents and participate in the meeting.

(c) If the director chooses to attend the meeting via teleconferencing or videoconferencing, he shall give notice of at least five (5) days prior to the scheduled meeting to the Secretary. The latter shall be informed of the concerned director's contact number(s). In the same way, the Secretary shall inform the director concerned of the contact number(s) he will call to join the meeting. The Secretary shall keep the records of the details, and on the date of the scheduled meeting, confirm and note such details as part of the minutes of the meeting. In the absence of arrangements made pursuant to these By-Laws, it is presumed that the director will physically attend the scheduled meeting of the Board of Directors."

2. At the special meeting of the stockholders of the Corporation held on March 2, 2010 at which meeting stockholders of the Corporation representing 100% of the issued and outstanding capital thereof were present either in person or by proxy, and Mr. Estelito G. Madrid, Jr. and Atty. Ronald Mark S. Daos acted as Chairman and Corporate Secretary, respectively, the stockholders representing 2/3 of the issued and outstanding capital stock of the Corporation approved following:

- a. Amendment of Article III Section 7 of the Corporation's By-Laws, which will now read as:

"Section 7. Conduct of the Meetings -- Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

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(ii) Contact number(s) of the Secretary and office staff whom the director may call to notify and state whether he shall be physically present or attend through teleconferencing or videoconferencing;

(iii) Agenda of the meeting;

(iv) All documents to be discussed in the meeting, including attachments, shall be numbered and duly marked by the Secretary in such a way that all the directors, physically or electronically present, can easily follow, refer to the documents and participate in the meeting.

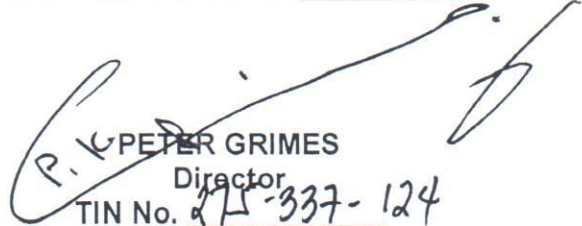
(c) If the director chooses to attend the meeting via teleconferencing or videoconferencing, he shall give notice of at least five (5) days prior to the scheduled meeting to the Secretary. The latter shall be informed of the concerned director's contact number(s). In the same way, the Secretary shall inform the director concerned of the contact number(s) he will call to join the meeting. The Secretary shall keep the records of the details, and on the date of the scheduled meeting, confirm and note such details as part of the minutes of the meeting. In the absence of arrangements made pursuant to these By-Laws, it is presumed that the director will physically attend the scheduled meeting of the Board of Directors."

3. The requirements of Sections 48 of the Corporation Code of the Philippines have been complied with.
4. Attached herewith is a true and correct copy of the Corporation's By Laws, as amended.

JUN 04 2010


IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ at Makati City.

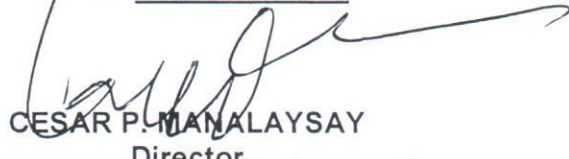
  
ESTELITO G. MADRID, JR.  
Director  
TIN No. 108-670-262


  
PETER GRIMES  
Director  
TIN No. 275-337-124

STEPHEN PAUL BICKELL  
Director  
TIN No. \_\_\_\_\_

VICTOR M. ESPAÑOL  
Director  
TIN No. \_\_\_\_\_

  
JOSE A. FERIA, JR.  
Director  
TIN No. 107-793-449

  
CESAR P. MANALAYSAY  
Director  
TIN No. 127-451-967

  
ROMERICO S. SERRANO  
Director  
TIN No. 146-315-947

KEVIN WRIGHT  
Director  
TIN NO. \_\_\_\_\_

Attested By:

  
RONALD MARK S. DAOS  
Corporate Secretary

REPUBLIC OF THE PHILIPPINES }  
Makati City }S.S.

SUBSCRIBED AND SWORN to before me this JUN 04 2010 at Makati City, affiants exhibiting to me their identification documents with numbers as follows:

Name	Identification Document Presented	Date and Place of Issuance
ESTELITO G. MADRID, JR. PETER GRIMES STEPHEN PAUL BICKELL VICTOR ESPAÑOL JOSE A. FERIA, JR. CESAR P. MANALAYSAY ROMERICO S. SERRANO KEVIN WRIGHT	PP 304042  XX 0528191 XX 5290081 XX 041 5863	
RONALD MARK S. DAOS	NO3-87-05 2712	

IN WITNESS WHEREOF, I have hereunto set my hand on the day and place first above written.

Doc. No. 4  
Page No. 2  
Book No. VI  
Series of 2010.

*Josephine Joy D. Cañeba*  
JOSEPHINE JOY D. CAÑEBA  
Notary Public for Makati City  
Appointment No. M-213  
Until December 31, 2010  
PTR No. 2094548 Makati 1-7-10  
IBF No. 764157 Manila 12-4-08 Until 2011  
Roll No. 51421  
8<sup>th</sup> Floor, DPC Place,  
2222 Chino Roces Ave., Makati City



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

Head Office:  
P.O. Box 3589 Manila  
FAX No. 522-14-34  
Tel. Nos. 523-84-61 to 70  
Website : [www.insurance.gov.ph](http://www.insurance.gov.ph)

**1ST ENDORSEMENT**  
14 January 2011

Respectfully endorsed to the Securities and Exchange Commission, SEC Building, EDSA, Greenhills, Mandaluyong City, the Amended By-laws of **PRU LIFE CORPORATION OF U.K.**, with the advice that the Insurance Commission has no objection to the registration thereof with the Securities and Exchange Commission. The amendments in Article III, Section 7 were approved by the stockholders and directors in a meeting held on March 2, 2011 and included the guidelines on the attendance of directors during meetings of the Board of Directors through teleconferencing or videoconferencing.

This 1<sup>st</sup> Endorsement should be submitted to the Securities and Exchange Commission by the applicant together with the same documents as presented to the Insurance Commission.

  
**EMMANUEL F. DOOC**  
Insurance Commissioner

