



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, 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.
(Amending Article III thereof.)

copy annexed, adopted on June 22, 2017 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 26th day of October, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

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 27 March 2014)

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 the Insurance Code of the Philippines, as amended.²

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.

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

SECONDARY PURPOSES

1. 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;

2. 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;

3. 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;

4. 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;

5. 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;

6. 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 corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount;

8. 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;

in its special meeting held on 24 March 2015.

9. 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; and

10. 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)

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.³

FOURTH. - That the term for which the corporation is to exist is fifty (50) years from and after the date of incorporation.

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 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

³ 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.

City

SIXTH. - That the number of directors of the corporation shall be seven (7) 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 (as amended on 22 March 2013):

<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)

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
	<hr/>
	P250,000,000.00

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
	<hr/>
	P50,000,000.00

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.



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



1st ENDORSEMENT
18 September 2017

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Secretariat Building, PICC Complex, Roxas Boulevard, Manila, the attached amended Articles of Incorporation & By-Laws of **PRU LIFE INSURANCE CORPORATION OF U.K. ALSO DOING BUSINESS AND TRADE UNDER THE NAMES/ ALSO KNOWN AS: PRU; 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 the advise that the Insurance Commission has no objection to its registration and has taken note of the following amendments:

AMENDED ARTICLES OF INCORPORATION:

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.** *(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).*

AMENDED BY-LAWS:

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 fourth Thursday of June** of each year, if a legal holiday, then on the day following. *(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).*

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:

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

ARTICLE IV – OFFICERS

Section 1. Election/Appointment – Immediately after their election, the Board of Directors shall formally organize by electing **the following officers at said meeting:**

- a) Chairman.
- b) President
- c) **General Manager,**
- d) Executive Vice Presidents.
- e) Senior Vice Presidents.
- f) Vice-Presidents.
- g) Treasurer, and
- h) Secretary.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. *(As approved by the Board of Directors in its organizational meeting held on 22 June 2017)*

Section 4. Other Officers of the Corporation – The General Manager, Executive-Vice Presidents, Senior Vice-Presidents, and Vice-Presidents shall have such powers and shall perform such duties as may from time to time be assigned to them by the Board of Directors or by the President. *(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).*

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:

f) To act 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; *(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).*

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 employees of Prudential Corporation or any subsidiary thereof automatically ceases to be a director of **Pru Life Insurance Corporation of U.K.** upon ceasing to be a director or employee of Prudential Corporation or any subsidiary thereof. *(As approved by the Board of Directors in its organizational meeting held on 22 June 2017 and by the stockholders in its annual meeting on 22 June 2017).*

ARTICLE VI – OFFICES

Section 1. The principal office of the corporation shall be that stated in the Articles of Incorporation. 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. *(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).*

ARTICLE VII – AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors – At the regular stockholder's 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. Dividends 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 as may be determined and in accordance with law and applicable rules and regulations. *(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).*

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

By Authority of the Insurance Commissioner: _____


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner