



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

COMPANY REG. NO. A1997-21664

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

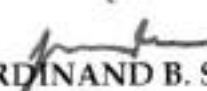
This is to certify that the amended articles of incorporation of the

PIONEER LIFE INC.
(Amending Article III thereof.)

copy annexed, adopted on June 24, 2014 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 Mandaluyong City, Metro Manila, Philippines, this 14th day of October, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET
For Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amendment of the Articles of Incorporation

A 1 9 9 7 - 2 1 6 6 4

Former Company Name

P I O N E E R A L L I A N Z L I F E A S S U R A N C E
C O R P O R A T I O N

AMENDED TO:
New Company Name

P I O N E E R L I F E I N C .

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

P I O N E E R H O U S E M A K A T I ,
1 0 8 P A S E O D E R O X A S ,
L E G A S P I V I L L A G E , M A K A T I C I T Y

COMPANY INFORMATION

Company's Email Address

info@pioneer.com.ph

Company's Telephone Number/s

812-7777

Company's Facsimile Number/s

588-5027

CONTACT PERSON INFORMATION

Name of Contact Person

MA. OLIVIA C. VALERA

Email Address

ivi.valera@pioneer.com.ph

Telephone Number/s

812-7777 loc 620

Facsimile Number/s

817-1461

Contact Person's Address

Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- ☐ Corporate and Partnership Registration Division
☐ Green lane Unit
☐ Financial Analysis and Audit Division
☐ Licensing Unit
☐ Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF
PIONEER LIFE INC.

(As amended on 17 July 2008)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and majority of whom are residents of the Philippines, have voluntarily associated ourselves together for the purpose of forming a CORPORATION under the laws of the Philippines, and

- WE DO HEREBY CERTIFY -

FIRST: That the name of this Corporation is

PIONEER LIFE INC.

SECOND: That the purpose for which the said corporation is organized is to engage, operate, manage and carry on the business of life insurance in all its branches and in particular to underwrite insurance upon the lives of individuals, either singly or in groups, and every other kind of insurance appertaining thereto or connected therewith, including reinsurance; to make contracts for insurance and reinsurance providing against all hazards, risks, guarantees and contingencies to which life, health, accident, or medical insurance is applicable; to indemnify against legal liability; to compute endowments and grants; to issue annuity contracts; to secure reinsurance of all its risks; to issue participating or non-participating policies in the profits; to purchase for its own benefit any policy of insurance or other obligations of the corporation as well as claims of policyholders:

The corporation shall have the following incidental purposes:

- (a) Insofar as may be permitted by law, to purchase, take, hold, mortgage, lease, sell, convey, exchange, transfer, or otherwise deal in any manner whatsoever in real property other than the land, located within or without the territorial limits of the Republic of the Philippines, and to mortgage, sell, lease, or otherwise dispose of such buildings, constructions, or any interest therein; to purchase, acquire as the law permit, and to use, hold, own, mortgage, pledge, sell, exchange transfer, or alter, dispose of, and to deal and trade in and with goods, wares, merchandise, personal properties of all kinds or sort, as the purposes of which this corporation is organized may permit and as may be necessary or convenient for the transaction of the lawful business of the corporation;

(b) To lend money under such terms and conditions as may be agreed upon, and as may be permitted by law;

(c) As may now or hereafter be allowed by law, to merge or unite the corporation with another corporation dealing with the same, similar or analogous purposes; to acquire, purchase, take over and manage any or all of the properties, rights, obligations, assets and business of any other corporation, association, entity or person engaged with and to pay for the same in property, cash, checks, bonds, stocks, debentures or other obligations of the corporation, association, entity or person 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 and under such circumstances as may be permitted by law; and to conduct and operate in any law manner the whole or part of any such business so acquired;

(d) To assist or promote the formation or establishment of any other company for the purpose of acquiring part or all of the properties and liabilities of this Company or of advancing directly or indirectly the objects or interests thereof, and to take or otherwise acquire and hold shares in any such company and to guarantee the payment of any debentures or other securities issued by such company;

(e) To hold, take or otherwise acquire shares of stocks in any other company which has objects or purposes partly similar or altogether analogous to those of the corporation or carrying on any business capable of being operated and manage so as to directly or indirectly benefit the corporation;

(f) To guarantee, purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness, to exercise all the rights to vote and to sell or dispose the undertakings of this corporation or part thereof for such consideration as the corporation may deem fit and in particular for shares, debentures of any other corporation;

THIRD: That the place where the principal office of the corporation is to be established or located is at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City, but the corporation may establish and maintain branch offices in any part of the Philippines or in foreign countries. (As amended on 24 June 2014)

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

FIFTH: That the names, citizenship and residence of the incorporators of the corporation are as follows:

INCORPORATORSCITIZENSHIPRESIDENCE

David C. Coyukiat

Ernesto O. Chan

Lorenzo O. Chan, Jr.

Molly C. Uyecio

Thomas Kaufmann

SIXTH: That the number of directors of the said corporation shall be nine (9) and that the names, citizenship and residence of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows:

(as amended on 17 July 2008)

DIRECTORSCITIZENSHIPRESIDENCE

David C. Coyukiat

Ernesto O. Chan

Lorenzo O. Chan, Jr.

Molly C. Uyecio

Thomas Kaufmann

Heinz Dollberg

Michael Diekmann

John Metcalf

SEVENTH: That the capital stock of said corporation is SIX HUNDRED MILLION PESOS (P600, 000,000) and said capital stock is divided into SIXTY MILLION (60,000,000) shares with a par value of TEN PESOS (Ps.10.00), Philippine currency, each share.

EIGHT: That the amount of capital stock which has been subscribed is ONE HUNDRED FIFTY MILLION PESOS (Ps. 150,000,000.00), Philippine currency, and the following corporations/persons have subscribed for the number of shares and the amount of capital stock set out opposite their respective names:

<u>NAME</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Pioneer Life Assurance Corporation	7,499,996	Ps. 74,999,960.00
David C. Coyukiat	1	10.00
Ernesto O. Chan	1	10.00
Lorenzo O. Chan, Jr.	1	10.00
Molly C. Uyecio	1	10.00
Allianz Aktiengesellschaft	7,499,996	79,999,960.00
Thomas Kaufmann	1	10.00
Michael Diekmann	1	10.00
Heinz Dollberg	1	10.00
John Metcalf	1	10.00
	<u>15,000,000</u>	<u>Ps. 150,000,000.00</u>

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</u>
Pioneer Life Assurance Corporation	Ps. 74,999,960.00
David C. Coyukiat	10.00
Ernesto O. Chan	10.00
Lorenzo O. Chan, Jr.	10.00
Molly C. Uyecio	10.00
Allianz Aktiengesellschaft	74,999,960.00
Thomas Kaufmann	10.00
Heinz Dollberg	10.00
John Metcalf	10.00

Ps. 150,000,000.00

TENTH: That the corporation has a contributed surplus fund in the amount of FIFTY MILLION PESOS (Ps. 50,000,000.00), Philippine currency, contributed by the following stockholders, to wit:

<u>NAME</u>	<u>AMOUNT</u>
Pioneer Life Assurance Corporation	Ps. 25,000,000.00
Allianz Aktiengesellschaft	25,000,000.00

Ps. 50,000,000.00

ELEVENTH: Any stockholder who shall be desirous of selling any of his shares in the corporation shall first give the remaining stockholders in the Corporation previous notice in writing about his intention, which notice shall state, among others, the number of shares intended to be sold, the price for each share and such other terms and conditions of the intended sale, and the remaining stockholder shall have thirty (30) days from receipt of such notice within which to confirm to the selling stockholder its full or partial acceptance to the offer.

If no agreement is reached within 2 (two) months following the notification of a party's intention to sell, the selling party shall observe the following procedure:

- (a) The selling stockholder must name the potential buyer together with the terms negotiated with the same. In no case shall the price and terms of the offer to such third party be more favorable than that made to the other stockholder/s. Within a period of 1 (one) month the remaining stockholder/s is/are entitled to exercise its right of first refusal to purchase the shares on the terms negotiated with that third party.
- (b) If this right of first refusal is not exercised by the remaining stockholder/s then the selling stockholder is entitled to sell the shares elsewhere within 2 (two) months upon expiry of the period allowed for exercising the right of first refusal upon notification of the remaining stockholder/s party that such right will not be exercised. If the shares are not sold within this period and the selling stockholder offers its shares to another, the above procedure shall be repeated and the remaining stockholder/s shall again have the right of first refusal to acquire shares.
- (c) The above mentioned rules apply accordingly in the case of transactions which are not connected with the purchase or sale of shares but have an identical or similar commercial effect (such as but not limited to share, swap, mergers, as well as involuntary transfers such as but not limited to foreclose sales, sheriff's auctions and receivers sales, etc.).

(d) These rules shall apply to the transfer of shares if the relationship between transferor and transferee is that of parent and subsidiary. The transferee shall, however, be obliged to re-transfer the relevant shares to the transferor if it subsequently ceases to be a subsidiary of the transferor, and the transfer of shares to the transferee shall only be valid if the agreement to transfer provides for the said re-transfers of the shares.

(e) The term "subsidiary" shall be limited to transferees where the transferor—

- (i) controls the composition of the Board or Directors, or
- (ii) controls more than half of the voting power, or
- (iii) controls more than half of the outstanding capital stock, or
- (iv) has a controlling agreement or a profit agreement in existence

TWELFTH: That MR. ERNESTO O. CHAN has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is duly elected and qualified in accordance with the By-Laws, that as such Treasurer, he has been authorized to receive for the corporation and to receive in its name all subscription and contributed surplus paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 10th day of November 1997 in Makati City, Philippines.

Sgd. DAVID C. COYUKIAT

Sgd. ERNESTO O. CHAN

Sgd. LORENZO O. CHAN, JR.

Sgd. MOLLY C. UYECIO

Sgd. THOMAS KAUFMANN

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in Makati City, personally appeared the following persons:

NAME	CTC/PASSPORT	DATE/PLACE ISSUED
David C. Coyukiat		
Ernesto O. Chan		
Lorenzo O. Chan, Jr.		
Molly C. Uyecio		
Thomas Kaufmann		

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this 10th day of November 1997.

Sgd. ELEANOR LUCAS ROQUE
Notary Public
Makati City
Until 31 December 1997
PTR No. 0886097
IBP No. 438741

Doc. No. 108;
Page No. 23;
Book No. 2;
Series of 1997.

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER AL 9 97721 664 FOR SEC TO PROVIDE: MAINTENANCE NO. 1111111111 TRANSACTION DATE 11111111

FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.
 FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this form for additional instructions.
 CURRENT COMPANY NAME (This must always be provided.) PIONEER LIFE INC. ☐ YES ☐ NO
☐ NO

NEW COMPANY NAME

GENERAL INFORMATION

COMPANY TYPE ☒ 103 - DOMESTIC STOCK ☐ 104 - DOMESTIC NON-STOCK ☐ 105 - DOMESTIC PARTNERSHIP	CHANGES FROM STOCK TO NON-STOCK? ☐ YES ☐ NO	CHANGE IN PRIMARY PURPOSE? ☐ YES ☐ NO
PIONEER HOUSE-108 PASEO DE ROXAS, LEGASPI VILLAGE, MAKATI CITY		
SALES CODE <u>11229</u>	POSTAL CODE <u>11229</u>	TEL NO. <u>812 7777</u> FAX NO. <u>817 1461</u>
BUSINESS OFFICE ADDRESS		
PIONEER HOUSE-108 PASEO DE ROXAS, LEGASPI VILLAGE, MAKATI CITY		
JURISDICTION <u>11229</u>	POSTAL CODE <u>11229</u>	TEL NO. <u>812 7777</u> FAX NO. <u>817 1461</u>

BUSINESS INFORMATION

PARTNERSHIP TYPE ☐ 11 - LIMITED ☒ 12 - GENERAL	TYPE OF EXISTENCE ☐ 11 - WHO SPECIFIC PERSONS ☐ 12 - WHO SPECIFIC PERSONS ☐ 13 - WHO SPECIFIC PERSONS ☐ 14 - WHO SPECIFIC PERSONS ☐ 15 - WHO SPECIFIC PERSONS ☐ 16 - WHO SPECIFIC PERSONS ☐ 17 - WHO SPECIFIC PERSONS ☐ 18 - WHO SPECIFIC PERSONS ☐ 19 - WHO SPECIFIC PERSONS ☐ 20 - WHO SPECIFIC PERSONS	ANNUAL MEETING (For domestic companies only) ☐ 1 - FIXED (MONTH) <u>1111</u> ☐ 2 - VARIABLE
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NUMBER OF DIRECTORS (if stock co.)	TRUSTEES (if non-stock co.)	PARTNERS (if partnership)	STOCKHOLDERS (if stock co.)
TOTAL CONTRIBUTION (of non-stock companies)	% OF FOREIGN MEMBERSHIP (of non-stock companies)	TOTAL CONTRIBUTION (of domestic partnership)	Foreign: ☐ Filipino: ☐

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary.)

RELATIONSHIP TYPE (RELN TYPE)	RELN TYPE	SEC NUMBER	COMPANY NAME	START DATE	END DATE
☒ M - DISCLOSED COMPANY (if due to merger)	☒ M - DISCLOSED COMPANY (if due to merger)				
☐ V - DISCLOSED COMPANY (if change in company type)	☐ V - DISCLOSED COMPANY (if change in company type)				
☐ S - PARENT COMPANY (if registrant is a subsidiary)	☐ S - PARENT COMPANY (if registrant is a subsidiary)				
☐ A - AFFILIATE (of registrant)	☐ A - AFFILIATE (of registrant)				

MADE BY - A NEW, SUPPLEMENT EXISTING, OR DISCLOSED RELATIONSHIP

CERTIFIED CORRECT: Ma. Olivia C. Valera POSITION: Corporate Secretary DATE: 11111111

THIS FORM IS TO BE FILLED UP BY THE REGISTRANT OR BY AN AUTHORIZED REPRESENTATIVE OF THE REGISTRANT.

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

SECRETARY'S CERTIFICATE

I, **MA. OLIVIA C. VALERA**, of legal age, Filipino and with office address at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City, being first duly sworn in accordance with law, depose and certify that:

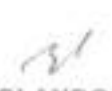
1. I am the duly elected and qualified Corporate Secretary of **PIONEER LIFE INC.** (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Makati City, 4th day of August 2014.

MA. OLIVIA C. VALERA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 4th day of August 2014 at Makati City, affiant having exhibited to me her Competent Evidence of Identity: Tax Identification No. 199-500-992.

Doc. No. 211 ;
Page No. 44 ;
Book No. 10 ;
Series of 2014.


ROLANDO D. PANES, JR.
Notary Public
Commission No. M-176 until December 31, 2014
IBP Lifetime Member No. 011359 / Makati
PTR No. 4225781 / Makati / 01-02-2014
Roll of Attorneys No. 55229
MCLE Compliance No. IV-0005401
Pioneer House, 108 Paseo de Roxas
Legaspi Village, Makati City

DIRECTORS'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned Directors constituting all of the members of the Board of Directors of **PIONEER LIFE INC.** (hereinafter referred to as the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines, with principal office at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City, do hereby certify that:

1. The attached amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of the Corporation, as amended by all the members of the Board of Directors at the special meeting held at its principal office on June 24, 2014 and by the affirmative vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held at the principal office of the Corporation on June 24, 2014; and
2. The amendment particularly refers to:

"ARTICLE THIRD: That the place where the principal office of the corporation is to be established or located is at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City, but the corporation may establish and maintain branch offices in any part of the Philippines or in foreign countries. (As amended on 24 June 2014)"

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of ~~AUG 27 2014~~ 2014 at Makati City

1. ERNESTO O. CHAN

4. MOLLY C. UYECIO

2. SALLY C. ONG PAC

5. EMILY A. ABRERA

3. VITALIANO N. NAÑAGAS

Attest:

MA. OLÍVIA C. VALERA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this AUG 27 2014 day of _____
2014 at Makati City, affiants exhibiting to me their respective Tax Identification
details as follows:

Name

TIN Nos.

Ernesto O. Chan
Molly C. Uyecio
Vitaliano N. Nañagas
Emily A. Abrera
Sally C. Ong Pac
Ma. Olivia C. Valera

who are personally known to me to be the same persons who presented
the foregoing instrument and signed the same in my presence, and who took
an oath before me as to such instrument.

WITNESS my hand and seal at the place and date first above written.

Doc No. 43
Page No. 10
Book No. 11
Series of 2014.

THEODORE JOSEPH A. CAMPAÑANO
Notary Public
Commission No. M-139 until December 31, 2015
IBP Lifetime Member No. 58508 / Manila III
PTR No. 4225780 / Makati / 01-12-2014
MCLE Compliance No. IV-0008372
Roll of Attorneys No. 49328
Pioneer House, 108 Paseo de Roxas
Legaspi Village, Makati City