



**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. 22325

**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

COCOGEN INSURANCE, INC.
(Amending Article VII thereof)

copy annexed, adopted on October 20, 2023 by a majority vote of the Board of Directors and on October 23, 2023 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 14 day of July, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department



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. 22325

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

COCOGEN INSURANCE, INC.

from P1,000,000,000.00 divided into 1,000,000,000 shares of the par value of P1.00 each, to P1,500,000,000.00 divided into 1,500,000,000 shares of the par value of P1.00 each, approved by majority of the Board of Directors on October 20, 2023 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on October 23, 2023 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto 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, Philippines, this 1st day of July, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION
OF
COCOGEN INSURANCE, INC.
(Formerly: UCPB GENERAL INSURANCE COMPANY, INC.)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: The name of said Corporation shall be: "COCOGEN INSURANCE, INC." (Amended as of December 21, 2020)

SECOND: That the purpose for which said Corporation is formed are the following:

- A) To insure houses, tenements, stores and all kinds of buildings and household furniture, merchandise, and all other property and effects, real and personal, against loss or damage including loss of use or occupancy by fire, lightning, windstorm, tornado, cyclone, earthquake, accidents or otherwise, and to carry on the ordinary business of fire insurance in all its branch and in connection therewith to rebuild, repair and replace or reinstate houses, buildings, machinery and every other description of property which may be insured by the Company and to carry on any kind of business necessary or expedient for any such purpose.

- B) To insure property against burglary or theft by housebreaking, robbery or larceny, also against loss or damage from breakage of plate glass or any other description of glass whether in windows, fittings, mirrors or in whatever way use.
- C) To insure against loss or damage by water or other fluids to any goods or premises arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings, and of water pipes, and against accidental injury to such sprinklers, pumps, apparatus, conduits, containers or water pipes.
- D) To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery, against explosion or other accident and against loss or damage to life or property resulting therefrom, and against loss of use or occupancy caused thereby, and against liability unto third persons by any of said causes, and to make inspection of, and to issue certificates of inspection upon, such boilers, pipes, fly wheels, engines and machinery.
- E) To insure all steamers, motor vehicles, ships, vessels, boats and craft of every description afloat or under construction, repair or otherwise and engines, tackle, gear, equipment, stores, cargoes, good, merchandise, freights, earnings, wares, specie, bullion,

jewels, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottomry and respondentia, interests and all other property and subject matters of insurance of every description during transit by sea or land or in inland rivers and waters, and also in or upon any wharves, stores, warehouses and other places before or after transit against the risks ordinarily enumerated or contemplated in policies of marine insurance, and also against floods, tidal waves, earthquakes and other acts of God, delay, theft, civil commotion, strikes, outrages and losses consequent thereon, and generally to carry on the business of marine insurance in all its branches, with full power to effect reinsurance and counter-reinsurance as may seem expedient.

- F) To insure all wharves, warehouses and waterside stores and all description of property thereon or therein against all or any consequences of floods, tidal waves, earthquakes and other acts of God, strikes, outrages, disputes and civil commotion.
- G) To indemnify ship owners, carriers by water and land, and other persons entrusted with carriage of property by water and land against liabilities incurred in the course of their business in respect of loss or damage to property or of personal injury.
- H) To lend money on bottomry and respondentia and to provide bail and to give security by bond or otherwise for the purpose of preventing the arrest or effecting the release from arrest of vessel,

aircraft, cargoes and freights wholly or in part insure with the Company.

- I) To carry on the business of serial insurance in all its branches and to insure persons and property against all insurable risks connected with serial navigation, transit by air, and the use and operation of aircraft of all kinds.
- J) To carry on the business of motor-vehicle insurance in all its branches and to insure persons and property against all insurable risks connected with use and operation of motor vehicles of all kinds.
- K) To carry on the business of accident and health insurance in all its branches.
- L) To ensure compensation or payment in case of injury to body, health, limb or property by railway accident, shipwreck, aircraft accident, or other perils of land, water or air, or any other accident, or misadventure or violence of any description whatsoever, and to assure payment during sickness or incapacity arising from the above-mentioned or any other causes and to assure and indemnify against liability to make compensation to others (whether or not in the employment of the assure) by reason of injury or damage to person or property, directly or indirectly occurring or caused to or by the assured, or to or by persons in his employment, and against all claims, demands and proceedings in respect of such injury or

damage, and generally to carry on the business of employers liability and workmen's compensation insurance in all its branches.

- M) To effect all classes of casualty insurance.
- N) To effect all classes of insurance against risks of war, rebellion, uprising, hostilities and warlike operations, acts of Government, strikes, riots, and civil commotions.
- O) To guarantee the fidelity of receivers, liquidators, executors, administrators, trustees, guardians, committees, agents and other persons filling, or about to fill, situations of trust or confidence, and to provide security for the due performance and discharge by such persons of all or any of the duties and obligations imposed upon them, and to indemnify principals, employers and other against loss or damage by reason of the non-performance or breach of such duties and obligations.
- P) To guarantee and indemnify sureties, executors, administrators, trustees, employers and others against loss or liability incurred by reason of the bankruptcy, insolvency, misconduct or fraud of principals, co-executors, co-administrators, co-trustees, agents, servants or any other person or otherwise incurred in connection with their offices or position.
- Q) To guarantee the performance of contracts of all kinds, and in particular the payment of rents and moneys, whether principal or

interest, secured by or payable under, or in respect of mortgages, charges, bonds, debentures, debenture stock, obligations and securities of, or created by any person, partnership, company or association, whether corporate or unincorporated, or any government or state or municipal, local or public authority, and to guarantee the title to, or quiet enjoyment of property, and to grant indemnities against any loss, action claims and demand in respect of, outstanding rights and encumbrances affecting any property.

R) To guarantee, provide and supply medical or survival aid and treatment, or any other assistance in illness, and all such requisites and remedies as may be deemed expedient.

R-1) To execute and guarantee bonds or undertakings of all kinds, required or permitted to be taken in all actions, proceedings, negotiations, importations, expropriations, or other transactions or operations, either by private individuals or by heads of departments, courts, judges, boards or bodies whether executive, legislative or judicial.

S) Generally to carry on and transact every kind of guarantee business, and every kind of indemnity business, and every kind of counter-guarantee and counter-indemnity business, and every kind of insurance and re-insurance business whether now known or hereafter devised except life, and to make grant, and issue such policies, contracts of insurance, contracts of indemnity, bonds and

other instruments, and to make such arrangements with policy-holders and others as may be necessary or expedient for carrying on and transacting such business.

T) To furnish and provide either for the Company or for other deposits and guarantee funds required in relation to any tender or application for any contract, concessions, decree, enactment, property or privilege or in relation to the carrying but of any contract, concession, decree or enactment.

U) To effect re-insurance and counter-insurance with any other company, association or individual in respect of any insurance or risk undertaken by the Company, and to act as agent of any other insurance company, foreign or domestic.

V) To lend money or such terms as may seem expedient, subject to the requirement of law.

V-1) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorized to carry or possess or property suitable for the purpose of this company.

V-2) To acquire by purchase and to invest in, hold, sell or otherwise dispose of the stocks or bonds, or any interest in either or any obligations or evidences of indebtedness of any corporation or corporations, domestic or foreign, or the bonds or other obligations

or evidences of indebtedness, of any persons, firm or corporation, and while the owner of such stocks, bonds or interests therein, or other obligations or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or consent in respect therefor for any and all purposes.

V-3) To acquire by purchase or otherwise, invest in the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquire, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business as may be permitted by law, provided, however, that this corporation may not use any of its funds or property for such acquisition or investment when such use would cause impairment to the entire paid up capital stock and the legal reserve fund of this corporation.

V-4) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may now or hereafter be permitted by law.

- V-5) To procure the company to be registered or recognized or to be permitted to or allowed to carry on its business or any branch or branches thereof in any State, Territory, or possession of the United and/or in any foreign country or places, and in carrying on its business to do any and all acts and things and exercise any and all powers which a natural person could do or exercise or which now is or may, thereafter, be authorized.
- W) To do all or any of the above things in any place in which the company may determine as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- X) To do and perform any and all of the acts and things and to exercise all of the general powers conferred by law upon corporation similarly organized and usually and ordinarily incidental to companies of like nature and kind.
- Y) To do all such other things as are incidental or conducive to the attainment of the above objects.

THIRD: That the principal office of the corporation shall be at the 22nd Floor, One Corporate Centre, Doña Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, 1605 Pasig City. (Amended as of January 21, 1993)
(Amended as of November 25, 2016)

FOURTH: That the said Corporation shall have perpetual existence.
(Amended as of April 26, 2011) (Amended as of December 21, 2020)

FIFTH: That the names, nationalities and residences or addresses of the incorporators are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
Carlos Ledesma	Filipino	44 San Lorenzo Drive, San Lorenzo Village, Makati City
Gerald Wilkinson	British	Hibiscus Road, Rosario Heights, Quezon City
M.H. Pickup	British	32 Tamarind Road, Forbes Park Makati City
G.A. Floro	Filipino	Meycauayan, Bulacan
Charles L. Siane	American	28 Narra Avenue, Forbes Park Makati City
John F. McLaughlin	American	24 Juan Luna St., San Lorenzo Village, Makati City
Walter Toehl	Filipino	1238-A Peñafrancia, Paco, Manila

SIXTH: That the number of directors of said Corporation shall be FIFTEEN (15) and that the names of the directors who are to serve until their successors are elected and qualified, as provided by the by-laws of the corporation are as follows. (Amended as of August 27, 2002)

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
Carlos Ledesma	Filipino	44 San Lorenzo Drive, San Lorenzo Village, Makati City
Gerald Wilkinson	British	Hibiscus Road, Rosario Heights, Quezon City

M.H. Pickup	British	32 Tamarind Road, Forbes Park Makati City
G.A. Floro	Filipino	Meycauayan, Bulacan
Charles L. Siane	American	28 Narra Avenue, Forbes Park Makati City
John F. McLaughlin	American	24 Juan Luna St., San Lorenzo Village, Makati City
Walter Toehl	Filipino	1238-A Peñafrancia, Paco, Manila

SEVENTH: That the capital stock of the said corporation is ONE BILLION FIVE HUNDRED MILLION PESOS (P1,500,000,000.00), Philippine Currency, divided into ONE BILLION FIVE HUNDRED MILLION (1,500,000,000) shares of COMMON stock with a par value of ONE PESO (P1.00) per share, (As amended on February 24, 2004) (Amended as of December 21, 2020) (Amended as of October 23, 2023)

EIGHTH: That the amount of said capital stock which has actually been subscribed is TWO MILLION PESOS (P2,000,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names, and have furthermore agreed to pay an amount equal to ten per centum (10%) of their subscribed capital stock to form a "contributed surplus funds";

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>	<u>CONTRIBUTED SURPLUS</u>
Carlos Ledesma	500	P 50,000.00	P 5,000.00

Gerald Wilkinson	11,997	1,199,700.00	119,970.00
M.H. Pickup	3,750	375,000.00	37,500.00
G.A. Floro	3,750	375,000.00	37,500.00
Charles L. Siane	1	100.00	10.00
John F. McLaughlin	1	100.00	10.00
Walter Toehl	1	100.00	10.00
Total	20,000	P 2,000,000.00	P 200,000.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, and as their share in contribute surplus fund, the amounts set out opposite their respective names:

<u>NAME</u>	<u>AMOUNT PAID</u>	<u>CONTRIBUTED SURPLUS</u>
Carlos Ledesma	P 500,000.00	P 5,000.00
Gerald Wilkinson	1,199,700.00	119,970.00
M.H. Pickup	375,000.00	37,500.00
G.A. Floro	175,000.00	37,500.00
Charles L. Siane	100.00	10.00
John F. McLaughlin	100.00	10.00
Walter Toehl	100.00	10.00
Totals	P 2,000,000.00	P 200,000.00

TENTH: That Mr. G.A. Floro 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 and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of January 1963.

(s) Carlos Ledesma
(t) CARLOS LEDESMA

(s) Charles L. Siane
(t) CHARLES L. SIANE

(s) Gerald H. Wilkinson
(t) GERALD H. WILKINSON

(s) John F. McLaughlin
(t) JOHN F. MCLAUGHLIN

(s) M.H. Pickup
(t) M.H. PICKUP

(s) Walter Toehl
(t) WALTER TOEHL

(s) G. A. Floro
(t) G.A. FLORO

SIGNED IN THE PRESENCE OF:

(s) Angel V. Balcita

(s) S. Miranda

ACKNOWLEDGMENT

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

On this 16th day of January 1963, personally appeared before me:

MR. CARLOS LEDESMA	A-1681637, January 27, 1962, San Carlos City B-0725214, March 28, 1962, Makati, Rizal
MR. GERALD WILKINSON	A-0258991, January 30, 1962, Manila B-0139881, March 29, 1962, Manila ACR-C-000139, March 30, 1962, Manila
MR. M.H. PICKUP	A-0250051, January 19, 1962, Manila B-0073017, February 14, 1962, Manila ACR-0073017, January 9, 1962, Manila
MR. G.A. FLORO	A-0250060, January 19, 1962, Manila B-0126863, March 21, 1962, Manila
MR. CHARLES L. SIANE	A-0258963, January 30, 1962, Manila B-0058201, February 15, 1962 ACR-B-61452, December 4, 1961, Manila
MR. JOHN MCLAUGHLIN	A-0024414, December 8, 1961, Manila B-0048968, January 31, 1962, Manila ACR-B-61452, December 4, 1961, Manila
MR. WALTER TOEHL	A-0250098, January 31, 1962, Manila B-0031288, December 19, 1962, Manila

known to me to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he freely and voluntarily executed the same.

WITNESS MY HAND AND OFFICIAL SEAL this 16th day of January 1963, at Manila, Philippines.

(s) Ramon Francisco
(t) Ramon Francisco, Notary
Public until December 31, 1964

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