



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

Company Reg. No. 2942

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

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Amended By-Laws of

**THE PHILIPPINE AMERICAN LIFE AND  
GENERAL INSURANCE COMPANY**

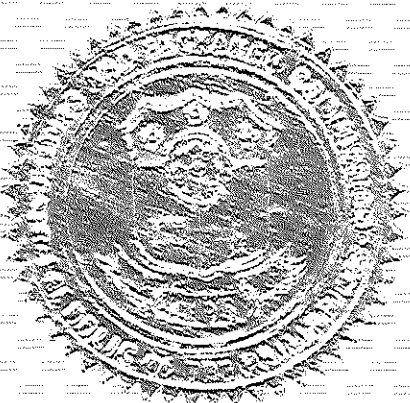
copy annexed, adopted on September 13, 2010 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by 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 18<sup>th</sup> day of October, Twenty Ten.

  
BENITO A. CATARAN

Director

Company Registration and Monitoring Department



**AMENDED BY-LAWS**  
**OF**  
**THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE COMPANY**

**ARTICLE I**

**OFFICES**

**Section 1. Offices.** - The principal office of the corporation shall be located in Metro Manila, Philippines. The corporation may have offices and places of business at such other places, within or without the Philippines, as may be determined by the Board of Directors.

**ARTICLE II**

**STOCKHOLDERS**

**Section 1. Place of Meeting** – All meetings of the stockholders shall be held at the principal office of the corporation in Metro Manila, Philippines.

**Section 2. Annual Meeting of Stockholders.**- The annual meeting of the stockholders shall be held on the fourth Tuesday of April of each year, if not a legal holiday, and if a legal holiday then on the next business day. (As amended on 18 April 2006)

**Section 3. Special Meetings.** - Special meetings of the stockholders for any purpose or purposes may be called by the President, or by the order of a majority of the members of the Board of Directors, or by the Executive Committee or on written request of the holders of a majority of the stock of record.

**Section 4. Notices.** - Written notice of every meeting of the stockholders stating the time, place and object thereof, shall be mailed, postage prepaid, or delivered in person by the Secretary or

offices performing his duties, or the officers or stockholders calling the meeting, at least five (5) days before said meeting, to each stockholder entitled to vote thereat, at such address as appears on the books of the corporation, except such as may in writing waive such notice. No notice of any meeting need be published in any newspaper or in any other publication.

If all stockholders entitled to vote, either in person or by attorney personally appointed in writing, waive notice of any meeting either annual or special, no notice of such meeting shall be required and any action taken at a meeting held pursuant to such waiver shall be valid and binding.

**Section 5. Voting.** - At every meeting of stockholders, such stockholders with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the corporation; provided, however, that in the election of Directors, each stockholder with voting privilege shall be entitled to cumulate his vote in the manner provided by law. Each stockholder entitled to vote at a meeting of stockholders may vote by proxy, provided the proxy has been appointed in writing by the stockholder himself or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to and lodged with the Secretary at the time of the meeting.

**Section 6. Quorum.** - The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by law. If, however, such majority shall not be present and represented at any meeting of the stockholders, the stockholders entitled to vote, present in person or by proxy, shall have the power to adjourn the meeting from time to time without notice other than the announcement at the meeting, until the requisite amount of voting stock shall be present. At any such adjourned meeting at which the requisite amount of voting stock shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

## ARTICLE III

### DIRECTORS

**Section 1. Number, Qualification and Term.** - The corporate powers of the corporation shall be exercised, and the property and business of the corporation shall be managed by its Board of Directors, consisting of nine (9) members, who shall be elected at the annual meeting of the stockholders to serve until their successors have been elected and shall qualify.

Each director shall be the holder of at least one share of the voting stock of the corporation and at least three of the Directors shall be residents of the Philippines.

**Section 2. Vacancies.** - If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Directors shall choose a successor or successors who shall hold office until the next annual election or until a successor or successors shall have been duly elected.

**Section 3. Powers.** - The Board of Directors shall have power to elect or appoint all necessary officers and committees, to employ agents, factors and clerks, to require any of the same to give bond for the faithful discharge of their duties, to fix the compensation of employees and to prescribe their duties, to dismiss any appointed officer or employee, and generally to control all officers or employees of the corporation.

In addition to the powers and authority by these By-Laws expressly conferred upon it, the Board of Directors may exercise all the powers of the corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation, or by these By-Laws, directed or required to be exercised or done by the stockholders.

**Section 4. Meetings of the Board of Directors.** - The Board of Directors may hold their meetings at the principal office of the corporation in the City of Manila or such other place or places, either within or without the Philippines, as may from time to time by resolution determine.

Special meetings may be held at any time upon the call of the President or Vice President, and shall be called by the President or the Secretary at the written request of two directors. Notice of Special meetings shall be given by the Secretary or other officer performing his duties either personally or by letter, telephone or telegram at least two days before the meeting. Meetings may be held at any time without notice if all the Directors are present or if those not present waive notice of the meeting in writing either before or after the meeting.

Meeting by teleconference and video conferencing, etc. Subject to the rules prescribed by the Securities and Exchange Commission any or all of the directors may participate in a meeting by or through the use of any means of communication by which the directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.” (Amended on 19 March 2003)

**Section 5. Quorum.** - A majority of the Directors shall constitute for the transaction of the business at any meeting, except when otherwise provided by law, but a less number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

**Section 6. Executive Committee.** - The Board of Directors may appoint an Executive Committee to consist of two or more Directors. Such Committee shall have and may exercise all the powers of the Board during the interval between its meetings, which may be lawfully delegated, subject to such limitations as may be provided by resolution of the Board. Minutes of all the proceedings of the Executive Committee shall be kept. The Board shall have power at any time to change the membership of said Committee or to fill vacancies in it. The Board may determine from time to time, by resolution, the number of members of such Committee required to constitute a quorum.

**Section 7. Investments Committee.** - The Board of Directors may appoint an Investments Committee of two or more directors or officers of the Corporation. Such committee shall have and

may exercise all the powers of the Board concerning Investments during the interval between its meetings, subject to such limitations as may be provided by the Board. Minutes of all the proceedings of the Investments Committee shall be kept. The Board shall have power at any time to change the membership of said Committee or to fill vacancies in it. The Board may determine from time to time, by resolution, the number of members of such Committee required to constitute a quorum. (Amended as of 27 March 1998)

**Section 8. Honorary Members of the Board.** - The Board of Directors may appoint from amongst the stockholders of this corporation one or more honorary directors and designate them as consultants of the Company.

## ARTICLE IV

### OFFICERS AND AGENTS

**Section 1. Election and Appointment.** - The officers of the corporation shall be elected by the Directors at their first meeting and annually thereafter. There shall be a Chairman of the Board, a Vice-Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers the Board may deem necessary and proper.

The Chairman of the Board, the Vice Chairman and the President shall be directors. Other officers need not be Directors or stockholders. The same person may hold the offices of a Secretary and Treasurer, or a Vice President and Treasurer or a Vice President and Secretary.

**Section 2. Powers, Duties and Compensation.** - The Board of Directors may prescribe the powers and duties and fix the compensation of the officers, agents and employees of the corporation in the management of its property and affairs, where such powers and duties are not prescribed by these By-Laws.

**Section 3. Powers and Duties of the Chairman of the Board.** - The Chairman of the Board, when present shall preside at all meetings of the Board of Directors and shall have such other powers and perform such duties as the Board of Directors may from time to time prescribe. He, as

well as the President, shall be ex-officio members of the special and standing committees of the Board. In addition to such other duties as may be prescribed by the Board of Directors, he shall preside at all meetings of the stockholders. (As amended on March 29, 1994)

**Section 4. Powers and Duties of the Vice Chairman.** - The Vice Chairman of the Board shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. He shall also be ex-officio member of the special and standing committees of the Board.

**Section 5. Powers and Duties of the President.** - The President shall be the chief executive officer of the corporation and shall exercise general supervision and administration over all the affairs of the corporation. In all cases where, and to the extent that the duties of the other officers, agents and employees are not specifically prescribed by the By-Laws, rules and regulations of the Board of Directors, the President may prescribe such duties. (As amended on March 29, 1994)

The President shall sign or countersign, as may be necessary, all such bills, notes, checks and contracts as may pertain to the ordinary business affairs of the corporation, and when duly authorized shall sign all contracts, orders, deeds, leases, licenses or other instruments of special nature. he shall, as far as possible, familiarize himself and exercise supervision over the affairs of this or any other corporation in which this corporation may be interested.

**Section 6. Powers and Duties of the Vice President.** - The Vice Presidents in the order of their seniority, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board of Directors and subject thereto, by the President.

**Section 7. Powers and Duties of the Secretary.** - The Secretary shall attend all meetings of the stockholders and Board of Directors, and shall act as Secretary thereof and record the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any Committee of the Board when required. He shall cause to be given notice of all meetings of Directors and stockholders, and shall perform such other duties as pertain to his office. He shall

keep in safe custody the Seal of the corporation and, when authorized by the Board of Directors, affix it when required to any instrument.

**Section 8. Powers and Duties of the Treasurer.** - The Treasurer shall have the custody of all the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall render to the President and to the Board of Directors, whenever they may require, an account of all his transactions as Treasurer and of the financial condition of the corporation.

**Section 9. Powers and Duties of Other Officers.** - All other officers shall have such duties and exercise such powers as generally pertain to their respective offices, as well as such duties and such powers as from time to time may be prescribed by the Board of Directors.

## ARTICLE V

### STOCKS

**Section 1. Issue.**- The Board of Directors shall provide for the issue of the capital stock of the corporation and shall prescribe the form of the certificates of stock. Each holder of fully paid stock of the corporation shall be entitled to a certificate of stock certifying the number of shares owned by him, which certificate shall be signed by the President or a Vice President and countersigned by the Secretary or an Assistant Secretary and sealed with the corporation seal. Certificates of stock shall be issued in consecutive order from the certificate books of the corporation, and a record of each certificate issued shall be left on the stub thereof.

**Section 2. Transfer.** - The shares of stock of the corporation shall be transferable only on the books of the corporation.



**Section 3. Loss or Destruction of Certificate.** - The Board of Directors may direct a new certificate of stock to be issued in place of any certificate therefore issued and alleged to have been lost or destroyed. The Board of Directors, when authorizing the issue of a new certificate, may in its discretion, require the owner of the stock represented by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise, to the satisfaction of the Board of Directors, as to the ownership of the stock represented by such certificate alleged to have been lost or destroyed, and facts which tend to prove such loss or destruction, and further may order the giving of such notice of loss or destruction as it may direct, and require such bond of indemnity with surety or sureties satisfactory to it and in such form and amount as it sees fit. The new certificate shall be plainly marked "Duplicate" and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed.

## ARTICLE VI

### FINANCES

**Section 1. Depositories.**- The Board of Directors shall elect such depositories as it may deem proper for the funds of the corporation. It shall determine who shall be authorized, in the name and on behalf of the corporation, to sign bills, notes, receipts, acceptance, indorsements, checks, releases, contracts, documents, and other instruments.

**Section 2. Fiscal Year.**- The fiscal year of the corporation shall begin on January 1 and end on December 31, of each year, unless otherwise provided by the Board of Directors.

## ARTICLE VII

### DIVIDENDS

**Section 1. Dividends.** - Dividends shall be declared only from surplus profits and shall be payable at such time and in such amounts as the Board of Directors shall determine; provided, however, that no stock dividend shall be issued without the approval of the stockholders

representing not less than two-thirds of all stock then outstanding entitled to vote at a general meeting of the corporation or at a special meeting called for that purpose. No dividend shall be declared that will impair the capital of the corporation.

## **ARTICLE VIII**

### **AMENDMENTS**

**Section 1. Amendments.-** The owners of a majority of the subscribed capital stock may at a regular or special meeting duly called for the purpose, amend or repeal these By-Laws or adopt new By-Laws. The owners of two-thirds of the subscribed capital stock may delegate to the Board of Directors, the power to amend or repeal these By-Laws or to adopt new By-Laws; provided, however, that any power delegated to the Board of Directors to amend or repeal these By-Laws or to adopt any new By-Laws shall be considered as revoked whenever a majority of the stockholders shall so vote at a regular or special meeting called for the purpose.

## **ARTICLE IX**

### **SEAL**

**Section 1.** The seal of the corporation shall be circular in form and shall contain the name of the Company and the words "Incorporated 1947 Manila, Philippines."

The foregoing By-Laws were adopted by the unanimous consent of the owners of a majority of the outstanding stock of the corporation at the first meeting of the shareholders held in the City of Manila, Philippines, on the 26th day of June, 1947.

### **"ARTICLE X**

### **INDEMNIFICATION**

## SECTION 1 PROCEEDINGS

To the fullest extent permitted by law in effect on the date this by-law becomes effective and to such greater extent as applicable law may thereafter permit from time to time, the Corporation may indemnify any person who:

(a) was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, inquiry or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was:

(i) a director, secretary, officer or employee of the Corporation; or

(ii) a director, secretary, officer or employee of the Corporation serving, at the specific written request of the Corporation, as a director, secretary, officer or employee of a related corporation

against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, inquiry or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, as the case may be, the related corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; or

(b) was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by or in the right of the Corporation or a related corporation to procure a judgment in its favor by reason of the fact that he or she is or was:

(i) a director, secretary, officer or employee of the Corporation; or

(As amended on September 13, 2010)

(ii) a director, secretary, officer or employee of the Corporation serving, at the specific written request of the Corporation, as a director, secretary, officer or employee of a related corporation

against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense, response to or settlement of such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation or, as the case may be, the related corporation.

provided that, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence, default, breach of duty or breach of trust in relation to the performance of his or her duties to the Corporation or, as the case may be, the related corporation and their respective stockholders, unless, and only to the extent that the court in which such action, suit, inquiry or proceeding was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. The termination of any action, suit or proceeding by settlement or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, as the case may be, the related corporation or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was not unlawful.

## **SECTION 2 SUCCESSFUL DEFENSE**

To the extent that a director, secretary, officer or employee of the Corporation has been successful on the merits or otherwise in the defense of, or response to, any claim, action, suit, inquiry or proceeding referred to in Section 1 of this by-law or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(As amended on September 13, 2010)

### SECTION 3 EXCLUSIONS

The Corporation shall not be liable under this by-law to make any indemnification or payment in connection with any claim, action, suit, inquiry or proceeding brought or maintained against a director, secretary, officer or employee of the Corporation:

(a) who willfully and knowingly votes or assents to patently unlawful acts of the Corporation or a related corporation; or

(b) who is guilty of gross negligence or bad faith in directing the affairs of the Corporation or a related corporation; or

(c) who acquires any personal or pecuniary interest in conflict with their duty as such director, secretary, officer or employee of the Corporation or a related corporation;

(d) who attempts to acquire or acquires in violation of his duty, any interest adverse to the Corporation or a related corporation in respect of any matter which has been reposed in him in confidence, as to which equity imposes a disability upon him to deal on his own behalf;

(e) for breach of his duty of loyalty to the Corporation or a related corporation or their respective stockholders;

(f) for knowing violations of the law, including government administrative rules and regulations;

(g) for having received improper personal benefit, that is, gaining in fact any personal profit or advantage to which he was not legally entitled;

(h) for the unlawful payment of dividend or unlawful stock purchase or redemption and/or who is sued for an accounting of profits made from the purchase or sale by the director, secretary, officer or employee of securities of the Corporation or a related corporation within the

(As amended on September 13, 2010)

meaning of the Securities Regulation Code (SRC) and Corporation Code.

(i) for dishonesty which has brought about or contributed to the claim, action, suit, inquiry or proceeding against him or the Corporation or a related corporation;

(j) who is sued by another director, secretary, officer or employee of the Corporation or a related corporation entitled to be indemnified or otherwise insured under this by-law;

(k) for acts or omissions performed for the Corporation in his professional capacity other than as or prior to becoming a director, secretary, officer or employee of the Corporation or a related corporation;

(l) for claims, actions, suits, inquiries or proceedings prior to or already pending at the time (i) this by-law or these by-laws become effective, or (ii) of the employment, appointment or election of such director, secretary, officer or employee of the Corporation or a related corporation;

(m) for which payment has actually been made to the director, secretary, officer or employee of the Corporation or a related corporation under any policy of insurance covering the liabilities referred to in this by-law;

(n) for which the director, secretary, officer or employee of the Corporation or a related corporation has been indemnified by the Corporation or a related corporation otherwise than pursuant to this by-law.

**SECTION 4 ADVANCE PAYMENT**

Expenses incurred in defending or responding to any action, suit, inquiry or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit inquiry or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of a written undertaking by or on behalf of the director, secretary, officer or employee of the Corporation to repay any such advances in the event that it is

(As amended on September 13, 2010)

ultimately determined that the director, secretary, officer or employee of the Corporation is not entitled to indemnification under this by-law.

Notwithstanding the foregoing or any other provision of this by-law, no advance shall be made by the Corporation if a determination is reasonably and promptly made by a majority vote of (i) a quorum consisting of directors who were not parties to such action, suit, inquiry or proceeding, or (ii) (if a quorum of such directors cannot be constituted) by a special committee of directors who were not parties to such action, suit, inquiry or proceeding designated by majority vote of such directors, or (iii) if there are no such directors, or if such directors so direct, by independent certified public accountant in a written opinion, that compliance with the obligations set out in this by-law may cast significant doubt upon the Corporation's ability to continue as a going concern.

No costs, charges or expense for which indemnity shall be sought hereunder shall be incurred without the Corporation's consent, which consent shall not be unreasonably withheld.

#### **SECTION 5 NOTICE TO THE CORPORATION**

As a condition precedent to his right to be indemnified under this by-law, each director, secretary, officer or employee of the Corporation shall give to the Corporation notice in writing as soon as practicable of any claim, action, suit, inquiry or proceeding involving him for which indemnity will or could be sought under this by-law. Notice to the Corporation shall be directed to the Corporation at its corporate headquarters/head office, marked for the attention of The Corporate Secretary (or to such person or address as the Corporation shall designate). Notice shall be deemed received if sent by prepaid mail properly addressed, the date of such notice being the date postmarked. In addition, to the extent reasonable possible and within their power, each director, secretary, officer or employee of the Corporation and the Corporation itself shall give each other such information and cooperation as each may reasonably require for the purposes of implementing this by-law and giving full effect to it.

(As amended on September 13, 2010)

## **SECTION 6 CONSTRUCTION OF THIS BY-LAW**

The indemnification provided for by this by-law shall be deemed exclusive of any other right to indemnification available from any other source and shall continue as to a person who has ceased to be a director, secretary, officer or employee of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

In this by-law:

“employee” means an employee of the Corporation acting in a managerial or supervisory capacity.

“related corporation” means any corporation that is the Corporation’s subsidiary or holding corporation or is a subsidiary of the Corporation’s holding corporation.

## **SECTION 7 INSURANCE AND INDEMNITY AGREEMENTS**

The Corporation may:

(a) purchase and maintain for any director, secretary, officer and employee of the Corporation insurance in respect of any liability actually or allegedly incurred by him in his capacity as a director, secretary, officer or employee of the Corporation or a related corporation.

(b) enter into indemnification contracts or agreements with any director, secretary, officer or employee of the Corporation in furtherance of the provisions of this by-law.

## **SECTION 8 SUBROGATION RIGHTS**

In the event of payment of indemnification under this by-law, the Corporation shall be subrogated to the extent of such payment to all the rights of recovery available to the director, secretary, officer or employee of the Corporation receiving indemnity, who shall execute all acts

(As amended on September 13, 2010)



and documents and do everything necessary and/or desirable to secure the Corporation's rights and to enable the Corporation to effectively recover or bring suit to enforce such rights.

**SECTION 9 NOTICE TO STOCKHOLDERS**

If the Corporation has paid indemnity or had advanced expenses under this by-law to a director, secretary, officer or employee of the Corporation, the Corporation shall report the indemnification or advance in writing to stockholders with or before the notice of the next meeting of the stockholders."

(As amended on September 13, 2010)

IN WITNESS WHEREOF, we, the undersigned shareholders present at said meeting and voting thereat in favor of the adoption of said By-Laws have hereunto subscribed our names and with the Chairman of the Meeting and the Secretary of the same do likewise with our signature attest.

(Sgd.) EARL CARROLL

(Sgd.) GEORGE M. SELSER

GALEN D. LITCHFIELD

(Sgd.) EARL CARROLL

Proxy and Attorney-in-Fact

(Sgd.) ARTHUR H. HENDERSON

(Sgd.) WILLIAM H. COPE

(Sgd.) ALF. PONCE ENRILE

A T T E S T:

(Sgd.) EARL CARROLL

Chairman of the Meeting