



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A199808664

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

**CITICORP FINANCIAL SERVICES AND INSURANCE
BROKERAGE PHILIPPINES, INC.**
(Amending Article III & VI thereof.)

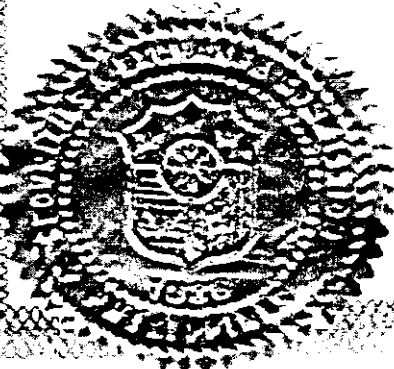
copy annexed, adopted on December 08, 2016 and September 09, 2016 by majority vote of the Board of Directors and on April 07, 2016 and December 08, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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 13th day of February, Twenty Seventeen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended AOI

SEC Registration Number

A	1	9	9	8	0	8	6	6	4
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Former Company Name

C	I	T	I	C	O	R	P	F	I	N	A	N	C	I	A	L	S	E	R	V	I	C	E	A	N	D
I	N	S	U	R	A	N	C	E	B	R	O	K	E	R	A	G	E									
P	H	I	L	I	P	P	I	N	E	S	,	I	N	C	.											

AMENDED TO:
New Company Name

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

C	I	T	I	B	A	N	K	S	Q	U	A	R	E	B	U	I	L	D	I	N	G	,	1		
E	A	S	T	W	O	O	D	A	V	E	.	,	E	A	S	T	W	O	O	D	C	I	T	Y	,
L	I	B	I	S	,	Q	U	E	Z	O	N	C	I	T	Y										

ZIP CODE

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

COMPANY INFORMATION

Company Email Address	Company's Telephone Numbers	Mobile Number
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person	Email Address	Telephone Numbers	Mobile Number
<input style="width: 100%;" type="text" value="Mary Giselle R. Mauhay"/>	<input style="width: 100%;" type="text" value="giselle.mauhay@mvgslaw.com"/>	<input style="width: 100%;" type="text" value="687-1195"/>	<input style="width: 100%;" type="text"/>

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
<input type="checkbox"/>	Green Lane Unit	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
<input type="checkbox"/>	Financial Analysis and Audit Division	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
<input type="checkbox"/>	Licensing Unit	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
<input type="checkbox"/>	Compliance Monitoring Division	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

**AMENDED ARTICLES OF INCORPORATION
OF
CITICORP FINANCIAL SERVICE AND
INSURANCE BROKERAGE PHILIPPINES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, 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 stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: The name of the Corporation shall be:

**CITICORP FINANCIAL SERVICES AND
INSURANCE BROKERAGE PHILIPPINES, INC.**
*(Formerly Citicorp Financial Services Philippines Incorporated,
As amended on November 27, 1998)*

SECOND: That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To engage in the business of marketing insurance products in the Philippines, whether domestic or foreign, including but not limited to life on non-life coverages, comprehensive liability insurance and allied risks and/or such other insurance coverages allied with and incident thereto and in accordance therewith, to act as insurance broker and enter into any agreement for such purposes with any such duly licensed insurance company. *(As amended on November 27, 1998)*

SECONDARY PURPOSES

1. To act and engage in activities related to insurance marketing, whether life or non-life and their allied lines; and to avail itself of and extend to any person or persons, whether natural or juridical, management facilities including the services or expertise of insurance experts, whether locally or foreign-trained, to the extent allowed by law. *(As amended on November 27, 1998)*

2. To engage in the business of marketing financial and other products of any insurance company or any corporation, association, firm or individual, including but not limited to housing mortgage and other loans, pre-need plans, equity and debt securities,

but not necessarily engaging as dealer in securities, bonds and other warrants, options and forward contracts thereon, to the extent allowed by law. *(As amended on November 27, 1998)*

3. To act as brokers and dealers of securities of every kind and description, including but not limited to bonds, debentures, notes, evidence of indebtedness, *trade receivables*, shares of stock, preorganization certificates of subscription, investment contracts, certificates of interest or participation in profit-sharing agreement, collateral trust certificates, equipment trust certificates (including conditional sale contracts or similar interests or instruments serving the same purpose), *asset-backed securities*, voting trust certificates, certificates of deposit for a security, or in general, interests or instruments commonly considered to be securities, or certificates of interest or participation in, temporary or interim certificates for, receipts for, guarantees of, or warrants or rights to subscribed to or buy or sell any of the foregoing; or commercial papers evidencing indebtedness of any person, financial or non-financial entity, irrespective of maturity, issued, endorsed, sold, transferred or in any manner conveyed to another, with or without recourse, such as promissory notes, repurchase agreements, certificates of assignments, certificates of participation, trust certificates or similar instruments; or *documents of title*, or proprietary or non-proprietary membership certificates, transferable stock options, pre-need plans, pension plans, life plans, joint venture contracts and similar contracts and investment where there is no tangible return on investments, plus profits, but an appreciation of capital as well as enjoyment of particular privileges and services of any corporation or corporations or of mutual fund companies, and generally to perform render and engage in other related services in accordance with law; provided, however, that nothing herein shall be construed to authorize the Corporation to engage in the business of an investment company. *(As amended on November 27, 1998)*

4. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and 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 pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;

5. 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;

6. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of

which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise;

7. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, 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;

8. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

9. 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, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with properties anywhere in the Philippines in accordance with law;

10. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts 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 this Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is at the Citibank Square Building, 1 Eastwood Avenue, Eastwood City, Barangay Bagumbayan, Quezon City, Metro Manila, Philippines. (As amended on April 7, 2016)

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

FIFTH: The names, nationalities and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Alfonso Salcedo, Jr.	Filipino	866 Acacia Avenue Extension Ayala Alabang Village Muntinlupa City
Rustico Nazareno, Jr.	Filipino	35 Jefferson Street West Greenhills San Juan, Metro Manila
Josefina Carballo	Filipino	Lot 21-22 Block 63 Margie Moran Street BF Resort, Las Piñas, Metro Manila
Ma. Teresa Atienza	Filipino	62 Angeles Street Alabang Hills Village Muntinlupa City
Riza del Rosario	Filipino	8 Avelino Street Xavierville, Quezon City
Omar Cruz	Filipino	408 Calo Street Ayala Alabang Village Muntinlupa, Metro Manila

SIXTH: That the number of directors of the Corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended on December 8, 2016)*

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Alfonso Salcedo, Jr.	Filipino	866 Acacia Avenue Extension Ayala Alabang Village Muntinlupa City
Rustico Nazareno, Jr.	Filipino	35 Jefferson Street West Greenhills San Juan, Metro Manila
Josefina Carballo	Filipino	Lot 21-22 Block 63 Margie Moran Street BF Resort, Las Piñas, Metro Manila
Ma. Teresa Atienza	Filipino	62 Angeles Street Alabang Hills Village

Muntinlupa City		
Riza del Rosario	Filipino	8 Avelino Street Xavierville, Quezon City
Omar Cruz	Filipino	408 Calo Street Ayala Alabang Village Muntinlupa, Metro Manila

SEVENTH: That the authorized capital stock of the Corporation is ONE BILLION TWO HUNDRED MILLION FOUR HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY TWO PESOS (₱1,200,499,992.00) Philippine pesos, divided into ONE HUNDRED MILLION FIVE HUNDRED THOUSAND (100,500,000) common shares with the par value of ONE PESO (₱1.00) per share and NINETY ONE MILLION SIX HUNDRED SIXTY SIX THOUSAND SIX HUNDRED AND SIXTY SIX (91,666,666) Class "A" Preferred Shares with a par value of TWELVE PESOS (₱12.00) per share. *(As amended April 3, 2008)*

The Common Stocks shall possess all the right, privileges and prerogatives provided by law, including the right to vote and be voted for.

The Class A Preferred Stocks shall have the following rights, privileges, limitations, and restrictions, which shall also appear on the Certificates of Preferred Stocks (Class A) of the Corporation:

- a. **Voting Rights.** Holders of Class A shares shall have no right to vote at any regular or special meeting of the stockholders nor shall they be entitled to notice of any meeting of the board of stockholders of the Corporation, except as otherwise required by Philippine laws.
- b. **Redemption.** The Class A Preferred Stock (s) may be redeemed after one year from issuance thereof, at the option of the corporation when so requested in writing by the stockholders of record, by paying the amounts equivalent to its book value on the date of request.
- c. **Participating as to Liquidation of Assets.** In case of dissolution or liquidation of the Corporation, before any payment shall be made to the holders of Common Stock, the holders of the Class A Preferred Stocks shall be entitled to be paid from the available assets the liquidation price fixed by the board of directors, but shall not be entitled to participate any further in the distribution of the assets of the Corporation.
- d. **No pre-emptive rights.** Holders of Class A Preferred Stocks are subject to the restriction not having pre-emptive rights, options or any other similar rights to subscribe to or receive or purchase any or all issues or other disposition of any

or all shares of and from the Corporation or in present of any disposition by any person of shares of the Corporation. (As amended on April 3, 2008)

EIGHTH: That the amount of said capital stock which has been actually subscribed is FIVE MILLION PESOS (₱5,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Citicorp Securities International (RP) Inc.	Domestic	4,999,994	4,999,994.00
Alfonso Salcedo	Filipino	1	1.00
Rustico Nazareno, Jr.	Filipino	1	1.00
Josefina Carballo	Filipino	1	1.00
Ma. Teresa Atienza	Filipino	1	1.00
Riza del Rosario	Filipino	1	1.00
Omar Cruz	Filipino	1	1.00
		<u>5,000,000</u>	<u>₱ 5,000,000.00</u>

NINTH: That the following persons have paid on the shares of capital stock for which have subscribed, the amount set out after respective names:

<u>Name</u>	<u>Amount Paid</u>
Citicorp Securities International (RP) Inc.	₱ 4,999,994.00
Alfonso Salcedo	1.00
Rustico Nazareno, Jr.	1.00
Josefina Carballo	1.00
Ma. Teresa Atienza	1.00
Riza del Rosario	1.00
Omar Cruz	1.00
	<u>₱ 5,000,000.00</u>

TENTH: That no issuance or transfer of stock or interest of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation, and this restriction shall be indicated in all its stock certificates.

ELEVENTH: That JOSEFINA CARBALLO has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he/she has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

TWELFTH: *That no stockholder of any class of stocks shall, because of ownership of the stocks, have a pre-emptive or other right to purchase, subscribe for or take any part of stock or of any other securities convertible into or carrying options or warrants to purchase stocks of the Corporation whether out of the unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stocks or securities or any part thereof to existing stockholders.*

IN WITNESS WHEREOF, we have set our hands this 10th day of June, 1998 at Makati City, Metro Manila, Philippines.

(SGD.) ALFONSO SALCEDO, JR.

(SGD.) RUSTICO NAZARENO, JR.

(SGD.) JOSEFINA CARBALLO

(SGD.) MA. TERESA ATIENZA

(SGD.) RIZA DEL ROSARIO

(SGD.) OMAR CRUZ

Signed in the presence of:

(Illegible)

(Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

BEFORE ME, a Notary Public in and for Makati City, Metro Manila, Philippines ,
this 10th day of June 1998 personally appeared:

<u>Name</u>	<u>Community Tax Cert. No.</u>	<u>Date/Place Issued</u>
Alfonso Salcedo, Jr.	2531351D	March 5, 1998/Muntinlupa
Rustico Nazareno, Jr.	15615532	January 24, 1998/San Juan
Josefina Carballo	06737517	April 6, 1998/Las Piñas
Ma. Teresa Atienza	2523416D	February 14, 1998/Muntinlupa
Riza del Rosario	06262152	January 30, 1998/Quezon City
Omar Cruz	2521411	February 2, 1998/Muntinlupa

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
notarial seal on the date and in the place first above written.

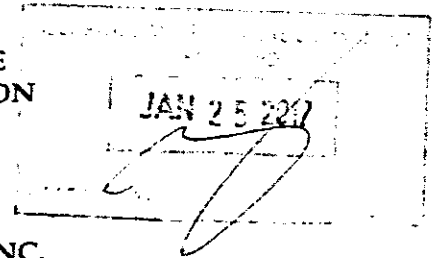
Doc. No. 002;
Page No. 002;
Book No. IV;
Series of 1998.

(SGD.) AILEEN SARAH MARIA T. TOLOSA
NOTARY PUBLIC
UNTIL DECEMBER 31, 1998
PTR NO. 0885853; 6-17-97, MAKATI CITY
IBP NO. 440810; 4-28-97, PASIG CITY

**CERTIFICATE OF AMENDMENT OF THE
AMENDED ARTICLES OF INCORPORATION**

OF

**CITICORP FINANCIAL SERVICES AND
INSURANCE BROKERAGE PHILIPPINES, INC.**



KNOW ALL MEN BY THESE PRESENTS:

The undersigned majority of the Board of Directors and Corporate Secretary of **CITICORP FINANCIAL SERVICES AND INSURANCE BROKERAGE PHILIPPINES, INC.** (the "Corporation") do hereby certify that:

1. At the regular meeting of the Board of Directors held on December 8, 2016 at the CBM Boardroom, 16th Floor, Citibank Square, 1 Eastwood Avenue, Barangay Bagumbayan, Quezon City, Metro Manila, the following amendment was unanimously approved, and at the annual meeting of the shareholders of the Corporation held on April 7, 2016 at the CCO Boardroom, 9th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City, Metro Manila, at which meeting, shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders present or represented, adopted:

"RESOLVED, AS IT IS HEREBY RESOLVED, that **CITICORP FINANCIAL SERVICES AND INSURANCE BROKERAGE PHILIPPINES, INC.** (the 'Corporation') be, as it is hereby, authorized and empowered to amend its Amended Articles of Incorporation to change the principal office of the Corporation;

"RESOLVED, FURTHER, that Article Third of the Amended Articles of Incorporation of the Corporation be amended to read as follows:

'THIRD: That the place where the principal office of the Corporation is to be established is at the Citibank Square Building, 1 Eastwood Avenue, Eastwood City, Barangay Bagumbayan, Quezon City, Metro Manila, Philippines.'

"RESOLVED FINALLY, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by majority of the directors and the Corporate Secretary, to the Securities Exchange Commission, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

2. At the regular meeting of the Board of Directors held on September 9, 2016 at the CBM Boardroom, 16th Floor, Citibank Square, 1 Eastwood Avenue, Barangay Bagumbayan, Quezon City, Metro Manila, the following amendment was unanimously approved, and at the special meeting of the shareholders of the Corporation held on December 8, 2016 at the CFSI Boardroom, 2/F, Citibank Tower, 8741 Paseo de Roxas, Makati City, Metro Manila, at which meeting, shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders present or represented, adopted:

"RESOLVED, AS IT IS HEREBY RESOLVED, that CITICORP FINANCIAL SERVICES AND INSURANCE BROKERAGE PHILIPPINES, INC. (the 'Corporation') be, as it is hereby, authorized and empowered to amend its Amended Articles of Incorporation to increase the number of directors of the Corporation from six (6) to seven (7);

"RESOLVED, FURTHER, that Article Sixth of the Amended Articles of Incorporation of the Corporation be amended to read as follows:

'SIXTH: That the number of directors of the Corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:'

"RESOLVED FINALLY, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by majority of the directors and the Corporate Secretary, to the Securities Exchange Commission, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

Copies of the Amended Articles of Incorporation embodying the foregoing amendments are hereto attached.

[This space intentionally left blank.]

IN WITNESS WHEREOF, we have hereunto signed these presents on this

~~DEC 08 2015~~

Philippines.


CRISTINA TEH-TAN
Chairman


SER LESTER A. CRUZ
Director/President


John R. Castro
Director


EDGARDO GRAU
Director


Martin John Mcleod
Director

MARK O. VERGARA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 08 2015 at
affiants exhibiting to me competent proofs of their identity, to wit:

~~MANILA~~

<u>Name</u>	<u>Valid I.D.</u>
Cristina Teh-Tan	TIN 151-647-835
Ser Lester A. Cruz	TIN 220-971-198
Martin John Mcleod	TIN 329-321-102
Edgardo Grau	TIN 106-174-688
John R. Castro	TIN 232-399-240
Mark O. Vergara	TIN 153-189-541

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this _____ at
_____, Philippines.

Doc. No. 347
Page No. 70
Book No. 347
Series of 2016.



ATTY. NESTOR P. PINLAC
NOTARY PUBLIC UNTIL 31 DEC. 2017
ROA# 51293 / APPT # 0489-15/11 AND CITY
BPP# 1010777 (11/1 2017) 6 NOV 2015
PIP# 2022088-1-6-15 NAMBALUYONG CITY
MCLE COMP.# IV-0025407 14 APRIL 2015
COUNCIL REG. 155 EDSA, QUEZON CITY
SOL. WALKWAY, NEXUS 11700000

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

SECRETARY'S CERTIFICATE

I, **MARK O. VERGARA**, of legal age, Filipino, and with office address at 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City, being duly sworn in accordance with law, hereby certify that:

1. I am the incumbent Corporate Secretary of **CITICORP FINANCIAL SERVICES AND INSURANCE BROKERAGE PHILIPPINES, INC.** (hereinafter, the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with office address at Citibank Square Building, 1 Eastwood Avenue, Eastwood City, Brgy. Bagumbayan, Quezon 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 and officers or *vice versa*.

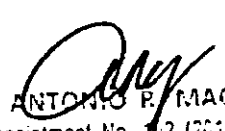
Pasig City, January 03, 2017.


MARK O. VERGARA
Corporate Secretary

JAN 03 2017

SUBSCRIBED AND SWORN TO before me on this ____ day of January 2017, in Pasig City, Philippines, affiant exhibiting to me his Tax Identification No. 153-189-541.

Doc. No. 266 ;
Page No. 55 ;
Book No. I ;
Series of 2017.


ARLEO ANTONIO P. MAGTIBAY JR.
Appointment No. 72 (2016-2017)
Notary Public for Pasig, Pateros, San Juan
Until December 31, 2017
Attorney's Roll No. 61553
33rd Floor The Orient Square Bldg.
F. Ortigas Jr. Road Ortigas Center Pasig City
PTR No. 1395902, 01.05.2015, Pasig City
IBP No. 1018282, 01.05.2015, PSM



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



1ST ENDORSEMENT
11 January 2017

Respectfully endorsed to the Securities and Exchange Commission, (SEC), SEC Building, EDSA, Greenhills, Mandaluyong City, the attached Amended Articles of Incorporation of **CITICORP FINANCIAL SERVICE AND INSURANCE BROKERAGE PHILIPPINES, INC.** with the advise that the Insurance Commission (IC) has no objection to its registration and has taken note of the following amendments:

AMENDED ARTICLES OF INCORPORATION:

1. That the place where the principal office of the Corporation is to be established or located is at the Citibank Square Building, 1 Eastwood Avenue, Eastwood City, Barangay Bagumbayan, Quezon City, Metro Manila, Philippines. (As amended on April 7, 2016)
2. Increase in the number of directors of the Corporation from six (6) to seven (7) (As amended December 8, 2016)

This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City
MARKETS AND SECURITIES REGULATION DEPARTMENT

January _____, 2017

**CITICORP FINANCIAL SERVICES &
INSURANCE BROKERAGE PHILIPPINES, INC.**
Citibank Square Bldg., 1 Eastwood Ave.,
Brgy. Bagumbayan, Quezon City
Telephone No.: 687-1195
Fax No.: 687-1197

Subject: **Request for Comment/Recommendation**

Gentlemen:

This is in connection with the request of Citicorp Financial Services & Insurance Brokerage Philippines, Inc. (the "Company") for comment and/or recommendation relative to its application for change of principal office address and the number of directors. In this regard, the Company proposes to amend Article Three and Article Six of its Articles of Incorporation as follows:

THIRD: That the place where the principal office of the Corporation is to be established or located is at the Citibank Square Building, 1 Eastwood Avenue, Eastwood City, Barangay Bagumbayan, Quezon City, Metro Manila, Philippines. (as amended on April 7, 2016)

SIXTH: That the number of directors of the Corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: xxx (As amended on December 8, 2016)

We do **not** interpose any objection to the application, provided that the Company, shall-

- (1) UPDATE its registration information as a Broker Dealer in Securities by filing a duly accomplished SEC Form 28-BDA to reflect such changes/amendments, if applicable and/or necessary,
- (2) FILE a duly accomplished affected page of its General Information Sheet (GIS) that relates to the new information, together with a cover letter signed by the Corporate Secretary, if applicable and/or necessary, and
- (3) SUBMIT a copy of the Application for the Amendment of the Articles of Incorporation and the Certificate of filing of Amended Articles of Incorporation as approved by the Company Registration and Monitoring Department (CRMD) and duly certified by your Corporate Secretary,

with the Commission, within seven (7) days from the approval of its Amended Articles of Incorporation. It is understood that the non-submission of the documents enumerated in number (3) would raise a presumption that there was no application filed and

corresponding approval thereof from the CRMD obtained, which would constrain the Department for purposes of ensuring compliance with regulatory requirements, to rely on available records and act accordingly.

Further, the company shall correspondingly inform their clients' about the change of their principal office address.

This comment or recommendation is limited merely to the review of our regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code. The Department defers to the discretion of the CRMD whether it will require the corporation to adopt these recommendations considering that it has primary jurisdiction over registration of corporation in general, as well as amendments to their Articles of Incorporation and By-Laws.

Finally, the Commission is not precluded from acting later on any matter, such as but not limited to the conduct of audit of the company's activities, its books and records, and imposition of appropriate sanctions upon proper findings of violations committed by the company, if any, to ensure full compliance with the provisions of Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

Copy furnished:

**COMPANY REGISTRATION AND
MONITORING DEPARTMENT**
Securities and Exchange Commission
Mandaluyong City

RECEIVED BY:

(Signature over Printed Name of Authorized Representative)

(Name of Company / Date Received)



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
 SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	ORIGINAL
DATE	No. 1507903

PAYOR *SECURITIES AND EXCHANGE COMMISSION - PHILIPPINE SECURITIES AND EXCHANGE BOARD*

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
	01		01.00
	006		500.00

TOTAL - 501.00

AMOUNT IN WORDS *Five Hundred One and 00/100*

Received <input type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number	 COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order	O.R. No.

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.

MS. LMS 12