



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A199604801

CERTIFICATE OF FILING OF AMENDED BY-LAWS

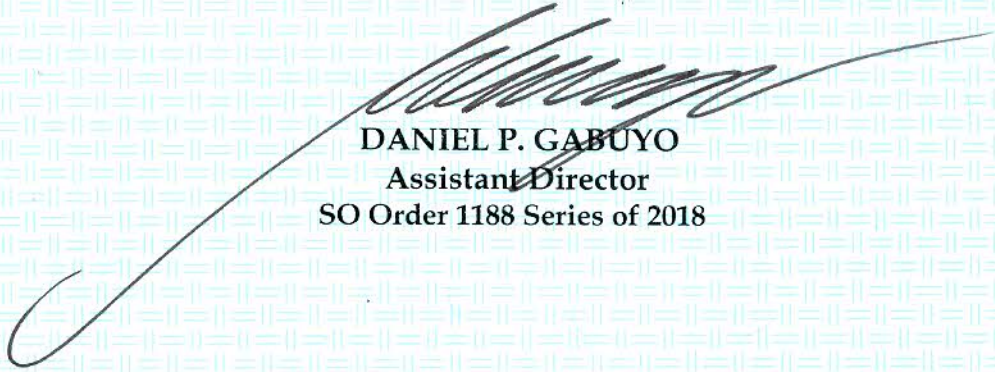
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

PETROGEN INSURANCE CORPORATION

copy annexed, adopted on September 27, 2018 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 3rd day of May, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

AT/qba

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

2

Nature of Application

AMENDMENT

By Law

SEC Registration Number

A 1 9 9 6 0 4 8 0 1

Former Company Name

P E T R O G E M I N S U R A N C E C O R P O R A T I O N

AMENDED TO:
New Company Name

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

S M C H E A D O F F I C E C O M P L E X 4 0 S A W

M I G U E L A V E M A N D A L U Y O N G C I T Y

ZIP CODE

COMPANY INFORMATION

Company Email Address

PETROGEN INSURANCE CORPORATION

Company's Telephone Number/s

886-3888

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

ATTY. JOEL C. CRUZ

Email Address

J.C. CRUZ

Telephone Number/s

Mobile Number

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

<p style="font-size: small; color: blue; text-align: center;">PRESENTED ON:</p> <p style="font-size: small; color: blue; text-align: center;">COUNTER OFFICER</p> <p style="font-size: small; color: blue; text-align: center;">PROCESSOR</p>	<p>2/27/19</p>	<p><i>[Signature]</i></p>
---	----------------	---------------------------

Document I.D.

COUNTER OFFICER

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



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



1st ENDORSEMENT
04 March 2019

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila the attached amended By-Laws of **PETROGEN INSURANCE CORPORATION** with office address at SMC Head Office, 40 San Miguel Avenue, Mandaluyong City, Metro Manila with the advise that the Insurance Commission has no objection to its registration and has taken note of the amendment:

AMENDED BY-LAWS

ARTICLE III

BOARD OF DIRECTORS

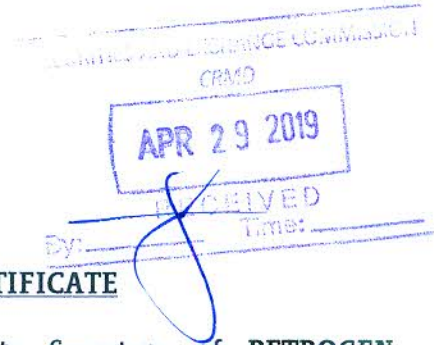
Section 4. Meetings - Regular meetings of the Board of Directors shall be held at least once a year at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given. (Amended on September 27, 2018 by the Board of Directors and Stockholders)

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

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner

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



DIRECTORS' AND SECRETARY'S CERTIFICATE

We, the undersigned Directors and Corporate Secretary of **PETROGEN INSURANCE CORPORATION** (the "Corporation"), with office address at the SMC Head Office, 40 San Miguel Avenue, Mandaluyong City, Metro Manila, after having been duly sworn in accordance with law, do hereby depose and state:

1. At the meeting of the Board of Directors of the Corporation (the "Board") held at the principal place of business of the Corporation on September 27, 2018, the Board unanimously passed and approved the following resolution:

"RESOLVED, that Section 4 of Article Three of the Amended By-Laws of the Corporation be amended to read as follows:

Section 4. Meetings -- Regular meetings of the Board of Directors shall be held at least once a year at such places and at such times as the Board of Directors shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

"RESOLVED, FURTHER, that the President, Corporate Secretary directors, and other proper officers of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended By-Laws of the Corporation duly certified by majority of the directors and the Corporate Secretary, to the Securities and 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. The foregoing further amendment of the Amended By-Laws of the Corporation was approved and ratified by affirmative vote of the stockholders owning 100% of the outstanding capital stock of the Corporation at the special meeting of the stockholders held at the Corporation's principal place of business on September 27, 2018.

DONE this September 27, 2018 in Mandaluyong City.



LUBIN B. NEPOMUCENO
Chairman
TIN 119-165-673



EMMANUEL E. ERAÑA
Director
TIN 119-133-346



ROBERT COYHUTO, JR.
Director
TIN 104-728-734



CARMEN N. PEDROSA
Independent Director
TIN 143-951-843



MELINDA GONZALES-MANTO
Independent Director
TIN 123-305-056




JOEL ANGELO C. CRUZ
Corporate Secretary 4
TIN 120-128-161

SUBSCRIBED AND SWORN TO before me this September 27, 2018 at Mandaluyong City, affiants exhibiting to me the following competent forms of identification and avowed under penalty of law to the whole truth of the contents of the foregoing Certificate.

Names	Passport Number	Date/Place of Issue
Lubin B. Nepomuceno	EC7321524	05 Apr 2016 / DFA NCR East
Emmanuel E. Eraña	P0502156B	01 Feb 2019 / DFA NCR East
Roberto Coyiuto, Jr.	P7236639A	19 May 2018 / DFA Manila
Carmen N. Pedrosa	P0520938B	02 Feb 2019 / DFA Manila
Melinda Gonzales-Manto	P5768594A	26 Jan 2018 / DFA NCR South
Joel Angelo C. Cruz	P3018090A	13 May 2017 / DFA NCR East

Doc. No. 232 ;
Page No. 48 ;
Book No. 11 ;
Series of 2018.



DONVIC P. QUEZON
Notary Public for Mandaluyong City
40 San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0382-18
Until December 31, 2019
Attorney's Roll No. 56728
PTR No. 3388759/01-03-18/Mandaluyong
Lifetime FBP No. 08324
MCLE Compliance No. V-0020700/4-20-2016

**AMENDED
BY-LAWS**

OF

PETROGEN INSURANCE CORPORATION

Article I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscription – Subscriber to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates – Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matter required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the secretary, and issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped “Cancelled” on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any certificate for the capital stock of the corporation is lost, stolen or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on THE SECOND TUESDAY OF MARCH of each year, if a legal holiday, then on the day following. *(As amended on June 5, 2007)*

Section 2. Special Meeting – The special meeting of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at written request of stockholder representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of Meeting – Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting – Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary, shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time without notice other than announced at the meeting.

Section 7. Manner of Voting – At all meetings of stockholders, stockholders may vote in person or by proxy executed in writing by the stockholders or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid for the meeting at which it has been presented to the secretary.

All proxies must be in the hands of the secretary before the time set for the meeting. Such proxies filed by the secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the secretary, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instances where applicable rules and regulations provide otherwise.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

- c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and for such purpose, to make and issue evidence of such indebtedness including without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To guarantee, for and in behalf of the corporation, obligations of other corporations or entities in which it has lawful interest;
- f) To make provisions for the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued by the purpose;
- g) To sell, lease, exchange, assign, transfer, or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;
- h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;
- i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation and likewise, to grant installments for the payments or settlement of whatsoever debts are payable to the corporation;
- j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or business of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Section 2. Election and Terms – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings – Regular meetings of the Board of Directors shall be held at least once a year at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given. *(Amended on September 27, 2018 by the Board of Directors and Stockholders)*

Section 5. Notice – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 7. Conduct of the Meetings – Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall

act as secretary of every meeting, if not present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 8. Compensation – By resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income tax of the corporation during the preceding years. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

OFFICERS

Section 1. Election/Appointment – Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board – The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President – The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To have general supervision and management of the business affairs and property of the corporation;

- d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- e) Subject to the guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To prepare such statements and reports of the corporation as may be required of him by law;
- h) To represent the corporation at all functions and proceedings;
- i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- j) To make reports to the Board of Directors and stockholders;
- k) To sign certificates of stock;
- l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 4. The Vice-President(s) – If one or more Vice Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and records, and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

- b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots and consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control;
- g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer – The Treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;

- d) To render an annual statement showing the financial condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations, and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office – The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such offices may, however, be sooner removed for cause.

Section 8. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold for the unexpired term.

Section 9. Compensation – The by-law officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate, or as the business of the corporation may, from time to time, require.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors – At the regular stockholders’ meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends – Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

ARTICLE VII

AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders’ meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions – The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE

The foregoing by-laws was adopted by all the stockholders of the corporation on August 7, 1996 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 7th day of August 1996 at Makati City.

(Signed)
MONICO V. JACOB

(Signed)
FREDESUENDO G. ONG

(Signed)
CELSO L. LEGARDA

(Signed)
ORLANDO L. GALANG

(Signed)
APOLINARIO G. REYES, JR.



Petrogen Insurance Corporation

SMC Head Office Complex, # 40 San Miguel Avenue,
Mandaluyong City 1550
Tel. Nos. (632) 886-3888 / 884-9200
Fax Nos. (632) 884-9163 / 884-0959
VAT Reg. TIN No.: 005-034-674-000

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

SECRETARY’S CERTIFICATE

I, **JOEL ANGELO C. CRUZ**, of legal age, married, Filipino, with office address at the SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Corporate Secretary of **PETROGEN INSURANCE CORPORATION** (the “Corporation”), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines with office address at the SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila.

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 in their capacity as its duly elected and/or appointed directors or officers or vice versa.

DONE this 13th day of March 2019 at Mandaluyong City.

JOEL ANGELO C. CRUZ
Corporate Secretary and
Compliance Officer

MAR 13 2019

SUBSCRIBED AND SWORN TO before me this _____ at Mandaluyong City, by JOEL ANGELO C. CRUZ in his capacity as Corporate Secretary and Compliance Officer of PETROGEN INSURANCE CORPORATION, affiant exhibiting to me his SSS ID with No. 033-83898447 and avowed under penalty of law to the whole truth of the contents of the foregoing Certificate.

Doc. No. 107 ;
Page No. 23 ;
Book No. V ;
Series of 2019.

DON-VIC P. QUEZON
Notary Public for Mandaluyong City
40 San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0382-13
Until December 31, 2019
Attorney's Roll No. 56723
PTR No. 3810644/01-04-19/Mandaluyong
Lifetime IBP No. 08324
MCLE Compliance No. V-002074/14-20-2016



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building PICC Complex, Roxas Boulevard
Pasay City, 1307

CORPORATE STATUS

Date: 5 April 2019
SEC Registration No. : A199604801
Company Name: PETROGEN INSURANCE CORPORATION
Entity Type: Stock Corporation
Printed by: Annette Tamayo

Department	Status	Remarks	Date
HEAD OFFICE			
CRMD			
CMD	Cleared		Apr 4 2019
CPRD	Cleared		Apr 4 2019
CFRD	Cleared		Apr 4 2019
FAAD	Cleared		Apr 4 2019
LU	Cleared		Apr 4 2019
CGFD	Cleared		Apr 4 2019
MSRD	Cleared		Apr 4 2019
EIPD	Cleared		Apr 4 2019
OGC	Cleared		Apr 4 2019
SOs			
SOs	Cleared		Apr 4 2019
EOs			
EOs	Cleared		Apr 4 2019



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET - NO PENALTY

Corporate Name	PETROGEN INSURANCE CORPORATION		
Registration No.	A199604801	Date of Registration	AUGUST 23, 1996
Term of Existence	50 YEARS	Annual Meeting	2 ND TUESDAY OF MARCH
Principal Office	SMC HEAD OFFICE COMPLEX, 40 SAN MIGUEL AVENUE, MANDALUYONG CITY	Actual Meeting	MARCH 13, 2018
No. of Directors/Trustees	5	Fiscal Year	DECEMBER 31

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION
Authorized Capital Stock	P400,000,000.00
Retained Earnings	P305,368,936.00
Deficit	P
Capital Deficiency	P
Fiscal Year ended	DECEMBER 31, 2017
Fine: P10,000.00 per year, per report	Fine: P per year, per report

COMPUTATION OF FINES					
YEAR	General Information Sheet		Financial Statements		FINE
2013	}	Monitored	}	Monitored	
2014		10.28.15		10.28.15	
2015	}		}	Monitored	
2016		Monitored		01.31.18	
2017	}	01.31.18	}	OT	
2018		OT		NYD	
Stock and Transfer/Membership Book Monitored					
TOTAL					NO PENALTY

OT	- On Time
NF	- Not Filed
FL/RL	- Filed/Registered Late

Monitored by:		DATE: 03.21.19
---------------	--	----------------

Certification Issuance System-Unified Reference Database - CLEARED as of March 22, 2019.

Compliant with all reportorial requirements as of MARCH 22, 2019.

The findings/assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitor as of:

Representative
Signature Over Printed Name

For the Director: GERARDO F. DEL ROSARIO

By: Emerliza M. Castro
SEC Administrative Officer II

Note:

This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

In case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be years, earlier than the five (5) years and imposition of fine shall be made if warranted.

MS-P_v.2019