



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 ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

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

PETROGEN INSURANCE CORPORATION
(Amending Article III thereof)

copy annexed, adopted on October 29, 2021 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing one hundred percent (100%) 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 17th day of December, Twenty Twenty One.


DANIEL P. GABUYO
Assistant Director
SO No. 1188 Series of 2018

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
AMENDMENT

SEC Registration Number

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

P	E	T	R	O	G	E	N		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

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

S	A	N		M	I	G	U	E	L		P	R	O	P	E	R	T	I	E	S		C	E	N	T	R	E		
7				S	T						F	R	A	N	C	I	S					S	T	R	E	E	T		
M	A	N	D	A	L	U	Y	O	N	G		C	I	T	Y														

ZIP CODE

1	5	5	0
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COMPANY INFORMATION

Company Email Address <input type="text" value="petronsubcorpsec@petron.com"/>	Company's Telephone Number/s <input type="text" value="(02) 8884-9200"/>	Mobile Number <input type="text" value="0995-4303885"/>
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CONTACT PERSON INFORMATION

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

Name of Contact Person <input type="text" value="ATTY. JOEL ANGELO C. CRUZ"/>	Email Address <input type="text"/>	Telephone Number/s <input type="text" value="(02) 8884-9200"/>	Mobile Number <input type="text"/>
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Contact Person's Address

SMC HEAD OFFICE COMPLEX, 40 SAN MIGUEL AVE. MANDALUYONG CITY 1550

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Document I.D.

Date of Re-Compliance 12/15/2021

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

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<input type="text"/>	<input type="text"/>



Petrogen Insurance Corporation

SMC Head Office Complex, # 40 San Miguel Avenue,
Mandaluyong City 1550
Tel. No. (632) 8-884-9200
Fax No. (632) 8-884-9163
VAT Reg. TIN No.: 005-034-674-000



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 Complex, 40 San Miguel Avenue, Mandaluyong City, 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 via videoconference through Microsoft Teams on October 29, 2021 in accordance with the SEC Memorandum Circular 06 Series of 2020, the Board unanimously passed and approved the following resolutions:

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

'THIRD. - The place where the principal office of the Corporation is to be established or located is at San Miguel Properties Centre, 7 St. Francis Street, Mandaluyong City; (As amended on October 29, 2021 by the Board of Directors and Stockholders)'

RESOLVED, FINALLY, 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 Articles of Incorporation of the Corporation duly certified by at least a 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 Articles of Incorporation of the Corporation was thereafter approved and ratified by the affirmative vote of the stockholders representing 100% of the outstanding capital stock of the Corporation at the special meeting of the stockholders held via videoconference through Microsoft Teams also on October 29, 2021 in accordance with the SEC Memorandum Circular 06 Series of 2020.

3. The attached proposed Amended Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this
NOV 11 2021 at Mandaluyong City.



RAMON S. ANG
Director



AURORA T. CALDERON
Director



ROBERT COYIUTO JR.
Director



RHOHEL S. GANDINGCO
Director



SUSAN Y. YU
Director



CARMEN N. PEDROSA
Independent Director



MELINDA GONZALES-MANTO
Independent Director




JOEL ANGELO C. CRUZ
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this NOV 11 2021 at
Mandaluyong City, affiants exhibiting to me the following:

Name	Passport Number	Date of Issue/ Place of Issue
Ramon S. Ang		
Aurora T. Calderon		
Robert Coyiuto Jr.		
Rhogel S. Gandingco		
Susan Y. Yu		
Carmen N. Pedrosa		
Melinda Gonzales-Manto		
Joel Angelo C. Cruz		

Doc. No. 460 ;
Page No. 98 ;
Book No. I ;
Series of 2021.


MARIAN WILMA H. BAUTISTA
Notary Public for Mandaluyong City
San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0540-21
Until December 31, 2022
Attorney's Roll No. 65589
PTR No. 4577497/01-05-21/Mandaluyong
IBP No. 150819/01-13-21/RSM
MCLE Compliance No. VI-0002198/4-24-2017

**AMENDED
ARTICLES OF INCORPORATION
OF
Petrogen Insurance Corporation**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines -

AND WE HEREBY CERTIFY: That -

FIRST. - The name of the said corporation shall be:

PETROGEN INSURANCE CORPORATION

SECOND. - The purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To engage in the business and operation of all kinds of insurance and re-insurance, on sea as well as on land, on goods and merchandise, of transportation or conveyance against fire, against accidents, and all other forms and lines of insurance authorized by law, except life insurance.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of

indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;

2. 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;
3. 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;
4. 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;
5. 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 this Corporation;

6. 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;
7. 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 real and personal property anywhere within the Philippines; and
8. 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. - The place where the principal office of the Corporation is to be established or located is at **San Miguel Properties Centre, 7 St. Francis Street, Mandaluyong City**; *(As amended on October 29, 2021 by the Board of Directors and Stockholders)*

FOURTH. - The term for which said 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>
Monico V. Jacob	Filipino	41 V.S. Encarnacion Street B.F. Homes, Quezon City
Celso L. Legarda	Filipino	18 Manuel Cuyugan Street B.F. Homes, Parañaque City
Fredesuendo G. Ong	Filipino	36 Garcias Street, Xavierville Loyola Heights, Diliman, Quezon City
Orlando L. Galang	Filipino	16 Marymount Street La Vista, Quezon City
Apolinario G. Reyes, Jr.	Filipino	42 PBR Housing Compound Limay, Bataan

SIXTH. - The number of directors of said Corporation shall be SEVEN (7), and 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Monico V. Jacob	Filipino	41 V.S. Encarnacion Street B.F. Homes, Quezon City
Celso L. Legarda	Filipino	18 Manuel Cuyugan Street B.F. Homes, Parañaque City
Fredesuendo G. Ong	Filipino	36 Garcias Street, Xavierville Loyola Heights, Diliman, Quezon City
Orlando L. Galang	Filipino	16 Marymount Street La Vista, Quezon City
Apolinario G. Reyes, Jr.	Filipino	42 PBR Housing Compound Limay, Bataan

(As amended on December 3, 2020 by the Board of Directors and Stockholders)

SEVENTH. - The authorized capital stock of the Corporation is TWO BILLION TWO HUNDRED FIFTY MILLION PESOS (₱2,250,000,000.00), Philippine currency, and said capital stock is divided into Two Million Two Hundred Fifty Thousand (2,250,000) shares with a par value of One Thousand Pesos (₱1,000.00) each. *(As amended on December 3, 2020 by the Board of Directors and Stockholders)*

EIGHTH. - The amount of said capital stock which has been actually subscribed is One Hundred Million Pesos (₱100,000,000.00), 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>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Monico V. Jacob	1	₱ 1,000.00
Celso L. Legarda	1	1,000.00
Fredesuendo G. Ong	1	1,000.00
Orlando L. Galang	1	1,000.00
Apolinario G. Reyes, r.	1	1,000.00
Petron Corporation	<u>99,995</u>	<u>₱ 99,995,000.00</u>
TOTAL	100,000	₱100,000,000.00

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

<u>Name</u>	<u>Amount of Capital Stock Subscribed</u>
Monico V. Jacob	₱ 1,000.00
Celso L. Legarda	1,000.00
Fredesuendo G. Ong	1,000.00
Orlando L. Galang	1,000.00
Apolinario G. Reyes, Jr.	1,000.00
Petron Corporation	<u>99,995,000.00</u>
	₱ 100,000,000.00

TENTH. - No issuance or transfer of shares of stock of the Corporation which shall 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. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ELEVENTH. - FREDESUENDO G. ONG has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 7th day of August, 1996 in Makati City, Philippines.

(Sgd.) MONICO V. JACOB

(Sgd.) FREDESUENDO G. ONG

(Sgd.) CELSO L. LEGARDA

(Sgd.) ORLANDO L. GALANG

(Sgd.) APOLINARIO G. REYES, JR.

SIGNED IN THE PRESENCE OF:

(Sgd.) DANIEL P. MARTINEZ

(Sgd.) FERDINAND C. FLORDELIZA

ACKNOWLEDGMENT

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

On this 15th day of December 1996, before me, the undersigned, a Notary Public duly commissioned and sworn in and for the City of Manila, Philippines, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place Issued</u>
Monico V. Jacob	12170383	2/13/96 – Makati, Metro Manila
Celso L. Legarda	14230617	2/22/96 – Makati, Metro Manila
Fredesuendo G. Ong	5598720	2/1/96 – Makati, Metro Manila
Orlando L. Galang	14230624	2/22/96 – Makati, Metro Manila
Apolinario G. Reyes, Jr.	14641509	1/18/96 – Limay, Bataan

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 at the place first abovewritten.

(Sgd.) CELIA REGINA OR. PRIETO
Notary Public
Until December 31, 1997
PTR No. 261657 1/3/96 Makati
IBP No. 406105 1/4/96 Pasig

Doc. No. 343;
Page No. 70;
Book No. II;
Series of 1996.



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 09, 2021
No. of Directors/Trustees	SEVEN (7)	Fiscal Year	DEC. 31

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION
Authorized Capital Stock P 2,250,000,000	Equity/Fund Balance P
Retained Earnings P 503,525,374	Negative Fund Balance P
Deficit P	Fiscal Year ended
Capital Deficiency P	Fine: P per year, per report
Fiscal Year ended DEC. 31, 2020	
Fine: 10,000 per year, per report	

COMPUTATION OF FINES					
YEAR	General Information Sheet		Financial Statements		FINE
2016	}	MONITORED	MONITORED	01/31/2018	
2017		01/31/2018	MONITORED	03/22/2019	
2018	MONITORED	03/22/2019	OT		
2019	OT		OT		
2020	OT		OT		
2021	OT				
Additional charges: (%, violation)					
Stock and Transfer/Membership Book - MONITORED					
TOTAL					NO PENALTY

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

Monitored by:	J. P. TORRES	DATE: 09/21/2021 11/02/2021

- ✓ Compliant with all reportorial requirements as of 11/02/2021
- ✓ Certification Issuance System-Unified Reference Database - CLEARED as of 11/02/2021

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: JUMARIE P. TORRES
Monitoring Specialist I

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.

This monitoring is a work from home; hence we are using data/information in extent of all the resources that is available for this set-up.



Petrogen Insurance Corporation

SMC Head Office Complex, # 40 San Miguel Avenue,
Mandaluyong City 1550
Tel. No. (632) 8-884-9200
Fax No. (632) 8-884-9163
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, 40 San Miguel Avenue, Mandaluyong City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Corporate Secretary & Compliance Officer of **PETROGEN INSURANCE CORPORATION** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines, with principal office at the SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City.

2. To the best of my knowledge, no action or proceeding has been filed or 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.

- Signature page follows. -

IN WITNESS WHEREOF, I have hereunto affixed my signature this
NOV 10 2021 at Mandaluyong City, Metro Manila.


JOEL ANGELO C. CRUZ *Jo*
Corporate Secretary & Compliance Officer

SUBSCRIBED AND SWORN to before me this NOV 10 2021 at Mandaluyong City,
affiant exhibited to me his Passport No. _____ issued on _____ at _____

Doc. No. 440 ;
Page No. 99 ;
Book No. III ;
Series of 2021.


MARIA CRISSELDA N. TAMONDONG
Notary Public for Mandaluyong City
40 San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0582-21
Until December 31, 2022
Attorney's Roll No. 71094
PTR No. 4581638/1-07-2021/Mandaluyong
IBP No. 150820/1-13-2021/RSM
MCLE Compliance No. VI-0023071/4-24-2019