



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

COMPANY REG. NO. 68002

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

**HOWDEN INSURANCE & REINSURANCE
BROKERS (PHIL.), INC.**
(Amending Article VII thereof)

copy annexed, adopted on March 12, 2020 and readopted on October 15, 2021 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 Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of June, Twenty Twenty Two.


GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

6 8 0 0 2

Former Company Name

H O W D E N I N S U R A N C E A N D
R E I N S U R A N C E B R O K E R S (P H I L .)
I N C .

AMENDED TO:
New Company Name

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

5 F 1 1 1 P A S E O D E R O X A S B U I L D I N G
P A S E O D E R O X A S C O R . L E G A S P I S T . ,
L E G A S P I V I L L . , M A K A T I C I T Y 1 2 2 9

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Ma. Carmen Agcaoili-Oreña

Email Address

mcaorena@avaslaw.com

Telephone Number/s

8892-4901 - 03

Mobile Number

0920-9512300

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

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

**A M E N D E D
ARTICLES OF INCORPORATION**

OF

HOWDEN INSURANCE & REINSURANCE BROKERS (PHIL.), INC.
(Formerly: Accette Insurance Brokers, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and residents 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:

FIRST - That the name of said corporation shall be

HOWDEN INSURANCE & REINSURANCE BROKERS (PHIL.), INC.
(As amended on December 9, 2011)

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

PRIMARY PURPOSE

To engage in the general business of insurance brokerage, consultancy and management and, in connection therewith, to provide technical advice, assistance and services to and for any person or enterprise, whether domestic or foreign, including but not limited to the following: (As amended on April 26, 2011)

- (i) To act as insurance and/or reinsurance brokers along such lines as life, health, accident, fire, and allied lines, motor car, casualty, surety and fidelity, marine cargo, marine hull, workmen's compensation, comprehensive liability insurance and/or allied risks, aviation insurance and/or such other insurance coverages allied with and incident to the above enumerated lines and as general managers for any life or non-life insurance company and/or reinsurance company doing business or authorized to do business in the Philippines; (As amended on October 21, 2013)

As amended at the Special Stockholders' Meeting held on October 21, 2013.

- ii) To act and engage in consultancy and management relative to insurance and/or reinsurance, whether life or non-life; and for this purpose, to receive, own, purchase, collect, or otherwise acquire and obtain an interest in, hold, manage or otherwise deal with the business of any corporation, partnership or entity engaged in such insurance and/or reinsurance business; and
- iii) To avail and extend to such corporation, partnership or entities consultancy and management facilities including the services and expertise of insurance and reinsurance experts, whether locally or foreign trained, subject to the limitations imposed by law.

SECONDARY PURPOSES

- (a) To receive, own, purchase, collect or otherwise acquire, obtain, an interest in, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell or otherwise dispose of all kinds of shares, stocks, voting trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, certificates of interest, choses in action and evidences of indebtedness, including promissory notes, drafts, bills of exchange, letters of credit and negotiable instruments of any persons, corporation, partnership, association, governmental entity or agency, whether national or municipal, domestic or foreign;
- (b) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation, and to pay for the same in cash or in stock, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;
- (c) To act as financial investment counselor and manager, agent, commercial representative or broker or factor or as average or loss agent and setting agent of any person, corporation, partnership, association or other entity, domestic or foreign, engaged in insurance business or in any other line of business, enterprise or industry;
- (d) To borrow or raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidences of indebtedness, and for the purpose of securing any of its

obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;

- (e) To do everything necessary, proper, suitable or convenient for the attainment of the purposes and objectives and the furtherance of the powers herein set forth, and to do and perform every act and things incidental thereto or connected therewith as far as the laws of the Philippines may permit.

The foregoing clauses are to be constructed both as objects and powers and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of these Articles of Incorporation shall, except as otherwise provided for, in no way be limited or restricted by the terms of any of the clauses or paragraphs thereof.

THIRD - That the place where the principal office of the Corporation is to be established is at the 23/F Phil Axa Life Centre, 1286 Sen. Gil Puyat Avenue corner Tindalo Street, Makati City, Philippines. (As amended on December 9, 2011)

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

FIFTH - That the names, citizenship and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
Max Steger	Swiss	1565 Cypress St., Dasmarinas Village, Makati, Rizal
Renato Reside	Filipino	124 House No. 5, E. Abada Street, Loyola Heights, Quezon City
Leon S. Guerrero, Jr.	Filipino	16 Main Road, Aero Park, Better Livings Subdivision, Paranaque
Pablo Trinos	Filipino	Gloria Diaz Street, BF Resort Village, Pamplona, Las Pinas, Rizal

Eufronio R. Leoncio

Filipino

540 M. de Jesus, Pasay City

SIXTH - That 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: (As amended on October 21, 2013)

NAME	CITIZENSHIP	RESIDENCE
Max Steger	Swiss	1565 Cypress St., Dasmarinas Village, Makati, Rizal
Renato Reside	Filipino	124 House No. 5, E. Abada Street, Loyola Heights, Quezon City
Leon S. Guerrero, Jr.	Filipino	16 Main Road, Aero Park, Better Livings Subdivision, Paranaque
Pablo Trinos	Filipino	Gloria Diaz Street, BF Resort Village, Pamplona, Las Pinas, Rizal
Eufronio R. Leoncio	Filipino	540 M. de Jesus, Pasay City

SEVENTH - That the capital stock of the said Corporation is ONE HUNDRED FIFTY MILLION PESOS (P150,000,000.00), Philippine Currency, and said capital stock is divided into FIFTEEN MILLION (15,000,000) shares of common stock at the par value of Ten Pesos (P10.00) each. (As amended on March 12, 2020 and October 15, 2021)

EIGHTH - That the amount of said capital stock which has been actually subscribed is Forty Thousand Pesos (P40,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and the amount of capital stock set after their respective names:

As amended at the Special Joint Meetings of the Board of Directors and Stockholders held on March 12, 2020 and October 15, 2021 (amendment underscored).

NAME	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL SUBSCRIBED
Max Steger	1,000	P10,000.00
Renato Reside	1,000	10,000.00
Leon S. Guerrero Jr.	1,000	10,000.00
Pablo Trinos	500	5,000.00
Eufronio R. Leoncio	500	5,000.00
TOTAL	<u>4,000</u>	<u>P40,000.00</u>

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

NAME	CITIZENSHIP	AMOUNT PAID ON SUBSCRIPTION
Max Steger	Swiss	P2,000.00
Renato Reside	Filipino	2,000.00
Leon S. Guerrero, Jr.	Filipino	2,000.00
Pablo Trinos	Filipino	2,000.00
Eufronio R. Leoncio	Filipino	2,000.00
TOTAL		<u>P10,000.00</u>

TENTH - That RENATO RESIDE has been elected by the subscribers as Acting Treasurer of the Corporation to act as such until his successor has been duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscription paid in by said subscribers.

ELEVENTH - That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than seventy (70%) percent of the capital shall be allowed or permitted unless such transfer shall have been first reported to the Board of Investment as required by R. A. 5455.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of April, 1976 at Makati, Rizal, Philippines.

(Sgd.)
MAX STEGER
TAN - 1548-863-8

(Sgd.)
RENATO RESIDE
TAN - 1481-069-1

(Sgd.)
LEON S. GUERRERO, JR.
TAN - 1263-899-5

(Sgd.)
PABLO TRINOS
TAN - 1583-423-7

(Sgd.)
EUFRONIO R. LEONCIO
TAN - 3517-958-9

Signed in the presence of: -

(Illegible)

(Illegible)

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) SS.
PROVINCE OF RIZAL)

On this 5th day of April, 1976, before me, the undersigned Notary Public I and for the Province of Rizal, Philippines, personally appeared the following persons exhibiting to me their Residence Certificates, as follows:

MAX STEGER with Residence Certificate No. A-1635851 issued at Makati, Rizal on January 9, 1976 and Alien Certificate of Registration No. 241890 issued at Manila, Philippines on March 20, 1954;

RENATO RESIDE, with Residence Certificate No. A-1635858 issued at Makati, Rizal on January 10, 1976;

LEON S. GUERRERO, JR., with Residence Certificate No. A-1635863 issued at Makati, Rizal on January 9, 1976;

PABLO TRINOS, with Residence Certificate No. A-1635854 issued at Makati, Rizal on January 9, 1976;

EUFRONIO R. LEONCIO with Residence Certificate No. A-2330969 issued at Pasay City on January 12 1976

all of whom are personally known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as an act of their free will and deed.

WITNESS MY HAND AND NOTARIAL SEAL at the place and on the date first hereinabove written.

(Sgd.)
EDGAR B. AFABLE
Notary Public
Until December 31, 1976
PTR No. 5036722
January 20, 1976
At Makati, Rizal

Doc. No. 238;
Page No. 49;
Book No. 1;
Series of 1976.

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Directors and the Corporate Secretary of HOWDEN INSURANCE & REINSURANCE BROKERS (PHIL.) INC., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the corporation's outstanding capital stock at a meeting held on 12 March 2020 at the principal office of the corporation.

The resolutions to amend the Articles of Incorporation were unanimously re-adopted and approved at a Special Joint Meeting of the Board of Directors and Stockholders of said Corporation later held on 15 October 2021, at which Meeting, majority of the Board of Directors and stockholders representing at least two-thirds (2/3) of the outstanding capital stock were present in person or by proxy.

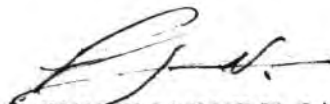
The amended provisions of the attached Amended Articles of Incorporation involve Article Seventh of said Articles of Incorporation. We hereby certify that the attached amended Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this NOV 26 2021 2021 at Makati City.


RAUL B. TAN
President



JOSE REY CEDO
Director


ELREY T. RAMOS
Director


PHILIP LLOYD T. SAMSON
Director


HECTOR R.R. VILLANUEVA
Director

COUNTERSIGNED:


MA. CARMEN AGCAOILI-OREÑA
Corporate Secretary
Secretary of Stockholders' Meeting

ACKNOWLEDGMENT

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


BEFORE ME, a Notary Public, in and for the City of Makati, Philippines, on this _____
day NOV 26 2021 2021, personally appeared:

<u>Name</u>	<u>Government ID Details</u>	<u>Date/ Place Issued</u>
Raul B. Tan	DL N03-89-074031	November 19, 2018/LTO, Makati
Philip Lloyd T. Samson	DL C11-88-035078	May 8, 2020/LTO, Silang Cavite
Jose Rey Cedo	Passport #EC6677723	February 7, 2016 / DFA Manila
Elrey T. Ramos	Passport #P4395090A	Sept. 16, 2017 / DFA NCR East
Hector R.R. Villanueva	DL No. N14-60-034057	
Ma. Carmen Agcaoili-Oreña	Passport #P7384671A	May 31, 2018 / DFA Manila

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 own free and voluntary act and deed.

WITNESS MY HAND AND SEAL at the place and on the date first hereinabove written.

Doc. No. 176
Page No. 57
Book No. II
Series of 2021


ATTY. GOLDA JULIA S. GARUZ
Notary Public for Makati City
Appointment No. M-23 valid until December 31, 2022
7th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City
IBP No. 131082/ 10-22-2020/ Makati City Chapter
PTR. No. 8533505/ 01-04-2021/ Makati City
Attorney's Roll No. 65933
MCLE Compliance No. VI-0021297
Valid from 03-28-2019 until 04-14-2022

SECRETARY'S CERTIFICATE

I, MA. CARMEN AGCAOILI-OREÑA, Filipino, of legal age, with office address at Agcaoili & Associates, 7th Floor, BDO Towers Paseo, Paseo de Roxas, Makati City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **HOWDEN INSURANCE & REINSURANCE BROKERS (PHIL.) INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at the 5th Floor, III Paseo de Roxas Building, Paseo de Roxas corner Legaspi Street, Legaspi Village, Makati 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 as its duly elected and/or appointed directors or officers or vice versa.

Makati City, JAN 25 2022.




MA. CARMEN AGCAOILI-OREÑA
Corporate Secretary

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

I certify that on this JAN 25 2022 day of JAN 25 2022 2022, before me, a notary public duly authorized in the city named above to take acknowledgments, personally appeared MA. CARMEN AGCAOILI-OREÑA, with Passport No. EB8283320 issued at DFA, Manila, valid until 2023, who was identified by me through competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that her signature on the instrument was voluntarily affixed by her for the purposes stated therein, and who declared to me that she has executed the instrument as her free and voluntary act and deed and that she has the authority to sign on behalf of her principal.

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal on the date and at the place above written.

Doc. No. 01 ;
Page No. 10 ;
Book No. I ;
Series of 2022


ATTY. GOLDA JULIA S. GAPUZ
Notary Public for Makati City
Appointment No. M-23 valid until December 31, 2022
7th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City
IBP No. 171252/ 12-22-2021/ Makati City Chapter
PTR No. 8855813/ 01-05-2022/ Makati City
Attorney's Roll No. 65933
MCLE Compliance No. VI-0021297
Valid from 03-28-2019 until 04-14-2022



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



1st ENDORSEMENT
12 March 2021

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 Articles of Incorporation of **HOWDEN INSURANCE & REINSURANCE BROKERS (PHIL.), INC. (Formerly: Accette Insurance Brokers, Inc.)** with office address at 23rd Floor, Philippine Axa Life Centre, 1286 Senator Gil Puyat Avenue corner Tindalo Street, Makati City, Philippines with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

AMENDED ARTICLES OF INCORPORATION

SEVENTH – That the capital stock of the said Corporation is **ONE HUNDRED FIFTY MILLION PESOS (P150,000,000.00)**, Philippine Currency, and said capital stock is divided into **FIFTEEN MILLION (15,000,000)** shares of common stock at the par value of Ten Pesos (10.00) each. *(As amended on March 12, 2020)*

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