



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

COMPANY REG. NO. A200209918

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

HSBC Investment and Insurance Brokerage, Philippines Inc.
[Formerly: HSBC INSURANCE BROKERS (PHILIPPINES), INC.]
(Amending Articles I, II Primary & Secondary Purposes, III, and VII thereof)

copy annexed, adopted on June 10, 2021; October 19, 2021; May 27, 2022 and June 3, 2022 by a majority vote of the Board of Directors and on June 10, 2021; January 31, 2022; May 27, 2022 and June 3, 2022 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 10th day of August, Twenty Twenty Two.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF

HSBC Investment and Insurance Brokerage, Philippines Inc.
(Formerly: HSBC Insurance Brokers (Philippines), Inc.)
(As amended on 27 May 2022)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY –

FIRST: The name of this corporation shall be:

HSBC Investment and Insurance Brokerage, Philippines Inc.
[Formerly: HSBC INSURANCE BROKERS (PHILIPPINES), INC.]
(As amended on 27 May 2022)

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

PRIMARY PURPOSE

To engage in the business of insurance brokerage **in the Philippines, whether domestic or foreign**, including but not limited to **marketing**, soliciting, negotiating or procuring the making of any insurance contract, **such as but not limited to life or non-life coverages, comprehensive liability insurance and allied risks and/or such other insurance coverages allied with and incident thereto**, or in placing risk or taking out insurance, on behalf of an insured other than itself, or in any manner, acting or aiding in undertaking any of the foregoing and to enter into and carry out contracts of every kind and character that may be necessary or incidental to the accomplishment of any of the lawful purposes of the company. (As amended on 2 August 2022)

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 2 August 2022)**

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 2 August 2022)**
3. **To buy, sell, distribute, or otherwise transact financial products, including Unit Investment Trust Funds ("UITFs"), from authorized trust corporations and entities that are subject to the regulatory supervision of the Bangko Sentral ng Pilipinas ("BSP"). (As amended on 2 August 2022)**
4. To the extent allowed by law, to purchase, acquire, own, (except land) lease, sell and convey real properties such as buildings, factories and warehouse 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; **(As renumbered on 2 August 2022)**
5. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence 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 evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business; **(As renumbered on 2 August 2022)**
6. 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; **(As renumbered on 2 August 2022)**
7. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock 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. **(As renumbered on 2 August 2022)**
8. To enter into any lawful arrangement for sharing profits, union of interest, 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; **(As renumbered on 2 August 2022)**
9. 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; **(As renumbered on 2 August 2022)**
10. To establish and operate one or more branch offices or agencies and to carry on any of 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 (except land) and personal property anywhere within the Philippines; **(As renumbered on 2 August 2022)**

11. 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 of more of the powers herein enumerated or which shall at any time appear conducive to or expedient for the protection benefit of this corporation to the extent required by law; **(As renumbered on 2 August 2022)**

12. To conduct and carry on a management and consultation business and all such other services as may be necessary or incidental thereto, except management of funds, securities, portfolios and similar assets, of such managed entities. **(As renumbered on 2 August 2022)**

THIRD: The place where the principal office of the corporation is to be established is at **5/F HSBC Centre, 3058 Fifth Avenue, West Bonifacio, Global City, Taguig City.** **(As amended on 10 June 2021)**

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

Name	Nationality	Residence
Paul Lawrence	British	43 Banaba St., South Forbes Park, Makati City
Peter Yeates	British	4 Balete St., South Forbes Park, Makati City
James Benoit	Canadian	1621 Cypress St., Dasmarinas Village, Makati City
Rajat Tandon	British	4905 Pasay Road, Dasmarinas Village, Makati City
Martyn Porter	British	15C Splendido Condominium, Salcedo Village, Makati City

SIXTH: That the number of Directors of the said corporation shall be seven (7) and the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

Name	Nationality	Residence
Paul Lawrence	British	43 Banaba St., South Forbes Park, Makati City
Peter Yeates	British	4 Balete St., South Forbes Park, Makati City

James Benoit	Canadian	1621 Cypress St., Dasmarinas Village, Makati City
Rajat Tandon	British	4905 Pasay Road, Dasmarinas Village, Makati City
Martyn Porter	British	15C Splendido Condominium, Salcedo Village, Makati City

(as amended on 25 June 2003)

SEVENTH: That the authorized capital stock of the corporation is PESOS: **THREE HUNDED FIFTEEN MILLION (Php315,000,000)** in lawful money of the Philippines, divided into **Three Hundred Fifteen Million (315,000,000)** shares with the par value of PESOS: ONE (Php1.00) per share. (As amended on 19 October 2021 and 31 January 2022)

EIGHTH: That at least PESOS: FIFTEEN MILLION (Php15,000,000) of the authorized capital stock has been subscribed and fully paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
The Hongkong and Shanghai Banking Corporation Limited		14,999,995	Php 14,999,995	Php14,999,995
Paul J. Lawrence	British	1	Php1.00	Php1.00
Peter Yeates	British	1	Php1.00	Php1.00
James Benoit	Canadian	1	Php1.00	Php1.00
Rajat Tandon	British	1	Php1.00	Php1.00
Martyn Porter	British	1	Php1.00	Php1.00
TOTAL		15,000,000	Php15,000,000	Php15,000,000

NINTH: That RAJAT TANDON 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 that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

TENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusing similar to it.

IN WITNESS WHEREOF, we have set out our hands this 6th day of June 2002 at Makati City.

(SGD.) Paul J. Lawrence

(SGD.) Peter D. R. Yeates

(SGD.) James K. D. Benoit

(SGD.) Rajat Tandon

(SGD.) Martyn Porter

WITNESSES:

(SGD.)

(SGD.)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S.

BEFORE ME, a Notary Public for and in Makati City, Philippines, this ____ day of May 2002 personally appeared:

<u>Name</u>	<u>CTC/Passport Nos.</u>	<u>Date/Place of Issuance</u>
Paul J. Lawrence	740129887	01-07-99/Manila
Peter D. R. Yeates	740122755	08-06-99/Hongkong
James K. D. Benoit	C-123992	06-02-99/Canada
Rajat Tandon	500235240	07-27-97/U.K.
Martyn Porter	701918693	07-09-98/Malta

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 above written.

NOTARY PUBLIC

Doc. No. _____
Page No. _____
Book No. _____
Series of 2002

Republic of the Philippines)
) S.S.

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being at least a majority of the members of the Board of Directors of **HSBC Insurance Brokers (Philippines) Inc.** (hereinafter "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 5th Floor HSBC Centre, 3058 Fifth Avenue West Bonifacio Global City, Taguig City, together with the Chairman of the Board and the Corporate Secretary of the Corporation, do hereby certify that:

1. On 10 June 2021, at separate meetings via video conference, the Corporation's Board of Directors, by a majority vote of its members and the affirmative vote of more than two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following amendments of the Corporation's Amended Articles of Incorporation and By-laws:

a. Amended Articles of Incorporation

"THIRD: The place where the principal office of the Corporation is to be established is at 5/F HSBC Centre, 3058 Fifth Avenue, West Bonifacio, Global City."

b. By-laws

i. Sections 4, Article II (Meeting of Stockholders)

"Section 4. Notice of Meeting — Notices for regular or special meetings of the stockholders may be sent by the Secretary by personal delivery, courier service, facsimile, postal mail or electronic mail at least twenty-one (21) days prior to the date of regular meeting or five (5) days prior to the date of the special meeting, to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. The requirement for notice to the meeting shall be deemed waived if the stockholder shall be present thereat, whether in person, proxy, or shall have participated by voting in absentia."

ii. Section 5, Article II (Meeting of Stockholders)

"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. Stockholders who participate through remote communication or in absentia, shall be deemed present for the purpose of determining the existence of a quorum."

iii. Section 7, Article II (Meeting of Stockholders)

"Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person, through remote communication, in absentia or by proxy, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission from time to time and other applicable laws and regulations. Unless otherwise provided in the proxy, it shall be valid only 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. Proxies filed with 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."

iv. *Section 2, Article III (Board of Directors)*

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

At each election for directors, every stockholder entitled to vote shall have the right to vote in person, through remote communication, in absentia, or be represented by proxy, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission and other applicable laws."

v. *Section 7, Article III (Board of Directors)*

"Section 7. Conduct of the Meetings — Meetings of the Board of Directors shall be presided over the Chairman of the Board, or in his absence, 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.

Any director may attend the meetings of the Board of Directors via remote communication or in absentia."

vi. *Section 8, Article III (Board of Directors)*

"Section 8. Executive Committee. There shall be an Executive Committee composed of three (3) regular members, namely the Vice-Chairman, President, and the Treasurer. The members of the Committee shall elect among themselves a Chairman and Vice-Chairman. This Committee shall have the power to pass and act upon such matters as the Board may entrust to it for action in between meetings of the Board of Directors. The meetings of this Committee shall be presided by its Chairman, and in his absence by its Vice Chairman and in the absence of both, by a member appointed from among those present. Two (2) members shall constitute a quorum of the Executive Committee."

2. On 19 October 2021, 31 January 2021, respectively, at separate meetings, the Corporation's Board of Directors, by a majority vote of its members and the affirmative vote of more than two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following amendments of the Corporation's Amended Articles of Incorporation:

i. *Seventh Article*

"SEVENTH: The authorized capital stock of the corporation is PESOS: THREE HUNDRED FIFTEEN MILLION (Php 315,000,000.00) in lawful money of the Philippines, divided into Three Hundred Fifteen Million (315,000,000) shares with par value of PESOS: ONE (Php 1.00) per share."

3. On 27 May 2022, at separate meetings via video conference, the Corporation's Board of Directors, by a majority vote of its members and the affirmative vote of more than two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following amendments of the Corporation's Amended Articles of Incorporation:

a. *Amended Articles of Incorporation*

i. *First Article*

"FIRST: The name of the corporation shall be:

HSBC INVESTMENT AND INSURANCE BROKERAGE, PHILIPPINES INC."

4. On August 2, 2022, at separate meetings, via video conference, the Corporation's Board of Directors, by a majority vote of its members and the affirmative vote of more than two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following amendments of the Corporation's Amended Articles of Incorporation:

a. Amended Articles of Incorporation

i. Second Article

"SECOND: The purposes for which the corporation are formed are:

PRIMARY PURPOSE

To engage in the business of insurance brokerage in the Philippines, whether domestic or foreign, including but not limited to marketing, soliciting, negotiating or procuring the making of any insurance contract, such as but not limited to life or non-life coverages, comprehensive liability insurance and allied risks and/or such other insurance coverages allied with and incident thereto, or in placing risk or taking out insurance, on behalf of an insured other than itself, or in any manner, acting or aiding in undertaking any of the foregoing and to enter into and carry out contracts of every kind and character that may be necessary or incidental to the accomplishment of any of the lawful purposes of the company.

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.
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.
3. To buy, sell, distribute, or otherwise transact financial products, including Unit Investment Trust Funds ("UITFs"), from authorized trust corporations and entities that are subject to the regulatory supervision of the Bangko Sentral ng Pilipinas ("BSP").
4. To the extent allowed by law, to purchase, acquire, own, (except land) lease, sell and convey real properties such as buildings, factories and warehouse 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
5. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence 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 evidence of indebtedness

in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

6. 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;

7. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock 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.

8. To enter into any lawful arrangement for sharing profits, union of interest, 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;

9. 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;

10. To establish and operate one or more branch offices or agencies and to carry on any of 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 (except land) and personal property anywhere within the Philippines;

11. 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 of more of the powers herein enumerated or which shall at any time appear conducive to or expedient for the protection benefit of this corporation to the extent required by law;

12. To conduct and carry on a management and consultation business and all such other services as may be necessary or incidental thereto, except management of funds, securities, portfolios and similar assets, of such managed entities.

- j. A copy of the Corporation's amended Articles of Incorporation and By-laws attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and By-laws and reflects the foregoing amendments thereto.

IN WITNESS WHEREOF, we have hereunto signed these presents this 03 AUG 2022 day of 2022 in Pasig City, Philippines.

PETER FAULHABER
Director
TIN 355-103-778

SANDEEP UPPAL
Chairman / Director
TIN 201-700-268

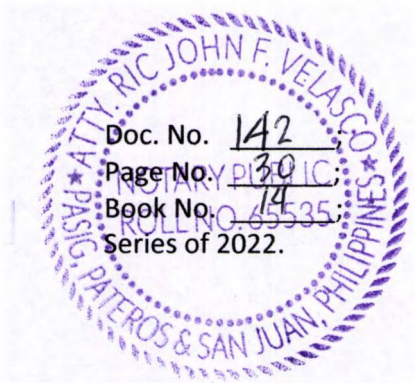
MA. THERESA LOANZON
Director
TIN 189-576-749


HOMER FIGUEROA
Director
TIN 105-781-133


FLORINA DE PAZ TAN
Corporate Secretary
TIN 210-143-091

SUBSCRIBED AND SWORN TO before me this 03 AUG 2022 day of 2022 in Pasig City, with the affiants exhibiting to me their respective competent proofs of identity as follows:

Name	Competent Proof of Identity	Validity
Sandeep Uppal		
Peter Faulhaber		
Ma. Theresa Loanzon		
Margarita Foronda		
Florina de paz Tan	TIN 210-143-091	




ATTY. RIC JOHN F. VELASCO
Roll No. 65535
Commission No. 73
Notary Public for Pasig, Pateros, San Juan
Until December 31, 2023
PTR No. 8131744, January 4, 2022, Pasig City
IBP No. 178729, January 4, 2022, Quezon City
MCLE Compliance No. VII-0005975, November 12, 2021

IN WITNESS WHEREOF, we have hereunto signed these presents this AUG 03 2022 day of _____ 2022 in **MAKATI CITY**, Philippines.

[Signature]

P. Faulhaber
PETER FAULHABER
Director
TIN 355-103-778

[Signature]

SANDEEP UPPAL
Chairman / Director
TIN 201-700-268

Ma. Theresa Loanzon
MA. THERESA LOANZON
Director
TIN 189-576-749

[Signature]
HOMER FIGUEROA
Director
TIN 105-781-133

FLORINA DE PAZ TAN
Corporate Secretary
TIN 210-143-091

SUBSCRIBED AND SWORN TO before me this AUG 03 2022 day of _____ 2022 in **MAKATI CITY**, with the affiants exhibiting to me their respective competent proofs of identity as follows:

Name	Competent Proof of Identity	Validity
Sandeep Uppal	UK Passport No. 554120849	02 April 2029
Peter Faulhaber	USA Passport No. 642442251	18 October 2028
Ma. Theresa Loanzon	Philippine Drivers License No. 111-71-016376	September 26, 2023
Homer Figueroa	Philippine Drivers License No. C10-93-092927	July 17, 2024
Florina de paz Tan		

Doc. No. 191 ;
Page No. 40 ;
Book No. IV ;
Series of 2022.



[Signature]
CHRISTINE FAITH M. TANGU
Appointment No. M-289
Notary Public for Makati City
Until December 31, 2022
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 8853454; 01-03-2022; Makati City
IBP No. 174024; 01-03-2022; Makati Chaptr
Roll No. 74775

Republic of the Philippines)
City of Pasig) S.S.

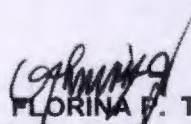
SECRETARY'S CERTIFICATE

I, **FLORINA DE PAZ TAN**, of legal age, Filipino, with office address at 1905A West Tower, Tektite Towers, Exchange Road, Ortigas, Pasig City, under oath, do hereby certify that:

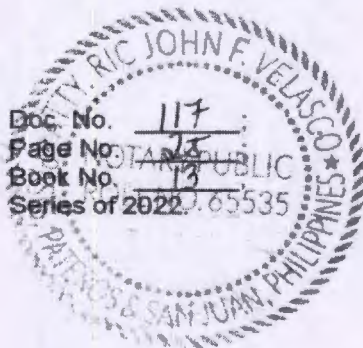
1. I am the duly elected Corporate Secretary of **HSBC Insurance Brokers (Philippines) Inc.** (the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 5th Floor HSBC Centre, 3058 Fifth Avenue West Bonifacio Global City, Taguig City;

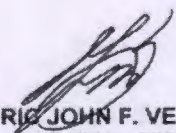
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

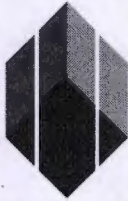
IN WITNESS WHEREOF, this Certificate has been signed this 18th day of March 2022 at Pasig City, Philippines.


FLORINA F. TAN
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 18th day of March 2022 in Pasig City, by the affiant who exhibited to me her Philippine Passport with No. P800575B which will expire on 7 October 2031.




RIC JOHN F. VELASCO
Roll No. 65535
Commission No. 28
Notary Public for Pasig, Pateros, San Juan
Until December 31, 2021
PTR No. 8131744, January 4, 2022, Pasig City
IBP No. 178729, January 4, 2022, Quezon City
MCLE Compliance No. VI-0003222, September 26, 2017
Extended up to June 2022 – B.M.3795



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

Date: June 29, 2022
Verification Reference No.: NV2206928
Name:
HSBC Investment and Insurance Brokerage Philippines, Inc.
Name of Applicant: Dunn Clarke Farrell Corleto O. Vinluan III
Verifier: cmfurugganan

Result: Verification Approved

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **30 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

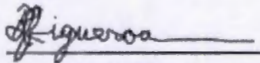
Verifier Remarks:

Note to processor: w/ expired reservation, for payment P200.00

Undertaking

We, The Hongkong Shanghai Banking Corporation Limited, Philippine Branch ("HSBC Philippines), by undersigned, hereby undertake to further amend our Articles of Incorporation dated 3 August 2022, to allow us to act as securities broker dealer, specifically to engage in dealing, marketing, soliciting, negotiating, or offering financial or wealth products and securities of every kind and description, and to enter into and carry out contracts of every kind and character that maybe necessary or incidental to the accomplishment of any of the lawful purposes of the company.

Done this 10th of August 2022.



Roberto L. Figueroa
SVP & General Counsel
HSBC Philippines

COMPANY REGISTRATION AND MONITORING DEPARTMENT
FINANCIAL ANALYSIS AND AUDIT DIVISION

Name of Corporation:	HSBC Investment and Insurance Brokerage Philippines, Inc. (formerly: HSBC Insurance Brokerage (Philippines) Inc. amended simultaneously with increase)		Date:	7/19/2022	final
Date of Incorporation	July 5, 2002		Term of Existence	50 years	
Application:	Increase of Capital Stock		Mode of Payment:	Cash	
Date of Stockholders' Meeting:: Jan. 31, 200 (Art 7) Date of BOD Meetings: Oct 19, 2021 (Art. 7) , June 10, 2021 (AOI - Art 3; BL- Art II Sections 4,5,& 7, Art III Sections 2,7 & 8) , May 27, 2022 (AOI-Art I) , June 3, 2022 (AOI - Art. 2)					
Capital Structure:					
	Present	Increase in ACS	As Increased		
Authorized, Par 1.00	15,000,000	300,000,000	315,000,000,000		
Subscribed & Paid-up	15,000,000	300,000,000	315,000,000,000		
Basic Requirements	Compliant	Remarks			
1. Cover Sheet	C				
2. Certificate of Increase of Capital Stock	C				
3. Treasurer's Affidavit certifying the increase of capital stock, the amount subscribed and the amount received as payment thereto	C				
4. Amended Articles of Incorporation & By-laws	-	To CPRD <i>g ab</i>			
5. Directors' certificate - A notarized document signed by majority of the directors and the corporate secretary certifying the amendment of the Articles of incorporation increasing the authorized capital stock, the votes of the directors and stockholders thereto, and the date and place of the stockholders meeting	-	To CPRD <i>w/ CPRD</i>			
Additional Requirements					
1. List of stockholders of record as of date of meeting approving the increase, indicating their nationalities and their respective subscribed and paid-up capital on the present authorized capital stock certified under oath by the corporate secretary	C				
2. Audited financial statements as of the last fiscal year Stamped received by BIR and SEC (If payment on subscription is already reflected therein)	C				
3. Special audit report/Verification report to be rendered by and independent CPA on the verification of cash payment on subscription to the increase accordance with the Guidelines on On-Site Verification per SEC Circular No. 6 Series of 2008	C				
4. Subscription Contract	N/a				
5. Notarized Secretary's Certificate certifying that all of the non-subscribing stockholders waived their respective pre-emptive rights/Written waiver of pre-emptive rights of non-subscribing stockholders.	C				
6. Notarized Secretary's Certificate on no pending case of intra-corporate dispute	C				
7. Registration under Foreign Investments Act (FIA), if the foreign equity increased to more than 40%	C	FIA Registered			
8. Clearance from other departments or other government agencies	C	IC 1 st Endorsement dated June 13, 2022.			
9. Name Verification	C				
10. Undertaking to change Name	C				
11. Monitored per Electronic OR #20220624-PM-0017471-67	C				
Amended provisions of: Articles of Incorporation : Arts 1.2.3 & 7 By-laws- Art II (Sec. 4,5,& 7) Art III (Sec. 2,7, & 8)					
Remarks:					
		Filing Fee	P 600,000		
		LRF	6,000		
		Amended AOI & By-laws	2,020		
		DST	90		
		Name Reservation	200		
		Total	P 608,310		

CIS-URDB dated 7.19.2022 "cleared" for the applicant and the corporate subscriber.



ANGELI G. VILLANUEVA
Securities Financial Specialist III



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET/CONFIRMATION OF PAYMENT OF FINES

Corporate Name	HSBC INSURANCE BROKERS (PHILIPPINES), INC.		
Registration No.	A200209918	Date of Registration	JULY 5, 2002
Term of Existence	50 YEARS	Annual Meeting	ANY DAY IN JUNE
Principal Office	9F HSBC CENTRE, 3058 FIFTH AVE., WEST BONIFACION, GLOBAL CITY, TAGUIG CITY		Actual Meeting JUNE 10, 2021
No. of Directors/Trustees	7	Fiscal Year	DECEMBER 31

<input checked="" type="checkbox"/> STOCK CORPORATION		<input type="checkbox"/> NON-STOCK CORPORATION	
Authorized Capital Stock	P 15,000,000.00		
Paid-Up Capital Stock	P	Equity/Fund Balance	P
Retained Earnings	P 169,580,000.00	Negative Fund Balance	P
Deficit	P		
Capital Deficiency	P	Fiscal Year ended	
Fiscal Year ended	DECEMBER 31, 2021		
Fine: P10,000.00 per year, per report		Fine: P.00 per year, per report	

COMPUTATION OF FINES					
YEAR	General Information Sheet		Financial Statements		FINE
2015	W/ COP (1 ST)	11/03/2015	OT		
2016	OT		OT		
2017	OT		OT		
2018	OT		FL	5,000	5,000.00
2019	OT		OT		
2020	OT		OT		
2021	OT		OT		
Additional charges (10%, 2ND violation)					500.00
Stock and Transfer Book / Membership Book MONITORED					
Memorandum Circular No. 28, series of 2020 (Submission of official Emails and Mobile Phone Numbers) 12/29/2020					OT
Violation of Section					
Other Violation: Memorandum Circular No. 8, series of 2009 (SMR is non-compliant with the revise format)					4,000.00
TOTAL					P9,500.00

OT - On Time	Assessed By: N.S. CLARITO/CMD	DATE: 06/22/2022	OR NO.	
NF - Not Filed				
FL/RL - Filed/Registered Late				
			DATE OF PAYMENT	

☒ Certification Issuance System-Unified Reference Database - CLEARED as of 22 June 2022.

▲ PLEASE RETURN TO CMD AFTER PAYMENT FOR UPLOADING IN SEC DATABASE

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

Authorized Representative
Signature Over Printed Name

Confirmation of Payment of Fines:

ATTY. KENNETH JOY A QUIMIO
Assistant Director
2022

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.

Please note that this monitoring is a work from home, hence we are using the data/information in extend of all the resources that is available for this set-up.

This Monitoring Sheet is good for updating until the first working day of January of the following year or until the next annual reports are submitted which is not covered by the assessment. Further SEC is not stopped from assessing the corporation additional penalties, fees and charges should it turn out that the previous assessment is erroneous.

*With attached Secretary's Certificate of No-Intra Corporate dispute

FIA REGISTERED



Machine Validation:



Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

**PAYMENT ASSESSMENT FORM**

No. 20220622-5498345

DATE 06/22/2022	RESPONSIBILITY CENTER CRMD
PAYOR: HSBC INSURANCE BROKERS (PHILIPPINES), INC. TAGUIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Penalties/Fines		4020114000 (609)	9,500.00
---NOTHING FOLLOWS---			
TOTAL AMOUNT TO BE PAID			Php 9,500.00
Assessed by: nsclarito		Amount in words: NINE THOUSAND FIVE HUNDRED PESOS AND 00/100	
Remarks:			

Payment Options

- Online payment thru SEC Payment Portal
• <https://espaysec.sec.gov.ph>
- Over the Counter Payments
• SEC Cashier Office
• Selected Landbank Branches

SEC BIR Accounts - DST

SEC Clearing Account	SEC Office
3752-1002-75	Head Office / NCR
0072-1178-59	Tarlac
0222-1003-48	Baguio
0132-1123-98	Legazpi
3302-1046-88	Iloilo
3162-1098-20	Bacolod
0142-1085-85	Cebu
0192-0639-30	Zamboanga
0152-1090-08	Cagayan De Oro
0162-1090-73	Davao

SEC BTR Accounts - LRF

SEC Clearing Account	SEC Office
3402-2319-20	Head Office / Tarlac
3402-2319-38	Baguio
3402-2319-46	Legaspi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	9,500.00	3752-1001-43
TOTAL	Php 9,500.00	

Notes:

- A. This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF)
- B. Accepted modes of payment at SEC Main Office, Pasay City:
1. Cash 2. Manager's/Cashier's Check 3. Postal Money Order
- C. Accepted modes of payment at selected Landbank branches:
1. Cash 2. Manager's/Cashier's Check payable to the Securities and Exchange Commission
- D. For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission
- E. For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as indicated on the breakdown summary.
If fund code is BTR, use an oncoll payment slip.
If fund code is BIR, REIT, SRC or RCC, use a regular deposit slip.
Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.
- F. For National Capital Region, payments are only allowed through the following Landbank Branches: EDSA Greenhills, EDSA Congressional, Araneta EO, YMCA, DOTC, Ortigas EO, Muntinlupa, and North Avenue
- G. ANY ALTERATIONS WILL INVALIDATE THIS FORM



SEC Main Office
Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila

electronic Official Receipt

Transaction Details

eOR Number	20220624-PM-0017471-67
Transaction Number	217505134170
Payment Date	June 24, 2022 01:43 PM
Payment Scheme	visa
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20220622-5498345
PAF Date	2022-06-22 11:55:05
Payor Name	HSBC INSURANCE BROKERS (PHILIPPINES), INC.
Payor Address	TAGUIG CITY

#	Nature of Collection	Account Code	Amount
1	Penalties/Fines	4020114000(609)	9,500.00
TOTAL			9,500.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

HSBC INSURANCE BROKERS (PHILIPPINES), INC.

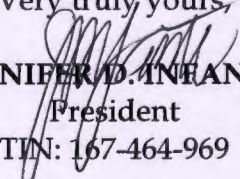
To the Securities and Exchange Commission:

In connection with the application of **HSBC INSURANCE BROKERS (PHILIPPINES), INC.** for the increase in its authorized capital stock from Fifteen Million Pesos (Php15,000,000.00) divided into Fifteen Million (15,000,000) shares with a par value of One Peso (Php1.00) per share, to Three Hundred Fifteen Million (Php315,000,000.00) divided into Three Hundred Fifteen Million (315,000,000) shares with a par value of One Peso (Php1.00) per share, the undersigned hereby declare under oath the following:

- (1) That all information and representations contained in the submitted application and its supporting documents are true and correct;
- (2) That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- (3) That the items/accounts subject of the application are authorized, valid and legal; and
- (4) That the shares of stock to be issued are not watered.

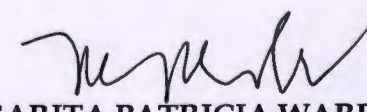
The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company's books of accounts and records to determine the validity and accuracy of the transaction.

Very truly yours,


JENNIFER D. INFANTE

President

TIN: 167-464-969


**MARGARITA PATRICIA WARREN
FORONDA**

Treasurer

TIN: 153-116-562

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in ^{PASIG CITY} Makati City, personally appeared
the following:

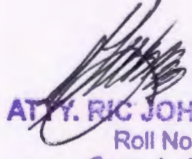
20 JUN 2022

Name	Competent Evidence of Identity
Jennifer D. Infante	TIN 167-464-696
Margarita Patricia Warren Foronda	PRC 0090254

known to me and to me known to be the same persons who executed the foregoing Management Representation, and they acknowledged to me that the same is their free and voluntary act and deed consisting of two (2) pages including this page wherein this Acknowledgement is written and signed by the parties herein.

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




ATTY. RIC JOHN F. VELASCO
Roll No. 65535
Commission No. 73
Notary Public for Pasig, Pateros, San Juan
Until December 31, 2023
PTR No. 8131744, January 4, 2022, Pasig City
IBP No. 178729, January 4, 2022, Quezon City
MCLE Compliance No. VII-0005975, November 12, 2021

HSBC INSURANCE BROKERS (PHILIPPINES) INC.

**CERTIFICATE OF INCREASE IN AUTHORIZED CAPITAL STOCK
SPECIAL AUDIT REPORT**

July 15, 2022



**SALVIO-LEONIDA PANGANIBAN
AND CO. CPAs**

9 Potsdam St., Brgy. Silangan, Cubao
Quezon City
E: salvioleonida.panganiban@yahoo.com
T: 8724-4862/7753-5326/0917-8239552
TIN 008-771-948

July 15, 2022

The Board of Directors and Stockholders
HSBC INSURANCE BROKERS (PHILIPPINES) INC.
5th Floor HSBC Centre, 3058 Fifth Avenue
West Bonifacio Global City, Taguig City

Gentlemen:

At your request, we have performed certain agreed-upon procedures, more specifically as described below with respect to the capital increase of **HSBC INSURANCE BROKERS (PHILIPPINES) INC.** from Fifteen Million Pesos (P15,000,000.00) to Three Hundred Fifteen Million Pesos (P315,000,000.00), whereby net increase of Three Hundred Million Pesos (P300,000,000.00) was fully subscribed and fully paid in cash.

We understand that this informative report will be submitted to the Securities and Exchange Commission (SEC) in support of your application for increase in authorized capital stock. As a result of our verification, we noted the following findings:

1. By the affirmative vote of at least a majority of its Board of Directors in their meeting held on October 19, 2021 and by the affirmative vote of stockholders owning at least two-thirds (2/3) of the entire outstanding capital stock of the Corporation, in their meeting, held on January 31, 2022, approved the increase in capital stock from Fifteen Million Pesos (P15,000,000.00) divided into Fifteen Million (15,000,000) shares with a par value of One Peso (P1.00) per share to Three Hundred Fifteen Million Pesos (P315,000,000.00), divided into Three Hundred Fifteen Million (315,000,000) shares with a par value of One Peso (P1.00) per share. The net capital increase, of Three Hundred Million Pesos (P300,000,000.00) was fully subscribed and fully paid in cash by the lone subscriber, The Hongkong and Shanghai Banking Corporation Limited.
2. We test traced the receipt of Three Hundred Million Pesos (P300,000,000.00) with the Cash Receipts Book, verified against the voucher entries, bank statements, treasurer's affidavit and other related documents. As a result thereof, we ascertained that the amount of Three Hundred Million Pesos (P300,000,000.00) was received in cash from the lone subscriber, The Hongkong and Shanghai Banking Corporation Limited on 01 June 2022 as acknowledged by the Treasurer, Ms. Margarita Patricia W. Foronda, in her Treasurer's Affidavit executed on June 27, 2022, specifically item number 4. The amount of Three Hundred Million Pesos (P300,000,000.00) was subsequently deposited in cash to HSBC- Manila Main Office under Account Number 000-253187-081 in the name of HSBC INSURANCE BROKERS (PHILIPPINES) INC.
3. The above payment was recorded as Share Capital in the Cash Receipts Journal and was duly posted in the General Ledger.
4. We also verified the entries in the Cash Disbursements Book (CDB) and ascertained that the aforesaid paid-up capital was not originally disbursed to the subscriber concerned in the form of loans and/or advances and subsequently paid back to the corporation as subscription payment to the capital increase nor the same was subsequently disbursed or returned in the form of loans and/or advances.

Therefore, the amount of Three Hundred Million Pesos (P300,000,000.00) represents fresh and additional capital of the Company.

5. We also conducted a cash count of the funds of the company as of date of examination and worked back to the month immediately preceding the date of the meeting when the stockholders approved the subject capital increase.
6. Further, We have checked the mathematical accuracy of the summary and bank reconciliation statements, traced the receipts and disbursements and other transaction in the summary and bank reconciliation statements to the entries in the general ledger, and compare the balances shown in the summary and bank reconciliation statements with the balances per books and bank statements.

This report is solely for the use of management and the SEC and should not be used for any other purpose without our consent.

We shall be glad to discuss with you matters presented in this report and to answer any question you may have on the foregoing.

Thank you for giving us this opportunity to be of service to you.

SALVIO-LEONIDA PANGANIBAN & CO. CPAs

BIR Accreditation No. AN 07-100307-001-2021 issued on June 22, 2021
valid until June 21, 2024

BOA Cert. No. 5716 issued on Dec. 11, 2019
valid until February 28, 2023

SEC Accreditation No. 0323-FR-1 issued on September 23, 2021
valid until September 22, 2025

BSP Accreditation No. 5716-BSP issued on August 26, 2021
valid until August 25, 2025

IC Accreditation No. 5716-IC issued on September 3, 2021
valid until September 2, 2025

By:



ROSEMARIE R. SALVIO-LEONIDA

Partner

TIN No. 116-243-200

CPA Cert. No. 035637 issued on April 19, 1978
valid until January 20, 2022

BIR Accreditation No. AN 07-100308-001-2021 issued on June 22, 2021
valid until June 21, 2024

SEC Accreditation No. 1534-AR-1 issued on September 23, 2021
valid until September 22, 2025

BSP Accreditation No. 35637-BSP issued on August 25, 2021
valid until August 24, 2025

IC Accreditation No. 35637-IC issued on September 3, 2021
valid until September 2, 2025

PTR No. 2369278, January 7, 2022, Quezon City



BANGKO SENTRAL NG PILIPINAS

FINANCIAL SUPERVISION SECTOR
FINANCIAL SUPERVISION DEPARTMENT III

30 May 2022

Mr. Sandeep Uppal

President and Chief Executive Officer

The Hongkong and Shanghai Banking Corporation Limited (HSBC) Philippines

HSBC Centre, 3058 Fifth Avenue West

Bonifacio Global City 1634 Taguig City, METRO MANILA

Dear Mr. Uppal:

Subject: Request for Approval of Additional Equity Investment in HSBC Insurance Brokers (Philippines) Inc.

This refers to HSBC Philippines letters dated 15 March 2022 and 02 May 2022 requesting Bangko Sentral ng Pilipinas (BSP) approval of additional equity investment in HSBC Insurance Brokers (Philippines) Inc. (HSBCIB).

Please be informed that the BSP approved on 17 May 2022 the request of HSBC Philippines to infuse additional capital of P300.00 million to HSBCIB, subject to the following conditions:

1. HSBC Philippines shall continuously observe compliance with the requirements of Sections 375 and 378 of the Manual of Regulations for Banks (MORB) on the limits on investment in the equities of non-financial allied undertakings, and prudential limits and restrictions on equity investments, respectively.
2. HSBC Philippines shall submit to the BSP, thru the Financial Supervision Department III, within 15 banking days from the date of the settlement or completion of the transaction, the information on the actual date of equity investment in HSBCIB, including accounting entries passed to take up the said transaction; and
3. HSBC Philippines shall not infuse additional equity investment in HSBCIB without prior approval of the BSP.

Very truly yours,

CATHERINE E. DELMENDO
Acting Deputy Director

Digitally signed by:
Catherine E. Delmendo
Date: 2022.05.30



BANGKO SENTRAL NG PILIPINAS

FINANCIAL SUPERVISION SECTOR
FINANCIAL SUPERVISION DEPARTMENT III

30 May 2022

Mr. Sandeep Uppal

President and Chief Executive Officer
The Hongkong and Shanghai Banking Corporation Limited (HSBC) Philippines
HSBC Centre, 3058 Fifth Avenue West
Bonifacio Global City 1634 Taguig City, METRO MANILA

Dear Mr. Uppal:

Subject: Request for Approval of Additional Equity Investment in HSBC Insurance Brokers (Philippines) Inc.

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2. HSBC Philippines shall submit to the BSP, thru the Financial Supervision Department III, within 15 banking days from the date of the settlement or completion of the transaction, the information on the actual date of equity investment in HSBCIB, including accounting entries passed to take up the said transaction; and
3. HSBC Philippines shall not infuse additional equity investment in HSBCIB without prior approval of the BSP.

Very truly yours,

CATHERINE E. DELMENDO
Acting Deputy Director

Digitally signed by:
Catherine E. Delmendo
Date: 2022.05.30