



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. A200209918

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

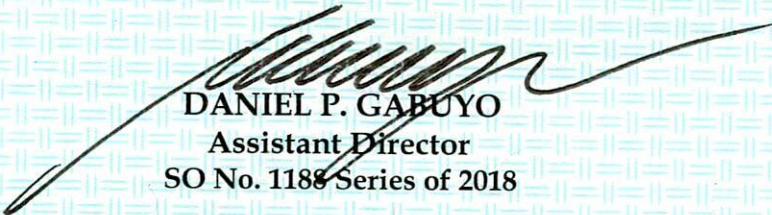
This is to certify that the amended articles of incorporation of the

HSBC Investment and Insurance Brokerage, Philippines Inc.
doing business under the name and style of HSBC Wealth
(Formerly: HSBC Investment and Insurance Brokerage, Philippines Inc.)
(Amending Articles I, II Primary and Secondary Purposes thereof)

copy annexed, adopted on September 5, 2022 and April 28, 2023 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 8th day of June, Twenty Twenty Three.


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

BA/lea



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 Investment and Insurance Brokerage, Philippines Inc.** [Formerly: 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 the 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 5 September 2022, at separate meetings via video conference held at its principal office, 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 to the Corporation's Amended Articles of Incorporation:

a. *Title of the Amended Articles of Incorporation*

AMENDED
ARTICLES OF INCORPORATION
OF

**"HSBC Investment and Insurance Brokerage, Philippines Inc.
doing business under the name and style of HSBC Wealth"** ✓

b. *First Article*

"FIRST: The name of this corporation shall be:

**HSBC Investment and Insurance Brokerage, Philippines Inc.
doing business under the name and style of HSBC Wealth"**

c. *By-laws*

i. *Title*

"BY-LAWS

OF

**HSBC Investment and Insurance Brokerage, Philippines Inc.
doing business under the name and style of HSBC Wealth"**

2. On 28 April 2023, at separate meetings via video conference held at its principal office, 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 to the Corporation's Amended Articles of Incorporation:

a. *Second Article*

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

PRIMARY PURPOSE

To act as brokers and dealers of securities of every kind and description, including but not limited to bonds, debentures, notes, evidence of indebtedness, trade receivables, shares of stock, preorganization certificates of subscription, investment contracts, certificates of interest or participation in profit-sharing

agreement, collateral trust certificates, equipment trust certificates (including conditional sale contracts or similar interests or instruments serving the same purpose), asset-backed securities, voting trust certificates, certificates of deposit for a security, or in general, interests or instruments commonly considered to be securities, or certificates of interest or participation in, temporary or interim certificates for, receipts for, guarantees of, or warrants or rights to subscribe to or buy or any of the foregoing; or commercial papers evidencing indebtedness of any person, financial or non-financial entity, irrespective of maturity, issued, endorsed, sold, transferred or in any manner conveyed to another, with or without recourse, such as promissory notes, repurchase agreements, certificates of assignments, certificates of participation, trust certificates or similar instruments; or documents of title, or proprietary or non-proprietary membership certificates, transferable stock options, pre-need plans, pension plans, life plans, joint venture contracts and similar contracts and investment where there is no tangible return on investments, plus profits, but an appreciation of capital as well as enjoyment of particular privileges and services of any corporation or corporations or mutual fund companies, and generally to perform, render and engage in other related services in accordance with law; provided, however, that nothing herein shall be construed to authorize the Corporation to engage in the business of an investment company.

SECONDARY PURPOSES

Xxx

xxx

xxx

- "3. 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;
4. 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")."
5. 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;
6. 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;
7. 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;
8. 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;

9. 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;
10. 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;
11. 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;
12. 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;
13. 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.

3. 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 17 day of MAY 2023 in Manila City, Philippines.

[Redacted Signature]

**CLAUDIA ISABEL SANTANDER
ZALDIVAR**

President / Director

[Redacted Signature]

[Redacted Signature]

PETER FAULHABER

Director

[Redacted Signature]

[Redacted Signature]

MA. THERESA LOANZON

Director

[Redacted Signature]

[Redacted Signature]

SANDEEP UPPAL

*Director / Chairman of the
Board*

[Redacted Signature]

MARGARITA FORONDA

Treasurer / Director

[Redacted Signature]

[Redacted Signature]

FLORINA P. TAN

Corporate Secretary

[Redacted Signature]

SUBSCRIBED AND SWORN TO before me this 17 day of MAY 2023 in Manila, with the affiants exhibiting to me their respective competent proofs of identity as follows:

Claudia Santander Zaldivar
Sandeep Uppal
Peter Faulhaber
Ma. Theresa Loanzon
Margarita Foronda
Florina de paz Tan

Doc. No. 402 ;
Page No. 82 ;
Book No. 482 ;
Series of 2023.

ATTY. GEORGE DAVID D. SITON

NOTARY PUBLIC FOR MAKATI CITY

APPT. NO. M-61 - UNTIL DEC. 31, 2023

ROLL NO. 68402 / MLE COMPLIANCE NO. VII-0010136/2-15-2022

IBP O.R. No. 02282-LIFETIME MEMBER MAY 5, 2017

PTR No. MKT 0563560- JAN 03, 2023-MAKATI CITY

EXECUTIVE BLDG. CENTER MAKATI AVE., COR. JUPITER ST., MAKATI CITY

AMENDED
ARTICLES OF INCORPORATION
OF

HSBC Investment and Insurance Brokerage, Philippines Inc.
doing business under the name and style of HSBC Wealth
(Formerly: HSBC Investment and Insurance Brokerage, Philippines Inc.)
(As amended on 05 September 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.
doing business under the name and style of HSBC Wealth
(As amended on 05 September 2022)

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

PRIMARY PURPOSE

To act as brokers and dealers of securities of every kind and description, including but not limited to bonds, debentures, notes, evidence of indebtedness, trade receivables, shares of stock, preorganization certificates of subscription, investment contracts, certificates of interest or participation in profit-sharing agreement, collateral trust certificates, equipment trust certificates (including conditional sale contracts or similar interests or instruments serving the same purpose), asset-backed securities, voting trust certificates, certificates of deposit for a security, or in general, interests or instruments commonly considered to be securities, or certificates of interest or participation in, temporary or interim certificates for, receipts for, guarantees of, or warrants or rights to subscribe to or buy or any of the foregoing; or commercial papers evidencing indebtedness of any person, financial or non-financial entity, irrespective of maturity, issued, endorsed, sold, transferred or in any manner conveyed to another, with or without recourse, such as promissory notes, repurchase agreements, certificates of assignments, certificates of participation, trust certificates or similar instruments; or documents of title, or proprietary or non-proprietary membership certificates, transferable stock options, pre-need plans, pension plans, life plans, joint venture contracts and similar contracts and investment where there is no tangible return on

investments, plus profits, but an appreciation of capital as well as enjoyment of particular privileges and services of any corporation or corporations or mutual fund companies, and generally to perform, render and engage in other related services in accordance with law; provided, however, that nothing herein shall be construed to authorize the Corporation to engage in the business of an investment company. (As amended on 28 April 2023)

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 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 28 April 2023)
4. 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 renumbered on 28 April 2023)
5. 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 28 April 2023)
6. 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

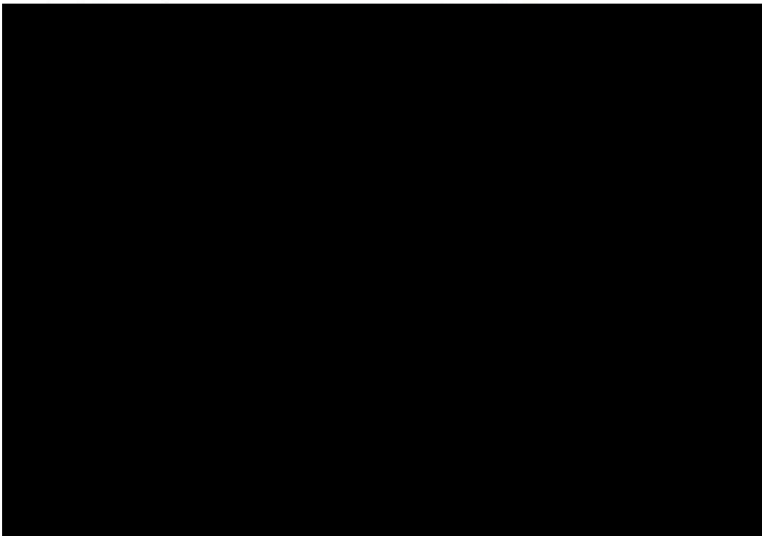
in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business; (As renumbered on 28 April 2023)

- 7.** 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 28 April 2023)
- 8.** 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 28 April 2023)
- 9.** 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 28 April 2023)
- 10.** 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 28 April 2023)
- 11.** 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 28 April 2023)
- 12.** 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 28 April 2023)
- 13.** 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 28 April 2023)

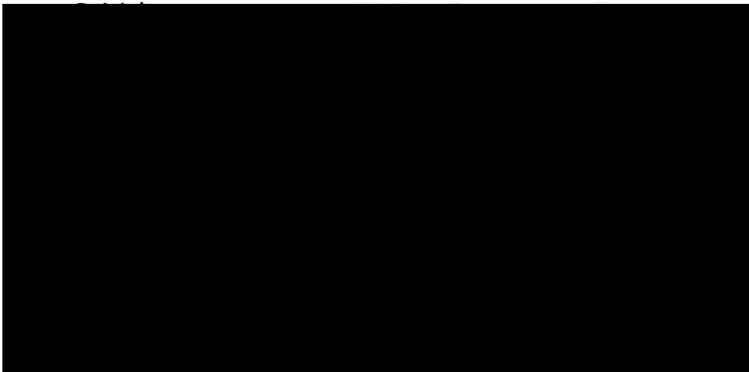
THIRD: The place where the principal office of the corporation is to be established is at 5/F HSBC Centre, 3058 Fifth Avenue, West Bonifacio, Global City, Taguig City. (As amended on 10 June 2021)

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		
Peter Yeates		
James Benoit		
Rajat Tandon		
Martyn Porter		


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		
Peter Yeates		
James Benoit		
Rajat Tandon		
Martyn Porter		

(as amended on 25 June 2003)

SEVENTH: That the authorized capital stock of the corporation is PESOS: THREE HUNDRED 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		1	Php1.00	Php1.00
Peter Yeates		1	Php1.00	Php1.00
James Benoit		1	Php1.00	Php1.00
Rajat Tandon		1	Php1.00	Php1.00
Martyn Porter		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>Competent Proof of Identity</u>	<u>Validity</u>
Paul J. Lawrence		
Peter D. R. Yeates		
James K. D. Benoit		
Rajat Tandon		
Martyr Porter		

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