



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

COMPANY REG. NO. 4936

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

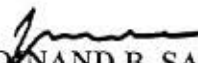
This is to certify that the increase of capital stock of the

**PRUDENTIAL GUARANTEE AND
ASSURANCE INCORPORATED**

from P300,000,000.00 divided into 3,000,000 shares of the par value of P100.00 each, to P1,500,000,000.00 divided into 15,000,000 shares with the par value of P100.00 each, approved 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 at a meeting held on August 24, 2016 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

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 25th day of January, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
AMENDMENT

SEC Registration Number
4 9 3 6

Former Company Name
P R U D E N T I A L G U A R A N T E E A N D
A S S U R A N C E I N C

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)
C O Y U I T O H O U S E 1 1 9 C P A L A N C A
S T R E E T L E G A S P I V I L L A G E M A K A T I

COMPANY INFORMATION
Company Email Address: _____
Company's Telephone Number: 810 49 16
Mobile Number: _____

CONTACT PERSON INFORMATION
The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation
Name of Contact Person: GUIA LAGUIO-FLAMINIANO
Email Address: pgabonds@prudentialguarantee.com
Telephone Number: 09175267360
Mobile Number: _____
Contact Person's Address: _____

119 C. Palanca St., Legaspi Village, Makati City

To be accomplished by CRMD Personnel

| Assigned Processor | Date | Signature |
|--|----------|--|
| Ms. Anco | _____ | _____ |
| _____ | _____ | _____ |
| Document I.D. _____ | 1) _____ | IC furnished Indisputable CPBL - License |
| Received by Corporate Filing and Records Division (CFRD) | 2) _____ | Final Audit (external audit) |
| Forwarded to: | _____ | _____ |
| <input type="checkbox"/> Corporate and Partnership Registration Division | _____ | _____ |
| <input type="checkbox"/> Green Lane Unit | _____ | _____ |
| <input type="checkbox"/> Financial Analysis and Audit Division | _____ | _____ |
| <input type="checkbox"/> Licensing Unit | _____ | _____ |
| <input type="checkbox"/> Compliance Monitoring Division | _____ | _____ |

PRUDENTIAL GUARANTEE AND ASSURANCE, INC.

119 Coyiuto House
Don Carlos Palanca Street
Legaspi Village, Makati City

SECURITIES AND EXCHANGE COMMISSION
FMD-2000

JAN 23 2017

CERTIFICATE OF INCREASE OF CAPITAL STOCK
FROM THREE HUNDRED MILLION PESOS (PHP300,000,000.00)
TO ONE BILLION FIVE MILLION PESOS (PHP1,500,000,000.00)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned Directors and Shareholders of **PRUDENTIAL GUARANTEE AND ASSURANCE, INC.** ("Corporation"), a corporation duly organized and existing under Philippine laws, with office address at 119 Coyiuto House, Don Carlos Palanca Street, Legaspi Village, Makati City do hereby certify:

1. That at a Joint Special Meeting of the Shareholders and Board of Directors of the Corporation, held in accordance with Section 38 of the Corporation Code, B.P. Blg. 68, at the aforementioned principal office on August 24, 2016 at which meeting shareholders representing at least 2/3 of the outstanding capital stock were present in person or by proxy, the shareholders present, by unanimous vote, approved the increase of the Corporation's authorized capital stock from Three Hundred Million Pesos (PhP300,000,000.00) divided into Three Million Shares (3,000,000) with a par value of One Hundred Pesos (PhP100.00) per share, to **One Billion Five Hundred Million Pesos (PhP1,500,000,000.00)** divided into **Fifteen Million shares (15,000,000)** with a par value of **One Hundred Pesos (PhP100.00)** per share;

2. That the increase was likewise approved unanimously by the Directors at a meeting held on the same date, August 24, 2016;

3. That of the **One Billion Two Hundred Million Pesos (PhP1,200,000,000.00)** increase in capital stock, **Three Hundred Million Pesos (PhP300,000,000.00)** worth of shares of stocks have been actually subscribed and of the said subscription the amount of **Three Hundred**

Million Pesos (PhP300,000,000.00) have been paid through cash and advances by the following subscribers, to wit:

| Stockholder | No of Shares Subscribed | Amount Subscribed | Amount Paid-In |
|---------------------|-------------------------|-------------------|-----------------|
| ROBERT COYIUTO, JR. | 1688700 | P168,870,000.00 | P168,870,000.00 |
| PETER G. COYIUTO | 419100 | P41,910,000.00 | P41,910,000.00 |
| JAMES G. COYIUTO | 515400 | P51,540,000.00 | P51,540,000.00 |
| SAMUEL G. COYIUTO | 376800 | P37,680,000.00 | P37,680,000.00 |
| TOTAL | 3,000,000 | P300,000,000.00 | P300,000,000.00 |

4. That no bonded indebtedness has been incurred, created or increased as of the date of the shareholders' meeting; That the actual indebtedness as of 8/24/2016 is around P10,000,000.00
5. That the requirements of Section 38 of the Corporation Code have been complied with;
6. That the increase in the authorized capital stock represents fresh and additional capital.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 18th day of January 2017 at Makati City Philippines.

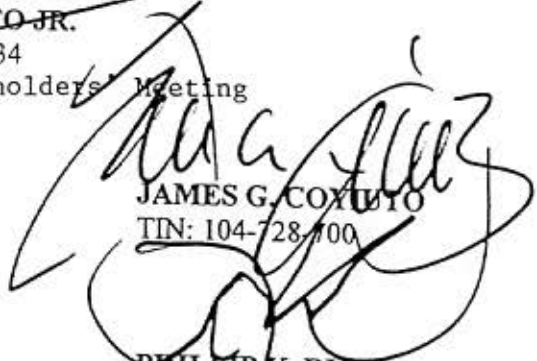


ROBERT COYIUTO JR.
TIN: 104-728-734
Chairman for Stockholders' Meeting

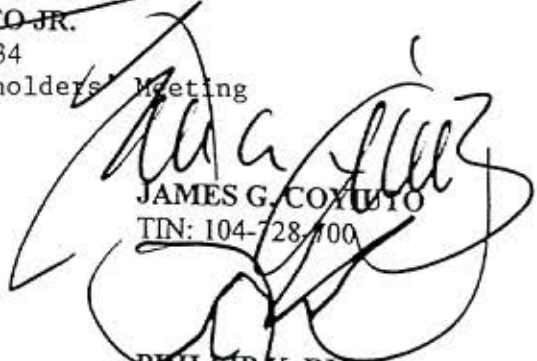
PETER G. COYIUTO
TIN: 104-728-726



SAMUEL G. COYIUTO
TIN: 104-728-741



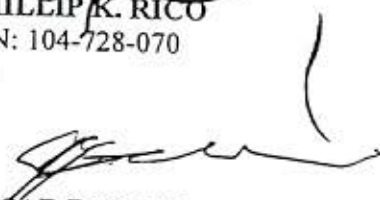
JAMES G. COYIUTO
TIN: 104-728-700



PHILLIP K. RICO
TIN: 104-728-070



JOVENCIO E. CINCO
TIN: 126-809-713




CESAR R. CRUZ
TIN: 132-422-924

JUSTICE B.S. DELA FUENTE
TIN: 141-766-574



CELESTINO L. ANG
TIN: 104-728-251

RAMON M. GARCIA
TIN: 115-327-328



PRUDENCIO T. COYIUTO
TIN: 224-327-653

Noted By:



GUIA LAGUITO-FLAMINIANO
Asst. Corporate Secretary for Stockholders' Meeting
TIN: 144-102-114

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) SS

SUBSCRIBED AND SWORN to before me this 27th of January, 2017 in Makati, Metro Manila, Philippines; affiants exhibiting to me their respective Tax Identification Numbers as follows:

| <u>NAME</u> | <u>TIN/PASSPORT NO./SSS ID</u> | <u>DATE/ PLACE ISSUED</u> |
|---------------------------|------------------------------------|-------------------------------|
| ROBERT COYIUTO JR. | 104-728-734 | |
| PETER COYIUTO | 104-728-726 | |
| JAMES G. COYIUTO | 104-728-700 | |
| SAMUEL G. COYIUTO | 104-728-741 | |
| PHILLIP K. RICO | 104-728-070 | |
| JOVENCIO F. CINCO | 126-809-713 | |
| PRUDENCIO T. COYIUTO | 224-327-653 | |
| JUSTICE B. S. DELA FUENTE | 141-766-574 | |
| RAMON M. GARCIA | 115-327-328 | |
| CELESTINO L. ANG | 104-728-251 | |
| CESAR CRUZ | 132-422-924 | |
| GUIA LAGUIO-FLAMINIANO | 144-102-114 | |

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Notary Public

ATTY. ROGEL R. ATIENZA

Notary Public for Makati City
Until December 31, 2018
Appointment No. M-101 (2017-2018)
G/F Coyiuto House, #119 C. Palanca St.,
Legaspi Village, Makati City, Metro Manila
PTR No. 5909265-Jan. 3, 2017-Makati City
IBP No. 1052447-Nov. 24, 2016-Makati City
Roll of Attorney No. 22649
MCLB Compliance No. V-0023391-Aug. 3, 2016

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

TREASURER'S AFFIDAVIT

I, JAMES G. COYIUTO of legal age, Filipino, after having been duly sworn to in accordance with law, depose and say that:

1. I am the Treasurer of PRUDENTIAL GUARANTEE AND ASSURANCE, INC. [hereinafter referred to as "Corporation"], a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at 119 Coyiuto House, Don Carlos Palanca Street, Legaspi Village, Makati City;

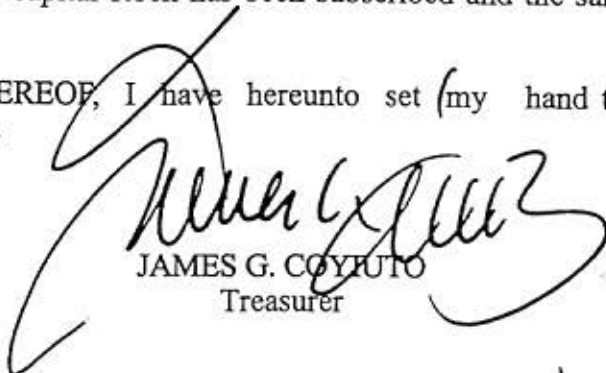
2. On August 24, 2016, the Corporation increased its authorized capital stock from Three Hundred Million Pesos (PhP300,000,000.00) to One Billion Five Hundred Million Pesos (PhP1,500,000,000.00);

3. Of said increase in the authorized capital stock, Three Hundred Million Pesos (PhP300,000,000.00) worth of shares of stock has been subscribed and Three Hundred Million Pesos (PhP300,000,000.00) of the said increase have been actually paid in cash and advances;

4. The amount paid on the increase in the authorized capital stock represents fresh and additional capital;

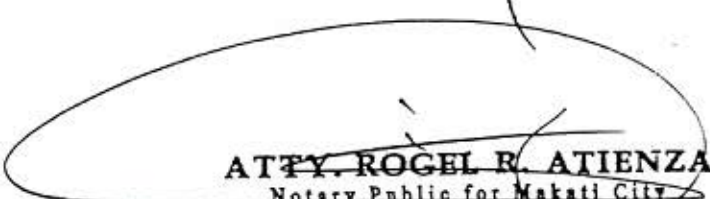
5. The foregoing considered, at least twenty five percent (25%) of the increase in the Corporation's authorized capital stock has been subscribed and the same has been fully paid.

IN WITNESS WHEREOF, I have hereunto set (my hand this ____ day of October 2016 at Makati City.



JAMES G. COYIUTO
Treasurer

SUBSCRIBED AND SWORN to before me this 3rd day of January 2017, at Makati City affiant exhibiting to me her TIN 104-728-700



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Page No.: 72 ;
Book No.: V ;
Series of 2017.

ATTY. ROGEL R. ATIENZA
~~Notary Public for Makati City~~
Until December 31, 2018
Appointment No. M-101 (2017-2018)
G/F Coyiuto House, #119 C. Palanca St.,
Legaspi Village, Makati City, Metro Manila
PTR No. 5909265 - Jan. 3, 2017-Makati City
IBP No. 1052447 - Nov. 24, 2016-Makati City
Roll of Attorney No. 22649
MCLC Compliance No. V-0023391-Aug. 3, 2016

SECRETARY'S CERTIFICATE

I, **GUIA LAGUIO-FLAMINIANO**, Filipino, of legal age, with address at Coyiuto House 119, C. Palanca Street, Legaspi Village, Makati City, under oath state:

1. I am the duly elected Corporate Secretary of **PRUDENTIAL GUARANTEE AND ASSURANCE, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines with office address at Coyiuto House 119, C. Palanca Street, Legaspi Village, Makati City.

2. As Assistant Corporate Secretary, I have possession of the records of the Corporation.

3. During the Special Meeting of the Board of Directors held on August 24, 2016 Makati City, wherein a quorum was present and acted throughout, the following resolution was unanimously approved and adopted:

4. That the said corporation is filing an application to increase its authorized capital stock from PESOS: THREE HUNDRED MILLION (P300,000,000.00) to PESOS: ONE BILLION FIVE HUNDRED MILLION (P1,500,000,000.00) - common shares and that in connection with the aforesaid application for the increase of its authorized capital stock, a written waiver of the non-subscribing stockholder(s) is required;

5. That all of the non-subscribing stockholders have executed written waivers expressly waiving their pre-emptive rights to subscribe to the increase in the authorized capital stock;

6. That the list of the Stockholders and their respective shares after the increase in Authorized Capital Stock are as follows:

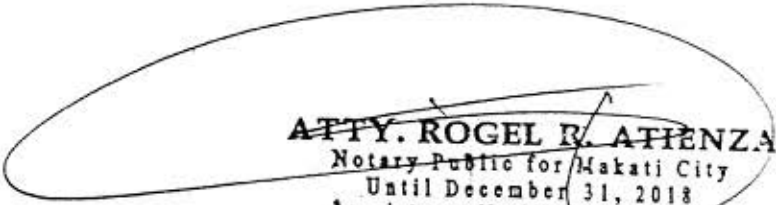
| Name | Before the Increase | | After the Increase | |
|--------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Number of Shares Subscribed | Amount of Shares Subscribed | Number of Shares Subscribed | Amount of Shares Subscribed |
| ROBERT COYIUTO JR. | 1,656,311 | 165,631,100.00 | 3,345,011 | 334,501,100.00 |
| PETER COYIUTO | 405,552 | 40,555,200.00 | 824,652 | 82,465,200.00 |
| JAMES COYIUTO | 498,918 | 49,891,800.00 | 1,014,318 | 101,431,800.00 |
| SAMUEL COYUITO | 343,067 | 34,306,700.00 | 719,867 | 71,986,700.00 |
| JANE CUYEGKENG | 82,502 | 8,250,200.00 | 82,502 | 8,250,200.00 |
| CAROLYN C. SY | 13,404 | 1,340,400.00 | 13,404 | 1,340,400.00 |
| PHILLIP K. RICO | 95 | 9,500.00 | 95 | 9,500.00 |
| ATTY. CELESTINO L. ANG | 100 | 10,000.00 | 100 | 10,000.00 |
| PRUDENCIO T. COYIUTO | 40 | 4,000.00 | 40 | 4,000.00 |
| CESAR R. CRUZ | 2 | 200.00 | 5 | 500.00 |
| JOVENCIO CINCO | 5 | 500.00 | 2 | 200.00 |
| BUENAVENTURA DELA FUENTE | 2 | 200.00 | 2 | 200.00 |
| RAMON GARCIA | 2 | 200.00 | 2 | 200.00 |
| Total: | 3,000,000 | 300,000,000.00 | 6,000,000 | 600,000,000.00 |

IN WITNESS WHEREOF, I hereby affix my signature this 17th day of January 2017 at Makati City.


GUIA LAGUO-FLAMINIANO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to me this 17th day of January 2017 at Makati City, affiant exhibiting to me his/her Social Security System I.D. No. 33-3013743-3.

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ATTY. ROGEL B. ATIENZA
Notary Public for Makati City
Until December 31, 2018
Appointment No. M-101 (2017-2018)
G/F Coyinto House, #119 C. Falanca St.,
Legaspi Village, Makati City, Metro Manila
PTR No. 5909265-Jan. 3, 2017-Makati City
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Roll of Attorney No. 22649
MCLE Compliance No. V-0023391-Aug. 3, 2015