



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

COMPANY REG. NO. 17616

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

STERLING INSURANCE COMPANY INCORPORATED
(Amending Article VII thereof)

copy annexed, adopted on October 6, 2021 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 3rd day of December, Twenty Twenty One.


GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

STERLING INSURANCE COMPANY INCORPORATED

(Formerly: DOMINION INSURANCE CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

That We, all of legal age, a majority of whom are residents of Philippines, have on this date voluntarily associated ourselves together for the purpose of forming corporation under laws of the Republic of the Philippines,

AND WE HEREBY CERTIFY

I.

That the name of corporation shall be "STERLING INSURANCE COMPANY INCORPORATED".

II.

That the purpose, powers and objects of said corporation are:

To engage in the business of undertaking, for a consideration, to indemnify other against loss, damage or liability arising from unknown or contingent events, in the following matters and particulars, to wit:

- a) To insure houses, tenements, stores and all kinds of buildings and household furniture, merchandise and other property and effects, real and personal, against loss or damage (including loss of use of occupancy) by fire, lightning, windstorm, tornado, cyclone. Earthquake accidents or otherwise, and to carry on the ordinary business of fire insurance in all its branches and, in connection therewith, to rebuild, repair and replace or reinstate houses, buildings, machinery and every other description of property which may be insured in the corporation, to carry on any kind of business necessary or expedient for any such purposes.
- b) To insure property against burglary or theft by houses breaking, robbery or larceny, also against loss or damage from breakage of plate glass or any other description of glass whether in windows, fittings, mirrors or in whatever was used.
- c) To insure against loss or damage by water or other fluids to any goods or premises arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings and of water pipes, and against accidental injury to such sprinklers, pumps, apparatus, conduits, containers or water pipes.

- d) To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels. Engines of all kinds of machinery against explosion or other accident and against loss or damage of life or property resulting therefrom, and against loss of use or occupancy caused thereby, liability unto third persons by any of the said causes; and to make inspection of, and to issue certificates of inspection upon, such boilers, pipes, fly wheels, engines and machinery.

- e) To insure all steamers, motor vehicles, ships, vessels, boat and craft of every description afloat or under construction, repair or otherwise, and engines, tackle, gear, equipment, stores, cargoes, goods, merchandise, freights, earnings, wares, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidence of debts, bottomry and respondentia, interests, and all other property and subject matters of insurance of every description during transit by car or land or on inland rivers and waters, and also in or upon any wharves, stores, warehouses and other places before or after transit against the risks ordinarily enumerated and contemplated in policies of marine insurance and also against floods, tidal waves, earthquakes, and other acts of God, delay, theft, civil commotion, strikes, outrages, and losses consequent thereon, and generally to carry on the business of marine insurance in all its branches, with full power to effect the reinsurance and counter-insurance as may seem expedient.

- f) To insure wharves, warehouses and waterside stores and all description of property thereon or therein against all or any consequences of floods, tidal waves, earthquakes and other acts of God, strikes, outrages, disputes, and civil commotion.

- g) To indemnify ship owners, carriers by water and land, and other persons entrusted with the carriage of property by water and land against liabilities incurred in the course of their business in respect of loss of or damage to property or of personal injury.

- h) To lend money on bottomry and respondentia and to provide ball and to give security by bond or otherwise for their purpose of preventing the arrests affecting the release from arrest of vessels, aircrafts, cargoes and freights wholly or in part issued with Corporation.

- i) To carry on the business of aerial insurance in all its branches and to insure persons and property against all insurable risks connected with aerial navigation, transit by air and the use an operation of aircraft of all kinds.

- j) To carry on the business of motor vehicle insurance in all its branches and to insure persons and property against all insurable risks connected with the use and operation of motor vehicles of all kinds.
- k) To carry on the business of accident and health insurance in all its branches.
- l) To assure compensation or payments in case of injury to body, health, limb or property by railway accident, shipwreck, aircraft accidents, or other perils of land, water or air, or any other accident or misadventure of violence of any description whatever, and to assure payments during sickness or incapacity arising from the above-mentioned or any other causes and to assure and indemnify against liability to make compensation to others (whether or not in the employment of the assured) by the reason of injury or damage to person or property, directly or indirectly occurring or caused to or by the assured, or to or by persons in his employ, and against all claims, demands and proceedings in respect of such injury or damage, and generally to carry on the business of employer's liability and workmen's compensation insurance in all its branches.
- m) To effect all classes of casualty insurance, and all classes of insurance against risks of war, rebellion, uprising, hostilities and warlike operations, acts of government, strikes, riots and civil commotions.
- n) To reinsure all or any risks of the corporation and to undertake all kinds of reinsurance and retrocession connected with the business of any other corporation.
- o) To guarantee the fidelity, or receivers, liquidators, executors, administrators, trustees, guardians, committees, agents and other persons filling, or about to fill, positions, of trust or confidence, and to provide security for the due performance and discharge by such persons of all or any of the duties and obligations imposed upon them and to indemnify principals, employers and or breach of such duties and obligations.
- p) To guarantee and indemnify sureties, executors, administrators, trustees, employers and others against loss or liability incurred by reason of the bankruptcy, insolvency, misconduct or fraud of principals, co-executors, co-administrators, co-trustees, agents, servants or any other person or otherwise incurred in connection with their office or positions.
- q) To guarantee their performance of contracts, of all kinds, and in particular the payment of rents and money whether principal or interest, secured by or payable under, or in respect of mortgages, charges, bonds,

debentures, debenture stock, obligations and securities of, or created by any persons, partnership, corporation, or association, whether corporate or unincorporated, or any government or state or municipal, local or public authority, and to guarantee the title to, or quiet enjoyment of property, and to grant indemnities against any loss, action, claims and demands in respect of any imperfection or deficiency of title to or in respect of, outstanding rights and encumbrances affecting any property.

- r) To guarantee, provide and supply medical and surgical aid and treatment, or any other assistance in illness, and such requisites and remedies as may be deemed expedient.

- s) To execute and guarantee bonds or undertakings of all kinds, required or permitted to be taken in all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals or by heads of department, courts, judges, officers, board of bodies whether executive, legislative or judicial.

- t) Generally to carry on and transact every kind of guarantee business, and every kind of indemnity business, and every kind of insurance and reinsurance business whether not known or hereafter devised, except life, and every kind of counter-indemnify business, and to make, grants, and issue such policies, contracts of insurance, contracts of indemnify, bonds and other instruments and to make such arrangements with policyholders and others as may be necessary or expedient for carrying on and transacting such business or businesses and furtherance of and incidental thereto:
 - a) To furnish and provide, either for the Corporation or for others, deposits and guarantee funds required in relations to any tender or application for any contract, concessions, decree, enactment, property or privilege or in relation to the carrying out of any contract, concessions, decree or enactment.

 - b) To effect reinsurance and retrocession with any other corporation, association or individual in respect of any Insurance or risk undertaken by the Corporation.

 - c) To do all acts necessary or convenient for carrying on or transacting in any foreign country, state, dominion, dependency, colony, protectorate or procession, any business or act of the Corporation in any such foreign country, state, dominion, colony, protectorate or possession.

d) To lend money on such terms as may seem expedient, subject to the requirements of law.

e) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or corporation carrying on any business which the corporation is authorized to carry or possess property suitable for the purchase of this Corporation.

f) Subject to legal restrictions to acquire by purchase, or otherwise, and to invest in, hold, sell or otherwise dispose of the stock or bonds, or any interest in either, or any obligations of evidence of indebtedness, of any corporation or corporations, domestic or foreign, and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon or consent in respect thereof for any and all purposes.

g) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property or interest therein, or easements, right or privilege of in respect of any property real or personal, as may be permitted by law as may be reasonably necessary to enable it to carry out the purpose for which the corporation is created as may now or hereafter be permitted by law.

h) To do all or any of the above things in any place in which the corporation may determine as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.

i) To do and perform any and all the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to corporations of like nature and kind.

j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

III.

That the place where the principal office of the corporation is to be located or established at: No./ Street: 6/F Zeta Bldg. II Annex Building, 191

Salcedo St., Legaspi Village, Makati City (As amended on January 2, 2006 & May 9, 2008).

IV.

That the term for which said corporation is to exist shall be fifty (50) years from and after the date of October 4, 2010, onwards. (As Amended on May 8, 2009)

V.

That the names, nationalities, and residences of the Incorporators of said corporations are as follows:

Name	Nationality	Residence
1. Leonides S. Virata	Filipino	18 Teodora Alonzo, Baclaran, Paranaque, Rizal
2. Ramon V. Del Rosario	Filipino	66 Horeshoe Drive, Quezon City
3. Carlos Palanca Jr.	Filipino	2674 Taft Avenue, Malate, Manila
4. Bienvenido R. Medrano	Filipino	651 E. Delos Santos Avenue, Pasay City
5. Carlos Moran Sison	Filipino	44 Tamarind Rd., Makati, Manila

VI.

That the number of directors of said corporation shall be maximum of nine (9) and that the names, nationalities, and residences of the directors of the corporation who are to serve until their successors are elected and qualifies as provided by the By-Laws are as follows: (As amended on July 31, 2015)

Name	Nationality	Residence
1. Leonides S. Virata	Filipino	18 Teodora Alonzo, Baclaran, Paranaque, Rizal
2. Ramon V. Del Rosario	Filipino	66 Horeshoe Drive, Quezon City
3. Carlos Palanca Jr.	Filipino	2674 Taft Avenue, Malate, Manila
4. Bienvenido R. Medrano	Filipino	651 E. Delos Santos Avenue, Pasay City
5. Carlos Moran Sison	Filipino	44 Tamarind Rd., Makati, Manila

VII.

That the capital stock of said corporation is **One Billion and Five Hundred Million Pesos (Php1,500,000,000.00)**, Philippine Currency, and said capital is divided into **Fifteen Million (15,000,000) shares**, and the par value each share is One Hundred Pesos (Php100.00), Philippine Currency.

(Amended on December 18, 1978)

(Amended further on May 25, 1984)

(As amended further on January 2, 2006 & May 9, 2008)

(As amended further on January 3, 2012)

(As amended further on March 4, 2019)

(As amended further on October 6, 2021)

VIII.

That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED EIGHTY-FIVE THOUSAND PESOS (P/ 585,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names.

Name	Residence	Share	Amount Subscribed
1.Leonides S. Virata	Paranaque, Rizal	1,850	185,000.00
2.Jose Fernandez	Mandaluyong, Rizal	1,200	120,000.00
3.Francisco del Rosario	Makati, Rizal	1,000	100,000.00
4.Ramon del Rosario	Quezon City	950	95,000.00
5.Carlos Moran Sison	Makati, Rizal	350	35,000.00
6.Carlos Palanca	Taft Avenue, Manila	250	25,000.00
7.Bienvenido Medrano	Pasay City	250	25,000.00

IX.

That the following persons have paid of the shares of capital stock for which they have subscribed, the amounts set out after their respective names, and have further agreed to pay and have actually paid as "Contributed Surplus", the amounts indicated herein below

Name	Amount Paid on Subscription	Contributed Surplus
1.Leonides S. Virata	92,500.00	18,500.00
2.Jose Fernandez	47,500.00	9,500.00
3.Francisco del Rosario	60,000.00	12,000.00
4.Ramon del Rosario	50,000.00	10,000.00
5.Carlos Moran Sison	17,500.00	3,500.00
6.Carlos Palanca	12,500.00	2,500.00
7.Bienvenido Medrano	12,500.00	2,500.00
TOTAL	292,500.00	58,500.00

The contributed surplus paid in by the subscribers shall, with the approval of the Insurance Commissioner, be repaid in cash and without interests as soon as the earned surplus shall, in the judgement of the Board of Directors justify it.

X.

That SALVADOR V. DEL ROSARIO has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid-in by subscribers.

In WITNESS WHEREOF, We have hereunto set our hands at Manila, Philippines, on this 3rd day of October, 1960.

(SGD.) LEONIDES VIRATA

(SGD.) RAMON DEL ROSARIO

(SGD.) CARLOS PALANCA JR.

(SGD.) CARLOS MORAN SISON

(SGD.) BIENVENIDO MEDRANO

SIGNED IN THE PRESENCE OF:

(SGD.) GREGORIO LICAROS, JR.
CRUZ

(SGD.) TAGUMPAY

REPUBLIC OF THE PHILIPPINES)

)S.S.

CITY OF MANILA)

X.....X

Before me, the undersigned Notary Public in and for the City of Manila, Philippines, on this day personally appeared LEONIDES S. VIRATA (with Residence Certificate No. A-137891, issued at Manila on January 10, 1960) RAMON V. DEL ROSARIO (with Residence Certificate No. A-137891, issued at Manila on January 4, 1960) CARLOS PALANCA JR. (with Residence Certificate No. A1513 issued at Manila on January 4, 1960) BIENVENIDO R. MEDRANO (with Residence Certificate No. A-237900, issued at Manila on January 13, 1960) CARLOS MORAN SISON (with Residence Certificate No. A-347912, issued at Manila on March 21, 1960), all of whom are known to me and to me known to be the same persons whose names are subscribed to land who executed the foregoing articles of incorporation and acknowledged to me that they executed the same act of their free will and deed for the uses and purpose therein stated.

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REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)S.S
X.....X

SALVADOR V. DEL ROSARIO, being first duly sworn, deposes and says:

That on the 3rd day of October 1960, he was duly elected by the subscribers named in the foregoing Articles of Incorporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that, 850 shares worth of said subscription of P585,000.00 have been actually subscribed, and that 50% of said subscriptions of P585,000.00, in Philippine Currency, in cash, have been actually transferred to him and trust and received by him in cash for the benefit and to the credit of the corporation; and that at least twenty-five percentum (25%) of the authorized capital stock has been subscribed and that at least twenty-five percentum (25%), more specifically, fifty percentum (50%) of the subscriptions, has been actually paid to and received by him in cash for the benefit and to the credit of the corporation.

(SGD.) SALVADOR V. DEL ROSARIO

Subscribed and sworn to before me at Manila, Philippines, on this 3rd day of October 1960, affiant exhibited to me his Residence Certificate No. A-5061261, issued at San Juan, Rizal on April 13, 1960.