



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

COMPANY REG. NO. A199911619

**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

SUN LIFE OF CANADA (PHILIPPINES), INC.
(Amending Article VI thereof.)

copy annexed, adopted on June 06, 2017 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 18th day of October, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDING ARTICLE VI-NO. OF DIRECTORS

SEC Registration Number

A 1 9 9 9 1 1 6 1 9

Former Company Name

S U N L I F E O F C A N A D A
 (P H I L I P P I N E S) , I N C.

AMENDED TO:
 New Company Name

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

S U N L I F E C E N T R E 5 T H A V E C O R N E R
 R I Z A L D R I V E B O N I F A C I O G L O B A L

COMPANY INFORMATION

CITY TAGUIG CITY

Company's Email Address

Company's Telephone Number/s

(632) 555-8888

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

DIANA DUQUE-PASTORAL

Email Address

dpast@sunlife.com

Telephone Number/s

(632) 555-8888 110 5710

Facsimile Number/s

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

R. AMLOTE

Date

9.16.11

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION

OF

SUN LIFE OF CANADA (PHILIPPINES), INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, all of legal age and a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be:

SUN LIFE OF CANADA (PHILIPPINES), INC.

SECOND: That the purposes for which said Corporation is formed are:

PRIMARY PURPOSE

To engage in, conduct, transact, carry on and undertake the business of life insurance, including accident and health insurance in all its branches, and in particular to underwrite insurance upon the lives of individuals, either singly or in groups, and every other kind of insurance appertaining thereto or connected therewith, including reinsurance; to make contracts for insurance and reinsurance providing against all hazards, risks, guarantees and contingencies to which life, health, accident, or medical insurance is applicable; to indemnify against legal liability; to compute and issue endowments and grants; to grant, issue, purchase or dispose of annuity contracts immediate or deferred, payable between any fixed dates or contingent as to their commencement or determination upon any event dependent upon human life or the births or failure of issue or otherwise; to issue participating and non-participating contracts of insurance; to create or set aside out of the capital or revenues of the corporation a special fund or special funds, and to give to any class of its policyholders, annuitants or creditors any preferential right over any fund or funds so created, and for any other purposes of the corporation to place any portion of the corporation's property in the name or names or within the control of any one or more trustee or trustees, or to give any class of insurers a right to participate in the profit of the corporation or of any branch of its business; to purchase for its own benefit any policy of insurance or other obligation as well as claims of policyholders and to reinsure all or part of the risks underwritten by the corporation; to lend money to its clients or customers or invest in any such business or undertaking which it may deem appropriate to promote and/or protect the interest of the corporation in such terms as it may deem proper and just without however engaging in the financing business as contemplated in R.A. 5980; to take or otherwise acquire and hold shares in any other corporation having objects altogether or in part similar to those of this corporation or carrying on any business capable of being conducted so as directly or indirectly to benefit this corporation; to do all or any off the above things in any place in which the corporation may

determine as principals, agents, or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or conducive to the attainment of the above objects.

SECONDARY PURPOSE

1. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person such charters, contracts, franchises, privileges, exemptions, licenses and concessions as may be conducive to any or the objects of the corporation.

2. To hold by lease or construct, as the case may be, real properties such as land, buildings, factories and warehouses, machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporation's business.

3. To establish and operate one more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, or occupy by any lease, real and personal property anywhere within the Philippines; and in connection with its business, make and enter into all kinds of contracts, agreements, and obligations with any person or persons, corporation or corporations, or other associates.

4. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences 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 the law, shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

5. 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.

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

7. To enter into any lawful arrangement for sharing profits, union of interest, unitization or 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.

8. To render services, such as, but not limited to, underwriting, policy issuance, policy administration, policy servicing, client services, claims services, information technology support, system development, legal support services, compliance, actuarial, product development, internal audit, agency accounting, finance administration, agency development, agency or sales training, marketing, intellectual property administration, investment management and administration, staff recruitment, human resources administration and management, corporate secretarial assistance,

crisis management and such other services, to subsidiaries and affiliates in order to improve their operational efficiencies and to provide support in all aspects of their businesses. (As amended on March 4, 2010)

9. To conduct and transact any and all lawful business, and 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 or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation. (As amended on March 4, 2010)

10. To possess and exercise all powers and privileges now or hereafter granted to or conferred upon corporations of the Republic of the Philippines; and to possess and exercise such incidental corporate powers as are, and to do all and everything as is necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation either as holder of or interested party in any property or otherwise. (As amended on March 4, 2010)

THIRD: That the place where the principal office of the Corporation is to be established or located is at the Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines. (As amended on 03 June 2014)

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 of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residences</u>
1. Yves Laneuville	Canadian	1470 Calumpang Street Dasmariñas Village Makati City
2. James Henry Van Harmelen	Canadian	1206 Acacia Street Dasmariñas Village Makati City
3. Esther C. Tan	Filipino	172 Barcelona Street San Juan, Metro Manila
4. Caesar P. Altarejos, Jr.	Filipino	89 Dallas St. corner Cebu St., B.F. Homes, Parañaque
5. Henry M. Herrera	Filipino	107 Taurus Street Cinco Hermanos Subd. Industrial Valley, Marikina City

†SIXTH: That the number of directors of this Corporation shall be six (6) and the names, nationalities and residences of the first directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows: *(As amended on 06 June 2017)*

<u>Name</u>	<u>Nationality</u>	<u>Residences</u>
1. Yves Laneuville	Canadian	1470 Calumpang Street Dasmariñas Village Makati City
2. James Henry Van Harmelen	Canadian	1206 Acacia Street Dasmariñas Village Makati City
3. Esther C. Tan	Filipino	172 Barcelona Street San Juan, Metro Manila
4. Caesar P. Altarejos, Jr.	Filipino	89 Dallas St. corner Cebu St., B.F. Homes, Parañaque
5. Henry M. Herrera	Filipino	107 Taurus Street Cinco Hermanos Subd. Industrial Valley, Marikina City

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION PESOS (₱1,000,000,000.00), Philippine Currency, and said capital is divided into TEN MILLION (10,000,000) common shares with a par value of ONE HUNDRED PESOS (₱100.00) per share.

EIGHT: That the amount of capital stock which has actually been subscribed is TWO HUNDRED FIFTY MILLION PESOS (₱250,000,000.00) and the following persons have subscribed and paid for the number of shares and the amount of capital stock set out after their respective names:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid on Subscription</u>
1. Sun Life Assurance Company of Canada	Canadian	2,499,995	₱249,999,500.00	₱249,999,500.00
2. Yves Laneuville	Canadian	1	100.00	100.00
3. James Henry Van Harmelen	Canadian	1	100.00	100.00
4. Esther C. Tan	Filipino	1	100.00	100.00
5. Caesar P. Altarejos, Jr.	Filipino	1	100.00	100.00
6. Henry M. Herrera	Filipino	1	100.00	100.00
	Total	2,500,000	₱ 250,000,000.00	₱ 250,000,000.00

† As amended on the Annual Meeting of the Stockholders and the Organizational Meeting of the Board of Directors both held on 06 June 2017.

NINTH: That the above-named subscribed have paid at least twenty-five percent (25%) of the total subscription on the shares of capital stock for which they have subscribed and the following subscriber has also contributed surplus in the amount set out opposite its name below:

<u>Name</u>	<u>Contributed Surplus</u>
Sun Life Assurance Company of Canada	₱50,000,000.00

TENTH: That Mr. CAESAR P. ALTAREJOS, JR. has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the By-Laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: 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 confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporations, this 15th day of July 1999, in Makati City, Republic of the Philippines.

(sgd)
YVES LANEUVILLE

(sgd)
JAMES HENRY VAN HARMELEN

(sgd)
ESTHER C. TAN

(sgd)
CAESAR O. ALTAREJOS, JR.

(sgd)
HENRY M. HERRERA

SIGNED IN THE PRESENCE OF:

(illegible)

(illegible)

NOTARIAL ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for the City of Makati, Philippines, on this 15th day of July, 1999, personally appeared the following persons with their respective Community Tax Certificates:

Name	Community Tax Cert. No./Passport No.	Date & Place of Issue
1. Yves Laneuville	BCO53454	07.15.96 Toronto, Canada
2. James Henry Van Harmelen	BC106829	03.05.99 Toronto, Canada
3. Esther C. Tan	09043268	01.29.99 Manila
4. Caesar P. Altarejos, Jr.	CCI 199715385411	03.19.99 Parañaque
5. Henry M. Herrera	01463353	02.04.99 Makati City

all know 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 deeds.

IN TESTIMONY WHEREOF I have hereunto set my (sic) hand and affixed my notarial seal on the date and at the place first above written.

(sgd)
CECILLE MONETTE L. BORJA
Notary Public
Until Dec. 31/2000
PTR No. 0455977-1/7/99 MKTI
City of Makati

Doc. No.: 15;
Page No.: 4;
Book No.: VI;
Series of 1999.

TREASURER'S ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)

I, CAESAR O. ALTAREJOS, JR., being duly sworn, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the subscription has been paid, and received by me in cash/property for the benefit and credit of the corporation.

This is also to authorize the Securities and Exchange Commission and Bangko Sentral Ng Pilipinas to examine and verify the deposit in the CITIBANK N.A., Makati City, in my name as Treasurer-in trust for SUN LIFE OF CANADA (PHILIPPINES), Inc. in the amount of THREE HUNDRED MILLION (₱300,000,000.00), representing the paid-up capital of the said corporation which is in the process of incorporation. Should the deposit be transferred to another bank prior to or after incorporation, this will also serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation, as well as all supporting papers to determine the utilization and disbursement of the said paid-up capital.

(sgd)
CAESAR P. ALTAREJOS, JR.
Treasurer

SUBSCRIBED AND SWORN to before me this 15th day of July 1999 at Makati City, affiant exhibiting to me his Com. Tax Cert. No. 07266206 issued at Manila on April 10, 1999.

(sgd)
CECILLE MONETTE L. BORJA
Notary Public
Until Dec. 31/2000
PTR No. 0455977-1/7/99 MKTI
City of Makati

Doc. No.: 16;
Page No.: 4;
Book No.: VI;
Series of 1999.

REPUBLIC OF THE PHILIPPINES }
MAKATI CITY } S.S.



DIRECTOR'S CERTIFICATE


KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Corporate Secretary, and majority of the members of the Board of Directors of **SUN LIFE OF CANADA (PHILIPPINES), INC.** (the "Corporation"), after being sworn to in accordance with law, do hereby certify that the accompanying document, attached as Annex "A," is a true and correct copy of the Amended Articles of Incorporation of the Corporation embodying amendment, to increase the number of directors from five (5) to six (6) to increase diversity and enhance corporate culture in the Board. Said amendment was duly approved and adopted by a majority of the Board of Directors and at least 2/3 of the issued and outstanding capital stock of the Corporation during their respective meetings held on 6 June 2017 at the Corporation's principal office.

In accordance with the foregoing resolution, the undersigned certify that the Sixth Article of the Articles of Incorporation shall be amended as follows:

"SIXTH: That the number of directors of this Corporation shall be six (6) and the names, nationalities and residences of the first directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows: xxx (*As amended on 6 June 2017*)"

IN WITNESS WHEREOF, we have hereunto set our hands this AUG 01 2017 in Makati City.


JOSE ISIDRO N. CAMACHO
Chairman
TIN 111-813-306


RIZALINA G. MANTARING
Director
TIN 108-112-169


CLAUDE A. ACCUM
Director
TIN 702-900-896


FRANCISCO S.A. SANDEJAS
Director
TIN 906-825-200



ALEXANDER S. NARCISO
Director
TIN 123-240-821


JEMILYN S. CAMANIA
Corporate Secretary
TIN 918-719-776

SUBSCRIBED AND SWORN to before me this AUG 01 2017 at MAKATI CITY, affiants having exhibited to me competent evidence of their identity as follows:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued</u>
Rizalina G. Mantaring	EC5964028	12 Nov. 2015 / DFA-Manila
Jose Isidro N. Camacho	EC1387801	13 June 2014 / PE Singapore
Francisco S.A. Sandejas	EB7744959	26 March 2013 / DFA-Manila
Claude A. Accum	HP065238	15 March 2017 / Toronto
Alexander S. Narciso	EC4560877	01 July 2015 / DFA-Manila
Jemilyn S. Camania	EC2498769	22 Oct 2014 / DFA-NCR South

Doc. No. 108 ;
Page No. 23 ;
Book No. VI ;
Series of 2017.


LEONARDO R. BENEDICTO, JR.
Notary Public for Makati City
Appt. No. M-258 until December 2017
Roll No. 61655
IBP No. 1056003; 01/04/2017; Agusan del Norte
PTR No. 5909746; 01/03/2017; Makati City
MCLE Certificate of Compliance No. V-0018384; 04-15-2016
12th Floor, NDC Building
116 Tordesillas St., Salcedo Village Makati City

REPUBLIC OF THE PHILIPPINES }
PASAY CITY } S.S.

SECRETARY'S CERTIFICATE

I, JEMILYN S. CAMANIA, of legal age, Filipino, and with office address at the 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, after having been duly sworn, depose and state that:


1. I am the Corporate Secretary of SUN LIFE OF CANADA (PHILIPPINES), INC., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 2ND Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, 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 that involves an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or the top corporate officers in their capacity as elected and/or appointed officers.

I hereby attest to the truthfulness of the foregoing by affixing my signature hereunder on the date and at the place indicated below.


JEMILYN S. CAMANIA
Affiant

SUBSCRIBED AND SWORN to before me this AUG 30 2017, affiant exhibiting to me her competent evidence of identity, a Passport with no. EC 2498769 issued on 22 October 2014 at DFA NCR South.

Doc. No. 41;
Page No. 9;
Book No. XII;
Series of 2017.


NOTARY PUBLIC
UNTIL DEC. 31, 2018
PTR NO. 5266148-1/3/2017 PASAY CITY
IBP NO. 1052058-1/3/2017 PASAY CITY
COMPLIANCE NO.
U-0024151-10/25/2016
ROLL NO. 28781



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



1ST ENDORSEMENT
11 August 2017

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Secretariat Building, PICC Complex, Roxas Boulevard, Manila, the attached amended Articles of Incorporation of **SUN LIFE OF CANADA (PHILIPPINES), INC.** with office address at Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634, Taguig City, Philippines with the advise that the Insurance Commission has no objection to its registration and has taken note of the amendment:

AMENDED ARTICLES OF INCORPORATION:

SIXTH: That the number of directors of this Corporation shall be six (6) and the names, nationalities and residences of the first directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows: *(As amended on 06 June 2017)*

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner

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