



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. CS201112886

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

MARSH PHILIPPINES, INC.

**DOING BUSINESS UNDER THE TRADENAME MARSH PHILIPPINES RISK
ADVISERS, INSURANCE AND REINSURANCE BROKERS
(Amending Articles II Primary Purpose, III & VI thereof)**

copy annexed, adopted on April 27, 2023 & August 8, 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 15th day of November, Twenty Twenty Three.


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



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20231006-PM-0186153-50
Transaction Number	20231006121212800110170317947359433
Payment Date	October 06, 2023 02:00 PM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT SUCCESS

Payment Assessment Details

PAF No.	20231004-9123944
PAF Date	2023-10-04 15:02:41
Payor Name	MARSH PHILIPPINES INC
Payor Address	TAGUIG

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Amended By Laws	4020102000(606)	1,000.00
3	Documentary Stamp Tax	4010401000(4010401)	60.00
4	Legal Research Fee (A0823)	2020105000(131)	20.00
TOTAL			2,080.00

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



Machine Validation:

VALID UNTIL: NOVEMBER 18, 2023



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209



PAYMENT ASSESSMENT FORM

No. 20231004-9123944

DATE 10/04/2023	RESPONSIBILITY CENTER CRMD
PAYOR: MARSH PHILIPPINES INC TAGUIG	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended By Laws		4020102000 (606)	1,000.00
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID			Php 2,080.00
Assessed by: jasubido		Amount in words: TWO THOUSAND EIGHTY PESOS AND 00/100	
Remarks:			

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
 - <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	2,000.00	3752-2220-44
SEC BIR - DST	60.00	3752-2220-60
SEC BTR Account - LRF	20.00	3402-2319-20
TOTAL	Php 2,080.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until NOVEMBER 18, 2023.
- Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- For over the counter payment at LandBank:
 - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 - Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.
Use the correct Fund Account and Account No. and provide the below information:
 - Reference Number 1 - PAF No.
 - Reference Number 2 - Name of Payor appearing on the PAF
 - Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
- You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
 - Payment thru ESPAYSEC – eOR available upon payment
 - LandBank OTC - eOR available within two (2) business days after the payment
- ANY ALTERATIONS WILL INVALIDATE THIS FORM

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application Amendment of AOI/ByLaws	SEC Registration Number CS201112886
--	--

Former Company Name

M	A	R	S	H	P	H	I	L	I	P	P	I	N	E	S	I	N	C.		

AMENDED TO:

N	/	A																		

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

N	E	T	L	I	M	A	B	L	D	G.	5	T	H	A	V	E.			
C	O	R.	2	6	T	H	S	T.	B	O	N	I	F	A	C	I	O		
G	L	O	B	A	L	C	I	T	Y,	T	A	G	U	I	G				

COMPANY INFORMATION		
Company's Email Address N/A	Company's Telephone Number/s N/A	Company's Fax Number/s N/A
CONTACT PERSON INFORMATION		
Name of Contact Person Samantha Isabel A. Mendiola	Email Address samendiola@accralaw.com	Telephone/Fax Numbers 8830-8219
Contact Person's Address		
22nd Floor, ACCRALAW Tower, 2nd Avenue cor. 30th St., BGC, Taguig City		

To be accomplished by CRMD Personnel

Assigned Processor:	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by Corporate Filing and Records Division (CFRD) _____

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	_____

**AMENDED ARTICLES OF INCORPORATION
OF**

MARSH PHILIPPINES, INC.

(doing business under the tradename "MARSH PHILIPPINES RISK ADVISERS &
INSURANCE AND REINSURANCE BROKERS")

(As amended on 12 December 2011 and further amended on 5 December 2016)

Know All Men By These Presents:

That We, all of whom are residents of the Philippines, have on this day voluntarily associated together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY: That

FIRST: The name of said Corporation shall be:

MARSH PHILIPPINES, INC.

(doing business under the tradename "MARSH PHILIPPINES RISK ADVISERS &
INSURANCE AND REINSURANCE BROKERS")

(As amended on 5 December 2016)

SECOND: The purposes for which such Corporation is formed are:

PRIMARY PURPOSE

To act or aid in any manner in soliciting, negotiating, procuring the making of any insurance contract, or in placing risk or in taking out insurance, for compensation, commission or any valuable consideration, as well as to act and aid in any manner in negotiating contracts of reinsurance, or placing risks of effecting reinsurance for any insurance company, **to engage in HMO broking**, and all other acts relative to risk management and various project financing. **(As amended on 8 August 2023)**

SECONDARY PURPOSES

- 1) To provide project management, data analysis and management research and business intelligence services to, and configuration of client systems for, other Marsh offices worldwide, affiliates and third party clients; (As amended on 7 June 2018)
- 2) To provide financial advisory and related services including, but not limited to, billing, policy. administration, preparation, consolidation and analysis of financial reports, generation of report and product description, electronic filing of documents, data creation and maintenance on internal systems, user

access management and setup for client facing technology tools, for the Asia-Pacific Marsh & McLennan Companies offices, provided that, the corporation shall not manage funds, portfolio, securities of corporations, partnerships, and other similar entities nor engage in the business of being a broker/dealer in securities, a Government Securities Eligible Dealer (GSED), and an investment company adviser/mutual fund distributor of an investment company/mutual fund company, and an investment house; (As amended on 7 June 2018)

- 3) Subject to law and the consent of the relevant stakeholders, to acquire the properties, rights, privileges, franchise, liabilities and business of Marsh Philippines, Inc., a corporation incorporated under the laws of the Republic of the Philippines with SEC Registration No. 8874 and which is in the process of liquidation;
- 4) As principal, agent, commercial merchant, commercial broker, factor bailee, or consignee, to administer, manage or otherwise hold, own, take or lease or to engage in the business of buying and selling of any and all real property to the extent allowed by law, rights and privileges; and to acquire by purchase or otherwise own, hold, take lease, mortgage, enlarge, improve and toward the construction, acquisition or improvement of any factory, shop, storehouses, buildings, manufacturing and commercial establishments, and other structures of every character, including all equipment, fixtures, machinery, implements and supplies necessary or incidental to or connected with any of the purposes of businesses of the corporation, or to undertake the promotion and general management of any person, corporation, or other juridical entity, the purchase and sale of properties, and the collection and receipt of money, to make advance in behalf of, and to lend money to its patrons, customers, transactions and negotiations that an individual capitalist might lawfully undertake and carry out;
- 5) To engage in, and undertake, the business of manufacturing, importing, exporting, buying, selling, bartering, exchanging, disposing, transporting, warehousing, merchandising, distributing, or otherwise trading and delaying in any and all kinds of goods, commodities, logs, lumber foodstuff, furniture and appliances, either as principal agent, dealer, commission merchant, broker, factor or bailee;
- 6) To make loans against personal security or against securities consisting of personal properties or mortgage on real properties as may be necessary in furtherance of the business of the company;
- 7) To purchase, acquire, and take over all or any part of the rights. assets and business or any person, partnership, corporation or association, and to

undertake and assume the liabilities and obligations of such person, partnership, corporation or association, whose rights, assets or business may be purchased, acquired or taken over;

- 8) To deposit or invest its funds in any banking institution, building and loan association, or real estate corporation (other than agricultural corporations) and to withdraw or dispose of any deposit or investments so made;
- 9) To act as agent or representative of owners or other persons or corporations having or claiming to have any interest in merchandise, vessels, cargoes, freight or other subject of insurance;
- 10) To secure from any governmental, state, municipal or other authority and to utilize and dispose of in any lawful manner rights, powers, privileges, franchises and concessions;
- 11) To make, accept, indorse, guarantee, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation insofar as same is permissible in a corporation formed under the Corporation Law, and to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise;
- 12) To purchase, retire, redeem, hold, pledge, sell, re-issue and otherwise dispose of the shares of stocks, bonds, or other obligations of the corporation in such manner and upon such terms and conditions as the Board of Directors may deem expedient by law;
- 13) To invest its funds in shares of stocks of any corporation or juridical entity, or in interests in any industrial, financial or commercial business, to the extent as not prohibited by law, to negotiate, acquire, possess, sell, exchange and in whatever manner invest its capital within the limits provided by law in shares, obligations, franchises, commercial credits, goodwill bonds and other securities in any corporation or association, and while being the owner, including the right to vote the same to receive, collect, distribute, pay and dispose of any earnings, dividends and other benefits of said transactions;
- 14) To purchase, own, sell, mortgage, assign, or otherwise, dispose of accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidences of indebtedness owned by any person, partnership, corporation or association;
- 15) To perform management, promotion or collection services, in connection with the financing of the operation of the business, industry or enterprise or

any persons, partnership, corporation or association as may be permissible under the laws of the Philippines;

- 16) To borrow money from banks and other institutions; to contract obligations upon such terms and conditions as may be approved by the Board of Directors for any or all purpose of the Corporation; to insure and guarantee such loans and contractual obligations by mortgage, deed of trust, assignment, charge or lien upon all or part of the property and assets of the corporation, also to guarantee loans secured by financial guarantee of insurance surety companies;
- 17) To purchase, own, or acquire office and business equipment, machinery and other movable properties to let, hire, lease such equipment, machinery and other movable properties for income, sell, assign, mortgage or otherwise dispose of such properties;
- 18) To provide general human resources support and assistance to Marsh offices and Affiliates in the Asia Pacific Region; (As amended on 5 December 2016)
- 19) To provide marketing, corporate communication and related services to other Marsh offices worldwide, affiliates and third party clients; (As amended on 5 December 2016)
- 20) To provide client retention and development and related services to other Marsh offices worldwide, affiliates and third party clients; and (as amended on 5 December 2016)
- 21) To do any and all other things herein set forth and generally to do any and everything necessary for the accomplishment of any of the objects and the furtherance of any of the powers herein set forth or growing out of or connected with the aforesaid business or powers or any part hereof to the same extent as juridical persons might or could do, and in any part of the world insofar as the same are consistent with the provisions of the Corporation Law.

THIRD: That the place where the principal office of the Corporation is to be established shall be at Six/Neo Building, 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines (As amended on 17 August 2012, 5 December 2016 and 27 April 2023)

FOURTH: The term for which the Corporation is to exist if fifty (50) years from and after the date of incorporation.

FIFTH: The names, nationalities and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Ramon L. Zandueta	Filipino	15 Upton St., Filinvest East Marcos Highway, Cainta, Rizal
German F. Plan, Jr.	Filipino	111 Kapok St. San Jose, Caloocan City
Susan C. Marrero	Filipino	11-519 Riverfront Residences, Dr. Sixto Antonio Ave., Caniogan, Pasig City
Carmen Amacio	Filipino	38 Regatta Drive, Regatta Subdivision, Anabu 2B, Imus, Cavite
Chona Fojas	Filipino	2735 Faraday St. San Isidro, Makati City

SIXTH: That the number of directors of this Corporation shall be **five (5)** and that following shall serve as directors of the Corporation until their successors are elected and have qualified as provided by the By-Laws: **(As amended on 27 April 2023)**

Name	Nationality	Residence
Alan Cheah	Singaporean	18 Gladiola Drive Singapore 578799
German F. Plan, Jr.	Filipino	111 Kapok St. San Jose, Caloocan City
Carmen Amacio	Filipino	38 Regatta Drive, Regatta Subdivision, Anabu 2B, Imus, Cavite
Ramon L. Zandueta	Filipino	15 Upton St., Filinvest East Marcos Highway, Cainta, Rizal
Susan C. Marrero	Filipino	11-519 Riverfront Residences, Dr. Sixto Antonio Ave., Caniogan, Pasig City
George Jacob	American	151 Angeles St. Alabang Hills Village, Muntinlupa, Metro Manila
Maurice Jeanbart	French	6 Lincoln Road, #16-11, Singapore 308345
Joseph Anthony M. Alejandro	Filipino	Unit 2008, Westgate Plaza, H. V. Dela Costa St., Salcedo Village, Makati
Chona Fojas	Filipino	2735 Faraday St. San Isidro, Makati City

SEVENTH: The authorized capital stock of said corporation is ONE HUNDRED MILLION PESOS (P100,000,000.00) Philippine Currency, and that said capital stock is divided into TEN MILLION (10,000,000.00) shares with a par value of TEN PESOS (P10.00) Philippine Currency each.

EIGHT: That the amount of said capital stock which has been actually subscribed is FIFTY MILLION PESOS (P50,000,000.00) Philippine Currency; and the following persons have subscribed for the number of shares and the amount of capital stock and amount paid indicated opposite their respective names:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
J & H Marsh McLennan Ltd.	Hong Kong	4,999,991	P49,999,910.00	P49,999,910.00
Alan Cheah Passport No.: E1204179K	Singaporean	1	10.00	10.00
German F. Plan, Jr. TIN 149-488-069	Filipino	1	10.00	10.00
Carmen Amacio TIN 108-132-189	Filipino	1	10.00	10.00
Ramon L. Zanduetta TIN 134-526-900	Filipino	1	10.00	10.00
Susan C. Marrero TIN 101-647-445	Filipino	1	10.00	10.00
George Jacob Passport No. 710235907	American	1	10.00	10.00
Maurice Jeanbart Passport No. 09AFTOT168	French	1	10.00	10.00
Joseph Anthony M. Alejandro TIN 191-021-999	Filipino	1	10.00	10.00
Chona Fojas TIN 122-286-697	Filipino	1	10.00	10.00
TOTAL		5,000,000	P50,000,000.00	P50,000,000.00

NINTH: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of Corporation and this restriction shall be indicated in the stocks certificates issued by the Corporation.

TENTH: CARMEN AMACIO has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified and that as such Treasurer 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 incorporators, in behalf of the Corporation, hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Securities

and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have set our hands this 15 day of July 2011, at Makati City.

(sgd.)
RAMON L. ZANDUETA
TIN 134-526-900

(sgd.)
SUSAN C. MARRERO
TIN 101-647-445

(sgd.)
GERMAN F. PLAN, JR.
TIN 149-488-069

(sgd.)
CARMEN AMACIO
TIN 108-132-189

(sgd.)
CHONA FOJAS
TIN 122-286-697

Signed in the presence of:

(sgd.)

(sgd.)

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in the City of Makati, Philippines, this 15 day of July 2011 personally appeared:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued/Expiry</u>
German F. Plan	XX2485436	Nov. 14, 2008/Manila
Ramon Zandueta	WW0158393	October 1 1, 2007/Manila
Susan Marrero	XX0503701	Feb. 11, 2008/Manila
Carmen Amacio	VV0592915	Jun 29, 2007/Manila
Chona Fojas	N03-88-064692	Dec. 26, 2011/Quezon City

all known to me and who all represented to me that they are the same persons who executed the foregoing Articles of Incorporation and acknowledged to me that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto affixed my signature and notarial seal in Makati City, this 15 day of July 2011.

Doc. 258;
Page No. 53;
Book No. 264
Series of 2011.

Atty. Lope M, Velasco
Notary Public
Until Dec. 31, 2011
Appt No. M-117, Makati City
DF# 809262 -Pasig City 01/04/11
PTR# 2643149 - Makati 01/04/11
TIN 212-965-989
S.C. Roll No. 28757
G/F Jaka Center 2111 Chino Roces
Ave.,
Makati City

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



**DIRECTORS' CERTIFICATE TO THE AMENDMENT OF THE
AMENDED ARTICLES OF INCORPORATION
AND AMENDED BY-LAWS OF
MARSH PHILIPPINES, INC.**

We, the undersigned, being a majority of the Board of Directors, and the Corporate Secretary of **MARSH PHILIPPINES, INC.** ("Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at Six/Neo Building, 5th Avenue, cor. 26th Street, Bonifacio Global City, Taguig City, Philippines, do hereby certify that:

1. At a special meeting of the Board of Directors held on 27 April 2023 at the principal office of the Corporation, at which meeting a quorum was present and acting throughout, at least a majority of the Board of Directors approved the following resolutions:

"RESOLVED, that Article THIRD and Article SIXTH of the Corporation's Amended Articles of Incorporation be amended to read as follows:

'THIRD: That the place where the principal office of the Corporation is to be established shall be at Six/Neo Building, 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines.'

'SIXTH – That the number of directors of this Corporation shall be five (5) and that the following shall serve as directors of the Corporation until their successors are elected and qualified as provided by the By-Laws:

x x x'

"RESOLVED, FURTHER, that Article I of the Corporation's Amended By-Laws be amended to read as follows:

'The principal office of the Corporation shall be located at Six/Neo Building, 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines or at such other place in said locality as the Board of Directors may, from time to time, determine and fix.'

"RESOLVED, FURTHER, that Article III (a), (b), (c), (d) and (e) of the Corporation's Amended By-Laws be amended to read as follows:

'a. **Proxies.** - Stockholders may vote at all meetings either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and record at or prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged, if unrecognized by the Secretary, shall be recognized at any meeting. **Stockholders may also vote at all meetings through remote communication or in absentia in accordance with the relevant rules and regulations of the Securities and Exchange Commission.**

b. **Quorum.** - A majority in number of the shares of stock issued and outstanding and entitled to vote shall be requisite at every meeting to constitute a quorum for the election of Directors, or for the transaction of any other business whatsoever, except in the cases expressly provided for by the **Revised Corporation Code.**

c. **Voting.** - Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita or otherwise, according to the number of shares standing registered in the name of the stockholder on the day preceding the meeting; provided, however, that at all meetings for the election of Directors, the shares of stock will be voted as provided in **Section 23 of the Revised Corporation Code.**

d. **Annual Meeting.** - The annual meeting of its stockholders shall be held in any day of April of each year, at the office of the Corporation when they shall elect a Board of **five (5)** Directors, a majority of whom, shall be the actual residents of the Philippines, to serve for one year and until their successors are chosen and have qualified.

Written notice shall be sent **at least twenty-one (21) days** before the date of the annual meeting to every stockholder of record at his last mailing address, advising him of the place, time, and date of the annual meeting of the stockholders and of the election of the directors. No other notice, by publication or posting, need be given.

e. **Special Meetings.** - x x x

A written notice stating the date, hour and place of the meeting and the general nature of the business to be transacted shall be sent to each stockholder at his post office address appearing upon the records of the Corporation, at least **one (1) week**, inclusive of the date of mailing, before the date of every special meeting. No notices shall be required in case of an adjourned meeting.'

“RESOLVED, FURTHER, that Article IV (d) of the Corporation’s Amended By-Laws be amended to read as follows:

‘d. **Secretary.** - x x x

He shall countersign all certificates of shares of stock and shall keep or cause to be kept a register of all outstanding certificates in the manner required by the **Revised Corporation Code**.

x x x’

“RESOLVED, FURTHER, that Article VI (b) and (e) of the Corporation’s Amended By-Laws be amended to read as follows:

‘b. **Close of Stock Book.** - No transfer of stock shall be made within ten (10) days next preceding the day appointed for paying dividends.

The Board of Directors **shall close the transfer books for at least twenty (20) days preceding the annual meeting of the stockholders and seven (7) days for special meetings of the stockholders.**

d. **Lost Certificates.** - x x x

Certificates of stock loss, stolen or destroyed, may be replaced by new certificates in accordance with the procedure prescribed in the **Revised Corporation Code** after the expiration of one (1) year from the date of the last publication of the notice required by said Code, unless the registered owner files a bond or other security running for a period of one (1) year in such sum and in such form, and with such securities, as may be satisfactory to the Board of Directors, in which case new certificates may be issued before the expiration of one (1) year period; x x x’

“RESOLVED, FURTHER, that Article VII of the Corporation’s Amended By-Laws be amended to read as follows:

‘Whenever notice is required by these by-laws to be given to the stockholders or to the Directors or to any officer of the Corporation, personal notice is not meant, unless expressly so stated, and any notice so required shall be deemed sufficient if sent by e-mail or electronic message or if given by depositing the same in the post office properly stamped and addressed to such stockholders, directors or officers, and such notice shall be deemed to have been given at the time of such mailing.’”

2. On the same date, at the Annual Stockholders’ meeting of the Corporation at its principal office, at which meeting a quorum was present and acting throughout, the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation approved the foregoing resolutions to amend the Articles of the Amended Articles of Incorporation and Amended By-Laws of the Corporation.
3. Subsequently, at a special meeting of the Board of Directors held on 8 August 2023 at the principal office of the Corporation, at which meeting a quorum was present and acting throughout, at least a majority of the Board of Directors approved the following resolutions:

“**RESOLVED**, that Primary Purpose of the Corporation’s Amended Articles of Incorporation be amended to read as follows:

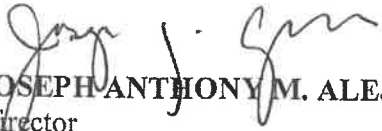
‘To act or aid in any manner in soliciting, negotiating, procuring the making of any insurance contract, or in placing risk or in taking out insurance, for compensation, commission or any valuable consideration, as well as to act and aid in any manner in negotiating contracts of reinsurance, or placing risks of effecting reinsurance for any insurance company, to engage in HMO broking, and all other acts relative to risk management and various project financing.’

4. On the same date, at the Special Stockholders’ meeting of the Corporation at its principal office, at which meeting a quorum was present and acting throughout, the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation approved the foregoing resolutions to amend the Articles of the Amended Articles of Incorporation of the Corporation.
5. The attached Amended Articles of Incorporation and Amended By-Laws embodying the aforementioned amendments are true copies of the Amended Articles of Incorporation and Amended By-Laws of the Corporation.

6. All requirements under Section 15 and Section 47 of the Revised Corporation Code have been complied with.

(Signatures are on the next page)


IN WITNESS WHEREOF, I have hereunto set my hand this AUG 11 2023 day of _____ 2023 at MAKATI CITY.


JOSEPH ANTHONY M. ALEJANDRO
Director
TIN 191-021-999

SUBSCRIBED AND SWORN TO before me this AUG 11 2023 day of _____ 2023 at MAKATI CITY; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Joseph Anthony M. Alejandro	1	TIN	191-021-999
	2		

Doc. No. 181;
Page No. 38;
Book No. 2;
Series of 2023.


ATTY. ARNOLD JANSEN V. SANTOS
Commissioner No. M-282
Notary Public for Makati City
Until December 31, 2023
21st Floor, Philamlife Tower
8767 Paseo de Roxas Makati City
Roll No. 69644
PTR No. 9567135 / 4-Jan-2023 / Makati City
IBP No. 180291 / 23-Nov.2022 (for 2023) / Makati City
MCLE Compliance No. VII-0011048

AUG 23 2023

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of ____ 2023 at
CITY OF MAKATI City, Philippines.



JONATHAN JUAN MORENO
Director
TIN 127-212-995

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

AUG 23 2023

CITY OF MAKATI

SUBSCRIBED AND SWORN TO before me this ____ day of ____ 2023 at ____ City,
Philippines; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Jonathan Juan Moreno	1	TIN	127-212-995
	2	Passport	P6245015B valid until 08 Feb. 2031


Doc. No. 17 ;
Page No. 05 ;
Book No. 171 ;
Series of 2023.


ATTY. JOSHUA P. LAPUZ

Notary Public Makati City
Until Dec. 31, 2023

Appointment No. M-019-(2022-2023)
PTR No. 9563523 Jan. 3, 2023 / Makati
IBP Lifetime No. 04097 Roll No. 45790
MCLE Compliance No. VII-0016370
Issued on April 26, 2022.
G/F Fedman Bldg., 199 Salcedo St.
Legaspi Village, Makati City

IN WITNESS WHEREOF, we have hereunto set our hands this 23 AUG 2023 day of _____ 2023 at MAKATI CITY City, Philippines.


LEAH S. OCAMPO
Director
TIN 191-520-773



PAULINO T. GARCIA III
Director
TIN 163-080-240

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

SUBSCRIBED AND SWORN TO before me this 23 AUG 2023 day of _____ 2023 at MAKATI CITY City, Philippines; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Leah S. Ocampo	1	TIN	191-520-773
	2	PRC	0092215 valid until 25 Sept. 2025
Paulino T. Garcia III	1	TIN	163-080-240
	2	Passport	P98312277A valid until 5 Dec. 2028

Doc. No. 986
Page No. 198
Book No. E;
Series of 2023.


ATTY. CESAR T. VERANO
NOTARY PUBLIC MAKATI CITY
APPOINTMENT NO: M-029
VALID UNTIL DECEMBER 31, 2024
ISSUED ON: DECEMBER 14, 2022
PTR NO.: MKT 9503546 / 01-03-2023 / MAKATI CITY
IBP NO.: 179887 ROLL NO. 29024
MCLE COMPLIANCE NO. VII-0023845
VALID UNTIL APRIL 14, 2025
OFFICE ADDRESS: #2733 G/F CARREON BLDG.
ZENaida ST., BRGY POBLACION MAKATI CITY

IN WITNESS WHEREOF, I have hereunto set my hand this **11 AUG 2023** day of **2023** at Taguig City, Philippines.


ANDRE B. NAVATO, JR.
Corporate Secretary
TIN 910-751-939


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

SUBSCRIBED AND SWORN TO before me this **11 AUG 2023** day of **2023** at Taguig City, Philippines; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Andre B. Navato, Jr.	1	TIN	910-751-939
	2	IBP Roll No.	42934

Doc. No. 121;
Page No. 24;
Book No. 11;
Series of 2023.




ATTY. JHULIAN ROBY D. BUSTAMANTE
Notary Public for Taguig City
Until December 31, 2023
PTR No. A-5797299; January 11, 2023 – Taguig City
IBP No. 217765; May 27, 2022 – Pampanga
Appointment / Commission No. 96 (2022-2023)
Roll No. 79392
Angara Abello Concepcion Regala & Cruz Law Offices
22/F ACCRALAW Tower
2nd Avenue corner 30th St., Crescent Park West,
Bonifacio Global City, 1635 Taguig, Metro Manila
MCLE Compliance No. NA (Admitted in May 2023)



NC0N6H04MA

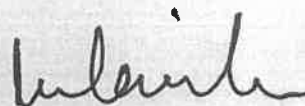
NOTARIAL CERTIFICATE

TO ALL TO WHOM these presents shall come

I, Lee Tau Chye, NOTARY PUBLIC duly admitted, authorised to practise in the Republic of Singapore, DO HEREBY CERTIFY

that the document annexed hereto is the DIRECTORS' CERTIFICATE TO THE AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION AND AMENDED BY-LAWS OF MARSH PHILIPPINES, INC. sworn and signed by the Director/Chairman, GODELIEVE VAN DOOREN before me on the 21st day of August 2023 in Singapore.

IN FAITH AND TESTIMONY whereof I the said notary have subscribed my name and set and affixed my seal of office at Singapore, this 21st day of August 2023.



NOTARY PUBLIC
SINGAPORE



In virtue of Rule 8(3)(c) of the Notaries Public Rules, a Notarial Certificate must be authenticated by the Singapore Academy of Law in order to be valid.

With effect from 16 September 2021, a Notarial Certificate shall be deemed to be validly authenticated by the affixing of an Apostille to the back of the Notarial Certificate.

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

This Apostille only certifies the authenticity of the signature, seal or stamp and the capacity of the person who has signed the attached Singapore public document, and, where appropriate, the identity of the seal or stamp. It does not certify the authenticity of the underlying document.

If this document is to be used in a country not party to the Hague Convention of the 5th of October 1961, it should be presented to the consular section of the mission representing that country.

To verify this Apostille, go to

<https://legulisation.sal.sg>

or scan QR code:



Verification code: 10241928

1. Country:	Singapore
This public document	
2. Has been signed by:	Lee Tau Chye
3. Acting in the capacity of:	Notary Public
4. Bears the seal/stamp of:	Notary Public
Certified	
5. At:	Singapore Academy of Law
6. The:	21st August 2023
7. By:	Melissa Goh, Director, Trust Services, SAL
8. No.:	AC0N6H0CAC
9. Seal/Stamp:	10. Signature: 



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



**DIRECTORS' CERTIFICATE TO THE AMENDMENT OF THE
AMENDED ARTICLES OF INCORPORATION
AND AMENDED BY-LAWS OF
MARSH PHILIPPINES, INC.**

We, the undersigned, being a majority of the Board of Directors, and the Corporate Secretary of **MARSH PHILIPPINES, INC.** ("Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at Six/Neo Building, 5th Avenue, cor. 26th Street, Bonifacio Global City, Taguig City, Philippines, do hereby certify that:

1. At a special meeting of the Board of Directors held on 27 April 2023 at the principal office of the Corporation, at which meeting a quorum was present and acting throughout, at least a majority of the Board of Directors approved the following resolutions:

"RESOLVED, that Article THIRD and Article SIXTH of the Corporation's Amended Articles of Incorporation be amended to read as follows:

'THIRD: That the place where the principal office of the Corporation is to be established shall be at Six/Neo Building, 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines.'

'SIXTH – That the number of directors of this Corporation shall be **five (5)** and that the following shall serve as directors of the Corporation until their successors are elected and qualified as provided by the By-Laws:

x x x'

"RESOLVED, FURTHER, that Article I of the Corporation's Amended By-Laws be amended to read as follows:

'The principal office of the Corporation shall be located at Six/Neo Building, 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines or at such other place in said locality as the Board of Directors may, from time to time, determine and fix.'

"RESOLVED, FURTHER, that Article III (a), (b), (c), (d) and (e) of the Corporation's Amended By-Laws be amended to read as follows:

'a. **Proxies.** - Stockholders may vote at all meetings either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and record at or prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged, if unrecognized by the Secretary, shall be recognized at any meeting. **Stockholders may also vote at all meetings through remote communication or in absentia in accordance with the relevant rules and regulations of the Securities and Exchange Commission.**

b. **Quorum.** - A majority in number of the shares of stock issued and outstanding and entitled to vote shall be requisite at every meeting to constitute a quorum for the election of Directors, or for the transaction of any other business whatsoever, except in the cases expressly provided for by the **Revised Corporation Code.**

c. **Voting.** - Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita or otherwise, according to the number of shares standing registered in the name of the stockholder on the day preceding the meeting; provided, however, that at all meetings for the election of Directors, the shares of stock will be voted as provided in **Section 23 of the Revised Corporation Code.**

d. **Annual Meeting.** - The annual meeting of its stockholders shall be held in any day of April of each year, at the office of the Corporation when they shall elect a Board of **five (5)** Directors, a majority of whom, shall be the actual residents of the Philippines, to serve for one year and until their successors are chosen and have qualified.

Written notice shall be sent **at least twenty-one (21) days** before the date of the annual meeting to every stockholder of record at his last mailing address, advising him of the place, time, and date of the annual meeting of the stockholders and of the election of the directors. No other notice, by publication or posting, need be given.

e. **Special Meetings.** - x x x

A written notice stating the date, hour and place of the meeting and the general nature of the business to be transacted shall be sent to each stockholder at his post office address appearing upon the records of the Corporation, at least one (1) week, inclusive of the date of mailing, before the date of every special meeting. No notices shall be required in case of an adjourned meeting.'

“RESOLVED, FURTHER, that Article IV (d) of the Corporation's Amended By-Laws be amended to read as follows:

'd. Secretary. - x x x

He shall countersign all certificates of shares of stock and shall keep or cause to be kept a register of all outstanding certificates in the manner required by the Revised Corporation Code.

x x x'

“RESOLVED, FURTHER, that Article VI (b) and (e) of the Corporation's Amended By-Laws be amended to read as follows:

'b. Close of Stock Book. - No transfer of stock shall be made within ten (10) days next preceding the day appointed for paying dividends.

The Board of Directors shall close the transfer books for at least twenty (20) days preceding the annual meeting of the stockholders and seven (7) days for special meetings of the stockholders.

d. Lost Certificates. - x x x

Certificates of stock loss, stolen or destroyed, may be replaced by new certificates in accordance with the procedure prescribed in the Revised Corporation Code after the expiration of one (1) year from the date of the last publication of the notice required by said Code, unless the registered owner files a bond or other security running for a period of one (1) year in such sum and in such form, and with such securities, as may be satisfactory to the Board of Directors, in which case new certificates may be issued before the expiration of one (1) year period; x x x'

“RESOLVED, FURTHER, that Article VII of the Corporation's Amended By-Laws be amended to read as follows:

‘Whenever notice is required by these by-laws to be given to the stockholders or to the Directors or to any officer of the Corporation, personal notice is not meant, unless expressly so stated, and any notice so required shall be deemed sufficient if sent by e-mail or electronic message or if given by depositing the same in the post office properly stamped and addressed to such stockholders, directors or officers, and such notice shall be deemed to have been given at the time of such mailing.’”

2. On the same date, at the Annual Stockholders’ meeting of the Corporation at its principal office, at which meeting a quorum was present and acting throughout, the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation approved the foregoing resolutions to amend the Articles of the Amended Articles of Incorporation and Amended By-Laws of the Corporation.
3. Subsequently, at a special meeting of the Board of Directors held on 8 August 2023 at the principal office of the Corporation, at which meeting a quorum was present and acting throughout, at least a majority of the Board of Directors approved the following resolutions:

“**RESOLVED**, that Primary Purpose of the Corporation’s Amended Articles of Incorporation be amended to read as follows:

‘To act or aid in any manner in soliciting, negotiating, procuring the making of any insurance contract, or in placing risk or in taking out insurance, for compensation, commission or any valuable consideration, as well as to act and aid in any manner in negotiating contracts of reinsurance, or placing risks of effecting reinsurance for any insurance company, to engage in HMO broking, and all other acts relative to risk management and various project financing.’

4. On the same date, at the Special Stockholders’ meeting of the Corporation at its principal office, at which meeting a quorum was present and acting throughout, the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation approved the foregoing resolutions to amend the Articles of the Amended Articles of Incorporation of the Corporation.
5. The attached Amended Articles of Incorporation and Amended By-Laws embodying the aforementioned amendments are true copies of the Amended Articles of Incorporation and Amended By-Laws of the Corporation.

6. All requirements under Section 15 and Section 47 of the Revised Corporation Code have been complied with.

(Signatures are on the next page)

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of April 2023 at Singapore.

GODELIEVE VAN DOOREN
Director / Chairman
TIN 613-951-076

SUBSCRIBED AND SWORN TO before me this 21st day of April 2023 at Singapore; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity	
	Type of ID	ID Number and Expiry Date (if applicable)
Godelieve Van Dooren	1 TIN	613-951-076
	2 Passport	BX9K5R515 valid until 15 February 2025 issued in Netherlands



Doc. No. ___;
Page No. ___;
Book No. ___;
Series of 2023.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____ 2023 at _____.

JOSEPH ANTHONY M. ALEJANDRO

Director

TIN 191-021-999

SUBSCRIBED AND SWORN TO before me this ___ day of _____ 2023 at _____; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity	
	Type of ID	ID Number and Expiry Date (if applicable)
Joseph Anthony M. Alejandro	1	TIN 191-021-999
	2	

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2023.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of ____ 2023 at _____ City, Philippines.

LEAH S. OCAMPO
Director
TIN 191-520-773

PAULINO T. GARCIA III
Director
TIN 163-080-240

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

SUBSCRIBED AND SWORN TO before me this ____ day of ____ 2023 at _____ City, Philippines; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Leah S. Ocampo	1	TIN	191-520-773
	2	PRC	0092215 valid until 25 Sept. 2025
Paulino T. Garcia III	1	TIN	163-080-240
	2	Passport	P98312277A valid until 5 Dec. 2028

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2023.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of ____ 2023 at _____ City, Philippines.

JONATHAN JUAN MORENO
Director
TIN 127-212-995

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

SUBSCRIBED AND SWORN TO before me this ____ day of ____ 2023 at _____ City, Philippines; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Jonathan Juan Moreno	1	TIN	127-212-995
	2		

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2023.



IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of ____ 2023 at _____ City, Philippines.

ANDRE B. NAVATO, JR.
Corporate Secretary
TIN 910-751-939

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

SUBSCRIBED AND SWORN TO before me this ____ day of ____ 2023 at _____ City, Philippines; affiants who are personally known to me, exhibited to me the following:

Affiant	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
Andre B. Navato, Jr.	1	TIN	910-751-939
	2	IBP Roll No.	42934

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2023.



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



1st ENDORSEMENT
04 September 2023

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the attached amended Articles of Incorporation of **MARSH PHILIPPINES, INC. (doing business under the tradename "MARSH PHILIPPINES RISK ADVISERS & INSURANCE AND REINSURANCE BROKERS")** with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

AMENDED ARTICLES OF INCORPORATION

SECOND: The purposes for which such corporation is formed are:

PRIMARY PURPOSE

To act or aid in any manner in soliciting, negotiating, procuring the making of any insurance contract, or in placing risk or in taking out insurance, for compensation, commission or any valuable consideration, as well as to act and aid in any manner in negotiating contracts of reinsurance, or placing risks of effecting reinsurance for any insurance company, **to engage in Health Maintenance Organization (HMO) broking**, and all other acts relative to risk management and various project financing. *(As amended on 08 August 2023)*

THIRD: That the place where the principal office of the Corporation is to be established shall be at **Six/Neo Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines** *(As amended on 17 August 2012, 05 December 2016 and 27 April 2023)*

SIXTH: That the number of directors of this Corporation shall be **five (5)** and that following shall serve as directors of the Corporation until their successors are elected and have qualified as provided by the By-Laws: *(As amended on 27 April 2023)*

AMENDED BY-LAWS

I. OFFICE

The principal office of the Corporation shall be located at **Six/Neo Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines** or at such other place in said locality as the Board of Directors may, from time to time, determine and fix. *(as amended on 17 August 2012, 5 December 2016 and 27 April 2023)*

III. STOCKHOLDERS' MEETING

a. **Proxies.** – Stockholders may vote at all meetings either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and record at or prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged, if unrecognized by the Secretary, shall be recognized at any meeting. **Stockholders may also vote at all meetings through remote communication or in *absentia* in accordance with the relevant rules and regulations of the Securities and Exchange Commission. (as amended on 27 April 2023)**

b. **Quorum.** – A majority in number of the shares of stock issued and outstanding and entitled to vote shall be requisite at every meeting to constitute a quorum for the election of Directors, or for the transaction of any other business whatsoever, except in the cases expressly provided for by the **Revised Corporation Code. (as amended on 27 April 2023)**

c. **Voting.** – Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita or otherwise, according to the number of shares standing registered in the name of the stockholder on the day preceding the meeting provided however, that at all meetings for the election of Directors, the shares of stock will be voted as provided in **Section 23 of the Revised Corporation Code. (as amended on 27 April 2023)**

d. **Annual Meeting.** – The annual meeting of its stockholders shall be held in any day of April of each year, at the office of the Corporation when they shall elect a Board of **five (5)** Directors, a majority of whom, shall be the actual residents of the Philippines, to serve for one year until their successors are chosen and have qualified.

Written notice shall be sent **at least twenty-one (21) days** before the date of the annual meeting to every stockholder of record at his last mailing address, advising him of the place, time, and date of the annual meeting of the stockholders and of the election of the directors. No other notice, by publication or posting, need be given. ***(as amended on 27 April 2023)***

e. **Special Meetings.** – Special meetings of the stockholders may be called by the Chief Executive Officer at the latter's discretion, and must be called by him upon written request signed by two (2) members of the Board of Directors or by two (2) or more registered stockholders owning, among them, at least one-fourth (1/4) of the issued and outstanding shares entitled to vote.

A written notice stating the date, hour and place of the meeting and the general nature of the business to be transacted shall be sent to each stockholder at his post office address appearing upon records of the Corporation, at least **one (1) week**, inclusive of the date of mailing, before the date of every special meeting. No notices shall be required in case of an adjourned meeting. ***(as amended on 27 April 2023)***

IV. OFFICERS

d. **Secretary.** – The Secretary shall be elected by the Board but he need not be a Director. He shall hold office at the pleasure of the Board, or until the same or succeeding Board has elected and appointed his successors.

He shall keep minutes of all meetings of the stockholders and directors.

He shall give notices of all regular and special meetings of the stockholders of the Corporation, and that of the Board of Directors.

He shall countersign all certificates of shares of stock and shall keep or cause to be kept a register of all outstanding certificates in the manner required by the **Revised Corporation Code. (as amended on 27 April 2023)**

He shall have charge of and keep the seal of the Corporation, and affix the same certificates of stock when such certificates are signed by the President and countersigned by him and shall affix the seal, attested by his signature, to such contracts as have been duly approved.

He shall perform such other duties as may be prescribed by the Board of Directors.

VI. SHARES OF STOCK

b. **Close of Stock Book.** – No transfer of stock shall be made within ten (10) days next preceding the day appointed for paying dividends.

The Board of Directors shall close the transfer books for at least twenty (20) days preceding the annual meeting of the stockholders and seven (7) days for special meetings of the stockholders. (as amended on 27 April 2023)


e. **Lost Certificates.** – Certificates of stock loss, stolen or destroyed, may be replaced by new certificates in accordance with the procedure prescribed in the Revised Corporation Code after expiration of one (1) year from the date of the last publication of the notice required by said Code, unless the registered owner files a bond or other security running for a period of one (1) year in such sum and in such form, and with such securities, as may be satisfactory to the Board of Directors, in which case new certificates may be issued before the expiration of one (1) year period; Provided, that where there is a dispute as to the ownership of such lost, stolen or destroyed certificates, new certificates shall be issued only upon final judicial decision regarding the ownership of said certificates. (as amended on 27 April 2023)

VII NOTICE

Whenever notice is required by these by-laws to be given to the stockholders or to the Directors or to any officer of the Corporation, personal notice is not meant, unless expressly so stated, and any notice so required shall be deemed sufficient if sent by e-mail or electronic message or if given by depositing the same in the post office properly stamped and addressed to such stockholders, directors or officers, and such notice shall be deemed to have been given at the time of such mailing. (as amended on 27 April 2023)

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission. The applicant is advised that it cannot act as an insurance broker and HMO broker unless it applies and obtains both an insurance broker license and an HMO broker license from this Commission.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner

(Marsh Philippines, Inc.)


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

SECRETARY'S CERTIFICATE

I, **ANDRE B. NAVATO, JR.**, Filipino, of legal age, with office address at the 22nd Floor, ACCRALAW Tower, Second Avenue corner 30th Street, Crescent Park West, Bonifacio Global City, Taguig, Metro Manila, Philippines, after having been sworn to in accordance with law, do hereby certify that:

1. I am the Corporate Secretary of **MARSH PHILIPPINES, INC.**, (the "Corporation") a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Six/Neo Building, 5th Avenue, cor. 26th Street, Bonifacio Global City, Taguig City, Philippines; and
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, I have hereunto set my hand, this 14 SEP 2023 day of 2023 at Taguig City, Philippines.



ANDRE B. NAVATO, JR.
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME this 14 SEP 2023 day of 2023,
affiant who is personally known to me, exhibited to me the following:

	Competent Evidence of Identity	
	Type of ID	ID Number and Expiry Date (if applicable)
ANDRE B. NAVATO, JR	1 TIN	910-751-939
	2 IBP Roll No.	42934

Doc. No. 211;
Page No. 5;
Book No. 11;
Series of 2023.




ATTY. JHULIAN ROBY D. BUSTAMANTE
Notary Public for Taguig City
Until December 31, 2023
PTR No. A-1797299; January 11, 2023 – Taguig City
IBP No. 217765; May 27, 2022 – Parapanga
Appointment / Commission No. 96 (2022-2023)
Roll No. 79392
Angara Abello Concepcion Rosala & Cruz Law Offices
22/F ACCRALAW Tower
2nd Avenue corner 30th St., Crescent Park West,
Bonifacio Global City, 1635 Taguig, Metro Manila
MCLE Compliance No. NA (Admitted in May 2022)



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET

Corporate Name	MARSH PHILIPPINES, INC. DOING BUSINESS UNDER THE TRADENAME MARSH PHILIPPINES RISK ADVISERS, INSURANCE AND REINSURANCE BROKERS			
Registration No.	CS201112886	Date of Registration	JULY 21, 2011	
Term of Existence	50 years	Annual Meeting	ANY DAY OF APRIL	
Principal Office	NET LIMA BLDG., 5 TH AVE. COR. 26 TH ST., BONIFACIO GLOBAL CITY, TAGUIG CITY		Actual Meeting	APRIL 27, 2023
No. of Directors/Trustees	NINE (9)	Fiscal Year	DECEMBER 31	

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION		
Authorized Capital Stock	P 100,000,000.00	Equity/Fund Balance	P
Paid-Up Capital Stock	P 50,000,000.00	Negative Fund Balance	P
Retained Earnings	P 1,132,548,614.00		
Deficit	P		
Capital Deficiency	P	Fiscal Year ended	
Fiscal Year ended	DECEMBER 31, 2022		
Fine: P 10,000.00 per year, per report		Fine: P/per year, per report	

COMPUTATION OF FINES				
YEAR	General Information Sheet		Financial Statements	FINE
2018	MONITORED	06.21.18	OT	
2019	OT		OT	
2020	OT		OT	
2021	OT		OT	
2022	OT		OT	
2023	FL	5,000		5,000
Additional charges (% , violation)				
Stock and Transfer Book / Membership Book MONITORED				
MC 28,s.2020 (OT)				
TOTAL				P 5,000.00

Assessed By:	M.L.MASAJO/CMD	DATE: 05.31.2023	OR NO.	20230810-PM-0133572-86
OT - On Time		07.10.2023		
NF - Not Filed		08.09.2023	DATE OF PAYMENT	08/10/2023
FL/RL -Filed/Registered Late				

✓ Certification Issuance System-Unified Reference Database - CLEARED as of August 9, 2023.

▲ 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: _____

Confirmation of Payment of Fines:

BLESILDA E. ARCEO
Officer-in-Charge

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.

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**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 estopped from assessing the corporation additional penalties, fees and charges should it turn out that the previous assessment is erroneous.



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