



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 36073

**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

UNION BANK OF THE PHILIPPINES
[Amending Article IV by extending the term of its existence.]

copy annexed, adopted on January 25, 2013 by a majority vote of the Board of Directors and on May 24, 2013 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, Sec. 14 of R.A. 8791 as amended, 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 Mandaluyong City, Metro Manila, Philippines, this 31st day of October, Twenty Thirteen.


FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
UNION BANK OF THE PHILIPPINES

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are natural born citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY

1. That the name of the said Corporation shall be UNION BANK OF THE PHILIPPINES, INC. (As amended in the Stockholders Meeting held on July 31, 1981);

2. That the purposes for which said Corporation is formed are the following:
 - (a) To engage in, and carry on, the general business of a commercial bank or, subject to Central Bank approval, an expanded commercial bank. (As amended in the Stockholders Meeting held on January 15, 1982);

 - (b) To issue mortgage and chattel mortgage certificates, buy and sell them or accept and received them in payment or as amortization for its loans, subject to such terms and conditions as may be prescribed by the Monetary Board. (As amended in the Stockholders Meeting on July 31, 1981);

- (c) To purchase, acquire, construct, hold, sell, lease, mortgage, exchange, convey or otherwise dispose of real, as well as personal properties and to invest in the equity of enterprises, subject to limitation imposed by law. (As amended in the Stockholders Meeting held on July 31, 1981);
- (d) To do and perform such acts as are necessary and incident to the purposes for which the Corporation is organized, and such acts as are legally inherent or granted to a commercial bank, or subject to Central Bank approval, an expanded commercial bank, and consistent with the powers of Corporations organized under the laws of the Republic of the Philippines. (As amended in the Stockholders Meeting held on January 15, 1982);
- (e) To engage in, and carry on, subject to the laws of the Republic of the Philippines, the business of a trust corporation; and to have and exercise all powers, rights, privileges and attributes of a trust corporation in addition to the general powers incident to a corporation. (As amended in the Stockholders Meeting held on March 27, 1980).

3. That the principal office of the Corporation shall be in UnionBank Plaza, Meralco Avenue corner Onyx Street, Ortigas Center, Pasig City, Metro Manila, Philippines. (As amended in the Stockholders Meeting held on May 26, 2006).

4. That the term for which the Corporation is to exist shall be fifty (50) years from and after the date of expiration of its term on August 16, 2018 or until August 16, 2068. (As amended in the Stockholders Meeting held on May 24, 2013)

5. That the names, residences and citizenships of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>CITIZENSHIP</u>
Pio Pedrosa	137 Hoover St., San Juan	Filipino
Federico P. Pineda	Concepcion, Tarlac	Filipino
Remegio M. Lilles	80 Times St., Q.C.	Filipino
Federico O. Campos	15 Sunrise Hill, New Manila, Q.C.	Filipino
Noel O. Campos	2011 A. Mabini St.	Filipino
Augusto O. Campos	36 Third St., Q.C.	Filipino
Fernando A. Pedrosa	139 Hoover St., San Juan	Filipino

6. That the said Corporation shall have FIFTEEN (15) Directors, and the names, residences and citizenship of the directors who are to serve until their successors are duly elected and qualified as provided for in the by-laws of the Corporation are as follows: (As amended in the Stockholders Meeting held on July 31, 1981).

<u>NAME</u>	<u>RESIDENCE</u>	<u>CITIZENSHIP</u>
Pio Pedrosa	137 Hoover St., San Juan	Filipino
Federico P. Pineda	Concepcion, Tarlac	Filipino
Edison Coseteng	48 th 11 th St., Q.C.	Filipino
Remegio M. Lilles	80 Times St., Q.C.	Filipino
Federico O. Campos	15 Sunrise Hill, New Manila, Q.C.	Filipino

7. That the authorized capital stock of the Corporation shall be SIX BILLION SEVEN HUNDRED MILLION PESOS (P6,700,000,000.00) divided into SIX

HUNDRED SEVENTY MILLION (670,000,000) shares of common stock with par value of TEN PESOS (P10.00) per share. (As amended in the Stockholders Meeting held on May 24, 1996).

8. That the amount of said capital stock which has been actually subscribed is THREE MILLION PESOS (P3,000,000.00), and the following persons all of whom are natural born Filipino citizens, have subscribed to the number of shares in an amount of common stock set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>COMMON SHARES SUBSCRIBED</u>	<u>AMOUNT</u>
Pio Pedrosa	137 Hoover St., San Juan	4,300	P 430,000.00
Federico P. Pineda	Concepcion, Tarlac	10,000	1,000,000.00
Edison Co Seteng	48 th 11 th Street, Q.C.	7,000	700,000.00
Remegio M. Lilles	80 Times St., Q.C.	4,000	400,000.00
Federico O. Campos	15 Sunrise Hill, New Manila, Q.C.	1,700	170,000.00
Augusto O. Campos	36 Third St., Q.C.	3,300	130,000.00
Noel O. Campos	2011 A. Mabini St. Manila	1,200	120,000.00
Fernando A. Pedrosa	139 Hoover St., San Juan	500	50,000.00
TOTAL.....		30,000	P 3,000,000.00

9. That the following persons have paid their respective subscription of common stocks as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Pio Pedrosa	137 Hoover St., San Juan	P 430,000.00
Federico P. Pineda	Concepcion, Tarlac	700,000.00
Remegio M. Lilles	80 Times St., Q.C.	400,000.00
Federico O. Campos	15 Sunrise Hill, New Manila, Q.C.	170,000.00
Augusto O. Campos	36 Third St., Q.C.	130,000.00
Noel O. Campos	2011 A. Mabini St. Manila	120,000.00
Fernando A. Pedrosa	139 Hoover St., San Juan	50,000.00
TOTAL		<u>P 3,000,000.00</u>

10. That FEDERICO O. CAMPOS has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer he has been authorized to receive for the Corporation and to receipt on its name for all subscriptions paid by such subscribers.

11. No stockholder of the Corporation shall, because of his ownership of stock, have a preemptive or other preferential right to purchase, subscribe for, or take any part of any stock of the Corporation or any part of notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned or sold by it after incorporation. Any part of the capital stock and any part of notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the Corporation may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon terms as the Board may

deem proper without first offering such stock or securities to any part thereof to existing stockholders.

All the foregoing conditions, restrictions and limitation shall be printed on the corresponding stock certificates of the Corporation (As amended in the Stockholders Meeting held on May 25, 2007).

IN WITNESS WHEREOF, WE have hereunto set our hands this 8th day of May, 1968 in the City of Manila, Philippines.

(SGD) PIO PEDROSA

(SGD) FEDERICO P. PINEDA

(SGD) EDISON CO SETENG

(SGD) REMEGIO M. LILLES

(SGD) FEDERICO O. CAMPOS

(SGD) AUGUSTO O. CAMPOS

(SGD) NOEL O. CAMPOS

(SGD) FERNANDO A. PEDROSA

SIGNED IN THE PRESENCE OF :

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in the above jurisdiction, this 15th day of May, 1968 personally appeared:

<u>NAME</u>	<u>RES. CERT. NO.</u>	<u>DATE/PLACE ISSUED</u>
Pio Pedrosa	A-2582044	Jan. 2, 1968 Palo, Leyte
Federico P. Pineda	A-4522662	Feb. 28, 1968 Concepcion, Tarlac
Edison Co Seteng	A-1285	Jan. 2, 1968 Manila
Remegio M. Lilles	A-3582359	Jan. 18, 1968 Quezon City

Federico O. Campos	A-1757034	Jan. 17, 1968 Makati, Rizal
Augusto O. Campos	A-3249166	Jan. 16, 1968 Zamboanga City
Noel O. Campos	A-3786315	March 27, 1968 Makati, Rizal
Fernando A. Pedrosa	A-4495409	April 15, 1968 Quezon City

all known to me and to me known to be natural-born Filipino citizens and to be the same persons who executed the foregoing instruments, and they acknowledged to that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, in the City of Manila, this 15th day of May, 1968.

(SGD) GEMINIANO R. PINEDA
Notary Public
Until December 31, 1968

Doc. No. 43 ;

Page No. 30 ;

Book No. VIII;

Series of 1968.