



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

COMPANY REG. NO. PW-105

**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

**PHILIPPINE TRUST COMPANY  
also known as PHIL TRUST BANK**

Amending Articles III & IV by extending the term of its existence.]

copy annexed, adopted on February 25, 2014 and March 31, 2014 by a majority vote of the Board of Directors and on April 29, 2014 by the vote of the stockholders owning or representing more than 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 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 19<sup>th</sup> day of November, Twenty Fourteen.



  
FERDINAND B. SALES  
Director

Company Registration and Monitoring Department



**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF THE**  
**PHILIPPINE TRUST COMPANY**  
**ALSO KNOWN AS PHILTRUST BANK**

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**KNOW ALL MEN BY THESE PRESENTS:**

That we, a majority of whom are residents of the Philippine Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

**AND WE HEREBY CERTIFY:**

**FIRST.** – That the name of said corporation shall be Philippine Trust Company, doing business under the name and style of **PHILTRUST BANK**:

**SECOND.** – That the purpose for which such corporation is formed is to carry on the business of a trust company and engage in banking operations/functions as a universal bank, and in furtherance thereof and incidental thereto:

To carry on and engage in the business of expanded commercial banking as a universal bank; to have and exercise, subject to, and in accordance with the provisions of applicable laws, rules and regulations, all powers, right, privileges and attributes of an expanded commercial bank as a universal bank; to engage in and carry on the business of a trust company; exercise the powers of investment houses as provided in pertinent laws; and have the power and authority to invest in the equity of allied and non-allied corporation, business or undertakings, in addition to the general powers incident to corporation.

To perform such other acts and functions as may be permitted by law.

To exercise all the powers of a trust entity as provided for in applicable law, including but not limited to the General Banking Law of 2000 (R.A. No. 8791); to act as the fiscal or transfer agent of any state, municipality, body politic, or corporation, and in, such capacity, to receive and disburse moneys, to transfer, register, and execute certificates of stock, bonds, or other evidence of indebtedness, and to act as the agent of any corporation or association, foreign or domestic, or of any individual, for any lawful purpose;

To act, under the order or appointment of any court of record, as guardian, receiver, trustee, or depository of the estate of any minor, insane person, idiot, habitual drunkard, or other incompetent or irresponsible person, as assignee in bankruptcy, and as receiver and depository of any moneys paid into court by parties to any legal proceedings, and of property of any kind which may be brought under the jurisdiction of any court by proper legal proceedings;

To act as the executor of any last will and testament whenever named in a last will and testament as the executor thereof; to act, under appointment of any court of competent jurisdiction, as administrator of the estate of any deceased person, with the will annexed, or as administrator of the estate of any deceased person when there is no will, and when, in either case, there is no person qualified, competent, willing, able, and entitled to accept such administration;

To accept and execute any legal trust confined to it by any court of record, or by any person, association, or corporation, for the holding, management, and administration of any estate, real or personal, and the rents, issues, and profits thereof;

To accept deposits of money or other personal property, and to allow depositors of money interest thereon;

To receive upon deposit, for safekeeping, bonds, mortgages, jewelry, plate, stocks, securities, and valuable papers or any kind, and other personal property, and to let out receptacles for the safekeeping of personal property;

To receive deposits of trust moneys, securities, and other personal property from any person, association, or corporation, and to loan money on real or personal securities;

To acquire by purchase, subscription, or otherwise, and to invest in, hold, sell, or otherwise dispose of stocks, bonds, mortgages, and other securities, or any interest in either, or any obligation or evidence of indebtedness, of any other corporation or corporations, domestic or foreign, or the notes, bonds, mortgages, or other obligations and evidences of indebtedness of any person or persons, and while the owner of such stocks, bonds, notes, mortgages or interest therein, or other obligations or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, or consent in respect thereof for any and all purposes; and for any corporate purpose to borrow money, issue debentures, unsecured bonds, or bonds secured by collateral trust or other mortgage or mortgages upon, and by pledge on, any of its property, or otherwise, and promissory notes and evidence of indebtedness of all kinds;

To aid in any manner any corporation of which the stocks, bonds, notes, mortgages or other obligations or evidences of indebtedness are owned or held by it, or in the stocks, bonds, notes, mortgages, or other obligations or evidences of indebtedness of which it is in any way interested, and to do any other acts and things for the preservation, protection or improvement or enhancement of the value of any such stocks, bonds, notes, mortgages, obligations or evidences of indebtedness; and to aid in the formation, organizations and operation of other corporation in which it may be or become interested as the holder of shares of stock or otherwise. Without in any particular limiting any of the powers of the corporation, it is hereby expressly declared that the corporation shall have power to make any guaranty respecting the dividends, interest, stock, bonds, mortgages, notes, contracts or other obligations of any corporation, so far as the same may be permitted by the laws of the Philippine Islands now or hereafter in force;

To purchase, hold, convey, sell, lease, rent, mortgage, encumber, and otherwise deal with real property, improved and unimproved as the purposes for which the corporation is formed may permit, to erect, construct, and alter, manage, operate and lease, in whole or in part, buildings thereon;

To carry on the business of banking as a universal bank, in all its branches, and to transact and do all matters and things incidental thereto; to invest in and to advance and lend money on real, personal, and mixed securities, on cash, credit and other accounts, on policies, bonds, debentures, bills of exchange, notes, letters of credit and other obligations, on the deposit of title deeds, goods, wares and merchandise, bills of sale, bills of lading, notes, dock warrants and other mercantile indicia or tokens, bullion, stocks and shares; to purchase, discount, issue, deal in and collect bills of exchange, letters of credit, other negotiable papers and other evidences of debt; to discount and deal in specie and securities, exchange, coin and bullion; to weigh and refine precious metals; to lend and advance money on the security of existing or future products and to carry on business as capitalists and financiers, and to establish branches or agencies of the corporation at such places in the Philippine Islands or elsewhere as the Board of Directors may determine.

This corporation shall possess and enjoy all the powers, privileges and franchises granted to, and shall be subject to all the regulations, restrictions, and obligations imposed upon, corporations organized and existing trust and banking corporations under the laws of the Philippine Islands now or hereafter in force as well as all the powers incident to corporations and all such powers as may be necessary to carry on the business of a trust entity and a universal bank subject to applicable laws and regulations formulated by the appropriate authorities. (Approved and adopted on December 29, 2006 by the Board of Directors, whose members represented more than 2/3 of the outstanding capital of the Corporation.)

THIRD. – That the place where the principal office of the corporation is at Philtrust Bank Building, 1000 United Nations Avenue corner San Marcelino Street, Manila. (As amended by the Board of Directors and the stockholders in their separate meetings held on March 31, 2014 and April 29, 2014, respectively.)

FOURTH. – That the term for which said corporation is to exist is fifty years from and after October 21, 2016. (As amended by the Board of Directors and Stockholders in their separate meetings held on February 25, 2014 and April 29, 2014, respectively.)

FIFTH. – That the names and residences of incorporators of said corporation are as follows:

<u>NAME</u>	<u>WHOSE RESIDENCE IS AT</u>
Phil. C. Whitaker	Manila, P.I.
O. Vorster	Manila, P.I.
J.S. Reis	Manila, P.I.
Thomas L. Hartigan	Manila, P.I.
W.J. O'Donovan	Manila, P.I.
W.H. Lawrence	Manila, P.I.
Charles D. Ayton	Manila, P.I.

SIXTH. – That the number of the Directors of the Corporation shall be eleven (11). (As amended on February 10, 1992)\*\*

\*\* and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are those named in the original articles of incorporation.

SEVENTH. – That the authorized capital stock of the corporation is TWENTY TWO BILLION PESOS (P22,000,000,000.00), Philippine Currency, divided into TWO BILLION TWO HUNDRED MILLION (2,200,000,000) shares of the par value of TEN (P10.00) PESOS each. (As amended, duly authorized and unanimously approved on July 27, 2004 by the Stockholders representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation and unanimously approved and adopted on December 31, 2004 by the Board of Directors representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation.)

EIGHT. – That the amount of the capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00), and the following persons have subscribed for the number of shares and amounts of capital stock set out after their respective names:

<u>Name</u>	<u>Whose Residence is at</u>	<u>Number of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Phil. C. Whitaker	Manila, P.I.	4,994	P499,400.00
O. Vorster	Manila, P.I.	1	100.00
J. S. Reis	Manila, P.I.	1	100.00
Thomas L. Hartigan	Manila, P.I.	1	100.00
W.J. O'Donovan	Manila, P.I.	1	100.00
W.H. Lawrence	Manila, P.I.	1	100.00
Charles D. Ayton	Manila, P.I.	1	100.00

NINTH. – That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

<u>Name</u>	<u>Whose Residence is at</u>	<u>Amount Paid on Subscription</u>
Phil. C. Whitaker	Manila, P.I.	P499,400.00
O. Vorster	Manila, P.I.	100.00
J. S. Reis	Manila, P.I.	100.00
Thomas L. Hartigan	Manila, P.I.	100.00
W.H. Lawrence	Manila, P.I.	100.00
W.J. O'Donovan	Manila, P.I.	100.00
Charles D. Ayton	Manila, P.I.	100.00

TENTH. – That Thomas L. Hartigan 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 receive in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29<sup>th</sup> day of September, 1916.

(SGD.) PHIL. C. WHITAKER (L.S.)  
 (SGD.) O. VORSTER (L.S.)  
 (SGD.) J.S. REIS (L.S.)  
 (SGD.) THOMAS L. HARTIGAN (L.S.)



(SGD.) W.J. O'DONOVAN (L.S.)  
 (SGD.) W.H. LAWRENCE (L.S.)  
 (SGD.) CHARLES D. AYTON (L.S.)

Signed and sealed in the presence of:

(Sgd.) J.G. LAWRENCE  
 (Sgd.) H.E. DOHERTY

CITY OF MANILA )  
 PHILIPPINE ISLANDS) S.S.

On this 20<sup>th</sup> day of October, one thousand nine hundred and sixteen, before me, J.G. Lawrence, a notary public in and for the city aforesaid, personally appeared Phil. C. Whitaker, with cedula No. F-458, issued at Manila, P.I., on the 4<sup>th</sup> day of January 1916; O. Vorster, with cedula No. F-1727, issued at Manila, P.I., on the 3<sup>rd</sup> day of January 1916; J.S. Reis, with cedula No. H-72490, issued at Manila, P.I., on the 15<sup>th</sup> day of June 1916; Thomas L. Hartigan, with cedula No. 12572, issued at Manila, P.I., on the 19<sup>th</sup> day of January 1916; W.J. O'Donovan, with cedula No. F-2039, issued at Manila, P.I., on the 3<sup>rd</sup> day of January 1916; W.H. Lawrence, with cedula No. F-195563, issued at Pasay, Rizal, P.I., on the 18<sup>th</sup> day of January 1916; and Charles D. Ayton, with cedula No. F-14809, issued at Manila, P.I., on the 8<sup>th</sup> day of February 1916; known to me to be the persons whose names are subscribed to and who executed the within instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

Document No. 180, page 38 of my register.

(Sgd.) J.G. LAWRENCE  
 Notary Public  
 My commission expires  
 December 31, 1916

CITY OF MANILA )  
 PHILIPPINE ISLANDS) S.S.

Phil. C. Whitaker, O. Vorster, J.S. Reis, Thomas L. Hartigan, W.J. O'Donovan, W.H. Lawrence, and Charles D. Ayton, being severally duly sworn, each for himself deposes and says: That he is an incorporator of Philippine Trust Company; that the capital stock of said corporation is not less than One Million Pesos (P1,000,000.00); that fifty per cent (50%) of the whole stock has been actually subscribed, and that fifty per cent (50%) of the subscription has been actually paid into the treasury of the corporation.

(Sgd.) PHIL. C. WHITAKER  
 (Sgd.) O. VORSTER  
 (Sgd.) J.S. REIS  
 (Sgd.) THOMAS L. HARTIGAN

(Sgd.) W.J. O'DONOVAN  
 (Sgd.) W.H. LAWRENCE  
 (Sgd.) CHARLES D. AYTON

Subscribed and sworn to before me, in Manila, P.I., this 20<sup>th</sup> day of October 1916, Phil. C. Whitaker, with cedula No. F-458, issued at Manila, P.I., on the 4<sup>th</sup> day of January 1916; O. Vorster, with cedula No. F-1727, issued at Manila, P.I., on the 3<sup>rd</sup> day of January 1916; J.S. Reis, with cedula No. H-72490, issued at Manila, P.I., on the 15<sup>th</sup> day of June 1916; Thomas L. Hartigan, with cedula No. 12572, issued at Manila, P.I., on the 19<sup>th</sup> day of January 1916; W.J. O'Donovan, with cedula No. F-2039, issued at Manila, P.I., on the 3<sup>rd</sup> day of January 1916; W.H. Lawrence, with cedula No. F-195563, issued at Pasay, Rizal, P.I., on the 18<sup>th</sup> day of January 1916; and Charles D. Ayton, with cedula No. F-14809, issued at Manila, P.I., on the 8<sup>th</sup> day of February 1916;

Doc. No. 180, page 38 of my register.

(Sgd.) J.G. LAWRENCE  
 Notary Public  
 My commission expires  
 December 31, 1916

CITY OF MANILA )  
 PHILIPPINE ISLANDS) S.S.

Thomas L. Hartigan, being duly sworn, deposes and says: that on the 29<sup>th</sup> day of September, nineteen hundred and sixteen, he was duly elected by the subscribers named in the foregoing articles of incorporation as treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that five hundred thousand pesos (P500,000.00) worth of stock has been actually subscribed and that of said subscription five hundred thousand pesos (P500,000.00) has been actually transferred to him in cash in trust and received by him for the benefit and to the credit of the corporation, and that at least twenty per centum, namely fifty per centum (50%) of the entire capital stock has been subscribed and at least twenty-five per centum, namely all one hundred per centum (100%) of the subscription has been actually paid to him in cash, for the benefit and to the credit of the corporation.

(Sgd.) THOMAS L. HARTIGAN

Subscribed and sworn to before me this 20<sup>th</sup> day of October, 1916, affiant exhibiting cedula No. F-12572, issued at Manila, P.I., on the 19<sup>th</sup> day of January, 1916.

Document No. 180, page 38 of my register.

(Sgd.) J.G. LAWRENCE  
 Notary Public  
 My commission expires  
 December 31, 1916