



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

COMPANY REG. NO. 26043

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the
THE PREMIER INSURANCE & SURETY CORPORATION
from P250,000,000.00 divided into 2,500,000 shares of the par value of P100.00
each, to P1,300,000,000.00 divided into 13,000,000 shares of the par value of
P100.00 each, approved by majority of the Board of Directors and by the vote
of the stockholders owning or representing at least two-thirds of the
outstanding capital stock at a meeting held on March 1, 2019 certified to by
the Chairman and the Secretary of the stockholders meeting and a majority
of the Board of Directors of the corporation, was approved by the
Commission on the date indicated hereunder in accordance with the
provision of Section 37 of the Revised Corporation Code of the Philippines,
Republic Act No. 11232, which took effect on February 23, 2019. A copy of the
Certificate of Increase of Capital Stock filed with the Commission is attached
hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the
seal of this Commission to be affixed to this Certificate at Pasay City, Metro
Manila, Philippines, this 21st day of May, Twenty Twenty.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

2 6 0 4 3

Company Name

T H E P R E M I E R I N S U R A N C E A N D S U R E
T Y C O R P O R A T I O N

AMENDED TO:
New Company Name

T H E P R E M I E R I N S U R A N C E A N D S U R E
T Y C O R P O R A T I O N

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

S U I T E 7 0 2 F E D E R A L T O W E R C E N T E R
D A S M A R I Ñ A S S T . S A N N I C O L A S M L A .

COMPANY INFORMATION

Company's Email Address

info@thepremier.com.ph

Company's Telephone Number/s

242-2163/523-7250

Mobile Number

CONTACT PERSON INFORMATION

The designated contact person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Florence B. Carandang

Email Address

fbcarandang@gmail.com

Telephone Number/s

244-2910

Mobile Number

0920-9832066

Contact Person's Address

10th Floor, G.E. Antonino Bldg., T.M. Kalaw corner J. Bocobo St., Ermita Manila

To be accomplished by CRMD Personnel

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

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

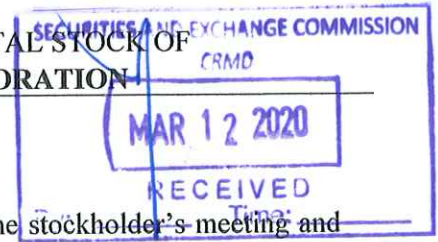
Forwarded to:

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

Handwritten notes: CRMD - Cleaned Articles by [signature]

Handwritten initials: FS, GRS, [signature]

CERTIFICATE OF INCREASE OF AUTHORIZED CAPITAL STOCK OF
THE PREMIER INSURANCE & SURETY CORPORATION



KNOW ALL PERSONS BY THESE PRESENTS:

That, we the undersigned, the Chairman and the Secretary of the stockholder's meeting and majority of the members of the Board of Directors of the above-named corporation, organized and existing under the laws of the Philippines do hereby CERTIFY,

1. That at the meeting of the stockholders of the said corporation held at the principal office on 1 March, 2019, at which meeting there was a quorum, the stockholders representing at least two-thirds (2/3) of the of the outstanding capital stock in person or by proxy, approved the increase of the corporation's authorized capital stock from TWO HUNDRED FIFTY MILLION PESOS (PHP 250,000,000.00) divide0d into TWO MILLION FIVE HUNDRED THOUSAND (2,500,000) shares, with a par value of ONE HUNDRED PESOS (PHP 100.00) per share to ONE BILLION AND THREE HUNDRED MILLION PESOS (PHP 1,300,000,000.00) divided into THIRTEEN MILLION (13,000,000) shares with a par value of ONE HUNDRED PESOS (PHP 100.00) per share;
2. That the increase was likewise approved by at least majority of the directors at the meeting held on March 01, 2019;
3. That of the ONE BILLION and FIFTY MILLION PESOS (PHP 1,050,000,000.00) increase in authorized capital stock, the amount of ONE BILLION and FIFTY MILLION PESOS (PHP 1,050,000,000.00) has been actually subscribed by the subscribers indicated hereunder and of the said subscription, the amount of SEVEN HUNDRED TEN MILLION FIVE HUNDRED SEVENTY NINE THOUSAND PESOS (PHP 710,579,000.00) has been actually paid in CASH/ real property/ machineries and equipment/ stock dividend/ via conversion of liabilities into equity as follows:

<u>Name of Subscriber</u>	<u>Nationality</u>	<u>Subscribed</u>		<u>Amount Paid</u>
		<u>No. of Shares</u>	<u>Amount</u>	
CONPAC WAREHOUSING INC. BIR TIN #001-877920	FILIPINO	5,500,000	550,000,000.00	PHP 402,250,000.00
TOP TRADERS IMPORT EXPORT CORP. BIR TIN # 217-870-171	FILIPINO	3,000,000	300,000,000.00	PHP 183,529,000.00
TRAVELLERS INSURANCE BIR TIN # 000-196-058	FILIPINO	<u>2,000,000</u>	<u>200,000,000.00</u>	PHP 124,800,000.00
		10,500,000	1,050,000,000	PHP 710,579,000.00

4. That the actual indebtedness of the corporation as of the date of the stockholders' meeting amounts to Php 339,421,000.00 ;
5. That no bonded indebtedness has been incurred, created or increased as of the date of the stockholders' meeting;
6. That the requirements of Section 38 of the Corporation Code of the Philippines has been complied with;
7. That further:

N.A The increase of capital stock paid by conversion of liabilities into equity has been approved by the stockholders representing two-thirds (2/3) of the outstanding capital stock in accordance with Section 39 of the Corporation Code of the Philippines.

N.A That the increase of capital stock paid by way of stock dividends has been approved by the stockholders representing two-thirds (2/3) of the outstanding capital stock in accordance with Section 43 of the Corporation Code of the Philippines.

IN WITNESS WHEREOF, we have hereunto set our hands this 01 day of March 20 19, at City of Manila Philippines.

SAMUEL U. LEE
TIN 106-248-302

SANDRA L. ANG
TIN 106-248-328

EDGARDO P. DAVID
TIN 130-191-205

ATTY. ARNULFO V. PELAGIO
TIN 129-592-515

ATTY. FLORENCE B. CARANDANG
TIN 205-077-832

MAYBELLE L. LIM
TIN 224-286-025

FLORINDA R. CALLO
TIN 130-052-569

MARIANITO G. FARAL
TIN 100-175-234

NILO P. MISAGAL
TIN 100-949-074

TIN

COUNTERSIGNED:

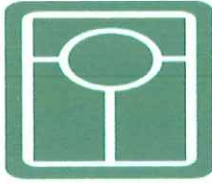
SAMUEL U. LEE

CHAIRMAN of Stockholders' Meeting

ATTY. FLORENCE B. CARANDANG

SECRETARY of Stockholders' Meeting

*Print Name of the Director Below the Signature



THE PREMIER INSURANCE & SURETY CORPORATION

Suite 1002 Federal Tower Center
Dasmariñas St., Binondo, Manila
Tel. Nos. : 242-2163, 523-7250 & Fax No. 243-0170

Republic of the Philippines)
City of Manila) S.S.

TREASURER'S AFFIDAVIT

I, **FLORINDA R. CALLO**, of legal age, single, Filipino citizen and with business address at Suite 1002 Federal Tower Center, Dasmariñas St., Binondo, Manila, under oath and declare that:

1. I am the Vice President for Treasury and Finance of **The Premier Insurance and Surety Corporation (TPISC)**, with business address at Suite 1002 Federal Tower Center, Dasmariñas St., Binondo, Manila, duly elected on 01 March 2019 and qualified in accordance with the by-laws of the corporation;
2. I am duly authorized to receive for the corporation all subscriptions paid by the subscribers for the capital.
3. Out of the increase in the capital stock, shares worth ONE BILLION AND FIFTY MILLION PESOS (Php 1,050,000,000.00) has been actually subscribed and that of the said subscription, SEVEN HUNDRED TEN MILLION FIVE HUNDRED SEVENTY NINE THOUSAND PESOS (Php 710,579,000.00) in **CASH**, has been actually paid for the benefit and to the credit of the corporation;
4. More than twenty-five per centum (25%) of the increase in authorized capital stock has been subscribed and that more than twenty-five per centum (25%) of such subscription has been actually paid to him for the benefit and to the credit of the corporation and that said payment represents fresh and additional paid in capital of the corporation.


FLORINDA R. CALLO
Treasurer

SUBSCRIBED AND SWORN to this 30th of September 2019 at Manila, affiant exhibiting to me her BIR Membership TIN ID with 130-052-569, positively identifying her in accordance with the Rules on Notarial Practice.

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Book No. LXIII-C
Series of 2019


ATTY. CLIFF RICHARD E. GENESELA
NOTARY PUBLIC CITY OF MANILA/ROLL NO. 49006
Commission No. 2115-071 issued on Feb 12, 2018, until Dec. 31, 2019/Manila
PTR No. 801404 issued on Dec. 26, 2014, until Dec. 31, 2015/Manila
IBP No. 05807 issued on Dec. 20, 2018, until Dec. 31, 2019
MCLE No. 10-02239 issued on April 4, 2019
Office Add: Rm 305, NPG Building, Magallanes Drive, Intramuros, Manila


Republic of the Philippines)
City of Manila) S.S.

**SECRETARY'S CERTIFICATE
(List of Stockholders of Record)**

I, FLORENCE B. CARANDANG, as the duly elected and qualified Corporate Secretary of **The Premier Insurance & Surety Corporation** (the Corporation), hereby certify that the stockholders of record of the Corporation as of March 01, 2019 (date of stockholders' meeting approving the increase of capital) are:

<u>Name of Subscriber</u>	<u>Nationality</u>	<u>Subscribed</u>		<u>Amount Paid</u>
		<u>No. of Shares</u>	<u>Amount</u>	
1. Samuel U. Lee	Filipino	617,000	61,700,000	Php 61,700,000.00
2. Maybelle L. Lim	Filipino	1,000	100,000	Php 100,000.00
3. Evangeline P. De Leon	Filipino	1,000	100,000	Php 100,000.00
4. Dolores G. Fermndez	Filipino	1,000	100,000	Php 100,000.00
5. Sandra L. Ang	Filipino	1,000	100,000	Php 100,000.00
6. Edgardo P. David	Filipino	1,000	100,000	Php 100,000.00
7. Florinda R. Callo	Filipino	1,000	100,000	Php 100,000.00
8. Marianito G. Faral	Filipino	1,000	100,000	Php 100,000.00
9. Florence B. Carandang	Filipino	1,000	100,000	Php 100,000.00
10. Ramon C. Carredo Jr.	Filipino	12,500	1,250,000	Php 1,250,000.00
11. Lou Romel Raphael C. Carredo	Filipino	12,500	1,250,000	Php 1,250,000.00
12. Ma. Lora C. Garcia	Filipino	12,500	1,250,000	Php 1,250,000.00
13. Arnulfo V. Pelagio	Filipino	3	300	Php 300.00
14. Nilo P. Misagal	Filipino	2	200	Php 200.00
15. OTHERS	Filipino	1,837,495	183,749,500	Php 183,749,500.00
TOTAL		<u>2,500,000</u>	<u>250,000,000</u>	<u>Php 250,000,000.00</u>


Manila City, 1st day of March, 2019

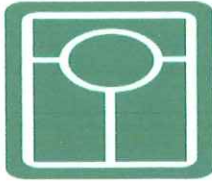

ATTY. FLORENCE B. CARANDANG
Corporate Secretary

28 JAN 2020

SUBSCRIBED AND SWORN TO before me on this ___ day of ___, 20___, in **CITY OF MANILA**, Philippines, affiant exhibiting to me his/her TIN/ ID/Passport No. 205-077-832 issued on _____ at _____.

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Page No. 11
Book No. XVII
Series of 2020.


ATTY. CLIFF RICHARD E. GENESELA
NOTARY PUBLIC CITY OF MANILA / RPL NO. 49988
Commission No. 2020-046 Until Dec. 31, 2021 / Manila
PTR No. 9131812 Issued on Jan. 03, 2020 Until Dec. 31, 2020 / Manila
IBP No. 092450 Issued on Dec. 27, 2019 Until Dec. 31, 2020
MCLE No. VI-0022302 Issued on April 14, 2022
Office Add: Rm 305, NPC Building Magallanes Drive, Intramuros, Manila



THE PREMIER INSURANCE & SURETY CORPORATION

Suite 1002 Federal Tower Center
Dasmariñas St., Binondo, Manila
Tel. Nos. : 242-2163, 523-7250 & Fax No. 243-0170

SECRETARY'S CERTIFICATE

I, **Atty. FLORENCE B. CARANDANG**, of legal age and with office address at Suite 1002 Federal Tower Center, Dasmariñas St., Binondo, Manila, after being first duly sworn in accordance with law, depose and certify that:

1. I am the incumbent Corporate Secretary of **THE PREMIER INSURANCE & SURETY CORPORATION** with office address at Suite 1002 Federal Tower Center, Dasmariñas St., Binondo, Manila;
2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation;
3. According to said corporate records, at the meeting held on 1 March 2019, the Board of Directors and stockholders have approved the increase of its authorized capital stock to ONE BILLION FIFTY MILLION PESOS (Php 1,050,000,000.00) divided into TEN MILLION FIVE HUNDRED THOUSAND (10,500,000) shares, with a par value of ONE HUNDRED PESOS (Php 100.00) shares;
4. In connection with the said increase of capital, I hereby certify that all non-subscribing stockholders have waived their pre-emptive rights to subscribe;
5. I further certify that from the time of such stockholders and directors' approval of the increase in capital stock up to the filing of the application for increase of capital stock with the commission, to the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute by any person or group against the board of 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 affixed my signature this 1st day of March 2019 in Manila, Philippines.


Atty. FLORENCE B. CARANDANG
Corporate Secretary

30 SEP 2019

SUBSCRIBED AND SWORN to before me this ___ day of _____ 2019. Affiant exhibited to me her Integrated Bar of the Philippines ID with membership No. 55323.

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Book No. VIII-X
Series of 2019


ATTY. CLIFFORD E. GENESELA
NOTARY PUBLIC OF MANILA (JULY NO. 1998)
Commission No. 2018-0711, issued on Feb. 20, 2019 until Dec. 31, 2019 / Manila
PTR No. 8011405, issued on Dec. 20, 1994 until Dec. 31, 2015 / Manila
IBP No. 058000, issued on Dec. 29, 2018 until Dec. 31, 2019
MCE No. VI-00223023 issued on April 4, 2019
Office Add: Rm 305, NPC Building Magallanes Drive, Intramuros, Manila