



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 P1,300,000,000.00 divided into 13,000,000 shares of the par value of P100.00 each, to P2,000,000,000.00 divided into 20,000,000 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 August 3, 2020 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 20<sup>th</sup> day of May, Twenty Twenty One.

  
GERARDO F. DEL ROSARIO  
Director

Company Registration and Monitoring Department



**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 3 August 2020, 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 ONE BILLION 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 to TWO BILLION (PHP 2,000,000,000.00) divided into TWENTY MILLION (20,000,000) 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 August 3, 2020;
3. That of the SEVEN HUNDRED MILLION PESOS (PHP 700,000,000.00) increase in authorized capital stock, the amount of ONE HUNDRED SEVENTY FIVE MILLION PESOS (PHP 175,000,000.00) has been actually subscribed by the subscribers indicated hereunder and of the said subscription, the amount of FIFTY TWO MILLION FIVE HUNDRED PESOS (PHP 52,000,500.00) has been actually paid in CASH and via conversion of liabilities into equity. The details are as follows:

<u>Name of Subscriber</u>	<u>Subscribed</u>		<u>Amount Paid</u> (cash)	<u>Conversion</u> <u>of liabilities</u>	<u>TOTAL</u>
	<u>No. of Shares</u>	<u>Amount</u>			
Travellers Insurance and Surety Corp.	875,000	87,500,000	Php 18,500,000	22,500,500	41,000,500
Top Traders Import Export Corp.	875,000	87,500,000	Php 1,000,000	10,000,000	11,000,000
<b>Total</b>	<b>1,750,000</b>	<b>175,000,000</b>	<b>P19,500,000</b>	<b>P 32,500,500</b>	<b>P52,000,500</b>

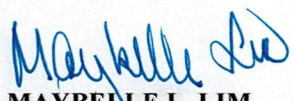
4. That the actual indebtedness of the corporation as of the date of the stockholder's meeting amounts to 647,999,500;
5. That no bonded indebtedness has been incurred, created or increased as of the date of the stockholder's meeting;
6. That the requirements of Sec. 37 of the Corporate Code of the Philippines has been complied with;
7. That further:

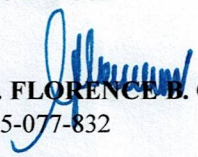
The increase of capital stock paid by conversion of liabilities into equity has been approved by the stockholders representing two-thirds (2/3) of the outstanding capital stock in accordance with Section 39 of the Corporation Code of the Philippines.

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 07 MAY 2021 day of MAY 2021, at CITY OF MANILA, Philippines.

  
**SAMUEL U. LEE**  
 TIN 106-248-302

  
**MAYBELLE L. LIM**  
 TIN 224-286-025

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

  
**FLORINDA R. CALLO**  
 TIN 130-052-569

  
**SANDRA L. ANG**  
 TIN 106-248-328

  
**EVANGELINE P. DE LEON**  
 TIN 106-247-326

  
**NORMITA C. TEE**  
 TIN 106-247-045

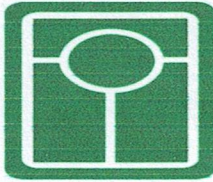
  
**MARIANITO G. FARAL**  
 TIN 100-175-234

  
**EDGARDO P. DAVID**  
 TIN 130-191-205

COUNTERSIGNED:

  
**SAMUEL U. LEE**  
 CHAIRMAN OF STOCKHOLDERS' MEETING

  
**ATTY. FLORENCE B. CARANDANG**  
 SECRETARY OF STOCKHOLDERS' MEETING



# THE PREMIER INSURANCE & SURETY CORPORATION

3<sup>rd</sup> Floor, Rm. 301 Travellers Life Bldg.,  
490 T.M. Kalaw St., Ermita, 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 3<sup>rd</sup> Floor Rm. 301 Travellers Life Building, 490 T.M. Kalaw St., Ermita, 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 3<sup>rd</sup> Floor Rm. 301 Travellers Life Building, 490 T.M. Kalaw St., Ermita, Manila, duly elected on 03 August 2020 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 HUNDRED SEVENTY-FIVE MILLION PESOS (Php 175,000,000.00) has been actually subscribed and that of the said subscription, FIFTY TWO MILLION FIVE HUNDRED PESOS (Php 52,000,500.00) in **CASH and via CONVERSION of LIABILITIES**, 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**  
VP Treasurer

07 MAY 2021

SUBSCRIBED AND SWORN to this \_\_\_\_\_ 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. m8  
Series of 2021

**ATTY. CLIFF RICHARD E. GENESELA**  
NOTARY PUBLIC CITY OF MANILA / ROLL NO. 49006  
Commission No. 2020-111 Issued on Dec. 10, 2020 Until Dec. 31, 2021 / Manila  
PTR No. 9817300 Issued on Jan. 4, 2021 Until Dec. 31, 2021 / Manila  
IBP No. 134849 Issued on Dec. 14, 2020 Until Dec. 31, 2021  
MCLE No. VI-0022302 Valid from April 4, 2019 Until April 14, 2022  
Office Add: Mezanin San Luis Bldg., 1096 Orosa St., Ermita, 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 3<sup>rd</sup> day of August 2020 (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. Florence B. Carandang	Filipino	1,000	100,000	Php 100,000.00
4. Florinda R. Callo	Filipino	1,000	100,000	Php 100,000.00
5. Sandra L. Ang	Filipino	1,000	100,000	Php 100,000.00
6. Evangeline P. De Leon	Filipino	1,000	100,000	Php 100,000.00
7. Normita C. Tee	Filipino	1,000	100,000	Php 100,000.00
8. Marianito G. Faral	Filipino	1,000	100,000	Php 100,000.00
9. Edgardo P. David	Filipino	1,000	100,000	Php 100,000.00
10. Travellers Insurance & Surety Corp	Filipino	3,874,995	387,499,500	Php 387,499,500.00
11. CONPAC Warehousing Inc.	Filipino	5,500,000	550,000,000	Php 550,000,000.00
12. Toptraders Import Export Corp.	Filipino	3,000,0000	300,000,000	Php 300,000,000.00
13. Arnulfo V. Pelagio	Filipino	3	300	Php 300.00
14. Nilo P. Misagal	Filipino	2	200	Php 200.00
<b>TOTAL</b>		<b>13,000,000</b>	<b>1,300,000,000</b>	<b>Php 1,300,000,000.00</b>


Manila City, 3<sup>rd</sup> day of December, 2020

  
**ATTY. FLORENCE B. CARANDANG**  
Corporate Secretary

**07 MAY 2021**

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

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Series of 2020.

  
**ATTY. CLIFF RICHARD E. GENESELA**  
NOTARY PUBLIC CITY OF MANILA / ROLL NO. 49808  
Commission No. 2020-111 Issued on Dec. 10, 2020 Until Dec. 31, 2021 / Manila  
PTR No. 9817300 Issued on Jan. 4, 2021 Until Dec. 31, 2021 / Manila  
IBP No. 134849 Issued on Dec. 14, 2020 Until Dec. 31, 2021  
MCLE No. VI-0022302 Valid from April 4, 2019 Until April 14, 2022  
Office Add: Mezanin San Luis Bldg., 1026 Orosa St., Ermita, Manila



# THE PREMIER INSURANCE & SURETY CORPORATION

3<sup>rd</sup> Floor, Rm. 301 Travellers Life Bldg.,  
490 T.M. Kalaw St., Ermita, 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 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, 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 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, 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 3<sup>rd</sup> day of August 2020, the Board of Directors and stockholders have approved the increase of its authorized capital stock to TWO BILLION PESOS (Php2,000,000,000.00) divided into TWENTY MILLION (20,000,000) shares, with a par value of ONE HUNDRED PESOS (Php100.00) 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 3<sup>rd</sup> day of August 2020 in Manila, Philippines.

  
Atty. FLORENCE B. CARANDANG  
Corporate Secretary

17 DEC 2020

SUBSCRIBED AND SWORN to before me this \_\_\_ day of December 2020. Affiant exhibited to me her Integrated Bar of the Philippines ID with Membership No. 55323.

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**ATTY. CLIFF RICHARD E. GENESELA**  
NOTARY PUBLIC CITY OF MANILA ROLL NO. 49006  
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