



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 15552

**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 SAVINGS BANK
(Amending Article III thereof.)

copy annexed, adopted on April 28, 2014 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 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 22nd day of December, Twenty Fourteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

1 5 5 5 2

Company Name

P H I L I P P I N E S A V I N G S B A N K

AMENDED TO:
New Company Name

-

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

P S B A N K C E N T E R , 7 7 7 P A S E O D E R O
X A S C O R N E R S E D E N O S T M A K A T I C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

885-8258

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

PERFECTO RAMON Z. DIMAYUGA JR.

psdimayuga@psbank.com.ph

885-8258

loc. 8538

Contact Person's Address

PSBANK CENTER, 777 PASSEO DE ROXAS CORNER SEDENO ST., MAKATI CITY 1226

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

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

**AMENDED ARTICLES OF INCORPORATION
OF THE PHILIPPINE SAVINGS BANK**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are citizens and residents of the Republic 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:

FIRST. That the name of the said corporation shall be "PHILIPPINE SAVINGS BANK".

SECOND. That the purposes for which such corporation is formed are the following:

- (a) To engage in the general business of savings and mortgage banking;
- (b) To encourage, promote and develop the spirit of thrift through the accumulation of the savings of the people, for investment in accordance with law;
- (c) To have and exercise, subject to the laws of the Republic of the Philippines, all rights, privileges and attributes of a savings and mortgage bank, and with the approval of the Monetary Board of the Central Bank of the Philippines, to engage and carry on the business of a savings and mortgage bank;
- (d) With the approval of the Monetary Board, to conduct and carry on the business of a trust company and to transact all business which trust companies are authorized and empowered to do in accordance with the laws of the Republic of the Philippines, including but not limited to, the power to act as agents or attorneys for the transaction of business, management of properties and estates, the collection of

rents, interests, dividends, mortgages, bills, bonds, notes and securities; to act as agents for the purpose of issuing, negotiating, registration, transferring or countersigning the certificates of stock, bonds or other obligations of any corporation, partnership, association, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign; and to accept and execute the offices of executor, administrator, trustee, receiver, assignee, or guardian of any minor, incompetent person, insane or other person subject to guardianship;

- (e) To purchase, acquire, hold, sell, lease, exchange, mortgage and convey real and personal property; and to purchase, lease, construct or acquire interest, in buildings in furtherance of and in conjunction with the general business of the corporation; subject, however, to the limitations imposed by existing laws;
- (f) Generally, to do and perform such acts and things as are necessary and incident to the purposes for which the corporation is organized, and such acts and things as are legally inherent to the business of Savings and Mortgage Bank and consistent with the powers of the corporation organized under the laws of the Republic of the Philippines.

THIRD. That the principal office of the corporation shall be at PSBank Center, 777 Paseo de Roxas corner Seden St., Makati City 1226. (As amended on April 28, 2014) ✓

FOURTH. That the term for which the said corporation is to exist shall be extended for another fifty (50) years from and after June 30, 2009 when the original term shall have expired. (As amended on April 25, 2006)

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

NAME	NATIONALITY	RESIDENCES
Dr. Guillermo A. Picache	Filipino	10 Hipodromo, Manila
Mrs. Tomasa V. Picache	Filipino	10 Hipodromo, Manila
Atty. Sixto L. Orosa, Jr.	Filipino	1760-C Taft Avenue, Ext., Pasay City
Mr. Honorio M. Velasquez	Filipino	392 Hipodromo, Manila
Atty. Arsenio Raquel-Santos	Filipino	702 J. Abad Santos, San Juan, Rizal

SIXTH. That the number of directors of said corporation shall be a maximum of nine (9) and that the names, nationalities 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 as follows: (As amended on April 25, 2006 and further amended on April 27, 2010).

NAME	NATIONALITY	RESIDENCES
Dr. Guillermo A. Picache	Filipino	10 Hipodromo, Manila
Mrs. Tomasa V. Picache	Filipino	10 Hipodromo, Manila
Atty. Gualbert V. Picache	Filipino	10 Hipodromo, Manila
Mr. Honorio M. Velasquez	Filipino	392 Hipodromo, Manila
Dr. Leon V. Picache	Filipino	1060 Zobel, Manila

(The above-named directors are the ones elected by the stockholders in their annual meeting of March 15, 1967 to fill in the position of the original memberships of Five (5) directors.)

Judge Segundo Martinez (Ret)	Filipino	45 Sct. Fuentebella, Q.C
Col. Benjamin de Leon	Filipino	276 Economia St., Manila

(The two (2) directors above-named are the ones elected at the Annual Meeting of Stockholders on March 15, 1967 to fill the position of the two additional directors created by the increase in the number of membership from Five (5) to Seven (7) .

SEVENTH. That the capital stock of the corporation shall be FOUR BILLION TWO HUNDRED FIFTY MILLION PESOS (4,250,000,000.00), Philippine Currency, divided into FOUR HUNDRED TWENTY FIVE (425,000.000) Common shares of the par value of TEN PESOS (10.00) per share. (As amended on November 15, 1993 and further amended on April 19, 1995 and April 14, 1997).

(Second, Third, Fourth, Fifth, Sixth and Seventh paragraphs providing for right of first refusal were deleted on April 21, 1993).

EIGHTH. That the amount of said capital stock which has been actually subscribed is ONE MILLION (1,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock, set out after their respective names:

NAME	NATIO- NALITY	RESIDENCES	SHARES	AMOUNT SUBSCRIBED
Dr. Guillermo A. Picache	Fil.	10 Hipodromo, Manila	5,000	P500,000.00
Mrs. Tomasa V. Picache (wife of Dr. Guillermo Picache)	Fil.	10 Hipodromo, Manila	4,200	420,000.00
Atty. Sixto L. Orosa, Jr.	Fil.	1760-C Taft Avenue, Ext., Pasay City	50	5,000.00
Mr. Honorio M. Velasquez	Fil.	392 Hipodromo, Manila	150	15,000.00
Mrs. Felisa J. Velasquez (wife of Mr. Honorio M. Velasquez)	Fil.	392 Hipodromo, Manila	150	15,000.00
Mr. Narciso Velasquez	Fil.	392 Hipodromo, Manila	140	14,000.00
Atty. Arsenio Raquel-Santos	Fil.	702 J. Abad Santos, San Juan, Rizal	10	1,000.00
Dr. Leon V. Picache	Fil.	1060 Zobel, Manila	100	10,000.00
Engr. Arturo L. Alfonso	Fil.	1131 D. Eugenio	100	10,000.00
Dr. Gregorio S. Miranda	Fil.	170 Hillside, S.J. Rizal	100	10,000.00
			----- 10,000 =====	----- P1,000,000.00 =====

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

NAME	RESIDENCES	AMOUNT PAID ON SUBSCRIPTION
Dr. Guillermo A. Picache	10 Hipodromo, Manila	P500,000.00
Mrs. Tomasa V. Picache	10 Hipodromo, Manila	420,000.00
Atty. Sixto L. Orosa, Jr.	1760-C Taft Avenue, Ext., Pasay City	5,000.00
Mr. Honorio M. Velasquez	392 Hipodromo, Manila	15,000.00
Mrs. Felisa J. Velasquez	392 Hipodromo, Manila	15,000.00
Mr. Narciso Velasquez	392 Hipodromo, Manila	14,000.00
Atty. Arsenio Raquel-Santos	702 J. Abad Santos, San Juan, Rizal	1,000.00
Dr. Leon V. Picache	1060 Zobel, Manila	10,000.00
Engr. Arturo L. Alfonso	1131 D. Eugenio	10,000.00
Dr. Gregorio S. Miranda	170 Hillside, S.J. Rizal	10,000.00
		----- P1,000,000.00 =====

TENTH. That Mr. HONORIO M. VELASQUEZ 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 in its name for all subscription paid in by such subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of March, 1959, in the city of Manila, Philippines.

(SGD/t) GUILLER A. PICACHE

(SGT/t) TOMASA V. PICACHE
(Wife of Dr. Guillermo A. Picache)

(SGD/t) SIXTO L. OROSA, JR.

(SGT/t) HONORIO M. VELASQUEZ

(SGD/T) ARSENIO RAQUEL-SANTOS

SIGNED IN THE PRESENCE OF:

(SGD.) MACARIO N. ROSAL

(SGD.) FELISA J. VELASQUEZ

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)

Before me, the undersigned, a Notary Public in and for the City of Manila, personally appeared Guillermo A. Picache, Tomasa V. Picache, Sixto L. Orosa, Jr., Honorio M. Velasquez, and Arsenio Raquel-Santos, who are personally known to me to be the same persons who executed the foregoing instrument as their free and voluntary act and deed.

I further certify that the said persons are Filipino citizens. Said persons exhibited to me their Res. Cert. as follows:

NAME	RES. CERT. NO.	ISSUED AT:	ON:
Guillermo A. Picache	A00001087	Manila,	Jan. 2, 1959
Tomasa V. Picache	A00001089	Manila,	Jan. 2, 1959
Sixto L. Orosa, Jr.	A0003450	Manila,	Jan. 5, 1959
Honorio M. Velasquez	A0001229	Manila,	Jan. 2, 1959
Arsenio Raquel-Santos	A4707628	San Juan, Rizal	Jan. 2, 1959

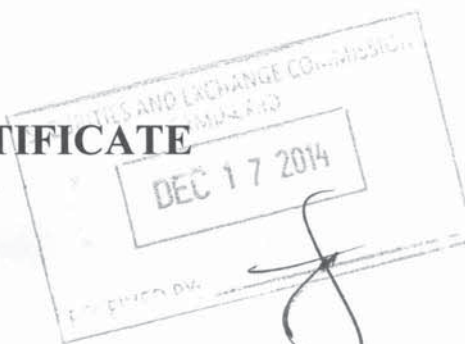
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 25th day of March, 1959, A.D., 1959.

(SGD) ELLA



PHILIPPINE SAVINGS BANK
Metrobank Group

DIRECTORS' CERTIFICATE




KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Directors and Corporate Secretary of PHILIPPINE SAVINGS BANK ("PSBank"), do hereby certify that during a regular stockholders' meeting held at PSBank Center, 777 Paseo de Roxas Ave., corner Sedeño St., Makati City, on April 28, 2014, at least two-thirds (2/3) of the outstanding capital stock of the Bank and majority of the Directors approved the amendment of the following article or provision of the Articles of Incorporation of the bank:

THIRD provision: "THAT THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE AT PSBANK CENTER, 777 PASEO DE ROXAS CORNER SEDENO ST., MAKATI CITY 1226."

The amendment to the third article or provision has been duly incorporated in the proposed amended Articles of Incorporation of the bank, a true and correct copy of which is hereto attached.


IN WITNESS WHEREOF, we have signed this Certificate this DEC 10 2014 at Makati City.


JOSE T. PARDO
Chairman / Independent Director
TIN: 116-203-611


ARTHUR V. TY
Vice Chairman
TIN: 121-526-580


VICENTE R. CUNA, JR.
Director / President
TIN: 188-233-348


SAMSON C. LIM
Independent Director
TIN: 139-256-402


BENEDICTO JOSE R. ARCINAS
Independent Director
TIN: 121-519-041



PHILIPPINE SAVINGS BANK
Metrobank Group


MA. THERESA G. BARRETTO
Director
TIN: 211-777-910


MARGARET TY CHAM
Director
TIN: 121-552-963


JEANNE FRANCES T. CHUA
Director
TIN: 122-304-600



POCHOLO V. DELA PEÑA
Corporate Secretary
TIN: 117-700-078

DEC 10 2014

SUBSCRIBED AND SWORN TO before me this _____ at
Makati City by the above-named persons who exhibited to me their respective
identity documents as follows:

	Passport No.	Date of Issue
JOSE T. PARDO	EB6622316	October 23, 2012
ARTHUR V. TY	EA0021497	January 6, 2010
VICENTE R. CUNA, JR.	EB6579723	October 17, 2012
SAMSON C. LIM	EB8993451	August 28, 2013
BENEDICTO JOSE R. ARCINAS	EB0195536	May 7, 2010
MARIA THERESA G. BARRETTO	EB0302025	June 1, 2010
MARGARET TY CHAM	EB8695290	July 17, 2013
JEANNE FRANCES T. CHUA	EB9925216	January 7, 2014
POCHOLO V. DELA PEÑA	XX0634260	March 15, 2010

Doc. No. 39
Page No. 09
Book No. 33
Series of 2014.


NOTARY PUBLIC
ATTY. ROMEO S. MASANGYA, JR.
NOTARY PUBLIC
APPOINTMENT NO. M-242
UNTIL DECEMBER 31, 2014
UNIT 236 CITY LAND CONDO B, 98 G. PUYAT MAKATI
IBP NO. 948098. 01 / 02 / 14 MAKATI CITY
PTR NO. 4225686. 01 / 02 / 14 MAKATI CITY
ROLL No. 451-
ICLE IV COMPLIANCE NO. 0007330, AUG. 13, 2014



PHILIPPINE SAVINGS BANK
Metrobank Group

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



SECRETARY'S CERTIFICATE

I, **POCHOLO V. DELA PEÑA**, of legal age, Filipino citizen, married with office address at Metrobank Plaza, Sen. Gil J. Puyat Avenue, Makati City, after having been sworn in accordance with law, depose and state:

1. That, I am the duly elected and qualified Corporate Secretary of Philippine Savings Bank, a banking institution duly organized and existing under and in accordance with the laws of the Republic of the Philippines, with principal office at PSBank Center, 777 Paseo de Roxas Ave., corner Sedeño St., Makati City.

2. That, 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 relating thereto by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Bank as its duly elected and/or appointed directors or officers or vice versa.

Makati City, DEC 11 2014


POCHOLO V. DELA PEÑA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me, this day of DEC 11 2014 at MAKATI CITY, affiant exhibiting to me his Passport No. XX0634260 issued at Department of Foreign Affairs, Manila on March 15, 2010.

ATTY. ROMEO S. MASANGYA, JR.

NOTARY PUBLIC

APPOINTMENT NO. M 242

UNTIL DECEMBER 31, 2014

AT 236 CITY LAND BOND, 898 G. PUYAT MAKATI

IBP NO. 948098 01/02/14 MAKATI CITY

PTR NO. 4225686 01/02/14 MAKATI CITY

ROLL NO. 45164

FILE IV COMPLIANCE NO 0007330, AUG. 13 12

Doc. No. 103
Page No. 32
Book No. 33
Series of 2014.