



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

COMPANY REG. NO. 17514

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

RIZAL COMMERCIAL BANKING CORPORATION
 (Amending Article VII thereof.)

copy annexed, adopted on November 27, 2017 by a majority vote of the Board of Directors and on January 29, 2018 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 and Sec. 14 of R.A. No. 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 4th day of July, Twenty Eighteen.

Ferdinand B. Sales
FERDINAND B. SALES

Company Registration and Monitoring Department

Director		CERTIFIED TRUE COPY	
Page <u>1</u> of <u>1</u>		Date Issued: JAN 15 2019	
Verified by: <i>J. Q. MATA</i>		Date Issued:	

MY/lea

1/15/19

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

2009 2010 2011 2012 2013 2014 2015 2016 2017 2018 2019

Nature of Application INCREASE OF CAPITAL STOCK	SEC Registration Number <div style="display: flex; justify-content: space-around; border: 1px solid black; width: 100%;"> 1 7 5 1 4 </div>
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Former Company Name

RIZAL COMMERCIAL BANKING CORPORATION

AMENDED TO:
New Company Name

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

YUCHENGCO TOWER, RCBC PLAZA,

6819 AYALA AVENUE, MAKATI CITY

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number

CONTACT PERSON INFORMATION
 The designated person **MUST** be a Director/Trustee/Partner/Resident Agent of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
SHIREE AMOR P. ROMA	accra@accralaw.com	830-8000	

Contact Person's Address

22ND FLOOR ACCRALAW TOWER, 2ND AVE. COR. 30TH ST., CRESCENT PARK WEST, BONIFACIO GLOBAL CITY, TAGUIG CITY

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature
<i>Mr. Yee Man</i>	2/5/18	

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

cont. of Sec. must be filed to the SEC

TRH

Report

cont. of Sec. papers (must be filed as usual)

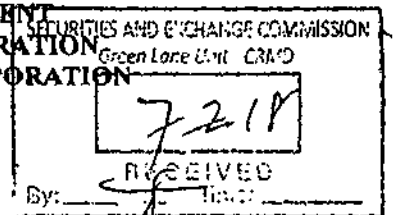
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Issued by: J. GRAYATA Date Issued: **JAN 15 2018**

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**DIRECTORS' CERTIFICATE OF AMENDMENT
TO THE AMENDED ARTICLES OF INCORPORATION
OF THE RIZAL COMMERCIAL BANKING CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, constituting at least a majority of the members of the Board of Directors, the Chairman and the Corporate Secretary of **RIZAL COMMERCIAL BANKING CORPORATION** (the "Bank"), a corporation organized and existing under the laws of the Republic of the Philippines, with address at the Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave. cor. Sen. Gil Puyat Ave., Makati City, Metro Manila, do hereby certify that:

1. At the regular meeting of the Board of Directors held on 27 November 2017 at Makati City, at least a majority of the members of the Board of Directors of the Bank approved the increase in the authorize capital stock and the amendment of Article SEVENTH of the Articles of Incorporation of the Bank by the passing of the following resolutions:

"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors approves management's proposal to increase the Bank's Authorized Capital Stock through the increase of the Authorized Common Shares from 1.4 Billion to 2.6 Billion.

"BE IT RESOLVED FURTHER, AS IT IS HEREBY RESOLVED, that the Board of Directors approves the amendment of the Bank's Articles of Incorporation for the principal purpose of reflecting the said increase in Authorized Capital Stock.

"BE IT RESOLVED FINALLY, AS IT IS HEREBY RESOLVED, that the Board of Directors approves the holding of a Special Stockholders' Meeting on January 29, 2018 for the purpose of endorsing to the Bank's stockholders the approval of the proposed increase in Authorized Capital Stock and the Amendment of the Articles of Incorporation."

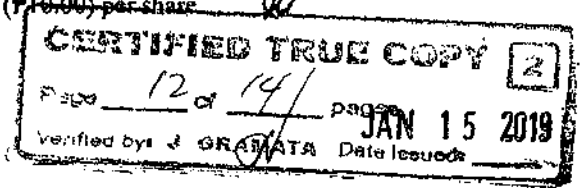
2. On 29 January 2018, a special meeting of the stockholders of the Bank was held for the purpose of approving the aforementioned resolutions of the Bank's Board of Directors relating to the increase in the authorized capital stock and amendment of Article SEVENTH of the Articles of Incorporation. During such meeting, the following resolutions were adopted and approved by the affirmative vote of the stockholders present, in person or by proxy, representing at least two-thirds (2/3) of the Bank's outstanding capital stock, to wit:

"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the authorized capital stock of the Bank be increased by Twelve Billion Pesos (P12,000,000,000.00), or from Sixteen Billion Pesos (P16,000,000,000.00) divided into One Billion Four Hundred Million (1,400,000,000) Common shares of stock with a par value of Ten Pesos (P10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (P10.00) per share to Twenty Eight Billion Pesos (P28,000,000,000.00) divided into Two Billion Six Hundred Million (2,600,000,000) Common shares of stock with a par value of Ten Pesos (P10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (P10.00) per share, and, for this purpose, Article SEVENTH of the Articles of Incorporation of the Bank be amended to read as follows:

'SEVENTH - That the authorized capital of said Corporation is TWENTY EIGHT BILLION PESOS (P28,000,000,000.00) Philippine Currency, divided into the following classes of shares:

1. Two Billion Six Hundred Million (2,600,000,000) Common Shares of stock with a par value of Ten Pesos (P10.00) per share.
2. Two Hundred Million (200,000,000) Preferred Shares of stock with a par value of Ten Pesos (P10.00) per share.

x x x."




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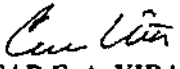
3. The accompanying Amended Articles of Incorporation of the Bank embodying the amendment to Article SEVENTH thereof is a true and correct copy of the latest Amended Articles of Incorporation of the Bank.


4. All requirements of Sections 16 and 38 of the Corporation Code of the Philippines have been complied with.

IN WITNESS WHEREOF, we have signed this Certificate this th day of January 2018 at Makati City.


HELEN Y. DEE
Chairman

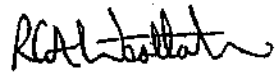

GEORGE GILBERT G. DELA CUESTA
Corporate Secretary


CESAR E. A. VIRATA
Director/Corporate Vice-Chairman


GIL A. BUENAVENTURA
Director / President / CEO

15
/ 18


TZE CHING CHAN
Director


RICHARD G.A. WESTLAKE
Director


JOHN LAW
Director


YUH-SHING (FRANCIS) PENG
Director


FLORENTINO M. HERRERA
Director


ARMANDO M. MEDINA
Independent Director


MELITO S. SALAZAR, JR.
Independent Director


ADELITA A. VERGEL DE DIOS
Independent Director

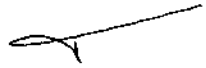

AMB. LILIA R. BAUTISTA
Independent Director


GABRIEL S. CLAUDIO
Independent Director


VAUGHN F. MONTES
Director


JUAN B. SANTOS
Director

CERTIFIED TRUE COPY [2]
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JAN 15 2018
Verified by J. ORAMATA Date issued



39963 0000 0014

JAN 29 2018

SUBSCRIBED AND SWORN to before me this ___ day of January 2018 at Makati City, affiants who are personally known to me exhibiting to me the following:

Name	Competent Evidence of Identity	
	Type of ID and Number	Expiry Date
Helen Y. Dee		
George Gilbert G. dela Cuesta		
Cesar E. A. Virata		
Gil A. Buenaventura		
Tze Ching Chan		
Richard G. A. Westlake		
John Law		
Yuh-Shing (Francis) Peng		
Florentino M. Herrera, Jr.		
Armando M. Medina		
Melito S. Salazar		
Adelita A. Vergel		
Amb. Lilia R. Bautista		
Gabriel S. Claudio		
Vaughn F. Montes		
Juan B. Santos		

ATTY. CATALINO VICENTE L. ARABIT
Notary Public

Doc. No. 189
Page No. 39
Book No. 388
Series of 2018.

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Page 14 of 14 per JAN 15 2018
Verified by J. GRANATA Date Issued _____

Republic of the Philippines
SECURITIES and EXCHANGE COMMISSION

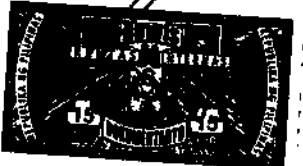
I hereby certify that [a] this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure data integrity, consisting of fourteen [14] page(s); and [b] at all relevant times, the SEC I-View facility was operating in a manner that did not affect the integrity of the electronic document.

Rizal Commercial Banking Corporation

Verified by: Juanita G. ... Fees Php 215 per copy

174/2019 JAN 15 2019

BASIS: ELECTRONIC RECORDS (REM CD)
from Rizal Development Bank



Romeo B. Camano
 SEC PSRU Specialist II

Electronic Records Management Division
 Information and Communications Technology Department