



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, 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 III thereof.)

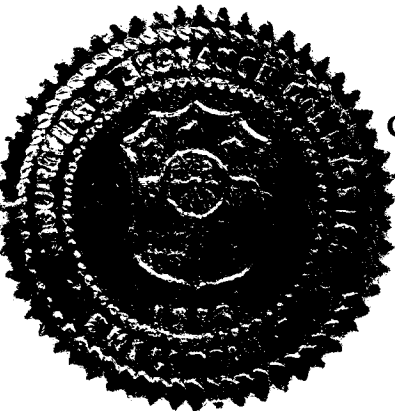
copy annexed, adopted on May 26, 2014 by majority vote of the Board of Directors and on June 30, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors 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, 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 5<sup>th</sup> day of December, Twenty Fourteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





**PROPOSED AMENDED**

**AMENDED ARTICLES OF INCORPORATION  
OF THE  
RIZAL COMMERCIAL BANKING CORPORATION  
(Formerly Rizal Development Bank)**

KNOW ALL MEN BY THESE PRESENTS:

WE, all of legal age and all of whom are citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a commercial banking corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

**FIRST** - That the name of the Bank shall be "RIZAL COMMERCIAL BANKING CORPORATION". (As amended on February 19, 1962)

**SECOND** - The purpose or purposes for which such Corporation is formed are to carry on and engage in the business of expanded commercial banking; to have and exercise, subject to, and in accordance with the provisions of applicable laws, rules and regulations, all powers, rights, privileges and attributes of an expanded commercial 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 corporations, business, or undertakings, in addition to the general powers incident to corporations. (As amended on August 23, 1989)


**THIRD** - The place where the principal office of the Corporation is to be established or located is in Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines. (as amended on June 30, 2014 by the Stockholders and on May 26, 2014 by the Board of Directors)

**FOURTH** - The term for which said Corporation is to exist is for another fifty (50) years from 23 September 2010 (as amended on June 29, 2009 by the Stockholders and on March 30, 2009 by the Board of Directors)

**FIFTH** - The names and residences of the incorporators of said Corporation are as follows:

NAME -----	RESIDENCE -----
Antonio delas Alas	22 Kanlaon, Quezon City
Juan J. Carlos	96 9th St., New Manila, Quezon City
Bienvenido R. Medrano	651 E. Delos Santos Ave., Pasay City

ORIGINAL COPY

  
ATTY. E. R. MITRA  
ASSISTANT CORPORATE SECRETARY

Fernando E. V. Sison  
 Romeo Villonco

33 West Avenue, Diliman, Quezon City  
 10 Broadway, Quezon City

**SIXTH** - The number of directors of said Corporation shall be FIFTEEN (15) and the names and residences of the directors of the Corporation, who are to serve as such until their successors are elected and qualified as provided by the By-Laws, are as follows:

NAME -----	CITIZENSHIP -----	RESIDENCE -----
Gaudencio E. Antonino	Filipino	Victoria Avenue, Quezon City
Fernando E. V. Sison	Filipino	33 West Avenue, Diliman, QC
Bienvenido Tantoco	Filipino	Banaba Circle, Forbes Park Makati, Rizal
Alberto M. Meer	Filipino	40 Pili Avenue, Forbes Park Makati, Rizal
Antonio Floirendo	Filipino	Davao City, Philippines

(Five [5] directors named above are pursuant to application files with Central Bank for conversion into commercial bank and two [2] other directors will be named later and submitted to the Central Bank for approval.)

(As amended on June 28, 2004)

**SEVENTH** – That the authorized capital of said Corporation is SIXTEEN BILLION PESOS (P16,000,000,000.00) Philippine Currency, divided into the following classes of shares:

1. One Billion Four Hundred Million (1,400,000,000) Common Shares of stock with par value of Ten Pesos (P10.00) per share. (as amended by the Board of Directors on 21 May 2010 and Stockholders on 28 June 2010)
2. Two Hundred Million (200,000,000) Preferred Shares of stock with a par value of Ten Pesos (P10.00).

Common Shares of stock are entitled to participate and vote at stockholders' meetings or in connection with any corporate action in which the consent and approval of stockholders is required by law.

Common Shares of stock may be transferred to Philippine and foreign nationals provided that not less than Sixty Percent (60%) and not more than Forty Percent (40%) of the voting stocks shall be at all times beneficially owned by Philippine nationals and by foreign nationals, respectively.

Any issuance, sale or transfer of Common Shares of stock, in violation of the restriction above set forth, shall be null and void and shall not be registrable in the books of the Corporation.

The particular features of the Preferred Shares are as follows:

Preferred Shares of stock

Preferred Shares of stock shall be voting, non-cumulative, convertible, non-redeemable and participating and may be issued in Philippine Peso or its equivalent in U.S. Dollar based on the rate of exchange of the Peso as against the U.S. Dollar prevailing at the Philippine Dealing System (the "PDS Exchange Rate") on the date of subscription; *Provided*, that no share will be issued below par value. (As amended on May 29, 2006)

Preferred Shares of stock to be issued in Philippine Peso (the "Peso Preferred Shares") shall be entitled to dividend at the floating rate equivalent to the Applicable Base Rate plus a spread of Two Percent (2%) per annum, calculated quarterly (the "Peso Dividend Rate"). The Applicable Base Rate to be set by a trustee to be appointed by the Corporation (the "Trustee") shall be the weighted average of the 91-day Treasury Bill Rate during the latest auction held on and within seven (7) calendar days prior to the Peso Dividend Rate Setting Date. The "Peso Dividend Rate Setting Date" shall mean the date the Peso Preferred Shares are issued (the "Peso Issue Date") or the initial date of each of the successive quarterly periods from issue date (each quarterly period being a "Peso Dividend Period") for as long as the Peso Preferred Shares remain outstanding, as the case may be. (As amended on May 29, 2006)

If for any reason, there is no 91-day Treasury Bill Rate within seven (7) calendar days prior to the relevant Peso Dividend Rate Setting Date, then the Applicable Base Rate shall be the latest available 91-day Treasury Bill Rate determined at the latest auction within the 30-day period before the relevant Peso Dividend Rate Setting Date (the "Alternative Base Rate"). (As amended on May 29, 2006)

If the Alternative Base Rate for any Peso Dividend Period cannot be set as specified above for any reason, then the alternative rate for that period shall be determined by negotiation between the Corporation and the Trustee. Should the Corporation and the Trustee fail to determine the alternative rate by negotiation, the Corporation shall, in good faith, determine the same. (As amended on May 29, 2006)

Preferred Shares of stock issued in U.S. Dollar (the "Dollar Preferred Shares") shall be entitled to dividend at a floating rate equivalent to the three- (3) month U.S. Dollar LIBOR plus two percent (2%) per annum, calculated quarterly (the "Dollar Dividend Rate"). The U.S. Dollar LIBOR shall be determined by the Trustee as the London Interbank Offered Rate for the U.S. Dollar deposits which appears on BBAM1 of the Bloomberg page as of 11:00 a.m. London time two (2) London business days prior to the relevant Dollar Dividend Rate Setting Date. If such Bloomberg page is not available, the rates with reference to the offered rates quoted by a group of reference banks shall be applied for the relevant Dollar Dividend Period, as may be determined by the Corporation. The "Dollar Dividend Rate Setting Date" shall mean the date the Dollar Preferred Shares are issued (the "Dollar Issue Date") or the initial date of each of the successive quarterly periods from issue date (each quarterly period being a "Dollar Dividend Period") for as long as the Dollar Preferred Shares remain outstanding, as the case may be. (As amended on May 29, 2006)

If for any reason the Dollar Dividend Rate cannot be set for any Dollar Dividend Period as specified above, then the alternative rate for that period shall be determined by negotiation between the Corporation and the Trustee. Should the Corporation and the Trustee fail to determine the alternative rate by negotiation, the Corporation shall, in good faith, determine the same. (As amended on May 29, 2006)

Preferred Shares of stock which are paid for in U.S. Dollars shall be entitled to dividends payable in the same currency. (As amended on May 29, 2006)

Dividends shall be payable out of retained earnings fifteen (15) days after the end of each Peso Dividend Period or Dollar Dividend Period (the "Dividend Payment Date") for as long as the Preferred Shares remain outstanding, based on Issue Price of the issued and outstanding Preferred Shares; Provided, that if the Dividend Payment Date falls on a day which is a non-banking day in Makati City, the same shall be the immediately following banking day in the said city. The Issue Price refers to the price at which the Preferred Shares are issued. The Peso Dividend Rate and the Dollar Dividend Rate shall be computed on a basis of 30 days in a 360-day year. (As amended on May 29, 2006)

The holders of Preferred Shares shall be entitled to participate or share, on a pro-rata basis based on par value, with the holders of Common Shares in the retained earnings of the Corporation, after dividends at the Peso Dividend Rate and Dollar Dividend Rate shall have been paid on the Preferred Shares. (As amended on May 29, 2006)

Holders of Preferred Shares shall have the right to convert the Preferred Shares into unissued Common Shares (the "Conversion Shares") of the Corporation at any time after the Issue Date at the Conversion Price. The exercise of said conversion shall be subject to a 30-day irrevocable prior written notice to be given by the holder of the Preferred Shares to the Corporation.

The Conversion Price shall be equivalent to the adjusted net book value per share of the Corporation to be based on its latest available audited financial statements prepared in accordance with International Accounting Standards (IAS) adjusted by local regulations. Foreign exchange conversion rate shall be the PDS Exchange Rate on the date of the cut-off of the reference audited financial statements. The Conversion Price shall be subject to adjustments for, among other things, subdivisions or consolidations of the shares, bonus issues, rights issues and other dilutive events occurring subsequent to the issuance of the Preferred Shares. (As amended on May 29, 2006)

In the event that it may not be viable to convert all the Preferred Shares due to regulatory constraints, conversion shall be limited to those Preferred Shares for which conversion is permitted by regulation. Regulatory constraints include, but are not limited to, prohibitions that may be imposed by the Philippine Stock Exchange, Securities and Exchange Commission and/or the Bangko Sentral ng Pilipinas on ownership of the Corporation's Common Shares by non-Philippine nationals.

Preferred Shares shall not have a maturity date, may not be redeemed at the option of the holder of Preferred Shares, and shall have no provision that will require future redemption of the issue.

If by provision of law the Corporation shall be required to make any incremental deduction or withholding on any sum payable to the holders of Preferred Shares or in the event there are amendments, modifications or changes in the interpretation by government or any taxing authority which will impose or subject the holders of Preferred Shares to a tax on the dividends received (other than what is applicable under laws in effect on October 1, 2005) and the Corporation shall be liable to pay or shoulder said deduction, withholding or taxes, the Corporation shall have the option to redeem the Preferred Shares, without penalty, on any Dividend Payment Date, by giving at least a thirty (30) day prior written notice to the holders of the Preferred Shares. The Corporation shall pay the holders of the Preferred Shares an amount equal to One Hundred Percent (100%) of the Issue Price of the Preferred Shares in cash. (As amended on May 29, 2006)

Redemption shall at all times be subject to regulation of the Bangko Sentral ng Pilipinas and shall require (i) prior approval of the Bangko Sentral ng Pilipinas; (ii) replacement with at least an equivalent amount of newly paid-in-shares; (iii) a lapse of at least five (5) years from the date of issuance; and (iv) solvency of the Corporation. Redemption shall not be allowed when the Corporation is insolvent or if such redemption will cause insolvency, impairment of capital or inability of the Corporation to meet its debts as they mature.

Redemption will be at the Issue Price of the Preferred Shares and will be paid in the same currency that they are issued. (As amended on May 29, 2006)

If so required under the rules and regulations of the Securities and Exchange Commission and the Bangko Sentral ng Pilipinas, the Corporation shall establish and maintain a Sinking Fund with the Trustee to cover full redemption of the Preferred Shares.

Holders of Preferred shares shall be given preference over holders of Common Shares in the (i) distribution of dividends and (ii) distribution of corporate assets in the event of liquidation. The preference in assets of the holders of Preferred Shares shall be up to the value of the issue price.

The foregoing features of the Preferred Shares shall be printed in the Stock Certificates to be issued by the Bank.

Holders of the capital stock, whether common or preferred, shall have no preemptive right to subscribe for or purchase any shares of any class (as amended by the Board of Directors on 21 May 2010 and Stockholders on 28 June 2010).

No liability for damages of any kind shall attach to the Corporation, its Board of Director or Officers by their refusal to register in the corporate books any issuance, sale or transfer of shares of stock of the Corporation, whether voluntarily or by operation of law, made in violation of the restrictions above set forth.

The foregoing provisions shall be printed on the Certificates of Stock to be issued by the Corporation.

**EIGHTH** - The amount of said capital stock which has been actually subscribed is THREE MILLION (P3,000,000.00) PESOS, Philippine Currency, and the following persons have subscribed for the class and number of shares, and the amount of capital stock set out after their respective names, to wit:

<u>NAME</u>	<u>RESIDENCE</u>	<u>CLASS OF SHARE</u>	<u>NO. OF SHARE</u>	<u>AMOUNT</u>
Antonio de las Alas Juan J. Carlos	22 Kanlaon, Q. C. 96 9th St., New Manila, Q. C.	Common	7,500	P 750,000
Bienvenido R. Medrano	651 E. delos Santos, Pasay	Common	1,000	100,000
Fernando E. V.Sison	33 West Avenue Quezon City	Common	2,000	200,000
			4,500	450,000



Romeo Villonco	10 Broadway, Q. C.	Common	5,000	500,000
Development Bank of the Philippines	Manila	Preferred	10,000	1,000,000
		TOTAL	30,000	P 3,000,000
			=====	=====

(Based on original capitalization.)

**NINTH** - The following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>		<u>AMOUNT PAID ON SUBSCRIPTION</u>
Antonio de las Alas	22 Kanlaon, Quezon City	P	750,000
Juan J. Carlos	96 9th St., New Manila Quezon City		100,000
Bienvenido R. Medrano	651 E. Delos Santos, P. C.		200,000
Fernando E. V. Sison	33 West Avenue, Q. C.		450,000
Romeo Villonco	10 Broadway, Q. C.		500,000
Development Bank of the Philippines	Manila		1,000,000
		TOTAL	P 3,000,000
			=====

(Based on original capitalization.)

**TENTH** - Mr. Romeo Villonco 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 as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name all subscription paid in by subscribers.

**IN WITNESS WHEREOF**, we have hereunto set our hands at the City of Manila, this 4th day of August, 1960.

(SGD.) **ANTONIO DE LAS ALAS**

(SGD.) **FERNANDO E. V. SISON**

(SGD.) **JUAN J. CARLOS**

(SGD.) **ROMEO VILLONCO**

(SGD.) BIENVENIDO R. MEDRANO

SIGNED IN THE PRESENCE OF:

(SGD.) FE VILLAFUERTE

(SGD.) VALERIANO AQUINO

REPUBLIC OF THE PHILIPPINES)  
CITY OF MANILA ) S.S.

**BEFORE ME**, a Notary Public in and for the City of Manila, Philippines, this 5th day of August, 1960, personally came and appeared the following persons with their corresponding Residence Certificates set out opposite their names, to wit:

<u>NAME</u>	<u>NUMBER</u>	<u>DATE</u>	<u>PLACE</u>
Antonio de las Alas	A-23458	January 13, 1960	Manila
Juan J. Carlos	A-5094702	January 22, 1960	Q. C.
Bienvenido R. Medrano	A-237900	January 12, 1960	Manila
Fernando E. V. Sison	A-525	January 04, 1960	Manila
Romeo Villonco	A-146852	January 06, 1960	Manila

all personally known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation, and they acknowledged to me that the same is their true and voluntary act and deed.

WITNESS MY HAND AND OFFICIAL SEAL, on the date and place first above written.

(SGD.) CARLOS S. GAMALINDA  
Notary Public  
Until December 31, 1960

Doc. No. 350;  
Page No. 71;  
Book No. XV;  
Series of 1960.

**TREASURER'S AFFIDAVIT**

**ROMEO VILLONCO**, first being duly sworn, deposes and says:

That on the 4th day of August, 1960, he was duly elected by the subscribers names 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 subscribers for the capital stock; that for THIRTY THOUSAND (30,000) SHARES OF STOCK, consisting of TWENTY THOUSAND (20,000) Common and TEN THOUSAND (10,000) Preferred Shares, THREE MILLION (P3,000,000.00) PESOS in cash has actually been transferred to him in trust and received by him for the benefit and to the credit of the Corporation; and that at least twenty (20%) percentum of the entire number of the authorized shares of the capital stock has been subscribed and at least twenty-five (25%) percentum of the subscription has been actually paid to him in cash for the benefit and to the credit of the Corporation.

(SGD.) **ROMEO VILLONCO**  
Affiant

**SUBSCRIBED AND SWORN TO** before me this 22nd day of August, 1960, in the City of Manila, Philippines, affiant exhibiting to me his Residence Certificate No. A-146852, issued at Manila, Philippines on January 6, 1960.

(SGD.) **CARLOS GAMALINDA**  
Notary Public  
Until December 31, 1960

Doc No. 368;  
Page No. 75;  
Book No. XV;  
Series of 1960.

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY ) S S.

**SECRETARY'S CERTIFICATE**

I, **MARIA CELIA H. FERNANDEZ-ESTAVILLO**, of legal age, with postal address at Rizal Commercial Banking Corporation, 46/F, Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue corner Sen. Gil Puyat Avenue, Makati City, do hereby depose and say:

1. I am the Corporate Secretary of Rizal Commercial Banking Corporation, a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal place of business at Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue corner Sen. Gil Puyat Avenue, Makati City;

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

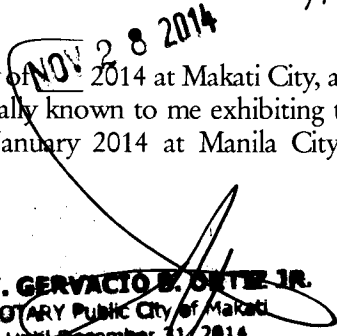
3. This Certificate is being issued to attest to the truth of the foregoing fact and for whatever purpose it may serve.

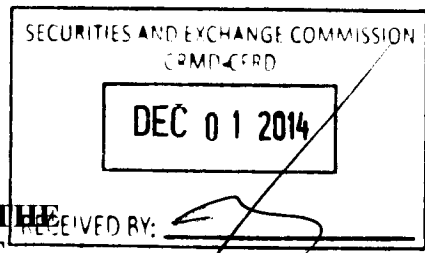
IN WITNESS WHEREOF, I have hereunto signed this Certificate this \_\_\_\_ day of \_\_\_\_ 2014 at Makati City, Philippines.

  
**MARIA CELIA H. FERNANDEZ-ESTAVILLO**  
*Affiant*

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_ 2014 at Makati City, affiant **MARIA CELIA H. FERNANDEZ-ESTAVILLO** who is personally known to me exhibiting to me her Community Tax Certificate No. 01392282 issued on 06 January 2014 at Manila City, and Passport No. EB8361199, valid until 9 June 2018.

Doc. No. 174  
Page No. 26  
Book No. 64111  
Series of 2014.  
11-14sc-amendment 2014 - SEC

  
**ATTY. GERVACIO B. ORTIZ JR.**  
NOTARY Public City of Makati  
Until December 31, 2014  
IBP No. 656155-Lifetime Member  
MCLE Compliance No. III-0014282  
Appointment No. M-199-(2013-2014)  
PTR No. 4225505 Jan. 2, 2013/Makati  
Makati City Roll No. 40091  
101 Urban Ave., Bgy. Pio del Pilar,  
Makati City



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

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being at least a majority of the members of the Board of Directors, the Chairman, and the Corporate Secretary of **RIZAL COMMERCIAL BANKING CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines with principal office at Makati, Metro Manila, Philippines, do hereby certify that:

I

At its meeting on 26 May 2014 held in Makati City, the Board of Directors of the Corporation unanimously approved the amendment of Article THIRD of the Articles of Incorporation of the Corporation, through the passage of the following resolution:

“RESOLVED, that the Corporation change its principal office address to Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines and, for this purpose, Article THIRD of the Amended Articles of Incorporation be hereby amended to read as follows:

‘THIRD— The place where the principal office of the Corporation is to be established or located is in Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines.’”

II

On 30 June 2014, the stockholders of the Corporation, constituting a valid quorum, met at the principal office of the Corporation for the Annual Stockholders' Meeting.

III

At the said meeting, the stockholders, owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the following resolution:


“RESOLVED, that the Corporation change its principal office address to Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines and, for this purpose, Article THIRD of the Articles of Incorporation be hereby amended to read as follows:

“THIRD— The place where the principal office of the Corporation is to be established or located is in Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines.”

IV


The attached Amended Articles of Incorporation of the Corporation is a true and correct copy of the Amended Articles of Incorporation of the Corporation, as amended by the Board of Directors of the Corporation at a regular meeting on 26 May 2014 and approved by the stockholders of the Corporation representing at least 2/3 of the outstanding capital stock of the Corporation at the annual meeting of the stockholders held on 30 June 2014.

IN WITNESS WHEREOF, we have hereunto set our hands this 12 day of August 2014 at Makati City.

  
ALFONSO T. YUCHENGCO  
Honorary Chairman  
107-771-398

  
HELEN Y. DEE  
Chairperson  
101-562-982

  
LORENZO V. TAN  
Director  
900-036-442

  
CESAR E.A. VIRATA  
Director  
167-999-197

  
MARIA CELIA H. FERNANDEZ-  
ESTAVILLO  
Director  
144-289-419

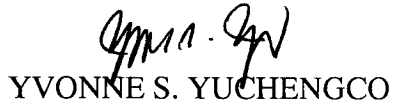
  
TEODORO D. REGALA  
Director  
125-673-089

  
WILFRIDO E. SANCHEZ  
Director  
102-096-694

  
MEDEL T. NERA  
Director  
113-423-143

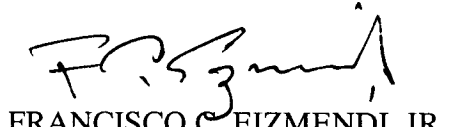
  
MINKI BRIAN HONG  
Director  
434-438-444

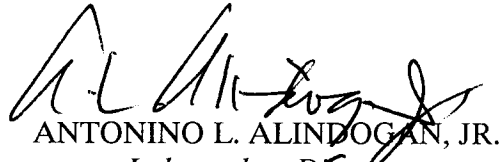
  
TZE CHING CHAN  
Director  
436-953-691

  
YVONNE S. YUCHENGC0  
Director  
106-573-924

  
FRANCIS G. ESTRADA  
Director  
217-197-087

  
ARMANDO M. MEDINA  
Independent Director  
106-572-777

  
FRANCISCO C. EIZMENDI, JR.  
Independent Director  
119-132-505

  
ANTONINO L. ALINDOGAN, JR.  
Independent Director  
108-165-345

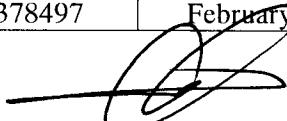
  
MARIA CELIA H. FERNANDEZ-ESTAVILLO  
Corporate Secretary  
144-289-419

REPUBLIC OF THE PHILIPPINES )  
CITY OF MAKATI CITY )S.S.

SUBSCRIBED AND SWORN to before me this AUG 12 2014 day of \_\_\_\_\_ 2014 at \_\_\_\_\_ City, affiants exhibiting to me the following:

Name	CTC No.	Date/Place Issued	Competent Evidence of Identity (Type of I.D./I.D. No.)	Issued on/at and/or Valid Until
Sec. Alfonso T. Yuchengco	02321686	04-11-14 Makati	Passport No. EB5117886	Valid until April 11, 2017
Helen Y. Dee	10714752	02-20-14 Manila	Pass Port No. EB9692502	Valid until November 26, 2018
Cesar E.A. Virata	07803725	01-14-14 Quezon City	Passport No. EB8339839	Valid until June 6, 2018
Minki Brian Hong	N/A	N/A	Pass Port No. 711113707	Valid until December 27, 2015
Lorenzo V. Tan	10866393	01-15-14 Makati	Pass Port No. EB7963923	Valid until April 23, 2018
Teodoro D. Regala	10865455	01-14-14 Makati	Passport No. EB8233504	Valid until May 27, 2018
Wilfrido E. Sanchez	27950124	01-09-14 Pasig City	Pass Port No. EB2495410	Valid Until May 18, 2016
T. C. Chan	N/A	N/A	Pass Port No. KJ0167637	Valid until April 28, 2016
Yvonne S. Yuchengco	10715361	02-14-14	Pass Port No. EB7791431	Valid until April 3, 2018
Maria Celia H. Fernandez-Estavillo	01392282	01-06-14 Manila	Passport No. EB8361199	Valid until June 09, 2018
Medel T. Nera	35448303	02-10-14 Manila City	Passport No. EB69154741	Valid until December 9, 2017
Francis G. Estrada	00160407	03-06-14 Taguig	Passport No. EB6561518	Valid until October 14, 2017
Armando M. Medina	06994726	02- 20-14 Silang, Cavite	Passport No. EB0599656	Valid until July 10, 2015
Francisco C. Eizmendi, Jr.	27957615	01-11-14 Pasig	Passport No. EB7235452	Valid until January 24, 2018
Antonino L. Alindogan, Jr.	07979401	01-03-14 Muntinlupa	Passport No. EB7378497	Valid until February 12, 2018

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 Page No. **20**  
 Book No. **210**  
 Series of 2014  
 Directors' Certificate-AOI art III

  
**ATTY. CATALINO VICENTE L. ARABIT**  
 Notary Public  
 Appointment No. M-127 (2013-2014)  
 Until 31 December 2014  
 PTR No. 4236479; 1/10/14; Makati City  
 IBP No. 953616; 1/8/14; Makati City  
 ROLL NO. 40145  
 21<sup>st</sup> Floor, Yuchengco Tower 2, RCBC Plaza  
 Ayala Avenue, Makati City





**BANGKO SENTRAL NG PILIPINAS**

**OFFICE OF THE MANAGING DIRECTOR  
SUPERVISION AND EXAMINATION SUBSECTOR II**

**CERTIFICATE OF AUTHORITY**

**KNOW ALL MEN BY THESE PRESENTS:**

By virtue of the authority vested by the Monetary Board in its Resolution Nos. 789 and 1559 dated 19 July 1995 and 8 December 2005, respectively, I hereby certify that the amendment to the Articles of Incorporation of:

**RIZAL COMMERCIAL BANKING CORPORATION**  
6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City

to wit:

<u>Reference</u>	<u>Subject</u>
Article Third	Providing the specific principal address of the corporation at "Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines."

approved by a majority vote of the board directors and stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Bank, duly certified by the corporate secretary and majority of the directors, is in accordance with law.

This Certificate is hereby issued to enable the Rizal Commercial Banking Corporation to register its Amended Articles of Incorporation with the Securities and Exchange Commission pursuant to Section 17 of Batas Pambansa Blg. 68 (The Corporation Code of the Philippines) and Section 14 of R.A. No. 8791 (The General Banking Law of 2000).

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal of the Bangko Sentral ng Pilipinas to be affixed this 22<sup>nd</sup> day of October 2014 at Manila, Philippines.

  
**LENY I. SILVESTRE**  
Managing Director



**BANGKO SENTRAL NG PILIPINAS**

**OFFICE OF THE MANAGING DIRECTOR  
SUPERVISION AND EXAMINATION SUBSECTOR II**

22 October 2014

**Atty. Ferdinand B. Sales**  
Director  
Company Registration and Monitoring Department  
Securities and Exchange Commission  
SEC Building, EDSA, Greenhills  
1552 Mandaluyong City

Dear Atty. Sales:


*Subject: Amendment to the Articles of Incorporation*

We are transmitting for filing and registration the amendment to the Articles of Incorporation (AOI) of Rizal Commercial Banking Corporation as approved by the Bangko Sentral ng Pilipinas on 22 October 2014.

Enclosed is the Certificate of Authority dated 22 October 2014 together with the following documents:

1. Directors' Certificate;
2. Proposed Amended AOI; and
3. General Information Sheet.

Very truly yours,

  
**LENY I. SILVESTRE**  
Managing Director

Att: a/s

**Note: This letter and attachments to be hand-delivered by the Bank's representative**