



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

COMPANY REG. NO. 20573

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

METROPOLITAN BANK & TRUST COMPANY
(Amending Article VII thereof)

copy annexed, adopted on February 13, 2019 by a majority vote of the Board of Directors and on April 24, 2019 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Assistant 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and Section 14 of R.A. 8791 (The General Banking Law of 2000) 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 October, Twenty Nineteen.


GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION
OF
METROPOLITAN BANK & TRUST COMPANY**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the Philippines, and we hereby certify:

FIRST: That the name of said corporation shall be METROPOLITAN BANK & TRUST COMPANY.

*SECOND: That the purpose or purposes for which said corporation is formed is to carry on and engage in the business of expanded commercial banking; to have and to exercise in accordance with applicable laws, rules and regulations, all rights, privileges, powers and attributes of an expanded commercial bank; and to engage in and carry on the business of a trust company.

**THIRD: That the place where the principal office of said corporation is to be established or located is Metrobank Plaza, Sen. Gil Puyat Avenue, Urdaneta Village, Makati City, Metro Manila, Philippines.

***FOURTH: That the term for which said corporation is to exist is up to April 6, 2057.

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

Name	Nationality	Residence
Emilio Abello	Filipino	208 M. Paterno, San Juan, Rizal
Aurea Mateo Balmocena	Filipino	320 Piy Margal, Quezon City
Salustiana Balmocena Dee	Filipino	503 Mangga Ave., Sta Mesa, Manila
Teodoro T. Evangelista	Filipino	17 de Jesus, Heroes Hill, SFDM, QC
Ephraim G. Gochangco	Filipino	1618 Batangas St., Manila
Loreto L. de Mapa	Filipino	Ledesma Bldg., Intramuros, Manila
Placido L. Mapa	Filipino	Ledesma Bldg., Intramuros, Manila
Rufino G. Manotok	Filipino	2689 Juan Luna St., Manila
Sixto K. Roxas	Filipino	Filoil Refinery Corporation 984 Taft Avenue., Manila

* As amended at the Annual Meeting of the Stockholders held on September 8, 1981

** As amended at the Annual Meeting of the Stockholders held on March 14, 1973. Further amended at the Annual Meeting of the Stockholders held on April 30, 2014.

*** As amended at the Annual Meeting of the Stockholders on May 2, 2007

"SIXTH: That the number of directors of said corporation shall be twelve (12) and that the names, nationalities and residence of those who are to serve until their successors are duly elected and qualified as provided in the by laws are as follows:

Name	Nationality	Residence
Emilio Abello	Filipino	208 M. Paterno, San Juan, Rizal
Aurea Mateo Balmocena	Filipino	320 Piy Margal, Quezon City
Salustiana Balmocena Dee	Filipino	503 Mangga Ave., Sta Mesa, Manila
Teodoro T. Evangelista	Filipino	17 de Jesus, Heroes Hill, SFD, QC
Ephraim G. Gochangco	Filipino	1618 Batangas St., Manila
Loreto L. de Mapa	Filipino	Ledesma Bldg., Intramuros, Manila
Placido L. Mapa	Filipino	Ledesma Bldg., Intramuros, Manila
Rufino G. Manotok	Filipino	2689 Juan Luna St., Manila
Sixto K. Roxas	Filipino	Filoil Refinery Corporation 984 Taft Avenue., Manila

"SEVENTH: That the authorized capital stock of the said corporation is One Hundred Forty Billion (Php140,000,000,000.00) Pesos, and said capital stock is divided into Six Billion (6,000,000,000) common shares at a par value of Twenty Pesos (Php20.00) each, and One Billion (1,000,000,000) preferred shares at a par value of Twenty Pesos (Php 20.00) each.

Preferred shares shall be non-voting except as provided by law, shall have preference over common shares in the distribution of dividends and shall have such other features as may be determined by the Board of Directors at the time of issuance, to the extent permitted by applicable law.

Stockholders shall have no pre-emptive rights to subscribe to any or all issues or dispositions of any class of shares.***

***EIGHT: That the amount of the aforesaid capital stock which has been subscribed is Two Million Pesos (Php2,000,000.00) in preferred stock and Three Million Pesos (Php3,000,000.00) in common stock and the following persons have subscribed for the number

* As amended at the Annual Meeting of the stockholders held on March 8, 1968 and further amended at the Annual Stockholders Meeting held on March 12, 1975. Further amended through the written assent of the stockholders on December 14, 2001. Further amended at the Annual Meeting of the stockholders held on April 30, 2003. Further amended at the Annual Meeting of the Stockholders held on April 25, 2012. Further amended at the Annual Meeting of the Stockholders held on April 27, 2016.

**As amended at the following meeting of the Stockholders: November 17, 1965, September 8, 1971, August 16, 1972, March 20, 1974, October 19, 1977, March 19, 1980, September 8, 1981, March 15, 1985, September 20, 1989, December 11, 1991, April 20, 1993.

Further amended on July 28, 1993.

Further amended on April 20, 1994. Further amended on January 25, 1995. Further amended on April 24, 1996.

Further amended on April 16, 1997. Further amended through the written assent of the stockholders on December 14, 2001. Further amended at the Annual Meeting of stockholders held on and April 15, 2013. Further amended at the Annual Meeting of stockholders held on April 24, 2019.

*** As amended at the Annual Stockholders Meeting on May 10, 2006.

**** Based on original Articles of Incorporation.

and amount of capital stock set out after their respective names:

Name	No. of Shares (Preferred)	Amount of Capital Stock Subscribed (Preferred)	No. of Shares (Common)	Amount of Capital Stock Subscribed (Common)
Emilio Abello			1,000	P100,000
Aurea Mateo Balmocena			5,000	500,000
Salustiana Balmocena Dee	20,000	P2,000,000	15,000	1,500,000
Teodoro T. Evangelista			1,000	100,000
Ephraim G. Gochangco			5,000	500,000
Loreto L. De Mapa			500	50,000
Placido L. Mapa			1,500	150,000
Rufino G. Manotok			500	50,000
Sixto K. Roxas			500	50,000
	20,000	P2,000,000	30,000	P3,000,000

*NINTH: That the following persons have paid on the shares of capital stock which they have subscribed the amounts set out after their respective names:

Name	Amount Paid on Subscription (Preferred)	(Common)
Emilio Abello		P100,000.00
Aurea Mateo Balmocena		500,000.00
Salustiana Balmocena Dee	P2,000,000.00	1,500,000.00
Teodoro T. Evangelista		100,000.00
Ephraim G. Gochangco		500,000.00
Loreto L. de Mapa		50,000.00
Placido L. Mapa		150,000.00
Rufino G. Manotok		50,000.00
Sixto K. Roxas		50,000.00
	P2,000,000.00	P3,000,000.00

TENTH: That Mrs. Salustiana Balmocena Dee has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws, and as such Treasurer, she has been authorized to receive for the corporation and to receive in its name for all subscriptions paid in by said subscribers.

*Based on original Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this 31st day of December, 1961 in the City of Manila, Philippines.

(Sgd.) EMILIO ABELLO

(Sgd.) AUREA MATEO BALMOCENA (Sgd.) LORETO L. DE MAPA

(Sgd.) SALUSTIANA BALMOCENA DEE (Sgd.) PLACIDO L. MAPA

(Sgd.) TEODORO T. EVANGELISTA (Sgd.) RUFINO G. MANOTOK

(Sgd.) EPHRAIM G. GOCHANGCO (Sgd.) SIXTO K. ROXAS

Signed in the presence of:

(Sgd.) Illegible

(Sgd.) Illegible

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI)SS.

BEFORE ME, a Notary Public in and for the City of Manila, personally appeared:

Name	Community Tax Certificate No.	Date/Place Issued
Emilio Abello	A-157912	1.03.61 / Manila
Aurea Mateo Balmocena	A-376702	6.08.61 / Manila

Salustiana Balmocena Dee	A-6000	1.11.61 / Manila
Teodoro T. Evangelista	A-335941	4.14.61 / Manila
Ephraim G. Gochangco	A-13627	1.03.61 / Manila
Loreto L. de Mapa	A-110173	1.17.61 / Manila
Placido L. Mapa	A-110172	1.17.61 / Manila
Rufino G. Manotok	A-126709	1.17.61 / Manila
Sixto K. Roxas	A-133692	1.26.61 / Manila

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 31st day of December, 1961 in the City of Manila, Philippines.

(Sgd.) Floro D. Carpio
Notary Public
Until December 31, 1961

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Series of 1961

**DIRECTORS' CERTIFICATE OF THE
AMENDMENT OF THE AMENDED ARTICLES OF
INCORPORATION**



We, the Assistant Corporate Secretary and a majority of the members of the Board of Directors of Metropolitan Bank & Trust Company (the "Bank") do hereby certify that at a regular stockholders' meeting held on April 24, 2019 at Metrobank Plaza, Makati City, stockholders representing at least two-thirds (2/3) of the outstanding capital stock, ratified the resolution approved by at least a majority of the members of the Board of Directors at a regular board meeting held on February 13, 2019, also at Metrobank Plaza, Sen. Gil Puyat Avenue, Makati City, approving the amendment of the following Articles of Incorporation of the Bank:

SEVENTH: THAT THE AUTHORIZED CAPITAL STOCK OF THE SAID CORPORATION IS ONE HUNDRED FORTY BILLION (PHP140,000,000,000.00) PESOS, AND SAID CAPITAL STOCK IS DIVIDED INTO SIX BILLION (6,000,000,000) COMMON SHARES AT A PAR VALUE OF TWENTY PESOS (PHP20.00) EACH, AND ONE BILLION (1,000,000,000) PREFERRED SHARES AT A PAR VALUE OF TWENTY PESOS (PHP 20.00) EACH.

PREFERRED SHARES SHALL BE NON-VOTING EXCEPT AS PROVIDED BY LAW, SHALL HAVE PREFERENCE OVER COMMON SHARES IN THE DISTRIBUTION OF DIVIDENDS AND SHALL HAVE SUCH OTHER FEATURES AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF ISSUANCE, TO THE EXTENT PERMITTED BY APPLICABLE LAW.

STOCKHOLDERS SHALL HAVE NO PRE-EMPTIVE RIGHTS TO SUBSCRIBE TO ANY OR ALL ISSUES OR DISPOSITIONS OF ANY CLASS OF SHARES.

The amendment to the SEVENTH Article has been duly incorporated in the proposed amended Amended Articles of Incorporation of the Bank, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we have affixed our signature on
MAY 03 2019 at Makati City, Metro Manila.


ARTHUR TY
Chairman
Metrobank Board of Directors


FRANCISCO C. SEBASTIAN
Vice Chairman

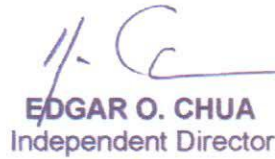

FABIAN S. DEE
President / Director


ALFRED V. TY
Director


JESLI A. LAPUS
Independent Director


REX C. DRILON II
Independent Director


FRANCISCO F. DEL ROSARIO, JR.
Independent Director


EDGAR O. CHUA
Independent Director


ANGELICA H. LAVARES
Independent Director


EDMUND A. GO
Director


VICENTE R. CUNA, JR.
Director


SOLOMON S. CUA
Director



LAARNI D. BERNABE
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me in Makati City on
MAY 03 2019 the following persons exhibiting to me their respective Tax
Identification No, as follows:

	TIN Nos.
Arthur Ty	121-526-580
Francisco C. Sebastian	163-762-954
Fabian S. Dee	123-466-183

Alfred Ty	107-032-619
Jesli A. Lopus	117-802-402
Rex C. Dylon II	166-840-354
Francisco F. Del Rosario, Jr.	119-180-704
Edgar O. Chua	121-509-950
Angelica H. Lavares	134-509-801
Edmund A. Go	201-116-539
Vicente R. Cuna, Jr.	188-233-348
Solomon S. Cua	103-086-416
Laarni D. Bernabe	192-663-800



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ATTY. DONATO V. ESPINO
Notary Public for Makati City
M-111 (2013-2020), until 12/31/2020
Roll of Attorneys No. 63712
7F, Metrobank Plaza, Gil Puyat Ave
2019 IBP OR No. 056046; 12/5/2018
2019 PTR No. MKT 7332949; 01/4/2019
MCLE Compliance No. VI-0001784



20190925-1644675


Machine Validation:

	Republic of the Philippines DEPARTMENT OF FINANCE SECURITIES AND EXCHANGE COMMISSION Secretariat Building, PICC Complex Roxas Boulevard, Pasay City, 1307	
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PAYMENT ASSESSMENT FORM

No. 20190925-1644675

DATE 09/25/2019	RESPONSIBILITY CENTER CRMD
PAYOR: METROPOLITAN BANK & TRUST COMPANY MAKATI CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Increase of Authorized in Capital Stock		4020102000 (606)	80,000,000.00
		Subtotal - 4020102000 (606)	80,001,000.00
Legal Research Fee (A0823)		2020105000 (131)	800,010.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
---NOTHING FOLLOWS---			
TOTAL AMOUNT TO BE PAID			Php 80,801,070.00
Assessed by: mfryee 		Amount in words: EIGHTY MILLION EIGHT HUNDRED ONE THOUSAND SEVENTY PESOS AND 00/100	
Remarks:			

SEC Landbank Accounts

Landbank Region/Area	SEC Clearing Account	SEC Account
Region II, III-A, III-B, IV, Area IV-A, AREA IV-B, and Region VIII	3402-2319-20	Head Office / Tarlac
Region I	3402-2319-38	Baguio
Region V	3402-2319-46	Legaspi
Region VI	3402-2319-64	Iloilo / Bacolod
Region VII	3402-2319-62	Cebu
Region IX	3402-2319-70	Zamboanga
Region X	3402-2319-89	Cagayan De Oro
Region XI & XII	3402-2319-97	Davao

Note:

- A. This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form
- B. Accepted mode of payment at SEC Main Office, Pasay City:
1. Cash 2. Manager's/Cashier's Check 3. Postal Money Order
- C. Accepted mode of payment at selected Landbank branches:
1. Cash 2. Manager's/Cashier's Check payable to the Securities and Exchange Commission
- D. Preparation of OnCall Payment Slip shall be per Account Code as reflected in the Payment Assessment Form
- E. ANY ALTERATIONS WILL INVALIDATE THIS FORM

For National Capital Region (NCR), payments are only allowed thru the ff. Landbank branches:

Name of Branch	SEC Clearing Account
Edsa Greenhills	3402-2319-20
Edsa Congressional	
Araneta E.O.	
YMCA	
DOTC	
Ortigas E.O.	
Muntinlupa	
North Avenue	

Date: 09/25/2019
 Time: 5:58 PM
 PPS0101070100*****

SECRETARY'S CERTIFICATE

I, **LAARNI D. BERNABE**, of legal age, Filipino citizen, with office address at Metrobank Plaza, Sen. Gil J. Puyat Ave., Makati City, after having been sworn in accordance with law, depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of Metropolitan Bank & Trust Company ("Metrobank"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with head office at Metrobank Plaza, Sen. Gil J. Puyat Ave., 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.

Makati City, Philippines, AUG 28 2019, 2019.



LAARNI D. BERNABE
Assistant Corporate Secretary

Republic of the Philippines)
City of Makati) SS.

AUG 28 2019

SUBSCRIBED AND SWORN to before me in Makati City, this _____, affiant exhibited to me her Passport No. EC2168017 (expiry date on 21 September 2019).

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Series of 2019.


ATTY. DORATO V. ESPINO
Notary Public for Makati City
M-111 (2019-2020), until 12/31/2020
Roll of Attorneys No. 63712
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2019 IBP OR No. 056046; 12/5/2018
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