



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

COMPANY REG. NO. A200014495

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

SUN LIFE FINANCIAL PLANS, INC.

copy annexed, adopted on March 07, 2016 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 28th day of September, Twenty Seventeen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

A 2 0 0 0 1 4 4 9 5

SEC Identification Number

S U N L I F E F I N A N C I A L P L A N S , I N C .

(Company's Full Name)

S u n L i f e C e n t r e 5 t h A v e . c o r .

R i z a l D r i v e , B o n i f a c i o G l o b a l

C i t y , T a g u i g C i t y

(Business Address: No. Street City/Town/Province)

Anna Katrina C. Kabigting-Ibero

(Contact Person)

555 - 8888 local 5699

(Company Telephone Number)

AMENDMENT OF BY-LAWS

1 2

Month

3 1

Day

(Fiscal Year)

(Form Type)

Last Friday of May

Month Day

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

AMENDED BY - LAWS
OF
SUN LIFE FINANCIAL¹ PLANS, INC.

ARTICLE 1
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1.1 Subscription - Subscribers to the capital stock of the corporation shall pay to the Corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 1.2 Certificate - Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription issued in his/her name and registered in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President or any Vice President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 1.3 Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his/her attorney-in-fact, or other legally authorized person to make such transfer. The transfer shall be valid and binding on the Corporation only upon record thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary and issuance of a new certificate to the transferee.

No shares of stock against which the Corporation holds unpaid claims shall be transferable in the books of the Corporation.

¹ As amended by a majority of the Board of Directors during a regular meeting on 07 March 2016 and by at least 2/3 of the issued and outstanding capital stock of the Corporation during the annual stockholders' meeting on 07 March 2016.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 1.4 Lost Certificates - In case any certificate for the capital stock of the Corporation is lost, stolen or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed by law, particularly Section 73 of the Corporation Code.

Section 1.5 Addresses of Stockholders - Each stockholder shall designate to the Secretary of the Corporation an address at which notices of meeting and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to designate such address, corporate notices may be served upon him by mail at his last known post office address.

Section 1.6. Closing of Transfer Books - The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed for a period not exceeding twenty (20) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect to any change, conversion or exchange of the capital stock, and in each such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid.

ARTICLE 2 MEETING OF STOCKHOLDERS

Section 2.1 Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held annually on the last Friday of May of each year. If any such day is a legal holiday, then the regular meeting shall be held on the business day following.

Section 2.2 Special Meeting - Special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, (b) The Chairman of the Board of Directors, at his own instance, or at the written request of

stockholders representing a majority of the outstanding capital stock, or (c) the President of the Corporation.

Section 2.3 Place of Meeting – Stockholders meetings, whether regular or special, shall be held in the principal office of the Corporation or any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located.

Section 2.4 Notice of Meeting – (a) Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, telefax, or by mail—whether by physical or electronic transmission, or by such other means of communication as may be allowed by law or regulations at least fourteen (14) days prior to the date of the meeting and at least seven (7) days prior to the date of the special meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the regular meeting. Notice of any meeting may be waived, expressly or impliedly, by any stockholder. Any stockholder who attends a regular or special meeting in person or by proxy is deemed to have waived notice.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable law or regulations.²

Section 2.5 Quorum - Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or

² As amended by a majority of the Board of Directors during a regular meeting on 07 March 2016 and by at least 2/3 of the issued and outstanding capital stock of the Corporation during the annual stockholders' meeting on 07 March 2016.

represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented.

Section 2.6 Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his/her absence, the President, or if neither of the foregoing is present and acting, by a Chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman may adjourn the meeting from time to time, without notice other than announced at the meeting.

Section 2.7 Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Proxies shall be in writing and signed by the stockholder or his/her duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting and may be sent to the Secretary by personal delivery, mail, or facsimile. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at a meeting.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 Powers of the Board - Unless otherwise provided by the law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such as may be granted by law, the Board of Directors shall also have the following powers:

a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the Corporation's business and affairs;

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights, interest or privileges, including securities and bonds of other Corporations, as the transaction of the business of the Corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

c) To invest the funds of the Corporation in another Corporation or business or for any other purposes other than those for which the Corporation was organized,

whenever in the judgment of the Board of Directors the interest of the Corporation would thereby be promoted, subject to such stockholders approval as may be required by law;

d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deed of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation;

e) To guarantee, for and in behalf of the Corporation obligations of other Corporations or entities in which it has lawful interest;

f) To make provisions of the discharge of the obligations of other Corporations or entities in which it has lawful interest;

g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, belonging to the Corporation whenever in the judgment of the Board of Directors, the Corporation's interest would be promoted thereby;

h) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons to participate in any such plans and the amount of their respective participation;

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and likewise, to grant installments for the payment or settlement of whatsoever debts are payable to the Corporation;

j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the Corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the Corporation with such powers and upon such terms, as may be deemed fit;

k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Section 3.2 Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3.3 Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or special meeting of stockholders duly called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or any regular or special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or special meeting of stockholders duly called for that purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of meeting.

Section 3.4 Meetings of the Board of Directors – Regular meetings of the Board of Directors shall be held once semi-annually on such dates at such places as may be called by the Chairman of the Board, or in his/her absence, the President, or upon the request of a majority of the Directors. Special meetings of the Board of Directors may be held at any time as may be called by the Chairman of the Board, or in his/her absence, the President or upon the request of a majority of Directors. Directors who are not physically present and are at different local or international locations may attend the meeting via teleconferencing or videoconferencing.³

Section 3.5 Notice – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telefax, telegram, facsimile or by written or oral message or electronically at least one (1) day prior to the date of the meeting. A director may waive this requirement either expressly or impliedly.⁴

Section 3.6 Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, and

³ and ⁴ As amended by a majority of the Board of Directors during a regular meeting on 07 March 2016 and by at least 2/3 of the issued and outstanding capital stock of the Corporation during the annual stockholders' meeting on 07 March 2016.

every decision of at least a majority of directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 3.7 Conduct of the Meeting - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting and if not present, the members in attendance shall appoint a secretary of the meeting.

ARTICLE 4 OFFICERS

Section 4.1 Election/Appointment - The Board of Directors shall formally organize by electing the Chairman, the President, the Treasurer, and the Secretary of the Corporation.

The Board may, from time to time, appoint such other officers, including a Chief Executive Officer and one or more Vice Presidents as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or President and Secretary at the same time.

Section 4.2 Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 4.3 President - The President, who shall be a director, shall have administration and direction of the day-to-day business affairs of the Corporation and shall exercise the following functions:

a) To preside at the meetings of the stockholders and the Board of Directors in the absence of the Chairman of the Board of Directors;

b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

c) To supervise and manage the business affairs and property of the Corporation upon direction of the Board of Directors;

d) To implement the administrative and operational policies of the Corporation under the Board of Director's supervision and control;

e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;

f) To oversee the preparation of the budgets and the statements of accounts of the Corporation;

g) To prepare such statements and reports of the Corporation as may be required of him by law;

h) To represent the Corporation at all functions and proceedings;

i) To execute on behalf of the Corporation all contracts, agreements and other instruments affecting the interests of the Corporation which require the approval of the Board of Directors;

j) To make reports to the Board of Directors and stockholders;

k) To perform such other duties as are incidental to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 4.4 The Vice President - The Vice President, if any, shall, if qualified, act as President in the absence of the latter. The Vice President shall have other powers and duties as may from time to time, be assigned by the Board of Directors or by the President.

Section 4.5 The Secretary - The Secretary must be a resident and a citizen of the Philippines. The Secretary shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the Corporation's formal actions and transactions. In addition, the Secretary shall have the following specific powers and duties:

a) To record or see the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books, showing all shares of the Corporation subscribed, issued and transferred;

c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d) To attend to the giving and serving of all notices of the Corporation required by law or these by-laws to be given;

e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;

f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots, or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election;

g) To perform such other duties as are incidental to his office or as may be assigned to him by the Board of Directors.

Section 4.6 The Treasurer - The Treasurer of the Corporation must be a resident of the Philippines and shall have the following duties:

a) To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;

b) To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;

c) To deposit in the name and to the credit of the Corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds,

securities, bonds and similar valuable effects belonging to the Corporation which may come under his control;

d) To render an annual statement showing the financial condition of the Corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;

e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be require by government rules and regulations and to submit the same to the proper government agencies

f) To exercise such powers and perform such duties and functions as may be assigned to him by the President;

Section 4.7 Term of Office - The term of office of all officers shall be for a period of one (1) year and thereafter, until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 4.8 Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

ARTICLE 5 OFFICES

Section 5.1 The principal office of the Corporation shall be located at the place stated in Article 3 of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines, as the business of the Corporation may, from time to time, require.

ARTICLE 6 AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 6.1 External Auditors - At the regular stockholders meeting, the external auditor of the Corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the Corporation.

Section 6.2 Fiscal Year – The fiscal year of the Corporation shall begin on the first day of January and end of the last day of December of each year.

Section 6.3 Dividends – Dividends shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

**ARTICLE 7
SEAL**

Section 7.1 Form and Inscriptions – The corporate seal shall be determined by the Board of Directors.

**ARTICLE 8
AMENDMENTS**

Section 8.1 These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers of the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this 12th day of September 2000 at Makati City, Philippines.

ESTHER C. TAN

FERDINAND BERBA

HENRY JOSEPH HERRERA

CAESAR P. ALTAREJOS, JR.

RAOUL LITTAUA

REPUBLIC OF THE PHILIPPINES }
PASAY CITY } S.S.

DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Chairman, majority of the members of the Board of Directors, and the Corporate Secretary of **SUN LIFE FINANCIAL PLANS, INC.** (the "Corporation"), after being sworn to in accordance with law, do hereby certify that the accompanying document, attached as Annex "A," is a true and correct copy of the Amended By-Laws of Sun Life Financial Plans, Inc., embodying amendments to the Corporation's By-Laws. Said amendments were duly approved and adopted by a majority of the Board of Directors during a regular meeting on 07 March 2016 and by at least 2/3 of the issued and outstanding capital stock of the Corporation during the annual stockholders' meeting on 07 March 2016.

The undersigned further certify that the approved amendments are as set forth below:

1. Amendment of corporate name from "Sun Life Plans, Inc." to "Sun Life Financial Plans, Inc.";
2. Article 2, Section 2.4 -

"Section 2.4 Notice of Meeting – (a) Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, telefax, or by mail – whether by physical or electronic transmission, or by such other means of communication as may be allowed by law or regulations at least fourteen (14) days prior to the date of the meeting and at least seven (7) days prior to the date of the special meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the regular meeting. Notice of any meeting may be waived, expressly or impliedly, by any stockholder. Any stockholder who attends a regular or special meeting in person or by proxy is deemed to have waived notice.

"When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting,

any business may be transacted that might have been transacted on the original date of the meeting.

“(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

“(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable law or regulations.”

3. Article 3, Sections 3.4 and 3.5 -

“**Section 3.4 Meetings of the Board of Directors** - Regular meetings of the Board of Directors shall be held once semi-annually on such dates at such places as may be called by the Chairman of the Board, or in his/her absence, the President, or upon the request of a majority of the Directors. Special meetings of the Board of Directors may be held at any time as may be called by the Chairman of the Board, or in his/her absence, the President or upon the request of a majority of Directors. Directors who are not physically present and are at different local or international locations may attend the meeting via teleconferencing or videoconferencing.

“**Section 3.5 Notice** - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telefax, telegram, facsimile or by written or oral message or electronically at least one (1) day prior to the date of the meeting. A director may waive this requirement either expressly or impliedly.”

IN WITNESS WHEREOF, we have hereunto set our hands this MAR 07 2017
in PASAY CITY



KARIM GILANI
Chairman
TIN 474-612-303


RIZALINA G. MANTARING

Director

TIN 108-112-169

ALEXANDER S. NARCISO

Director and President

TIN 123-240-821


FRANCISCO S.A. SANDEJAS


Director

TIN 906-825-200


OSCAR S. REYES

Director

TIN 136-623-569


JEMILYN S. CAMANIA

Corporate Secretary

TIN 918-719-776

SUBSCRIBED AND SWORN to before me this MAR 07 2017 at
PASAY CITY, affiants having exhibited to me competent evidence of their identity
as follows:

| <u>Name</u> | <u>Passport No.</u> | <u>Date/Place Issued</u> |
|-------------------------|---------------------|---------------------------------|
| Karim Gilani | GJ913958 | 22 July 2015 / Whitby |
| Rizalina G. Mantaring | EC5964028 | 13 November 2015 / DFA Manila |
| Alexander S. Narciso | EC4560877 | 01 July 2015 / DFA Manila |
| Francisco S.A. Sandejas | EB7744959 | 26 March 2013/ DFA Manila |
| Oscar S. Reyes | EB8380979 | 13 June 2013 / DFA Manila |
| Jemilyn S. Camania | EC2498769 | 22 October 2014 / DFA NCR South |

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Page No. 8
Book No. X
Series of 2017.


ATTY. MARVIN R. ANGEL
NOTARY PUBLIC
UNTIL DEC. 31, 2018
PTR NO. 5266148-1/3/2017 PASAY CITY
IBP NO. 1052058-1/3/2017 PASAY CITY
COMPLIANCE NO.
U-0024151-10/25/2016
ROLL NO. 28/01



6th Floor Sun Life Centre
5th Avenue corner Rizal Drive
Bonifacio Global City
Taguig City
Tel: (632)555-8888 loc. 5699
Fax: (632)849-9727
akkab@sunlife.com

03 August 2017

Director Ferdinand B. Sales
Office of the Director
Company Registration and Monitoring Department
Compliance and Monitoring Division
Securities and Exchange Commission
East Wing, Secretariat Building, PICC, Pasay City

Attention: **Director Ferdinand B. Sales**

Re: *Amendment of By-Laws of Sun Life Financial Plans, Inc.*

Dear Director Sales:

We write in connection with your Division's directive for Sun Life Financial Plans, Inc. (the "Company") to submit a letter to explain the multiple filing of General Information Sheet for the year 2016. This requirement is in relation to the filing of the Company's Amended By-Laws before this Commission.

The following are the reasons for the filing of multiple General Information Sheets in 2016 and 2017:

1. GIS filed on 19 April 2017
 - Annual filing of GIS for 2017
2. GIS filed on 07 December 2016
 - Amendment to include the name and pertinent details of the appointed Assistant Corporate Secretary, and the name of signing partner of the Company's External Auditor
3. GIS filed on 25 October 2016
 - Amendment to include the name and pertinent details of the Acting Assistant Corporate Secretary
4. GIS filed on 04 April 2016
 - Annual filing of GIS for 2016
 - Include the names and pertinent details of the newly appointed President and Independent Director

In this regard, we respectfully request a favorable resolution from your office to the Securities and Exchange Commission allowing the amendment of the Company's By-Laws.

We trust that you will find the foregoing in order and grant us a favorable response.

Very truly yours,



ANNA KATRINA C. KABIGTING-IBERO
Assistant Corporate Secretary



SECURITIES AND EXCHANGE COMMISSION
Company Registration and Monitoring
Department (CRM)
Office of the Director
RECEIVED
04 MAY 2017 Time 2:12PM

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

MEMORANDUM

TO : COMPANY REGISTRATION AND MONITORING DEPARTMENT
FROM : CORPORATE GOVERNANCE AND FINANCE DEPARTMENT
Licensing Division
SUBJECT : SUN LIFE FINANCIAL PLANS, INC.
Amended By-Laws
DATE : May 2, 2017

Mr. Ordinate
Only 10 more
need on file
3/5

This refers to the Amended By-Laws of SUN LIFE FINANCIAL PLANS, INC. (amending Art. 2, Sec. 2.4, Art. 3, Sec. 3.4 and 3.5) which was forwarded to this Department for comments.

We have no comments on the application considering that the company is a pre-need company and its regulation has been transferred to the Insurance Commission.

[Signature]
JUSTINA F. CALLANGAN
Director



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila



1ST ENDORSEMENT
31 May 2017

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Secretariat Building, PICC Complex, Roxas Boulevard, Manila the attached amended By-Laws of **SUN LIFE FINANCIAL PLANS, INC.** with office address at 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig with the advise that the Insurance Commission has no objection to its registration and has taken note of the following amendments:

AMENDED BY-LAWS:

1. Amendment of corporate name from "Sun Life Plans, Inc." to "Sun Life Financial Plans, Inc." to align the name of the company as shown in its Articles of Incorporation.

2. **Article 2, Section 2.4-**

Section 2.4 Notice of Meeting (a) Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, telefax, or by mail-whether by physical or electronic transmission, or by such other means of communication as may be allowed by law or regulations at least fourteen (14) days prior to the date of the meeting and at least seven (7) days prior to the date of the meeting and at least seven (7) days prior to the date of the special meeting to each stockholder of record of his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the regular meeting. Notice of any meeting may be waived, expressly or impliedly, by any stockholder. Any stockholder who attends a regular or special meeting in person or by proxy is deemed to have waived notice.

(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable regulations.


3. ARTICLE 3 – BOARD OF DIRECTORS

Section 3.4 Meetings of the Board of Directors – Regular meetings of the Board of Directors shall be held once semi-annually on such dates at such places as may be called by the Chairman of the Board, or in his/her absence, the President, or upon the request of a majority of the Directors. Special meetings of the Board of Directors may be held at any time as may be called by the Chairman of the Board, or in his/her absence, the President or upon the request of a majority of Directors. **Directors who are not physically present and are at different local or international locations may attend the meeting via teleconferencing or videoconferencing.**

Section 3.5 Notice – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, **telex, telefax**, telegram, facsimile or by written or oral message or **electronically** at least one (1) day prior to the date of the meeting. A director may waive this requirement either expressly or impliedly.

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner