



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
Secretariat Building, PICC Complex
Pasay City

COMPANY REGISTRATION NO. CS201909023
CERTIFICATE OF AUTHORITY NO. 1218

**CERTIFICATE OF INCORPORATION
AND AUTHORITY TO OPERATE AS A FINANCING COMPANY**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

Philippines RUP Financing Corporation

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation and Authority in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), Republic Act No. 8556, otherwise known as the Financing Company Act of 1998 and its implementing rules and regulations, and Republic Act No. 7042, as amended, otherwise known as the Foreign Investments Act of 1991, and copies of said Articles of Incorporation and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation and authorizes it to operate as a Financing Company subject to the representations and commitments set forth in its application for registration and authority, and shall submit annually and periodically to the Commission the reportorial requirements indicated at the dorsal portion of this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Pasay City, Metro Manila, Philippines, this 3 day of June, Twenty Nineteen.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

POST-REGISTRATION REPORTORIAL AND OTHER COMPLIANCE REQUIREMENTS

1. The minimum paid-up capital required under Sections 2(b) and 6(c) of the Rules and Regulations implementing the provisions of the Financing Company Act (the "Rules") of 1998 shall remain unimpaired in accordance with Section 11 of said Rules.
2. The corporation shall not open any branch, agency, extension office or unit without prior Certificate of Authority issued by the Commission.
3. The corporation, unless duly authorized to perform quasi-banking functions, shall not act as a dealer in commercial papers or in certificate of time deposit, but may act as a dealer in other securities, provided it is duly licensed by the Commission as such. Except in cases of issuance to primary institutional lenders, financing companies without quasi-banking license shall not issue instruments other than promissory notes to cover placement with or borrowings by the company.
4. The corporation shall not engage in quasi-banking functions unless duly licensed by the Bangko Sentral ng Pilipinas (BSP).
5. The company shall pay an annual fee not later than forty-five (45) days before the anniversary date of this Certificate pursuant to Section 8 of the Rules.
6. The true cost of credit to the borrower or user shall be fully disclosed by the company in the prescribed form of Disclosure Statement on Loan/Credit Transaction pursuant to SEC Memorandum Circular No. 7, series of 2011.
7. Issuers of Commercial Papers in Exempt Transactions shall be guided by the provisions of Rules 10.1.5, 10.3 and 17.1.2 of the Implementing Rules and Regulations of the Securities Regulation Code.
8. **Reportorial Requirements**

Document

- a. General Information Sheet (GIS), as certified and sworn to by the Corporate Secretary

Filing Period

- Within thirty (30) calendar days from the date the annual stockholders' meeting was actually held
- If unable to hold the stockholders' meeting for the current year, the GIS shall be submitted not later than January 30 of the next calendar year.

Reminder: Pursuant to Section 50 of the Corporation Code, regular meetings of stockholders shall be held annually on a date fixed in the By-Laws. Companies are mandated to comply with Sec. 50 and the deadline set above are based on the assumption that companies have until the last day of the year, i.e., December 31 to hold their annual meetings. A corresponding fine/penalty shall be assessed for non-holding of annual meeting.

- All changes arising between annual meetings and those affecting the information stated in the GIS shall be reflected in the Amended GIS labeled as such and the changes clearly highlighted; the Amended GIS shall be submitted within thirty (30) calendar days after the occurrence or effectivity of such change.

- b. Audited Financial Statements (AFS) stamped "received" by the Bureau of Internal Revenue (BIR), audited by an independent Certified Public Accountant (CPA) accredited with the Board of Accountancy.

- In accordance with the annual schedule of filing financial statements indicated in the applicable Circular of the Commission

Additional Requirements on External Auditors:

- Financing Companies shall have independent auditors accredited by the Commission under Group C pursuant to Rule 68 of the Securities Regulation Code; and
- The mandatory requirement for Group C accredited external auditors shall no longer be required for Financing Companies whose asset in the preceding year is Ten Million Pesos (P10,000,000.00) and below, per SEC Memorandum Circular No. 7, series of 2017.

- c. Special Forms for Audited Financial Statements (FCFS) data from AFS

- Within thirty (30) days after the submission of the AFS

- d. Interim financial statements (FCIF) which shall cover the head and its branch offices

- Within forty-five (45) calendar days from the end of the interim semi-annual period covered by the report (SEC Memorandum Circular No. 3, series of 2013)

- e. Annual Information Statements

- Underwriters or Issuers of commercial papers ("CP") shall file an information statement (SEC Form CP-IS) within seven (7) days prior to issuance thereof.

- An annual CP report on outstanding issuance shall likewise be filed on or before the 10th of January every year. (Rule 17.1.2 of the Implementing Rules and Regulations of the Securities Regulation Code)

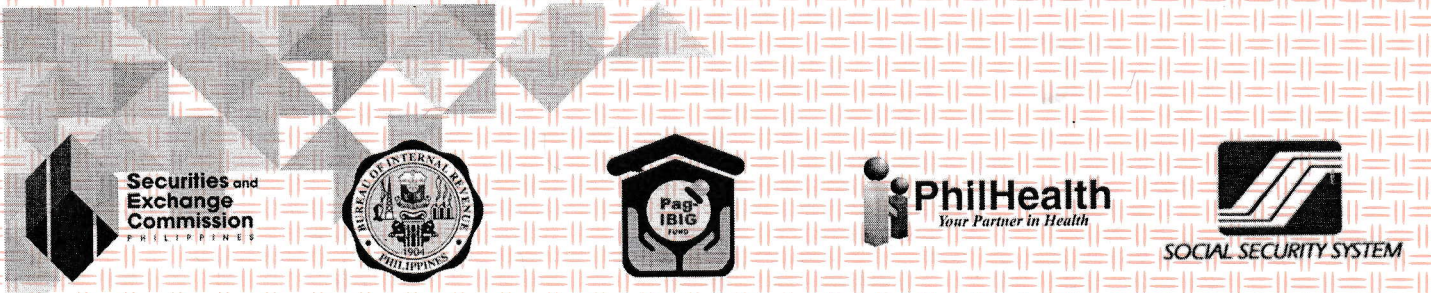
- f. Certification of the Compliance Officer on the extent of compliance with the Company's Manual on Corporate Governance

- On or before January 30 of the following year (SEC Memorandum Circular No. 6, series of 2009)

- g. Stock and Transfer Book (STB)

- Within thirty (30) days from the date of the issuance of the Certificate of Incorporation

9. The Certificate of Authority may be suspended and/or revoked if any of the conditions stated above and the rules and regulations, circulars and other requirements that are and will be prescribed by the SEC are not strictly complied with.



UNIFIED REGISTRATION RECORD (URR)

COMPANY NAME

Philippines RUP Financing Corporation

SEC REGISTRATION NUMBER

CS201909023

TAX IDENTIFICATION NUMBER (TIN)

010335777

PAG-IBIG EMPLOYER NUMBER (Eyer ID)

PHILHEALTH EMPLOYER NUMBER (PEN)

PRINCIPAL ADDRESS

5th Floor Rockwell Business Center Tower 1,
Meralco Avenue, Ugong, CITY OF PASIG, NCR,
SECOND DISTRICT, Philippines

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SSS EMPLOYER NUMBER (ER No.)

PHONE NO.

02-7455340

FAX NO.

MOBILE NO.

09082630285

E-MAIL ADDRESS

philrupfinancingcorp@
gmail.com

AUTHORIZED REPRESENTATIVE (to be filled up by company - for presentation to social agencies)