



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

COMPANY REG. NO. 42020

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

LMG CORP.

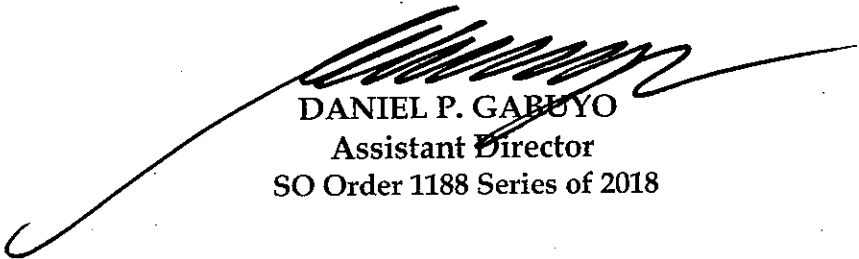
(Formerly: LMG CHEMICALS CORP.)

(Amending Articles I & IV Primary Purpose and by adding new provision designated as Article XII thereof)

copy annexed, adopted on September 20, 2018 by majority vote of the Board of Directors and on September 19, 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 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

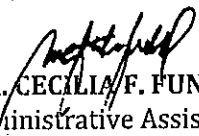
IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 25th day of June, Twenty Twenty.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

**COMPANY REGISTRATION AND MONITORING DEPARTMENT
CHECKLIST OF REQUIREMENTS
FOR AMENDMENT OF ARTICLES OF INCORPORATION/BY-LAWS**

Name of Corporation:	LMG CORP. (Formerly: LMG CHEMICALS CORP.)
Date Assigned:	May 23, 2020
Date of Registration	August 19, 1970
Term of Existence	50 years

REQUIREMENTS	Compliant	Remarks (If requirement not complied with or subject of correction)
1. Cover Sheet	C	
2. Directors'/Trustees' Certificate		
a. Signed by majority of the directors/trustees and corporate secretary	C	
b. Proposed amendments indicated	C	
c. Required votes of the directors/trustees and the stockholders/members	C	
d. Date and place of the stockholders'/members' meeting	C	
e. Names of signatories are reflected in the Latest GIS	C	
3. Amended Articles of Incorporation		
a. Amended Provision/s		<i>*Please indicate the former name of the corporation below the amended name (Formerly: LMG CHEMICALS CORP.)-ok complied 05.27.2020</i>
b. Foreign Equity per GIS Latest		
c. Others (please specify): If the provision to be amended in the primary/secondary purposes : a) Compliance with the Naturalization Laws b) Foreign Equity per GIS		
4. Amended By-laws	C	
a. Amended Provision/s		
b. Others (please specify):		
5. Monitoring Clearance	N/A	With MSRSD and CGFD clearance
6. Secretary's Certificate certifying that no intra-corporate case/action has been filed or is pending before any court or tribunal, against or among the directors, officers, or stockholders of the corporation	C	
ADDITIONAL REQUIREMENTS:		
	Compliant	Remarks (If requirement not complied with or subject of correction)
1. Endorsement/clearance from other government agencies, if applicable	Yes	With attached MSRSD and CGFD clearance.
2. If the provision to be amended is the corporate name:	N/A	
a. Name Verification Slip		
b. Affidavit of director, trustee or officer undertaking to change corporate name (not required if the Articles of Incorporation has a provision on this commitment)	N/A	
3. Others (please specify):	N/A	
AMENDED PROVISIONS		
-ARTICLES OF INCORPORATION	Articles I, IV and adding Article XII	
-BY-LAWS	Art. IV	
DATE OF MEETING:	September 19, 2019	
Filing Fee:	P2,180.00	


MA. CECILIA F. FUNELAS
 Administrative Assistant II
 Corporate and Partnership Registration Division



Machine Validation:

20200529-2362377



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

**PAYMENT ASSESSMENT FORM**

No. 20200529-2362377

DATE 05/29/2020	RESPONSIBILITY CENTER CRMD
PAYOR: LMG CORP. (FORMERLY LMG CHEMICALS CORP.) PASIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Amended By Laws		4020102000 (606)	1,000.00
		Subtotal - 4020102000 (606)	2,000.00
Name Verification		4020199099 (678)	100.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
TOTAL AMOUNT TO BE PAID			Php 2,180.00
Assessed by: mcfunelas		Amount in words: TWO THOUSAND ONE HUNDRED EIGHTY 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	3402-2319-54	Iloilo / Bacolod
Region VII	3402-2319-52	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	

RODERICO V. PUNO
HELENA ROSALES
CALO
MA. ELIZABETH
PERALTA-LORIEGA
JONATHAN P.
SERRANO
JOHN MAYNARD G.
ATOTUBO
MINERVA A. SANTOS
JOSE M. LAYUG, JR.
VINCENT PATRICK A.
BAYHON
ALFRED D. MOLO
RANULFO G. V. PAYOS,
JR.
MARIA LETHEL C.
ALBURO-MEJIA

RICHE AVIGALE
RAMOS-PILARES
JOSE A. LINSANGAN III
JOSEPH VINCENT B.
ALVAERA
LOVELY CONCEPCION
M. CHAVEZ

PUNO LAW

JUSTICE RICARDO C. PUNO, SR.*
RICARDO V. PUNO, JR.**
Founding Partners

ROSELLA PUNO MAPA
Managing Partner Emeritus

* January 4, 1923 – July 25, 2018
** Retired

20 April 2020

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Metro Manila
Philippines

Attention : **Gerardo F. Del Rosario**
Director
Company Registration and Monitoring Department

Re : Amendment of the Articles of Incorporation and
By-laws of LMG Chemicals Corp.

Gentlemen:

On behalf of our client LMG Chemicals Corp. (the "**Corporation**"), we write to your good office to request for a monitoring clearance and for the processing of the amendments to the Articles of Incorporation and By-laws of the Corporation.

Attached herewith are the following documents:

1. Amended Articles of Incorporation attached as **Annex "A"**;
2. Amended By-laws attached as **Annex "B"**;
3. Directors' Certificate attached as **Annex "C"**;
4. Secretary's Certificate on no pending case of intra-corporate dispute attached as **Annex "D"**;
5. Letter from the Market Securities Regulation Department attached as **Annex "E"**;
6. Letter from the Corporate Governance and Finance Department attached as **Annex "F"**;
7. Name Reservation Slip with attachments attached as **Annex "G"**;
8. Latest General Information Sheet attached as **Annex "H"**;
9. Latest Audited Financial Statement attached as **Annex "I"**;
10. Certificate of Incorporation of the Corporation attached as **Annex "J"**; and
11. Stock and Transfer Book of the Corporation attached as **Annex "K"**.

Please note that the Directors' Certificate and the Secretary's Certificate contain the electronic signatures of the Directors and the Corporate Secretary, respectively, in accordance with Securities Exchange Commission ("SEC") Memorandum Circular No. 10, Series of 2020. The Corporation hereby declares that the documents submitted are authentic and that it undertakes to submit the physically signed and notarized amendment documents should the SEC require the submission of the duly notarized hard copies of the attached documents. To conform with the notarial information required under the law (*i.e.* date of notarization since the Directors' Certificate and the Secretary's Certificate are required to be sworn and subscribed before the notary), the date of signing of the Directors' Certificate and Secretary's Certificate will have to be amended when the duly notarized hard copies of the amendment documents are submitted to the SEC.

ROBERTO T.
SANTIAGO, JR.
RICKY N. CANTRE
BRYAN A. SAN JUAN
KATHRYN S. SABADO
CAMILLE ALISON D. LIM
JUAN PAOLO DE JOYA
SANTOS
CZARINA G.
QUINTANILLA-RAZ
CRISELA L.
BERNARDINO
MARJORIE IVORY S.
FULGUERAS
JAN DERRIC P.
BRIONES
MARIE JOURGEN B.
ENDALUZ
CORINNA LORENZA T.
TORRIJOS
SOPHIA M. KHO
MARGARITA ISIDORA S.
DEL ROSARIO
FREDERICK WILLIAM D.
CRISOLOGO
CHRISTINE C.
CLEMENTE
GRACIELLO TIMOTHY
D. REYES
CRISTINA MARIE T.
BELLO
KRIZIA YVETTE O.
FABICO
VIVIEN GAY T. GAMMAD
RAYMOND RAINIER L.
ZABALA
REGINE MARIE A.
TUMLOS
KATHLYN NADIA D.
BALDONADO
CECILE DANICA C.
GOTAMCO
MICHAEL ROMAN E.
MATIAS
HAZEL Y. DIZON
MARA LOUISE A. RUIZ
MARIAN M.
VANSLEMBROUCK
MICHELLE T. LAO
JOSEPHINE ANDREA M.
DELA CRUZ
SAMANTHA ANNE S.
MONZON
LESLEY ASTRID A.
COSTALES
NADINE ANNE C.
ESCALONA
ELIANE C. MIRANDA
VIVIEN VALERIE V.
VALDEZ
ANDREA PAOLA C.
HERRERA-LIM
QUEENY THERESE T.
LIM
KRISTINE C. SONON
AIMEE GRACE A.
GARCIA
KATRINA JANINE B.
CABANOS
RUFINO GERARD G.
MORENO III

MARY ELOISE
UYCHIAT-TIROL
Legal Consultant

The Corporation intended to submit the amendment documents after its Special Board of Directors' Meeting on 30 March 2020 but not later than 9 April 2020 which is the last day of the reservation of the corporate name. However, the Corporation is asking for leniency on this matter as it cannot extend the period of reservation of the corporate name in light of the Enhanced Community Quarantine.

We hope that your office finds the attached documents in order. Thank you very much.

By:

PUNO AND PUNO



REGINE MARIE A. TUMLOS

AMENDED ARTICLES OF INCORPORATION OF LMG CORP.

Formerly: LMG CHEMICALS CORP.

(Amended as of 19 September 2019)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, Filipino, and residents of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Republic of the Philippines, and

-WE HEREBY CERTIFY-

FIRST: That the name of the corporation shall be

LMG CORP.

(amended as of 19 September 2019)

SECOND: That the term for which the said corporation is to exist shall be fifty (50) years from and after the date of incorporation.

THIRD: That the principal office of the Corporation shall be at 1006B West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Philippines. *(amended as of 20 September 2018)*

FOURTH: That the said corporation is formed for the following purpose:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop or otherwise dispose of real or personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, without acting as a broker/dealer in securities, and without engaging in financial leasing.

The corporation shall have all the express powers provided under Section 35 of the Revised Corporation Code of the Philippines. *(amended as of 19 September 2019)*

SECONDARY PURPOSE

- (a) As the law and the purpose of said corporation may permit and the transaction of its lawful business may reasonably and necessarily require, to acquire, purchase, invest in, own, use, hold, construct, improve, develop, cultivate, equip, restore, repair, maintain, manage, operate, sell, assign, convey, alienate, exchange, lease, mortgage, pledge, encumber, create, or accept trusts or fiduciary obligations with respect to or otherwise dispose of or deal in or with real and/or personal property of whichever kind or description, or any interest therein, such as but not limited to lands, buildings, houses, warehouses, stores, storage facilities, depots, cold storage plants, slaughterhouses, mills, factories, gas stations, gas or petroleum pipelines, waterworks, irrigation systems, pumping plants and other works for the development, conservation, storage, transmission, utilization of water, including artesian wells, dams, reservoirs, sewers, motor vehicles, building construction and land development equipment, trains, airplanes, ships, boats, lighters, docks, piers, ferries, wharves, shipping, radio, telephone, telegraph and other communication facilities as well as structures, works, instruments, apparatus, machinery, equipment and appliances of any kind, the securities, goodwill, rights and privileges, franchise, business, property and assets of any corporation, partnership, association, firm, syndicate, entity or person engaged in any business or enterprise which may be lawfully undertaken by the corporation, subject to the requirements, limitations and restrictions imposed by law.
- (b) To engage in the production, mining, development, manufacture, buying, selling, merchandising, trading, or dealership of any kind of materials, substances, goods, wares, machinery and equipment which may be necessary, useful or convenient to carry out any of the purposes for which the corporation was organized.
- (c) To generate electric current of any kind or power for use in enterprises, ventures, or projects established, developed or promoted by said corporation appropriated or useful for said corporation's business and to establish, maintain and use all appropriate plants and systems and their appurtenances for the manufacture, transmission and delivery thereof.
- (d) To apply for, obtain, register, maintain, renew, purchase, lease or otherwise acquire, and to the extent authorized by law, to hold, use, exercise, own, operate, develop and introduce, sell, assign, grant licenses in respect of, turn to account or traffic in, and/or otherwise dispose of, such rights, privileges, concession, licenses, permits and franchises, as may be necessary to carry out said corporation's purposes as well as any patents, inventions, improvements and processes, trademarks, trade names or distinctive marks, used in connection with or secured under letters patent of the Philippines or elsewhere or otherwise.
- (e) To export from and import into the Philippines and any and all foreign countries, as principal or agent, merchandise of every kind, and nature for exportation from, and importation into, the Philippines, to and from all countries foreign thereto; and to purchase, sell and deal in domestic

merchandise in domestic markets and foreign merchandise in foreign market.

- (f) To issue, in accordance with law, shares of its capital stock, bonds, debentures, certificates, or other securities or evidences of indebtedness, and/or issue, make, draw, accept, indorse, or guarantee promissory notes, bills of exchange or other negotiable or binding instrument, in payment for property purchased or acquired by it, for money borrowed or for any other lawful object in or about its business; to confer upon the holder of any security of said corporation, secured or unsecured, the right to convert the principal thereof into stock or any other security of the corporation; to purchase or otherwise acquire, re-issue, hold, sell, pledge, transfer, cancel or otherwise dispose of the share of its own capital stock or any securities or other obligations issued by it in the manner and to the extent now or hereafter permitted by law.
- (g) To borrow sums of money and to contract, assume, or guarantee such debts from time to time, as may be deemed necessary for, or of aid in the accomplishment, of any of its lawful purposes or objects, either without any collateral security or on the security of real or personal property, all subject to the limitations established by law.
- (h) To promote, cause to be organized, and by subsidy, suretyship, guaranty, deferred payment, or any other manner authorized by law, any corporation, partnership, association, syndicate, entity, person, located in or organized under the laws of any authority, in any part of the world, any security of which is held directly or indirectly by or for said corporation or in the business, financing or welfare of which said corporation shall have any interest; and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security.
- (i) To conduct and carry on its business in any all of its various branches under any trade names.
- (j) To act as agents, commission merchants, and attorneys-in-fact for all and every class of producer, seller, farmer, merchants, shipper, and person or persons whomsoever, directly or indirectly.
- (k) To perform other acts or act, incidental or appertaining to or connected with the said purposes or powers or any part or parts thereof.
- (l) To enter into, make, perform and carry out contracts of every kind for any lawful purposes, pertaining or in any manner incident to the business of said corporation, whether as principal, agent, guarantor trustee, administrator, manager, broker, factor, commission, merchant or otherwise, with any person, corporation, partnership, association, firm, syndicate, agency or entity, whether domestic or foreign, public or private.
- (m) In general, to do all and perform any and all lawful acts or things, requisite, necessary, proper, suitable, advisable or convenient for the accomplishment or furtherance of any or all of the purposes, or the attainment of any or all of the objects hereinbefore set forth or which, at

any time, shall appear conducive to its protection or benefit, either alone or jointly or in association with other corporation, partnerships, associations, entities or individuals.

The foregoing clause shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Dr. EUSEBIO S. GARCIA	Filipino	No. 70, 11 th St. New Mla. Quezon City
Mr. MANUEL J. GONZALES	-do-	5200 P. Sanchez Street Manila
Mr. JUAN J. CARLOS	-do-	69, 9th St. New Manila Quezon City
Mr. EDUARDO DE LEON	-do-	11 Hernandez Street, San Lorenzo, Makati Hernandez Street, San Lorenzo, Makati
Mr. ANTONIO M. GARCIA	-do-	No. 52 Doña Magdalena Hemady Street New Manila, Quezon City

SIXTH: That the number of directors of said corporation shall be nine (9) and the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided in the By-laws are as follows, to wit:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Dr. EUSEBIO S. GARCIA	Filipino	No. 70, 11 th St. New Mla. Quezon City
Mr. MANUEL J. GONZALES	-do-	5200 P. Sanchez Street Manila
Mr. JUAN J. CARLOS	-do-	69, 9th St. New Manila Quezon City
Mr. EDUARDO DE LEON	-do-	11 Hernandez Street, San Lorenzo, Makati
Mr. ANTONIO M. GARCIA	-do-	No. 52 Doña Magdalena Hemady Street New Manila, Quezon City

(amended as of 20 September 2018)

SEVENTH: That the capital stock of the said corporation shall be TWO HUNDRED MILLION PESOS (P200,000,000.00), Philippine currency, and said capital stock is divided into TWO HUNDRED MILLION (200,000,000) shares at the par value of ONE PESO (1.00) each.

The common shares shall have the fundamental legal rights such as proportionate ownership, voting power and be transferable.

The above term and restriction shall be printed in all stock certificates of the corporation.

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out opposite their respective names:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Dr. EUSEBIO S. GARCIA	Filipino	100,000,000	P100,000,000
Mr. MANUEL J. GONZALES	-do-	100,000	100,000
Mr. JUAN J. CARLOS	-do-	500,000	500,000
Mr. EDUARDO DE LEON	-do-	200,000	200,000
Mr. ANTONIO M. GARCIA	-do-	200,000	200,000

NINTH: That 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>
Dr. EUSEBIO S. GARCIA	No. 70, 11 th St. New Mla. Quezon City	P250,000
Mr. MANUEL J. GONZALES	5200 P. Sanchez Street Manila	25,000
Mr. JUAN J. CARLOS	69, 9th St. New Manila Quezon City	125,000
Mr. EDUARDO DE LEON	11 Hernandez Street, San Lorenzo, Makati	50,000
Mr. ANTONIO M. GARCIA	No. 52 Dona Magdalena Hemady Street New Manila, Quezon City	50,000

TENTH: That ANTONIO M. GARCIA 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 for the subscription paid by such subscribers.

ELEVENTH: No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the proper books of the corporation and also in all the stock certificates issued by the corporation.

TWELFTH: All shares of the Corporation shall have no pre-emptive right to purchase or subscribe to any issuance of shares of stock of the Corporation of any class and/or series now or hereafter authorized, or reissued from treasury. (amended as of 19 September 2019)

IN WITNESS WHEREOF, we have hereunto set our hand and seal in Makati, Rizal, Philippines, this 12th day of August 1970.

(Sgd) Dr. EUSEBIO S. GARCIA

(Sgd) MANUEL J. GONZALES

(Sgd) JUAN J. CARLOS

(Sgd) EDUARDO DE LEON

(Sgd) ANTONIO M. GARCIA

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

REPUBLIC OF THE PHILIPPINES}
PROVINCE OF RIZAL }
MUNICIPALITY OF MAKATI } S.S.

BEFORE ME, at Makati, Rizal. Philippines, this 12th day of August 1970 personally came and appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Place/Date Issued</u>
Dr. EUSEBIO S. GARCIA	A-4478010	Cuyapo, Nueva Ecija Feb. 19, 1970
Mr. MANUEL J. GONZALES	A-4299092	Quezon City January 23, 1970
Mr. JUAN J. CARLOS	A-32551	Manila January 2, 1970
Mr. EDUARDO DE LEON	A-5834385	Makati, Rizal April 13, 1970
Mr. ANTONIO M. GARCIA	A-557045	Quezon City March 18, 1970

All known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntarily act and deed for the purposes and uses therein stated.

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

(Sgd) MANUEL R. SINGSON
Notary Public
Until December 31, 1970

Doc. No. 2234:
Page No. ___;
Book No. ___;
Series of 1970

AMENDED BY-LAWS OF

LMG CORP.

Formerly: LMG CHEMICALS CORP.

(amended as of 19 September 2019)

Article I

1. CERTIFICATE OF STOCK shall be issued to each holder of fully paid stock in numerical order from the stock certificates book, and shall be signed by the President and by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock register of the company.
2. TRANSFER OF STOCK shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for cancellation and cancelled upon the face thereof. The stock books of the company shall be closed for transfer during five days next preceding general election and during five days next preceding the date upon which dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.
3. THE UNISSUED STOCK of the company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the company may from time to time determine, and shall be sold upon such terms and for such prices (not less than par) as may be fixed in the resolutions directing such sales.
4. TREASURY STOCK of the company shall consist of such unissued and outstanding stock of the company as may be donated to the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or the stockholders, as the case may be. Such stock shall neither vote nor participate in dividends while held by the company.
5. LOSS OR DESTRUCTION OF CERTIFICATES The Board of Directors may be direct a new certificate or certificates of stock to be issued in place of any certificate of certificates theretofore issued and alleged to have been lost or destroyed in the manner provided by law.

6. SUBSCRIPTION RIGHT ON INCREASE OF STOCK. Should the capital of the company at any time be increased, such increase shall first be offered to, and may be subscribed by, the existing stockholders in proportion to their present shareholdings at a price to be determined by the board provided that it shall be not less than par value.
7. TIME FOR PAYMENT OF SUBSCRIPTION OF STOCK. Subscription to capital stock must be paid to the Treasurer at such time or times, and in such installments as the Board of Directors may, by resolution, require.

Article II
Stockholders' Meeting

1. ANNUAL MEETING of the stockholders of this company shall be held at the principal office of the company at Makati, Metro Manila, Philippines at the 3rd Thursday of September of each year, if a legal holiday, and if a legal holiday then on the next regular day following.
2. SPECIAL MEETINGS of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the President and must be called upon the writing request of stockholders registered as the owner of one third of the total outstanding stock.
3. NOTICE OF MEETINGS, written or printed for every regular or special meeting of the stockholders shall be prepared and mailed or personally served to the registered post office address of each stockholder not less than five days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular or special meeting invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any meeting at which all of the shareholders are present or represented voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice or meeting in the public newspaper shall be required.

4. QUORUM AT ANY MEETING of the stockholders shall consist of a majority of the outstanding capital stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines requires the affirmative vote of a greater proportion.
5. PROXIES. Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the secretary for inspection and record at or prior to the opening of said meeting.
6. ELECTION OF DIRECTORS. The election of Directors shall be held at the Annual meeting of stockholders and shall be conducted in the manner provided by the Corporation Law of the Philippines, and with such formalities and machinery as the officer presiding at the meeting shall then and there determine and provide.
7. ORDER OF BUSINESS. The Order of Business at the Annual Meeting and as far as possible at all other meetings of the stockholders shall be as follows:
 - a. Calling the Roll
 - b. Secretary's proof of due notice of the meeting
 - c. Reading and disposal of any unapproved minutes
 - d. Reports of officers, annual and otherwise
 - e. Election of Directors
 - f. Unfinished business
 - g. New business
 - h. Adjournment

Article III
DIRECTORS

1. THE BUSINESS AND PROPERTY of the corporation shall be managed by a Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duty

qualified successors. Vacancies in the Board may be filled up in accordance with the procedures provided for by the relevant laws.

2. THE ORGANIZATIONAL MEETING of the Board of Directors shall be held without notice at the principal office of the Company or at such other places in the City of Manila as a majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.
3. SPECIAL MEETINGS of the Board of Directors shall be held in the principal office of the Company or at such other places in the City of Manila as may be designated in the call, and may be called by the President at any time or by any three (3) members of the Board, or such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.
4. NOTICE OF SPECIAL MEETINGS shall be given by the Secretary to each members of the Board not less than one (1) day before any such meeting. No publication of the notice of any meeting in the public newspaper shall be required.
5. QUORUM - A quorum at any meeting of the Directors shall consists of a majority of the entire membership of the Board as fixed in the Articles of Incorporation. A majority of such quorum shall decide any question that any matters in which the laws of the Philippines may require the affirmative vote of a greater prop01tion of the members except for the election of officers which shall require the vote of a majority of all the members of the Board.
6. OFFICERS OF THE COMPANY, as provided by the By-Laws shall be elected by the Board of Directors at their first meeting after election of Directors. If any office becomes vacant during the year the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. ORDER OF BUSINESS at any regular or special meeting of the Board of Directors shall be:
 1. Calling the Roll
 2. Secretary's proof of due notice of the meeting
 3. Reading and disposal of unapproved minutes
 4. Reports of officers, annual and otherwise
 5. Unfinished business
 6. New business
 7. Adjournment

8. DELINEATION OF FUNCTIONS. The Board shall ensure that the proper policies on the delineation of functions and lines of authority are established and adopted for the proper and/or convenient transaction of corporate business affairs.

9. PER DIEM. By resolutions of the Board, each director shall receive reasonable per diem allowance for his attendance at each meeting of the Board.

As compensation, the Board shall receive and allocate an amount not more than 10% of the net income before income tax of the corporation which shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock.

Article IV

Officers

1. THE ELECTIVE OFFICERS of the Corporation shall normally consist of a Chairman of the Board, a Vice-Chairman, a President, a Corporate Treasurer and a Corporate Secretary. The Corporate Treasurer and Corporate Secretary may or may not be members of the Board pursuant to Sec.25 of the Corporation Code.

2. THE CHAIRMAN OF THE BOARD shall preside at all meetings of the stockholders and the Board of Directors and shall perform such other functions as the Board of Directors may from time to time assign to him. The position of the Chairman of the Board shall be a separate and distinct position from the Chief Executive Officer who shall also be the President of the Corporation. He shall have the following roles and responsibilities:
 - a. Makes certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;
 - b. Guarantees that the Board of Directors receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;
 - c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
 - d. Ensures that the Board of Directors sufficiently challenges and inquires on reports submitted and representations made by Management;
 - e. Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors; and
 - f. Makes sure that performance of the Board of Directors is evaluated at least once a year and discussed/followed up on. (amended as of 19 September 2019)
3. THE VICE CHAIRMAN of the Board shall, in the absence of the Chairman preside at all meetings of the stockholders and of the Board of Directors.
4. THE PRESIDENT shall be the Chief Executive Officer of the Corporation. He shall have the general supervision of the day-to-day operations of the company. He shall have the following roles and responsibilities:
 - a. Determines the Corporation's strategic direction and formulates and implements its strategic plan on the direction of business;
 - b. Communicates and implements the Corporation's vision, mission, values and overall strategy and promotes any organization or stakeholder change in relation to the same;

- c. Oversees the operations of the Corporation and manages human and financial resources in accordance with the strategic plan;
 - d. Directs, evaluates and guides the work of the key officers of the Corporation;
 - e. Manages the Corporation's resources prudently and ensures a proper balance of the same;
 - f. Builds the corporate culture and motivates the employees of the Corporation;
and
 - g. Perform such other duties as the Board of Directors may from time to time assign to him. (amended as of 19 September 2019)
5. CORPORATE SECRETARY. The Corporate Secretary who must be Filipino citizen and resident of the Philippines shall perform the functions provided by law. He shall also perform such other duties as may be prescribed by the Board of Directors and/or Chairman or President.
6. THE CORPORATE TREASURER. The Corporate Treasurer shall be the custodian of special corporate funds that may be designated as such by the Board and/or Chairman or President.
7. VACANCIES. If the office of the Chairman, President, Secretary, and Treasurer becomes vacant by reason of death, resignation, disqualification, or otherwise, the Board of Directors, by a majority vote, may choose a successor who shall hold office for the unexpired term or for such term as may be fixed by the said Board of Directors.

Article V

DIVIDENDS AND FINANCE

1. THE FISCAL YEAR of the company shall commence with the opening of business on the 1st day of January of each calendar year and shall close on the 31st day of December of the same year.

2. DIVIDENDS shall be declared only from the unrestricted retained earnings and shall be payable at such times and in such amount as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the company, or both, as said Board of Directors and/or the stockholders shall determine. No dividend shall be declared that will impair the capital of the company.
3. AUDITORS shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of account of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the treasurer. No director, no officer of the company and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.
4. INSPECTION OF ACCOUNTS by any member of the Board of Directors in person may be made at any and all reasonable times during business hours of the company, and such inspection may embrace all books, records and vouchers of the company.

The books, accounts and records of the company shall be open for inspection by the stockholders at reasonable times.

Article VI

Indemnification of Directors and Officers

The corporation shall indemnify every director or officer, his heirs, executor and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding arising from such action or suit (other than an action by the corporation to which he may be, or is, made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to

which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

Article VII

Changes in the By-Laws

Procedure for Amendments. The By-laws may be amended, revised or repealed or new By-Laws adopted subject to the provisions of the Jaw.

Article VIII

Definition and Interpretation of Terms

The terms used in these By-Laws shall be defined and construed in accordance with the Corporation Code and other relevant laws of the Republic of the Philippines.

Article IX

Adoption of Additional Rules and Regulations

The Board of Directors may adopt additional rules and regulation not inconsistent with these By-Laws and their amendments.

The foregoing By-Laws were adopted by the Unanimous consent of the owners of a majority of the outstanding stock of the corporation at the first meeting of the shareholders held in Makati, Rizal, Philippines, on the 21st day of August 1970.

In witness whereof, we, the undersigned shareholders present at said meeting, and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names and with the Chai1-man of the meeting and the Secretary of the same do likewise without signature attest

(SGD.) DR. EUSEBIO S. GARCIA

(SGD.) MANUEL J. GONZALES

(SGD.) JUAN J. CARLOS

(SGD.) EDUARDO DE LEON

(SGD.) ANTONIO M. GARCIA