



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS200604494

**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  
  
**METRO PACIFIC INVESTMENTS CORPORATION**  
(Amending Article VII Change in Par Value thereof)

copy annexed, adopted on October 17, 2023 by majority vote of the Board of Directors and on December 4, 2023 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 12<sup>th</sup> day of September, Twenty Twenty Four.

  
DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

RV/bds



# COVER SHEET

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

C S 2 0 0 6 0 4 4 9 4

Former Company Name

M E T R O P A C I F I C I N V E S T M E N T S  
C O R P O R A T I O N

AMENDED TO:  
New Company Name

Principal Office ( No./Street/Barangay/City/Town)Province)

9 t h F l o o r , T o w e r 1 , R o c k w e l l  
B u s i n e s s C e n t e r , O r t i g a s A v e n u e  
P a s i g C i t y , M e t r o M a n i l a  
ZIP CODE

Company Email Address

compliance@mpic.com.ph

Company's Telephone Number/s

8888-0888

Mobile Number

09498895494

### CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

John Jefferson Pahudpod

jjpahudpod@picazolaw.com

8888-0999

09686865243

Contact Person's Address

104 H.V. Dela Costa St., Salcedo Village, Makati City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
Compliance Monitoring Division


CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
METRO PACIFIC INVESTMENTS CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors of **METRO PACIFIC INVESTMENTS CORPORATION**. (the "Corporation") and the Chairman and Corporate Secretary of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendment to SEVENTH Article thereof, is true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors during their meeting held on 17 October 2023 at the principal office of the Corporation, and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting held on 4 December 2023 in Pasig City.

The amendment to SEVENTH Article consists of a change/increase in the par value of the Corporation's common shares, Class A Preferred Shares, and Class B Preferred Shares, so that Article III shall read as follows:

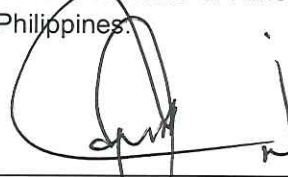
SEVENTH: That the authorized capital stock of the Corporation is FORTY BILLION FIFTY MILLION PESOS (Php 40,050,000,000.00) divided into SEVENTY SEVEN MILLION (77,000,000) common shares with a par value of Five Hundred Pesos (Php500.00) per share, FORTY MILLION (40,000,000) Class A Preferred Shares with a par value of Five Pesos (Php5.00) per share and Two Million Seven Hundred Thousand (2,700,000) Class B Preferred Shares with a par value of Five Hundred Pesos (Php500.00) per share. [As approved by the Board of Directors during their meeting held on 17 October 2023, and the stockholders during their meeting on 4 December 2023]

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have signed this Directors' Certificate of Amended Articles of Incorporation this JUL 17 2024 in PASIG CITY, Philippines.



**MANUEL V. PANGILINAN**  
T.I.N. 914-481-801  
Chairman and President



**ALFRED V. TY**  
T.I.N. 407-032-619  
Director and Vice Chairman

**JOSE MA. K. LIM**  
T.I.N. 100-930-085  
Director

**JUNE CHERYL A. CABAL-REVILLA**  
T.I.N. 162-410-711  
Director

**TAKEHIKO AINOYA**  
T.I.N. 610-717-019  
Director

**RAMON S. ANG**  
T.I.N. 118-247-725  
Director

**RODOLFO G. DEL ROSARIO, JR.**  
T.I.N. 100-595-967  
Director

  
**RAY C. ESPINOSA**  
T.I.N. 113-248-897  
Director

  
**RAMONCITO S. FERNANDEZ**  
T.I.N. 115-967-679  
Director

  
**YOSHITOSHI IWAMI**  
T.I.N. 777-844-143  
Director

  
**AUGUSTO P. PALISOC JR.**  
T.I.N. 189-292-277  
Director

**FRANCISCO C. SEBASTIAN**  
T.I.N. 163-762-954  
Director

**ROGELIO S. SINGSON**  
T.I.N. 133-836-296  
Director

**JOSE ARNULFO A. VELOSO**  
T.I.N. 123-030-838  
Director



**STANLEY H. YANG**  
T.I.N. 610-698-802  
Director



**RICARDO M. PILARES III**  
T.I.N. 250-582-495  
Corporate Secretary

## ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )  
**PASIG CITY**, METRO MANILA ) S.S.

**SUBSCRIBED AND SWORN** to before me this JUL 17 2024 in **PASIG CITY** City, Metro Manila, affiants exhibiting to me the following:

Name	Government ID	Date & Place Issued
Manuel V. Pangilinan	Passport No. P9969361A	18 Dec 2018/ DFA NCR East
Alfred V. Ty	Passport No. P4357123B	10 Jan 2020/ DFA Manila
Jose Ma. K. Lim		
June Cheryl A. Cabal-Revilla	Passport No. P7399576A	01 Jun 2018/ DFA Manila
Takehiko Ainoya		
Ramon S. Ang		
Rodolfo G. del Rosario, Jr.		
Ray C. Espinosa	Passport No. P7383209B	12 Aug 2021/ DFA Manila
Ramoncito S. Fernandez	Passport No. P7519928A	13 Jun 2018/ DFA NCR East
Yoshitoshi Iwami	Passport No. TS5403051	07 Feb 2020/ Ministry of Foreign Affairs
Augusto P. Palisoc, Jr.	Passport No. P6294589A	07 Mar 2018/ DFA NCR South
Francisco C. Sebastian		
Rogelio L. Singson		
Jose Arnulfo A. Veloso		
Stanley H. Yang	Passport No. KJ0764358	02 Feb 2019/ Immigration Dept., Hong Kong Special Administrative Region
Ricardo M. Pilares III	Passport No. P7262522B	23 Jul 2021/ DFA Manila

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and in the place first above written.

Doc. No. 305 ;  
Book No. 62 ;  
Page No. 1 ;  
Series of 2024.

  
**CAMILLE MARIA L. CASTOLO**  
Appointment No. 141  
Notary Public for Pasig City  
Until December 31, 2025  
9th Floor, Tower 1, Rockwell Business Center  
Ortigas Ave., Pasig City  
Roll of Attorneys No. 63466  
PTR No. AA 1651072/04 Jan 2024/Pasig City  
IBP No. 332337/20 Dec 2023/Makati City Chapter

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
METRO PACIFIC INVESTMENTS CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

**FIRST:** That the name of the Corporation shall be:

**METRO PACIFIC INVESTMENTS CORPORATION**

**SECOND:** That the primary purpose of this corporation is:

**PRIMARY PURPOSE**

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, any and all properties of every kind and description and wherever situated (except a direct ownership of land in the Philippines), as and to the extent permitted by law, including, but not limited to bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock and upon any bonds, debentures, or other securities, having voting power, so owned or held, and, in its capacity as a holding company, to invest in, submit proposals for

or participate (whether by itself or as a consortium member, joint venture partner, or otherwise) in the acquisition of interests in and to infrastructure projects and other allied businesses, but without engaging in the business of an investments company under the Investment Company Act or a finance company or a broker or dealer in securities or stocks. *[As approved by the Board of Directors and the Stockholders at their meeting held on 27 May 2019].*

### SECONDARY PURPOSES

Subject to prior compliance with licensing, registration and other requirements of applicable laws, rules and regulations:

(1) To enter into, assist, conduct, perform, carry on or participate in every kind of commercial, manufacturing, mercantile, industrial or wholesale enterprise, business or work, contract, undertaking, venture or operation, and to manufacture, buy or otherwise acquire, sell, or otherwise deal in, deal with, import, export and transport, at wholesale, general wares and merchandise of all kinds and descriptions.

(2) To act as commission merchant, commercial agent or factor for any persons, partnership, corporation or association engaged in any lawful business, industry or enterprise.

(3) To exercise, carry out and enjoy any license, power, authority, franchise, concession, right or privilege that any government or authority, or any corporation or other legal entity may be empowered to enact, make, or grant, and to pay for, aid, and contribute toward carrying it into effect.

(4) To purchase, lease or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and property, of every kind, nature and description of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world and/or to continue, alter, extend and develop their business, assume their liabilities and guarantee or become surety for the performance of their obligations (without engaging in the business of insurance), reorganize their capital, and participate in any way in



their affairs, and to take over as a going concern and to continue in its own name any business so acquired of which this Corporation has a lawful interest.

(5) To manage, operate, administer, supervise, participate in and otherwise to take part in, aid, promote, and assist, financially or otherwise, in any legal manner, any body politic, corporation, association, partnership, firm, syndicate, combination, organization, or other entity except the management of funds, investments, portfolio and similar assets of said entities.

(6) To the extent permitted by law, to become a member of any syndicate, partnership, joint venture or other business organization and to enter into any arrangement for sharing profits, mutual availment of services and facilities, reciprocal concession or for incorporation with respect to any venture, transaction or activity.

AND IN FURTHERANCE OF THE PURPOSES AFORESAID, the Corporation shall have the following incidental powers:

(a) To borrow or raise money for any of the purposes of the Corporation, and to secure any of its obligations or contracts by creating any mortgage, pledge and/or other security interest in all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors or duly authorized officers or agents shall determine and as may be determined by law.

(b) To reorganize, establish, maintain and operate, under the laws of the Republic of the Philippines or any other state, territory, nation, colony, province or government, one or more corporations, subsidiaries, affiliates, associations, firms, or entities, branches, representative or liaison offices, agencies or outlets for the purpose of accomplishing any or all of the objects for which the Corporation is organized.

(c) To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person, firm, association or corporation, whether domestic or



foreign and whether a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation.

(d) To carry out all or any part of its purposes as principal, agent, factor, license, lessee, concessionaire, contractor or otherwise, either alone or in joint venture or association or conjunction with any other person, firm, association, corporation, entity, whether government or private.

(e) To place any or all excess or idle funds or assets of the Corporation in short-term marketable securities and investments.

(f) To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

The Corporation shall comply with the requirements of applicable laws and their implementing rules and regulations in the event the business and operations of the Corporation should fall within the purview of said laws.

**THIRD:** The principal office of the Corporation is located at the 9<sup>th</sup> Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City. *[As approved by the Board of Directors and the Stockholders at their meeting held on 26 April 2021 and 28 May 2021, respectively].*

**FOURTH:** That the term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation renewable for such other term or terms as may now or hereafter be permitted under Philippine laws, in which event these articles shall be accordingly amended.

**FIFTH:** That the names, nationalities and residences of the incorporators of the Corporation are as follows:

Name	Nationality	Residence
Manuel V. Pangilinan	Filipino	7 <sup>th</sup> Floor, Ramon Conjuangco Building Makati Avenue, Makati City
Jose Ma. K. Lim	Filipino	10 <sup>th</sup> Floor, MGO Building, Legazpi cor. dela Rosa Streets, Legazpi Village, Makati City, M.M.
Augusto P. Palisoc, Jr.	Filipino	45A North, Pacific Plaza Towers Fort Bonifacio, Taguig City
Antonio A. Picazo	Filipino	31 Bonifacio St., Ayala Heights, Quezon City
Gemma M. Santos	Filipino	17 Matungao Street Bulacan, Bulacan

**SIXTH:** That the number of directors of the Corporation shall be fifteen (15) and that the names, nationalities and residences of the first directors of the Corporation are as follows:

Name	Nationality	Residence
Manuel V. Pangilinan	Filipino	7 <sup>th</sup> Floor, Ramon Conjuangco Building Makati Avenue, Makati City
Jose Ma. K. Lim	Filipino	10 <sup>th</sup> Floor, MGO Building, Legazpi cor. dela Rosa Streets, Legazpi Village, Makati City, M.M.
Augusto P. Palisoc, Jr.	Filipino	45A North, Pacific Plaza Towers Fort Bonifacio, Taguig City
Antonio A. Picazo	Filipino	31 Bonifacio St., Ayala Heights, Quezon City
Gemma M. Santos	Filipino	17 Matungao Street Bulacan, Bulacan

**SEVENTH:** That the authorized capital stock of the Corporation is FORTY BILLION FIFTY MILLION PESOS (₱40,050,000,000.00), divided into **Seventy Seven Million (77,000,000) common shares with a par value of Five Hundred Pesos (Php500.00) per share, Forty Million (40,000,000) Class A Preferred Shares with a par value of Five Pesos (Php5.00) per share and Two Million Seven Hundred Thousand (2,700,000) Class B Preferred Shares with a**

**par value of Five Hundred Pesos (Php500.00) per share.** *[As approved by the Board of Directors and the Stockholders at their meetings held on 17 October 2023, and 4 December 2023, respectively.]*

*Class A Preferred Shares*

The Class A Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Class A Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate, the amount and the price, and the rate, period and manner of redemption, of the Class A Preferred Shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of the Class A Preferred Shares shall be specified in such resolutions (the "Enabling Resolutions for Class A Preferred Shares") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions for Class A Preferred Shares shall be filed with and approved by the Securities and Exchange Commission, and thereupon be deemed a part of these Articles of Incorporation.

Any issuance, sale or transfer of the Class A Preferred Shares shall be limited to Philippine nationals, as defined under existing laws.

The holders of Class A Preferred Shares of each series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for Class A Preferred Shares but in no case to exceed 10% per annum. Such dividends shall be cumulative from and after the date of issue of the Class A Preferred Shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be declared or paid on the common shares unless the full accumulated dividends on all Class A Preferred Shares for all past dividend periods and for the then current dividend period shall have been declared and paid by the Corporation. The holders of Class A Preferred Shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the Class A Preferred Shares.

The holders of Class A Preferred Shares shall be entitled to vote.



The Class A Preferred Shares shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for Class A Preferred Shares for such series. Any and all Class A Preferred Shares redeemed shall not be considered retired and may be re-issued by the Corporation.

In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of the Corporation, the holders of Class A Preferred Shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the Corporation will permit, an amount equivalent to the issue price of such Class A Preferred Shares plus all accumulated and unpaid dividends up to the then current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.

#### *Class B Preferred Shares*

The Class B Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Class B Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate, the amount and the price, and the rate, period and manner of conversion and redemption, of the Class B Preferred Shares for each of such series. To the extent not set forth in Article Seventh of the Corporation's Articles of Incorporation, the specific terms and restrictions of each series of the Class B Preferred Shares shall be specified in such resolutions (the "Enabling Resolutions for Class B Preferred Shares") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions for Class B Preferred Shares shall be filed with and approved by the Securities and Exchange Commission, and thereupon be deemed a part of the Corporation's Articles of Incorporation.

The holders of Class B Preferred Shares of each series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for Class B Preferred Shares but in no case to exceed 10% per annum. Such dividends shall be cumulative from and after the date of issue of the Class B Preferred Shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be

declared or paid on the common shares or Class A Preferred Shares unless the full accumulated dividends on all Class B Preferred Shares for all past dividend periods and for the then current dividend period shall have been declared and paid by the Corporation. The holders of Class B Preferred Shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the Class B Preferred Shares.

The holders of Class B Preferred Shares shall be entitled to vote.

The Class B Preferred Shares may be convertible to common shares of the Corporation at such rate, in such manner and within such period as may be fixed in the Enabling Resolutions for Class B Preferred Shares for such series.

The Class B Preferred Shares shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for Class B Preferred Shares for such series. Any and all Class B Preferred Shares redeemed, whether pursuant to a share conversion or otherwise, shall not be considered retired and may be re-issued by the Corporation.

In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of the Corporation, the holders of Class B Preferred Shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the Corporation will permit, an amount equivalent to the issue price of such Class B Preferred Shares plus all accumulated and unpaid dividends up to the then current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares or Class A Preferred Shares. *[As approved by the Board of Directors and the Stockholders at their meetings held on 28 May 2009].*

**EIGHTH:** One Hundred Thousand Pesos (Php100,000) or at least 25% of the authorized capital stock of the Corporation has been subscribed and One Hundred Thousand Pesos (Php100,000) or at least 25% of the total subscription has been fully paid up as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Metro Pacific Holdings. Inc.	Filipino	49,997	Php49,997.00	Php49,997.00

Metro Pacific Resources, Inc.	Filipino	49,998	49,998.00	49,998.00
Manuel V. Pangilinan	Filipino	1	1.00	1.00
Jose Ma. K. Lim	Filipino	1	1.00	1.00
Augusto P. Palisoc, Jr.	Filipino	1	1.00	1.00
Antonio A. Picazo	Filipino	1	1.00	1.00
Gemma M. Santos	Filipino	1	1.00	1.00
<b>TOTAL</b>		<b>=====</b>	<b>=====</b>	<b>=====</b>
		100,000	Php100,000.00	Php100,000.00

**NINTH:** GEMMA M. SANTOS 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 and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

**TENTH:** Any issuance, sale, transfer or encumbrance of shares, whether voluntary or by operation of law, 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 null and void and shall not be registrable in the books of the Corporation. This restriction shall be indicated in all stock certificates issued by the Corporation.

**ELEVENTH:** The stockholders of the Corporation shall have no preemptive right to subscribe to any issue or disposition of shares of any class of the Corporation.

**TWELFTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14<sup>th</sup> day of March 2006 at Makati City, Metro Manila, Philippines.



Sgd.  
**MANUEL V. PANGILINAN**  
TIN: 914-481-801

Sgd.  
**JOSE MA. K. LIM**  
TIN: 100-930-065

Sgd.  
**AUGUSTO P. PALISOC, JR.**  
TIN: 189-292-277

Sgd.  
**ANTONIO A. PICAZO**  
TIN: 107-043-035

Sgd.  
**GEMMA M. SANTOS**  
TIN: 114-272-159

### ACKNOWLEDGMENT

Republic of the Philippines)  
Makati City, Metro Manila ) s.s.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 16th day of March 2006 personally appeared:

Name	Community Tax Certificate No.	Date and Place of Issue
Manuel V. Pangilinan	24788646	Jan. 4, 2006 / Makati City
Jose Ma. K. Lim	24791345	Jan. 6, 2006 / Makati City
Augusto P. Palisoc, Jr.	21992326	Feb. 7, 2005 / Makati City
Antonio A. Picazo	20565109	Feb. 20, 2006 / Makati City
Gemma M. Santos	09496717	Mar. 1, 2006 / Bulacan, Bulacan

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 316;  
Page No. 65;  
Book No. IV;  
Series of 2006.

**MICHELLE D. VARCA**  
Appointment No. M-18  
Notary Public for Makati City  
Until December 31, 2007  
18<sup>th</sup> 19<sup>th</sup> & 17<sup>th</sup> Floors, Liberty Center  
104 H.V. dela Costa Street  
Salcedo Village, Makati City  
Roll of Attorneys No. 49584  
PTR 4188366/Makati City/01-06-2006  
IBP 662984/Makati City/01-03-2006

REPUBLIC OF THE PHILIPPINES       )  
PASIG CITY, METRO MANILA       ) S.S.

### **SECRETARY'S CERTIFICATE**

I, **RICARDO M. PILARES III**, of legal age, Filipino, and with office address at 9<sup>th</sup> Floor, Tower One, Rockwell Business Center, Ortigas Avenue, Pasig City, Metro Manila, after being duly sworn in accordance with the law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **METRO PACIFIC INVESTMENTS CORPORATION** (the "Corporation" or "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at the 9<sup>th</sup> Floor, Tower One, Rockwell Business Center, Ortigas Avenue, Pasig City, Metro Manila.

2. At the meeting of the Board of Directors held on 17 October 2023, during which meeting a quorum was present and acting throughout, the following resolutions were passed and approved:

**"RESOLVED**, to approve the amendment of the Corporation's Articles of Incorporation, specifically, the Seventh Article thereof, to reduce the number of the shares and increase the par value of the Corporation's shares, without, however, increasing or decreasing the authorized capital stock of the Corporation, which Seventh Article shall read as follows

'SEVENTH: That the authorized capital stock of the Corporation is FORTY BILLION FIFTY MILLION PESOS (Php 40,050,000,000.00) divided into SEVENTY SEVEN MILLION (77,000,000) common shares with a par value of Five Hundred Pesos (Php 500.00) per share, FORTY MILLION (40,000,000) Class A Preferred Shares with a par value of Five Pesos (Php 5.00) per share and Two Million Seven Hundred Thousand (2,700,000) Class B Preferred Shares with a par value of Five Hundred Pesos (Php 500.00) per share.'

**"RESOLVED, FURTHER**, that the above amendment of the Company's Articles of Incorporation be referred to the Company's Shareholders of Record as of 31 October 2023 for their assent/approval thereto, in a Special Shareholder's Meeting to be called for this purpose;

**"RESOLVED, FINALLY**, that any of the President and Chief Executive Officer, the Chief Financial Officer, or the Corporate Secretary of the Corporation, be authorized and empowered to sign, execute and deliver any and all notices, filings, certifications, instruments or any other documents, and to do any and all acts, necessary and proper to give the foregoing resolutions force and effect."

3. The foregoing resolutions were approved and ratified by shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their duly constituted meeting held on 4 December 2023 (the "Shareholders' Meeting"). Notices of the Shareholders' Meeting were duly published in print and online formats in the Manila Times and Manila Standard on 11 and 12 November 2023. A copy of the Affidavit of Publication is attached hereto as Annexes **"A-1"** and **"A-2"** hereof. Additionally, the Preliminary Information Statement and the Definitive Information Statement for the Shareholders' Meeting were posted on Company's website on 20 October 2023 and 10 November 2023, respectively.

4. The increase in the par value of the Corporation's shares ("Reverse Stock Split") shall result in the fractionalization of shares, such that a shareholder's shares in the Corporation may be reduced to less than one (1) share or that shareholders may end up owning more than one (1) share but with fractional shares (i.e., 2.33 shares). With respect to such shareholders with resulting fractional shares



("Affected Shareholders"), below is a summary of the mechanics for the treatment of their shares:

- (a) All resulting fractional shares of the Corporation shall be dropped and cancelled and will be considered treasury shares.
- (b) Affected Shareholders who will still own more than one (1) share in the Corporation AND with resulting fractional shares (i.e., 2.33 shares), shall be paid by the Corporation only for their fractional shares (i.e., .33 share) in cash, in an amount equivalent to Php5.20 (the "Payout Price") multiplied by the number of fractional shares in the Corporation standing in their name as of the date immediately preceding the date of approval by the Securities and Exchange Commission ("SEC") of the Reverse Stock Split (the "Cut-Off Date"). After such payment, such Affected Shareholders shall continue to own whole number of shares in the Corporation (i.e., 2 shares).
- (c) Affected Shareholders whose shareholdings are reduced to less than one (1) share (the "Fractional Shareholders") shall be entitled to one of the following options, each to be exercised under such terms and procedures as the Corporation may prescribe: (a) the Payout Option; or (b) the Differential Payment Option.

**Payout Option**

Fractional Shareholders shall be given the option (the "Payout Option") to be paid for their fractional shares in cash, equivalent to the Payout Price (as computed above), as of the Cut-off Date. Thereafter, such Fractional Shareholder shall cease to be a shareholder in the Company.

**Differential Payment Option**

In addition, and without prejudice to the Payout Option, Fractional Shareholders shall be given the option to remain as shareholders of the Company by paying the Corporation in cash the difference between the resulting par value of their fractional shares and the new par value of such shares (the "Differential Payment Option"). The Differential Payment Option shall be exercisable within 30 days from the date of approval by the SEC of the Reverse Stock Split (the "Effectivity Date"). Fractional Shareholders who will exercise the Differential Payment Option shall continue to own one (1) share in the Company.

Fractional Shareholders who (i) do not avail of the Differential Payment Option within 30 days from Effectivity Date; (ii) fail to avail of the Differential Payment Option in accordance with the procedures prescribed by the Company; (iii) do not qualify under the standards set by the Company for the exercise of the Differential Payment Option; or (iv) do not exercise any of the above options, shall be deemed to have exercised the Payout Option and shall be paid the Payout Price for their fractional shares.

5. The summary of the shareholders of the Corporation and their respective subscriptions, amount paid thereon, and percentage of ownership of the Corporation before and after the increase in par value, are as set forth in Annex "B" hereof.

6. As of 4 December 2023, the Corporation has 2,873,404,000 treasury shares consisting of all common shares with an aggregate par value of Php2,873,404,000.00. Following the approval by the SEC of the Reverse Stock Split, the Corporation shall have treasury shares, as follows:

- (a) a total of 5,747,275 treasury shares consisting of the (i) 5,746,808 existing treasury shares; (ii) 190 common shares representing the aggregated fractional shares that will be acquired by the Corporation from Affected Shareholders owning more than one (1) share but with

fractional shares (i.e., 2.33 shares); and (iii) 277 common shares representing the aggregated fractional shares that will be acquired by the Corporation from Fractional Shareholders, assuming no Fractional Shareholder exercises the Differential Payment Option; OR

- (b) a total of 5,746,998 treasury shares consisting of the (i) 5,746,808 existing treasury shares; and (ii) 190 common shares representing the aggregated fractional shares that will be acquired by the Corporation from Affected Shareholders owning more than one (1) share but with fractional shares (i.e., 2.33 shares), assuming no Fractional Shareholder exercises the Payout Option.

In addition to the treasury shares discussed above, for the outstanding Class A Preferred Shares owned solely by MPHI, the resulting fractional shares shall be 0.638, which shall be dropped and considered treasury shares.

7. Following the approval by the SEC of the Reverse Stock Split, a summary of the shareholdings in the Corporation shall be as set forth in Annex "C" hereof.


8. As of 4 December 2023, the foreign ownership in the Corporation is approximately 0.16%. There shall be no material change in the foreign ownership of the Corporation after the approval by the SEC of the Reverse Stock Split.

**IN WITNESS WHEREOF**, I have hereunto set my hand this APR 18 2024 at Pasig City, Philippines.

  
**RICARDO M. PILARES III**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 18 2024 at Pasig City, affiant exhibiting to me his Driver's License No. N02-98-389275 issued on 26 March 2024 at LTO Pasig.

Doc No. 85;  
Page No. 18;  
Book No. 1;  
Series of 2024.

  
**CAMILLE MARIA L. CASTOLO**  
Appointment No. 141  
Notary Public for Pasig City  
Until December 31, 2025  
9th Floor, Tower 1, Rockwell Business Center  
Ortigas Ave., Pasig City  
Roll of Attorneys No. 63466  
PTR No. AA 1651072/04 Jan 2024/Pasig City  
BP No. 332327/20 Dec 2023/Makati City Chapter



PHILIPPINE MANILA STANDARD PUBLISHING, INC.



## METRO PACIFIC INVESTMENTS CORPORATION

### NOTICE OF SPECIAL SHAREHOLDERS' MEETING

Please be advised that a Special Meeting of the Shareholders of METRO PACIFIC INVESTMENTS CORPORATION (the "Company") will be held on December 04, 2023 at 1:30 p.m.

The venue of the meeting is at the MPIC Boardroom, 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City. Shareholders may also opt to attend the meeting virtually through a link that will be provided by the Company. Shareholders who wish to attend the meeting, whether physically or virtually, must inform the Company's Corporate Secretary by email to [corsec@mpic.com.ph](mailto:corsec@mpic.com.ph) no later than November 28, 2023.

The following is the agenda of the Special Meeting of the Shareholders:

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Amendment of the Seventh Article of the Amended Articles of Incorporation of the Company
- IV. Other Matters
- V. Adjournment

The Board of Directors has fixed the close of business on October 31, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Special Shareholders' Meeting.

Duly accomplished proxies shall be submitted on or before November 28, 2023 to the Office of the Corporate Secretary at 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City and/or by email to [corsec@mpic.com.ph](mailto:corsec@mpic.com.ph). Validation of proxies is set on November 29, 2023.

The 2023 Q3 Reports will be made available in the Company's website no later than November 14, 2023.

Shareholders may vote electronically, subject to validation procedures.

The rules and procedures participating in the meeting physically and virtually and for casting their votes *in absentia* are set forth in the Information Statement.

Very truly yours,

RICARDO M. PILARES III  
Corporate Secretary  
Pasig City

(105-NOV-11 & 12, 2023)

### AFFIDAVIT OF PUBLICATION

I, Mario R. Policarpio Jr., Chief Accountant of Manila Standard, with office address at 6<sup>th</sup> Floor Universal Re Building, 106 Paseo de Roxas, Makati City, hereby depose and state that:

**Manila Standard** is a newspaper of general circulation and is distributed nationwide;

**Manila Standard** at the same time, publishes its online version through its website <https://manilastandard.net>;

**Manila Standard** is qualified to publish all kinds of judicial notices.

**Manila Standard** published on

November 11 & 12, 2023

a Notice:

METRO PACIFIC INVESTMENTS CORPORATION

RE: NOTICE OF SPECIAL SHAREHOLDERS' MEETING

IN WITNESS WHEREOF, I hereby affix my signature this 20TH day of NOVEMBER 2023 in Makati City.

MARIO R. POLICARPIO JR.  
Authorized Signatory

SUBSCRIBED AND SWORN to before me this 20TH day of NOVEMBER, 2023 in Makati City, affiant exhibiting to me his SSS No. 33-0476897-7.

Doc. No.: 316;  
Page No.: 26;  
Book No.: 48;  
Series of 2023.

ATTY. SHERLOCK JUN C. VILLEGAS  
Notary Public for Makati City  
Appt. No. M-274 until Dec 31, 2024  
Unit 3C LTA Building, 118 Perea St  
Legaspi Village, Makati City  
Roll No. 70942

ISP No. 180225/ 11-22-2022/ Pasig City  
PTR No. 9583991 / 01-17-2023/ Makati City  
MCLE Compliance No. VII-0020669/ April 14, 2025

# Manila Standard

PHILIPPINE MANILA STANDARD PUBLISHING, INC.

## AFFIDAVIT OF PUBLICATION

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November 11 & 12, 2023

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MARIO R. POLICARPIO JR.  
Authorized Signatory

SUBSCRIBED AND SWORN to before me this 20TH day of NOVEMBER, 2023 in Makati City, affiant exhibiting to me his SSS No. 33-0476897-7.

Doc. No.: 36;  
Page No.: 26;  
Book No.: 48;  
Series of 2023.

ATTY. SHERLUEN C. VILLEGAS  
Notary Public for Makati City  
Appt. No. M-274 until Dec. 31, 2024  
Unit 3C LTA Building, 118 Perea St  
Legaspi Village, Makati City  
Roll No. 70942  
IBP No. 180225/ 11-22-2022/ Pasig City  
PTR No. 9583991 / 01-17-2023/ Makati City  
MCLE Compliance No. VII-0020869/April 14, 2025



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

## AFFIDAVIT OF PUBLICATION

### METRO PACIFIC INVESTMENTS

#### METRO PACIFIC INVESTMENTS CORPORATION

#### NOTICE OF SPECIAL SHAREHOLDERS' MEETING

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The venue of the meeting is at the MPIC Boardroom, 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City. Shareholders may also opt to attend the meeting virtually through a link that will be provided by the Company. Shareholders who wish to attend the meeting, whether physically or virtually, must inform the Company's Corporate Secretary by email to [corsec@mpic.com.ph](mailto:corsec@mpic.com.ph) no later than November 28, 2023.

The following is the agenda of the Special Meeting of the Shareholders:

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- II. Certification of Notice and Quorum
- III. Amendment of the Seventh Article of the Amended Articles of Incorporation of the Company
- IV. Other Matters
- V. Adjournment

The Board of Directors has fixed the close of business on October 31, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Special Shareholders' Meeting.

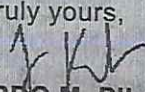
Duly accomplished proxies shall be submitted on or before November 28, 2023 to the Office of the Corporate Secretary at 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City and/or by email to [corsec@mpic.com.ph](mailto:corsec@mpic.com.ph). Validation of proxies is set on November 29, 2023.

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Shareholders may vote electronically, subject to validation procedures.

The rules and procedures participating in the meeting physically and virtually and for casting their votes *in absentia* are set forth in the Information Statement.

Very truly yours,

  
**RICARDO M. PILARES III**  
Corporate Secretary  
Pasig City

MT - Nov. 11 & 12, 2023

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A. RODRIGUEZ II  
ntil Dec. 31, 2024  
n No. 2023-062  
aza Hotel, Adriatico St., Ermita Mla.  
ov. 3, 2022 for 2023- Pasig City  
Dec. 3, 2023-Manila  
62-12/3/2021-until 2025 Roll No. 651



# The Manila Times®

News source of choice. Trusted since 1898.

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

## AFFIDAVIT OF PUBLICATION

I, **Eden F. Del Rosario**, of legal age, married, Filipino and a resident of #22 21<sup>st</sup> Avenue, Cubao, Quezon City in the Philippines, after having been duly sworn according to law, do hereby depose and state:

That I am the Credit and Collection Head of **The Manila Times**, a newspaper which is published Online and Printed in English and Edited in Metro Manila, and circulated nationwide daily from Monday to Sunday with postal address at 2/F Sitio Grande, 409 A. Soriano Avenue, Intramuros, Manila

That the attached **NOTICE OF SPECIAL SHAREHOLDERS' MEETING / METRO PACIFIC INVESTMENTS CORPORATION**

was published in **The Manila Times** newspaper in its issue/s of **NOVEMBER 11 & 12, 2023**

In witness whereof, I signed this Affidavit in Manila, Philippines, this 13 NOV 2023 day of \_\_\_\_\_, 2023

  
**EDEN F. DEL ROSARIO**  
Affiant

Subscribe and sworn to before me this 13 NOV 2023 day of \_\_\_\_\_, 2023 in Manila, Philippines, affiant exhibiting to me her **SSS ID No. 33-0045788-4**

Doc. No. 713  
Page No. 145  
Book No. XIII  
Series of 2023

**ATTY. MANUEL A. RODRIGUEZ II**  
Notary Public- Until Dec. 31, 2024  
Notarial Commission No. 2023-062  
2<sup>nd</sup> Floor Midland Plaza Hotel, Adriatico St., Ermita Mla.  
IBP. No. 239143- Nov. 9, 2022 for 2023- Pasig City  
PTR NO. 0822025- Jan. 3, 2023-Manila  
MCLE NO. VII-0005642- 12/3/2021-until 2025 Ref. No. 69

METRO PACIFIC INVESTMENTS CORPORATION  
Shareholders as of 4 December 2023 (after Reverse Stock Split)

Common Shares							
Shareholder	Current Shareholdings			After Reverse Stock Split (Php 500.00 per share)		Nationality	Percentage of Ownership
	Number of Shares (Subscribed and Paid)	Par Value	Aggregate Par Value	Number of Shares	Aggregate Par Value		
METRO PACIFIC HOLDINGS INC.	13,834,041,265	1 ₱	13,834,041,265.00	27,668,082.5300	₱ 13,834,041,265.00	FILIPINO	43.821%
GT CAPITAL HOLDINGS INC.	5,740,000,000	1 ₱	5,740,000,000.00	11,480,000.0000	₱ 5,740,000,000.00	FILIPINO	18.182%
GOVERNMENT SERVICE INSURANCE SYSTEM	3,459,343,796	1 ₱	3,459,343,796.00	6,918,687.5920	₱ 3,459,343,796.00	FILIPINO	10.958%
MIT- PACIFIC INFRASTRUCTURE HOLDINGS CORPORATION	3,248,211,669	1 ₱	3,248,211,669.00	6,496,423.3380	₱ 3,248,211,669.00	FILIPINO	10.289%
METRO PACIFIC INVESTMENTS CORPORATION	2,873,404,000	1 ₱	2,873,404,000.00	5,746,808.0000	₱ 2,873,404,000.00	FILIPINO	9.102%
MIG HOLDINGS INCORPORATED	1,616,439,792	1 ₱	1,616,439,792.00	3,232,879.5840	₱ 1,616,439,792.00	FILIPINO	5.120%
SOCIAL SECURITY SYSTEM	441,106,550	1 ₱	441,106,550.00	882,213.1000	₱ 441,106,550.00	FILIPINO	1.397%
SOCIAL SECURITY SYSTEM ASSIGNED TO EMPLOYEES' COMPENSATION FUND	120,819,750	1 ₱	120,819,750.00	241,639.5000	₱ 120,819,750.00	FILIPINO	0.383%
SOCIAL SECURITY SYSTEM ASSIGNED TO MANDATORY PROVIDENT FUND	89,623,000	1 ₱	89,623,000.00	179,246.0000	₱ 89,623,000.00	FILIPINO	0.284%
MIG HOLDINGS INCORPORATED	31,622,404	1 ₱	31,622,404.00	63,244.8080	₱ 31,622,404.00	FILIPINO	0.100%

PCD NOMINEE CORP(FILIPINO	19,845,069	1	P	19,845,069.00	39,690,1380	P	19,845,069.00	FILIPINO	0.063%
MAA GENERAL ASSURANCE PHILS. INC.	16,443,000	1	P	16,443,000.00	32,886,0000	P	16,443,000.00	FILIPINO	0.052%
LIM SOCORRO P.	2,221,900	1	P	2,221,900.00	4,443,8000	P	2,221,900.00	FILIPINO	0.007%
CITIBANK N.A. FAO 7000240009	1,653,728	1	P	1,653,728.00	3,307,4560	P	1,653,728.00	FILIPINO	0.005%
GREENKRAFT CORPORATION	1,500,000	1	P	1,500,000.00	3,000,0000	P	1,500,000.00	FILIPINO	0.005%
GREENSTONE PACKAGING CORPORATION	1,500,000	1	P	1,500,000.00	3,000,0000	P	1,500,000.00	FILIPINO	0.005%
LAMITEK SYSTEMS INCORPORATED	1,500,000	1	P	1,500,000.00	3,000,0000	P	1,500,000.00	FILIPINO	0.005%
NIXON YU LIM &/OR JULIE C. LIM	1,500,000	1	P	1,500,000.00	3,000,0000	P	1,500,000.00	FILIPINO	0.005%
STENIEL CAVITE PACKAGING CORPORATION	1,500,000	1	P	1,500,000.00	3,000,0000	P	1,500,000.00	FILIPINO	0.005%
STENIEL MANUFACTURING CORPORATION	1,500,000	1	P	1,500,000.00	3,000,0000	P	1,500,000.00	FILIPINO	0.005%
Others (Filipino)	14,574,062.00	1	P	14,574,062.00	29,148,1240	P	14,574,062.00	FILIPINO	0.046%
Others (Foreign)	50,988,767.00	1	P	50,988,767.00	101,977,5340	P	50,988,767.00	FOREIGN	0.162%
Total	31,569,338,752	1	P	31,569,338,752.00	63,138,677,5040	P	31,569,338,752.00		100.000%

Class A Preferred Shares						
Shareholder	Current Shareholdings			After Reverse Stock Split		
	Number of Shares (Subscribed and Paid Up)	Par Value	Aggregate Par Value	Number of Shares	Aggregate Par Value	Percentage of Ownership
METRO PACIFIC HOLDINGS, INC.	9,128,105,319	0.01	P 91,281,053.19	18,256,210.638	P 91,281,053.19	100%

METRO PACIFIC INVESTMENTS CORPORATION  
Summary of Shareholdings (before and after Reverse Stock Split)  
As of 4 December 2023

	Before Reverse Stock Split (Php 1.00 per share)	After Reverse Stock Split (Php 500.00 per share)
Outstanding Common Shares	28,722,934,752	57,391,402
Aggregate Par Value of the Outstanding Common Shares	₱28,722,934,752.00	₱28,695,701,000.00
Treasury Shares	2,873,404,000.00	5,747,275.504
Aggregate Par Value of the Treasury Shares	₱2,873,404,000.00	₱2,873,637,752.00
Total Common Shares (Outstanding and Treasury Shares)	31,569,338,752	63,138,677.504
Aggregate Par Value of all Common Shares	₱31,569,338,752.00	₱31,569,338,752.00
Existing Treasury Shares	2,873,404,000	5,746,808
Additional Treasury Shares (from Affected Shareholders owning more than One Share)	N/A	190.282
Additional Treasury Shares (should all Fractional Shareholders exercise the Payout Option)	N/A	277.222
Total Common Shares to be reacquired as Treasury Shares	N/A	467.504
Aggregated Treasury Shares	2,873,404,000	5,747,275.504
Aggregate Par Value of Treasury Shares	₱ 2,873,404,000.00	₱ 2,873,637,752.00
Filipino Ownership	99.838%	99.838%
Foreign Ownership	0.16%	0.16%
	Before Reverse Stock Split (Php 0.01 per share)	After Reverse Stock Split (Php 5.00 per share)
Outstanding Class A Preferred Shares	9,128,105,319	18,256,210

Class A Preferred Shares to be paid out	N/A	0.638
Class A Preferred Treasury Shares	0	0.638
Aggregate Par Value of Subscribed and Paid Up Class A Preferred Shares	₱ 91,281,053.19	91,281,053.19*

\* - inclusive of the value of the fractional Class A Preferred Shares in the amount of Php 3.19



REPUBLIC OF THE PHILIPPINES )  
**MAKATI CITY**, METRO MANILA ) S.S.

**SECRETARY'S CERTIFICATE**

I, **RICARDO M. PILARES III**, of legal age, Filipino, and with office address at 9<sup>th</sup> Floor, Tower One, Rockwell Business Center, Ortigas Avenue, Pasig City, Metro Manila, after being duly sworn in accordance with the law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **METRO PACIFIC INVESTMENTS CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at the 9<sup>th</sup> Floor, Tower One, Rockwell Business Center, Ortigas Avenue, Pasig City, Metro Manila.

2. To the best of my knowledge, as of date hereof, 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 directors, officers or stockholders of the Corporation or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this DEC 07 2023 at **MAKATI CITY** City, Philippines.

  
**RICARDO M. PILARES III**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 07 2023 at **MAKATI CITY**, affiant exhibiting to me his Driver's License No. N02-98-389275 issued on 17 April 2019 at LTO Pasig.

Doc No. 311 ;  
Page No. 14 ;  
Book No. 1 ;  
Series of 2023.

  
**JOHN JEFFERSON M. PAHUDPOD**  
Appointment No. M-320  
Notary Public for Makati City  
Until December 31, 2024  
Liberty Center-Picazo Law  
104 H.V. Dela Costa Street, Makati City  
Roll of Attorney's No. 78916  
PTR No. 9573213/Makati City/01-07-2023  
IBP No. 260992/Makati City/01-05-2023  
Admitted to the bar in 2022





**MARKETS & SECURITIES REGULATION DEPARTMENT**

**MEMORANDUM**

**FOR :** ATTY. GERARDO F. DEL ROSARIO  
Director

**FROM :** MARKETS AND SECURITIES REGULATION DEPARTMENT

**SUBJECT :** REQUEST FOR COMMENT  
RE: AMENDMENT OF ARTICLES OF INCORPORATION

**DATE :** 22 December 2023

This is in connection with the request for comments or recommendation relative to **METRO PACIFIC INVESTMENTS CORPORATION's** (the "Company") proposal to amend Article VII of its Articles of Incorporation:

Current Articles of Incorporation	Proposed Amendment
<p>"SEVENTH: That the authorized capital stock of the Corporation is FORTY BILLION FIFTY MILLION PESOS (P40,050,000,000.00), divided into THIRTY EIGHT BILLION FIVE HUNDRED MILLION (38,500,000,000) common shares with a par value of One Peso (P1.00) per share, TWENTY BILLION (20,000,000,000) Class A Preferred Shares with a par value of One Centavo (P0.01) per share and ONE BILLION THREE HUNDRED FIFTY MILLION (1,350,000,000) Class B Preferred Shares with a par value of One Peso (P1.00) per share.</p> <p><i>[As approved by the Board of Directors and the Stockholders at their meeting held on 28 May 2009] [Approved Board of Directors and the Stockholders at their meeting held on 12 May 2015 and 29 May 2015, respectively.]</i></p> <p>xxx xxx xxx"</p>	<p>"SEVENTH: That the authorized capital stock of the Corporation is FORTY BILLION FIFTY MILLION PESOS (P40,050,000,000.00), divided into <b>Seventy Seven Million (77,000,000) common shares with a par value of Five Hundred Pesos (Php500.00) per share, Forty Million (40,000,000) Class A Preferred Shares with a par value of Five Pesos (Php5.00) per share and Two Million Seven Hundred Thousand (2,700,000) Class B Preferred Shares with a par value of Five Hundred Pesos (Php500.00) per share.</b></p> <p><i>[As approved by the Board of Directors and the Stockholders at their meetings held on 17 October 2023, and 4 December 2023, respectively.]</i></p> <p>xxx xxx xxx"</p>

A review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendment is consistent with the disclosures made by the company; hence, on this basis, the MSRD does not interpose any objection to the aforementioned amendments. Thus,

within five (5) days from its approval, **Metro Pacific Investments Corporation**, shall (1) file via email to [icrds@sec.gov.ph](mailto:icrds@sec.gov.ph) and [msrds@sec.gov.ph](mailto:msrds@sec.gov.ph) a duly accomplished Current Report (SEC Form 17-C), disclosing the approval of said amendments.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD), considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Article of Incorporation. Moreover, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of application with respect to compliance with the Revised Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations; and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

  
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director



Machine Validation:

VALID UNTIL: OCTOBER 21, 2024



Republic of the Philippines  
DEPARTMENT OF FINANCE  
SECURITIES AND EXCHANGE COMMISSION  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209



## PAYMENT ASSESSMENT FORM

No. 20240906-11307402

DATE 09/06/2024	RESPONSIBILITY CENTER CRMD
PAYOR: METRO PACIFIC INVESTMENTS CORPORATION PASIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	2,000.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID			Php 2,050.00

Assessed by: ravalerio	Amount in words: TWO THOUSAND FIFTY PESOS AND 00/100
Remarks:	

## PAYMENT OPTIONS

- Online payment thru eSPAYSEC at  
• <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide

## BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	2,000.00	3752-2220-44
SEC BIR - DST	30.00	3752-2220-60
SEC BTR Account - LRF	20.00	3402-2319-20
TOTAL	Php 2,050.00	

## NOTES:

- A. The Payment Assessment Form (PAF) is valid until OCTOBER 21, 2024.
- B. Accepted modes of payment at Landbank branches:  
1. Cash 2. Manager's/Cashier's Check payable to the Securities and Exchange Commission
- C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- D. For over the counter payment at LandBank:  
1. Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy  
2. Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.  
Use the correct Fund Account and Account No. and provide the below information:  
• Reference Number 1 - PAF No.  
• Reference Number 2 - Name of Payor appearing on the PAF  
3. Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
- E. You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>  
• Payment thru ESPAYSEC – eOR available upon payment  
• LandBank OTC - eOR available within two (2) business days after the payment
- F. ANY ALTERATIONS WILL INVALIDATE THIS FORM



SEC Main Office  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

## electronic Official Receipt

### Transaction Details

eOR Number	20240910-PM-0116873-99
Transaction Number	20240910121212800110170972392352321
Payment Date	September 10, 2024 01:57 PM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

### Payment Assessment Details

PAF No.	20240906-11307402
PAF Date	2024-09-06 10:57:38
Payor Name	METRO PACIFIC INVESTMENTS CORPORATION
Payor Address	PASIG CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	2,000.00
2	Documentary Stamp Tax	4010401000(4010401)	30.00
3	Legal Research Fee (A0823)	2020105000(131)	20.00
TOTAL			2,050.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.