



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 AMENDED OF BY-LAWS


KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

METRO PACIFIC INVESTMENTS CORPORATION

copy annexed, adopted on May 7, 2025 by majority vote of the Board of Directors and on May 30, 2025 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 5th day of November, Twenty Twenty Five.


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

/lvv

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT OF BY- LAWS

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 INFORMATION

Company Email Address

compliance@mpic.com.ph

Company's Telephone Number/s

8888-0888

Mobile Number

09498895949

CONTACT PERSON INFORMATION

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

Name of Contact Person

John Jefferson Pahudpod

Email Address

jjpahudpod@picazolaw.com

Telephone Number/s

8888-0888

Mobile Number

09686865243

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor _____

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

**CERTIFICATE OF AMENDMENT
OF THE
BY-LAWS
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 By-Laws of the Corporation, embodying the underscored amendments to (i) Section 8, Article II; (ii) Section 2-A, Section 3, and Section 11 of Article III; (iii) Section 2 of Article VII of the By-Laws; and (iv) the addition of Section 12, Section 13, Section 14, and Section 15 to Article III 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 7 May 2025 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 30 May 2025 at the principal office of the Corporation in Pasig City.

The amendments to the above-stated provisions of the By-Laws consists of (a) the removal of the requirement of the appointment of independent directors; (b) updating and realignment of the responsibilities of the Compensation and Audit Committee; (c) the creation of the Governance, Nomination, and Sustainability Committee, the Risk, Cybersecurity, and Data Privacy Committee, the Finance Committee, and the Council of Board Advisors; and (d) reduction of the period to close the stock and transfer books of the Corporation for the determination of stockholders entitled to notice of, and to vote at, any stockholders' meeting, which amendments to the Corporation's By-Laws are reflected as follows:

ARTICLE II

MEETING OF STOCKHOLDERS

Section 8. Closing of Stock and Transfer Books. The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed for at least twenty-one (21) days preceding the date of any meeting of stockholders, or the date that the allotment of rights or capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid. *[As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].*

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ARTICLE III

BOARD OF DIRECTORS

~~Section 2-A. Independent Directors—The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser.~~

~~The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, as the same may be amended from time to time. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025]~~

Section 3. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

~~A nomination committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The nomination committee shall be composed of at least three (3) members, one of whom shall be an independent director. The nomination committee shall have the following functions: (A) formulate screening policies to enable the committee to effectively review the qualification of the nominees for independent directors; and (B) conduct nominations for independent directors prior to the stockholders' meeting in accordance with the procedures set forth in Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, as the same may be amended from time to time. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025]~~

Section 11. Compensation and Remuneration Committee - A compensation committee and remuneration committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The compensation and remuneration committee shall be composed of at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion, one of whom shall be an independent director. The compensation and remuneration committee shall have the following functions: (A) establish a formal and transparent procedure for developing policy on executive compensation and for fixing the compensation packages of corporate officers and directors, and provide oversight over compensation of senior management and other key personnel, ensuring that said compensation is consistent with the Corporation's culture, strategy and control environment; (B) designate the amount of compensation of directors and officers, which shall be in a sufficient level to attract and retain directors and officers, who are needed to run the Corporation successfully; (C) exercise functional oversight on matters pertaining to the areas of leadership development and administration of Compensation Programs, including, but not limited to: (i) retirement plan and long-term incentive plans to ensure alignment with over-all philosophy and strategy; and (ii) development and administration of Leadership Development/Succession; (D) review and endorse for Board ratification all promotions to the rank of President/Chief Executive Officer, Chief Finance Officer, and other Senior Management positions requiring the approval of the Board; (E) perform staff support functions as may be delegated by the Board in the performance evaluation, success planning and remuneration of the Corporation's executives; (F) review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is consistent with relevant contractual terms and such compensation is otherwise fair and not excessive for the Company; (G) review and approve compensation agreements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; (H) disallow any director or any of his associates to decide his or her own remuneration; (I) ensure that a significant proportion of executive directors' remuneration is structured so as to link rewards to corporate and individual performance; (J) undertake to perform such duties and responsibilities as may be determined by the Board. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025]

Section 12. Finance Committee – A finance committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The finance committee shall be composed of at least seven (7) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The finance committee shall have the following functions: (A) review the Company's investment strategies, including capital allocation strategies and monitoring investment performance; (B) review the Company's strategies; (C) review and advise the Board on the Company's and its subsidiaries, joint ventures and associates (the "Group") capital allocation, mergers and acquisitions and disposal proposals; (C) review any capital raising plans including the issuance of shares and/or debt securities; (D) review the liquidity, loan covenant compliance and liability management program of the Group; (E) address and deal with such other matters as may be delegated by the Board to the Committee; (G) identify any related matters for referral to the Board for review and further consideration [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025]

Section 13. Governance, Nomination, and Sustainability Committee – A governance, nomination, and sustainability committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The governance, nomination, and sustainability committee shall be composed of at least three (3) members, who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The governance, nomination, and sustainability committee shall assist and advise the Board of Directors with respect to, among others: (A) the establishment and review of the sustainability goals, strategies and initiatives of the Group (B) the identification and management of the significant economic, environmental, social and governance issues of the Group's operations and their impact on relevant stakeholders; (C) the development and implementation of corporate governance principles and policies; (D) the review and monitoring of training and continuous professional development of directors and senior management; (E) the review and monitoring of the Group's policies and practices on compliance with legal and regulatory requirements; (F) the development and implementation of the Board's performance evaluation process; (G) the review and evaluation of the qualifications of all persons nominated to the Board and other appointments that require Board approval; and (H) the assessment of the Board's effectiveness in the process of replacing or appointing new members to the Board and/or Board Committee. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

Section 14. Risk, Cybersecurity, and Data Privacy Committee – A risk, cybersecurity, and data privacy committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The risk, cybersecurity, and data privacy committee shall be composed of at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The risk, cybersecurity, and data privacy committee shall assist and advise the Board of Directors with respect to, among others: (A) the oversight of enterprise risk management policy of the Group; (B) the execution of risk management strategies and practices, including regulatory and ethical compliance monitoring; (C) the promotion of effective data privacy and information security governance within the Company and its subsidiaries and investee companies; (D) the review and approval of the Company's strategic plans on data privacy and information security to protect Company's assets commensurate with the risk appetite of the organization; (E) the compliance with regulatory standards and best practices on data privacy and information security; and (F) the supervision of management's adoption and implementation of a system for identifying, assessing, monitoring and managing enterprise-wide data privacy and

information security risk. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

Section 15. Council of Board Advisors – – A council of board advisors is hereby created for the purpose of providing independent advice and guidance to the Board of Directors and Senior Management of the Company on various matters affecting the Company, including: (A) investment and business decisions and strategy, (B) sustainability goals, strategies, and initiatives of the Company and its subsidiaries; (C) significant economic, environmental, social, and governance issues in the operations of the Company and its subsidiaries and their impact on relevant stakeholders; and (D) other matters that may be consulted by the Board from time to time. The council's authority shall be recommendatory in nature and the responsibility for the management of the Company's business and affairs shall continue to rest with the Company's Board of Directors. Members of the council shall have the right to attend meetings of the Board of Directors, and shall have the right to speak but not vote therein.

The council shall have at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The Board shall appoint one of the members of the council as the Chairman, after consultation among the members of the council. The term of service for members of the council shall be one (1) year from the date of their appointment or until their successor is duly elected and qualified or until their earlier resignation, removal or incapacity. A member of the council may be re-appointed for as many additional terms as the Board deems fit. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

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ARTICLE VII

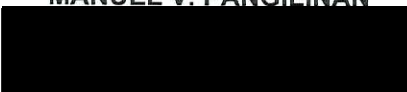
AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

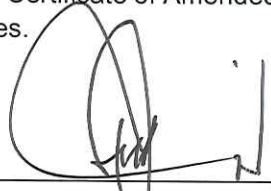
Section. 2. Audit Committee - An audit committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The audit committee shall be composed of at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The members of the audit committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting and finance. The audit committee shall assist the Board of Directors in fulfilling its oversight responsibilities over: (A) the Corporation's financial statements and reporting system; (B) the Corporation's compliance to legal and regulatory requirements; (C) the external auditor's qualifications, independence, and performance, and (D) the performance of the Corporation's internal audit function and Internal Auditors. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].


- SIGNATURE PAGE FOLLOWS -


IN WITNESS WHEREOF, we have signed this Directors' Certificate of Amended Articles of By-Laws this AUG 20 2025 in MAKATI CITY City, Philippines.




MANUEL V. PANGILINAN




ALFRED V. TY




JOSE MA. K. LIM





JUNE CHERYL A. CABAL-REVILLA

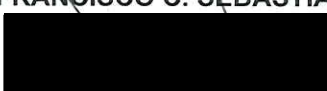



RAMONCITO S. FERNANDEZ





AUGUSTO F. PALISOC JR.





FRANCISCO C. SEBASTIAN




RICARDO M. PILARES III

RAY C. ESPINOSA





RODOLFO G. DEL ROSARIO, JR.





JOSE ARNULFO A. VELOSO




YOSHITOSHI IWAMI

STANLEY H. YANG




RAMON S. ANG


AXTON SALIM


ACKNOWLEDGMENT

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

AUG 20 2025

MAKATI CITY


SUBSCRIBED AND SWORN to before me this _____ in _____ City, Metro Manila, affiants exhibiting to me the following:

Name	Government ID	Date & Place Issued
Manuel V. Pangilinan		
Alfred V. Ty		
Jose Ma. K. Lim		
June Cheryl A. Cabal- Revilla		
Ramoncito S. Fernandez		
Augusto P. Palisoc, Jr.		
Francisco C. Sebastian		
Ricardo M. Pilares III		
Ray C. Espinosa		
Rodolfo G. Del Rosario, Jr.		
Yoshitoshi Iwami		
Stanley Yang		

all known to me and to me known to be the same persons who executed the foregoing Directors' Certificate of Amended By-Laws 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. 386
Book No. 79
Page No. I
Series of 2025.


DAVID JOSEPH L. PASCUA
Appointment No. M-319
Notary Public for Makati City
Until December 31, 2026
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City



AMENDED BY-LAWS

OF

METRO PACIFIC INVESTMENTS CORPORATION

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions – Subscribers to the capital stock of the Corporation shall pay to the Corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates – Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President and manually countersigned by the Secretary or Assistant Secretary and sealed with the corporate seal; *Provided*; that in case any such stock certificate is countersigned by a duly approved stock transfer agent, transfer clerk or registrar, the signature of the President, as well as the countersignature of the Secretary or Assistant Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same. *[As approved by the Board of Directors and the Stockholders at their respective meetings held on March 27, 2006]*

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the Corporation only upon record thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate of the transferee.

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

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

Section 4. Lost Certificates – In case any certificate for the capital stock of the Corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

Section 5. Fractional Shares – No certificate shall be issued evidencing ownership of a fractional part of a share.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held on the last Friday in May of each year, if not a legal holiday, and if a legal holiday, then on the business day immediately following. The Board of Directors may, for good cause, postpone the regular meeting to a reasonable date.

Section 2. Special Meeting - Special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing at least two-thirds (2/3) of the subscribed capital stock entitled to vote, (b) the Chairman, or in his absence, the Vice-Chairman of the Board of Directors; or (c) the President.

Section 3. Place of Meeting - Stockholders' meetings, whether regular or special, shall be held in the principal office of the Corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least fifteen (15) days prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting. Notice of any meeting may be waived, expressly or impliedly, by any stockholder, in person or by proxy, before or after the meeting.

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

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meetings of stockholders, stockholders who own or hold a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until stockholders who own or hold the requisite amount of stock shall be present or represented. The stockholders present or represented at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Every decision of the stockholders representing a majority of the outstanding capital stock present or duly represented at a meeting at which there is a quorum shall be valid as a corporate act, except in cases where the vote of stockholders representing a higher percentage of outstanding capital stock is required by law or the By-Laws.

Section 6. Conduct of Meeting - Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and

present and acting, by a chairman to be chosen by the stockholders representing a majority of the outstanding capital stock present or duly represented at the meeting. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor the Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without need of further notice other than that announced at the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact, on forms prescribed by the Board of Directors and sealed with the corporate seal which, at his request, shall be furnished to him by the Secretary of the Corporation, who shall keep a record of all stockholders to whom proxy forms have been issued. Unless otherwise provided in the proxy, it shall be valid only for the meeting during which it is presented to the Secretary. All proxies must be acknowledged before the Secretary or a Notary Public and must be in the hands of the Secretary not later than ten (10) days before the date set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in instrument in writing duly presented and recorded with the Secretary at least six (6) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

Section 8. Closing of Stock and Transfer Books. The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed for at least twenty-one (21) days preceding the date of any meeting of stockholders, or the date that the allotment of rights or capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid. *[As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].*

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general

powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

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

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

c) To invest the funds of the Corporation in another corporation or business or for any other purposes other than those for which the Corporation was organized, whenever in the judgment of the Board of Directors, the interests of the Corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;

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

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

f) To make provisions for the discharge of the obligations of the Corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose;

g) To impose conditions as the Board may deem convenient, subject to the limitations prescribed by law, regarding the transfer of shares issued in total or partial payment of debts contracted or property acquired by, or services rendered in behalf of the Corporation;

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

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

j) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and likewise, to approve the payments or settlement of whatsoever debts are payable to the Corporation upon such terms as the Board may deem proper and convenient;

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

l) To resolve doubts as to the meaning, interpretation and/or application of these By-Laws and supply the omissions thereof, and give an account to the stockholders at their regular meeting;

m) To authorize the issuance of shares out of the authorized but unissued capital stock of the Corporation;

n) To determine whether any part of the surplus profits of the Corporation available for declaration as dividends shall be declared as dividends, subject to the provisions of law; and to provide that the dividends thus declared shall be applied in payment of new shares to be issued to the stockholders entitled to said dividends, which new shares shall be taken out of the authorized and unissued capital stock of the Corporation, unless said stockholders advise the Corporation in writing that they opt to have said dividends paid in cash;

o) To determine and prescribe the qualifications, duties, term of office, compensation, remuneration, incentives and other benefits of officers and/or employees. Pursuant thereto, to appoint or elect or enter into contract with such officers and/or employees, under such terms and conditions as the Board may determine to be in the best interests of the Corporation;

p) To enter into any transaction, obligation or contract and perform such acts and execute such deeds as it may deem essential for the proper administration of the Corporation's property, business and affairs or the accomplishment of any of the purposes for which the Corporation was organized; and

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

Section 2. Qualifications of the Members of the Board - Any person having at least one share of stock registered in his name in the books of the Corporation may be nominated and elected to the Board of Directors, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation or any of its subsidiaries or affiliates. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

- i. If he is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 20% or more of any outstanding class of shares of any corporation (other than one in which this Corporation owns at least 30% of the capital stock) engaged in business which the Board, by at least two-thirds (2/3) vote, determines to be competitive or antagonistic to that of the Corporation or any of its subsidiaries or affiliates;

- ii. If he is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 20% or more of any outstanding class of shares of, any corporation or entity engaged in any line of business of the Corporation or any of its subsidiaries or affiliates, when in the judgment of the Board, by at least two-thirds (2/3) vote, the law against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or
- iii. If the Board, in the exercise of its judgment in good faith, determines by at least two-thirds (2/3) vote that he is the nominee of any person set forth in (i) or (ii).

In determining whether or not a person is a controlling person, beneficial owner or nominee of another, the Board may take into account such factors as business and family relationships.

For proper implementation of this provision, all nominations for election of Directors by the stockholders shall be submitted in writing to the Board of Directors and be received at the Corporation's principal place of business at least thirty (30) working days before the date of the regular or special meeting of stockholders for the purpose of electing directors.

~~Section 2-A. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser.~~

~~The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, as the same may be amended from time to time. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].~~

Section 3. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

~~A nomination committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The nomination committee shall be composed of at least three (3) members, one of whom shall be an independent director. The nomination committee shall have the following functions: (A) formulate screening policies to enable the committee to effectively review the qualification of the nominees for independent directors; and (B) conduct nominations for independent directors prior to the stockholders' meeting in accordance with the procedures set forth in Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, as the same may be amended from time to time. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].~~

Section 4. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any

special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

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

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

Section 5. Meetings - Regular meetings of the Board of Directors shall be held at least six times during the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, may determine.

Special meetings of the Board may be called at any time by the Chairman of the Board or, in his absence, by the President, or upon the request of the majority of the directors and shall be held at such place as may be designated in the notice.

Section 6. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly. In the case of special meetings of the Board, the purpose for which the meeting is being called shall also be stated in the notice.

Section 7. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 8. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, or in his absence the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor the Assistant Secretary is present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 9. Compensation - Each director of the Corporation shall receive per diem allowance for his attendance at each meeting of the Board, in such amount as may be fixed by the Board or by resolution of the stockholders. Additionally, an amount equivalent to one percent (1%) of the net profit after tax of the Corporation may be allocated and distributed among directors of the Corporation who are not officers thereof or of any of its subsidiaries or affiliates, in such manner as the Board may deem proper.

Section 10. Executive Committee - An Executive Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) members, which shall include the President. The Board shall have the power at any time to remove and replace the members of, and fill vacancies, in the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to: (1) approval of any action for which stockholders' approval is also required; (2) the filling of vacancies in the Board; (3) the amendment or repeal of these By-Laws or the adoption of new By-laws; (4) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; (5) a distribution of dividends to the stockholders; and (6) such other matters as may be specifically excluded or limited by the Board.

Section 11. Compensation and Remuneration Committee - A compensation committee ~~and remuneration committee~~ is hereby created which may be organized from time to time upon determination of the Board of Directors. The compensation and remuneration committee shall be composed of at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion, one of whom shall be an independent director. The compensation and remuneration committee shall have the following functions: (A) establish a formal and transparent procedure for developing policy on executive compensation and for fixing the compensation packages of corporate officers and directors, and provide oversight over compensation of senior management and other key personnel, ensuring that said compensation is consistent with the Corporation's culture, strategy and control environment; (B) designate the amount of compensation of directors and officers, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Corporation successfully; (C) exercise functional oversight on matters pertaining to the areas of leadership development and administration of Compensation Programs, including, but not limited to: (i) retirement plan and long-term incentive plans to ensure alignment with over-all philosophy and strategy; and (ii) development and administration of Leadership Development/Succession; (D) review and endorse for Board ratification all promotions to the rank of President/Chief Executive Officer, Chief Finance Officer, and other Senior Management positions requiring the approval of the Board; (E) perform staff support functions as may be delegated by the Board in the performance evaluation, success planning and remuneration of the Corporation's executives; (F) review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is consistent with relevant contractual terms and such compensation is otherwise fair and not excessive for the Company; (G) review and approve compensation agreements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; (H) disallow any director or any of his associates to decide his or her own remuneration; (I) ensure that a significant proportion of executive directors' remuneration is structured so as to link rewards to corporate and individual performance; (J) undertake to perform such duties and responsibilities as may be determined by the Board. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

Section 12. Finance Committee – A finance committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The

finance committee shall be composed of at least seven (7) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The finance committee shall have the following functions: (A) review the Company's investment strategies, including capital allocation strategies and monitoring investment performance; (B) review the Company's strategies; (C) review and advise the Board on the Company's and its subsidiaries, joint ventures and associates (the "Group") capital allocation, mergers and acquisitions and disposal proposals; (C) review any capital raising plans including the issuance of shares and/or debt securities; (D) review the liquidity, loan covenant compliance and liability management program of the Group; (E) address and deal with such other matters as may be delegated by the Board to the Committee; (G) identify any related matters for referral to the Board for review and further consideration. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

Section 13. Governance, Nomination, and Sustainability Committee – A governance, nomination, and sustainability committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The governance, nomination, and sustainability committee shall be composed of at least three (3) members, who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The governance, nomination, and sustainability committee shall assist and advise the Board of Directors with respect to, among others: (A) the establishment and review of the sustainability goals, strategies and initiatives of the Group (B) the identification and management of the significant economic, environmental, social and governance issues of the Group's operations and their impact on relevant stakeholders; (C) the development and implementation of corporate governance principles and policies; (D) the review and monitoring of training and continuous professional development of directors and senior management; (E) the review and monitoring of the Group's policies and practices on compliance with legal and regulatory requirements; (F) the development and implementation of the Board's performance evaluation process; (G) the review and evaluation of the qualifications of all persons nominated to the Board and other appointments that require Board approval; and (H) the assessment of the Board's effectiveness in the process of replacing or appointing new members to the Board and/or Board Committee. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

Section 14. Risk, Cybersecurity, and Data Privacy Committee – A risk, cybersecurity, and data privacy committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The risk, cybersecurity, and data privacy committee shall be composed of at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The risk, cybersecurity, and data privacy committee shall assist and advise the Board of Directors with respect to, among others: (A) the oversight of enterprise risk management policy of the Group; (B) the execution of risk management strategies and practices, including regulatory and ethical compliance monitoring; (C) the promotion of effective data privacy and information security governance within the Company and its subsidiaries and investee companies; (D) the review and approval of the Company's strategic plans on data privacy and information security to protect Company's assets commensurate with the risk appetite of the organization; (E) the compliance with regulatory standards and best practices on data privacy and information security; and (F) the supervision of management's adoption and implementation of a system for identifying, assessing, monitoring and managing enterprise-wide data privacy and information security risk. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

Section 15. Council of Board Advisors – A council of board advisors is hereby created for the purpose of providing independent advice and guidance to the Board of Directors and Senior Management of the Company on various matters affecting the Company, including: (A) investment and business decisions and strategy, (B) sustainability goals, strategies, and initiatives of the Company and its subsidiaries; (C) significant economic, environmental, social, and governance issues in the operations of the Company and its subsidiaries and their impact on relevant stakeholders; and (D) other matters that may be consulted by the Board from time to time. The council's authority shall be recommendatory in nature and the responsibility for the management of the Company's business and affairs shall continue to rest with the Company's Board of Directors. Members of the council shall have the right to attend meetings of the Board of Directors, and shall have the right to speak but not vote therein.

The council shall have at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The Board shall appoint one of the members of the council as the Chairman, after consultation among the members of the council. The term of service for members of the council shall be one (1) year from the date of their appointment or until their successor is duly elected and qualified or until their earlier resignation, removal or incapacity. A member of the council may be re-appointed for as many additional terms as the Board deems fit. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

ARTICLE IV

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, the Treasurer, and the Secretary. At said meeting, the Board may also appoint a Vice-Chairman, one or more Vice-Presidents, Assistant Vice-Presidents, Assistant Treasurer, and Assistant Secretary, all of whom need not be directors of the Corporation.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. Vice-Chairman - The Vice-Chairman of the Board shall preside at the meetings of the directors and the stockholders, in the absence of the Chairman. He shall exercise such other powers and perform such other duties and functions as the Board of Directors, may from time to time, assign to him.

Section 4. President - The President, who must be a director, shall be the Chief Executive Officer of the Corporation and shall also have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:

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

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

c) To have general supervision and management of the business affairs and property of the Corporation;

d) To ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control;

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

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

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

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

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

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

k) To sign certificates of stock; and

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

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

Section 5. The Vice-Presidents - If one or more Vice-Presidents are appointed, they shall have such powers and shall perform such duties as may from time to time be assigned to them by the Board of Directors or by the President.

Section 6. The Assistant Vice-Presidents - If one or more Assistant Vice-Presidents are appointed, they shall have such powers and shall perform such duties as may from time to time be assigned to them by the Board of Directors or by the President.

Section 7. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the Corporation's formal actions and transactions. He shall have the following specific powers and duties:

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

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

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

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

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

f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control; and

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

Section 8. The Assistant Secretary - In the absence or disability of the Secretary, the Assistant Secretary shall act in his place and perform his duties. The Secretary may, at his request or in his disability, delegate any or all of his powers, duties, and functions to the Assistant Secretary. The Assistant Secretary shall also perform such other duties as may, from time to time, be assigned by the Board of Directors or by the President.

Section 9. The Treasurer - The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following specific powers and duties:

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

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

c) To deposit in the name and to the credit of the Corporation, in such bank(s) as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control;

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

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

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

Section 10. The Assistant Treasurer - In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Treasurer may, at his request or in his disability delegate any or all of his powers, duties, and functions to the Assistant Treasurer. The Assistant Treasurer shall also perform such other duties as may be assigned by the President.

Section 11. Term of Office - The term of office of all officers shall be coterminous with that of the Board of Directors that elects or appoints them unless such officers are sooner removed for cause.

Section 12. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 13. Compensation - The President shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification - The Corporation shall indemnify every director or officer, his heirs, executors 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 (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 gross negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The costs and expenses incurred in defending the aforementioned action suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner provided for in the preceding paragraph, upon receipt of an undertaking by or on behalf of

the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

ARTICLE VI

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the Corporation may, from time to time, require.

ARTICLE VII

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors - At the regular stockholders' meeting, the external auditor or auditors of the Corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the Corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section. 2. Audit Committee - An audit committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The audit committee shall be composed of at least three (3) members who shall all be appointed by the Board of Directors and can be removed by the Board at its sole discretion. The members of the audit committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting and finance. The audit committee shall assist the Board of Directors in fulfilling its oversight responsibilities over: (A) the Corporation's financial statements and reporting system; (B) the Corporation's compliance to legal and regulatory requirements; (C) the external auditor's qualifications, independence, and performance, and (D) the performance of the Corporation's internal audit function and Internal Auditors. [As approved by the Board of Directors at its meeting held on 7 May 2025 and the Stockholders at their meeting held on 30 May 2025].

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

Section 1- Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. - These By-Laws may be amended or repealed by

the affirmative vote of at least a majority of the Board of Directors and by the stockholders representing majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new By-Laws may be delegated to the Board of Directors (except with respect to any provision increasing the compensation of the Board of Directors) by the affirmative vote of stockholders representing not less than two-thirds (2/3) of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal, or adopt new By-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE

The foregoing By-Laws were adopted by all the stockholders of the Corporation on this 14th day of March 2006 at the principal office of the Corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names this 14th day of March 2006 at Makati City, Metro Manila, Philippines.

Sgd.
MANUEL V. PANGILINAN

[REDACTED]

Sgd.
JOSE MA. K. LIM

[REDACTED]
In his own capacity and in
representation of

**METRO PACIFIC RESOURCES,
INC.
and
METRO PACIFIC HOLDINGS,
INC.**

Sgd.
AUGUSTO P. PALISOC, JR.

[REDACTED]

Sgd.
ANTONIO A. PICAZO

[REDACTED]

Sgd.
GEMMA M. SANTOS

[REDACTED]

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 9th 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 registered with the Commission and in good standing, with principal office at the 9th Floor, Tower One, Rockwell Business Center, Ortigas Avenue, Pasig City, Metro Manila.

2. To the best of my knowledge, as of date approval of the amendments of the Corporation's By-Laws by the Board of Directors in a meeting held on 7 May 2025 and the Stockholders in a meeting held on 30 May 2025, 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, major corporate officers or stockholders of the Corporation or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this AUG 22 2025 at Pasig City, Philippines.



RICARDO M. PILARES III
Corporate Secretary

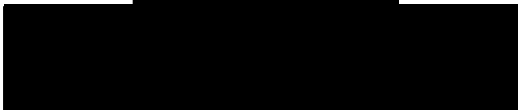
SUBSCRIBED AND SWORN to before me this AUG 22 2025 at Pasig City, affiant exhibiting to me his [REDACTED] issued by [REDACTED]

Doc No. 133 ;
Page No. 28 ;
Book No. III ;
Series of 2025.

"DOCUMENTARY STAMP TAX PAID"
00567543 AUG 22 2025
(GOR SERIAL NUMBER) (DATE OF PAYMENT)




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





REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION AND MONITORING DEPARTMENT
COMPLIANCE MONITORING DIVISION



MONITORING SHEET

NO PENALTY

Type of Corporation: **STOCK CORPORATION**

CORPORATE PROFILE

Corporate Name	METRO PACIFIC INVESTMENTS CORPORATION		
SEC Reg. No.	CS200604494	Date Registered	MARCH 20, 2006
Term of Existence	50 YEARS	Fiscal Year	Dec-31
No. of Directors	15	Annual Meeting	LAST FRIDAY IN MAY
Authorized Cap. Stock	₱ 40,050,000,000.00	Paid-Up Capital Stock	₱ 100,000.00
Principal Address	9TH FLR. TOWER 1, ROCKWELL BUSINESS CENTER, ORTIGAS AVE., PASIG CITY		

FINDINGS IN LATEST GIS DUE

FINDINGS IN LATEST FS DUE

Actual Meeting Date	MAY 30, 2025	Fiscal Year Ended	DECEMBER 31, 2024	
No. of Directors/Trustees	15	Authorized Cap. Stock	₱ 40,050,000,000.00	
Auth. Cap. Stock	₱ 40,050,000,000.00	Paid-Up Capital Stock	₱ 34,534,000,000.00	
Foreign Equity	15%	APIC (if any)	₱ 80,678,000,000.00	
		Retained Earnings	₱ 57,048,000,000.00	

OTHER FINDINGS

Compliance with SEC Memorandum Cir. No. 28, s.2020	Date Filed	12.21.2020	Findings	OT	₱ -
Stock and Transfer Book / Membership Book	Date Filed	03.24.2006	Findings	OT	₱ -

*WITH ATTACHED SECRETARY'S CERTIFICATE OF NO-INTRA CORPORATE DISPUTE

*Certificate of Permit to Sell was Revoked in an Order dated Nov. 12, 2024

TOTAL FINES ASSESSED FOR OTHER FINDINGS

₱ -

TOTAL FINES ASSESSED FOR GIS

₱ -

TOTAL FINES ASSESSED FOR FS

₱ -

TOTAL FINES AND PENALTIES ASSESSED

NO PENALTY

NOTE: This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Revised Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission. In case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be years, earlier than the five (5) years and imposition of fine shall be made if warranted.

This Monitoring Sheet is good for updating until the first working day of January of the following year. Further SEC is not estopped from assessing the corporation additional penalties, fees and charges should it turn out that the previous assessment is erroneous.

Assessed By:	N.S. CLARITO
Date:	11.05.2025
Reviewed By:	
Date:	

NIÑA S. CLARITO
SEC Monitoring Specialist II

OR No.:	
Date of Payment:	





REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION AND MONITORING DEPARTMENT
COMPLIANCE MONITORING DIVISION



COMPUTATION OF FINES FOR TIMELINESS OF SUBMISSION (SEC MC NO. 6 S. 2024)

Bracket of Fines		Base Penalty for: FL		PMD	
Offense		Base Penalty for: FL+ / NF			

COMMENTS

Compliant with All Reportorial Requirements and Cleared per CIS-URDB as of	NOVEMBER 4, 2025	
Date Last Monitored, if applicable:	Reckoning Year for Monitoring:	GIS-2024, FS-2024

GENERAL INFORMATION SHEET

FINANCIAL STATEMENT

YEAR	FINDINGS	AMOUNT	MD	AMOUNT	TOTAL	YEAR	FINDINGS	AMOUNT	MD	AMOUNT	TOTAL
1996		₱ -		₱ -	₱ -	1996		₱ -		₱ -	₱ -
1997		₱ -		₱ -	₱ -	1997		₱ -		₱ -	₱ -
1998		₱ -		₱ -	₱ -	1998		₱ -		₱ -	₱ -
1999		₱ -		₱ -	₱ -	1999		₱ -		₱ -	₱ -
2000		₱ -		₱ -	₱ -	2000		₱ -		₱ -	₱ -
2001		₱ -		₱ -	₱ -	2001		₱ -		₱ -	₱ -
2002		₱ -		₱ -	₱ -	2002		₱ -		₱ -	₱ -
2003		₱ -		₱ -	₱ -	2003		₱ -		₱ -	₱ -
2004		₱ -		₱ -	₱ -	2004		₱ -		₱ -	₱ -
2005		₱ -		₱ -	₱ -	2005		₱ -		₱ -	₱ -
2006		₱ -		₱ -	₱ -	2006		₱ -		₱ -	₱ -
2007		₱ -		₱ -	₱ -	2007		₱ -		₱ -	₱ -
2008		₱ -		₱ -	₱ -	2008		₱ -		₱ -	₱ -
2009		₱ -		₱ -	₱ -	2009		₱ -		₱ -	₱ -
2010		₱ -		₱ -	₱ -	2010		₱ -		₱ -	₱ -
2011		₱ -		₱ -	₱ -	2011		₱ -		₱ -	₱ -
2012		₱ -		₱ -	₱ -	2012		₱ -		₱ -	₱ -
2013		₱ -		₱ -	₱ -	2013		₱ -		₱ -	₱ -
2014		₱ -		₱ -	₱ -	2014		₱ -		₱ -	₱ -
2015		₱ -		₱ -	₱ -	2015		₱ -		₱ -	₱ -
2016		₱ -		₱ -	₱ -	2016		₱ -		₱ -	₱ -
2017		₱ -		₱ -	₱ -	2017		₱ -		₱ -	₱ -
2018		₱ -		₱ -	₱ -	2018		₱ -		₱ -	₱ -
2019		₱ -		₱ -	₱ -	2019		₱ -		₱ -	₱ -
2020		₱ -		₱ -	₱ -	2020		₱ -		₱ -	₱ -
2021		₱ -		₱ -	₱ -	2021		₱ -		₱ -	₱ -
2022		₱ -		₱ -	₱ -	2022		₱ -		₱ -	₱ -
2023		₱ -		₱ -	₱ -	2023		₱ -		₱ -	₱ -
2024	OT	₱ -		₱ -	₱ -	2024	OT	₱ -		₱ -	₱ -
2025	OT	₱ -		₱ -	₱ -	2025		₱ -		₱ -	₱ -
2026		₱ -		₱ -	₱ -	2026		₱ -		₱ -	₱ -
2027		₱ -		₱ -	₱ -	2027		₱ -		₱ -	₱ -
2028		₱ -		₱ -	₱ -	2028		₱ -		₱ -	₱ -
2029		₱ -		₱ -	₱ -	2029		₱ -		₱ -	₱ -
2030		₱ -		₱ -	₱ -	2030		₱ -		₱ -	₱ -
TOTAL FINES ASSESSED FOR GIS =			₱	TOTAL FINES ASSESSED FOR FS =			₱				

OT = ON TIME FL+ = FL but beyond 1 year from prescribed deadline
 FL = FILED LATE PMD = Penalty per month of delay
 NF = NOT FILED MD = Number of Months Delayed

