

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Jul 31, 2024

2. SEC Identification Number

52412

3. BIR Tax Identification No.

000-156-011-000

4. Exact name of issuer as specified in its charter

Belle Corporation

5. Province, country or other jurisdiction of incorporation

Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, MOA Complex, Pasay City  
Postal Code  
1300

8. Issuer's telephone number, including area code

(+632) 8662-8888

9. Former name or former address, if changed since last report

Not Applicable

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding	
Common Stock	9,696,464,297	

11. Indicate the item numbers reported herein

Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



## Belle Corporation BEL

**PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

**Subject of the Disclosure**

Amendment of Articles of Incorporation

**Background/Description of the Disclosure**

Please be informed that during our annual stockholders' meeting (ASM) held earlier, the stockholders have approved the Amendment of the Sixth Article of the Articles of Incorporation of the Company, reducing the number of Board of Directors from nine (9) to seven (7).

<b>Date of Approval by Board of Directors</b>	Apr 25, 2024
<b>Date of Approval by Stockholders</b>	May 31, 2024
<b>Other Relevant Regulatory Agency, if applicable</b>	-
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Jul 29, 2024
<b>Date of Receipt of SEC approval</b>	Jul 30, 2024

**Amendment(s)**

<b>Article No.</b>	<b>From</b>	<b>To</b>
VI	That the number of directors of the corporation shall be nine (9) and that the names and residences of the directors who are to serve until their successors are duly elected and qualified as provided for in the By-Laws. xxx	That the number of directors of the corporation shall be seven (7) and that the names and residences of the directors who are to serve until their successors are duly elected and qualified as provided for in the By-Laws xxx

**Rationale for the amendment(s)**

The reduction in the membership of the Corporation's Board will increase the ratio of independent directors to the regular directors. Also, this will be in line with the Corporation's efforts to streamline its operations throughout the organization as current level of operations of the Corporation does not require an expanded membership in its Board of Directors.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the Articles of Incorporation with the SEC</b>	Jul 4, 2024
<b>Expected date of SEC approval of the Amended Articles of Incorporation</b>	Jul 30, 2024

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

There are no expected effects to the Corporation's business, operations, or capital structure.

**Other Relevant Information**

This disclosure is being amended to indicate the SEC approval of the filing of the Company's Amended Articles of Incorporation. Such approval was received from the SEC yesterday, July 30, 2024.

**Filed on behalf by:**

<b>Name</b>	Michelle Angeli Hernandez
<b>Designation</b>	Vice President for Governance, Compliance Officer and Chief Risk Officer





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.: 0000052412

**CERTIFICATE OF FILING  
OF  
AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
BELLE CORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Commission has approved the amendment of the Increase / Decrease in the number of the Board of the above-named Corporation pursuant to the provisions of Section 15 of the Revised Corporation Code of the Philippines and Republic Act No. 11232, which took effect on February 23, 2019.

This amendment was adopted on April 25, 2024 by majority vote of the Board of Directors and on May 31, 2024 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

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 29th day of July, Two Thousand Twenty-Four.



**GERARDO F. DEL ROSARIO**

**Director**

**Company Registration and Monitoring Department**

*This is a computer generated certificate, signature is not required.*





## ANNEX "D" - ANNOTATION

### ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-S062024-CRMD00109N

Corporate Name	BELLE CORPORATION
Date of Approval by the Commission	29 July 2024
Approved by majority of the Directors	25 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	31 May 2024
Subject of Amendment	Increase / Decrease in the number of the Board

TO 7

FROM 9



# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

## Nature of Application

AMENDMENT

## SEC Registration Number

0 0 0 0 0 5 2 4 1 2

## Former Company Name

B E L L E C O R P O R A T I O N  
\_\_\_\_\_  
\_\_\_\_\_

## AMENDED TO:

### New Company Name

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

5 T H F L O O R T O W E R A T W O - E - C O M C E N  
T E R P A L M C O A S T A V E N U E P A S A Y C I T  
Y N C R , N A T I O N A L C A P I T A L R E

## COMPANY INFORMATION

### Company Email Address

\_\_\_\_\_

### Company's Telephone Number/s

( ) 635-3016

### Mobile Number

\_\_\_\_\_

## CONTACT PERSON INFORMATION

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

### Name of Contact Person

VITTO, DEXTER  
PARAISO

### Email Address

corporateservices@tvvlaw.com

### Telephone Number/s

\_\_\_\_\_

### Mobile Number

09178681621

## Contact Person's Address

2704 EAST TOWER, TEKTITE TOWERS, EXCHANGE ROAD, ORTIGAS CENTER, SAN ANTONIO (1600), CITY OF PASIG, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR)

## To be accomplished by CRMD Personnel

Assigned Processor

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature

\_\_\_\_\_  
\_\_\_\_\_  
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Document ID

\_\_\_\_\_

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

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STOCK CORPORATION

TRN-S062024-CRMD00109N

**COMPANY REGISTRATION AND MONITORING DEPARTMENT**  
**AMENDMENT FORM (Articles of Incorporation)**

Corporate Name: BELLE CORPORATION  
Company Type: STOCK CORPORATION  
Authorized Representative: VITTO, DEXTER PARAISO  
Mobile/Landline No.: 09178681621

SEC Registration No.: 0000052412  
Email Address: corporateservices@tvvlaw.com

Provision for Amendment on Articles of Incorporation: Increase / Decrease in the number of the Board

From (based from the latest SEC approved Articles of Incorporation (amendments, if any))	To
2	7

**DIRECTORS' CERTIFICATE**

We, the undersigned majority of the Board of Directors and the Corporate Secretary of BELLE CORPORATION, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the Board of Directors at a meeting held on April 25, 2024, at which meeting a quorum was present, and ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on May 31, 2024 at the principal office of the corporation.

We further certify that to the best of our knowledge, 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 Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Signed this 3RD day of JULY 2024 at PASIG CITY

WILLY N. OCIER

TIN:

Director

ARMIN ANTONIO B. RAQUEL SANTOS

TIN:

Director



JACINTO C. NG, JR.

TIN:

Director

MARIA GRACIA P. TAN

TIN:

Director

LAURITO E. SERRANO

TIN:

Director

PAQUITO N. OCHOA, JR.

TIN:

Director

GREGORY L. DOMINGO

TIN:

Director

JASON C. NALUPTA

TIN:

Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this 03 JUL 2024 day of July 20 2024 in Pasig City Philippines, affiant exhibiting to me his/her \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

Doc.No. 339  
Page No. 69  
Book No. VI  
Series of 2024

**JESERAINE ROC L. QUIRADO**  
NOTARY PUBLIC  
Notary Public for Cities of Pasig and San Juan  
and in the Municipality of Pateros  
Appointment No. 301 (2023-2024)  
Commission Expires on December 31, 2024  
2704 East Tower, Tektile Towers, Exchange Road  
Ortigas Center, 1605 Pasig City  
PTR No. 1504000/01.02.24/Pasig  
IBP No. 301427/01.02.24/RSM  
Roll of Attorneys No. 87050  
Admitted to the Bar 05.02.23



**AMENDED\***

**ARTICLES OF INCORPORATION  
OF**

**BELLE CORPORATION<sup>1</sup>**

**KNOW ALL MEN BY THESE PRESENTS:**

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

**AND WE CERTIFY:**

**FIRST.**           -           That the name of the said corporation shall be:

**BELLE CORPORATION<sup>1</sup>**

**SECOND.**       -           That the purposes for which the said corporation is formed are:

**PRIMARY PURPOSE**

That the primary purpose or object for which the corporation is formed is:

To invest in, purchase, or otherwise acquire and own, hold, use, develop, lease, sell, assign, transfer, mortgage, pledge, exchange, operate, enjoy or otherwise dispose of, as may be permitted by law, all properties of every kind, nature and description and wherever situated, including real estate, whether improved or unimproved, agricultural and natural resource projects, buildings, warehouses, factories, industrial complexes and facilities; shares of stocks, subscriptions, bonds, warrants, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, subscriptions, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; Provided, that the Corporation shall not engage in the stock brokerage business or act as dealer in securities.<sup>2</sup>

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\* As last amended by at least a majority of the Board of Directors in a meeting held on April 25, 2024 and approved by the stockholders owning at least two-thirds (2/3) of the Corporation's outstanding capital stock in a separate meeting held on May 31, 2024.

<sup>1</sup> As amended on August 18, 1994, per SEC Certificate dated August 29, 1994.

<sup>2</sup> As amended on October 23, 1992, per SEC Certificate dated December 21, 1992.

## **SECONDARY PURPOSES**

That the second purposes or object for which the corporation is formed are:

1. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay, rig, buy, lease, sell by wholesale, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, trailways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds of the transportation of merchandise dealt in by the corporation;

2. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipments, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

3. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever which the corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all, the whole or any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water; and to acquire by purchase, lease, or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes; to purchase, create, generate or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;

4. Insofar as may be permitted by law, to purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, mortgage, assign, deal in, exchange, sell and otherwise dispose of, alone, or in conjunction with others, all kinds of securities, including by not limited to stocks, bonds, debentures, trust certificates, trust receipts, notes and other securities, choses in action and evidences of indebtedness of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign and evidences of any interest therein; and to promote, manage, participate in or act as principal or agent for any underwriting, purchasing or selling syndicate or group, and otherwise to take part in and assist in any legal manner in the purchase, sale or disposition of any such securities, provided, however, that the corporation shall not act as stock brokers;

5. Insofar as may be necessary to carry on the primary purpose of the corporation, to purchase or otherwise acquire and to own, sell, hold, use, convey, exchange, lease, mortgage, take option to, and otherwise deal in real properties and to construct, enlarge, alter, improve or lease buildings or other structures on land held or owned by the corporation;



6. To act as managers or managing agents of the corporation, partnership, and other forms of business organizations; to provide management, investment and technical advice for a commercial, industrial, manufacturing and other kinds of enterprises;

7. Insofar as may be permitted by law, to enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession and cooperation with any person, firm, partnership, corporation, association or other entity, whether domestic or foreign, for the purpose of carrying on any transactions, deemed necessary, convenient or incidental to the purposes for which the corporation is organized and to undertake and carry on any transactions deemed necessary, convenient or incidental to the purposes for which the corporation is organized and to undertake and carry on any other business venture or mercantile activity which may be undertaken or carried on by judicial persons as capitalists, financiers, merchants, contractors, brokers, or agents, either directly itself in its own name or indirectly through the medium of ownership of shares or other interests in such business or enterprises;

8. To purchase or otherwise acquire as a going concern or otherwise, all or any part of the business goodwill, rights, property, real or personal, and assets of all kinds, and in connection with the acquisition of the same to undertake, assume and guarantee all or any part of the liabilities of any corporation, association, partnership or person deemed to be beneficial to the corporation in any manner in connection with any of its objects or purposes; and to pay for the same in cash, stock bonds, notes and/or other securities of this corporation; to hold, possess, manage, conduct and carry on the whole or any part of the business so acquired and to pledge, mortgage, sell or otherwise dispose of any business or property so acquired in the manner and to the extent now or hereafter authorized or permitted by law;

9. To carry on a general import and export business; to buy, sell or otherwise deal in wholesale quantities in all goods and merchandise which are the lawful objects of commerce;

10. To engage in and carry on any lawful manufacturing enterprises in the Philippines for the production of article for domestic use or consumption or for export; to import, buy, sell and generally deal in at wholesale and with all machinery, equipment, appliances and supplies required for such manufacturing operations; and to lease, purchase, or otherwise acquire, own, maintain, and operate factories, mills, warehouses and other buildings or structures necessary or incidental to the conduct of such manufacturing activities;

11. To enter into, make and perform contract and arrangements of every kind and description for any lawful purposes for itself and for others with any person, firm, association, corporation, municipality, body, politic, country, territory, province, state, government or authority any rights, privileges, contracts and concessions which the corporation may deem desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions; to acquire and to take over all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligation of, any person, firm, association or corporation carrying on a business which the corporation is or may become authorized to carry on, or possessed of property suitable for the purposes of the corporation and to pay for the same in cash or in stocks, bonds or securities of the corporation, or otherwise, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof;

12. To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce; and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent

of any country, Government of authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trademarks, trade names, brands, labels, patents, inventions, improvements, processes and the like;

13. To borrow, or raise money for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instrument and evidences of indebtedness, and for the purpose of securing any of its obligations or contract to convey, transfer, assign, deliver, mortgage and/or pledge 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 of the corporation shall authorize and as may be permitted by law; and to sell or otherwise dispose of any bonds, debentures, or other obligations of the corporation for its corporate purposes;

14. To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own capital stock, in its own bonds or other obligations from time to time upon such terms as its Board of Directors shall determine, but the corporation shall not use any of its funds or property for the purchase of its own shares of stock when such use would impair the capital of the corporation;

15. Insofar as may be permitted by law, to mine, extract, remove or otherwise acquire, and use, turn to account and dispose of coal, oil, timber, metal, stone and minerals of every kind;

16. To carry on for itself or for others the business of mining in all its branches and to that end, to acquire, own, improve, develop, sell, lease, and convey lands and tenements or any right, title, interest, or privilege therein; to search, explore, examine, prospect for ores, minerals and mineral substances of all kinds, grades, forms, descriptions and combinations, including but not limited to copper, nickel, manganese, gold, silver, zinc, brass, iron, tin, asbestos, sulphur and other sub-oil products and sub-surface deposits of every nature and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; to locate purchase, lease and acquire land and/or offshore areas with rights to prospect, drill, mine, bore and sink wells and shafts; to prospect, drill, produce, convey and transport oil, petroleum and gas, to carry on the business of storing and prospecting for, mining, producing, refining, manufacturing, piping, transporting, buying and selling petroleum and other oil products and by-products; to buy, sell, furnish and supply the same; to operate and maintain oil and gas wells; to build, construct, purchase, maintain and operate warehouses, pumping plants, pipe lines, refineries, factories, mills, workshops, laboratories, and dwelling houses for workmen and others; to manufacture, buy, sell by wholesale, import, export and deal in pumps, drills, fuses, caps candles, nitroglycerin, dynamite, and the necessary machinery, engines, drills and all appliances and conveniences for use in connections with mining and drilling of oil and gas; and to acquire petroleum, gas, oil and all kinds of mineral leaseholds, rights, properties, franchises, privileges, concessions and other interests;<sup>3</sup>

IN FURTHERANCE OF THE FOREGOING PURPOSES, the corporation shall have, among others, the following incidental powers;

(a) To acquire or obtain from any government authority, national or municipal, local or otherwise or any corporation, company or person, such charters, franchises, licenses, rights, privileges and concessions, as may be necessary or conducive to the attainment of any of the objects of the corporation;

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<sup>3</sup> As amended on October 23, 1992, per SEC Certificate dated December 21, 1992.





DANIEL C. GO	Filipino	[REDACTED] [REDACTED]
BRO. LEO BLANCHET	American	[REDACTED]
FRANKLIN C. CU	Filipino	[REDACTED]
ALFRED B.T. KHU	Chinese	[REDACTED]
ALFRED CU	Filipino	[REDACTED] [REDACTED]

**SIXTH.**<sup>6 7 8</sup> - That the number of directors of the said corporation shall be SEVEN (7) and that the names and residences of the directors who are to serve until their successors are duly elected and qualified as provided for in the by the By-Laws are as follows:

<i>Name</i>	<i>Citizenship</i>	<i>Residence</i>
RALPH NUBLA	Filipino	[REDACTED]
GEORGE DEE SE KIAT	Filipino	[REDACTED]
DANIEL C. GO	Filipino	[REDACTED] [REDACTED]
BRO. LEO BLANCHET	American	[REDACTED]
FRANKLIN C. CU	Filipino	[REDACTED]
ALFRED B.T. KHU	Chinese	[REDACTED]
ALFRED CU	Filipino	[REDACTED] [REDACTED]

**SEVENTH.** - That the authorized capital stock of the said corporation is Twenty Billion (P20,000,000,000.00) Pesos,<sup>9</sup> Philippine Currency divided into Fourteen Billion (14,000,000,000) Common Shares and Six Billion (6,000,000,000) Preferred Shares both<sup>10</sup> with par value of One Peso (P1.00) each.<sup>11</sup>

A description of the different classes of stock of the Corporation and a statement of the designations and powers, preferences and rights, and conversions, limitations, or restrictions thereof, in respect of each class of stock, is as follows:

<sup>6</sup> As amended on November 29, 2001, per SEC Certificate dated January 8, 2002.

<sup>7</sup> As amended on March 25, 2021, per SEC Certificate dated August 18, 2022.

<sup>8</sup> As last amended by at least a majority of the Board of Directors in a meeting held on April 25, 2024 and approved by the stockholders owning at least two-thirds (2/3) of the Corporation's outstanding capital stock in a separate meeting held on May 31, 2024.

<sup>9</sup> As amended on October 25, 1996, per SEC Certificate dated February 21, 1997.

<sup>10</sup> As amended on October 25, 1996, per SEC Certificate dated February 21, 1997.

<sup>11</sup> As amended on November 18, 1989, per SEC Certificate dated October 19, 1990.



1. Common Shares shall have full voting rights and except as may be otherwise provided in these Articles of Incorporation all shares shall have the same rights and enjoy the same privileges. Unless the Board of Directors authorize the issuance of Preferred Shares in accordance with the Articles of Incorporation, all issuances of shares by the Corporation shall be Common Shares.

2. Preferred Shares may be issued from time to time by the Board of Directors which is hereby authorized to adopt resolutions authorizing the issuance thereof in one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution so adopted shall be recorded with the Securities and Exchange Commission and thereupon be deemed an amendment and part of this Articles of Incorporation. Subject to any commitment contained in a prior issued series, the resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series:

- (a) the number of shares to constitute such series and the distinctive designations thereof;
- (b) the terms of payment on the subscription, whether partial or full, and in the case of the former, the relative rights thereof as to dividends, voting rights, convertibility and the like;
- (c) the annual dividend rate, if any, on the shares of such series which shall be fixed or variable, considering the rate or return of such securities at the time of issue, the cumulation or non-cumulation of dividends, the date or dates of cumulation or accrual, but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series;
- (d) the time(s) and price(s) of redemption, if any, of the shares of such series;
- (e) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;
- (f) the amount which shares of such series shall be entitled to receive in the event of any liquidation, dissolution or winding up of the Corporation (which shall not exceed the consideration received therefor plus accrued and unpaid dividends thereon, if any, nor be less than the par value thereof;
- (g) the convertibility or non-convertibility thereof to other class or classes of shares of the Corporation and if convertible, the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class, of the Corporation;
- (h) the absence of voting rights, of said shares of stock, however each share of Preferred Shares shall have one vote on all corporate matters where the law grants such voting rights;
- (i) the status as to reissuance or sale of shares of such series redeemed, purchased or otherwise reacquired, or surrendered to the Corporation;

- (j) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisition by the Corporation or any subsidiary, of the Common Shares or of any other class of stock of the Corporation ranking junior to the shares of Preferred Stock as to dividends or upon liquidation;
- (k) the conditions and restriction, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series as to dividends or upon liquidation; and
- (l) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith;

3. All shares of preferred stock of the same class shall rank equally and be identical in all respects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraph 1 and 2 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series.

4. The holders of Preferred Shares shall be entitled to receive out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly, semi-annually or annually, from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Shares. If dividends on the Preferred Shares of any series are not paid in full when payable or declared in full and sums set apart for the payment thereof, then no dividends shall be declared and paid on any Preferred Shares unless declared paid ratably on all shares of each series of the Preferred Shares then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such shares were declared and paid in full.

5. Subject to the provisions of paragraph 3, as to the assets, and in the event of any liquidation or dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the Preferred Shares, shall be entitled to receive out of assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Shares before any distribution of the assets shall be made to the holders of the Common Shares, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up of the Corporation the assets distributable among the holders of Preferred Shares shall be insufficient to permit the payment in full to the holders of the Preferred Shares of all preferential amounts payable to all such holders, then the entire assets of the Corporation thus distributable shall be distributed ratably among the holders of the Preferred Shares in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

6. For purposes of paragraph 4, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this ARTICLE

VII, unless the Board of Directors of the Corporation elects to treat such transactions as a liquidation, dissolution or winding up of the Corporation.

7. Subject to the limitations or conditions herein or in the terms of any series, the whole or any part of Preferred Shares at any time outstanding, or the whole or any part of any series thereof, may be redeemed by the Corporation at its election, by resolution of the Board of Directors, upon notice to the holders of record of the Preferred Shares to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter in this ARTICLE VII called the “redemption price”). If less than all of the Preferred Shares then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manners as may be prescribed by resolution of the Board of Directors. A notice of such election shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addressed to the respective holders of record of the Preferred Shares to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on Preferred Shares thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in Metro Manila, and on the date so specified, all rights of the holders of Preferred Shares called for redemption, as stockholders of the Corporation, except the right to receive the redemption price (but without interest), and the right, if any, to exercise all privileges of conversion specified for any particular series, shall cease and determine. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Preferred Shares at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company, to the Corporation.

Except for the right to convert shares as may be expressly be provided with respect to shares of Preferred Stock, no stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants of any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of the capital stock of any class.

The Board of Directors may, from time to time and for a purpose necessary or desirable for the Corporation to effect joint ventures, reciprocal right agreements and other arrangements to carry out the purposes of the corporation, allocate, sell, dispose of or otherwise transfer and convey shares of stock of the corporation of a class or classes to be determined by the Board.<sup>12</sup>

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<sup>12</sup> As amended on December 20, 1993, per SEC Certificate dated December 24, 1993.



The foregoing shall be printed on the stock certificate of the corporation.

**EIGHTH.** - That no transfer of stock or interest which will reduce the percentage of ownership of citizens of the Philippines below that which is required by law shall be permitted to be registered in the books and records of the corporation, and this restriction shall be printed in all stock certificates of the corporation.

**NINTH.** - That the amount of said capital stock which has been actually subscribed is FOUR MILLION TWO HUNDRED THOUSAND (₱4,200,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<i>Name</i>	<i>Residence</i>	<i>Amount of Shares Subscribed</i>	<i>Number of Capital Stock Subscribed</i>
RALPH NUBLA		60,000,000	₱ 600,000,000
GEORGE DEE SE KIAT		60,000,000	600,000,000
DANIEL C. GO	  	60,000,000	600,000,000
BRO. LEO BLANCHET		60,000,000	600,000,000
FRANKLIN C. CU	 	60,000,000	600,000,000
ALFRED B.T. KHU		60,000,000	600,000,000
ALFRED CU	  	60,000,000	600,000,000
		-----	-----
		-	
		420,000,000	₱ 4,200,000,000

**TENTH.** - That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names:

<i>Name</i>	<i>Residence</i>	<i>Amount Paid on Subscription</i>	<i>Citizenship</i>
RALPH NUBLA	████████████████████	150,000.00	Filipino
GEORGE DEE SE KIAT	████████████████████	150,000.00	Filipino

DANIEL C. GO	████████████████████ ████████████████████ ████████████████████	150,000.00	Filipino
BRO. LEO BLANCHET	████████████████████	150,000.00	American
FRANKLIN C. CU	████████████████████ ████████████████████	150,000.00	Chinese
ALFRED B.T. KHU	██	150,000.00	Filipino
ALFRED CU	████████████████████ ████████████████████ ████████████████████	150,000.00	Filipino
		----- ₱1,050,000.00 =====	

**ELEVENTH.** - That DANIEL C. GO has been elected as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the corporation and receipt in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16<sup>th</sup> day of August, 1973, in Makati, Rizal, Philippines.

(SGD.) **RALPH NUBLA**  
TAN – ██████████

(SGD.) **GEORGE DEE SE KIAT**  
TAN – ██████████

(SGD.) **DANIEL C. GO**  
TAN – ██████████

(SGD.) **BRO. LEO BLANCHET**  
TAN – ██████████

(SGD.) **ALFRED B.T. KHU**  
TAN – ██████████

(SGD.) **FRANKLIN C. CU**  
TAN – ██████████

(SGD.) **ALFRED CU**  
TAN – ██████████

SIGNED IN THE PRESENCE OF:

(SGD.) JAMES M. ROSS

(SGD.) Illegible

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

BEFORE ME, a Notary Public for and in the Province of Rizal, Philippines, personally appeared the following:

RALPH NUBLA	[REDACTED]	[REDACTED]	Manila
GEORGE DEE SE KIAT	[REDACTED]	[REDACTED]	Manila
DANIEL C. GO	[REDACTED]	[REDACTED]	Manila
BRO. LEO BLANCHET	[REDACTED]	[REDACTED]	Santiago, Isabela
ALFRED B.T. KHU	[REDACTED]	[REDACTED]	Manila
FRANKLIN C. CU	[REDACTED]	[REDACTED]	Manila
ALFRED CU	[REDACTED]	[REDACTED]	Manila

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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this 16<sup>th</sup> day of August, 1973 in Makati, Rizal, Philippines.

WITNESS MY HAND AND SEAL.

(SGD.) **MA. BRENDA L. ACEVEDO**

Notary Public  
Until December 31, 1973  
PTR No. 6529496-B

Doc No. 257;  
Page No. 54;  
Book No. 1;  
Series of 1973.