



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. PW00000002

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

A. SORIANO CORPORATION
(Amending Article VII Reclassification of Shares thereof)

copy annexed, adopted on February 19, 2020 by majority vote of the Board of Directors and on June 17, 2020 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 14 day of June, Twenty Twenty One.


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

BA/qba

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

ATTY. JOSHUA L. CASTRO
(Contact Person)

(Contact Person)

819-0251

(Company Telephone Number)

1	2	3	1
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Month Day
(Fiscal Year)

Amended Articles of Incorporation

(Form Type)

3rd Wednesday of April

Month *Day*
(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

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Amended Articles Number/Section

Total No. of Stockholders

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Domestic

11/11/2019

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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**AMENDED ARTICLES OF INCORPORATION
OF A. SORIANO CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents 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 HEREBY CERTIFY:

I.

That the name of said Corporation shall be:

“A. SORIANO CORPORATION”

II.

That the purposes for which the Corporation is organized are as follows:

- a. To act as agents or representatives of corporations, partnerships or individuals whether residing in the Philippine Islands or abroad.
- b. To carry out all kinds of commercial transactions, as importers or exporters or as buyers or sellers at wholesale or retail of all kinds of articles or products whether domestic or foreign.
- c. To enter into all kinds of contracts, covenants or obligations in its own name or in representation of other persons or entities bearing in mind the objective of the corporation.
- d. To buy, retain, possess or in any other manner to acquire or negotiate shares of stock, franchises, patents, bonds, mortgages, obligations, debts or credits of any person or entity legally constituted within or outside the Philippine Islands and to issue shares of stocks, bonds or other obligations for the payment of articles or properties acquired by the corporation for other legal considerations.
- e. To buy or acquire all or part of the property, assets, business and clientele of any person, corporation or partnership, managing the properties or business so purchased or acquired and exercising all the powers necessary and convenient for the management and development of said properties or businesses.

- f. To acquire, retain, sell, re-issue, or cancel any share or shares of its capital stock without any limitation other than that of not endangering the capital stock with the acquisition or purchase of its own shares and that of not voting its own stock directly or indirectly.
- g. To retain, buy, or otherwise, acquire or interest itself in, and to sell, transfer, encumber or dispose in any other form its shares in its capital stock as well as of the shares or bonds or other certificates of indebtedness, issued or made by any other person, partnership or corporation whether domestic or foreign now existing or which maybe organized in the future, and to exercise all the rights or privileges which the last endorser of such shares, bonds, or other obligations may have or can execute.
- h. To receive and loan money on personal guaranty, mortgage or pledge of movables or immovables, to administer urban or farm lands and to buy or sell them if this may be required in the ordinary course of this business and without ordinary course of this business and without limitations other than those imposed by the law.
- i. To exercise all and any other objectives already enumerated or those which may be a natural consequence of the same, as owner, factor, agent, contractor or any other capacity in its name or in cooperation with other persons, partnership or corporation and in general to do and execute any act or to exercise any right, power or faculty that any judicial or natural person can exercise in accordance with existing laws or its amendments in the future.
- j. To engage in the business of aircraft hangarage, management and maintenance, and in connection therewith to own, operate, establish, maintain, construct, rent and lease hangars, air transportation depots, aircraft service stations and agencies, service and repair all kinds of airplanes, helicopters and other aircraft of every kind and description and generally deal in aviation products, avionics, accessories, equipment components, parts and other objects of a similar kind or nature which may be necessary to the business and/or service.
- k. To manufacture, buy, sell, and negotiate in engines, automobiles, trucks, tractors of all kinds, boats, flying machines and other vehicles, their spare parts and accessories, other articles of this type and in general, to engage in the business of engines and transportation equipments whether land, maritime or aerial.
- l. To buy or otherwise acquire, lease, cede, mortgage, pledge or otherwise dispose of any industrial goodwill, trademarks, concessions, inventions, formulas, processes of whatever nature, rights to literary property and letter-

patent of the Republic of the Philippines and of foreign countries and to accept and grant licenses in accordance with the same.

- m. To engage in any other business or manufacturing enterprise or mercantile of whatever kind and nature and with this object, acquire, possess and dispose of any and all property, assets, shares, bonds and rights of any and all kinds.
- n. To construct, equip, buy, possess, sell charter boats of all kinds and description, including barges and any other water going vessels, whatever type may be the motor with which it is propelled, and to administer and to navigate them in all public and private waters in the world, in any enterprise or business, to transport the merchandise of the company as well as its towing and lightering; to act as agents, representatives or managers of other transport companies.
- o. To manage and direct the general business of contractors including the design, construction, expansion, repair, reconstruction, or to engage in any other manner in any work in buildings, roads, highways, bridges or industrial installations, and to negotiate in iron, steel, wood, bricks, concrete, rocks, cement, construction of grave land masonry, to execute contracts or to receive transfers of contracts, to execute said works or relative to the same, and also to manufacture and supply the construction materials and supplies related with same.
- p. To engage in the purchase, sale and negotiation of notes, shares, bonds and other investments including the right to retain, buy, sell, lease, mortgage and in whatever manner to encumber, sell or dispose of movable or immovable goods of any kind.
- q. To negotiate the subscription of some or all of the shares of the capital stock, bonds, coupons, deeds or mortgage, deeds of conditional sale, titles or guaranty and other liabilities of any corporation or legal trust which exist or which may exist in the future, and to buy or otherwise acquire, retain for investment, sell, transfer, mortgage, pledge or exchange or otherwise dispose of said shares of the capital stock, bonds or other goods and to exercise all the rights, powers and privileges of property of all kinds and descriptions.
- r. To endorse, guarantee and assure the payment and satisfaction of bonds, coupons, mortgages, deeds of assignment, promissory notes, guarantees and obligations and certificate of indebtedness, and also to assure and guarantee the payment or satisfaction of interests on obligations and of dividends in shares of the capital stock of other corporations; also to assume the parts or all of the existing future obligations of the business of any person, corporation or partnerships of any kind and to assist in any manner,

persons or corporations with whom commercial relations are maintained and whose shares, bonds and other obligations are retained or in any manner guaranteed by the corporation and to execute any kind of act and measure for the conservation, protection, improvement and valuation of the values of such shares, bonds and other obligations, but without any way exercising the functions and faculties of a Bonding Company.

- s. To act as transfer agents, registrars, paying agents and in general, fiscal agents in respect of any obligation guaranteed as specified above, or in respect of the guarantees of any corporation affiliated or of any other corporation, fideicomiso, association, consortium or individual, provided the directors deem such act beneficial for the promotion of the objectives of the Corporation.
- t. To buy or otherwise acquire letter-patent, concessions, inventions, rights and privileges subject to payment of real or other rights, whether exclusive or not exclusive or limited, or any part interest in such letters-patent, concessions, inventions, rights and privileges whether in the Philippines or abroad.
- u. To sell, cede or grant any patent rights, concessions, licenses, inventions, rights and privileges of which the corporation may be in possession or may acquire any interest thereon.
- v. To register patent of any invention. To obtain exclusive or any kind of privileges in respect thereto in any part of the world and to solicit, exercise, utilize or negotiate in any manner and obtain the maximum advantage of other rights and privileges of patent in the Philippines or abroad.

III.

The purposes specified in the preceding clause or any amendment or modification thereof in the future, shall not be construed as limiting in any form the general powers of the corporation nor shall it be interpreted in the sense of authorizing the corporation to exercise any power which is not legal under the laws of the Philippines.

IV.

That the place where the principal office of the corporation is to be established is at 7th Floor Pacific Star Building, Gil Puyat Avenue corner Makati Avenue, Makati City, Metro Manila, Philippines, and it may establish and maintain branch offices anywhere in the Philippines or abroad. (As amended by the Board of Directors and by the Stockholders on April 23, 2014).

V.

That the term for which said corporation is to exist is FIFTY (50) YEARS, from and after the 13th day of February, 1980, the expiry date of its original term.

VI.

That the names and residences of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
ANDRES SORIANO	201 Roberts, Pasay City
MARGARITA ROXAS VDA. DE SORIANO	Madrid, Spain
FRANCISCO ORTIGAS	120 Legarda, Manila
JOHN R. SCHULTZ	Calauan, Laguna
BENITO RAZON	11402 Leveriza, Manila
MODESTO DE CORTABITARTE	Bamban, Tarlac
CARLOS A. SOBRAL	1165 Carolina, Manila

VII.

That the number of Directors of the corporation shall be SEVEN (7). (AS AMENDED BY THE BOARD OF DIRECTORS ON MARCH 6, 2007 and BY THE STOCKHOLDERS ON APRIL 16, 2007).

VIII.

That the names and residences of the Directors of the Corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

<u>Names</u>	<u>Residences</u>
ANDRES SORIANO	201 Roberts, Pasay City
FRANCISCO ORTIGAS	120 Legarda, Manila
JOHN R. SCHULTZ	Calauan, Laguna
MODESTO DE CORTABITARTE	Bamban, Tarlac
BENITO RAZON	11402 Leveriza, Manila

IX.

The authorized capital stock of the Corporation is THREE BILLION FOUR HUNDRED SIXTY FOUR MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (P3,464,310,958.00) PESOS, Philippine Currency, and said capital stock is divided into THREE BILLION FOUR HUNDRED FIFTY NINE MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (3,459,310,958.00) COMMON SHARES, with a par value of ONE (P1.00) PESO per share and FIVE HUNDRED MILLION (500,000,000) PREFERRED SHARES with a par value of ONE CENTAVO (P0.01) per share.

The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares.

The holders of the preferred shares shall not be entitled to dividends.

The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law.

Stockholders shall have no preemptive rights in shares of stock which are issued by the corporation. (AS AMENDED BY THE BOARD OF DIRECTORS ON FEBRUARY 19, 2020 and BY THE STOCKHOLDERS ON JUNE 17, 2020).

X.

That the amount of the capital stock which has been actually subscribed is TWENTY THOUSAND PESOS (P20,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Amount</u>
Andres Soriano	201 Roberts, Pasay, Rizal	185	P18,500
Margarita Roxas	Madrid, Spain	10	10,000
Francisco Ortigas	120 Legarda, Manila	1	100
John R. Schultz	Calauan, Laguna	1	100
Modesto de Cortabitarte	Bamban, Tarlac	1	100
Benito Razon	1402 Leveriza, Manila	1	100
Carlos Sobral	1165 Carolina, Manila	1	100
		<u>200</u>	<u>P20,000</u>

XI.

That the following persons have paid on the shares of the capital stock which they have subscribed the amount set out after their respective names:

<u>Names</u>	<u>Residences</u>	<u>Amounts</u>
Andres Soriano	201 Roberts, Pasay, Rizal	P9,250.00
Margarita Roxas vda. De Soriano	Madrid, Spain	500.00
Francisco Ortigas	120 Legarda, Manila	50.00
John R. Schultz	Calauan, Laguna	50.00
Modesto de Cortabitarte	Bamban, Tarlac	50.00
Carlos A. Sobral	1165 Carolina, Manila	50.00
Benito Razon	1402 Leveriza, Manila	50.00
		<u>10,000.00</u>

XI.

Every contract, transaction or act of the Corporation or of its Board of Directors or anyone of its committees which have been ratified by a majority of the stockholders gathered in a general or special meeting called for such purpose, shall be binding and obligatory to all the stockholders as if all of them were present when said contract, act or transaction is ratified.

XIII.

The Corporation reserves the right to amend, alter, substitute or revoke all or any of the clauses or provisions established in these Articles of Incorporation in the form and manner authorized by the existing laws or its amendments in the future, provided and whenever the stockholders representing two-thirds (2/3) of the **outstanding shares of stock** so agree, and all the rights and powers granted to the stockholders, directors, officers and agents of the Corporation are subject to the same reservation. (AS AMENDED BY THE BOARD OF DIRECTORS ON FEBRUARY 19, 2020 and BY THE STOCKHOLDERS ON JUNE 17, 2020).

That Don Andres Soriano has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and as such Treasurer he has been authorized to receive for the Corporation and to receipt in its name for all the subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of January 1930 in the City of Manila, Philippines.

(SGD.) ANDRES SORIANO

(SGD.) MARGARITA ROXAS VDA. DE SORIANO

(SGD.) JOHN R. SCHULTZ

By: (SGD.) ANDRES SORIANO
Attorney-in-Fact

(SGD.) FRANCISCO ORTIGAS

(SGD.) MODESTO DE CORTABITARTE

(SGD.) C. A. SOBRAL

(SGD.) BENITO RAZON

SIGNED IN THE PRESENCE OF:

(SGD.) Illegible

UNITED STATES OF AMERICA)
PHILIPPINE ISLANDS) S.S.
CITY OF MANILA)

BEFORE ME, Notary Public in and for the City of Manila, P.I., personally appeared the following:

<u>Name</u>	<u>Official Document</u>	<u>Date & Place Issued</u>
Andres Soriano	F-6311	Jan. 2/30-Manila
Francisco Ortigas	F-7340	Jan. 3/30-Manila
John R. Schultz	F-2296251	Jan. 2/30-Calauan, Laguna
Modesto de Cortabitarte	F-966741	Jan. 14/30-Bamban, Tarlac
Benito Razon	F-6319	Jan. 2/30-Manila
Carlos A. Sobral	F-14716	Jan. 9/30-Manila

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

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of January, 1930 at Manila, Philippine Islands.

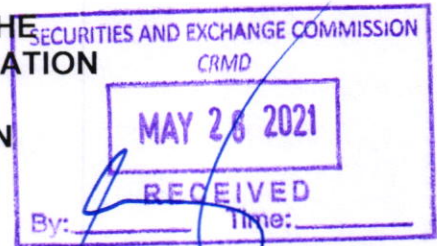
(Sgd.) JESUS URBINA

Notary Public

My commission expires on December 31, 1930

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Book No. II
Series of 1930.

**DIRECTORS' CERTIFICATE OF THE
AMENDED ARTICLES OF INCORPORATION
OF
A. SORIANO CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, majority of the members of the Board of Directors and the Secretary of the Meeting, do hereby certify that the foregoing instruments are true and correct copies of the amended Articles of Incorporation of **A. SORIANO CORPORATION** (the "Corporation"), as approved by the majority of the members of the Board of Directors in its meeting held on February 19, 2020 at 7th Floor, Pacific Star Building, Sen. Gil J. Puyat Avenue corner Makati Avenue, Makati City, and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the corporation in their Annual Stockholders' meeting held on June 17, 2020.

The amendment to the Articles of Incorporation are as follows:

1. Amendment of Article IX of the Articles of Incorporation of the Corporation by reclassifying Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or a total par value of Five Million Pesos (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or a total par value of Five Million Pesos (P5,000,000.00) to read as follows:

The authorized capital stock of the Corporation is THREE BILLION FOUR HUNDRED SIXTY FOUR MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (P3,464,310,958.00) PESOS, Philippine Currency, and said capital stock is divided into **THREE BILLION FOUR HUNDRED FIFTY NINE MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (3,459,310,958) COMMON SHARES**, with a par value of ONE (P1.00) PESO per share and **FIVE HUNDRED MILLION (500,000,000) PREFERRED SHARES with a par value of ONE CENTAVO (P0.01) per share.**

2. Addition of second, third, and fourth paragraphs to Article IX to indicate the features of the preferred shares as follows:

The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares.

The holders of the preferred shares shall not be entitled to dividends.

The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law.

3. Amendment of the last paragraph of Article IX to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation to read as follows:

Stockholders shall have no preemptive rights in shares of stock which are issued by the corporation.

4. Amendment of the first paragraph of Article XIII to indicate that the two-thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation.

The Corporation reserves the right to amend, alter, substitute or revoke all or any of the clauses or provisions established in these Articles of Incorporation in the form and manner authorized by the existing laws or its amendments in the future, provided and whenever the stockholders representing two-thirds (2/3) of the outstanding shares of stock so agree, and all the rights and powers granted to the stockholders, directors, officers and agents of the Corporation are subject to the same reservation.

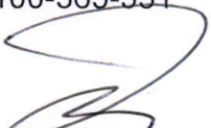
IN WITNESS WHEREOF, we have hereunto signed these presents on this ____ day of June, 2020, at Makati City.



EDUARDO J. SORIANO
Director
TIN 100-416-166


ERNEST K. CUYEGKENG
Director
TIN 101-265-572



JOSE C. IBAZETA
Director
TIN 100-365-551


OSCAR J. HILADO
Director
TIN: 123-535-799


JOHNSON ROBERT G. GO, JR.
Director
TIN: 112-197-201


ALFONSO S. YUCHENGCO III
Director
TIN: 101-562-991

Attested By:


JOSHUA L. CASTRO
VP & Assistant Corporate Secretary
TIN 205-915-439

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

SUBSCRIBED AND SWORN to before me this 22nd day of June 2020, affiants exhibited to me their Passport details as follows:

<u>Name</u>	<u>Passport No.</u>	<u>Date & Place Issued</u>
Eduardo J. Soriano	P5840885A	January 31, 2018/DFA NCR North
Jose C. Ibazeta	P0110958A	August 30, 2016/DFA Manila
Ernest K. Cuyegkeng	P7236847A	May 19, 2018/DFA NCR South
Oscar J. Hilado	P7959521A	July 16, 2018/DFA NCR East
Alfonso S. Yuchengco III	P8251202A	August 7, 2018/ DFA Manila
Johnson Robert G. Go, Jr.	P1784457A	January 27, 2017/DFA NCR East
Joshua L. Castro	P8161788A	July 31, 2018/DFA Manila

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Page No. 16;
Book No. 44;
Series of 2020.


ATTY. REGINALDO L. HERNANDEZ
Notary Public for and in the City of Makati
Appointment. No. M-260; Roll No. 20642
Commission expires on 12-31-2020
MCLE Compliance No. VI-0008138
PTR No. 8117885; 1-06-2020; Makati City
IBP No. 108319; 1-08-2020; Pasig City
TIN No. 100-364-501



A. SORIANO CORPORATION

SECRETARY'S CERTIFICATE

I, **ATTY. JOSHUA L. CASTRO**, Vice President and Assistant Corporate Secretary of **A. SORIANO CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 7th Floor, Pacific Star Building, Makati Avenue corner Gil J. Puyat Avenue, Makati City, do hereby certify that:

To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, Officers or Stockholders of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of June, 2020 at Makati City.

ATTY. JOSHUA L. CASTRO
VP and Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY

) S.S.

SUBSCRIBED AND SWORN to before me this 22nd day of June, 2020 at Makati City, affiant exhibiting to me his Passport No. P8161788A issued at DFA Manila on July 31, 2018 valid until July 30, 2028, which bears his photograph and signature.

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Book No. XY
Series 2020.

ATTY. REGINALDO L. HERNANDEZ
Notary Public for and in the City of Makati
Appointment. No. M-260; Roll No. 20642
Commission expires on 12-31-2020
MCLE Compliance No. VI-0008138
PTR No. 8117885; 1-06-2020; Makati City
IBP No. 108319; 1-08-2020; Pasig City
TIN No. 100-364-501