



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. 12397

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

KNOW ALL PERSONS BY THESE PRESENTS:

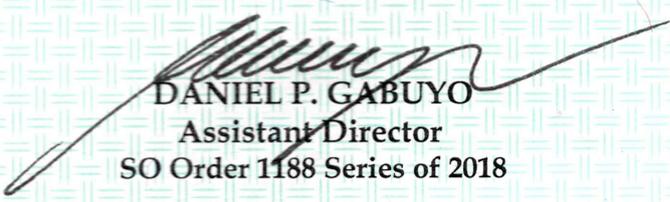
THIS IS TO CERTIFY that the Amended Articles of Incorporation of the

PHINMA CORPORATION
(Amending Article VI thereof)

copy annexed, adopted on March 3, 2023 by majority vote of the Board of Directors and on April 11, 2023 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 14th day of March, Twenty Twenty Four.


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

AMENDED ARTICLES OF INCORPORATION
OF
PHINMA CORPORATION
(FORMERLY BACNOTAN CONSOLIDATED INDUSTRIES, INC)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines and we hereby certify:

FIRST: That the name of said corporation shall be "**PHINMA CORPORATION**". (As amended by the Board of Directors on March 3, 2010 and approved by the Shareholders on April 20, 2010)

SECOND:

PRIMARY PURPOSE

To invest in, hold, purchase, acquire, lease, contract, or otherwise, within the limits allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof; to purchase, or otherwise acquire the stocks, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefore its own stocks, bonds, or other obligations or to pay therefore in cash, or otherwise; to hold or own, use, sell, issue, deal in, dispose of, and turn to account any such stocks, warrants, options, bonds or other securities, and while the owner or holder thereof to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose; to acquire, take over, hold and control 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 obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for any or all of 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 part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof. (As amended on October 27, 1994)

SECONDARY PURPOSES

That the secondary purposes for which this Corporation is formed are:

1. To acquire by purchase, lease, exchange, or otherwise, use, erect, maintain, develop and operate plants, factories, kilns, warehouses, agencies and deposits for manufacturing, buying, storing and selling all its products;
2. To locate, purchase, lease, sub-lease, and otherwise acquire claim containing lime, limestone, marbles, granite, cement, gypsum, silica and other mineral deposits; to quarry, mine, utilize, manufacture and/or sell all the above- mentioned materials and deposits;
3. To take, acquire, purchase, lease, sub-lease, exchange, and thereafter to hold, own, sell, lease, mortgage and otherwise deal with or dispose of any and all kinds of property, improved and unimproved, real, personal and mixed, buildings, and other structure, rights, privileges, easements and franchises of every kind and description and wheresoever situated, and otherwise to acquire, takeover, hold and manage, subject to the limitations provided by law, the property, and business, and assume the liabilities therefor of any other person, firm or corporation carrying on, or possessed of property which this corporation may have a right to acquire;
4. To engage in the business of general buildings or contractors; to erect, construct, maintain, alter, pull down, repair and/or restore public or private structure of all classes and description;
5. To borrow or raise money for the use and benefit of the corporation, and for this purpose to issue or execute mortgages, promissory notes, preferred shares, debentures, bonds or any lien or obligation of the corporation upon security of all or any part of its assets, and to exchange or vary from time to time, such securities;
6. To draw, deposit, make, accept, endorse, discount, execute and issue bill of exchange, checks and other negotiable instruments as may be deemed necessary and convenient for the furtherance of the business of the corporation;
7. To purchase, lease, construct, or acquire interests in storehouses, roads, docks, piers, waterworks, irrigation systems, and works of all kinds; and, as well as in furtherance of and in conjunction with the general business of the corporation, to acquire, lease, construct, operate, and dispose of railroads, railroad locomotives, steamships, barges, vessels, cars, trucks, and other transportation facilities for the moving of property, supplies and personnel belonging to it or to others, as an incident to the business of the corporation;

8. To acquire, or obtain from any government or authority, national, provincial, municipal or otherwise, charters, contracts, decrees, rights, franchises, privileges, and concessions which may be conducive to any of the objects of the company and to accept, make payments, undertake, carry out, exercise and comply with such charters, contracts, decrees, rights, franchises, privileges and concessions;

9. Within the limits imposed by the laws of the Republic of the Philippines, to take, purchase, or otherwise acquire or invest its funds in, and/or hold shares of stocks, obligations, bonds, or any other securities of any other corporation, whether public or private, partnerships, associations or persons, and while being the owner and holder of the same, to exercise all the rights and privileges as such owner, including the right to vote the same and to receive, collect, distribute, pay and dispose of earnings, dividends and other benefits of said corporation;

10. To act as agents or brokers for any person, firm, or corporation and to undertake and perform subcontracts, and also to act in any of the business of the company, through or by means of agents, brokers, subcontractors or others; except as insurance agents;

11. To remunerate any person, firm or company rendering services to the corporation whether by cash payment or by the allotment to him or them of shares of the company credited as paid-up in full or in part or otherwise;

12. To effect insurances against risk or losses to the corporation, and to insure any employees of the corporation against risk or accident in the course of their employment by the corporation, and to pay premium in respect thereof;

13. To invest and deal with the moneys of the corporation not immediately required in such manners as may, from time to time, be thought fit;

14. To lend and advance money or give credit to persons, firms or companies on such terms and under such conditions as may be thought fit;

15. To improve, manage, cultivate, develop, exchange, let or lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the corporation;

16. Subject to the laws of the Republic of the Philippines, to acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company, and as part of the consideration of such acquisition, to undertake all or any of the liabilities, amalgamate with, or enter into any agreement with, or enter into any arrangement for sharing profits, cooperation,

or mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or for any property acquired, any shares, debentures, bonds, or securities, that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, bonds, or securities so received;

17. To apply for, or join in applying for, purchase or by other means acquire and protect, prolong, and renew, whether in the Republic of the Philippines, the United States or elsewhere, any patents, patent rights, trademarks, tradenames, licenses, protections, business marks or designs, business names, concessions, inventions, and processes which may appear likely to be advantageous or useful to the corporation, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon, in testing and improving any patents, inventions, processes or rights which the corporation may acquire or propose to acquire;

18. To enter into obligations and contracts, agreements, and other relationships not contrary to law, essential for the proper administration of its corporate affairs or necessary or advantageous for the corporation;

19. To carry on a general mercantile and commercial business of importing and exporting, buying, acquiring, selling, by wholesale or retail, or otherwise disposing of or dealing with any kind of goods, chattels, wares, merchandise and commodities, whether artificial or natural, which are or may become articles of commerce and within the limits provided for by law;

20. To procure the company or any branch thereof to be registered or recognized, or to be permitted or allowed to carry on its business in any foreign country or place;

21. To support and subscribe to any charitable or public object and any its institution or club which may be for the benefit of the corporation or employees either directly or indirectly or may be connected with any town or place where the corporation carries on business and to give pensions, gratuities, or charitable aid to any person or persons who have served the corporation, or to wives, children or other relatives of such persons, and to form and contribute to provident and benefit funds for the benefit of persons employed by the corporation;

22. To engage directly in all activities that a juridical person may dedicate itself to, and to do all such other things as are incidental or conducive to the attainment of the above purpose or any of them, or which may be conveniently carried on and done in connection therewith, or which may be

calculated directly or indirectly to enhance the value of or render profitable any business of property of the corporation, subject to the limitations provided by law.

THIRD: That the domicile and principal office of the corporation shall be located at Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Metro Manila, Philippines. (As amended on April 14, 2015). The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in foreign countries whenever warranted by the exigencies of its business. (Adopted on March 25, 1970)

FOURTH: That the term which said corporation is to exist is extended for another fifty (50) years from and after March 12, 2007. (As amended by the Board of Directors on March 30, 2006 and approved by the Shareholders on May 31, 2006)

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

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
Zenaida Quezon Avanceña	Filipino	
Ernesto O. Escaler	Filipino	
Ernesto Oppen	Filipino	
Jorge J.L. de Leon	Filipino	
Manuel V. Moran	Filipino	
Ramon V. Del Rosario	Filipino	

SIXTH: That the number of directors of said corporation shall be fifteen (15) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided for by the by-laws are as follows (As amended by the Board of Directors on March 3, 2023 and approved by the Shareholders on April 11, 2023):

<u>NAME</u>	<u>ADDRESS</u>
Zenaida Quezon Avanceña	
Ernesto O. Escaler	

Ernesto Oppen

Jorge J.L. de Leon

Manuel V. Moran

Ramon V. Del Rosario

SEVENTH: That the total authorized capital stock of the corporation is FIVE BILLION TWO HUNDRED TEN MILLION PESOS (P5,210,000,000.00) Philippine Currency and said capital shall be divided into Four Hundred Twenty Million (420,000,000) common shares of a par value of Ten Pesos (P10.00) each; One Hundred Thousand (100,000) shares of Preferred "A" shares of a par value of Ten Pesos (P10.00) each; Nine Hundred Thousand (900,000) shares Preferred "B" stock of a par value of Ten Pesos (P10.00) each, Fifty Million (50,000,000) shares Preferred "AA" stock of a par value of Ten Pesos (P10.00); and Fifty Million (50,000,000) shares Preferred "BB" stock of a par value of Ten Pesos (P10.00). (As amended on November 19, 1998)

The holders of common shares shall not be entitled to pre-emptive rights to subscribe to any issues of preferred shares; neither shall the holders of preferred shares be entitled to pre-emptive rights to subscribe to any issues of common shares. (As amended on November 14, 1995)

The aforesaid Preferred Shares shall be issued subject to the following rights, preferences, qualifications, limitations, and conditions which shall appear and be printed on the certificates of all preferred shares of stock, to wit:

- A. The holders of the Preferred "A" stock shall be entitled to dividends at the rate of eight per cent (8%) yearly on the par value thereof in Philippine Currency, for each share. All holders of 8% Preferred Stock issued and outstanding as of January 22, 1964, shall be included in this category of Preferred "A" stockholders; and

The holders of Preferred "B" stock shall be entitled to dividends at the rate of nine per cent (9%) yearly on the par value thereof in Philippine Currency for each share.

As between the two classes of preferred shares Class "A" 8% preferred shares shall be considered senior securities. All dividends shall be payable out of the surplus profits of the corporation as long as said referred shares are outstanding.

- B. Dividends on said preferred shares shall be payable semi-annually on June 1st and December 1st of each year. Said dividends shall be preferential and cumulative, whether or not in any period the amount thereof is covered by earnings or profits of the Corporation. All dividends paid on the preferred shares shall be paid in chronological order with reference to the due dates for each semi-annual installment. In case any installments of said dividend is not paid on the dividend payment date of such installment, then the amount of such installment shall subsequently be paid before any dividend shall thereafter be paid to the holders of the common shares. Subject to the foregoing limitations, dividends in cash or in stock or otherwise may be paid from time to time to the holders of the common shares from the surplus profits of the corporation in such amount as and when declared and the holders of the preferred shares shall not be entitled to participate in any such dividends paid to the holders of the common shares. The preferred shares shall not be entitled to any other dividend than as above stated.

The holders of Preferred "AA" shares shall be entitled to dividends at the rate of Ninety Percent (90%) of Ninety-One (91) days Treasury Bills rate plus not more than Seven-Eighths of One Percent ($7/8$ of 1%); while the holders of Preferred "BB" shares shall be entitled to dividends at the rate of Ninety Percent (90%) of Nine-One (91) days Treasury Bills rate plus not more than One Percent (1%).

Dividends on said Preferred "AA" and "BB" shares shall be payable quarterly in arrears with reference to their due dates and shall accrue and be cumulative from the date of issuance thereof. Accumulation of dividends on preferred shares shall be subject to additional dividends at the rate of one percent (1%) per month from their due dates until paid. Preferred "AA" shares shall be redeemed by the Corporation on the fifty year from date of issue, while Preferred "BB" shares shall be redeemed on the seventh year from date of issue. The corporation shall have the option to redeem after the second year from issue date.

The Board of Directors is authorized to fix terms and conditions other than those above set forth to which the preferred shares shall be subject. (As amended on October 17, 1995 and November 14, 1995)

- C. In the event of liquidation, dissolution, receivership, bankruptcy or winding up of the affairs of the corporation, voluntary or involuntary, the holders of the preferred shares shall be entitled to be paid in full, or pro-rata, P10.00 in Philippine Currency, for each fully paid-up preferred share held, together with accrued and unpaid dividend thereon in Philippine Currency, on the date of distribution, before any distribution shall be made to the holders of the common shares and shall be entitled to no other distribution. After the holders of the preferred shares shall have received their share of distribution, the remaining assets of the Corporation shall be apportioned to the holders of the common shares.
- D. The Corporation may redeem the whole or any part of the preferred shares then outstanding at any time upon paying in cash to the holder of such preferred shares redeemed P10.00 a share together with all the accrued and unpaid dividend thereon in Philippine Currency.
- E. In case of redemption of less than all of the preferred shares then outstanding, the preferred shares to be redeemed shall be selected by the Board of Directors by lot or in such other equitable manner as the Board of Directors of the corporation shall determine. In all cases of redemption under this paragraph:
- 1) Notice of redemption shall be sent by registered mail to holders of the preferred shares to be redeemed, to his, her or its address as the same appears in the books of the Corporation, within such reasonable time as the Board of Directors may determine and fix.
 - 2) The payment of the redemption price of the shares redeemed shall be made at the office of the corporation, in Makati, Municipality of Rizal, Philippines, or at any other place or places, if any, as shall be specified in the notice of such redemption and shall be made upon the surrender of the corresponding certificate of shares redeemed. From and after the date fixed in any such notice as the date of redemption, unless the corporation shall fail in the payment of the redemption price, dividend on the preferred shares shall cease to accrue and all rights with respect to said shares of the holders thereof shall terminate;

- 3) If less than all of the preferred shares represented by any certificate are redeemed at any one time, the holders shall be entitled to receive new certificates representing the preferred shares which are not so redeemed.
- 4) The Board of Directors shall have full discretion from time to time prescribe and regulate subject to the provisions hereinabove set forth, the procedure to be followed and the details concerning the redemption of preferred shares.

F. The holders of the preferred shares shall not be entitled to any voting rights or privileges except those expressly provided by law.

EIGHTH: That the amount of aforesaid capital which has been actually subscribed is FOUR MILLION PESOS (P4,000,000.00) and the following persons have subscribed for the number and kind of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF CAPITAL SUBSCRIBED</u>
Zenaida Q. Avanceña		26,700 Preferred P 400,000 13,300 Common
Ernesto O. Escaler		160,000 Preferred 2,400,000 20,000 Common
Jorge J.L. de Leon		26,700 Preferred 400,000 13,200 Common
Manuel V. Moran		6,670 Preferred 100,000 3,330 Common
Ernesto Oppen		20,000 Preferred 300,000 10,000 Common
Ramon V. Del Rosario		26,700 Preferred 400,000 13,300 Common ----- P4,000,000 =====

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

<u>NAME</u>		<u>AMOUNT PAID ON SUBSCRIPTION</u>
Zenaida Quezon Avanceña	p	100,000.00
Ernesto O. Escaler		600,000.00
Jorge J.L. de Leon		100,000.00
Manuel V. Moran		25,000.00
Ernesto Oppen		75,000.00
Ramon V. Del Rosario		100,000.00
TOTAL		----- P1,000,000.00 =====

TENTH: That Manuel F. Garcia has been elected by the subscribers as Treasurer of the corporation to act as such until his successors 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 to receipt in its name, all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of March, 1957, at Manila, Philippines.

(SGD.)ZENAIDA QUEZON AVANCEÑA
ZENAIDA QUEZON AVANCEÑA

(SGD.)ERNESTO O. ESCALER
ERNESTO O. ESCALER

(SGD.)JORGE J. L. DE LEON
JORGE J. L. DE LEON

(SGD.)MANUEL V. MORAN
MANUEL V. MORAN

(SGD.)ERNESTO OPPEN
ERNESTO OPPEN

(SGD.)RAMON V. DEL ROSARIO
RAMON V. DEL ROSARIO

ACKNOWLEDGMENT

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



On this 6th day of March, 1957, personally appeared before me:

Zenaida Quezon Avanceña

A-0115583
B-0556991

issued at Manila
issued at Quezon City

on Jan. 14, 1957
on Feb. 28, 1957

Ernesto O. Escaler

A-741
B-56238

issued at Manila
issued at Manila

on Jan. 3, 1957
on Feb. 8, 1957

Jorge J. L. de Leon

A-0002667
B-0466605

issued at Manila
issued at Bacolor, Pampanga

on Jan. 3, 1957
on Feb. 9, 1957

Ernesto Oppen

A-014397
B-05935350

issued at Manila
issued at Manila

on Jan. 12, 1957
on Jan. 6, 1957

Ramon V. del Rosario

A-0150681
B-0034964

issued at Manila
issued at Manila

on Jan. 22, 1957
on Feb. 7, 1957

known to me to be the same persons who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he or she freely and voluntarily executed the same.

WITNESS MY HAND AND SEAL, this 7th day of March, 1957 at Manila, Philippines.

(SGD.) RAFAEL R. KALUAG
RAFAEL R. KALUAG
NOTARY PUBLIC
Until December 31, 1957

Doc. No. 178;
Page No. 51;
Book No. III;
Series of 1957.

06rvpascua

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**DIRECTOR'S CERTIFICATE
OF
PHINMA CORPORATION**

We, the undersigned, being a majority of the members of the Board of Directors and the Corporate Secretary of **PHINMA CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at 12th Floor, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, do hereby certify that:

1. During the meeting of the Board of Directors of the Corporation, duly called for the purpose and held on 3 March 2023, which meeting was held remotely via videoconferencing that allowed the Directors attending reasonable opportunities to participate, presided by the Chairman of the Board from North Greenhills, San Juan City, Metro Manila, and after having complied with all the requirements for holding Board meetings via remote communication in accordance with Section 52 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, with a quorum present and voting throughout, the following resolutions to amend the Articles of Incorporation to increase the number of board seats from eleven (11) to fifteen (15), and to amend the By Laws to state that the management of the Corporation shall be vested in a board of such number of directors as stated in the Articles of Incorporation, were approved and adopted by a majority vote of the Board of Directors:

"RESOLVED, that the number of board seats of the Corporation be increased from eleven (11) to fifteen (15);

RESOLVED, FURTHER, that Article SIXTH of the Amended Articles of Incorporation of the Corporation be amended to read as follows:

'SIXTH. – That the number of directors of said corporation shall be fifteen (15) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided for by the by-laws xxx.'

RESOLVED, FURTHER, that Article IV of the Amended By-Laws of the Corporation be amended to read as follows:

'Article IV
The Board of Directors

1. Qualification and Election. – The general management of the Corporation shall be vested in a

board of such number of directors stated in the Articles of Incorporation who shall be stockholders and who shall serve until the election of their successors.'

RESOLVED, FINALLY, that the resolution and recommendation of the Board of Directors to amend Article Sixth of the Articles of Incorporation to increase the number of board seats and Article IV of the By Laws be presented for approval by the stockholders of the Corporation at a meeting duly called."

2. The aforesaid amendments to the Articles of Incorporation and By Laws of the Corporation were likewise approved, confirmed and ratified by the affirmative vote of the stockholders of the Corporation holding and representing at least two-thirds (2/3) of the Corporation's outstanding capital stock at the annual meeting of stockholders held on 11 April 2023 at Makati City.

3. The attached Amended Articles of Incorporation and Amended By Laws are the true and correct copies of the Corporation's Articles of Incorporation and By Laws, as amended.

IN WITNESS WHEREOF, we have signed these presents on this ___ day of May 2023 at Makati City.

RAMON R. DEL ROSARIO, JR.
*Chairman of the Board of Directors and
the Stockholders' Meeting*
TIN

OSCAR J. HILADO
Director
TIN

MAGDALENO B. ALBARRACIN, JR.
Director
TIN

JOSE L. CUISIA, JR.
Director
TIN

VICTOR J. DEL ROSARIO.
Director
TIN

MELITON B. SALAZAR, JR.
Director
TIN

EDUARDO A. SAHAGUN
Director
TIN

JUAN B. SANTOS
Director
TIN

EDGAR O. CHUA
Director
TIN

LILIA B. DE LIMA
Director
TIN

RIZALINA G. MANTARING
Director
TIN

TROY A. LUNA
Secretary of the Stockholders' Meeting
TIN

SUBSCRIBED AND SWORN to before me, this 29th day of May 2023 at Makati City, affiants exhibiting to me the following competent evidence of identity:

Name	Competent Evidence of Identity	Date and Place Issued
RAMON R. DEL ROSARIO, JR.	Passport No.	
OSCAR J. HILADO	Passport No.	
MELITON B. SALAZAR, JR.	Passport No.	
TROY A. LUNA	Passport No.	

Doc No.: 37;
Page No.: 9;
Book No.: 1;
Series of 2023.


KATRINA JANINE M. STA. ANA
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
APPOINTMENT NO. M-262 (2022-2023)
COMMISSION EXPIRES ON DECEMBER 31, 2023
7th Floor, The PHINMA Plaza, 39 Plaza Drive
Rockwell Center, Makati City 1210
PTR No. 9566815; Makati, City; 1/4/2023
IBP O.R. No. 256287; Makati; 12/30/2022
TIN 465-637-617
Attorney's Roll No. 78275
Admitted to the Philippine Bar: 12 May 2022

SUBSCRIBED AND SWORN to before me, this 22nd day of June 2023 at Makati City, affiants exhibiting to me the following competent evidence of identity:

Name	Competent Evidence of Identity	Date and Place Issued
MAGDALENO B. ALBARRACIN, JR.	Passport No.	
VICTOR J. DEL ROSARIO	Passport No.	
EDUARDO A. SHAGUN	Passport No.	
JUAN B. SANTOS	Driver's License No.	
LILIA B. DE LIMA	UMID No.	
RIZALINA G. MANTARING	Driver's License No.	

Doc No.: 71 ;
 Page No.: 16 ;
 Book No.: II ;
 Series of 2023.

C2511 PHN Directors Cert Amendment A OI FIN (clean)/c2s155/taIO37mbair (TALG30)/c2s156


KATRINA JANINE M. STA. ANA
 NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
 APPOINTMENT NO. M-262 (2022-2023)
 COMMISSION EXPIRES ON DECEMBER 31, 2023
 7th Floor, The PHINMA Plaza, 39 Plaza Drive
 Rockwell Center, Makati City 1210
 PTR No. 9566815; Makati City, 1/4/2023
 IBP O.R. No. 256287; Makati; 12/30/2022
 TIN 465-637-617
 Attorney's Roll No. 78275
 Admitted to the Philippine Bar: 12 May 2022



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

MONITORING SLIP

NAME OF CORP.	PHINMA CORPORATION	SEC	0000012397
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received: 14 September 2023	Date Released: 15 September 2023	Processed/Verified by:  MTBSALLES	
REMARK: We interpose no objection to the subject company's request for certificate of good standing insofar as the matters under the CGFD are concerned. However, this is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary applicable under circumstances.			



Company Registration and Monitoring Department

IN THE MATTER OF:

SEC CRMD Case No. 24-2666 (COR)

For: Correction of Amended Articles
of Incorporation.

PHINMA CORPORATION (SEC REG NO.
0000012397)

Petitioner,

x-----x

To:

Atty. Troy A. Luna
Corporate Secretary
7th Floor, The PHINMA Plaza
39 Plaza Drive, Rockwell Center
Makati City

Greetings:

Please note that on 20 February 2024, an Order, copy hereto attached, was issued in the above-entitled case, the original of which is now on file with this Commission.

ATTY. GERARDO F. DEL ROSARIO
Director



COMPANY REGISTRATION AND MONITORING DEPARTMENT

In the matter of:

SEC-CRMD Case No. 24-2666 (COR)

PHINMA CORPORATION
(Company Reg. No. 0000012397)

For: Correction of Entries of the
Company Registration Document

Petitioner.

X-----X

O R D E R

For consideration is the Petition for Correction of Entries of the Company Registration Document of PHINMA CORPORATION (the Corporation or Petitioner), filed on 9 January 2024 with Company Registration and Monitoring Department (the Department or CRMD) of the Securities and Exchange Commission (the Commission or SEC).

Specifically, Petitioner is praying for the correction of the amount of capital subscribed by the original subscriber Ernesto Oppen as reflected on the Amended Articles of Incorporation approved on 24 June 2015.

To support its petition, Petitioner submitted the following:

- 1. Secretary’s Certificate dated 20 December 2023; and
2. Corrected copy of its Articles of Incorporation.

Petitioner contends that the Commission approved the amendment on its Articles of Incorporation on 24 June 2015. Due to a mathematical error, however, the number of shares subscribed by the original subscriber Ernesto Oppen was indicated as:

Article VIII

That the amount of aforesaid capital which has been actually subscribed is FOUR MILLION PESOS (P4,000,000.00) and the following persons have subscribed for the number and kind of shares and amount of capital stock set out after their respective names:

Table with 3 columns: Name, Address, Amount of Capital Subscribed. Rows include Zenaida Q. Avanceña, Ernesto O. Escaler, and Jorge J.L. de Leon with their respective share amounts and capital values.



	x-----x	
Manuel V. Moran	6,670 Preferred 3,330 Common	P100,000
Ernesto Oppen	20,000 Preferred 10,000 Common	P400,000
Ramon V. Del Rosario	26,670 Preferred 13,330 Common	P400,000
		P4,000,000

Instead of the correct information as provided for in the said Amended Articles of Incorporation approved by the Commission on **24 June 2015**:

Article VIII

That the amount of aforesaid capital which has been actually subscribed is FOUR MILLION PESOS (P4,000,000.00) and the following persons have subscribed for the number and kind of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Address</u>	<u>Amount of Capital Subscribed</u>	
Zenaida Q. Avanceña		26,700 Preferred 13,300 Common	P400,000
Ernesto O. Escaler		160,000 Preferred 80,000 Common	P2,400,000
Jorge J.L. de Leon		26,700 Preferred 13,300 Common	P400,000
Manuel V. Moran		6,670 Preferred 3,330 Common	P100,000
Ernesto Oppen		20,000 Preferred 10,000 Common	P300,000
Ramon V. Del Rosario		26,670 Preferred 13,330 Common	P400,000
			P4,000,000

Petitioner contends that the mathematical error made in the preparation of its Amended Articles of Incorporation was due to inadvertence.

WHEREFORE, in view of declaration of facts, circumstances, and the supporting documents submitted by the parties, this Department deems that the error is **visible to eyes and obvious to understanding**. As such, the application to correct the same is proper and necessary in order to reflect Petitioner's true and accurate intentions. **THEREFORE**, the petition is **GRANTED**. This Order shall be without any prejudice to the right of any private entity and/or any government agency nor shall it impede any investigation to be conducted by the latter.

In the Matter of:
PHINMA CORPORATION
SEC Company Registration No.000012397
SEC CASE NO. 24-2666 (COR)
Page 3 of 3

x-----x

Let a copy of this Order and the updated corrected Articles of Incorporation of **PHINMA CORPORATION** with the corrections incorporated in Article VIII, be furnished to the Corporate Filing and Records Division (CFRD) of the CRMD for inclusion in the subject corporation's records on file.

SO ORDERED.

Done in Makati City, Philippines, this 20th day of February 2024.

ATTY. GERARDO F. DEL ROSARIO
Director

Copy furnished:

Atty. Troy A. Luna
Corporate Secretary
7th Floor, the PHINMA Plaza
39 Plaza Drive, Rockwell Center
Makati City

Corporate Filing and Records Division (CFRD)
Company Registration and Monitoring Department (CRMD)

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SECRETARY'S CERTIFICATE

I, **TROY A LUNA**, of legal age, Filipino, with office address at the 7th Floor, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, being the duly elected and incumbent Corporate Secretary of **PHINMA CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at 12th Floor, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, 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 or claim by any person or group against the directors, officers, or stockholders of the Corporation and vice-versa.

TROY A. LUNA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 22nd day of June 2023, affiant exhibiting to me his Passport No. _____ issued on _____ at _____, expiring on _____, bearing his photograph and signature, in accordance with Rule II, Section 12 and Rule IV Section 2 (b) of the 2004 Rules on Notarial Practice.

Doc. No.: 73 ;
Page No.: 16 ;
Book No.: II ;
Series of 2023.

C2511 PHN Sec Cert No Pending Action/czs156


BRYAN GEORGE M. MANZANO
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
APPOINTMENT NO. M-291 (2022-2023)
COMMISSION EXPIRES ON DECEMBER 31, 2023
7th Floor, The PHINMA Plaza, 39 Plaza Drive
Rockwell Center, Makati City 1210
PTR No. 9566814; Makati City; 1/4/2023
IBP O.R. No. 260893; Zambales; 1/5/2023
TIN 607-109-916
Attorney's Roll No.79205
Admitted to the Philippine Bar: 16 May 2022