## Remarks

C06408-2026

- Please be advised that Filsyn Corporation's ("FYN" or the "Company") declassification of shares will be reflected in the Exchange's systems upon the Company's submission of the relevant regulatory requirements.

# 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)
   Aug 19, 2026
2. SEC Identification Number
   35841
3. BIR Tax Identification No.
   000-158-664-000
4. Exact name of issuer as specified in its charter
   FILSYN CORPORATION
5. Province, country or other jurisdiction of incorporation
   Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
   Unit 8, 5B, Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
   Postal Code
   1227
8. Issuer's telephone number, including area code
   (+632) 8652-5167
9. Former name or former address, if changed since last report
   N/A
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 | 172,819,683 |
| PREFERRED | 33,426,498 |

11. Indicate the item numbers reported herein
    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.*

# Filsyn Corporation
# FYN

**PSE Disclosure Form 4-19 - Declassification of Shares**
***References: SRC Rule 17 (SEC Form 17-C) and***
***Section 4.4 of the Revised Disclosure Rules***

| **Subject of the Disclosure** |
|---|
| Declassification of Common Class “A” and Common Class “B” shares of Filsyn Corporation |
| **Background/Description of the Disclosure** |
| At the Special Board Meeting held today, 24 February 2026, the Board of Directors, approved the amendments to the Seventh Article of the Articles of Incorporation to declassify Common “A” and Common “B” shares as mandated by the Securities and Exchange Commission and The Philippine Stock Exchange, Inc.<br><br>At the Annual Stockholders’ Meeting held on 26 May 2026, the stockholders approved the foregoing amendments to the Articles of Incorporation.<br><br>On 7 August 2026, the Securities and Exchange Commission (“SEC”) approved the foregoing amendments to the Articles of Incorporation.<br><br>On 19 August 2026, Filsyn Corporation received the SEC Certificate of Filing of Amended Articles of Incorporation. |

| | |
|---|---|
| **Date of Approval by Board of Directors** | Feb 24, 2026 |
| **Date of Approval by Stockholders** | May 26, 2026 |
| **Date of Approval by Securities and Exchange Commission** | Aug 7, 2026 |

| **Reason or purpose of the declassification of shares** |
|---|
| The reason for the declassification of Common “A” and Common “B” shares is to promote market efficiency, transparency, and equitable shareholder treatment within publicly listed companies as mandated by the relevant issuances of the SEC and the PSE. |

## Effects on Capital Structure

**Issued Shares**

| Type of Security/Stock Symbol | Before | After |
|---|---|---|
| Common Class A | 123,747,707 | 0 |
| Common Class B | 49,071,976 | 0 |
| Common - Resulting No. of shares due to declassification of shares | - | 172,819,683 |
| Preferred | 33,426,498 | 33,426,498 |

**Outstanding Shares**

| Type of Security/Stock Symbol | Before | After |
|---|---|---|
| Common Class A | 123,747,707 | 0 |
| Common Class B | 49,071,976 | 0 |
| Common - Resulting No. of shares due to declassification of shares | - | 172,819,683 |
| Preferred | 33,426,498 | 33,426,498 |

**Treasury Shares**

| Type of Security/Stock Symbol | Before | After |
|---|---|---|
| N/A | - | - |
| N/A | - | - |
| N/A | - | - |

**Listed Shares**

| Type of Security/Stock Symbol | Before | After |
|---|---|---|
| Common Class A | 123,747,707 | 0 |
| Common Class B | 49,071,976 | 0 |
| Common - Resulting No. of shares due to declassification of shares | - | 172,819,683 |
| Preferred | 33,426,498 | 33,426,498 |

## Procedure(s) for updating stock certificates

**Details of Stock Transfer Agent**

| | |
|---|---|
| **Name** | BDO UNIBANK, INC. |
| **Address** | 44th Floor, BDO Corporate Center Ortigas, East Tower 12 ADB Avenue, Ortigas Center, Mandaluyong City |
| **Contact Person** | Ms. Gesan Tesiorna-Santos / Ms. Concepcion E. Foronda / Mr. Doel M. Torres (632) 8878-4961 / (632) 8878-4105 / (632) 8840-7000 local 31345 |

**Inclusive dates when the old stock certificates can be replaced**

| | |
|---|---|
| **Start Date** | TBA |
| **End Date** | TBA |

**Documentary requirements**

| Individual Shareholders |
|---|
| Individual shareholders should submit (a) photocopies of two (2) valid government issued identification cards; (b) duly verified signature card; and (c) original copy of the old stock certificate/s of Common Class A and Common Class B, whatever is applicable. |

For individual stockholders who will claim their replacement stock certificates through representatives, please submit the following:

a. Original and photocopy of valid government issued identification card with photograph of the representative;
b. Photocopy of two (2) valid government issued identification cards with photograph and specimen signature of the stockholder of record;
c. Original copy of the authorization letter or notarized copy of the Special Power of Attorney from the stockholder of record.
d. Original copy of the old stock certificate/s of Common Class A and Common Class B, whatever is applicable.

**Corporate Shareholders**

Corporate shareholders should submit the following:

a. Secretary's Certificate which sets forth the list of authorized signatories for stock transactions;
b. Specimen signature card of the authorized signatories verified by the Corporate Secretary of the corporate shareholders;
c. Photocopies of two (2) valid government issued identification cards of the authorized signatories certified as true copy by the Corporate Secretary of the corporate shareholders;
d. Photocopies of two (2) valid government issued identification cards of the Corporate Secretary, certified as true copy by any one (1) of the other authorized signatories;
e. Certified true copy by the Corporate Secretary of the latest Articles of Incorporation and By-Laws;
f. Certified true copy by the Corporate Secretary of the latest General Information Sheet; and
g. Original copy of the old stock certificate/s of Common Class A and Common Class B, whatever is applicable

| | |
|---|---|
| **Date of availability of new stock certificates** | TBA |

**Procedures in case of lost stock certificates**

1. In case of lost stock certificate/s, the stockholder should submit the following documents to the Stock Transfer Agent:

a. Affidavit of Loss with undertaking, executed by registered owner, specifying the name of the Corporation, name of registered owner, number of shares, stock certificate number and circumstances of the loss.

b. Affidavit of Publication executed by the publisher of a newspaper of general circulation in the principal office of the Corporation stating that the required Notice of Loss had been published once a week for three (3) consecutive weeks indicating the name of the Corporation, registered owner, number of shares, and stock certificate number. The Notice of Loss should also state that after one (1) year from last date of publication, if no contest has been presented, the Corporation shall issue a new certificate.

c. If the stockholder intends to expedite the issuance of a new stock certificate/s, a one (1)-year surety bond issued by a reputable insurance company shall be posted in favor of the Corporation in the amount not exceeding double the book value of the total shares covered by the lost stock certificate/s.

2. Payment of Transfer Fee - PhP100.00 per stock certificate and Cancellation Fee - PhP20.00 per stock certificate.

**Other Relevant Information**

This disclosure is being amended to reflect the date of approval by SEC and the date of receipt of SEC approval.

Please find attached the SEC Certificate of Filing of Amended Articles of Incorporation and the Amended Articles of Incorporation.

**Filed on behalf by:**

| | |
|---|---|
| **Name** | Apolinario Posio |

| | |
|---|---|
| **Designation** | Chief Financial 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. 35841

# 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

## FILSYN CORPORATION

(Amending Articles II Primary Purose, VI, and VII Declassification of Shares thereof)

copy annexed, adopted on February 24, 2026 by a majority vote of the Board of Directors and on May 26, 2026 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. 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 hereunto 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 7th day of August, Twenty Twenty-Six.

DONDIE Q. ESGUERRA
Director
Financial Analysis and Audit Department

AJS/bc

AMENDED
ARTICLES OF INCORPORATION

OF

FILSYN CORPORATION
(As amended on September 12, 1991)

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:

[1]**FIRST**. That the name of the said corporation shall be FILSYN CORPORATION.

**SECOND**. That the purposes for which the Corporation is formed are:

[2]PRIMARY PURPOSE

To deal and engage in land or real estate business in all its branches and ramifications, to own, hold, develop, manage, administer, sell, assign, convey, exchange, encumber, purchase, acquire, for consideration or by donation, lease, rent, or otherwise deal in and dispose of, for itself or for others, for investments, profit and advantage, real properties, including but not limited to, all kinds of housing projects, commercial, industrial, urban or other kinds of property and real estate, improved or unimproved, together with their appurtenances, with or to such persons and entities and under such terms and conditions as may be permitted by law; to acquire, purchase, hold, manage, develop, improve, lease, subdivide, exchange, and sell subdivision lots, with or without buildings or improvements, for such consideration and in such manner or form as the corporation may determine, or as the law permits; and to erect, construct, alter, manage, operate, lease, develop, in whole or in part, buildings and tenements of the Corporation or of other persons; and to exercise or undertake such powers and purposes as may be required and necessarily implied from the purposes herein mentioned.

[1] As amended at the annual stockholders' meeting held on April 27, 1987.
[2] As amended at the special meeting of the Board of Directors held on February 24, 2026 and at the annual stockholders' meeting held on May 26, 2026.

Provided, that the Corporation shall not solicit, accept or take investments/placements from the public nor shall it issue investment contracts.

SECONDARY PURPOSES

(a) To conduct, engage in, maintain and carry on the business of manufacturing, buying, wholesaling, exporting, importing, and otherwise dealing in and with all kinds of goods, articles and merchandise which are the lawful objects of commerce;

(b) To act as manufacturers' representatives or agents, commission merchants, merchandise brokers, factors, agents upon consignment or indent orders, or to act in any other representative capacity for natural and juridical persons and other entities, either domestic or foreign;

(c) To offer, undertake and implement management, professional, consultancy and any kind of services not prohibited by law to any individual or entities;[3]

(d) To engage in agricultural and aquacultural activities including but not limited to production, processing, growing, marketing, selling and trading of agricultural and aquacultural products;[4]

(e) To acquire by purchase or lease, or otherwise, lands and interest in lands and buildings; to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected buildings or other structures with their appurtenances on any lands owned, held or occupied by the corporation; to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings, or in any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the corporation;[5]

(f) To carry on the business as producers, manufacturers and/or processors of food items of every description to be sold at wholesale or otherwise deal in or dispose of such products and in this connection, to operate, offer catering and/or related services, permissible by law;[6]

(g) To engage in the manufacture, processing, importation or purchase of drugs, patent medicines, chemicals and their derivatives and to sell, distribute the same at wholesale;

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[3] As amended at the regular annual meeting of the stockholders held on April 26, 1984.
[4] As amended at the regular annual meeting of the stockholders held on April 30, 1985.
[5] As amended at the special meeting of the stockholders held on June 21, 1985.
[6] As amended at the special meeting of the stockholders held on June 21, 1985.

(h) To operate motor vehicles for the transportation of passengers and their baggage as well as the transportation of commodities and all kinds of property, over the highways or streets of various provinces, towns or cities in the Philippines, and to charge and receive compensation for such services; and, in furtherance thereof, to purchase buses, automobiles, trucks or other equipment, tools, materials, supplies or parts and do such acts as may be necessary for the operation, upkeep and repair of such motor vehicles;[7]

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

(a) To acquire by purchase, lease, contract, concession or otherwise, any and all real estate, lands, land patents, options, grants, concessions, franchises, water and timber 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 in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof;

(b) To manufacture, purchase or otherwise acquire, and to hold, own, trade and deal in, mortgage, pledge, assign, sell, exchange, transfer or otherwise dispose of, goods, wares, merchandise and personal property of every class and description and to transport the same in any manner;

(c) To construct, build, assemble, install, purchase, acquire, charter, hold, own, equip, manage, operate, maintain, control, improve, develop, pledge, mortgage, or create liens upon, turn to account, lease, sell, convey, or otherwise dispose of, any and all buildings, or constructions of any nature, factories, facilities, installations, plants, mills, foundries, machinery, equipment, implements, works, docks, piers, wharves, drydocks, bulkheads, construction and repair shops and plants, elevators, terminals, warehouses, storage plants, markets, outlets for the use of the Corporation;

(d) 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, tradenames, brands, labels, patents or inventions, design patents, improvements or processes used in connection with or secured under letters patent of any country, government or authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise or otherwise turn or gain licenses or rights in respect of any such copyrights, trademarks, tradenames, brands, labels, patents, design patents, inventions, improvements, processes and the like;

(e) 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, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and other evidence of indebtedness, and, for the purpose of securing any of its

[7] As amended at the special meeting of the stockholders held on June 21, 1985.

obligations or contracts, 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 or its duly authorized officers or agents shall determine and as may be permitted by law;

(f) Insofar as may be permitted by law, to purchase, invest in, or otherwise acquire the stocks, bonds, and other securities or evidences of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefor its own stocks, bonds, or other obligations or to pay therefor in cash, or otherwise; to hold for investment or otherwise own, use, sell, deal in, dispose of, and turn to account any such stocks, 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 do acts or things necessary or proper for the protection or development of any such corporation, association, firm or entity, or for the preservation, improvement or enlargement of the value of any such stocks, bonds, or other securities, or any acts or things designed for any such purpose, including but not limited to all kinds of financial assistance by loan, guaranty, association, firm or entity; and to control and manage the affairs and take over and carry on all or any part of the business or property of any such corporation, association, firm or entity, provided that they are such as may be lawfully acquired and conducted by a corporation organized or authorized to do business under the laws of the Republic of the Philippines;

(g) To purchase, hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would result in impairment of any of its capital stock, except to the extent permitted by law;

(h) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

(i) 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 a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose 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 party of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;

(j) To organize or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, colony, province or government, a corporation or corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized, and to dissolve, wind-up, liquidate, merge, consolidate, combine or

amalgamate any such corporation or corporations, associations, firms or entities, or to cause the same to be dissolved, wound up, liquidated, merged, consolidated, combined or amalgamated;

(k) To carry out all or any part of the foregoing purposes as principal, agent, factor, trustee, licensee concessionaire, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporation or entity, whether government or private;

(l) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof; to obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, and to carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions; and

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

**THIRD**. That the place where the principal office of the Corporation shall be established is at Unit 8, 5B Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City, Philippines. The Corporation may establish and maintain branch offices elsewhere in the Philippines whenever warranted by the exigencies of its business. ***(As amended on September 25, 2014).***

**FOURTH**. That the term for which the Corporation is to exist shall be fifty (50) years from and after July 22, 2018 or up to July 21, 2068. ***(As amended on September 22, 2016)***

**FIFTH.** That the names, citizenships, and addresses of the incorporators of the Corporation are as follows:

| NAME | CITIZENSHIP | RESIDENCE |
|---|---|---|
| JESUS Y. YUJUICO | Filipino | 16 Victoria Avenue<br>Quezon City |
| CARLOS PALANCA, JR. | Filipino | 2674 Taft Avenue<br>Manila |
| PATRICIO L. LIM | Filipino | 840 Harvard Street<br>Mandaluyong, Metro Manila |

| | | |
|---|---|---|
| ANG BENG UH | Filipino | 735 Harvard Street<br>Mandaluyong, Metro Manila |
| RAMON A. YULO | Filipino | 61 Kawayan Road<br>Forbes Park, Makati<br>Metro Manila |
| HONORIO POBLADOR, JR | Filipino | 477 F. Ortigas St., Mand.<br>Metro Manila |
| CIPRIANO AZADA | Filipino | 27 Lipa Road, Quezon City |
| MANUEL TOMACRUZ | Filipino | 951 L. Mencias St., Makati<br>Metro Manila |
| ISMAEL MANINGAS | Filipino | 2367 Antipolo St., Makati<br>Metro Manila |
| BENIGNO ZIALCITA, JR. | Filipino | 677 Lee Street, Mandaluyong<br>Metro Manila |

[8]**SIXTH**. That the number of directors of the Corporation shall be ten (10), and that the names, citizenships and addresses of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

| NAME | CITIZENSHIP | RESIDENCE |
|---|---|---|
| JESUS Y. YUJUICO | Filipino | 16 Victoria Avenue<br>Quezon City |
| CARLOS PALANCA, JR. | Filipino | 2674 Taft Avenue<br>Manila |
| PATRICIO L. LIM | Filipino | 840 Harvard Street<br>Mandaluyong, Metro Manila |
| ANG BENG UH | Filipino | 735 Harvard Street<br>Mandaluyong, Metro Manila |
| RAMON A. YULO | Filipino | 61 Kawayan Road<br>Forbes Park, Makati<br>Metro Manila |

[8] As amended at the special stockholders' meeting held on August 21, 1989. As further amended at the annual stockholders' meeting held on April 29, 1991. As further amended at the special meeting of the Board of Directors held on February 24, 2026 and at the annual stockholders' meeting held on May 26, 2026.

| | | |
|---|---|---|
| HONORIO POBLADOR, JR | Filipino | 477 F. Ortigas St., Mand.<br>Metro Manila |
| CIPRIANO AZADA | Filipino | 27 Lipa Road, Quezon City |
| MANUEL TOMACRUZ | Filipino | 951 L. Mencias St., Makati<br>Metro Manila |
| ISMAEL MANINGAS | Filipino | 2367 Antipolo St., Makati<br>Metro Manila |
| BENIGNO ZIALCITA, JR. | Filipino | 677 Lee Street, Mandaluyong<br>Metro Manila |

Of the ten (10) directors elected at the first meeting of stockholders and thereafter, six (6) who must be citizens of the Philippines and duly registered holders of Class A Common Stock, while the remaining four (4) directors, who must be duly registered holders of Class B Common Stock, who shall be elected exclusively by holder of Class A Common Stock, while the remaining four (4) directors, who must be duly registered holders of Class B Common Stock, shall be elected exclusively by holders of Class B Common Stock.

[9]**SEVENTH.** That the authorized capital stock of the Corporation shall be SIX HUNDRED FORTY SEVEN MILLION THREE HUNDRED SIX THOUSAND FOUR HUNDRED SEVENTY SEVEN AND SEVENTY TWO CENTAVOS (PHP647,306,477.72), Philippine currency, consisting of:

i. THREE HUNDRED SIXTY SIX MILLION EIGHT HUNDRED FIFTY EIGHT THOUSAND ONE HUNDRED FIFTY NINE PESOS AND FIFTY CENTAVOS (PHP366,858,159.50), divided into SEVEN HUNDRED THIRTY THREE MILLION SEVEN HUNDRED SIXTEEN THOUSAND THREE HUNDRED NINETEEN (733,716,319) Common Shares of the par value of FIFTY CENTAVOS (PHP0.50) per share; and

ii. TWO HUNDRED EIGHTY MILLION FOUR HUNDRED FORTY EIGHT THOUSAND THREE HUNDRED EIGHTEEN PESOS AND TWENTY TWO CENTAVOS (PHP280,448,318.22), divided into THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) Preferred Shares of the par value of EIGHT PESOS AND THIRTY NINE CENTAVOS (PHP8.39) per share.

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[9] As amended at the annual stockholders' meeting held on April 27, 1987. As further amended at the special stockholders' meeting held on August 21, 1989. As further amended at the annual stockholders' meeting held on April 19, 1991. As further amended at the special stockholders' meeting held on September 12, 1991. As further amended at the special meeting of the Board of Directors and annual stockholders' meeting both held on November 11, 2021. As further amended at the special meeting of the Board of Directors held on February 24, 2026 and at the annual stockholders' meeting held on May 26, 2026.

Preferred Shares shall have the following features:

a. Pre-emptive Right – The Preferred Shareholders shall have pre-emptive rights to subscribe to new shares in proportion to their respective shareholding ratios; provided that the names and addresses of such shareholders shall be registered accordingly as of the date designated by the Corporation in the public notice made two (2) weeks prior thereto;

b. Dividends – The Preferred Shareholders shall bear preferential dividends at the rate of 5% per annum of total debt converted in the amount of PHP1,389,961,828.00. Dividends in respect of the common shares shall not be paid, declared, set apart for payment, or distributed unless cash dividends shall have been declared and paid in full to all holders of the preferred shares.

   The preferential dividends declared shall be payable annually in cash. The dividends on the preferred shares shall be cumulative from and after the issue date of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings, so long as at the time of payment the Corporation has sufficient retained earnings.

   The Preferred Shareholder shall be entitled to participate and share in the retained earnings remaining after payment of the preferential dividends;

c. Exercise of Voting Right – The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and

d. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at PHP0.50 per share. The Preferred Shareholders are thus entitled to subscribe to a total of 560,896,636 Common Shares upon conversion.

   The Preferred Shareholder shall have the right to assign its right of conversion to its nominee or qualified transferee, to allow the latter to subscribe to such number of common shares as is allowed by Philippine laws.

   Upon the conversion of THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) Preferred Shares to Common Shares, the Corporation shall issue 733,716,319 Common Shares with a par value of PhP0.50 per share.

   No issuance, conversion or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed

or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation. [10]

**EIGHTH.** That the amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

| Name | Address | No. of Common Shares | Class | Amount Subscription |
|---|---|---|---|---|
| JESUS S. YUJUICO | 16 Victoria Ave. Quezon City | 20,000 | A | 200,000.00 |
| CARLOS PALANCA, JR. | 2674 Taft Avenue Manila | 10,000 | A | 100,000.00 |
| PATRICIO I. LIM | 840 Harvard St. Mandaluyong Metro Manila | 10,000 | A | 100,000.00 |
| ANG BENG UH | 785 Harvard St. Mandaluyong Metro Manila | 20,000 | A | 200,000.00 |
| RAMON A. YULO | 61 Kawayan Rd. Forbes Park, Makati, Metro Manila | 10,000 | A | 100,000.00 |
| DOMINGO G. CASTILLO | Artex Compound Bo. Panghulo Malabon, Metro Manila | 10,000 | A | 100,000.00 |
| BENIGNO ZIALCITA, JR. | 677 Lee St. Mandaluyong Metro Manila | 5,000 | A | 50,000.00 |
| RUFINO E. DEEUNHONG | 45 Manga Ave. Sta. Mesa, Manila | 10,000 | A | 50,000.00 |
| DEWEY DEE | 45 Manga Ave. Sta. Mesa, Manila | 5,000 | A | 50,000.00 |
| JHONSON ANG CHUN SIU | 287 Connecticut Greenhills, Mand. Metro Manila | 20,000 | A | 200,000.00 |
| HONORIO POBLADOR, JR. | 477 F. Ortigas Mandaluyong, MM | 20,000 | A | 200,000.00 |

[10] As amended at the special meeting of the Board of Directors and annual meeting of the stockholders both held on 11 November 2021.

| | | | | |
|---|---|---|---|---|
| CIPRIANO AZADA | 27 Lipa Road<br>Quezon City | 20,000 | B | 200,000.00 |
| MANUEL TOMACRUZ | 951 L. Mencias St.<br>Mandaluyong<br>Metro Manila | 20,000 | B | 200,000.00 |
| ISMAEL MANINGAS | 2367 Antipolo St.<br>Makati, Metro<br>Manila | 20,000 | B | 200,000.00 |
| | Total | ---------- 200,000 ========== | | ---------- P2,000,000.00 ========== |

**NINTH.** That the following persons have paid on the share of capital stock for which they have subscribed the accounts set out after their respective names:

| Names | Citizenship | Amount Paid On Subscription |
|---|---|---|
| JESUS S. YUJUICO | Filipino | 50,000.00 |
| CARLOS PALANCA, JR. | Filipino | 25,000.00 |
| PATRICIO L. LIM | Filipino | 25,000.00 |
| ANG BENG UH | Filipino | 50,000.00 |
| RAMON A. YULO | Filipino | 25,000.00 |
| DOMINGO G. CASTILLO | Filipino | 25,000.00 |
| BENIGNO ZIALCITA, JR. | Filipino | 12,000.00 |
| RUFINO E. DEEUNHONG | Filipino | 25,000.00 |
| DEWEY DEE | Filipino | 25,000.00 |
| JHONSON AND CHUN SIU | Filipino | 12,000.00 |
| HONORIO POBLADOR | Filipino | 50,000.00 |
| CIPRIANO AZADA | Filipino | 50,000.00 |
| MANUEL TOMACRUZ | Filipino | 50,000.00 |
| ISMAEL MANIGAS | Filipino | 50,000.00 |
| Total | | P500,000.00 ========== |

**TENTH.** That Mr. ANG BENG UH has been elected by the subscribers 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 to acknowledge receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 17th day of July, 1968 at Makati, Metro Manila, Philippines.

(SGD.) JESUS S. YUJUICO

(SGD.) CARLOS PALANCA, JR.

(SGD.) PATRICIO I. LIM

(SGD.) ANG BENG UH

(SGD.) CIPRIANO AZADA

(SGD.) HONORIO POBLADOR

(SGD.) ISMAEL MANIGAS

(SGD.) BENIGNO ZIALCITA, JR.

SIGNED IN THE PRESENCE OF:

(SGD.) GREGORIO R. CASTILLO

(SGD.) ILLEGIBLE

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

BEFORE ME, a Notary Public in and for the said Province of Rizal personally appeared –

JESUS S. YUJUICO, with Resident Tax Certificate No. A-3580525 issued at Quezon City on January 10, 1968;
CARLOS PALANCA, JR., with Residence Tax Certificate No. A-1313 issued at Manila on January 2, 1968;
PATRICIO L. LIM, with Residence Tax Certificate No. A-25377 issued at Manila on January 2, 1968;
ANG BENG UH, with Residence Tax Certificate No. A-93553 issued at Manila on January 2, 1968;
RAMON A. YULO, with Residence Tax Certificate No. A-3752315 issued at Makati, Rizal on February 6, 1968;
HONORIO POBLADOR, JR., with Residence Tax Certificate No. A-972 issued at Manila on January 3, 1968;
CIPRIANO AZADA, with Residence Tax Certificate No. A-974 issued at Manila on January 3, 1968;
MANUEL TOMACRUZ, with Residence Tax Certificate No. A-4681142 issued at San Juan, Rizal on February 20, 1968;
ISMAEL MANINGAS, with Residence Tax Certificate No. A-3796644 issued at Makati on January 10, 1968;
BENIGNO ZIALCITA, JR., with Residence Tax Certificate No. A123727 issued at Manila on January 11, 1968.

executed the foregoing Articles of Incorporation and they have acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND NOTARIAL SEAL this 19th day of July 1968 at Makati, Rizal, Philippines.

Doc. No. 390;
Page No. 79;
Book No. I;
Series of 1968.

(SGD.) ROMEO I. DE GUZMAN
Notary Public
Until December 31, 1969