



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 26986

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

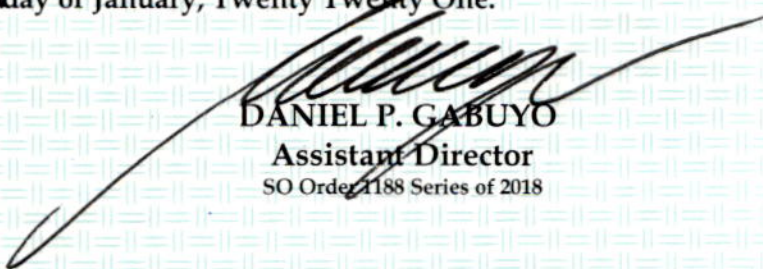
THIS IS TO CERTIFY that the amended articles of incorporation of the

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(Amending Article III thereof)

copy annexed, adopted on April 24, 2020 by a majority vote of the Board of Directors and on June 24, 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 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 Pasay City, Metro Manila, Philippines, this 14th day of January, Twenty Twenty One.


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

RT/lea



OFFICIAL RECEIPT

Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51
Revised 2006

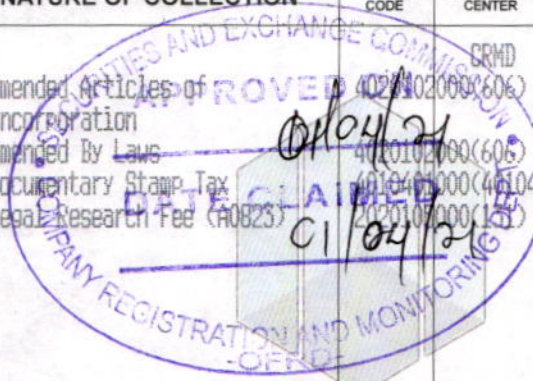
ORIGINAL

DATE December 28, 2020

No. **1948987**

PAYOR D.M. WENCESLAD & ASSOCIATES, INCORPORATED
PARANAQUE CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000(606)	SRMD	1,000.00
Amended By Laws	4020102000(606)		1,000.00
Documentary Stamp Tax	4010401000(4010401)		60.00
Legal Research Fee (A0823)	2020107000(15)		20.00
TOTAL			PHP 2,080.00



AMOUNT IN WORDS
TWO THOUSAND EIGHTY PESOS AND 00/100

Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above Rudina G. Atienza COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	
Date of Treasury Warrant, Check, Money Order	O.R. No. 1948987

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

26986

Former Company Name

D - M - W E N C E S C A O & A S S O C I A T E S
I N C O R P O R A T E D

AMENDED TO:
New Company Name

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

3F ACEANA POWERSTATION
D - M A C A P A G A L B L V D C O R N E R B R A D C O
A V E P A R A N A Q U E C I T Y 1701

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

02-8854-5711

09175786854

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

DELFIN ANGELO WENCESLAD

bcw@aceanacity.com

02-88545711

Contact Person's Address

3F ACEANA POWERSTATION, MACAPAGAL BLVD PARANAQUE CITY

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

AMENDED
ARTICLES OF INCORPORATION
OF
D.M. WENCESLAO & ASSOCIATES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, a majority of whom are 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--

FIRST: That the name of the said corporation shall be the:

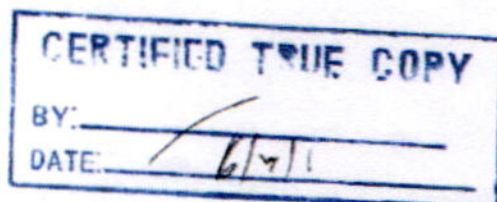
D.M. WENCESLAO & ASSOCIATES, INCORPORATED

SECOND: That the purpose or purposes for which such corporation is formed are:

PRIMARY PURPOSE

TO ENGAGE IN AND CARRY ON THE TRADE AND BUSINESS OF GENERAL BUILDERS AND CONTRACTORS, AND AS INCIDENT THERETO:

- a) To act as specialty construction contractors, construction supervisors, and construction managers of residential, commercial and industrial buildings, industrial plants, manufacturing plants, power plants, and other structure, roads, bridges waterworks, drainage, port works, irrigation system, excavation of all kinds, airports, grading, landscaping, river controls, hydroelectric developments, sanitary construction, electrical works, metal fabrications and erections, mines, shafts, railroads, railway structures, and generally, in all classes of construction, erections and works both public and private, including the repairs, extensions, completions, renovations, demolitions or removal of any building, structure, plant or works;
- b) To bid, acquire by bids, enter into negotiations, extend, receive, subcontract, make, execute and take or receive any contract or assignment of contract therefore on relating thereto or connected therewith private persons, firms, corporations, associations, both domestic and foreign, or with the Philippine Government or any of its instrumentalities, agencies or offices of the United States Government or other foreign governments;
- c) To enter into agreement with, join with, cooperate with and undertake construction works jointly with any person, partnership, corporation, association, entity or governmental authority, whether municipal or national, domestic or foreign.



SECONDARY PURPOSES

1. To engage in agricultural and agro-industrial development, as promoters, financiers, managers, administrators, developers, and producers and general merchants, alone or jointly with others, of agricultural and agro-industrial products;
2. To purchase, acquire, own, bid, operate, develop, lease, sublease, mortgage, pledge, exchange, sell, transfer, take, option to buy, sell or lease, or otherwise, invest, trade or deal in any manner permitted by law, real and personal property of every kind and description or any interest therein; in general, to engage in the realty business;
3. To undertake the promotion, management or funding of the business, industry or enterprises of any person, partnership, corporation, association or any other judicial entity in so far as may be permitted under the laws of the Philippines, and to enter into any lawful agreement or agreements relative thereto;
4. To engage for its own account or as agent or through agents in any and every kind of manufacturing, trading or other similar or allied businesses as may be directly or indirectly incidental or conducive to the carrying on of any or all of the abovementioned purposes; to act as commercial brokers, agent or factor of any person, partnership, corporation or association, to engage in any kind of business, industry or enterprises;
5. To purchase, acquire and take over all or any part of the securities, rights, properties or assets of all kinds and character and to undertake, or assume the whole or any part of the obligation, association, entity or governmental authority, whether municipal or national, domestic or foreign, and conduct the whole or any part of the business so acquired;
6. To enter into, make, perform, and carry out contracts of every kind and nature which may be necessary or convenient for the business of the corporation;
7. In general, to do all and perform everything necessary, suitable, proper, advisable or convenient for the accomplishment of any of the purposes either alone or in connection with another individual, firm or corporation acting as principal or agent and to do all and everything incident to the aforementioned purposes.
8. To engage in mining and related business, including the development and tapping quarries of whatever kind, nature and contents, including but not limited to chromite, granite, copper, and other mineral ore, metallic or non-metallic.

THIRD: That the place where the principal office of the corporation is to be established or located is at **15th Floor, Aseana 3, D. Macapagal Blvd corner Asean Ave., Aseana City, Paranaque City. (As approved and amended by the Board of Directors on April 24, 2020 and by the Stockholders on June 24, 2020)**

FOURTH: That the term for which the corporation is to exist is for another fifty (50) years after expiry date on April 8, 2015. (As amended on May 22, 2012)

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

<i>Name</i>	<i>Citizenship</i>	<i>Whose Residences is at</i>
1. Delfin M. Wenceslao	Filipino	50 España Ext., Q.C.
2. Maria J. Wenceslao	Filipino	50 España Ext., Q.C.
3. Ramon De Jesus	Filipino	43 Kitanlad, Q.C.
4. Dominador S. Dayrit	Filipino	33-A Villa Teresa, Valenzuela
5. Delfin J. Wenceslao, Jr.	Filipino	50 España Ext., Q.C.

SIXTH: That the number of directors of said corporation shall be seven (7) and the names, citizenship and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended on June 25, 2015)*

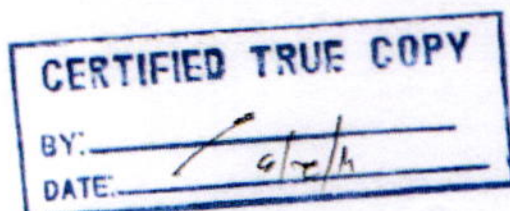
<i>Name</i>	<i>Citizenship</i>	<i>Whose Residences is at</i>
1. Delfin M. Wenceslao	Filipino	50 España Ext., Q.C.
2. Maria J. Wenceslao	Filipino	50 España Ext., Q.C.
3. Ramon De Jesus	Filipino	43 Kitanlad, Q.C.
4. Dominador S. Dayrit	Filipino	33-A Villa Teresa, Valenzuela, Bulacan
5. Delfin J. Wenceslao, Jr.	Filipino	50 España Ext., Q.C.

SEVENTH: That the amount of the capital stock of said corporation is Four Billion Pesos (₱4,000,000,000.00) Philippine currency and said capital stock is divided into Four Billion Shares (4,000,000,000) with the par value of One Peso (₱1.00) per share. *(As amended on July 29, 2015)*

The stockholders shall have no pre-emptive right to subscribe to all issues or disposition of shares of any class. *(As amended on June 25, 2015)*

The corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Board of the Philippine Stock Exchange dated June 6, 2013. *(As amended on June 25, 2015)*

EIGHTH: That the amount of capital stock subscribed is TWO HUNDRED THOUSAND PESOS (P200,000.00) Philippine currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:



<i>Name</i>	<i>Number of Shares Subscribed</i>	<i>Capital Stock</i>
1. Delfin M. Wenceslao	1,200 Shares	P120,000.00
2. Maria J. Wenceslao	500 Shares	50,000.00
3. Ramon de Jesus	100 Shares	10,000.00
4. Dominador S. Dayrit	100 Shares	10,000.00
5. Delfin J. Wenceslao, Jr.	100 Shares	10,000.00
TOTAL	2,000 Shares	P200,000.00

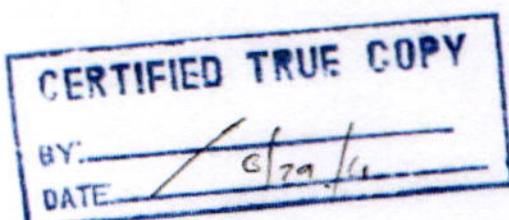
NINTH: That the following persons have paid on the subscribed shares of capital stock the amount set out after their respective shares:

<i>Name</i>	<i>Amount Paid</i>
1. Delfin M. Wenceslao	P30,000.00
2. Maria J. Wenceslao	22,500.00
3. Ramon De Jesus	2,500.00
4. Delfin J. Wenceslao, Jr.	2,500.00
5. Dominador S. Dayrit	2,500.00
TOTAL	P60,000.00

No transfer of stock or interest, which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws, shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation. (As amended on June 25, 2015)

TENTH: That **Delfin M. Wenceslao** has been elected by the subscriber as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for the corporation and receipt in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we hereunto set our hands this 5th day of April, 1965 in Quezon City, Philippines.



(SGD.)
DELFIN M. WENCESLAO

(SGD.)
MARIA J. WENCESLAO

(SGD.)
RAMON DE JESUS

(SGD.)
DOMINADOR S. DAYRIT

(SGD.)
DELFIN J. WENCESLAO, JR.

CERTIFIED TRUE COPY
BY: _____
DATE: 6/24/11

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY

)S.S.

In Quezon City, Philippines, this 5th day of April, 1965, personally appeared before me the following with their respective residence certificates as follows:

Name	Res. Cert. No.	Issued On	Expiry Date & Place Issued
1. Delfin M. Wenceslao	A-1153301	Jan. 29, 1965	Zamboanga City
2. Maria J. Wenceslao	A-4999526	Apr. 1, 1965	Quezon City
3. Ramon De Jesus	A-0396323	Mar. 31, 1965	Manila City
4. Dominador S. Dayrit	A-1952258	Feb. 9, 1965	Quezon City
5. Delfin J. Wenceslao, Jr.	A-4962430	Feb. 1, 1965	Quezon City

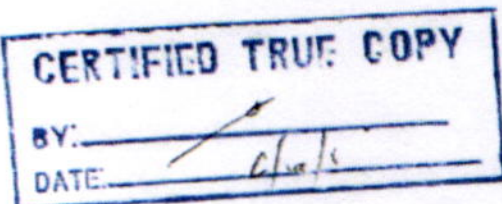
all known to me to be the same persons who executed the foregoing Articles of Incorporation of the D.M. WENCESLAO AND ASSOCIATES, INCORPORATED and who acknowledged to me that the same is their free and voluntary act and deed.

PONCIANO U. PITERGUE

Notary Public

Until December 1, 1965

Doc. No. 297;
Page No. 23;
Book No. III;
Series of 1965.



DIRECTORS' CERTIFICATE



We, the undersigned, being the Chairman of the Board, Corporate Secretary and a majority of the Board of Directors of **D. M Wenceslao and Associates Inc.** (the "Corporation") hereby certify that the attached document is true and correct copy of Amended Articles of Incorporation and By-Laws of the Corporation.

The amendment provision of the attached Amended Articles of Incorporation refers to the:

- a. ARTICLE THREE of the Corporation's principal office is to be established at **15th Floor, Aseana 3, D. Macapagal Blvd corner Asean Ave., Aseana City, 1701 Paranaque City.**

The amendment provisions of the attached Amended By-Laws refer to the:

- a. ARTICLE TWO:
 1. Section 3: Place **and Conduct** of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the Corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located, **or through remote communication which shall include, but not limited to, teleconferencing, videoconferencing, and the like. If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and/or the Corporate Secretary of his/her intention to do so. The Corporate Secretary shall note such fact in the Minutes of the Meeting.**
 2. Section 4: Notice of Meeting. The Corporate Secretary shall send the notice of any regular or special meeting of the shareholders **by personal delivery, by mail, electronic mail, or such manner as may be allowed by the Securities and Exchange Commission (SEC)** to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least **twenty one (21) days prior to the meeting.** This notice should state the place, date, and hour of the meeting, and purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest of challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.

3. Section 5: Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented. **A stockholder who participates through remote communication or in absentia shall be deemed present for the purpose of determining quorum.**

b. ARTICLE THREE:

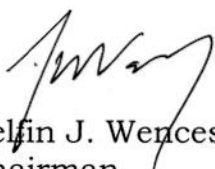
1. Section 6: Regular Meetings. The regular meetings of the Board of Directors shall be held every quarter at the principal office of the corporation, at such other place as a majority of the directors may designate from time to time, **or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.** Directors may attend Board meetings through teleconference or video conference or any electronic medium where attendees can participate, **including the right to vote on matters for approval of the Board,** during the meeting even if not physically present. Board meetings through teleconferencing or video conferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.
2. Section 7: Special Meetings. The special meetings of the Board of Directors shall be held in the principal office of the corporation, at such other places as may be designated in the call, **or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.** The meeting may be called by the President, or by request of a majority of Directors. Such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are present in the Philippines. **Directors may attend and vote during Board meetings through teleconference or videoconference or any electronic medium where attendees can participate during the meeting even if not physically present. Board meetings through teleconferencing or videoconferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.**

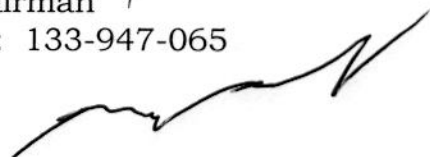
3. Section 10: Conduct of the Meetings. **Board meetings may be held by remote communication or in absentia.** The Chairman of the Board shall preside over the Board meetings. In the absence of the Chairman, the Board may appoint any director to preside over the meeting. The Secretary shall act as secretary of every meeting, and in his absence, the chairman of the meeting shall appoint a secretary of the meeting.


- c. ARTICLE TEN, Section 1. **The power to amend, repeal, or alter these by-laws is delegated to the Board of Directors by the affirmative vote of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the corporation. Nevertheless, the power delegated to the Board of Directors to amend or repeal the by-laws shall be considered revoked whenever stockholders owning or representing a majority of the outstanding capital stock shall so vote at a regular or special meeting.**


We further certify that the said amendments were approved at our Board of Directors meeting held via remote communication on April 24, 2020 and by the stockholders owning at least two-thirds (2/3) during the Stockholders meeting held via remote communication on June 24, 2020.


IN WITNESS WHEREOF, we have hereunto set our hands on this 11 day of January 2021 at Paranaque City, Metro Manila, Philippines.

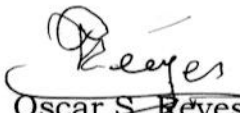

Delfin J. Wenceslao Jr.
Chairman
TIN: 133-947-065

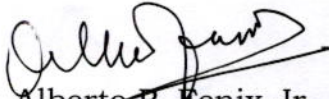

Edwin Michael C. Wenceslao
Director
TIN: 200-611-775


Paolo Vincent C. Wenceslao
Director
TIN: 200-652-403

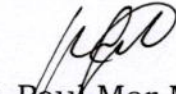

Delfin Angelo C. Wenceslao
CEO/Director
TIN: 166-132-621


Carlos Delfin C. Wenceslao
Director
TIN: 200-652-364


Oscar S. Reyes
Independent Director
TIN: 136-623-529



Dr. Alberto P. Fenix Jr.
Independent Director
TIN No. 104-103-864



Atty. Paul Mar M. Quinto
Corporate Secretary
TIN: 146-706-377

SUBSCRIBED AND SWORN to before me 13 JAN 2021 day of _____ 2020 at
MAKATI CITY City, Metro Manila, affiants having exhibited to me their
TIN No. as follows:

Delfin J. Wenceslao Jr.	133-947-065
Edwin Michael C. Wenceslao	200-611-775
Carlos Delfin C. Wenceslao	200-652-364
Paolo Vincent C. Wenceslao	200-652-403
Delfin Angelo C. Wenceslao	211-244-894
Oscar S. Reyes	136-623-529
Dr. Alberto P. Fenix Jr.	104-103-864
Atty. Paul Mar M. Quinto	146-706-377

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Series of 2020

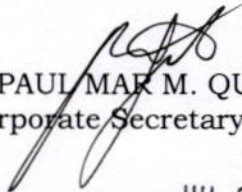
ATTY. MA. FILIPINAS E. DAGDAGAN
Notary Public for Makati City
Commission No. M-39, valid until December 31, 2021
Roll No. 60631
6105 Garcia St., South Cembo, Makati City
email add. atty.piadagdagan@gmail.com
PTR No. 120978 valid until December 31, 2021, Makati City
PTR No. 853386b, January 4, 2021, Makati City
MCL: Compliance Certificate No. VI-0028824

SECRETARY'S CERTIFICATE

I, ATTY. PAUL MAR M. QUINTO, of legal age, Filipino and with office address at 3rd Floor, Aseana Powerstation Building, D. Macapagal Blvd. corner Bradco Avenue, Aseana City, Paranaque City, after being duly sworn, depose and state that:

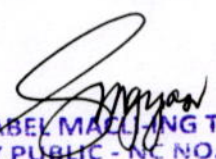
1. I am the duly elected and qualified Corporate Secretary of **D. M Wenceslao and Associates Inc.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 3rd Floor, Aseana Powerstation Building, D. Macapagal Blvd. corner Bradco Avenue, Aseana City, Paranaque City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

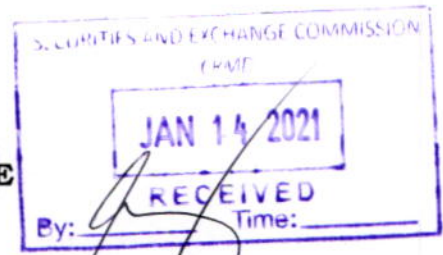
CITY OF MANILA Paranaque City, JUL 28 2020, 2020


ATTY. PAUL MAR M. QUINTO
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this JUL 28 2020 day of _____ 2020, in **CITY OF MANILA**, Philippines, affiant exhibiting to me his Tax Identification Number 146-706-377 as competent evidence of his identity.

Doc No. 258
Page No. 52
Book No. 2
Series 2020


ATTY. MABEL MACLING TONGYA-EN
NOTARY PUBLIC - NC NO. 2020-019
UNTIL DECEMBER 31, 2022
PTR No. 01186634 City of Manila/01/06/2020
ISP No. 114643/Manila VI/01/28/2020
MULE Compliance No. VI-0022757/April 14, 2022
Roll of Attorney No.: 69917
Mobile Number: 0917 510 2189



DIRECTORS' CERTIFICATE

We, the undersigned, being the Chairman of the Board, Corporate Secretary and a majority of the Board of Directors of **D. M Wenceslao and Associates Inc.** (the "Corporation") hereby certify that the attached document is true and correct copy of Amended Articles of Incorporation and By-Laws of the Corporation.

The amendment provision of the attached Amended Articles of Incorporation refers to the:

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- a. ARTICLE TWO:
 1. Section 3: Place **and Conduct** of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the Corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located, **or through remote communication which shall include, but not limited to, teleconferencing, videoconferencing, and the like. If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and/or the Corporate Secretary of his/her intention to do so. The Corporate Secretary shall note such fact in the Minutes of the Meeting.**
 2. Section 4: Notice of Meeting. The Corporate Secretary shall send the notice of any regular or special meeting of the shareholders **by personal delivery, by mail, electronic mail, or such manner as may be allowed by the Securities and Exchange Commission (SEC)** to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least **twenty one (21) days prior to the meeting.** This notice should state the place, date, and hour of the meeting, and purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest of challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.

3. Section 5: Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented. **A stockholder who participates through remote communication or in absentia shall be deemed present for the purpose of determining quorum.**

b. ARTICLE THREE:

1. Section 6: Regular Meetings. The regular meetings of the Board of Directors shall be held every quarter at the principal office of the corporation, at such other place as a majority of the directors may designate from time to time, **or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.** Directors may attend Board meetings through teleconference or video conference or any electronic medium where attendees can participate, **including the right to vote on matters for approval of the Board,** during the meeting even if not physically present. Board meetings through teleconferencing or video conferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.


2. Section 7: Special Meetings. The special meetings of the Board of Directors shall be held in the principal office of the corporation, at such other places as may be designated in the call, **or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.** The meeting may be called by the President, or by request of a majority of Directors. Such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are present in the Philippines. **Directors may attend and vote during Board meetings through teleconference or videoconference or any electronic medium where attendees can participate during the meeting even if not physically present. Board meetings through teleconferencing or videoconferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.**

3. Section 10: Conduct of the Meetings. **Board meetings may be held by remote communication or in absentia.** The Chairman of the Board shall preside over the Board meetings. In the absence of the Chairman, the Board may appoint any director to preside over the meeting. The Secretary shall act as secretary of every meeting, and in his absence, the chairman of the meeting shall appoint a secretary of the meeting.


c. ARTICLE TEN, Section 1. **The power to amend, repeal, or alter these by-laws is delegated to the Board of Directors by the affirmative vote of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the corporation. Nevertheless, the power delegated to the Board of Directors to amend or repeal the by-laws shall be considered revoked whenever stockholders owning or representing a majority of the outstanding capital stock shall so vote at a regular or special meeting.**

We further certify that the said amendments were approved at our Board of Directors meeting held via remote communication on April 24, 2020 and by the stockholders owning at least two-thirds (2/3) during the Stockholders meeting held via remote communication on June 24, 2020.

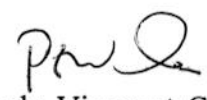
IN WITNESS WHEREOF, we have hereunto set our hands on this 11 day of January 2020 at Paranaque City, Metro Manila, Philippines.

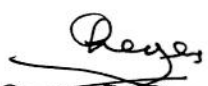

Delfin J. Wenceslao Jr.
Chairman
TIN: 133-947-065


Delfin Angelo C. Wenceslao
CEO/Director
TIN: 166-132-621


Edwin Michael C. Wenceslao
Director
TIN: 200-611-775


Carlos Delfin C. Wenceslao
Director
TIN: 200-652-364


Paolo Vincent C. Wenceslao
Director
TIN: 200-652-403


Oscar S. Reyes
Independent Director
TIN: 136-623-529



Dr. Alberto P. Fenix Jr.
Independent Director
TIN No. 104-103-864



Atty. Paul Mar M. Quinto
Corporate Secretary
TIN: 146-706-377

SUBSCRIBED AND SWORN to before me this 13 JAN 2021 2020 at
MAKATI CITY City, Metro Manila, affiants having exhibited to me their
TIN No. as follows:

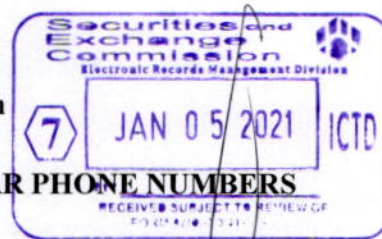
Delfin J. Wenceslao Jr.	133-947-065
Edwin Michael C. Wenceslao	200-611-775
Carlos Delfin C. Wenceslao	200-652-364
Paolo Vincent C. Wenceslao	200-652-403
Delfin Angelo C. Wenceslao	211-244-894
Oscar S. Reyes	136-623-529
Dr. Alberto P. Fenix Jr.	104-103-864
Atty. Paul Mar M. Quinto	146-706-377

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Series of 2020



ATTY. MA. FILIPINA E. DAGDAGAN
Notary Public for Makati City
Commission No. M-39, valid until December 31, 2021
Roll No. 60631
6105 Garcia St., South Cembo, Makati City
Email add. atty.piadagdagan@gmail.com
RP No. 120878 valid until December 31, 2021, Makati City
P.T. No. 8533868, January 4, 2021, Makati City
MCLC Compliance Certificate No. VI-0028824

Republic of the Philippines
Department of Finance
Securities and Exchange Commission



SUBMISSION OF E-MAIL ADDRESSES AND CELLULAR PHONE NUMBERS
(for Corporations)

Corporate Name	: D.M. WENCESLAO & ASSOCIATES, INCORPORATED
SEC Registration Number	: 26986
Official electronic mail address	: info@dmwai.com
Official cellular phone number	: 0917-578-0854
Alternate electronic mail address	: info2@dmwai.com
Alternate cellular phone number	: 0917-628-4857

CERTIFICATION OF AUTHORIZATION

I, **ATTY. PAUL MAR M. QUINTO**, the duly appointed corporate secretary of **D.M. WENCESLAO & ASSOCIATES, INCORPORATED**, (hereinafter "the Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at **3rd Floor Aseana Powerstation Building, Aseana Business Park, D. Macapagal Boulevard corner Bradco Avenue, Parañaque City**, and SEC Registration Number **26986**, hereby certify that, in a resolution dated **5 November 2020** the board of directors of the Corporation approved the designation of the following electronic ("e-mail") addresses, **info@dmwai.com** and **info2@dmwai.com**, and cellular phone numbers **0917-578-0854** and **0917-628-4857** and authorized the Securities and Exchange Commission of the Philippines to send notices, letter-replies, orders, decisions, and/or other documents emanating from the Commission through the foregoing e-mail addresses and cellular phone numbers for the purpose of complying with the notice requirement of administrative due process.

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____ day of _____ at _____.


ATTY. PAUL MAR M. QUINTO
Corporate Secretary