



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 BY-LAWS**

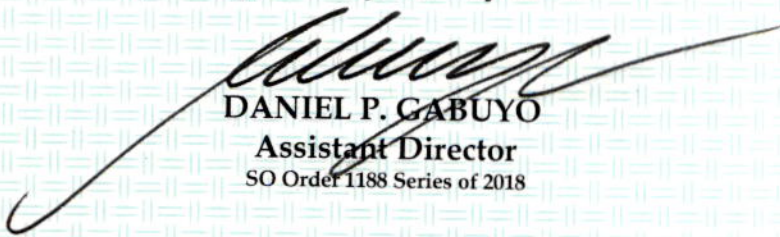
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

**D.M. WENCESLAO & ASSOCIATES, INCORPORATED**

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 Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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

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

RT/lea

**AMENDED BY-LAWS  
OF  
D.M. WENECESLAO & ASSOCIATES, INCORPORATED**

**ARTICLE I  
CAPITAL STOCK**

**Section 1. Certificate of Stock.** The stockholders shall be entitled to a certificate for fully paid stock subscription. The certificate shall be in such form and design as may be prescribed by the Board of Directors from time to time. It shall be issued to each stockholder in numerical order from the stock certificate book and shall be signed by the President, countersigned by the Secretary, and sealed with the corporate seal. A record of each certificate issued shall be kept on the stub register of the corporation.

**Section 2. Transfer of Shares.** Subjects to restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

No new certificate of stock shall be issued until the old certificate representing the same has been surrendered and cancelled on the face thereof, together with the date of the cancellation, and attached to the corresponding stub with the certificate book,

**Section 3. Facsimile Signing.** – The required signature of the President and Secretary may be a facsimile in lieu of actual signatures. The duly authorized signing officers of the transfer agent may also sign the certificates by facsimile. If any officer who signed, or whose facsimile signature was used on any certificate of stock ceases to be an officer of the corporation before the corporation delivers the certificate, the certificate of stock may be issued and delivered as though the person who signed the certificates, or whose facsimile signature was used, did not cease to be and officer of the corporation.

**Section 4. Treasury Shares.** The treasury shares of the corporation shall be consist of such issued, fully paid and outstanding stock of the corporation as may be donated to it, or otherwise reacquired by it either through purchase. Redemption or other lawful means, and shall be held subject to disposal by the Board of Directors or the stockholders as the cause may be. Such stock shall neither vote nor participate in dividends while held by the corporation.

**Section 5. Lost Certificates.** The Board of Directors, subject to such rules and regulations it may adopt, may order new certificates of stock to be issued in the place of certificates of the corporation alleged to have been lost or destroyed. The owner of the lost certificate must issue a bond in favour of the corporation as indemnity against any loss or claim that the corporation may incur due to the issuance of such new stock certificates. The bond must be in the form and with the sureties as the Board may require. The bond must be for an amount equivalent to at least the par or market value of the shares, whichever is higher, of such lost or destroyed certificate, subject to the approval of the Board. The Board may refuse to replace any lost stock certificate except upon order of a court having jurisdiction on the matter or upon compliance with the requirements of the Corporation Code.

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## ARTICLE II

### STOCKHOLDERS' MEETING

Section 1. **Annual Meeting.** The annual meeting of the stockholders shall be held on the second week of June each year. Should such day be a legal holiday, the annual meeting shall be held on the next business day that is not a holiday.

Section 2. **Special Meeting.** The special meeting of the stockholders may be called at any time by resolution of the (a) Board of Directors, at its own instance, or at the written request of the stockholders representing at least a majority of the total outstanding stock, (b) President.

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. (As amended by the Stockholders and Board of Directors on June 24, 2020)**

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. **(As amended by the Stockholders and Board of Directors on June 24, 2020)**

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. (As amended by the Stockholders and Board of Directors on June 24, 2020)**

Section 6. **Conduct of Meeting.** At all meetings of the stockholders, the Chairman of the Board, or in his absence, the President, or in the absence of both the Chairman and the President, a person chosen by the majority in interest of the stockholders of the corporation present in person or by proxy shall act as Chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of stockholders, or in his absence, any person appointed by the Chairman of the meeting.

Section 7. **Voting.** The stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly appointed as herein provided.

Except in cases otherwise provided by statute, a majority of the votes cast by the stockholders present in person or by proxy at any meetings shall be sufficient for the adoption of any resolution.

**Section 8. Proxies.** A stockholder entitled to vote at any meeting of stockholders may vote either in person or by proxy. Unless otherwise provided in the proxy, such proxy shall be valid only for the meeting for which it is intended. Proxies must be filed with the Corporation's Secretary, Assistant Secretary or transfer agent at least seven days before the meeting. A stockholder may revoke the proxy either by written revocation duly presented to the Secretary, Assistant Secretary, or transfer agent of the corporation at least three days before the day of the meeting or by actual presence at the meeting. The Secretary or a special committee of inspectors composed of the Secretary, Assistant Secretary, and the transfer's agent representative should validate the proxies at least five days before the meeting. The decision of the Secretary or the special committee of inspectors on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 1. Powers of the Board.** Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, the business conducted, and all property of the corporation controlled and held by the Board of Directors. The directors shall be elected by the stockholders at their annual meeting and shall serve until their successors are elected and shall have qualified.

Without prejudice to such powers as may be granted by the Corporation Code and other sections of these by-laws, the Board of Directors shall also have the following powers and duties:

- a. Determine the manner in which the corporate capital shall be invested, a resolution being required for each investment.
- b. Appoint from time to time, as may be deemed proper, employees and agents of the corporation, not otherwise provided for herein, and fix the salaries to be paid to them, and may authorize any officer to appoint and remove employees or agents.
- c. Approve the budget and general expense accounts of the corporation each year.
- d. Submit annually to the regular annual meeting of the stockholders the balance sheets, the accounts, and a report on the condition of the corporation.
- e. Institute, maintain, defend, compromise, adjust or settle any litigation in which the corporation may be interested or involved.
- f. Make rules for the internal regulation of the corporation.
- g. From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs.
- h. To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.
- i. To invest the fund of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law.

- j. To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders' approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation.
- k. To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

**Section 2. Independent Director.** There shall be nominated or elected at least two Independent Directors or at least 20% of the number of the Board of Directors, whichever is lesser.

An "Independent Director" means a person who:

1. is not an officer or employee of the corporation, its parent or subsidiaries or any other individual having a relationship with the corporation;
2. apart from his fees and shareholdings, is independent of management and free from business and other relationship that could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director, and
3. meets all the independence criteria enumerated in the corporation's Manual on Corporate Governance and such other criteria provided under applicable laws, rules or regulations, or determined by the Board of Directors.

#### **Qualifications of Independent Directors**

In addition to the foregoing, any person nominated, or elected as an independent director must possess the following minimum and the additional qualifications provided under the Corporation Code and issued by the Securities and Exchange Commission and other relevant laws, rules and regulations and none of the disqualifications:

1. He shall have at least one share of stock of the corporation;
2. He shall be at least a college graduate or he shall have been engaged in or exposed to the business of the corporation for at least five years; and
3. He shall possess integrity and probity.

**Section 3. Disqualifications of Directors.** A stockholder is disqualified from nomination and election as director if he is engaged in any business or activity that competes with or is antagonistic to that of the business of the corporation, or any of its subsidiaries and affiliates as declared by the Board of Directors. Without limiting the generality of the foregoing, a person may be considered and declared to be so engaged:

1. if he is an officer, manager, director, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation (other than one in which the corporation owns at least 30% of the capital stock) engaged in a business or activity that the Board determines, by at least two-thirds vote, to be competitive or antagonistic to that of the corporation; or

2. if he is an officer, manager, director, or owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the corporation, when the Board determines, by at least two-thirds vote, that such membership in the board of directors violates the law against combination in restraint of trade; or
3. if the Board determines, by at least two-thirds vote, that he is the nominee of any person set forth in the preceding paragraphs.

The term subsidiary means a corporation or entity in which the corporation, directly or indirectly, owns, controls or has the power to vote at least a majority of the shares or interest. The term "Affiliate" as used in these preceding paragraphs means a corporation or entity in which the Corporation directly or indirectly owns, control or has the power to vote at least 10% but not more than 50% of the shares or interests.

For purposes of determining whether or not a person is engaged in a business or activity that competes with or antagonistic to that of the corporation or any of its Subsidiaries and Affiliates, or he is a controlling person, beneficial owner, or the nominee of another, or if he suffers from the foregoing disqualifications, the Board of Directors may take into account such factors as business, professional and family relationships.

For the proper implementation of this provision, all nominations for the election of directors by the stockholders shall be submitted in writing to the nomination and election committee at least thirty days before the scheduled date of the annual stockholders' meeting. If the said day is a holiday, then the deadline is moved to the next business day.

In addition, the following persons are disqualified from nomination or election to the Board:

1. Any person who has been convicted by final judgment or order by a competent judicial or administrative body of any crime that:
  - a. involves the purchase or sale of securities, as defined in the Securities Regulation Code;
  - b. arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or
  - c. arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house, or as an affiliated person of any of them.
2. Any person who, by reason of any misconduct, after hearing or trial, is permanently enjoined by final judgment or order of the Securities and Exchange Commission or any court or administrative body of competent jurisdiction from:
  - a. acting as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or a floor broker;
  - b. acting as a director or officer of a bank, quasi-bank, trust company, investment house, investment company;

- c. engaging in or continuing any conduct or practice in any of the capacities mentioned in the preceding paragraphs, or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply when such person is currently the subject of an order of the Securities and Exchange Commission or any court or other administrative body, denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code, or any other law administered by the Securities and Exchange Commission or Bangko Sentral ng Pilipinas, or has been otherwise restrained to engage in any activity involving securities and banking, or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization.

3. Any person convicted by final judgment of an offense involving moral turpitude, fraud, embezzlement, theft, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury, or similar fraudulent acts;
4. Any person who has been adjudged by final judgment or order of the Securities and Exchange Commission, court, or competent administrative body to have willfully violated, or willfully aided or abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code, or any other law administered by the Securities and Exchange Commission or Bangko Sentral ng Pilipinas, or any of its rule, regulation, or order;
5. Any person found guilty by final judgment of a foreign court or financial regulatory authority of acts, violation or misconduct similar to the acts, violations or misconduct listed in the foregoing paragraphs;
6. Any person judicially declared insolvent;
7. Any person who has committed patently unlawful acts and other acts deemed prejudicial or inimical to the reputation and interest of the corporation;
8. Any person who has committed acts causing undue injury to the corporation, its subsidiaries or affiliates;
9. Any person who previously committed gross negligence or bad faith in directing the affairs of another corporation where he serves as a director or officer.

Persons disqualified by these By-laws, existing laws, and the rules of the Securities and Exchange Commission shall not be eligible to become an Independent Director.

**Section 4. Vacancies.** Any vacancy or vacancies occurring in the Board of Directors by reason of death, resignation or for any cause other than removal by the stockholders, may be filled by the vote of at least a majority of the remaining members of the Board, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of the stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

**Section 5. Directors' Fees.** – The Board of Directors may provide a reasonable per diem allowance for the attendance of directors at each Board meeting. The Board may also provide fees for its members as compensation for services rendered as such, provided however, that the amount of such fees received as directors shall not exceed 10% of the of the net income before tax of the corporation during the preceding year and should be approved by the stockholders

representing at least a majority of the outstanding capital stock in a regular or special stockholder's meeting.

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. (As amended by the Stockholders and Board of Directors on June 24, 2020)

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. (As amended by the Stockholders and Board of Directors on June 24, 2020)

Section 8. **Notices.** The notice of the regular or special meetings of the Board, specifying the date, time, place, object and purpose of the meeting shall be mailed by the Secretary to each member of the board at least two business days before any such meeting. The Secretary may send the notice by delivery, fax, electronic mail or short messaging system (SMS), or by other means of written or printed communication generally accepted and used by the business community currently available or as may be made available through technical advances or innovations in the future.

The attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the specific purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. **Quorum.** A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act.

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. (As amended by the Stockholders and Board of Directors on June 24, 2020)

Section 11. **Voting Power.** In all acts of the Board of Directors, each member thereof shall be entitled to only one vote.

Section 12. **Manual on Corporate Governance.** To aid the Board of Directors in the promotion of and adherence to the principle of good governance, the Board adopted a Manual on Corporate Governance, which the Board may amend as it deems proper. Such Manual shall be supplementary to these By-Laws.

## ARTICLE IV

### COMMITTEE

**Section 1. Executive Committee.** The Board of Directors may, by resolution passed by a majority of all its members, create an executive committee composed of not less than three members of the Board of Directors. Its members shall be appointed by the Board of Directors and hold office for one year or until their respective successors shall have been appointed. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the corporation in all cases in which specific directions shall not have been given by the Board of Directors. Except as provided in Section 35 of the Corporation Code, the Executive Committee shall have and exercise all such other powers as may be delegated to it by the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report its approvals or acts to the Board of Directors at the next meeting of the Board of Directors following such action and shall be subject to revisions by the Board of Directors provided, that no rights of third parties shall be affected by any such revisions. Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for the purpose. Vacancies in the Executive Committee shall be filled by the Board of Directors. A majority of the Executive Committee shall be necessary to constitute a quorum, and in every case the affirmative vote of a majority of the members shall be necessary for the passage of any resolution. It shall adopt its own rules of procedure. The Board of Directors shall have the power to change the members of the Executive Committee at any time, to fill vacancies therein and to discharge or dissolve such Executive Committee either with or without cause.

**Section 2. Other Committees.** The Board of Directors shall have the power, among other things, to create committees and other bodies as may be necessary or beneficial in the operation and internal regulation of the corporation. Such committees shall have such powers and functions as may be delegated to them by the Board of Directors or as defined in the Manual on Corporate Governance except those that may not be delegated under the Corporation Code. The Board of Directors shall have the power to appoint and remove the members of such committees, and may at any time, with or without cause, dissolve any of such committees.

## ARTICLE V

### OFFICERS

**Section 1. Executive Officers.** The Executive Officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary, whose powers and duties shall be as hereinafter provided, and as the Board of Directors may fix in conformity with the provisions of the Corporation Code and of these by-laws. All officers shall be elected to their offices by a majority vote of the Board of Directors.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two or more positions may be held concurrently by the same person whenever deemed convenient or expedient, except that no one shall act as President and Treasurer or Secretary at the same time.

**Section 2. President.** The President, who must be a director, shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a. Preside at all meetings of the stockholders;
- b. Exercise general supervision over all the other officers of the corporation;
- c. Borrow money for the corporation by any legal means, whatsoever, including the arrangement of letters of credit, and overdrafts with any, and all banking institutions;
- d. Sign, indorse, and deliver all checks, drafts, bills of exchange, promissory notes and orders of payment of sums of money in the name and on behalf of the corporation;
- e. Execute on behalf of the corporation all contracts and agreements that the corporation may enter into;
- f. Submit an annual report of the operations of the corporation to the Board of Directors and such other times as the latter may request, and an annual report to the stockholders at the annual meeting;
- g. To appoint at his discretion, remove or suspend any or all subordinate personnel of the corporation, and prescribe their duties and fix or change from time to time their respective salaries or wages, and require quantities of bonds for such amounts as he may determine to secure the faithful discharge by the employees or agents of their official trust;
- h. Submit bids for construction projects in behalf of the corporation;
- i. Exercise such other powers and perform such other duties as are incident to his office or as the Board of Directors may, from time to time fix or delegate.

**Section 3. Vice-President.** The Vice-President shall have the powers and authorities of, and the duties of the President during the absence or incapacity of the latter for any cause. He shall also perform such other duties as the Board of Directors may from time to time assign to him.

**Section 4. Secretary.** The secretary must be a resident and citizen of the Philippines and shall have the following specific powers and duties:

- a. To make full and faithful record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b. To keep record of books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c. To issue or cause to be issued all necessary notices of all the meetings;
- d. To have custody of the corporate seal, and to affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- e. To sign with the President all certificates of stock and such other instruments as requires such signatures, and to certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- f. To make such reports and perform such other duties as are incident to his office or as may be properly assigned to him by the Board of Directors or the President.

**Section 5. Treasurer.** The treasurer of the corporation, except as otherwise provided by the Board of Directors, shall have the custody of all moneys, securities and valuables of the corporation in such banking institutions in the City of Manila and elsewhere, as may be designated from time to time by the Board of Directors, subject to withdrawal therefrom only upon the checks or written demands of the corporation which have been signed by the Treasurer and counter-signed by the President.

He shall perform all other duties incident to his office and all that are properly required of him by the Board of Directors. He shall furnish a bond when required by the Board of Directors.

**Section 6. Term of Office.** The term of office of all officers shall be one year and until their successors are duly elected and qualified.

**Section 7. Vacancies.** If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.

**Section 8. Compensation.** The Board of Directors may provide and determine the salaries to be received by the officers of the corporation. A director shall not be precluded from serving the corporation as an officer or in any other capacity and receiving compensation from such position.

## ARTICLE VI

### VOTING UPON STOCKS HELD BY THE CORPORATION

Unless otherwise ordered by the Board of Directors, the President, or in his absence, the Vice-President or an officer duly assigned by the Board of Directors, shall have full power and authority in behalf of the corporation to attend, to act, and to vote at any stockholders' meeting of any company in which the corporation holds stock, and at any such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such stock, and which, as the owner thereof, the corporation might have possessed and exercised if present. The Board of Directors, by resolution, may confer such power and authority any person, not necessarily directors or officers of the corporation.

## ARTICLE VII

### INDEMNIFICATION OF DIRECTORS/OFFICERS

The corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the corporation) to which he may be, or is made, a party by reason of his being or having been a director or officer of this corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding, to be liable for gross negligence, misconduct, or breach of fiduciary duty.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which this corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of all the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by this corporation in advance of this final disposition of such action, suit or proceeding, as authorized in the manner provided for in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by this corporation as authorized in this Article.

## ARTICLE VIII

### AUDIT OF BOOKS, FISCAL YEAR, DIVIDENDS AND FINANCE

**Section 1. External Auditor.** At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify, and report on the earnings and expenses of the corporation.

**Section 2. Fiscal Year.** The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January of each year and end on the 31<sup>st</sup> day of December of the same year.

**Section 3. Inspection of Accounts.** The inspection of accounts by any member of the Board of Directors in person may be made at any and all times during business hours of the corporation, and such inspection may embrace all books, records and vouchers of the corporation, as well as the books, records and vouchers kept by the Treasurer.

Inspection of the books, accounts and records of the corporation by a stockholder or by his authorized representative may be made at reasonable hours on business days, subject to the rules and procedures prescribed by the Board.

**Section 4. Dividends.** Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and such times as the Board of Directors may determine and in accordance with law.

The Board of Directors shall have power and authority to fix and determine, and from time to time vary, the amount to be reserved, over and above its capital stock paid in, as working capital, to meet contingencies, to provide for the equalization of dividends and/or for other purposes, to direct and determine the use and disposition of working capital and of any amounts so reserved; to use and apply the surplus or any part thereof in acquiring the bonds or other obligations or shares of the capital stock of the corporation, to such extent, in such manner and upon such terms as the directors shall deem expedient (and shares of capital stock so purchased or acquired may be resold, and shall not be deemed to have been retired, unless such shares shall have been retired for the purpose of reducing the capital of the corporation in the manner provided by law); to determine whether any part of the net profits or surplus shall be declared and paid as dividends; and generally to fix and determine the use and disposition of any net profits or surplus.

**Section 5. Profit-sharing and Bonuses.** Participation in the unrestricted profits or earnings from operations, after taxes, may be paid to the directors, officers and employees of the corporation to be distributed in the manner, amounts, and proportion as the Board of Directors may determine.

**Section 6. Stock Option Plan.** The Board of Directors may grant or issue stock option or purchase plans to its employees, directors, or officers subject to the applicable laws, rules and regulations.

## ARTICLE IX

### SEAL

The corporate seal of the corporation shall consist of a circular design on which is inscribed the name of the corporation and words, "Incorporated 1965, Quezon City, Philippines." The Board has full authority to revise the corporate seal.

## ARTICLE X

### AMENDMENTS

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. (As amended by the Stockholders and Board of Directors on June 24, 2020)

Section 2. The Board of Directors may adopt additional rules in harmony with the foregoing by-laws and their amendments, but shall not alter, modify nor repeal the foregoing by-laws and their amendments.

IN WITNESS WHEREOF, we, the undersigned shareholders present at said meeting and voting thereat in favor of the adoption of said By-laws, have hereunto subscribed our names, and we, the Chairman and Secretary respective of the same, do likewise attest with our signatures.

Quezon City, April 25, 1965

(SGD.)  
**DELFIN M. WENCESLAO**

(SGD.)  
**MARIA J. WENCESLAO**

(SGD.)  
**RAMON DE JESUS**

(SGD.)  
**DOMINADOR S. DAYRIT**

(SGD.)  
**DELFIN J. WENCESLAO, JR.**

WE ATTEST:

(SGD.)  
**DELFIN M. WENCESLAO**  
Chairman of the Stockholders' Meeting

(SGD.)  
**MARIO P. LAGDAMEO**  
Secretary of the Stockholders' Meeting