

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. **November 24, 2025**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **175222**
3. BIR Tax Identification No. **242-603-734-000**
4. **Vivant Corporation**
Exact name of issuer as specified in its charter
5. **Mandaluyong City**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Brgy. Banilad, Mandaue City, Cebu**
Address of principal office
- 6014**
Postal Code
8. **(032) 234-2256, (032) 234-2285**
Issuer's telephone number, including area code
9. **There has been no change in name or address since last report**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
Common	1,023,456,698

11. Indicate the item numbers reported herein: **Item 9. Other Events.**

Vivant Corporation (the "Company") discloses to the public and to the Exchange, that the Securities and Exchange Commission had approved the amendments to the Articles of Incorporation, and By-Laws of the Company. The Company has received the Certificates Amending Articles of Incorporation, and By-Laws on November 24, 2025.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 24, 2025

VIVANT CORPORATION
Issuer
By: 
MAILA LOURDES G. DE CASTRO
Corporate Secretary



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.: 0000175222

**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

**VIVANT CORPORATION
(Secondary Purpose)**

copy annexed, adopted on March 21, 2025 by majority vote of the Board of Directors and on June 19, 2025 by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209, Metro Manila, this 19th day of November, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

COVER SHEET
For applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amendment of Second Article of the Articles of Incorporation and Articles II, III, and V of the By-laws

0 0 0 0 0 1 7 5 2 2 2

Company Name

V I V A N T C O R P O R A T I O N

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

9 T H F L O O R O A K R I D G E I T C E N T E R

3 O A K R I D G E B U S I N E S S P A R K A . S .

F O R T U N A S T . B R G Y . B A N I L A D

M A N D A U E C I T Y C E B U

ZIP CODE

6 0 1 4

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

corporatesecretary@vivant.com.ph

(032)234-2256

+639173024903

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Atty. Johanna Daisyre L. Oblianda

johannaoblianda@gselawfirm.com

(02) 8633 9757

Contact Person's Address

Suite 2801 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig 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



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-R102025-SEC7Z08RH509T

Corporate Name	VIVANT CORPORATION
Date of Approval by the Commission	
Approved by majority of the Directors	21 March 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	19 June 2025
Subject of Amendment	Secondary Purpose

- TO
1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;
 2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
 3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
 4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, including the issuance of third party accommodations, surety, guarantees or otherwise, lending of its credit to its subsidiaries and affiliates, and for the purpose of securing any of its obligations or contracts, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations or which are held by or for this corporation, directly or indirectly or through other corporations or otherwise; (As amended on June 26, 2015)
 5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purpose of this corporation;
 6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
 7. To establish and operate one or more branch offices or agencies and to carry on any of all its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal properties anywhere within the

Philippines;

8. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

10. To act as a trustee of the pension, retirement, provident fund, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the benefit of its employees.

FROM

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, including the issuance of third party accommodations, surety, guarantees or otherwise, lending of its credit to its subsidiaries and affiliates, and for the purpose of securing any of its obligations or contracts, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations or which are held by or for this corporation, directly or indirectly or through other corporations or otherwise; (As amended on June 26, 2015)

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purpose of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any of all its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal properties anywhere within the Philippines;

8. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries,

and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-R102025-SEC7Z08RH509T

Corporate Name	VIVANT CORPORATION
Date of Approval by the Commission	
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	21 March 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	19 June 2025
Subject of Amendment	The Manner of Election or Appointment, Qualification, Functions, and the Term of Office of All Officers other than Directors/Trustees

TO ARTICLE V - OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the Chief Executive Officer, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Such officers shall serve at the pleasure of the Board and must possess integrity, probity, and sufficient experience in business required for the position.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board — The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. The Chief Executive Officer (CEO) – The CEO, who shall be a director, shall assume overall leadership of the Corporation, reporting to and taking instructions from the Board of Directors. The CEO is responsible for: (i) determining, developing, and executing the overall business strategy and long-term direction of the Corporation in accordance with the Board's mandate; (ii) overseeing the business operations of the company and its human and financial resources in accordance with the strategic plan (iii) presiding at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman and the Vice Chairman of the Board of Directors (iv) exercising direct oversight over the President, if such position is not concurrently held by the same person, Vice Presidents, CFO, including all other key officers in all functional and business unit areas; and (v) and such other functions as may be assigned by the Board of Directors.

Section 4. President — The President, who shall be a director, shall have all powers delegated by the CEO, if such position is not concurrently held by the same person, or the Board, which may include the administration and direction of the day-to-day business affairs of the corporation including the following functions:

a) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

- b) To have general supervision and management of the business affairs and property of the corporation;
- c) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- d) To oversee the preparation of the budgets and the statement of accounts of the corporation;
- e) To prepare such statements and reports of the corporation as may be required of him by law;
- f) To represent the corporation at all functions and proceedings;
- g) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- h) To make reports to the Board of Directors and stockholders;
- i) To sign certificates of stock;
- j) To perform such other powers and duties as are incident to his office or as entrusted and delegated to him by the CEO or Board of Directors.

The President may assign the exercise of performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control.

Section 5. The Vice President(s) — If one or more Vice-Presidents are appointed, they shall have such powers and shall perform such duties and other additional roles in the Corporation as may be assigned to them from time to time and under the discretion of the CEO.

Section 6. The Secretary — The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of 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 or cause to be kept record 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 keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given.
- e) 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 act as the inspector at the election of directors and as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and required by government rules and regulations and to submit the same to the proper government agencies;

g) To exercise such powers and perform such duties and functions, as may be assigned to him by the President.

Section 7. Treasurer – The Treasurer of the Corporation must be a resident of the Philippines. The Treasurer is the custodian of its funds, securities and property whose responsibilities include: (i) maintaining adequate and correct accounts of the property and business transactions of the Corporation, which shall be in the form and include all matters required by law; (ii) the care and custody of the funds and valuables of the Corporation and deposit the same in the name and to the credit of the Corporation with such banks designated by the Board of Directors; (iii) render to the CEO, President, and to the Board of Directors, whenever they may require, an account of all the Treasurer's transactions and a financial statement showing the financial condition of the Corporation in the form satisfactory to them; (iv) and perform other duties incident to his or her office or assigned to him by the Board of Directors or the CEO.

Section 8. Term of Office — The Term of Office of all officers shall be for a period of one (1) year reckoned from the time of their appointment, unless sooner terminated due to the removal by the Board of Directors, resignation, death, disability, or disqualification rendering them unable to discharge the functions of their position, and until their successors are duly elected and qualified.

Section 9. Removal from Office — The officers of the Corporation shall serve at the pleasure of the Board of Directors and may be removed from office at any time through the majority vote of all members of the Board of Directors present at a regular or special meeting convened for this purpose.

Section 10. Vacancies — If any position of the officers becomes vacant by reason of death, resignation, disqualification, removal by the Board of Directors, or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.

A vacancy resulting from the expiration of the term of office may be filled by the Board through any meeting called for that purpose. Vacancies resulting in the removal of an officer by the Board, or by resignation, may be filled in the same meeting where the removal was done, or in any special meeting called for the such purpose, as the case may be.

Section 11. Compensation — The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

FROM ARTICLE V - OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board — The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President — The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions.

a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors,

b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs

- for the approval of the Board of Directors, including those for executive training, development and compensation,
- c) To have general supervision and management of the business affairs and property of the corporation,
 - d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control,
 - e) Subject to the guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries,
 - f) To oversee the preparation of the budgets and the statement of accounts of the corporation,
 - g) To prepare such statements and reports of the corporation as may be required of him by law,
 - h) To represent the corporation at all functions and proceedings;
 - i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors,
 - j) To make reports to the Board of Directors and stockholders,
 - k) To sign certificates of stock,
 - l) To perform such other duties as are incident to his office or as entrusted to him by the Board of Directors.

The President may assign the exercise of performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control.

Section 4. The Vice President(s) — If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary — The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of 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 or cause to be kept record 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 keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given.
- e) 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 act as the inspector at the election of directors and as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise

or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and required by government rules and regulations and to submit the same to the proper government agencies;

g) To exercise such powers and perform such duties and functions, as may be assigned to him by the President.

Section 7. Term of Office — The Term of Office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 8. 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 9. Compensation — The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ORGANIZATIONAL DETAIL

TRN-R102025-SEC7Z08RH509T

Corporate Name	VIVANT CORPORATION
Date of Approval by the Commission	
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	21 March 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	19 June 2025
Subject of Amendment	The Time, Place, and Manner of Calling and Conducting Regular or Special Meetings of the Directors/Trustees

TO Section 4. Meetings — Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the Chief Executive Officer, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them to participate.

Section 6. Quorum — Two-thirds (2/3rds) of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business. If the aforementioned quorum requirements of Board is not met, the Board shall reconvene at a subsequent meeting where a majority of the Directors of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business. 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, except for the election of officers which shall require the vote of a majority of all the members of the Board. Directors participating through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication shall be deemed present for the purpose of determining the existence of a quorum.

Section 7. Conduct of the Meetings — Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer or if none of the foregoing is in office and present and action, by any other director chosen by the

Board The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

FROM Section 4. Meetings — Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them to participate.

Section 6. 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, except for the election of officers which shall require the vote of a majority of all the members of the Board. Directors participating through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication shall be deemed present for the purpose of determining the existence of a quorum.

Section 7. Conduct of the Meetings — Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and action, by any other director chosen by the Board The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

ORGANIZATIONAL DETAIL

TRN-R102025-SEC7Z08RH509T

Corporate Name	VIVANT CORPORATION
Date of Approval by the Commission	
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	21 March 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	19 June 2025
Subject of Amendment	The Powers, Qualifications, Duties, Term, and Compensation of Directors/Trustees

TO 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, all business conducted and all property of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers.

a) 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;

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

- c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including without limitation, notes, deeds of trust, instruments, bonds, debenture, or securities, subject to such stockholder approval as may be required by law, and/or pledge mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;
- f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;
- h) To confirm the appointment of, or to dismiss any officer with the position of Senior Assistant Vice President or their equivalent, and those officers who are higher in rank than the aforementioned, as maybe determined by the Board;
- i) To establish pension, retirement, bonus, profit-sharing or other types of Incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;
- j) To be the trustee or designate a trustee, on behalf of the Corporation of a pension, retirement, provident fund, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the benefit of its employees.
- j) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise to grant installments for the payments or settlement of whatsoever debts are payment to the corporation;
- k) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- l) To implement these by-laws and to act on any matter not covered by these bylaws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation;

FROM **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, all business conducted and all property of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers.

- a) 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;
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

- c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including without limitation, notes, deeds of trust, instruments, bonds, debenture, or securities, subject to such stockholder approval as may be required by law, and/or pledge mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;
- f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;
- h) To establish pension, retirement, bonus, profit-sharing or other types of Incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;
- i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise to grant installments for the payments or settlement of whatsoever debts are payment to the corporation;
- j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- k) To implement these by-laws and to act on any matter not covered by these bylaws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation;

ORGANIZATIONAL DETAIL

TRN-R102025-SEC7Z08RH509T

Corporate Name	VIVANT CORPORATION
Date of Approval by the Commission	
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	21 March 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	19 June 2025
Subject of Amendment	The Place and Manner of Calling and Conducting Regular Meetings of the Stockholders/Members

TO ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 6. Conduct of Meeting — Meeting of the Stockholders shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the

stockholders. The Secretary shall act as Secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.

FROM ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 6. Conduct of Meeting — Meeting of the Stockholders shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.

ORGANIZATIONAL DETAIL

TRN-R102025-SEC7Z08RH509T

Corporate Name	VIVANT CORPORATION
Date of Approval by the Commission	
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	21 March 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	19 June 2025
Subject of Amendment	Change of Annual Meeting

TO 3rd Thursday of May

FROM 3rd Thursday of June

AMENDED ARTICLES OF INCORPORATION

OF

VIVANT CORPORATION
(FORMERLY: PHILSTAR.COM, INC.)
(As amended on January 10, 2003)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

VIVANT CORPORATION
(FORMERLY: PHILSTAR.COM, INC.)
(As amended on January 10, 2003)

SECOND: That the purpose for which the Corporation is formed are as follows:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, develop, use, sell, lease, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, real and personal property, of every kind and description, including buildings, apartments, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real and personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in receipt thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; 'except, management of fund securities portfolios and other similar assets of the managed entity. *(As amended on 30 July 2003 by the Board and 24 September 2003 by the stockholders.)*

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, including the issuance of third party accommodations, surety, guarantees or otherwise, lending of its credit to its subsidiaries and affiliates, and for the purpose of securing any of its obligations or contracts, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations or which are held by or for this corporation, directly or indirectly or through other corporations or otherwise; *(As amended on June 26, 2015)*
5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purpose of this corporation;
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
7. To establish and operate one or more branch offices or agencies and to carry on any of all its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal properties anywhere within the Philippines;
8. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and
9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

10. To act as a trustee of the pension, retirement, provident fund, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the benefit of its employees. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

THIRD: That the place where the principal office of the Corporation is to be established is at:

9th Floor. Oakridge IT Center 3, Oakridge Business
Park, A.S. Fortuna Street. Brgy. Banilad Mandaue City.
Cebu. Philippines (as amended on 18 September 2019)

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation;

FIFTH: That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence
Jose A. Concepcion III	Filipino	[REDACTED]
Edgardo A. Garcia	Filipino	[REDACTED]
John A. Concepcion	Filipino	[REDACTED]
Lauro B. Ramos	Filipino	[REDACTED]
Corazon R. Martinez	Filipino	[REDACTED]

SIXTH. That the number of directors of said corporation shall be ELEVEN (11) and that the names, nationalities 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 September 30, 2004.)

Name	Nationality	Residence
Jose A. Concepcion III	Filipino	[REDACTED]
Edgardo A. Garcia	Filipino	[REDACTED]
John A. Concepcion	Filipino	[REDACTED]

Lauro P. Ramos	Filipino	[REDACTED]
Corazon R. Martinez	Filipino	[REDACTED]
Antonio Ding	Filipino	[REDACTED] y
Zenaida D. Arce	Filipino	[REDACTED]

SEVENTH: That the authorized capital stock of the said Corporation is TWO BILLION PESOS (P2,000,000,000.00), Philippine Currency, (As amended on February 24, 2003) and said capital stock is divided into TWO BILLION (2,000,000,000) common shares with a par value of Php 1.00 each. (As amended on September 30, 2004)

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWENTY FIVE MILLION PESOS (P25,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares Subscribed	Amount
RFM Corporation	Filipino	149,995	149,995.00
Triple Eight, Inc.	Filipino	25,000	25,000.00
Horizon's Realty, Inc.	Filipino	25,000	25,000.00
Jose A. Concepcion III	Filipino	1	100.00
John A. Concepcion	Filipino	1	100.00
Lauro B. Ramos	Filipino	1	100.00
Corazon R. Martinez	Filipino	1	100.00
Antonio Ding	Filipino	1	100.00
Pedro A. Garcia	Filipino	1	1,249,900.00
Edgardo A. Garcia	Filipino	1	100.00
Zenaida D. Arce	Filipino	1	1,250,000.00
Eulalio C. Arce	Filipino	12,500	500,000.00
Aurelia C. Arce	Filipino	<u>20,000</u>	<u>2,000,000.00</u>

		<u>25,000</u>	<u>P25,000,000.00</u>
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NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Amount Paid</u>
RFM Corporation	14,995,000.00
Triple Eight, Inc.	2,500,000.00
Horizon's Realty, Inc.	5,500,000.00
Jose A. Concepcion III	100.00
John A. Concepcion	100.00
Lauro B. Ramos	100.00
Corazon R. Martinez	100.00
Antonio Ding	100.00
Pedro A. Garcia	1,249,900.00
Edgardo A. Garcia	100.00
Zenaida D. Arce	1,250,000.00
Eulalio C. Arce	500,000.00
Aurelia C. Arce	<u>2,000,000.00</u>
	<u>P25,000,000.00</u>

TENTH: Transfer of Shares. *(Deleted as of 27 January 1994.)*

ELEVENTH: That no issuance or transfer of shares of stock of the corporation which 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.

TWELFTH: The stockholders of the corporation shall have no pre-emptive rights to any and all issuances or disposition of any class of shares of the corporation.

THIRTEENTH: That CORAZON R. MARTINEZ has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized

to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 31st day of January 1990 at Makati, Philippines.

(Signed)
JOSE A. CONCEPCION III

(Signed)
EDGARDO A. GARCIA

(Signed)
LAURO B. RAMOS

(Signed)
CORAZON R. MARTINEZ

(Signed)
JOHN A. CONCEPCION

SIGNED IN THE PRESENCE OF:

(illegible)

(illegible)

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI)S.S.

BEFORE ME, a Notary Public in and for Makati Philippines, this 28th day of February 1990 personally appeared:

NAME	RES. CERT. NO.	Date/Place Issued
JOSE A CONCEPCION III	00737673	01-31-89-Pasig, M.M.
LAURO B. RAMOS	6336254	02-07-89-Mandaluyong M.M.
EDGARDO A. GARCIA	07017533	02-16-89-Q.C.
CORAZON R. MARTINEZ	03959387	01-27-89-Makati
JOHN A. CONCEPCION	09503732	03-13-89-Mandaluyong, M.M.

all known to me and to me know to be the same persons who executed the foregoing Articles of Incorporation and the acknowledged to me that the same is their fee and voluntarily act and deed

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(SCD.) RODOLFO C. BRITANICO

NOTARY PUBLIC

Doc. No. 104
Page No. 22
Book No. 1
Series of 1990.



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.: 0000175222

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

VIVANT CORPORATION

copy annexed, adopted on March 21, 2025 by majority vote of the Board of Directors and on June 19, 2025 by the vote of at least two-thirds (2/3) 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209, Metro Manila, this 19th day of November, Two Thousand Twenty-Five.



BAGONG PILIPINAS


DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

AMENDED BY-LAWS
OF
VIVANT CORPORATION

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions — Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates — Each stockholder shall be entitled to one or more certificates for such duly paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares — Shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly endorsed 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, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

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

All certificates surrendered for transfer shall be stamped "Canceled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book

Section 4. Lost Certificates — In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings — The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on every 3rd Thursday of May of each year. If the date of the annual meeting falls on a legal holiday, the annual meeting shall be held on the next succeeding business day which is not a legal holiday, at such hour as may be specified in the notice of said meeting. *(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)*

Section 2. Special Meeting — The special meetings of the stockholders, for any purpose or purposes, may at any time be called by any of the following (a) Board of Directors, at its own instance, or at the written request of stockholders representing majority of the outstanding capital stock; (b) President.

Section 3. Place of Meeting — Stockholders' meeting, 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

Section 4. Notice of Meeting — Notices for the regular or special meetings of the stockholders may be sent by the Corporate Secretary either by personal delivery, by private courier, by mail - postal or electronic, or by any form of messaging service. addressed to the physical or electronic address, or contact detail of each stockholder of record or by publication in a newspaper of general circulation or by posting on the website of the Corporation at least twenty-one (21) days prior to the date of the meeting. The notice shall be deemed to have been given at the time when delivered personally or deposited with the post office or private courier, or sent by messaging service or by electronic mail to the address or contact detail provided by the stockholder, or published in a newspaper of general circulation. or posted on the website of the Corporation.

The notice of the meeting shall state the date, time and place of the meeting, a statement of the matters to be transacted at the meeting, and no business other than that specified in the notice shall be transacted at such meeting. *(As approved during the Special Board Meeting held on 17 July 2020 and Special Stockholders' Meeting on 11 September 2020 and it was re-adopted on 12 May 2021)*

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. Stockholders participating through remote participation or in absentia, electronically or otherwise, shall be deemed present for the purpose of determining the existence of a quorum. *(As approved during the Special Board Meeting held on 17 July 2020 and Special Stockholders' Meeting on 11 September 2020 and it was re-adopted on 12 May 2021)*

If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting — Meeting of the Stockholders shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting. . *(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)*

Section 7. Proxies — Stockholders may vote in person, through remote participation, in absentia or by proxy in all meetings of the stockholders of the corporation. A proxy shall be in writing, signed by the stockholder or his duly authorized representative and filed with the office of the Corporate Secretary three (3) working days before the scheduled meeting. The Corporate Secretary shall only accept original copies of proxies. Only proxies bearing the signature of the duly authorized stockholder signatory(ies) on file with the corporation's transfer agent shall be recognized by the Secretary of the Meeting. A proxy is valid only for the meeting for which it is intended unless the proxy-giver grants a longer period which however should not be longer than five (5) years at any one time. *(As approved during the Special Board Meeting held on 17 July 2020 and Special Stockholders' Meeting on 11 September 2020 and it was re-adopted on 12 May 2021)*

Section 8. Record Date — The Board of Directors shall have the authority to fix the record date for stockholders entitled to vote at any regular or special stockholders' meeting, which must not be more than sixty (60) days before the stockholders' meeting concerned.

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, all business conducted and all property of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers.

- a) 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;
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such

consideration and upon such terms and conditions as the Board may deem proper or convenient;

- c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including without limitation, notes, deeds of trust, instruments, bonds, debenture, or securities, subject to such stockholder approval as may be required by law, and/or pledge mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;
- f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;
- h) **To confirm the appointment of, or to dismiss any officer with the position of Senior Assistant Vice President or their equivalent, and those officers who are higher in rank than the aforementioned, as maybe determined by the Board:**
(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)
- i) To establish pension, retirement, bonus, profit-sharing or other types of Incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;
- j) **To be the trustee or designate a trustee, on behalf of the Corporation of a pension, retirement, provident fund, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the benefit of its employees.**
(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)
- j) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the

business of the corporation, and likewise to grant installments for the payments or settlement of whatsoever debts are payment to the corporation;

- k) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- l) To implement these by-laws and to act on any matter not covered by these bylaws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation;

Section 2. Composition of the Board, Election and Term — The Board of Directors shall have Eleven (11) members, who shall be elected by the Corporation's stockholders who shall be entitled to vote at the annual meeting of the stockholders, and shall hold office for one (1) year and until their successors are elected and qualified in accordance with these By-laws.

As a corporation publicly listed with the Philippine Stock Exchange, the Corporation shall conform with the minimum number of Independent Directors as may be required by law and prescribed by the Securities and Exchange Commission (SEC), and with the procedures for the nomination and election of Independent Directors as may be prescribed by law and issuances of the SEC. *(As approved during the Special Board Meeting held on 17 July 2020 and Special Stockholders' Meeting on 11 September 2020 and it was re-adopted on 12 May 2021)*

Section 3. Vacancies — Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of 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.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws.

Section 4. Meetings — Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the Chief Executive Officer, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice. *(As*

approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them to participate. *(As approved during the Special Board Meeting held on 17 July 2020 and Special Stockholders' Meeting on 11 September 2020 and it was re-adopted on 12 May 2021)*

Section 5. Notice — Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written, electronic oral or by any form of messaging service. A director may waive this requirement, either expressly or impliedly. *(As approved during the Special Board Meeting held on 17 July 2020 and Special Stockholders' Meeting on 11 September 2020 and it was re-adopted on 12 May 2021)*

Section 6. Quorum — **Section 6. Quorum** — Two-thirds (2/3rds) of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business. If the aforementioned quorum requirements of Board is not met, the Board shall reconvene at a subsequent meeting where a majority of the Directors of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business shall constitute a quorum for the transaction of corporate business. 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, except for the election of officers which shall require the vote of a majority of all the members of the Board. Directors participating through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication shall be deemed present for the purpose of determining the existence of a quorum. *(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)*

Section 7. Conduct of the Meetings — Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer or if none of the foregoing is in office and present and action, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting. *(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)*

Section 8. Compensation — By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive such amount as shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Executive Committee — The Board of Directors shall create an Executive Committee that shall be composed of seven (7) members, including a Chairman. The President or the Chairman of the Board of Directors shall be the ex-officio Chairman of the Executive Committee.

Section 2. Meetings of the Executive Committee — The Executive Committee shall hold regular meetings at least once a month. A quorum of four (4) members shall be required by the Executive Committee to meet and act, and a majority vote of those members present shall be required for any resolution to pass, provided, however, that there will be no quorum without the presence of the Chairman of the Executive Committee. Any matter which cannot be decided by the Executive Committee due to a deadlock shall be referred to the Board of Directors for disposition. Moreover, all decisions, actions and resolutions of the Executive Committee shall be submitted to the Board of Directors for ratification during the next regular or special meeting of the Board. The Board may rescind resolutions of the Executive Committee.

Section 3. Powers of the Executive Committee — The Executive Committee, when the Board of Directors is not in session, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except with respect to those matters that are exclusively delegated only to the Board of Directors, by law.

ARTICLE V

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the Chief Executive Officer, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Such officers shall serve at the pleasure of the Board and must possess integrity, probity, and sufficient experience in business required for the position. *(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)*

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board — The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. The Chief Executive Officer (CEO) – The CEO, who shall be a director, shall assume overall leadership of the Corporation, reporting to and taking instructions from the Board of Directors. The CEO is responsible for: (i) determining, developing, and executing the overall business strategy and long-term direction of the Corporation in accordance with the Board's mandate; (ii) overseeing the business operations of the company and its human and financial resources in accordance with the strategic plan (iii) presiding at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman and the Vice Chairman of the Board of Directors (iv) exercising direct oversight over the President, if such position is not concurrently held by the same person, Vice Presidents, CFO, including all other key officers in all functional and business unit areas; and (v) and such other functions as may be assigned by the Board of Directors. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Section 4. President — The President, who shall be a director, shall have all powers delegated by the CEO, if such position is not concurrently held by the same person, or the Board, which may include the administration and direction of the day-to-day business affairs of the corporation including the following functions:

- a) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation,
- b) To have general supervision and management of the business affairs and property of the corporation,
- c) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control,
- d) To oversee the preparation of the budgets and the statement of accounts of the corporation,
- e) To prepare such statements and reports of the corporation as may be required of him by law,
- f) To represent the corporation at all functions and proceedings;
- g) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors,
- h) To make reports to the Board of Directors and stockholders,
- i) To sign certificates of stock,
- j) **To perform such other powers and duties as are incident to his office or as entrusted and delegated to him by the CEO or Board of Directors.**

The President may assign the exercise of performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control.

(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Section 5. The Vice President(s) — If one or more Vice-Presidents are appointed, they shall have such powers and shall perform such duties **and other additional roles in the Corporation as may be assigned to them from time to time and under the discretion of the CEO.** *(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)*

Section 6. The Secretary — The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of 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 or cause to be kept record 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 keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given.
- e) 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 act as the inspector at the election of directors and as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and required by government rules and regulations and to submit the same to the proper government agencies;
- g) To exercise such powers and perform such duties and functions, as may be assigned to him by the President.

Section 7. Treasurer – The Treasurer of the Corporation must be a resident of the Philippines. The Treasurer is the custodian of its funds, securities and property whose responsibilities include: (i) maintaining adequate and correct accounts of the property and business transactions of the Corporation, which shall be in the form and include all matters required by law; (ii) the care and custody of the funds and valuables of the Corporation and deposit the same in the name and to the credit of the Corporation with such banks designated by the Board of Directors; (iii) render to the CEO, President, and to the Board of Directors, whenever they may require, an account of all the Treasurer's transactions and a financial statement showing the financial condition of the Corporation in the form satisfactory to them; (iv) and perform other duties incident to his or her office or assigned to him by the Board of Directors or the CEO. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Section 8. Term of Office — The Term of Office of all officers shall be for a period of one (1) year reckoned from the time of their appointment, unless sooner terminated due to the removal by the Board of Directors, resignation, death, disability, or disqualification rendering them unable to discharge the functions of their position, and until their successors are duly elected and qualified. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Section 9. Removal from Office — The officers of the Corporation shall serve at the pleasure of the Board of Directors and may be removed from office at any time through the majority vote of all members of the Board of Directors present at a regular or special meeting convened for this purpose. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Section 10. Vacancies — If any position of the officers becomes vacant by reason of death, resignation, disqualification, removal by the Board of Directors, or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

A vacancy resulting from the expiration of the term of office may be filled by the Board through any meeting called for that purpose. Vacancies resulting in the removal of an officer by the Board, or by resignation, maybe filled in the same meeting where the removal was done, or in any special meeting called for the such purpose, as the case may be. (As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)

Section 11. Compensation — The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE VI

OFFICE

Section 1. The principal office of the corporation shall be located in Cebu City, Philippines. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require.

ARTICLE VII

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors — At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section 2. Fiscal Year — The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of any year.

Section 3. 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 at such times as the Board of Directors may determine and in accordance with the law and applicable rules and regulations.

ARTICLE VIII

AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE IX

SEAL

Section 1. Form and Inscriptions — The corporate seal shall be determined by the Board of Directors.

ARTICLE X

ADOPTION CLAUSE

The foregoing by-laws was adopted by all the stockholders of the corporation on January 31, 1990 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our name this 31st day of January 1990 at Makati, Metro Manila.

(SGD)
JOSE A. CONCEPCION III

(SGD)
EDGARDO A. GARCIA

(SGD)
LAURO B. RAMON

(SGD)
CORAZON R. MARTINEZ

(SGD)
JOHN A. CONCEPCION



**DIRECTORS' & SECRETARY'S CERTIFICATE OF THE
AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS**

OF

VIVANT CORORATION

We, the undersigned, comprising the majority of the Board of Directors, together with the Chairman and the Corporate Secretary of **VIVANT CORORATION** (the "**Corporation**"), a corporation duly organized and existing under Philippines laws, with principal office address at 9TH Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Brgy. Banilad, Mandaue City, Cebu, Philippines., do hereby certify that:

1. At the Regular Meeting the Board of Directors of the Corporation held on 21 March 2025 at which meeting a quorum was present and the following Annual Meeting of the Stockholders held on 19 June 2025 through remote communication at which meeting stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock approved, by unanimous vote, the amendment of the Secondary Purposes of the Amended Articles of Incorporation, to read as follows:

'SECOND: That the purposes for which the Corporation is formed are as follows:

xxx

SECONDARY PURPOSE

Subject to prior compliance with licensing registration and other requirements of applicable laws, rules, and regulations:

xxx

10. **To act as a trustee of the pension, retirement, provident fund, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the benefit of its employees.** *(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)*

2. At the Regular Meeting the Board of Directors of the Corporation held on 21 March 2025 at which meeting a quorum was present and the following Annual Meeting of the Stockholders held on 19 June 2025 held via remote communication, at which meeting stockholders owning or represented at least two-thirds (2/3) of the outstanding capital stock approved, through unanimous vote approved the amendment of the By-Laws of the Corporation to now read as follows:

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings — The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal

office on every 3rd Thursday of **May** of each year. If the date of the annual meeting falls on a legal holiday, the annual meeting shall be held on the next succeeding business day which is not a legal holiday, at such hour as may be specified in the notice of said meeting. *(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)*

xxx

Section 6. Conduct of Meeting — Meeting of the Stockholders shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting. *(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)*

xxx

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, all business conducted and all property of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers.

xxx

- h. To confirm the appointment of, or to dismiss any officer with the position of Senior Assistant Vice President or their equivalent, and those officers who are higher in rank than the aforementioned, as maybe determined by the Board;**
(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

xxx

- i. To be the trustee or designate a trustee, on behalf of the Corporation of a pension, retirement, provident fund, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the**

Chief Executive Officer, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. **Such officers shall serve at the pleasure of the Board and must possess integrity, probity, and sufficient experience in business required for the position.** (As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

xxx

Section 3. The Chief Executive Officer (CEO) – The CEO, who shall be a director, shall assume overall leadership of the Corporation, reporting to and taking instructions from the Board of Directors. The CEO is responsible for: (i) determining, developing, and executing the overall business strategy and long-term direction of the Corporation in accordance with the Board's mandate; (ii) overseeing the business operations of the company and its human and financial resources in accordance with the strategic plan (iii) presiding at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman and the Vice Chairman of the Board of Directors (iv) exercising direct oversight over the President, if such position is not concurrently held by the same person, Vice Presidents, CFO, including all other key officers in all functional and business unit areas; and (v) and such other functions as may be assigned by the Board of Directors. (As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

Section 4. President — The President, who shall be a director, shall have **all powers delegated by the CEO, if such position is not concurrently held by the same person, or the Board, which may include the** administration and direction of the day-to-day business affairs of the corporation including the following functions:

- a) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation,
- b) To have general supervision and management of the business affairs and property of the corporation,
- c) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control,
- d) To oversee the preparation of the budgets and the statement of accounts of the corporation,

- e) To prepare such statements and reports of the corporation as may be required of him by law,
- f) To represent the corporation at all functions and proceedings;
- g) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors,
- h) To make reports to the Board of Directors and stockholders,
- i) To sign certificates of stock,
- j) **To perform such other powers and duties as are incident to his office or as entrusted and delegated to him by the CEO or Board of Directors.**

The President may assign the exercise of performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control.

(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

Section 5. The Vice President(s) — If one or more Vice-Presidents are appointed, they shall have such powers and shall perform such duties **and other additional roles in the Corporation as may be assigned to them from time to time and under the discretion of the CEO.** *(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)*

xxx

Section 7. Treasurer – **The Treasurer of the Corporation must be a resident of the Philippines. The Treasurer is the custodian of its funds, securities and property whose responsibilities include: (i) maintaining adequate and correct accounts of the property and business transactions of the Corporation, which shall be in the form and include all matters required by law; (ii) the care and custody of the funds and valuables of the Corporation and deposit the same in the name and to the credit of the Corporation with such banks designated by the Board of Directors; (iii) render to the CEO, President, and to the Board of Directors, whenever they may require, an account of all the Treasurer's transactions and a financial statement showing the financial condition of the Corporation in the form satisfactory to them; (iv) and perform other duties incident to his or her office or assigned to him by the Board of Directors or the CEO.** *(As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)*

Section 8. Term of Office — The Term of Office of all officers shall be for a period of one (1) year **reckoned from the time of their appointment.**

unless sooner terminated due to the removal by the Board of Directors, resignation, death, disability, or disqualification rendering them unable to discharge the functions of their position, and until their successors are duly elected and qualified. (As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

Section 9. Removal from Office — The officers of the Corporation shall serve at the pleasure of the Board of Directors and may be removed from office at any time through the majority vote of all members of the Board of Directors present at a regular or special meeting convened for this purpose. (As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

Section 10. **Vacancies** — If any position of the officers becomes vacant by reason of death, resignation, disqualification, removal by the Board of Directors, or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.

A vacancy resulting from the expiration of the term of office may be filled by the Board through any meeting called for that purpose. Vacancies resulting in the removal of an officer by the Board, or by resignation, maybe filled in the same meeting where the removal was done, or in any special meeting called for the such purpose , as the case may be. (As approved by the Board of Directors on 21 March 2025, and subsequently approved by the Stockholders on 19 June 2025)

Section 11. **Compensation** — xxx

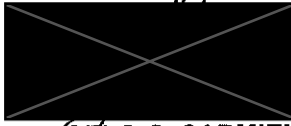
(Signature page follows)

IN WITNESS WHEREOF, we hereby set our hand this OCT 08 2025 in
MAKATI CITY.

FRANCIS DAMASUS A. GARCIA
Chairman of the Board



RAMONTITO E. GARCIA
Chairman



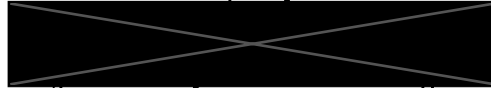
EMIL ANDRE M. GARCIA
Director

ARLO ANGELO G. SARMIENTO
Director



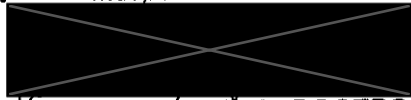
CHARLES SYLVESTRE A. GARCIA
Director

JOSE MARKO ANTON G. SARMIENTO
Director



BRIGITTE CECILE N. GARCIA
Director

JOSE CARLITOS G. CRUZ
Independent Director



CARMELO MARIA L. BAUTISTA
Independent Director

ATTY. LAURENCE R. ROGERO
Independent Director



ALFREDO S. PANLILIO
Independent Director



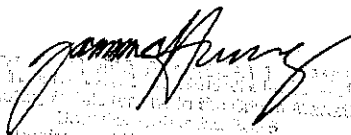
ATTY. MAILA LOURDES G. DE CASTRO
Corporate Secretary

(Jurat follows)

SUBSCRIBED AND SWORN to before me this OCT 08 2025 in MAKATICITY, affiants exhibiting to me their respective Competent Evidence of Identity as stated below.

Name	Competent Evidence Of Identity
Ramontito E. Garcia	
Charles Sylvestre A. Garcia	
Emil Andre M. Garcia	
Arlo Angelo G. Sarmiento	
Jose Marko Anton G. Sarmiento	
Brigette Cecile N. Garcia	
Jose Carlitos G. Cruz	
Carmelo Maria L. Bautista	
Laurence R. Rogero	
Alfredo S. Panlilio	
Maila Lourdes G. De Castro	

Doc. No. 161 ;
Page No. 34 ;
Book No. 1 ;
Series of 2025.


JAMES P. ...
Notary Public for the State of ...
My Commission Expires ...
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