



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



**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
Vice Chairman


EMIL ANDRE M. GARCIA
Director


ARLO ANGELO G. SARMIENTO
Director


CHARLES SYLVESTRE A. GARCIA
Director



JOSE MARKO ANTON G. SARMIENTO
Director

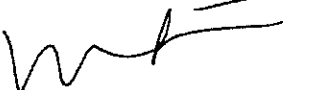

BRIGETTE CECILE N. GARCIA
Director


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	Passport No. P4784127B
Charles Sylvestre A. Garcia	Passport No. P5743581A
Emil Andre M. Garcia	Passport No. P8117515B
Arlo Angelo G. Sarmiento	Passport No. P6592337A
Jose Marko Anton G. Sarmiento	Driver's License No. G06-96-031340
Brigette Cecile N. Garcia	Passport No. P86779999B
Jose Carlitos G. Cruz	Passport No. P6593678A
Carmelo Maria L. Bautista	Passport No. P7256366A
Laurence R. Rogero	IBP Rolls of Attorney No. 42703
Alfredo S. Panlilio	Driver's License no. N09-86-029966
Maila Lourdes G. De Castro	Passport No. P9754732A

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

[Signature]
Notary Public for the State of Florida
My Commission Expires 10/31/2025
Notary Public for the State of Florida
My Commission Expires 10/31/2025
Notary Public for the State of Florida
My Commission Expires 10/31/2025
Notary Public for the State of Florida
My Commission Expires 10/31/2025

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

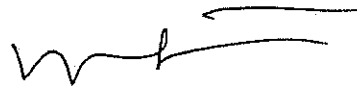
SECRETARY'S CERTIFICATE

I, **MAILA LOURDES G. DE CASTRO**, of legal age, Filipino, and with office address at 19th Floor Alveo Financial Tower, 6794 Ayala Avenue, Makati City, after having been duly sworn in accordance with law, hereby depose and state:

1. I am the duly elected and incumbent Corporate Secretary of **VIVANT CORPORATION** ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Brgy. Banilad, Mandaue City, Cebu, Philippines.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving any intra-corporate dispute and/or claim by any person or group against the Board of Directors, the Directors in their individual capacities, and/or major corporate officers as duly elected and/or appointed.

IN WITNESS WHEREOF, I have hereunto affixed my signature this
JUL 21 2025 in **MAKATI CITY**.




MAILA LOURDES G. DE CASTRO
Corporate Secretary

JUL 21 2025

SUBSCRIBED AND SWORN to before me this _____
in **MAKATI CITY** affiant having exhibited to me her competent evidence of
identity in the form of her **DRIVER'S LICENCE NO. N02-95-296472 VALID UNTIL OCT. 18/2026**.

Doc. No. 149
Page No. 31
Book No. 1
Series of 2025.



JOSE MARI RAMON HAVORROMEO
Notarial Public for and of the City of Makati
Until December 31, 2026
Appt. No. M-211 (2025-2026)
Roll of Attorneys No. 82882
PTR No. 1583984-11/26/24- Cebu City
IBP No. S10783-12/13/2024 - Cebu City
MCLE Compliance No. VIII-0835079 Valid until 4/14/2028
22nd Floor, Alveo Financial Tower
6794, Ayala Ave., San Lorenzo
Makati City, Philippines



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	12 Talisay Road, North Forbes Park, Makati City
Edgardo A. Garcia	Filipino	22 Flamingo Street, Quezon City
John A. Concepcion	Filipino	11 Tanguile Road, Makati City
Lauro B. Ramos	Filipino	Lot 23, Block 23, Fonsettias St., La Colina Subd., Antipolo Valley Homes, Antipolo, Rizal
Corazon R. Martinez	Filipino	12 Tyrone St. Tierra Pura Subd. Quezon City

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	12 Talisay Road, North Forbes Park, Makati City
Edgardo A. Garcia	Filipino	22 Flamingo Street, Quezon City
John A. Concepcion	Filipino	11 Tanguile Road, Makati City

Lauro P. Ramos	Filipino	Lot 23, Block 23, Fonsettias St., La Colina Subd., Antipolo Valley Homes, Antipolo, Rizal
Corazon R. Martinez	Filipino	12 Tyrone St. Tierra Pura Subd. Quezon City
Antonio Ding	Filipino	Pioneer St., Mandaluyong City
Zenaida D. Arce	Filipino	44 Sampaguita St., Pasig City

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

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MARKETS AND SECURITIES REGULATION DEPARTMENT

27 October 2025

VIVANT CORPORATION

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Gentlemen:

This is in relation to the request for comment and/or recommendation of **VIVANT CORPORATION** (the "Company") regarding the proposed amendment of its Articles of Incorporation ("AOI") and By-laws, as follows:

AOI:

Article No.	From	To
Article III	<p>SECOND: That the purposes for which the Corporation is formed as follows:</p> <p>(New paragraph added in the Secondary Purpose)</p>	<p>SECOND: That the purposes for which the Corporation is formed as follows:</p> <p style="text-align: center;">x x x</p> <p>10. <u>To act as a trustee of the pension, retirement, provident funds, bonus, profit-sharing or other types of incentives or compensation plans, established by the corporation for the benefit of its employees.</u></p>

BY-LAWS:

Article and Section Nos.	From	To
Article II, Section 1	<p>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 June 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.</p>	<p>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 <u>May</u> 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.</p>

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<p>Article II, Section 6</p>	<p>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.</p>	<p>Section 6. Conduct of Meeting — Meeting of the Stockholders shall be presided over by the Chairman of the Board, <u>or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer</u> 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.</p>
<p>Article III, Section 1</p>	<p>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.</p> <p style="text-align: center;">x x x</p>	<p>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.</p> <p style="text-align: center;">x x x</p> <p><u>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;</u></p> <p style="text-align: center;">x x x</p> <p><u>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 benefit of its employees.</u></p>
<p>Article III, Section 4</p>	<p>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.</p>	<p>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, <u>or in his absence, the Chief Executive Officer</u>, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.</p>

<p>Article III, Section 6</p>	<p>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.</p>	<p>Section 6. Quorum — <u>Two-thirds (2/3rds)</u> of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business. <u>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.</u> 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.</p>
<p>Article III, Section 7</p>	<p>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.</p>	<p>Section 7. Conduct of the Meetings — Meetings of the Board of Directors shall be presided over by the Chairman of the Board, <u>or in the absence of the Chairman of the Board, the Vice Chairman, or in their absence, the Chief Executive Officer</u> 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.</p>
<p>Article V, Section 1</p>	<p>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.</p> <p>The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.</p> <p>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.</p>	<p>Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, <u>the Chief Executive Officer</u>, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting</p> <p>The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. <u>Such officers shall serve at the pleasure of the Board and must possess integrity, probity, and sufficient experience in business required for the position.</u></p> <p>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.</p>

<p>New Provision To become Article V, Section 3</p>	<p>(No old provision)</p>	<p><u>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.</u></p>
<p>Article V, Section 3</p>	<p>Section 3. President — The President, who shall be a director shall be the Chief Executive Officer and shall have administration and direction of the day-to-day business affairs of the corporation including the following functions:</p> <p>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;</p> <p>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;</p> <p>c) To have general supervision and management of the business affairs and property of the corporation;</p> <p>d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;</p> <p>e) Subject to the guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation,</p>	<p>Section 4. President — The President, who shall be a director, shall have <u>all powers delegated by the CEO, if such position is not concurrently held by the same person, or the Board, which may include the</u> administration and direction of the day-to-day business affairs of the corporation including the following functions:</p> <p>a) <u>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;</u></p> <p>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;</p> <p>b) To have general supervision and management of the business affairs and property of the corporation;</p> <p>c) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;</p>

	<p>prescribe their duties, and determine their salaries;</p> <p>f) To oversee the preparation of the budgets and the statement of accounts of the corporation;</p> <p>g) To prepare such statements and reports of the corporation as may be required of him by law;</p> <p>h) To represent the corporation at all functions and proceedings;</p> <p>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;</p> <p>j) To make reports to the Board of Directors and stockholders;</p> <p>k) To sign certificates of stock;</p> <p>l) To perform such other duties as are incident to his office or as entrusted to him by the Board of Directors.</p> <p>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.</p>	<p>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;</p> <p><u>d) To oversee the preparation of the budgets and the statement of accounts of the corporation;</u></p> <p><u>e) To prepare such statements and reports of the corporation as may be required of him by law;</u></p> <p><u>f) To represent the corporation at all functions and proceedings;</u></p> <p><u>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;</u></p> <p><u>h) To make reports to the Board of Directors and stockholders;</u></p> <p><u>i) To sign certificates of stock;</u></p> <p><u>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.</u></p> <p>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. <i>(As approved by the Board on March 21, 2025, and was approved during the Annual Stockholder's Meeting on June 19, 2025)</i></p>
<p>Article V, Section 4</p>	<p>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.</p>	<p>Section 5. The Vice President(s) — If one or more Vice-Presidents are appointed, they shall have such powers and shall perform such duties <u>and other additional roles in the Corporation as may be assigned to them from time to time and under the discretion of the CEO.</u></p>
<p>Article V, Section 5 to Article V, Section 6 (Renumbering)</p>	<p>(No change in provision, only in numbering)</p>	
<p>New Provision</p>	<p>(No old provision)</p>	<p>Section 7. Treasurer — The Treasurer of the Corporation must be a resident of the Philippines. The</p>

<p>To become Article V, Section 7</p>		<p><u>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.</u></p>
<p>Article V, Section 7</p>	<p>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.</p>	<p>Section 8. Term of Office — The Term of Office of all officers shall be for a period of one (1) year <u>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.</u></p>
<p>New Provision To become Article V, Section 9</p>	<p>(No old provision)</p>	<p>Section 9. Removal from Office — <u>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.</u></p>
<p>Article V, Section 8</p>	<p>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.</p>	<p>Section 10. Vacancies — If any position of the officers becomes vacant by reason of death, resignation, disqualification, <u>removal by the Board of Directors</u>, or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.</p> <p><u>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</u></p>

		<u>meeting where the removal was done, or in any special meeting called for the such purpose, as the case may be.</u>
Article V, Section 9 to Article V, Section 11 (Renumbering)	(No change in provision, only in numbering)	

Upon review of the Company's request and records, it appears that the proposed amendments are consistent with the disclosures made by the Company. Hence, based on this, our Department does not interpose any objection to the application for the amendment of its AOI and By-laws.

However, within five (5) days from the approval of the application, the Company shall:

1. **FILE a duly accomplished Current Report (SEC Form 17-C)**, disclosing the Commission's approval of said amendment; and
2. **FILE a duly accomplished General Information Sheet (GIS)** that reflects the new information, together with a cover letter signed by the Corporate Secretary *(if applicable)*.

However, any infraction/violation of the subject corporation as far as monitoring and reportorial requirements as a holder of a secondary license supervised by our Department is concerned shall be dealt with separately and independently from the application applied for.

Our Department, nonetheless, defers to the discretion of the Company Registration and Monitoring Department whether it will adopt this recommendation, considering that it has primary jurisdiction over registration of corporation and partnerships in general, as well as amendments to AOI and By-laws. Furthermore, our comment is limited merely to this Department's regulatory requirements, and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Our comments herein are without prejudice to the prerogative of this Department to impose the necessary penalty and initiate the appropriate proceeding against the Company, its Directors/Officers, and responsible persons upon a proper finding of a violation of the relevant provisions of the Securities Regulation Code, its implementing Rules and Regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


ATTY. OLIVER J. LEONARDO
 Director