



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.: CS201513493

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:


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

Mynt, Inc.

copy annexed, adopted on December 5, 2025 by majority vote of the Board of Directors and 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 27th day of February, Two Thousand Twenty-Six.




DANIEL P. GABUYO
Assistant Director
S.O. Order 1188 Series of 2018
Company Registration and Monitoring Department

COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
AMENDMENT OF BY-LAWS

SEC Registration Number
C S 2 0 1 5 1 3 4 9 3

Company Name
G L O B E F I N T E C H I N N O V A T I O N S , I N C

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

**4 T H F L O O R , G L O B E T E L E C O M P L A Z A ,
P I O N E E R C O R N E R M A D I S O N S T . ,
M A N D A L U Y O N G C I T Y**

Company's Telephone Number/s
0917-5928806

Contact Person
EDGAR SEAN V. GALVEZ

Contact Person's Telephone Number
8636-2534

Contact Person's Address
15TH AND 16TH FLOORS, BDO LIFE MEGAPLAZA, 358 SEN. GIL PUYAT AVENUE, 1200 MAKATI CITY, PHILIPPINES

To be accomplished by CRMD Personnel

Assigned Processor:	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)** _____

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____	_____

AMENDED BY-LAWS

OF

Mynt, Inc. (the "Corporation")

(Formerly: GLOBE FINTECH INNOVATIONS, INC.)

(As amended by the board of directors and shareholders on 5 December 2025)

ARTICLE I

BOARD OF DIRECTORS

Section 1. Board - The Board of Directors (the "Board") shall conduct all the business, control all property of the Corporation, and exercise the following corporate powers of the Corporation:

- a) To sue and be sued in the name of the Corporation;
- b) To adopt and use a corporate seal;
- c) To amend the Articles of Incorporation of the Corporation, in accordance with the Revised Corporation Code of the Philippines;
- d) To adopt by-laws, not contrary to law, morals, or public policy, and to amend or repeal the same;
- e) To issue or sell stocks to subscribers and to sell treasury stocks in accordance with the provisions of the Revised Corporation Code of the Philippines;
- f) To purchase, receive, take, or grant, hold, convey, sell, lease, pledge, mortgage, and otherwise deal with such real and personal property, including securities and bonds of other corporations, as the transaction of the lawful business of the Corporation may reasonably and necessarily require, subject to the limitations prescribed by law and the Constitution;
- g) To enter into merger or consolidation with other corporations;
- h) To make reasonable donations, including those for the public welfare or for hospital, charitable, cultural, scientific, civic, or similar purposes;
- i) To establish pension, retirement, and other plans for the benefit of its directors, officers, and employees; and
- j) To exercise such other powers as may be essential or necessary to carry out the purposes of the Corporation.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

Section 2. Directors - The members of the Board must have at least one (1) share of the capital stock of the Corporation. They shall serve for a period of one (1) year and until their successors are

elected and qualified. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 3. Election -

- a) The Directors shall be elected by the shareholders of the Corporation entitled to vote during their annual meeting, or in any special meeting as necessary. *(As amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)*
- b) The Board shall comprise thirteen (13) Directors, which shall include such number of independent Directors as may be required by laws, rules, and regulations.

(As amended on 28 June 2017, 01 December 2022, and 01 June 2023, and further amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)

Section 4. Disqualification - No person shall qualify or be eligible for nomination or election to the Board if he/she is in possession of any of the grounds for disqualification provided in applicable laws and the rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. Further, except (i) as otherwise agreed upon by shareholders in any existing or future agreements representing, at the date of such agreement, at least ninety percent (90%) of the Corporation's outstanding capital stock; or (ii) if waived by shareholders representing, at the date such waiver is granted, at least ninety percent (90%) of the Corporation's outstanding capital stock, which agreements or waivers shall bind the Corporation, no person shall likewise qualify or be eligible to be a Director of the Corporation if he/she is engaged in any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed so engaged:

- a) If he/she is an officer, manager, or controlling person of, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares of, any corporation (other than one in which the Corporation owns at least thirty percent [30%] of the capital stock) engaged in a business which the Board by at least a three-fourths (3/4) vote, determines to be competitive or antagonistic to that of the Corporation;
- b) If he/she is an officer, manager, or controlling person of, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board by at least a three-fourths (3/4) vote, find that the law against combinations in restraint of trade shall be violated by such person's membership in the Board; or
- c) If the Board, in the exercise of its judgment in good faith, determines by at least a three-fourths (3/4) vote that he/she is the nominee of any person set forth in (a) or (b).

For the proper implementation of this provision, all nominations for election of Directors by the shareholders shall be submitted in writing to the Nominations Committee at least thirty (30) business days before the date of the annual or special meeting of shareholders for the purpose of electing Directors. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 5. Compensation - Directors as such may receive, pursuant to a resolution of shareholders representing at least a majority of the outstanding capital stock, fees, allowances, and other compensation for their services as directors, including, without limitation, their services as members of committees of the Board. However, in no case can the total yearly compensation of the Directors

exceed ten percent (10%) of the net income before income tax of the Corporation during the preceding year.

The Directors shall be entitled to receive reimbursement from the Corporation for reasonable and documented out-of-pocket travel, lodging, and subsistence expenses incurred in connection with attendance at meetings of the Board, or any committee thereof. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 6. Chairman of the Board - The Chairman of the Board shall be chosen from the Directors and shall preside at all shareholders' meetings and Board meetings and exercise such other powers which are given him/her by these By-Laws. *(As amended by the board of directors and shareholders on 21 August 2025.)*

Section 7. Vacancies - Any vacancy due to expiration of term shall be filled no later than the day of such expiration at the annual shareholders' meeting. For any vacancy arising from removal by the shareholders, the election shall be held at the same meeting if so stated in the agenda and notice of meeting. In all other cases, the vacancy may be filled by at least a majority of the remaining Directors, if still constituting a quorum; otherwise, the vacancy shall be filled in a special shareholders' meeting called for that purpose, in any instance no later than forty-five (45) days from the time the vacancy occurred. A Director so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

However, when the remaining Directors cannot constitute a quorum and emergency action is required to prevent grave, substantial or irreparable loss or damage to the Corporation, the vacancy may be temporarily filled from among the officers of the Corporation by the unanimous vote of the remaining Directors. The designated Director's actions shall be limited to any necessary emergency action and his/her term shall cease within a reasonable time from the termination of the emergency or upon election of the replacement Director, whichever comes first. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

ARTICLE II

MEETINGS OF DIRECTORS

Section 1. Meetings - The Board shall hold no less than one (1) meeting every financial quarter. In addition, any Director may call a meeting of the Board on not less than five (5) business days' prior written notice to the other Directors. Meetings of the Board shall take place at the office of the Corporation in the Philippines, unless otherwise agreed by the Directors.

The conduct of meetings and the participation of Directors, including voting, at Board meetings can be in person, through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication allowed by the Securities and Exchange Commission. Participation and voting cannot be done by proxy.

(As amended on 28 June 2027 and further amended by the board of directors and shareholders on 21 August 2025.)

Section 2. Notices - No less than five (5) business days' prior written notice of every meeting of the Board shall be given to any Director. Notices shall be sent by the Secretary either by personal delivery, mail, telephone, facsimile, SMS, electronic mail, or any other generally accepted mode of communication to each Director at his/her last known address or contact details. Notice of such

meeting shall include an agenda in reasonable detail. It shall indicate the date, time and place of the meeting. Notwithstanding the foregoing, notice of a meeting need not be given to any Director if a written waiver of notice, executed by such Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice prior thereto or at its commencement. A waiver of notice need not specify the purposes of the meeting. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 02 June 2025.)*

Section 3. Quorum - A quorum of the Board will consist of a majority of the Directors. In the absence of a quorum within one (1) hour from the time appointed for the Board meeting and subject to a notice of the adjourned meeting having been given, the Board meeting shall be adjourned for seven (7) business days at the same time and place (or such time and place as agreed in writing by all of the Directors). At the adjourned meeting, a majority of Directors shall constitute a quorum. Each Director will be entitled to cast one (1) vote. Actions of the Board will require the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 4. Conduct of the Meetings -

- (a) The Chairman of the Board shall preside at the meetings of the Board, or in his/her absence, by any other Director chosen by the Board. The Secretary shall act as secretary of every meeting or, if not present, the chairman of the meeting shall appoint a secretary for the meeting. The Directors cannot attend or vote by proxy at board meetings.
- (b) Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)

Section 5. Committees -

- a) The Board may create any committee thereof as it deems necessary, appropriate, or desirable, as well as mandate their duties and functions in accordance with relevant laws, rules, and regulations, including the Code of Corporate Governance for Publicly-Listed Companies, if applicable (the "Board Committees").
- b) The powers and responsibilities of any Board Committee shall be set forth in a written charter to be adopted by the Board. A Board Committee shall not have any power or authority that is not held by the Board and the powers and activities of each Board Committee shall be subject to all the restrictions and limitations applicable to the Board.
- c) The Board Committees may include: (i) an audit committee (the "Audit Committee"), (ii) a board risk oversight committee (the "BROC"), (iii) a corporate governance committee (the "Corporate Governance Committee"), (iv) a related party transactions committee (the "RPT Committee"); (v) an executive committee ("Executive Committee"); (vi) a nominations committee ("Nominations Committee"); and (vii) a compensation and benefits committee ("Compensation and Benefits Committee"). The Board shall empower the Board Committees to conduct their respective roles and responsibilities as provided in their respective charters and Article II, Section 5(c) herein,

authorize and ratify their actions taken in compliance hereof, and consider all reports and recommendations presented by them to the Board promptly and in good faith.

- i) The Audit Committee shall be responsible for overseeing the preparation of financial statements and the audit process, performance and independence of the Corporation's external auditor, and the Corporation's system of internal controls, and for reporting its assessment to the Board on a periodic basis, and be empowered to make recommendations relating to such subject matter for the consideration of the Board. The Audit Committee shall be empowered to make recommendations to the Board for the approval of the appointment, reappointment, removal, and fees of the Corporation's external auditor, which Board approval shall be ratified by the shareholders in their annual or special meeting.
- ii) The BROCC shall be responsible for assessing the implementation and enforcement of appropriate risk management policies and procedures, and reporting its assessment to the Board on a periodic basis, and be empowered to make recommendations relating to such subject matter for the consideration of the Board.
- iii) The Corporate Governance Committee shall be responsible for ensuring compliance with, and proper observance of, corporate governance requirements, principles, and practices. Additionally, it shall be responsible for assessing the implementation and enforcement of compliance with all applicable Laws and reporting its assessment to the Board on a periodic basis, and be empowered to make recommendations relating to such subject matter for the consideration of the Board. In particular, in carrying out such responsibility, the Corporate Governance Committee shall make recommendations to the Board on candidates for a chief compliance officer, who shall have the responsibility of overseeing the day-to-day compliance function and preparing a compliance report on no less frequent than an annual basis in a form satisfactory to the Corporate Governance Committee.
- iv) The RPT Committee shall assist the Board in complying with all legal, regulatory, and corporate governance requirements for related party transactions, as well as ensuring that such related party transactions are identified, monitored, reviewed, evaluated, and disclosed in accordance with the Corporation's RPT Policy.
- v) The Executive Committee shall be responsible for making recommendations to the Board on matters concerning capital markets, mergers, acquisitions and divestitures, as well as key finance matters relating to capital structure, investments, and financial risk management.
- vi) The Nominations Committee shall be responsible for, among others, determining the qualifications, nomination and election process for the directors and ensuring that appropriate knowledge, competencies and expertise are adopted as standards and criteria for nomination and election, and the selection and endorsement to the Board the members of Senior Management, and shall be empowered to make recommendations relating to such subject matter for the consideration of the Board
- vii) The Compensation and Benefits Committee shall be responsible for reviewing the annual base salaries and annual incentive opportunities of Senior Management (it being understood that under no circumstances shall the CEO be present during any committee deliberations), the other incentive awards and opportunities (including under any management equity/incentive plan adopted in accordance with these By-Laws) available to Management and the terms and conditions of any employment agreements or related agreements with Senior Management, and reporting its assessment to the Board on a periodic basis, and be empowered to make

recommendations relating to such subject matter for the consideration of the Board. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

ARTICLE III

OFFICERS

Section 1. Election / Appointment -

Immediately after their election, the Board shall formally organize by the election of a President, who shall be the Chief Executive Officer (CEO) of the Corporation, a Treasurer, who may or may not be a Director, and a Secretary, who shall be a citizen and resident of the Philippines.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

Section 2. Agents and Employees - The Board may also appoint from time to time such assistant secretaries and assistant treasurers, and such other agents and employees of the Corporation as may be deemed proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board, or his/her superior officer, subject, however, to any special agreement as to the length of time of service. *(As amended by the board of directors and shareholders on 21 August 2025.)*

Section 3. Term of Office - All officers of the Corporation shall serve for a term of one year and until their successors are duly elected and qualified. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 4. Vacancies - All vacancies in the position of the officers shall be filled by a majority vote of the Board and such successor shall hold office for the unexpired term. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 5. Compensation - The Board shall determine the compensation of all officers. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

ARTICLE IV

DUTIES AND FUNCTIONS OF OFFICERS

Section 1. President - The President shall supervise and manage the business affairs of the Corporation; initiate and develop corporate policies, projects, plans, and programs, implement the administrative and operational policies of the Corporation; execute on behalf of the Corporation all contracts, agreements, and other instruments affecting the interests of the Corporation; represent the Corporation at all functions and proceedings; appoint, remove, suspend, or discipline employees of the Corporation; oversee the preparation of the budgets and the statements of accounts of the Corporation; perform such other duties as are incident to his/her office or are entrusted to him/her by the Board. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)*

Section 2. Secretary - The Secretary shall record the minutes and transactions of all meetings of the Directors and the shareholders; keep record books showing the details required by law with

respect to the stock certificates of the Corporation, including ledgers and stock and transfer books; keep the corporate seal and affix it to all papers and documents requiring a seal; certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by law or by government rules and regulations; send all notices of the Corporation and determine the attendance in the meetings of the Board and shareholders, the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting and the existence of a quorum, and the votes in any resolution during such meetings; and perform such other duties as are incident to his/her office or as may be assigned to him/her by the Board or the President.

In the absence of the Secretary or his/her inability to act, the Assistant Secretary designated by the Board shall have the foregoing powers and duties.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

Section 3. Treasurer - The Treasurer of the Corporation shall have custody of, and be responsible for, all the funds, securities, and bonds of the Corporation and deposit them in the name and to the credit of the Corporation; keep full and accurate accounts of receipts and disbursement in the books of the Corporation; prepare and render an annual statements showing the financial condition of the Corporation and such other financial reports, certifications, or documents as the Board, or the President or government agencies may require; and perform such duties and functions as may be assigned to him/her by the President/CEO. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 4. Compliance Officer - The Compliance Officer shall ensure compliance by the Corporation, including its directors and officers, with applicable laws, rules and regulations, and governance issuances of regulatory agencies, proper onboarding of new Directors, identification and appropriate resolution of any compliance issue, and the integrity and accuracy of all documentary submissions to regulators, and perform all other duties which may be assigned to him/her by the Board, and those mandated by existing laws, rules and regulations, including the Code of Corporate Governance for Publicly Listed Companies, if applicable. *(As amended by the board of directors and shareholders on 21 August 2025.)*

Section 5. Chief Finance Officer - The Chief Finance Officer shall be the final authority on accounting methods and procedure and settlement of accounts. He/she shall plan the classification of accounts and the supporting records and shall arrange for the preparation of statements and reports required by the Board, Chairman of the Board, or President, necessary to follow the condition or progress of the Corporation. He/she shall explain and interpret accounting reports for the Board or the officers of the Corporation and make recommendations based on the information contained in these reports. He/she shall be accountable to the Board. *(As amended by the board of directors and shareholders on 21 August 2025.)*

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

ARTICLE V

STOCKS & STOCKHOLDERS

Section 1. Stockholders - Shareholders of the Corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board. They shall pay interest on all

unpaid subscriptions from the date of subscription at the rate of interest fixed in the subscription agreement. *(As amended by the board of directors and shareholders on 21 August 2025.)*

Section 2. Stock Certificate - Certificates of stock or scripless shares, as the case may be, shall be issued to shareholders with fully paid stock subscriptions. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal; provided that, in case any stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk, or registrar, the signatures of President and Secretary or Assistant Secretary upon such certificate, may be facsimiles, which can be engraved or printed on the same. *(As amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)*

Section 3. Transfer of Shares - Subject to the restrictions, terms, and conditions contained in the Articles of incorporation of the Corporation, shares of stock may be transferred by delivery of the certificates duly endorsed by the owner, his/her attorney-in-fact, or other legally authorized person. No transfer shall be valid, except as between the parties, until the transfer is recorded in the books of the Corporation so as to show the names of the parties to the transaction, the date of the transfer, the number of certificate or certificates, and the number of shares transferred.

No share against which the Corporation holds unpaid claim shall be transferable in the books of the Corporation. *(As amended by the board of directors and shareholders on 21 August 2025.)*

Section 4. Rights of Shareholders - All shareholders of the Corporation shall have the following rights:

- a) To participate and vote during the meetings of the shareholders;
- b) Subject to the other provisions of these By-Laws, to vote and be voted as Director or officer of the Corporation;
- c) Subject to applicable laws, to inspect the records of all business transactions of the Corporation and the minutes of any meeting at reasonable hours on business days, and may demand, in writing, for a copy of excerpts from said records or minutes, at his/her expense;
- d) To exercise pre-emptive rights to subscribe to issuances of new securities, in proportion to their respective shareholding;
- e) To exercise appraisal right on instances stated in Section 80 of the Revised Corporation Code;
- f) To receive dividends declared by the Board; and
- g) To share in the distribution of the remaining assets of the Corporation after its dissolution and liquidation of its assets.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

ARTICLE VI

MEETINGS OF SHAREHOLDERS

Section 1. Meetings -

- a) The shareholders shall hold annual or regular meetings of the Corporation on any date in April of each year, as determined by the Board.
- b) Special meetings may be called by any of the following: (a) the Board, at its own instance; (b) at the request in writing of shareholders representing at least ten percent (10%) or more of the subscribed and outstanding capital stock and who have continuously held such capital

stock for a period of at least one (1) year prior to the written request for a special meeting; or
(c) President/CEO.

Annual or regular and special meetings of the shareholders may be conducted via teleconferencing and videoconferencing, and such meetings shall be accorded the same validity and effect for the purpose of transacting business.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)

Section 2. Place of Meeting - Regular and special meetings of the shareholders ("General Meetings") shall be held in the principal office of the Corporation as stated in the Articles of Incorporation, or at any place designated by the Board in the city or municipality indicated therein. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 02 June 2025.)*

Section 3. Notice - Notices for General Meetings shall be sent by the Secretary either by personal delivery, mail, telephone, facsimile, SMS, electronic mail, or any other generally accepted mode of communication, at least twenty-eight (28) calendar days prior to the date of the regular meeting and one (1) week prior to the date of the special meeting to each shareholder of record at his/her last known address or contact details. The notice shall be deemed to have been given when it has been electronically transmitted through any of the means mentioned herein. A shareholder may waive this requirement either expressly or impliedly, including through the shareholder's attendance at a meeting. The notice shall state the place, date, and hour of the meeting, and the purpose for which the meeting is called.

As used herein, electronic transmission means the delivery or transfer of documents, data, or information by electronic mail to the electronic address of the shareholders registered in the books of the Corporation, posting in the Corporation's website, or such other means of electronic transfer of data or information.

When a General Meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

(As amended by the board of directors and shareholders on 02 June 2025 and 21 August 2025.)

Section 4. Quorum - A quorum for any General Meeting will consist of shareholders holding at least a majority of the shares then issued and outstanding. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 5. Voting - Subject to applicable laws, actions of the shareholders will require the affirmative vote of shareholders holding a majority of shares with voting rights then outstanding present at a meeting at which a quorum is present. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 6. Actions by Written Consent - *If permitted under applicable Law, from time to time, any action required or permitted to be taken at any General Meeting may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders. (As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 7. Conduct of Meeting - General Meetings shall be presided over by the Chairman of the Board, or in his/her absence, by another chairman to be 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 amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 8. Proxy - Any shareholder entitled to vote may vote in person, through remote communication, in absentia, or be represented by proxy at any regular or special shareholders' meetings, subject to compliance with rules and regulations as may be issued by the Securities and Exchange Commission from time to time. Shareholders casting votes through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

Section 9. Fixing of Record Date - The Board shall fix a record date for the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action; provided that the stock and transfer book shall be closed at least twenty (20) days for regular meetings and seven (7) days for special meetings, before the scheduled date of the meeting. *(As amended by the board of directors and shareholders on 21 August 2025.)*

ARTICLE VII

DIVIDENDS

Section 1. Dividends - The Board may declare dividends out of the unrestricted retained earnings of the Corporation, which shall be payable in cash, property, or stock to all shareholders of record. Stock dividends cannot be issued without the approval of the shareholders representing not less than two-thirds (2/3) of the outstanding capital stock. Cash dividend payouts may be done through electronic means such as direct bank transfer, transfer to the shareholder's GCash account and the like, as may be decided by the Board. The Corporation shall request shareholders to provide the account details, mobile numbers, or QR Codes, where the dividend payout shall be transferred or remitted to. Shareholders who fail to provide account details, mobile numbers, or QR Codes shall receive their dividend payout by check, which will be available for pick-up at a designated office as announced in the Corporation's website and in regulatory disclosures. *(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)*

ARTICLE VIII

FISCAL YEAR

Section 1. 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 each year.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

ARTICLE IX

DISPUTE RESOLUTION

Section 1. Dispute Resolution - Except as otherwise agreed upon by shareholders in any existing or future agreements, any dispute, controversy, or claim between the Corporation and its shareholders arising from, relating to, or in connection with the implementation of the Articles of Incorporation or By-Laws, or from intra-corporate relations, except those involving criminal offenses and interests of third parties, may be referred to mediation proceedings in accordance with the Alternative Dispute Resolution Act of 2004. Should mediation fail to resolve the dispute, the matter may be referred to arbitration in accordance with the PDRCI Arbitration Rules in force at the time of the commencement of the arbitration. The number of arbitrator(s) shall be one (1); the place of arbitration shall be the Philippines; and the language to be used shall be English. *(As amended by the board of directors and shareholders on 21 August 2025.)*

ARTICLE X

AMENDMENTS

Section 1. Amendments - The Board, by majority vote thereof, and the owners of at least a majority of the outstanding capital stock of the Corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these By-Laws or adopt new by-laws.

(As amended on 28 June 2017 and further amended by the board of directors and shareholders on 21 August 2025.)

IN WITNESS WHEREOF, we have set our hands this ____ day of June 2015 in Taguig City, Philippines.

(signed)
Ernest L. Cu

(signed)
Alberto M. De Larrazabal

(signed)
Jose Modesto M. Rubio

(signed)
Bernard P. Llamzon

(signed)
Martha M. Sazon

(signed)
Rosemarie M. Eala

Signed in the presence of:

_____(signed)_____

_____(signed)_____