



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.: CEO0002536

**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


**ABOITIZ EQUITY VENTURES INC.
(Change of Principal Office Address and Article VII)**

copy annexed, adopted on January 28, 2025 and March 26, 2025 by unanimous vote of the Board of Directors and on April 28, 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 29th day of July, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

**COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application
Amendment of Articles of Incorporation and By-Laws

SEC Registration Number
C E O 2 5 3 6

Company Name
A B O I T I Z E Q U I T Y V E N T U R E S I N C .

AMENDED TO:
 New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)
**A Y A L A T R I A N G L E G A R D E N S T O W E R 2 ,
 P A S E O D E R O X A S , C O R N E R M A K A T I A V E N U E
 M A K A T I C I T Y , M E T R O M A N I L A ,
 P H I L I P P I N E S**

COMPANY INFORMATION

Company's Email Address AEV_BoardSecretariat@aboitiz.com	Company's Telephone Number/s {02} 8886-2800	Mobile Number 0917 328 5846
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CONTACT PERSON INFORMATION
The designated contact person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person SAMMY DAVE A. SANTOS	Email Address sammy.santos@aboitiz.com	Telephone Number/s {02} 8886-2800	Mobile Number 0917 633 2928
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Contact Person's Address
Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines

 To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor:	_____	_____
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 ARTICLES OF INCORPORATION

OF

ABOITIZ EQUITY VENTURES INC.
(Formerly: CEBU PAN ASIAN HOLDINGS CORPORATION)
(As amended on November 27, 1993)

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 Republic of the Philippines.

AND WE HEREBY CERTIFY:

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

ABOITIZ EQUITY VENTURES INC.
(Formerly: CEBU PAN ASIAN HOLDINGS CORPORATION)
(As amended on November 27, 1993)

SECOND: That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of real and personal properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm, or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, without acting as, or engaging in, the business of an investment company, or dealer or broker in securities, and to act as managers or managing agents of persons, firms, associations, corporations, partnerships, and other entities; to provide management, investment and technical advise for commercial, industrial and other kinds of enterprises; and to undertake, carry on, assist or participate in the promotion, organization, management, liquidation, or reorganization of corporations, partnerships and other entities, and to perform all acts necessary and incidental to the furtherance of the foregoing primary purpose, including, but without limitation, to guarantee and act as surety to its affiliated companies, subsidiaries, and associates, and to allow the creation of lien upon all or any part of the properties and assets owned by the corporation, in order to meet the necessary financial requirements of its businesses, as may be authorized by its Board of Directors." (As amended on August 30, 1994; further amended by the Board of Directors on March 6, 2020 and the stockholders on April 27, 2020)

SECONDARY PURPOSES

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, and to pay in cash, shares of its capital, debentures and other evidence of indebtedness, 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 businesses and for any of the purposes of the corporation, and from time to time, to draw, make, accept, endorse, transfer, assign, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and other evidence of indebtedness or issue third party accommodations, sureties to its affiliated corporations and guarantees, or otherwise lend its credit to another person or corporation, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge, or enter into deed of trust or allow the creation of lien upon, all or any part of the properties or assets at any time held or owned by the corporation, and to issue pursuant to law shares of its capital stock, debentures, and other evidence 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 moneys 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, of which any shares of stock or any bonds, debentures, notes, securities, evidence of indebtedness, contracts or obligations are held by or for this corporation, directly or indirectly or through other corporations or otherwise.
5. To enter into any lawful arrangement for sharing profits, union of interests, unitization of 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 purposes 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 offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount, including the right to hold, purchase, acquire, lease, mortgage, pledge, and convey or otherwise deal in and with real and personal property anywhere within the Philippines.
8. To distribute dividends, the surplus profits of the corporation to the stockholders thereof in kind or in cash, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation.
9. To offer shares of its original or increased capital stock to the public for subscription and increased capitalization, subject to the requirements provided by law.

10. To enter into and perform contracts of any kind, and nature and business purpose with any person, firm, or corporation; including but not limited to contracts creating rights, easements, and other privileges relating to any of the property, real or personal, of any kind owned by the corporation; and in the conduct of its business and for the purpose of attaining or furthering any of its purposes, to do any and all other acts and things, to exercise any and all other powers which a natural person could do and exercise and which are now or may hereafter be authorized by law.

(As amended by the Board of Directors on March 27, 2014 and the Stockholders on May 19, 2014)

11. 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.

THIRD : That the place where the principal office of the corporation is to be established or located is at Avala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines. (As amended by the Board of Directors on January 28, 2025 and the Stockholders on April 28, 2025)

FOURTH. That the term for which said corporation is to exist is perpetual from and after the date of incorporation, as provided in Section 11 of the Revised Corporation Code of the Philippines. (As amended by the Board of Directors on March 6, 2020 and the stockholders on April 27, 2020)

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

NAMES	NATIONALITY	RESIDENCE
Alberto de Rotaeché	Filipino	Guadalupe Heights, V. Rama, Cebu City
Mariano G. Perdices	Filipino	13 Molave St., Camputhaw, Cebu City
Matthias G. Mendezona	Filipino	No. 4 Fernandez Compound, Banawa, Cebu City
Julio M. Antunez	Filipino	Ma. Luisa Estate Park, Banilad, Cebu City
Corona C. Fernan	Filipino	Rosalina Vil. Banawa, Cebu City

SIXTH. That the number of directors of said corporation shall be Nine (9) and that the names, nationalities, and residences of the directors who are to serve until their successors are elected and qualified as provided by in the by-laws, as are follows: (As amended by the stockholders on June 25, 1994 and on May 18, 2009)

NAMES	NATIONALITY	RESIDENCE
Alberto de Rotaeché	Filipino	Guadalupe Heights, V. Rama, Cebu City
Mariano G. Perdices	Filipino	13 Molave St., Camputhaw, Cebu City
Matthias G. Mendezona	Filipino	No. 4 Fernandez Compound, Banawa, Cebu City
Julio M. Antunez	Filipino	Ma. Luisa Estate Park, Banilad, Cebu City

SEVENTH. That the authorized capital stock of said corporation is TEN BILLION (P10,000,000,000.00) PESOS, and said capital stock is divided into:

1. Nine Billion Six Hundred Million (9,600,000,000) COMMON SHARES with a par value of One Peso (P1.00) per share;
2. Four Hundred Million (400,000,000) PREFERRED SHARES with a par value of One Peso (P1.00) per share. (As amended by the stockholders on November 27, 1993, February 22, 1994, June 25, 1994, May 13, 1996 and further amended on July 21, 1999 by the written assent of the stockholders in accordance with Section 16 of the Corporation Code)

PREFERRED shares shall be non-voting, non-convertible, and shall have preference over common shares in case of liquidation or dissolution of the corporation. The Board of Directors or the Executive Committee is expressly authorized to issue preferred shares in one or more series, establish and designate each particular series of preferred shares, fix the number of shares to be included in the series, and to determine the dividend rate, issue price, designations, relative rights, preferences, privileges and limitations of the preferred shares and/or series of shares. Preferred shares may or may not be cumulative, participating, or redeemable, as may be determined by the Board of Directors or the Executive Committee.

Upon redemption, preferred shares (whether unissued, issued and outstanding, including all existing treasury shares) shall not be considered retired, but may be reissued under such terms and conditions as may be determined by the Board of Directors or the Executive Committee. (As Amended by the Board of Directors on March 6, 2020 and stockholders on April 27, 2020)

The Board of Directors or the Executive Committee is expressly authorized to determine whether the common or preferred shares shall be, upon their issuance or re-issuance, listed with the facilities of the Philippine Stock Exchange (PSE), or in such other exchanges as the Board of Directors may deem appropriate with full authority to apply for one or more such listing/s at the relevant time/s. (As amended by the Board of Directors on March 26, 2025 and the Stockholders on April 28, 2025)

No holder of shares of the capital stock of any class of the corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation whether now or hereafter authorized, other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time set. (As amended by the written assent of the stockholders in accordance with Section 16 of the Corporation Code on July 21, 1999)

EIGHTH. That the amount of said capital stock which has been actually subscribed is Five Million (P5,000,000.00) Pesos 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	Amount Subscribed
Alberto de Rotaache	Filipino	2,000,000	P 2,000,000.00
Mariano G. Perdices, Jr.	Filipino	1,500,000	1,500,000.00
Matthias G. Mendezona	Filipino	500,000	500,000.00
Julio M. Antunez	Filipino	500,000	500,000.00
Corona C. Fernan	Filipino	500,000	500,000.00
Total		5,000,000	5,000,000.00

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:

Name	Amount Paid
Alberto de Rotaecche	P 500,000.00
Mariano G. Perdices, Jr.	375,000.00
Matthias G. Mendezona	125,000.00
Julio M. Antunez	125,000.00
Corona C. Fernan	<u>125,000.00</u>
Total	1,250,000.00

TENTH. That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the minimum 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.

ELEVENTH. That ALBERTO DE ROTAECHE has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/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 W ITNESS WHEREOF, we have hereunto set our hands this 6th day of September 1989 at Cebu City, Philippines.

(SGD) ALBERTO DE ROTAECHE

(SGD) MARIANO G. PERDICES, JR.

(SGD) MATTHIAS G. MENDEZONA

(SGD) JULIO M. ANTUNEZ

(SGD) CORONA C. FERNAN

With my marital consent: (SGD) FRANCISO FERNAN
SIGNED IN THE PRESENCE OF:

(SGD) C.S. CABILES

(SGD) DANILO I. MARTIN

ACKNOWLEDGMENT

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

Before me, a Notary Public, in and for Cebu City, Philippines, this 6th day of September 1989, personally appeared:

Names	Res. Cert. No.	Date/Place issued
Alberto de Rotaache	05972585	Cebu City-Feb. 6/89
Mariano G. Perdices, Jr.	05978512	Cebu City-Feb. 20/89
Matthias G. Mendezona	07528282	Cebu City-March 17/89
Julio M. Antunez	05991986	Cebu City-Feb. 28/89
Corona C. Fernan	05972643	Cebu City-Feb. 17/89

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

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

Doc. No. 309;
Page No. 63;
Book No. 67;
Series of 1989.

(SGD) DELFIN H. DECIERDO
NOTARY PUBLIC
Until December 31, 1990
PTR No. 563219 Issued on
Jan. 3/89 at Cebu City
TAN-D2636-GO538-A-8

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

TREASURER'S AFFIDAVIT

ALBERTO DE ROTAEACHE, being first duly sworn, depose and state:

That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the By-laws of the corporation and as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock: that out of the authorized capital stock, FIVE MILLION (P5,000,000.00) PESOS, has been actually subscribed and that of said subscription ONE MILLION TWO HUNDRED FIFTY THOUSAND PESOS (P1,250,000.00) has been paid in cash to him for the benefit and to the credit of the corporation; and that at least twenty-five (25%) percent of the entire number of authorized shares of capital stock has been subscribed; and that at least twenty-five (25%) percent of such subscribed has been actually paid up to him for the benefit and to the credit of the corporation.

(SGD) ALBERTO DE ROTAEACHE
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this 7th day of September 1989 at the City of Cebu, Philippines; affiant having exhibited to me his Res. Cert. No. 05972585 issued at Cebu City on Feb. 16, 1989.

Doc. No. 312;
Page No. 64;
Book No. 47;
Series of 1989.

(SGD) DELFIN H. DECIERDO
NOTARY PUBLIC
Until December 31, 1990
PTR No. 563219 Issued on
Jan. 3/89 at Cebu City
TAN-D2636-GO538-A-8