



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.: C199800134

**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 POWER CORPORATION
(Change of Principal Office Address)**

copy annexed, adopted on January 27, 2025 by majority 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 30th day of June, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

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

SEC Registration Number
C 1 9 9 8 0 0 1 3 4

Company Name
A B O I T I Z P O W E R C O R P O R A T I O N

Principal Office (No./Street/Barangay/City/Town/Province)
3 2 N D S T R E E T , B O N I F A C I O G L O B A L
C I T Y , T A G U I G 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

AMENDED TO:
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 . M A K A T I
A V E N U E , M A K A T I C I T Y , 1 2 2 6
M E T R O M A N I L A , P H I L I P P I N E S

Company's Telephone Number/s
(032) 8886 - 2600

Contact Person
FRANCES KATRINA C. ARSUA

Contact Person's Telephone Number
[REDACTED]

Contact Person's Address
Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue, Makati City

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 POWER CORPORATION

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 stock corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

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

ABOITIZ POWER CORPORATION

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 hydroelectric, geothermal, wind, solar and other renewable power generation facilities, distribution, retail electricity supply and other related facilities, corporations, partnerships, associations, firms, or entities, domestic and/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; to act as managers or managing agents of persons, firms, associations, corporations, partnerships and other entities engaged in hydroelectric, geothermal, wind, solar and other renewable power generation facilities, distribution businesses, retail electricity supply services, battery power storage services or related businesses; to provide management, investment and technical advice for commercial, industrial, manufacturing and other kinds of enterprises engaged in hydroelectric, geothermal, wind, solar and other renewable power generation, distribution businesses, retail electricity supply services, or related businesses; to undertake, carry on, assist or participate in the promotion, organization, management, liquidation, or reorganization of corporations, partnerships and other entities engaged in hydroelectric, geothermal, wind, solar and other renewable power generation, distribution businesses, retail electricity supply services, or related businesses; to develop, construct, own, lease and operate electricity generation distribution facilities and/or hydroelectric, geothermal, wind, solar, and other renewable energy power plants, retail electricity supply facilities, or related businesses; to engage in build-operate-transfer arrangements with the government, its branches, agencies and instrumentalities, and any non-government entities; act as consultants, contractors or principals in the business of developing, constructing, operating, repairing and maintaining of hydroelectric, geothermal, wind, solar and other renewable energy power plants and systems and other power-generating or converting stations and in the manufacture, operation and repair of associated mechanical and electrical equipment; to carry on the general business of generation, distribution, retail supply, battery storage services, and/or transmission of electric

power in accordance with existing laws, rules and regulations; enter into contracts for differences, and to carry on all business necessary or incident to all the foregoing, 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 by the Board of Directors on March 6, 2020 and the stockholders on April 27, 2020)

SECONDARY PURPOSES

1. 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 concession as may be conducive to any of the objects of the corporation.
2. 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.
3. To acquire and hold water flowage, geothermal development and exploration rights, and such other rights, permits and licenses as may be necessary in furtherance of the corporation's purposes. (As amended by the Board of Directors on March 27, 2014 and approved by the Stockholders on May 19, 2014.)
4. To construct, erect, purchase, install, operate and sell electric light plants, ice making plants, systems for pumping water for individuals, corporations and/or municipalities, cold storage plants, water distilling plants, machine shops, foundries, and slipways, and to sell and distribute the products or results of any such plants or systems.
5. 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 stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.
6. 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 evidence of indebtedness or issue third party accommodations, sureties and guarantees, or otherwise lend its credit to its subsidiaries and affiliates and 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 deeds of trust or allow the creation of lien upon, any and all 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. (As amended by the Board of Directors on March 27, 2014 and approved by the Stockholders on May 19, 2014.)

7. To invest and to 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.
8. 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, evidences of indebtedness, contracts, or obligations are held by or for this corporation, directly or indirectly or through other corporations or otherwise.
9. To enter into any lawful arrangement for sharing profits, union of interest, unitization of farmout agreement, contracts for differences, 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 carry out any of the purposes of this corporation. (As amended by the Board of Directors on March 27, 2014 and approved by the Stockholders on May 19, 2014.)
10. To establish and operate one or more offices or agencies and to carry on any or all of its operations and business, without any restriction 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.

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

11. To distribute as dividends, the unrestricted earnings of the corporation to the stockholders thereof either in cash, and/or in shares of the unissued stock of the Corporation and/or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation.
12. Without limiting the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make and perform contracts of any kind and description with any person, firm, or corporation; and particularly, but not by way of limitation, to make and perform contracts creating rights, easements, and other privileges respecting 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 approved by the Stockholders on May 19, 2014.)
13. 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 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 Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue,

Makati City, 1226 Metro Manila, Philippines. (As amended by the Board of Directors on March 21, 2013 and the stockholders on May 20, 2013, **and further amended by the Board of Directors on January 27, 2025 and the stockholders on April 28, 2025)**

FOURTH : That the term for which said corporation 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:

| <u>Name</u> | <u>Nationality</u> | <u>Residence</u> |
|---------------------|--------------------|---|
| Jon Ramon Aboitiz | Filipino | Maria Luisa Estate Park, Cebu City |
| Juan Antonio Bernad | Filipino | Maria Luisa, South Guadalupe Cebu City |
| Mike A. Aboitiz | Filipino | Maria Luisa Estate Park, Cebu City |
| Erramon I. Aboitiz | Filipino | North Town Homes, Cebu City |
| Alfonso Y. Aboitiz | Filipino | Maria Luisa Estate Park, 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 in the by-laws are as follows:

| <u>Name</u> | <u>Nationality</u> | <u>Residence</u> |
|-------------------------|--------------------|---|
| Jon Ramon Aboitiz | Filipino | Maria Luisa Estate Park, Cebu City |
| Enrique M. Aboitiz, Jr. | Filipino | San Lorenzo Village, Makati City |
| Ernesto M. Aboitiz | Filipino | Maria Luisa Estate Park, Cebu City |
| Juan Antonio Bernad | Filipino | Maria Luisa South Guadalupe, Cebu City |
| Mikel A. Aboitiz | Filipino | Maria Luisa Estate Park, Cebu City |
| Erramon I. Aboitiz | Filipino | North Town Homes, Cebu City |
| Luis Miguel Aboitiz | Filipino | 110 Legaspi St., |

Makati City

Alfonso Y. Aboitiz

Filipino

Maria Luisa Estate Park,
Cebu City

Antonio R. Moraza

Filipino

Maria Luisa Estate Park,
Cebu City

SEVENTH : That the authorized capital stock of said corporation is SEVENTEEN BILLION PESOS (P17,000,000,000.00), Philippine currency and said capital stock is divided into:

1. SIXTEEN BILLION (16,000,000,000) COMMON SHARES,
with a par value of ONE PESO (P1.00) per share;
2. ONE BILLION (1,000,000,000) PREFERRED SHARES,
with a par value of ONE PESO (P1.00) per share.

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.

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 on January 16, 2007 and further amended by the Board of Directors on March 6, 2020 and the stockholders on April 27, 2020)

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWO BILLION (P2,000,000,000) PESOS, and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

| <u>Names</u> | <u>No. of Shares Common Subscribed</u> | <u>Amount Subscribed</u> |
|-------------------------|--|--------------------------|
| Jon Ramon Aboitiz | 1 | P1.00 |
| Enrique M. Aboitiz, Jr. | 1 | P1.00 |
| Ernesto M. Aboitiz | 1 | P1.00 |
| Juan Antonio Bernad | 1 | P1.00 |

| | | |
|-------------------------------|----------------------|--------------------------|
| Mikel A. Aboitiz | 1 | P1.00 |
| Erramon I. Aboitiz | 1 | P1.00 |
| Luis Miguel Aboitiz | 1 | P1.00 |
| Alfonso Y. Aboitiz | 1 | P1.00 |
| Antonio R. Moraza | 1 | P1.00 |
| Aboitiz Equity Ventures, Inc. | 1,999,999,991 | P 1,999,999,991.00 |
| | ----- | ----- |
| TOTAL | 2,000,000,000 | P2,000,000,000.00 |
| | ===== | ===== |

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:

| <u>Name</u> | <u>Common Amount Paid</u> |
|-------------------------|-------------------------------|
| Jon Ramon Aboitiz | P1.00 |
| Enrique M. Aboitiz, Jr. | P1.00 |
| Ernesto M. Aboitiz | P1.00 |
| Juan Antonio E. Bernad | P1.00 |
| Mikel A. Aboitiz | P1.00 |
| Erramon I. Aboitiz | P1.00 |
| Luis Miguel Aboitiz | P1.00 |
| Alfonso Y. Aboitiz | P1.00 |
| Antonio R. Moraza | P1.00 |
| Aboitiz Equity Ventures | P 1,599,999,991.00 |
| | ----- |
| TOTAL | P 1,600,000,000.00 |
| | ===== |

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 Mr. Erramon I. Aboitiz 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 its name receipt for, all subscription paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto signed the Articles of Incorporation, this 24th day of October 1997 at Cebu City, Philippines.

(Sgd) Jon Ramon Aboitiz

(Sgd) Juan Antonio E. Bernad

(Sgd) Mikel A. Aboitiz

(Sgd) Erramon I. Aboitiz

(Sgd) Alfonso Y. Aboitiz

SIGNED IN THE PRESENCE OF:

(Sgd) Illegible

(Sgd) Illegible

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

Before me, a Notary Public for and in the City of Cebu, Philippines, on this 24th day of October 1997 personally came and appeared:

| <u>Name</u> | <u>CTC No.</u> | <u>Place/Date of Issue</u> |
|---------------------|----------------|----------------------------|
| Jon Ramon Aboitiz | 3106026 | Cebu City, 2/06/97 |
| Juan Antonio Bernad | 3120393 | Cebu City, 2/17/97 |
| Mikel A. Aboitiz | 3106038 | Cebu City, 2/06/97 |
| Erramon I. Aboitiz | 3092982 | Cebu City, 1/30/97 |
| Alfonso Y. Aboitiz | 19887422 | Davao City, 2/04/97 |

Known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their own free act and deed.

WITNESS MY HAND AND SEAL at the place and on the date first above-written.

Doc. No. 354;
Page No. 72;
Book No. 75;

(Sgd) Delfin H. Decierdo
Notary Public
Until December 31, 1998

Series of 1997.

PTR No. 9212119
Issued on Jan. 7, 1997
At Cebu City
TIN No. 103-715-215

TREASURER'S CERTIFICATE

I, ERRAMON I. ABOITIZ, after having been duly sworn in accordance with law, hereby depose and say:

That I am the duly elected Treasurer-in Trust by the subscribers named in the foregoing Articles of Incorporation of Aboitiz Power Corporation, to act as such until my successor has been duly elected and qualified in accordance with the By-laws of the corporation; and that as such Treasurer, I hereby certify under oath that at least twenty-five (25%) percent of the authorized capital stock has been subscribed and at least twenty-five percent (25%) of the subscription has been paid and received by me in cash in the amount of not less than THIRTY NINE MILLION NINE HUNDRED SEVENTY-ONE THOUSAND FOUR HUNDRED THREE PESOS (P39,971,403.00) and shares of stock in the amount of ONE BILLION FIVE HUNDRED SIXTY MILLION TWENTY EIGHT THOUSAND FIVE HUNDRED NINETY-SEVEN Pesos (P1,560,028,597.00), and attached herewith are supporting documents, in accordance with the corporation code.

(Sgd) ERRAMON I. ABOITIZ
Treasurer

SUBSCRIBED AND SWORN to before me this 24th day of October 1997, at Cebu City, Philippines; Affiant having exhibited to me his Community Tax Certificate No. 3092982 issued at Cebu City on Jan. 30, 1997.

Doc. No. 418;
Page No. 85;
Book No. 35;
Series 1997.

(Sgd) MEL B. LIBRE
Notary Public
Until December 31, 1997
PTR No. 9212120
ISSUED AT CEBU CITY
ON JAN. 7, 1997



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-R052025-SECZPCNTDPRPV

| | |
|--|------------------------------------|
| Corporate Name | ABOITIZ POWER CORP. |
| Date of Approval by the Commission | |
| Approved by majority of the Directors | 27 January 2025 |
| Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock | 28 April 2025 |
| Subject of Amendment | Change of Principal Office Address |

TO AYALA TRIANGLE GARDENS TOWER 2 PASEO DE ROXAS CORNER MAKATI AVENUE BEL-AIR
1209 CITY OF MAKATI
FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-R052025-SECZPCNTDPRPV

| | |
|---|---|
| Corporate Name | ABOITIZ POWER CORP. |
| Date of Approval by the Commission | |
| Delegated by at least two-thirds (2/3) of the outstanding capital stock | 18 May 2015 |
| Approved by majority of the Directors | 27 January 2025 |
| Subject of Amendment | The Place and Manner of Calling and Conducting Regular Meetings of the Stockholders/Members |

TO SECTION 1. Annual Meeting – The annual meeting of the stockholders shall be held, if applicable, at the principal office of the Corporation at Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, 1226 Metro Manila, Philippines, or in lieu thereof at any location within Metro Manila that the Board of Directors may approve, and at a time to be announced by the Board of Directors on the day which is the 4th MONDAY OF APRIL of each year; provided that if such day is a legal holiday, the annual meeting of the stockholders shall be held on the next succeeding business day. (As amended on May 15, 2007 and further amended by the Board of Directors on March 21, 2013 and the stockholders on May 20, 2013, and by the Board of Directors on March 8, 2018, and further amended by the Board of Directors on March 25, 2025, pursuant to its authority delegated by the stockholders representing at least 2/3 of the issued and outstanding capital stock on May 18, 2009, and renewed on May 19, 2014 and further renewed on May 18, 2015)



SEC Headquarters - Main Office
AFFIDAVIT OF UNDERTAKING

I, FRANCES KATRINA CORTES ARSUA, of legal age, Filipino and with address at 32ND STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY, METRO MANILA, PHILIPPINES, on oath state that:

1. I am the Corporate Secretary/Authorized Representative of ABOITIZ POWER CORP., a corporation duly organized and existing under Philippine laws under SEC Registration No. C199800134, with office address at 32ND STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY, METRO MANILA, PHILIPPINES;
2. The Corporation has a pending application for amendment of Articles of Incorporation and/or By-laws with the SEC Headquarters - Main Office;
3. One of the requirements for the processing of the said application is a Monitoring Clearance issued by the Compliance Monitoring Division (CMD) of the CRMD.
4. In view of the foregoing, the Corporation undertakes to comply with the Monitoring Clearance requirement immediately and pay the assessed fines and penalties, if any;
5. Consequently, the Corporation consents to the post-evaluation of its application for amendment and shall thereby comply with whatever directive the Commission may provide. Otherwise, the approved amendment to the Articles of Incorporation and/or By-laws may be deemed cancelled and the amount paid in relation thereto shall be forfeited in favor of the Commission.
6. I am authorized by the board of directors to execute this undertaking pursuant to a resolution duly approved at the regular/special meeting held on JANUARY 27, 2025 at the principal office of the corporation.

I declare under the penalties of perjury, that these statements have been made in good faith, verified by me and I attest to the correctness and completeness of the declaration therein.

FRANCES KATRINA CORTES ARSUA
Corporate Secretary/Authorized Representative

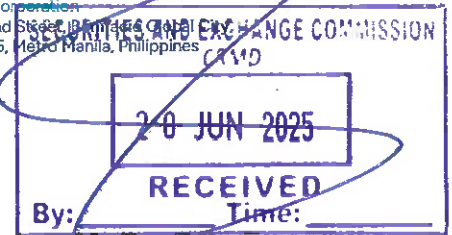
SUBSCRIBED AND SWORN TO before me on this 29th day of May 20 25 in Taguig City Philippines, affiant exhibiting to me his/her TIN issued on May 10, 2013 at Bureau of Internal Revenue.

Doc.No. 190
Page No. 39
Book No. III
Series of 2025



ATTY. KARIKA ANGELA C. GARCIA
Attorney-at-Law for Taguig City
National Commission No. 141 (2024-2025)
11th December 21, 2025
NAC Tower, 32nd Street, Bonifacio Global City, Taguig City
Roll No. 73099, Admitted to the Bar 18 June 2019
PTR No. A-6395581, 05 January 2025, Taguig City
IBP No. 482666, 11 December 2024, Manila Chapter
M.C.E. Compliance No. V19-0023585

NOTARY PUBLIC

**DIRECTORS' CERTIFICATE**

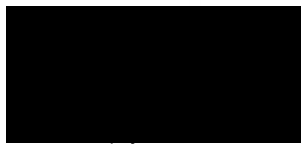
We, the undersigned members of the Board of Directors and the Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at 32nd Street, Bonifacio Global City, Taguig City, Metro Manila 1634, Philippines, do hereby certify that:

- (1) the amendments to the Company's Articles of Incorporation were approved in a Regular Board Meeting held on January 27, 2025, by the vote of at least a majority of the members of the Board of Directors and by the stockholders representing at least 2/3 of the issued and outstanding capital stock in the Company's Annual Stockholders' Meetings held on April 28, 2025 in accordance with Section 15 of the Revised Corporation Code;
- (2) the amendments to the Company's By-Laws were in a Regular Board Meeting held on March 25, 2025, by the vote of at least a majority of the members of the Board of Directors pursuant to the delegated authority approved and renewed by the stockholders representing at least 2/3 of the issued and outstanding capital stock in the Company's Annual Stockholders' Meetings held on May 18, 2009, May 19, 2014, and May 18, 2015 in Taguig City, respectively, in accordance with Section 47 of the Revised Corporation Code.
- (3) the amendments consist of the following:
 - (a) Article III of the Company's Articles of Incorporation to update the principal office address, reflecting the relocation of its corporate headquarters to Makati City; and
 - (b) Section 1 of Article I of the Company's By-Laws to update the principal office, reflecting the relocation of its corporate headquarters to Makati City.

The attached Annex "A" outlines the amendments to the Company's Articles of Incorporation and By-Laws.

Signature page follows.

IN WITNESS WHEREOF, we have signed this certificate this 25 MAR 2025 in
Taguig City, Philippines.




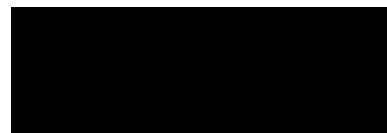
SABIN M. ABOITIZ
Chairman of the Board/Director
TIN: 




ANTONIO A. CANOVA
Director
TIN: 




CESAR G. ROMERO
Independent Director
TIN: 



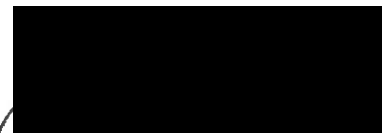
DANIEL C. ABOITIZ
Director/President and Chief Executive Officer
TIN: 



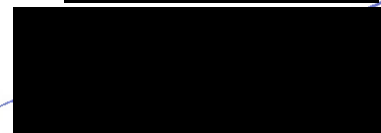
ERIC RAMON O. RECTO
Lead Independent Director
TIN: 



ERRAMON I. ABOITIZ
Director
TIN: 

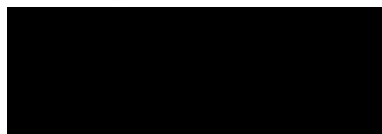


IZUMI KAI
Director
TIN: 



TOSHIRO KUDAMA
Director
TIN: 

Countersigned:



CLARISSE S. OSTERIA
Corporate Secretary
TIN: 

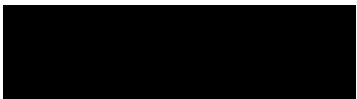
REPUBLIC OF THE PHILIPPINES)
CITY OF TAGUIG) S.S.

SUBSCRIBED AND SWORN TO before me this March 25, 2025 in Taguig City, Philippines. Affiants, who are personally known to me, presented their respective passports with the details shown below as follows:

| Name | Gov't Issued ID No. | Date/Place Issued |
|-------------------------|---------------------|-------------------|
| SABIN M. ABOITIZ | | |
| CESAR G. ROMERO | | |
| ERIC RAMON O. RECTO | | |
| ERRAMON I. ABOITIZ | | |
| IZUMI KAI | | |
| TOSHIRO KUDAMA | | |
| MA. CLARISSE S. OSTERIA | | |

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Page No. 86 ;
Book No. III ;
Series of 2025




ATTY. JORGE PATRICK A. YASAY
Notary Public for Taguig City
Notarial Commission No: 120 (2024-2025)
Until December 31, 2025
NAC Tower, 32nd Street, Bonifacio Global City, Taguig City
Roll No: 69662, Admitted to the Bar 01 June 2017
PTR No: A-6396582, 06 January 2025, Taguig City
IBP No: 482513, 11 December 2024, Manila IV Chapter
MCLE Compliance No: VII-0006843

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

SUBSCRIBED AND SWORN TO before me this April 4, 2025 in Taguig City, Philippines. Affiants, who are personally known to me, presented their respective passports with the details shown below as follows:

| <u>Name</u> | <u>Gov't Issued ID No.</u> | <u>Date/Place Issued</u> |
|------------------|----------------------------|--------------------------|
| DANEL C. ABOITIZ | | |

Doc No. 09 ;
Page No. 03 ;
Book No. III ;
Series of 2025



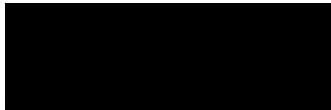
ATTY. STEFI KRISTIN T. KATO
Notary Public for Taguig City
Notarial Commission No: 140 (2024-2025)
Until December 31, 2025
NAC Tower, 32nd Street, Bonifacio Global City, Taguig City
Roll No: 72690, Admitted to the Bar 17 June 2019
PTR No: A-6396579, 06 January 2025, Taguig City
IBP No: 503640, 09 January 2025, Makati Chapter
MCLE Compliance No: VII-0015433

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

SUBSCRIBED AND SWORN TO before me this April 8, 2025 in Taguig City, Philippines. Affiants, who are personally known to me, presented their respective passports with the details shown below as follows:

| Name | Gov't Issued ID No. | Date/Place Issued |
|-------------------|---------------------|-------------------|
| ANTONIO A. CANOVA | | |

Doc No. 477 ;
Page No. 97 ;
Book No. III ;
Series of 2025



ATTY. JORGE PATRICK A. YASA
Notary Public for Taguig City
Notarial Commission No: 120 (2024-2025)
Until December 31, 2025
NAC Tower, 32nd Street, Bonifacio Global City, Taguig City
Roll No: 69662, Admitted to the Bar 01 June 2017
PTR No: A-6396582, 06 January 2025, Taguig City
IBP No: 482513, 11 December 2024, Manila IV Chapter
MCLE Compliance No: VII-0006843

Republic of the Philippines
City of Taguig) S.S.

SECRETARY'S CERTIFICATE

I, MA. CLARISSE S. OSTERIA, legal age, a Filipino, and resident of PHOENIX HEIGHTS CONDOMINIUM, 40 CAPTAIN JAVIER STREET, BAGONG ILOG, PASIG CITY, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of ABOUTIZ POWER CORPORATION, a corporation duly registered with the Commission and in good standing, with principal office at 32ND STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY.

To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors in a meeting held on JANUARY 27, 2025 and the Stockholders in a meeting held on APRIL 28, 2025 up to the date of filing of the application for amendment of Articles of Incorporation and By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or any claim by any person or group against the board of directors/trustees, individual director/trustee and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

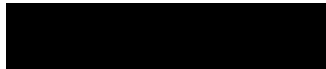
IN WITNESS WHEREOF, I hereby signed this JUN 11 2025 day of JUN 11 2025 2025 at Taguig City.


MA. CLARISSE S. OSTERIA

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2025 in _____ affiant/s exhibited to me her Government issued ID as follows:

| NAME | GOVERNMENT ISSUED ID | DATE AND PLACE OF ISSUE |
|-------------------------|---|---|
| MA. CLARISSE S. OSTERIA |  |  |

NOTARY PUBLIC


ATTY. KLARIKA ANGELA C. GARCIA
Notary Public for Taguig City
Notarial Commission No: 141 (2024-2025)
Until December 31, 2025
NAC Tower, 32nd Street, Bonifacio Global City, Taguig City
Roll No: 73099, Admitted to the Bar 18 June 2019
PTR No: A-6396581, 06 Jan. 2025, Taguig City
IBP No: 482565 11 Dec 2024, Makati Chapter
MCLE Compliance No VIII-0033686

Doc. No. 359;
Page No. 3;
Book No. 11;
Series of 2025.