

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. A199713456

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

CONCEPCION INDUSTRIAL CORPORATION

copy annexed, adopted on September 21, 2023 by majority vote of the Board of Directors and on November 21, 2023 by the vote of the stockholders owning or representing at least majority 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, Philippines, this 15th day of December, Twenty Twenty Three.

GERARDO E. DEL ROSARIO

Director

Company Registration and Monitoring Department

BA/bds



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Saicedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

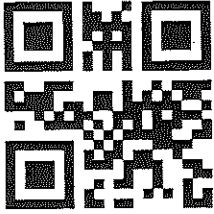
eOR Number	20231215-PM-0226933-73
Transaction Number	447019637599
Payment Date	December 15, 2023 02:26 PM
Payment Scheme	maya-wallet
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20231215-9701683
PAF Date	2023-12-15 13:52:22
Payor Name	CONCEPCION INDUSTRIAL CORPORATION
Payor Address	MAKATI CITY

#	Nature of Collection	Account Code	Amount
1	Amended By Laws	4020102000(606)	1,000.00
2	Documentary Stamp Tax	4010401000(4010401)	30.00
3	Legal Research Fee (A0823)	2020105000(131)	10.00
TOTAL			1,040.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.



Machine Validation:

VALID UNTIL: JANUARY 29, 2024



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209



PAYMENT ASSESSMENT FORM

No. 20231215-9701683

DATE 12/15/2023	RESPONSIBILITY CENTER CRMD
PAYOR: CONCEPCION INDUSTRIAL CORPORATION MAKATI CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended By Laws		4020102000 (606)	1,000.00
Legal Research Fee (A0823)		2020105000 (131)	10.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
---NOTHING FOLLOWS---			
TOTAL AMOUNT TO BE PAID			Php 1,040.00
Assessed by: jatiomico		Amount in words: ONE THOUSAND FORTY PESOS AND 00/100	
Remarks: BLESS ARCEO			

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
• <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	1,000.00	3752-2220-44
SEC BIR - DST	30.00	3752-2220-60
SEC BTR Account - LRF	10.00	3402-2319-20
TOTAL	Php 1,040.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until JANUARY 29, 2024.
- Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- For over the counter payment at LandBank:
 - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 - Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.
Use the correct Fund Account and Account No. and provide the below information:
 - Reference Number 1 - PAF No.
 - Reference Number 2 - Name of Payor appearing on the PAF
 - Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
- You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
 - Payment thru ESPAYSEC – eOR available upon payment
 - LandBank OTC - eOR available within two (2) business days after the payment
- ANY ALTERATIONS WILL INVALIDATE THIS FORM

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

A 1 9 9 7 1 3 4 5 6

Former Company Name

AMENDED TO:
New Company Name

C O N C E P C I O N I N D U S T R I A L
C O R P O R A T I O N

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

3 0 8 S E N . G I L P U Y A T A V E N U E,
M A K A T I C I T Y

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ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

*The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation*

Name of Contact Person

Roxanne Viel C. Santos Cua

Email Address

roxanne.santos@romulo.com

Telephone Number/s

8555-9555

Mobile Number

Contact Person's Address

21/F, AIA Tower, 8767 Paseo de Roxas, Makati City

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature

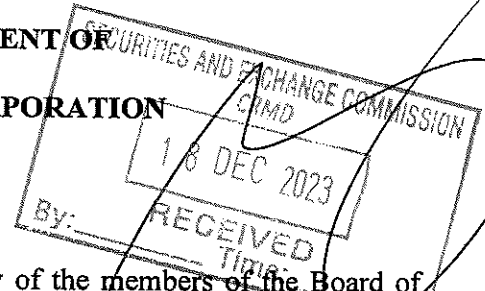
Document I.D.

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		

**CERTIFICATE OF AMENDMENT OF
THE BY-LAWS OF
CONCEPCION INDUSTRIAL CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and majority of the members of the Board of Directors of Concepcion Industrial Corporation (the "Company"), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office address at 308 Sen. Gil Puyat Avenue, Makati City, do hereby certify that:

1. At the Special Meeting of the Board of Directors of the Company held on September 21, 2023 via remote communication, majority of the members of the Board of Directors adopted and approved the following resolutions, which were also approved and ratified by the stockholders owning or representing at least majority of the outstanding capital stock of the Company at the meeting held on November 21, 2023 at the principal office of the Company:

"RESOLVED, that the Company be, and is hereby, authorized to amend Article II, Sections 4, 6 and 7 and Article IV, Sections 1, 4 and 5 of the By-laws, as follows:

‘ARTICLE II
MEETING OF STOCKHOLDERS

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xxx

xxx

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary at least twenty one (21) days prior to the date of the meeting by personal delivery or by mail to each stockholder of record at his last known address, by electronic transmission, or such other manner as may be allowed by applicable law, rules and regulations, including by publication in a newspaper of general circulation in printed or online format. The notice shall state the place, date and hour of the meeting, the means of remote communication, if any, by which stockholders, may be deemed present and vote at such meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting. Notice of any meeting may be waived, expressly or impliedly, by any stockholder, in person or by proxy, before or after the meeting. As used herein, electronic transmission means the delivery or transfer of documents, data, or information by electronic mail to the electronic address of the stockholder registered in the books of the Corporation, posting in the Philippine Stock Exchange, posting in the Corporation's website, or such other recognized means of electronic transfer of data or information.

When the meeting of stockholders 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.

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Section 6. Conduct of Meeting - Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders representing a majority of the outstanding capital stock present or duly represented at the meeting. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor the Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without need of further notice other than that announced at the meeting.

The Corporation may opt to hold full virtual meetings, subject to applicable law, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person, through remote communication, in absentia, or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact, on forms prescribed by the Board of Directors and sealed with the corporate seal which, at his request, shall be furnished to him by the Secretary of the Corporation, who shall keep a record of all stockholders to whom proxy forms have been issued. Unless otherwise provided in the proxy, it shall be valid only for the meeting during which it is presented to the Secretary. All proxies must be acknowledged before the Secretary or a Notary Public and must be in the hands of the Secretary not later than ten (10) days before the date set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in instrument in writing duly presented and recorded with the Secretary at least six (6) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction. A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum.

XXX

XXX

XXX

ARTICLE IV OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, the Chief Executive Officer, Treasurer, and the Secretary. At said meeting, the Board may also appoint a Vice-Chairman, and other officers, all of whom need not be directors of the Corporation.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

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Section 4. President - The President, who must be a director, shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman or Vice-Chairman of the Board of Directors;
- b) To call for a special meeting of the stockholders or Board of Directors at any time or as provided in the By-Laws;
- c) To sign the verification or petition for dissolution of the Corporation;
- d) To sign certificates of stock; and
- e) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 5. Chief Executive Officer - The Chief Executive Officer shall have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:

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

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

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

RESOLVED FURTHER, that the Sections under Article IV be renumbered accordingly;

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RESOLVED FINALLY, that the Corporate Secretary be, and is hereby, authorized and directed to: (a) prepare, execute and file or cause the preparation, execution and filing with the Securities and Exchange Commission and other relevant government agencies of all the necessary certificates and other documents for purposes of amending the By-laws of the Company, and (b) do or cause to be done all things necessary/required or for purposes of implementing the foregoing.”

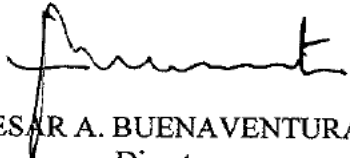
2. The attached Amended By Law of the Company is a true, complete and correct copy of the By Laws as amended pursuant to the foregoing.
3. All the requirements of Section 47 of Republic Act No. 11232, or the Revised Corporation Code, amending Batas Pambansa Blg. 68, or the Corporation Code, have been complied with.

[Intentionally left blank]

IN WITNESS WHEREOF, we have hereunto set our hand this
at _____.


RAUL JOSEPH A. CONCEPCION
Chairman of the Board
[REDACTED]


RENNA H. ANGELES
Director
[REDACTED]


CESAR A. BUENAVENTURA
Director
[REDACTED]


RAISSA H. POSADAS
Director
[REDACTED]


MA. VICTORIA HERMINIA C. YOUNG
Director
[REDACTED]

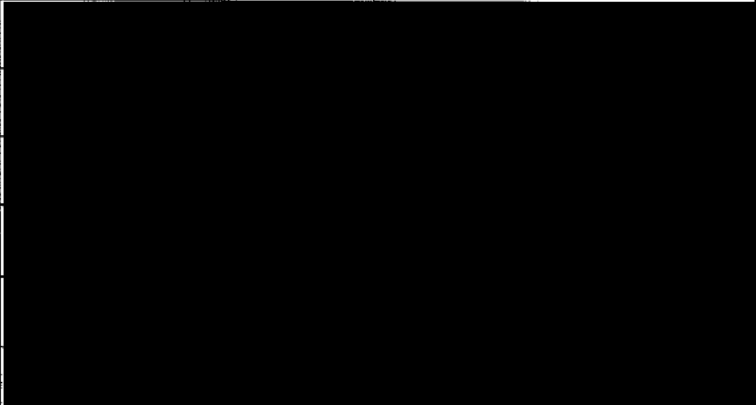

RAUL ANTHONY A. CONCEPCION
Director
[REDACTED]


JAYSON L. FERNANDEZ
Corporate Secretary
[REDACTED]

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.


BEFORE ME, a Notary Public for and in **MAKATI CITY**, this _____ day of **NOV 23 2023**, personally appeared the following who have satisfactorily proven to me their identities through the identification cards stated below:

Name	ID	Date of Issuance/Expiry
RAUL JOSEPH A. CONCEPCION		
RENNA H. ANGELES		
CESAR A. BUENAVENTURA		
RAISSA H. POSADAS		
MA. VICTORIA HERMINIA C. YOUNG		
RAUL ANTHONY A. CONCEPCION		

that they are the same persons who executed and voluntarily signed the foregoing CERTIFICATE which they acknowledged before me as their free and voluntary act and deed.

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

Doc. No. 177 ;
Page No. 37 ;
Book No. 61 ;
Series of 2023.


ATTY. RODRIGO S. DE REAL, JR.
Notary Public Makati until 12/31/2024
Apt. No. M-070 IBP No. 178992 01/05/2022
Roll No. 49763 MCLE No. VII-018902
PTR No. 0860554 01/10/2023
6th Flr. VGP Center Room 605 6772 Ayala Ave. Makati

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.


BEFORE ME, a Notary Public for and in MAKATI CITY this _____ day of NOV 23 2023, personally appeared the following who has/have satisfactorily proven to me his/ their identity/ies through the identification card/s stated below:

Name	ID	Date of Issuance/Expiry
JAYSON L. FERNANDEZ	[REDACTED]	[REDACTED]

that he/they is/are the same person/s who executed and voluntarily signed the foregoing CERTIFICATE which he/they acknowledged before me as his/their free and voluntary act and deed.

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

Doc. No. 002 ;
Page No. 2 ;
Book No. 3 ;
Series of 2023.


ATTY. ISAAC EMMANUEL S. TAMBUNTING
Commission No. M-304
Notary Public for Makati City
Until December 31, 2024
21st Floor, AIA Tower (formerly Philamlife Tower)
8767 Paseo de Roxas, Makati City
Roll No. 78513
PTR No. 9567141 / 4-Jan-2023 / Makati City
IBP No. 235919 / 27-Aug-2022 (for 2023) / PPLM
Bar Admitted May 12, 2022

AMENDED BY-LAWS
OF
CONCEPCION INDUSTRIAL CORPORATION

ARTICLE I

**SUBSCRIPTION, ISSUANCE AND TRANSFER OF
SHARES**

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

Section 2. Certificates - The stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The 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 such stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk or registrar, the signature of the President, as well as the countersignature of the Secretary or Assistant Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same. *(As amended on 5 April 2013)*

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, share may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificate book.

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

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings - The annual / regular meetings of stockholders shall be held on the third Wednesday of July of each year, if a legal holiday, then on the

business day immediately following. The Board of Directors may, for good cause, postpone the regular meeting to a reasonable date. *(As amended on 18 July 2013)*

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing at least two-thirds (2/3) of the subscribed capital stock entitled to vote, (b) the Chairman, or in his absence, the Vice-Chairman of the Board of Directors; or (c) the President. *(As Amended on 5 April 2013)*

Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary at least twenty one (21) days prior to the date of the meeting by personal delivery or by mail to each stockholder of record at his last known address, by electronic transmission, or such other manner as may be allowed by applicable law, rules and regulations, including by publication in a newspaper of general circulation in printed or online format. The notice shall state the place, date and hour of the meeting, the means of remote communication, if any, by which stockholders, may be deemed present and vote at such meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting. Notice of any meeting may be waived, expressly or impliedly, by any stockholder, in person or by proxy, before or after the meeting. As used herein, electronic transmission means the delivery or transfer of documents, data, or information by electronic mail to the electronic address of the stockholder registered in the books of the Corporation, posting in the Philippine Stock Exchange, posting in the Corporation's website, or such other recognized means of electronic transfer of data or information. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

When the meeting of stockholders 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 on 5 April)*

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meetings of stockholders, stockholders who own or hold a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until stockholders who own or hold the requisite amount of stock shall be present or represented. The stockholders present or represented at a duly organized meeting may continue to transact business

until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Every decision of the stockholders representing a majority of the

outstanding capital stock present or duly represented at a meeting at which there is a quorum shall be valid as a corporate act, except in cases where the vote of stockholders representing a higher percentage of outstanding capital stock is required by law or the By-Laws. *(As Amended on 5 April 2013)*

Section 6. Conduct of Meeting - Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders representing a majority of the outstanding capital stock present or duly represented at the meeting. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor the Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without need of further notice other than that announced at the meeting. *(As amended on 5 April 2013)*

The Corporation may opt to hold full virtual meetings, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person, through remote communication, in absentia, or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact, on forms prescribed by the Board of Directors and sealed with the corporate seal which, at his request, shall be furnished to him by the Secretary of the Corporation, who shall keep a record of all stockholders to whom proxy forms have been issued. Unless otherwise provided in the proxy, it shall be valid only for the meeting during which it is presented to the Secretary. All proxies must be acknowledged before the Secretary or a Notary Public and must be in the hands of the Secretary not later than ten (10) days before the date set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in instrument in writing duly presented and recorded with the Secretary at least six (6) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction. A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

Section 8. Closing of Stock and Transfer Books. The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed for at least thirty (30) days preceding the date of any meeting of stockholders, or the date that the allotment of rights or capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders of record on the date so fixed shall be entitled to notice

of, and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as

the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid. *(As Amended on 5 April 2013)*

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e.) To guarantee, for and in behalf of the Corporation obligations of other corporations or entities in which it has lawful interest;
- f.) To make provisions for the discharge of the obligations of the Corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose;
- g.) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in the Board's judgment, the Corporation's interest would thereby be promoted;

- h.) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons to participate in any such plans and the amount of their respective participation;
- i.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and likewise, to approve the payments or settlement of whatsoever debts are payable to the Corporation upon such terms as the Board may deem proper and convenient;
- j.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the Corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the Corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- k.) To resolve doubts as to the meaning, interpretation and/or application of these By-Laws and supply the omissions thereof;
- l.) To authorize the issuance of shares out of the authorized but unissued capital stock of the Corporation;
- m.) To determine whether any part of the surplus profits of the Corporation available for declaration as dividends shall be declared as dividends, subject to the provisions of law; and to provide that the dividends thus declared shall be applied in payment of new shares to be issued to the stockholders entitled to said dividends, which new shares shall be taken out of the authorized and unissued capital stock of the Corporation, unless said stockholders advise the Corporation in writing that they opt to have said dividends paid in cash.
- n.) To determine and prescribe the qualifications, duties, term of office, compensation, remuneration, incentives and other benefits of officers and/or employees. Pursuant thereto, to appoint or elect or enter into contract with such officers and/or employees, under such terms and conditions as the Board may determine to be in the best interests of the Corporation;
- o.) To enter into any transaction, obligation or contract and perform such acts and execute such deeds as it may deem essential for the proper administration of the Corporation's property, business and affairs or the accomplishment of any of the purposes for which the Corporation was organized; and
- p.) To implement these By-Laws and to act on any matter not covered by these By-Laws provided such matter does not require the approval or consent of the stockholders under any existing laws, rules, or regulations. *(As Amended on 5 April 2013)*

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

A nomination committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The nomination committee shall be composed of at least three (3) members, one of whom shall be an independent director. The nomination committee shall have the following functions: (A) formulate screening policies to enable the committee to effectively review the qualification of the nominees for independent directors; and (B) conduct nominations for independent directors prior to the stockholders' meeting in accordance with the procedures set forth in Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, as the same may be amended from time to time. *(As Amended on 5 April 2013)*

Section 3. Qualifications of the Members of the Board - Any person having at least one share of stock registered in his name in the books of the Corporation may be nominated and elected to the Board of Directors, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation or any of its subsidiaries or affiliates. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

- i. If he is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 20% or more of any outstanding class of shares of any corporation (other than one in which this Corporation owns at least 30% of the capital stock) engaged in business which the Board, by at least two-thirds (2/3) vote, determines to be competitive or antagonistic to that of the Corporation or any of its subsidiaries or affiliates;
- ii. If he is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 20% or more of any outstanding class of shares of, any corporation or entity engaged in any line of business of the Corporation or any of its subsidiaries or affiliates, when in the judgment of the Board, by at least two-thirds (2/3) vote, the law against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or
- iii. If the Board, in the exercise of its judgment in good faith, determines by at least two-thirds (2/3) vote that he is the nominee of any person set forth in (i) or (ii).

In determining whether or not a person is a controlling person, beneficial owner or nominee of another, the Board may take into account such factors as business and family relationships.

For proper implementation of this provision, all nominations for election of Directors by the stockholders shall be submitted in writing to the Board of Directors and be received at the Corporation's principal place of business at least thirty (30) working days before the date

of the regular or special meeting of stockholders for the purpose of electing directors.
(As Amended on 5 April 2013)

Section 4. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser.

The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, as the same may be amended from time to time. *(As Amended on 5 April 2013)*

Section 5. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

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

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting. *(As Amended on 5 April 2013)*

Section 6. Meetings - Regular meetings of the Board of Directors shall be held at least every quarter on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, may determine.

Special meetings of the Board may be called at any time by the Chairman of the Board or, in his absence, by the President, or upon the request of the majority of the directors and shall be held at such place as may be designated in the notice. *(As Amended on 5 April 2013)*

Section 7. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly. In the case of special meetings of the Board, the purpose for which the meeting is being called shall also be stated in the notice. *(As Amended on 5 April 2013)*

Section 8. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and

every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. *(As Amended on s April 2013)*

Section 9. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, the President or if none of the foregoing is in *office* and present and acting, by any other director chosen by the Board. The Secretary, or in his absence the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor the Assistant Secretary is present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Any director may attend meetings of the Board of Directors through teleconferencing or videoconferencing (i.e. conferences or meetings through electronic medium or telecommunications where participants who are not physically present are located at different local or international places) in accordance with SEC Memorandum Circular No. 15, series of 2001 as may be amended from time to time. *(As Amended on 5 April 2013)*

Section 10. Compensation - By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. In addition, an amount equivalent to not more than ten percent (10%) of the net income before income tax of the Corporation during the preceding year may be allocated and distributed among directors of the Corporation who are not officers thereof or of any of its subsidiaries or affiliates, in such manner as the Board may deem proper; subject to the approval by the stockholders. *(As Amended on 5 April 2013)*

Section 11. Executive Committee - An Executive Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) members, which shall include the President. The Board shall have the power at any time to remove and replace the members of, and fill vacancies, in the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) approval of any action for which stockholders' approval is also required;
- (b) the filling of vacancies in the Board;
- (c) the amendment or repeal of these By-Laws or the adoption of new By-laws;
- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) a distribution of dividends to the stockholders; and

- (f) such other matters as may be specifically excluded or limited by the Board. *(As Amended on 5 April 2013)*

Section 12. Compensation and Remuneration Committee - A compensation and remuneration committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The compensation and remuneration committee shall be composed of at least three (3) members, one of whom shall be an independent director. The compensation and remuneration committee shall have the following functions:

- (a) establish a formal and transparent procedure for developing policies on executive remuneration and for fixing the remuneration packages of corporate officers and directors; and provide oversight over remuneration of senior management and other key personnel, ensuring that compensation is consistent with the Corporation's culture, strategy and control environment;
- (b) designate the amount of remuneration of directors and officers, which shall be in a sufficient level to attract and retain directors and officers, who are needed to run the Corporation successfully;
- (e) develop a form on full business interest disclosure as part of the pre-employment requirements for all incoming officers, which among others, compel all officers to declare, under the penalty of perjury, all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties once hired;
- (d) disallow any director to decide his or her own remuneration;
- (e) provide in the Corporation's annual reports information and proxy statement, a clear, concise, and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year; and
- (f) review of the human resources development or personnel handbook, if any, to strengthen provisions dealing with conflict of interest, salaries and benefit policies, promotion and career advancement directives, and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts, or in the absence of such human resources development of personnel handbook, cause the development of such, covering the same parameters of governance as stated above. *(As Amended on 5 April 2013)*

ARTICLE IV

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, the Chief Executive Officer, Treasurer, and the Secretary. At said meeting, the Board may also appoint a Vice-Chairman, and other officers, all of whom need not be directors of the Corporation. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time. *(As Amended on 5 April 2013)*

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him. *(As Amended on 5 April 2013)*

Section 3. Vice-Chairman. - The Vice-Chairman of the Board shall preside at the meetings of the directors and the stockholders, in the absence of the Chairman. He shall exercise such other powers and perform such other duties and functions as the Board of Directors, may from time to time, assign to him. *(As Amended on 5 April 2013)*

Section 4. President - The President, who must be a director, shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman or Vice-Chairman of the Board of Directors;
- b) To call for a special meeting of the stockholders or Board of Directors at any time or as provided in the By-Laws;
- c) To sign the verification or petition for dissolution of the Corporation;
- d) To sign certificates of stock; and
- e) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

Section 5. Chief Executive Officer – the Chief Executive Officer shall have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:

- a) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- b) To have general supervision and management of the business affairs and properties of the Corporation;
- c) To ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control;
- d) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties and determine their salaries;
- e) To oversee the preparation of the budgets and the statements of account of the Corporation;
- f) To prepare such statements and reports of the Corporation at all functions and proceedings;
- g) To execute on behalf of the Corporation, all contracts, agreements and other instruments affecting the interest of the Corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- h) To make reports to the Board of Directors and stockholders; and
- i) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The Chief Executive Officer may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control. (As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)

Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the Corporation's formal actions and transactions. He shall have the following specific powers and duties: *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and

transfer books showing all shares of the Corporation subscribed, issued and transferred;

- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the Corporation required by law or these By-Laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control; and
- g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President. *(As Amended on 5 April 2013)*

Section 7. The Treasurer - The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following specific powers and duties: *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

- a) To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;
- c) To deposit in the name and to the credit of the Corporation, in such bank(s) as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control;

- d) To render an annual statement showing the financial condition of the Corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies; and
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President. *(As Amended on 5 April 2013)*

Section 8. Term of Office - The term of office of all officers shall be coterminous with that of the Board of Directors that elects or appoints them unless such officers are sooner removed for cause. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

Section 9. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

Section 10. Compensation - The President shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor. *(As approved by the Board of Directors on 21 September 2023 and ratified by the Shareholders on 21 November 2023)*

ARTICLE V

OFFICES

Section 1. The principal office of the Corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors - At the regular stockholders' meeting, the external auditor or auditors of the Corporation for the ensuing year shall be appointed. The external auditor or auditor shall examine, verify and report on the earnings and expenses of the Corporation and shall certify to the Board of Directors and shareholders the annual balance of the books of accounts which shall be prepared at the close of each year under the direction of the Treasurer. No director or officer of the Corporation,

and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Audit shall be fixed by the Board of Directors. *(As Amended on 5 April 2013)*

Section 2. Audit Committee - An audit committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The audit committee shall be composed of at least three (3) members, one of whom shall be an independent director. Each member of the audit committee shall have adequate understanding at least or competence at most of the Corporation's financial management systems and environment. The audit committee shall have the following functions:

- (a) check all financial reports against compliance with the internal financial management handbook, pertinent accounting standards and regulatory requirements;
- (b) perform oversight financial management functions, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management;
- (c) pre-approve all audit plans, scope and frequency at least one (1) month before the conduct of an external audit;
- (d) perform direct interface functions with the internal and external auditors of the Corporation;
- (e) elevate to international standards the accounting and audit processes, practices and methodologies of the corporation; and
- (f) develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Corporation.

(As Amended on 5 April 2013)

Section 3. 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 5 April 2013)*

Section 4. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law. *(As Amended on 5 April 2013)*

ARTICLE VII AMENDMENTS

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

ARTICLE VIII

SEAL

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

ARTICLE IX

ADOPTION CLAUSE

The foregoing by-laws were adopted by all the stockholders of the Corporation on 27 June, 1997 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 27th day of June, 1997 at Makati City.

(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;

2. If filed after incorporation, should be signed by majority of the subscribers and should submit director's certificate for the adoption of the by-laws.)

By:

SGD.
RENNA H. ANGELES

SGD.
RAUL JOSEPH A. CONCEPCION

SGD.
RAFAEL FELIPE C. HECHANOVA

SGD.

RAUL STEPHEN CONCEPCION

SGD.

RAUL PATRICK CONCEPCION

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

SECRETARY'S CERTIFICATE


I, **JAYSON L. FERNANDEZ**, of legal age, and with office address at 21st Floor, Philamlife Tower, 8767 Paseo de Roxas, Makati City, being duly sworn, depose and state that on the date hereof:

1. I am the Corporate Secretary of **CONCEPCION INDUSTRIAL CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with business address at 308 Sen. Gil Puyat Avenue, Makati City


2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the directors, officers, or stockholders of the Corporation or vice versa.

Makati City, 16 November 2023.


JAYSON L. FERNANDEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 17 2023 at Makati City. Affiant who is personally known to me, exhibited to me his identity in the form of 

Doc. No. 178 ;
Page No. 37 ;
Book No. 1 ;
Series of 2023.


ATTY TAMARA MICHAL C. NATIVIDAD
Commission No. M-616
Notary Public for Makati City
Until December 31, 2024
1st Floor, AIA Tower (formerly Philamlife Tower)
8767 Paseo de Roxas, Makati City
Roll No. 86661
PTR No. 9746656 / 16-May-2023 / Makati City
IBP No. 340803 / 07-May-2023 / Makati City
Bar Admitted May 02, 2023