

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
May 4, 2022
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16TH FLOOR BDO TOWERS VALERO (FORMERLY CITIBANK TOWER), 8741 PASEO
DE ROXAS MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
8831-4479
9. Former name or former address, if changed since last report
-
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	700,298,616
PREFERRED	14,366,260

11. Indicate the item numbers reported herein
Item 9 Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 4-4 - Amendments to By-Laws References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

FURTHER AMENDMENT OF BY-LAWS TO AUTHORIZE HOLDING OF VIRTUAL MEETINGS BY THE STOCKHOLDERS, BOARD OF DIRECTORS AND BOARD COMMITTEES

Background/Description of the Disclosure

On 13 October 2021, the Board of Directors and the Company's stockholders resolved to further amend the By-laws to authorize the holding of virtual meetings by the stockholders, Board of Directors and the Board Committees in accordance with the provisions of the Revised Corporation Code, SEC Memorandum Circular No. 06, Series of 2020, among others.

Date of Approval by Board of Directors	Oct 13, 2021
Date of Approval by Stockholders	Oct 13, 2021
Other Relevant Regulatory Agency, if applicable	The Securities and Exchange Commission
Date of Approval by Relevant Regulatory Agency, if applicable	Jan 26, 2022
Date of Approval by Securities and Exchange Commission	Jan 26, 2022
Date of Receipt of SEC approval	May 2, 2022

Amendment(s)

Article and Section Nos.	From	To
Article I Section 1	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED
Article II Section 5	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED
Article II Section 6	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED
Article III Section 2	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED

Rationale for the amendment(s)

The additional amendment to authorize holding of virtual meetings by the stockholders, board of directors and board committees not only recognizes the technological advancements that can enhance participation in the shareholder, board and committee meetings, but also the imperative consideration for safety and health especially with the ongoing COVID-19 pandemic.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Nov 4, 2021
Expected date of SEC approval of the Amended By-Laws	Jan 26, 2022

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

none

Other Relevant Information

Please see attached Certificate of Filing Amended By-laws from the Securities and Exchange Commission (SEC). However, the Company will request a more accurate Certificate of Filing Amended By-laws to reflect the additional date of approval of the Board of Directors on 13 October 2021 corresponding to the amendment of the By-laws for the holding of virtual meetings by the stockholders, board of directors and committees. The current Certificate only reflects the approval of the BOD on 28 July 2021, which corresponds to the amendment of the By-laws to delete compliance to the provisions of the General Banking Act which is no longer relevant and applicable to the current business of the Company.

Filed on behalf by:

Name	Reuben Carlo General
Designation	Corporate Secretary



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 22401

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

PRIME MEDIA HOLDINGS, INC.

copy annexed, adopted on July 28, 2021 by majority vote of the Board of Directors and October 13, 2021 by the vote of the stockholders owning or representing at least two-thirds 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 Pasay City, Metro Manila, Philippines, this 26th day of January, Twenty Twenty Two.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/qba

COVER SHEET

2 2 4 0 1

S.E.C. Registration Number

PRIME MEDIA HOLDINGS, INC.
(formerly First e-Bank Corp.)

(Company's Full Name)

16th Floor BDO Towers
Valero 8741 Paseo de Roxas
Makati City

(Business Address: No. Street/City/Province)

REUBEN CARLO O. GENERAL

Contact Person

8831-4479

Company Telephone Number

1 2

Month Day
Fiscal Year

3 1

AMENDED BY-LAWS OF THE CORPORATION

FORM TYPE

0 5 1 8

Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

nil

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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

**DIRECTORS' CERTIFICATE
ON THE AMENDMENT OF THE AMENDED BY-LAWS
OF PRIME MEDIA HOLDINGS, INC.**

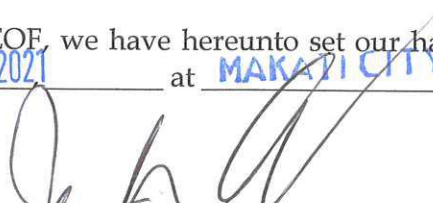


We, the undersigned, being the Chairman and at least a majority of the members of the Board of Directors, and the Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at the 16th Floor BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, do hereby certify that:


1. During the Special Meeting of the Board of Directors on July 28, 2021 held *via* remote communication and hosted at the Corporation's principal office, at least a majority of the members of the Board of Directors of the Corporation unanimously approved the amendment of Article II, Section 7 of the By-Laws of the Corporation to delete all provisions relating to banking operations.
2. During the Annual Stockholders' Meeting on October 13, 2021 held *via* remote communication at the Corporation's principal office located at the 16th Floor, BDO Towers Valero (formerly: Citibank Tower, 8741 Paseo de Roxas, Makati City, stockholders owning and/or representing 570,153,887 shares representing at least 81.42% of the outstanding capital stock of the Corporation voted in favor of the amendment of:
 - (a) Article II, Section 7 of the By-Laws of the Corporation to delete all provisions relating to banking operations; and
 - (b) Article I, Section 1; Article II, Section 5; Article II, Section 6; and Article III, Section 2 of the Amended By-laws of the Corporation to authorize the holding of virtual meetings of the Corporation's stockholders, Board of Directors, and Board Committees.
3. During the Organizational Board Meeting of the newly elected directors immediately held after the adjournment of the Annual Meeting of the Stockholders on October 13, 2021 *via* remote communication and hosted at the Corporation's principal office, at least a majority of the members of the Board of Directors unanimously approved the additional amendment of the Article I, Section 1; Article II, Section 5; Article II, Section 6; and Article III, Section 2 of the Amended By-laws to authorize the holding of virtual meetings of the Corporation's stockholders, Board of Directors, and Board Committees.
4. Attached hereto is a true and correct copy of the Amended By-Laws of the Corporation incorporating the amendments to Article II, Section 7; Article I, Section 1; Article II, Section 5; Article II, Section 6; and Article III, Section 2.


[The rest of this page is intentionally left blank; Signature page follows.]

IN WITNESS WHEREOF, we have hereunto set our hand and affixed our signatures this _____ day of NOV 04 2021 at MAKATI CITY.


Manolito A. Manalo
[Redacted]
Chairman/Director

Bernadeth A. Lim
[Redacted]
Director


Rolando S. Santos
[Redacted]
Director


Hermogene H. Real
[Redacted]
Director


Michelle F. Ayangco
[Redacted]
Director


Francisco L. Lavug III
[Redacted]
Director


Johnny Y. Aruego Jr.
[Redacted]
Director

Countersigned:


Reuben Carlo O. General
Corporate Secretary

NOV 04 2021

SUBSCRIBED AND SWORN to before me this ____ day of _____, at MAKATI CITY by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	Govt-Issued ID	Date and Place Issued
Manolito A. Manalo	[REDACTED]	
Rolando S. Santos	[REDACTED]	
Hermogene H. Real	[REDACTED]	
Michelle F. Ayangco	[REDACTED]	
Francisco L. Layug III	[REDACTED]	
Johnny Y. Aruego, Jr.	[REDACTED]	
Reuben Carlo O. General	[REDACTED]	

Doc. No. 512
 Page No. 169
 Book No. J
 Series of 2021.

James ay
MARJORIE A. SAN JUAN
 Notary Public for Makati City
 Appt. No. M-135 Until 31 Dec. 2021
 Roll of Attorneys No. 71296
 IBP Membership No. 153408; 01/18/2021
 PTR No. MKT-8547468ME; 01/15/2021; Makati City:
 MCLE Compliance No. VI :0013795; 10/12/2018
 4F BDO Towers (formerly Citi Center),
 2741 Paseo de Roxas, Makati City

**AMENDED
BY-LAWS
OF
PRIME MEDIA HOLDINGS, INC.**

(Formerly known as First e-Bank Corporation, PDCP Development Bank, Inc., and
Private Development Corporation of the Philippines)

(As amended by the Board of Directors on December 4, 2002, and by
the Stockholders on December 6, 2002)

ARTICLE I

Meetings of Stockholders

Section 1. The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day, except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. *It may also be held by remote communication or in absentia.* Notice of the time and place of such meeting shall be give either by mail to each stockholder of record at his last known place of residence or business, duly posted at least 15 days before the date, thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

Section 2. Special meetings of the stockholders may be called by the Chairman or the President, or by the Secretary, upon written demand by a majority of the Board of Directors or by the owners of at least 51% of the subscribed capital stock entitled to vote, upon notice as provided in Section 1 hereof, specifying the purpose or purposes thereof, except in cases of extreme urgency, in which event one publication in the newspaper abovementioned and notice to stockholders of record who are not residents of the Philippines as provided in Article IX, Section 2 at least seven (7) days before the meeting shall suffice.

Section 3. If, for any cause, the annual meeting of the stockholders shall not be held at the time fixed by these By-Laws or the election of the Directors shall not then be had, the Directors then in office shall hold over until their successors shall have been duly elected and qualified. Such new election may be held at any annual or special meeting duly called for that purpose.

Section 4. At all stockholders' meetings, absent stockholders of record may vote by proxy authorized in writing, which must be deposited with the Secretary of the Corporation for authentication and determination as to validity at least ten (10) days, inclusive of Sundays and legal holidays, before the scheduled date of meeting unless a shorter period is authorized by the Board (As amended on May 20, 1997). Except as otherwise provided by law, holders of the majority of the subscribed shares attending such meeting, either in person or by proxy, shall constitute a quorum for the transaction of any lawful business. If no quorum is present at any meeting, the same shall be adjourned from time to time until such a quorum shall be obtained. Each share of stock shall be entitled to one vote, except in the election of Directors where cumulative voting should be observed, and may be cast by the registered holder thereof, either the person or by proxy (As amended on July 5, 1991).

ARTICLE II

Board of Directors

Section 1. All corporate powers shall be exercised, and all the properties and business of the Corporation shall be held and controlled, exclusively by the Board of Directors. The Board of Directors may maintain, or cause to be maintained, at such place or places in the Philippines, as it may deem best, sub-offices or agencies for carrying on of the affairs of the Corporation.

The stockholders may fix the compensation of the members of the Board of Directors, but in no case shall the total amount thereof, exclusive of per diems, exceed 2% of the net profit after taxes.

Section 2. Immediately after the election of the members of the Board of Directors, they shall organize themselves by electing a Chairman and a President, both of whom must be among such members, and a Secretary who shall be a resident and citizen of the Philippines, and transact such other business as shall properly come before the Board. The officers first so elected shall hold office until their successors are elected as provided herein by the Board of Directors, which is elected at the first annual meeting of stockholders. The officers elected by such Board and those thereafter elected as provided herein shall hold office for one (1) year from the date of their election and until their successors are elected and qualified, unless any such officer is removed by the Board.

Section 3. Independent Directors: - At least two (2) Independent directors shall be elected as members of the Board of Directors. For this purpose, an "independent director" is a director as defined in accordance with Rule 38 of the Securities Regulations Code, as amended.

A Nomination Committee shall be created to prescribe and implement the guidelines for the nomination and election of independent directors. (As amended by the Board of Directors on September 29, 2004 and the stockholders on September 30, 2004)

Section 4. At all meetings of the Board of Directors, a majority of the entire membership thereof shall constitute a quorum, and the affirmative vote of a majority of those present shall be sufficient for the approval of any resolution, save as may otherwise be required by law. No director shall, either directly or indirectly, for himself or as a representative or agent of others, borrow any funds of the Corporation, nor shall he become a guarantor, endorser or surety for loans from said Corporation, or in any manner be an obligor for moneys borrowed from the Corporation, except with the written approval of a majority of at least two-thirds of the Directors present, either at a regular or special meeting, excluding the Director concerned.

Section 5. Regular meetings of the Board of Directors shall be held at the principal office of the Corporation whenever possible and at such times as the Board itself may fix. It may also be held by remote communication or in absentia. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

Section 6. Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. It may also be held by remote communication or in absentia. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least twenty-four (24) hours before the date of meeting. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

Section 7. Should the position of any Director become vacant for any reason, his position shall be filled by the majority vote of the remaining Directors, if still constituting a quorum, from among the holders of the same class of shares as that represented by the Director vacating the position, and the Director so chosen shall serve for the unexpired term.

ARTICLE III

Executive Committee

Section 1. An executive Committee consisting of five (5) Directors, one of whom must be the Chairman, may be formed by the Board of Directors, and it shall have the full powers of the Board when the same is not in session, except the power to inaugurate radical reversals of or departures from fundamental policies and methods of conducting business as prescribed by the Board of Directors, neither may the said Committee buy, sell, mortgage or in any manner alienate or encumber real properties of the Corporation. (As amended on Dec 4, 2002 Board of Directors and Dec. 6, 2002 Stockholders)

Section 2. The meetings of the Executive Committee shall be held at the principal office of the Corporation or at other places it may designate at such times as it may provide by resolution, or upon the order of the Chairman, or request of at least two (2) members of said Committee, provided that notice thereof in writing must be given at least twenty-four (24) hours before the time of said meeting. It may also be held by remote communication or in absentia. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

Section 3. A majority of the members of the executive Committee shall constitute a quorum thereof, and a majority of those present shall be necessary for the approval of any action taken at any of its meetings.

Section 4. During every meeting of the Board of Directors, the Executive Committee shall report in summary for all matters acted upon by it, and they shall be considered ratified by the Board unless otherwise expressly revoked.

ARTICLE IV

Officers of the Corporation

Section 1. The officers of the Corporation shall consist of a Chairman, a President, one or more Vice-Presidents, a Treasurer, an Assistant Treasurer, a Secretary, and an Assistant Secretary. With the exception of the Chairman, the President, the members of the Board of Directors and the Secretary, who shall hold office for one year (except as provided in Section 2 of Article II with respect to the President and the Secretary first elected) and until their successors shall have been duly elected and have qualified, all executive officials appointed by the Board shall hold office until relieved by said Board. Except the Chairman and the President, all other officers of the Corporation need not be directors thereof. Any two officers may be held by the same person, except the positions of the Chairman or President with Secretary or Assistant Secretary. The Board may create such offices and appoint such officers and agents as it may deem necessary to efficiently carry out the program and objectives of the Corporation.

Section 2. The President shall be the chief executive officer of the Corporation and shall have general control, supervision and management of all the affairs of the Corporation; shall make reports to the Directors; shall sign all certificates of stock and, as authorized by the Board of Directors, all contracts and other instruments to which the corporation is a party; shall see that the resolutions of the Board of Directors are duly executed and carried out; shall have such authority and exercise such powers as may, from time to time, be conferred upon him by the Board of Directors; and shall perform all such other duties as are incident to his office or a properly required of him by the Board of Directors. Any or all of the foregoing powers may be delegated by the President in writing to any of the Vice-Presidents, except the power to preside at meetings of stockholders, the Board of Directors and the Executive Committee, unless the officer so delegated is a member of the Board of Directors. The delegation so made by the President shall be effective until the Board of Directors shall provide otherwise. (As amended on May 19, 1992).

Section 3. During the absence or incapacity of the Chairman and the President, the Vice-Presidents, if qualified, in the order of their election, shall act in their place and perform their duties, except the power to preside at meetings of the stockholders, Board of Directors or Executive Committee, unless any one of them is authorized to do as provided in Section 2 hereof. Each Vice-President shall also have such powers and perform such duties as the Board of directors and/or the Chairman or the President may from time to time assign to him.

Section 4. The Treasurer shall have the custody of all moneys, securities, and values of the Corporation which may come into his possession and shall deposit them in any banking institution which the Board of Directors may designate. Such moneys, securities and values of the corporation shall be subject to withdrawals only by checks or other written demands of the Corporation, signed by the Treasurer and such other officer or officers as may be designated by the Board. He shall keep regular books of accounts and perform all other duties incident to his office and all that may be properly required of him by the Board.

Section 5. In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Assistant Treasurer shall also perform such duties as the Board of Directors, the Treasurer and other officers of the corporation may assign to him from time to time.

Section 6. The Secretary shall issue notices of all meetings, shall keep their minutes, shall have charge of the seal and corporate books, shall countersign the certificates of stocks and such other instruments requiring his signature, shall verify the correctness and validity of proxies and voting trust agreements, shall keep and preserve up to date specimen signature cards of all stockholders of record,

and shall make such reports and perform such other duties as are incident to his office or conferred upon him by the Board of Directors.

Section 7. In the absence or incapacity of the secretary, the Assistant Secretary shall act in his stead and perform his duties, including those which may be assigned to him by the Board of Directors, the Secretary or other officers of the Corporation.

ARTICLE V **Of the Audits**

Section 1. At the annual meeting held by the stockholders shall elect an independent firm or certified public accountant who are to audit the accounts of the Corporation until the next annual meeting.

Section 2. No person shall be deemed eligible to the office of the auditor because he is a stockholder in the Corporation but said officers incompatible with the office of director of the Corporation.

Section 3. It shall be the duty of the auditor to audit the books of accounts of the Corporation whenever he shall see fit, and to report on the annual balance sheet and related income statement, which financial statements shall be published jointly with his report, and for this purpose all books of account, vouchers, and other documents of the Corporation relating to its financial administration shall be placed at his disposal when he requests it.

Section 4. A copy of the annual report, which should include the financial statements, shall be filed in the offices of the Corporation and mailed to stockholders of record at least fifteen (15) days in advance of the date on which the annual meeting is held.

ARTICLE VI

Certificates of Stock

Section 1. On every certificate of stock, the provisions of the 2nd paragraph of Article SIXTH and the provisions of Article SEVENTH of the Articles of Incorporation shall be printed thereof.

Section 2. Every stockholder shall be entitled to a certificate or certificates, signed by the President or any person acting in his stead, and the Secretary, certifying to the number of shares owned by such stockholder. Each certificate shall state, among other things, the amount of the capital stock of the Corporation and par value of shares. All certificates shall be issued and numbered in the order of their issue.

Section 3. Except when the provisions of the 2nd paragraph of Article SEVENTH of the Articles of the Incorporation are applicable, transfer shall be made on the books of the Corporation only upon the surrender of the certificate covering the shares being transferred, which surrendered certificate shall thereupon be canceled by the Secretary and pasted or attached to the stub thereof in the certificate book. (As amended on July 5, 1991).

ARTICLE VI

Miscellaneous Provisions

Section 1. Any notice, report or other communication, which the Corporation is required to mail to stockholders of record in accordance with the provisions of these By-Laws, shall be sent by airmail or cable to each stockholder of record whose last known place of residence or business is outside the Philippines.

Section 2. The fiscal year of the Corporation shall commence on the first day of January of each year, and shall close on the 31st day of December of the same year.

Section 3. The corporate seal of the Corporation shall be of such design as the Board of Directors shall approve, subject to subsequent changes, as it may deem appropriate. (As amended on May 21, 1996)

The foregoing By-Laws were adopted by the unanimous vote of the holders of the entire subscribed capital stock of the PRIVATE DEVELOPMENT CORPORATION OF THE PHILIPPINES at their first meeting held at Manila, Philippines, on 7th day of February, 1963.

(SGD.) FRANCISCO ORTIGAS, JR.

(SGD.) MANUEL J MARQUEZ

(SGD.) VICENTE R. JAYME

(SGD.) ANTONIO C. DELGADO

(SGD.) AURELIO MONTINOLA

(SGD.) JESUS CABARRUS

(SGD.) RODEGELIO M. JALANDONI

SUBSCRIBED AND SWORN TO before me this Oct 29 2004 day of _____ in Makati City, affiants exhibiting to me their following Community Tax Certificates or Passport Nos:

Name	Community Tax Certificate/Passport No.	Issued At/On
CORAZON R. ESTRELLA	[REDACTED]	[REDACTED]
AUGUSTO P. PALISOC, JR.	[REDACTED]	[REDACTED]
JOSE ALFREDO L. VILLANUEVA	[REDACTED]	[REDACTED]
MARIO C. LORENZO	[REDACTED]	[REDACTED]

Doc. No. 296:

Page No. 60:

Book No. V:

Series of 2004.

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

SECRETARY'S CERTIFICATE


I, **REUBEN CARLO O. GENERAL**, of legal age, Filipino, with office address at 4th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Philippines with principal office at 16th Floor, BDO Towers - Valero, 8741 Paseo de Roxas, Makati City

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, this Certificate was signed and issued this 26th day of October 2021 at Makati City.


REUBEN CARLO O. GENERAL
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 26th day of October 2021 at Makati City, affiant exhibiting to me his 

Doc. No. 502;
Page No. 102;
Book No. I;
Series of 2021.


MARJORIE A. SAN JUAN
Notary Public for Makati City
Appt. No. M-435 Until 31 Dec. 2021
Roll of Attorneys No. 71296
IBP Membership No. 153408; 01/18/2021
PTR No. MKT-8547468ME; 01/15/2021; Makati City;
MCLE Compliance No. VI-0013795; 10/12/2018;
4F BDO Towers (formerly Citi Center),
8741 Paseo de Roxas, Makati City

Amendment(s)

Article and Section Nos.	From	To
ARTICLE AND SEC NOS. Article I Section 1	FROM The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day,	TO The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day,

	<p>except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted at least 15 days before the date, thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation.</p>	<p>except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. <u>It may also be held by remote communication or <i>in absentia</i>.</u> Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted at least 15 days before the date, thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation.</p>
Article II Section 5	<p>Regular meetings of the Board of Directors shall be held at the principal office of the Corporation whenever possible and at such times as the Board itself may fix.</p>	<p>Regular meetings of the Board of Directors shall be held at the principal office of the Corporation whenever possible and at such times as the Board itself may fix. <u>It may also be held by remote communication or <i>in absentia</i>.</u></p>
Article II Section 6	<p>Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least twenty-four (24) hours before the date of meeting.</p>	<p>Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. <u>It may also be held by remote communication or <i>in absentia</i>.</u> Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least twenty-four (24) hours before the date of meeting.</p>
Article III Section 2	<p>The meetings of the Executive Committee shall be held at the principal office of the Corporation or at other places it may designate at such times as it may provide by resolution, or upon the order of</p>	<p>The meetings of the Executive Committee shall be held at the principal office of the Corporation or at other places it may designate at such times as it may provide by resolution, or upon the order of</p>

	<p>the Chairman, or request of at least two (2) members of said Committee, provided that notice thereof in writing must be given at least twenty-four (24) hours before the time of said meeting.</p>	<p>the Chairman, or request of at least two (2) members of said Committee, provided that notice thereof in writing must be given at least twenty-four (24) hours before the time of said meeting. <u>It may also be held by remote communication or <i>in absentia</i>.</u></p>
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