



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. A200110402

CERTIFICATE OF FILING

AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

SBS PHILIPPINES CORPORATION
(Amending Article VII thereof)

copy annexed, adopted December 2, 2014 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 18th day of December, Twenty Fourteen, 2:00 PM.

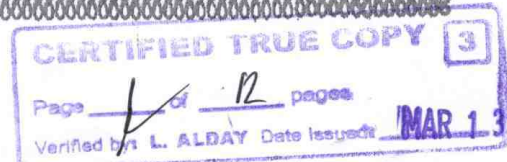
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FERDINAND B. SALES

Director

Company Registration and Monitoring Department

WS/grace



COVER SHEET
For Application at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

A A O I

S.E.C Registration No.

A 2 0 0 1 1 0 4 0 2

(Company Name)

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| S | B | S | | P | H | I | L | I | P | P | I | N | E | S | | C | O | R | P | O | R | A | T | I | O | N |
| F | O | R | M | E | R | L | Y | : | S | Y | T | E | N | G | C | O | | | | | | | | | | |
| P | H | I | L | I | P | P | I | N | E | S | | C | O | R | P | O | R | A | T | I | O | N | | | | |

(Principal Off (No./Street/Barangay/City/Town/Province))
No. 10 Resthaven Street, San Francisco Del Monte, Quezon City, Philippines

Company's Information

Company's email address

Company's Telephone Number

Company's Fascimile

Contact Person Information

Name of Contact Person

Amando J. Ponsaran, Jr/
Edcel G. Bolinao

Email Address

Telephone /facsimile Numbers

6877536/6876642

Contact Person Address

Unit 3104 Antel Global Corporate Center Julia Vargas Avenue,. Pasig City

To be accomplished by CRMD personnel

Assigned Processor:

Date

Signature

Document I.D.

Received By: Corporate Filing and Records Division

Date: 11-3-2019 Time: 1:2:2 PM

☐ Corporate and Registration Division
☐ Green Lane Unit
☐ Financial Analysis and Audit Division
☐ Licensing Unit
☐ Compliance Monitoring Division

User Name: Bsedexpress



AMENDED
ARTICLES OF INCORPORATION
OF
SBS PHILIPPINES CORPORATION
(Formerly: Sytengco Philippines Corporation)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

SBS PHILIPPINES CORPORATION
(Formerly: Sytengco Philippines Corporation)
(As amended at the Board and Stockholders' meeting held on October 15, 2014)

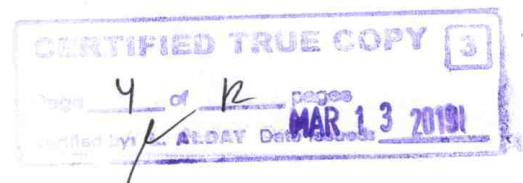
SECOND: That the primary purpose of this Corporation is –

To engage in the business of trading goods and to conduct and carry on the business of general merchandising activities but not limited to buying, selling, distributing and marketing at wholesale in so far as may be permitted by law, of all kinds of goods, commodities, wares, merchandise and products of every kind and description such as but not limited to chemicals, fertilizers, foodstuffs, agricultural products feed ingredients, industrial products and medical device, to enter into all kinds of contracts for export, import, purchase, acquisition, sale at wholesale and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise brokers, indenter, commission, merchant, factors or agents, upon consignment of all kinds of goods, wares merchandise or products whether natural or artificial. *(As amended at the Board and Stockholders' meeting held on October 15, 2014)*

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties, (except financial leasing) such as lands, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidence of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other



Amended Articles of Incorporation

SBS Philippines Corporation (formerly: Sytengco Philippines Corporation)

evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3. To acquire all kinds of properties, real and personal, and to sell, dispose of or transfer any or all its properties as well as the business and/or goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

4. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests including investments such as shares of stock, bonds and others in any and all types of business enterprises engaged in any productive or commercial activity, or otherwise enter into any lawful arrangement with any person or entity to promote and establish said business enterprise, within the limitations prescribed by law, including, but not limited to, the business of manufacturing, producing, buying, selling or otherwise dealing in all kinds of properties, products and by-products such as chemicals, fertilizers, foodstuffs, agricultural products, feed ingredients, industrial products and medical device; and in general, to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above.

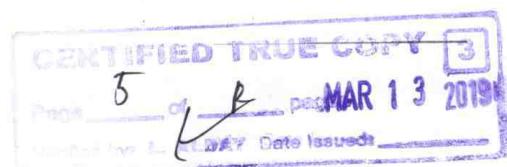
5. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, in which any shares of stock or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

6. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concessions, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

7. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privilege, exemption, license and concessions as may be conducive to any of the objects of the Corporation.

8. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

9. To distribute the surplus profits of the Corporation to the stockholders thereof in cash, in shares of stock of the Corporation in kind, namely, properties of the Corporation,



Amended Articles of Incorporation
SBS Philippines Corporation (formerly: Sytengco Philippines Corporation)

particularly any shares of stock, debentures or securities of other companies belonging to this Corporation;

10. To guarantee, for and in behalf of the Corporation, obligations of other corporations or entities in which it has lawful interest; and

11. To conduct and transact any and all activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, which may seem to the Corporation capable of being conveniently carried on to enhance the value of or render profitable, any of the Corporation's properties or rights, without engaging as stock broker or dealer in securities, management of funds securities, portfolio and similar assets, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation. *(As amended at the Board and Stockholders' meeting held on October 15, 2014)*

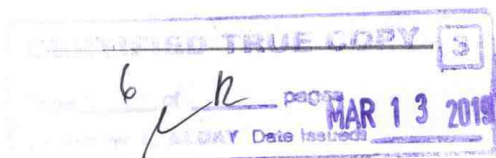
THIRD: That the place where the principal office of the Corporation is to be established or located is at No. 10 Resthaven Street, San Francisco Del Monte, Quezon City, Philippines. *(As amended at the Board and Stockholders' meeting held on October 15, 2014)*

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

| Name | Nationality | Residence |
|------------------------|-------------|--|
| Necisto U. Sytengco | Filipino | 10B Goldland Plaza Condo., No. 8 Eisenhower St., Greenhills, San Juan |
| Teresita S. Tan | Filipino | 23 Polk Street, N. Greenhills, San Juan |
| Evelyn T. Ching | Filipino | Regina Garden II, R. Regente, Binondo, Manila |
| Victorina B. Ladrangan | Filipino | 59 Bo. Sauyo, Novaliches, Q. City |
| Wilfredo L. Bathan | Filipino | 52 Matipid St., Sikatuna Vill., Q. City |

SIXTH: That the number of directors of said Corporation is Nine (9) and two (2) of whom shall be independent directors. *(As amended at the Board and Stockholders' meeting held on October 15, 2014)*



Amended Articles of Incorporation

SBS Philippines Corporation (formerly: Sytengco Philippines Corporation)

SEVENTH: That the authorized capital stock of the Corporation is **One Billion Five Hundred Fifty Million Pesos (Php1,550,000,000.00)** in lawful money of the Philippines, divided into **One Billion Five Hundred Fifty Million (1,550,000,000)** common shares with a par value of **One Peso (P1.00)** each. (As amended at the Board and Stockholders' meeting held on December 02, 2014)

EIGHTH: That the subscribers to the capital stock and the amount paid- in to their subscriptions are as follows:

| Name | Nationality | No. Shares Subscribed | Amount Subscribed | Amount Paid |
|------------------------|-------------|-----------------------|-------------------|---------------|
| Necisto U. Sytengco | Fil. | 39,050 | P3,905,000.00 | P3,905,000.00 |
| Aylene Y. Sytengco | Fil. | 2,750 | 275,000.00 | 275,000.00 |
| Necisto Y. Sytengco II | Fil. | 5,500 | 550,000.00 | 550,000.00 |
| Ned Bryan Y. Sytengco | Fil. | 5,500 | 550,000.00 | 550,000.00 |
| Teresita S. Tan | Fil. | 550 | 55,000.00 | 55,000.00 |
| Evelyn T. Ching | Fil. | 550 | 55,000.00 | 55,000.00 |
| Victorin B. Ladrangan | Fil. | 550 | 55,000.00 | 55,000.00 |
| Wilfredo L. Bathan | Fil. | 550 | 55,000.00 | 55,000.00 |
| Total | | 55,000 | P5,500,000.00 | P5,500,000.00 |

That pursuant to the Listing Rules of the Philippine Stock Exchange, Inc.: (1) existing shareholders of the Corporation who own an equivalent of at least 10% of the issued and outstanding shares of stock of the company shall refrain from selling, assigning, or in any manner disposing of their shares for a period of three hundred sixty-five (365) days after listing of said shares; and (2) if there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the IPO, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from full payment of the aforesaid shares. (As amended at the Board and Stockholders' meeting held on October 15, 2014)

Amended Articles of Incorporation
SBS Philippines Corporation (formerly: Sytengco Philippines Corporation)

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

No shareholder of any class of shares shall have or otherwise be entitled to any preemptive right to subscribe to, purchase or receive any class of shares of the Corporation, or part thereof, whether issued from the unissued capital, increase in capital stock, treasury stock any securities convertible into stock of the Corporation. Any such shares may at any time be issued, sold or disposed of by the Corporation pursuant to the resolution of the Board of Directors, to such persons and upon such terms as the Board of Directors may deem proper, without first offering such shares to existing shareholders. *(As amended at the Board and Stockholders' meeting held on October 15, 2014)*

TENTH: That Teresita S. Tan has been elected by the subscribers as treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

ELEVENTH: The Corporation hereby undertakes to change its corporate name as originally registered or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission in the event that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy. *(As amended at the Board and Stockholders' meeting held on October 15, 2014)*

In witness whereof, we have set our hands this 16th day of July 2001 at Quezon City.

(SGD) NECISTO U. SYTENGCO

(SGD) TERESITA S. TAN

(SGD) EVELYN T. CHING

(SGD) VICTORINA LADRINGAN

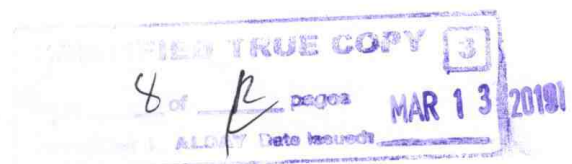
(SGD) WILFRED L. BATHAN

WITNESSES:

(SGD) AYLENE Y. SYTENGCO

User Name: bsecexpress

(SGD) SUSANA FAJARDO



Amended Articles of Incorporation
SBS Philippines Corporation (formerly: Sytengco Philippines Corporation)

ACKNOWLEDGEMENT

Republic of the Philippines)
Quezon City, MM)

BEFORE ME, a Notary Public in and for in QUEZON CITY, MM, Philippines
this ___ day of July 16, 2001 personally appeared.

| Name | Community Tax Certificate | Date & Place Issued |
|------------------------|---------------------------|-----------------------|
| Necisto U. Sytengco | 09328725 | 2-07-01 Manila |
| Teresita S. Tan | 02956744 | 6-05-01 San Juan |
| Evelyn T. Ching | 03591625 | 1-31-01 Manila |
| Victorina B. Ladrangan | 00473244 | 5-03-01 Quezon City |
| Wilfredo L. Bathan | 09394721 | 2-28-01 Marikina City |

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

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

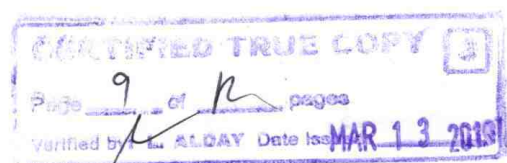
(SGD) JOEL C. GORDOLA
Notary Public
Until December 31, 2001
PTR No. 1960700 1/2/2001 Q.C

Doc. No. 178
Page No. 36
Book No. 74
Series of 2001

Date: 11-3-2019 Time: 1:2:10 PM

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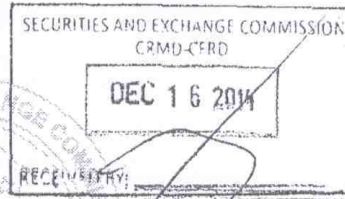
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DIRECTORS' CERTIFICATE

OF

SBS PHILIPPINES CORPORATION
(Formerly: Sytengco Philippines Corporation)




We, the undersigned majority members of the Board of Directors, the Chairman and the Secretary, do hereby certify that the Articles of Incorporation of **SBS PHILIPPINES CORPORATION** (Formerly: Sytengco Philippines Corporation) (the "Corporation") was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a meeting held for that purpose at its principal office located at No. 10 Resthaven Street, San Francisco Del Monte, Quezon City, Philippines, on December 02, 2014, amending Article SEVENTH of the Articles of Incorporation thereof, as shown in the attached Amended Articles of Incorporation, such that Article SEVENTH of the Articles of Incorporation of the Corporation shall read as follows:

"SEVENTH: That the authorized capital stock of the Corporation is One Billion Five Hundred Fifty Million Pesos (Php1,550,000,000.00) in lawful money of the Philippines, divided into One Billion Five Hundred Fifty Million (1,550,000,000) common shares with a par value of One Peso (P1.00) each.

The above amendment was likewise approved by the majority of the Board of Directors of the Corporation at a meeting held on December 02, 2014.

IN WITNESS WHEREOF, we have hereunto set our hands this 15 day of DECEMBER 2014, at QUEZON CITY, Philippines.

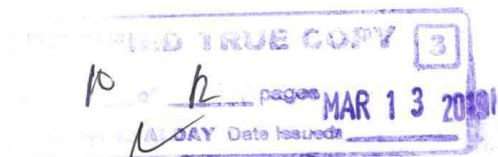


EVELYN T. CHING
Corporate Secretary/Director
Secretary of the Meeting
TIN: 146-627-797


Date: 11-3-2019 Time: 1:2:12 PM

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User Name: 8secexpressd




ATTESTED BY:



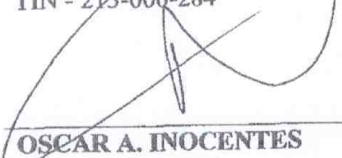
NECISTO U. SYTENGCO
Chairman
Chairman of the Meeting
TIN - 103-910-452



VICTORINA B. LADRANGAN
TIN - 154-784-145



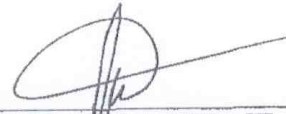
NECISTO Y. SYTENGCO II
TIN - 213-000-284




OSCAR A. INOCENTES
TIN - 138-737-735





AYLENE Y. SYTENGCO
TIN - 213-000-548



ESMERALDO A. TEPACE
TIN - 115-327-567



NED BRYAN Y. SYTENGCO
TIN - 213-000-410

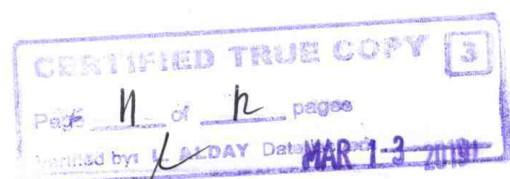


WILFREDO L. BATHAN
TIN - 117-691-668

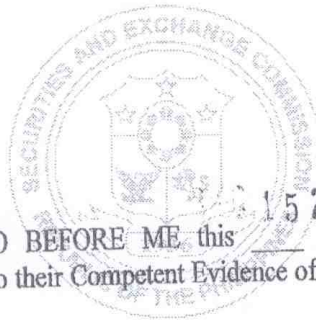
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REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.



SUBSCRIBED AND SWORN TO BEFORE ME this 15 2014
th day of
affiants exhibiting to their Competent Evidence of Identity as

follows:

| Name | Competent Evidence of Identity | Issued By |
|------------------------|--------------------------------|----------------------------|
| Necisto U. Sytengco | TIN - 103-910-452 | Bureau of Internal Revenue |
| Aylene Y. Sytengco | TIN - 213-000-548 | Bureau of Internal Revenue |
| Evelyn T. Ching | TIN- 146-627-797 | Bureau of Internal Revenue |
| Victorina B. Ladrangan | TIN - 154-784-145 | Bureau of Internal Revenue |
| Esmeralda A. Tepace | TIN -115-327-567 | Bureau of Internal Revenue |
| Necisto Y. Sytengco II | TIN- 213-000-284 | Bureau of Internal Revenue |
| Ned Bryan Y. Sytengco | TIN - 213-000-410 | Bureau of Internal Revenue |
| Oscar A. Inocentes | TIN -138-737-735 | Bureau of Internal Revenue |
| Wilfredo L. Bathan | TIN -117-691-668 | Bureau of Internal Revenue |

Notary Public

Doc No.

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Page No.

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Book No.

V :

Series of 2014

ATTY. FLORIMOND C. ROUS
NOTARY PUBLIC
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MCLE 5 Comp.-0001549; 1/22/14
IBP LIFE TIME NO. 00315
TIN 142-154-935
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