



Company Registration and Monitoring Department

IN THE MATTER OF:

SEC CRMD Case No. 25-3364 (COR)

SBS PHILIPPINES CORPORATION
(SEC Reg. No. A200110402)

For: Correction of Entries of the Articles of
Incorporation (AOI)/By-Laws (BL)

Petitioner.

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To:

SBS PHILIPPINES CORPORATION

Petitioner

10 Resthaven St., Barangay Bungad, San
Francisco Del Monte, Quezon City 1105

GREETINGS:

Please take notice that on 26th November 2025, a Decision, a copy hereto attached,
was issued in the above-entitled case, the original of which is now on file with this Commission.

~~ATY. GERARDO F. DEL ROSARIO~~
Director



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DECISION

For consideration is the Petition for Correction of Entries of the Company Registration Document of **SBS PHILIPPINES CORPORATION** ("Petitioner" or "Corporation") dated 29 October 2025, filed with the Company Registration and Monitoring Department (the "Department" or "CRMD") of the Securities and Exchange Commission (the "Commission" or "SEC") on 19 November 2025.

Specifically, Petitioner is praying for the correction of Article NINTH of its Amended Articles of Incorporation duly approved by the Commission.

Petitioner contends that its Amended Articles of Incorporation was approved by the Commission on 23 September 2025. Due to a typographical error, however, a provision in Article NINTH thereof was inadvertently excluded, as follows:

"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 stock certificates issued by the corporation."

Petitioner submitted that the correct details are as follows:

"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 stock certificates issued by the corporation.

No shareholder of any class of shares shall have or otherwise be entitled to any pre-emptive 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

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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)."

To support its petition, Petitioner submitted the following:

1. Secretary's Certificate dated 29 October 2025;
2. Copy of its Corrected Amended Articles of Incorporation;
3. Copy of its Latest Amended Articles of Incorporation approved on 23 September 2025; and
4. Copy of its 2014 Amended Articles of Incorporation.

Petitioner contends that the typographical error made in the preparation of its Amended Articles of Incorporation is due to inadvertence.

Typically, a typographical error would refer to a mistake committed in the performance of clerical work in writing, copying, transcribing, or typing an entry that is visible to the eyes or obvious to the understanding and can be corrected or changed only by reference to other existing record or records.

Based on the records of the Commission, Petitioner amended its Articles of Incorporation (2014 AOI) to include a provision, among others, in Article Ninth thereof as follows:

"No shareholder of any class of shares shall have or otherwise be entitled to any pre-emptive 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)*"

Thereafter, the Commission approved the same on 18 November 2014, resulting in the issuance of a corresponding Certificate of Filing of Amended Articles of Incorporation. The Corporation later sought an amendment increasing its authorized capital stock, which was approved by the Commission ("2025 AOI"). However, the approved provision from the 2014 amendment was not reflected in the latest 2025 AOI. Here, it becomes apparent that the said omission was merely a clerical error made inadvertently.

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It is important to emphasize that the Petitioner's application to include the subject provision was duly approved by its Board of Directors and stockholders on 15 October 2014 and was subsequently approved by the Commission on 18 November 2014. Thus, the said amendment should have been carried over in the latest 2025 AOI, taking reference to the 2014 AOI with its attached Directors' Certificate.

The correction of such an error is, thus, necessary to ensure the accuracy of the corporate records and to reflect the true intent of the Corporation.

In view of the foregoing, it is evident that the typographical error is visible to the eyes or obvious to understanding and can be corrected or changed by reference to existing records. As such, the petition to correct the same is proper and necessary in order to reflect Petitioner's true and accurate intentions.

WHEREFORE, premises considered, the Petition is hereby **GRANTED**. This Decision shall be without any prejudice to the right of any private entity and/or any government agency nor shall it impede any investigation to be conducted by the latter.

Let a copy of this Decision and the corrected Amended Articles of Incorporation of **SBS PHILIPPINES CORPORATION**, with the corrections incorporated in Article NINTH thereof, be furnished to the Corporate Filing and Records Division (CFRD) of the CRMD for inclusion in the subject corporation's records on file.

SO ORDERED.

Done in Makati City, Philippines, this 28th day of November 2025.

ATTY. GERARDO F. DEL ROSARIO
Director

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

KNOWN 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, foodsuffs, agricultural products feed ingredients, industrial products and medical device, to enter into all kinds of contacts of 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, indentor, 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 PURPOSE

1. To acquire, hold, own or participate in investments in land, buildings, commercial and industrial facilities and other property related assets whether for short term or long-term investments for the collection of rent, capital growth potential and/or the provision of property related services, facilities and materials, and to invest, purchase, or otherwise dispose from time to time of property related assets, investments and shares or interests in any entity involved in property related investments and shares or interests in any entity involved in property related investments or business provided that the corporation shall not engage in the business of an open-ended investment company or as

investment adviser thereof as defined under Act No. 2629 or as a stock broker or dealer of securities, or investment house.

- 1.1. To provide its subsidiaries, affiliates, and partners corporate support services such as, but not limited to: general management, advisory, administration, and planning services; business planning and coordination services; sourcing or procurement of materials and components; transportation and logistics services; import and export processing services (except acting as a customs broker); marketing and sales promotion services; training and personnel management services; research and development, product development and analytical laboratory services; technical support and maintenance services; bookkeeping, data processing and communication services; business development services; manufacturing process planning; property, plant and equipment planning services; properly management services; advisory and support services on investment strategy and other corporate matters; treasury management service; and, other support services; provided that the Company will not act as a broker or dealer of securities, government securities eligible dealer (GED), investment adviser of an investment company, closed-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 issuer or selling agents thereof. (As amended at the Board of Directors' meeting held on April 12, 2023 and Stockholders' meeting held on July 3, 2023)
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 evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.
3. **To purchase, acquire, own, lease, sell and convey all kinds of properties such as lands, buildings, factories, and warehouse and machinery, equipment and other personal properties** and sell, dispose and transfer 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 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.** (As amended at the Board of Directors' meeting held on April 12, 2023, and Stockholders' meeting held on July 3, 2023)
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, **testing laboratories**, 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. (As amended at the Board of Directors' meeting held on April 12, 2023, and Stockholders' meeting held on July 3, 2023)

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 carry on and or conduct its business through any subsidiary companies, or to enter working agreements with other natural or corporate entities within the limits set by law, or 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. (As amended at the Board of Directors' meeting held on April 12, 2023, and Stockholders' meeting held on July 3, 2023)
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 case, in shares of stock of the Corporation in kind, namely, properties of the 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 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	
Teresita S. Tan	Filipino	
Evelyn T. Ching	Filipino	
Victorina B. Ladrangan	Filipino	
Wilfredo L. Bathan	Filipino	

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)*

SEVENTH: That the authorized capital stock of the Corporation is **Two Billion Seven Hundred Fifty Million pesos (Php 2,750,000,000.00)** divided into **Two Billion Seven Hundred Fifty Million (2,750,000,000)** common shares with a par value of **One peso (P1.00)** each. *(As amended at the Board of Directors' meeting held on March 20, 2023, and Stockholders' meeting held on July 3, 2023)*

EIGHT: 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	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) of 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)*

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 stock certificates issued by the corporation.

No shareholder of any class of shares shall have or otherwise be entitled to any pre-emptive 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, or 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 s 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, she/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 out 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:

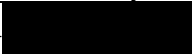
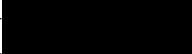
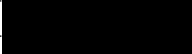

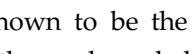
(SGD) AYLENE Y. SYTENGCO

(SGD) SUSANA FAJARDO

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		2-07-01 Manila
Teresita S. Tan		6-05-01 San Juan
Evelyn T. Ching		1-31-01 Manila
Victorina B. Ladrangan		5-03-01 Quezon City
Wilfredo L. Bathan		2-28-01 Marikina City

all known to be 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