



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. AS94007160

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

ARTHALAND CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on December 13, 2023 by a majority vote of the Board of Directors and on January 31, 2024 by the vote of the stockholders owning or representing more than sixty-seven percent (67%) 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 14th day of August, Twenty Twenty-Four.


GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

JMP/100

AMENDED ARTICLES OF INCORPORATION
(As amended on 13 December 2023 and 31 January 2024)

ARTHALAND CORPORATION
formerly EIB Realty Developers, Inc.
(As amended on 30 March 2011 and 24 June 2011)

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of legal age, a majority of whom are citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE CERTIFY THAT:

FIRST – That the name of the Corporation shall be:

ARTHALAND CORPORATION ✓
formerly EIB Realty Developers, Inc.
(As amended on 27 November 2008)

SECOND – That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To principally engage in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transaction concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of corporate business, and to pay in cash, shares of its capital stock debentures and other evidences of indebtedness of other securities, as may be deemed expedient, for any business of 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 evidences 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 evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered expedient for the advancement of its

interests and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

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

5. To enter into lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession or cooperation with any corporation, association, partnership syndicate, entity, person or government, 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;

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

7. To establish and operate one or more branch offices of other 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; and,

8. To conduct and transact any and all lawful business and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes of the exercise of any one or more of the powers herein enumerated, or which shall at anytime appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD – That the place where the principal office of the Corporation is to be established or located is 7/F ArthaLand Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City, Philippines (*As amended on 29 June 2018*).

FOURTH – That the term for which said Corporation is to exist is FIFTY (50) years from the date and after the date of incorporation.

FIFTH – That the names, citizenship and residences of the incorporators are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila

ANNEX "A"

JOSUE A. CAMBA, JR	Filipino	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila
CORAZON M. BEJASA	Filipino	30 Amethyst Street Greenheights Subd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF Resort Village, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SIXTH – That the number of directors of the Corporation shall be nine (9) and the names, citizenship and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-laws are as follows (*As amended on 30 March 2011 and 24 June 2011*):

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila
JOSUE A. CAMBA, JR	American	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila
CORAZON M. BEJASA	Filipino	30 Amethyst Street Greenheights Subd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF Resort Village, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share. (*As amended by the Board of Directors on 13 December 2023 and by the Stockholders on 31 January 2024*)

ANNEX “A”

The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

The shares of stock of the corporation are not subject to pre-emptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. *(As amended on 07 September 2016)*

EIGHT – That the amount of said capital stock, which has been actually subscribed, is ONE HUNDRED MILLION PESOS (₱100,000,000.00), Philippine currency, and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names set out after their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Urbancorp Investment Inc.	Filipino	999,995	₱99,999,500.00
Teodoro C. Borlongan	Filipino	1	100.00
Josue A. Camba, Jr.	American	1	100.00
Nida S. Santos	Filipino	1	100.00
Corazon M. Bejasa	Filipino	1	100.00
Dennis D. Decena	Filipino	1	100.00
		=====	=====
		1,000,000	₱100,000,000.00

NINTH – That the following persons have paid on the shares of capital stock for which they have subscribed the amounts, set out after their respective names:

<u>Name</u>	<u>Amount Paid</u>
Urbancorp Investment, Inc.	₱ 29,999,500.00
Teodoro C. Borlongan	100.00
Josue A. Camba, Jr.	100.00
Nida S. Santos	100.00
Corazon M. Bejasa	100.00
Dennis D. Decena	100.00
	=====
	₱ 30,000,000.00

TENTH – That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ANNEX "A"

ELEVENTH – That NIDA S. SANTOS has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such treasurer she has been authorized to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of July 1994 at Makati, Metro Manila, Philippines.

(Sgd) TEODORO C. BORLONGAN

(Sgd) JOSUE A. CAMBA, JR.

(Sgd) CORAZON M. BEJASA

(Sgd) DENNIS D. DECENA

(Sgd) NIDA S. SANTOS

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) SS.

BEFORE ME, a Notary Public for and in Makati, Metro Manila, Philippines, this 21st of July 1994, personally appeared the following:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
TEODORO C. BORLONGAN	2250528	2.18.94/ Makati
JOSUE A. CAMBA, JR.	793308842	4.11.94/ Pasig
NIDA S. SANTOS	22516804	2.17.94/ Makati
CORAZON M. BEJASA	22520525	2.18.94/ Makati
DENNIS D. DECENA	22520528	2.18.94/Makati

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 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.

Doc. No. 350
Page No. 71
Book No. IV
Series of 1994.

(SGD.) MA. ESMERALDA R. CUNANAN
Notary Public
Until December 31, 1995
PTR No. 1781153
Issued at Quezon City on January 13, 1994



DIRECTORS' CERTIFICATE
(On the Amendment of the Articles of Incorporation)

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting the majority of the incumbent members of the Board of Directors and the Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with principal office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, after having been duly sworn in accordance with law, hereby certify, as follows:

1. The Amended Articles of Incorporation hereto attached as **Annex A** is the full, true and complete copy of the Corporation's Articles of Incorporation and reflects the changes in the authorized capital stock of the Corporation as approved by the majority vote of its Board of Directors during their meetings held *via* remote communication on **04 May 2022** and **13 December 2023**, and by the stockholders representing more than sixty-seven percent (67%) of all outstanding capital stock of the Corporation entitled and qualified to vote at the duly called and convened Annual Stockholders Meeting and Special Stockholders Meeting held respectively on **24 June 2022** and **31 January 2024**, also *via* remote communication.

2. At the Annual Stockholders Meeting on **24 June 2022**, stockholders representing more than sixty-seven percent (67%) of all outstanding common shares of the Corporation entitled and qualified to vote approved the amendment of Article SEVENTH of the Articles of Incorporation of the Corporation for purposes of decreasing its authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00) with the cancellation 20,000,000 Preferred Shares Series B with a par value of Philippine Pesos: One (₱1.00) per share.

3. Thereafter, during the Special Stockholders' Meeting on **31 January 2024**, stockholders representing more than sixty-seven percent (67%) of all outstanding shares of the Corporation entitled and qualified to vote

(a) APPROVED the amendment of Article SEVENTH of the Articles of Incorporation of the Corporation for purposes of increasing its authorized capital stock by Philippines Pesos: Fifty Million (₱50,000,000.00) with the creation of 50,000,000 preferred shares at Philippine Pesos: One (₱1.00) par value per share, and

(b) CONFIRMED AND RATIFIED their previous approval to decrease the authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00) representing 20,000,000 Preferred Shares Series B with a par value of Philippine Pesos: One (₱1.00) per share.

The following resolution was thus approved by the stockholders:

Amendment of Articles of Incorporation
– Decrease of Authorized Capital Stock by 20.0M Preferred Shares Series B
and Increase of Authorized Capital Stock by 50.0M Preferred Shares

“RESOLVED, that the decrease of the authorized capital stock of the Corporation by ₱20,000,000.00 with the cancellation of 20,000,000 preferred shares Series B presently recorded as treasury shares be, as it is hereby, APPROVED, CONFIRMED and RATIFIED.

“RESOLVED, FURTHER that the increase of the authorized capital stock of the Corporation by ₱50,000,000.00 with the creation of 50,000,000 preferred shares with a par value of ₱1.00 per share be, as it is hereby, APPROVED and CONFIRMED.

“RESOLVED, FURTHER that the following amendment to Article Seventh of the Corporation’s Articles of Incorporation be, as it is hereby, APPROVED and CONFIRMED:

“SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

“The preferred shares shall have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

“The shares of stock of the corporation are not subject to preemptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.

“RESOLVED, FINALLY, that Management is authorized to effect modifications in language on the above amendment of the Corporation’s Articles of Incorporation to satisfy the requirements imposed by regulatory agencies that will approve the same.”

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4. The amendments made to Article SEVENTH of the Articles of Incorporation of the Corporation are outlined in the table below:

The following resolution was thus approved by the stockholders:

Amendment of Articles of Incorporation
– Decrease of Authorized Capital Stock by 20.0M Preferred Shares Series B
and Increase of Authorized Capital Stock by 50.0M Preferred Shares

“RESOLVED, that the decrease of the authorized capital stock of the Corporation by ₱20,000,000.00 with the cancellation of 20,000,000 preferred shares Series B presently recorded as treasury shares be, as it is hereby, APPROVED, CONFIRMED and RATIFIED.

“RESOLVED, FURTHER that the increase of the authorized capital stock of the Corporation by ₱50,000,000.00 with the creation of 50,000,000 preferred shares with a par value of ₱1.00 per share be, as it is hereby, APPROVED and CONFIRMED.

“RESOLVED, FURTHER that the following amendment to Article Seventh of the Corporation’s Articles of Incorporation be, as it is hereby, APPROVED and CONFIRMED:

“SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

“The preferred shares shall have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

“The shares of stock of the corporation are not subject to preemptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.

“RESOLVED, FINALLY, that Management is authorized to effect modifications in language on the above amendment of the Corporation’s Articles of Incorporation to satisfy the requirements imposed by regulatory agencies that will approve the same.”

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4. The amendments made to Article SEVENTH of the Articles of Incorporation of the Corporation are outlined in the table below:

Article	Current Provision (as of 29 June 2018)	Amended Provision (As amended by the Board of Directors on 13 December 2023 and by the Stockholders on 31 January 2024)
SEVENTH	<p>That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Ninety Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,996,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Fifty Million (₱50,000,000.00) of preferred shares consisting of 50,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.</p> <p>The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.</p> <p>The shares of stock of the corporation are not subject to pre-emptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. <i>(As amended on 07 September 2016)</i></p>	<p>That the authorized capital stock of the Corporation is Philippine Pesos: <u>Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82)</u> divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: <u>Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.</u> <i>(As amended by the Board of Directors on 13 December 2023 and by the Stockholders on 31 January 2024)</i></p> <p>The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.</p> <p>The shares of stock of the corporation are not subject to pre-emptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. <i>(As amended on 07 September 2016)</i></p>

[Signature page follows.]

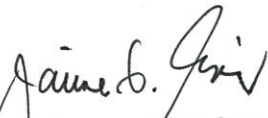
IN WITNESS WHEREOF, we have hereunto set our hands on the date and at the placed indicated below.



RIVA KHRISTINE V. MAALA
Corporate Secretary



ERNEST K. CUYEGKENG
Chairman of the Board



JAIME C. GONZÁLEZ
Vice Chairman and President



RICARDO GABRIEL T. PO
Vice Chairman




CORNELIO S. MAPA, JR.
Director/EVP and Treasurer



JAIME ENRIQUE Y. GONZÁLEZ
Director



CHRISTOPHER PAULUS NICOLAS T. PO
Director



DENISE LOREENA V. DE CASTRO
Independent Director




HANS B. SICAT
Independent Director



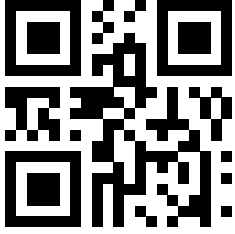
ANDRES B. STA. MARIA
Independent Director

SUBSCRIBED AND SWORN to before me, this **31 January 2024** in **Taguig City**, by the foregoing who each exhibited to me their competent evidence of identity as reflected below their respective names.

Doc. No. 344
Page No. 70
Book No. 2
Series of **2024**.



GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A-6123305 Jan. 2, 2024, Taguig City
IBP No. 326537/12/11/23 RSM (FOR YR. 2024)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)



Machine Validation:

VALID UNTIL: JULY 13, 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. 20240529-10751148

DATE 05/29/2024	RESPONSIBILITY CENTER CRMD
PAYOR: ARTHALAND CORPORATION TAGUIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		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: bearceo	Amount in words: ONE THOUSAND FORTY PESOS AND 00/100
Remarks: FOR ENABLING RESOLUTION	

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 JULY 13, 2024.
- Accepted modes of payment at Landbank branches:
 1. Cash
 2. 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:
 1. Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 2. 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
 3. 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

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM



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

electronic Official Receipt

Transaction Details

eOR Number	20240530-PM-0070121-16
Transaction Number	415102389091
Payment Date	May 30, 2024 10:43 AM
Payment Scheme	master-card
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20240529-10751148
PAF Date	2024-05-29 19:23:19
Payor Name	ARTHALAND CORPORATION
Payor Address	TAGUIG CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	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.



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. AS94007160

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

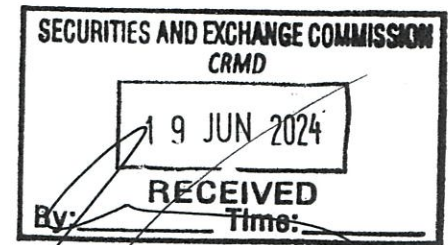
ARTHALAND CORPORATION

from P2,976,257,135.82 divided into 16,368,095,199 common shares of the par value of P0.18 each and 30,000,000 preferred shares of the par value of P1.00 each, to P3,026,257,135.82 divided into 16,368,095,199 common shares of the par value of P0.18 each and 80,000,000 preferred shares of the par value of P1.00 each, approved by majority of the Board of Directors on December 13, 2023 and by the vote of the stockholders owning or representing sixty-nine and ninety-five hundredths percent (69.95%) of the outstanding capital stock at a meeting held on January 31, 2024 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto 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 14th day of August, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department



CERTIFICATE

Decrease of Authorized Capital Stock with the Cancellation of 20.0M Preferred Shares Series B, and Increase of Authorized Capital Stock with the creation of 50.0M Preferred Shares

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting the majority of the incumbent members of the Board of Directors and the Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with principal office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, after having been duly sworn in accordance with law, hereby certify, as follows:

1. The amendment of Article SEVENTH of the Articles of Incorporation of the Corporation for purposes of decreasing the authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00) with the cancellation of 20,000,000 preferred shares with a par value of Philippine Pesos: One (₱1.00) per share had been approved by the majority vote of its Board of Directors at the meeting held on 04 May 2022 via remote communication, and by the stockholders representing 3,727,675,057 common shares or 70.09% of all outstanding common shares of the Corporation entitled to notice of and qualified to vote at the duly called and convened Annual Stockholders' Meeting held on 24 June 2022 also via remote communication.

2. Notices of the 2022 Annual Stockholders' Meeting, which included in its agenda the approval of the foregoing decrease in the authorized capital stock of the Corporation, were published on 02 and 03 June 2022 in The Philippine Star and BusinessWorld, both newspapers in general circulation. These notices were also posted on their online platforms on the same dates. Copies of the Affidavits of Publication from the foregoing newspapers both dated 03 June 2022 are attached as Annexes A and A-1 hereof.

3. The decrease of the authorized capital stock to cancel 20,000,000 preferred shares is due to the redemption of Preferred Shares Series B on 06 December 2021 from the holders thereof pursuant to the *Offer Supplement to the Prospectus* dated 21 November 2016 (the "Prospectus") which stated the Corporation's option to redeem said shares on the fifth (5th) anniversary of its listing date, or on 06 December 2016, at the redemption price equal to the offer price plus any accrued and unpaid cash dividends due. Upon redemption, the 20,000,000.00 Preferred Shares Series B were recorded as treasury shares of the Corporation.

4. On 05 December 2021, prior to the redemption of the Preferred Shares Series B, the authorized capital stock of the Corporation was as follows:

<u>Authorized Capital Stock</u>	₱2,996,257,135.82 divided into:
16,368,095,199	common shares at ₱0.18 par value per share

50,000,000	preferred shares at ₱1.00 par value per share divided into: <ul style="list-style-type: none"> a. 12,500,000 Preferred Shares Series A¹ b. 20,000,000 Preferred Shares Series B c. 10,000,000 Preferred Shares Series C, and d. 6,000,000 Preferred Shares Series D.
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5. Following the approval of the stockholders during the 2022 Annual Stockholders Meeting to decrease the authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00), the Corporation’s authorized capital stock became, as follows:

<u>Authorized Capital Stock</u>	₱2,976,257,135.82 divided into:
16,368,095,199	common shares at ₱0.18 par value per share
30,000,000	preferred shares at ₱1.00 par value per share divided into: <ul style="list-style-type: none"> a. 12,500,000 Preferred Shares Series A b. 10,000,000 Preferred Shares Series C, and c. 6,000,000 Preferred Shares Series D.
<u>20,000,000</u>	<u>Treasury Shares</u>

6. The approval of the stockholders during the 2022 Annual Stockholders Meeting has not been revoked and remains valid.

7. Subsequently, the Corporation, by the affirmative vote of at least a majority of its Board of Directors at the meeting held on 13 December 2023 via remote communication, and its stockholders representing 3,727,670,065 common shares and 12,500,000 preferred shares, or 69.95% of all outstanding shares of the Corporation entitled to notice of and qualified to vote at the duly called and convened Special Stockholders Meeting held on 31 January 2024 also via remote communication, approved to amend Article SEVENTH of the Articles of Incorporation to increase the authorized capital stock of the Corporation by **Philippine Pesos: Fifty Million (₱50,000,000.00) through the creation of 50,000,000 preferred shares with a par value of Philippine Pesos: One (₱1.00) per share.** Moreover, the same stockholders also confirmed and ratified their previous approval of the decrease in the authorized capital stock by **Philippine Pesos: Twenty Million (₱20,000,000.00) and cancel 20,000,000 Preferred Shares Series B with a par value of Philippine Pesos: One (₱1.00) per share.**

8. Notices of the Special Stockholders Meeting were published on 10 and 11 January 2024 in The Philippine Star and BusinessWorld, both newspapers in general circulation. These notices were also posted on their online platforms on the same dates. Copies of the Affidavits of Publication from the foregoing newspapers both dated 10 January 2024 are attached as **Annexes B and B-1** hereof.

9. Following the foregoing approvals of the stockholders, the authorized capital stock will now be **Philippine Pesos: Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82)** divided into ₱2,946,257,135.82 of common shares consisting of 16,368,095,199 common shares with a par

¹ Not listed with the Philippine Stock Exchange.

value of ₱0.18 per share and **Philippine Pesos: Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of ₱1.00 per share**, to wit:

<u>Authorized Capital Stock</u>	₱3,026,257,135.82 divided into:
16,368,095,199	common shares at ₱0.18 par value per share
80,000,000	preferred shares at ₱1.00 par value per share divided into:
	a. 12,500,000 Preferred Shares Series A
	b. 10,000,000 Preferred Shares Series C
	c. 6,000,000 Preferred Shares Series D, and
	d. 50,000,000 Preferred Shares.

10. On 31 January 2024, the Board of Directors approved the issuance of 14,000,000 cumulative, non-voting, non-participating, non-convertible Peso-denominated Preferred Shares Series E at an offer price of ₱1.00 per share, where 1,500,000 preferred shares will be issued from the existing authorized capital stock of the Corporation, and 12,500,000 preferred shares will come from the increase of 50,000,000 preferred shares as approved by the stockholders during the abovementioned Special Stockholders Meeting, and subject also to the following terms and conditions:

Dividend Rate	The Preferred Shares Series E will, subject to certain dividend payment conditions, bear cumulative, non-participating cash dividends based on the offer price, payable annually on every anniversary of the Issue Date. The dividend rate shall be 100 basis points below the dividend rate of other preferred shares to be issued by the Corporation subsequently to the public (the "Public Preferred Shares").
Optional Redemption	Applicable only if all other preferred shares ranking <i>pari passu</i> with the Public Preferred Shares have been fully redeemed.
No Sinking Fund	The Corporation has not established, and currently has no plans to establish, a sinking fund for the redemption of the Preferred Shares Series E.
Liquidation Rights	Rank junior to all other series of preferred shares to be subsequently offered to the public.
Status of the Series E Preferred Shares in relation to the declaration and payment of dividends, redemption and liquidation	The Preferred Shares Series E will be subordinated to the Public Preferred Shares. Accordingly, the obligations of the Corporation under the Series E Preferred Shares will not be satisfied unless the Corporation can satisfy in full all of its other obligations ranking senior to the

	Preferred Shares Series A and Series E, including the Public Preferred Shares.
Governing Law	The Preferred Shares Series E will be issued pursuant to the laws of the Republic of the Philippines.

11. On **02 February 2024**, Manchesterland Properties, Inc., a wholly owned subsidiary of the Corporation, subscribed to 1,500,000 Preferred Shares Series E issued from the authorized capital stock of the Corporation at a subscription price of Philippine Pesos: One (₱1.00) per share, and fully paid in cash the amount of Philippine Pesos: One Million Five Hundred Thousand (₱1,500,000.00).

12. Manchesterland Properties, Inc. also subscribed on **02 February 2024** to 12,500,000 Preferred Shares Series E which will be issued from the increase of the Corporation's authorized capital stock by 50,000,000 preferred shares as approved by the stockholders during the abovementioned Special Stockholders Meeting, and partially paid Philippine Pesos: Three Million One Hundred Twenty Five Thousand (₱3,125,000.00) in cash on the same date in compliance with the requirement of Section 37 of the Revised Corporation Code that at least twenty-five percent (25%) of the increase in capital stock should be subscribed and at least twenty-five percent (25%) of the amount subscribed should be paid in actual cash, to wit:

Name, Nationality, Address	Preferred Shares Subscribed	Amount Subscribed	Amount Paid in Cash
Manchesterland Properties, Inc.	1,500,000	₱1,500,000.00	₱1,500,000.00
Filipino 7/F Arthaland Century Pacific Tower, 5 th Avenue Corner 30 th Street, Bonifacio Global City, Taguig City 1634	12,500,000	₱12,500,000.00	₱3,125,000.00
TOTAL	14,000,000	₱14,000,000.00	₱4,625,000.00

13. Additional Paid In Capital with respect to the cancellation of the Preferred Shares Series B is Philippine Pesos: One Billion Nine Hundred Fifty Six Million Four Hundred Forty-one Thousand Five Hundred Forty-one (₱1,956,441,541.00).

14. There is no bonded indebtedness to be created, incurred, or increased by reason of the decrease and subsequent increase of the Corporation's authorized capital stock.

15. The foregoing proposed changes to the authorized capital stock of the Corporation comply with the requirements of Section 37 of the Revised Corporation Code of the Philippines.

16. This Certificate is issued in compliance with the requirements of the Securities and Exchange Commission for the foregoing decrease and subsequent increase of the Corporation's authorized capital stock.

[Signature page follows.]

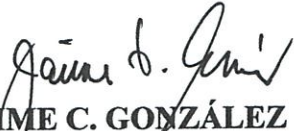
IN WITNESS WHEREOF, we have hereunto set our hands on the date and at the place indicated below.



RIVA KRISTINE V. MAALA
Corporate Secretary



ERNEST K. CUYEGKENG
Chairman of the Board



JAIME C. GONZÁLEZ
Vice Chairman and President



RICARDO GABRIEL T. PO
Vice Chairman



CORNELIO S. MAPA, JR.
Director/EVP and Treasurer



JAIME ENRIQUE Y. GONZÁLEZ
Director



CHRISTOPHER PAULUS NICOLAS T. PO
Director



DENISE LOREENA V. DE CASTRO
Independent Director




HANS B. SICAT
Independent Director



ANDRES B. STA. MARIA
Independent Director

SUBSCRIBED AND SWORN to before me, this JAN 31 2024 in Taguig City,
by the foregoing who each exhibited to me their competent evidence of identity as reflected
below their respective names.

Doc. No. 343
Page No. 70
Book No. 8
Series of 2024.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A-6123308 Jan. 2, 2024, Taguig City
IBP No. 326824 / 12/11/23 RSM (FOR YR. 2024)
ROLL No. 41969
MCLE/COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)

Republic of the Philippines)
City of Taguig) SS.

TREASURER'S AFFIDAVIT

I, **CORNELIO S. MAPA, JR.**, of legal age, with office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, subscribing under oath, do hereby certify, as follows:

1. I am the duly elected and incumbent Director and Treasurer of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634.

2. Of the increase in the preferred shares of the authorized capital stock amounting to Philippine Pesos: Fifty Million (₱50,000,000.00) divided into fifty million (50,000,000) preferred shares with a par value of Philippine Peso: One (₱1.00) per share, Manchesterland Properties, Inc. subscribed on **02 February 2024** to twelve million five hundred thousand (12,500,000) preferred shares in the amount of Philippines Pesos: Twelve Million Five Hundred Thousand (₱12,500,000.00) and on the same date, partially paid Philippine Pesos: Three Million One Hundred Twenty Five Thousand (₱3,125,000.00) in cash, in compliance with the requirement of Section 37 of the Revised Corporation Code that at least twenty-five percent (25%) of the increase in capital stock should be subscribed and at least twenty-five percent (25%) of the amount subscribed should be paid in actual cash, to wit:

Name, Nationality, Address	Preferred Shares Subscribed	Amount Subscribed	Amount Paid in Cash
Manchesterland Properties, Inc. Filipino 7/F Arthaland Century Pacific Tower, 5 th Avenue Corner 30 th Street, Bonifacio Global City, Taguig City 1634	12,500,000	₱12,500,000.00	₱3,125,000.00

3. The Corporation received the total amount of Philippine Pesos: Three Million One Hundred Twenty Five Thousand (₱3,125,000.00) in cash as full payment for the foregoing subscription.

SIGNED on the date and at the place indicated below.




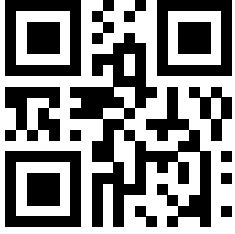
CORNELIO S. MAPA, JR.

Director/Treasurer and Executive Vice President

SUBSCRIBED AND SWORN to before me, this FEB 12 2024 in **Taguig City**,
by **Cornelio S. Mapa, Jr.** who exhibited to me expiring on
issued by the **Department of Foreign Affairs, National Capital Region,**
Philippines.

Doc. No. 110
Page No. 23
Book No. W
Series of **2024.**


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A-6123306 Jan. 2, 2024, Taguig City
IBP No. 326534/12/11/23 RSM (FOR YR. 2024)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)



Machine Validation:

VALID UNTIL: JULY 13, 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. 20240529-10751148

DATE 05/29/2024	RESPONSIBILITY CENTER CRMD
PAYOR: ARTHALAND CORPORATION TAGUIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		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: bearceo	Amount in words: ONE THOUSAND FORTY PESOS AND 00/100
Remarks: FOR ENABLING RESOLUTION	

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 JULY 13, 2024.
- Accepted modes of payment at Landbank branches:
 1. Cash
 2. 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:
 1. Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 2. 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
 3. 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

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM



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

electronic Official Receipt

Transaction Details

eOR Number	20240530-PM-0070121-16
Transaction Number	415102389091
Payment Date	May 30, 2024 10:43 AM
Payment Scheme	master-card
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20240529-10751148
PAF Date	2024-05-29 19:23:19
Payor Name	ARTHALAND CORPORATION
Payor Address	TAGUIG CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	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.



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. AS94007160

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

ARTHALAND CORPORATION

(Amending Articles VII by decreasing Authorized Capital thereof)

copy annexed, adopted on May 4, 2022 by a majority vote of the Board of Directors and on June 24, 2022 confirmed and ratified on January 31, 2024 by the vote of the stockholders owning or representing more than sixty-seven percent (67%) 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 14th day of August, Twenty Twenty-Four.


GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

JMP/iao

AMENDED ARTICLES OF INCORPORATION

ARTHALAND CORPORATION

formerly EIB Realty Developers, Inc.
(As amended on 30 March 2011 and 24 June 2011)

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of legal age, a majority of whom are citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE CERTIFY THAT:

FIRST – That the name of the Corporation shall be:

ARTHALAND CORPORATION

formerly EIB Realty Developers, Inc.
(As amended on 27 November 2008)

SECOND – That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To principally engage in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transaction concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of corporate business, and to pay in cash, shares of its capital stock debentures and other evidences of indebtedness of other securities, as may be deemed expedient, for any business of 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 evidences 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 evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the



Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

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

5. To enter into lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession or cooperation with any corporation, association, partnership syndicate, entity, person or government, 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;

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

7. To establish and operate one or more branch offices of other 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; and,

8. To conduct and transact any and all lawful business and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes of the exercise of any one or more of the powers herein enumerated, or which shall at anytime appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD – That the place where the principal office of the Corporation is to be established or located is 7/F ArthaLand Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City, Philippines (*As amended on 29 June 2018*).

FOURTH – That the term for which said Corporation is to exist is FIFTY (50) years from the date and after the date of incorporation.

FIFTH – That the names, citizenship and residences of the incorporators are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila
JOSUE A. CAMBA, JR	Filipino	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila

ANNEX "A"

CORAZON M. BEJASA	Filipino	30 Amethyst Street Greenheights Subd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF Resort Village, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SIXTH – That the number of directors of the Corporation shall be nine (9) and the names, citizenship and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-laws are as follows (*As amended on 30 March 2011 and 24 June 2011*):

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila
JOSUE A. CAMBA, JR	American	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila
CORAZON M. BEJASA	Filipino	30 Amethyst Street Greenheights Subd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF Resort Village, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Seventy Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,976,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Thirty Million (₱30,000,000.00) of preferred shares consisting of 30,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share. (*As amended on 24 June 2022*)

The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

ANNEX "A"

The shares of stock of the corporation are not subject to pre-emptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. *(As amended on 07 September 2016)*

EIGHT – That the amount of said capital stock, which has been actually subscribed, is ONE HUNDRED MILLION PESOS (₱100,000,000.00), Philippine currency, and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names set out after their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Urbancorp Investment Inc.	Filipino	999,995	₱99,999,500.00
Teodoro C. Borlongan	Filipino	1	100.00
Josue A. Camba, Jr.	American	1	100.00
Nida S. Santos	Filipino	1	100.00
Corazon M. Bejasa	Filipino	1	100.00
Dennis D. Decena	Filipino	1	100.00
		=====	=====
		1,000,000	₱100,000,000.00

NINTH – That the following persons have paid on the shares of capital stock for which they have subscribed the amounts, set out after their respective names:

<u>Name</u>	<u>Amount Paid</u>
Urbancorp Investment, Inc.	₱ 29,999,500.00
Teodoro C. Borlongan	100.00
Josue A. Camba, Jr.	100.00
Nida S. Santos	100.00
Corazon M. Bejasa	100.00
Dennis D. Decena	100.00
	=====
	₱ 30,000,000.00

TENTH – That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ELEVENTH – That NIDA S. SANTOS has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such treasurer she has been authorized

ANNEX "A"

to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of July 1994 at Makati, Metro Manila, Philippines.

(Sgd) TEODORO C. BORLONGAN

(Sgd) JOSUE A. CAMBA, JR.

(Sgd) CORAZON M. BEJASA

(Sgd) DENNIS D. DECENA

(Sgd) NIDA S. SANTOS

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) SS.

BEFORE ME, a Notary Public for and in Makati, Metro Manila, Philippines, this 21st of July 1994, personally appeared the following:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
TEODORO C. BORLONGAN	2250528	2.18.94/ Makati
JOSUE A. CAMBA, JR.	793308842	4.11.94/ Pasig
NIDA S. SANTOS	22516804	2.17.94/ Makati
CORAZON M. BEJASA	22520525	2.18.94/ Makati
DENNIS D. DECENA	22520528	2.18.94/Makati

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 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.

Doc. No. 350
Page No. 71
Book No. IV
Series of 1994.

(SGD.) MA. ESMERALDA R. CUNANAN
Notary Public
Until December 31, 1995
PTR No. 1781153
Issued at Quezon City on January 13, 1994



DIRECTORS' CERTIFICATE
*(On the Amendment of the Articles of Incorporation
to Decrease the Authorized Capital Stock)*

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting the majority of the incumbent members of the Board of Directors and the Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with principal office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, after having been duly sworn in accordance with law, hereby certify, as follows:

1. The Amended Articles of Incorporation hereto attached as **Annex A** is the full, true and complete copy of the Corporation's Articles of Incorporation and reflects the changes in its authorized capital stock as approved by at least the majority vote of the Board of Directors during the meeting held *via* remote communication on **04 May 2022**, and by the stockholders representing more than sixty-seven percent (67%) of all outstanding capital stock of the Corporation entitled and qualified to vote at the duly called and convened Annual Stockholders Meeting held on **24 June 2022** also *via* remote communication.

2. At the Annual Stockholders Meeting on **24 June 2022**, stockholders representing more than sixty-seven percent (67%) of all outstanding common shares of the Corporation entitled and qualified to vote approved the amendment of Article SEVENTH of the Articles of Incorporation of the Corporation for purposes of decreasing its authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00) with the cancellation 20,000,000 Preferred Shares Series B with a par value of Philippine Pesos: One (₱1.00) per share.

3. The following resolution was thus approved by the stockholders:

*Amendment of Articles of Incorporation – Decrease of Authorized Capital Stock
with Cancellation of 20.0M Preferred Shares*

“RESOLVED, the authorized capital stock of the Corporation be, as it is hereby, decreased by ₱20,000,000.00 with the cancellation of 20,000,000 preferred shares Series B presently recorded as treasury shares.

“RESOLVED, FURTHER that the following amendment to Article Seventh of the Corporation's Articles of Incorporation be, as it is hereby, APPROVED, CONFIRMED:

“SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Seventy Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,976,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares

consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Thirty Million (₱30,000,000.00) of preferred shares consisting of 30,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

“The preferred shares shall have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

“The shares of stock of the corporation are not subject to pre-emptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.

“RESOLVED, FINALLY, that Management is authorized to effect modifications in language on the above amendment of the Corporation’s Articles of Incorporation to satisfy the requirements imposed by regulatory agencies that will approve the same.”

- 0 -

4. The amendments made to Article SEVENTH of the Articles of Incorporation of the Corporation are outlined in the table below:

<u>Article</u>	<u>Current Provision (as of 29 June 2018)</u>	<u>Proposed Amendment (as of 22 June 2022)</u>
SEVENTH	That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Ninety Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,996,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Fifty Million (₱50,000,000.00) of preferred shares consisting of 50,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share. The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.	That the authorized capital stock of the Corporation is Philippine Pesos: <u>Two Billion Nine Hundred Seventy Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,976,257,135.82)</u> divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: <u>Thirty Million (₱30,000,000.00) of preferred shares consisting of 30,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share. (As amended on 24 June 2022)</u> The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

	The shares of stock of the corporation are not subject to preemptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. <i>(As amended on 07 September 2016)</i>	The shares of stock of the corporation are not subject to preemptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. <i>(As amended on 07 September 2016)</i>
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[Signature page follows.]



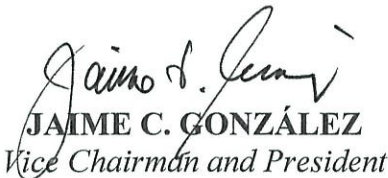
IN WITNESS WHEREOF, we have hereunto set our hands on the date and at the place indicated below.



RIVA KRISTINE V. MAALA
Corporate Secretary

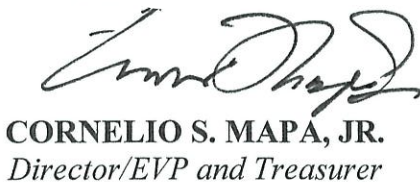


ERNEST K. CUYEGKENG
Chairman of the Board



JAIME C. GONZÁLEZ
Vice Chairman and President

RICARDO GABRIEL T. PO
Vice Chairman



CORNELIO S. MAPA, JR.
Director/EVP and Treasurer



JAIME ENRIQUE V. GONZÁLEZ
Director

CHRISTOPHER PAULUS NICOLAS T. PO
Director



DENISE LOREENA V. DE CASTRO
Independent Director



HANS B. SICAT
Independent Director




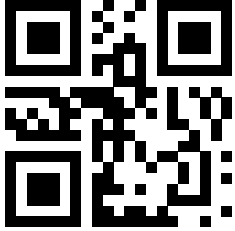
ANDRES B. STA. MARIA
Independent Director

SUBSCRIBED AND SWORN to before me, this JUL 08 2024 in **Taguig City**, by the foregoing who each exhibited to me their competent evidence of identity as reflected below their respective names.

Doc. No. 204
Page No. 43
Book No. 34
Series of **2024**.




GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A-61/23305 Jan. 2, 2024, Taguig City
IBP No. 326534 /12/11/23 RSM (FOR YR. 2024)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)



Machine Validation:

VALID UNTIL: JULY 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. 20240614-10839835

DATE 06/14/2024	RESPONSIBILITY CENTER CRMD
PAYOR: ARTHALAND CORPORATION TAGUIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Decrease Authorized in Capital Stock (All others)		4020102000 (606)	3,000.00
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Increase of Authorized in Capital Stock		4020102000 (606)	100,000.00
Legal Research Fee (A0823)		2020105000 (131)	1,040.00
Documentary Stamp Tax	3	4010401000 (4010401)	90.00
TOTAL AMOUNT TO BE PAID			Php 105,130.00
Assessed by: jmppascual		Amount in words: ONE HUNDRED FIVE THOUSAND ONE HUNDRED THIRTY PESOS AND 00/100	
Remarks:			

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	104,000.00	3752-2220-44
SEC BTR Account - LRF	1,040.00	3402-2319-20
SEC BIR - DST	90.00	3752-2220-60
TOTAL	Php 105,130.00	

NOTES:

- A. The Payment Assessment Form (PAF) is valid until JULY 29, 2024.
- B. Accepted modes of payment at Landbank branches:
- Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- D. 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
- E. 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

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM



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

electronic Official Receipt

Transaction Details

eOR Number	20240619-LBP-0029557-35
Payment Date	June 18, 2024
Payment Scheme	Landbank Over-the-Counter
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20240614-10839835
PAF Date	2024-06-14 14:34:58
Payor Name	ARTHALAND CORPORATION
Payor Address	TAGUIG CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Increase of Authorized in Capital Stock	4020102000(606)	100,000.00
3	Decrease Authorized in Capital Stock (All others)	4020102000(606)	3,000.00
4	Documentary Stamp Tax	4010401000(4010401)	90.00
5	Legal Research Fee (A0823)	2020105000(131)	1,040.00
TOTAL			105,130.00

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



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. AS94007160

CERTIFICATE OF APPROVAL OF DECREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the decrease of capital stock of the

ARTHALAND CORPORATION

from P2,996,257,135.82 divided into 16,368,095,199 common shares of the par value of P0.18 each and 50,000,000 preferred shares of the par value of P1.00 each, to P2,976,257,135.82 divided into 16,368,095,199 common shares of the par value of P0.18 each and 30,000,000 preferred shares of the par value of P1.00 each, approved by majority of the Board of Directors on May 4, 2022 and by the vote of the stockholders owning or representing seventy and nine hundredths percent (70.09%) of the outstanding capital stock at a meeting held on June 24, 2022, certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Decrease of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto 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 14th day of August, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

JMP/100



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

electronic Official Receipt

Transaction Details

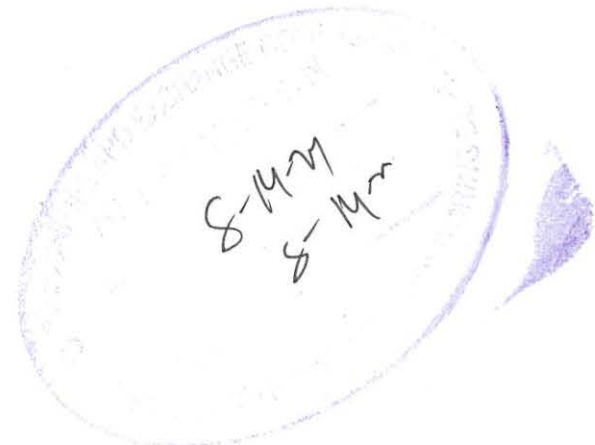
eOR Number	20240619-LBP-0029557-35
Payment Date	June 18, 2024
Payment Scheme	Landbank Over-the-Counter
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20240614-10839835
PAF Date	2024-06-14 14:34:58
Payor Name	ARTHALAND CORPORATION
Payor Address	TAGUIG CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Increase of Authorized in Capital Stock	4020102000(606)	100,000.00
3	Decrease Authorized in Capital Stock (All others)	4020102000(606)	3,000.00
4	Documentary Stamp Tax	4010401000(4010401)	90.00
5	Legal Research Fee (A0823)	2020105000(131)	1,040.00
TOTAL			105,130.00

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





Machine Validation:

VALID UNTIL: JULY 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. 20240614-10839835

DATE 06/14/2024	RESPONSIBILITY CENTER CRMD
PAYOR: ARTHALAND CORPORATION TAGUIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Decrease Authorized in Capital Stock (All others)		4020102000 (606)	3,000.00
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Increase of Authorized in Capital Stock		4020102000 (606)	100,000.00
Legal Research Fee (A0823)		2020105000 (131)	1,040.00
Documentary Stamp Tax	3	4010401000 (4010401)	90.00
TOTAL AMOUNT TO BE PAID			Php 105,130.00

Assessed by: jmpascual	Amount in words: ONE HUNDRED FIVE THOUSAND ONE HUNDRED THIRTY PESOS AND 00/100
Remarks:	

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	104,000.00	3752-2220-44
SEC BTR Account - LRF	1,040.00	3402-2319-20
SEC BIR - DST	90.00	3752-2220-60
TOTAL	Php 105,130.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until JULY 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

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT OF AOI

SEC Registration Number

A S 9 4 0 0 7 1 6 0

Former Company Name

A R T H A L A N D C O R P O R A T I O N

AMENDED TO:
New Company Name

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

7 F A R T H A L A N D C E N T U R Y P A C I F I C

T O W E R , 5 T H A V E . C O R . 3 0 T H S T R E E T

B G C , T A G U I G C I T Y

ZIP CODE

1 6 3 4

COMPANY INFORMATION

Company Email Address

ALCO@arthaland.com

Company's Telephone Number/s

(02) 8403-6910

Mobile Number

+63 917 509 3413

CONTACT PERSON INFORMATION

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

Name of Contact Person

Atty. Riva Khristine V. Maala

Email Address

rvmaala@arthaland.com

Telephone Number/s

(02) 8403-6910

Mobile Number

+63 917 509 3413

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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



CERTIFICATE

Decrease of Authorized Capital Stock with the Cancellation of 20.0M Preferred Shares Series B, and Increase of Authorized Capital Stock with the creation of 50.0M Preferred Shares

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting the majority of the incumbent members of the Board of Directors and the Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with principal office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, after having been duly sworn in accordance with law, hereby certify, as follows:

1. The amendment of Article SEVENTH of the Articles of Incorporation of the Corporation for purposes of decreasing the authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00) with the cancellation of 20,000,000 preferred shares with a par value of Philippine Pesos: One (₱1.00) per share had been approved by the majority vote of its Board of Directors at the meeting held on 04 May 2022 via remote communication, and by the stockholders representing 3,727,675,057 common shares or 70.09% of all outstanding common shares of the Corporation entitled to notice of and qualified to vote at the duly called and convened Annual Stockholders' Meeting held on 24 June 2022 also via remote communication.

2. Notices of the 2022 Annual Stockholders' Meeting, which included in its agenda the approval of the foregoing decrease in the authorized capital stock of the Corporation, were published on 02 and 03 June 2022 in The Philippine Star and BusinessWorld, both newspapers in general circulation. These notices were also posted on their online platforms on the same dates. Copies of the Affidavits of Publication from the foregoing newspapers both dated 03 June 2022 are attached as **Annexes A and A-1** hereof.

3. The decrease of the authorized capital stock to cancel 20,000,000 preferred shares is due to the redemption of Preferred Shares Series B on 06 December 2021 from the holders thereof pursuant to the *Offer Supplement to the Prospectus* dated 21 November 2016 (the "Prospectus") which stated the Corporation's option to redeem said shares on the fifth (5th) anniversary of its listing date, or on 06 December 2016, at the redemption price equal to the offer price plus any accrued and unpaid cash dividends due. Upon redemption, the 20,000,000.00 Preferred Shares Series B were recorded as treasury shares of the Corporation.

4. On 05 December 2021, prior to the redemption of the Preferred Shares Series B, the authorized capital stock of the Corporation was as follows:

<u>Authorized Capital Stock</u>	₱2,996,257,135.82 divided into:
16,368,095,199	common shares at ₱0.18 par value per share

50,000,000	preferred shares at ₱1.00 par value per share divided into: a. 12,500,000 Preferred Shares Series A ¹ b. 20,000,000 Preferred Shares Series B c. 10,000,000 Preferred Shares Series C, and d. 6,000,000 Preferred Shares Series D.
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5. Following the approval of the stockholders during the 2022 Annual Stockholders Meeting to decrease the authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00), the Corporation's authorized capital stock became, as follows:

<u>Authorized Capital Stock</u>	<u>₱2,976,257,135.82</u> divided into:
16,368,095,199	common shares at ₱0.18 par value per share
<u>30,000,000</u>	preferred shares at ₱1.00 par value per share divided into: a. 12,500,000 Preferred Shares Series A b. 10,000,000 Preferred Shares Series C, and c. 6,000,000 Preferred Shares Series D.
<u>20,000,000</u>	<u>Treasury Shares</u>

6. The approval of the stockholders during the 2022 Annual Stockholders Meeting has not been revoked and remains valid.

7. Subsequently, the Corporation, by the affirmative vote of at least a majority of its Board of Directors at the meeting held on **13 December 2023** via remote communication, and its stockholders representing **3,727,670,065** common shares and **12,500,000** preferred shares, or **69.95%** of all outstanding shares of the Corporation entitled to notice of and qualified to vote at the duly called and convened Special Stockholders Meeting held on **31 January 2024** also via remote communication, approved to amend Article SEVENTH of the Articles of Incorporation to increase the authorized capital stock of the Corporation by **Philippine Pesos: Fifty Million (₱50,000,000.00) through the creation of 50,000,000 preferred shares with a par value of Philippine Pesos: One (₱1.00) per share.** Moreover, the same stockholders also confirmed and ratified their previous approval of the decrease in the authorized capital stock by **Philippine Pesos: Twenty Million (₱20,000,000.00) and cancel 20,000,000 Preferred Shares Series B with a par value of Philippine Pesos: One (₱1.00) per share.**

8. Notices of the Special Stockholders Meeting were published on 10 and 11 January 2024 in The Philippine Star and BusinessWorld, both newspapers in general circulation. These notices were also posted on their online platforms on the same dates. Copies of the Affidavits of Publication from the foregoing newspapers both dated 10 January 2024 are attached as **Annexes B and B-1** hereof.

9. Following the foregoing approvals of the stockholders, the authorized capital stock will now be **Philippine Pesos: Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82)** divided into ₱2,946,257,135.82 of common shares consisting of 16,368,095,199 common shares with a par

¹ Not listed with the Philippine Stock Exchange.

value of ₱0.18 per share and **Philippine Pesos: Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of ₱1.00 per share**, to wit:

<u>Authorized Capital Stock</u>	₱3,026,257,135.82 divided into:
16,368,095,199	common shares at ₱0.18 par value per share
80,000,000	preferred shares at ₱1.00 par value per share divided into:
	a. 12,500,000 Preferred Shares Series A
	b. 10,000,000 Preferred Shares Series C
	c. 6,000,000 Preferred Shares Series D, and
	d. 50,000,000 Preferred Shares.

10. On 31 January 2024, the Board of Directors approved the issuance of 14,000,000 cumulative, non-voting, non-participating, non-convertible Peso-denominated Preferred Shares Series E at an offer price of ₱1.00 per share, where 1,500,000 preferred shares will be issued from the existing authorized capital stock of the Corporation, and 12,500,000 preferred shares will come from the increase of 50,000,000 preferred shares as approved by the stockholders during the abovementioned Special Stockholders Meeting, and subject also to the following terms and conditions:

Dividend Rate	The Preferred Shares Series E will, subject to certain dividend payment conditions, bear cumulative, non-participating cash dividends based on the offer price, payable annually on every anniversary of the Issue Date. The dividend rate shall be 100 basis points below the dividend rate of other preferred shares to be issued by the Corporation subsequently to the public (the "Public Preferred Shares").
Optional Redemption	Applicable only if all other preferred shares ranking <i>pari passu</i> with the Public Preferred Shares have been fully redeemed.
No Sinking Fund	The Corporation has not established, and currently has no plans to establish, a sinking fund for the redemption of the Preferred Shares Series E.
Liquidation Rights	Rank junior to all other series of preferred shares to be subsequently offered to the public.
Status of the Series E Preferred Shares in relation to the declaration and payment of dividends, redemption and liquidation	The Preferred Shares Series E will be subordinated to the Public Preferred Shares. Accordingly, the obligations of the Corporation under the Series E Preferred Shares will not be satisfied unless the Corporation can satisfy in full all of its other obligations ranking senior to the

	Preferred Shares Series A and Series E, including the Public Preferred Shares.
Governing Law	The Preferred Shares Series E will be issued pursuant to the laws of the Republic of the Philippines.

11. On **02 February 2024**, Manchesterland Properties, Inc., a wholly owned subsidiary of the Corporation, subscribed to 1,500,000 Preferred Shares Series E issued from the authorized capital stock of the Corporation at a subscription price of Philippine Pesos: One (₱1.00) per share, and fully paid in cash the amount of Philippine Pesos: One Million Five Hundred Thousand (₱1,500,000.00).

12. Manchesterland Properties, Inc. also subscribed on **02 February 2024** to 12,500,000 Preferred Shares Series E which will be issued from the increase of the Corporation's authorized capital stock by 50,000,000 preferred shares as approved by the stockholders during the abovementioned Special Stockholders Meeting, and partially paid Philippine Pesos: Three Million One Hundred Twenty Five Thousand (₱3,125,000.00) in cash on the same date in compliance with the requirement of Section 37 of the Revised Corporation Code that at least twenty-five percent (25%) of the increase in capital stock should be subscribed and at least twenty-five percent (25%) of the amount subscribed should be paid in actual cash, to wit:

Name, Nationality, Address	Preferred Shares Subscribed	Amount Subscribed	Amount Paid in Cash
Manchesterland Properties, Inc.	1,500,000	₱1,500,000.00	₱1,500,000.00
Filipino 7/F Arthaland Century Pacific Tower, 5 th Avenue Corner 30 th Street, Bonifacio Global City, Taguig City 1634	12,500,000	₱12,500,000.00	₱3,125,000.00
TOTAL	14,000,000	₱14,000,000.00	₱4,625,000.00

13. Additional Paid In Capital with respect to the cancellation of the Preferred Shares Series B is Philippine Pesos: One Billion Nine Hundred Fifty Six Million Four Hundred Forty-one Thousand Five Hundred Forty-one (₱1,956,441,541.00).

14. There is no bonded indebtedness to be created, incurred, or increased by reason of the decrease and subsequent increase of the Corporation's authorized capital stock.

15. The foregoing proposed changes to the authorized capital stock of the Corporation comply with the requirements of Section 37 of the Revised Corporation Code of the Philippines.

16. This Certificate is issued in compliance with the requirements of the Securities and Exchange Commission for the foregoing decrease and subsequent increase of the Corporation's authorized capital stock.

[Signature page follows.]

IN WITNESS WHEREOF, we have hereunto set our hands on the date and at the place indicated below.

RIVA KHRISTINE V. MAALA
Corporate Secretary

ERNEST K. CUYEGKENG
Chairman of the Board

JAIME C. GONZÁLEZ
Vice Chairman and President

RICARDO GABRIEL T. PO
Vice Chairman

CORNELIO S. MAPA, JR.
Director/EVP and Treasurer

JAIME ENRIQUE Y. GONZÁLEZ
Director

CHRISTOPHER PAULUS NICOLAS T. PO
Director


DENISE LOREENA V. DE CASTRO
Independent Director

HANS B. SICAT
Independent Director

ANDRES B. STA. MARIA
Independent Director

SUBSCRIBED AND SWORN to before me, this JAN 31 2024 in Taguig City,
by the foregoing who each exhibited to me their competent evidence of identity as reflected
below their respective names.

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Page No. 70
Book No. 8
Series of 2024.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A-6123309 Jan. 2, 2024, Taguig City
IBP No. 326924 / 12/11/23 RSM (FOR YR. 2024)
ROLL No. 41989
MCLE/COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)



SECRETARY'S CERTIFICATE

I, **RIVA KHRISTINE V. MAALA**, of legal age, with office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, subscribing under oath, do hereby certify, as follows:

1. I am the incumbent and duly elected Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634.

2. During the duly called and convened Annual Stockholders' Meeting held on **24 June 2022** *via* remote communication, the stockholders of the Corporation owning at least sixty-seven (67%) of the outstanding common shares of the Corporation approved the amendment of its Articles of Incorporation to decrease the authorized capital stock by Philippine Pesos: Twenty Million (₱20,000,000.00) with the cancellation of the 20,000,000 Preferred Shares Series B with a par value of Philippine Pesos: One (₱1.00) per share.

3. Thereafter, during the duly called and convened Special Stockholders' Meeting held on **31 January 2024** *via* remote communication, the stockholders of the Corporation owning at least sixty-seven (67%) of the outstanding shares of the Corporation approved, confirmed and ratified the foregoing decrease in the authorized capital stock, and further approved the increase of the authorized capital stock by Philippines Pesos: Fifty Million (₱50,000,000.00) with the creation of 50,000,000 preferred shares at Philippine Pesos: One (₱1.00) par value per share.

4. The lists of the Corporation's stockholders with their respective nationalities, and their subscribed and paid-up capital before and after the changes to the authorized capital stock are attached, as follows:

- | | |
|----------------|---|
| Annex A | Stockholders BEFORE the approval of the decrease on 24 June 2022 |
| Annex B | Stockholders BEFORE the approval of the increase on 31 January 2024 |
| Annex C | Stockholders AFTER the approval of the decrease and increase on 31 January 2024 |


5. As provided in the last paragraph of Article SEVENTH of the Articles of Incorporation of the Corporation, the shares of stock of the Corporation are not subject to preemptive rights of stockholders and may be issued from the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.

6. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving any 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.


7. I am executing this Secretary's Certificate to attest to the truth of the foregoing and in compliance with the requirements of the Securities and Exchange Commission for the amendment of the Corporation's Articles of Incorporation.

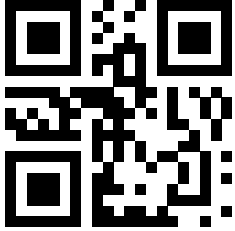
SIGNED on the date and at the place indicated below.


RIVA KHRISTINE V. MAALA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this **FEB 12 2024** in **Taguig City**,
by **Riva Khristine V. Maala** who exhibited to me and issued by the
Philippines. expiring on

Doc. No. 109
Page No. 23
Book No. W
Series of **2024**.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A-6127305 Jan. 2, 2024, Taguig City
IBP No. 326524 / 12/11/23 RSM (FOR YR. 2024)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)



Machine Validation:

VALID UNTIL: JULY 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. 20240614-10839835

DATE 06/14/2024	RESPONSIBILITY CENTER CRMD
PAYOR: ARTHALAND CORPORATION TAGUIG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Decrease Authorized in Capital Stock (All others)		4020102000 (606)	3,000.00
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Increase of Authorized in Capital Stock		4020102000 (606)	100,000.00
Legal Research Fee (A0823)		2020105000 (131)	1,040.00
Documentary Stamp Tax	3	4010401000 (4010401)	90.00
TOTAL AMOUNT TO BE PAID			Php 105,130.00

Assessed by: jmppascual	Amount in words: ONE HUNDRED FIVE THOUSAND ONE HUNDRED THIRTY PESOS AND 00/100
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Remarks:

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	104,000.00	3752-2220-44
SEC BTR Account - LRF	1,040.00	3402-2319-20
SEC BIR - DST	90.00	3752-2220-60
TOTAL	Php 105,130.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until JULY 29, 2024.
- Accepted modes of payment at Landbank branches:
 1. Cash
 2. 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:
 1. Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 2. 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
 3. 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

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM



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

electronic Official Receipt

Transaction Details

eOR Number	20240619-LBP-0029557-35
Payment Date	June 18, 2024
Payment Scheme	Landbank Over-the-Counter
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20240614-10839835
PAF Date	2024-06-14 14:34:58
Payor Name	ARTHALAND CORPORATION
Payor Address	TAGUIG CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Increase of Authorized in Capital Stock	4020102000(606)	100,000.00
3	Decrease Authorized in Capital Stock (All others)	4020102000(606)	3,000.00
4	Documentary Stamp Tax	4010401000(4010401)	90.00
5	Legal Research Fee (A0823)	2020105000(131)	1,040.00
TOTAL			105,130.00

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