



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 99905

CERTIFICATE OF FILING OF AMENDED BY-LAWS

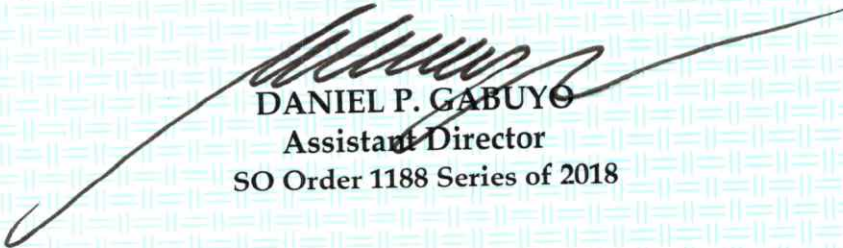
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

PHILIPPINE REALTY AND HOLDINGS CORPORATION

copy annexed, adopted on March 16, 2021 by majority vote of the Board of Directors and on June 30, 2021 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 19th day of January, Twenty Twenty Two.


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

EBC/qba

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

9 9 9 0 5

Former Company Name

P H I L I P P I N E R E A L T Y A N D H O L D I N G S
 C O R P O R A T I O N

AMENDED TO:
 New Company Name

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

O N E B A L E T E 1 B A L E T E D R I V E C O R .
 N . D O M I N G O S T . B R G Y . K A U N L A R A N
 Q U E Z O N C I T Y

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

mark.ramos@philrealty.com.ph

8631-3179

+639175096326

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. REX P. BONIFACIO

acpastelero@pastelero.law.com

8634-6486 to 88

09065046740

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor _____

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

AMENDED
BY-LAWS OF
PHILIPPINE REALTY AND HOLDINGS CORPORATION

(As Amended on June 30, 2021)

ARTICLE I

STOCKHOLDERS MEETING

Section 1. Annual Meetings. – The annual meeting of stockholders shall be held at the place where the principal office of the corporation is located during the month of June of each year at such time and date as may be determined by the Board of Directors. (Amended on June 23, 1992)

Section 2. Special Meetings. – Special meetings of the stockholders may be called by the President of the corporation or by order of the Board of Directors whenever he or they shall deem it necessary; and it shall be the duty of the President or of the Board to order or call such special meetings whenever the holders of record of not less than twenty (20) per centum of the outstanding capital stock of the corporation with voting privileges shall in writing so request.

Section 3. Notices. – Notices of the time and place of annual or special meetings of the stockholders shall be given either personally or by mail or by electronic mail or such other manner as the Securities and Exchange Commission shall allow under its guidelines, addressed to each stockholder of record entitled or not entitled to vote at the meeting at the address left by such stockholder with the Secretary of the Corporation, or at his last known address at least twenty-one (21) days prior to the date set for such meeting. (as amended on August 20, 2020 and December 8, 1995)

Section 4. Quorum. – A quorum for any meeting of the stockholders shall consist of a majority of the voting stock of the corporation, and a majority of such quorum shall decide any question at the meeting save and except in those matters where the Corporation Law requires the affirmative vote of a greater proportion.

Section 5. Order of Business - The order of business at the annual meeting of the stockholders shall be as follows:

1. Proof of the required notice of the meeting;
2. Proof of the presence of the quorum;
3. Reading of the minutes of previous meeting and action taken thereon;
4. Report of the Board of Directors;
5. Unfinished business;
6. New Business;
7. Appointment of inspectors of election to serve until the close of the next annual meeting;
8. Election of directors for the ensuing year.

The order of business to be followed at any meeting may be changed by a vote of the majority in interest of the stockholders entitled to vote at such meeting.

Section 6. Voting – At every stockholders' meeting, every stockholder entitled to vote shall be entitled to one vote for each share of stock registered in his name in the books of the corporation; provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cast his vote, at his option, in accordance with the provision of the Corporation Law. Every stockholder entitled to vote may vote personally or by proxy or via remote modes of communication or in absentia, *Provided*, That the votes are received before the tally of votes is finished. The instrument authorizing a proxy to act shall be exhibited to the Secretary of the Corporation and inspectors of election and shall be lodged with the said Secretary. (Amended on August 20, 2020)

Section 7. The Board of Directors shall set a record date, prior to each meeting of the stockholders of the corporation, for the determination of the number of shares to which each stockholder is entitled to vote at such meeting. (Amended on May 31, 1988)

Section 8. Deadline of submission of proxy – Proxies shall be submitted to the Corporate Secretary at least two (2) business days prior to the date of the meeting of Stockholders or prior to the date set by the Board of Directors for the submission thereof. (Amended on May 22, 1990).

ARTICLE II

DIRECTORS

Section 1. Board of Directors – The corporate powers of the corporation shall be exercised, its business conducted, and its property controlled by a Board of Directors by a Chairman who shall be chosen by the stockholders at the stockholders annual meeting, or at such subsequent meeting as may then be determined, and shall hold office for one year and until their successors are duly elected and qualified. The notice for election of Directors shall be given in the same manner as provided for in the case of meetings of stockholders.

Section 2. The Chairman and Vice-Chairman – The Chairman and the Vice-Chairman shall be elected by the Board from their membership. They shall perform such functions and assume such responsibilities as the Board may, from time to time, entrust or designate to them. All meetings of the Directors and Stockholders shall be presided at by the Chairman or in his absence, the Vice-Chairman designated therefore by the Board of Directors. (Amended on June 23, 1992)

Section 3. Board Meetings – The Board of Directors shall hold regular monthly meetings at such time and place as the Board may prescribe. Special meetings may be called by the Chairman of the Board or by the President in the absence of the Chairman or upon written request of two directors. Notices of all special meetings of the Board of Directors shall be mailed to each director or left at his office, or via electronic mail and such other methods allowed by the Securities and Exchange Commission at least one (1) day previous to the date fixed for the meeting. Directors who cannot physically attend meetings can participate and vote through remote communication such as videoconferencing, and such other methods allowed by the Commission, etc. (Amended on August 20, 2020 and June 30, 1987)

Section 4. Executive Committee – There shall be an Executive Committee to be composed of not less than three (3) nor more than five (5) members of the Board to be

appointed by the Board. The Executive Committee shall have the power to act on such specific matters within the competence of the Board as may be delegated to it by the Board, except with respect to those matters specifically enumerated in Section 35 of the Corporation Code of the Philippines. (Amended on May 31, 1998)

Section 5. Corporate Governance and Nomination Committee – There shall be a Corporate Governance and Nomination Committee which shall be independent and shall be composed of the at least three (3) members, and all members shall be independent directors, including the Chairman. It shall be tasked with ensuring compliance with and proper observance of corporate governance principles and practices. It shall also assume the functions that were formerly assigned to the Nomination Committee. (Amended on August 20, 2020 and October 30, 2003)

Section 6. Election of Independent Directors – The election of Independent Directors shall be made in accordance with the by-laws of the Corporation, except as otherwise provided in other parts of this by-laws and subject to pertinent existing laws, rules and regulations of the Commission.

Cumulative voting shall not apply to the election of an independent director. Single balloting for the regular and independent director/s shall be made. In case however of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

In case of resignation, disqualification or cessation of independent directorship, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Nomination Committee, otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office. (Amended on October 30, 2003)

Section 7. Audit Committee – There shall be an Audit Committee, which shall have at least three (3) members of the Board, one (1) of whom shall be an independent director who shall be the Chairman. Each member shall have an adequate understanding of accounting and finance and at least or competence at most of the company's financial management systems and environment.

The Chairman of this Committee shall be an independent director. He shall be responsible for inculcating in the minds of the Board members the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The Committee shall check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements. It shall provide oversight of the corporation's internal and external auditors and shall review and approve audit scope and frequency, and the annual audit plan. (Amended on May 16, 2005)

Section 8. Compensation and Remuneration Committee – There shall be a Compensation and Remuneration Committee, which shall be independent and shall have at least three (3) members, one of whom is an independent director.

The Committee shall establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the corporation's culture, strategy and control environment. (Amended on May 16, 2005)

Section 9. Risk Oversight Committee – The Risk Oversight Committee shall be responsible for the development and oversight of the risk management program for the Corporation. The Committee shall be composed of at least three (3) members of the Board of Directors majority of whom shall be independent directors, including the Chairman. The Chairman shall not be the Chairman of the Board or of any other committee. The Committee shall support the Board in the performance of its oversight functions of the Corporation's risk management activities through continuous input evaluation and feedback on the effectiveness of the Corporation's risk management process. (new provision-August 20, 2020)

Section 10. Related Party Transactions Committee - There shall be a Related Party Transactions Committee which shall be independent and shall be composed of at least three (3) non-executive directors, two (2) of whom should be independent directors including the Chairman. The Committee shall be tasked with reviewing, evaluating and approving material related party transactions of the Corporation. (new provision-August 20, 2020)

ARTICLE III

EXECUTIVE OFFICERS

Section 1. Officers – The executive officers of the corporation shall be a President, who shall be a member of the Board of Directors, one or more Vice-Presidents, a Treasurer and a Secretary, all of whom shall be elected by the Board.

Section 2. Election Vacancy – Officers shall be elected by each new Board of Directors at first meeting after its election. Every officers, including President, shall be subject to removal at any time by the Board of Directors. All officers shall hold office for one year and until their successors are duly elected and qualified; provided, that any officer elected to fill any vacancy shall hold office only for the unexpired term of the office filled. (Amended on June 30, 1987)

Section 3. President – The President, shall be the Chief Executive Officer of the corporation, and who must be elected by the Board from their membership. In addition to such duties as may be delegated to him by the Board of Directors, he shall preside at all meetings of the directors and the stockholders of the corporation in case of the absence of the Chairman and the Vice-Chairman. He shall have general supervision of the affairs and property of the corporation, and over its several officers and employees. He shall execute all resolutions of the Board. The President shall submit to the Board as soon as possible after the close of its fiscal year, and to the stockholders at each annual meeting, a complete report of the operations of the corporation for the preceding year, and the state of its affairs, and he shall, from time to time, report to the Board, all matters within his knowledge which the interests of the corporation may require to be brought to its notice. He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors. (amended on June 30, 2021.)

Section 4. The Executive Vice-Presidents, Senior Vice-Presidents, and Vice-Presidents – The Board of Directors shall appoint such Executive Vice-Presidents, Senior Vice-Presidents, and Vice-President who shall have such powers and perform such duties as the Board may from time to time prescribe. In case of the absence or inability of the President, the Executive Vice-President designated therefore by the Board of Directors shall exercise the powers and discharge the duties of the President. (Amended by the Board of Directors on October 24, 1995 and by the Stockholders on December 8, 1995)

Section 5. The Secretary – The Secretary shall keep the minutes of the meetings of the stockholders and of the Board of Directors, and of all committees, in a book kept for that purpose, and shall furnish a copy of all such minutes to the President of the corporation. He shall also perform such other duties as the Board of Directors may from time to time direct. He shall keep in safe custody the seal of the corporation, and when authorized by the Board of Directors, he shall affix such seal to any instrument requiring the same. The corporate seal of the corporation so affixed shall always be attested by him. He shall have charge of the stock certificate book and such other books and papers of the corporation. He shall attend to the giving and serving of all notices required by the Corporation Law or by the By-Laws.

Section 6. Treasurer – The Treasurer shall have the charge of the funds, securities, receipts and disbursements of the corporation. He shall deposit or cause to be deposited all moneys and other valuable effects of the corporation in such banks or trust companies as the Board of Directors may be designated. He shall render to the President or to the Board of Directors whenever required an account, of the financial condition of the corporation, and of all transactions made by him as Treasurer. He shall keep correct books of account of all the business transactions of the corporation.

Section 7. Assistant Treasurer – The Assistant Treasurer shall have such powers and perform such duties as the Board may from time to time prescribe. In case or the absence of the Treasurer, the Assistant Treasurer shall exercise the powers and discharge the duties of the Treasurer.

Article IV
(As Amended on June 30, 1987)

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The corporation shall indemnify every director or Officer, his heirs, executors and administrators against all costs, losses and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigate action, suit or proceeding (other than an action by the corporation) to which he may be, or is, made a party by reason of his being or having been a Director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such Director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall indubitably be determined that he entitled to be indemnified by the corporation as authorized in this Article.

ARTICLE V

COMPENSATION

Section 1. Bonus – The bonus of the members of the Board of Directors, the Officer and Employees of the corporation shall be, as it is hereby fixed to be, five (5) per centum of the net income of the corporation before bonus and taxes. Twenty-five (25) per centum of the entire bonus shall be distributed to the Officers (including the Chairman and Vice-Chairman of the Board) and Employees at such ration as may be approved by the Board of Directors. The Chairman of the Board and Vice-Chairman of the Board shall be deemed to be Officers for the purpose of this Section (Amended on June 30, 1987)

ARTICLE VI

SHARES AND THEIR TRANSFER

Section 1. Issue and transfer – The Board of Directors shall, in accordance with law, provide for the issue and transfer of shares of stock of the corporation and shall prescribe the form of the certificate book. It shall be signed by the President and countersigned by the Secretary and sealed with the seal of the corporation. Provided, however, that if a call is duly made for the payment of the balance of the subscription and the said subscriber fails to pay the said balance when due, the unpaid subscription may be disposed of and sold by the corporation, thru its duly authorized officer, to any other person, or firm. Certificate will be issued for the portion of subscription paid. The certificate of stock shall be issued in consecutive order, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person, firm, or corporation owning the stock represented by such certificate, the number of shares in respect to which the certificate is issued, and in the case of cancellation, the date thereof. Every certificate surrendered for exchange or transfer of stock shall be issued in exchange for cancelled certificate until the old certificate has been so cancelled or returned to its place in the stock book, except in the case provided for in Section 3 of this Articles.

Section 2. Stock and Transfer book – There shall be kept by the Secretary of the corporation a book to be known as the "Stock and transfer Book" containing the names, alphabetically arranged, of the stockholders of the corporation, showing their places of residence, the number of shares of stock hold by them, and the time when they respectively became the owners thereof and the amount paid by them thereon. Transfer of stock shall be made only on the transfer books of the corporation by the holder in person or by his duly authorized attorney on surrender of the duly endorsed certificate, representing the stock to be transferred. Every power of attorney or authority to transfer shall be in writing duly executed and filed with the corporation. (Amended on June 30, 1987)

Section 3. Lost or destruct or certificate – The Board of Directors may direct a new certificate of stock to be issued in the place of any certificate theretofore issued and alleged to have been lost or destroyed. The Board of Directors authorizing such issue of

a new certificate may, in its discretion, require the owner of the stock or his legal representative, to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock alleged to have been lost or destroyed, and the facts which supports its lost or destruction. The Board of Directors may also require him to give notice of such loss or destruction by publication or otherwise, as it may direct, and cause the delivery to the corporation of a bond with or without sureties in such sums as it may direct indemnifying the corporation from any claim that may be made against it by reason of the issue of such new certificate. The Board of Directors, however, may refuse, in its discretion, to issue any such new certificate except pursuant to legal proceedings made and provided for in such case.

Section 4. Compulsory Exchange of Certificate – When the Articles of Incorporation are amended in any way affecting the statements contained in the certificate for outstanding shares, or it becomes desirable for any reason to cancel any outstanding certificates for shares and issue new certificates therefore conforming to the rights of the holder, the Board of Directors may order any holder of outstanding certificates for shares to surrender and exchange them for new certificates within a reasonable time to be fixed by the Board of Directors.

ARTICLE VII

CORPORATE SEAL

Section 1. The corporate seal of the corporation unless otherwise ordered by the Board of Directors, shall be in circular in form and shall bear the words. "PHILIPPINE REALTY AND HOLDINGS CORPORATION."

AMENDMENTS

AMENDMENTS OF THE BY-LAWS

Section 1. Amendments – These by-laws or any of them may be amended or repealed by the stockholders representing the majority of the outstanding capital stock, at any regular or special meeting duly called for that purpose and approved by majority votes of the Board of Directors.

Adopted this 30th day of June 1981 in Makati, Metro Manila, Philippines, by affirmative vote of the undersigned stockholders representing the outstanding capital stock of the corporation.

MIGUEL CAMPOS

GERARDO LANUZA, JR.

IRVING I. ACKERMAN

PABLO SON KENG PO

ALFREDO WEINEKE

ERNESTO RUFINO JR.

CORAZON V. LANUZA

DIRECTOR'S CERTIFICATE



KNOWL ALL MEN BY THESE PRESENTS:


We, the undersigned majority of the Board of Directors and the Corporate Secretary of PHILIPPINE REALTY AND HOLDINGS CORPORATION, do hereby certify that the BY-LAWS of said corporation was amended by a majority vote of the directors at a regular meeting held via videoconference on March 16, 2021, and the vote of stockholders representing at least majority of the outstanding capital stock at a Stockholders' Meeting conducted virtually through videoconference on June 30, 2021 at the principal office of the Corporation.

The amended provision of the attached Amended By-Laws refer to ARTICLE III (EXECUTIVE OFFICERS), Section 3 (President).


WE FURTHER CERTIFY that attached Amended By-Laws; is true and correct copy thereof.

In witness whereof, we have hereunto signed this certificate this NOV 02 2021, 2021 at MANILA CITY day of _____



GERARDO O. LANUZA, JR.
Chairman Emeritus
TIN: 121-199-566


ANTONIO O. OLBES
Vice Chairman Emeritus
TIN: 101-887-103


GERARDO DOMENICO ANTONIO V. LANUZA
Chairman of the Board
TIN: 243-616-771


RENATO G. NUÑEZ
Vice Chairman of the Board &
Independent Director
TIN: 110-182-328


ALFREDO S. DEL ROSARIO, JR.
President and Chief Executive Officer
TIN: 108-160-980


EDMUNDO C. MEDRANO
Executive Vice President and
Chief Operating Officer and
Treasurer
TIN: 134-515-229


JOMARK C. AROLLADO
Independent Director
TIN: 243-447-217


ALFONSO MARTIN E. EIZMENDI
Independent Director
TIN: 108-170-119


ATTY. REX P. BONIFACIO
Corporate Secretary
TIN: 236-070-936

Republic of the Philippines)
PASIG CITY) SS.

SUBSCRIBED AND SWORN to before me this NOV 02 2021 day of 2021
in PASIG CITY by the above-named persons who exhibited to me their respective Tax
Identification Nos. indicated below their names.

Doc. No. 63 ;
Page No. 14 ;
Book No. 7 ;
Series of 2021.

NOTARY PUBLIC


FIDEL R. RACASA
Appointment No. 112(2021-2022)
Notary Public for and in Pasig City
Until December 31, 2022
Suite E-1503 Phil. Stock Exchange Centre
Exchange Road, Ortigas Center, Pasig City
Roll of Attorney's No. 35603
PTR No. 6514755; 01-11-21; Pasig City
IBP No. 134215 Feb. 24, 2020; Rizal
MCLE Compliance No. VII-0002442/02-24-2020