



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 160968

**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

**PEPSI-COLA PRODUCTS PHILIPPINES, INC.**  
(Amending Articles II Primary Purpose & III thereof.)

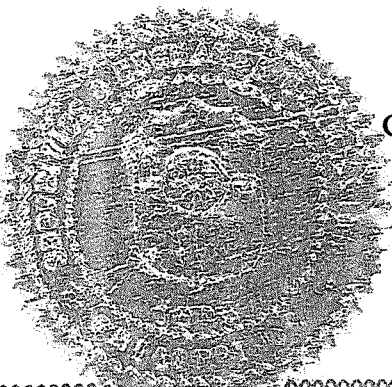
copy annexed, adopted on May 16, 2014 by majority vote of the Board of Directors and on May 30, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 27<sup>th</sup> day of August, Twenty Fourteen.

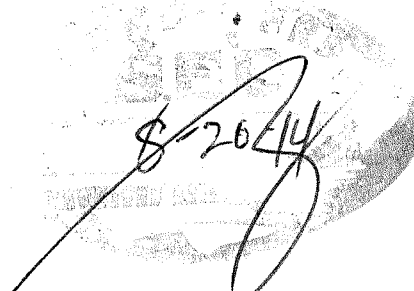
  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





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



**DIRECTORS' CERTIFICATE**

We, a majority of the members of the Board of Directors of Pepsi-Cola Products Philippines, Inc. ("Corporation") and the Corporate Secretary thereof, hereby certify that the attached Amended Articles of Incorporation of the Corporation amending the (i) SECOND Article to include "food and food products, snacks" in the primary purpose of the Corporation; and (ii) THIRD Article to state the specific principal office address of the Corporation as "Km. 29 National Road, Tunasan, Muntinlupa City, Metro Manila, Philippines", has been approved and adopted by the affirmative vote of all the members of the Board of Directors of the Corporation at its special meeting held on 16 May 2014 at the 24<sup>th</sup> Floor, Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City and via teleconference from the 5 Fl. Castle Plaza, Lotte Castle Gold, 7-18, Shinchun-Dong, Songpa-Gu, Seoul, Korea, and from the 20<sup>th</sup> Floor, Caroline Center, 28 Yun Ping Road, Causeway Bay, Hong Kong, and by the stockholders of the Corporation owning or holding at least two-thirds (2/3) of the outstanding capital stock entitled to vote at the Annual Stockholders' Meeting of the Corporation held on 30 May 2014 in Crimson Hotel Filinvest City, Alabang, Muntinlupa City. The resolutions as approved by the Board of Directors and stockholders of the Corporation are as shown below:

**Approval of Amendments to the Articles of Incorporation**

**Board Resolution No. 2013/2014-046  
Stockholders' Resolution No. 2014/2015-004**

**RESOLVED**, that the Board of Directors of Pepsi-Cola Products Philippines, Inc. (the "Corporation") hereby authorizes and approves amendments to the Second and Third Articles of the Corporation's Articles of Incorporation as follows:

**RESOLVED**, that the primary purpose of the Corporation be amended to include "food and food products, snacks", and that the Second Article be amended to read as follows:

**"SECOND.** That the purposes for which the said Corporation is formed are:

**PRIMARY PURPOSE**

To engage in, operate, conduct and maintain the business of manufacturing, importing, buying, selling, handling, distributing, trading or otherwise dealing in, at wholesale and (to the extent allowed by law) retail, food and food products, snacks, confectionery, drinks and other beverages in bottles, cans and other containers or dispensers and other related goods of whatever nature, and any and all materials, supplies and other goods used or employed in or related to the manufacture of such finished products."

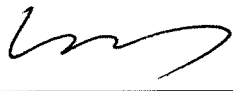

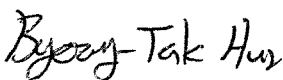
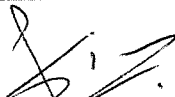

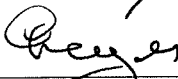
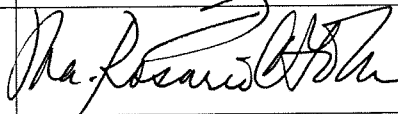
**RESOLVED, FURTHER**, that the principal office of the Corporation be amended to state the specific principal office address in lieu of the general address

currently appearing as "Metro Manila, Philippines" in compliance with SEC Memorandum Circular No. 6, Series of 2014, and that the Third Article be amended to read as follows:

**"THIRD.** That the place where the principal office of the Corporation is to be established or located is at Km. 29 National Road, Tunasan, Muntinlupa City, Metro Manila, Philippines."

**RESOLVED FINALLY**, that the Chief Executive Officer, President, Chief Financial Officer, Corporate Secretary and/or other proper officers of the Corporation be, as he/she/they is/are hereby, authorized to submit or cause the submission of the Amended Articles of Incorporation of the Corporation to the Securities and Exchange Commission for approval, and to sign and deliver all documents, and do all acts, necessary and proper to implement the foregoing resolution.

IN WITNESS WHEREOF, we hereby set our hands this JUN 27 2014 in MAKATI CITY.

NAME	SIGNATURE	EVIDENCE OF IDENTITY / PLACE AND DATE ISSUED
<b>YEON-SUK NO</b> Director TIN 400-205-050		Passport No. M83102845 / Valid until 13 November 2018 / Korea
<b>FURQAN AHMED SYED</b> Director TIN 449-582-369		Passport No. AW5172962 / Valid until 9 August 2015 / Pakistan
<b>BYOUNG TAK HUR</b> Director TIN 437-674-088		Passport No. M43257866 / Valid until 5 August 2020 / Korea
<b>PRAVEEN SOMESHWAR</b> Director TIN 450-188-900		Passport No. Z1879378 / Valid until 16 April 2019 / India
<b>RAFAEL M. ALUNAN III</b> Director TIN 138-432-531		Passport No. EB2173485 / Valid until 31 March 2016 / DFA, Manila
<b>OSCAR S. REYES</b> Director TIN 136-623-569		Passport No. EB8380979 / Valid until 12 June 2018 / DFA, Manila
<b>MA. ROSARIO C.Z. NAVA</b> Corporate Secretary TIN 176-433-502		Passport No. EB5963851 / Valid until 19 March 2018 / DFA, Manila

**SUBSCRIBED AND SWORN** to before me this JUN 27 2014 in MAKATI CITY, affiants exhibiting to me competent evidence of their identity as stated above.

Doc. No. 4;  
Page No. 1  
Book No. 1776  
Series of 2014.

**ATTY. GERVACIO B. ORTIZ JR.**  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2014  
PTR NO. 3684330 / 01-02-2013 MAKATI  
IBP NO. 656155 - LIFE TIME MEMBER  
APPT. M-199 / 2014 ROLL NO. 40091

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
PEPSI-COLA PRODUCTS PHILIPPINES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a corporation (the "Corporation") under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. That the name of said Corporation shall be:

**"PEPSI-COLA PRODUCTS PHILIPPINES, INC."**

SECOND. That the purposes for which the said Corporation is formed are:

PRIMARY PURPOSE

To engage in, operate, conduct and maintain the business of manufacturing, importing, buying, selling, handling, distributing, trading or otherwise dealing in, at wholesale and (to the extent allowed by law) retail, confectionery, food and food products, snacks, drinks and other beverages in bottles, cans and other containers or dispensers and other related goods of whatever nature, and any and all materials, supplies and other goods used or employed in or related to the manufacture of such finished products." (As amended during the meetings of the Board of Directors and Stockholders held on 16 May 2014 and 30 May 2014, respectively)

SECONDARY PURPOSES

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

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

3. To invest and deal with money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests 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 enter any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipality 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 the Corporation;

5. To acquire or obtain from any government or authority, national provincial, municipal or otherwise, or any corporation, company or partnerships or person, such charters, contracts, franchises, privileges, exemptions, licenses and concessions as may be conducive to any of the objects of the Corporation;

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

7. To distribute the surplus profits of the Corporation to stockholder thereof (the "Stockholder") in cash or in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation; 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 or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

**THIRD.** That the place where the principal office of the Corporation is to be established or located is at Km. 29 National Road, Tunasan, Muntinlupa City, Metro Manila, Philippines. *(As amended during the meetings of the Board of Directors and Stockholders held on 16 May 2014 and 30 May 2014, respectively)*

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

**FIFTH.** That the names, nationalities and residences of the incorporators of said Corporation are as follows:

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
JESUS M. MANALASTAS	Filipino	12-J La Carolina Road Mambugan, Antipolo, Rizal
PABLO A. DE BORJA	Filipino	414 Madrigal Avenue Ayala Alabang Village Muntinlupa, Metro Manila
EDMUNDO L. TAN	Filipino	15 Brooklyn Street Cubao, Quezon City
EDWARD S. SERAPIO	Filipino	430 Mayon Street Sta. Mesa Heights, Q.C.
JOSEPH T. COHON	Filipino	3559 Durango Street Palanan, Makati City

**SIXTH.** That the number of directors of said Corporation shall be nine (9) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: *(As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)*

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
JESUS M. MANALASTAS	Filipino	12-J La Carolina Road Mambugan, Antipolo, Rizal
PABLO A. DE BORJA	Filipino	414 Madrigal Avenue Ayala Alabang Village Muntinlupa, Metro Manila
EDMUNDO L. TAN	Filipino	15 Brooklyn Street Cubao, Quezon City
EDWARD S. SERAPIO	Filipino	430 Mayon Street Sta. Mesa Heights, Q.C.
JOSEPH T. COHON	Filipino	3559 Durango Street Palanan, Makati City

**SEVENTH:** That the authorized capital stock of the Corporation is SEVEN HUNDRED FIFTY MILLION PESOS (P750,000,000.00), Philippine Currency, and said capital stock is divided into FIVE BILLION (5,000,000,000) shares of common stock with a par value of FIFTEEN CENTAVOS (P0.15) each.

**EIGHTH:** That the amount of the said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00) and the

following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<i>Name</i>	<i>Nationality</i>	<i>No. of Shares</i>	<i>Amount Subscribed</i>
JESUS M. MANALASTAS	Filipino	500	P50,000.00
PABLO A. DE BORJA	Filipino	500	50,000.00
EDMUNDO L. TAN	Filipino	500	50,000.00
EDWARD S. SERAPIO	Filipino	500	50,000.00
JOSEPH T. COHON	Filipino	<u>500</u>	<u>50,000.00</u>
		2,500	P250,000.00

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

<i>Name</i>	<i>Amount Paid</i>
JESUS M. MANALASTAS	P50,000.00
PABLO A. DE BORJA	50,000.00
EDMUNDO L. TAN	50,000.00
EDWARD S. SERAPIO	50,000.00
JOSEPH T. COHON	<u>50,000.00</u>
TOTAL	<u>P250,000.00</u>

**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 issued by the Corporation.

**ELEVENTH:** That DON Y. DIA has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

**TWELFTH:** (a) (i) Subject to the relevant provisions of applicable law and the rules on independent directors under pertinent laws and regulations, the Corporation



shall be managed by a Board of such number of directors as may be fixed in the Articles of Incorporation, each of whom shall be a Stockholder and who shall be elected by the Stockholders for a term of one year and shall serve until the election and acceptance of their duly qualified successors.

(ii) A Stockholder shall be entitled to nominate the replacement(s) for the director(s) who were nominated by such Stockholder or director representing such Stockholder (as the case may be). Except in cases where a vacancy in the Board of Directors is due to the removal of a director or an increase in the number of directors (which vacancy shall be filled by the Stockholders in a regular or special meeting called for that purpose), a majority of the remaining directors, if still constituting a quorum (or, in the event the remaining directors do not constitute a quorum, by the Stockholders in a regular or special meeting called for that purpose) shall vote to elect that replacement(s) so nominated.

(b) Each of the directors and members of the Executive, Audit, Nomination, Remuneration and Compensation, and other committees, including *ex-officio* directors and members, shall receive written notice (whether by personal service, ^ facsimile or electronic mail) of all meetings of the Board of Directors and/or any committee at least seven (7) days prior to the date of any such meeting. All proceedings had and business transacted at any meeting without such notice shall be null and void *ab initio* unless all the members of the Board or committee, as the case may be, waive such notice. (As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)

(c) For as long as the Exclusive Bottling Appointments granted by PepsiCo, Inc. ("PepsiCo") or its affiliates to the Corporation authorizing the Corporation under the terms and conditions specified therein to produce beverages known as and sold under the trademarks PEPSI, DIET PEPSI, PEPSI LIGHT, PEPSI MAX, MIRINDA, MOUNTAIN DEW, DIET 7UP, 7UP, GATORADE, PROPEL, TROPICANA and STING, or its replacement or supplemental agreements (collectively, the "Appointments"), provide for and remain in effect, PepsiCo retains, among other rights, the right to cancel and terminate the Appointments [except if PepsiCo is a party to or cause of such event(s)] upon any sale, transfer, change of ownership, or other disposition (including, but not limited to, merger, consolidation, or dissolution), whether voluntary or involuntary or by operation of law or otherwise, without the prior written consent of PepsiCo which in its absolute and unqualified discretion may be withheld, of the stock, shares of interest, or other evidence of ownership of the Corporation, in a single transaction or a series of related transactions: (As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)

- (i) which results directly or indirectly in a change of the management control of the Corporation; or
- (ii) which results directly or indirectly in a Prohibited Transferee acquiring ten percent (10%) or more of ownership control of the Corporation. "Prohibited Transferee" is defined to mean any person or entity which engages directly or indirectly in the manufacture, bottling, sale, or distribution anywhere in the world of any product which competes with any of the beverages covered by the Appointments; or
- (iii) which results directly or indirectly in 20% or more of the Corporation's share being acquired by any natural or juridical person (or persons acting together) not listed in the Appointments.

Each Stockholder agrees not to enter into any such sale, transfer, change of ownership or other disposition referred to in this paragraph (c) of the Twelfth Article, except if such sale, transfer, change of ownership or other disposition is by way of an on-market sale where the identity of the buyer (aa) would not generally be known to a seller undertaking such a transaction; and (bb) is not actually known by the Stockholder (provided that this latter proviso is without prejudice to the rights of the parties to the Appointments under the Appointments). For purposes of these Articles, and to the extent applicable, the term "PepsiCo" shall include all its affiliates including but not limited to PepsiCo Global Investments II B.V., PepsiCo Global Investments B.V., Quaker Global Investments B.V., and Pepsi-Cola Far East Trade Development Co., Inc., any of their successors-in-interest, or any other entity utilized by PepsiCo to hold its interest in the Corporation.

(d) For as long as the Appointments provide for and remain effective, the affirmative vote of PepsiCo as a direct or indirect Stockholder, if applicable, shall be required for the validity of the following acts:

- (1) Amendment of the Articles of Incorporation and/or By-Laws insofar as such amendment affects PepsiCo's rights and interests;
- (2) Expanding the range of products to be produced, sold or distributed by the Corporation to include any product not licensed to the Corporation by PepsiCo or its affiliate without the prior affirmative written consent of PepsiCo.

(e) For as long as the Appointments remain effective, at any board of directors meeting of the Corporation, the affirmative vote of three-fourths or 75% of the directors  $\wedge$  shall be required for the validity of any of the following acts: *(As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)*

(1) Sale of the business or any merger of the Corporation;

(2) Disposal of any assets of the Corporation which have a value in excess of 10% of the net book value of all the assets of the Corporation unless provided for in the relevant Annual Operating Plan; *(As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)*

(3) Substantial change in the business activities of the Corporation unless provided for in the relevant Annual Operating Plan;

(4) Any external borrowing by the Corporation unless provided for in the relevant Annual Operating Plan;

(5) Issuance of any guarantee by the Corporation other than in the ordinary course of business and, even if in the ordinary course of business, to any shareholder holding at least 5% of the Corporation's issued and outstanding capital stock or any affiliate of any such shareholder;

(6) Any change in the capital structure of the Corporation or any capital expenditure unless provided for in the relevant Annual Operating Plan;

(7) Any related party transaction involving the Corporation and any shareholder holding at least 5% of the Corporation's issued and outstanding capital stock or its affiliate  $\wedge$  which are (i) other than on commercial arms length terms or in the ordinary course of business  $\wedge$ , or (ii) are in excess of the equivalent of US\$1,000,000.00;

(8) Granting by the Corporation of any warrants, conversion rights or other contingent rights to equity unless provided for in the relevant Annual Operating Plan, except for any employee stock option scheme which has been approved by the Board of Directors;

(9) Declaration or payment of dividends other than in accordance with the policy that  $\Delta$  the Corporation may declare and pay dividends up to 50% (or such other percentage as may be reset by the Board) of its net profits (after allowing for provisions and other requirements of the Annual Operating Plan) on condition that it complies with the  $\Delta$  applicable Operating Targets as set out in the then current Annual Operating Plan; *(As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)*

(10) Recruitment, hiring, or otherwise changing terms of employment (including compensation, severance, or termination) for the six (6) highest-paid executives, officers and/or directors of the Corporation other than such terms as  $\Delta$  recommended by the Compensation and Remuneration Committee of the Corporation; *(As amended during the meetings of the Board of Directors and Stockholders held on 8 November 2010 and 15 December 2010, respectively)*

(11) Change of any accounting methods unless required by applicable law, regulation, or accounting standards;

(12) Approval or modification of any Annual Operating Plan; and

(13) Any amendment to or renewal of the Appointments.

$\Delta$

(f) None of the Stockholders of the Corporation shall have any pre-emptive right to subscribe to any shares issued, sold, transferred, or otherwise conveyed by the Corporation.

(g) Any transfer, encumbrance, or other disposition of shares in the Corporation which does not comply with these Articles of Incorporation, as amended shall be null and void *ab initio* and shall not be registered or registrable in the books of the Corporation  $\Delta$ .

$\Delta$

**IN WITNESS WHEREOF**, we have hereunto set our hands this 7<sup>th</sup> day of March 1989 at Makati, Metro Manila, Philippines.

(SGD.) JESUS M. MANALASTAS

(SGD.) PABLO A. DE BORJA

(SGD.) EDMUNDO L. TAN

(SGD.) EDWARD S. SERAPIO

(SGD.) JOSEPH T. COHON

Signed in the Presence Of:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

**ACKNOWLEDGMENT**

Republic of the Philippines )  
MAKATI, METRO MANILA ) S.S.

BEFORE ME, a Notary Public, in and for Makati, Metro Manila, on this 7<sup>th</sup> day of  
March 1989, personally appeared:

<u>Name</u>	<u>RES CERT. NO.</u>	<u>DATE/PLACED ISSUED</u>
JESUS M. MANALASTAS TAN: M5428-J0147-a-4	07849593	2/4/89/Makati City
PABLO A. DE BORJA TAN: 5124-136-2	07849597	2/24/89/Makati City
EDMUNDO L. TAN TAN: 4752-551-3	07849592	2/24/89/Makati City
EDWARD S. SERAPIO TAN: 21-1-10041	07849577	2/24/89/Makati City
JOSEPH T. COHON TAN: C5220-E2354-A-7	04652088	1/12/89/Makati City

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

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my notarial  
seal at the place and on the date first abovewritten

(SGD.) RAMON M. VELEZ  
Notary Public  
Until December 31, 1989  
PTR No. 447671, June 9, 1988  
Makati, Metro Manila  
IBP No. 262605, May 24, 1988  
Pasay City

Doc. No. 86;  
Page No. 19  
Book No. II;  
Series of 1989.

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

**SECRETARY'S CERTIFICATE**

I, **MA. ROSARIO C.Z. NAVA**, Filipino, of legal age, and with office address at Mezzanine B, LPL Center, 130 L.P. Leviste Street, Salcedo Village, Makati City, 1227 Philippines, after having been duly sworn in accordance with law, hereby depose and state:

1. I am the duly elected and qualified Corporate Secretary of **PEPSI-COLA PRODUCTS PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at Km. 29 National Road, Tunasan, Muntinlupa City.

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

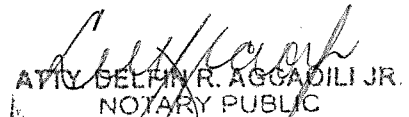
Makati City, \_\_\_\_\_ day of AUG 19 2014, 2014

  
**MA. ROSARIO C.Z. NAVA**  
Corporate Secretary

AUG 19 2014

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_ ~~MANILA~~ affiant exhibiting to me competent evidence of her identity in the form of her Passport No. EB593851 issued on 20 March 2013 in the Department of Foreign Affairs, NCR-West and expiring on 19 March 2018.

Doc. No. 47;  
Page No. 5;  
Book No. 241;  
Series of 2014.

  
ATTY. BELFIN R. AGGADILI JR.  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2014  
PTR NO. 2413105 / 2014 MLA.  
IBP NO. 943989 / 2014 MLA.  
ROLL NO. 24655 / TIN NO. 144-519-068  
MCLE III - 0013521  
COMMISSION NO. 2013-023