



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.: PW00000296

CERTIFICATE OF FILING
OF
AMENDMENT TO THE BY-LAWS OF

METRO ALLIANCE HOLDINGS & EQUITIES CORP.

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Commission has approved the amendment of the Annual Meeting of the above-named Corporation pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines and Republic Act No. 11232, which took effect on February 23, 2019.

This amendment was adopted on June 18, 2024 by majority vote of the Board of Directors and on July 24, 2024 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have 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, this 31st day of January, Two Thousand Twenty-Five.



GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

This is a computer generated certificate, signature is not required.

Note: The original copy of this Certificate must be secured within thirty (30) calendar days from the date indicated in the digital copy of the Certificate of Amendment.

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

P	W	0	0	0	0	0	2	9	6
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Former Company Name

M	E	T	R	O	A	L	L	I	A	N	C	E	H	O	L	D	I	N	G	S	&	E	Q	U	I	T
I	E	S	C	O	R	P	.																			

**AMENDED TO:
New Company Name**

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

3	5	T	H	F	L	O	O	R	O	N	E	C	O	R	P	O	R	A	T	E	C	E	N	T	E	R
D	O	N	A	J	U	L	A	V	A	R	G	A	S	C	O	R	M	E	R	A	L	C	O	C		
I	T	Y	O	F	P	A	S	I	G	N	C	R	,	N	A	T	I	O	N	A	L					

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

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

TOLENTINO, ALFREDO JR RAMOS

alfredt.wmc@gmail.com

09166888317

Contact Person's Address

SAN LUIS TOWN AND COUNTRY HEIGHTS, (1870), CITY OF ANTIPOLO, RIZAL, REGION IV-A (CALABARZON)

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor		
Document ID		
Received by Corporate Filing and Records Division (CFRD)		
Forwarded To		
<input type="checkbox"/> Corporate and Partnership Registration Division		
<input type="checkbox"/> Green Lane Unit		
<input type="checkbox"/> Financial Analysis and Audit Division		
<input type="checkbox"/> Licensing Unit		
<input type="checkbox"/> Compliance Monitoring Division		



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

electronic Official Receipt

Transaction Details

eOR Number	20250131-PM-0012748-67
Transaction Number	520006
Payment Date	January 31, 2025 11:55 AM
Payment Scheme	qrph
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20250131-12173771
PAF Date	2025-01-31 11:13:59
Payor Name	METRO ALLIANCE HOLDINGS & EQUITIES CORP.
Payor Address	35TH FLOOR ONE CORPORATE CENTER DONA JULIA VARGAS COR MERALCO CITY OF PASIG NCR

#	Nature of Collection	Account Code	Amount
1	Amended By Laws	4020102000(606)	1,000.00
2	Legal Research Fee (A0823)	2020105000(131)	10.00
3	Documentary Stamp Tax	4010401000(4010401)	30.00
TOTAL			1,040.00

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



STOCK CORPORATION

TRN-S012025-CRMD01398T

COMPANY REGISTRATION AND MONITORING DEPARTMENT
AMENDMENT FORM (By-Laws)

Corporate Name: METRO ALLIANCE HOLDINGS & EQUITIES CORP.
Company Type: STOCK CORPORATION
Authorized Representative: TOLENTINO, ALFREDO JR RAMOS
Mobile/Landline No.: 09166888317

SEC Registration No.: PW00000296
Email Address: alfredt.wmc@gmail.com

Provision for Amendment on By-Laws: Change of Annual Meeting

Table with 2 columns: From (based from the latest SEC approved By-Laws (amendments, if any)) and To. Content: ANY DAY NOT A SUNDAY OR A LEGAL HOLIDAY IN THE MONTH OF MAY OF EACH YEAR vs 3rd Tuesday of July

DIRECTORS' CERTIFICATE

We, the undersigned majority of the Board of Directors and the Corporate Secretary of METRO ALLIANCE HOLDINGS & EQUITIES CORP., do hereby certify that the By-Laws of said corporation was amended by a majority vote of the Board of Directors at a meeting held on June 18, 2024, at which meeting a quorum was present, and ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on July 24, 2024 at the principal office of the corporation.

We further certify that to the best of our 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.

Signed this JAN 31 2025 day of PASIG CITY at

Signature of Elvira Ang Ting
ELVIRA ANG TING
TIN: 117-922-153-000
Director

Signature of Kenneth Ting Gatchalian
KENNETH TING GATCHALIAN
TIN: 167-406-526-000
Director

Lamberto Basa Mercado Jr.
LAMBERTO BASA MERCADO JR.
TIN: 136-012-428-000
Director

Nestor S. Romulo
NESTOR S. ROMULO
TIN: 107-200-723-000
Director

Aristeo R. Cruz
ARISTEO R. CRUZ
TIN: 108-672-299-000
Director

Nestor S. Romulo
NESTOR S. ROMULO
TIN: 107-200-723-000
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this JAN 31 2025 day of 20 in PASIG CITY Philippines, affiant exhibiting to me his/her issued on at .

Doc.No. 1009
Page No. 03
Book No. 23
Series of 2025

FERDINAND D. AYAHAO
Notary Public
NOTARY PUBLIC
For and in Pasig City and the Municipality of Pateros
Appointment No. 95 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VIII-BFF003234, until 04/14/28
Roll No. 46377; IBP LKN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090



COMPANY REGISTRATION AND MONITORING DEPARTMENT
AFFIDAVIT OF UNDERTAKING

I, NESTOR S. ROMULO, of legal age, Filipino and with address at 35TH FLR. ONE CORPORATE CENTER, DOÑA JULIA VARGAS COR. MERALCO AVES., ORTIGAS CENTER, SAN ANTONIO, PASIG CITY, on oath state that:

1. I am the Corporate Secretary/Authorized Representative of METRO ALLIANCE HOLDINGS & EQUITIES CORP., a corporation duly organized and existing under Philippine laws under SEC Registration No. PW00000296, with office address at 35TH FLOOR ONE CORPORATE CENTER DONA JULA VARGAS COR MERALCO CITY OF PASIG, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR);
2. The Corporation has a pending application for amendment of Articles of Incorporation and/or By-laws with the Company Registration and Monitoring Department (CRMD);
3. One of the requirements for the processing of the said application is a Monitoring Clearance issued by the Compliance Monitoring Division (CMD) of the CRMD.
4. In view of the foregoing, the Corporation undertakes to comply with the Monitoring Clearance requirement immediately and pay the assessed fines and penalties, if any;
5. Consequently, the Corporation consents to the post-evaluation of its application for amendment and shall thereby comply with whatever directive the Commission may provide. Otherwise, the approved amendment to the Articles of Incorporation and/or By-laws may be deemed cancelled and the amount paid in relation thereto shall be forfeited in favor of the Commission.
6. I am authorized by the board of directors to execute this undertaking pursuant to a resolution duly approved at the regular/special meeting held on JUNE 18, 2024 at the principal office of the corporation.

I declare under the penalties of perjury, that these statements have been made in good faith, verified by me and I attest to the correctness and completeness of the declaration therein.


NESTOR S. ROMULO

Corporate Secretary/Authorized Representative

JAN 17 2025

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 20____ in
PASIG CITY Philippines, affiant exhibiting to me
his/hers 07-200-713-000 issued
on _____ at _____

Doc.No. 106
Page No. 27
Book No. 13
Series of 2025

FERDINAND AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 98 (2024-2025) valid until 12/31/2025
Notary Public Exemption No. VIII-BEP003234, until 04/14/28
Reg. No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090



ANNEX "D" - ANNOTATION

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-S012025-CRMD01398T

Corporate Name	METRO ALLIANCE HOLDINGS & EQUITIES CORP.
Date of Approval by the Commission	31 January 2025
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	18 June 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	24 July 2024
Subject of Amendment	Change of Annual Meeting

TO 3rd Tuesday of July

FROM ANY DAY NOT A SUNDAY OR A LEGAL HOLIDAY IN THE MONTH OF MAY OF EACH YEAR

AMENDED BY-LAWS
OF
METRO ALLIANCE HOLDINGS & EQUITIES CORP
(formerly known as MARSMAN & COMPANY, INC.)

ARTICLE I
Officers

The principal office and place of business of this company shall be within Metro Manila, Philippines. The Company may also establish offices at such other places within the Philippines and foreign countries as the Board of Directors may from time to time determine or the business of the Company may require. (As amended on May 15, 1996 by the stockholders on April 11, 1996 by the Board)

ARTICLE II
Seal

The Corporate seal shall have inscribed therein the name of the Company and the year of its organization.

ARTICLE III
Stockholders

Section 1. Annual Meetings. - A meeting of the stockholders of the Company shall be held annually at Makati, Metro Manila, Philippines, or in the city or municipality where the principal office of the Company may be located, and if practicable in the principal office of the Company, **every 3rd Tuesday of July of each year, on such time as may be fixed** and determined by the Board of Directors. *(As amended on July 24, 2024 by the stockholders and on June 18, 2024 by the Board)*

Written notice of the annual meeting stating the date, time and place thereof shall be mailed at least ten days prior to the meeting to each stockholders of record at his address as the same appear on the stock book of the Company. A failure to mail such notice, or any irregularity in such notice, shall not affect the validity of any annual meeting, or any

proceedings at any such meeting, or of any proceedings at any such meeting. (As last amended on January 19,1985)

Section 2. Special Meetings- Special meeting of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute may be called by the President or by a majority of the Board of Directors. Such meeting shall be called by the President or the Secretary at the request in writing of stockholders owning a majority in amount of the entire capital stock of the Company issued and outstanding, and entitled to vote. Such request shall state the purpose of purposed meeting.

Business transacted at all special meeting shall be confined to the general objects stated in the call.

Written notice of a special meeting of the stockholders, stating the time and place and objects thereof shall be mailed, postage prepaid, at least 10 days before such meeting, to each stockholders entitled to vote thereof at such address as appears in the books of the Company.

Section 3. Quorum- The holders of a majority of the stocks issued and outstanding, and entitled to vote, thereat, present in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by law, by the certificate of incorporation or by these by-laws. If, however, such majority shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person, or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of voting stock shall be present. At such adjourned meeting at which the requisite amount of voting stock shall represented any business may be transacted which might have transacted at the meeting as originally notified.

Section 4. Voting- At each meeting of the stockholders every stockholder shall be entitled to vote in person, or by proxy appointed by instruments in writing, subscribed by such stockholder or by his duly authorized attorney, and delivered to Secretary at the meeting at least five (5) days prior to the scheduled meeting date (as amended on May 29,1998 by the stockholders on April 13,1998 by the Board) and he shall have one vote for each share of stock standing registered in his name, but no share of stock shall be voted on at any election which has been transferred on the books of the corporation within five days next preceding such election. Upon demand of any stockholder, the votes upon any question before the meeting shall be made by ballot.

At each meeting of the stockholders, a full, true and complete list in alphabetical order of all stockholders entitled to vote at such meeting, and indicating the number of shares held by each, certified by the Secretary or Transfer Agent, shall be furnished. Only the persons in whose names shares of stocks stand on the books of the Company, as evidenced by the list of the stockholders so furnished, shall be entitled to vote in person or by proxy on the shares so standing in their names.

ARTICLE IV
Directors

The business and property of the Company shall be managed by a Board of seven directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filled by the majority vote of the remaining members of the Board constituting a quorum and the Director or Directors so chosen shall serve for the unexpired term. (As last amended on 25 April 1989)

ARTICLE V
Power of Directors

The Board of Directors shall have and exercise all the powers of this Company which are not reserved to the stockholders by these By-laws or by the laws of the Philippine Islands now or hereafter in force.

Without in any way restricting the foregoing general power and authority, the Board of Directors shall have full power with respect to the following matters:

1. In any case of resignation of any director, the remaining directors shall have power to accept said resignation, and in case of any vacancy existing in the Board through death, resignation, disqualification, failure to elect or qualify, or any other cause whatsoever, the directors remaining in office, even though they be less than a quorum, may elect a director to hold office for the unexpired portion of the term of any directorship that shall be vacant and until the election and qualification of a successor.
2. By affirmative vote of a majority of the entire membership of the Board, to designate an Executive Committee, membership of which shall be not less than three nor more than seven, of whom at least three shall be directors. Said Committee shall have and may exercise such powers as may be designated in these By-Laws and such further powers as may be conferred upon it by the Board. The Chairman of the Executive Committee shall be designated by the Board, (As amended on August 30, 1968)
3. By affirmative vote of a majority of the whole Board to appoint other standing committee, which standing committees shall have and may exercise such powers as shall be conferred upon them by the Board of Directors.
4. To elect a President, one or more Vice-Presidents, a Treasurer, one or more Assistant Treasurer, a Secretary and one or more Assistant Secretaries; to

appoint general counsel and auditors, and in their discretion to appoint a Chairman of the Board and a Managing Directors, with such power and duties as may be defined by these By-Laws and by vote of the Board; to prescribe the duties and limit the authority of all officers and agents of this Company in any way they may deem advisable, not contrary to the laws of the Philippine Island, or the express provisions of these By-Laws; to elect, appoint and at their discretion remove all officers and committees; to employ and remove, at pleasure, managers, agents, clerks and workmen, and to require of them security for the faithful performance of their respective duties; to confer by vote or resolution upon any officer of committee the right to appoint and remove at pleasure all officers, managers, agents, clerks, and workmen, except the President; and to make such rules and regulations as they may deem advisable for the management of the business and affairs of the Company not inconsistent with the laws of the Philippine Island or with these By-Laws.

ARTICLE VI Meetings of Directors

Regular meetings of the directors shall be held at such time and place as may be fixed by resolution of the Board of Directors.

Special meetings of the Board may be held at any time and place whenever requested by the President, or the executive committee, or three directors, and shall be called by written notice, signed by the Secretary, and delivered to each director, or deposited not less than three days prior to the day fixed for the meeting in the post office, postage paid, addressed to each director at his place of residence or of business, or sent by telegram so addressed. In the absence of the Secretary, the notice of the meeting of directors may be signed by the President, a Vice-President, or one of the directors.

All meetings of the Board of Directors a majority of the number of directors in office shall constitute a quorum for the transaction of business; less than a quorum may, however, adjourn the meeting to a stated time and place.

ARTICLE VII Compensation of Directors

The directors, as such, shall not receive any stated salary for their services, but by resolution of the Board each director may be compensated for attendance at any regular or special meeting of the Board. Members of the executive committee or of any standing or special committee may by resolution of the Board be allowed such compensation for their services as the Board may deem reasonable, and additional compensation may be made to directors for special services rendered.

ARTICLE VIII
Waiver of Notice

Any notice required to be given by these By-Laws to any stockholder, director or officer of this Company, may be waived by the stockholder, director or officer entitled to receive the same.

ARTICLE IX
Officers

The officers of the Company shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries, and other officers as may from time to time be elected or appointed by the Board of Director. Any qualified person can hold more than one office provided the duties thereof are not inherently incompatible, and provided that no one shall act as President and Secretary or as President and Treasurer at the same time.

The Chairman of the Board, Vice-Chairman of the Board and the President shall be elected by the Board of Directors from their own number.

None of the other offices elected or appointed by the Board of Directors need be stockholders or directors, but the Secretary shall be a resident and citizen of the Philippines.
(As amended on 25 April 1989)

ARTICLE X
The Chairman and Vice-Chairman
Of the Board

The Chairman of the Board shall be the chief executive officer of the Company and shall have the general direction of the affairs of the Company, except as otherwise prescribed by the Board. He shall preside as Chairman at all meetings of the stockholders and the Board of Directors, and shall perform such other duties as are incident to his office or any may be designated or assigned to him by the Board of Directors from time to time.

The Vice-Chairman of the Board shall preside as Chairman at all meetings of the stockholders and of the Board of Directors in the absence or incapacity of the Chairman of the Board, and shall perform such other duties as may be assigned to him by the Board of Directors from time to time. (As last amended on April 1989)

ARTICLE XI
The President

The President shall be the chief operating office of the Company and, as such, shall direct the operations of the Company, being responsible to the Chairman of the Board. He shall, in the absence or incapacity of the Chairman of the Board, exercise the powers and perform the duties and functions of the Chairman of the Board; provided, that he shall act as presiding officer at the meetings of the stockholders and of the Board of Directors only in the absence or incapacity of both the Chairman and Vice-Chairman of the Board. (As last amended on 25 April 1989)

ARTICLE XII
The Vice-Presidents

Each of the Vice Presidents shall be vested with such powers and perform such duties as may from time to time be prescribed, delegated or assigned to him by the Board of Directors, or where none is prescribed, which may be assigned to him by the Chairman or the President. (As last amended on 25 April 1989)

ARTICLE XIII
The Treasurer and
Assistant Treasurers

The Treasurer shall have the custody of all moneys, securities and other valuable effects of the Company which shall come into his possession, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Company, shall deposit said moneys, securities and other valuable effects in the name and to the credit of the Company in such depositories or banking institutions within Metro Manila, or elsewhere, as may be designated from time to time by the Board of Directors, subject to withdrawal therefrom only upon checks or other written demands or instruments of the Company which have been signed by such officer or officers, or employee or employees, of the Company, or such other persons, as may be authorized from time to time, so to do, by resolution of the Board of Directors. He shall perform all other duties incident to his office and all that are properly required of him by the Board of Directors, including the rendition to the Board when required of an amount of all his transactions as Treasurer and of the financial condition of the Company. He shall execute and deliver to the Company a bond conditioned upon the faithful performance of his duties, if and when required so to do by the Board of Directors, in such sum and with such surety or sureties as may be determined by the Board.

In the absence of the Treasurer, the Assistant Treasurers in order of their appointment shall act in his place and perform his duties. The Assistant Treasurers shall also perform such other duties as may from time to time be assigned by the Board of Directors of the Company. (As last amended on 25 April 1989)

ARTICLE XIV
The Secretary and Assistant Secretaries

The Secretary shall attend all meetings of the stockholders and Board of Directors, shall issue notices of all meetings, shall keep their minutes, shall have charge of the corporate seal and corporate books; shall sign with the Chairman or the President the certificates of stock and such other instruments as requires such signature, and shall make such reports and perform such other duties as are incident to his office or as may be required of him by these By-Laws or by the Board of Directors.

In the absence of the Secretary, the Assistant Secretaries in the order of appointment shall act in his place and perform his duties. The Assistant Secretaries shall also perform such other duties as may from time to time be assigned by the Board of Directors of the Company.

ARTICLE XV
The Executive Committee

There shall be an Executive Committee to be designated by the affirmative vote of a majority of the whole Board, membership of which shall be not less than three nor more than seven, of whom at least three shall be directors. Meeting of the Executive Committee may be called by the members of the Committee. The Executive Committee shall advise with and aid the officers of the Company in all matters concerning the Company's interest and the management of its business, and shall generally perform such duties and exercise such powers as may be directed or delegated by the Board from time to time. The Executive Committee shall have authority to exercise all powers of the Board in the management of the business and the affairs of this Company whenever the Board is not in session, and the said Committee shall further have power to authorize the seal of this Company to be affixed to all papers which may require it. The Executive Committee shall keep regular minutes of its transactions and shall cause them to be recorded in a book kept for the purpose, and shall have said minutes submitted for ratification to the Board of Directors when in next session. The presence of a majority of the whole membership of the Committee shall constitute a quorum for the transaction of business, and the affirmative vote of at least a majority of the whole membership shall be necessary to the adoption of any resolution or vote. In the event of a deadlock, the Chairman of the Committee shall be entitled to cast an extra vote. (As amended on August 30, 1968)

ARTICLE XV-A
Indemnification of Directors and Officers

Each director and officer of the Company now or hereafter serving as such shall be indemnified by the Company against any and all claims and liabilities to which he has or shall become subject by reason of any action alleged to have been taken, omitted or neglected by him as such director or officers, and the Company shall reimburse each such person for all actual and necessary legal expenses reasonably incurred by him in connection with any such

claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence. (As amended on May 15, 1996 by stockholders and on April 11, 1996 by the Board)

ARTICLE XVI
Certificate of Stock
And Transfer of Stock

Each stockholder shall be entitled to a certificate of stock, certifying the number of shares owned by him in this Company. Certificates of stock shall be of such tenor and design as the Board may adopt, and the tenor and design thereof may be changed by the Board of Directors at pleasure. Certificates of stock shall be signed by the President or Vice-President countersigned by the Secretary, or Clerk, and shall have affixed thereto the Corporate seal. Shares of stock upon which the Company holds no unpaid claim and against which no lien is noted may be transferred by the registered holders thereof, or by their attorneys legally constituted, or by their legal representative, by delivery of the certificate and an assignment of said shares endorsed in writing. No transfer or assignment of shares shall affect the right of this Company to pay any dividend due upon the stock, or to treat the registered holder as the holder in fact, until such transfer or assignment is duly entered and noted on the books of this Company. Old certificates shall be surrendered and cancelled before new certificates in lieu thereof shall be issued, except in cases where it is claimed that certificates of stock have been lost or destroyed.

Any person claiming a certificate or evidence of stock to be issued in place of one lost or destroyed shall make an affidavit of affirmation of that fact under oath and advertise the same in such newspaper and for such space of time as the Board of Directors may require, describing the certificates, and shall furnish the Company with proof of publication of the affidavit of the publisher of the newspaper, and shall give the Board a bond of indemnity in form approved by the Board, with one or more sureties, if required, in at least double the book value of such certificates, whereupon the President and Secretary may, one month after the termination of the advertisement, issue a new certificate of the same tenor with the one alleged to be lost or destroyed, but always to the approval of the Board of Directors.

ARTICLE XVII
Transfer Agent

The Board of Directors from time to time shall appoint a transfer agent who shall hold office at the pleasure of the Board. The transfer agent shall keep stock ledger and transfer book for the transfer of the shares of the capital stock. A list of stockholders, with the number of stock held by each set opposite the respective names of the stockholders, certified by the President, Treasurer or Secretary, shall be sufficient authority to the transfer agent to credit

upon the stock ledger to each stockholder the number of shares of stock and the number of the certificates of stock representing the same to which each stockholder is entitled, and, if certificates of stocks have not been issued thereof, to issue the same. No new certificates of stock shall be issued by the transfer agent except upon the transfer, surrender and cancellation of old certificates for an equal number of shares of said stock, except, however, in any cases where it is claimed that the certificates have been lost or destroyed, in which cases a new issue may be made, but only in accordance with the provisions of these By-Laws and the laws of the Philippine Islands. Upon such transfer, surrender and cancellation, the former stockholder shall be debited on the stock ledger with stock transferred and surrendered by him and cancelled, and the new stockholder credited upon the stock ledger with the amount of stock transferred.

It shall be the duty of the transfer agent to countersign all share certificates and no new certificate shall be issued without the countersignature of the transfer agent unless otherwise resolved by the Board of Directors or the executive committee.

The Board of Directors or the executive committee, in their discretion, may order the transfer books to be closed for a period not less than (as amended on May 29, 1998 by the stockholders, on April 13, 1998 by the Board) twenty-one days preceding any meeting, annual or special, of the stockholders, or the day appointed for the payment of dividend, and during such period no stock shall be transferable.

ARTICLE XVIII Statements

Statements respecting the status and business of the Company required by the Insular Treasurer or any Department or Bureau of the Government of the Philippine Islands may be subscribed and sworn to by the Treasurer or the Secretary of the Company to each of whom authority is expressly extended.

We, undersigned, being a majority of the Directors of Marsman & Company, Inc., hereby certify that the foregoing were on the _____ day of October, 1934, adopted as the By-Laws of said corporation by the subscribed capital stock.

(Signed) ALF WELHAVEN
 A.F. KELLY
 J.O. ENBERG
 J.H. MARSMAN

Countersigned

RICHARD HAYTER

We, the undersigned, owners and holders of more than two-thirds (2/3) of the subscribed capital stock of Marsman & Company, Inc., do hereby certify that at a meeting of stockholders held on the _____ day of October, 1934, we voted in favor of the adoption of the foregoing as the new By-Laws of the Company, delegating to the Board of Directors power to alter or amend these By-Laws or repeal and adopt new By-Laws.

(Signed) ALF WELHAVEN
A.F. KELLY
J.O. ENBERG

J.H. MARSMAN
RICHARD HAYTER

Copy of
Certified true copy
Laurence Messer & Co...
16 Coleman Street
E.C. 2.,
Solicitors

17/5/35

Republic of the Philippines)
PASIG CITY) S.S.

SECRETARY CERTIFICATE

I, **ATTY. NESTOR S. ROMULO**, of legal age, Filipino, and with office address at 35th Flr. One Corporate Center, Doña Julia Vargas cor. Meralco Avenues, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law, hereby state and certify that;

1. I am duly elected and qualified Corporate Secretary of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 35th Flr., One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, Philippines;
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 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.

IN WITNESS WHEREOF, I have hereunto affixed my signature this SEP 26 2024 in the city of PASIG CITY, Philippines.


ATTY. NESTOR S. ROMULO
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this SEP 26 2024 at PASIG CITY, Philippines, affiant exhibiting to me his Tax Identification Number (TIN) 107-200-723-000 issued by the Bureau of Internal Revenue.

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FERDINAND D. AYABAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VIII-BE-P003234, until 04/14/28
Roll No. 46377; ICP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 1634583AA; 01/03/24; Pasig City
Unit 5, West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090

DIRECTORS' CERTIFICATE

We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the By-Laws of **METRO ALLIANCE HOLDINGS AND EQUITIES CORP.** (the "Corporation"), was amended by an affirmative vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock of the Corporation at a meeting held for that purpose on July 24, 2024 conducted via remote communication (Zoom application), amending Article III Section 1 Paragraph 1 as shown in the attached amended By-Laws, such that Article III, Section 1, Paragraph 1 shall read as follows:

ARTICLE III

Stockholders

Section 1. Annual Meetings. – A meeting of the stockholders of the Company shall be held annually at Makati, Metro Manila, Philippines, or in the city or municipality where the principal office of the Company may be located, and if practicable in the principal office of the Company, every 3rd Tuesday of July of each year, on such time as may be fixed and determined by the Board of Directors. *(As amended on July 24, 2024 by the stockholders and on June 18, 2024 by the Board)*

We further certify that the attached Amended By-Laws is true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto set our hands this SEP 26 day of 2024,
2024, at PASIG CITY, Philippines.

Attested by:


ELVIRA A. TING

Chairman

TIN: 117-922-153-000


LAMBERTO B. MERCADO, JR.


Director

TIN: 136-012-428-000


ARISTEO R. CRUZ

Director

TIN: 108-672-299-000


Atty. Nestor S. Romulo


Corporate Secretary

TIN: 107-200-723-000


KENNETH F. GATCHALIAN

President

TIN: 167-406-526-000


NESTOR S. ROMULO

Director

TIN: 107-200-723-000


BYOUNG HYUN SUH

Director

TIN: 122-963-522-000

SUBSCRIBED AND SWORN TO before me this 26 day of SEP 2024, 2024 in _____ City, Metro Manila, Philippines affiants exhibiting to me their respective valid ID:

	ID	ISSUED BY:
ELVIRA A. TING	TIN: 177-922-153	Bureau of Internal Revenue
KENNETH T. GATCHALIAN	TIN: 167-406-526	Bureau of Internal Revenue
LAMBERTO B. MERCADO, JR.	TIN: 136-012-428	Bureau of Internal Revenue
NESTOR S. ROMULO	TIN: 107-200-723	Bureau of Internal Revenue
BYOUNG HYUN SUH	TIN: 122-963-522	Bureau of Internal Revenue
ARISTEO R. CRUZ	TIN: 108-672-299	Bureau of Internal Revenue

with picture and competent evidence of their identity and known to me to be the same persons who executed the foregoing certificate and acknowledged to me that the same person is their free act and voluntary deed.

FERDINAND D. AYAHAO

Notary Public

For and in Pasig City and the Municipality of Pateros
Appointment No. 123-011-785; L. No. 12/31/2025
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
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