



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 102

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

MANILA ELECTRIC COMPANY

(Amending Article IV by extending the term of its existence thereof)

copy annexed, adopted January 29, 2018 by majority vote of the Board of Directors and on May 29, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Assistant 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 19th day of December, Twenty Eighteen.

Received by
Sandra Mercedes
2/14/19
Ej/mli

GERARDO E. DEL ROSARIO

Director

Company Registration and Monitoring Department

CERTIFIED TRUE COPY

Page 6 of 6 pages

Verified by: M. FRANCISCO Date Issued: FEB 12 2019

ate: 2019-02-13 Time: 13:01:22 PM



Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554

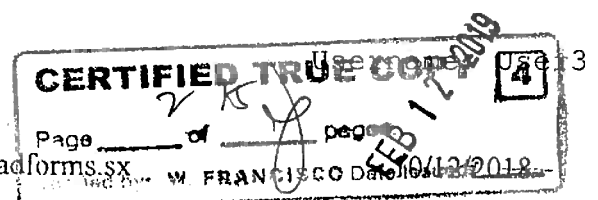


**Securities and
Exchange
Commission**

PAYMENT ASSESSMENT FORM

No. 10122018-531655 N E S

DATE	RESPONSIBILITY CENTER (DEPARTMENT)	
10/12/2018	CRMD	
PAYOR: MANILA ELECTRIC COMPANY PASIG CITY		
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	310,000.00
AMENDED ARTICLES	606	31,000,000.00
TOTAL AMOUNT TO BE PAID		Php 31,310,000.00
Assessed by: EM JIMENEZ		
		DR# 1727398 Nov 14, 2018 01:06PM SE
Machine Validation:		C8kcsales PHP 31,310,000.00***
20181116-10		



COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

PW-102

Former Company Name

Commission

MANILA ELECTRIC COMPANY INC.

AMENDED TO:
New Company Name

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

LOPEZ BLDG. ORTIGAS AVENUE,
BGCYUGONGE, PASIG CITY

ZIP CODE

COMPANY INFORMATION

Company Email Address

www.meralco.com.ph

Company's Telephone Number/s

16220

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

William C. Pamintuan

Email Address

wpamintuan@meralco.com.ph

Telephone Number/s

672-8014

Mobile Number

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

Date: 2019-02-13 Time: 13:01:22 PM

Username: User3

CERTIFIED TRUE COPY

Page 3 of 15

Verified by: M. FRANCISCO Date issued: FEB 22 2019

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AMENDED
ARTICLES OF INCORPORATION OF THE
MANILA ELECTRIC COMPANY
Securities and
Exchange
Commission
PHILIPPINES

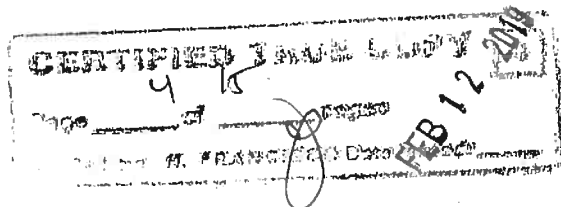
KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippine Islands, have this voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY-

FIRST. That the name of said corporation shall be the "MANILA ELECTRIC COMPANY".

SECOND. That the purpose for which such corporation if formed is to engage in the production of light, heat and power, and in furtherance thereof, to acquire, construct, equip, own, lease, operate, and maintain in City of Manila, and elsewhere in the Philippine Islands, street railway, tramlines, and passenger and freight buses, whether operated by electric power, steam power, animal power, or power of any other kind; to acquire, construct, equip, own, lease, operate, and maintain in the City of Manila, and elsewhere in the Philippine Islands, plants for the production of electric light, heat, and power, water- power plants, gas plants, and other plants for the production of illumination, heat or power, and ice plants, refrigeration, cold-storage, and bottling plants and to produce, manufacture, develop, distribute, buy, sell, deal in, and dispose of the products of supplies of all kinds, to acquire, construct, equip, own, operate, and manage warehouses, docks, and other terminal facilities; to acquire, own, hold, lease, operate, and dispose of any and all franchises or right to operate street railways or other railways or plants for the production of



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electricity, water power, or gas, or to carry on any of the businesses hereinbefore described; to acquire, hold, dispose of any patents, and to deal in any kind of machinery and apparatus or supplies, or to carry on all the works necessary or convenient for the purpose and powers herein set forth.

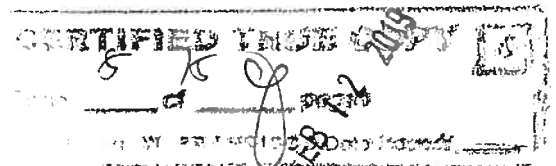
To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of real or personal properties, shares of stock, bonds or other securities or evidences of indebtedness, of any corporation or corporation of the Philippine Islands or any state, territory, or country, and, while owner of any such securities, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein.

To invest its corporate funds in another corporation or business to improve or enhance the services of the Company or leverage on the Company's assets and other incidental or necessary investment of corporate funds.

Without in any particular limiting any of the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to guarantee any dividends or bonds, contracts, or other obligations; to make and perform contracts of any kind and description, and, in carrying on its business, and for the purpose of attaining or furthering any of its objects, to do any and all other powers which a natural person could do and exercise and which are now or hereafter may be authorized by law.

Notwithstanding any other provision of these Articles of Incorporation, or the laws

of the Republic of the Philippines, so long as there shall be outstanding any of the Corporation's First Mortgage Bonds, due 1984, Series L, the Corporation's Series Q Bonds, due 1987, or the Corporation's Series R Bonds, due serially 1971, 1972, and 1973, or the Corporation's Bonds of each additional series as the Board of Directors of the Corporation may designate for this purpose by resolution filed with the Trustee under the Indenture referred to below, the Corporation shall not, and shall lack the corporate power to, create or suffer to exist any lien (other than the lien of the Corporation's Indenture, dated as of December 31, 1957, as the same has



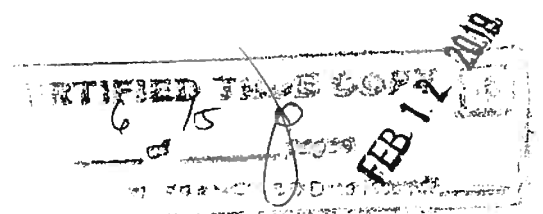
heretofore been supplemented and amended, and may be further supplemented and amended, said Indenture, as thus heretofore and to be supplemented and amended being herein referred to as the "Indenture") upon the property, or any part thereof, covered or intended to be covered by the lien of the Indenture, or the income therefrom, other than (1) excepted encumbrances as defined in the Indenture, and (2) in the case of property acquired after September 25, 1964, prior liens existing thereon at the time of acquisition thereof, provided, however, that this provision shall not relate to any unsecured obligation or liability of the Corporation incurred in the ordinary course of business which, if unpaid, might solely as a matter of general Philippine Law, be given precedence over or equality with the lien of the Indenture as a lien or charge upon any of the property covered or intended to be covered by the lien of the Indenture or the income therefrom, as long as the Corporation shall cause the same to be discharged when due and in any event within four months after the accruing thereof.

THIRD. That the place where the principal office of the Corporation is to be established or located is at Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, Metro Manila, Philippines. (As amended on 27 May 2014)

FOURTH. That the term for which said Corporation is to exist is **fifty (50) years from May 7, 2019. (As approved by its Board of Directors on 29 January 2018 and ratified by 2/3 of its Stockholders on 29 May 2018).**

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

<u>NAME</u>	<u>WHOSE RESIDENCE IS AT</u>
J. C. Rockwell	MANILA, P.I
D.M. Shaw	MANILA, P.I
R. W. Spofford	MANILA, P.I
James Ross	MANILA, P.I
J.G Lawrence	MANILA, P.I



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SIXTH. That the number of directors of said Corporation shall be eleven (11) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows, to wit:

<u>NAME</u>	<u>WHOSE RESIDENCE IS AT</u>
J. C. Rockwell	MANILA, P.I.
D.M.Shaw	MANILA, P.I.
R. W. Spofford	MANILA, P.I.
James Russ	MANILA, P.I.
J. G. Lawrence	MANILA, P.I.

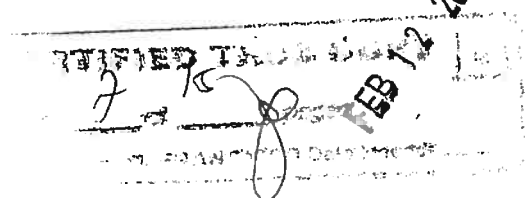
SEVENTH. That the capital stock of the Corporation is FIFTEEN BILLION FIVE HUNDRED MILLION PESOS (Php 15,500,000,000.00) and said capital stock is divided into:

- a) ONE BILLION TWO HUNDRED FIFTY MILLION (1,250,000,000) Shares of Common Stock, with par value of TEN PESOS (Php10.00) per share, or TWELVE BILLION FIVE HUNDRED MILLION PESOS (Php12,500,000,000.00); and
- b) THREE HUNDRED MILLION (300,000,000) shares of Preferred Stock, with par value of TEN PESOS (Php10.00) per share, or THREE BILLION PESOS (Php3,000,000,000.00).

(As approved by the Board of Directors on 26 February 2007 and by the stockholders representing at least 2/3 of the outstanding capital stock on 29 May 2007)

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SECURITIES AND EXCHANGE COMMISSION

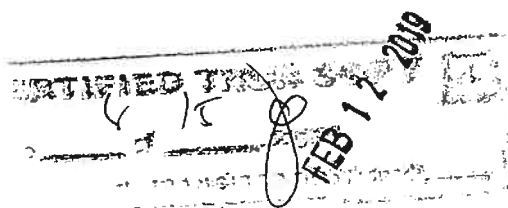
In no case, however, shall the capital stock of the corporation be reduced to Less than sixty percent (60%) full Filipino ownership.

Preferred stock shall be issued serially in blocks of not less than ONE HUNDRED THOUSAND (100,000) shares. Shares of preferred stock comprising one series shall have the same rights and restrictions. There shall be no pre-emptive right on the part of the holders of shares of either the common stock or preferred stock of the Corporation to subscribe to any or all issues or other disposition of shares of preferred stock.

Holders of preferred stock shall be entitled to cumulative preferential dividends before any dividend is paid upon shares of common stock, payable at a rate and at such intervals as may be determined by the Board of Directors from time to time for each series or block of preferred stock, provided that such dividend rate shall in no case be higher than Twenty Percent (20%) per annum. Preferred stock may be issued subject to call by the Corporation or with rights for their redemption, either mandatory at a fixed or determinable date after issue or at the option of the holders thereof. Any and all shares of preferred stock so redeemed shall not be considered retired and may be re-issued by the Corporation. Preferred shares shall have such other features as the Board of Directors may determine prior to the issue of each series or block of preferred stock to which they are applicable.

Voting rights shall be vested exclusively in common shares. Preferred stock shall be non-voting, except in those cases expressly provided by law.

After full cumulative dividends upon the outstanding preferred shares shall have been paid, the holders of common shares shall be entitled to receive such dividends as may from time to time be declared by the Board of Directors.



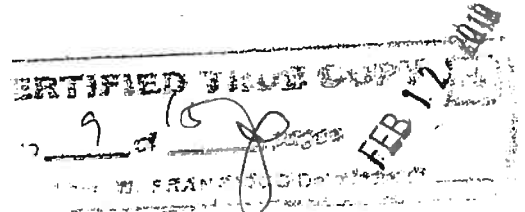
EIGHTH. That the amount of said capital stock which has been actually subscribed is TWENTY THOUSAND PESOS (20,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Securities and
Exchange
Commission
PHILIPPINES

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
J. C. Rockwell	MANILA, P.I.	40	P 4,000.00
D.M.Shaw	MANILA, P.I.	40	4,000.00
R. W. Spofford	MANILA, P.I.	40	4,000.00
James Ross	MANILA, P.I.	40	4,000.00
J. G. Lawrence	MANILA, P.I.	40	4,000.00
		<u>200</u>	<u>P 20,000.00</u>

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

<u>NAME</u>	<u>RESIDENCE</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
J. C. Rockwell	MANILA, P.I.	P 4,000.00
D.M.Shaw	MANILA, P.I.	4,000.00
R. W. Spofford	MANILA, P.I.	4,000.00
James Ross	MANILA, P.I.	4,000.00
J. G. Lawrence	MANILA, P.I.	<u>4,000.00</u>
		<u>P 20,000.00</u>



to receive for the Corporation
Commission
scribes.

ELEVENTH

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of May,

(SEAL)

(SEAL)

(SEAL)

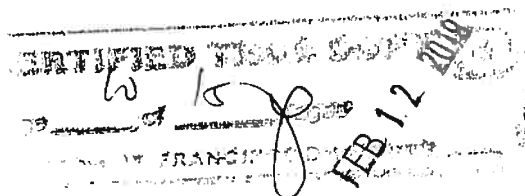
(SEAL)

(5EAL)

Signed and sealed in the
Presence of

(SGD.) JAMES M. ROSS

(SGD.) EWALDE E. SELPH



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PHILIPPINE ISLANDS }

CITY OF MANILA } S.S.

**Securities and
Exchange
Commission**
PHILIPPINES

On this 6th day of May in the year A. D. one thousand nine hundred and nineteen, before me, J.R. Mateo, a notary public in and for the City of Manila, P.I., personally appeared J.C. Rockwell, with personal cedula No. F-7422 issued at Manila, P.I., on the 7th day of January, 1919; D. M. Shaw, with personal cedula no. F-7612, issued at Manila, P.I., on the 9th day of January, 1919; R. W. Spofford, with personal cedula No. M-168888, issued at Manila, P.I., on the 6th day of May, 1919; James Ross, with personal cedula No. F-5318, issued at Manila, P.I., on the 4th day of January, 1919; and J. G. Lawrence, with personal No. F-6628, issued at Manila, P.I., on the yth day of January, 1919, known to me to be the persons whose names are subscribed and who executed the within instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last written.

Doc. No. 239 Page 87 of my register.

(SGD.) J. R. MATEO

Notary Public

My commission expires

December 31, 1920

Date: 2019-02-13 Time: 13:01:22 PM

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9 of 15 pages

W. FRANCISCO

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PHILIPPINE ISLANDS)
CITY OF MANILA)S.S

Securities and
Exchange
Commission

D. M. Shaw, being duly sworn, depose and says that on the 5th day of May, anno domini nineteen hundred and nineteen, he was duly elected by the subscribers named in the foregoing articles of incorporation as treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such treasurer, he has been authorized by the subscriber to receive for the corporation all subscriptions paid in by subscribers for the capital stocks; that Twenty Thousand (P20,000) pesos worth of stock has been actually subscribed and that of said subscription, Twenty Thousand (P20,000) pesos, has been actually transferred to him in trust and received by him for the benefit and to the credit of the corporation, and that at least twenty per centum of the entire capital stock has been subscribed and at least twenty-five per centum of the subscription has been actually paid to him for the benefit and credit of the corporation.

(SGD.) D. M. SHAW

Subscribed and sworn to before me this 6th day of May, 1919, the affiant exhibiting his cedula No. F-7612, issued at Manila, P.I., on the 9th day of January 1919.

(SGD.) J. R. MATEO

Notary Public

My commission expires

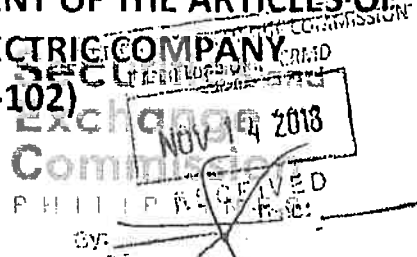
December 31, 1919

Doc. No. 240

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FEB 12 2019

**DIRECTORS' CERTIFICATE OF AMENDMENT OF THE ARTICLES OF
INCORPORATION OF MANILA ELECTRIC COMPANY
(S.E.C. REG. NO. PW-102)**



That, we the undersigned, the Chairman and Assistant Corporate Secretary of the Stockholder's Meeting and majority of the Board of Directors of **MANILA ELECTRIC COMPANY** (the "Corporation"), organized and existing under the laws of the Philippines, do hereby certify that the Amended Articles of Incorporation of the Corporation was amended by a majority vote of the Directors at a meeting held on 29 January 2018 and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock on 29 May 2018 at the Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City;

The amended provision of the attached Amended Articles of Incorporation refers to Article Fourth (4th) thereof which reads, as follows:

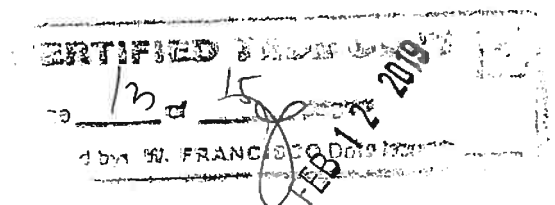
FOURTH: That the term for which said Corporation is to exist is **fifty (50) years from May 7, 2019. (As approved by its Board of Directors on 29 January 2018 and ratified by 2/3 of its Stockholders on 29 May 2018).**

We further certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.



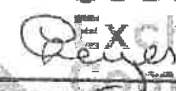
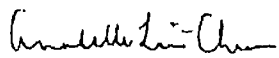
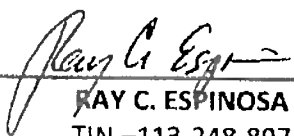
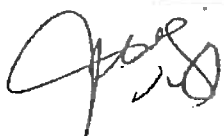

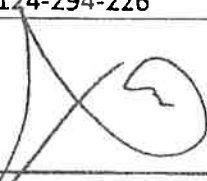
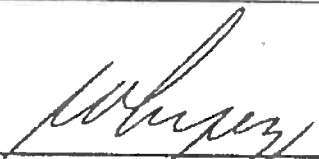
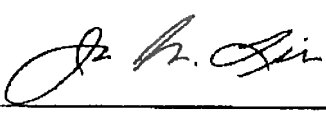
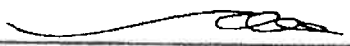
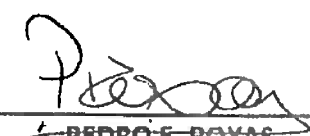
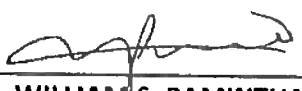
3 1 JUL 2018

IN WITNESS WHEREOF, we have hereunto set our hands on this ___ of ___ 2018 at Pasig City.

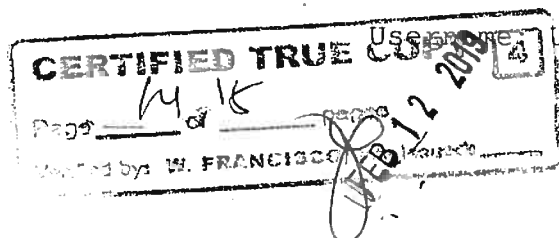
[SIGNATURE PAGE FOLLOWS]



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 MANUEL V. PANGILINAN Chairman/Chairman of the Stockholders' Meeting TIN - 914-481-801	 Securities and Exchange Commission  OSCAR S. REYES President and Chief Executive Officer TIN - 136-623-569
 ANABELLE L. CHUA TIN - 106-904-025	 RAY C. ESPINOSA TIN - 113-248-897
 JOHN L. GOKONGWEI, JR. TIN - 124-294-226	 LANCE V. GOKONGWEI TIN - 118-247-725
 JAMES L. GO TIN - 124-294-200	 MANUEL M. LOPEZ TIN - 100-749-139
 JOSE MA. K. LIM TIN - 100-930-065	 ARTEMIO V. PANGANIBAN TIN - 106-197-693
 PEDRO E. ROXAS TIN - 104-738-165	 WILLIAM S. PAMINTUAN Assistant Corporate Secretary TIN - 146-473-562

Date: 2019-02-13 Time: 13:01:22 PM



User3

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31 JUL 2018

SUBSCRIBED AND SWORN TO before me this ____ day of ____ 2018 at Pasig City, affiants personally appeared to me with their proof of identities bearing their photograph and signature, in accordance with Rule II, Section 12 and Rule IV, Section 2(b) of the 2004 Rules on Notarial Practice.

Name	TIN/ID/Passport-No
ANABELLE L. CHUA	TIN - 106-904-025
RAY C. ESPINOSA	TIN - 113-248-897
JOHN L. GOKONGWEI, JR.	TIN - 124-294-226
LANCE Y. GOKONGWEI	TIN - 118-247-725
JAMES L. GO	TIN - 124-294-200
JOSE MA. K. LIM	TIN - 100-930-065
MANUEL M. LOPEZ	TIN - 100-749-139
ARTEMIO V. PANGANIBAN	TIN - 106-197-693
MANUEL V. PANGILINAN	TIN - 914-481-801
OSCAR S. REYES	TIN - 136-623-569
PEDRO E. ROXAS	TIN - 104-738-165
WILLIAM S. PAMINTUAN	TIN - 146-473-562

NOTARY PUBLIC

ATTY. EDGAR MICHAEL C. ROBLES
Notary Public

Pasig, San Juan and Pateros

Issued on March 6, 2017 at Pasig City

Appointment No. 110(2017-2018)

Roll No. 53655/IBP Lifetime No. 011798 RSM Chapter

PTR No. 3909811/01-10-18 Pasig City

MCLE VI-0000249-07/11/16

8th Floor Lopez Bldg. Ortigas Avenue, Pasig City

Doc. No. 506
Page No. 101
Book No. II
Series of 2018.

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