



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

COMPANY REG. NO. CS200411461

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

**MEGAWIDE CONSTRUCTION CORPORATION**  
(Amending Article VII thereof)

copy annexed, adopted on February 26, 2021 by a majority vote of the Board of Directors and on May 21, 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 Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

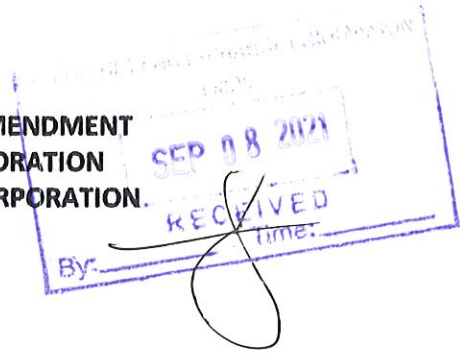
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 9<sup>th</sup> day of September, Twenty Twenty One.

**GERARDO F. DEL ROSARIO**  
Director  
Company Registration and Monitoring Department

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

**DIRECTORS' CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
MEGAWIDE CONSTRUCTION CORPORATION.**



**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned majority of the members of the Board of Directors and the Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Company"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation embodying the underscored amendments to the Articles of Incorporation of said Corporation are true and correct and was approved by the affirmative vote of the majority of the members of the Board of Directors at their meeting held on 26 February 2021 and by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company at their meeting held on 21 May 2021 via remote communication pursuant to SEC Memorandum Circular No. 6, Series of 2020.

The amended provisions of the attached Articles of Incorporation refer to the following Article:

**"SEVENTH:** That the authorized capital stock of the corporation is **FIVE BILLION EIGHTY MILLION PESOS (Php5,080,000,000.00)** in lawful money of the Philippines, divided into the following classes:

1. Four Billion Nine Hundred Thirty Million (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) peso per share; and
2. **ONE HUNDRED FIFTY MILLION (150,000,000)** cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.

The Preferred Shares shall be issued in series, sub-series or in tranches as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors, to establish and designate the series, sub-series or tranches of the Preferred Shares, fix the issue price and the number of shares in each sub-series or tranche, establish the specific terms and conditions of each sub-series or tranche and determine the manner by which the Preferred Shares will be subscribed and paid for, such as but not limited to, a private placement transaction or public offering.

Preferred shares of stock shall be cumulative, non-voting, non-participating, nonconvertible, perpetual; Provided, that no share will be issued below par value.

The preferred shares shall have the following features, rights and privileges:

- a) Its issue value shall be determined by the Board of Directors at the time of the issuance of the shares;
- b) The Board of Directors shall declare a dividend rate equivalent to the 7-year benchmark rate or any other rate determined by the Board of Directors as of issue

date, payable on a date to be set by the Board of Directors in accordance with Philippine laws, rules and regulations;

c) Preferred shares shall be non-convertible into common shares;

d) Preference over holders of common stock in the distribution of the corporate assets in the event of dissolution and liquidation of the corporation and in the payment of the dividend at the rate specified at the time of issuance;

e) Preferred shares shall be cumulative;

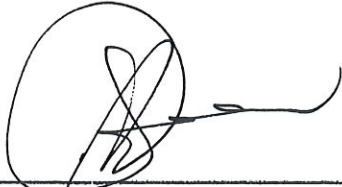
f) Preferred shares shall be non-participating in any other or further dividends beyond that specifically payable on the shares;

g) Holders of preferred shares shall have no pre-emptive rights to any issue of shares, common or preferred; and

h) The preferred shares may be redeemed by the corporation at the sole option of the Board of Directors at the price to be determined by the Board of Directors.”

– SIGNATURE PAGE FOLLOWS –

IN WITNESS WHEREOF, we have hereunto signed this Directors' Certificate of Amendment of the Articles of Incorporation this MAY 21 2021 day of 2021 in Quezon City, Philippines.



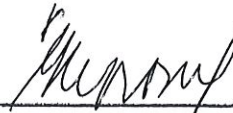
**EDGAR B. SAAVEDRA**  
*Chairman of the Board,  
Chief Executive Officer, and President*  
TIN:195-661-064



**MANUEL LOUIE B. FERRER**  
*Director*  
TIN: 191-569-388



**OLIVER Y. TAN**  
*Director*  
TIN: 208-264-817



**LEONILO G. CORONEL**  
*Independent Director*  
TIN: 130-190-655



**HILARIO G. DAVIDE, JR.**  
*Independent Director*  
TIN: 118-014-622



**CELSO P. VIVAS**  
*Independent Director*  
TIN: 123-305-216



**ALFREDO E. PASCUAL**  
*Independent Director*  
TIN: 148-805-249



**ANTHONY LEONARD G. TOPACIO**  
*Corporate Secretary*  
TIN: 220-281-136

SUBSCRIBED AND SWORN TO before me this MAY 21 2021 in \_\_\_\_\_  
affiants exhibiting to me the following:

| Name                       | Government ID       | Date and Place of Issuance |
|----------------------------|---------------------|----------------------------|
| Edgar B. Saavedra          | TIN No. 195-661-064 |                            |
| Manuel Louie B. Ferrer     | TIN No. 191-569-388 |                            |
| Oliver Y. Tan              | TIN No. 208-264-817 |                            |
| Leonilo G. Coronel         | TIN No. 130-190-655 |                            |
| Hilario G. Davide Jr.      | TIN No. 118-014-622 |                            |
| Celso P. Vivas             | TIN No. 123-305-216 |                            |
| Alfredo E. Pascual         | TIN No. 148-805-249 |                            |
| Anthony Leonard G. Topacio | TIN No. 220-281-136 |                            |

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Page No. 101 ;  
Book No. 5 ;  
Series of 2021.

*Charlotte King*  
**CHARLOTTE Y. KING**  
Commission Serial No. NP-210 (2020-2021)  
Notary Public for Quezon City  
Until 31 December 2021  
Roll of Attorney No. 66162  
IBF Lifetime No. 015223  
PTR No. 0684045; 6 January 2021; Quezon City  
MCLE Compliance No. VI-0004991; 21 December 2017  
No. 20 N. Domingo St., Brgy. Valencia, Quezon City, 1112

AMENDED  
ARTICLES OF INCORPORATION  
OF  
MEGAWIDE CONSTRUCTION CORPORATION  
(Formerly "MEGAWIDE STRUCTURES, INCORPORATED")  
(As amended on December 23, 2009 and May 7, 2010)

**Know All Men By These Presents:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY:**

**FIRST:** That the name of this corporation shall be:

MEGAWIDE CONSTRUCTION CORPORATION  
(As amended on December 23, 2009 and May 7, 2010)

**SECOND: A.** That the primary purpose of this corporation is

To engage in general construction business including the constructing, enlarging, repairing, or engaging in any work upon buildings, houses & condominium, roads, plants, bridges, piers, waterworks, railroads & other structures.

To own, use, improve, develop real estate of all kinds.

**B.** The secondary purposes of this corporation are:

1. To engage in allied construction business, such as, but not limited to, the construction and sale of precast items, concrete production, and purchase, sale and/or lease of construction equipment.

2. To engage in the business of constructing, developing and/or generating electricity, focusing on the utilization of hydroelectric, geothermal, wind, solar energy and other renewable energy sources and to carry out all services incident and/or ancillary to this business, including, but not limited to, the assembly, testing, commissioning, operation, maintenance, rehabilitation and management of power plants and the acquisition, repair or development of equipment, fixtures, machinery, and implements necessary or incidental to, or connected with power generation.

3. To purchase, subscribe for, or otherwise acquire and own, hold, use, invest in, develop, sell, assign, transfer, lease, take options to, mortgage, pledge, exchange, and in all ways deal with, personal and real property of every kind and

description, including shares of the capital stock of corporations, bonds, notes, evidence of indebtedness, and other securities, contracts or obligations of any corporation, domestic, or foreign, without however engaging in dealership in securities, in the stock brokerage business, or in the business of an investment company.

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

5. To borrow money, to make and issue notes and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, as the business of the corporation may require.

6. To exercise such other powers as may be necessary, desirable or incidental to the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including but not limited to conduction seminars and/or workshops for personnel development. (As amended on September 18, 2017)

That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines. It shall also have the power to extend corporate guarantees to its subsidiaries and affiliates for business purposes. (As amended on May 14, 2014 and June 30, 2014)

**THIRD:** That the place where the principal office of the corporation is to established is at:

No./Street 20 N. Domingo Street., Barangay Valencia

City/Town Quezon City Province Metro Manila  
(As amended on July 2, 2018)

**FOURTH:** That the term for which the corporation is to exist is Fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

| Name                 | Nationality | Residence                                     |
|----------------------|-------------|-----------------------------------------------|
| MICHAEL C. COSIQUIEN | FILIPINO    | 258 Mabolo St., Pasay City                    |
| EDGAR B. SAAVEDRA    | FILIPINO    | 47 Roosevelt St. North Greenhills<br>San Juan |
| YERIK C. COSIQUIEN   | FILIPINO    | 258 Mabolo St., Pasay City                    |

|                     |          |                                               |
|---------------------|----------|-----------------------------------------------|
| IRVING C. COSIQUIEN | FILIPINO | 258 Mabolo St., Pasay City                    |
| FLORIA B. SAAVEDRA  | FILIPINO | Canelar Presa, Zamboanga City                 |
| ELSIE SAAVEDRA B.   | FILIPINO | 47 Roosevelt St. North Greenhills<br>San Juan |

**SIXTH:** That the number of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended on December 23, 2009)

| Name                 | Nationality | Residence                                     |
|----------------------|-------------|-----------------------------------------------|
| MICHAEL C. COSIQUIEN | FILIPINO    | 258 Mabolo St., Pasay City                    |
| EDGAR B. SAAVEDRA    | FILIPINO    | 47 Roosevelt St. North Greenhills<br>San Juan |
| YERIK C. COSIQUIEN   | FILIPINO    | 258 Mabolo St., Pasay City                    |
| IRVING C. COSIQUIEN  | FILIPINO    | 258 Mabolo St., Pasay City                    |
| FLORIA B. SAAVEDRA   | FILIPINO    | Canelar Presa, Zamboanga City                 |
| ELSIE SAAVEDRA B.    | FILIPINO    | 47 Roosevelt St. North Greenhills<br>San Juan |

**SEVENTH:** That the authorized capital stock of the corporation is **FIVE BILLION EIGHTY MILLION PESOS (Php5,080,000,000.00)** in lawful money of the Philippines, divided into the following classes:

1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) peso per share; and
2. **ONE HUNDRED FIFTY MILLION (150,000,000)** cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.

*(As amended by the Board of Directors on February 26, 2021 and by the stockholders on May 21, 2021)*

The Preferred Shares shall be issued in series, sub-series or in tranches as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors, to establish and designate the series, sub-series or tranches of the Preferred Shares, fix the issue price and the number of shares in each sub-series or tranche, establish the specific terms and conditions of each sub-series or tranche and determine the manner by which the Preferred Shares will be subscribed and paid for, such as but not limited to, a private placement transaction or public offering.

Preferred shares of stock shall be cumulative, non-voting, non-participating, non-convertible, perpetual; *Provided*, that no share will be issued below par value.

The preferred shares shall have the following features, rights and privileges:



- a) Its issue value shall be determined by the Board of Directors at the time of the issuance of the shares;
- b) The Board of Directors shall declare a dividend rate equivalent to the 7-year benchmark rate or any other rate determined by the Board of Directors as of issue date, payable on a date to be set by the Board of Directors in accordance with Philippine laws, rules and regulations;
- c) Preferred shares shall be non-convertible into common shares;
- d) Preference over holders of common stock in the distribution of the corporate assets in the event of dissolution and liquidation of the corporation and in the payment of the dividend at the rate specified at the time of issuance;
- e) Preferred shares shall be cumulative;
- f) Preferred shares shall be non-participating in any other or further dividends beyond that specifically payable on the shares;
- g) Holders of preferred shares shall have no pre-emptive rights to any issue of shares, common or preferred; and
- h) The preferred shares may be redeemed by the corporation at the sole option of the Board of Directors at the price to be determined by the Board of Directors. (As amended on May 14, 2014 and June 30, 2014)

*(As amended by the Board of Directors on April 13, 2020 and by the stockholders on June 30, 2020)*

**EIGHTH:** That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

| <b>Name</b>          | <b>Nationality</b> | <b>No. of Shares Subscribed</b> | <b>Amount Subscribed</b> | <b>Amount Paid</b> |
|----------------------|--------------------|---------------------------------|--------------------------|--------------------|
| MICHAEL C. COSIQUIEN | FILIPINO           | 20,000                          | P10,000,000              | P4,000,000         |
| EDGAR B. SAAVEDRA    | FILIPINO           | 20,000                          | 10,000,000               | 4,000,000          |
| YERIK C. COSIQUIEN   | FILIPINO           | 2,500                           | 1,250,000                | 500,000            |
| IRVING C. COSIQUIEN  | FILIPINO           | 2,500                           | 1,250,000                | 500,000            |
| FLORIA B. SAAVEDRA   | FILIPINO           | 2,500                           | 1,250,000                | 500,000            |
| ELSIE B. SAAVEDRA    | FILIPINO           | 2,500                           | 1,250,000                | 500,000            |
| <b>Total</b>         |                    | <b>50,000</b>                   | <b>P25,000,000</b>       | <b>P10,000,000</b> |
|                      |                    | =====                           | =====                    | =====              |

**NINTH:** No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation. The shareholders do not have pre-emptive rights to subscribe to all issues or dispositions of shares of any class of the Corporation, in proportion to their respective shareholdings. (As amended on May 7, 2010)

**TENTH:** That Michael C. Cosiquien has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

**ELEVENTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness whereof, we have set out hands this 12 Jul 2004 at Makati City.

(SGD)  
Michael C. Cosiquien

(SGD)  
Edgar B. Saavedra

(SGD)  
Yerik C. Cosiquien

(SGD)  
Floria B. Saavedra

(SGD)  
Irving C. Cosiquien

(SGD)  
Elsie B. Saavedra

**WITNESSES:**

Florido Isturis

Filomeno B. Fernandez Jr.

## ACKNOWLEDGMENT

Republic of the Philippines)  
Makati City ) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 12 Jul 2004, personally appeared:

| Name                 | Community Tax Certificate No. | Date & place Issued  |
|----------------------|-------------------------------|----------------------|
| Michael C. Cosiquien | 21145732                      | 1.24.04 / Pasay City |
| Edgar B. Saavedra    | 21862224                      | 2.24.04 / Manila     |
| Yerik C. Cosiquien   | 21029549                      | 6.25.04 / Pasay City |
| Irving C. Cosiquien  | 20882371                      | 1.23.04 / Pasay City |
| Floria B. Saavedra   | 04685977                      | 4.21.04 / Manila     |
| Elsie B. Saavedra    | 21862223                      | 2.26.04 / Manila     |

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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(SGD)  
LUZONIA M. EM  
NOTARY PUBLIC  
Until December 31, 2004  
PTR NO. 701-7415/1-8-04/MAKATI

Doc. No. 531;  
Page No. 106;  
Book No. I;  
Series of 2004.

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

**SECRETARY'S CERTIFICATE**

I, **ANTHONY LEONARD G. TOPACIO**, of legal age, Filipino, with office address at No. 20, N. Domingo Street, Barangay Valencia, Quezon City, after having been sworn to in accordance with law, hereby depose and state that:


1. I am the duly elected and qualified *Corporate Secretary* of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Company"), a corporation duly organized and existing under and by virtue of Philippines laws, with principal office address at No. 20 N. Domingo Street, Barangay Valencia, Quezon City;
2. To the best of my knowledge, no action or proceeding has been filed or is 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 Company as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have executed this Secretary's Certificate this MAY 21 2021 day of \_\_\_\_\_  
in Quezon City, Philippines.

  
\_\_\_\_\_  
**ANTHONY LEONARD G. TOPACIO**  
*Corporate Secretary*

**SUBSCRIBED AND SWORN TO** before me this MAY 21 2021 in Quezon City, affiant exhibiting his Driver's License with No. N01-02-007474 issued on 08 February 2017, at Metro Manila.

Doc. No. 499 ;  
Page No. 101 ;  
Book No. I ;  
Series of 2021.

  
**CHARLOTTE Y. RING**  
Commission Serial No. NP-210 (2020-2021)  
Notary Public for Quezon City  
Until 31 December 2021  
Roll of Attorney No. 66162  
ISP Lifetime No. 010273  
PTR No. 0094045, 6 January 2021; Quezon City  
MCE Compliance No. V-009891, 21 December 2017  
No. 20 N. Domingo St., Brgy. Valencia, Quezon City, 1112