



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. 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 May 26, 2025 by a majority vote of the Board of Directors and on July 3, 2025 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 18 day of August, Twenty Twenty-Five.

DONDIE Q. ESGUERRA
Director
Financial Analysis and Audit Department

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 *(As amended by the Board of Directors on April 29, 2022 and by the stockholders on June 30, 2022, by deleting the phrase "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, 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. (As amended by the Board of Directors on April 29, 2022 and by the stockholders on June 30, 2022, by deleting the word "develop")

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 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 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 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 San Juan

SEVENTH: That the authorized capital stock of the corporation is **FIVE BILLION TWO HUNDRED TWENTY MILLION PESOS (Php5,220,000,000.00)** 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. **TWO HUNDRED NINETY MILLION (290,000,000)** 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 November 4, 2022, and by the stockholders on December 20, 2022; Further amended by the Board of Directors on October 25, 2024 and by the stockholders on December 10, 2024; Further amended by the Board of Directors on May 26, 2025 and by the stockholders on July 3, 2025)

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:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
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

Total	50,000	P25,000,000	P10,000,000
	====	=====	=====

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)
CITY OF SAN JUAN) 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 May 26, 2025 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 July 3, 2025 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 TWO HUNDRED TWENTY MILLION PESOS (Php5,220,000,000.00)** 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. **TWO HUNDRED NINETY MILLION (290,000,000)** 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 November 4, 2022 and by the stockholders on December 20, 2022; Further amended by the Board of Directors on October 25, 2024 and by the stockholders on December 10, 2024; Further amended by the Board of Directors on May 26, 2025 and by the stockholders on July 3, 2025)

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;

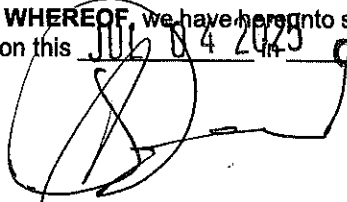
g) Holders of preferred shares shall have no pre-emptive rights to any issue of shares, common or preferred; and

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. (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)

- SIGNATURE PAGE FOLLOWS -

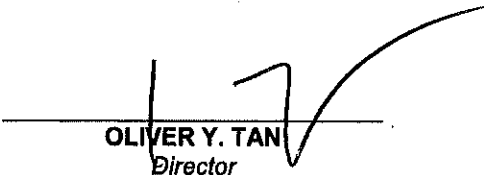
IN WITNESS WHEREOF, we have hereunto signed this Director's Certificate of Amendment of the Articles of Incorporation this JUL 24 2025 CITY OF SAN JUAN



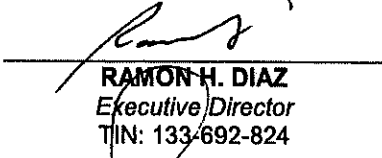
EDGAR B. SAAVEDRA
*Chairman of the Board,
Chief Executive Officer, and President*
TIN: 195-661-064



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



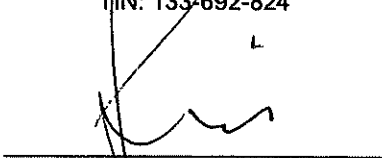
OLIVER Y. TAN
Director
TIN: 208-264-817



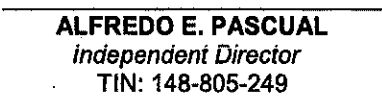
RAMON H. DIAZ
Executive Director
TIN: 133-692-824



NINA PERPETUA D. AGUAS
Independent Director
TIN: 106-903-400



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



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



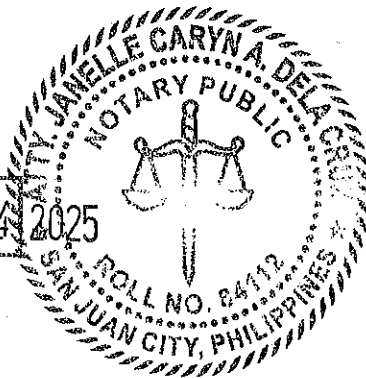
MELISSA ESTER E. CHAVEZ-DEE
Corporate Secretary
TIN: 245-672-372

SUBSCRIBED AND SWORN TO before me this JUL 04 2025 in
CITY OF SAN JUAN presents exhibiting to me the following:

Name	Government ID	Date and Place of Issuance
Edgar B. Saavedra	Passport No. P6875140B	27 May 2021 / DFA Manila
Manuel Louie B. Ferrer	Passport No. P8446821A	22 August 2018 / DFA NCR Northeast
Oliver Y. Tan	Passport No. P4489306B	22 January 2020 / DFA NCR East
Ramon H. Diaz	Passport No. P5852124B	25 November 2020 / DFA NCR West
Nina Perpetua D. Aguas	Passport No. P7293536B	29 July 2021 / DFA Manila
Celso P. Vivas	Senior Citizen's ID Control No. GGG-010167	[e]
Alfredo E. Pascual	UMID CRN-021-1107-1634-8	[e]
Melissa Ester E. Chavez-Dee	Passport No. P8374008B	03 December 2021 / DFA Manila

Doc. No. 175 :
 Page No. 3 :
 Book No. 1 :
 Series of 2025.

DOCUMENTARY STAMP TAX PAID
 Serial No.: 0325017 Date: JUL 04 2025



Janelle Cruz
JANELLE CARYN A. DELA CRUZ
 Notary Public for and in the City of San Juan
 Appointment No. 16 (2025-2026)
 Until 31 December 2026
 11th floor, Santolan Town Plaza, 276 Col. Bonny Serrano
 Ave., Barangay Little Baguio, San Juan City
 Roll of Attorneys No. 84112
 PTR No. 1821877 / 01.09.25 / City of San Juan
 IBP No. 499976 / 01.06.25 / Rizal RSM Chapter
 MCLE Compliance No. VIII - 0031500 (Until 14 April 2028)

MANAGEMENT REPRESENTATION

To the Securities and Exchange Commission:

In connection with the application of **MEGAWIDE CONSTRUCTION CORPORATION** (the "**Corporation**") for the amendment of the SEVENTH ARTICLE of its Articles of Incorporation, the undersigned officers of the Corporation hereby certify that:

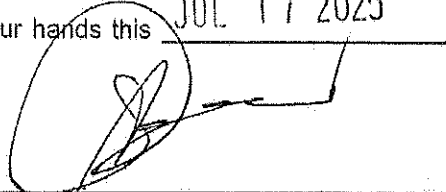
- (1) all information and representations contained in the submitted application and its supporting documents are true and correct;
- (2) the verification procedures required by the Securities and Exchange Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- (3) the items/accounts subject of the application are authorized, valid, and legal; and
- (4) the shares of stock to be issued are not watered.

The Corporation hereby authorizes the Securities and Exchange Commission, subject to prior notice and due process, to examine any time, even after the approval of the application, the Corporation's books of accounts and records to determine the validity and accuracy of the transaction.

- SIGNATURE PAGE FOLLOWS -

CITY OF SAN JUAN

IN WITNESS WHEREOF, we have hereunto set our hands this JUL 17 2025 in
Metro Manila, Philippines.



EDGAR B. SAAVEDRA
President
TIN No. 195-661-064



CHRISTOPHER A. NADAYAG
Treasurer
TIN No. 248-948-533

SUBSCRIBED AND SWORN to before me this JUL 17 2025 at San Juan City, Metro Manila, Philippines, affiants exhibiting to me the following documents as proof of identity:

Name	Government Issued I.D.	Date & Place Issued
Edgar B. Saavedra	Passport No. P6875140B	27 May 2021 – DFA Manila
Christopher A. Nadayag	Passport No. P2790269B	15 April 2019 – DFA NCR East

Doc No. 186 :
 Book No. 39 :
 Page No. I :
 Series of 2025.



Janelle Caryn A. Dela Cruz
JANELLE CARYN A. DELA CRUZ
 Notary Public for and in the City of San Juan
 Appointment No. 16 (2025-2026)
 Until 31 December 2026

11th floor, Santolan Town Plaza, 276 Col. Bonny Serrano Ave., Barangay Little Baguio, San Juan City
 Roll of Attorneys No. 84112
 PTR No. 1821877 / 01.09.25 / City of San Juan
 IBP No. 499976 / 01.06.25 / Rizal RSM Chapter
 MGLE Compliance No. VIII - 0031500 (Until 14 April 2028)

DOCUMENTARY STAMP TAX PAID
 Serial No: DFA 5019 Date: JUL 17 2025