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

COMPANY REG. NO. 0000086335

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

MONDE NISSIN CORPORATION

copy annexed, adopted on November 23, 2021 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 28th day of April, Twenty Twenty Two.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MV/qba

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT (CRMD)

Nature of Application

SEC Registration Number

0	0	0	0	0	8	6	3	3	5

Company Name

MONDE NISSIN CORPORATION

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

FELIX REYES ST., BARANGAY BALIBAGO, CITY OF SANTA ROSA LAGUNA

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person	Email Address	Telephone Number/s	Facsimile Number/s
Atty. Maureen O. Lizarondo-Medina	molizarondo@picazolaw.com	8888-0999	8888-1011

Contact Person's Address

Liberty Center – Picazo Law, 104 H.V. Dela Costa St., Salcedo Village, Makati City

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

SAL Commissioners for Oaths & Notaries Public

NC0M1800WB

NOTARIAL CERTIFICATE

TO ALL TO WHOM these presents shall come

I, Tay Yat Hock Cedric, NOTARY PUBLIC duly admitted, authorised to practise in the Republic of Singapore, DO HEREBY CERTIFY

that I was present in Singapore on the 12th day of February 2022, and did there and then see the attached original **CERTIFICATE OF AMENDMENT OF THE BY-LAWS OF MONDE NISSIN CORPORATION**, duly signed in my presence by **MR HARTONO KWEEFANUS, MR HOEDIONO KWEEFANUS, MS BETTY ANG** and **MS MARIE ELAINE TEO** (whose respective identities I had duly verified); and I CONFIRM and ATTEST that the names or signatures "*Signed: Mr Hartono Kweefanus*", "*Signed: Mr Hoediono Kweefanus*", "*Signed: Ms Betty Ang*" and "*Signed: Ms Marie Elaine Teo*" thereto subscribed are the true and proper signatures and handwritings of the said **MR HARTONO KWEEFANUS, MR HOEDIONO KWEEFANUS, MS BETTY ANG** and **MS MARIE ELAINE TEO** respectively.

IN FAITH AND TESTIMONY whereof I the said notary have subscribed my name and set and affixed my seal of office at Singapore, this 12th day of February 2022.

NOTARY PUBLIC

NOTARY PUBLIC
SINGAPORE

NOTARY PUBLIC
Cedric Tay Yat Hock
NP2021/0028
1 Apr 2021 – 31 Mar 2022
SINGAPORE

By virtue of Rule 8(3)(c) of the Notaries Public Rules, a Notarial Certificate must be authenticated by the Singapore Academy of Law in order to be valid.

With effect from 16 September 2021, a Notarial Certificate shall be deemed to be validly authenticated by the affixing of an Apostille to the back of the Notarial Certificate.

SECURITIES AND EXCHANGE COMMISSION
CRMD
28 APR 2022
RECEIVED

CERTIFICATE OF AMENDMENT OF THE BY-LAWS OF
MONDE NISSIN CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, Corporate Secretary and a majority of the members of the Board of Directors of **MONDE NISSIN CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at Felix Reyes St., Barangay Balibago, Santa Rosa, Laguna, Metropolitan Manila, Philippines do hereby certify that the attached Amended By-Laws of the Corporation embodying the underscored amendments to the following Articles of the By-Laws of the Corporation:

(a) Article III, Section 11.1 – to remove the second sentence "He/she shall be elected by the Board and shall hold office at the pleasure of the Board."; and

(b) Article IV, Section 4 – to amend the annual stockholders' meeting date from "the Fourth Tuesday of November" to "the last Friday of June" of each year

is a true and correct copy and was approved in separate resolutions passed at the principal place of business of the Corporation (a) by more than a majority of the members of the Board of Directors of the Corporation at the organizational meeting held on November 23, 2021 at which a quorum was present and acting throughout, and (b) by stockholders owning or representing more than two-thirds (2/3s) of the outstanding capital stock of the Corporation through their affirmative vote at the annual stockholders' meeting held on November 23, 2021.

IN WITNESS WHEREOF, this Certificate has been signed by the following officers and directors of the Corporation on the date and at the place stated herein.

HARTONO KWEEFANUS
Chairperson Emeritus/Director

HOEDIONO KWEEFANUS
Vice Chairperson of the Board

BETTY ANG
President & Director

MARIE ELAINE TEO
Independent Director

NOTARY PUBLIC
Cedric Tay Yat Hock
NP2021/0028
1 Apr 2021 - 31 Mar 2022
SINGAPORE

HENRY SOESANTO
Acting Chairperson of the Stockholders' Meeting/Director/CEO

MONICA DARMONO
Director

NINA PERPETUA D. AGUAS
Independent Director

HELEN G. TIU
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, METRO MANILA) SS.

SUBSCRIBED AND SWORN TO before me, a Notary Public at the place stated above on this FEB 22 2022, affiants exhibiting to me their respective Tax Identification Nos. and passport details as follows:

Name	*TIN No.*	*Passport No. ("PP")*	*Passport Place & Expiry Date*
Henry Soesanto	[redacted]	[redacted]	[redacted]
Monica Darmono	[redacted]	[redacted]	[redacted]
Nina Perpetua D. Aguas	[redacted]	[redacted]	[redacted]
Helen Go Tiu	[redacted]	[redacted]	[redacted]

Doc. No. 339;
Page No. 69;
Book No. II;
Series of 2022.

ATTY. GARNY-LUISA S. ALEGRE
Notary Public of Quezon City
Commission No. NP-035 (2021 – 2022)
IBP No. 148463 /12-08-2021
Roll No. 53666/Albay
PTR No. 2904965/1-03-2022/Parañaque City
MCLE No. VII-0002539/2-24-2020
Banawe, Quezon City

AMENDED BY-LAWS
OF
MONDE NISSIN CORPORATION
(formerly: Monde Denmark Nissin Biscuit Corporation)

ARTICLE I. THE BOARD OF DIRECTORS

Section 1. Duties, Powers and Attributes.

1.1. The Board of Directors ("The Board") of Monde Nissin Corporation (the "Corporation") is the governing body elected by the Corporation's stockholders. The Board shall comprise of men and women with a collective working knowledge, experience, or expertise that are relevant to the Corporation's business. The Board shall exercise all corporate powers of the Corporation, conduct all its business, and control all properties of the Corporation.

1.2. The Board shall have the duties, powers, and attributes, assigned to it by Republic Act No. 112321 or an Act Providing for the Revised Corporation Code of the Philippines as the same may be amended from time to time ("Revised Corporation Code") and the provisions of these by-laws (the "By-Laws"), in consonance with the principles instituted in the Corporation's Manual on Corporate Governance as approved by the Securities and Exchange Commission ("CG Manual") and the Charter of the Board of Directors ("Board Charter").

Section 2. Qualification and Election.

2.1. The Board shall have such number of directors as fixed in the Articles of Incorporation ("Directors"). The Directors shall be elected individually by the Corporation's stockholders entitled to vote at the annual or regular meeting or at a special meeting called for the purpose, and shall hold office for one (1) year and until the election and qualification of their successors in accordance with these By-Laws.

2.2. No person shall be elected nor be competent to take office as a Director unless at least one (1) share of stock of the Corporation shall stand in such Director's name in the books of the Corporation at the time of his/her election.

2.3. No person shall qualify or be eligible for nomination or election as a Director (a) if he/she is in possession of any of the grounds for disqualification provided in applicable laws and the rules and regulations of the Securities and Exchange Commission ("SEC"), as may be promulgated or amended from time to time, or (b) if he/she is engaged in any business that competes with or is antagonistic to that of the Corporation or its affiliates or subsidiaries (collectively, "Affiliates") as provided in Section 2.4 below.

2.4 Without limiting the generality of the foregoing, a person shall be deemed to be engaged in any business that competes with or is antagonistic to that of the Corporation:

(a) If he/she is an employee, officer, manager, director, controlling person, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares, of any corporation (other than one in which this Corporation owns at least twenty per cent (20%) of the capital stock) or entity engaged in a business that The Board, by at least a majority vote, determines to be competitive or antagonistic to that of the Corporation or its Affiliates; or

(b) If he/she is an employee, officer, manager, director, controlling person, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business of the Corporation or any of its Affiliates, when in the judgment of The Board, by at least a majority vote, the laws against combinations and restraint of trade shall be violated by such person's membership in The Board; or

(c) If The Board, in the exercise of its judgment in good faith, determines by at least a majority vote, that he/she is a nominee of any person set forth in (a) and (b) above.

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, The Board may take into account such factors as business and family relationships.

2.5 The Corporation shall comply with the requirement to have such number of Independent Directors as may be required by law, and with the legally prescribed procedures for their nomination and election, as applicable to publicly-listed corporations ("Independent Directors"). An Independent Director is an individual who, apart from the shareholdings and fees received from the Corporation, is independent of management and is free from any business or other relationship which could, or could reasonably be perceived to materially interfere with his/her exercise of independent judgment in carrying out his/her responsibilities as a Director. The qualifications of an Independent Director shall be those as prescribed in applicable law and the relevant issuances of the SEC on corporate governance, and the provisions of the Board Charter and CG Manual.

2.6. For the proper implementation of the provisions of this Article I with respect to the election of Directors, all nominations for election of Directors by the stockholders shall be submitted in writing to The Board's Corporate Governance, Nomination and Remuneration Committee at least sixty (60) days before the date of the regular meeting of the stockholders.

The list of the nominees for directors as determined by the Corporate Governance, Nomination and Remuneration Committee, upon confirmation by a majority vote of The Board, shall be final and binding upon the shareholders, and no other nomination shall be entertained or allowed during any meeting of the shareholders for the election of directors.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on June 22, 2021 pursuant to the authority duly delegated to said Board of Directors by stockholders owning at least two-thirds (2/3s) of the outstanding capital stock of the Corporation on May 28, 2021 in accordance with Section 47 of the Revised Corporation Code of the Philippines or Republic Act No. 11232.)

Section 3. Vacancies.

3.1 Any vacancy due to expiration of term shall be filled no later than the day of such expiration at the annual stockholders' meeting. For any vacancy arising from removal by the stockholders, the election shall be held on the same meeting if so stated in the agenda and notice of meeting. In all other cases, the vacancy may be filled by at least a majority vote of the remaining Directors, if still constituting a quorum; otherwise, the vacancy shall be filled in a special stockholders' meeting called for that purpose, in any instance no later than forty-five (45) days from the time the vacancy occurred. The director so elected shall be referred to as replacement director and act as a member of the said Board only for the unexpired term of his predecessor.

3.2 When the remaining directors cannot constitute a quorum and emergency action is required to prevent grave, substantial or irreparable loss or damage to the Corporation, the vacancy may be

temporarily filled from among the officers of the Corporation by the unanimous vote of the remaining directors. The designated Director's actions shall be limited to any necessary emergency action and his term shall cease within a reasonable time from the termination of the emergency or upon election of the replacement director, whichever comes first.

Section 4. Quorum and Meetings.

4.1. The Directors shall act only as a body, i.e., as The Board. Except as otherwise contemplated under these By-laws, the attendance of a majority of the Directors shall be necessary at all duly constituted meetings of The Board to constitute a quorum for the transaction of any business. Accordingly, every decision of a majority of the Directors present at a duly-constituted meeting of the Board at which there is a quorum shall be a valid act of the Corporation.

4.2. The Board shall designate the days when it shall hold regular meetings at such places and at such times as The Board shall by resolution determine from time to time. Special meetings of The Board may be called by the following at any time: (i) the President of the Corporation, or (ii) the Chief Executive Officer of the Corporation. Any two members of The Board can also call a special meeting of The Board on three (3) Business Days'[1] prior notice to each Director personally, in writing, or via electronic media.

4.3. Participation of Directors, including voting, at The Board's meetings can be in person, through remote communication (such as videoconferencing, teleconferencing or other alternative modes of communication as allowed by law or by the SEC). Participation and voting cannot be done by proxy.

4.4 Directors with interest, potential or otherwise, in any related party transactions or contracts ("RPT") shall timely and fully disclose any and all material facts and abstain from deliberations on and approval of the same without prejudice to compliance with the requirements of the law and the rules and regulations of the SEC, as may be promulgated or amended from time to time. Material RPTs, as defined in applicable laws, and rules and regulation of the SEC, shall be approved by at least two-thirds (2/3) of all the Directors, including by all of the Independent Directors.

4.5 The regular meetings of The Board shall be every quarter or once every three (3) months in accordance with Section 4.2 above.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on June 22, 2021 pursuant to the authority duly delegated to said Board of Directors by stockholders owning at least two-thirds (2/3s) of the outstanding capital stock of the Corporation on May 28, 2021 in accordance with Section 47 of the Revised Corporation Code of the Philippines or Republic Act No. 11232.)

Section 5. Director's Compensation.

Directors shall be entitled to receive from the Corporation fees and other compensation for their services in accordance with Section 29 of the Revised Corporation Code or Republic Act No. 112321. In no case shall the total yearly compensation of Directors exceed three percent (3.0%) of the net income before income tax of the Corporation during the preceding year. The Board's Corporate Governance, Nomination and Remuneration Committee shall have the responsibility of recommending such fees and other compensation of Directors. In discharging this duty, the Corporate Governance, Nomination and Remuneration Committee shall be guided by the principle that Directors

[1] As used herein, "Business Day" means a day other than a Saturday, Sunday or public holiday in Makati City, Philippines.

should be fairly remunerated for their performance and for work required and responsibility assumed in a company of the Corporation's size and scope.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on June 22, 2021 pursuant to the authority duly delegated to said Board of Directors by stockholders owning at least two-thirds (2/3s) of the outstanding capital stock of the Corporation on May 28, 2021 in accordance with Section 47 of the Revised Corporation Code of the Philippines or Republic Act No. 11232.)

ARTICLE II. THE BOARD COMMITTEES

Section 1. Board Committees.

The Board shall establish (a) an Executive Committee, (b) an Audit Committee, (c) a Corporate Governance, Nomination and Remuneration Committee, (d) a Risk and Related Party Transactions Committee, and (e) such other Board committees that focus on specific board functions and other bodies that it may deem necessary or advisable in respect of the affairs of the Corporation. These committees shall aid The Board in the optimal performance of its roles and responsibilities. The composition, functions, and responsibilities of all such committees established shall be prescribed by the Board and reflected on the corresponding committee charter which reflects the governance principles in the Corporation's CG Manual.

Section 2. The Executive Committee.

2.1 There shall be an Executive Committee composed of not less than three (3) but not more than five (5) members to be designated by The Board, at least a majority of whom shall be members of The Board. The Executive Committee shall help and assist The Board and the officers of the Corporation in the management and direction of the affairs of the Corporation, and shall exercise any of the powers and attributes of the Board also during the intervening period between The Board's meetings, as may be allowed by law. A majority of the members of the Executive Committee at any meeting shall constitute a quorum. In addition to taking action at a meeting, the Executive Committee may validly act upon the written consent of a majority of its members. At each meeting of The Board, the acts and proceedings of the Executive Committee since the preceding meeting of The Board shall be submitted for such action thereon as the Board may deem proper. The Executive Committee shall meet as often as the Board may require. The chairperson of the Executive Committee should be an executive Director.

2.2 The Chairperson of the Executive Committee is the legal representative of the Corporation and has the power:

a. To execute the resolutions made during stockholders' meetings, by The Board, and by the Executive Committee;
b. To sign, in accordance with said resolutions, such contracts, instruments and powers of attorney as may be necessary;
c. To represent the Corporation and vote at stockholders' meetings all stocks owned by the Corporation in other corporations or companies.

2.3 With the consent of The Board, the Executive Committee's chairperson may delegate to any of the officers of the Corporation any and all powers granted him/her, provided, that such delegation shall not divest the Executive Committee's chairperson of the authority to exercise the same powers. Any delegation of powers made by the Executive Committee's chairperson pursuant to the

immediately preceding sentence should likewise be submitted for ratification and confirmation at the next annual meeting of stockholders.

2.4 The Charter of the Executive Committee and the CG Manual shall provide for the qualifications of the members comprising the Executive Committee, as well as the Executive Committee's functions and responsibilities in addition to what is provided in these By-Laws.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on June 22, 2021 pursuant to the authority duly delegated to said Board of Directors by stockholders owning at least two-thirds (2/3s) of the outstanding capital stock of the Corporation on May 28, 2021 in accordance with Section 47 of the Revised Corporation Code of the Philippines or Republic Act No. 11232.)

Section 3. The Audit Committee.

3.1 There shall be an Audit Committee composed of not less than three appropriately qualified non-executive Directors[2], the majority of whom, including the Audit Committee's chairperson, should be Independent Directors. All of the members of the Audit Committee must have the relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and/or finance. The Audit Committee's chairperson should not be the chairman of the Board or of any other committees.

3.2 The Audit Committee is responsible for overseeing the senior management in establishing and maintaining an adequate, effective and efficient internal control framework. It ensures that systems and processes are designed to provide assurance in areas including financial reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets.

3.3 The Audit Committee shall recommend to The Board the approval of the Audit Committee Charter, which shall, among others, provide for the qualifications of the Directors comprising the Audit Committee as well as the Audit Committee's functions and responsibilities in addition to what is provided in these By-Laws. The Audit Committee shall meet with The Board at least every quarter without the presence of the Chief Executive Officer or other management team members, and shall periodically meet with the Corporation's Chief Internal Audit Executive or the head of the Corporation's internal audit function.

Section 4. The Corporate Governance, Nomination and Remuneration Committee.

4.1 The Corporate Governance, Nomination and Remuneration Committee shall be composed of at least three (3) non-executive Directors, all of whom, as much as possible, should be Independent Directors, including its chairperson.

4.2 The Corporate Governance, Nomination and Remuneration Committee is responsible for ensuring compliance with and proper observance of corporate governance principles and practices including overseeing the periodic performance evaluation of the Board and its committees and recommending relevant trainings for the members of the Board. It shall also be responsible for installing and maintain a process to ensure that all directors to be nominated for election at the next annual stockholders meeting have the qualifications and none of the disqualifications. Furthermore, the Corporate Governance, Nomination and Remuneration Committee shall establish a formal and transparent policy for determining the remuneration of Directors.

---

[2] A Director who has no executive responsibility for the Corporation's day-to-day operations.

4.3 The Corporate Governance, Nomination and Remuneration Committee shall recommend to The Board the approval of the Corporate Governance, Nomination and Remuneration Charter, which shall, among others, provide for the qualifications of the Directors comprising the Corporate Governance, Nomination and Remuneration Committee as well as its functions and responsibilities in addition to what is provided in these By-Laws and the CG Manual. The Corporate Governance, Nomination and Remuneration Committee shall meet as often as the Board may require and shall meet at least twice a year, and shall meet periodically with the Corporate Secretary and the Chief Compliance Officer.

Section 5. The Risk and Related Party Transactions Committee.

5.1 The Risk and Related Party Transactions Committee shall be composed of at least three (3) non-executive Directors, the majority of whom should be Independent Directors, including the chairperson. No executive Director shall sit as a member of the Risk and Related Party Transactions Committee. The Risk and Related Party Transactions Committee's chairperson should not be the chairperson of The Board or of any other committee. At least one member of the Risk and Related Party Transactions Committee must have relevant thorough knowledge and experience on risk and risk management.

5.2 The Risk and Related Party Transactions Committee is responsible for the oversight of the Corporation's Enterprise Risk Management system to ensure that there is an effective and integrated risk management process in place to enable the Board and management to make well-informed decisions taking into consideration risks related to significant business activities, plans and opportunities. It shall also be responsible for reviewing all material related party transactions of the Corporation to ensure that they will be undertaken on arm's length basis.

5.3 The Risk and Related Party Transactions Committee shall recommend to The Board the approval of The Risk and Related Party Transactions Committee Charter, which shall, among others, provide for the qualifications of the Directors comprising the Risk and Related Party Transactions Committee as well as its functions and responsibilities in addition to what is provided in these By-Laws. The Risk and Related Party Transactions Committee shall meet as often as the Board may require and shall periodically meet with the Chief Risk Executive/Officer or the person in charge of the Corporation's Enterprise Risk Management system.

ARTICLE III –OFFICERS

Section 1. General Responsibility of Officers.

The Corporation's officers are primarily accountable to The Board for the operations of the Corporation, as they are charged with the duty to implement the policies laid down by The Board in the conduct of the Corporation's business and affairs. In fulfilling their duties, the Corporation's officers will be guided by the good governance principles embodied in the relevant issuances of the SEC, the Corporation's CG Manual, and the Corporation's Code of Conduct and Business Ethics ("Code of Conduct").

Section 2 Officers of the Corporation.

The officers of the Corporation shall consist of the Chairperson of the Board, the Vice Chairperson, the President, the Executive Vice President, one or more Vice Presidents, the Chief Executive Officer, the

Treasurer, the Chief Financial Officer, the Corporate Secretary, one or more Assistant Secretaries, the Chief Compliance Officer, the Chief Risk Executive/Officer, the Chief Internal Audit Executive, and such other officers as may from time to time be elected or appointed by the Board. One person may hold any two compatible offices.

The officers of the Corporation shall perform such duties, functions and responsibilities as may be provided in these By-Laws or in the Corporation's CG Manual or such other charters, codes, or policies as may be approved by The Board.

Section 3. Chairperson Emeritus.

The honorary title of Chairperson Emeritus may be conferred by The Board to a Director who shall have served as Chairperson of The Board of the Corporation for at least ten (10) consecutive years.

Section 4. Chairperson of The Board.

The Chairperson of the Board shall be elected by The Board of Directors from their own number. The position of Chairperson of the Board should be held by a person other than the President. He shall preside at all meetings of stockholders and of The Board, and shall perform such other duties which are given him in the Board Charter and CG Manual.

Section 5. Vice Chairperson.
In the absence of the Chairperson of The Board, the Vice-Chairperson shall preside at meetings of the Board.

Section 6. President.

6.1 The President, who must be a Director, shall be elected by The Board from their own number. The position of President should be held by a person other than the Chairperson of the Board and may not concurrently hold the positions of President and Corporate Secretary, or as President and Treasurer at the same time.

6.2 The President shall exercise general supervision over all the other officers of the Corporation subject to the control of the Board of Directors. He/she shall ensure that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He/She shall sign, jointly with the Corporate Secretary, the certificates of stock and shall perform such other duties as may be delegated from time to time by The Board or the Executive Committee in a manner that shall be beneficial to the Corporation in conformity with the provisions of the law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual.

6.3 In the absence of the President, the Acting President, shall be, in this order of precedence, (a) the Chairman of the Executive Committee, (b) the Chief Executive Officer, (c) the Executive Vice-President, (d) any Senior Officer as may be determined by The Board. The Acting President shall have the responsibilities of the President provided in Section 6.2 above, including the authority to sign the certificates of stock.

Section 7. Chief Executive Officer.

The Chief Executive Officer shall have the following powers and duties:

a. determine the Corporation's strategic direction and formulate and implement its strategic plan on the direction of the business, oversee the operations of the Corporation and manage human and financial resources in accordance with the strategic plan, and such other powers which may be assigned to him/her by The Board. In this connection, the Chief Executive Officer may be assisted by a Chief Strategy Officer;

b. have direct and active management of the business and operation of the Corporation, conducting the same according to the orders, resolutions, and instructions of The Board, and according to his/her own discretion whenever and wherever the same is not expressly limited by such order, resolution, or instruction;

c. to appoint and, at his/her discretion, remove, or suspend any and all of the agents, employees, and other subordinate personnel of the Corporation, exercise general superintendence and direction over all of them, and prescribe their duties, and fix or change from time to time their respective salaries and wages;

d. execute on behalf of the Corporation all contracts and agreements, obtain loans and funding, borrow money, raise capital and attract investors, order payments and disbursements, countersign, endorse and deliver all checks, drafts, bills of exchange, promissory notes, and orders of payment of sum of money in the name and on behalf of the Corporation under such authority as may be delegated to him by The Board;

e. submit reports of the operations of the Corporation to The Board at such times as the latter may require, and an annual report thereof to the stockholders at the annual meeting;

f. submit to The Board such statements, reports, memoranda, and accounts as the latter may require and prepare such statements and reports as may be required from time to time by the law with respect to a corporation organized under Philippine law; and

g. perform such other duties as may be prescribed by The Board, the Executive Committee, or the President, or such duties which may properly pertain to his/her office and in his/her judgment will serve the best interest of the Corporation in conformity with the provisions of law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual and its Code of Conduct and Ethics ("Code of Conduct").

Section 8. Executive Vice-President.

The Executive Vice-President shall exercise all functions and perform such other duties as may be delegated by The Board, the Executive Committee, the President, or the Chief Executive Officer in a manner that shall be beneficial to the Corporation in conformity with the provisions of law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual and the Code of Conduct.

Section 9. Vice President(s).

The Board may appoint any number of Vice-President(s) as they deem necessary, upon the recommendation of the Chief Executive Officer. A Vice-President shall perform such other duties as may be delegated by The Board, the Executive Committee, the chairperson of the Executive Committee, the President, the Chief Executive Officer, or the Executive Vice President in a manner that shall be beneficial to the Corporation in conformity with the provisions of law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual and Code of Conduct.

Section 10. Treasurer.

The Treasurer must be a resident of the Philippines, and may or may not be a stockholder of the Corporation and may not concurrently hold the position of President. The Treasurer of the Corporation shall have the following duties:

a. To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;
b. To deposit in the name and to the credit of the Corporation, in such banking institutions as may be designated from time to time by The Board, all the monies, funds, securities, bonds and similar valuable effects belonging to the Corporation which may come under his/her control; and
c. Perform such other duties as may be prescribed by The Board or which may properly pertain to his/her office and in his/her judgment will serve the best interest of the Corporation in conformity with the provisions of law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual and Code of Conduct.

Section 11. Chief Financial Officer.

11.1 The Chief Financial Officer, who may or may not be a stockholder of the Corporation, should not be a member of the Board of Directors. The Chief Financial Officer must be a resident of the Philippines and an individual competent in all matters relating to finance, fiscal management, and accounting, in order to optimize and achieve the implementation and realization of the Corporation's financial goals, objectives, and budgets.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on November 23, 2021 and by stockholders representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation at an annual stockholders' meeting held on November 23, 2021.)

11.2 The Chief Financial Officer shall have the following duties, among others:

a. ensure that the Corporation's entire business complies with all applicable legal, tax, and accounting requirements, principles, and standards, and that the Corporation is, at all times, able to meet its financial commitments by managing its cash flow in the most efficient way;

b. together with the Chief Executive Officer and the Treasurer, oversee the day-to-day management of the Corporation's treasury and financial resources in accordance with the Corporation's operational policies and strategic plan;

c. exercise general supervision over the financial affairs of the Corporation;

d. provide support to the Chief Executive Officer and ensure that all the areas of client, commercial, and other financial controls are well-managed and investments are properly placed to maximize profit and shareholder value;

e. oversee the preparation and generation of all relevant financial reports as well as prepare statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;

f. render an annual statement showing the previous year's financial condition of the Corporation as of the end of the Corporation's fiscal year and such other financial reports as the Board of Directors, the Executive Committee, the President or the Chief Executive Officer may, from time to time, require;

g. with the approval of the Chief Executive Officer, nominate from time to time, other personnel such as controllers, accountants, auditors, analysts, bookkeepers, financial advisors, and finance managers to assist him/her in the performance of his/her functions in ensuring the financial success of the Corporation and in implementing a sound fiscal policy; and

h. perform such other duties as may be prescribed by The Board or which may properly pertain to his/her office and in his/her judgment will serve the best interest of the Corporation in conformity with the provisions of law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual and the Code of Conduct.

Section 12. Corporate Secretary and Assistant Corporate Secretaries.

12.1 The Corporate Secretary must be a citizen and resident of the Philippines and shall be elected by The Board. The Corporate Secretary, who may or may not be a stockholder of the Corporation, may not concurrently hold the position of Treasurer nor of Compliance Officer.

12.2 The Corporate Secretary shall have the following duties:

a. give or cause to be given all notices of all meetings of The Board, the Board Committees, and of the stockholders;

b. assist the Board, the Board Committees and the stockholders in the conduct of their respective meetings;

c. prepare and/or keep the minutes of all meetings of The Board, the Board Committees, and the stockholders;

d. sign, jointly with the President or the Acting President (as applicable), all stock certificates;

e. keep and affix the corporate seal on the stock certificates as well as other relevant documents;

f. record all transfers of stock and cancellations and keep all stock certificates transferred; likewise, keep a list in alphabetical order of all stockholders of the Corporation, their residences and other relevant personal information and the shares owned by each;

g. act as inspector at the election of Directors and as such, shall determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the

existence of a quorum, the validity and effect of proxies, and receive votes, ballots and consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots, consents, determine the results and do such acts as are proper to conduct the election or vote; and

h. perform such other duties as may be delegated to him/her from time to time by The Board or the Executive Committee, or which may properly pertain to his/her office and in his/her judgment will serve the best interest of the Corporation in conformity with the provisions of law and of these By-Laws, and guided by the principles embodied in the Corporation's CG Manual and the Code of Conduct.

12.3 The Corporate Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to one or more Assistant Corporate Secretaries, subject always to his/her supervision and control. The Corporate Secretary may also delegate his/her duties under 12.2(e) and (f) to a reputable stock and transfer agent. The Assistant Corporate Secretaries must likewise be citizens and residents of the Philippines and shall be elected by the Board.

12.4 To ensure independence, as embodied in the Code of Corporate Governance for Publicly-Listed Companies prescribed by the SEC ("CG Code"), each of the Corporate Secretary and the Assistant Corporate Secretaries, like the Chief Compliance Officer, is primarily liable to the Corporation and its stockholders, and not to the Chairperson of the Board or the President of the Corporation.

Section 13. Chief Compliance Officer.

13.1 The Chief Compliance Officer, who may or may not be a stockholder of the Corporation, should not be a member of the Board of Directors and may not concurrently hold the position of Corporate Secretary. He/she should preferably be a member of the Philippine bar.

13.2 The Chief Compliance Officer is a member of the Corporation's management team charged with the compliance function. He/she shall ensure compliance by the Corporation, the Directors and Officers with applicable laws, rules and regulations, governance issuances of regulatory policies, and the good governance principles generally recognized in the industry. He/she shall also ensure the proper onboarding of new Directors, identification and appropriate resolution of compliance issues, and, together with the Corporate Secretary, the integrity and accuracy of all documentary submissions to regulators, and perform all other duties which may be assigned to him by the Board. The Compliance Officer is also charged with ensuring that the principles contained in the Corporation's CG Manual, Code of Conduct, Board and other charters, and all other company policies, are disseminated to and observed by all stakeholders. Furthermore, he/she shall work with other management personnel in identifying and resolving compliance issues, and shall report to The Board compliance issues identified and how these may or have been resolved.

13.3 The Chief Compliance Officer may assign the exercise or performance of any or all of the foregoing duties, powers and functions to one or more deputy compliance officers, subject always to his supervision and control.

13.4 To ensure independence, as embodied in the CG Code, the Chief Compliance Officer, like the Corporate Secretary, is primarily liable to the Corporation and its stockholders, and not to the Chairman of the Board or the President of the Corporation.

Section 14. Other Officers.

The Board may appoint other offices or create other positions to perform functions overseeing business strategy, risk and enterprise management, internal audit, data protection, technology, marketing, legal, regulatory compliance, personnel/human resource management, and such other offices as The Board or management sees fit. There shall also be a (a) Chief Risk Executive/Officer overseeing the Corporation's risk management function, and (b) Chief Internal Audit Executive heading the Corporation's internal audit department. The functions of the Chief Risk Executive/Officer and the Chief Internal Audit Executive shall be provided for in the Corporation's CG Manual and in accordance with the CG Code and other issuances of the SEC on corporate governance.

Section 15. Illness, Disability, Disqualification, or Absence of an Officer.

In case of illness, disability, disqualification, or absence of any officer of the Corporation, he/she shall be temporarily replaced by any other officer that the Chief Executive Officer may designate.

ARTICLE IV – STOCKHOLDERS' MEETINGS

Section 1. Place.

The meetings of the stockholders may be regular or special, and shall be held at the principal office of the Corporation or at any place within the city where the principal office of the Corporation is located.

Section 2. Voting.

2.1 Each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote, provided the share has not been declared delinquent.

2.2 Stockholders may vote at all meetings either in person, through remote communication, *in absentia*, or be represented by proxy, subject to compliance with rules and regulations as may be issued by the Securities and Exchange Commission from time to time. Proxies must be in writing and signed and in accordance with the existing laws, rules and regulations of the SEC. Duly accomplished proxies shall be presented to the office of the Corporate Secretary for inspection and record not later than seven (7) business days prior to the date of the stockholders' meeting. Validation of proxies shall be made at least five (5) business days prior to the date of the stockholders' meeting. A stockholder may also attend, participate, and vote by remote communication or in absentia as allowed under the Revised Corporation Code, provided the requirements and procedures to be followed by such stockholder to indicate his/her/its chosen mode of attendance is stated in the notice of the affected stockholders' meeting.

Section 3. Quorum.

No stockholders' meeting shall be competent to decide any matter or transact any business unless a majority of the subscribed capital stock is present or represented thereat, except in those cases in which the Revised Corporation Code requires the affirmative vote of a greater proportion.

Section 4. Date of Annual or Regular Meeting.

The annual or regular meeting of the stockholders of the Corporation shall be held on the **last Friday of June** of each year at the principal office of the Corporation as set forth in the articles of incorporation, or in the city where the principal office of the Corporation is located.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on November 23, 2021 and by stockholders representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation at an annual stockholders' meeting held on November 23, 2021.)

Section 5. Special Meetings.

Special meetings of the stockholders may be called by the resolution of the Board of Directors, by the Chairman of the Executive Committee, the President, the Chief Executive Officer, or at the written request of stockholders representing at least a majority of the issued and outstanding capital or such other number of stockholders as may be prescribed under the Revised Corporation Code of the Philippines or regulations issued by the Securities and Exchange Commission pursuant thereto, and under the terms and conditions provided by such law or regulation, setting forth the purpose/s of such meeting in the written notice.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on June 22, 2021 pursuant to the authority duly delegated to said Board of Directors by stockholders owning at least two-thirds (2/3s) of the outstanding capital stock of the Corporation on May 28, 2021 in accordance with Section 47 of the Revised Corporation Code of the Philippines or Republic Act No. 11232.)

Section 6. Notice.

6.1 Written notice of the annual and special meetings of the stockholders shall be served to each registered stockholder by electronic transmission. For regular meetings, the notice shall be sent at least twenty-one (21) days prior to the date of the meeting while for special meetings, at least fourteen (14) days prior written notice shall be sent to all registered stockholders. The notice shall be deemed to have been given at the time when it has been electronically through any of the means mentioned herein. Waiver of such notice may be made only in writing.

6.2 Any such notice must include, among others, the date, hour, venue of the meeting, and a statement of the matters to be transacted at the meeting, and no business other than that specified in the notice shall be transacted at such meeting. Any Director or stockholder may propose any other matter for inclusion in the agenda at any regular or special stockholders' meeting, subject to reasonable guidelines issued by the Board which are consistent with applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. Notwithstanding anything in these By-Laws, the notice of stockholders' meeting shall also set the date, time and place of validation of proxies, which in no case, shall be less than five (5) business days prior to the stockholders' meeting. The notice shall also contain the procedures to be followed when a stockholder elects to vote through remote communication or *in absentia*.

6.3 The Corporation shall also provide information or documents to all stockholders by electronic transmission. The information or documents shall be deemed delivered upon the transfer or posting by electronic means.

6.4 As used herein, electronic transmission means the delivery or transfer of documents, data or information by electronic mail (or any other electronic means) to the electronic address or contact

number of the stockholders registered in the books of the Corporation, posting in the Philippine Stock Exchange, posting in the Corporation's website (in the subsections for stockholders' meetings or disclosures of the Governance section), or such other recognized means of electronic transfer of data or information.

The Corporation shall require all stockholders to designate a valid electronic address and/or mobile number for them to receive notices and other information or documents from the Corporation.

6.5 Stockholders preferring to receive physical copies of the notice, information or documents shall make a written request to the Corporation. Upon receipt of the request, the Corporation shall send the notice information and documents by personal or courier service.

6.6 Notice to any meeting may be waived, expressly or impliedly, including through a stockholder's attendance at a meeting unless the stockholder's presence is for the express purpose of contending that the meeting is not lawfully convened.

Section 7. Fixing Date for Determination of Stockholders of Record.

For purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of stockholders, the Board of Directors may provide that the stock and transfer book be closed at least twenty eight (28) days for regular meeting and twenty one (21) days for special meetings before the scheduled date of the meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on June 22, 2021 pursuant to the authority duly delegated to said Board of Directors by stockholders owning at least two-thirds (2/3s) of the outstanding capital stock of the Corporation on May 28, 2021 in accordance with Section 47 of the Revised Corporation Code of the Philippines or Republic Act No. 11232.)

Section 8. Conduct of Stockholders' Meetings.

8.1 Regular meetings and duly called special meetings shall be constituted to pass resolutions provided there is a quorum as provided in Section 3 of this Article IV.

8.2 The Corporation may opt to hold fully virtual stockholders' meetings, subject to applicable laws, rules and regulations of the SEC, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience shall be, to every extent possible, similar to a physical meeting. In any such instance, if stockholders holding at least thirty percent (30.0%) of the outstanding capital stock ask in writing for a physical meeting, the Corporation shall conduct a physical meeting unless prevented by existing law, rules and regulations. The request shall be made within seven (7) days from the announcement of the holding of a virtual meeting, which shall be made ahead of the sending out of the notice of meeting.

8.3 For the election of Directors, it is necessary that the majority of the outstanding capital stock be present or represented. Stockholders casting votes through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of a

quorum. The election of Directors shall be by ballot and each stockholder entitled to vote may cast the vote in person, by proxy, through remote communication, or *in absentia*, electronically or otherwise, to which the number of shares he owns entitles him for as many persons as are Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected.

8.4 All stockholders' meetings shall be presided by the Chairman of the Board, or in his absence by the Chairman of the Executive Committee, or in the latter's absence, by the Vice-Chairman, or in the latter's absence, by the President, or in the latter's absence, by the Chief Executive Officer, or in the latter's absence, by the Executive Vice President, and in case the latter is also absent, by the senior Director, or by the oldest if several became Directors on the same date.

8.5 The minutes of the stockholders' meetings shall be attested by the Corporate Secretary with the approval of the Chairman of the meeting.

ARTICLE V – CORPORATE CAPITAL AND SHARES

Section 1. Stock Certificates.

Each stockholder who has fully paid his subscription shall be entitled to a certificate or certificates setting forth the number of shares of stock in the Corporation registered in his name in the books thereof. Each stock certificate shall be numbered, shall bear the signatures of the President or the Acting President (as the case may be) and the Corporate Secretary as well as the seal of the Corporation. No interest shall accrue on unpaid subscription unless declared delinquent by the Board. No certificate shall be issued for fractional shares.

Section 2. Transfer of Shares.

2.1 Shares of stock may be transferred, sold, assigned or pledged by the written endorsement of the stock certificate on the back and delivery thereof by the transferor to the transferee, but the Corporation shall continue to consider as the stockholder the person in whose name the certificate was issued until such certificate shall have been surrendered to the Secretary for cancellation and replaced by a new certificate in the name of the transferee, subject in all cases to compliance with such relevant requirements as may be imposed from time to time by tax authorities. No transfer shall be valid except as between the parties until their transfer is annotated in the books of the Corporation.

2.2 All certificates so surrendered to the Corporate Secretary shall be marked by him with the word "CANCELLED" and the date of cancellation, and shall forthwith be attached to the corresponding stub of the stock certificate book.

2.3 Duplicate of lost or destroyed certificates, or new certificates to replace said lost or destroyed certificates, may be issued in accordance with the requirements of the Revised Corporation Code, as the same may be amended from time to time.

ARTICLE VI – FISCAL YEAR AND, DIVIDEND AND FINANCE

Section 1. Fiscal Year.

The fiscal year of the Corporation shall commence on the 1st day of January of each calendar year and shall close on the 31st day of December of the same year.

Section 2. Dividend.

2.1 The Board of Directors of the Corporation may declare dividends out of the unrestricted retained earnings which shall be payable in cash, property, or in stock to all stockholders on the basis of outstanding stock held by them and in accordance with the terms of their respective subscriptions. No stock dividend shall be issued without the approval of stockholders representing at least two-thirds (2/3s) of the outstanding capital stock at a regular or special meeting duly called for the purpose.

2.2 No dividend shall be declared that will impair the capital of the Corporation.

2.3 Any cash dividends due on delinquent stock shall first be applied to the unpaid balance on the subscription plus costs and expenses while stock dividends shall be withheld from the delinquent stockholders until their unpaid subscription is fully paid.

2.4 Cash dividend payouts shall be done through electronic means such as direct bank transfer and the like, as may be decided by the Board of Directors. The Corporation shall request stockholders to provide account details or other reference number/s needed for the transfer. Stockholders who fail to provide account details or other reference number/s shall receive their dividend payout by check which will be available for pick-up at such designated offices announced in the Corporation's website and in regulatory disclosures.

2.5 The Board of Directors may deduct from the retained earnings any amount which it may see fit to create reserves for any purpose when, in its judgment, said action may be deemed necessary and convenient for the business of the Corporation or to meet contingencies that might arise in the course of business of the Corporation.

2.6 At the end of the life of the Corporation, or if it has to liquidate for any reason, the Board of Directors shall exercise the function of liquidators and the applicable portions of these By-Laws shall continue in force.

ARTICLE VII – SEAL

The seal of the Corporation shall contain the name of the Corporation and the words "Incorporated in 1979" and said seal is hereby adopted as the corporate seal.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS AND/OR OFFICERS

The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the Corporation) to which he may be, or is made, a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be finally adjudged in

such action, suit or proceeding, to be liable for gross negligence, misconduct, or breach of fiduciary duty.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of all of the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided for in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

ARTICLE IX – ARBITRATION

Section 1. Referral to Arbitration.

Any dispute, controversy, or claim between the Corporation and its stockholders arising from, relating to, or in connection with the implementation of the articles of incorporation or by-laws, or from intra-corporate relations, except those involving criminal offenses and interests of third parties, shall be referred to the Philippine Dispute Resolution Center, Inc. ("PDRCI") in accordance with the PDRCI Arbitration Rules in force at the time of the commencement of the arbitration, and SEC Rules and Regulations.

Section 2. The Number of Arbitrators, Venue and Language of Arbitration.

The number of arbitrators shall be three (3) and appointed in accordance with the PDRCI Rules on the composition of arbitral tribunals. The arbitration shall be held in the PDRCI offices in Taguig City and conducted in English.

Section 3. The Arbitral Award.

The arbitral award shall be in writing and shall state the reasons upon which it is based. Any award by the tribunal will be final and binding upon the parties. The arbitrator will award to the prevailing party, if any, the costs and attorneys' fees reasonably incurred by such party in connection with the arbitration. Judgment upon the award may be entered by any court having jurisdiction thereof or having jurisdiction over the parties or their assets.

ARTICLE X – MISCELLANEOUS AND TRANSITORY PROVISIONS.

Section 1. Of Suppletory Application to the By-Laws.

To aid the Board of Directors in the promotion of and adherence to the principles and best practices of good corporate governance, the CG Manual and any amendments thereto, and the Charters of the Board of Directors and the Board Committees shall be suppletory to these By-laws.

Section 2. Amendment to By-laws.

2.1 A majority of the Board of Directors and the owners of at least a majority of the outstanding capital stock, at a regular or special meeting duly called for the purpose may amend or repeal the By-laws or adopt new By-laws.

2.2 The owners of two-thirds (2/3) of the outstanding capital stock may delegate to the board of directors the power to amend or repeal the By-laws or adopt new By-laws: Provided, That any power delegated to the Board of Directors to amend or repeal the By-laws or adopt new By-laws shall be considered as revoked whenever stockholders owning or representing a majority of the outstanding capital stock shall so vote at a regular or special meeting.

2.3 Whenever the By-laws are amended or new By-laws are adopted, the Corporation shall file with the Commission such amended or new By-laws, and if applicable, the stockholders' resolution authorizing the delegation of the power to amend and/or adopt new By-laws, duly certified under oath by the corporate secretary and a majority of the directors.

2.4 The amended or new By-laws shall only be effective upon the issuance by the SEC of a certification that the same is in accordance with the Revised Corporation Code and other relevant laws.

IN WITNESS WHEREOF, we have hereunto set our hands on this 1st day of March, 2021 in the City of Sta. Rosa, Laguna.

(Signed)
HENRY SOESANTO
Acting Chairman of the Board &
Chairman of the Stockholders' Meeting

(Signed)
MONICA DARMONO
Director

(Signed)
HELEN G. TIU
Corporate Secretary/Director

(Signed)
DAVID JOHN NICOL
Director

SECRETARY'S CERTIFICATE

I, HELEN G. TIU, of legal age, Filipino, and with office address at the 21st floor, 6750 Office Tower, Ayala Avenue, Makati City, after being sworn according to law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of **MONDE NISSIN CORPORATION** (the "**Corporation**"), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office address at Felix Reyes Street, Barangay Balibago, City of Santa Rosa, Laguna.

2. To the best of my knowledge, as of the date hereof, no action or proceeding has been filed or is pending before any Philippine 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.

IN WITNESS WHEREOF, I have hereunto set my hand on the date and at the place stated below.

Tiu, Helen G.

HELEN G. TIU
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Quezon City, Metro Manila) S.S.

SUBSCRIBED AND SWORN TO before me this 21st day of February 2022 at the place stated above, affiant exhibiting to me her [redacted], and her [redacted] issued by [redacted] on [redacted].

Doc. No. 334;
Page No. 69;
Book No. 17;
Series of 2022.

ATTY. GARNY-LUISA S. ALEGRE
Notary Public of Quezon City
Commission No. NP-035 (2021 – 2022)
IBP No. 148463 /12-08-2021
Roll No. 53666/Albay
PTR No. 2904965/1-03-2022/Parañaque City
MCLE No. VII-0002539/2-24-2020
Banawe, Quezon City