



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
The SEC Headquarters  
7909 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 2022030044636-59

**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

**PREMIERE ISLAND POWER REIT CORPORATION**  
(Formerly: PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION)  
(Amending Articles I, II Primary Purpose and by introducing  
Secondary Purpose, VI, VII & X thereof)

copy annexed, adopted on June 23, 2022 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 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 9th day of November, Twenty Twenty Two.

  
DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2019





**AMENDED**

ARTICLES OF INCORPORATION

OF

**PREMIERE ISLAND POWER REIT CORPORATION**  
*(formerly, PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION)*

**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;

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be

**PREMIERE ISLAND POWER REIT CORPORATION**  
*(As amended by the Board of Directors and Stockholders on 23 June 2022)*

Second: A. That the primary purpose or purposes for which such corporation is incorporated are:

To engage in the business of owning income-generating real estate assets, including renewable energy generating real-estate assets, under a real estate investment trust by virtue of Republic Act No. 9856, otherwise known as "The Real Estate Investment Trust (REIT) Act of 2009" and its implementing Rules and Regulations, which purpose shall specifically include the following:

- (i) To own, invest in, purchase acquire, hold, possess, lease, construct, develop, alter, improve, operate, manage, administer, sell, assign, convey, encumber, in whole or in part or otherwise deal in and dispose of, income-generating real estate, whether freehold or leasehold, within or outside the Philippines with or to such persons and entities and under such terms and conditions as may be permitted by law;
- (ii) To invest in, acquire, own, hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of (a) real estate-related assets, wherever the issuers are incorporated, the assets located or the securities issued or traded, which real estate-related assets include debt securities issued and listed shares issued by listed property companies or other funds and assets, including personal property incidental to the ownership of real estate; (b) managed funds, evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippine and other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines, such as, but not limited to, treasury bills, fixed rate treasury notes, retail treasury bonds and foreign currency linked notes; (c) bonds and other evidence of indebtedness issued by the governments of other countries with which the Philippines maintains diplomatic relations and securities issued by multilateral agencies; (d) corporate bonds of non-property privately owned domestic corporations or foreign non-property privately owned domestic corporations or foreign non-property corporations; (e) commercial papers; (f) equities of non-property company listed in a local or foreign stock exchange; (g) cash and cash equivalent items; (h) collective investment

schemes, offshore mutual funds, synthetic investment products and such other investment outlets as may be allowed under the REIT Act and other applicable laws, provided that each of these investments or instruments complies with all the requirements of the Securities and Exchange Commission and other regulatory agencies;

(iii) To receive, collect and dispose of the rent, interest, dividends and income arising from its property and investment; and

(iv) To exercise, carry on or undertake such other powers, acts, activities and transactions as may be deemed necessary, convenient, or incidental to or implied from the purpose herein mentioned.

B. That the secondary purpose or purposes for which such corporation is incorporated are:

1. To purchase, acquire, own, lease, sell and convey real properties such as buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue, pursuant to law, shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

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

7. To establish and operate one or more branch offices or agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the act and things herein set forth as is purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation;

9. To distribute the surplus profits of the corporation to the shareholders thereof in cash or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to the corporation;

10. To apply for, or join in applying for, purchase or otherwise acquire, sell, exchange, assign or otherwise dispose of, and protect, prolong, extend and renew any patent, patent rights, inventions, improvements, processes, licenses, trademarks, trade names, business names, marks or designs, protections and concessions used in connection with or secured under letter patents of the Philippines and other countries;

11. To act as corporate surety or guarantor, or otherwise provide financial support and/or security for the performance of any lawful obligations, undertakings, agreements or contracts of any kind entered into or executed by any corporation or entity on such terms and conditions as the corporation may determine, provided that nothing herein shall be deemed to authorize the corporation to engage in banking, surety or bonding business;

12. To deal, engage and transact, directly or indirectly, in all forms or business and mercantile acts and transactions outside of the primary purpose of the corporation subject to the requirements of applicable laws, and provided that the undertaking by the corporation of such businesses, acts and transactions will not affect the status of the corporation as a real investment trust under the REIT Act;

13. To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purpose or the exercise of any one or more of its powers, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation. (As amended by the Board of Directors and Stockholders on 23 June 2022)

Third: That the principal office of the corporation is located in 4TH STARMALL IT HUB CV STARR AVE PHILAMLIFE PAMPLONA DOS LAS PINAS, CITY OF LAS PIÑAS, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1747;

Fourth: That the corporation shall have perpetual existence;

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

Name	Nationality	Residence
CARENCE JANELLE CO NAVIDAD	Philippines, Filipino	Anabu II-F, IMUS CITY, CAVITE, REGION IV-A (CALABARZON), 4103
ARIANE MAE VARGAS VALLADA	Philippines, Filipino	San Roque (Pob.), IRIGA CITY, CAMARINES SUR, REGION V (BICOL REGION), 4431

EUREKA DEMAISIP CANDARI	Philippines, Filipino	Communal, DAVAO CITY, DAVAO DEL SUR, REGION XI (DAVAO REGION), 8000
REEVA SHAYNE PUGONG VIADO	Philippines, Filipino	Tandang Sora, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1107
RALPH MICHAEL VITA LORILLA	Philippines, Filipino	San Isidro, CAINTA, RIZAL, REGION IV-A (CALABARZON), 1900

Sixth: That the number of directors of the corporation shall be **seven (7), with such number of independent directors as may be required by relevant laws and regulations**; and the names, nationalities and residences of the first directors of the corporation are as follows: *(As amended by the Board of Directors and Stockholders on 23 June 2022).*

Name	Nationality	Residence
CARENCE JANELLE CO NAVIDAD	Philippines, Filipino	Anabu II-F, Imus City, Cavite, Region IV-A (CALABARZON), 4103
ARIANE MAE VARGAS VALLADA	Philippines, Filipino	San Roque (Pob.), Iriga City, Camarines Sur, Region V (Bicol Region), 4431
EUREKA DEMAISIP CANDARI	Philippines, Filipino	Communal, Davao City, Davao Del Sur, Region XI (DAVAO REGION), 8000
REEVA SHAYNE PUGONG VIADO	Philippines, Filipino	Tandang Sora, Quezon City, Second District, National Capital Region (NCR), 1107
RALPH MICHAEL VITA LORILLA	Philippines, Filipino	San Isidro, Cainta, Rizal, Region IV-A (Calabarzon), 1900

Seventh: That the authorized capital stock of the corporation is Seven Billion Five Hundred Million Pesos (PHP7,500,000,000.00) divided into Seven Billion Five Hundred Million (7,500,000,000) common shares with the par value of One Peso (PHP1.00) per share. *(As amended by the Board of Directors and the Stockholders on 7 March 2022).*

**No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock.**

**The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "Exchange")**

dated 6 June 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.

*(As amended by the Board of Directors and Stockholders on 2 June 2022)*

Eighth: That the authorized capital stock above has been subscribed and paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
CARENCE JANELLE CO NAVIDAD	Philippines, Filipino	Common – Voting – with Par	1	P1.00
ARIANE MAE VARGAS VALLADA	Philippines, Filipino	Common – Voting – with Par	1	P1.00
EUREKA DEMAISIP CANDARI	Philippines, Filipino	Common – Voting – with Par	1	P1.00
REEVA SHAYNE PUGONG VIADO	Philippines, Filipino	Common – Voting – with Par	1	P1.00
RALPH MICHAEL VITA LORILLA	Philippines, Filipino	Common – Voting – with Par	1	P1.00
PRIME ASSET VENTURES, INC.	Philippines, Filipino	Common – Voting – with Par	4,995	P4,995.00
<b>TOTAL</b>			<b>5,000</b>	<b>P5,000.00</b>

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
CARENCE JANELLE CO NAVIDAD	Common – Voting – with Par	Cash	P1.00	P0.00
ARIANE MAE VARGAS VALLADA	Common – Voting – with Par	Cash	P1.00	P0.00
EUREKA DEMAISIP CANDARI	Common – Voting – with Par	Cash	P1.00	P0.00

REEVA SHAYNE PUGONG VIADO	Common – Voting – with Par	Cash	P1.00	P0.00
RALPH MICHAEL VITA LORILLA	Common – Voting – with Par	Cash	P1.00	P0.00
PRIME ASSET VENTURES, INC.	Common – Voting – with Par	Cash	P4,995.00	P0.00
<b>TOTAL</b>			<b>P5,000.00</b>	<b>P0.00</b>

Ninth: That ARIANE MAE VARGAS VALLADA has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, all subscriptions, contributions or donations paid or given by the subscribers or members, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received.

Tenth: That no issuance or transfer of stock or interest which will reduce the ownership of Filipino citizens or to the public to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

*(As amended by the Board of Directors and Stockholders on 23 June 2022)*

Eleventh: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 4<sup>th</sup> day of March, 2022 in the City/Municipality of CITY OF LAS PIÑAS, Republic of the Philippines.

Name	TIN	Signature
CARENCE JANELLE CO NAVIDAD	333-517-058-000	<i>signed</i>
ARIANE MAE VARGAS VALLADA	261-844-151-000	<i>signed</i>
EUREKA DEMAISIP CANDARI	284-571-520-000	<i>signed</i>



REEVA SHAYNE PUGONG VIADO	335-365-235-000	<i>signed</i>
RALPH MICHAEL VITA LORILLA	273-526-304-000	<i>signed</i>
ARIANE MAE VARGAS VALLADA	261-844-151-000	<i>signed</i>

REPUBLIC OF THE PHILIPPINES)  
**TAGUIG CITY**  
) ss.

### SECRETARY'S CERTIFICATE

I, **KAREN G. EMPAYNADO**, Filipino, of legal age and with office address at 9<sup>th</sup> Floor, Vista Place, Vista Hub Campus Tower 1, Hon. Levi B. Mariano Avenue, Barangay Ususan, Taguig City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly appointed Corporate Secretary of **PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 4<sup>th</sup> Floor, Starmall IT Hub, CV Starr Ave., Philamlife Village, Las Piñas City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against 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 hereunto set my hand this 08 AUG 2022 in TAGUIG CITY.

  
**KAREN G. EMPAYNADO**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me on this 08 AUG 2022 affiant exhibiting to me her Driver's License No. N01-06-011076 issued by LTO valid until 3 February 2023.

Doc. No. 348 ;  
Page No. 71 ;  
Book No. 1 ;  
Series of 2022.



**ARIANE MAE V. VALLADA**  
Notary Public until 31 December 2023  
Appointment No. 8 / Roll No. 64605  
8th Floor, Vista Place, VistaHub Campus Tower 1  
Hon. Levi B. Mariano Avenue, Brgy. Ususan, Taguig City  
PTR No. A-538519 / 01-07-2022 / Taguig City  
IBP No. 172407 / 01-06-2022 / Quezon City  
MCLE Compliance No. VI-0031072 / 04-14-2022



**CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF  
PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION**

We, the undersigned, being a majority of the members of the Board of Directors of **PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION** (the "**Corporation**") and the Corporate Secretary of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the sections as set forth below, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 23 June 2022 and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 23 June 2022 at the principal office of the Corporation.

The aforesaid amendments which were approved are as follows:

1. The amendment to the FIRST Article to reflect the change in the name of the Corporation, and consequently, the FIRST Article shall read as follows:

“First: That the name of said corporation shall be

**PREMIERE ISLAND POWER REIT CORPORATION**

*(As amended by the Board of Directors and Stockholders on 23 June 2022)”*

2. The amendment to the SECOND Article to reflect the primary and secondary purpose of the Corporation, and consequently, the SECOND Article shall read as follows:

“Second: A. That the primary purpose or purposes for which such corporation is incorporated are:

To engage in the business of owning income-generating real estate assets, including renewable energy generating real-estate assets, under a real estate investment trust by virtue of Republic Act No. 9856, otherwise known as “The Real Estate Investment Trust (REIT) Act of 2009” and its implementing Rules and Regulations, which purpose shall specifically include the following:

- (i) To own, invest in, purchase acquire, hold, possess, lease, construct, develop, alter, improve, operate, manage, administer, sell, assign, convey, encumber, in whole or in part or otherwise deal in and dispose of, income-generating real estate, whether freehold or leasehold, within or outside the Philippines with or to such persons and entities and under such terms and conditions as may be permitted by law;
- (ii) To invest in, acquire, own, hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of (a) real estate-related assets, wherever the issuers are incorporated, the assets located or the securities issued or traded, which real estate-related assets include debt securities issued and listed shares issued by listed property companies or other funds and assets, including personal property incidental to the ownership of real estate; (b) managed funds, evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippine and other

evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines, such as, but not limited to, treasury bills, fixed rate treasury notes, retail treasury bonds and foreign currency linked notes; (c) bonds and other evidence of indebtedness issued by the governments of other countries with which the Philippines maintains diplomatic relations and securities issued by multilateral agencies; (d) corporate bonds of non-property privately owned domestic corporations or foreign non-property privately owned domestic corporations or foreign non-property corporations; (e) commercial papers; (f) equities of non-property company listed in a local or foreign stock exchange; (g) cash and cash equivalent items; (h) collective investment schemes, offshore mutual funds, synthetic investment products and such other investment outlets as may be allowed under the REIT Act and other applicable laws, provided that each of these investments or instruments complies with all the requirements of the Securities and Exchange Commission and other regulatory agencies;

(iii) To receive, collect and dispose of the rent, interest, dividends and income arising from its property and investment; and

(iv) To exercise, carry on or undertake such other powers, acts, activities and transactions as may be deemed necessary, convenient, or incidental to or implied from the purpose herein mentioned.

B. That the secondary purpose or purposes for which such corporation is incorporated are:

1. To purchase, acquire, own, lease, sell and convey real properties such as buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue, pursuant to law, shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or



obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

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

7. To establish and operate one or more branch offices or agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the act and things herein set forth as is purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation;

9. To distribute the surplus profits of the corporation to the shareholders thereof in cash or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to the corporation;

10. To apply for, or join in applying for, purchase or otherwise acquire, sell, exchange, assign or otherwise dispose of, and protect, prolong, extend and renew any patent, patent rights, inventions, improvements, processes, licenses, trademarks, trade names, business names, marks or designs, protections and concessions used in connection with or secured under letter patents of the Philippines and other countries;

11. To act as corporate surety or guarantor, or otherwise provide financial support and/or security for the performance of any lawful obligations, undertakings, agreements or contracts of any kind entered into or executed by any corporation or entity on such terms and conditions as the corporation may determine, provided that nothing herein shall be deemed to authorize the corporation to engage in banking, surety or bonding business;

12. To deal, engage and transact, directly or indirectly, in all forms or business and mercantile acts and transactions outside of the primary purpose of the corporation subject to the requirements of applicable laws, and provided that the

undertaking by the corporation of such businesses, acts and transactions will not affect the status of the corporation as a real investment trust under the REIT Act;

13. To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purpose or the exercise of any one or more of its powers, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation. (As amended by the Board of Directors and Stockholders on 23 June 2022)”

3. The amendment to the SIXTH Article to reflect the increase in the number of directors of the Corporation from five (5) to seven (7) directors, and consequently the SIXTH Article shall read as follows:

“Sixth: That the number of directors of the corporation shall be seven (7), with such number of independent directors as may be required by relevant laws and regulations; and the names, nationalities and residences of the first directors of the corporation are as follows: (As amended by the Board of Directors and Stockholders on 23 June 2022).

xxx”

4. The amendment to the SEVENTH Article to reflect the changes in rules on pre-emptive rights of the stockholders, and consequently the SEVENTH Article shall read as follows:

“Seventh: That the authorized capital stock of the corporation is Seven Billion Five Hundred Million Pesos (PHP7,500,000,000.00) divided into Seven Billion Five Hundred Million (7,500,000,000) common shares with the par value of One Peso (PHP1.00) per share. (As amended by the Board of Directors and the Stockholders on 7 March 2022).

No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock.

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the “Exchange”) dated 6 June 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.

(As amended by the Board of Directors and Stockholders on 2 June 2022)”

5. The amendment to the TENTH Article to reflect further restrictions on the issuance or transfer of stock, and consequently, the TENTH Article shall read as follows:

“Tenth: That no issuance or transfer of stock or interest which will reduce the ownership of Filipino citizens or to the public to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation. (As amended by the Board of Directors and Stockholders on 23 June 2022)”

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this 27 JUN 2022 in TAGUIG CITY.

  
TIMOTHY JOSEPH M. MENDOZA  
TIN: 211-506-975  
Chairman

  
CYNTHIA J. JAVAREZ  
TIN: 119-618-513  
Director

MANUEL PAOLO A. VILLAR  
TIN: 218-221-293  
Director

  
JOSE ROMMEL C. ORILLAZA  
TIN: 119-622-020  
Director

  
KAREN G. EMPAYNADO  
TIN: 302-229-998  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27 JUN 2022, affiants exhibiting to me the following government-issued IDs:

<u>Name</u>	<u>Valid ID No.</u>	<u>Date &amp; Place Issued</u>
Manuel Paolo A. Villar	Passport No. P3900440A	DFA Manila, valid until 1 August 2022
Timothy Joseph M. Mendoza	Driver's License No. N26-98-018797	LTO, valid until 10 June 2024
Cynthia J. Javarez	Passport No. P3138029B	DFA Manila, valid until 9 September 2029
Jose Rommel C. Orillaza	Passport No. P5151476A	DFA Manila, valid until 26 November 2022
Karen G. Empaynado	Driver's License No. N01-06-011076	LTO, valid until 3 February 2023

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Book No. 17 ;  
Page No. 1 ;  
Series of 2022.



**REEVA SHAYNE P. VIADO**  
Notary Public until 31 December 2023  
Appointment No. 21 / Roll No. 70341  
9th Floor, Vista Place, VistaHub Campus Tower 1  
Hon. Levi B. Mariano Avenue, Brgy. Ususan, Taguig City  
PTR No. A-5385161 / 01-07-2022 / Taguig City  
IBP No. 146845 / 02-16-2021 / Quezon City  
MCLE Compliance No. VII-0001729 | 04-14-2025





MARKETS AND SECURITIES REGULATION DEPARTMENT

20 October 2022

**PREMIERE ISLAND PHILIPPINES HOLDINGS CORPORATION**  
*(to be amended to: PREMIERE ISLAND POWER REIT CORPORATION)*

4th Floor Starmall IT Hub  
CV Starr Avenue, Philamlife Village  
Pamplona Dos, Las Piñas City

**ATTENTION : TIMOTHY JOSEPH M. MENDOZA**  
*President and CEO*

**SUBJECT : AMENDMENT OF THE ARTICLES OF INCORPORATION AND BY-LAWS OF PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION**

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Gentlemen:

This is in connection with **Premiere Island Philippines Holding Corporation's** (the "Company") revised application for amendment of its Articles on Incorporation and By Laws in relation to Republic Act No. 9856 or the Real Estate Investment Trust (REIT) Act and its Implementing Rules and Regulations.

After evaluation of the amended AOI and By-Laws, **we do not interpose any objection** to your application for approval of said AOI and By-laws, provided that once the application has been approved, the Corporation shall comply with the provisions of the REIT Act and its IRR, and any subsequent Amendments thereto. In the meantime, the Corporation is directed to represent only its factual state with respect to its activities and any pending application with the Commission. **The Corporation shall not represent itself to the public as a REIT prior to the Commission's approval of the Registration Statement including the REIT Plan.**

Notwithstanding the foregoing, our Department defers to the discretion of the Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, it is emphasized that this comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the

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provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Yours most respectfully,

  
VICENTE GRACIANO P. FELIZMENIO, JR.  
Director

**Copy-furnished:**

Office of the Director, Company Registration and Monitoring Department (CRMD)  
Corporate Partnership Registration Division, CRMD