

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

COMPANY REG. NO. 26126

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

HOLCIM PHILIPPINES, INC.
(Amending Article II Secondary Purposes thereof)

copy annexed, adopted November 22, 2017 by majority vote of the Board of Directors and on May 18, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 20th day of December, Twenty Eighteen.


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

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended AOI and By-Laws

SEC Registration Number

0 0 0 0 0 0 2 6 1 2 6

Former Company Name

H O L C I M P H I L I P P I N E S I N C .

AMENDED TO:
New Company Name

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

7 T H F L O O R V E N I C E C O R P O R A T E

C E N T E R 8 T U R I N S T . M C K I N L E Y

T O W N C E N T E R F O R T B O N I F A C I O

T A G U I G

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

MIA JAZMIN M. ORMITA

Email Address

mia.ormita@myglaw.com

Telephone Number/s

687-1195

Mobile Number

Contact Person's Address

33rd Floor, The Orient Square F. Ortigas Jr. Road Ortigas, Center Pasig City

Assigned Processor

PRINTED ON:

To be accomplished by CRMD Personnel

Date

Signature

PRINTED OFFICER:

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

-
-
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-
-

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION

HOLCIM PHILIPPINES, INC. (Formerly Union Cement Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST - That the name of said corporation shall be:

HOLCIM PHILIPPINES, INC.
*(As amended on September 3, 2004 by the Board of Directors and
on November 15, 2004 by Shareholders)*

SECOND - That the purpose for which the corporation is formed are:

Primary Purpose

To engage in the business of manufacture, production and merchandising, whether domestically or for export, of cement, cement products and by-products, including its derivatives, and any and all kinds of minerals and building materials. *(As amended on March 31, 2011 by the Board of Directors and on May 12, 2011 by the Shareholders)*

Secondary Purposes

1. To engage in the business of purchasing, developing, selling, exchanging and holding for investment or otherwise, real estate of all kinds; *(As amended on March 31, 2011 by the Board of Directors and on May 12, 2011 by the Shareholders)*

2. Handling, treatment, thermal destruction, utilization, and disposal or sorted, unrecycled, uncomposted municipal, bio-medical, hazardous, pathological and infectious wastes through the use of environmentally-sound and safe non-burn technologies; *(As amended on February 5, 2009 by the Board of Directors and on May 21, 2009 by the Shareholders)*

3. To locate, lease, purchase, and otherwise acquire, sell, exchange, mortgage and otherwise dispose of mining claims and concessions containing lime, limestone, marble, granite and other minerals and to undertake all such work for the development and exploitation of any and all raw materials that may be required or necessary for the attainment of the objects herein stated;

4. To secure from any governmental, provincial, municipal or other authority, the rights, power, privileges, franchises and concessions needed for its operations;

5. To acquire, construct, maintain and operate mills, factories, kilns, works machinery, appliances, and warehouses which may be used in the manufacture, production

and merchandising of cement, cement products, and by-products, and all other kinds and classes of building materials;

6. To buy, manufacture, repair, alter and exchange, let or hire, import, export, sell at wholesale and deal in and with kinds of articles and things which may be acquired for the business of the corporation;

7. As principal or agent, to acquire by purchase or otherwise own, hold, take or lease, exchange, mortgage, let, sell, or dispose of any and all real and personal property, rights and privileges, suitable or convenient for any of the purposes or business of the corporation and to acquire by purchase or otherwise, own, hold, take or lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and aid or subscribe toward the construction, acquisition or improvement of any factory, shop, storehouse, building, manufacturing and commercial establishment, and any other structure of every character, including all equipment, fixtures, machinery, implements and supplies necessary or incidental to, or connected with any of the purposes or business of the corporation;

8. To have one or more branch offices or agencies, and to carry on any or all of its operations and business without any restrictions except those imposed by law as to place or amount including the right to hold, purchase, or otherwise deal in and with real and personal property anywhere within or without the Philippines;

9. 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 connections with or seemed under letter patents of the Philippines and other countries, and to use and turn to accounts, and to manufacture under or grant licenses or privileges to enter into obligations and contracts, agreements and cooperative relations not contrary to law, in respect of the same, with any person, natural, judicial, governmental, municipal or otherwise;

10. To make, accept, indorse, guarantee, execute, and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time, for the purchase of property or for any purpose in or about the business of the corporation insofar as the same is permissible under the Philippine Corporation Law and other laws, and to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise thereof;

11. To purchase, acquire, hold, pledge, sell and dispose of the shares of stock, bonds and other evidence of indebtedness and other obligations of any corporation, domestic or foreign, and to possess and exercise in respect to such stock of other corporation thus acquired, all rights, powers and privileges, of individual owners or holders thereof, and to exercise any and all voting powers incident to the ownership thereof;

12. To purchase, retire, redeem, hold, pledge, sell, reissue and otherwise dispose of the shares of stock, bonds or other obligations of the corporation in such manner and upon such terms as the Board of Directors may deem expedient and insofar as may be permitted by law;

13. As may be necessary or desirable to the purpose for which this corporation is organized, to lend and advance money or give credit, whether by long, medium or short term loans, to persons, firms, entities and corporations with such security and on such terms p and conditions as the Board of Directors may think fit;

14. To provide technical support to ready-mix (RMX) plants and contractors on various quality control, optimization, solutions development and skills upgrade; and (As amended on November 22, 2017 by the Board of Directors and on May 18, 2018 by the Shareholders)

15. To do any or all of the things herein set forth and generally, to do any and everything necessary, suitable and proper for the accomplishment of any of the objects of the corporations.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general purposes and power of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD - That the place where the principal office of the corporation is to be established or located is at the 7th Floor Two World Square, McKinley Hill, Fort Bonifacio, Taguig City, Philippines. *(As amended on February 5, 2009 by the Board of Directors and on May 21, 2009 by the Shareholders)*

FOURTH - That the term for which said corporation is to exist is extended for another FIFTY (50) YEARS from November 12, 2014. *(As amended on March 31, 2011 by the Board of Directors and on May 12, 2011 by the Shareholders)*

FIFTH - That the names, citizenship and residence of the incorporators of said corporation are as follows:

Name	Citizenship	Residence
Alberto M. Meer	Filipino	40 Pili Ave, Makati, Rizal
Alberto O. Villaraza	Filipino	141 Don Manuel St, Quezon City
Ramon O. Reynoso, Jr.	Filipino	Andrea Vill 1, Cavite City
Pedro T. Macatangay, Jr.	Filipino	2352 M. Galayo St, Pasay City
Senen M. Castillo	Filipino	120 Moana St, Pasay City

SIXTH - That the number of the directors of said corporation shall be SEVEN (7), and the names, citizenship, residences of the directors of the corporation, who are to serve until their successors are duly elected and qualified as provided by the By-Laws, are as follows: *(As amended on February 10, 2014 by the Board of Directors and on May 16, 2014 by the Shareholders)*

Name	Citizenship	Residence
Antonio de las Alas	Filipino	32 Kantara St, Quezon City
Alfonso T. Yuchengco	Filipino	47 McKinley Road, Makati, Rizal
George F. Lee	Filipino	3587 Sining St, Santa Mesa, Manila
Alberto M. Meer	Filipino	40 Pili Ave, Makati, Rizal
Alberto O. Villaraza	Filipino	141 Don Manuel St, Quezon City
Ramon O. Reynoso, Jr.	Filipino	Andrea Vill 1, Cavite City

Pedro T. Macatangay, Jr.	Filipino	255 Manila, Pasay City
Senen M. Castillo	Filipino	100 Manila, Pasay City
Efren C. Gutierrez	Filipino	1114 A. Francisco St. Singapore, Manila

SEVENTH - That the total authorized capital stock of this corporation is TEN BILLION PESOS (₱ 10,000,000,000.00), Philippine Currency. Said capital stock shall be divided into two classes, viz:

1. Nine Billion Nine Hundred Eighty Million (9,980,000,000) shares of the par value of One Peso (₱1.00) each, Philippine currency, to be known as Common Stock; and (*As amended on September 14, 1999*)
2. Twenty Million (20,000,000) shares of the par value of One Peso (₱1.00) Philippine currency, each to be known as Preferred Stock.

The holder of common shares shall not be entitled to pre-emptive rights to subscribe to any issues or preferred shares, neither shall the holders of preferred shares be entitled to pre-emptive rights to subscribe to any issues of common shares.

The aforesaid Preferred Stock may be issued from time to time in one on one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Stock, to fix the number of shares to be included in each of such series, and to determine, among others, the price, cash dividend rate, amount or period, and the manner of redemption of shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series Preferred Stock shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of each such series (the "Enabling Resolutions"), which resolution(s) shall be filed and approved by the Securities and Exchange Commission and there upon be deemed part of these Articles of Incorporation.

The holders of Preferred Stock of each and any series shall be entitled to receive as and when declared by the Board of Directors cash dividends at such rate or amount and period as may be fixed in the Enabling Resolutions for each series. Such dividends shall be cumulative from and after the date of issue thereof, whether or not in any period the amount thereof is covered by available retained earnings. No dividends shall be declared or paid on the common shares unless full accumulated dividends on all series of Preferred Stock for all past dividend periods and for the then current dividend period shall have been declared and/ or paid by the Corporation. The holders of Preferred Stock of any series shall not be entitled to any participation or share in retained earnings remaining after payments shall have been made on the Preferred Stock.

The holders of Preferred Stocks shall not be entitled to vote except in those cases expressly provided by the law.

The Preferred Stock shall not be convertible to any other class of shares.

The Preferred Stock of any series shall be redeemable by and at the option of the Corporation at such price and within such period and in such manner as may be fixed in the Enabling Resolutions.

In the event liquidation, dissolution, bankruptcy or winding up of the affairs of the Corporation, except in cases of merger or consolidation, the holders of Preferred Stock shall be entitled to be paid in full or ratably insofar as the assets of the Corporation will permit the redemption price as fixed in the Enabling Resolutions for each share held plus all unpaid accumulated dividends up to then current dividend period before any assets of the Corporation shall be paid or distributed to the holders of common shares. (As amended on June 19, 1997 and June 27, 1997)

EIGHTH - That the amount of said capital stock which has been actually subscribed is FOUR MILLION PESOS (₱4,000,000.00) and the following persons have subscribed for the number of shares and the amount of the capital stock set out after their respective names:

<u>Name</u>	<u>Kind & Number of Shares Subscribed</u>		<u>Amount of Capital Subscribed</u>
	<u>Common Voting</u>	<u>Common Non-Voting</u>	
Alfonso T. Yuchengco	1,043,996	1,120,000	₱2,163,996.00
Antonio de las Alas	612,000		612,000.00
George F. Lee	612,000		612,000.00
Alberto M. Meer	611,999		611,999.00
Alberto O. Villaraza	1		1.00
Ramon O. Reynoso, Jr.	1		1.00
Pedro T. Macatangay	1		1.00
Senen M. Castillo	1		1.00
Efren C. Gutierrez	1		1.00
TOTAL	2,880,000	1,120,000	₱4,000,000.00

NINTH - That the following persons have paid on the share of capital stock for which they have subscribed the amounts set out opposite their respective names:

<u>Name</u>	<u>Common Voting</u>		<u>Common Non-Voting</u>	<u>Amount of Capital Subscribed</u>
	<u>Common Voting</u>	<u>Common Non-Voting</u>		
Alfonso T. Yuchengco	₱244,996.00	280,000.00	₱624,996.00	
Antonio de las Alas	125,000.00		125,000.00	
George F. Lee	125,000.00		125,000.00	
Alberto M. Meer	124,999.00		124,999.00	
Alberto O. Villaraza	1.00		1.00	
Ramon O. Reynoso, Jr.	1.00		1.00	
Pedro T. Macatangay	1.00		1.00	
Senen M. Castillo	1.00		1.00	
Efren C. Gutierrez	1.00		1.00	
TOTAL	₱720,000.00	₱280,000.00	₱1,000,000.00	

TENTH - That ALBERTO M. MEER has been elected by the subscriber as Treasurer of the corporation, to act as such until his successor is duly elected and qualified in accordance with the By-laws, and that as such Treasurer, he has been authorized to receive for the corporation and to receive in its name all subscribed paid in the said subscriber.

IN WITNESS WHEREOF, we have here unto set our hands on this 18th day of August 1964, at Manila, Philippines.

(SGD.) ALBERTO M. MEER

(SGD.) ALBERTO O. VILLARAZA

(SGD.) RAMON O. REYNOSO JR.

(SGD.) PEDRO T. MACATANGAY, JR.

(SGD.) SENEN M. CASTILLO

Signed in the presence of:

(SGD.) ELENA GUEVARA

(SGD.) ANGELITO D. MENDOZA

REPUBLIC OF THE PHILIPPINES)
) S.S.

PASIG CITY

SECRETARY'S CERTIFICATE

I, Kristine N.L. Evangelista, Filipino, of legal age, with office address at 7th Floor Venice Corporate Center, 8 Turin St. McKinley Town Center, Fort Bonifacio, Taguig City, having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **HOLCIM PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at 7th Floor Two World Square, McKinley Hill, Fort Bonifacio, Taguig City.

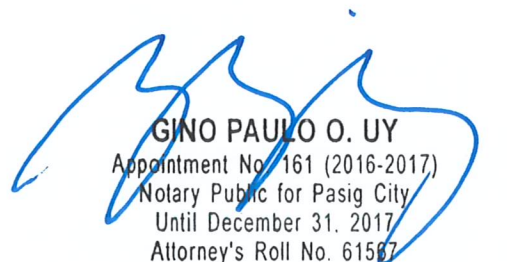
2. To the best of my knowledge, no action or proceedings has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers.

IN WITNESS WHEREOF, I have hereunto set my hand this
MAY 31 2013 in PASIG CITY.


Kristine N.L. Evangelista
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 31 2013 at
PASIG CITY, affiant exhibiting her ~~TIN 205-188-178x~~

Doc. No. 005;
Page No. 14;
Book No. I;
Series of 2016.


GINO PAULO O. UY
Appointment No. 161 (2016-2017)
Notary Public for Pasig City
Until December 31, 2017
Attorney's Roll No. 61567
33rd Floor The Orient Square
F. Ortigas Jr. Road Ortigas Center Pasig City
PTR No. 1385903; 01.05.16; Pasig City
IBP No. 1018265; 01.06.16; RSM

CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION

OF

HOLCIM PHILIPPINES, INC.

SECURITIES AND EXCHANGE COMMISSION
Green Lane Unit CRMU

NOV 08 2018

RECEIVED

By: _____ Time: _____

KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and a majority of the members of the Board of Directors **HOLCIM PHILIPPINES, INC.** (the **Corporation**) do hereby certify that at the meeting of the Board of Directors held on November 22, 2017, at 7th Floor, Venice Corporate Center, 8 Turin Street, McKinley Town Center, McKinley Hill, Fort Bonifacio, Taguig City, and at the annual stockholders' meeting of the Corporation separately held on May 18, 2018 at Ballroom 2, Fairmont Makati, 1 Raffles Drive, Makati Avenue, Makati City, at which meeting stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the directors and stockholders present or represented, adopted:

"RESOLVED, that **HOLCIM PHILIPPINES, INC.** (the **Corporation**) be authorized, as it is hereby authorized and empowered, to amend its Articles of Incorporation to revise the Corporation's secondary purposes;

"RESOLVED, FURTHER, that the Second Article of the Corporation's Articles of Incorporation be amended to read as follows:

'SECOND - That the purpose for which the corporation is formed are:

Primary Purpose

xxx xxx xxx

Secondary Purposes

1. To engage in the business of purchasing, developing, selling, exchanging and holding for investment or otherwise, real estate of all kinds;


2. xxx;


xxx xxx xxx

14. To provide technical support to ready-mix (RMX) plants and contractors on various quality control, optimization, solutions development and skills upgrade; and

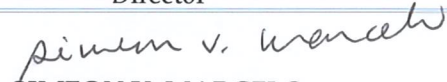
15. xxx.


IN WITNESS WHEREOF, we have hereunto signed these presents on this JUN 22 2018 at Taguig, Philippines.


TOMAS I. ALCANTARA
Chairman


JOHN WILLIAM STULL
Director


YASUO KITAMOTO
Independent Director


SIMEON V. MARCELO
Independent Director


DAVID LUCAS B. BALANGUE
Independent Director


BELINDA E. DUGAN
Corporate Secretary

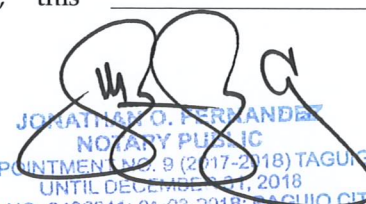
SUBSCRIBED AND SWORN to before me this JUN 22 2018 at TAGUIG CITY affiants exhibiting to me competent proofs of their identity, to wit:

Name	Competent Evidence of Identity
Tomas I. Alcantara	Unified Multi-Purpose ID (UMID) No. 05100000000000000000
John William Stull	Passport No. 589501733 issued by the Department of State of USA on May 12, 2015
Yasuo Kitamoto	Passport No. TR1069275 issued by the Ministry of Foreign Affairs of Japan on XXXXXXXXXXXXXXXXXXXX
Simeon V. Marcelo	Passport No. EC0142503 issued by DFA Manila on January 28, 2014
David Lucas B. Balangue	Passport No. TR1069275 issued by the Ministry of Foreign Affairs of Japan on XXXXXXXXXXXXXXXXXXXX
Belinda E. Dugan	Passport No. TR9973091 issued by DFA Manila on XXXXXXXXXXXXXXXXXXXX

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this JUN 22 2018 at TAGUIG CITY, Philippines.

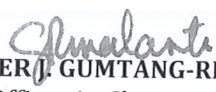
Doc. No. 428
Page No. 87
Book No. VIII
Series of 2018.


JONATHAN O. FERNANDEZ
NOTARY PUBLIC
APPOINTMENT NO. 9 (2017-2018) TAGUIG
UNTIL DECEMBER 31, 2018
PTR NO. 3436241; 01-03-2018; TAGUIG CITY
LIFETIME IBF NO. 98909; Bag-Beng Chapter
ROLL NO. 52589
MCLE COMPLIANCE NO. VI-0001319
5/F One Campus Place Building
Tower B 1080 Campus Avenue
McKinley Town Center, Taguig City



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

MONITORING SLIP

NAME OF CORP.	Holcim Philippines Inc.	SEC	26126
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received:	Date Released:	Processed/Verified by:	
October 24, 2018	October 24, 2018	M. SALLES	
REMARKS :			
<p>We interpose no objection to the subject company's request for Good Standing insofar as the matters under the CGFD are concerned. However this is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary applicable under circumstances.</p>			
 RACHEL ESTHER J. GUMBANG-REMLANTE Officer-in-Charge			