



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

COMPANY REG. NO. 21817

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

**PHILIPPINE TELEGRAPH & TELEPHONE
CORPORATION**

(Amending Articles II Purposes and VII thereof)

copy annexed, adopted on July 30, 2018 by a majority vote of the Board of Directors and on September 20, 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 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 31st day of October, Twenty Eighteen.


GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION
OF
PHILIPPINE TELEGRAPH AND TELEPHONE CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

- FIRST** : That the name of said corporation is –
- Philippine Telegraph and Telephone Corporation (As amended on June 6, 1970)
- SECOND** : That the purposes for which said corporation is formed are:
- a. To establish, install, maintain, operate and lease telecommunications systems, lines and circuits, wire or wireless, for domestic and international public communications service from Manila to, and in between the different towns, cities and provinces, throughout the Philippines and other countries including engaging in businesses and activities in information and communications technology. (As Amended on September 20, 2018)
 - b. To import, buy, transport, or otherwise acquire materials or merchandise, that may be necessary for the installation, operation and maintenance of the said telecommunications systems, lines and circuits, and/or to invest in any corporation, engaged in the business herein enumerated.
 - c. To apply for the issuance of franchise, licenses, and certificates of public convenience and necessity, or in any manner acquire, purchase or lease the same in accordance with law.
 - d. To purchase, sell and deal in all kinds of apparatus and objects, and products which may be advantageously combined with the buildings, installations and operations of these systems, lines and circuits.
 - e. Generally, to do all and everything suitable, convenient and proper for the accomplishment of any of the purposes and for the attainment of any of the objects herein enumerated or incidental to the purposes herein named, or which shall at any time appear conducive and expedient for the protection or benefit of the Corporation; and to purchase, own, lease, hold, acquire, or otherwise accept such property, real or personal as

may be necessary, convenient or appropriate for any of the purposes herein expressed.

THIRD : That the place of the principal office of the Corporation be located at 6th Floor SCC Bldg. 106 Carlos Palanca St. Legaspi Village, Makati City, (Amended on April 27, 1979 Special Stockholders' Meeting).

FOURTH : That the term for which said Corporation is to exist is up to November 14, 2012 and to be extended for another fifty (50) years therefrom or until November 14, 2062. (As Amended on 19 October 2012).

FIFTH : That the names and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
JOSE S. ALFONSO	828 Torres St., Mandaluyong, Rizal
HERMENEGILDO R. REYES	385 Buencamino St., San Miguel, Mla.
OSCAR S. MAPUA	2319-A Taft Avenue, Manila
ROBERTO S. BENEDICTO	1420 San Marcelino, Manila
MARCIANO BAUTISTA	28 Nanca Road, Malabon, Rizal
ROMEO ECHAUZ	836 Torres St., Mandaluyong, Rizal
GONZALO T. ABAYA	26 Horseshoe Drive, Quezon City
JOSE L. AFRICA	460 Pureza St., Sta Mesa, Manila
SALVADOR SAN JUAN	12 Edison Tech., University Hills, Malabon Rizal

SIXTH : That the number of the members of the Board of Directors shall be seven (7) and the names and residences of the Directors who are to serve as such until their successors have been duly elected and qualified as provided by the By-Laws are as follows: (As amended on September 7, 1989).

<u>NAME</u>	<u>RESIDENCE</u>
JOSE S. ALFONSO	828 Torres St., Mandaluyong, Rizal
HERMENEGILDO R. REYES	385 Buencamino St., San Miguel, Mla.
OSCAR S. MAPUA	2319-A Taft Avenue, Manila
ROBERTO S. BENEDICTO	1420 San Marcelino, Manila
MARCIANO BAUTISTA	28 Nanca Road, Malabon, Rizal
ROMEO ECHAUZ	836 Torres St., Mandaluyong, Rizal
GONZALO T. ABAYA	26 Horseshoe Drive, Quezon City
JOSE L. AFRICA	460 Pureza St., Sta Mesa, Manila
SALVADOR SAN JUAN	12 Edison Tech., University Hills, Malabon Rizal

SEVENTH : That the authorized capital stock of the corporation is **FIFTEEN BILLION SIX HUNDRED MILLION PESOS (P15,600,000,000.00)**, Philippine Currency, divided into **FOUR BILLION FIVE HUNDRED MILLION (4,500,000,000)** shares of Common Stock with par value of One Peso (P1.00) per share whose issue shall be for Filipino citizens, natural or juridical, or corporations/entities whose ownership as determined by law is Filipino and whose issue shall not be subject to

any other restriction except in such cases where the law may provide; TWO HUNDRED THIRTY MILLION (230,000,000) Serial Cumulative Convertible Redeemable Preferred Stock with a par value of Ten Pesos (P 10.00) per share; **SIX BILLION SEVEN HUNDRED FIFTY MILLION (6,750,000,000) Series "A" Serial Redeemable Preferred Stocks with a par value of One Peso (P1.00) per share; ONE BILLION EIGHT HUNDRED MILLION (1,800,000,000) Series "B" Serial Redeemable Preferred Stocks with a par value of One Peso (P1.00) per share; and TWO HUNDRED FIFTY MILLION (250,000,000) Series "C" Serial Redeemable Preferred Stocks with a par value of One Peso (P1.00) per share;** that holders of share of stock, whether common or preferred, shall have no pre-emptive rights with respect to shares of any class or series of the corporation's present capital stock or subsequent increases in capital. (Amended on September 20, 2018)

That the TWO BILLION THREE HUNDRED MILLION PESOS (P 2,300,000,000.00) Serial Cumulative Convertible Redeemable Preferred Stocks shall be issued with such features and/or such terms and conditions as the Board of Directors of the Corporation may determine; provided, that the total number of shares of each of the Serial Cumulative Convertible Redeemable Preferred Stocks which shall at any time be subscribed, issued or outstanding, shall in no case exceed TWO HUNDRED THIRTY MILLION (230,000,000) shares; and this limitation shall be printed on each stock certificate for such shares. Any issuance of or subscription to any shares of the Serial Cumulative Convertible Redeemable Preferred Stock in violation of this condition shall be deemed null and void.

That the rights and features of the Serial Cumulative Convertible Redeemable Preferred Shares may be stipulated, at the discretion of the Board of Directors, in detachable warrants through which such rights and features stipulated therein may be exercised, which detachable warrants may be endorsed, assigned, transferred, or otherwise disposed of separately by the holder thereof, provided, that the assignor or transferor of any such warrants shall, upon conveyance thereof, lose all rights under the warrant so conveyed, and transferee or assignee of such warrants shall exclusively enjoy and be bound by the rights, terms and conditions stipulated therein, and provided further, that all such features and all such detachable warrants as may be set by the Board of Directors shall be in accordance with all applicable laws, rules, and regulations and to the approval of the Securities and Exchange Commission.

That the Serial Cumulative Convertible Redeemable Preferred Shares shall be further subject to the following terms and conditions:

- A. Holders of these preferred shares shall have no voting rights or right to be voted except as provided by law.
- B. Dividends on these preferred shares shall be cumulative and non-participating.
- C. These preferred stock may be issued in different series and at different dividend rates as may be determined by the Board of

Directors based on acceptable financial criteria as may in the judgment of the Board of Directors be reasonable; provided that a dividend rate once fixed by the Board of Directors for a particular series at the time of issue shall not be modified or altered while any preferred stock of the same series remains issued and outstanding;

D. These preferred stock may be convertible into common shares of any class or any series of preferred stock under terms and in such manner as the Board of Directors may determine; provided, that such terms once fixed by the Board of Directors for a particular series at the time of issue shall not be modified or altered while any preferred stock of the same series remains issued and outstanding;

E. The redemption period of these preferred stock for each particular series shall be fixed by the Board of Directors and may be re-issued upon redemption whether as preferred or common shares and of whatever class or series at the option of the Board of Directors; provided, that the redemption period once fixed for a particular series at the time of issue may not be modified or altered while any preferred stock at the same series remains issued and outstanding; and provided, further, that redemption of any outstanding preferred stock prior to the expiration of the redemption period may be effected subject to such terms and conditions as may be mutually agreed upon by the Corporation and the holder of the stock.

The Serial Redeemable Preferred Shares shall consist of the following series:

A. Series "A" Serial Redeemable Preferred Stocks consisting of SIX BILLION SEVEN HUNDRED FIFTY MILLION (6,750,000,000) stocks with a par value of 1.00 per stock;

B. Series "B" Serial Redeemable Preferred Stocks consisting of ONE BILLION EIGHT HUNDRED MILLION (1,800,000,000) stocks with a par value of 1.00 per stock; and

C. Series "C" Serial Redeemable Preferred Stocks consisting of TWO HUNDRED FIFTY MILLION stocks with a par value of 1.00 per stock.

The Series "A", "B" and "C" Serial Redeemable Preferred Stocks shall have no voting rights. The rest of the rights and features of the Series "A", "B" and "C" Serial Redeemable Preferred Stocks may be stipulated and determined at the discretion of the Board of Directors in accordance with all applicable laws, rules and regulations. (Amended on September 20, 2018)

EIGHTH : That the amount of said capital stock which has been actually subscribed is Two Hundred Thousand (P200,000) Pesos and the following persons have subscribed for the number of shares opposite their respective names: (Subscription based on original capital of P1,000,000).

NAME	NUMBER OF <u>SHARES</u>	AMOUNT <u>SUBSCRIBED</u>
JOSE S. ALFONSO	4,000	P 40,000.00
HERMENIGILDO REYES	2,000	20,000.00
OSCAR S. MAPUA	2,000	20,000.00
ROBERTO BENEDICTO	4,000	40,000.00
ROMEO R. ECHAUZ	2,000	20,000.00
GONZALO T. ABAYA	2,000	20,000.00
MARCIANO BAUTISTA	2,000	20,000.00
JOSE L. AFRICA	1,000	10,000.00
SALVADOR SAN JUAN	1,000	10,000.00
	<u>20,000</u>	<u>P 200,000.00</u>

NINTH : That the following persons have paid on their subscription on the amount set opposite their respective names:

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
JOSE S. ALFONSO	P 10,000.00
HERMENIGILDO R. REYES	5,000.00
OSCAR S. MAPUA	5,000.00
ROBERTO S. BENEDICTO	10,000.00
ROMEO R. ECHAUZ	5,000.00
GONZALO T. ABAYA	5,000.00
MARCIANO BAUTISTA	5,000.00
JOSE L. AFRICA	2,500.00
SALVADOR SAN JUAN	2,500.00
	<u>P 50,000.00</u>

TENTH : That Roberto S. Benedicto has been elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws and that as such Treasurer he has been authorized by said subscribers to receive for the corporation and to receipt in its name for all subscription paid in by the subscribers.

ELEVENTH : That the wire or wireless circuits consisting of overhead and/or underground cables and wire, multi-channel carrier telecommunications terminal and repeater circuits shall be constructed throughout all the streets of the City of Manila, other cities, towns and provinces of the Philippines, wheresoever the telecommunications services shall be extended and made available.

TWELFTH : That the corporation shall use Construction Materials: Steel, concrete and wooden posts with g.i. brackets and other necessary pole line hardwares and accessories; electrical and telecommunications materials, equipment, and accessories.

Appliances: Desk or wall monophones, teletype machine, radio equipment of all types, and power plant equipment.

Method of Construction: Aerial or underground and radio relay.

System to be used: Magneto (Two-wire), common battery (multiple type) and/or automatic dial telephone systems, and multi-channel carrier radio systems.

THIRTEENTH : That no transfer of stock or interest which will reduce the ownership of Filipino citizens 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 on August 29, 1986).

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, this 16th day of October, 1962.

(SGD) JOSE S. ALFONSO	(SGD) HERMENIGILDO R. REYES
(SGD) OSCAR B. MAPUA	(SGD) ROBERTO S. BENEDICTO
(SGD) ROMEO R. ECHAUZ	(SGD) GONZALO T. ABAYA
(SGD) MARCIANO BAUTISTA	(SGD) JOSE L. AFRICA
(SGD) SALVADOR SAN JUAN	

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE	(SGD) ILLEGIBLE
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REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in the City of Manila, this 18th day of October, 1962, personally came and appeared the following:

NAME	RES.CERT.NO.	DATE AND PLACE OF ISSUE
JOSE S. ALFONSO	A-4240688	2/05/62 Mandaluyong Rizal
HERMENIGILDO REYES	A-0238442	1/22/62 Manila
OSCAR B. MAPUA	A-0036104	1/10/62 Manila
ROBERTO BENEDICTO	A-0076585	1/12/62 Manila

ROMEO R. ECHAUZ	A-0240851	1/12/62 Manila
GONZALO T. ABAYA	A-0138633	1/13/62 Manila
MARCIANO BAUTISTA	A-0089527	1/10/62 Manila
JOSE L. AFRICA	A-0090301	1/10/62 Manila
SALVADOR SAN JUAN	A-0090302	1/10/62 Manila

all 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 own free act and deed. This document, Articles of Incorporation, consists of nine pages including this page, signed by the parties and their instrumental witnesses at the dispositive portion of this page.

Witness my hand and seal on the date and place first above mentioned.

(SGD) ANTANO G. BAGABALDO
Notary Public
Until December 31, 1962

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