



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

COMPANY REG. NO. PW-834

**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**

**ROXAS AND COMPANY, INC.**

**(Amending Article IV by extending the term of its existence thereof)**

copy annexed, adopted on May 12, 2017 by majority vote of the Board of Directors and on June 16, 2017 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 24<sup>th</sup> day of September, Twenty Eighteen.

**GERARDO F. DEL ROSARIO**  
Authorized Signatory, HRAD  
SO Order 874 Series of 2018



# AMENDED ARTICLES OF INCORPORATION

OF

ROXAS AND COMPANY, INC.

---

## KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residents of the Republic of the Philippines, have voluntarily joined together with the aim of forming this corporation, in compliance with the laws of the Philippines, and

## HEREBY DECLARE:

I

That the name and title of the said corporation ROXAS AND COMPANY, INC. (formerly CADP GROUP CORPORATION).

II

That the purpose for which this corporation has been formed are the following:

A - Purchase, hold, pledge, transfer, sell or otherwise dispose of or deal in the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any such securities held by it and to any and all acts and things tending to increase the value of the Corporation, to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the Corporation and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business, to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities; to exercise any and all rights and privileges of ownership thereof; to borrow and negotiate all loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities, to issue on commission, take, acquire, hold, sell, exchange and deal in

shares, stocks, bonds obligations and securities of any government authority or company in which the Corporation has lawful interest; to promote, subsidize and assist companies or form and enter into partnership of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried in or undertaken by promoters, concessionaires, contractors, commercial brokers, and commission merchants and other incidental business which may seem to the Corporation convenient to carry on in connection with the foregoing, or calculated directly or indirectly to enhance the value of or render profitability any of the Corporation's property or rights, without however engaging in stock brokerage, dealership in securities and management of funds, portfolio and all similar assets of the managed corporations;

B - Acquire, construct, maintain and operate mills, factories, refineries, machineries, and tools that may be used in the milling of sugarcane and the manufacturing of sugar and allied products and undertake whatever subsequent or related business may be useful in making available products derived from sugar, and buy, sell or trade with these; to engage in any other manner, trade, merchandise, effects and goods, and in general to undertake all kinds of studies, experiments, test, regarding the cultivation of sugar, of its trading, and also to buy, own, sell and concessions, privileges and franchises in relation to realizing any of its purposes.

C - To promote the planting and cultivation of sugarcane and the manufacture of sugar and buy, sell or in any other manner trade with sugar, sugarcane or products derived from this; engage in the fabrication of materials, substances and products that may be useful in making available other products derived from sugar, and buy, sell or trade with these; to engage in and promote any mercantile or commercial business, and buy, sell, or in any other manner, trade merchandise, effects and goods, and in general to undertake all kinds of studies, experiments, tests, regarding the cultivation of sugar, of its trading, and also to buy, own , sell and trade without more than the limitations set by law, in all kinds of properties, rights, concessions, privileges and franchises in relation to realizing any of its purposes.

D - To perform, execute, deliver, buy or in other ways acquire contracts and treaties with the downers, tenants and other cultivators of sugar land regarding the



milling of the yields and harvest of said lands and the manufacture of its products, including in said contracts and treaties, and covenants of these, in accordance with its terms and conditions.

E - Buy, acquire, own, sell, lease, change and mortgage the real estate that are reasonably necessary on promoting its purposes; and buy, lease, construct or acquire building, warehouses, roads, depots, wharfs, hydraulic works, irrigation, and all kinds of works, or interest and participation in the same in helping or in conjunction with the general business of the company, acquire, lease, construct, operate and to have railroads, steamboats, ship or transportation facilities for the transport of its products, and for the transport of merchandise and passengers between points in or out of the Philippines.

F - In conformity with the laws, acquire and operate hydraulic concessions for irrigation and other purposes for its own use or for sale or lease, product electric power for its own use, for lighting and other purposes, and for sale to other and undertake what may be deemed necessary and convenient for the use of said capacities.

G - In conformity with the laws, undertake any business, industry or enterprise that can be carried out by corporations operating directly by itself and in its own behalf or indirectly by agents, representatives or shareholders in another business, industry or enterprise established and dedicated to similar purposes and in doing so working in its own benefit or as agent, contracted party, representative of any other person, establishment or corporation.

H - Buy, subscribe, acquire, own, sell, change, and in any manner work on stocks, bonds, securities, public or private, government or municipal, commercial establishment or individual and being proprietor or holder of same, exercise all rights of ownership including the right to vote, and receive, collect and dispose of the interest, dividends and income of same.

I - To make and alter all kinds of investments and make mortgage loans or with any kind of guarantee to make monetary instruments; in whatever may be

necessary or incidental to the business of the company, guarantee in behalf of the company, solely or jointly any debt, obligation or loan of any sister corporation or any other corporation or mortgage, pledge or encumber the properties and assets of the company for stated purposes.

J - And in general for the pursuance of any of its business and interest whatever necessary convenient or appropriate for the fulfillment of the objectives of the company and to exercise the faculties and attributes of the other corporations in general and specifically of the corporations of the same nature organized in accordance with the laws of the Philippines.

### III

That the address and principal office of the corporation shall be established in 7<sup>th</sup> Floor, Cacho-Gonzalez Building, 101 Aguirre Street, Legaspi Village, Makati City (as amended during the meeting of the Board of Directors on 12 December 2014 and ratified during the duly constituted meeting of the stockholders held on 25 February 2015)

### IV

**That the period during which the corporation shall exist shall be fifty years from the date of incorporation which is now extended for an additional period of fifty years commencing on 7 October 2018.** (as amended during the meeting of the Board of Directors on 12 May 2017 and ratified during the duly constituted meeting of the stockholders held on 16 June 2017)

### V

That the names and places of residence of the founders of the corporation are the following:

<i>NAMES</i>	<i>PLACE OF RESIDENCE</i>
Joaquin J. de Ynchausti	Manila, Philippines
Santiago Elizalde	Manila, Philippines
F. V. Kauffman	Manila, Philippines
Federico Correa	Manila, Philippines

E.C. Barnes	Manila, Philippines
-------------	---------------------

## VI

That the number of directors of the corporation shall be seven (7). (as amended on 28 November 2014).

## VII

That the names and places of residences of the directors of the corporation whose services are availed of until their successors shall have been elected and assume office as provided for by the law:

<i>NAMES</i>	<i>PLACE OF RESIDENCE</i>
Joaquin J. de Ynchausti	Manila, Philippines
Santiago Elizalde	Manila, Philippines
F.V. Kauffman	Manila, Philippines
Federico Correa	Manila, Philippines
E.C. Barnes	Manila, Philippines

## VIII

That the authorized capital stock of the Corporation is Three Billion Three Hundred Seventy Five Million Pesos (₱3,375,000,000.00) divided into Three Billion Three Hundred Seventy Five Million (3,375,000,000) shares with a par value of One Peso (₱1.00) per share.

The shareholders shall have no pre-emptive rights to any issue of shares of the Corporation unless otherwise decided by the Board of Directors for the best interest of the Corporation.

## IX

That the amount of capital that has been subscribed in ONE MILLION PESOS (₱1,000,000.00) and the following persons have subscribed to the number of shares indicated beside their names:

NAMES:

Ynchausti y Cia	Manila	7,600	₱760,000.00
-----------------	--------	-------	-------------



Warner Barnes & Co., Ltd.		650	65,000.00
Figueras Hermanos		400	40,000.00
Charles C. Cohn		250	25,000.00
Pedro Bereciarte		250	25,000.00
Sandallo Oquinena	Cebu	250	25,000.00
Joaquin Y. Ynchausti	Manila	100	10,000.00
Joaquin J. Elizalde		100	10,000.00
Santiago J. Elizalde		100	10,000.00
E.C. Barnes		100	10,000.00
Federico Correa		100	10,000.00
F.V. Kauffman		100	10,000.00
<i>Total</i>			₱1,000,000.00

**X**

That the following persons have paid the corresponding amount for the shares of capital stocks:

NAMES:

Ynchausti y Cia	Manila	₱228,000.00
Warner Barnes & Co., Ltd.		19,500.00
Figueras Hermanos		12,000.00
Charles C. Cohn		7,500.00
Pedro Bereciarte		7,500.00
Sandallo Oquinena	Cebu	3,000.00
Joaquin Y. Ynchausti	Manila	3,000.00
Joaquin J. Elizalde		3,000.00
Santiago J. Elizalde		3,000.00
E.C. Barnes		3,000.00
Federico Correa		3,000.00
F.V. Kauffman		3,000.00
<i>Total</i>		₱300,000.00

**XI**

That Joaquin Navascues has been elected by the incorporators as treasurer of the corporation to act as such until his successor shall have been elected in accordance with the laws and as such as authorized to receive for the corporation all paid subscriptions, and to issue corresponding receipts to that effect.

IN WITNESS WHEREOF, we have hereunto set our hands this 3<sup>rd</sup> day of October 1968.

(ORIGINAL SIGNED)

Sgd. Joaquin J. Ynchausti  
Santiago Elizalde  
E.C. Barnes  
Federico Correa  
F.V. Kauffman

In the Presence of:

(ORIGINAL SIGNED)

Sgd. M. Ruiz  
W.L. Barnwell



SECURITIES AND EXCHANGE COMMISSION  
Election Unit CRM/D  
**AUG 9 2018**  
RECEIVED  
Time: \_\_\_\_\_

**DIRECTORS' CERTIFICATE**

KNOW ALL MEN BY THESE PRESENTS:

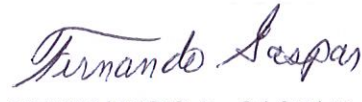
WE, the undersigned Directors, Chairman, and Corporate Secretary of **ROXAS AND COMPANY, INC.** (the "Corporation"), hereby certify that the attached document is a true and correct copy of the **AMENDED ARTICLES OF INCORPORATION** of the Corporation.


The amendment is in relation to Article IV of the Articles of Incorporation:

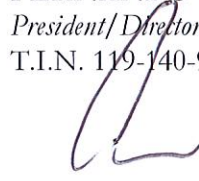
"IV. That the period during which the Corporation shall exist shall be fifty (50) years from the date of incorporation, which is now extended for an additional period of fifty (50) years, commencing on **October 7, 2018.**"

We further certify that the amendment was unanimously approved by the affirmative vote of stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation during the annual meeting held on 16 June 2017 at the Dusit Hotel Makati and by the majority vote of the Board of Directors at its regular meeting held on 12 May 2017 at its principal office.


  
**PEDRO E. ROXAS**  
*Chairperson*  
T.I.N. 104-738-165


  
**FERNANDO L. GASPAR**  
*President/ Director*  
T.I.N. 119-140-936

  
**FRANCISCO R. ELIZALDE**  
*Director*  
T.I.N. 119-132-731

  
**CARLOS R. ELIZALDE**  
*Director*  
T.I.N. 119-814-785

  
**GUILLERMO D. LUCHANGCO**  
*Director*  
T.I.N. 106-185-062

  
**CORAZON DELA PAZ-BERNARDO**  
*Director*  
T.I.N. 112-070-586

  
**AURELIO R. MONTINOLA III**  
*Director*  
T.I.N. 135-558-086

COUNTERSIGNED BY:

  
**PETER D. BAROT**  
*Corporate Secretary*  
T.I.N. 107-478-120


JUN 18 2018

**SUBSCRIBED AND SWORN TO** before me this \_\_\_\_\_ day of \_\_\_\_\_ at  
Makati City, by the above-named persons who exhibited to me their respective valid identifications:  
Name \_\_\_\_\_ Competent Proof of Identity \_\_\_\_\_

Pedro E. Roxas  
Fernando L. Gaspar  
Francisco R. Elizalde  
Carlos R. Elizalde  
Guillermo D. Luchangco  
Corazon Dela Paz-Bernardo  
Aurelio R. Montinola III  
Peter D. Barot

Phil Passport EC2368993

Doc No. 99 ;  
Page No. 2 ;  
Book No. 11 ;  
Series of 2018.

  
ATTY. JOHN DOMINGO A. PONCE, JR.  
NOTARY PUBLIC  
APPOINTMENT No. M-202 / MAKATI CITY  
UNTIL DECEMBER 31, 2018  
PTR No. 0407873 / 04-3-2010 / MAKATI CITY  
LAP No. 918932 / 12-16-2007 / LIRAL  
MCLE COMPLIANCE No. V-0026355 / 08-03-2016  
ROLL NO. 36452/TIN No. 100-000-102-000  
Unit G-14 Makati Executive Tower 3  
Sen. Gil Puyat Avenue, Pio del Pilar,  
Makati City, Metro Manila



REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY ) S.S.

### SECRETARY'S CERTIFICATE

I, **PETER D.A. BAROT**, of legal age, married, with office address at Penthouse, Liberty Center 104 H.V. Dela Costa St., Salcedo Village 1227 Makati, Metro Manila being duly sworn, depose and say:

1. I am the duly elected and qualified Corporate Secretary of **ROXAS AND COMPANY, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine laws, with principal office at 7<sup>th</sup> Floor, Cacho-Gonzalez Building, 101 Aguirre Street, Legaspi Village, Makati 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 officer/s of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

JUN 18 2018

IN WITNESS WHEREOF, I have hereunto signed this Certificate this \_\_\_\_\_  
\_\_\_\_\_ at Makati City.

  
**PETER DONNELLY A. BAROT**  
*Corporate Secretary*  
TIN No. 107-478-120

**SUBSCRIBED AND SWORN TO** before me on this JUN 18 2018, in Makati City, Philippines, affiant exhibiting to me his Phil. Passport EC0068079 issued on 22 January 2014 at Manila.

Doc No. 157 ;  
Page No. 32 ;  
Book No. 10 ;  
Series of 2018.

  
**JAMIE KATRINA E. CHAN**  
Appointment No. M-223  
Notary Public for Makati City  
Until December 31, 2019  
Liberty Center-Pinazo Law  
104 H.V. Dela Costa Street, Makati City  
Roll No. 70089  
PTR No. 6619503/Makati City/01-05-2018  
IBP No. 020684/PPLM/01-03-2018