

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

1. August 24, 2023  
Date of Report (Date of earliest event reported)
2. SEC Identification Number 170957 3. BIR Tax Identification No. 000-533-224
4. FILINVEST LAND, INC.  
Exact name of issuer as specified in its charter
5. Philippines  
Province, country or other jurisdiction  
of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. No. 79 EDSA, Highway Hills, Mandaluyong City, Metro Manila 1550  
Address of principal office Postal Code
8. (632) 7918-8188  
Issuer's telephone number, including area code
9. Not applicable  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the  
RSA
- | Title of Each Class | Number of Shares of<br>Stock Outstanding |
|---------------------|--|
| Common              | 24,249,759,506                           |
| Preferred           | 8,000,000,000                            |
11. Indicate the item numbers reported herein: 9

Please be informed that on 24 August 2023, Filinvest Land, Inc. (the "Company") received the Certificate of Filing of Amended By-Laws issued by the Securities and Exchange Commission (SEC) on 23 August 2023, which covers the amendments to Article II, Sections 4, 5, 6, and 7, Article III, Sections 6, 7, 8, 9 and 12, and Article IV, Sections 1, 3, 4, 5, 9, and 12 of the Company's By-Laws.

The amendments to FLI's By-laws were previously approved by the Board of Directors on 24 March 2023 and subsequently, by the Stockholders during the Company's Annual Stockholders' Meeting held on 24 April 2023.

Please see attached Amended By-Laws.

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FILINVEST LAND, INC.

Issuer

Date August 24, 2023

*K. O. Clemente*

**KATRINA O. CLEMENTE-LUA**

Corporate Secretary and  
Corporate Information Officer



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 170957

**CERTIFICATE OF FILING OF AMENDED BY-LAWS**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY that the Amended By-Laws of**

**FILINVEST LAND, INC.**

copy annexed, adopted on March 24, 2023 by majority vote of the Board of Directors and on April 24, 2023 by the vote of the stockholders owning or representing at least majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 23rd day of August, Twenty Three.

  
DANIEL P. GABUYO

Assistant Director  
SO Order 1188 Series of 2018—

EV/bds

OFFICE COPY

# COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended By-Laws

SEC Registration Number

0 0 0 0 1 7 0 9 5 7

Former Company Name

F I L I N V E S T L A N D , I N C .

AMENDED TO:

New Company Name

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

F I L I N V E S T B U I L D I N G , 7 9 E D S A ,  
H I G H W A Y H I L L S , M A N D A L U Y O N G  
C I T Y 1 5 5 0 , M E T R O M A N I L A

Company's Email Address

COMPANY INFORMATION

Company's Telephone Numbers

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

Atty. Katrina O. Clemente-Lua

corpsec@filinvestland.com

7918-8188 loc. 6303

Contact Person's Address

6<sup>th</sup> Floor, Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City

Assigned Processor

To be accomplished by CRMD Personnel

Date

Signature

DOCUMENT ID

Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:

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



**FILINVEST LAND, INC.**  
**DIRECTORS' CERTIFICATE**



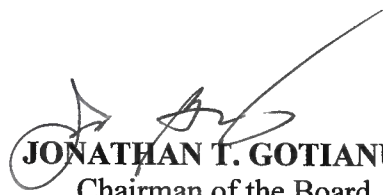
We, the undersigned majority of the members of the Board of Directors, the President, Chairman of the Board, and the Corporate Secretary of **FILINVEST LAND, INC.** (the "Corporation") after having been duly sworn in accordance with the law, hereby certify that: (a) the accompanying Amended By-Laws of the Corporation, embodying the amendments to the following Articles (the "Amendments"):

- (1) **ARTICLE II, Sections 4, 5, 6, and 7**, inclusion of virtual and other alternative modes of communication for the conduct of the Corporation's stockholders' meetings and authority for the Assistant Corporate Secretary to act as Secretary for meetings of the stockholders in the absence of the Corporate Secretary;
- (2) **ARTICLE III, Sections 6, 7, 8, 9, and 12**, inclusion of virtual and other alternative modes of communication for the conduct of the Corporation's Board of Directors' meetings; authority of Vice-Chairman to preside over the meeting in the absence of the Chairman; and giving power to the Board of Directors to create board committees as may be required by applicable laws and regulations and renumbering of the succeeding Articles of the By-Laws;
- (3) **ARTICLE IV, Sections 1, 3, 4, 5, 9 and 12**, inclusion of the positions of the Vice-Chairman, Chief Executive Officer, and Compliance Officer and their duties and responsibilities; clarification on the functions of the President; clarification on the principle for remuneration to be received by the Corporation's officers and renumbering of the corresponding Sections;

is true and correct; (b) the Amendments were approved by at least a majority of the members of the Board of Directors in a meeting held virtually on 24 March 2023; and (c) the Amendments were approved by the affirmative vote of stockholders owning or representing at least a majority of the outstanding capital stock of the Corporation in the annual meeting held virtually on 24 April 2023.

*[Remainder of the page intentionally left blank;  
Signature and Acknowledgement pages follow]*

IN WITNESS WHEREOF, we have hereunto signed this Certificate  
JUL 19 2023 in Mandaluyong City, Philippines.

  
**JONATHAN T. GOTIANUN**  
Chairman of the Board

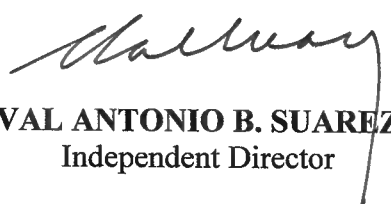
  
**LOURDES JOSEPHINE GOTIANUN YAP**  
Vice-Chairperson of the Board

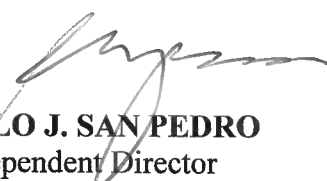
  
**TRISTANEIL D. LAS MARIAS**  
Director/ President and CEO

  
**MICHAEL EDWARD T. GOTIANUN**  
Director


  
**FRANCIS NATHANIEL C. GOTIANUN**  
Director

  
**EFREN C. GUTIERREZ**  
Director

  
**VAL ANTONIO B. SUAREZ**  
Independent Director

  
**GEMILO J. SAN PEDRO**  
Independent Director

  
**ERNESTO S. DE CASTRO**  
Independent Director

  
**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this JUL 19 2023 in Mandaluyong City, Metro Manila, affiants exhibiting to me competent evidence of their identities, bearing their photographs and signatures, to wit:

| Name                           | Competent Evidence of Identity | Place of Issue/ Date of Issue/ Date of Expiry |
|--------------------------------|--------------------------------|---|
| Jonathan T. Gotianun           |                                |   |
| Lourdes Josephine Gotianun Yap |                                |   |
| Tristaneil D. Las Marias       |                                |   |
| Michael Edward T. Gotianun     |                                |   |
| Francis Nathaniel C. Gotianun  |                                |   |
| Efren C. Gutierrez             |                                |   |
| Val Antonio B. Suarez          |                                |   |
| Gemilo J. San Pedro            |                                |   |
| Ernesto S. De Castro           |                                |   |
| Katrina O. Clemente-Lua        |                                |   |

Doc. No. 337 ;  
 Book No. 69 ;  
 Page No. 29 ;  
 Series of 2023.

File No. I.4.5  
 DC - FLI - Amendment of BL/Ryan

**JOVEN G. SEVILLANO**  
 NOTARY PUBLIC FOR CITY OF MANDALUYONG  
 COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024  
 IBP LIFETIME NO. 011302; 12-28-12; RIZAL  
 ROLL NO. 53970  
 PTR NO. 5110440; 1-3-23; MANDALUYONG  
 MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025  
 UG03 CITYLAND SHAW TOWER,  
 SHAW BLVD. MANDALUYONG CITY

**AMENDED BY-LAWS**  
**OF**  
**FILINVEST LAND, INC.**

**ARTICLE I**

**SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

**Section 1. Subscription** - Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscription shall not earn interest unless determined by the Board of Directors.

**Section 2. Certificates** - Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by the law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the Chairman, President, or any Vice-President authorized for the purpose and manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal. The necessary documentary stamps for each certificate of stock shall be borne by the stockholder in whose favor the certificates were issued or transferred.

**Section 3. Transfer of Shares** - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

No shares of stock against which the Corporation holds any unpaid claim shall be transferable in the books of the Corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

**Section 4. Lost Certificates** - In case any certificate for the capital stock of the Corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

**Section 5. Addresses of Stockholders** - Each stockholder shall designate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to designate such address or any change of address for that matter, corporate notices may be served upon him by mail directed to him at his last known post office address.



## ARTICLE II

### MEETINGS OF STOCKHOLDERS

**Section 1. Regular Meetings** – The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on the second to the last Friday of April of each year, if not a legal holiday and, if a legal holiday, then on the next succeeding business day. *(As amended by the Board of Directors on January 27, 2016 and by the Stockholders on April 22, 2016)*

**Section 2. Special Meetings** - Special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or (b) at the written request of stockholders representing a majority of the outstanding capital stock; or (c) President.

**Section 3. Place of Meeting** - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation, or at any place designated by the Board of Directors at any place within Metro Manila.

**Section 4. Notice of Meeting** - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, regular or electronic mail, publication or such other manner as the Securities and Exchange Commission ("SEC") will allow under its guidelines and within such period as may be required under existing laws, rules or regulations to each stockholder of record at his last known post office address at least two (2) weeks before the date of the meeting, if a regular meeting, or at least one (1) week before the date of the meeting, if a special meeting. Such notices may also be served by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting. Notice of any meeting may be waived, expressly or impliedly by any stockholder.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 5. Quorum** - Unless otherwise provided by law, in the Articles of Incorporation or in these By-Laws, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present whether in person, remote communication or in absentia, or represented by proxy, as the SEC shall allow under its guidelines, to constitute a quorum for the transaction of business. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. At each meeting of the stockholders, the holders of a majority of the issued and outstanding stock of the Corporation having voting powers, who are present whether in person, remote communication or in absentia, or represented by proxy, as the SEC shall allow under its guidelines shall constitute a quorum for the transaction of business except where otherwise provided by law or by the Articles of Incorporation. In the absence of a quorum, the stockholders of the Corporation present whether in person, remote communication or in absentia or represented by proxy, as the SEC shall allow under its guidelines and entitled to vote, by majority vote, or, in the absence

of all stockholders, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 6. Conduct of Meeting** - Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman, or if none of the foregoing is in office and present and acting, by a Chairman to be chosen by the stockholders. The Secretary or in his absence, the Assistant Corporate Secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting from time to time, without notice other than as announced at the meeting.

The Corporation may hold its stockholders' meetings virtually through videoconferencing or other alternative modes of communication that will allow the stockholders reasonable opportunities to participate, subject to applicable laws, and rules and regulations as may be issued by the SEC from time to time. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 7. Manner of Voting** - At all meetings of stockholders, a stockholder may vote in person, or through remote communication or in absentia as the SEC shall allow under its guidelines or by proxy, executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.

All proxies must be in the hands of the Secretary before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence in the meeting. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 8. Closing of Transfer Books and Fixing of Record Date** - For the purpose of determining the stockholders entitled to notice of, or to vote at any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case be more than twenty (20) days prior to the date, on which the particular action requiring such determination of stockholders is to be taken, except in instances where applicable rules and regulations provided otherwise.

### ARTICLE III

#### **BOARD OF DIRECTORS**

**Section 1. Powers of the Board** - Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among

the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these By-Laws for the management of the Corporation's business and affairs.
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the Corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.
- c) To invest the funds of the Corporation in another corporation or business or for any other purposes other than those for which the Corporation was organized, whenever in the judgment of the Board of Directors the interests of the Corporation would thereby be promoted, subject to such stockholders' approval as may be required by law.
- d) To incur such indebtedness as the Board may deem necessary and, for such purposes, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholders' approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation.
- e) To guarantee, for and in behalf of the Corporation obligations of other corporations or entities in which it has lawful interest.
- f) To make provisions for the discharge of the obligations of the Corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose.
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted.
- h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations.
- i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlements of whatsoever debts are payment to the corporation.
- j) To delegate, from time to time, any of the powers of the Board which may be lawfully delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit.

**Section 2. Number, Election and Term** - The Board of Directors which shall be nine (9) shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

**Section 3. Qualifications** – Each director shall own in his own right at least one (1) share of the capital stock of the corporation.

No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of this corporation. Without limiting the generality of the foregoing, a person shall be deemed to be engaged:

- a) If he is an officer, manager or controlling person of or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation engaged in a business which the Board by at least a majority vote determines to be competitive or antagonistic to that of his corporation.

The immediately preceding paragraph shall not apply to cases where such competing corporation is a parent, subsidiary or affiliate of this corporation. For purposes of this provision, a parent, subsidiary or affiliate be:

- i) A corporation at least 30% of the capital stock issued and outstanding is owned by this corporation; or
  - ii) A shareholder corporate or otherwise, owning at least 30% of the capital stock issued and outstanding of this corporation; or
  - iii) A corporation which has a shareholder in common with this corporation where such shareholder owns at least 30% of the capital stock issued and outstanding of both such corporation and this corporation, respectively.
- b) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other company or entity in any line of business of the corporation, when in the judgment of the Board, by at least a majority vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or
  - c) If the Board, in exercise its judgment in good faith, determines by at least a majority vote that he is the nominee of any person set forth in the first paragraph of (a) or (b).

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

All nominations for election of Directors by the stockholders shall be submitted in writing to the Board of Directors at least five (5) working days before the date of the regular meeting.

**Section 4. Nomination and Election of Independent Directors** – The Board of Directors shall have at least two (2) independent directors or at least twenty percent (20%) of

the total number of directors in the Board, whichever is less, who shall be elected with the other members of the Board at the annual stockholders meeting. The nomination and election of independent directors shall be as follows:

- a. The Nomination Committee (the “Committee”) shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company’s information or proxy statement or such other reports required to be submitted to the Securities and Exchange Commission.
- b. The Nomination of independent director/s shall be conducted by the Committee before the stockholders’ meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
- c. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors as set forth in the Company’s Manual on Corporate Governance.
- d. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex “C” of SRC Rule 12, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
- e. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders’ meeting.
- f. Except as those required under SRC Rule 38 and subject to pertinent existing laws, rules, and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the company or its by-laws.
  - i. It shall be the responsibility of the Chairman of the meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that the independent directors are elected during the stockholders’ meeting.
  - ii. Specific slots for independent directors shall not be filled-up by unqualified nominees.
  - iii. In case of failure of election for independent director/s, the Chairman of the Meeting shall call separate election during the same meeting to fill up the vacancy.



**Section 5. Vacancies** - Any vacancy occurring in the Board of Directors, other than by removal by the stockholders or expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of the stockholders called for the purpose. A director elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed by these by-laws.

**Section 6. Regular Meetings** - Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice, if any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings may be given through regular or electronic mail or such other manner as the SEC will allow under its guidelines. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 7. Special Meetings; Notice** – Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, whenever there shall be in office, or by the President, or by the Secretary at the request of any two (2) of the directors. Notice of each such meeting shall be mailed to each director, through regular or electronic mail and such other manner as the SEC will allow under its guidelines, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or such shall be sent to him at such place by telegraph, cable, radio or wireless, or be delivered personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise expressly provided in these By-Laws. Notice of any meeting of the Board need not be given to any director however, if waived by him in writing or by telegraph, cable, radio or wireless whether before or after such meeting is held or if he shall be present at the meeting; and any meeting of the Board shall be a legal meeting without notice thereof having been given to any director, if all the directors shall be present thereat. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 8. Quorum and Manner of Acting** – Except as otherwise provided by statute or by these By-Laws, a majority of the directors shall constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting (whether in person, remote communication or in absentia as the SEC shall allow under its guidelines) at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

A director may attend a meeting of the Board of Directors by teleconference, videoconference, or through similar modes of modern communication technology. If a director attends a meeting through teleconferencing or video conferencing, such meetings shall be properly recorded with appropriate tapes, discs, and/or other recording material which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. However, directors cannot attend or vote by proxy at board meetings. (As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)

**Section 9. Conduct of the Meeting** – Meeting of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, and if not present, the Chairman of the meeting shall appoint a secretary of the meeting. *(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 10. Compensation** – Directors, as such, shall receive the compensation previously determined by the Board of Directors with the approval by stockholders, unless hereafter reduced or increased by the Board of Directors with the approval of the stockholders.

**Section 11. Executive Committee** – The functions, duties and responsibilities of the Board of Directors may be delegated, to the fullest extent permitted by law, to an Executive Committee to be established by the Board of Directors. The Executive Committee shall consist of five (5) members, at least three (3) of whom shall be members of the Board of Directors. All members of the Executive Committee shall be appointed by and under the control of the Board of Directors.

The Executive Committee may act on such specific matters within the competence of the Board of Directors as may be delegated to it by a majority vote of the Board of Directors, except with respect to; (i) approval of any action for which shareholders' approval is also required; (ii) the filing of vacancies in the Board of Directors; (iii) the amendment or repeal of these By-Laws or the adoption of new by-laws; (iv) the amendment or repeal of any resolution of the Board of Directors which by its express terms are not so amendable or repealable; and (v) the distribution of cash dividends to the shareholders.

The act of the Executive Committee on any matter within its competence shall be valid if (i) it is approved by the majority vote of all its members in attendance at a meeting duly called where a quorum is present and acting throughout, or (ii) it bears the written approval of conformity of all its incumbent members without necessity for a formal meeting.

The Executive Committee shall hold its regular meeting at least once a month or as often as it may determine, in the principal office of the Corporation or at such other place as may be designated in the notice. Any member of the Executive Committee may, likewise, call a meeting of the Executive Committee at any time. Notice of any meeting of the Executive Committee shall be given at least seven (7) business days prior to the meeting or such shorter notice period as may be mutually agreed. The notice shall be accompanied by (i) a proposed agenda or statement of purpose and (ii) where possible, copies of all document, agreement and information to be considered at such meeting.

**Section 12. Committees** – The Board may create such committees as may be required by applicable laws and regulations, such as but not limited to: (i) Audit and Risk Management Oversight Committee; (ii) Corporate Governance Committee; (iii) Related Party Transactions Committee, (iv) Compensation Committee, and such other committees as the Board of

Directors may determine to be necessary The Board of Directors shall have power to change the members of any such Committee any time, to fill vacancies, and to discharge any such Committee either with or without cause.

*(As approved by the Board of Directors on 24 March 2023 and stockholders on 24 April 2023)*

## ARTICLE IV

### OFFICERS

**Section 1. Election / Appointment** - Immediately after their election, the Board of Directors shall formally be organized by electing the Chairman, the President, one or more Vice-Presidents, the Treasurer, the Secretary, and a Compliance Officer, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

*(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 2. Chairman of the Board** - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

**Section 3. Vice-Chairman** – In the absence of the Chairman of the Board of Directors, the Vice-Chairman shall preside at the meetings of the Board of Directors and of the stockholders. The Vice-Chairman may be appointed as Chairman of any standing or special committee, and to occupy such other position as the Board of Directors may direct. He/She shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

*(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 4. Chief Executive Officer** – The Chief Executive Officer shall have the authority to preside over the meetings of the Executive Committee and shall exercise the following functions:

- a) To initiate and develop corporate objectives and policies and formulate long range projects, plans, and programs for the approval of the Board of Directors, including those for executive training, development, and compensation;
- b) Subject to the guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties and determine their salaries;
- c) To perform such other duties as are incident to this office or are entrusted to him by the Board of Directors.

The Chief Executive Officer may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

*(As approved by the Board of Directors on 24 March 2023 and Stockholders on 24 April 2023)*

**Section 5. President** - The President, who shall be a director, shall have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

- a) To have general supervision and management of the business affairs and property of the corporation;
- b) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- c) To oversee the preparation of budgets and the statements of accounts of the corporation;
- d) To prepare such statements and reports of the corporation as may be required of him by law;
- e) To represent the corporation at all functions and proceedings;
- f) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- g) To make reports to the Board of Directors and stockholders;
- h) To sign certificates of stock;
- i) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors or the Executive Committee.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

*(As approved by the Board of Directors on 24 March 2023 and stockholders on 24 April 2023)*

**Section 6. The Vice-President(s)** - If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President. Any Vice-President authorized for the purpose may also sign with the Secretary or Assistant Secretary any or all certificates of stock of the Corporation.

**Section 7. The Secretary** - The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of the minutes and transactions of all meeting of the directors and the stockholders and to maintain books of such meeting in the form and manner required by law;
- b) To keep or cause to be kept record books showing the details required by law with respect to stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued, transferred;
- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by him or law or by government rules and regulations;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control;
- g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

**Section 8. The Treasurer** - The Treasurer of the corporation shall be the chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for all the funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;
- d) To render annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time, require;



- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

**Section 9. Compliance Officer** – The Compliance Officer shall have the following specific powers and duties:

- a) Ensures the compliance by the Corporation, its officers and directors with the relevant laws, the Revised Code of Corporate Governance for Publicly-Listed Companies, rules and regulations and all governance issuances of regulatory agencies;
- b) To appear before the Securities and Exchange Commission when summoned in relation to compliance with the Revised Code of Corporate Governance; and
- c) Perform such other duties and responsibilities as may be provided by the SEC.

*(As approved by the Board of Directors on 24 March 2023 and stockholders on 24 April 2023)*

**Section 10. Term of Office** - The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed, either with or without cause by the vote of a majority of the whole Board of Directors.

**Section 11. Vacancies** - If any position of the officers becomes vacant by reason of death, disqualification or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.

**Section 12. Compensation** - The By-Laws officers and all other officers may receive such performance-based remuneration, tied to the officers' contributions to the Corporation. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent, or otherwise, and receiving compensation therefore.

*(As approved by the Board of Directors on 24 March 2023 and stockholders on 24 April 2023)*

## **ARTICLE V**

### **OFFICES**

**Section 1.** The principal office of the corporation shall be located in Metro Manila, Philippines. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require.

## ARTICLE VI

### AUDIT OF BOOKS, FISCAL YEAR, AND DIVIDENDS

**Section 1. External Auditors** - At the regular stockholders' meeting, the external auditors or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

**Section 2. Fiscal Year** - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 3. Dividends** - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of the outstanding stock held by them, as often and such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

## ARTICLE VII

### AMENDMENTS

**Section 1.** These By-Laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of the stockholders representing not less than two-thirds of the outstanding capital stock provided, however, that such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

## ARTICLE VIII

### SEAL

**Section 1. Form and Inscriptions** - The corporate seal shall be determined by the Board of Directors.

## ARTICLE IX

### ADOPTION CLAUSE

The foregoing By-Laws was adopted by all the stockholders of the corporation on November 7, 1989 at the principal office of the corporation.

**IN WITNESS WHEREOF**, We, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names, this day November 7, 1989 at Manila.

**SGD. ANDREW L. GOTIANUN, SR.**

**SGD. ANDREW T. GOTIANUN, JR.**

**SGD. LOURDES JOSEPHINE G. YAP**

**SGD. MICHAEL T. GOTIANUN**

**SGD. MERCEDES T. GOTIANUN**

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

### SECRETARY'S CERTIFICATE

I, **KATRINA O. CLEMENTE-LUA**, of legal age, Filipino, and with office address at 6<sup>th</sup> Floor, Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **FILINVEST LAND, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila.

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 directors or appointed officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 19 2023 in Mandaluyong City, Metro Manila.

*K. O. Clemente-Lua*

**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this JUL 19 2023 in Mandaluyong City, Metro Manila, affiant exhibiting to me as competent evidence of her identity, bearing her photograph and signature, issued by

Doc. No. 344 ;  
Page No. 70 ;  
Book No. 29 ;  
Series of 2023.

File No. 1.4.3  
SC-FLI- No Intracorporate Dispute/Ryan

**JOVEN G. SEYILANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024  
IBP LIFETIME NO. 011302; 12-28-12; RIZAL  
ROLL NO. 53970  
PTR NO. 5110440; 1-3-23; MANDALUYONG  
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025  
UG03 CITYLAND SHAW TOWER,  
SHAW BLVD. MANDALUYONG CITY