



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS200801099

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

San Miguel Global Power Holdings Corp.
(Formerly: SMC GLOBAL POWER HOLDINGS CORP.)
(Amending Article I thereof)

copy annexed, adopted on 05 December 2022 by at least a majority vote of the Board of Directors and on 21 December 2022 by written assent of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 22nd day of March, Twenty Twenty Three.


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

BA/jkl

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Amended Articles of Incorporation
and Amendment of Amended By-Laws

SEC Registration Number

C	S	2	0	0	8	0	1	0	9	9
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Former Company Name

S	M	C		G	L	O	B	A	L												
P	O	W	E	R		H	O	L	D	I	N	G	S								
C	O	R	P																		

AMENDED TO:
New Company Name

S	A	N		M	I	G	U	E	L												
G	L	O	B	A	L		P	O	W	E	R										
H	O	L	D	I	N	G	S		C	O	R	P									

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

5th		F	I	O	O	r,		C5		O	f	f	i	c	e		B	u	i	l	d	i	n	g												
C	o	m	p	l	e	x,		#100		E.		R	o	d	r	i	g	u	e	z		Jr.		A	v	e.			C5							
Rd.,		Bo.		U	g	o	n	g,		P	a	s	i	g		C	i	t	y		M.	M.														
<small>ZIP CODE</small>																																				
1 6 0 4																																				

COMPANY INFORMATION

Company Email Address	Company's Telephone Number/s	Mobile Number
	8632-3000	

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
IRENE M. CIPRIANO	corsec.imc@sanmiguel.com.ph	8632-3889	(0917) 1010354

Contact Person's Address

40 San Miguel Avenue, Mandaluyong City

Assigned Processor	To be accomplished by CRMD Personnel	
	Date	Signature

Document I.D.

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

AMENDED ARTICLES OF INCORPORATION

OF

SAN MIGUEL GLOBAL POWER HOLDINGS CORP.

(formerly SMC Global Power Holdings Corp.)

Know All Men By These Presents:

The undersigned incorporators, all of legal age and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be:

SAN MIGUEL GLOBAL POWER HOLDINGS CORP.

(As amended on 03 September 2010, and further amended on 05 December 2022)

SECOND: That the primary purpose of this corporation is

PRIMARY PURPOSE

To acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and wherever situated and to the extent permitted by law, including but not limited to real estate, whether improved or unimproved, and any interest or right or right therein, as well as buildings, tenements, warehouses, factories, edifices and structures and other improvements, and shares of capital stock or other securities or obligations, created, negotiated or issued by any corporation, association or other entity, and while the owner, holder or possessor thereof, to exercise all the rights, power and privileges of ownership or any other interest

therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income derived therefrom, and the right to vote on any proprietary or other interest on any shares of the capital stock, and other securities, having voting power, so owned or held; provided that the corporation shall not engage in the business of an investment company as defined in the Investment Company Act (R.A. 2629), as amended, without first complying with the applicable provisions of the said statute.

SECONDARY PURPOSES

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

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

3. To reorganize, establish, maintain and operate, under the laws of the Republic of the Philippines or any other state, territory, nation, colony, province or government, one or more corporations, subsidiaries, affiliates, associations, firms or entities, branches, representative or liaison offices, agencies or outlets for the purpose of accomplishing any or all of the objects for which the corporation is organized;

4. To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person, firm, association or corporation, whether domestic or foreign and whether a going concern or not, engaging in or previously engaged in a business which the corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the corporation;

5. To deal, engage, transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning all kinds of real or personal property, goods, wares, chattels, choses in action, tangible and intangible properties, technical and industrial equipment, personal and real rights, commercial papers, evidences of indebtedness, or other forms of obligations, services and all other things including future ones, which are not excluded from the commerce of men or which are not contrary to law and good morals;

6. To act as financial, commercial, general agent or factor to undertake the general management or representation of any person, partnership, firm or corporation in carrying on, either within or outside the Philippines, any transaction or negotiation in any business of commercial, manufacturing or other business of any nature, and to perform all such transactions as shall tend to promote the best interest of the corporation and those it represents except the management of the funds or portfolio of the corporation it represents;

7. To borrow or raise money or funds for the purpose of the corporation, and in pursuance thereof, to issue mortgages, hypothecations, deeds of trust, debentures, bonds, liens or other obligations of the corporation, either at par, premium or discount, secured by all or part of the revenue rights, interests and properties of the corporation, and to change or vary from time to time any such mortgages, obligations and securities;

8. To apply for, obtain, register, lease, license, purchase or otherwise acquire, and to hold, use, own, operate, sell, assign and dispose of any trademark, trade secrets, formulas, patents, inventions, copyrights and processes used in connection with or secured under letters patent, copyrights, domestic or foreign;

9. To buy, sell, rent, manufacture, install, use, operate and generally deal in and with machines, devices, apparatuses, inventions, gadgets and other kinds of technical or industrial equipment or improvement within the commerce of man;

10. To make, enter into the ratify and confirm, undertake and perform all kinds of lawful contracts with any person, firm or corporation without limit as to amount and conditions including, but not limited to, contracts creating rights, encumbrances, liens, easements, servitudes and other privileges respecting any property or girth of any kind owned by the corporation;

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

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

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

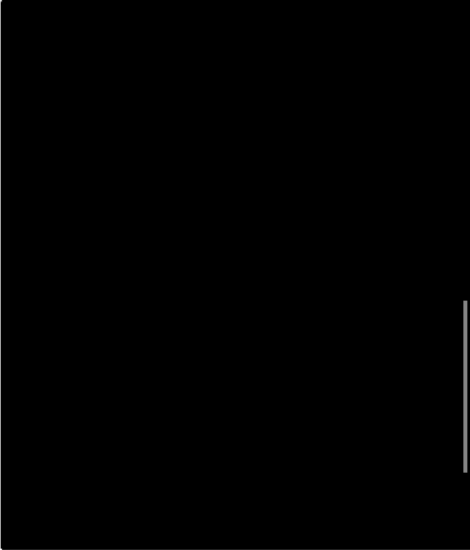
14. To establish and operate one or more branch offices or agencies and to carry on any of all of its operations and business without any restrictions as to place of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire,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

15. To do all such other things and acts as are necessary or impliedly included, incidental or conducive to the attainment of the above objects or any them, or which may be conveniently carried on or done in connection therewith, or which may be directly or indirectly enhance the value of or render profitable any business of the corporation, or which shall at any time appear conducive to the protection or benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular. *(As amended on 29 July 2011)*

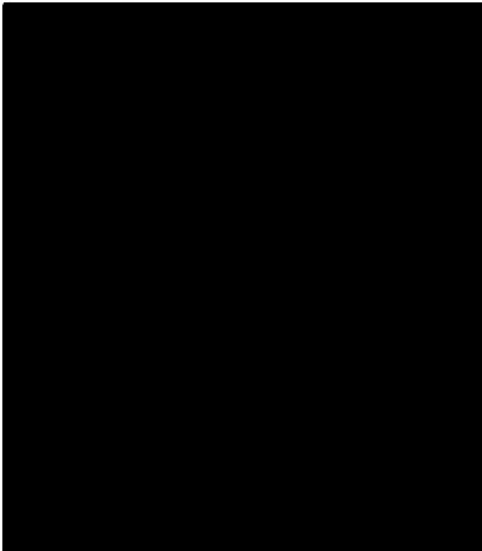
THIRD: That the place where the principal office of the corporation is to be established is at 5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., C5 Road, Bo. Ugong, Pasig City 1604, Metro Manila. *(As amended on 14 April 2010, and further amended on 03 September 2010, 08 November 2021 and 09 December 2021)*

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
Iñigo U. Zobel	Filipino	
Roberto V. Ongpin	Filipino	
Joselito Campos, Jr.	Filipino	
Atty. Consuelo Eden P. Lagao	Filipino	
Rhogel S. Gandingco	Filipino	

SIXTH: That the number of directors of the corporation shall be SEVEN (7) (*As amended on 29 July 2011*), and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
Iñigo U. Zobel	Filipino	
Roberto V. Ongpin	Filipino	
Joselito Campos, Jr.	Filipino	
Atty. Consuelo Eden P. Lagao	Filipino	
Rhogel S. Gandingco	Filipino	

SEVENTH: That the authorized capital stock of the corporation is TWO BILLION PESOS (₱2,000,000,000.00) in lawful money of the Philippines, divided into TWO BILLION (2,000,000,000) shares with the par value of ONE PESO (₱1.00) per share. *(As amended on 29 July 2011)*

That there shall be no-pre-emptive rights with respect to: (i) shares of stock to be issued, sold or otherwise disposed of by the corporation to its officers and/or employees pursuant to a duly approved stock option, stock purchase, stock subscription or similar plans; (ii) the issuance of any class of shares in payment of a previously contracted debt or equity linked debt, or shares issued in exchange for property needed for corporate purposes; (iii) the issuance of shares out of unissued capital stock or from any increase in the authorized capital stock of the corporation; (iv) re-issuance or disposition of treasury shares; and (v) any other issuance or disposition of the shares of the corporation. *(As amended on 29 July 2011)*

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the subscription has been paid as follows:

<i>Name</i>	<i>Citizenship</i>	<i>No. of Shares Subscribed</i>	<i>Amount Subscribed</i>	<i>Amount Paid</i>
Iñigo U. Zobel	Filipino	832,000	83,200,000.00	20,800,000.00
Roberto V. Ongpin	Filipino	832,000	83,200,000.00	20,800,000.00
Joselito Campos, Jr.	Filipino	832,000	83,200,000.00	20,800,000.00
Atty. Consuelo Eden P. Lagao	Filipino	2,000	200,000.00	50,000.00
Rhogel S. Gandingco	Filipino	2,000	200,000.00	50,000.00
TOTAL		2,500,000	250,000,000.00	62,500,000.00

NINTH: That no transfer of stock or interest which would 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 stocks certificates issued by the corporation.

TENTH: That RHOGEL S. GANDINGCO has been elected by the subscribers 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 and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness Whereof, we have set our hands this 8th day of January 2008 at Makati City.

(SGD.) IÑIGO U. ZOBEL
[REDACTED]

(SGD.) ROBERTO V. ONGPIN
[REDACTED]

(SGD.) JOSELITO CAMPOS, JR.
[REDACTED]

(SGD.) ATTY. CONSUELO EDEN P. LAGAO
[REDACTED]

(SGD.) RHOSEL S. GANDINGCO
[REDACTED]

SIGNED IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 21st day of January 2008 personally appeared:

Name	CTC No.	Date & Place Issued
Ifiigo U. Zobel Roberto V. Ongpin Joselito Campos, Jr. Atty. Consuelo Eden P. Lagao Rhogel S. Gandingco		

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 301;
Page No. 61;
Book No. I;
Series of 2008.

(SGD.) MICAELA A. ROSALES
Commission No. 138
Notary Public of Makati City
Until December 31, 2008
Roll No. 44463
PTR No. 0986217/1-3-08/Makati City
IBP LRN 05561 Batangas

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



**CERTIFICATE OF AMENDMENT OF THE
AMENDED ARTICLES OF INCORPORATION OF
SMC GLOBAL POWER HOLDINGS CORP.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least the majority of the members of the Board of Directors and the Corporate Secretary of **SMC GLOBAL POWER HOLDINGS CORP.** (the "Corporation"), a corporation duly organized and existing under Philippine laws, after being sworn in accordance with law, hereby certify that:

1. The Corporation, by the affirmative vote of at least a majority of the members of its Board of Directors during the Special Meeting of the Board of Directors held on 05 December 2022 at its principal office, and by the affirmative vote of its stockholders owning at least two-thirds of the outstanding capital stock of the Corporation through written assent secured on 21 December 2022, has approved the amendment of corporate name of the Corporation *from* "SMC Global Power Holdings Corp." *to* "San Miguel Global Power Holdings Corp.", and accordingly amend the following:

- (a) reference to the Corporation's new corporate name in the heading of the Amended Articles of Incorporation of the Corporation; and
- (b) Article First of the Amended Articles of Incorporation of the Corporation to reflect the new corporate name of the Corporation.

2. Attached is the true and correct copy of the Amended Articles of Incorporation of the Corporation, with the amended provision duly underscored.

IN WITNESS WHEREOF, we have signed these presents on
DEC 22 2022 at Mandaluyong City.


RAMON S. ANG
Chairman of the Board
[REDACTED]


JOHN PAUL L. ANG
Director
[REDACTED]


AURORA T. CALDERON
Director
[REDACTED]


VIRGILIO S. JACINTO
Director, Corporate Secretary
and Compliance Officer
[REDACTED]

SUBSCRIBED AND SWORN to before me on DEC 22 2022 at
Mandaluyong City, the following persons with their Competent IDs, as follows:

Name	Competent I.D. No.	Date & Place Issued
Ramon S. Ang	[REDACTED]	[REDACTED]
John Paul L. Ang	[REDACTED]	[REDACTED]
Aurora T. Calderon	[REDACTED]	[REDACTED]
Virgilio S. Jacinto	[REDACTED]	[REDACTED]

Doc. No.: 284 ;
Page No.: 59 ;
Book No.: VIII ;
Series of 2021


JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until December 31, 2022
(S.C. B.M. No. 3795; 07/05/2022)
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 62172
PTR No. 4884369; 01/14/22; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Quezon City
MCLE Compliance No. VII-0016522; 04/14/25; Pasig City



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

UNDERTAKING TO CHANGE NAME

I, **VIRGILIO S. JACINTO**, of legal age, Filipino, with office address at No. 40 San Miguel Avenue, Mandaluyong City, after having been sworn to in accordance with law hereby depose and state:

1. I am the incumbent Director, Corporate Secretary and Compliance Officer of **SMC GLOBAL POWER HOLDINGS CORP.** (the "Corporation"), a corporation duly organized and existing under Philippine laws with office address at 5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Avenue, C5 Road, Bo. Ugong, Pasig City 1604 Metro Manila.

2. During the special meetings of the Board of Directors and stockholders held on 05 December 2022, the Corporation, by the affirmative vote of at least a majority of the members of its Board of Directors and by the affirmative vote of its stockholders owning or representing at least two-thirds of the outstanding capital stock of the Corporation, has approved to change the name of the Corporation **from** "SMC Global Power Holdings Corp." **to** "San Miguel Global Power Holdings Corp."

3. The Corporation is in the process of amending its corporate name with the Securities and Exchange Commission through the filing of an amendment of the Articles of Incorporation and By-Laws of the Corporation.

4. On behalf of the Corporation, I hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

5. I am executing this Undertaking to attest to the truth of the foregoing and for whatever legal purpose it may serve.

FEB - 2 2023

IN WITNESS WHEREOF, I hereby signed this Undertaking this _____ at Mandaluyong City.


VIRGILIO S. JACINTO
Affiant

FEB - 2 2023

SUBSCRIBED AND SWORN to before me this _____ in Mandaluyong City, by the affiant who exhibited to me his _____

Doc. No.: 339
Page No.: 69
Book No.: I
Series of 2023.




JOSE ANGELITO M. ILANO
Commission No. 0520-23
Notary Public for Mandaluyong City
Until December 31, 2024
SMC, 40 San Miguel Ave., Mandaluyong City
Roll of Attorneys No. 62172
PTR No. 511170, 01/06/22; Mandaluyong City
IBP Lifetime Member No. 612009; 12/14/17; Quezon City
ICLE Compliance No. M-6216522; 04/29/22; Pasig City

Republic of the Philippines)
Mandaluyong City) S.S.

SECRETARY'S CERTIFICATE

I, **Virgilio S. Jacinto**, of legal age, married, with office address at No. 40 San Miguel Avenue, Mandaluyong City, being duly sworn, depose and state that:


1. I am the duly elected and incumbent Corporate Secretary and Compliance Officer of **SMC GLOBAL POWER HOLDINGS CORP.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto executed this Certification on DEC 22 2022 at Mandaluyong City.



Virgilio S. Jacinto

Corporate Secretary and Compliance Officer
SMC GLOBAL POWER HOLDINGS CORP.

SUBSCRIBED AND SWORN to before me on DEC 22 2022 at Mandaluyong City, affiant exhibiting to me his Philippine Passport with No. 

Doc. No.: 288 ;
Page No.: 51 ;
Book No.: YA ;
Series of 2022.



JOSE ANGELITO M. ILANO

Commission No. 0520-20

Notary Public for Mandaluyong City

Until December 31, 2022

(S.C. B.M. No. 3795; 07/05/2022)

SMC, 40 San Miguel Ave., Mandaluyong City

Roll No. 62172

PTR No. 4884369; 01/14/22; Mandaluyong City

IBP Lifetime Member No. 018308; 12/14/17; Quezon City

MCLE Compliance No. VII-0016522; 04/14/25; Pasig City