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. 296

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

METRO ALLIANCE HOLDINGS & EQUITIES CORP.

(Amending Articles VI and IX Declassification of Shares thereof)

copy annexed, adopted on August 15, 2018 by a majority vote of the Board of Directors and on November 16, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 2nd day of September, Twenty Twenty-Six.

DONDIE Q. ESGUERRA
Director
Financial Analysis and Audit Department

VCA/bc

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: AMENDMENT

SEC Registration Number: 2 9 6

Company Name

M E T R O   A L L I A N C E   H O L D I N G S   &
E Q U I T I E S   C O R P

AMENDED TO:
New Company Name

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

3 5 / F   O N E   C O R P O R A T E   C E N T E R , D O Ñ A
J U L I A   V A R G A S   C O R   M E R A L C O   A V E S
O R T I G A S   C E N T E R   P A S I G   C I T Y

ZIP CODE: 1 6 0 5

COMPANY INFORMATION

Company Email Address	Company's Telephone Number/s	Mobile Number
metro.alliance@yahoo.com	8706-7888	(+63) 915 6282142

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
Atty. Nestor S. Romulo	nestor.romulo@gmail.com	8706-7888	(+63) 919 3540686

Contact Person's Address

35th Flr. One Corporate Center, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City

---

To be accomplished by CRMD Personnel

		Date	Signature
Assigned Processor			

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)**

Forwarded To:

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

AMENDED ARTICLES OF INCORPORATION

OF

METRO ALLIANCE HOLDINGS & EQUITIES CORP.

(formerly known as MARSMAN & COMPANY, INC.)
(SEC. Reg. No. 296)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of Philippines, have this day voluntary associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY –

FIRST. – That the name of the said corporation shall be:

METRO ALLIANCE HOLDINGS & EQUITIES CORP.
(as amended on April 6,1999 by the stockholders, on February 25,1999 by the Board)

SECOND. – That primary purposes for which said corporation is organized are as follows:

PRIMARY PURPOSE

To invest in, purchase, acquire, own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose real and personal properties of every kind, nature and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or other obligations of any corporation, or association, domestic or foreign , for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds and other evidence of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidence of indebtedness or other securities or obligations, to receive, collect and dispose of the interest, dividends and income arising therefrom: to possess and exercise in respect thereof all rights, powers, and privileges of ownership, including all voting powers of any stock so owned: and to carry on and manage the general business of a corporation except management of funds, portfolio, securities and other similar assets of managed entities. *(As amended on May 25,1997 by the stockholders and on April 21, 1997 by the Board)*

SECONDARY PURPOSES

1. To carry on the business of consulting and contracting engineers and the preparation of plans and specification of machinery, mills, plants, buildings and works and the undertaking and performance of contracts for the construction and erection of the same and the operation thereof.

2. To seek for and secure openings for the employment of capital in the development of the industrial and natural resources of the Philippines and elsewhere, and with a view thereto, to prospect, inquire, examine, explore and test, and to dispatch and employ expeditions, commissions, experts and other agents, and make investments therein: to acquire from the Government of the Philippines or any other sovereign, state or authority, supreme, local of otherwise, any concessions, grants, decrees, licenses. rights or privileges which may seem to the company capable of being turned to account, and to work, develop, carry out, exercise and turn the same to account; to purchase or otherwise acquire, sell, exchange, deal in and turn to account property and rights of all kinds including concessions, patents, trademarks, licenses, plants, equipment, works and business concerns and undertakings: subject to restrictions of The Corporation Law to acquire, hold, sell and exchange shares, stocks, bonds obligations and securities of the government, company, association, syndicate, trust estate or corporation; to promote, subsidize and assist companies, associations, corporations and syndicates of all kinds and to finance and refinance the same: to engage in transactions of joint account and joint adventure; to construct and maintain roads, terminals, landing fields, docks, piers and wharves and to transport by means of motor cars, vessels and aeroplanes; to undertake dredging and drilling operation, and to dredge or otherwise obtain out of the waters, navigable or non-navigable, within the Philippines or elsewhere subject to the regulations of the Government of the Philippines or other state or nation, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes; to secure and operate timber concessions and to manufacture lumber.

3. To engage in, conduct, carry on and maintain the business of general merchants, commission merchants, factors, brokers, indentors, and to engage generally in buying, selling, leasing, consigning, bartering, importing, exporting and otherwise dealing in goods, wares, supplies, equipment, appliances and merchandise of every kind, nature and description whatsoever.

4. To act as agent for insurance companies in soliciting and receiving application for all kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies and to conduct a general insurance agency and insurance brokerage business; to act as general insurance adjusters, marine surveyors and settling agents.

5. To engage in and carry on any commercial, mercantile, or industrial business or enterprises whatsoever at any place or places within the Philippines or elsewhere, and to establish and maintain branch offices and agencies within or without the Philippines; to engage in all kinds of construction work, and to build, maintain and operate dwelling houses, schools, hospitals, dispensaries, hotels and warehouses.

6. To carry on general manufacturing business, and to purchase, construct, erect and operate all kinds of mills, plants and establishments; to deal in all kinds of mechanical and electrical machinery and equipment, and to build, maintain and operate light, power and cold storage plants.

7. To act as general or operating managers and agents of manufacturing, mercantile and industrial concerns of whatever kind or character; to act as fiscal agents: and to act as manufacturers and dealers representatives.

8. To engage in, develop and promote the tourist industry and maintain and carry on the business of tourism and/or tour operators; to establish, maintain, operate and carry on the business of a travel agency; to organize, undertake and conduct guided tours and/or sight-seeing trips within or without the Republic of the Philippines and to plan, prepare and formulate all the necessary programs, schedules or itineraries therefor; to produce, establish, distribute and disseminate both within the Philippines and abroad, pamphlets, brochures and other literature, information and publicity materials, advertising the tourist attractions of the Philippines, its historical, cultural and scenic spots and its centers of art, so as to interest, attract and encourage overseas travelers to visit and tour the Philippines; to provide, prepare, hire, rent, lease and/or otherwise acquire, contract for, and make all the arrangements for any and all necessary and/or required hotel, food, meals, lodging and/or transportation accommodations and facilities and all other allied services for tourists, both foreign and domestic; to invest in, own, operate, develop and/or maintain tourist resorts and scenic spots, including hotel, lodging and transportation accommodations and facilities; and to do, perform and execute any and all acts necessary, proper and requisite for, and incident to the attainment and furtherance of the purposes herein mentioned, either alone or in association with other corporations, firms, partnerships or individuals. *(Per amendment of November 28, 1973)*

9. To carry on such mercantile, commercial and industrial business or enterprises within the Philippines or elsewhere as in the judgment of the directors of the corporation may be advantageous or beneficial to the interest of the corporation and generally, but without limiting the special purposes in these Re-Amended Articles of Incorporation set forth, to do all things incidental, convenient or necessary thereto, and to exercise all powers granted to corporations by the Corporation Code of the Philippines, subject always to the restrictions thereof.

THIRD. - That the place where the principal office and place of business of the corporation is to be established or located shall be 35th Flr., One Corporate Center, Doña Julia Vargas, cor Meralco Ave., Ortigas Center, Pasig City, Metro Manila
(As amended on December 19, 2014 by the stockholders and on October 10, 2014 by the Board)

FOURTH. - That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation, which is hereby extended for another fifty (50) years from and after the expiry date on October 15, 1979. *(As amended on July 25, 1973)*

FIFTH. - That the names and residences of the incorporators of said corporation are as follows:

Name	Whose residence is at
J.H. Marsman	Baguio, P.I.
Benj S. Ohnick	Manila, P.I.
A.L. Velilla	Manila, P.I.
J.R. Balonkita	Manila, P.I.
Pablo G. Santiago	Manila, P.I.

SIXTH. - **<u>That the number of directors of said corporation shall be Nine (9)</u>** *<u>(As amended on November 16, 2018 by the stockholders, and on September 18, 2018 by the Board).</u>* The names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows:

Original Directors

Name	Residence
J.H. Marsman	Baguio, P.I.
Benj S. Ohnick	Manila, P.I.
A.L. Velilla	Manila, P.I.
J.R. Balonkita	Manila, P.I.
Pablo G. Santiago	Manila, PI

Incumbent Directors

Name	Residence
J.H. Marsman	Baguio, Philippines
Benj S. Ohnick	Manila, Philippines
A. Beckerleg	Manila, Philippines
E.E. Wing	Manila, Philippines
Alf Wehaven	Manila, Philippines
Geo C. Dankwerth	Manila, Philippines
Elmer Madsen	Manila, Philippines

SEVENTH. - The Board of Directors is authorized by a resolution passed by a majority of the whole Board to designate three or more of their number to constitute an Executive Committee, which Committee, to the extend provided in said resolution or in the By-Laws of this corporation, and (except when the Board of Directors shall be in session) any and all of the powers of the Board of directors and the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

The directors shall be paid out of the funds of the corporation by way of remuneration for their services such sums as the corporation may from time to time determine and such remuneration shall be divided among them in such proportion and manner as the directors may determine. If any director, being willing, shall be called upon to perform extra services, or to make any special exertions in going or residing abroad otherwise for any of the purposes of the corporation, the corporation shall remunerate the director so doing, either by a fixed sum or by a percentage of profits, or otherwise as may be determined by the directors, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.

The Board of Directors may appoint one or more vice-presidents, one or more assistant treasurers, and one or more assistant treasurers, and one or more assistant secretaries; and to the extent provided in the by-laws the person so appointed respectively shall have and may exercise all the powers of the president, of the treasurer, and of the secretary, respectively.

EIGHT. — No contract of other transactions between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of, officers of, such other corporation; any director individually, or any firm of which any director may be a member; may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director of officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such corporation or not so interested.

NINTH. - <u>That the capital stock of said corporation is ONE BILLION TWO HUNDRED MILLION (P 1,200,000,000.00) PESOS, **CONSISTING OF 1,200,000,000 COMMON SHARES WITH A PAR VALUE OF P1.00 PER SHARE**</u> *(As amended on November 16, 2018 by the stockholders, on August 15, 2018 by the Board)*

<u>**That the Capital Stock subscribed, issued and outstanding shall five (5) days after the approval by the Securities and Exchange Commission of the Amended Articles of the Incorporation (the Effective Date) be deemed to have been de-classified and converted into one Common Stock. All certificates existing as of the Effective Date shall be surrendered and replaced with new certificates in accordance herewith within one (1) year from the Effective Date. The Board of Directors is hereby authorized to take such measures as it may deem necessary or proper to implement the replacement of the certificates**</u>. *(As amended on November 16, 2018 by the stockholders, on August 15, 2018 by the Board)*

In the event the corporation shall increase or decrease the number of its issued and outstanding shares of stock by way of stock split or a stock dividend or a consolidation of shares or other capital adjustment, the holders of <u>**common stock**</u> shall be entitled to receive, or be required to surrender, as the case may be, on a pro-rata basis, shares of the capital stock as that already held by the respective holders, with such adjustments as the Board of Directors may determine as necessary to avoid the issuance of fractional shares or fractional interests in a share. *(Per amendment of July 22, 1975 and further amended on November 16, 2018 by the stockholders, on August 15, 2015 by the Board)*

No stockholder of this corporation shall have any pre-emptive or preferential right of subscription to any shares of any stock of this corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this corporation in its discretion from time to time may determine, and at such price as the Board of Directors from time to time may fix, pursuant to the authority hereby conferred by the Articles of Incorporation of this corporation, and the Board of Directors may issue stock of this corporation, or obligations convertible into stock, without offering such issues of stock, either in whole or in part to the stockholders of this corporation. The acceptance of stock in this corporation shall be a waiver of any such pre-emptive or preferential right which in the absence of this provision might otherwise be asserted by stockholders of this corporation or any of them.

TENTH. - The Board of Directors shall have power from time to time to fix and to determine and to vary the amount of the working capital of the corporation; to determine whether any, and, if any, what part of any, accumulated profits shall be declared in dividends and paid to the stockholders; to determine the time or times for the declaration and the payment of dividends; and to direct and to determine the use and disposition of any surplus or net profits over and above the capital stock paid in; and in its discretion the Board of Directors may use and apply such surplus accumulated profits in purchasing or acquiring its bonds or other obligations, or shares of the capital stock of domestic or foreign corporations to the extent permitted by law and in such manner and upon such terms as the Board of Directors shall deem expedient; and shares of such capital stock so purchased and acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the capital stock of the corporation to the extent authorized by law.

ELEVENTH. — That according to an agreement arrived at by the directors and stockholders of the company, the outstanding 188,080 no par value shares will be converted into par value shares under this Re-Amended Articles, and that every no-par value share will be entitled to receive ten (10) common stock; that the following stockholders of record, all of whom reside in the City of Manila, Philippines, have surrendered their no-par value stock for exchange with new shares of the Company, the number and value of which far exceeds two-thirds (2/3) of the authorized capital stock.

Name	No. of Par Value Shares	Number of Exchange Shares Preferred	Number of Exchange Shares Common	Par Value
J.H. Marsman	325	3 ,250	3,250	6,500
E.E. Wing	251	2,510	2,510	5,020

S.J. Wilson	1,585	15,850	15,850	31,700
La Trafagona, Inc.	2,285	22,850	22,850	45,700
Emperador, Inc.	991	9,910	9,910	19,820
Juyco, Velilla & Co.	1,150	11,500	11,500	23,000
Alf Welhaven	45	450	450	900
Benj S. Ohnick	18	180	180	360
Marsman Investment, Ltd.	143,540	1,435,400	1,435,400	2,870,000
TOTAL	**150,190**	**1,501,900**	**1,501,900**	**3,003,800**

TWELFTH. — That J.H. Marsman 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 the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8th day of October, A.D., 1929.

(SGD) J.H. MARSMAN

(SGD) Benj. S. Ohnick

(SGD) A.L. Velilla

(SGD) J.R. Balonkita

(SGD) Pablo G. Santiago

SIGNED IN THE PRESENCE OF:

C.S. Maravilla

G.L. Giller

PHILIPPINE ISLANDS)
CITY OF MANILA) S.S.

BEFORE me the undersigned notary public in and for the City of Manila, duly commissioned and qualified, personally appeared J.H. Marsman with cedula No. A-33517, issued at Baguio, on February 15, 1929; Benj. S. Ohnick. with cedula No. F-70104, issued at Manila on January 17, 1929: A.L. Velilla, with cedula No. F-3900, issued at Manila, on January 15, 1929; J.R. Balonkita, with cedula No. F-35478, issued at Manila, on February

27, 1929; and Pablo G. Santiago, with cedula No. F-47548, issued at Manila on April 2, 1929, all known to me to be the same persons who subscribed the within and foregoing instrument and each of them acknowledged to me that he executed the same as his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Manila, P.I., this 12th day of October, A.D., 1929.

(SGD) F.B. JULIANO
Notary Public
My commission expires Dec. 31, 1930

Doc. No. 191;
Page No. 47;
Book No. I;
Series of 1929.

J.H. Marsman, being first duly sworn upon oath, deposes and says: That on the 12th day of October. A.D., 1929, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation, to act as such until his successor has been duly elected and qualified, in accordance with the By-Laws of the corporation, and that as such Treasurer he has been authorized by the subscribers for the capital stock; that Five Thousand Pesos (P5,000.00) worth of stock has been actually subscribed and that of said subscription the sum of Five Thousand Pesos (P5,000.00) has been actually paid in cash and received by him in trust and for the benefit of the corporation, that at least twenty per centum (20%) of the entire capital stock has been subscribed, and that at least twenty-five per centum (25%) of said subscription has been actually paid into the corporate treasury and received by him for the benefit and to the credit of the corporation.

(SGD) J.H. MARSMAN

Subscribed and sworn to before me this 12th day of October 1929.

(SGD) F.B. JULIANO
My commission expires Dec. 31, 1930

Doc. No. 191;
Page No. 47;
Book No. I;
Series of 1929.

DIRECTORS' CERTIFICATE
ON
AMENDED ARTICLES OF INCORPORATION

WE, the undersigned, constituting at least a majority of the Board of Directors of the Metro Alliance Holdings & Equities Corp., with the Chairman of the meeting and the Corporate Secretary hereby certify that:

1. A regular meeting of the stockholders of Metro Alliance Holdings & Equities Corp. was held on November 16, 2018 at 3:00 p.m. at One Café And Events Place, 6th Floor, One Corporate Center, Dona Julia Vargas Cor. Meralco Ave., Pasig City;

2. Said meeting of the stockholders was held for purpose of, among other purposes, securing the consent of the stockholders for the amendment of Articles of Incorporation specifically Article SIXTH to increase the number of directors from seven (7) to nine (9); and Article NINTH to declassify the shares of stock by converting 720,000,000 Common Class A shares (₱720,000,000.00) and 480,000,000 Common Class B shares (₱480,000,000.00) into one type of Common Shares or 1,200,000,000 Common Shares (₱1,200,000,000.00);

3. Written notice of the proposed amendment, and the time and place of the stockholders' meeting were addressed and delivered to the stockholders at their address as recorded in the stock and transfer books of the corporation;

4. Pursuant to such notice, there appeared in person or by proxy, during the stockholders' meeting on November 16, 2018 at 6th Floor One Corporate Center, Dona Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig City, stockholders holding at least two-thirds (2/3), specifically 70.85% of the Outstanding Capital Stock of the corporation;

5. Mr. Renato B. Magadia, previous Chairman of the Board of Directors, acted as Chairman of the meeting while Atty. Nestor S. Romulo, Corporate Secretary, acted as Secretary for the meeting;

6. All the stockholders present or represented by proxy, constituting more than two-thirds (2/3), specifically 70.85% of the Outstanding Capital Stock of the Corporation unanimously approved the amendment of Article SIXTH and NINTH of the articles of incorporation. The amended Article reads as follows:

   "SIXTH - **That the number of directors of said corporation shall be Nine (9)** *(As amended on November 16, 2018 by the stockholders, and on September 18, 2018 by the Board).* The names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows:

Original Directors

Name	Residence
J.H. Marsman	Baguio, P.I.
Benj S. Ohnick	Manila, P.I.
A.L. Velilla	Manila, P.I.
J.R. Balonkita	Manila, P.I.
Pablo G. Santiago	Manila, PI

"NINTH - That the capital stock of said corporation is ONE BILLION TWO HUNDRED MILLION (P 1,200,000,000.00) PESOS, **CONSISTING OF 1,200,000,000 COMMON SHARES WITH A PAR VALUE OF P1.00 PER SHARE** *(As amended on November 16, 2018 by the stockholders, on August 15, 2018 by the Board)*

That the Capital Stock subscribed, issued and outstanding shall five (5) days after the approval by the Securities and Exchange Commission of the Amended Articles of the Incorporation (the Effective Date) be deemed to have been de-classified and converted into one Common Stock. All certificates existing as of the Effective Date shall be surrendered and replaced with new certificates in accordance herewith within one (1) year from the Effective Date. The Board of Directors is hereby authorized to take such measures as it may deem necessary or proper to implement the replacement of the certificates. *(As amended on November 16, 2018 by the stockholders, on August 15, 2018 by the Board)*

In the event the corporation shall increase or decrease the number of its issued and outstanding shares of stock by way of stock split or a stock dividend or a consolidation of shares or other capital adjustment, the holders of **common stock** shall be entitled to receive, or be required to surrender, as the case may be, on a pro-rata basis, shares of the capital stock as that already held by the respective holders, with such adjustments as the Board of Directors may determine as necessary to avoid the issuance of fractional shares or fractional interests in a share. *(Per amendment of July 22, 1975 and further amended on November 16, 2018 by the stockholders, on August 15, 2015 by the Board)*

No stockholder of this corporation shall have any pre-emptive or preferential right of subscription to any shares of any stock of this corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this corporation in its discretion from time to time may determine, and at such price as the Board of Directors from time to time may fix, pursuant to the authority hereby conferred by the Articles of Incorporation of this corporation, and the Board of Directors may issue stock of this corporation, or obligations convertible into stock, without offering such issues of stock, either in whole or in part to the stockholders of this corporation. The acceptance of stock in this corporation shall be a waiver of any such pre-emptive or preferential right which in the absence of this provision might otherwise be asserted by stockholders of this corporation or any of them.

7. The amendments that were to be presented for the approval of the stockholders was previously unanimously approved by the Board of Directors during their regular board meeting on August 15, 2018 on the Article NINTH and September 18, 2018 on the Article SIXTH, respectively;

8. The current Board of Directors have not passed any resolutions to amend or invalidate such resolutions passed by the previous Board of Directors;

9. All the requirements of the Corporation Code have been complied with;

10. The attached Amended Articles of Incorporation is true and correct and has been approved by at least a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, a majority of the Board of Directors, the Chairman and the Secretary have signed this Directors' Certificate this JUN 18 2026 day of ______________ in the City of Pasig, Philippines.

ELVIRA A. TING
Chairman and Director
TIN: 117-922-153

LAMBERTO B. MERCADO, Jr.
Director
TIN: 136-012-428

HANNIEL T. NGO
Director
TIN: 265-116-614

JOSAIAS T. DELA CRUZ
Director
TIN: 165-603-376

NESTOR S. ROMULO
Director
TIN: 107-200-723

ARISTEO R. CRUZ
Director
TIN: 108-672-299

SERGIO ANTONIO S. ORTIZ-LUIS
Director
TIN: 243-083-810

NESTOR S. ROMULO
Secretary of the Meeting

SUBSCRIBED AND SWORN TO before me this ____ day of JUN 18 2026 in PASIG CITY, Metro Manila, Philippines affiants exhibiting to me their Tax Identification Number IDs with their signatures and pictures appearing thereon.

Doc. No. 267
Page No. 55
Book No. 59
Series of 2026

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Commission No. 122 (2026-2027) valid until 12/31/2027
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 4018763AA; 01/09/26; Pasig City
Unit 5, West Tower PSE, Exchange Road
Ortigas Center, Pasig City, NCR, 1605 Philippines

SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20260707-LBP-0066703-30
Payment Date	July 07, 2026
Payment Scheme	Landbank Over-the-Counter
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20260702-15437364
PAF Date	2026-07-02 13:34:13
Payor Name	METRO ALLIANCE HOLDINGS & EQUITIES CORP.
Payor Address	35TH FLOOR ONE CORPORATE CENTER, DONA JULA VARGAS COR MERALCO, 0, CITY OF PASIG, NATIONAL CAPITAL REGION (NCR), SECOND DISTRICT

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	2,000.00
3	Documentary Stamp Tax	4010401000(4010401)	60.00
4	Legal Research Fee (A0823)	2020105000(131)	30.00
		TOTAL	**3,090.00**

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

ONCOLL PAYMENT SLIP

ONCOLL PAYMENT SLIP

LANDBANK

This is your receipt when machine validated.

Please check the appropriate mode of payment.

- [x] CASH
- [ ] CHECK
- [ ] DEBIT FROM ACCOUNT

DATE 7/7/26

MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER: 3752 2220 60

MERCHANT / AGENCY NAME: SEC BIR DST

Reference Number 1: 20260702-15437364

Printed Name and Signature of Payor / Depositor / Representative: DIONNIE SALAO III

Reference Number 2: METRO ALLIANCE HOLDINGS AND EQUITIES CORP

Reference Number 3 (Numeric): 09686657287

Amount: 60.00

Validation
07JUL2026 14:04:39 000088 2JMS 9LAI Reg Pymt Coll
BRANCH NAME 0373
INSTITUTION NAME Securities and Exchange Commision: Sec -
CLRNG ACCT NO 3752222060
PAYMENT ASSESSMENT FORM 202607021543736
NAME OF PAYOR METRO ALLIAN
AMOUNT PHP 60.00

ONCOLL PAYMENT SLIP

ONCOLL PAYMENT SLIP

LANDBANK

This is your receipt when machine validated.

Please check the appropriate mode of payment.

- [x] CASH
- [ ] CHECK
- [ ] DEBIT FROM ACCOUNT

DATE

MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER: 3402 2319 20

MERCHANT / AGENCY NAME: SEC RTR

Reference Number 1: 20260702-15437364

Printed Name and Signature of Payor / Depositor / Representative: DIONNIE

Reference Number 2: METRO ALLIANCE HOLDINGS AND EQUITIES CORP

Reference Number 3 (Numeric): 09686657287

Amount: 30.00

Validation
07JUL2026 14:02:48 000086 2JMS Reg Pymt Coll
BRANCH NAME 0373
INSTITUTION NAME Sec Head Office
CLRNG ACCT NO 3402231920
PAYMENT ASSESSMENT FORM 202607021543736
COMPANY NAME METRO ALLIAN
AMOUNT PHP 30.00
0.00

ONCOLL PAYMENT SLIP

ONCOLL PAYMENT SLIP

LANDBANK

This is your receipt when machine validated.

Please check the appropriate mode of payment.

- [x] CASH
- [ ] CHECK
- [ ] DEBIT FROM ACCOUNT

DATE 7/7/26

MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER: 3752 2220 44

MERCHANT / AGENCY NAME: SEC RCC

Reference Number 1: 20260702-15437364

Printed Name and Signature of Payor / Depositor / Representative: DIONNIE SALAO III

Reference Number 2: METRO ALLIANCE HOLDINGS AND EQUITIES CORP

Reference Number 3 (Numeric): 09686657287

Amount: 3,000

Validation
07JUL2026 14:01:47 000083 2JMS Reg Pymt Coll
BRANCH NAME 0373
INSTITUTION NAME Securities and Exchange Commis
CLRNG ACCT NO 3752222044
PAYMENT ASSESSMENT FORM 202607021543736
NAME OF PAYOR METRO ALLIAN

Machine Validation:

Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209

PAYMENT ASSESSMENT FORM

No. 20260702-15437364

DATE	RESPONSIBILITY CENTER
07/02/2026	FAAD

PAYOR: METRO ALLIANCE HOLDINGS & EQUITIES CORP.
35TH FLOOR ONE CORPORATE CENTER, DONA JULA VARGAS COR MERALCO, 0, CITY OF PASIG, NATIONAL CAPITAL REGION (NCR), SECOND DISTRICT

	NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value		4020102000 (606)	2,000.00
	Amended Articles of Incorporation		4020102000 (606)	1,000.00
	Legal Research Fee (A0823)		2020105000 (131)	30.00
	Documentary Stamp Tax	2	4010401000 (4010401)	60.00
	----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID				**Php 3,090.00**

Assessed by:	Amount in words:
vcamos	THREE THOUSAND NINETY PESOS AND 00/100

Remarks:

PAYMENT OPTIONS

1. Online payment thru eSPAYSEC at
   - https://espaysec.sec.gov.ph
2. Over the Counter Payments at any LandBank branch nationwide **from 8:30 am up to 3:00 pm only**

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	3,000.00	3752-2220-44
SEC BIR - DST	60.00	3752-2220-60
SEC BTR Account - LRF	30.00	3402-2319-20
TOTAL	Php 3,090.00	

NOTES:

A. The Payment Assessment Form (PAF) is valid until JULY 12, 2026.

B. Accepted modes of payment at Landbank branches:
1. Cash 2. Manager's/Cashier's Check payable to the Securities and Exchange Commission

C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.

D. For over the counter payment at LandBank:
1. **Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy**
2. **Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.**
   Use the correct Fund Account and Account No. and provide the below information:
   - **Reference Number 1 - PAF No.**
   - **Reference Number 2 - Name of Payor appearing on the PAF**
3. **Present OnColl Payment Slip, together with the PAF, to the LandBank Teller**

E. You may generate the electronic official receipt (eOR) by visiting https://espaysec.sec.gov.ph/eor
- Payment thru ESPAYSEC – eOR available upon payment
- LandBank OTC - eOR available within two (2) business days after the payment

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION
AUGUST 15, 2018
METROPOLITAN CLUB, ESTRELLA ST. COR AMAPOLA ST., MAKATI CITY, METRO-MANILA.

Directors Present:

RENATO B. MAGADIA
RICARDO M. DE LA TORRE
RENO I. MAGADIA
NESTOR S. ROMULO
BYOUNG HYUN SUH (Independent Director)

Also Present:

ATTY. NESTOR S. ROMULO (As Corporate Secretary)

1. CALL TO ORDER

Mr. Renato B. Magadia called the meeting to order at 3:00 p.m. and presided thereat. The Corporate Secretary, ATTY. NESTOR S. ROMULO was instructed to record the Minutes of the Meeting.

2. EXISTENCE OF A QUORUM

Upon the Chairman's inquiry, the Corporate Secretary certified that majority of the directors of the Corporation were personally present and therefore, a quorum existed to transact business.

3. APPROVAL OF THE MINUTES OF THE LAST BOARD MEETING

The Chairman called the Board's attention to the minutes of the meeting of the Board on May 8, 2018. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes as well as to the Resolutions, the same were approved by the Board.

4. BUSINESS PLAN

The Chairman briefed the members of the Board on the plan for capital build up and one of them is for the existing stockholders to make subscription to the unsubscribed capital stock of the Company which is P893,877,551 out of the total authorized capital stock of P1,200,000,000

The Chairman also briefed the members of the Board of the plan for Metro Combined Logistics Solutions, Inc. to expand its business by engaging also in medical supply distribution, car parking, cold storage and other related businesses.

The Chairman also informed the members of the Board that there is that possibility for the Company to take over the Polyethelene Plant at no cost.

With respect to the plan to venture into mining, the Chairman told the members of the Board that the Company is abandoning it.

After some discussion the Board noted the plans.

5. AMENDMENT OF ARTICLE NINTH OF THE ARTICLES OF INCORPORATION:

De-Classification of Shares of Stocks by Converting Common Class A and Common Class B shares into one Common Shares.

The Board was informed of the need to de-classify Common Class A and Common Class B shares resulting into one Common Shares. After some discussion, the board approved the following resolution:

Resolution No. 4, series of 2018

"RESOLVED, as it is hereby resolved, that Article NINTH of The Articles of Incorporation be as it is hereby amended to read as follows:

NINTH – That the capital stock of said corporation is ONE BILLION TWO HUNDRED MILLION (P1,200,000,000) PESOS, CONSISTING OF 1,200,000,000 COMMON SHARES WITH A PAR VALUE OF P1.00 PER SHARE

That the Capital Stock subscribed, issued and outstanding shall five (5) days after the approval by the Securities and Exchange Commission of the Amended Articles of Incorporation (the Effective Date) be deemed to have been de-classified and converted into one Common Stock. All certificates existing as of the Effective Date shall be surrendered and replaced with new certificates in accordance herewith within one (1) year from the Effective Date. The Board of Directors is hereby authorized to take such measures as it may deem necessary or proper to implement the replacement of the certificates.

In the event the corporation shall increase or decrease the number of its issued and outstanding shares of stock by way of stock split or a stock dividend or a consolidation of shares or other capital adjustment, the holders of common stock shall be entitled to receive, or be required to surrender, as the case may be, on a pro-rata basis, shares of the capital stock as that already held by the respective holders, with such adjustments as the Board of Directors may determine as necessary to avoid the issuance of fractional shares or fractional interests in a share. *(Per amendment of July 22, 1975 and further amended on August 15, 2018 by the Board)*

No stockholder of this corporation shall have any pre-emptive or preferential right of subscription to any shares of any stock of this corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this corporation in its discretion from time to time may determine, and at such price as the Board of Directors from time to time may fix, pursuant to the authority hereby conferred by the Articles of Incorporation of this corporation, and the Board of Directors may issue stock of this corporation, or obligations convertible into stock, without offering such issues of stock, either in whole or in part to the stockholders of this corporation. The acceptance of stock in this corporation shall be a waiver of any such pre-emptive or preferential right which in the absence of this provision might otherwise be asserted by stockholders of this corporation or any of them.

6. **OTHER MATTERS**
No other matters were discussed

7. **ADJOURNMENT**

There being no other business to be discussed or acted upon by the Board, upon motion duly made and seconded, the meeting was adjourned at 5:15 p.m.

Certified by:

ATTY. NESTOR S. ROMULO
Corporate Secretary

Attested by:

RENATO B. MAGADIA

RICARDO M. DE LA TORRE

RENO I. MAGADIA

NESTOR S. ROMULO

BYOUNG HYUN SUH

CERTIFIED TRUE COPY FROM THE ORIGINAL
BY:
DATE: JUL 0 8 2025

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION
SEPTEMBER 18, 2018
WELLEX BOARD ROOM, 35TH FLR. ONE CORPORATE CENTRE, DOÑA JULIA VARGAS COR. MERALCO AVE., ORTIGAS CENTER, PASIG CITY

Directors Present:

RENATO B. MAGADIA
ATTY. LAMBERTO B. MERCADO, Jr.
RICARDO M. DE LA TORRE
RENO I. MAGADIA
NESTOR S. ROMULO
ARISTEO R. CRUZ (Independent Director)
BYOUNG HYUN SUH (Independent Director)

Also Present:

ATTY. NESTOR S. ROMULO (As Corporate Secretary)

1. **CALL TO ORDER**

Mr. Renato B. Magadia called the meeting to order at 3:00 p.m. and presided thereat. The Corporate Secretary, ATTY. NESTOR S. ROMULO was instructed to record the Minutes of the Meeting.

2. **EXISTENCE OF A QUORUM**

Upon the Chairman's inquiry, the Corporate Secretary certified that majority of the directors of the Corporation were personally present and therefore, a quorum existed to transact business.

3. **APPROVAL OF THE MINUTES OF THE LAST BOARD MEETING**

The Chairman called the Board's attention to the minutes of the meeting of the Board on August 15, 2018. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes as well as to the Resolutions, the same were approved by the Board.

4. **SETTING THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING FOR 2018**

The board was informed of the need to set the date of the annual stockholders' meeting for 2018 and to set the record date for the purpose of determining the shareholders entitled to receive notices of meeting and entitled to vote during said meeting and list of nominees to the board of directors and the date the stock and transfer books will be closed. After some discussion the board approved the following resolution:

Resolution No. 5, series of 2018

"RESOLVED, as it is hereby resolved, that the 2017 regular Annual Meeting of the Stockholders, be set to be held on November 16, 2018 at 3:00 p.m."

"RESOLVED FURTHER, as it is hereby resolved, that the Corporation hereby set October 17, 2018 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during said meeting and that from October 17 to November 16, 2018 the stock and transfer books be closed.

"RESOLVED FURTHER, as it is hereby resolved, that the Nomination Committee is hereby directed to screen, evaluate and submit a list of nominees to the board of directors for election as members of the board of directors for the ensuing year.

"RESOLVED FURTHER, as it is hereby resolved, that the Corporate Secretary is hereby instructed to file the necessary disclosures with the Securities and Exchange Commission and with the Philippine Stock Exchange, and is hereby authorized to coordinate, arrange and ensure compliance with the requirements for the conduct of the Annual Stockholders' Meeting on November 16, 2018.

5. CALL TO SUBSCRIBE TO THE REMAINING UNISSUED CAPITAL STOCK OF THE COMPANY.

The Chairman briefed the members of the Board on the plan for capital build up and one of them is for the existing stockholders to make subscription to the unsubscribed capital stock of the Company which is P893,877,551 out of the total authorized capital stock of P1,200,000,000

After some discussion the Board approved the following resolution;

Resolution No. 6, series of 2018

"RESOLVED, as it is hereby resolved, that the existing stockholders be allowed to subscribe to the remaining unissued capital stock of the Company of 893,877,551 shares at the ratio of 2.91 shares per 1 share a stockholder holds at the price of P1.00 per share which is the par value under the Articles of Incorporation.

"RESOLVED FURTHER, as it is hereby resolved, that this be submitted for ratification of the stockholders on Nov. 16, 2018 to make everything transparent and above board.

"RESOLVED FURTHER, as it is hereby resolved, that the Corporation be authorized to set the procedure/policy regarding the period within which to subscribe and pay.

6. **AMENDMENT OF ARTICLE SIXTH OF THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF DIRECTORS FROM SEVEN (7) TO NINE (9)**

The board was informed of the need to increase the number of directors from seven (7) to nine (9) in order to accommodate more independent directors and beef up the board with members of different expertise.

.After some discussion, the board approved the following resolution:

Resolution No. 7, series of 2018

"RESOLVED, as it is hereby resolved, that Article **SIXTH** of The Articles of Incorporation be as it is hereby amended to read as follows:

SIXTH. - That the number of directors of said corporation shall be Nine (9) *(as last amended on September 18, 2018))*. The names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows:

Original Directors

Name	Residence
J.H. Marsman	Baguio, P.I.
Benj S. Ohnick	Manila, P.I.
A.L. Velilla	Manila, P.I.
J.R. Balonkita	Manila, P.I.
Pablo G. Santiago	Manila, P.I.

7. **OTHER MATTERS**

No other matters were discussed

CERTIFIED TRUE COPY FROM THE ORIGINAL
BY:
DATE: JUL 08 2026

8. **ADJOURNMENT**

There being no other business to be discussed or acted upon by the Board, upon motion duly made and seconded, the meeting was adjourned at 5:15 p.m.

Certified by:

ATTY. NESTOR S. ROMULO
Corporate Secretary

Attested by:

RENATO B. MAGADIA

ATTY. LAMBERTO B. MERCADO, Jr.

RICARDO M. DE LA TORRE

RENO I. MAGADIA

NESTOR S. ROMULO

ARISTEO R. CRUZ

BYOUNG HYUN SUH

METRO ALLIANCE
HOLDINGS & EQUITIES CORP.

February 23, 2026

Financial Analysis and Audit Department (FAAD)
Financial Amendments and Compliance Division
Securities and Exchange Commission

Attention: Vivian C. Amos
Securities Financial Specialist

Subject: Justification Letter
Late Application of Amended Articles of Incorporation

Dear Gentlemen/Madam:

We write in connection with the application for Amendment of Articles of Incorporation of Metro Alliance Holdings & Equities Corp. which was filed starting November 25, 2025 and currently in process, to amend the following Articles:

Article SIXTH – increasing the number of directors from seven (7) to nine (9)
Article NINTH – Declassification of Class A and Class B shares into one type of Common Shares

It was noted that the approval of such amendments by the Board of Directors was made on board meetings last September 18, 2018 (Article SIXTH) and August 15, 2018 (Article NINTH), respectively. Also, approval by the stockholders was made last November 16, 2018.

We are aware that our application was done beyond six (6) months after the board and stockholders' approval of such amendments due to the following rationale:

1. Our former Chairman and President, Mr. Renato B. Magadia, who was on top of the application for amendment wasn't on his best health on the later part of 2018 and was in and out of the hospital and eventually passed away last October 18, 2019 at the age of nearly 82 years. All documents from his office took time to be sorted out and took a while to designate someone to continue the application. Mr. Magadia was considered the pillar of the Company and it took a while to go back to reorganization and appoint for his replacement.

2. Pandemic happened from years 2020 to 2022 where mobility hinders the completion of requirements specially for securing signatures of directors as required in the issuance of Directors' Certificate and Secretary Certificate.

3. The personnel designated to process such amendments resigned in the year 2022 with no proper turnover of documents which also affects the delay in the filing until the management lost track on its status up until the last quarter of the year 2025.

4. Sometime in August 2025, when Securities and Exchange Commission issued SEC Memorandum Circular No. 10 series of 2025 mandating the Declassification of Class A and B shares, the Board of Directors was alerted and was reminded that the Company has a pending application and decided to pursue such in the last quarter of 2025. In order to facilitate, the Company decided to sourced out outside service and contracted Mr. Alfred R. Tolentino, Jr. to process the application on the Company's behalf.

5. We also had questions as to the proper procedures to implement with regards to the disparity in pricing of "A" shares and "B" shares on the boards of the Philippine Stock Exchange (PSE), for which we sought guidelines from both PSE and SEC. In accordance with the previous preliminary consultations, we have decided to use the lower of the two traded prices as the basis of the value of the declassified common shares moving forward.

We assure that the Company has no intention to belatedly file the application for amendments if not for all circumstances that happened for the past years.

We appeal to the kind understanding of the Commission that it allows that the Company to continue with the application not only to comply with the mandate of the Commission but also to finally bring this long outstanding dilemma to an end especially in the light of the fact that the Commission has mandated companies with classified shares to declassify said shares not later than August 22, 2026.

Sincerely yours,

Elvira A. Ting
Chairman & President

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG CITY)

SECRETARY'S CERTIFICATE

I, NESTOR S. ROMULO, Filipino, of legal age, married and with postal address at 35th Floor One Corporate Center, Doña Julia Vargas corner Meralco Avenues, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law do hereby depose and state:

1. That I am the duly elected, qualified and incumbent Corporate Secretary of METRO ALLIANCE HOLDINGS & EQUITIES CORP., a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 35th Floor One Corporate Center, Doña Julia Vargas corner Meralco Avenues, Ortigas Center, Pasig 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 officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this FEB 25 2026 day of ____________ 2026 at PASIG CITY

NESTOR S. ROMULO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 25 2026 day of __________ at PASIG CITY, affiant exhibited to me his Driver's License No. N17-76- 011116 valid up to April 23, 2034 and issued in Quezon City bearing his picture and signature, competent evidence showing his identity, known to me unto known to be the same person who executed the foregoing document and acknowledged to me that the same person is his free act and voluntary deed.

Doc. No. 294
Page No. 40
Book No. 7
Series of 2026

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Commission No. 122 (2026-2027) valid until 12/31/2027
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 4018763AA; 01/09/26; Pasig City
Unit 5, West Tower PSE, Exchange Road
Ortigas Center, Pasig City, NCR, 1605 Philippines

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG CITY)

SECRETARY'S CERTIFICATE

I, NESTOR S. ROMULO, Filipino, of legal age, married and with postal address at 35th Floor One Corporate Center, Doña Julia Vargas corner Meralco Avenues, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law do hereby depose and state:

1. That I am the duly elected, qualified and incumbent Corporate Secretary of METRO ALLIANCE HOLDINGS & EQUITIES CORP., a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 35th Floor One Corporate Center, Doña Julia Vargas corner Meralco Avenues, Ortigas Center, Pasig City.

2. That I certify that the attached reports are correct to the best of my knowledge to wit;
   - List of Stockholders by nationality/group as of November 16, 2018 *before declassification* with a total of 620 shareholders of Class A shares and 395 shareholders of Class B shares – *ANNEX "A"*.

   - List of Stockholders by nationality/group as of November 16, 2018 *after declassification* with a total of 805 shareholders – *ANNEX "B"*.

IN WITNESS WHEREOF, I have hereunto affixed my signature this MAR 13 2026 day of ____________ 2026 at PASIG CITY

NESTOR S. ROMULO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 13 2026 day of __________ at PASIG CITY, affiant exhibited to me his Driver's License No. N17-76- 011116 valid up to April 23, 2034 and issued in Quezon City bearing his picture and signature, competent evidence showing his identity, known to me unto known to be the same person who executed the foregoing document and acknowledged to me that the same person is his free act and voluntary deed.

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Commission No. 122 (2026-2027) valid until 12/31/2027
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 4018763AA; 01/09/26; Pasig City
Unit 5, West Tower PSE, Exchange Road
Ortigas Center, Pasig City, NCR, 1605 Philippines

Doc. No. 338
Page No. 69
Book No. 16
Series of 2026

ANNEX "A"

COMPANY NAME : METRO ALLIANCE HOLDINGS & EQUITIES CORP.

CONSOLIDATED LIST OF STOCKHOLDERS AND THEIR STOCKHOLDINGS PER NATIONALITY
As of November 16, 2018
(BEFORE DECLASSIFICATION)

	NATIONALITY	NO. OF SHARES SUSBCRIBED	AMOUNT SUBSCRIBED	AMOUNT PAID	PERCENTAGE TO TOTAL
CLASS A					
619	FILIPINO	183,670,970	183,670,970	183,670,970	59.999184 %
1	AMERICAN	2,500	2,500	2,500	0.000817 %
620	**TOTAL**	**183,673,470**	**183,673,470**	**183,673,470**	**60.000000 %**
CLASS B					
291	FILIPINO	60,740,681	60,740,681.00	60,740,681.00	19.841956 %
70	AMERICAN	1,563,518	1,563,518.00	1,563,518.00	0.510749 %
19	CHINESE	240,851	240,851.00	240,851.00	0.078678 %
4	GERMAN	487,994	487,994.00	487,994.00	0.159411 %
4	BRITISH	56,421,546	56,421,546.00	56,421,546.00	18.431038 %
3	SPANISH	199,455	199,455.00	199,455.00	0.065155 %
1	FRENCH	74,613	74,613.00	74,613.00	0.024374 %
1	NORWEGIAN	24,868	24,868.00	24,868.00	0.008124 %
1	KOREAN	1	1.00	1.00	0.000000 %
1	OTHERS	2,695,452	2,695,452.00	2,695,452.00	0.880514 %
395	**TOTAL**	**122,448,979**	**122,448,979**	**122,448,979**	**40.000000 %**
1,015	**GRAND TOTAL**	**306,122,449**	**306,122,449**	**306,122,449**	**100.000000 %**

ANNEX "B"

COMPANY NAME : METRO ALLIANCE HOLDINGS & EQUITIES CORP.

CONSOLIDATED LIST OF STOCKHOLDERS AND THEIR STOCKHOLDINGS PER NATIONALITY
As Of November 16, 2018
(AFTER DECLASSIFICATION)

	NATIONALITY	NO. OF SHARES SUSBCRIBED	AMOUNT SUSBCRIBED	AMOUNT PAID	PERCENTAGE TO TOTAL
700	FILIPINO	244,411,651	244,411,651	244,411,651	79.841 %
71	AMERICAN	1,566,018	1,566,018	1,566,018	0.512 %
19	CHINESE	240,851	240,851	240,851	0.079 %
4	BRITISH	56,421,546	56,421,546	56,421,546	18.431 %
4	GERMAN	487,994	487,994	487,994	0.159 %
3	SPANISH	199,455	199,455	199,455	0.065 %
1	NORWEGIAN	24,868	24,868	24,868	0.008 %
1	FRENCH	74,613	74,613	74,613	0.024 %
1	KOREAN	1	1	1	0.000 %
1	OTHERS	2,695,452	2,695,452	2,695,452	0.881 %
805	TOTAL	**306,122,449**	**306,122,449**	**306,122,449**	**100.000** %

Securities and Exchange Commission
PHILIPPINES

BAGONG PILIPINAS

Markets and Securities Regulation Department

27 January 2026

METRO ALLIANCE HOLDINGS & EQUITIES CORP
35th Floor, One Corporate Center
Dona Julia Vargas cor. Meralco Avenue
Ortigas Center, Pasig City

ATTENTION: NESTOR S. ROMULO
Corporate Secretary

Gentlemen:

This is in connection with the request for monitoring clearance of **METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION** (the "Company") relative to its application for the amendment of its Amended Articles of Incorporation on the (1) Increase in the number of directors from seven (7) to nine (9) and (2) declassify the shares of stocks by converting Common Class A and Common Class B shares into one Common Shares.

Please be informed that as of this date, records of this Department are bereft of any adverse findings, be they in the form of complaint, derogatory record and disciplinary action by way of administrative sanction against them.

However, any infraction/violation of the subject corporation as far as monitoring and reportorial requirements as a holder of a secondary license supervised by our Department is concerned shall be dealt with separately and independently from the application applied for.

Accordingly, our Department shall not be estopped to act on any matter, such as but not limited to imposing the necessary fine(s) and penalty(s) in view of the company's failure to file necessary reportorial requirements on time, and to ensure full compliance with the Investment Houses Law, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

OLIVER O. LEONARDO
Director