

Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION  
Philcoxon Building, Ortigas Avenue  
Pasig, Metro-Manila

MANILA

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

To ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

FOOD TERMINAL, INC. *[Signature]*

copy annexed, adopted by the stockholders owning or representing at least a  
majority of all the subscribed capital stock on July 20, 1977  
certified to by a majority of the Board of Directors and countersigned by the Sec-  
retary of the Corporation, was filed with this Office on the 6th day of January,  
1978, pursuant to the provisions of Section 22 of the Corporation Law, Act 1459,  
as amended, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this  
Commission to be affixed at Pasig, Metro  
Manila, Philippines, this 6th day of January,  
in the year of our Lord nineteen hundred and seventy-eight.

*[Signature]*  
JULIO S. SULTI, JR.  
Associate Commissioner

*[Handwritten initials]*  
IT: / CVs

*[Large handwritten signature]*  
DBP - Segru  
1-16-78

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No. 103 of 571

AMENDED BY - LAWS,

11-28-21

OF

FOOD TERMINAL, INCORPORATED

O.R. No.

0797218

dated

11/20/21

SEC. PUBLIC ASSISTANCE  
BOOK OF STOCKS  
FOR REFERENCE  
BY: 11/25

ARTICLE I

CERTIFICATES OF STOCK AND THEIR TRANSFER

Section 1. Issuance of Shares of Stock. - Each stockholder whose share of stock has been paid in full shall be entitled to one or more certificates of stock showing the number of shares registered in his name. It shall be signed by the CHAIRMAN and countersigned by the Secretary of the Company and sealed with its corporate seal. The certificates of stock shall be issued in consecutive order and upon the stub of each certificate shall be entered the number of the certificate, date of issue, number of shares, name of stockholders, address and such other pertinent data that may be necessary. The stub shall be signed by the stockholders upon issuance to him of the corresponding certificate and shall be considered, for all purposes of the corporation, as a valid receipt therefor from the stockholders. The necessary documentary stamps for each certificate of stock shall be borne by the stockholder, purchaser or transferee.

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11/21

Section 2. Transfer. - Every certificate surrendered for exchange or transfer shall be cancelled and affixed to the original stub in the certificate book and no new certificate shall be issued unless and until the old certificates have been so cancelled and returned to the corporation, or satisfactory proof of their loss is presented.

Section 3. Effectivity of Transfer. - Certificates of stock may be sold, transferred or hypothecated by indorsement or separate deed, but the corporation shall not consider any transfer effective until the indorsed certificate is submitted for cancellation and a new one issued in the name of the transferee.

Section 4. Cancellation. - All certificates submitted for transfer to another name shall be marked "CANCELLED" by the Secretary and attached to its corresponding stub whereon the following data shall be shown:

- a. The date when the shares were transferred;
- b. To whom transferred;
- c. Number of shares transferred;
- d. Number or numbers of the new certificate or certificates.

Section 5. Duplicate certificate - Duplicate certificate of stock may be issued, in lieu of any certificate or certificates alleged to have been lost or destroyed, only upon compliance with the requirements of Republic Act No. 201.

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Section 6. Deadline for Entry. No transfer of certificates shall be entered on the Stock Register of the corporation within ten (10) days prior to any stockholders' meeting.

Section 7. Stock Book. - The Stock Book or Register shall be available for inspection by any stockholder during the office hours of the corporation.

Section 8. Interest on unpaid subscription. - No interest shall run on unpaid subscriptions until delinquent.

ARTICLE II

STOCKHOLDERS' MEETINGS

Section 1. Annual Meetings. - The annual meeting of the stockholders shall be held on the First Tuesday of February in each calendar year, at 3:00 o'clock P.M. when they shall elect by a plurality vote by ballot a board of ~~eleven~~ (11) directors to serve for one year until their successors are elected and qualified. The annual meetings of the stockholders shall be held at the principal office of the Company unless written notices of such meetings should fix another place.

Section 2. Special Meetings. - Special meetings of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or by order of the CHAIRMAN, and must be called upon written request of stockholders registered as the owners of one-third of the total outstanding stock.

Section 3. Notices. - Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than ten (10) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the objects of the same. No failure or irregularity of notice of any meeting shall invalidate such meeting at which all the shareholders are present and voting without protest.

Section 4. Quorum. - A quorum at any meeting of the stockholders shall consist of a majority of the subscribed capital stock of the Company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion.

Section 5. Voting. - Shareholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and recorded at or prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting, unless such signature is known and recognized by the Secretary of the meeting.

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Section 6. Order of Business. - The order of business at the annual meeting and, as far as possible, at all other meetings of the stockholders, shall be as follows:

1. Calling the roll;
2. Secretary's proof of due notice of the meeting;
3. Reading and disposal of any unapproved minutes;
4. Reports of officers, annual and otherwise;
5. Election of Directors;
6. Unfinished business;
7. New business;
8. Adjournment.

### ARTICLE III

#### DIRECTORS

Section 1. Board of Directors. - The business and property of the Company shall be managed by a Board of ~~FOURTEEN (14)~~ Directors, who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duly qualified successors.

Section 2. Vacancies. - In case of vacancy in the Board, the remaining Directors shall continue to act, but if, at any time their number be reduced to less than a quorum, the Directors shall call a special meeting of the stockholders for the purpose of filling such vacancies, and the director or directors so chosen shall serve for the unexpired term.

Section 3. Organization Meeting. - The Board of Directors shall hold a meeting, for organization, immediately after their election, of which meeting no notice shall be required. THE DIRECTORS SHALL ELECT FROM AMONG THEMSELVES A CHAIRMAN; ONE OR MORE VICE-CHAIRMAN AND THE SECRETARY OF THE BOARD; AND SHALL ELECT OR APPOINT SUCH OTHER OFFICERS AS THEY MAY DEEM NECESSARY.

SECTION 4. CHAIRMAN OF THE BOARD. - THE CHAIRMAN OF THE BOARD SHALL PRESIDE AT ALL MEETINGS; SHALL SIGN ALL CONTRACTS AND OTHER INSTRUMENTS OF THE COMPANY, AS AUTHORIZED BY THE BOARD; AND SHALL PERFORM ALL SUCH OTHER DUTIES AS ARE NECESSARY AND INCIDENT TO HIS OFFICE OR AS MAY BE REQUIRED OF HIM BY THE BOARD OF DIRECTORS.

SECTION 5. VICE-CHAIRMAN. - IN THE ABSENCE OR DISABILITY OF THE CHAIRMAN, THE VICE-CHAIRMAN SHALL PERFORM THE POWERS AND FUNCTION OF THE CHAIRMAN.

SECTION 6. SECRETARY. - THE SECRETARY SHALL ISSUE NOTICES OF ALL MEETINGS; SHALL KEEP THEIR MINUTES; SHALL PREPARE THE AGENDA OF MEETINGS AS DIRECTED BY THE CHAIRMAN; SHALL HAVE CHARGE OF THE SEAL AND THE CORPORATE BOOKS; SHALL SIGN WITH THE CHAIRMAN THE CERTIFICATES OF STOCK AND OTHER INSTRUMENTS REQUIRING SUCH

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SIGNATURES; AND SHALL PREPARE REPORTS AND PERFORM SUCH DUTIES AS ARE INCIDENT TO HIS OFFICE, OR ARE PROPERLY REQUIRED OF HIM BY THE BOARD OF DIRECTORS.

THE SECRETARY MUST BE A CITIZEN AND RESIDENT OF THE PHILIPPINES.

Section 6. Regular Meetings. - The regular monthly meeting of the Board of Directors shall be held, without need of any notice, at 4:30 P.M. every THIRD WEDNESDAY of the month, at the principal office of the Company or at such other place as a majority of the Directors may designate.

Section 7. Special Meetings. - Special meetings of the Board of Directors may be called by the Secretary upon order of the CHAIRMAN or any two (2) members of the Board of Directors and notices shall be made in the most convenient manner not less than twenty-four (24) hours before such special meeting, and the notice shall set the object and purpose of the same. A special meeting may be held at any place designated by the call. If any member of the Board is outside of Manila at the time the notice is required to be sent, the service of notice upon any person of sufficient discretion in his residence or in his office will be sufficient compliance.

Section 8. Quorum. - A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require any affirmative vote of greater proportion of the members.

Section 9. Power to Elect and Appoint Corporate Officers. - The Board of Directors shall have the power to APPOINT all corporate officers upon recommendation of the CHAIRMAN, THE PRESIDENT, VICE-PRESIDENT, EXECUTIVE VICE-PRESIDENT and department heads and such other personnel as may be necessary for the conduct of the business of the corporation.

Section 10. Order of Business. - The order of business at any regular or special meeting of the Board of Directors shall be :

1. Calling of roll;
2. Secretary's proof of due notice of meeting;
3. Reading and disposal of unapproved minutes;
4. Reports of officers;
5. Unfinished business;
6. New business;
7. Adjournment.

Section 11. Minutes. - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

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Verified By: \_\_\_\_\_

ARTICLE IV

OFFICERS

SECTION 1. CORPORATE OFFICERS. - THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT, AN EXECUTIVE VICE-PRESIDENT, SUCH NUMBER OF VICE-PRESIDENTS AS MAY BE NECESSARY AND DEPARTMENT MANAGERS, WHOSE POWERS AND DUTIES SHALL BE HEREINAFTER PROVIDED. TWO OR MORE COMPATIBLE OFFICES MAY BE VESTED IN THE SAME PERSON WHENEVER CONVENIENT OR EXPEDIENT.

[REDACTED]

The Board of Directors may appoint such other officers as they may deem necessary, who shall have authority and shall perform such duties PURSUANT TO POLICIES as from time to time may be prescribed by the Board of Directors.

SECTION 2. PRESIDENT. - THE PRESIDENT SHALL HAVE GENERAL SUPERVISION OF THE AFFAIRS OF THE COMPANY; AND, AS AUTHORIZED BY THE BOARD OF DIRECTORS, SHALL SIGN ALL CONTRACTS AND OTHER INSTRUMENTS OF THE COMPANY, EXCEPT IN SUCH INSTANCES WHEREIN THE BOARD OF DIRECTORS SHALL DESIGNATE ANOTHER PERSON OR PERSONS TO SIGN ANY PARTICULAR CONTRACT OR CONTRACTS AND/OR INSTRUMENTS OF THE COMPANY; SHALL SEE THAT THE RESOLUTIONS OF THE BOARD OF DIRECTORS ARE DULY EXECUTED AND CARRIED OUT;

[REDACTED]

SECTION 3. EXECUTIVE VICE-PRESIDENT AND VICE-PRESIDENTS. - THE EXECUTIVE VICE-PRESIDENT AND VICE-PRESIDENTS SHALL EXERCISE SUCH FUNCTIONS AND PERFORM SUCH DUTIES AS MAY BE DELEGATED OR ASSIGNED TO THEM BY THE BOARD OF DIRECTORS, UPON RECOMMENDATION BY THE PRESIDENT.

SECTION 4. DEPARTMENT MANAGERS. - THE MANAGERS OF DIFFERENT DEPARTMENTS OF THE COMPANY SHALL EXERCISE SUCH FUNCTIONS AND PERFORM SUCH DUTIES AS MAY BE ASSIGNED TO THEM BY THE BOARD OF DIRECTORS, UPON RECOMMENDATION BY THE PRESIDENT.

ARTICLE V

DIVIDENDS & FINANCE

Section 1. Fiscal Year. - The Fiscal Year of the Company shall commence with the opening of business on the first day of JANUARY of each calendar year and shall end with the last day of DECEMBER.

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[REDACTED]

Section 2. Dividends. - Dividends shall be declared only from the surplus profits and shall be payable at such times and in such manner and in such amounts as the Board of Directors shall determine. No dividend shall be declared which will impair the capital of the Company.

Section 3. Auditors. - Auditors shall be designated by the Board of Directors prior to the close of business in such fiscal year, who shall audit and examine the books of account of the company, IN ACCORDANCE WITH THE POLICIES OF THE BOARD, and shall certify to the Board of Directors and the stockholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. The compensation of the Auditor shall be fixed by the Board of Directors.

Section 4. Inspection of Accounts. - Inspection of Accounts by any member of the Board of Directors in person may be made at any and all times during business hours of the Company, and such inspection may embrace all books, records and vouchers of the Company.

Inspection of books, accounts and records of the Company by the stockholders shall be limited to office hours of every business day.

ARTICLE VI

CORPORATE SEAL

Section 1. Seal. - The corporate seal of the company, unless otherwise ordered by the Board of Directors, shall be A GROWTH - LOGO IN GREEN AND YELLOW.

ARTICLE VII

AMENDMENT OF BY-LAWS

Section 1. Amendments. - These By-Laws may be amended, repealed or altered, in whole or in part, by vote of at least a majority of the subscribed capital stock of the Company at any regular meeting of the shareholders, or at any special meeting where such action has been announced in the call and notice of such meeting.

Section 2. Adoption of Additional Rules. - The Board of Directors may adopt additional rules in harmony with the foregoing By-Laws and their amendments, but shall not alter, modify or repeal the foregoing By-Laws and their amendments.

Section 3. Effectivity. - These By-Laws shall take effect immediately after the approval of the stockholders.

IN WITNESS WHEREOF, and in compliance with the requirements of the corporation law of the Philippines, we sign these presents at Manila, Philippines, this (30th) day of (May, 1968).

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Verified By: \_\_\_\_\_



STOCKHOLDERS

(Sgd.) JULIO V. MACUJA

(Sgd.) GREGORIO S. LICAROS  
For himself and as proxy of  
Gaudencio Beduya

(Sgd.) JOSE V. DE OCAMPO

GAUDENCIO BEDUYA  
(Absent)

(Sgd.) REGIO M. GARCIA

(Sgd.) LEON O. TY

(Sgd.) PLACIDO L. MAPA, JR.

(Sgd.) JOSE R. TENGCO

(Sgd.) JOSE S. ESTEVEZ

(Sgd.) JESUS A. AVANCEÑA

CERTIFICATION

We, the undersigned members of the Board of Directors representing the majority thereof and the Secretary of the FOOD TERMINAL, INCORPORATED do hereby certify that the foregoing By-Laws, consisting of six (6) pages, was adopted by the stockholders representing majority of the subscribed capital stock at a meeting held on the 30th day of May, 1968.

BOARD OF DIRECTORS

(Sgd.) JULIO V. MACUJA

(Sgd.) GREGORIO S. LICAROS

(Sgd.) JOSE V. DE OCAMPO

(Sgd.) PLACIDO L. MAPA, JR.

(Sgd.) JESUS A. AVANCEÑA

Attested and Countersigned:

(Sgd.) Federico G. Cabling  
Secretary

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Verified By: [Signature]



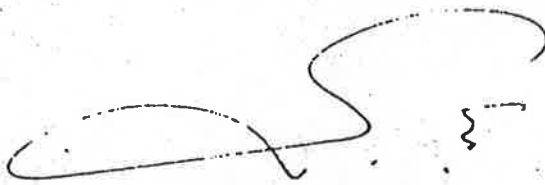
CERTIFICATE OF AMENDMENTS OF  
THE BY-LAWS  
OF THE  
FOOD TERMINAL, INCORPORATED

11.25.77

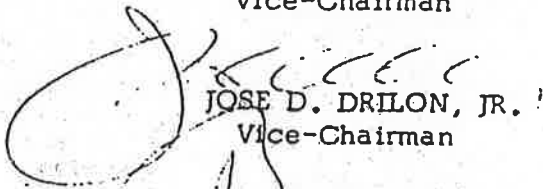
KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Chairman and President, Secretary and majority of the Board of Directors of the Food Terminal, Incorporated (FTI), do hereby certify that the accompanying document is a true and correct copy of the Amended By-Laws of FTI, embodying amendments of Articles III, IV and V and VI thereof. The aforesaid amendments were duly approved by the vote of stockholders owning or representing more than a majority of the subscribed and outstanding capital stock of the corporation in the special meeting of the stockholders held on July 20, 1977.

Makati, Rizal.



JOSE V. DE OCAMPO  
Vice-Chairman



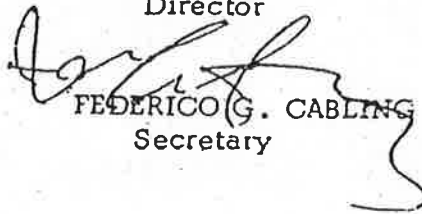
JOSE D. DRILON, JR.  
Vice-Chairman



JOSE PARDO, JR.  
Director



DOMINADOR I. LIM  
Director



FEDERICO G. CABLING  
Secretary



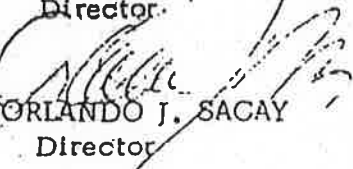
PLACIDO L. MAPA, JR.  
Chairman



JOSE R. TENGCO  
Director



ALEJANDRO MELCHOR  
Director



ORLANDO J. SACAY  
Director

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Verified By: \_\_\_\_\_

