



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 83439

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

PNOC RENEWABLES CORPORATION
(Amending Articles III & VI thereof)

copy annexed, adopted on December 15, 2017 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 13th day of June, Twenty Eighteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

SDL/mii

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

0000083439

Former Company Name

PROC REGD BLDG V I G N E R G Y C E N T E R
M G R I T T R O A D F O R T B O N I F A C I O
T A G U I G C I T Y

AMENDED TO:
New Company Name

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

PROC BLDG V I G N E R G Y C E N T E R
M G R I T T R O A D F O R T B O N I F A C I O
T A G U I G C I T Y

ZIP CODE

1630

COMPANY INFORMATION

Company Email Address

info@proc-rc.com.ph

Company's Telephone Number/s

840-3079

Mobile Number

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 Alfonso L. Orioste, Jr.

aloroste@proc-rc.com.ph

840-3079 / 00890

0917 628 5820

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Zam

Date

1/15/2018

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

1. PILOT COPY OF LAST

APPROVED AI

[Handwritten signature]

**AMENDED ARTICLES OF INCORPORATION
OF
PNOC RENEWABLES CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, Filipino citizens and residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

ARTICLE I

The name of this corporation shall be PNOC RENEWABLES CORPORATION.

ARTICLE II

The purpose for which the corporation is formed:

PRIMARY PURPOSE

To promote and undertake research, development, utilization, manufacture, sale, marketing, distribution and commercial application of new renewable, non-conventional and environment-friendly energy sources and systems including but not limited to solar, wind, water, heat, steam, ocean, tidal, biomass, biogas, chemical, mechanical, electrical,

synthetic, agricultural, and other natural, fossil, non-fossil fuel based, artificial, organic or otherwise, and of energy systems that use new renewable and any energy resources applying new and efficient energy conversion and/or utilization technologies for commercial application and promote their efficient utilization.

AS MAY BE NECESSARY TO CARRY OUT THE FOREGOING PRIMARY PURPOSE:

1. To invest its funds, borrow, and receive monies and other resources and to enter into contracts such as, but not limited to energy generation and co-generation, technical assistance, patent, royalty and franchise agreements, joint ventures, service agreements, lease, build-operate-transfer agreements, etc. as may be necessary in connection with and in furtherance of its primary purpose;
2. To prospect, explore, dig and drill for, exploit, extract, produce, store, hold, transport, distribute, exchange, sell and otherwise dispose of import, export and trade and generally deal in any and all kinds of energy-producing substances of any nature and description and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom;
3. To develop, maintain, install, service, operate, sell, distribute, rent, franchise or convey all kinds of energy-saving mechanisms;

4. To establish linkages with international and local research institutions for fund generation, institutional building, information and personnel exchange training;
5. To engage in energy research development and demonstration activities by itself or with other research and development institutions, academic institutions and other interested parties in the development and commercialization of new and renewable energy technologies through appropriate technical, financial and institutional arrangements;
6. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of refineries, gas works, mills, factories, installations, plants, shops, laboratories, pipelines, pumping stations, tanks, repair shops, electrical works, power houses, warehouses, terminals, office buildings, and other buildings and structures, tankers and other vessels and any and all kinds of machinery apparatus, instruments, fixtures, and appliances;
7. To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the Philippines or elsewhere, any patents, patent rights, licenses, protections, concessions, inventions and processes which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect

of the same, and to expend money in experimenting upon and testing any patentable device or in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or proposed to acquire;

8. To promote any other company for the purpose of acquiring all or any of the property and or undertaking any of the liabilities of this company, or to undertake any business or options which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, apply for, and accept, or acquire the whole or any part of the capital or securities of any such company, or to lend money or to guarantee the performance of the contracts of such Company;
9. To sell or otherwise dispose of, subject or according to the laws of the Philippines and or any foreign country or place where the Company is for the time being authorized to do and carry on business, and to enter into, make and execute contracts, agreements or assignments thereof, of or with reference to the whole or any part of the undertakings of the Company, either together or in portions, for such consideration as may be agreed, and in particular for shares, debentures, bonds or securities of any company purchasing the same;

13. To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, tradenames, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country government or authority, or otherwise in relation to any of the purposes herein stated; to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or propose to acquire; and to acquire, use, exercise or otherwise turn to gain licenses or rights in respect of any such copyrights, trademarks, tradenames, brands, labels, patents, inventions, improvements, processes and the like;
14. To manufacture, purchase or otherwise acquire, and to hold, own, invest, trade and deal in, mortgage, pledge, charge, assign, sell, exchange, transfer or otherwise dispose of, goods, wares, merchandise and personal property of every class and description and to transport the same in any manner;
15. To merge or consolidate with any corporation heretofore and hereafter created in such manner as may be permitted by law;

16. To aid by subsidy or in any other manner whatsoever, in so far as may be permitted by law, any corporation or association, any shares or voting trust certificates for shares or bonds or other securities or evidences of indebtedness of which shall be held by or for the Corporation or in which, or in the welfare of which the Corporation shall have any interest; to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates, bonds, or other securities or evidences of indebtedness or the property of the Corporation and in connection with any such purposes to guarantee or become surety for the performance of any obligation or undertaking of such corporation or association and to do any and all such other acts or things as may be designed to accomplish any such purpose;
17. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit;
18. To give credit to such persons, firms or companies and on such terms as may be thought fit, and in particular to customers, persons, firms and companies dealing with the Company, and to give guaranties or become surety for such persons, firms or companies;
19. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of bonds, debentures, and to secure the repayment of any

moneys borrowed or raised or owing by the Company by mortgage, deed of trust, pledge, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, deed of trust, charge or lien, to secure and guarantee the performance by the Company of any obligation or liability it may undertake;

20. To improve, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
21. To apply for, promote, and obtain any Act of the Legislature of this Country or of any foreign or place, in which this Company may carry on business, or other authority for enabling the Company to carry out its objects or any these presents, of for any other purpose which may seem expedient;
22. To acquire or obtain from any government or authority , supreme, municipal, local or otherwise, or any corporation, company or person, any charter, contracts, decreed, rights, franchises, privileges and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise, and comply with any such charters, contracts, decrees, rights, franchises, privileges and concessions;

23. To make, purchase, or otherwise acquire and hold shares or other interest in or securities of any other Company having objects altogether in part similar to those of this Company, or carry on any business which may directly or indirectly, assist any business carried on by this Company;
24. To acts as agents or brokers for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others;
25. To effect insurances against risk of loss to the Company and to insure any servants of the Company against risk or accident in the course of their employment by the Company, and to pay premiums in respect thereof;
26. To support and subscribe to any charitable or public object and any institutions or club which may be for the benefit of the Company or its employees either directly or indirectly or may be connected with any town or place where the Company carries on business, and to give pensions, gratuities or charitable aid to person or persons who have served the Company, or to the wives, children or other relatives of such persons, and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company;

27. to procure the Company to be registered or recognized or to be permitted or allowed to carry on its business or any branch, or branches thereof in any foreign country or place,
28. To carry out all or any part of the foregoing purposes as principal, agent, factor, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporation, municipality, country, state, province, body politic or government;
29. To exercise all or any of its corporate powers, rights and privileges, and to conduct its business in all or any of its branches in any part of the world, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient;
30. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or pertinent, to or growing out of or connected with the foregoing purposes or powers of any part or parts thereof;

The foregoing clauses shall be construed both as purposes and powers and the purposes and powers specified in the foregoing clauses shall, except otherwise

expressed, be in no way limited or restricted by reference to or inference from the terms or any other clauses in these Articles of Incorporation, but the purposes and powers specified in each of the foregoing clauses shall be regarded as independent purposes and powers.

ARTICLE III

The principal office of the Corporation is established at G/F PNOC Building V, Energy Center, Rizal Drive, Bonifacio Global City, Taguig City, Metro Manila. (Amended as of 15 December 2017)

ARTICLE IV

The term for which the Corporation is to exist is fifty (50) years or for such longer period as may hereafter authorized by the laws of the Philippines, from and after the date of incorporation.

ARTICLE V

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

Name	Nationality	Residence
Geronimo Z. Velasco	Filipino	1254 Acacia Road Dasmariñas Village Makati, Metro Manila
Antonio Del Rosaio	Filipino	124 Angeles Street Alabang Hills Village Alabang, Muntinlupa, Metro Manila
Mario T. Meneses	Filipino	0424 San Francisco St.

Edgardo del Fonso	Filipino	Brookside Hills Subd. Cainta, Rizal
Mario V. Tiaoqui	Filipino	Lots 10 & 12 Daisy St. Tahanan Village, Phase I Sucat, Parañaque, M.M.
Pablo V. Malixi	Filipino	1491 Carissa St. Dasmariñas Village Makati, Metro Manila
Jesus N. Dulce	Filipino	1976 Kasoy Street Dasmariñas Village Makati, Metro Manila
Magtangol D. Manalastas	Filipino	BRC Housing Compound Limay, Bataan
Antonio L. Carpio	Filipino	30 Ilang-Ilang Street Cubao, Quezon City
		14 Hydra Street Bel-air Village Makati, Metro Manila

ARTICLE VI

The number of directors of the Corporation shall be eight (8) including the Secretary of the Department of Energy as its ex-officio Chairman by virtue of Executive Order 39 series of 2017; and that 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: *(Amended as of 15 December 2017, with reference to the letter memorandum on the implementation of EO 39 issued by the Governance Commission on Government Owned and Controlled Corporations, or GCG, dated 8 November 2017)*

Name	Residence
Geronimo Z. Velasco	1254 Acacia Road Dasmariñas Village Makati, Metro Manila
Antonio Del Rosario	124 Angeles Street Alabang Hills Village Alabang, Muntinlupa, Metro Manila
Mario T. Meneses	0424 San Francisco St. Brookside Hills Subd. Cainta, Rizal
Edgardo Del Fonso	Lots 10 & 12 Daisy St. Tahanan Village, Phase I Sucat, Parañaque, M.M.
Mario V. Tiaoqui	1491 Carissa St. Dasmariñas Village Makati, Metro Manila
Pablo V. Malixi	1976 Kasoy Street Dasmariñas Village Makati, Metro Manila
Jesus N. Dulce	BRC Housing Compound Limay, Bataan
Magtangol D. Manalastas	30 Ilang-Ilang Street Cubao, Quezon City
Antonio L. Carpio	14 Hydra Street Bel-air Village Makati, Metro Manila

ARTICLE VII

The capital stock of the Corporation is FIVE HUNDRED MILLION PESOS (P500,000,000.00) Philippine Currency, and said capital stock is divided into FIVE

HUNDRED THOUSAND (500,000) shares of the par value of ONE THOUSAND PESOS (P1,000.00), Philippine Currency, each.

That no transfer of shares which will reduce the ownership of Filipino citizens to less than the percentage of the capital stock required by law shall be allowed or permitted to be recorded in the corporate books and this restriction shall also appear in all stock certificates.

ARTICLE VIII

The amount of said capital stock which has been actually subscribed is FORTY MILLION PESOS (P40,000,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	No. of Shares	Amount of Capital Stock Subscribed
Geronimo Z. Velasco	39,992	P39,992,000.00
Antonio Del Rosario	1	1,000.00
Mario T. Meneses	1	1,000.00
Edgardo Del Fonso	1	1,000.00
Mario V. Tiaoqui	1	1,000.00
Pablo V. Marixi	1	1,000.00
Jesus N. Dulce	1	1,000.00

Magtangol D. Manalastas	1	1,000.00
Antonio L. Carpio	1	1,000.00
	40,000	P40,000,000.00

ARTICLE IX

The following persons have paid on the shares of capital stock for which they have subscribed the amount set out after their names:

Name	Amount of Paid on Subscription
Geronimo Z. Velasco	P9,992,000.00
Antonio Del Rosario	1,000.00
Mario T. Meneses	1,000.00
Edgardo Del Fonso	1,000.00
Mario V. Tiaoqui	1,000.00
Pablo V. Marixi	1,000.00
Jesus N. Dulce	1,000.00
Magtangol D. Manalastas	1,000.00
Antonio L. Carpio	1,000.00
	P10,000,000.00

ARTICLE X

Edgardo M. Del Fonso 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 issue receipt in its name for all subscriptions in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Taguig, Metro Manila, Philippines, this 15th day of December 2017.

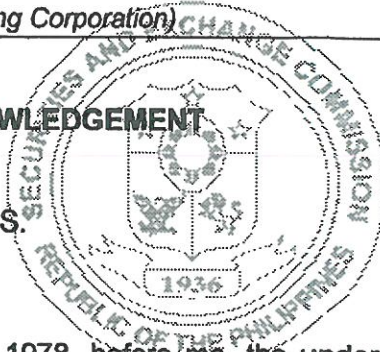
(Signed) GERONIMO Z. VELASCO	(Signed) ANTONIO V. DEL ROSARIO
(Signed) MARIO T. MENESES, JR.	(Signed) EDGARDO M. DELFONSO
(Signed) MARIO V. TIAOQUI	(Signed) PABLO V. MALIXI
(Signed) JESUS N. DULCE	(Signed) ANTONIO L. CARPIO
(Signed) MAGTANGOL D. MANALASTAS	

SIGNED IN THE PRESENCE OF:

(Signed) LILIA R. BAUTISTA	(Signed) MANUEL D. YNGSON, JR.
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ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) S. S.
METRO MANILA)



On this 29th day of November 1978, before me, the undersigned, a Notary Public duly commissioned and sworn in and for the Municipality of Makati, Metro Manila, Philippines, personally appeared:

TAN

GERONIMO Z. VELASCO, with Residence Certificate No. A-000000346 issued at Quezon City on February 28, 1978 1598-496-6

ANTONIO DEL ROSARIO, with Residence Certificate No. D-4624-D02333-A-5 A-08248726 issued at Makati, Metro Manila on Jan. 17, 1978

MARIO T. MENESES, with Residence Certificate No. N-5222-H3135-A-6 A-149116800 issued at Makati, Metro Manila on May 5, 1978

EDGARDO DEL FONSO, with Residence Certificate No. 1228-099-6 A-80330526 issued at Makati, Metro Manila on Feb. 16, 1978

MARIO V. TIAOQUI, with Residence Certificate No. T2566-A2639-A-2 A-01205048 issued at Makati, Metro Manila on Jan. 26, 1978

PABLO V. MALIXI, with Residence Certificate No. M-4213-D-1725-A-3 A-93609714 issued at Makati, Metro Manila on Feb. 16, 1978

JESUS N. DULCE, with Residence Certificate No. 1194-1630 A-08248623 issued at Limay, Bataan on January 24, 1978

MAGTANGOL D. MANALASTAS, with Residence Certificate No. 1255-6410 A-02753063 issued at Manila on February 13, 1978

ANTONIO L. CARPIO, with Residence Certificate C-6158-J837-A-5 No. A08248623 issued at Makati, Metro Manila on Jan. 17, 1978

all of whom are known to be and me known to be the same persons whose names are subscribed to and who executed the foregoing instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal
the day and year last above written.

Doc. No. 168;
Page No. 34;
Book No. IV;
Series of 1978.

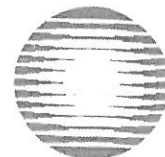
(Sgd.) JOSELITO B. FLORO
NOTARY PUBLIC
Until December 31, 1978
PTR No. 3073487
Issued at Makati, Metro Manila
on January 17, 1978

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Date: 2-5-2018 Time: 9:52:30 AM

www.sec.gov.ph

User Name: 06rvpascua




SECRETARY'S CERTIFICATE

I, **ALFONSO L. ORIOSTE, JR.**, of legal age, married, Filipino, with residence address at 3033 Abucay St. Manuguit Subdivision, Tondo, Manila after and being duly sworn to in accordance with law, do hereby depose and state that:


1. I am the OIC Corporate Secretary of PNOC Renewables Corporation, a government owned and controlled corporation (GOCC), with principal office PNOC Building V, Energy Center, Rizal Drive, Bonifacio Global City, Taguig 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 or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 18th day of December 2017 at Taguig City.


ATTY. ALFONSO L. ORIOSTE, JR.
OIC Corporate Secretary

SUBSCRIBED AND SWORN to before me this 29th day of December 2017, affiant exhibited to me his IBP ID with No. 64677.

Doc. No. 775
Page No. 51
Book No. II
Series of 2017.


AROLF C. EMPENO
Notary Public for and in the Cities of Pasig,
Taguig and San Juan, and Municipality of Pateros
Appointment No. 63 (2016-2017)
Commission Expires on 31 December 2017
I. No. A-2902083; 01/08/2016; Taguig City
II. No. A-2902094; 11/27/2015; Manila III
Attorneys Roll No. 55231

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned Chairman of the Board, President and Chief Executive Officer, Directors and the Corporate Secretary of PNOC Renewables Corporation (the "Corporation") do hereby certify that the Articles of Incorporation of the said corporation was amended by *the majority* vote of the directors and stockholders owning at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 15 December 2017 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of By-Laws refer to the following:


1. Article III – Office
2. Article VI – Number of Directors

We further certify that the attached copy of the Amended Articles Incorporation is true and correct.

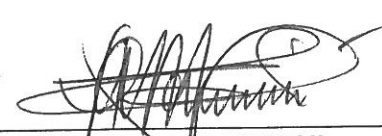
IN WITNESS WHEREOF, we have hereunto sign this certificate this 15th day of December 2017 at Taguig City.



SEC. ALFONSO G. CUSI
Chairman, Board of Directors
TIN # 130-661-594-000

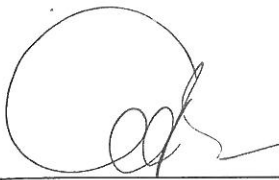



JOHN J. ARENAS
President and CEO
TIN # 203-549-143-006


MARIA CARMINA E. CRUZ
Director
TIN # 500-127-799-000


ABBIN S. DALHANI
Director
TIN # 168-452-677-000

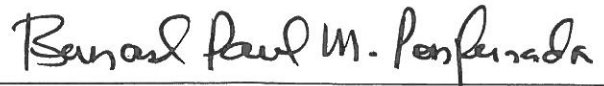

DANTE G. GUEVARRA
Director
TIN # 129-285-555-000



ASHARY P. MAONGCO

Director

TIN # 171-966-141-000



BERNARD PAUL M. PONFERRADA

Director

TIN # 201-348-383-000



ATTY. ALFONSO L. ORIOSTE JR.

Corporate Secretary

TIN # 500-319-417-000

SUBSCRIBED AND SWORN to before me this 15th day of December 2017 at Taguig City, personally appeared:

Name	Competent Evidence of Identity	Date/Place Issued
ALFONSO G. CUSI /	TIN # 130-661-594	
MARIA CARMINA E. CRUZ /	TIN # 500-127-789	
ABBIN S. DALHANI /	TIN # 168-452-677	
DANTE G. GUEVARRA /	TIN # 129-255-555	
ASHARY P. MAONGCO /	TIN # 171-966-141	
BERNARD PAUL M. PONDERRADA /	TIN # 201-348-383	
JOHN J. ARENAS /	TIN # 203-549-143	
ALFONSO L. ORIOSTE JR. /	TIN # 500-319-417	

Doc. No. 763 ;

Page No. 49 ;

Book No. II ;

Series of 2017

NOTARY PUBLIC



AROLF C. EMPINO

Notary Public for and in the Cities of Pasig,
Taguig and San Juan, and Municipality of Pateros
Appointment No. 63 (2016-2017)

Commission Expires on 31 December 2017
Bar No. A-2402683; 01/08/2016; T. City

Bar No. 1011094; 11/27/2015; Manila III
Attorneys Roll No. 53281