

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A20000652

CERTIFICATE OF FILING OF AMENDED BY-LAWS

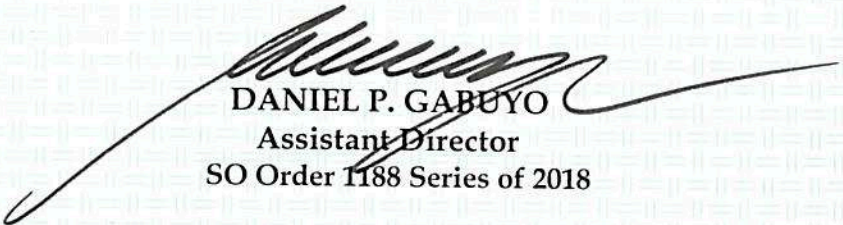
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

FILINVEST REIT CORP.

copy annexed, adopted on March 15, 2022 by majority vote of the Board of Directors and on April 20, 2022 by the vote of the stockholders owning or representing at least majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 15th day of August, Twenty Twenty Two.


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

STA/qba

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amended By-Laws

A 2 0 0 0 0 0 6 5 2

Former Company Name

F I L I N V E S T R E I T C O R P .

AMENDED TO:
New Company Name

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

5 T H - 7 T H F L O O R S , V E C T O R O N E B U I L D I N G , N O R T H G A T E C Y B E R Z O N E , F I L I N V E S T C I T Y , A L A B A N G , M U N T I N L U P A C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Numbers

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

Atty. Katrina O. Clemente-Lua

corpsec@filinvestland.com

7918-8188 loc. 6303

Contact Person's Address

6th Floor, Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City

To be accomplished by CRMD Personnel
Date

Assigned Processor

Signature

DOCUMENT ID _____

Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:

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



FILINVEST REIT CORP.

DIRECTORS' CERTIFICATE

We, the undersigned majority of the members of the Board of Directors, the President and Chairman of the Meeting and the Assistant Corporate Secretary of **FILINVEST REIT CORP.** (the "Corporation") after having been duly sworn in accordance with the law, hereby certify that the accompanying Amended By-Laws of the Corporation, embodying the amendment to Section 1, Article II changing the date of the annual/regular meeting of the stockholders from *any day in May of each year to second to the last Wednesday of April of each year* is true and correct and was approved by at least a majority of the members of the Board of Directors in a meeting held on 15 March 2022 at the principal office of the Corporation and by the affirmative vote of stockholders owning or representing at least a majority of the outstanding capital stock of the Corporation in the annual meeting held virtually on 20 April 2022.

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

IN WITNESS WHEREOF, we have hereunto signed this Certificate
JUN 02 2022 in Mandaluyong City, Philippines.



LOURDES JOSEPHINE GOTIANUN-YAP
Chairperson of the Board

TIN:



MARICEL BRION-LIRIO
President/Director

TIN:



TRISTANEIL D. LAS MARIAS
Director

TIN:



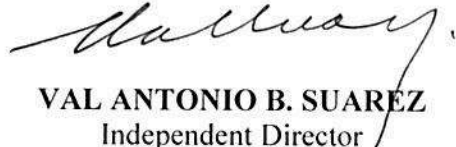
FRANCIS NATHANIEL C. GOTIANUN
Director

TIN:



VIRGINIA T. OBCENA
Independent Director

TIN:



VAL ANTONIO B. SUAREZ
Independent Director

TIN:



GEMILO J. SAN PEDRO
Independent Director

TIN:



KATRINA O. CLEMENTE-LUA
Assistant Corporate Secretary

TIN:

SUBSCRIBED AND SWORN to before me this JUN 02 2022 in Mandaluyong City, Metro Manila, affiants exhibiting to me competent evidence of their identities, bearing their photographs and signatures, to wit:

Name	Competent Evidence of Identity	Place of Issue/ Date of Issue/ Date of Expiry
Lourdes Josephine Gotianun-Yap	Philippine Passport No.	Philippine Embassy – Singapore
Maricel Brion-Lirio	Non-Professional Driver's License No.	Land Transportation Office /
Tristaneil D. Las Marias	Non-Professional Driver's License No.	Land Transportation Office /
Francis Nathaniel C. Gotianun	Philippine Passport No.	DFA NCR East /
Virginia T. Obcena	Philippine Passport No.	DFA NCR South /
Val Antonio B. Suarez	IBP Lifetime Member ID No.	Integrated Bar of the Philippines Pasig City
Gemilo J. San Pedro	Philippine Passport No.	DFA NCR South /
Katrina O. Clemente-Lua	Philippine Passport No.	DFA NCR South /

Doc. No. 1102 ;
 Book No. 34 ;
 Page No. 17 ;
 Series of 2022.

File No. 119.5
 DC - FILRT - Amendment of BL/Ryan

JOVEN G. SEPTIMIANO
 NOTARY PUBLIC FOR CITY OF MANDALUYONG
 COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022
 IBP LIFETIME NO. 011302; 12-28-12; RIZAL
 ROLL NO. 53970
 PTR NO. 4864924; 1-3-22; MANDALUYONG
 MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
 UG03 CITYLAND SHAW TOWER,
 SHAW BLVD. MANDALUYONG CITY

**AMENDED
BY-LAWS**

OF

FILINVEST REIT CORP.
(Formerly "CYBERZONE PROPERTIES, INC.")

**ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscriptions - Subscribers to the capital stock of the Corporation shall pay to the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate – The Corporation shall issue its shares to, or record the transfer of all its shares in the name of its stockholders of record, in the form of uncertificated shares. Nonetheless, upon written request by a stockholder of record, the Corporation shall issue a stock certificate to such stockholder. The certificates shall contain the matters required by the law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate, which must be issued in consecutive order, shall bear the signature or facsimile of the signature of the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

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

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

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

Section 4. Lost Certificates - In case any stock certificate is lost stolen or destroyed a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 72 of the Revised Corporation Code or any successor law. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 5. Fractional Shares - No certificate of stock shall be issued evidencing ownership of a fractional part of a share. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 6. Addresses of Stockholders. Each stockholder shall designate to the Secretary of the Corporation an address and electronic mail address at which notices of meetings and all other corporate notices may be served upon, mailed or e-mailed to him, and if any stockholder shall fail to designate such address and electronic mail address, corporate notices may be served upon him by mail or e-mail directed to him at his last known address and/or e-mail address. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 7. Stock Transfer Agent. The Corporation shall engage the services of a duly licensed transfer agent to monitor transfer of the Corporation's shares. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

ARTICLE II MEETING OF STOCKHOLDERS

Section 1. Annual/ Regular Meetings -The annual/regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office every second to the last Wednesday of April of each year, if a legal holiday, then on the day following. *(As approved by the Board of Directors on March 15, 2022 and stockholders on April 20, 2022)*

Section 2. Special Meeting – The special meeting of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance; or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of Meeting - Stockholders' meetings, whether regular or special, shall be held in the principal office of the Corporation, or, if not practicable, at any place designated by the Board of Directors, in the city or municipality where the principal office of the Corporation is located. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, or by regular or electronic mail, or such other manner as the Securities and Exchange Commission ("SEC") shall allow under its guidelines and within such period as may be required under existing laws, rules or regulations to each stockholder of record at his last known residential or office address, or electronic mail address. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each stockholder of the Corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a stockholder shall be considered a valid service of the notice upon said stockholder. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. A stockholder may waive the notice requirement, either expressly or impliedly, provided that attendance at a meeting shall constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

called or convened. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted on the original date of meeting.

Section 5. Quorum - Unless otherwise provided by law, in the Articles of Incorporation, and in these By-Laws, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present (either in person, remote communication or in absentia as the SEC shall allow under its guidelines) or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 6. Conduct of Meeting - Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, by the President, or if none of the foregoing is in the office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person (or through remote communication or in absentia as the SEC shall allow under its guidelines), or by proxy executed in writing by the stockholder or his duly authorized attorney in fact.

All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. The instrument appointing a proxy shall be deemed to confer authority to demand, or join in, a poll. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for a stated period or may fix in advance a date as the record date in accordance with existing laws, rules or regulations. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. The Board of Directors is the supreme authority in matters of governance and managing the business of the Corporation. Within their chartered authority, the directors acting as a board have the fullest powers to regulate the concerns of the Corporation according to their best judgment. It shall be the Board's responsibility to promote and adhere to the principles and best practices of corporate governance and to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with the Board's fiduciary responsibility, which the Board shall exercise in the best interest of the Corporation and its stockholders.

Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these By-laws for the management of the Corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire for and in the name of the Corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the Corporation in another corporation or for purposes other than those for which the Corporation was organized subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary, to issue evidence of such indebtedness including, without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders' approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the Corporation;
- e) To guarantee, for and in behalf of the Corporation, obligations of other corporations or entities in which it has lawful interest;
- f) To make provisions for the discharge of the obligations of the Corporation as they mature, including payment for any property, in cash, property, stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose;
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in the Board's judgment, the Corporation's interest would thereby be promoted;

h) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons to participate in any such plans and the amount of their respective participations;

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and likewise, to grant installments for the payment or settlement of whatsoever debts are owing to the Corporation;

j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the Corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the Corporation with such and upon such terms, as may be deemed fit;

k) To implement these By-laws and to act on any matter not covered by these By-laws, provided such matter does not require the approval or consent of the stockholders under any existing laws, rules or regulations.

l) To resolve doubts as to the meaning of these By-Laws and supply the omissions hereof, and give an account to the general meeting of the stockholders. *(As approved by the Board of Directors and the stockholders on June 25, 2021)*

Section 2. Number and Term of Office – The Board of Directors shall have SEVEN (7) members who shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified in accordance with these By-Laws. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 3. Qualifications – All directors (including independent directors) shall have such qualifications and disqualifications provided for in the Revised Corporation Code, Securities Regulations Code, the Corporation's Manual on Corporate Governance and other relevant laws and regulations. The manner of electing and terminating the independent directors shall in accordance with the Corporation's Manual on Corporate Governance.

Any person having at least one (1) share of stock registered in his name in the books of the Corporation may be nominated and elected to the Board of Directors, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is hostile or antagonistic to, or is engaged in any business which competes with or its antagonistic to that of, the Corporation or any of its subsidiaries or affiliates. Without limiting the generality of the foregoing, a person shall be antagonistic or deemed to be so engaged:

(i) If he is, or he is an officer, manager, or controlling person of, or the owner or a member of his immediate family is the owner (either of record or beneficial owner) of 20% or more of any outstanding class of shares of any corporation (other than one in which this Corporation owns at least 30% of the capital stock) which is, hostile or antagonistic to or is engaged in a business competitive or antagonistic to that of the Corporation or any of its subsidiaries or affiliates, both as determined by the Board of Directors, by at least two-thirds (2/3) vote;

(ii) If he is, or he is an officer, manager, or controlling person of, or the owner or a member of his immediate family is the owner (either of record or beneficial owner) of 20% or more of any outstanding class of shares of any corporation (other than one in which this Corporation owns at least 30% of the capital stock) which is, an adverse party in any suit, action or proceeding (of whatever nature, whether civil, criminal, administrative or judicial) by or against the Corporation or any of its subsidiaries or affiliates, which has been actually filed or threatened, imminent or probable to be filed, as determined by the Board of Directors by at least two thirds (2/3) vote;

(iii) If the Board of Directors, in the exercise of its judgment in good faith, determined by at least two-thirds (2/3) vote that he is the nominee, officer, trustee, adviser, legal counsel, of any individual set forth in (i) or (ii).

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

For proper implementation of this provision, all nominations for election of Directors by the Stockholders shall be submitted in writing to a nominations committee of not less than three (3) directors to be appointed by the Board of Directors on or before a date (as may be fixed by the Board of Directors in accordance with applicable law) before the regular or special meeting of stockholders for the purpose of electing directors.

For purposes of this provision, the term "affiliate" of the Corporation shall refer to an entity or enterprise linked, directly or indirectly, to the Corporation by means of:

- (i) Ownership, control and power to vote by the Corporation or any of its subsidiaries of 50% or more of the outstanding voting of such entity or enterprise;
- (ii) Common major stockholders, i.e. owning 50% of more of the outstanding voting stock of the Corporation of such entity or enterprise;
- (iii) Management contract or any arrangement between the Corporation or any of its subsidiaries and such entity granting power to the Corporation or any of its subsidiaries to direct or cause the direction of management and policies of such entity or enterprise;
- (iv) The Corporation or any of its subsidiaries is a voting trustee holding 50% or more of the outstanding voting stocks of such entity or enterprise; and
- (v) The Corporation or any of its subsidiaries holds a continuing proxy constituting or more of the outstanding voting stock of such entity or enterprise;

For purposes of this provision, "immediate family" shall mean any person related to another, whether by consanguinity or affinity, up to the third civil degree.

(As approved by the Board of Directors and stockholders on June 25, 2021)

Section 4. Vacancies - Any vacancy occurring in the Board of Directors, other than by removal by the stockholders or by expiration of the term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or special meeting of the stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these By-laws. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 5. Meetings - Regular meetings of the Board of Directors shall be held quarterly on such dates and at places, as may be called by the Chairman of the Board, or, in his absence, the President, or upon the request of at least a majority of the directors and shall be held at such places as may be designated in the notice. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 6. Notice - Notice of the regular or special meeting of the Board, specifying the date, time, and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message, or by electronic mail at his last known electronic mail address at least two (2) days prior to the scheduled meeting. Each director shall provide his current residential or office address and electronic mail address to the Secretary not later than thirty (30) days after the organizational meeting of the directors, and shall notify the Secretary of any change in his residential or office address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each director of the Corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a director shall be considered a valid service of the notice upon said director. A director may waive this requirement either expressly or impliedly. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 7. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 8. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or in his absence, by any other director chosen by the Board. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, and if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

The Board of Directors may conduct their meetings through telephone conferencing, videoconferencing, or other alternative modes of communication that allow them reasonable

opportunities to participate. The Corporate Secretary, or in his or her absence, the Assistant Corporate Secretary, or in the absence of both, the secretary of the meeting appointed by the Chairman or in his absence, by the presiding director, shall ensure that such conferences are duly recorded and the tapes or appropriate discs are properly stored for safekeeping. Meetings conducted through telephone conferencing or videoconferencing shall be in accordance with the guidelines prescribed under relevant laws and regulations. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 9. Compensation – By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board as compensation.

A director, except an independent director, shall not be precluded from serving the Corporation in any other capacity such as an officer, agent or otherwise, and from receiving compensation thereof.

(As approved by the Board of Directors and stockholders on June 25, 2021)

Section 10. Meetings by Teleconference, Videoconference, or Similar Modes – A director may attend a meeting of the Board of Directors by teleconference, videoconference, or through similar modes of modern communication technology. If a director attends a meeting through teleconferencing or video conferencing, such meetings shall be properly recorded with appropriate tapes, discs, and/or other recording material which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 11. Manual on Corporate Governance - To aid the Board of Directors in the promotion of and adherence to the principles of good corporate governance, the Board adopted a Manual on Corporate Governance, which may be amended from time to time as may be deemed by the Board and such Manual shall be suppletory to these By-Laws. *(as amended in a meeting of the Board of Directors and stockholders on September 30, 2020)*

ARTICLE IV

COMMITTEES

Section 1. Committees - The Board may create such committees as may be required by applicable laws and regulations, such as but not limited to: (i) Executive Committee; (ii) Audit Committee; (iii) Board Risk Oversight Committee; (iv) Corporate Governance Committee; (v) Related Party Transactions Committee, and such other committees as the Board of Directors may determine to be necessary. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

ARTICLE V OFFICERS

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

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 2. Chairman of the Board - The Chairman of the Board shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 3. President - The President who shall be a director shall have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:

- a) To preside at the meetings of the stockholders;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans, and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To have general supervision and management of the business affairs and property of the corporation;
- d) To ensure that administrative and operational policies of the Corporation are carried under his supervision and control;
- e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the Corporation;
- g) To prepare such statements and reports of the Corporation as may be required of him by law;
- h) To represent the Corporation at all functions and proceedings;
- i) To execute on behalf of the Corporation all contracts, agreements and other instruments affecting the interest of the Corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- j) To make reports to the Board of Directors and stockholders;

- k) To sign certificates of stock; and
- l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 4. Vice-President(s) - If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 5. The Secretary - The Secretary must be a resident and citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the Corporation's formal actions and transactions. He shall have the following specific powers and duties:

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

(As approved by the Board of Directors and stockholders on June 25, 2021)

Section 6. The Treasurer - The Treasurer of the Corporation shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;
- c) To deposit in the name and to the credit of the Corporation, in such bank(s) as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the Corporation which may come under his control;
- d) To render annual statements showing the financial condition of the Corporation and such other financial reports as the Board of Directors, or the President may, from time to time, require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as the Board or the President may assign to him.

(As approved by the Board of Directors and stockholders on June 25, 2021)

Section 7. Term of Office - The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.

ARTICLE VI OFFICES

Section 1. The principal office of the Corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

**ARTICLE VII
AUDIT OF BOOKS, FISCAL YEAR, AND DIVIDENDS**

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor of the Corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the Corporation.

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

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

**ARTICLE VIII
AMENDMENTS**

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

**ARTICLE IX
SEAL**

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors. *(As approved by the Board of Directors and stockholders on June 25, 2021)*

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing By-Laws and hereunto affixed our signatures this 13th day of January 2000 at San Juan, MM.

(Sgd.) JOSEPH M. YAP

(Sgd.) EFREN M. REYES

(Sgd.) DANTE T. RAMOS

(Sgd.) CONCEPCION T. FERNANDEZ

(Sgd.) RICARDO G. VILLAROSA

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

SECRETARY'S CERTIFICATE

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

1. I am the Assistant Corporate Secretary of **FILINVEST REIT CORP.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 5th-7th Floors, Vector One Building, Northgate Cyberzone, Filinvest City, Alabang, Muntinlupa 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 or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this JUN 02 2022 in Mandaluyong City, Metro Manila.

K. O. Clemente-Lua

KATRINA O. CLEMENTE-LUA
Assistant Corporate Secretary
TIN:

SUBSCRIBED AND SWORN to before me this JUN 02 2022 in Mandaluyong City, Metro Manila, affiant exhibiting to me as competent evidence of her identity, Philippine Passport No. _____ bearing her photograph and signature, issued by Department of Foreign Affairs NCR-South, and valid until _____

Doc. No. 163 ;
Page No. 34 ;
Book No. 17 ;
Series of 2022.

File No. 1:19:3
SC-FILRT- No Intracorporate Dispute/Ryan

JOVEN G. SELLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 4864924; 1-3-22; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY