



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

COMPANY REG. NO. CS201308147

**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

RASLAG CORP.

(Amending Articles IV (term of existence), VII & XI and by adding new provision designated as Article XII thereof)

copy annexed, adopted on April 19, 2021 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 14th day of June, Twenty Twenty One.


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

AMENDED
ARTICLES OF INCORPORATION
OF
RASLAG CORP.

Know ALL Men By These Presents:

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

THAT WE HEREBY CERTIFY:

FIRST: The name if this corporation shall be:

RASLAG CORP.

SECOND: A. That the primary purpose of this corporation is to develop, construct, own, operate and maintain power productions facilities; sell the power capacity and energy produced either in bulk, wholesale or retail; construct, own, operate and maintain related and substation, switchyard, transmission, sub-transmission and metering facilities to connect the power production facility to the transmission grid or distribution system; provided, that the corporation shall not engage in any public utility business without first obtaining the necessarily government franchise and licenses.]

The exploration, development or utilization of Renewable Energy (RE) resources, actual operation of RE system and facilities and / or the generation of electricity from RE resources. (As amended by the Board of Directors and its Stockholders on Sept. 8, 2013)

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at:

No. /Street 1905 Robinsons Equitable Tower, ADB Ave. cor. Poveda St. Ortigas

City /Town Pasig City

Province _____

FOURTH: That the term for which the corporation is to exist is perpetual from and after date of issuance of the certificate of incorporation.¹

¹ As approved by the corporation's Board of Directors on 19 April 2021, and stockholders on 19 April 2021.

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

NAME	NATIONALITY	RESIDENCE
PETER G. NEPOMUCENO	Filipino	19 St. Joseph Street, Villa Teresa Subdivision, Angeles City
GEROMIN T. NEPOMUCENO, JR	Filipino	13 St. Joseph Street, Villa Teresa Subdivision, Angeles City
MA. RITA V. CHUA	Filipino	Filipino 9-4 Aurora Drive, Villa Teres Subdivision, Angeles City
RAFAEL N. MAPUA	Filipino	46 Trinidad St. BFHEVA, Las Pinas City
THERESA GRACIA VALDES	Filipino	19 St. Joseph Street, Villa Teresa Subdivision, Angeles City

SIXTH: That the number of the directors of said corporation shall be NINE (9) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

NAME	NATIONALITY	RESIDENCE
PETER G. NEPOMUCENO	Filipino	19 St. Joseph Street, Villa Teresa Subdivision, Angeles City
GEROMIN T. NEPOMUCENO, JR	Filipino	13 St. Joseph Street, Villa Teresa Subdivision, Angeles City
MA. RITA V. CHUA	Filipino	Filipino 9-4 Aurora Drive, Villa Teresa Subdivision, Angeles City
RAFAEL N. MAPUA	Filipino	46 Trinidad St. BFHEVA, Las Pinas City
THERESA GRACIA VALDES	Filipino	19 St. Joseph Street, Villa Teresa Subdivision, Angeles City

(As Amended by the Board of the Directors and Stockholders on September 05, 2018)

SEVENTH: That the authorized capital stock of the corporation is TWO BILLION (P2,000,000,000.00) pesos in lawful money of the Philippines, divided into Two Billion (2,000,000,000.00) shares with the par value of ONE (P1.00) peso per share. (As Amended by the Board of Directors and its Stockholders on September 05, 2018)

The stockholders of the Corporation shall have no pre-emptive right to subscribe to or purchase any or all issues or dispositions of shares of any class of the Corporation.²

EIGHT: That at least 25% of the authorize capital has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
ANGELES POWER, INC. TIN: 002-193-769-000	Filipino	600,000	P60,000,000.00	P15,000,000.00
J. TEN EQUITIES, INC. TIN: 214-234-091-000	Filipino	399,980	39,998,000.00	9,999,500.00
PETER G. NEPOMUCENO	Filipino	4	400.00	100.00
GEROMIN T. NEPOMUCENO, JR.	Filipino	4	400.00	100.00
MA. RITA V. CHUA	Filipino	4	400.00	100.00
RAFAEL N. CHUA	Filipino	4	400.00	100.00
TERESA GRACIA VALDES	Filipino	4	400.00	100.00
TOTAL		1,000,000	P100,000,000.00	P25,000,000.00

NINTH: No transfer of stocks or interest which would reduce the stocks ownership of Filipino citizens to less than the required percentage of capital stocks as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation restriction shall be indicated in the stock certificates issued by the corporation.

TENTH: That **PETER G. NEPOMUCENO** has been elected by the subscribers as a treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such treasurer, he/she has been authorized to receive for and in name and for the benefits of the corporation, all subscriptions paid by the subscribers.

² As approved by the corporation's Board of Directors on 19 April 2021, and stockholders on 19 April 2021.

ELEVENTH: That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customers or public policy.

TWELFTH. That should the Corporation apply for listing with the Philippine Stock Exchange ("PSE"), the lock-up requirements are as follows:

A. Listing Application in the Main Board

Should the Corporation apply for listing with the PSE in the Main Board, it shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the company to refrain from selling, assigning or in any manner disposing of their shares for a period of:

i. One hundred eighty (180) days after the listing of said shares if the Corporation meets the track record requirements in Section 1 hereof; or

ii. Three hundred sixty-five (365) days after the listing of said shares if the Corporation is exempt from the track record and operating history requirements of the Rules.

If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which leads to an issuance or transfer of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the Offering Period, or, prior to the listing date in the case of the Corporation listing by way of introduction, and the transaction price is lower than that of the offer price in the Initial Public Offering or than that of the listing price in the case of the Corporation listing by way of introduction, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from the full payment of the aforesaid shares.

The foregoing lock-up requirement shall be implemented in the manner provided in Section 17, Part A, Article III of the Revised Listing Rules of the PSE, or any amendment thereto.

The foregoing lock-up requirement will not apply to a listed company that transfers to the Main Board if the lock-up period set out above, whichever is applicable, has been observed while listed in the SME Board. Otherwise, the difference between the applicable lock-up period and the actual lock-up of shares shall be observed.

B. Listing Application in the SME Board

Should the Corporation apply for listing with the PSE in the SME Board, it shall cause its existing non-public stockholders and their related parties to refrain from selling, assigning, encumbering or in any manner disposing of their shares for a period of one (1) year after the listing of such shares. All other stockholders shall not be subject to mandatory lock-up under this provision.

For purposes of this section, “non-public stockholders” shall mean the Applicant Company’s: (i) principal stockholders (i.e., the owner of ten percent (10%) or more of the issued and outstanding shares); (ii) subsidiaries or affiliates; (iii) directors; (iv) principal officers; and (v) any other person who has substantial influence on how the Corporation is being managed.

The term “related parties” shall mean the non-public stockholder’s: (i) principal stockholders (i.e., the owner of ten percent (10%) or more of the issued and outstanding shares); (ii) subsidiaries or affiliates; (iii) directors; (iv) principal officers; and (v) members of the immediate families sharing the same household of any of its principal stockholders, directors, or principal officers.

If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which leads to an issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within six (6) months prior to the start of the Offering Period, or, prior to the listing date in case of the Corporation listing by way of introduction, and the transaction price is lower than that of the offer price in the Initial Public Offering, or than that of the listing price in the case of the Corporation listing by way of introduction, all shares subscribed or acquired shall be subject to a lock-up period of at least one (1) year from listing of the aforesaid shares.

The foregoing lock-up requirement shall be implemented in the manner provided in Section 17, Part A, Article III of the Revised Listing Rules.”³

IN WITNESS WHEREOF, we have set our hands this _____ at _____.

[signed]
PETER G. NEPOMUCENO
TIN: 104-610-257

[signed]
GEROMIN T. NEPOMUCENO, JR.
TIN: 103-500-026

[signed]
MA. RITA V. CHUA
TIN: 909-940-848

[signed]
RAFAEL N. MAPUA
TIN: 145-874-559

[signed]
THERESA GRACIA VALDES
TIN: 299-216-813

³ As approved by the corporation’s Board of Directors on 19 April 2021, and stockholders on 19 April 2021.

