REPUBLIC OF THE PHILIPPINES
**SECURITIES AND EXCHANGE COMMISSION**
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 23022

# 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

## PANASONIC MANUFACTURING PHILIPPINES CORPORATION

[Amending Article III thereof.]

copy annexed, adopted on April 16, 2015 by majority vote of the Board of Directors and on June 19, 2015 by the vote of the stockholders owning or representing more than 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 Mandaluyong City, Metro Manila, Philippines, this 13th day of July, Twenty Fifteen.

Date: 9-10-2015 Time: 9:33:7 AM

FERDINAND B. SALES
Director
Company Registration and Monitoring Department

MVnelly

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Verified by: B. ABAD Date Issued: OCT 09 2015

Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554

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# PAYMENT ASSESSMENT FORM

No. 07092015-922710

| DATE | RESPONSIBILITY CENTER (DEPARTMENT) |
|---|---|
| 07/09/2015 | CRMD |

23022

PAYOR: PANASONIC MANUFACTURING PHILIPPINES CORP. RIZAL

| | NATURE OF COLLECTION | ACCOUNT CODE | AMOUNT |
|---|---|---|---|
| | LRF (A0823) | 131 | 10.00 |
| | AMENDED ARTICLES | 606 | 500.00 |
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TOTAL AMOUNT TO BE PAID: Php 510.00

Assessed by: 7/9/15
MMVELASQUEZ

OR# 1298012 Jul 9, 2015 00:17PM SEC No: null
OBrobian PHP 510.00**********

Machine Validation:

20150709-140

Date: 9-10-2015 Time: 9:33:8 AM

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# COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: AMENDMENT

SEC Registration Number: 23022

Former Company Name:

PANASONIC MANUFACTURING PHILIPPINES CORPORATION

AMENDED TO:
New Company Name:

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

ORTIGAS AVENUE EXTENSION BARRIO MAPANDAN BARANGAY SAN ISIDRO TAYTAY RIZAL

ZIP CODE:

COMPANY INFORMATION

| Company Email Address | Company's Telephone Number/s | Mobile Number |
|---|---|---|
| | 635-22-60 | |

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. Mamerto Z. Mondragon | mzmlaw@yahoo.com | 818-77-39 | |

Contact Person's Address

8th Floor Raja Sulayman Bldg. 108 Benavidez Street, Legaspi Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor: M. Velasquez — Date: 7/8/15 3:29 / 7/9/15 11:14 — Signature:

Document I.D.:

Received by Corporate Filing and Records Division (CFRD): 9-10-2015 Time: 9:33:9 AM

Forwarded to:

- Corporate and Partnership Registration Division — 7-10-15
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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# AMENDED
# ARTICLES OF INCORPORATION
# OF
# PANASONIC MANUFACTURING PHILIPPINES CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

**First,** that the name of the corporation shall be

PANASONIC MANUFACTURING PHILIPPINES CORPORATION
(As amended by the Board of Directors on October 13, 2004 and ratified by its stockholders on November 25, 2004)

**Second,** that the principal purpose for which the corporation is organized are as follows: (a) to import, manufacture, buy, sell and distribute at wholesale, electronic, electrical, mechanical, electro-mechanical and other types of machinery, equipment and appliances and parts and components. (Amended June 2, 1995); and (b) to manufacture, process, sell at wholesale or deal in and with dry batteries, electric cells, apparatus, for starting electric lamps, appliances tools and other instrument and to deal in any other allied substances and derivatives in furtherance of the business manufacturing, processing, selling and dealing in with dry batteries and electric cells of all kinds and descriptions (Amended May 8, 1967) incident to and in furtherance of the aforementioned purposes to service and warrant all manufacture products, and to perform all and everything necessary and proper for the attainment of such objective. (Amended July 19, 1974)

Date: 9-10-2015 Time: 9:33:10 AM

The corporation shall have the following secondary purposes:

1. To purchase, acquire, and take over all any part of the rights, assets, business and property of any person, partnership, corporation and association, and to undertake and to assume the liabilities and obligation whose rights, assets, business or property may be purchased, acquired or taken over.

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2. To purchase, own, sell, mortgage, or otherwise dispose of the shares of the capital stock and bonds of any other corporation, whether domestic or foreign, and to exercise all the rights, powers and privileges appertaining thereto.

3. To issue bonds, debentures, securities, collaterals and other obligations or otherwise incur indebtedness in such manner as may be determined by the corporation.

4. To mortgage, pledge or otherwise encumber all or any part of its real or personal properties, rights, interest and franchise including any or all shares of stocks, bonds debentures, notes, scripts or other evidence or indebtedness at any time owned by it, for the purpose of guarantying the obligations or any other corporation, partnership, association or person in which or with whom it has a direct and indirect interest. (Amended April 4, 1967)

5. To undertake, subject to such terms and conditions as the corporation may deem fit, the management of the operation of the business, industry or enterprise or any person, partnership, corporation or association.

6. To carry on a general import and export business dealing in goods, wares, and merchandise of any kind and nature of whatever.

7. To deal in and transact all forms of business and commercial acts, excluding stock brokerage, in connection with the foregoing purposes, whatever for itself or for a third party.

8. To enter into, make, perform and carry out contracts of every kind and nature which may be necessary or convenient for the business of the corporation.

9. To do all such order acts and things as are incidental or conducive to the attainment of the above objectives or which may be calculated directly or indirectly to enhance the value of or render profitable, any business or property of the corporation.

Date: 9-10-2015 Time: 9:33:11 AM

**Third.** That the place where the principal office of the corporation is to be located or established is in Ortigas Avenue Extension, Barrio Mapandan, Barangay San Isidro, Taytay, Rizal. (Amended by the Board of Directors on April 16, 2015 and ratified by Stockholders on June 19, 2015)

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**Fourth.** That the terms of which the corporation is to exist for another fifty (50) years from May 14, 2013 or up to May 14, 2063. (As amended by the Board of Directors on May 17, 2012 and ratified by its Stockholders on June 15, 2012)

**Fifth.** That the name, nationality and residence of the incorporators are as follows:

| NAME | CITIZENSHIP | ADDRESS |
|---|---|---|
| Jesus V. del Rosario | Filipino | 44 McKinley Road, Forbes Park, Makati City |
| Pacita C. del Rosario | Filipino | 44 McKinley Road, Forbes Park, Makati City |
| Luis V. del Rosario | Filipino | 18 Canopus Street, Bel-Air IV Makati City |
| Augusto G. Navarro | Filipino | 679 San Rafael, Mandaluyong, Rizal |
| Jose Arboleda, Jr. | Filipino | 36 Gen. Delgado, Antonio Village, Pasig, Rizal |

**Sixth.** That the number of directors of the corporation shall be nine (9) (Amended March 20, 2006), and that the names, nationality and residence 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:

| NAME | CITIZENSHIP | ADDRESS |
|---|---|---|
| Jesus V. del Rosario | Filipino | 32 Antipolo Street, Pasay City |
| Pacita C. del Rosario | Filipino | 32 Antipolo Street, Pasay City |
| Luis V. del Rosario | Filipino | 53 San Luis Street, Pasay City |
| Augusto G. Navarro | Filipino | 679 San Rafael, Mandaluyong, Rizal |
| Jose Arboleda, Jr. | Filipino | 36 Gen. Delgado, Antonio Village, Pasig, Rizal |

Date: 9-10-2015 Time: 9:33:12 AM

**Seventh.** That the authorized capital stock of the corporation is EIGHT HUNDRED FORTY SEVEN MILLION (₱847,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into EIGHT HUNDRED FORTY SEVEN MILLION (847,000,000) shares of stock with par value of ONE (P1.00) PESOS each.

www.sec.gov.ph Signatures and addresses appearing herein are not to be expressed.

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That the shares shall be classified into ONE HUNDRED SIXTY NINE MILLION FOUR HUNDRED THOUSAND (169,400,000) (20%) Class "A" shares and SIX HUNDRED SEVENTY SEVEN MILLION SIX HUNDRED THOUSAND (677,600,000) (80%) Class "B" shares the former being transferable only to Filipino citizens while the latter being transferable to Filipino citizens or foreign nationals.

Each share shall have its type clearly designated on the face of the certificate.

No transfer of shares of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the books of the corporation.

That foregoing restriction shall be indicated in all stock certificates of the corporation.
(As amended May 2, 1991)

**Eight.** That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND (₱200,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

| NAME | ADDRESS | SHARES | AMOUNT SUBSCRIBED |
|---|---|---|---|
| Jesus V. del Rosario | 44 McKinley Road, Forbes Park, Makati City | 196,000 | P196,000.00 |
| Pacita C. del Rosario | 44 McKinley Road, Forbes Park, Makati City | 1,000 | 1,000.00 |
| Luis V. del Rosario | 18 Canopus Street, Bel-Air IV Makati City | 1,000 | 1,000.00 |
| Augusto G. Navarro | 679 San Rafael, Mandaluyong, Rizal | 1,000 | 1,000.00 |
| Jose Arboleda, Jr. | 36 Gen. Delgado, Antonio Village, Pasig, Rizal | 1,000 | 1,000.00 |
| | TOTAL: | 200,000 | ₱200,000.00 |

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**Ninth.** That the following persons have paid on the above of the capital stock for which they have subscribed the amount set out opposite their names.

| NAME | ADDRESS | AMOUNT PAID ON SUBSCRIPTION |
|---|---|---|
| Jesus V. del Rosario | 44 McKinley Road, Forbes Park, Makati City | P49,000.00 |
| Pacita C. del Rosario | 44 McKinley Road, Forbes Park, Makati City | 250.00 |
| Luis V. del Rosario | 18 Canopus Street, Bel-Air IV Makati City | 250.00 |
| Augusto G. Navarro | 679 San Rafael, Mandaluyong, Rizal | 250.00 |
| Jose Arboleda, Jr. | 36 Gen. Delgado, Antonio Village, Pasig, Rizal | 250.00 |
| | TOTAL: | ₱50,000.00 |

**Tenth.** That Jesus V. del Rosario has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hand in the City of Manila, Philippines, this 26th day of April 1963.

Date: 9-10-2015 Time: 9:33:13 AM

(SGD.) JESUS V. DEL ROSARIO

(SGD.) PACITA C. DEL ROSARIO

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(SGD.) LUIS V. DEL ROSARIO

User Name: secexpressd

(SGD.) AUGUSTO G. NAVARRO

(SGD.) JOSE ARBOLEDA, JR.

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Verified by: B. ABAD Date Issued: OCT 0 9 2015

SIGNED IN THE PRESENCE OF:

(SGD.) GUALBERTO O. CAPINPIN (SGD.) LORNA LEGASPI

REPUBLIC OF THE PHILIPPINES)
IN THE CITY OF MANILA ) S.S.

BEFORE ME, the undersigned Notary Public in and for the City of Manila, appeared personally:

| NAME | RES. CERT. NO. | DATE & PLACE ISSUED |
|---|---|---|
| Jesus V. del Rosario | A-0153769 | Jan. 11, 1963 - Manila |
| Pacita C. del Rosario | A-4128355 | April 16, 1962 - Pasay |
| Luis V. del Rosario | A-0315001<br>B-049439 | Jan. 22, 1963 - Manila<br>Feb. 20, 1963 - Q. C. |
| Augusto G. Navarro | A-0155893<br>B-0059593 | Jan. 14, 1963 - Manila<br>April 5, 1963 - Manila |
| Jose Arboleda, Jr. | A-1053755 | Jan. 11, 1963 - Manila |

Known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that they executed the same as their own free and voluntary act and deed.

(SGD.) POLICARPIO L. ASCALON
NOTARY PUBLIC
Until December 3, 1963

Doc. No. 103
Page No. 83
Book No. 1
Series of 1963.

Date: 9-10-2015 Time: 9:33:14 AM

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**DIRECTORS' CERTIFICATE**
**OF THE FURTHER AMENDMENT OF THE**
**ARTICLES OF INCORPORATION**
**OF**
**PANASONIC MANUFACTURING PHILIPPINES CORPORATION**

SECURITIES AND EXCHANGE COMMISSION
CRMD-CFRD
JUL 09 2015
RECEIVED BY

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being the Chairman of the Board of Directors, all of the members of the Board of Directors and the Secretary of **PANASONIC MANUFACTURING PHILIPPINES CORPORATION,** do hereby certify:

1. That at the Special Meeting of the Board of Directors of the corporation held at its principal office on April 16, 2015 at which meeting majority of the members of the Board of Directors was present, the following resolutions were unanimously approved and adopted:

**AMENDMENT OF ARTICLES OF INCORPORATION**
**TO REFLECT THE EXACT PRINCIPAL OFFICE ADDRESS**

**"RESOLVED,** as it hereby resolved, that pursuant to SEC Memorandum Circular No. 6 Series of 2014 requiring all corporation to indicate in its Articles of Incorporation the specific and exact place of its principal office, the corporation be authorized and directed to amend as it hereby amends its Articles of Incorporation to read as follows:

**Third:** That the place where the principal office of the corporation is to be located or established is in Ortigas Avenue Extension, Barrio Mapandan, Barangay San Isidro, Taytay, Rizal.

**"RESOLVED FURTHER** that **Mr. Nobuo Yasuhira**, President and Chairman of the Board and **Atty. Mamerto Z. Mondragon**, Corporate Secretary, be authorized and directed to make, sign and deliver any and all documents necessary to carry out the authority above granted.

Date: 9-10-2015 Time: 9:33:15 AM

2. That at the Annual Meeting of Stockholders of the corporation held on June 19, 2015 at which meeting stockholders owning more than two thirds (2/3) of the subscribed and outstanding capital stock of the corporation were present, the foregoing resolutions adopted by the Board of Directors on April 16, 2015 were unanimously **APPROVED, RATIFIED** and **CONFIRMED.**

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3. That the attached are true and correct copy of the Amended Articles of Incorporation of Panasonic Manufacturing Philippines Corporation as amended.

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Verified by: D. ABAD Date Issued: OCT 09 2015
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**IN WITNESS WHEREOF,** we have hereunto set our hands this 08 JUL 2015 day of June 2015 at Taytay, Rizal, Philippines.

**NOBUO YASUHIRA**
Chairman of the Board
Passport No. TH2928762
Issued on March 20, 2007
Issued at Japan
TIN: 435-743-183

**ATTESTED BY:**

**MAMERTO Z. MONDRAGON**
Corporate Secretary
Driver's License No. N14-69-020128
Issued on November 21, 2014
Issued at Pasig City
TIN: 105-891-348

**YOSHIYUKI TAKAHASHI**
Executive Director
Passport No. TZ0428194
Issued on June 212, 2006
Issued at Japan
TIN: 469-845-010

**HIROSHI YAMADA**
Executive Director
Passport No. TH5907844
Issued on May 9, 2008
Issued at Japan
TIN: 442-897-500

**MASARU TOYOTA**
Executive Director
Passport No. TZ0562946
Issued on May 26, 2008
Issued at Japan
TIN: 450-857-618

**MIGUEL CASTRO**
Director
Driver's License No. D16-80-009741
Issued on May 23, 2014
Issued at Angono, Rizal
TIN No. 106-290-839

**EMILIANO VOLANTE**
Director
VIN: 7402-0604A-F2044ESV10000-7
Issued on
Issued at
TIN No. 106-291-049

**ELIZABETH GILDORE**
Director
Passport No. EC0672098
Issued on March 26, 2014
Issued at DFA Manila
TIN No. 106-283-715

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**SUBSCRIBED AND SWORN** to before me this 08 JUL 2015 day of June 2015 at Makati City, affiants exhibited to me their Valid ID's/Passport/TIN indicated below their respective signatures.

Doc. No. 376
Page No. 76
Book No. XL
Series of 2015.

Arboladura
**SOLFIA S. ARBOLADURA**
Notary Public until Dec. 31, 2015
Roll # 39714/ Appointment # M-25
IBP Lifetime 04982/ Mla. II/ 05.15.03
PTR 3885108/ Manila/ 01.16.2015
2/F Raha Sulayman Bldg., 108 Benavidez St.
Legaspi Village, Makati City

Date: 9-10-2015 Time: 9:33:18 AM

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