

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

2 3 0 2 2

Former Company Name

P A N A S O N I C M A N U F A C T U R I N G
P H I L I P P I N E S C O R P O R A T I O N

AMENDED TO:
New Company Name

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

O R T I G A S A V E N U E E X T E N S I O N B A R R I O
M A P A N D A N B A R A N G A Y S A N I S I D R O
T A Y T A Y R I Z A L

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Numbers

635-22-60

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Atty. Mamerto Z. Mondragon

Email Address

mzmlaw@yahoo.com

Telephone Numbers

818-77-39

Mobile Number

Contact Person's Address

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

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

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



MARKETS & SECURITIES REGULATION DEPARTMENT

26 July 2018

PANASONIC MANUFACTURING PHILIPPINES CORPORATION
Ortigas Avenue Extension
Barrio Mapandan, San Isidro
Taytay, Rizal

ATTENTION: **ATTY. MAMERTO Z. MONDRAGON**
Corporate Secretary

Subject : **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment/or recommendation relative to company's proposed application of Amendment to its Amended By-laws embodying Article II, Section 2, on the changing the schedule of the Corporation's annual meeting from 3rd Friday of June to 3rd Friday of July.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that the subject matter of the present request is an amendment of the company's By-laws, which is within the primary jurisdiction of CRMD.

Nevertheless, this Department would like to emphasize that the proposed date of the annual meeting (3rd Friday of July) is close to the filing of the company's Annual Report (SEC Form 17-A) which may cause the delay of the distribution of the company's Information Statement (SEC Form 20-IS). Thus, should the company pursue said amendment, Panasonic Manufacturing Philippines Corporation is hereby put on notice that the same shall not be used as an excuse for its failure to comply with the requirements of Rule 20 of the 2015 SRC IRR. Furthermore, the company is hereby directed to file a duly accomplished Current Report (SEC Form 17-C) disclosing therein the Commission's approval of the amendment with the Central Receiving and Records Division of the Commission, within five (5) days from approval of the Amended By-laws. In addition the company is reminded to file the corresponding amended General Information Sheet (GIS) within seven (7) days after such change become effective.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

(MSRD Form) for Request for Comments/Recommendations
for CRMD Applications filed by MSRD regulated entities

July 26, 2019
Date

SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

Attention: **MARKETS AND SECURITIES REGULATION DEPARTMENT**

Subject: **REQUEST FOR COMMENTS/RECOMMENDATION**

Gentlemen:

This is to respectfully request your Department's comment and/or recommendation on the proposed application of our corporation/partnership to be filed with the Company Registration and Monitoring Department (CRMD), details of which are as follows:

NAME OF REQUESTING CORPORATION/PARTNERSHIP	PANASONIC MANUFACTURING PHILIPPINES CORPORATION
ADDRESS OF REQUESTING CORPORATION/PARTNERSHIP	ORTIGAS AVENUE EXTENSION, BARRIO LADANGAN, BARANGAY SAN ISIDRO TAYTAY, MZAL
SEC REGISTRATION NO. (if applicable)	23022
TYPE OF SEC-ISSUED SECONDARY LICENSE (if applicable)	
TYPE OF PROPOSED CRMD APPLICATION	AMENDED BY-LAWS
CONTACT PERSON	ATTY. MARICATO E. NORDBERGON
CONTACT NUMBERS	818-77-39

Moreover, we also request that you furnish the CRMD a copy of your reply to our request. We have attached a copy of the aforesaid application for your review/evaluation only and for the purpose of the issuance of the Markets and Securities Regulation Department's (MSRD) comment and/or recommendation thereto. It is further understood that the MSRD is not responsible for the actual processing of the above-mentioned application of the corporation/partnership.

Finally, should there be any violation of any existing laws, rules and regulations implemented by the MSRD, the company undertakes to: (1) submit all the required report/s within seven (7) days from notification of approval of the application/s; and (2) pay the corresponding penalty.

Thank you.

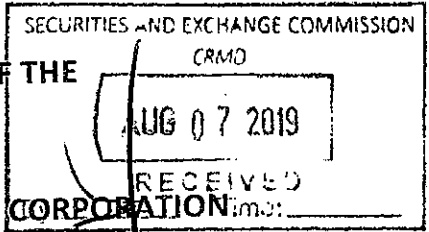
Very truly yours,

PANASONIC MANUFACTURING PHILIPPINES CORP.
(Name of Requesting Corporation/Partnership)

By:

Cezary J. Zapista
(Signature over Printed Name of Authorized Representative)

**DIRECTORS' CERTIFICATE
OF THE FURTHER AMENDMENT OF THE
AMENDED BY-LAWS
OF
PANASONIC MANUFACTURING PHILIPPINES CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being the Chairman of the Board, majority of the members of the Board of Directors of **PANASONIC MANUFACTURING PHILIPPINES CORPORATION**, and its Secretary, do hereby certify:

1. That at the special meeting of the stockholders of the corporation on November 25, 2004 at which meeting more than 2/3 of the subscribed and outstanding shares were present, the corporation had delegated to the Board of Directors the power to amend, repeal or adopt new By-Laws.
2. That the aforesaid stockholders resolution has not been revoked, amended or superseded.
3. That on June 21, 2019 annual meeting of the Board of Directors where majority of its members were present, the amended By-Laws of the corporation was further amended to change the date of annual stockholders meeting from third 3rd Friday of June to 3rd Friday of July beginning 2020.
4. That the amendments to the By-Laws shall read as follows:

AMENDMENT OF BY-LAWS

Article II

Stockholders

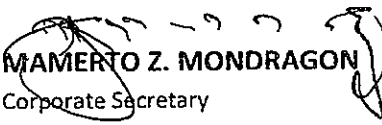
Section 2. Annual Meeting of Stockholders. That annual meeting of the stockholders shall be held on 3rd Friday of July at 5:30 o'clock in the afternoon, if not a legal holiday, and if a legal holiday, then on the next business day following, when the stockholders shall elect by a plurality vote a Board of Directors and shall transact such other business as may property be brought before each meeting. (As amended by the Board of Directors on June 21, 2019)


1.


IN WITNESS WHEREOF, we have hereunto set our hands this 25 JUL 2019 day of June 2019 at Taytay, Rizal, Philippines.



MASATOSHI SASAKI
Chairman of the Board
Passport No. TS1137403
Issued on - July 4, 2018
Issued at - Japan
TIN: 740-738-409

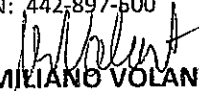
ATTESTED BY:

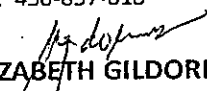

MAMERTO Z. MONDRAGON
Corporate Secretary
Driver's License No. N14-69-020128
Issued on November 09, 2017
Issued at Pasig City
TIN No. 105-891-348


YOSHIYUKI TAKAHASHI
Director
Passport No. TZ0428194
Issued on - June 21, 2006
Issued at - Japan
TIN: 469-845-010


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

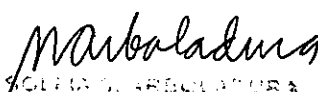

MASARU TOYOTA
Director
Passport No. TZ0562946
Issued on - May 26, 2008
Issued at - Japan
TIN: 450-857-618


EMILIANO VOLANTE
Director
DL#12-81-011208
Issued on - Jan, 27, 2018
Issued at - Marikina City
TIN: 106-291-049


ELIZABETH GILDORE
Director
DL#16-89-018765
Issued on - Oct, 18, 2018
Issued at - Antipolo City
TIN: 106-283-715

SUBSCRIBED AND SWORN to before me this 25 JUL 2019 day of June 2019 at Makati City, affiants exhibited to me their Valid ID's/Passport indicated below their respective signatures.

Doc. No. 191
Page No. 39
Book No. LXIII
Series of 2019.


NOTARY PUBLIC
Notary Public for Makati City, Philippines
Registration No. 197147 Appointment No. 197147
ID# 197147-05-15-05-05
No. 8076328 Manila 0111
2nd Floor, Sulayman Bldg. 108 Barangay
Makati Village, Makati City
MCLB City Office No. 10872833 2016

AMENDED BY-LAWS
OF
PANASONIC MANUFACTURING PHILIPPINES CORPORATION
(Formerly: MATSUSHITA ELECTRIC PHILIPPINES CORPORATION)
(Amended by the Board of Directors on October 13, 2004
And ratified by its stockholders on November 25, 2004)

Article I

Offices

Section 1. Office. The principal office of the corporation shall be located in Ortigas Avenue Extension, Taytay, Rizal, Philippines. The corporation may have branch offices and places of business at such other places within or without the Philippines may be determined by the Board of Directors. (As amended by the Board of Directors on November 18, 2004 and ratified by its stockholders on November 25, 2004)

Article II

Stockholders

Section 2. Annual Meeting of Stockholders. That annual meeting of the stockholders shall be held on 3rd Friday of July at 5:30 o'clock in the afternoon, if not a legal holiday, and if a legal holiday, then on the next business day following, when the stockholders shall elect by a plurality vote a Board of Directors and shall transact such other business as may properly be brought before each meeting. (As amended by the Board of Directors on June 21, 2019)

Section 3. Special Meeting. Special Meeting of the stockholders for any purpose or purposes may be called by the Chairman, and in the absence of the Vice-Chairman or by the order of a majority of the Executive Committee or on written request of the holders of a majority of the stockholders of record.

Section 4. Notices. Written notice of every meeting of the stockholders stating the time, place and object thereof, shall be mailed, postage prepared, or delivered in person by the Secretary or the officer performing his duties, or the officer performing his duties, or the officer of stockholders calling the meeting, at least five days before said meeting, to each stockholders entitled to vote thereat, at such address as appears on the books of the corporation, except such as may in writing waive such notice. No notice of any meeting need be published in any newspaper or in any other publication. If all stockholders entitled to vote, either in person or by attorney personally appointed in writing, waive notice of any

meeting, either annual or special, no notice of such meeting shall be required and any action taken at a meeting held pursuant to such waiver shall be void and binding.

Section 5. Voting. At every meeting of stockholders, each stockholders shall be entitled to one vote for each share of stock standing in his name on the books of the corporation; provided, however, that in the election of Directors, each stockholders shall be entitled to cumulate his vote in the manner provided by law. Each stockholders entitled to vote at a meeting of stockholders may vote by proxy, provided the proxy has been appointed in writing by the stockholders himself or by his duly authorized attorney. The instrument appointing the proxy shall be exhibited to and lodged with the Secretary at the time of the meeting.

Section 6. Quorum. The holders of a majority of the subscribed capital stock, present in person or by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by law. If, however, such majority shall not be present and represented at any meeting of the stockholders, the stockholders entitled to vote, present in person or by proxy, shall have the power to adjourn the at the meeting, until the requisite amount of voting stock shall be present. At any such adjourned meeting at which the requisite amount of voting stock shall present. At any such adjourned meeting at the requisite amount of voting stock shall present, any business may be transacted which might have transacted at the meeting as originally called.

Article III

Directors

Section 1. Number, Qualification and Term. The corporation powers of the corporation shall be exercised, and the property and business of the corporation shall be managed by its Board of Directors, consisting of **nine (9)**, members who shall be elected at the annual meeting of the stockholders to serve until their successors have been elected and shall qualify.

As a corporation publicly listed in the Philippines Stock Exchange (PSE) the corporation shall conform with the minimum requirement to have an independent director or such minimum number of directors as maybe required by law or by the Securities and Exchange Commission (SEC).

An independent director shall have no transactions with the company whether direct or indirect and whether material or immaterial, other than his fees and shareholdings in the course of his being an independent director.

At least majority of the directors shall be residents of the Philippines.

1.a All directors must possess the following qualifications:

- He shall be a holder of at least one (1) share of the voting stock of the corporation;
- He shall be at least a college graduate or have sufficient experience in managing a business to substitute for such formal education;
- He shall be at least twenty one (21) years old;
- He shall have proven to possess integrity and probity; and
- He shall be assiduous.

1.b And none of the following disqualification:

- Any person finally convicted judicially of an offense involving moral turpitude or fraudulent act or transgressions;
- Any person finally found by the Securities and Exchange Commission (SEC) or a court or other administrative body to have wilfully violated, or wilfully aided, abetted, counselled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the SEC or Bangko Sentral ng Pilipinas (BSP), or any rule, regulation or order of the SEC or BSP;
- Any person judicially declared to be insolvent;
- Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
- Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.

Section 2. Nomination and Election. The following rules shall apply in the nomination and election of directors:

Section 2.1 The Nomination Committee (Committee) shall promulgate the guidelines or criteria to govern the conduct of the nomination in accordance with the Company's Manual on Corporate Governance, government laws and SEC regulations. The same shall be properly disclosed in the Company's information or proxy statement or such other reports required to be submitted to the Securities and Exchange Commission (SEC).

Section 2.2 Nomination of director/s shall be conducted by the Committee prior to a stockholders' meeting. All nomination shall be in writing and signed by the nominating stockholder. It shall be forwarded and received by the Corporate Secretary together with the written acceptance/conformity of the would be nominee not later than March 31st. Nominations not in accordance with the By-laws and guidelines of the Nomination Committee shall be disregarded and the person nominated shall be notified accordingly.

Section 2.3 The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for director/s. It shall follow at a minimum the guidelines of the SEC pertaining to director/s qualifications and disqualifications.

Section 2.4 After the nomination, the Committee shall prepare a final List of Candidates which shall contain all the information about all the nominees for directors, as required under applicable laws and SEC regulations, which list, shall be made available to the SEC and all stockholders through the filing and distribution of the Information Statement or Proxy Statement, in accordance with applicable laws and SEC regulations, respectively, or in such other reports the Company is required to submit to the SEC. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Section 2.5 Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Director. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

Section 2.6 Election of Director/s. The conduct of the election of director/s shall be made in accordance with the standard election procedures of the Company as promulgated by the Board of Directors and in accordance with Company's By-laws and SEC regulations. In case independent directors are required

to be elected, cumulative voting, if so required, for regular and independent directors shall be done separately. In case election of independent directors is required by law and SEC regulations, it shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of such requirement. He shall ensure that an independent director/s, if required, are elected during the stockholders' meeting. Specific slot/s for independent director/s shall not be filled-up by unqualified nominees. In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy. (As amended by the Board of Directors on June 10, 2004 and ratified by the stockholders on June 18, 2004)

Section 3. Powers. 'The Board of Directors shall have power to elect or appoint all necessary officers and committees, to employ agents factors and clerks, to require any of the same to give bond for the faithful discharge of their duties, to fix the compensation of employees of the corporation. In addition to the powers and authority of these By-laws expressly conferred upon it, the Board of Directors may exercise all the powers of the corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation, or by these By-laws, directed or required to be exercised or done by the stockholders.

Section 4. Meetings of the Board. The Directors may hold their meetings at the principal office of the corporation in Ortigas Avenue Extension, Taytay, Rizal, or at such other places, either within or without the Philippines, as they may from time to time determine by resolution. Special meetings may be held at any time upon the call of the Chairman, or Secretary or other officer performing his duties, either personally or by letter, telephone or telegram at least two days before the meeting. Meetings may be held at any time without notice if all the directors are present or if those not present waive notice of meeting in writing either before or after the meetings. (Amended August 1, 1978)

Section 5. Quorum. A majority of the directors shall constitute a quorum for the transactions of the business at any meeting, but a less number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. The resolution at any meeting of the Board of Directors shall always require an affirmative vote of at least majority of the quorum duly assembled as the Board. (As amended June 2, 1989)

Section 6. Executive Committee. The Board of Directors may appoint an Executive Committee to consist of two or more Directors. Such Committee shall have and may exercise all the powers of the Board during the interval between each meetings, which may be lawfully delegated subject to such limitations as may be provided by resolution of the Board. Minutes of all the proceedings of the Executive Committee shall be kept. The Board shall have power at any time to change the membership of said Committee or to fill the vacancies in it. The Board may determine from time to time, by resolution, the number of members of such Committee to constitute a quorum.

Article IV

Officers and Agents

Section 1. Election and Appointment. The officers of the corporation shall be elected by the directors at their first meeting and annually thereafter. There shall be a Chairman, a Vice-Chairman, a President, one or more Executive Directors, a Vice-President, a Treasurer, and a Secretary, and such other officers as the Board may deem necessary and proper, whose powers and duties shall be as hereinafter provided. The Chairman of the Board, Vice-Chairman of the Board, the President, the Executive Directors and the Vice-President shall be directors of the corporation. The same person may hold the offices of a Secretary and Treasurer, a Vice-President and General Manager provided such offices are not incompatible with each other. (Amended November 28, 2013)

Section 2. Powers, Duties and Compensation. The Board of Directors may prescribe the powers and duties and fix the compensation of the officers, agents and employees of the corporation in the management of its property and affairs, where such powers and duties are not prescribed by these By-laws.

Section 3. Power and Duties of the Chairman of the Board. The Chairman of the Board shall preside over all meetings of the Board of Directors and stockholders of the corporation and shall have such powers and duties as are inherent in the position of Chairman of the Board.

Section 4. Power and Duties of the Vice-Chairman of the Board. The Vice-President of the Board shall preside over all meetings of the Board of Directors and Stockholders of the corporation and exercise all the functions of the Chairman of the Board in the absence of the latter.

Section 5. Power and Duties of the President. The President shall be the chief executive officer of the corporation and shall exercise supervision and administration over all its affairs. In all cases where, and to the extent that, the duties of the other officers, agents and employees of the corporation are not specifically prescribed by the By-laws rules or regulations of the Board of Directors, the President may prescribe such duties. The President shall have direct and active management of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect, shall sign or countersign, as may be necessary, all such bills, notes, checks, and contracts as may pertain to the ordinary business affairs of the corporation, and when duly authorized, shall sign all contract, orders, deeds, leases, licenses, or other instruments of a special nature; he shall see that their respective duties are properly performed; he shall operate and conduct the business and affairs of the company according to the resolutions of the Board of Directors, and according to his own discretion whenever and wherever the same is not expressly limited by such orders and resolutions, and he shall appoint and at his discretion remove or suspend permanently or temporarily, as he may from time to time think fit, the employees or servants of the company,

and shall determine their duties and fix and from time to time, change their salaries or emoluments, as he may see fit.

5-a Deleted (As amended by the Board of Directors on November 28, 2013)

5-b The Executive Director shall perform the duties and exercise the powers that may be prescribed from time to time by the Board of Directors and/or the President. (As amended by the Board of Directors on November 28, 2013)

Section 6. Powers and Duties of the Vice-President. In the absence of the President, or his disability, the Vice-President shall perform the duties and exercise the powers of the President and each shall perform such other duties as may be prescribed by the Board of Directors and subject there to by the President. (As amended June 2, 1989)

Section 7. Powers and Duties of the General Manager. The Board of Directors may appoint a General Manager who shall perform the duties and exercise the power as may be prescribed by the Board of Directors and/or the President.

Section 8. Power and Duties of the Secretary. The Secretary shall attend all meetings of the stockholders and board of directors and shall act as Secretary thereof and record the minutes of all proceedings in a book to be kept for the purpose, and shall perform like duties for any committee of the Board when required. He shall cause to be given notice of all meetings of directors and stockholders and shall perform such other duties as pertain to his office. He shall keep in safe, custody the seal of the corporation and, when authorized by Board of Directors, affix it when required to any instrument.

Section 9. Power and Duties of the Treasurer. The Treasurer shall be elected by the Board and may or may not be so selected from the members thereof, or from the officers of the corporation, who in the latter event shall employ the dual designation of the office as Vice-President- Treasurer.

He shall keep full and accurate accounts of receipts and disbursements and other commercial transactions, in books belonging to the company, and shall deposit all moneys and other valuable effects in the name and to the credit of the company in such depositories as may be designated from time to time by the Board of Directors or Presidents; he shall disburse the funds of the company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board and at such other times as may be required an account of all his transactions as Treasurer and of the financial condition of the company and at the regular meeting of the Board in April of each year, like report for the preceding year. He shall also sign or countersign as may be necessary, all such bills, notes, checks, and contracts as may pertain to the ordinary business affairs of the corporation, and when duly authorized, shall sign all contracts, orders, deeds, leases, licenses or other instruments of a special nature.

Section 10. Powers and Duties of other officers. All other officers shall have such duties and exercise such powers as generally pertain to their respective offices, as well as such duties and such powers as from time to time may be prescribed by the Board of Directors.

Section 11. Removal of Officers. The officers shall be subject to removal by resolution of the Board at any time, with or without cause, provided a majority of the Board shall vote in favour thereof.

Article V

Section 1. Transfer. All transfer of the stock of the corporation shall be made upon the books of the corporation by the holders of the shares in person or by its legal representatives.

Section 2. Close of Stock Book. The Board of Directors, if it sees fit, may close the transfer books for not exceeding twenty days preceding the annual meeting of the stockholders.

Section 3. Cancellation of Certificates. At the time of transfer of shares of stock, the outstanding certificates thereof shall be surrendered and cancelled prior to the issuance of new certificates, save as in the succeeding paragraph provided.

Section 4. Lost or Destroyed Certificates. The Board of Directors may direct a new certificates of stock to be issued in place of any certificate issued and alleged to have been lost or destroyed, after due compliance with the provisions of Republic of Republic Act No. 201.

Article VI

Finances

Section 1. Depositories. The Board of Directors or the Presidents shall elect depositories as may be deemed proper for the funds of the corporation. The Board of Directors shall determine who shall be authorized, in the name and on behalf of the corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contract, documents and other instruments.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on April 1st and end on March 31st of the following year. (Amended on February 20, 1978)

Article VII

Dividends

Section 1. Dividends. Dividends shall be declared only from surplus profits and shall be payable at such time and in such amount as the Board of Directors shall determine; provided, however, that no stock dividend shall be issued without the approval of the stockholders representing not less than two-third of all stock then outstanding and entitled to vote at a general meeting of the corporation or at a special meeting called for that purpose. No dividend shall be declared that will impair the capital of the corporation. (Amended June 2, 1989)

Article VIII

Seal

Section 1. Seal. The seal of the corporation shall be circular in form and shall contain the words and figures – “PRECISION ELECTRONICS CORPORATION, 1963, PASAY CITY, PHILIPPINES.” (Amended June 18, 1963)

Article IX

Amendments

Section 1. Amendments. The owners of a majority of the subscribed capital stock may, at a regular or special meeting duly called for the purpose, amend or repeal these By-Laws or adopt new By-Laws. The owners of the two-thirds of the subscribed capital stock may delegate to the Board of Directors the power to amend or repeal these By-Laws or adopt new By-Laws and this authority shall be considered as revoked whenever a majority of the stockholders shall so vote at a regular or special meeting called of the owners of a majority of the subscribed stock of the corporation at the first meeting of the shareholders held in the city of Pasay, Philippines, on 15th day of May, 1963.

IN WITNESS WHEREOF, we, the undersigned shareholders present at said meeting and voting thereat in favour of the adoption of said By-Laws, have hereunto subscribed our names and with the Chairman of the meeting and the Secretary of the same do likewise, with our signature attest.

(SGD.) PACITA C. DEL ROSARIO
(T.) PACITA C. DEL ROSARIO

(SGD.) LUIS V. DEL ROSARIO
(T.) LUIS V. DEL ROSARIO

(SGD.) AUGUSTO R. MONDONEDO
(T.) AUGUSTO R. MONDONEDO

(SGD.) JOSE ARBOLEDA, JR.
(T.) JOSE ARBOLEDA, JR.

ATTEST:

(SGD.) JESUS V. DEL ROSARIO
(T.) JESUS V. DEL ROSARIO
Chairman of the Meeting

(SGD.) POLICARPIO L. ASCALON
(T.) POLICARPIO L. ASCALON
Secretary of the Meeting

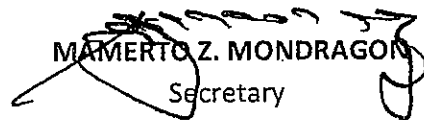
REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **MAMERTO Z. MONDRAGON**, of legal age, after having been duly sworn to in accordance with the law depose and state:

1. That I am the Corporate Secretary of **PANASONIC MANUFACTURING PHILIPPINES CORPORATION** a corporation formed and organized under the laws of the Republic of the Philippines with business address at Ortigas Avenue Extension, Barrio Mapandan, Barangay San Isidro Taytay, Rizal.
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 or its duly elected and/or appointed directors or officers or vice versa.


Makati City, 9th day July 2019.


MAMERTO Z. MONDRAGON
Secretary

SUBSCRIBED AND SWORN to before me on this 25 JUL 2019 day of July 2019 at Makati City, affiant exhibited to me his DL#14-69-020128/ bearing his photograph and signature. issued-Nov,9,2017/Pasig City

NOTARY PUBLIC

Doc. No. 192
Page No. 39
Book No. LXIII
Series of 2019.


NOTARY PUBLIC
Notary Public for Makati City since 12-31-19
Roll No. 35714; Appointment No. 1-15-14
P. O. Box No. 04982/ 05.15.03/ Manila
P. O. Box No. 3076328/ Manila/ 01.17.19
2nd Floor, RA Sulayman Bldg. 108 Benigno St.,
Sulayman Village, Makati City
MCLE Certificate No. 14001334-2016