



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 IV by extending  
 the term of its existence.]

copy annexed, adopted on May 17, 2012 by a majority vote of the Board of Directors and on June 15, 2012 by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock, and certified under oath by the 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.

0 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 17th day of March, Twenty Thirteen.

Date: 8-5-2013 [Signature] 9:1:30 AM  
**FERDINAND B. SALES**

Acting Director

Company Registration and Monitoring Department

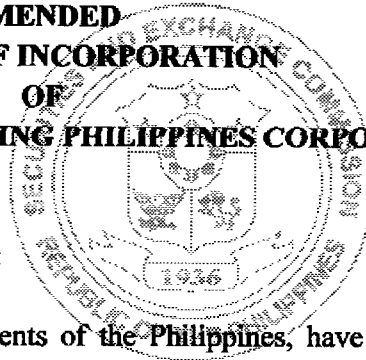
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**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PANASONIC MANUFACTURING PHILIPPINES CORPORATION**



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)

The corporation shall have the following secondary purposes:

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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

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the liabilities and obligation whose rights, assets, business or property may be purchased, acquired or taken over.

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)

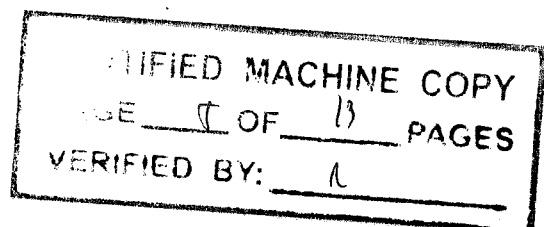
5. To undertake, subject to such terms and conditions as the corporation may deem fit, the management of the operation of the business, industry or enterprise or any person, partnership, corporation or association.

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.



**Third.** That the place where the principal office of the corporation is to be located or established in Ortigas Avenue Extension, Taytay, Rizal. (Amended November 18, 2004)

**Fourth.** That the terms of which the corporation is to exist is <sup>another</sup> 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:

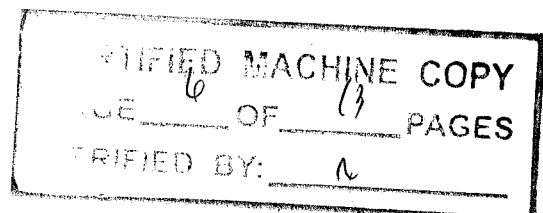
<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
Jesus V. del Rosario	Filipino	44 McKinley Road, Forbes Park, Makati City
Pacita C. del Rosario	Filipino	44 McKinley Road, Forbes Park, Makati City
Luis V. del Rosario	Filipino	18 Canopus Street, Bel-Air IV Makati City
Augusto G. Navarro	Filipino	679 San Rafael, 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:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
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

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**Seventh.** That the authorized capital stock of the corporation is EIGHT HUNDRED FORTY SEVEN MILLION (P847,000,000.00) 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.

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 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 (P200,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
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

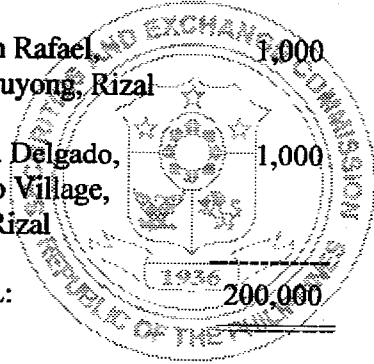
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Augusto G. Navarro	679 San Rafael, Mandaluyong, Rizal	1,000	1,000.00
Jose Arboleda, Jr.	36 Gen. Delgado, Antonio Village, Pasig, Rizal	1,000	1,000.00
<b>TOTAL:</b>		<b>200,000</b>	<b>₱200,000.00</b>



**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:

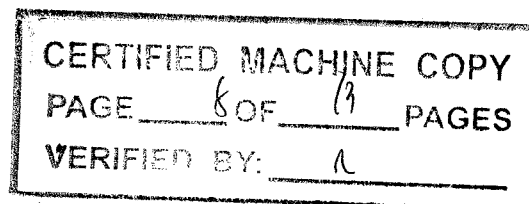
<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Jesus V. del Rosario	44 McKinley Road, Forbes Park, Makati City	P49,000.00
Pacita C. del Rosario	44 McKinley Road, Forbes Park, Makati City	250.00
Luis V. del Rosario	18 Canopus Street, Bel-Air IV Makati City	250.00
Augusto G. Navarro	679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

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**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

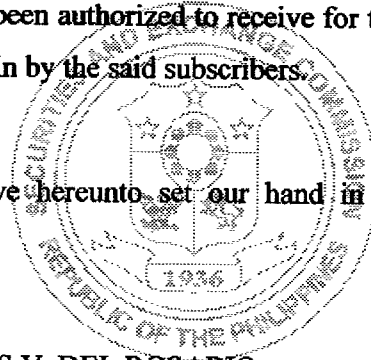
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By-Laws and that as such Treasurer he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

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



(SGD.) JESUS V. DEL ROSARIO

(SGD.) PACITA C. DEL ROSARIO

(SGD.) LUIS V. DEL ROSARIO

(SGD.) AUGUSTO G. NAVARRO

(SGD.) JOSE ARBOLEDA, JR.

SIGNED IN THE PRESENCE OF:

(SGD.) GUALBERTO O. CAPINPIN

(SGD.) LORNA LEGASPI

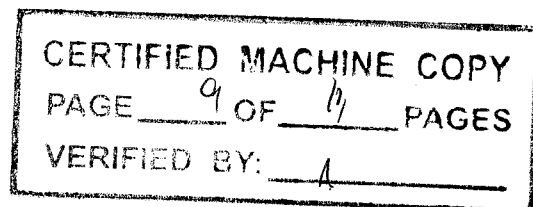
REPUBLIC OF THE PHILIPPINES)  
IN THE CITY OF MANILA ) S.S.

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

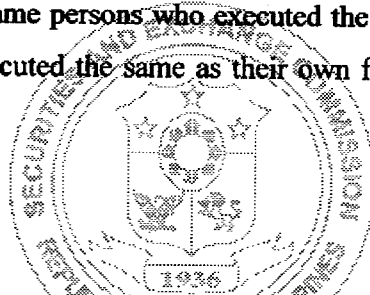
<u>NAME</u>	<u>RES. CERT. NO.</u>	<u>DATE &amp; PLACE ISSUED</u>
Jesus V. del Rosario	A-0153769	Jan. 11, 1963 - Manila
Pacita C. del Rosario	A-4128355	April 16, 1962 - Pasay
Luis V. del Rosario	A-0315001 B-049439	Jan. 22, 1963 - Manila Feb. 20, 1963 - Q. C.
Augusto G. Navarro	A-0155893 B-0059593	Jan.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

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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.

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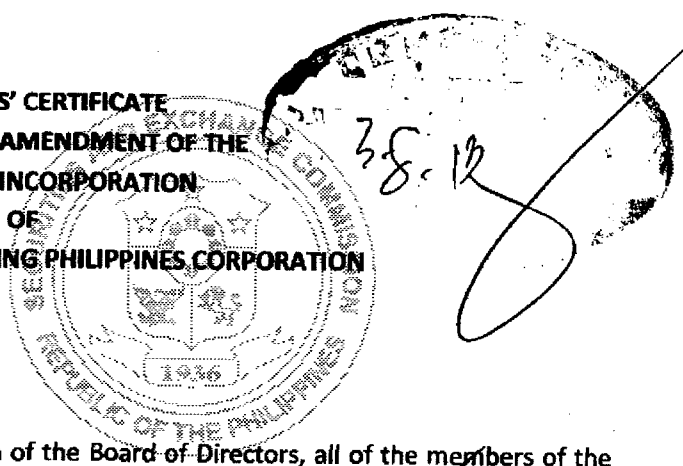
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**DIRECTORS' CERTIFICATE  
OF THE FURTHER AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
PANASONIC MANUFACTURING PHILIPPINES CORPORATION**



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 May 17, 2012 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 EXTEND CORPORATE LIFE**

**"RESOLVED**, as it is hereby resolved that the corporation be authorized and directed to extend as it hereby extends its corporate life for an additional period of fifty (50) years from May 15, 2013 or until May 14, 2063;

**"RESOLVED FURTHER**, that the Fourth Paragraph of the corporation's Articles of Incorporation as amended shall read as follows:

FOURTH: That the terms of which the corporation is to exist is fifty (50) years from May 14, 2013 or up to May 14, 2063

**"RESOLVED FURTHERMORE**, that **Atty. Mamerto Z. Mondragon**, Corporate Secretary, be authorized and directed to give notice of the amendment once approved by the Securities and Exchange Commission, to all offices concerned including but not limited to the Philippine Stock Exchange, Inc., Board of Investment, Central Bank of the Philippines, Philippine Depository and Trust Corp., and the Stock and Transfer Office of the Bank of the Philippine Islands;

**"RESOLVED FINALLY**, that the President, **Mr. Naoya Nishiwaki**, and Corporate Secretary, **Atty. Mamerto Z. Mondragon**, be authorized and directed

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*[Handwritten signatures]*  
W. Zamora

*[Handwritten signatures]*


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to **MAKE, SIGN, EXECUTE** and **DELIVER** any and all documents necessary and proper to carry out the authority herein granted.


2. That at the Annual Meeting of Stockholders of the corporation held on June 15, 2012 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 May 17, 2012 were **unanimously APPROVED, RATIFIED and CONFIRMED.**


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


**IN WITNESS WHEREOF**, we have hereunto set our hands this **FEB 11 2013** day of November 2012 at Taytay, Rizal, Philippines.


  
**MASAO OKAWA**  
Chairman of the Board  
Passport No. TZ0254448  
Issued on April 7, 2005  
Issued at Japan  
TIN#432-326-878

**ATTESTED BY:**

  
**MAMERTO Z. MONDRAGON**  
Corporate Secretary  
Driver's License No. N14-69-020128  
Issued on November 16, 2011  
Issued at Pasig City  
TIN No. 105-891-348

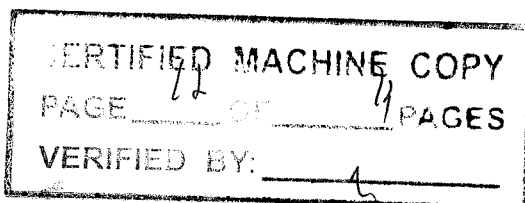
  
**NAOYA NISHIWAKI**  
Director  
Passport No. TZ0689198  
Issued on February 3, 2010  
Issued at Japan  
TIN #291-836-155

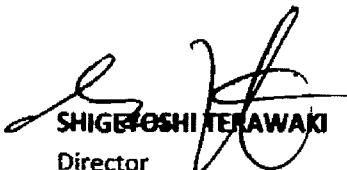
  
**WAICHI YAMIYA**  
Director  
Passport No. TH4370738  
Issued on September 10, 2007  
Issued at Japan  
TIN#909-535-191


  
**HIROYOSHI FUKUTOMI**  
Director  
Passport No. TK149137541  
Issued on April 6, 2010  
Issued at Japan  
TIN#293-068-279


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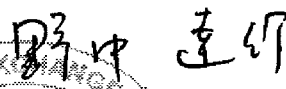
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**SHIGETOSHI TERAWAKI**  
Director  
Passport No. TH0351908  
Issued on April 28, 2006  
Issued at Japan  
TIN#911-946-094

  
**MIGUEL CASTRO**  
Director  
Driver's License No. D16-80-009741  
Issued on Sep. 28, 2011  
Issued at Angono, Rizal  
TIN No. 106-290-839

  
**EMILIANO VOLANTE**  
Director  
Driver's License No. N12-81-014208  
Issued on June 5, 2008  
Issued at Marikina City  
TIN No. 106-291-049


  
**TATSUYUKI NONAKA**  
Director  
Passport No. MS8625942  
Issued on September 6, 2011  
Issued at Japan  
TIN#432-327-576

  
**EVANGELISTA CUENCO**  
Director  
Driver's License No. N18-72-004176  
Issued on April 19, 2012  
Issued at Las Piñas City  
TIN No. 108-232-918

**SUBSCRIBED AND SWORN** to before me this FEB 1 2013 day of November 2012 at Makati City, affiants exhibited to me their Valid ID's/Passport indicated below their respective signatures.

Doc. No. 55  
Page No. 11  
Book No. XXX  
Series of 2012.

Date: 8-5-2013 1:42 AM

  
**SOLFIA S. ARBOLADURA**  
Notary Public until Dec. 31, 2013  
Roll # 39714 Appointment # M-167  
IBP Lifetime 049821 MIA 10/25/15/05  
PTR No. 1415631 MIA 01/02/13


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Paranomic Mfg. Mchs. Corp

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O.R. NO. 111 DATED 11/18 2017



*M. Liwanag*  
MA. LORELEI M. LIWANAG  
PSRU SPECIALIST III  
CENTRAL RECEIVING AND RECORDS DIVISION