

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 T I S I D R O T A Y T A Y R I Z A L

ZIP CODE

Company Email Address

mzmlaw@yahoo.com

COMPANY INFORMATION

Company's Telephone Number/s

86352260

Mobile Number

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

88187739

Contact Person's Address

8th/ Floor Raja Sulayman Bldg, 108 Benavidez St, 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:

<input type="checkbox"/>
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Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

0/11/04

**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:

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.

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 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)

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:

<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 TEN (10) 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: (As amended on July 9, 2020 by the directors, and August 26, 2020 by 2/3 of the outstanding capital stock)

<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

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 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 (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
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	P200,000.00

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 -----
	TOTAL:	<u><u>P50,000.00</u></u>

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.

(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 & 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

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.

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, majority of the members of the Board of Directors and the Secretary of **PANASONIC MANUFACTURING PHILIPPINES CORPORATION**, do hereby certify:

1. That at the Annual Meeting of Stockholders of the corporation held on August 26, 2020 at which meeting stockholders owning more than two thirds (2/3) of the subscribed and outstanding capital stock of the corporation were present, the following resolutions adopted by the Board of Directors on July 9, 2020 were unanimously APPROVED, RATIFIED and CONFIRMED.

**FURTHER AMENDMENT OF AMENDED ARTICLES OF INCORPORATION
TO INCREASE MEMBER OF BOARD OF DIRECTORS FROM NINE (9) TO TEN(10)**

"RESOLVED, as it hereby resolved, that the corporation be authorized and directed to increase the number of its directors from nine (9) to ten (10);

"RESOLVED FURTHER that in order to increase the number of Directors from nine (9) to ten (10) Article VI of its Amended Articles of Incorporation and Section 1 of Article III of the Amended By-Laws be further amended , so that as amended they will read as follows:

ARTICLES OF INCORPORATION

Sixth: That the number of directors of said corporation shall be ten (10) and that the names nationality and residence of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

BY- LAWS

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 **ten (10)**, members who shall be elected at the annual meeting of the stockholders to serve until their successors have been elected and shall qualify.

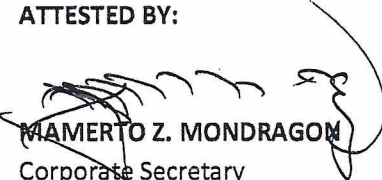
"**RESOLVED FINALLY**, that the Corporate Secretary be authorized to perform every act and deed necessary and proper to carry out the authority above granted."

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

IN WITNESS WHEREOF, we have hereunto set our hands this 07 SEP 2020 day of September 2020 at Taytay, Rizal, Philippines.

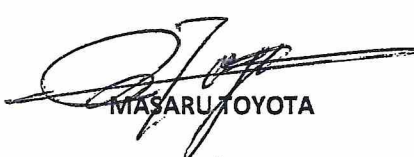

MASATOSHI SASAKI
Chairman of the Board
Passport No.
Issued on
Issued at Japan-
TIN: 740-738-409

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



MASARU TOYOTA


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

HIROYUKI TAGISHI
Director
Driver's License No.
Issued on
Issued at
TIN No.

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

YUKIO HIROSE
Director
Driver's License No.
Issued on
Issued at
TIN No.



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


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

07 SEP 2020

SUBSCRIBED AND SWORN to before me this ____ day of September 2020 at Makati City,
affiants exhibited to me their Valid ID's/Passport/TIN indicated below their respective signatures.

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Series of 2020.


SOLFIA S. ARBOLADURA
Notary Public for Makati City until 12.31.2021
Roll No. 39714/ Appointment No. M-192
IBP Lifetime No. 04982/ 05.15.03/ Manila
PTR No. 9167715/ 01.15.2020/ Manila
2nd/F Raha Sulayman Bldg. 108 Benavidez St.,
Legaspi Village, Makati City
MCLE Compliance No. VI-0022193/ 04.02.2019




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

NOV 18 2021
RECEIVED

KNOW ALL MEN BY THESE PRESENTS:

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

1. That at the Annual Meeting of Stockholders of the corporation held on August 26, 2020 at which meeting stockholders owning more than two thirds (2/3) of the subscribed and outstanding capital stock of the corporation were present, the following resolutions adopted by the Board of Directors on July 13, 2020 were unanimously **APPROVED, RATIFIED and CONFIRMED.**

**FURTHER AMENDMENT OF AMENDED ARTICLES OF INCORPORATION
AND AMENDED BY-LAWS**

"WHEREAS, that the Section 5b of Article II of By-Laws be amended as it hereby amends to add sub-paragraph as 5b. The amended Articles II of Section 5 shall read as follows;

AMENDED BY-LAWS

Article II 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.

5b. All stockholders are entitled to vote thru remote communication or in absentia, subject to such restriction as may not be imposed by law.

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"WHEREAS, that the Section 2.2 of Article III of By-Laws be amended as it hereby amends to change the last day for filing of nomination of the Members of Board of Directors from March 31st to June 30th. The amended Articles III of Section 2.2 shall read as follows: ✓ 1

AMENDED BY-LAWS

Article III 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 stockholders. It shall be forwarded and received by the Corporate Secretary together with the written acceptance /conformity of the would be nominee not later June 30th. Nominations not in accordance with the By-laws and guidelines of the Nominations Committee shall be disregarded and the person nominated shall be notified accordingly. ✓ 2

"WHEREAS, that the Section 4 of Article III of By-Laws be amended as it hereby amends by adding sub-paragraph as 4a. The amended Articles III of Section 4 shall read as follows:

AMENDED BY-LAWS

Article III 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, 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) 3

4a. Members of the Board of the Directors are allowed to participate and vote at the Board Meeting thru remote communication such video conferencing, teleconferencing or other alternate mode of communication.

"RESOLVED FINALLY, that MR. SASAKI be likewise authorized and directed to MAKE, SIGN, EXECUTE and DELIVER any and all documents necessary and proper to carry out the authority herein granted."

[Signature]

[Signature]

2

[Signature]

[Signature]

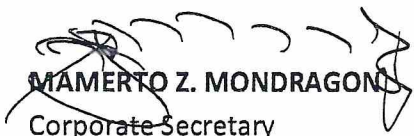
[Signature]


2. That the attached are true and correct copy of the Amended Articles of Incorporation and By-laws of Panasonic Manufacturing Philippines Corporation as amended.

07 SEP 2020
IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of September 2020 at Taytay, Rizal, Philippines.


MASATOSHI SASAKI
Chairman of the Board
Passport No.
Issued on
Issued at Japan-
TIN: 740-738-409

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


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


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


SATOSHI KONO
Executive Director
Passport No. TZ0562946
Issued on May 26, 2008
Issued at Japan
TIN: 483-130-346

HIROKAZU YOSHIDA

Director

Driver's License No.

Issued on

Issued at

TIN No.

YUKIO HIROSE

Director

Driver's License No.

Issued on

Issued at

TIN No.733-020-920

SHIGERU DONO

Director

Passport No.

Issued on

Issued at

TIN No. 752-714-097

EMILIANO VOLANTE

Director

VIN:7402-0604A-F2044ESV10000-7

Issued on

Issued at

TIN 106-291-049

ELIZABETH GILDORE

Director

Passport No. EC0672098

Issued on March 26, 2014

Issued at DFA Manila

TIN No. 106-283-715

07 SEP 2020

SUBSCRIBED AND SWORN to before me this ____ day of September 2020 at Makati City, affiants exhibited to me their Valid ID's/Passport/TIN indicated below their respective signatures.

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SOLFA S. ARBOLADURA
Notary Public for Makati City until 12.31.2021
Roll No. 39714/ Appointment No. M-192
IBP Lifetime No. 04982/ 05.15.03/ Mia.II
PTR No. 9167715/ 01.15.2020/ Manila
2nd/F Raha Sulayman Bldg. 108 Benavidez St.,
Legaspi Village, Makati City
MCLE Compliance No. VI-0022183/ 04.02.2019


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

SECRETARY'S CERTIFICATE

I, **MAMERTO Z. MONDRAGON**, of legal age, Filipino citizen, resident of No. 3 Bogambilya Street, Tahanan Village, Parañaque City after having been duly sworn to hereby depose and state:

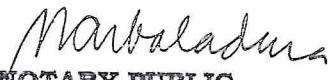
1. I am the duly elected and qualified Corporate Secretary of **PANASONIC MANUFACTURING PHILIPPINES CORPORATION**, a corporation duly organized and existing under and by virtue of the Republic of the Philippines with principal office at Ortigas Avenue Extension, Barrio Mapandan, Barangay San Isidro Taytay, Rizal
2. To the best of my knowledge, no action or complaint 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 / Trustees, individual directors and/ or major corporate officers of the Corporation as it duly elected and/or appointed directors or officers or vice versa.
3. Further, no intra-corporate issue involving third party is pending, may it be Criminal, Civil or Administrative in nature.

Makati City, 07 SEP 2020 day of September, 2020


MAMERTO Z. MONDRAGON
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this 07 SEP 2020 day of _____ at Makati City, affiant exhibited to me his Driver's License No. N14-69-020128 issued on November 09, 2017 at Pasig City EC 4836230 bearing his photograph and signature.

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Series of 2020


NOTARY PUBLIC
SOLFIA S. ARBOLADO
Notary Public for Makati City until 12.31.2021
Roll No. 39714/ Appointment No. M-102
IBP Lifetime No. 04932/ 05.15.03/ Makati
PTR No. 9167715/ 01.15.2020/ Makati
2nd/F Raha Sulayman Bldg. 108 Benavides St.,
Legaspi Village, Makati City
MCLE Compliance No. VI-0022193/ 04.02.20