



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS200909233

**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

**ALTERNERGY HOLDINGS CORPORATION**  
(Amending Articles VI & VII Reclassification of Shares thereof)

copy annexed, adopted on August 4, 2023 by majority vote of the Board of Directors and on October 10, 2023 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 6<sup>th</sup> day of December, Twenty Twenty Three.

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



SEC Main Office  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

## electronic Official Receipt

### Transaction Details

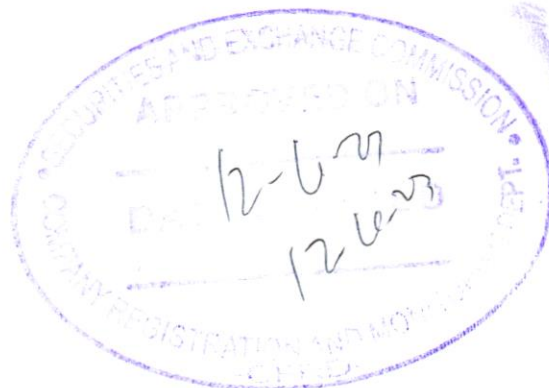
<b>eOR Number</b>	20231205-PM-0222110-61
<b>Transaction Number</b>	333910962723
<b>Payment Date</b>	December 05, 2023 06:42 PM
<b>Payment Scheme</b>	master-card
<b>Status</b>	COMPLETED
<b>Payment Status</b>	PAYMENT_SUCCESS

### Payment Assessment Details

<b>PAF No.</b>	20231205-9634820
<b>PAF Date</b>	2023-12-05 15:17:21
<b>Payor Name</b>	ALTERNERGY HOLDINGS CORPORATION
<b>Payor Address</b>	MAKATI

#	Nature of Collection	Account Code	Amount
1	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	2,000.00
2	Documentary Stamp Tax	4010401000(4010401)	30.00
3	Legal Research Fee (A0823)	2020105000(131)	20.00
<b>TOTAL</b>			<b>2,050.00</b>

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.





Machine Validation:

VALID UNTIL: JANUARY 19, 2024



Republic of the Philippines  
 DEPARTMENT OF FINANCE  
 SECURITIES AND EXCHANGE COMMISSION  
 The SEC Headquarters  
 7907 Makati Avenue, Salcedo Village,  
 Barangay Bel-Air, Makati City, 1209



**PAYMENT ASSESSMENT FORM**

No. 20231205-9634820

DATE 12/05/2023	RESPONSIBILITY CENTER CRMD
PAYOR: ALTERNERGY HOLDINGS CORPORATION MAKATI	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value		4020102000 (606)	2 000.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
---NOTHING FOLLOWS---			

<b>TOTAL AMOUNT TO BE PAID</b>	<b>Php 2,050.00</b>
Assessed by: mrsmaBari	Amount in words: TWO THOUSAND FIFTY PESOS AND 00/100
<b>Remarks:</b>	

- PAYMENT OPTIONS**
- Online payment thru eSPAYSEC at
    - https://espaysec.sec.gov.ph
  - Over the Counter Payments at any LandBank branch nationwide

**BREAKDOWN SUMMARY**

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	2 000.00	2752-2220-44
SEC BIR - DST	30.00	3752-2220-60
SEC BTR Account - LRI	20.00	3402-2319-20
<b>TOTAL</b>	<b>Php 2,050.00</b>	

- NOTES:**
- The Payment Assessment Form (PAF) is valid until JANUARY 19, 2024.
  - Accepted modes of payment at Landbank branches:
    - Cash
    - Manager's/Casher's Check payable to the Securities and Exchange Commission
  - For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
  - For over the counter payment at LandBank:
    - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
    - Accomplish the onCall Payment slip per fund account as indicated on the breakdown summary. Use the correct Fund Account and Account No. and provide the below information:
      - Reference Number 1 - PAF No.
      - Reference Number 2 - Name of Payor appearing on the PAF
    - Present OnCall Payment Slip, together with the PAF, to the LandBank Teller
  - You may generate the electronic official receipt (eOR) by visiting https://espaysec.sec.gov.ph/eor
    - Payment thru ESPAYSEC - eOR available upon payment
    - LandBank OTC - eOR available within two (2) business days after the payment
  - ANY ALTERATIONS WILL INVALIDATE THIS FORM



**AMENDED**  
**ARTICLES OF INCORPORATION OF**  
**ALTERNERGY HOLDINGS CORPORATION**  
(Formerly: ALTERNERGY VIENTO PARTNERS CORPORATION)

**KNOW ALL MEN BY THESE PRESENTS:**

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

**THAT WE HEREBY CERTIFY:**

**FIRST:** The name of this corporation shall be:

**ALTERNERGY HOLDINGS CORPORATION**

*(As amended by majority vote of the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at separate meetings held on 20 December 2017 at the principal place of business of the Corporation.)*

**SECOND: A. PRIMARY PURPOSE**

To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose real and personal property of every kind and description in particular, shares of stocks, voting trust certificate, bonds, debentures, notes, evidences of indebtedness, associations, domestic or foreign, including those of the Government of the Republic of the Philippines, or any of its instrumentalities, without being a stockbroker or dealer, and to issue in exchange therefore shares of the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote any shares of stock or voting trust certificates so owned, and to do every act and thing that may generally be performed by entities known as "holding companies", except as broker and dealer of securities.

B. That the corporation shall have all the express powers of a corporation as provided for under Section 35 of the Revised Corporation Code of the Philippines and the following:

(i) To own interests in and develop renewable energy resources and in pursuit thereof, to take charge of or supervise any electrical computer, installation or project to acquire, purchase, import, buy, distribute, market sell; dispose of or otherwise deal in, except in retail, building and construction materials, supplies, equipment and machineries of every description, electric works, computers, electric supply lines, for such development. *(As amended at the meetings of the Board of Directors and stockholders held on April 15, 2010)*

(ii) To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence of indebtedness, and to secure the repayment thereof by mortgage or pledge upon the properties of the Corporation or to issue, pursuant to law, shares of its capital stock, debentures and other evidence of

indebtedness in payment for the properties acquired by the Corporation or money borrowed in the process of its lawful business.

(iii) To act as corporate surety or guarantor, or otherwise provide financial support and/or security for the performance of any lawful obligations, undertakings, agreements or contracts of any kind entered into or executed by any corporation or entity in which it has a lawful interest.

(iv) To apply for, join in applying for, purchase or otherwise acquire, sell, exchange, assign or otherwise dispose of, and protect, prolong, extend and renew any patent, patent rights, inventions, improvements, processes licenses, trademarks, trade names, business names, marks or design, protections and concessions used in connection with or secured under letter patents of the Philippines and other countries. *(As amended at the meeting of the Board of Directors and stockholders held on June 10, 2022)*

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

Level 3B, 111 Paseo de Roxas Building, Paseo de Roxas Avenue  
comer Legazpi Street. Legaspi Village, Makati City.

*(As amended on October 28, 2014) (As further amended by a majority vote of the Board of Directors at the meeting held on 19 January 2023 and by the affirmative vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the meeting held on 6 February 2023)*

**FOURTH:** That the term for which the corporation is to exist shall be perpetual unless the Securities and Exchange Commission issues a certificate providing otherwise. *(As amended at the meeting of the Board of Directors and stockholders held on June 10, 2022)*

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

Name	Nationality	Residence
Vicente S. Perez, Jr.	Filipino	16/F Ayala Tower One, Ayala Ave. Makati City1226
Gerry P. Magbanua	Filipino	16/F Ayala Tower One, Ayala Ave. Makati City1226
Knud Hedeager	Danish	16/F Ayala Tower One, Ayala Ave. Makati City1226
Leigh Talmage Perez	American	16/F Ayala Tower One, Ayala Ave. Makati City1226
Alma D. Roxas	Filipino	16/F Ayala Tower One, Ayala Ave. Makati City1226

**SIXTH:** That the number of directors of the said corporation shall be **nine (9)** who are also the incorporators. *(As further amended at the meetings of the Board of Directors on August 04, 2023 and of the stockholders on October 10, 2023)*

**SEVENTH:** That the authorized capital stock of the corporation is One Billion One Hundred Eighty Eight Million Seven Hundred Eighty Eight Thousand Five Hundred Seventy and 80/100 Pesos (PhP1,188,788,570.80) in lawful money of the Philippines, divided into eleven billion eight hundred eighty seven million eight hundred eighty five thousand seven hundred eight (11,887,885,708) shares, divided into ten billion four hundred six million two hundred ninety one thousand one hundred sixty (10,406,291,160) common shares with a par value of Ten Centavos (P0.10) per share and one billion four hundred eighty one million five hundred ninety four thousand five hundred forty eight (1,481,594,548) preferred shares with a par value of Ten Centavos (P0.10) per share.

**The Preferred Shares are further sub-divided as follows:**

- a. **One Billion One Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,181,594,548) Preferred Shares shall be known as “Perpetual Preferred Shares 1” with a par value of Ten Centavos (PhP0.10) per share;**
- b. **Three Hundred Million (300,000,000) Preferred Shares shall be known as “Perpetual Preferred Shares 2” with a par value of Ten Centavos (PhP0.10) per share and shall be further sub-divided as follows:**
  1. **One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A with a par value of Ten Centavos (PhP0.10) per share;**
  2. **One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series B with a par value of Ten Centavos (PhP0.10) per share; and**
  3. **One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series C with a par value of Ten Centavos (PhP0.10) per share.**

Subscriptions – **Subscribers** to the **Common Shares and Perpetual Preferred Shares 1** of the Corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Voting Rights – All Common Shares and **Perpetual Preferred Shares 1** shall have full voting rights. The **Perpetual Preferred Shares 1** shall have the following features, which shall be printed on the relevant stock certificate issued by the Corporation:

Issuance/Transfer of **Perpetual Preferred Shares 1 – Perpetual Preferred Shares 1** may only be issued or transferred to Filipino citizens, or corporations or associations at least sixty percent per annum (60%) of whose capital is owned by Filipino citizens.

Dividends - Holders of the **Perpetual Preferred Shares 1** shall be entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Corporation’s Board, cumulative dividends at the rate of eight percent (8%) of the par value

of the **Perpetual Preferred Shares 1**, accrued from the date of issuance of the **Perpetual Preferred Shares 1 up to the date of issuance of the Perpetual Preferred Shares 2**, before any dividends shall be set **aside** and paid to holders of **the Perpetual Preferred Shares 2 and Common Shares**. **Any dividends remaining after such payment to the Perpetual Preferred Shares 1 shall be set aside and paid to the holders of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 on a pro rata basis before the holders of the Common Shares**. Holders of the **Perpetual Preferred Shares 1** shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation.

Redemption - The Corporation may redeem the **Perpetual Preferred Shares 1** at par value (i) when the foreign equity limits imposed by the Philippine Constitution on entities engaged in the exploration, development, utilization and operation of natural resources for renewable energy projects in the Philippines shall have been removed; and (ii) the Corporation is not engaged in any other activity likewise reserved exclusively to Filipino citizens, or corporations or associations at least sixty per centum (60%) of whose capital is owned by Filipino citizens that would otherwise require the Corporation to maintain the ownership of the Preferred Shares by such Filipino citizens.

Preference in Liquidation - In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, the Corporation, except in connection with a merger or consolidation, holders of the **Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2** shall be entitled to be paid in full, or pro rata insofar as the assets and properties of the Corporation will permit, the par value of each **Perpetual Preferred Share 1 and the offer price of each Perpetual Preferred Share 2** before any distribution shall be made to holders of the Common Shares, and shall not be entitled to be paid in full, or pro rata insofar as any remaining assets and properties of the Corporation will permit, the par value of each Common Share.

After the distributions pursuant to the above paragraph shall have been made, the remaining assets and properties of the Corporation shall be distributed pro rata to the holders of the Common Shares.

Non-Convertible - The **Perpetual Preferred Shares 1** shall not be convertible to any shares of stock of the Corporation of any class now or hereafter authorized.

Transfer Restrictions - After the issuance by original subscription, the **Perpetual Preferred Shares 1** shall not be transferred, conveyed, or assigned except as follows:

- Any holder of the **Perpetual Preferred Shares 1** may sell his **Perpetual Preferred Shares 1** back to the Corporation, which shall have the authority to redeem the **Perpetual Preferred Shares 1** at par value within sixty (60) days following written notice from the selling holder of the **Perpetual Preferred Shares 1**.

In case an individual holder of the **Perpetual Preferred Shares 1** passes away, the Corporation shall have the first option to redeem the **Perpetual Preferred Shares 1** at par value within sixty (60) days following written notice of the individual holder's death being given to the Corporation by his executor/administrator of heirs; falling which, the **Perpetual Preferred Shares 1** of the deceased holder may be conveyed through hereditary succession to his compulsory heirs who must also be Philippine citizens.



In all cases of redemption under the above three paragraphs, the Corporation will only exercise its authority or option to redeem the **Perpetual Preferred Shares 1** on the condition that the Corporation first pays in full all cumulative dividends then outstanding on the **Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2**, and on the further condition that the Corporation shall not, as a result of the redemption, reduce the ownership of Filipino citizens in the Corporation to less than the percentage of capital stock required by the law. For this purpose, the Corporation shall have the authority to designate qualified Philippine holders to purchase directly from the transferors the **Perpetual Preferred Shares 1** subject to the Corporation's redemption right. Once redeemed by the Corporation, the **Perpetual Preferred Shares 1** shall become treasury shares which may be reissued or resold by the Corporation on the same terms as their original issuance.

**The Perpetual Preferred Shares 2 shall have the following features which features shall be printed on the relevant stock certificate issued by the Corporation:**

- a. **With dividend rate to be determined by the Board at the time of issuance;**
- b. **Cumulative in terms of payment of current and unpaid back dividends;**
- c. **Non-voting (except in matters mandatorily required by law);**
- d. **Non-participating in (i) any other further cash, property or stock dividends beyond that specifically determined at the time of issuance, and (ii) distribution of corporate assets beyond the issue price specifically determined at the time of issuance;**
- e. **Non-convertible to Common Shares;**
- f. **With issue value to be determined by the Board of Directors at the time of issuance;**
- g. **Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance;**
- h. **With preference over holders of Common Shares in the distribution of corporate assets and in the payment of dividends at the rate specified at the time of issuance;**
- i. **With no pre-emptive rights to any issue of shares, whether Common or Preferred;**
- j. **Re-issuable under such terms as the Board of Directors may approve at the time of re-issuance; and**
- k. **May be transferred to foreign citizens, corporations and associations.**

*(As amended at the meetings of the Board of Directors on August 04, 2023 and of the stockholders on October 10, 2023)*

No share of stock against which the corporation holds unpaid claims shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

The shareholders of the Corporation, regardless of the class of shares held, shall have no pre-emptive right to purchase or subscribe for any shares of stock of the Corporation of any class now or hereafter authorized, or reissued from treasury. *(As amended at the meeting of the Board of Directors and stockholders held on June 10, 2022)*

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and Small, Medium and Emerging Board of The Philippine Stock Exchange, Inc. (the "Exchange"), subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement. *(As amended at the meeting of the Board of Directors and stockholders held on June 10, 2022)*

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

Name	Nationality	No. of Shares Subscribed Common	No. of Shares Subscribed Preferred	Amount Paid	Amount Subscribed
Vicente S. Perez Jr.	Filipino	9,998	14,998	P24,996	P24,996
Gerry P. Magbanua	Filipino	-	1	1	1
Knud Hedeager	Danish	1	-	1	1
Leigh Talmage Perez	American	1	-	1	1
Alma D. Roxas	Filipino	-	1	1	1
<b>TOTAL</b>		<b>10,000</b>	<b>15,000</b>	<b>P25,000</b>	<b>P25,000</b>

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

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

**ELEVENTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

**IN WITNESS WHEREOF**, we have set our hands this May 26, 2009 at Makati City.

(SIGNED)  
VICENTE S. PEREZ JR.  
TIN: 156-263-802

(SIGNED)  
KNUD HEDEAGER  
Passport: 201085866

(SIGNED)  
GERRY P. MAGBANUA  
TIN: 177-088-507

(SIGNED)  
LEIGH TALMAGE PEREZ  
TIN: 211-368-672

(SIGNED)  
ALMA D. ROXAS  
TIN: 210-817-497

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.

BEFORE ME, a Notary Public for and in Makati City, Philippines this May 26, 2009 day of, personally appeared before me the following parties:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued</u>
Vicente S. Perez Jr.	ZZ214050	February 28, 2007/Manila
Gerry P. Magbanua	TT0819760	September 14, 2006/Manila
Knud Hedeager	201085866	June 8, 2006/Denmark
Leigh Talmage Perez	711158174	February 15, 2007/USA
Alma D. Roxas	XX0476893	February 6, 2008/Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 33;  
 Page No. 08;  
 Book No. XIX;  
 Series of 2009.

(SIGNED)  
 ATTY. GERVACIO B. ORTIZ JR.  
 NOTARY PUBLIC FOR MAKATI CITY  
 UNTIL DECEMBER 31, 2009  
 PTR NO. 0017551-1/05/09 AT MAKATI CITY  
 IBP NO. 656155-LIFETIME MEMBER  
 APPT M - 84/2009 ROLL NO. 4009

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



### DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **ALTERNERGY HOLDINGS CORPORATION (Formerly: Alternergy Viento Partners Corporation)** (the "Corporation"), do hereby certify that the Amended Articles of Incorporation of the Corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at meetings held on August 04, 2023 (in person) at the Corporation's principal office and October 10, 2023 (by way of remote communication), also at the Corporation's principal office, respectively, convened in accordance with the rules of the Securities and Exchange Commission consistent with the requirements of the Revised Corporation Code, where the said amended provisions of the attached Amended Articles of Incorporation refer to:

1. Increase in the number of directors from seven (7) to nine (9) in Article Sixth, to wit:

"SIXTH: That the number of directors of said corporation shall be **nine (9)** who are also the incorporators."

2. Reclassification of the Preferred Shares in Article Seventh to reflect the reclassification of the Corporation's Preferred Shares, to wit:

"SEVENTH: That the authorized capital stock of the corporation is One Billion One Hundred Eighty Eight Million Seven Hundred Eighty Eight Thousand Five Hundred Seventy and 80/100 Pesos (PhP1,188,788,570.80) in lawful money of the Philippines, divided into eleven billion eight hundred eighty seven million eight hundred eighty five thousand seven hundred eight (11,887,885,708) shares, divided into ten billion four hundred six million two hundred ninety one thousand one hundred sixty (10,406,291,160) common shares with a par value of Ten Centavos (P0.10) per share and one billion four hundred eighty one million five hundred ninety four thousand five hundred forty eight (1,481,594,548) preferred shares with a par value of Ten Centavos (P0.10) per share.

**The Preferred Shares are further sub-divided as follows:**

- a. One Billion One Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,181,594,548) Preferred Shares shall be known as “Perpetual Preferred Shares 1” with a par value of Ten Centavos (PhP0.10) per share;
- b. Three Hundred Million (300,000,000) Preferred Shares shall be known as “Perpetual Preferred Shares 2” with a par value of Ten Centavos (PhP0.10) per share and shall be further subdivided as follows:
  1. One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A with a par value of Ten Centavos (PhP0.10) per share;
  2. One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series B with a par value of Ten Centavos (PhP0.10) per share; and
  3. One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series C with a par value of Ten Centavos (PhP0.10) per share.

Subscriptions – Subscribers to the Common Shares and Perpetual Preferred Shares 1 of the Corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Voting Rights – All Common Shares and Perpetual Preferred Shares 1 shall have full voting rights. The Perpetual Preferred Shares 1 shall have the following features, which shall be printed on the relevant stock certificate issued by the Corporation:

Issuance/Transfer of Perpetual Preferred Shares 1 – Perpetual Preferred Shares 1 may only be issued or transferred to Filipino citizens, or corporations or associations at least sixty percent per annum (60%) of whose capital is owned by Filipino citizens.

Dividends - Holders of the Perpetual Preferred Shares 1 shall be entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Corporation’s Board, cumulative dividends at the rate of eight percent (8%) of the par value of the Perpetual Preferred Shares 1, accrued from the date of issuance of the Perpetual Preferred Shares

**1 up to the date of issuance of the Perpetual Preferred Shares 2,** before any dividends shall be set **aside** and paid to holders of **the Perpetual Preferred Shares 2 and** Common Shares. **Any dividends remaining after such payment to the Perpetual Preferred Shares 1 shall be set aside and paid to the holders of the Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2 on a pro rata basis before the holders of the Common Shares.** Holders of the **Perpetual Preferred Shares 1** shall not be entitled to participate with holders of the Common Shares in any further dividends payable to the Corporation.

Redemption - The Corporation may redeem the **Perpetual Preferred Shares 1** at par value (i) when the foreign equity limits imposed by the Philippine Constitution on entities engaged in the exploration, development, utilization and operation of natural resources for renewable energy projects in the Philippines shall have been removed; and (ii) the Corporation is not engaged in any other activity likewise reserved exclusively to Filipino citizens, or corporations or associations at least sixty per centum (60%) of whose capital is owned by Filipino citizens that would otherwise require the Corporation to maintain the ownership of the Preferred Shares by such Filipino citizens.

Preference in Liquidation - In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, the Corporation, except in connection with a merger or consolidation, holders of the **Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2** shall be entitled to be paid in full, or pro rata insofar as the assets and properties of the Corporation will permit, the par value of each **Perpetual Preferred Share 1 and the offer price of each Perpetual Preferred Share 2** before any distribution shall be made to holders of the Common Shares, and shall not be entitled to be paid in full, or pro rata insofar as any remaining assets and properties of the Corporation will permit, the par value of each Common Share.

After the distributions pursuant to the above paragraph shall have been made, the remaining assets and properties of the Corporation shall be distributed pro rata to the holders of the Common Shares.

Non-Convertible - The **Perpetual Preferred Shares 1** shall not be convertible to any shares of stock of the Corporation of any class now or hereafter authorized.

Transfer Restrictions - After the issuance by original subscription, the **Perpetual Preferred Shares 1** shall not be transferred, conveyed, or assigned except as follows:

- Any holder of the **Perpetual Preferred Shares 1** may sell his **Perpetual Preferred Shares 1** back to the Corporation, which shall have the authority to redeem the **Perpetual Preferred Shares 1** at par value within sixty (60) days following written notice from the selling holder of the **Perpetual Preferred Shares 1**.

In case an individual holder of the **Perpetual Preferred Shares 1** passes away, the Corporation shall have the first option to redeem the **Perpetual Preferred Shares 1** at par value within sixty (60) days following written notice of the individual holder's death being given to the Corporation by his executor/ administrator of heirs; failing which, the **Perpetual Preferred Shares 1** of the deceased holder may be conveyed through hereditary succession to his compulsory heirs who must also be Philippine citizens.

In all cases of redemption under the above three paragraphs, the Corporation will only exercise its authority or option to redeem the **Perpetual Preferred Shares 1** on the condition that the Corporation first pays in full all cumulative dividends then outstanding on the **Perpetual Preferred Shares 1 and Perpetual Preferred Shares 2**, and on the further condition that the Corporation shall not, as a result of the redemption, reduce the ownership of Filipino citizens in the Corporation to less than the percentage of capital stock required by the law. For this purpose, the Corporation shall have the authority to designate qualified Philippine holders to purchase directly from the transferors the **Perpetual Preferred Shares 1** subject to the Corporation's redemption right. Once redeemed by the Corporation, the **Perpetual Preferred Shares 1** shall become treasury shares which may be reissued or resold by the Corporation on the same terms as their original issuance.

**The Perpetual Preferred Shares 2 shall have the following features which features shall be printed on the relevant stock certificate issued by the Corporation:**

- a. **With dividend rate to be determined by the Board at the time of issuance;**
- b. **Cumulative in terms of payment of current and unpaid back dividends;**
- c. **Non-voting (except in matters mandatorily required by law);**
- d. **Non-participating in (i) any other further cash, property or stock dividends beyond that specifically determined at the time of issuance, and (ii) distribution of corporate assets beyond the issue price specifically determined at the time of issuance;**



- e. Non-convertible to Common Shares;
- f. With issue value to be determined by the Board of Directors at the time of issuance;
- g. Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance;
- h. With preference over holders of Common Shares in the distribution of corporate assets and in the payment of dividends at the rate specified at the time of issuance;
- i. With no pre-emptive rights to any issue of shares, whether Common or Preferred;
- j. Re-issuable under such terms as the Board of Directors may approve at the time of re-issuance; and
- k. May be transferred to foreign citizens, corporations and associations.

No share of stock against which the Corporation holds unpaid claims shall be transferable in the books of the Corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

The shareholders of the Corporation, regardless of the class of shares held, shall have no pre-emptive right to purchase or subscribe for any shares of stock of the Corporation of any class now or hereafter authorized, or reissued from treasury.

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and Small, Medium and Emerging Board of The Philippine Stock Exchange, Inc. (the "Exchange"), subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement."

We further certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this  
OCT 18 2023 2023 at Makati City.



**VICENTE S. PÉREZ, JR.**  
*Chairman of the Board*

Date:

Place:

TIN: 156-263-802



**GERRY P. MAGBANUA**  
*President*

Date:

Place:

TIN: 177-088-507



**EDUARDO MARTINEZ  
MIRANDA**

*Director*

Date:

Place:

TIN: 104-120-210



**KNUD HEDEAGER**

*Director*

Date:

Place:

TIN: 245-045-706



**ANNA MELISSA R. LICHAYTOO**  
*Corporate Secretary*

Date:


Place:

TIN: 105-821-748

SUBSCRIBED AND SWORN to before me this  
OCT 18 2023 in Makati City, Metro Manila, by the above-named  
persons who exhibited to me their valid government identification cards as  
indicated below:

Name	TIN/ID	Date and Place Issued
Vicente S. Pérez, Jr.	PHL Passport No. P4390051B	01-15-20/DFA Manila
Gerry P. Magbanua	PHL Passport No. P4909380B	02-21-20/DFA Manila
Eduardo Martinez Miranda	PHL Passport No. P6846739B	05-21-21/DFA Manila
Knud Hedeager	DNK Passport No. 211480902	07-19-19/Denmark
Anna Melissa R. Lichaytoo	PHL Passport No. P6791318A	04-14-18/DFA NCR S

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Page No. 94 ;  
Book No. 111 ;  
Series of 2023.

  
**ATTY. RAY MICHAEL N. AÑONUEVO**  
Notary Public until 31 December 2023  
19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City  
PTR No. 9566295, Makati City, 03 January 2023  
IBP No. 259733, Laguna, 19 December 2022  
Roll No. 77439, Appointment No. M-321

## SECRETARY'S CERTIFICATE

I, **ANNA MELISSA R. LICHAYTOO**, Filipino, of legal age, with office address at the 19<sup>th</sup> Floor BDO Plaza, 8737 Paseo de Roxas, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **ALTERNERGY HOLDINGS CORPORATION (Formerly: Alternergy Viento Partners Corporation)** (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Level 3B, 111 Paseo de Roxas Building, Paseo de Roxas corner Legazpi St., Legaspi Village, Makati City.
2. Prior to the approval of the reclassification of Preferred Shares approved by the Corporation's Board of Directors on 4 August 2023 and the shareholders on 10 October 2023, the capital structure of the Corporation is as follows:

	<b>Before Reclassification of Preferred Shares into Perpetual Preferred Shares 1, Perpetual Preferred Shares 2 – Series A, Perpetual Preferred Shares 2 - Series B, and Perpetual Preferred Shares 2 – Series C</b>	<b>After Reclassification of Preferred Shares into Perpetual Preferred Shares 1, Perpetual Preferred Shares 2 – Series A, Perpetual Preferred Shares 2 - Series B, and Perpetual Preferred Shares 2 – Series C</b>
Authorized Capital	PhP1,188,788,570.80	PhP1,188,788,570.80
Par Value	PhP0.10 per Common Share PhP0.10 per Preferred Share	PhP0.10 per Common Share  PhP0.10 per Perpetual Preferred Share 1  PhP0.10 per Perpetual Preferred Share 2 – Series A  PhP0.10 per Perpetual Preferred Share 2 – Series B  PhP0.10 per Perpetual Preferred Share 2 – Series C
Authorized Capital Stock	10,406,291,160 Common Shares 1,481,594,548 Preferred Shares	- 10,406,291,160 Common Shares  - 1,481,594,548 Preferred Shares subdivided as follows:  ○ 1,181,594,548 Perpetual Preferred Shares 1; and  ○ 300,000,000 Perpetual Preferred Shares 2 further sub-divided into:



		<ul style="list-style-type: none"> <li>▪ 100,000,000 Perpetual Preferred Shares 2 – Series A</li> <li>▪ 100,000,000 Perpetual Preferred Shares 2 – Series B</li> <li>▪ 100,000,000 Perpetual Preferred Shares 2 – Series C</li> </ul>
Issued and Outstanding Capital Stock	3,933,840,480 Common Shares 370,398,637 Preferred Shares	3,933,840,480 Common Shares 370,398,637 Perpetual Preferred Shares 1
Amount Paid Up	PhP2,356,581,270.46 <sup>a</sup> Common Shares PhP37,039,863.70 Preferred Shares	PhP2,356,581,270.46 <sup>a</sup> Common Shares PhP37,039,863.70 Perpetual Preferred Shares 1

\* Inclusive of additional paid in capital of PhP1,963,197,222.46

3. Prior to the approval of the reclassification of Preferred Shares approved by the Corporation's Board of Directors on 4 August 2023 and the shareholders on 10 October 2023, the issued and outstanding shares of stock of the Corporation was Three Billion Nine Hundred Thirty Three Million Eight Hundred Forty and Four Hundred Eighty (3,933,840,480) Common Shares and Three Hundred Seventy Million Three Hundred Ninety Eight Thousand Six Hundred Thirty Seven (370,398,637) Preferred Shares subscribed as follows:

Shareholder	Nationality	Shares Subscribed	Amount Subscribed	Amount Paid Up	Percentage
PCD Nominee Corporation – Filipino <sup>a</sup>	Filipino	3,734,632,470 (Common)	PhP373,463,247.00	PhP2,150,381,921.94 <sup>b</sup>	86.7%
Vespers Holdings Corporation <sup>c</sup>	Filipino	370,398,637 <sup>d</sup> (Preferred)	PhP37,039,863.70	PhP37,039,863.70	8.6%
PCD Nominee Corporation – Non-Filipino <sup>a</sup>	Non-Filipino	199,108,010 (Common)	PhP19,910,801.00	PhP206,071,348.52 <sup>e</sup>	4.6%
Myra P. Villanueva	Filipino	100,000 (Common)	PhP10,000.00	PhP128,000.00 <sup>f</sup>	nil
<b>Total</b>			<b>PhP430,423,911.70</b>	<b>PhP2,393,621,134.16<sup>g</sup></b>	

<sup>a</sup>Except for the Common Shares held by Myra P. Villanueva, all Common Shares of the Corporation (including the shares of the directors) are lodged with the Philippine Depository & Trust Corp. ("PDTC")

<sup>b</sup>Inclusive of additional paid-in capital ("APIC") of PhP1,776,918,674.94

<sup>c</sup>The Common Shares of Vespers Holdings Corporation ("VHC") are lodged with the PDTC and under PCD Nominee Corporation – Filipino

<sup>d</sup>Inclusive of 150,000 Preferred Shares (as a result of the decrease in par value of the Preferred Shares approved by the SEC on 16 November 2022) transferred to VHC and pending Certificate Authorizing Registration

<sup>e</sup>Inclusive of APIC of PhP186,160,547.52

<sup>f</sup>Inclusive of APIC of PhP118,000.00

<sup>g</sup>Inclusive of APIC of PhP1,963,197,222.46

4. After the approval of the of the reclassification of Preferred Shares approved by the Corporation's Board of Directors on 4 August 2023 and the shareholders on 10 October 2023, the issued and outstanding shares of stock of the Corporation is Three Billion Nine Hundred Thirty Three Million Eight Hundred Forty and Four Hundred Eighty (3,933,840,480) Common Shares, One Billion One Hundred Eighty One Million Five Hundred Ninety Four Thousand Five Hundred Forty Eight (1,181,594,548) Perpetual Preferred Shares 1, One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series A, One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series B, and One Hundred Million (100,000,000) Perpetual Preferred Shares 2 – Series C, subscribed as follows:

Shareholder	Nationality	Shares Subscribed	Amount Subscribed	Amount Paid Up	Percentage
PCD Nominee Corporation – Filipino <sup>a</sup>	Filipino	3,734,632,470 (Common)	PhP373,463,247.00	PhP2,150,381,921.94 <sup>b</sup>	86.7%
Vespers Holdings Corporation <sup>c</sup>	Filipino	370,398,637 <sup>d</sup> (Perpetual Preferred Shares 1)	PhP37,039,863.70	PhP37,039,863.70	8.60%
PCD Nominee Corporation – Non-Filipino <sup>d</sup>	Non-Filipino	199,108,010 (Common)	PhP19,910,801.00	PhP206,071,348.52 <sup>e</sup>	4.6%
Myra P. Villanueva	Filipino	100,000 (Common)	PhP10,000.00	PhP128,000.00 <sup>f</sup>	nil
<b>Total</b>			<b>PhP430,423,911.70</b>	<b>PhP2,393,621,134.16<sup>g</sup></b>	

<sup>a</sup>Except for the Common Shares held by Myra P. Villanueva, all Common Shares of the Corporation (including the shares of the directors) are lodged with the Philippine Depository & Trust Corp. ("PDTC")

<sup>b</sup>Inclusive of additional paid-in capital ("APIC") of PhP1,776,918,674.94

<sup>c</sup>The Common Shares of Vespers Holdings Corporation ("VHC") are lodged with the PDTC and under PCD Nominee Corporation – Filipino

<sup>d</sup>Inclusive of 150,000 Preferred Shares (as a result of the decrease in par value of the Preferred Shares approved by the SEC on 16 November 2022) transferred to VHC and pending Certificate Authorizing Registration

<sup>e</sup>Inclusive of APIC of PhP186,160,547.52

<sup>f</sup>Inclusive of APIC of PhP118,000.00

<sup>g</sup>Inclusive of APIC of PhP1,963,197,222.46

5. I am executing this Certification based on the records of the Corporation in my possession and in compliance with the requirement of the Securities and Exchange Commission.

**IN WITNESS WHEREOF**, I have hereunto affixed my signature this 24<sup>th</sup> day of October 2023 in Makati City.

  
 ANNA MERCEDES LICHAYTO  
 Corporate Secretary

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

**SUBSCRIBED AND SWORN** to before me this 24<sup>th</sup> day of October 2023 in Makati City, Metro Manila, affiant exhibiting to me her Passport No. P6791318A issued on 14 April 2018 at DFA NCR South.

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Series of 2023.

  
**ATTY. RAY MICHAEL N. AÑONUEVO**  
Notary Public until 31 December 2023  
19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City  
PTR No. 9566295, Makati City, 03 January 2023  
IBP No. 259733, Laguna, 19 December 2022  
Roll No. 77439, Appointment No. M-381

## SECRETARY'S CERTIFICATE

I, **ANNA MELISSA R. LICHAYTOO**, Filipino, of legal age, with office address at the 19<sup>th</sup> Floor BDO Plaza, 8737 Paseo de Roxas, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **ALTERNERGY HOLDINGS CORPORATION (Formerly: Alternergy Viento Partners Corporation)** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Level 3B, 111 Paseo de Roxas Building, Paseo de Roxas corner Legazpi St., Legaspi Village, Makati City;

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 corporate officers of the Corporation in their capacity as its duly elected and/or appointed directors or officers;

3. The foregoing is in accordance with the records of the Corporation in my possession;

4. I am executing this Secretary's Certificate in compliance with the requirements of the Securities and Exchange Commission for the amendment of the Corporation's Articles of Incorporation.


**IN WITNESS WHEREOF**, I have hereunto set my hands this 23<sup>rd</sup> day of October 2023 in Makati City.

  
ANNA MELISSA R. LICHAYTOO  
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me this 23<sup>rd</sup> day of October 2023 in Makati City, Metro Manila, affiant exhibiting to me her Passport No. P6791318A issued on 14 April 2018 at DFA NCR South.

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Book No. III ;  
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ATTY. RAY MICHAEL N. ARONUEVO  
Notary Public until 31 December 2023  
19<sup>th</sup>F BDO Plaza, 8737 Paseo de Roxas, Makati City  
PTR No. 9566295, Makati City, 03 January 2023  
IBP No. 259733, Laguna, 19 December 2022  
Roll No. 77439, Appointment No. M-321