



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. CS201627300

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

**SP New Energy Corporation**  
(Amending Articles II Secondary Purpose and VII thereof)

copy annexed, adopted on January 10, 2022 and readopted on May 5, 2023 by a majority vote of the Board of Directors and on March 7, 2022 by the vote of the stockholders owning or representing at least 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 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 company, pre-need plan issuer, general agent in pre-need plans 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 hereunto 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 14 day of June, Twenty Twenty Three.

**GERARDO F. DEL ROSARIO**  
Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION  
OF  
SP NEW ENERGY CORPORATION  
(Formerly: Solar Philippines Nueva Ecija Corporation)<sup>1</sup>**

**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 THAT:**

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

**SP NEW ENERGY CORPORATION  
(the "Corporation")**

(As amended by the unanimous vote of the Board of Directors in a meeting held on 8 August 2022 via videoconferencing and by the Stockholders representing at least two-thirds of the outstanding capital stock in a meeting held on 30 August 2022 via videoconferencing.)

**SECOND:** That the primary purpose of this Corporation is to construct, erect, assemble, commission, operate and maintain power-generating plants, installations, shops, laboratories, pipelines, repair shops, electrical works, power houses, warehouses, terminals, and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution; to promote and undertake research, development, utilization, manufacture, sale, marketing, distribution and commercial application of new, renewable, non-conventional and environment-friendly energy sources and systems including but not limited to solar, wind, water, heat, steam, ocean, tidal, biomass, biogas, chemical, mechanical, electrical, synthetic, agricultural, and other natural, fossil or non-fossil fuel based, artificial, organic or otherwise, and of energy systems that use new, renewable and any energy resources applying new and efficient energy conversion and/or utilization technologies for commercial application; and to perform other ancillary and incidental activities as may be provided by and under contract with the Government of the Republic of the Philippines, or any subdivision, instrumentality or agency thereof, or any government-owned and controlled corporation, or other entity engaged in the development, supply and distribution of renewable energy.

IN FURTHERANCE of the foregoing purposes:

1. To acquire by purchase, lease, except financial leasing, contract, concession or otherwise, within the limits allowed by law, any and all real and/or personal property of every kind and description, whether tangible or intangible, which

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<sup>1</sup> As amended by the unanimous vote of the Board of Directors in a meeting held on 8 August 2022 and by the Stockholders representing at least two-thirds of the outstanding capital stock in a meeting held on 30 August 2022.

the Corporation may deem necessary or appropriate in connection with the conduct of any business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, assign, convey, transfer, exchange, or otherwise of the whole or any part thereof;

2. To purchase or otherwise acquire, and to hold, own, traded and deal in, mortgage, pledge, assign, sell, exchange, transfer or otherwise dispose of goods, wares, merchandise and personal property of every class and description and to transport the same in any manner;

3. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade-names, brands, labels, patents, design patents, improvements or processes used in connection with or secured under letters patent of any country, government or authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trademarks, trade-names, brands, labels, patents, design patents, inventions, improvements, processes and the like;

4. To raise capital or borrow money from not more than nineteen (19) lenders, including its stockholders, to meet the financial requirements of its business, for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the Corporation or its duly authorized officer or agents shall determine and as may be permitted by law;

5. To guarantee and/or assume the obligations and liabilities of any corporation, partnership, association in which the Corporation has an interest, including its affiliated companies, and to secure the repayment of the obligations and liabilities of any such corporation, partnership, association in which the Corporation has an interest, including its affiliated companies, by mortgage, pledge, assignment, deed of trust or other encumbrances upon monies and properties of the Corporation;

6. Insofar as may be permitted by law, to purchase or otherwise acquire the stocks, bond, and other securities or evidence of indebtedness of any other corporation, association, firm, or entity, domestic or foreign, and to issue in exchange therefore its own stocks, bonds, or other obligations or to pay therefore in cash, or otherwise; to hold for investment or otherwise own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds, or other securities, and exercise the rights and power of ownership, including the right to vote thereon for any purpose; provided that the corporation shall not act as stockholder or dealer in securities;

7. To purchase, hold, cancel, re-issue, sell, exchange, transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the

purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

8. To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

9. To acquire, take over, hold or control all or any part of the business, goodwill, property and other assets, as may be allowed under the law, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the corporation is or may become authorized to carry on or which may be appropriated or suitable for the purposes of the Corporation, and to pay for the same in cash or in stock bonds, or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof, except the management of funds, securities, portfolios or similar assets of managed entity or corporation;

10. To obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry-out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions;

11. To engage in general construction and other allied activities such as procuring services; and

12. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations in particular.

PROVIDED, the foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the provisions of Batas Pambansa Bilang 68 otherwise known as the Corporation Code of the Philippines.

**THIRD:** The place where the principal office of the Corporation is to be established is at 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City, Philippines 1229.

**FOURTH:** The term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

Name	Nationality	Residence	Tax Identification No.
Leandro L. Leviste			
Antonio C. Legarda, Sr.			
Benjamin C. Legarda			
Antonio B. Legarda, Jr.			
Hazel Iris P. Lafuente			

**SIXTH:** That the number of directors of the said Corporation shall be seven (7), who are to serve until their successors are elected and qualified as provided by the By-Laws.

(As amended by the unanimous vote of the Board of Directors and by Stockholders representing at least two-thirds of the outstanding capital stock at separate meetings held on 03 March 2021 at the principal office of the Corporation.)

**SEVENTH:** That the Authorized Capital Stock of the Corporation is **Five Billion Pesos (₱5,000,000,000.00)** in lawful money of the Philippines, divided into **Fifty Billion (50,000,000,000)** Common Shares with par value of Ten Centavos (₱0.10) per share.

(As amended by the unanimous vote of the Board of Directors in a meeting held on 10 January 2022 via videoconferencing and confirmed by the Board of Directors in a meeting held 5 May 2023 via videoconferencing, and by the Stockholders representing at least two-thirds of the outstanding capital stock in a meeting held on 7 March 2022 via videoconferencing.)

The holder of shares shall not be entitled to pre-emptive rights to subscribe to any new issues of stock, nor dispositions of existing stocks, whether issued from its unissued capital or its treasury shares.

(As amended by the unanimous vote of the Board of Directors and by Stockholders representing at least two-thirds of the outstanding capital stock at separate meetings held on 03 March 2021 at the principal office of the Corporation.)

**EIGHTH:** The subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name	Citizenship	No. of Shares Subscribed	Amount Subscribed (in PHP)	Amount Paid-in (in PHP)

			(25% of ACS)	(25% of Subscribed)
Solar Philippines Power Project Holdings, Inc. (TIN 008-766- 992)		24,995	₱249,995.00	PHP62,495.00
Leandro Antonio L. Leviste		1	₱1.00	₱1.00
Antonio C. Legarda, Sr.		1	₱1.00	₱1.00
Benjamin C. Legarda		1	₱1.00	₱1.00
Antonio B. Legarda, Jr.		1	₱1.00	₱1.00
Hazel Iris P. Lafuente		1	₱1.00	₱1.00
<b>Total</b>		<b>250,000</b>	<b>₱25,000.00</b>	<b>₱62,500.00</b>

**NINTH:** Shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the Corporation only upon record thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

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 of the certificate book.

In connection with the Initial Public Offering and initial listing of shares by the Corporation with the Philippine Stock Exchange, the Corporation shall strictly comply with the lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with amendments to the Rules of the Philippine Stock Exchange.

(As amended by the unanimous vote of the Board of Directors and by Stockholders representing at least two-thirds of the outstanding capital stock at separate meetings held on 03 March 2021 at the principal office of the Corporation.)

**TENTH:** That 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 the Corporation and this restriction shall be indicated in the stock certificates issued by the Corporation.

**ELEVENTH:** That Antonio B. Legarda, Jr. has been appointed 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 has

been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid by the subscribers.


**TWELFTH:** That the incorporators hereby undertake to change the name of the Corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name or contrary to public morals, good customs or public policy.

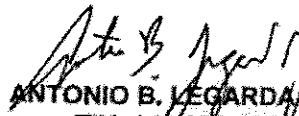
OCT 24 2013

IN WITNESS WHEREOF, we have set out our hands this \_\_\_\_\_  
at \_\_\_\_\_, Philippines.

  
LEANDRO ANTONIO L. LEVISTE  
TIN:

  
ANTONIO C. LEGARDA SR.  
TIN:

  
BENJAMIN C. LEGARDA  
TIN:

  
ANTONIO B. LEGARDA, JR.  
TIN:

  
HAZEL IRIS P. LAFUENTE  
TIN:

SIGNED IN THE PRESENCE OF:

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**ACKNOWLEDGEMENT**

**QUEZON CITY**


BEFORE ME, a Notary Public for and in \_\_\_\_\_, Philippines, this  
~~2016~~ <sup>2017</sup> personally appeared:

Name	Competent Evidence of Identity		
		Type of ID	ID Number and Expiry Date (if applicable)
LEANDRO ANTONIO L. LEVISTE	1	Passport	
	2	TIN	
ANTONIO C. LEGARDA SR.	1	Driver's License	
	2	Sr. Citizen ID	
BENJAMIN C. LEGARDA	1	Driver's License	
	2	Sr. Citizen ID	
ANTONIO B. LEGARDA JR.	1	Driver's License	
	2	TIN	
HAZEL IRIS P. LAFUENTE	1	Unified Multi-Purpose ID	
	2	TIN	

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

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

Doc No. 727  
 Page No. 145  
 Book No. 142  
 Series of 2016.

  
**JOEL G. GORDOLA**  
 Notary Public  
 Commission Expires on 31 December 31, 2017  
 Adm No. 068, License No. 25114-ISP No. 1013094  
 PTR No. 1876232, BOARD Q.C.  
 TIN 125-763-006; MOLE No. MO-021531  
 Until 1 # 878 Quirino Highway, Guksal, Novaliches, Q.C.