



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 OF
SP New Energy Corporation**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Commission has approved the amendment of the Principal Office Address of the above-named Corporation pursuant to the provisions of Section 15 of the Republic Act No. 11232, Revised Corporation Code of the Philippines, which took effect on February 23, 2019.

This amendment was adopted on April 12, 2024 by majority vote of the Board of Directors and on May 10, 2024 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

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 29th day of November, Two Thousand Twenty-Four.



GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

This is a computer generated certificate, signature is not required.



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL TRN-S092024-CRMD03000N

Corporate Name	SP New Energy Corporation
Date of Approval by the Commission	29 November 2024
Approved by majority of the Directors	12 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	10 May 2024
Subject of Amendment	Change of Principal Office Address

TO ROCKWELL BUSINESS CENTER ORTIGAS AVE. UGONG
 1604 CITY OF PASIG
 SECOND DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City, Philippines 1229



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
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GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

This is a computer generated certificate, signature is not required.

Note: The original copy of this Certificate must be secured within thirty (30) calendar days from the date indicated in the digital copy of the Certificate of Amendment.

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

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 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,

¹ 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.

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 assts, 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 Rockwell Business Center Ortigas Ave., Ugong, 1604 City of Pasig, Second District, National Capital Region (NCR).

(As amended by the unanimous vote of the Board of Directors in a meeting held on 12 April 2024 and by the Stockholders representing at least two-thirds of the outstanding capital stock in a meeting held on 10 May 2024 via videoconferencing.)

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.			107,017,000
Benjamin C. Legarda			
Antonio B. Legarda, Jr.			
Hazel Iris P. Lafuente			107,000,000

SIXTH: That the number of directors of the said Corporation shall be **nine (9)**, 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 in a meeting held on 11 October 2023 via videoconferencing and by the Stockholders representing at least two-thirds of the outstanding capital stock in a meeting held on 4 December 2023 via videoconferencing.)

SEVENTH: That the Authorized Capital Stock of the Corporation is **Seven Billion Seven-Hundred Fifty Million Pesos (P7,750,000,000.00)** in lawful money of the Philippines, divided into **Seventy-Five Billion (75,000,000,000)** Common Shares with par value of Ten Centavos (P0.10) per share and **Twenty-Five Billion (25,000,000,000) Preferred Shares with a par value of One Centavo (PhP0.01) per share, divided into Five Billion Five Hundred Ninety-Five Million Seven Hundred Ninety-Seven Thousand Four Hundred Forty-Eight (5,595,797,448) Class A Preferred Shares and Nineteen Billion Four Hundred Four Million Two Hundred Two Thousand Five Hundred Fifty-Two (19,404,202,552) Class B Preferred Shares.**

The Board of Directors of the Corporation shall determine: (a) the features of the Class A Preferred Shares (whether voting or non-voting) at each issuance of the Class A Preferred Shares, (b) the frequency of issuance of Class A Preferred Shares (which may be issued in one or more series), and (c) the preference as to redemption, dividends and other preferences for each issuance of Class A Preferred Shares. The Class A Preferred Shares shall not have any pre-emptive rights over other issuances or re-issuance of Preferred Shares or Common Shares.

Class B Preferred Shares shall be (i) voting; (b) non-cumulative; (c) not entitled to any economic returns or dividends; (d) redeemable at the option of the Corporation, at issue price, and at such other terms and conditions as may be determined by the Board of Directors (and shall be immediately retireable upon redemption thereof); and (e) in the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), have preference over the Common Shares in respect of the assets of the Corporation available for distribution after payment of the liabilities of the Corporation.

The holder of **Common 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 in a meeting held on 11 October 2023 via videoconferencing and by the Stockholders representing at least two-thirds of the outstanding capital stock in a meeting held on 4 December 2023 via videoconferencing.)

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) (25% of ACS)	Amount Paid-in (in PHP) (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
Total		250,000	₱25,000.00	₱62,500.00

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.

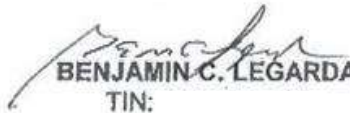
TWELFTH: That the incorporators hereby undertake to change the name of the Corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to 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.

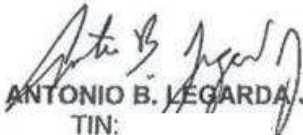
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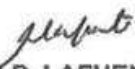
IN WITNESS WHEREOF, we have set out our hands this _____
at _____, Philippines.


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:

ACKNOWLEDGEMENT

QUEZON CITY

BEFORE ME, a Notary Public for and in _____, Philippines, this

Oct 24 2016 personally appeared:

Name		Competent Evidence of Identity	
		Type of ID	ID Number and Expiry Date (if applicable)
LEANDRO ANTONIO L. LEVISTE	1		
	2		
ANTONIO C. LEGARDA SR.	1		
	2		
BENJAMIN C. LEGARDA	1		
	2		
ANTONIO B. LEGARDA JR.	1		
	2		
HAZEL IRIS P. LAFUENTE	1		
	2		

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. 723
Page No. 15
Book No. 192
Series of 2016.

JOEL G. GORDOLA

Notary Public

Commission expires until December 31, 2017

Adm. No. 058,531 No. 2510,1 IBP No. 1013094

PTR No. 1876232, 1/04/16 O.C.

TIN 126-769-909; MCLE No. V-0001531

Until 1 B 878 Quirino Hwy, Gulod, Nolasiches, Q.C.



STOCK CORPORATION

TRN-S092024-CRMD03000N

COMPANY REGISTRATION AND MONITORING DEPARTMENT
AMENDMENT FORM (Articles of Incorporation)

Corporate Name: SP NEW ENERGY CORPORATION
Company Type: STOCK CORPORATION
Authorized Representative: TE, DORIS SAAVEDRA
Mobile/Landline No.:

SEC Registration No.: CS201627300

Email Address:

Provision for Amendment on Articles of Incorporation: Change of Principal Office Address

From (based from the latest SEC approved Articles of Incorporation (amendments, if any))	To
112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City, Philippines 1229	ROCKWELL BUSINESS CENTER ORTIGAS AVE. UGONG 1604 CITY OF PASIG SECOND DISTRICT NATIONAL CAPITAL REGION (NCR)

DIRECTORS' CERTIFICATE

We, the undersigned majority of the Board of Directors and the Corporate Secretary of SP New Energy Corporation, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the Board of Directors at a meeting held on April 12, 2024, at which meeting a quorum was present, and ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on May 10, 2024 at the principal office of the corporation.

We further certify that to the best of our knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Signed this _____ day of NOV 07 2024 at QUEZON CITY.


MANUEL VELEZ PANGILINAN
TIN:
Director

LEANDRO ANTONIO LEGARDA
LEVISTE
TIN:
Director


LANCE YU GOKONGWEI

TIN:

Director


EMMANUEL VIZCARRA RUBIO

TIN:

Director

HAZEL IRIS POBLETE LAFUENTE

TIN:

Director


RYAN JEROME TAN CHUA

TIN:

Director


BENJAMIN IGNACIO ESPIRITU

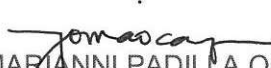
TIN:

Director


LYDIA BALATBAT ECHAIZ

TIN:

Director


JO MARIANNI PADILLA OCAMPO-
JALBUENA

TIN:

Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this NOV 07 2024 day of NOVEMBER 20 2024 in QUEZON CITY Philippines, affiant exhibiting to me his/her _____ issued on _____ at _____.

Doc.No. 3M

Page No. 64

Book No. 44

Series of 2024

NOTARY PUBLIC


ATTY. CONCEPCION M. LARENA
Notary Public for Quezon City
Until December 31, 2024

PTR No. 5565783 / January 03, 2024 Q.C

IBP No. 399899 / January 04, 2024 Q.C

Roll No. 30457 / 05-09-1980

MCLE VII-0006994 / 09-21-2021

ADM. MATTER No. NP-021 (2024-2025)

TIN NO 131-942-754

Matalino Corner Malakas ST., Brgy. Central
District IV, Diliman Quezon City



STOCK CORPORATION

TRN-S052024-CRMD02935N

COMPANY REGISTRATION AND MONITORING DEPARTMENT
AMENDMENT FORM (Articles of Incorporation)

Corporate Name: SP NEW ENERGY CORPORATION
Company Type: STOCK CORPORATION
Authorized Representative: TE, DORIS SAAVEDRA
Mobile/Landline No.:

SEC Registration No.: CS201627300

Email Address:

Provision for Amendment on Articles of Incorporation: Change of Principal Office Address

From (based from the latest SEC approved Articles of Incorporation (amendments, if any))	To
112 Legaspi Street, Legaspi Village, Barangay San Lorenzo, Makati City 1229 Philippines	ROCKWELL BUSINESS CENTER ORTIGAS AVE. UGONG 1604 CITY OF PASIG SECOND DISTRICT NATIONAL CAPITAL REGION (NCR)

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We further certify that to the best of our knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Signed this _____ day of JUL 10 2024 at PASIG CITY.


MANUEL VELEZ PANGILINAN
TIN: _____
Director


ROCHEL REQUESTO GLORIA
TIN: _____
Director /


LEANDRO ANTONIO LEGARDA
LEVISTE

TIN:

Director


HAZEL IRIS P. LAFUENTE

TIN:

Director


BENJAMIN I. ESPIRITU

TIN:

Director


LYDIA BALATBAT ECHAUZ

TIN:

Director


RYAN JEROME TAN CHUA

TIN:

Director


LANCE YU BOKONGWEI

TIN:

Director


JO MARIANNI PADILLA OCAMPO-
JALBUENA

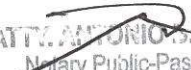
TIN:

Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this JUL 10 2024 day of 20 in
PASIG CITY Philippines, affiant exhibiting to me
his/her issued on at .

Doc.No. 400
Page No. 51
Book No. xxv
Series of 2024

NOTARY PUBLIC


ATTY. ANTONIO S. ESTITO
Notary Public-Pasig City
Commission No.97(2023-2024)
709 Mega Plaza, ADB Ave., Pasig City
Attorney's Roll No. 27614
IBP No. 393237/1/03/24/Rizal
PTR No.0173844/1/04/24/Pasig City
MCLE Compliance No. VII-0008638 April 24, 2025