

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Feb 14, 2025
2. SEC Identification Number
ASO95002283
3. BIR Tax Identification No.
004-703-376-000
4. Exact name of issuer as specified in its charter
DMCI HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
DACON BLDG. 2281 CHINO ROCES AVENUE, MAKATI CITY
Postal Code
1231
8. Issuer's telephone number, including area code
(632) 88883000
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	13,277,470,000

11. Indicate the item numbers reported herein
ITEM NO. 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



DMCI Holdings, Inc.

DMC

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment to Articles of Incorporation

Background/Description of the Disclosure

We advise that on December 23, 2024, the Securities and Exchange Commission ("SEC") approved the following:

(1) Amendment of the Articles of Incorporation in order to reclassify 100,000,000 Preferred Shares of the Corporation into 90,000,000 Class A Preferred Shares and 10,000,000 Class B Preferred Shares.

In view of the approval of the Amended Articles of Incorporation, the issuance of 10,000,000 Class B preferred shares to Dacon Corporation by way of private placement at the issue price of P1,000 per share is deemed effective. The foregoing issuance was approved by the Board of Directors on August 20, 2024, subject to (a) approval by the stockholders which was obtained during the special stockholders' meeting on October 15, 2024, and (b) approval by the SEC of the Amended Articles of Incorporation which was obtained today, December 23, 2024.

Attached for your reference are copies of the Corporation's Amended Articles of Incorporation, which were released by the SEC and received by the Corporation today. Certified true copies of these documents shall be submitted to the Exchange in due course.

Date of Approval by Board of Directors	Aug 20, 2024
Date of Approval by Stockholders	Oct 15, 2024
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Dec 23, 2024
Date of Receipt of SEC approval	Dec 23, 2024

Amendment(s)

Article No.	From	To
Please see attached file.	Please see attached file	Please see attached file

Rationale for the amendment(s)

On April 25, 2024, DMCI Holdings, Inc. Dacon Corporation (Dacon) and Semirara Mining and Power Corporation (SMPC) executed a Share Purchase Agreement with CEMEX Asia B.V. for the purchase of its 100% equity interest (the "Transaction") in CASEC. CASEC owns 89.86% of the outstanding shares of Cemex Holdings Philippines, Inc. (CHP). DMCI Holdings, Inc. will acquire 56.75% stake in CASEC comprising of 23,915,631 shares. The Php10,000,000,000.00 that the Corporation will raise through the issuance of 10,000,000 Class B Preferred Shares to Dacon Corporation at the issue price of Php1,000 per share or total issue price of Php10,000,000,000.00 will be used by the Corporation to fund its share in the purchase price of CASEC.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Dec 19, 2024
Expected date of SEC approval of the Amended Articles of Incorporation	Dec 23, 2024

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

The amendment refers to the attached Certified True Copy of the Amended Articles of Incorporation which the Company received today from the SEC.

Filed on behalf by:

Name	Herbert Consunji
Designation	Executive Vice President & Chief Finance Officer



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. AS95002283

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

DMCI HOLDINGS INC.
(Amending Article VII thereof)

copy annexed, adopted on August 20, 2024 by at least two-thirds of the Board of Directors and on October 15, 2024 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 23rd day of December, Twenty Twenty Four.

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Exchange

Date: 2025-02-10 08:44:58

GL/bds

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DANIEL J. GABUYO

Assistant Director

NOTE: To confirm the accuracy of the information, kindly email and secure a Certification from Company Registration and Monitoring Department

Per application of 23 pag FEB 12 2025

Verified by: **J. EVANGELIO** Date Issued: _____



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

41664.0035.0001

electronic Official Receipt

Transaction Details

eOR Number	20241219-PM-0167341-98
Transaction Number	972429
Payment Date	December 19, 2024 10:11 AM
Payment Scheme	qrph
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20241219-11970261
PAF Date	2024-12-19 09:07:52
Payor Name	DMCI HOLDINGS INC.
Payor Address	MAKATI CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Amended By Laws	4020102000(606)	1,000.00
3	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	3,000.00
4	Documentary Stamp Tax	4010401000(4010401)	90.00
5	Legal Research Fee (A0823)	2020105000(131)	50.00
TOTAL			5,140.00

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

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Machine Validation:

VALID UNTIL: FEBRUARY 02, 2025

41664.0095.0002



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. 20241219-11970261

DATE 12/19/2024	RESPONSIBILITY CENTER CRMD
PAYOR: DMCI HOLDINGS INC. MAKATI CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended By Laws		4020102000 (606)	1,000.00
Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value		4020102000 (606)	3,000.00
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Legal Research Fee (A0823)		2020105000 (131)	50.00
Documentary Stamp Tax	3	4010401000 (4010401)	90.00
TOTAL AMOUNT TO BE PAID			Php 5,140.00
Assessed by: galiboon		Amount in words: FIVE THOUSAND ONE HUNDRED FORTY PESOS AND 00/100	
Remarks:			

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
 - https://espaysec.sec.gov.ph
- Over the Counter Payments at any LandBank branch nationwide from 8:30 am up to 3:00 pm only

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	5,000.00	3752-2220-44
SEC BIR - DST	90.00	3752-2220-60
SEC BTR Account - LRF	50.00	3402-2319-20
TOTAL	Php 5,140.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until FEBRUARY 02, 2025.
- Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier'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 onColl 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 OnColl 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

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COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

41664 0095 0003

Nature of Application

AMENDMENT OF ARTICLES OF INCORPORATION

SEC Registration Number

A S O 9 5 0 0 2 2 8 3

Former Company Name

D M C I H O L D I N G S , I N C.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

3 R D F L O O R D A C O N B U I L D I N G , 2 2 8 1
D O N C H I N O R O C E S A V E N U E , M A K A T I
C I T Y

ZIP CODE

COMPANY INFORMATION

Company Email

dmciholdings@dmcinet.com

Telephone Number/s

8888-3000

Mobile Number

+639189883462

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Ma. Pilar M. Pilares-Gutierrez

Email Address

pilar.pilares@cltpsj.com.ph

Telephone Number/s

817-6791 to 95

Mobile Number

+639178990444

Contact Person's Address

4th Floor, The Valero Tower, 122 Valero St, Salcedo Village, 1227 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:

- Corporate and Partnership Registration
- Division Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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 Page 4 of 22 pages **FEB 12 2025**
 Verified by: J. EVANGELIO Date Issued: _____

AMENDED
ARTICLES OF INCORPORATION
OF

DMCI HOLDINGS, INC

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

DMCI HOLDINGS, INC.

SECOND: That the purpose for which the said corporation is formed are:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay thereon in whole or in part, in cash or by exchanging therefor, stocks bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness, or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers of any stock so owned, without however engaging in dealership in securities or in stock brokerage business; To aid either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any share of stock, or any bond, debenture, evidence of indebtedness or other security whereof are held by this corporation or in which it shall have interest, and to do any act designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation or in which it, at that time, may be interested.

SECONDARY PURPOSE

1. To purchase, acquire, own, use, hold, sell and convey, exchange, lease, mortgage, and take options to real properties such as lands, buildings.

As amended at the special meeting of the Board of Directors and Stockholders both held on June 22, 1995.

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factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To carry on and manage the general business of any company. In no case, however, shall the Corporation manage the funds, securities, portfolios and similar assets of such merged entities.

5. To bid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

6. To enter into lawful arrangement for sharing profits, union of interest, utilization or farmout agreement, reciprocal concession, or corporation with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation;

7. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchises, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

8. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

9. To distribute the surplus profits of the corporation to the stockholders thereof in cash and in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

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10. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at 3rd Floor Dacon Building, 2281 Don Chino Roces Avenue, Makati City, 1231. (As amended by the Board of Directors on April 3, 2014 and by the stockholders on August 5, 2014.)

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

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

Name	Nationality	Residence
David M. Consunji	Filipino	4688 Pasay Road Dasmariñas Village Makati, Metro Mla.
Isidro A. Consunji	Filipino	7 Bauhinia St. cor. Instia Road South Forbes, Makati City
Jorge A. Consunji	Filipino	7 Socorro St. Magallanes Village, Makati, Metro Manila
Antonio O. Bernas	Filipino	103 Neptuno St. Bel Air, Makati
Cristina C. Gotianun	Filipino	1296 Gladiola St. Dasmariñas Village, Makati, Metro Manila

SIXTH: That the number of directors of said corporation shall be NINE (9) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
David M. Consunji	Filipino	4688 Pasay Road Dasmariñas Village Makati, Metro Manila

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Isidro A. Consunji	Filipino	7 Bauhinia St. cor. Instia Road South Forbes, Makati City
Jorge A. Consunji	Filipino	7 Socorro St. Magallanes Village, Makati, Metro Manila
Victor A. Consunji	Filipino	Ritz Tower, Ayala Avenue Makati, Metro Manila
Ma. Edwina C. Laperal	Filipino	4688 Pasay Road Dasmariñas Village Makati, Metro Manila
Cristina C. Gotianun	Filipino	1296 Gladiola St. Dasmariñas Village Makati, Metro Manila
Antonio G. Bernas	Filipino	103 Neptune Street Bel Air, Makati, M.M.
Herbert M. Consunji	Filipino	7 Bernabe Street South Admiral Village Parañaque, Metro Manila
Jesus R. Ferrer	Filipino	1881 Pres. Quirino Ave. Ext., Pandacan Manila

SEVENTH: That the authorized capital stock of said Corporation is Twenty Billion (Php20,000,000,000.00), Philippine Currency, divided into:

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- A. Nineteen Billion Nine Hundred Million (19,900,000,000) Common Shares of the par value of One Peso (Php1.00) per Common Share;
- B. Ninety Million Preferred A Shares at the par value of One Peso (Php1.00) per Preferred A Share; and
- C. Ten Million (10,000,000) Preferred B Shares at the par value of One Peso (Php1.00) per Preferred B Share. (As amended by the Board of Directors on August 20, 2024 and by the stockholders on October 15, 2024)

No holder of stock of the Corporation shall be entitled as of right to subscribe to and/or purchase any additional or increased stock of any class, whether now or hereinafter authorized or obligations convertible into stocks of any class or classes whatsoever, whether now or hereinafter authorized, and whether issued for cash, property or services.

The preferences, privileges and voting powers of each class of shares and the restrictions and qualifications thereof shall be as follows:

A. COMMON SHARES

1. Issuance

From time to time, common shares may be issued for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

2. Dividends

Stock and cash dividends may be declared and paid on common shares from time to time of the unrestricted retained earning of the Corporation legally available for payment of dividends, provided that dividends on the preferred shares shall first be paid and satisfied by the Corporation. The Board of Directors shall, however, have the power from time to time to fix and determine and to vary the amount of the working capital of the Corporation, and to direct the use and disposition of any surplus of the Corporation in accordance with law.

3. Voting

All common shares are voting shares.

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B. CLASS A PREFERRED SHARES

1. Issuance

Class A Preferred shares may be issued by the Board of Directors for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

2. Dividends

Class A Preferred shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, dividends at a rate or rates to be determined by the Board of Directors.

a. Cumulative

Dividends on Class A Preferred shares are cumulative from and after the date of issue of such shares. Accrued but unpaid dividends shall compound at the dividend rate applicable during the succeeding dividend period until fully paid. No dividends shall be declared or issued on the common shares nor shall any common shares be purchased, retired or otherwise acquired by the Corporation, unless full cumulated dividends on the preferred shares for all past dividend periods shall have been declared and paid by the Corporation.

b. Non-Participating

Class A Preferred shares shall not be entitled to receive any other or further dividends of any kind whatsoever beyond that specifically payable thereon.

3. Non-Voting

Class A Preferred shares shall not be entitled to vote except in those cases specifically provided by law.

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4. Convertibility

Class A Preferred shares may either be convertible or non-convertible into common shares as shall be determined by the Board of Directors upon their issuance.

Convertible Class A Preferred shares shall be convertible into common shares within such period, and at such premium, as may be determined and fixed by the Board of Directors at the time of issuance.

5. Redemption

Class A Preferred shares may be redeemable at the option of the Corporation at any time, upon payment of their aggregate par or issue value, plus all accrued and unpaid dividends, as the Board of Directors may determine at the time of issuance.

Class A Preferred shares so redeemed may be reissued by the Corporation upon such terms and conditions as the Board of Directors may determine.

6. Liquidation

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of Class A Preferred shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the par or issue value of each preferred share held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated dividends up to the current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.

C. Class B Preferred Shares

1. Issuance

Class B Preferred shares may be issued by the Board of Directors for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

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Verified by: J. EVANGELIO Date Issued: **FEB 12 2025**

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2. Dividends

Class B Preferred shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, annual dividends at the rate of 4% of their aggregate issue value upon approval by the Board of Directors, and to be paid out on a quarterly basis at (1% of issue value per quarter).

a. Cumulative

Dividends on Class B Preferred shares are cumulative from and after the date of issue of such shares. Accrued but unpaid dividends shall compound at the dividend rate applicable during the succeeding dividend period until fully paid. No dividend shall be declared or issued on the common shares nor shall any common shares be purchased, retired or otherwise acquired by the Corporation, unless full cumulated dividends on the preferred shares for all past dividend periods shall have been declared and paid by the Corporation.

b. Non-Participating

Class B Preferred shares shall not be entitled to receive any other or further dividends of any kind whatsoever beyond that specifically payable thereon

3. Non-Voting

Class B Preferred shares shall not be entitled to vote except in those cases specifically provided by law.

4. Convertibility

Class B Preferred shares may be converted into common shares at the conversion price of 30% premium over the volume weighted average price of the common shares of the Corporation over the 30 trading days immediately preceding the conversion date (the "Conversion Price").

Class B Preferred shareholder shall have the option to convert the Class B Preferred Shares at the Conversion Price. The

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option to convert may be exercised in one or more installments at the option of the holder of such Class B Preferred shares, exercisable not earlier than the fifth anniversary of the issuance of such shares, and every end of each succeeding calendar year following the fifth anniversary of issuance.

5. Term and Redemption

Class B Preferred shares shall be perpetual unless redeemed at the sole option of the Corporation at the issue price of such Class B Preferred Shares. The option to redeem may be exercised in one or more installments at the option of the Corporation, not earlier than the fifth anniversary of the issuance of such shares, and every end of each succeeding calendar year following the fifth anniversary of issuance. All accrued and unpaid dividends on the Class B Preferred Shares shall be paid upon their redemption.

Class B Preferred Shares so redeemed may be reissued by the Corporation upon approval by the Board of Directors.

6. Liquidation

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of Class B preferred shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the issue value of each Class B Preferred share held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated dividends up to the current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.¹

EIGHT: That the amount of said capital stock which has been actually subscribed is TEN MILLION PESOS (PHP10,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

¹ As amended by the vote of at least 2/3 of the members of the Board of Directors on August 20, 2024 and by the stockholders representing at least 2/3 of the outstanding capital stock on October 15, 2024.

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41664.0095.0013

Names	Nationality	No. Of Shares Subscribed	Amount Subscribed
David M. Consunji	Filipino	1,000	1,000
Isidro A. Consunji	Filipino	1,000	1,000
Jorge A. Consunji	Filipino	1,000	1,000
Victor A. Consunji	Filipino	1,000	1,000
Ms. Edwina C. Laperal	Filipino	1,000	1,000
Cristina C. Gollanun	Filipino	1,000	1,000
Antonio G. Bernas	Filipino	1,000	1,000
Herbert M. Consunji	Filipino	1,000	1,000
Jesus R. Ferrer, Jr.	Filipino	1,000	1,000
Dacon Corporation	Filipino	1,000	1,000
DMCI Retirement Plan	Filipino	9,990,000	9,990,000

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Names	No. Of Shares Subscribed	Amount Paid-Up
David M. Consunji	1,000	1,000
Isidro A. Consunji	1,000	1,000
Jorge A. Consunji	1,000	1,000
Victor A. Consunji	1,000	1,000
Ms. Edwina C. Laperal	1,000	1,000
Cristina C. Gollanun	1,000	1,000
Antonio G. Bernas	1,000	1,000
Herbert M. Consunji	1,000	1,000

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Jesus R. Ferrer	1,000	1,000
Dacon Corporation	1,000	1,000
DMCI Retirement Plan	9,990,000	4,096,000

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Cristina C. Gotianun has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 22nd day of February, 1995 at Makati, Philippines.

(SGD.)
DAVID M. CONSUNJI

(SGD.)
ISIDRO A. CONSUNJI

(SGD.)
ANTONIO G. BERNAS

(SGD.)
JORGE A. CONSUNJI

(SGD.)
CRISTINA C. GOTIANUN

SIGNED IN THE PRESENCE OF:

[Signature]

[Signature]

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ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public in and for Manila, Philippines, this 3rd day of March, 1996, personally appeared:

Name	Res. Cert. No.	Date & Place Issued
David M. Consunji	2800425	Jan. 23, 1995/Manila
Isidro A. Consunji	2813716	Jan. 13, 1995/Manila
Jorge A. Consunji	2800423	Jan. 23, 1995/Manila
Antonio G. Bernab	4649335	Jan. 20, 1995/Manila
Cristina C. Gotlanun	0509784	Feb. 13, 1995/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.

(SGD.)
NOTARY PUBLIC

Mario S. Pazompa

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Book No. 111
Series of 1996.

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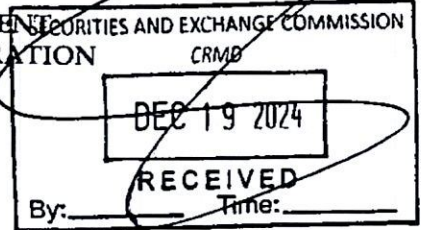
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DIRECTORS' CERTIFICATE OF AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION



OF

DMCI HOLDINGS, INC.

We the undersigned, the Chairman and Secretary of the Stockholders' meeting held on October 15, 2024 and at least two-thirds of all the members of the Board of Directors who attended the Board Meeting on August 20, 2024 of DMCI HOLDINGS, INC. (the "Company") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.

The amendment is in the seventh article of the Articles of Incorporation to include the reclassification of One Hundred Million (100,000,000) Preferred Shares into Ninety Million (90,000,000) Class A Preferred Shares and Ten Million (10,000,000) Class B Preferred Shares.

"SEVENTH: That the authorized capital stock of said Corporation is Twenty Billion Pesos (Php20,000,000,000.00), Philippine Currency, divided into:

- A. Nineteen Billion Nine Hundred Million (19,900,000,000) Common Shares of the par value of One Peso (Php1.00) per Common Share;
B. Ninety Million Preferred A Shares at the par value of One Peso (Php1.00) per Preferred A Share; and
C. Ten Million (10,000,000) Preferred B Shares at the par value of One Peso (Php1.00) per Preferred B Share.

No holder of stock of the Corporation shall be entitled as of right to subscribe to and/or purchase any additional or increased stock of any class, whether now or hereinafter authorized or obligations convertible into stocks of any class or classes whatsoever, whether now or hereinafter authorized, and whether issued for cash, property or services.

The preferences, privileges and voting powers of each class of shares and the restrictions and qualifications thereof shall be as follows:

A. COMMON SHARES

1. Issuance

From time to time, common shares may be issued for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

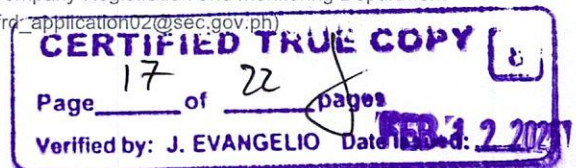
2. Dividends

Stock and cash dividends may be declared and paid on common shares from time to time out of the unrestricted retained earnings of the Corporation legally available for payment of dividends, provided that

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dividends on the preferred shares shall first be paid and satisfied by the Corporation. The Board of Directors shall, however, have the power from time to time to fix and determine and to vary the amount of the working capital of the Corporation, and to direct the use and disposition of any surplus of the Corporation in accordance with law.

3. Voting

All common shares are voting shares.

B. CLASS A PREFERRED SHARES

1. Issuance

Class A Preferred shares may be issued by the Board of Directors for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

2. Dividends

Class A Preferred shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, dividends at a rate or rates to be determined by the Board of Directors upon their issuance.

a. Cumulative

Dividends on Class A Preferred shares are cumulative from and after the date of issue of such shares. Accrued but unpaid dividends shall compound at the dividend rate applicable during the succeeding dividend period until fully paid. No dividends shall be declared or issued on the common shares nor shall any common shares be purchased, retired or otherwise acquired by the Corporation, unless full cumulated dividends on the preferred shares for all past dividend periods shall have been declared and paid by the Corporation.

b. Non-Participating

Class A Preferred shares shall not be entitled to receive any other or further dividends of any kind whatsoever beyond that specifically payable thereon.

3. Non-Voting

Class A Preferred shares shall not be entitled to vote except in those cases specifically provided by law.

4. Convertibility

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Class A Preferred shares may either be convertible or non-convertible into common shares as shall be determined by the Board of Directors upon their issuance.

Convertible Class A Preferred shares shall be convertible into common shares within such period, and at such premium, as may be determined and fixed by the Board of Directors at the time of issuance.

5. Redemption

Class A Preferred shares may be redeemable at the option of the Corporation at any time, upon payment of their aggregate par or issue value, plus all accrued and unpaid dividends, as the Board of Directors may determine at the time of issuance.

Class A Preferred shares so redeemed may be reissued by the Corporation upon such terms and conditions as the Board of Directors may determine.

6. Liquidation

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of Class A Preferred shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the par or issue value of each preferred share held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated dividends up to the current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.

C. CLASS B PREFERRED SHARES

1. Issuance

Class B Preferred shares may be issued by the Board of Directors for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

2. Dividends

Class B Preferred shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, annual dividends at the rate of 4% of their aggregate issue value upon approval by the Board of Directors, and to be paid out on a quarterly basis (at 1% of issue value per quarter).

a. Cumulative

Dividends on Class B Preferred shares are cumulative from and after the date of issue of such shares. Accrued but unpaid dividends shall compound at the dividend rate applicable during the succeeding dividend period until fully paid. No dividends shall be declared or issued on the common shares nor shall any common shares be purchased, retired or otherwise acquired by the Corporation, unless full

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cumulated dividends on the preferred shares for all past dividend periods shall have been declared and paid by the Corporation.

b. Non-Participating

Class B Preferred shares shall not be entitled to receive any other or further dividends of any kind whatsoever beyond that specifically payable thereon.

3. Non-Voting

Class B Preferred shares shall not be entitled to vote except in those cases specifically provided by law.

4. Convertibility

Class B Preferred Shares may be converted into common shares at the conversion price of 30% premium over the volume weighted average price of the common shares of the Corporation over the 30 trading days immediately preceding the conversion date (the "Conversion Price").

Class B Preferred shareholder shall have the option to convert the Class B Preferred Shares at the Conversion Price. The option to convert may be exercised in one or more installments at the option of the holder of such Class B Preferred shares, exercisable not earlier than the fifth anniversary of the issuance of such shares, and every end of each succeeding calendar year following the fifth anniversary of issuance.

5. Term and Redemption

Class B preferred shares shall be perpetual unless redeemed at the sole option of the Corporation at the issue price of such Class B Preferred Shares. The option to redeem may be exercised in one or more installments at the option of the Corporation, not earlier than the fifth anniversary of the issuance of such shares, and every end of each succeeding calendar year following the fifth anniversary of issuance. All accrued and unpaid dividends on the Class B Preferred Shares shall be paid upon their redemption.

Class B Preferred Shares so redeemed may be reissued by the Corporation upon approval by the Board of Directors.

6. Liquidation

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of Class B preferred shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the issue value of each Class B preferred share held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated

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dividends up to the current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares."

We further certify that the foregoing amendment was unanimously approved by (a) the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at the special meeting held on October 15, 2024 via remote communication, and (b) by at least two-thirds of the members of the Company's Board of Directors at their meeting held on August 20, 2024, at the Company's principal office. The requirements of Section 15 of the Revised Corporation Code have been complied with.

IN WITNESS WHEREOF, we have hereunto set our hands on this NOV 08 2024 at Makati City, Philippines.


ISIDRO A. CONSUNJI
Chairman of the Stockholders' Meeting/ Chairman of the Board of Directors
TIN 100-985-420



CESAR A. BUENAVENTURA
Director
TIN 121-507-656



MA. EDWINA C. LAPERAL
Director
TIN 100-929-743

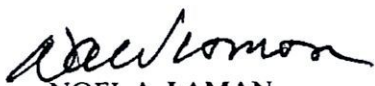

JORGE A. CONSUNJI
Director
TIN 110-929-728

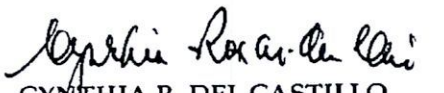

LUZ CONSUELO A. CONSUNJI
Director
TIN 409-533-569


MA. CRISTINA C. GOTIANUN
Director
TIN 163-777-902


BERNARDO M. VILLEGAS
Independent Director
TIN 111-622-998-000


ROBERTO L. PANLILIO
Independent Director
TIN 106-905-652-000


NOEL A. LAMAN
Secretary of the Stockholders' Meeting/
Corporate Secretary
TIN 104-112-228


CYNTHIA R. DEL CASTILLO
Independent Director
TIN 107-270-295-000

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NOV 08 2025

SUBSCRIBED AND SWORN to before me this _____ at Makati

City, affiants having exhibited to me their proof of identification as follows:

Name	Competent Proof of Identification
Isidro A. Consunji	TIN ID 100-985-420
Cesar A. Buenaventura	TIN ID 121-507-656
Jorge A. Consunji	TIN ID 110-929-728
Ma. Edwina C. Laperal	TIN 100-929-743
Ma. Cristina C. Gotianun	TIN 163-777-902
Luz Consuelo A. Consunji	TIN 409-533-569
Roberto L. Panlilio	TIN 106-905-652-000
Bernardo M. Villegas	TIN 111-622-998-000
Cynthia R. Del Castillo	TIN 107-270-295-000
Noel A. Laman	TIN 104-112-228

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Book No. 19
Series of 2024.

ATTY. MIKHAIL JUDY AMIANDO R. FABIO III
 NOTARY PUBLIC FOR AND IN MAKATI CITY
 APPOINTMENT NO. M-326, VALID UNTIL DEC. 31, 2025
 PTR NO. MKT 10087420/01-12-2024 / MAKATI CITY
 IBP NO. 426832, ROLL NO. 81066
 MCLE COMPLIANCE NO. VIII-0008160
 VALID UNTIL APRIL 14, 2028
 FABIO LAW OFFICE
 UNIT 301-A, NO. 3532 HILARIO ST. BRGY. PALANAN MAKATI CITY



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SECURITIES and EXCHANGE COMMISSION

I hereby certify that (a) this is a true copy of the document stored in the SEC Official Records to which proper security measures were employed to ensure data integrity consisting of Twenty Two (22) page (s); and (b) at all material times, the SEC System for Records Retrieval Storage and Maintenance were operating in a manner that did not affect the integrity of the electronic document.

DMC HOLDINGS INC

Verified by: JOSEPH D. EVANGELIO Fees Php 2,000 paid under
Dated: FEB 12 2025

O.R. No.: DM-0018314-03

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Commission

ROMEO B. CAMANO
SEC Administrative Officer IV
Electronic Records Management Division
Information and Communication Technology Department

