



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. A199600179

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

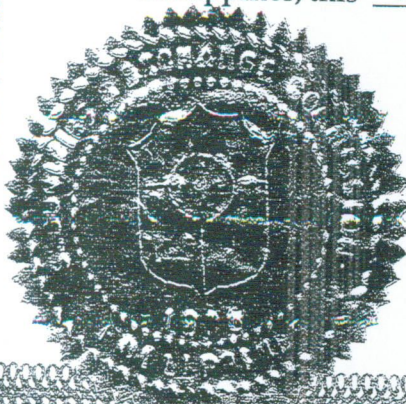
**NOW CORPORATION**

(Amending Article VII reclassification of P 60,000,000.00 Common Shares  
to Preferred Shares thereof.)

copy annexed, adopted on September 02, 2016 by majority vote of the Board of Directors and on November 08, 2016 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, Sec.14 of R.A. 8791, 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 10<sup>th</sup> day of January, Twenty Seventeen.



  
FERDINAND B. SALES

Director

Company Registration and Monitoring Department

I, THE UNDERSIGNED, DO HEREBY CERTIFY  
THAT THE FOLLOWING DOCUMENT IS A TRUE  
PHOTOSTATIC COPY OF ITS ORIGINAL.

  
ANGELINA MACASAET

A 1 9 9 6 0 0 1 7 9

(Company's full name)

(Business Address: No. Street/City/Province)

Company Telephone Number

Special  
Stockholders'  
Meeting

Fiscal Year

Secondary Applicable	License	Type,	If
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Dept. Requiring this doc.  
Number/Section

## Amended Articles

Total No. of Stockholders

Total amount of Borrowings

DomesticForeign

To be accomplished by SEC Personnel concerned

LCUCashier

Remark = pls. Use black ink for scanning purposes

ANGELINE L. MACASAET  
CORPORATE SECRETARY

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**NOW CORPORATION<sup>1</sup>**

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY

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

NOW CORPORATION.<sup>2</sup>

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

PRIMARY PURPOSE

To engage in the business of providing telecommunications, media and information technology products and services, such as but not limited to the research, development, production, management, marketing, and operation of the following: telecommunications value added services through companies duly licensed to engage in wired and wireless, fixed and mobile communications; software and hardware technology, business process outsourcing, call center and other information technology applications; digital media and other media except mass media; and to do all activities directly or indirectly connected therewith or incident thereto.<sup>3</sup>

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, 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 evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

<sup>1</sup>As amended by resolutions duly adopted by at least a majority of the Board of Directors, and by stockholders representing at least 2/3 of the Corporation's outstanding capital stock at the 2 July 2013 Joint Organizational and Regular Meeting of the Board of Directors and the 06 June 2013 Annual Stockholders' Meeting, respectively.

<sup>2</sup>As amended by resolutions duly adopted by at least a majority of the Board of Directors, and by stockholders representing at least 2/3 of the Corporation's outstanding capital stock at the 2 July 2013 Joint Organizational and Regular Meeting of the Board of Directors and the 06 June 2013 Annual Stockholders' Meeting, respectively.

<sup>3</sup>As amended by the affirmative vote of at least a majority of the members of the Board of Directors, and by the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their respective meetings held on 21 January 2008 and 01 April 2008 at the Boardroom, 2<sup>nd</sup> Floor, Sterling Centre Building, Dela Rosa Street corner Esteban Street, Makati City.

PHOTOSTATIC COPY OF ITS ORIGINAL.

ANGELINE MACASAET  
CORPORATE SECRETARY

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 lease 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 or as may from time to time be considered wise or expedient for the advancement of its interests 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 aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stocks 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;
5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm out agreement, reciprocal concession, or cooperation, 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;
6. 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, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
7. 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 properties anywhere within the Philippines;
8. 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 or 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.
9. To provide professional services and manpower in the field of telecommunications, media and information technology;
10. To buy, sell, lease, assemble, import, export, process and deal in any and all classes of materials, merchandise, supplies and commodities of every kind and nature;
11. To act as commission agent, manufacturer's representative, or principal for the purchase, sale, distribution, manufacture assembly, import or export

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ANGELINA MACASAET  
CORPORATE SECRETARY

of any and all classes of materials, merchandise, supplies and commodities of every kind and nature; and

12. To engage in and carry on the business of general and retail merchants, traders, factors, agents, manufacturers, processors, dealing in or with any and all classes of materials, merchandise, supplies and commodities of every kind and nature.<sup>4</sup>

THIRD: That the place where the principal office of the corporation is to be established or located is at Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City 1229, Metro Manila, Philippines.<sup>5</sup>

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, nationality and residences of the incorporators of said Corporation are as follows:


<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
RENE B. BENITEZ	Filipino	35 Aries Street Bel-Air Village Makati City, Metro Manila
ERIC B. BENITEZ	Filipino	19 Mercedes Street Bel-Air Village, Makati City, Metro Manila
FLORENTINO T. GONZALES III	Filipino	77 Mirasol Street Tahanan Village Parañaque, Metro Manila
LINETTE R. SERRANO	Filipino	18 Norway Street Better Living Village Parañaque, Metro Manila
VICTORIA R. TAMAYAO	Filipino	29 Magnolia Street Lumang Bayan Executive Village Marcos Highway Mayamot, Antipolo

SIXTH: That the number of directors of said Corporation shall be ELEVEN (11)<sup>6</sup> and 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:

<sup>4</sup> As amended by resolutions duly adopted by at least a majority of the Board of Directors, and by stockholders representing at least 2/3 the Corporation's outstanding capital stock at the 16 December 2010 Regular Meeting of the Board of Directors and the 02 June 2011 Annual Stockholders' Meeting, respectively.

<sup>5</sup> As amended by at least a majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 05 June 2014.

<sup>6</sup> As amended by at least a majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 18 June 2007.

IF THE UNDERSIGNED DO HEREBY CERTIFY  
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ANGELINA L. MACASAET  
CORPORATE SECRETARY

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
RENE B. BENITEZ	Filipino	35 Aries Street Bel-Air Village Makati City, Metro Manila
ERIC B. BENITEZ	Filipino	19 Mercedes Street Bel-Air Village, Makati City, Metro Manila
FLORENTINO T. GONZALES III	Filipino	77 Mirasol Street Tahanan Village Parañaque, Metro Manila
LINETTE R. SERRANO	Filipino	18 Norway Street Better Living Village Parañaque, Metro Manila
VICTORIA R. TAMAYAO	Filipino	29 Magnolia Street Lumang Bayan Executive Village Marcos Highway Mayamot, Antipolo

SEVENTH: That the authorized capital stock of the Corporation is TWO BILLION ONE HUNDRED TWENTY MILLION PESOS (Php2,120,000,000.00), <sup>7</sup> Philippine Currency, and said capital stock is divided into Two Billion Sixty Million (2,060,000,000) common shares, with a par value of One Peso (Php1.00) each and Sixty Million (60,000,000) Redeemable, Convertible, Non-Participating, and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share. The dividend rate of the Preferred Shares shall be fixed by the Board of Directors. The subscribers to the Preferred Shares shall be entitled to the payment of dividends as well as any accrued and unpaid dividend on the Preferred Shares before any dividend can be paid to the holders of the common shares. The preferred shares may be converted to common shares, and/or redeemed by the Corporation, at such rate and such terms and conditions as determined by the Board of Directors. <sup>8</sup>.

No stockholder shall have any pre-emptive right of subscription to any class of shares of stock of this Corporation, whether to the present authorized capital stock or any future increases thereof<sup>9</sup>.

<sup>7</sup> As amended by resolutions duly adopted by at least a majority of the Board of Directors, and by stockholders representing at least 2/3 of the Corporation's outstanding capital stock at the 22 January 2015 Special Meeting of the Board of Directors and at the 22 January 2015 Special Stockholders' Meeting, respectively.

<sup>8</sup> As amended by at least a majority of the members of the Board of Directors on 02 September 2016, and approved by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their special stockholders' meeting held on 08 November 2016.

<sup>9</sup> As amended by at least a majority of the members of the Board of Directors on 12 March 2010, and approved by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their meeting held on 3 June 2010.

I, THE UNDERSIGNED, DO HEREBY CERTIFY  
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ANGELINA L. MACASAET  
CORPORATE SECRETARY

EIGHT: That the amount of said capital stock which has been actually subscribed is TWENTY MILLION PESOS (P 20,000,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and the amount of capital stock set forth their respective names, to wit:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
MAKATI FINANCE CORPORATION	Filipino	1,000,000	P10,000,000
RENE B. BENITEZ	Filipino	999,996	9,999,960
ERIC B. BENITEZ	Filipino	1	10
FLORENTINO T. GONZALES III	Filipino	1	10
LINETTE R. SERRANO	Filipino	1	10
VICTORIA R. TAMAYAO	Filipino	1	10
		-----	-----
		2,000,000	P20,000,000

NINTH: That the following persons have paid on the shares of the capital stock for which they have subscribed the amounts set forth after their respective names, to wit:

<u>Name</u>	<u>Amount Paid</u>
MAKATI FINANCE CORPORATION	P7,500,000
RENE B. BENITEZ	2,499,960
ERIC B. BENITEZ	10
FLORENTINO T. GONZALES III	10
LINETTE R. SERRANO	10
VICTORIA R. TAMAYAO	10
	-----
	P10,000,000

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 ERIC B. BENITEZ has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor has been duly elected and qualified in accordance with the By-Laws and that, as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 7<sup>th</sup> day of May 1996 at Makati City, Philippines.

RENE B. BENITEZ  
(Sgd.)

ERIC B. BENITEZ  
(Sgd.)



FLORENTINO T. GONZALES III  
(Sgd.)

LINETTE R. SERRANO  
(Sgd.)

VICTORIA R. TAMAYAO  
(Sgd.)

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY, METRO MANILA) S.S.

BEFORE ME, a Notary Public in and for Makati, Philippines, this 7<sup>th</sup> day of May 1996 personally appeared:

<u>Name</u>	<u>Residence Certificate</u>	<u>Date &amp; Place Issued</u>
RENE B. BENITEZ	12118802C	1/10/96/Makati City
ERIC B. BENITEZ	12118803C	1/10/96/Makati City
FLORENTINO T. GONZALES III	16947061C	1/03/96/Makati City
LINETTE R. SERRANO	14254632D	1/08/96/Makati City
VICTORIA R. TAMAYAO	14259339D	1/04/96/Makati City

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

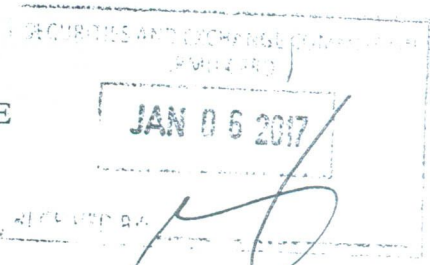
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place above-written.

Doc. No. 188;  
Page No. 38;  
Book No. \_\_\_\_;  
Series of 1996.

NOTARY PUBLIC  
(SGD.)



## DIRECTORS' CERTIFICATE



### KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the members of the Board of Directors, Chairman and the Corporate Secretary of NOW CORPORATION, do hereby certify that:

1. The Amended Articles of Incorporation of **NOW Corporation**, true and correct copies of which are hereto attached, were approved by an affirmative vote of the directors and the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at their respective meetings held on 02 September 2016 and on 08 November 2016, respectively, held at Escolta, Ground Floor Makati Tower, The Peninsula Manila, Makati City and at EDSA Shangri-La Hotel, Mandaluyong City, respectively.

2. The amended provisions of the attached Amended Articles of Incorporation refer to the creation of preferred shares as stated in the Seventh Article:

"SEVENTH: That the authorized capital stock of the Corporation is TWO BILLION ONE HUNDRED TWENTY MILLION PESOS (Php2,120,000,000.00), <sup>1</sup> Philippine Currency, and said capital stock is divided into Two Billion Sixty Million (2,060,000,000) common shares, with a par value of One Peso (Php1.00) each and Sixty Million (60,000,000) Redeemable, Convertible, Non-Participating, and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share. The dividend rate of the Preferred Shares shall be fixed by the Board of Directors. The subscribers to the Preferred Shares shall be entitled to the payment of dividends as well as any accrued and unpaid dividend on the Preferred Shares before any dividend can be paid to the holders of the common shares. The preferred shares may be converted to common shares, and/or redeemed by the Corporation, at such rate and such terms and conditions as determined by the Board of Directors. <sup>2</sup>

No stockholder shall have any pre-emptive right of subscription to any class of shares of stock of this Corporation, whether to the present authorized capital stock or any future increases thereof.<sup>3</sup>"

IN WITNESS WHEREOF, we have hereunto signed this certificate this 29th day of November 2016 at Makati City.

<sup>1</sup> As amended by resolutions duly adopted by at least a majority of the Board of Directors, and by stockholders representing at least 2/3 of the Corporation's outstanding capital stock at the 22 January 2015 Special Meeting of the Board of Directors and at the 22 January 2015 Special Stockholders' Meeting, respectively.

<sup>2</sup> As amended by at least a majority of the members of the Board of Directors on 02 September 2016, and approved by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their special stockholders' meeting held on 08 November 2016.

<sup>3</sup> As amended by at least a majority of the members of the Board of Directors on 12 March 2010, and approved by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their meeting held on 3 June 2010.

I, THE UNDERSIGNED, DO HEREBY CERTIFY  
THAT THE FOLLOWING DOCUMENT IS A TRUE  
PHOTOSTATIC COPY OF ITS ORIGINAL.  
  
ANGELINE L. MACASAET  
CORPORATE SECRETARY

*Thomas G. Aquino*  
**THOMAS G. AQUINO**  
TIN: 121-905-565  
Chairman of the Meeting

*Vicente Martin W. Araneta III*  
**VICENTE MARTIN W. ARANETA III**  
TIN: 102-961-198

*Jose S. Alejandro*  
**JOSE S. ALEJANDRO**  
TIN: 123-323-000  
Vice Chairman

*Gerard Bnn R. Bautista*  
**GERARD BNN R. BAUTISTA**  
TIN: 123-198-241

*Marlou B. Ubano*  
**MARLOU B. UBANO**  
TIN: 910-751-954

*Ramon Guillermo R. Tuazon*  
**RAMON GUILLERMO R. TUAZON**  
TIN: 101-669-257

*Jan-Olov Conny Dolonius*  
**JAN-OLOV CONNY DOLONIUS**  
TIN: 500-726-865

*Angeline L. Macasaet*  
**ANGELINE L. MACASAET**  
TIN: 206-405-727  
Corporate Secretary

**DEC 01 2016**

**SUBSCRIBED** and sworn to before me this \_\_\_\_ day of November 2016, in Mandaluyong City, Philippines, affiants exhibiting to me their government-issued identification as follows:

Name	Identification Card No./TIN	Expiry Date
Thomas G. Aquino	Philippine Passport No. EB6321659	11 September 2017
Jose S. Alejandro	SSS ID No. 03-0517303-0	
Vicente Martin W. Araneta III	Philhealth Card No. 19-050856452-3	
Gerard Bnn R. Bautista	Philippine Passport No. EB4889877	06 March 2017
Marlou B. Ubano	Philhealth Card No. 19-051020427-5	
Angeline L. Macasaet	Philippine Passport No. EB7716586	21 March 2018
Jan-Olov Conny Dolonius	PRA SRRV No. M-002235	
Ramon Guillermo R. Tuazon	Philippine Passport No. E84815481	27 February 2017

Doc. No. 123;  
Page No. 26;  
Book No. xxx  
Series of 2016.

**ATTY. FERDINAND B. SABILLO**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2016  
ROLL NO. 53511

BP No. 1020715 / 03 Jan. 2015 / Mandaluyong  
PTR No. 201603 / 04 Jan. 2015 / Mandaluyong

MCLE Compliance No. 14-000000, issued dated 27 Dec. 2012  
Mand. No. 14-15

I, THE UNDERSIGNED, DO HEREBY CERTIFY  
THAT THE FOLLOWING DOCUMENT IS A TRUE  
PHOTOSTATIC COPY OF THE ORIGINAL.

*Angeline L. Macasaet*  
**ANGELINE L. MACASAET**  
CORPORATE SECRETARY