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.: 0000012998

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

RFM CORPORATION

copy annexed, adopted on April 11, 2024 by majority vote of the Board of Directors and on June 26, 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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, this 2nd day of October, Two Thousand Twenty-Five.

BAGONG PILIPINAS

DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

12998

Former Company Name

RFM CORPORATION

AMENDED TO:

New Company Name

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

RFM CORPORATE CENTER, PIONEER

CORNER AND SHERIDAN ST.,

MANDALUYONG CITY

ZIP CODE: 1550

COMPANY INFORMATION

Company Email Address	Company's Telephone Number/s	Mobile Number
rfmcorporation.official@rfm.com.ph	8631-8101	09171108532

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Atty. Michie Vanessa T. Magomnang	mvmagomnang@rfm.com.ph	8631-8101	09178273633

Contact Person's Address

RFM Corporate Center, Pioneer Corner and Sheridan St., Mandaluyong City

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To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor		

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

Securities and Exchange Commission

BAGONG PILIPINAS

MEMORANDUM

FOR	:	Director, Company Registration and Monitoring Department
FROM	:	Markets and Securities Regulation Department
SUBJECT	:	RFM Corporation
DATE	:	28 May 2025

This is in response to the request for comments or recommendation on your proposed application to amend the Company's By-laws as follows"

Current By laws	Proposed Amendment
Article IX. Notice of Meeting "Section 9.1 Notices for annual meetings of stockholders may be sent by the Secretary by personal delivery or electronic mail or fax or by mail at least ten (10) days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting, or such other matters as the Securities and Exchange Commission may allow under its guidelines. Notice of special meetings of stockholders may be sent at least one (1) week prior to the date of the meeting in same manner above.	**Article IX. Notice of Meeting** "Section 9.1 Notices for annual meetings of stockholders **shall** be sent by the Secretary by personal delivery or electronic mail or ~~fax or~~ by mail at least **twenty-one (21)** days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting, or such other matters as the Securities and Exchange Commission may allow under its guidelines. Notice of special meetings of stockholders may be sent at least one (1) week prior to the date of the meeting in same manner above.

We do not interpose any objection to your application, provided that within five (5) days from its approval, RFM Corporation, shall file with the Commission's via **eFAST** a duly accomplished Current Report (SEC Form 17-C), disclosing the approval of said amendment.

Notwithstanding the foregoing, our Department defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD), considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to By-laws. Moreover, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of application with respect to compliance with the Revised Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

OLIVER O. LEONARDO
Director

AMENDED BY LAWS

OF

RFM CORPORATION
(Formerly: Republic Flour Mills, Inc.)

I. OFFICE

The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Board of Directors may establish factories, and such branch and sales offices, either within or outside the Philippines.

II. SEAL

The corporate seal shall consist of a circular design on which is inscribed the name of the corporation and the words "Founded 1957, Philippines".

III. PROXIES

At all meetings of stockholders, a stockholder may vote in person, through a proxy, through remote communication, or in absentia. (As amended on 29 July 2020)

Unless otherwise provided in proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary at least two (2) business days before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

IV. QUORUM

Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the issued and outstanding capital stock must be present or represented in order to constitute a quorum.

A stockholder who participates through remote communication or in absentia, shall be deemed present for purposes of quorum.

If no election is held, or the owners of majority of the outstanding capital stock or majority of the members entitled to vote are not present in person, by proxy, or through remote communication or not voting in absentia at the meeting, such meeting may be adjourned and the Corporation shall proceed in accordance with the provisions of the Revised Corporation Code. (As amended on 29 July 2020)

V. VOTING

Voting upon all questions at all meetings of the stockholders shall be by shares of stock. However, for the election of directors, the shares of stock shall be voted as provided in the Revised Corporation Code of the Philippines.

Provided, that stockholders may also vote through remote communication or in absentia, subject to the rules and regulations as may be issued by the Securities and Exchange Commission. (As amended on 29 July 2020)

VI. ANNUAL MEETING

The annual meeting of the stockholders shall be held on the last Wednesday of June of every year.

VII. SPECIAL MEETINGS

The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) at the written request of at least four (4) members of the Board of Directors, (b) at the written request of stockholders representing a majority of the issued and outstanding capital stock, or (b) at the written request of the President.

VIII. PLACE OF MEETING

Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located, or though remote communication subject to the rules and

regulations as may be issued by the Securities and Exchange Commission. (As amended on 29 July 2020)

IX. NOTICE OF MEETING

9.1 Notices for annual meetings of stockholders shall be sent by the Secretary by personal delivery or electronic mail or by mail at least twenty-one (21) days prior to the date of the meeting to each stockholder of record at his last known address, or by publishing the notice in a newspaper of national circulation at least twenty-one (21) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.

Notice of special meetings of stockholders shall be sent at least one (1) week prior to the date of the meeting in the same manner above.

The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders. (As amended on June 26, 2024)

9.2 When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

X. OFFICERS

10.1 Immediately after their election, the Board of Directors shall formally organize by electing the Chairman of the Board, the Vice-Chairman, the President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

10.2 The term of office of all officers provided for in this section hereof shall be one (1) year and until their successors are duly elected and qualified.

10.3 If any position of the officers referred to in this section, becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

10.4 All officers referred to in this section shall be subject to removal by resolution of the Board, with or without cause, provided a majority of the Board shall vote in favor thereof.

10.5 In case of temporary absence of any officer named herein, or for any other reason that the Board may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or to any director for the time being, provided a majority of the entire body concur therein

XI. THE CHAIRMAN OF THE BOARD

The Chairman of the Board shall have the following powers and duties:

a. He shall initiate and develop strategic directions and vision of the corporation for the consideration and approval of the Board;

b. He shall preside at all meetings of the Board of Directors and of the stockholders;

c. He shall designate the corporation's Compliance Officer and his alternate;

d. He shall inform all stockholders in attendance of the mandatory requirement of electing independent director/s and he shall ensure that independent director/s are elected during the annual meeting of the stockholders;

e. He shall ensure that specific slot/s for independent director/s shall not be filled up by unqualified nominees and that in case of failure of election of independent director/s, he shall call a separate election during the same meeting to fill up the vacancy;

f. He shall perform such other duties and functions delegated to him by the Board of Directors.

XII. VICE-CHAIRMAN

The Vice-Chairman will be vested with the powers and perform the duties of the Chairman during the absence of the latter for any cause.

XIII. PRESIDENT

The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

a. In the absence of the Vice-Chairman of the Board, he shall preside at the meetings of the Board of Directors and of stockholders;

b. To initiate and develop corporate objectives and policies for the approval of the Board of Directors, including those for executive training, development and compensation;

c. To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;

d. To implement the administrative and operational policies of the corporation under his supervision and control;

e. To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;

f. To oversee the preparation of the budgets and the statements of accounts of the corporation;

g. To represent the corporation at all functions and proceedings;

h. To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors;

i. To make reports to the Board of Directors and stockholders;

j. To sign certificates of stock;

k. To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

XIV. SECRETARY

The Secretary must be a resident and a citizen of the Philippines and shall have the following duties and responsibilities:

a. To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b. He shall be ex-officio secretary of the Board of Directors; To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c. To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given.

d. To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.

e. To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.

f. To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as are proper to conduct the election.

g. To gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the corporation;

h. To assist the Board of Directors in making business judgment in good faith and in the performance of its responsibilities and obligations;

i. To submit to the Securities and Exchange Commission, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings;

j. To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

XV. TREASURER

The Treasurer shall be the Chief Finance Officer of the corporation and shall have the following duties and responsibilities:

a. To keep full and accurate accounts of receipts and disbursements in the books of the corporation;

b. To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;

c. To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;

d. To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;

e. To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;

f. To exercise such powers and perform such duties and functions as may be assigned to him by the President.

XVI. BOARD OF DIRECTORS

16.1 Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

a. From time to time, to make and change the rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;

b. To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.

c. To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;

d. To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;

e. To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;

f. To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation;

g. To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;

h. To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code of the Philippines.

16.2 The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

16.3 If the office of any Director becomes vacant by any reason other than by removal by the stockholders or expiration of term, the remaining Directors if constituting a majority vote, may choose a successor or successors who shall hold office for the unexpired term. In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Nomination Committee. Otherwise, said vacancy shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

16.4 Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board may determine, or upon the request of a majority of the Directors. Directors who cannot physically attend or vote at the board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication as the Securities and Exchange Commission may allow. (As amended on 29 July 2020)

16.5 Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, or by written message sent by fax, or by e-mail, or such other alternative modes of communication as the Securities and Exchange Commission may allow under its guidelines, at least two (2) days prior to the date of the meeting. A director may waive this requirement, either expressly or impliedly. (As amended on 29 July 2020)

16.6. A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. A director who participates and/or votes in the meeting through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication shall be considered present for purposes of quorum. (As amended on 29 July 2020)

16.7 Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by the Vice-Chairman, or in his absence by the President, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

XVII. COMMITTEES

To aid in complying with the principles of good corporate governance, the Board shall constitute Committees. The Corporation shall have the following Committees:

17.1 Corporate Governance Committee (As amended on 07 September 2018)

The Corporate Governance Committee shall be composed of three (3) members, all of whom should be independent directors, including the Chairman. It is tasked with ensuring compliance with and proper observance of corporate governance principles and practices. It shall have the following duties and functions:

a. Oversee the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environments;

b. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;

c. Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;

d. Recommend continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance;

e. Adopt corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;

f. Propose and plan relevant trainings for the members of the Board;

g. Determine the nomination and election process for the company's directors and has the special duty of defining the general profile of board members that the company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board, and;

h. Pre-screen and shortlist all candidates nominated to become a member of the Board of Directors by considering the guidelines herein set forth. In determining the number of concurrent directorships that a Board member may have, the Committee shall consider the:

(i) Nature of the business of the Corporation of which he is a director;
(ii) Number of directorships/active memberships and officerships in other corporations or organizations, and;

(iii) Such other factors which the Committee may consider from time to time.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general.

The executive directors, the independent directors and non-executive directors shall submit themselves to a low indicative limit on membership in other corporate boards of listed companies other than the subsidiaries of the Corporation. The same low limit shall apply to independent, non-executive directors who serve as full time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

17.2 Compensation Committee

The Compensation Committee shall be composed of at least three (3) voting members, one of whom, shall be an independent director and shall have the following duties and responsibilities:

a. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officer, and provide oversight over remuneration of senior management and personnel ensuring that compensation is consistently and equitably implemented in accordance with the corporation's culture, strategy and control environment and recommend the remuneration packages of directors for the approval of the Board.

b. Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the corporation successfully.

c. Require all directors and incoming officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once appointed or hired.

d. Disallow any director or officer to decide his or her own remuneration.

e. Provide in the corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year.

17.3 Audit Committee

The Audit Committee shall be composed of at least three (3) members of the Board one (1) of whom shall be an independent director and shall have adequate understanding or competence of the corporation's financial management systems and environment. The Committee shall have the following duties and responsibilities:

a. Check all financial reports against its compliance with both the internal financial management policies and pertinent accounting standards, including regulatory requirements;

b. Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management;

c. Pre-approve all audit plans, scope and frequency one (1) month before the conduct of external audit;

d. Perform direct interface functions with the internal and external auditors;

e. Elevate to international standards the accounting and auditing processes, practices and methodologies of the corporation;

f. Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the corporation.

The Board may appoint an Executive Committee and other committees, to which it may delegate the study, supervision and decision of any of the problems and business of the corporation, and of its management.

XVIII. COMPENSATION OF DIRECTORS AND OFFICERS

A director shall be paid a per diem in such amount as may be determined by the board of directors for each meeting of the Board he attends. The officers shall receive the compensation which the Board may determine. The Board may provide a bonus for its members, for serving in the Board or in any of the Committees, and a bonus to the Board officers of a total amount not exceeding 5% of the net profits of the corporation before income taxes.

XIX. STOCK REGISTER

The corporation shall be entitled to treat the registered holder of any share as the absolute owner thereof, and shall not be bound to recognize any equitable or any other claims or any interest in such share on the part of any person, regardless of whether it has express or an implied notice thereof.

The corporation may appoint a stock and transfer agent to record the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred.

The stock and transfer book or membership book shall be closed at least twenty (20) days for regular stockholders' meetings and seven (7) days for special stockholder's meetings before the scheduled date of the meeting, unless the corporation's appointed stock and transfer agent requires a longer period. (As amended on 29 July 2020)

XX. CANCELLATION OF CERTIFICATES

At the time of transfer of shares of stock the outstanding certificate thereof shall be surrendered and cancelled prior to the issuance of new certificates, same as in the succeeding paragraph provided.

XXI. LOST CERTIFICATES

Any person claiming a certificate of stock to be lost or destroyed, shall comply with the provisions of Section 72 (Lost or Destroyed Certificates) of R.A. 11232, otherwise known as the Revised Corporation Code of the Philippines, and shall give the company a bond of indemnity in the form and with the sureties satisfactory to the Board of Directors, in a sum at least double, the par value of such certificate whereupon the President , the Secretary and the Auditor may issue a new certificate of the same tenor with the one alleged to be lost or destroyed, after the provisions of R.A. 11232 have been complied with. (As amended on 29 July 2020)

XXII. INSPECTION OF ACCOUNTS

The books, accounts and records of the corporation shall be open to inspection by any stockholder at all times during the reasonable hours of any business day.

XXIII. AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

22.1 The external auditor shall be selected and appointed by the stockholders during its annual meeting, upon recommendation of the Audit Committee.

22.2 The fiscal year of the corporation shall commence on January 1st and end on December 31st of the same calendar year.

22.3. The Board of Directors shall define and formulate a policy on the declaration and issuance of dividends, on a best-efforts basis with regularity and at an appropriate rate, taking into consideration the financial condition of the Corporation and the expectations of shareholders on a reasonable return on their investments in the Corporation.

Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

XXIV. AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal and adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of the stockholders representing not less that two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by a vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

XXV. ADOPTION CLAUSE
(As amended on 29 July 2020)

The foregoing by-laws was adopted by all the stockholders of the Corporation on 28 June 2007 at the principal office of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this 15th day of August, 1957, in the City of Manila, Philippines.

(SGD.) SALVADOR ARANETA

(SGD.) ZOILO C. ALBERTO

(SGD.) B.J. SERVER

(SGD.) JOSE CONCEPCION

(SGD.) FRANCISCO GAMBOA

(SGD.) LEONARDO C. EUGENIO

(SGD.) E.M. GRIMM

(SGD.)VICTORIA L. DE ARANETA
(Wife of Incorporator Salvador Araneta)

SIGNED IN THE PRESENCE OF:

(SGD.) CRESENCIO MAGBAG

(SGD) JOSE CONCEPCION JR.

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

A C K N O W L E D G M E N T

On this ____ day of August 1957, before me, a notary public in and for the City of Manila, personally appeared:

Name	Res. Cert. No.	Issued At	Date of Issue
Salvador Araneta	0139502	Manila	Jan. 10, 1957
Jose Concepcion	0015803	Manila	Jan. 05, 1957
E.M. Grimm	0013561	Manila	Jan. 02, 1957
Zoilo C. Alberto	4158180	Binan, Laguna	Jan. 18, 1957
Albino Sycip	0185346	Manila	Jan. 14, 1957
Victoria L. Araneta	0139501	Manila	Jan. 10, 1957
B.J. Server	4608779	Mandaluyong	Jan. 19, 1957
Francisco Gamboa	0080080	Manila	Jan. 05, 1957
Leonardo C. Eugenio	0142400	Manila	Jan. 12, 1957

known to me to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that they freely and voluntary executed the same.

WITNESS MY HAND AND SEAL, this 13th day of August, 1957, at Manila, Philippines.

(SGD.) CLETO T. VILLATUYA
NOTARY PUBLIC
Until December 31, 1957

Doc. No. 318
Page No. 65
Book No. I
Series of 1957.

DIRECTORS' CERTIFICATE OF AMENDMENT OF THE BY-LAWS

OF

RFM CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least a majority of the members of the Board of Directors and the Corporate Secretary of **RFM Corporation** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with Securities and Exchange Commission ("SEC") Company Registration No. 0000012998, and with principal office at RFM Corporate Center, Corner Pioneer and Sheridan Sts., Mandaluyong City, do hereby certify that:

(1) The accompanying document, attached as Annex "A" is a true and correct copy of the Amended By-Laws of the Corporation, embodying the amendment of Article IX of the Corporation's By-Laws for purposes of conforming with the provisions of Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines.

(2) At a regular meeting of the Board of Directors held on April 11, 2024, at the principal office of the Corporation and upon motion duly made and seconded, the following resolutions were adopted by the vote of at least majority of the members of the Board of Directors of the Corporation, to wit:

> "RESOLVED, that the Board of Directors of RFM Corporation (the "Corporation") approve, as it hereby approves, the amendment of its By-laws from:
>
> Article IX. Notice of Meeting
>
> 9.1 Notices for annual meetings of stockholders may be sent by the Secretary by personal delivery or electronic mail or fax or by mail at least ten (10) days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.
>
> Notice of special meetings of stockholders may be sent at least one (1) week prior to the date of the meeting in the same manner above.
>
> The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders.

to:

Article IX. Notice of Meeting

9.1 Notices for annual meetings of stockholders shall be sent by the Secretary by personal delivery or electronic mail or by mail at least twenty-one (21) days prior to the date of the meeting to each stockholder of record at his last known address, or by publishing the notice in a newspaper of national circulation at least twenty-one (21) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.

Notice of special meetings of stockholders shall be sent at least one (1) week prior to the date of the meeting in the same manner above.

The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders.

RESOLVED FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver any and all agreements and documents and perform all acts necessary and desirable, for and on behalf of the Corporation, in order to effectuate the foregoing resolution."

(3) At the annual meeting of stockholders held on June 26, 2024, at the principal office of the Corporation, the following resolutions were approved by the stockholders owning or representing 88.86% of the issued and outstanding capital stock of the Corporation, to wit:

"RESOLVED, AS IT IS HEREBY RESOLVED, That the amendments to RFM Corporation's By-laws in order to align it with the provisions of Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines, are hereby approved and ratified.

RESOLVED, FURTHER, That the officers of the Corporation be authorized to sign, execute and deliver, and perform all acts necessary or desirable, for and on behalf of the Corporation, in order to implement the foregoing resolution."

(4) During the aforesaid meetings, a majority of the members of the Board of Directors appeared in person, and stockholders representing at least two-thirds (2/3) of the issued and

outstanding capital stock of the Corporation were present or represented either in person or by proxy.

(5) This Certificate is issued for purposes of submission to the SEC for approval of the above-stated amendments to the Corporation's Amended By-Laws and for such other legal purposes it may serve.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ in Mandaluyong City, Philippines.

JOSE MA. A. CONCEPCION III
Chairman/Director
TIN: 118-626-873

ERNEST FRITZ D. SERVER
Vice-Chairman/Director
TIN: 115-593-009

JOHN MARIE A. CONCEPCION
Director
TIN: 118-628-147

MARIA VICTORIA HERMINIA C. YOUNG
Director
TIN: 165-927-865

FRANCISCO A. SEGOVIA
Director
TIN: 101-109-554

JOSE MA. CHRISTIAN O. CONCEPCION IV
Director
TIN: 245-025-333

MARIA VICTORIA CATHERINE C. PUNO
Director
TIN: 334-123-270-000

LILIA R. BAUTISTA
Independent Director
TIN: 120-436-749

FELICISIMO M. NACINO, JR.
Independent Director
TIN: 145-446-195

EMMANUEL O. BAUTISTA
Independent Director
TIN: 122-288-181

MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary
TIN: 916-225-448-000

Signed in the presence of:

_____ _____

REPUBLIC OF THE PHILIPPINES)
Mandaluyong City) S.S

SUBSCRIBED AND SWORN to before me this 18 SEP 2025 at Mandaluyong City, Philippines, affiants exhibiting to me their identification cards as competent proof of their identities:

Name	Competent Evidence of Identity	Date/Place Issued
Jose Ma. A. Concepcion III	TIN: 118-626-873	
Ernest Fritz D. Server	TIN: 115-593-009	
John Marie A. Concepcion	TIN: 118-628-147	
Maria Victoria Herminia C. Young	TIN: 165-927-865	
Francisco A. Segovia	TIN: 101-109-554	
Jose Ma. Christian O. Concepcion IV	TIN: 245-025-333	
Maria Victoria Catherine C. Puno	TIN: 334-123-270-000	
Lilia R. Bautista	TIN: 120-436-749	
Felicisimo M. Nacino, Jr.	TIN: 145-446-195	
Emmanuel O. Bautista	TIN: 122-288-181	
Mitchie Vanessa T. Magomnang	TIN: 916-225-448-000	

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JOSEPH GAVIER M. FRANCO
Appointment No. 740-24 (2024-2025)
Notary Public for Mandaluyong City
Until December 31, 2025
8/F, RFM Corporate Center,
109 Pioneer St., Mandaluyong City
S.C. Roll of Attorneys No. 73430
PTR No. 5702930/01.02.2025/Mandaluyong
IBP No. 491932/01.02.2025/PPLM
MCLE Compliance No. VIII-0028852
21 April 2025

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

CERTIFICATION
OF NO INTRA-CORPORATE DISPUTE

I, **MITCHIE VANESSA MAGOMNANG**, of legal age, Filipino, with office address at RFM Corporate Center, corner Pioneer and Sheridan Sts., Mandaluyong City, after being duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **RFM CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office at RFM Corporate Center, corner Pioneer and Sheridan Sts., Mandaluyong City;

2. At a regular meeting of the Board of Directors held on April 11, 2024, at the principal office of the Corporation and upon motion duly made and seconded, the following resolutions were adopted by the vote of at least majority of the members of the Board of Directors of the Corporation, to wit:

> "RESOLVED, that the Board of Directors of RFM Corporation (the "Corporation") approve, as it hereby approves, the amendment of its By-laws from:
>
> Article IX. Notice of Meeting
>
> 9.1 Notices for annual meetings of stockholders may be sent by the Secretary by personal delivery or electronic mail or fax or by mail at least ten (10) days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.
>
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The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders.

to:

Article IX. Notice of Meeting

9.1 Notices for annual meetings of stockholders shall be sent by the Secretary by personal delivery or electronic mail or by mail at least twenty-one (21) days prior to the date of the meeting to each stockholder of record at his last known address, or by publishing the notice in a newspaper of national circulation at least twenty-one (21) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.

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The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders.

RESOLVED FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver any and all agreements and documents and perform all acts necessary and desirable, for and on behalf of the Corporation, in order to effectuate the foregoing resolution."

3. At the annual meeting of stockholders held on June 26, 2024, at the principal office of the Corporation, the following resolutions were approved by the stockholders owning or representing 88.86% of the issued and outstanding capital stock of the Corporation, to wit:

"RESOLVED, AS IT IS HEREBY RESOLVED, That the amendments to RFM Corporation's By-laws in order to align it with the provisions of Republic Act No. 11232,

otherwise known as the Revised Corporation Code of the Philippines, are hereby approved and ratified.

RESOLVED, FURTHER, That the officers of the Corporation be authorized to sign, execute and deliver, and perform all acts necessary or desirable, for and on behalf of the Corporation, in order to implement the foregoing resolution."

4. I certify that from the time of such directors' and stockholders' approval of the amendment of By-Laws of the Corporation, to the time of filing of the application for amendment of By-Laws with the Securities and Exchange Commission, to the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers.

IN WITNESS WHEREOF, I have hereunto set my hand on 18 SEP 2025 at Mandaluyong City, Philippines.

MITCHIE VANESSA MAGOMNANG
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 18 SEP 2025 at Mandaluyong City, Philippines, affiant exhibiting to her proof of identity her Driver's License No. DO4-00-146060, valid until November 7, 2033, issued at Quezon City, Philippines as competent proof of her identify and which bears her photograph and signature.

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JOSEPH GAVIER M. FRANCO
Appointment No. 240-24 (2024-2025)
Notary Public for Mandaluyong City
Until December 31, 2025
8/F, RFM Corporate Center,
109 Pioneer St., Mandaluyong City
S.C. Roll of Attorneys No. 73430
PTR No. 5702930/01.02.2025/Mandaluyong
IBP No. 491932/01.02.2025/PLM
MCLE Compliance No. VIII-0028852
21 April 2025