



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. AS94007160

CERTIFICATE OF FILING OF ENABLING RESOLUTION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Secretary's Certificate executed on April 1, 2024 by at least a majority of the Board, containing the Enabling Resolution of

ARTHALAND CORPORATION

copy annexed, that the company be authorized to (a) The issuance from the authorized capital stock of the Corporation of 1,500,000 cumulative, non-voting, non-participating, non-convertible, Peso-denominated preferred shares in favor of Manchesterland Properties, Inc. (MPI) at the total subscription price of ₱1,500,000.00; (b) The issuance from the increase in the authorized capital stock of the Corporation (as the same may be finally approved by the Securities and Exchange Commission) of 12,500,000 cumulative, non-voting, non-participating, non-convertible Peso-denominated preferred shares in favor of MPI at the total subscription price of ₱12,500,000.00; (hereinafter, the 'Preferred Shares Series E'), and (c) The terms and conditions of MPI's subscription to the Preferred Shares Series E as presented to the Board of Directors., approved by its Board of Directors on January 31, 2024, was filed with this Office and attached to the other papers pertaining to said corporation, pursuant to Section 6 of the Revised Corporation Code of the Philippines (Republic Act No. 11232).

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 18th day of June, Twenty Twenty Four.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Enabling Resolution - Preferred Shares Series E

SEC Registration Number

A S 9 4 0 0 7 1 6 0

Former Company Name

A R T H A L A N D C O R P O R A T I O N

AMENDED TO:
New Company Name

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

7 F A R T H A L A N D C E N T U R Y P A C I F I C
T O W E R , 5 T H A V E . C O R . 3 0 T H S T R E E T
B G C , T A G U I G C I T Y 1 6 3 4

COMPANY INFORMATION

Company Email Address

ALCO@arthaland.com

Company's Telephone Number/s

(02) 8403-6910

Mobile Number

+63 917 509 3413

CONTACT PERSON INFORMATION

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

Name of Contact Person

Atty. Riva Kristine V. Maala

Email Address

rvmaala@arthaland.com

Telephone Number/s

(02) 8403-6910

Mobile Number

+63 917 509 3413

Contact Person's Address

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

SECRETARY'S CERTIFICATE

I, **RIVA KHRISTINE V. MAALA**, of legal age, with office address at the 7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634, subscribing under oath, do hereby certify, as follows:

1. I am the incumbent and duly elected Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, with principal office address at the **7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634**.

2. During the meeting of the Board of Directors of the Corporation duly called and held on **31 January 2024** through remote communication, where a quorum was present and acting throughout, the following resolution was unanimously approved, adopted and recorded in the minute book of the Corporation pursuant to its By-laws:

*Resolution No. 001/01-2024 – Issuance of
14.0M Preferred Shares Series E*

“RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves:

- (a) The issuance from the authorized capital stock of the Corporation of 1,500,000 cumulative, non-voting, non-participating, non-convertible, Peso-denominated preferred shares in favor of Manchesterland Properties, Inc. (MPI) at the total subscription price of ₱1,500,000.00;
- (b) The issuance from the increase in the authorized capital stock of the Corporation (as the same may be finally approved by the Securities and Exchange Commission) of 12,500,000 cumulative, non-voting, non-participating, non-convertible Peso-denominated preferred shares in favor of MPI at the total subscription price of ₱12,500,000.00;

(hereinafter, the ‘**Preferred Shares Series E**’), and
- (c) The terms and conditions of MPI’s subscription to the Preferred Shares Series E as presented to the Board of Directors.

“RESOLVED, FINALLY that the President and the Treasurer of the Corporation, be, as they are hereby, authorized to approve and confirm (i) the final dividend rate applicable to the Preferred Shares Series E as determined based on the formula set out in the terms and conditions presented to the Board of Directors, (ii) adjustments to the Dividend Payment Dates and other relevant dates, if any, and

(iii) any such minor changes to the terms and conditions as they may deem necessary.”

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4. As approved by the Board of Directors during the abovementioned meeting, the terms and conditions of the Preferred Shares Series E are as follows:

Instrument	Cumulative, non-voting, non-participating, non-convertible Peso-denominated Preferred Shares (the “ Preferred Shares Series E ”).
Subscription Shares and Subscription Price	14,000,000 Series E Preferred Shares at an offer price of ₱1.00 per share (the “Offer Price”).
Par Value	₱1.00 per share.
Dividend Rate	The Preferred Shares Series E will, subject to certain dividend payment conditions, bear cumulative, non-participating cash dividends based on the Offer Price, payable annually on every anniversary of the Issue Date. The dividend rate shall be 100 basis points below the dividend rate of other preferred shares to be issued by the Corporation subsequently to the public (the “ Public Preferred Shares ”).
Optional Redemption	Applicable only if all other preferred shares ranking <i>pari passu</i> with the Public Preferred Shares have been fully redeemed.
No Sinking Fund	The Corporation has not established, and currently has no plans to establish, a sinking fund for the redemption of the Preferred Shares Series E.
Liquidation Rights	Rank junior to all other series of preferred shares to be subsequently offered to the public.
Status of the Series E Preferred Shares in relation to the declaration and payment of dividends, redemption and liquidation	The Preferred Shares Series E will be subordinated to the Public Preferred Shares. Accordingly, the Corporation’s obligations under the Preferred Shares Series E will not be satisfied unless the Corporation can satisfy in full all of its other obligations ranking senior to the Preferred Shares Series A and Series E, including the Public Preferred Shares.
Governing Law	The Preferred Shares Series E will be issued pursuant to the laws of the Republic of the Philippines.

5. The foregoing Resolution of the Board is in full force and effect, the same not having been revoked, superseded or modified as of the date hereof.


6. I am executing this Secretary’s Certificate to attest to the truth of the foregoing and in compliance with the requirements of Section 6 of the Revised Corporation Code for the issuance of a Certificate of Filing of Enabling Resolution by the Securities and Exchange Commission.

Issued on the date and at the place indicated below.


RIVA KHRISTINE V. MAALA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this **APR 01 2024** in **Taguig City**,
by **Riva Khristine V. Maala** who exhibited to me **Passport Number P4663090B** expiring on
02 February 2030 and issued by the **Department of Foreign Affairs, NCR-East,**
Philippines.

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Page No. 31
Book No. 17
Series of **2024.**


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
Until Dec. 31, 2024
PTR # A 6723805 Jan. 2, 2024, Taguig City
IBP No. 320534 /12/11/23 RSM (FOR YR. 2024)
ROLL No. 41969
MCLÉ COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. No. 61 (2023- 2024)