

January 28, 2025

via electronic mail

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Bel-Air, Makati City

ATTENTION : **DIR. OLIVER O. LEONARDO**
Markets and Securities Regulation Department

via PSE EDGE

PHILIPPINE STOCK EXCHANGE, INC.

PSE Tower, 28th Street, cor. 5th Avenue,
Bonifacio Global City, Taguig City

ATTENTION : **ATTY. STEFANIE ANN B. GO**
Officer-in-Charge, Disclosure Department

via electronic mail

PHILIPPINE DEALING & EXCHANGE CORP.

Market Regulatory Services Group
29th Floor BDO Equitable Tower
8751 Paseo de Roxas, Makati City

ATTENTION : **ATTY. SUZY CLAIRE R. SELLEZA**
Head - Issuer Compliance and Disclosures Department

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of Aboitiz Equity Ventures Inc. filed in compliance with the Securities Regulation Code, its 2015 Implementing Rules and Regulations, the Revised Disclosure Rules of the Philippine Stock Exchange (PSE), and the Issuer Disclosure Operating Guidelines of the Philippine Dealing Exchange Corp. (PDEX).

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ EQUITY VENTURES INC.

By:



SAMMY DAVE A. SANTOS

Assistant Corporate Secretary

COVER SHEET

C E O 2 5 3 6

S.E.C. Registration Number

A B O I T I Z E Q U I T Y V E N T U R E S I N C .

(Company's Full Name)

3 2 N D S T R E E T , B O N I F A C I O G L O B A L

C I T Y , T A G U I G C I T Y , M E T R O M A N I L A

P H I L I P P I N E S

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

CONNIE G. CHU

Contact Person
Contact Person

(02) 8 886-2338

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

1 7 - C

FORM TYPE

4th Monday of April
0 4 2 8

Month Day
Annual Meeting

N/A

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc

N/A

Amended Articles Number/Section

Total No. of Stockholders

x

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

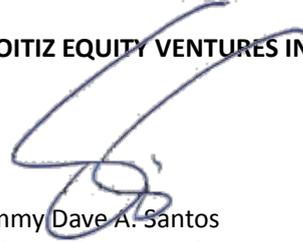
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SIGNATURE (S)

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABOITIZ EQUITY VENTURES INC.

By:

A handwritten signature in blue ink, appearing to be 'SDA', written over a faint circular stamp or watermark.

Sammy Dave A. Santos
Assistant Corporate Secretary

Date: January 28, 2025

PSE Disclosure Form 4-4 – Amendments to By-Laws

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

DISCLOSURE
Amendment to By-Laws

Subject of the Disclosure	Amendment to Sections 1 Article I of the By-Laws of Aboitiz Equity Ventures Inc. (“AEV”, or the “Company”).	
Background/Description of the Disclosure	The proposed amendments are made in order to reflect the following: 1. To change the Company’s principal place of business to its future corporate headquarters in Makati City. 2. To align with the provisions of the Revised Corporation Code, the Company’s updated corporate governance practices, and applicable SEC rules and regulations.	
Date of Approval by Board of Directors	January 28, 2025	
Date of Approval by Stockholders	N/A	
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	TBA	
Date of Receipt of SEC approval	TBA	
Amendment(s)		
Article and Section Nos.	From	To
Article I Section 1	SECTION I Annual Meeting - The annual meeting of the stockholders shall be held, if practicable, at the principal office of the Company at 32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines, or in lieu thereof at any location within Metro Manila that the Board of Directors may approve, and at a time to be announced by the Board of Directors on the day which is the 4th MONDAY OF APRIL of each year; provided that if such day is a legal holiday, the annual meeting of the stockholders shall be held on the next succeeding business day.	SECTION I Annual Meeting - The annual meeting of the stockholders shall be held, if practicable, at the principal office of the Company at <u>Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines</u> , or in lieu thereof at any location within Metro Manila that the Board of Directors may approve, and at a time to be announced by the Board of Directors on the day which is the 4th MONDAY OF APRIL of each year; provided that if such day is a legal holiday, the annual meeting of the stockholders shall be held on the next succeeding business day.

<p>Article I Section 3</p>	<p>SECTION 3. Notices – Notice of time and place of annual or special meetings of the stockholders shall be given personally, by mail addressed to each stockholder of record at the address left by such stockholder with the Corporate Secretary of the Corporation or at his last known address, by telefacsimile, electronic mail or publication in a newspaper of general circulation, at least fifteen (15) days before the date set for such meetings; Provided, however, that in the case of special meetings, notice shall be given at least five (5) days before the said meeting and shall state the object or objects of the same. Failure or irregularity of notice of any annual or special meeting shall not invalidate such meetings or any proceedings when all the stockholders are present and voting thereat without protest.</p>	<p>SECTION 3. Notices – Notice of time and place of annual or special meetings of the stockholders shall be given personally, by mail addressed to each stockholder of record at the address left by such stockholder with the Corporate Secretary of the Corporation or at his last known address, by telefacsimile, electronic mail, publication in a newspaper of general circulation, <u>or any other manner as the Securities and Exchange Commission shall allow under its rules and regulations,</u> at least <u>twenty one (21)</u> days before the date set for such meetings; Provided, however, that in the case of special meetings, notice shall be given at least <u>one (1) week</u> before the said meeting and shall state the object or objects of the same. <u>For this purpose, the Corporate Secretary may require stockholders to provide their updated electronic mail (e-mail) address through which notices from the Corporation may be sent.</u></p> <p>xxxxxx</p>
<p>Article I Section 8</p>	<p>SECTION 8. Minutes – Minutes of all meetings of the stockholders shall be kept and preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.</p>	<p>SECTION 8. Minutes – Minutes of all meetings of the stockholders shall be kept and preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law or <u>rules and regulations as may be issued by the Securities and Exchange Commission from time to time.</u></p>
<p>Article II Section 1</p>	<p>SECTION 1. Qualification and Election –</p> <p>xxxxxxxx</p> <p>Nominations for election of members of the Board of Directors by stockholders must be received by the Corporate Secretary no less than fifteen (15) working days prior to the date of the regular annual stockholders’ meeting, except as may be provided by the Board of Directors in appropriate guidelines that it may promulgate</p>	<p>SECTION 1. Qualification and Election –</p> <p>xxxxxxxx</p> <p>Nominations for election of members of the Board of Directors by stockholders <u>shall be accepted starting January 1 of the year in which such nominee is to serve. Nominations shall be closed by February 15 of the same year,</u> except as may be provided by the Board of Directors in appropriate guidelines that it may promulgate</p>

	<p>from time to time in compliance with law.</p> <p>XXXXXXXXXX</p>	<p>from time to time in compliance with law.</p> <p>XXXXXXXXXX</p>
Article II Section 2	<p>SECTION 2. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser.</p> <p>The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, as the same may be amended from time to time.</p>	<p>SECTION 2. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser.</p> <p>The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, <u>and circulars and guidelines that the Securities and Exchange Commission may issue from time to time.</u></p>
Article II Section 4	<p>SECTION 4. Meetings – The Board of Directors shall hold a meeting, for organization and for the election of officers, immediately after their election, of which meeting no notice is required. Thereafter, the Board of Directors shall hold regular meetings at least quarterly on such dates as it may fix.</p> <p>Special meetings of the Board of Directors may be called by the Chairman or the President or on the written request of two (2) directors on one day’s prior notice to each director personally, in writing, by telefacsimile, electronic media, and such meeting may be held any place within the Philippines.</p> <p>XXXXXXXXXXXXXX</p>	<p>SECTION 4. Meetings – The Board of Directors shall hold a meeting, for organization and for the election of officers, immediately after their election, of which meeting no notice is required. Thereafter, the Board of Directors shall hold regular meetings at <u>such frequency and dates as the Board may determine in its discretion.</u></p> <p>Special meetings of the Board of Directors may be called by the Chairman or the President or on the written request of two (2) directors on <u>two (2)</u> day’s prior notice to each director personally, in writing, by telefacsimile, electronic media, and such meeting may be held any place within the Philippines.</p> <p>XXXXXXXXXXXXXX</p>

<p>Article IV Section 6</p>	<p>SECTION 6. Loss or Destruction of Certificates – The Board of Directors may direct a new certificate of stock to be issued in place of any certificate theretofore issued and alleged to have been lost or destroyed. The Board of Directors authorizing such issue of a new certificate, may, in its discretion, require the owner of the stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board as to ownership of the stock alleged to have been lost or destroyed, and the facts which supported its loss or destruction. The Board of Directors may also require him to give notice of such loss or destruction by publication or otherwise, as it may direct, and cause the delivery to the Corporation of a bond with or without sureties in such sum as it may direct, indemnifying the Corporation from any claims that may be made against it by reason of the issue of such new certificate. The Board of Directors, however, may refuse in its discretion, to issue and such new certificate except pursuant to legal proceedings made and provided for in such case. In this connection, the provision of Sec. 73 of the Corporation Code shall be complied with.</p>	<p>SECTION 6. Loss or Destruction of Certificates – The Board of Directors may direct a new certificate of stock to be issued in place of any certificate alleged to have been lost, <u>stolen</u>, or destroyed. The Board of Directors authorizing such issue of a new certificate, may, in its discretion, require the owner of the stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board as to ownership of the stock alleged to have been lost, <u>stolen</u>, or destroyed, and the facts which supported its loss or destruction.</p> <p>The Board of Directors may also require him to give notice of such loss, <u>theft</u>, or destruction by publication or otherwise, as it may direct, and cause the delivery to the Corporation of a bond with or without sureties in such sum as it may direct, indemnifying the Corporation from any claims that may be made against it by reason of the issue of such new certificate. <u>If a contest has been presented to the Corporation or if an action is pending in court regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed, the Corporation may refuse to issue a new certificate of stock until the court renders a final decision regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed.</u></p> <p><u>Except in case of fraud, bad faith, or negligence on the part of the Corporation and its officers, no action may be brought against the Corporation which shall have issued a certificate of stock in lieu of those lost, stolen or destroyed pursuant to the procedure set forth above.</u></p>
<p>Rationale for the amendment(s)</p>	<p>The Company is relocating its headquarters to Makati City to conduct its business operations in a more accessible location to better serve stakeholders.</p> <p>In addition to the change in principal address, AEV is amending its By-Laws to (i) align with the applicable provisions of the Revised</p>	

	Corporation, particularly on the notice periods for Board and Stockholder meetings, and re-issuance of lost, stolen, or destroyed stock certificates and (ii) make editorial clean ups.
The timetable for the effectivity of the amendment(s)	
Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA
Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any	None
Other Relevant Information	<p>On May 18, 2009, the stockholders representing at least 2/3 of the issued and outstanding capital stock approved the delegated authority of the Board of Directors to amend or repeal the Company's By-Laws or adopt new By-Laws. The same delegated authority was renewed by an affirmative vote by stockholders representing 94.03% of the stockholders present in person or by proxy in the 2015 ASM.</p> <p>By virtue of the delegated authority, the members of the Board of Directors of AEV, in its regular Board meeting held today, January 28, 2025, approved the amendments of the Company's By-Laws.</p>