

SEC Number **7160**
File Number _____

ARTHALAND CORPORATION
(Company's Full Name)

7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street
Bonifacio Global City, Taguig City 1634
(Company's Address)

(+632) 8403-6910
(Telephone Number)

December 31
(Fiscal Year Ending)
(Month and Day)

FORM 17-C
(Form Type)

(Period Ended Date)

(Secondary License Type and File Number)

cc: Philippine Stock Exchange

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. **23 March 2026**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **ASO-94-007160** 3. BIR Tax Identification No. **004-450-721-000**
4. **ARTHALAND CORPORATION**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. **7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street**
Bonifacio Global City, Taguig City **1634**
Address of Principal Office Postal Code
8. **(+632) 8403-6910**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common Shares	5,318,095,199 (₱0.18 par value)
Preferred Shares – Series A	12,500,000 (₱1.00 par value)
Preferred Shares – Series D	6,000,000 (₱1.00 par value)
Preferred Shares – Series E	14,000,000 (₱1.00 par value)
Preferred Shares – Series F	4,964,860 (₱1.00 par value)

11. Indicate the item numbers reported herein:

Item 9. Other Events

Item 9. Other Events

ARTHALAND CORPORATION (the “Corporation”) received today from the Securities and Exchange Commission its amended Articles of Incorporation whereby the authorized capital stock was decreased by 10,000,000 preferred shares with a par value of ₱1.00 per share, corresponding to the cancellation of the Series C Preferred Shares.

Copies of the Certificate of Filing of Amended Articles of Incorporation and the Certificate of Decrease of Authorized Capital Stock, both dated 18 March 2026, are attached for your reference.

ARTHALAND CORPORATION

Issuer

By:

23 March 2026

Date

RIVA KHRISTINE V. MAALA

Corporate Secretary, General Counsel and Compliance Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. AS94007160

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

ARTHALAND CORPORATION
(Amending Article VII Decrease of Capital Stock thereof)

copy annexed, adopted on January 22, 2025 by a majority vote of the Board of Directors and on June 27, 2025 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans 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 hereunto 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 March, Twenty Twenty-Six.

DONDIE Q. ESGUERRA
Director
Financial Analysis and Audit Department

AMENDED ARTICLES OF INCORPORATION
(As amended on 27 June 2025)

ARTHALAND CORPORATION
formerly EIB Realty Developers, Inc.
(As amended on 30 March 2011 and 24 June 2011)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE CERTIFY THAT:

FIRST – That the name of the Corporation shall be:

ARTHALAND CORPORATION
formerly EIB Realty Developers, Inc.
(As amended on 27 November 2008)

SECOND – That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To principally engage in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transaction concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of corporate business, and to pay in cash, shares of its capital stock debentures and other evidences of indebtedness of other securities, as may be deemed expedient, for any business of property acquired by the corporation;

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

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered 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 stock in which 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 lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession or cooperation with any corporation, association, partnership syndicate, entity, person or government, 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 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 of other agencies and to carry on any or all of its operations and business without any restrictions as to place or amount, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey, or otherwise deal in and with real and personal property anywhere within the Philippines; and,

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 and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes of the exercise of any one or more of the powers herein enumerated, or which shall at anytime appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD – That the place where the principal office of the Corporation is to be established or located is 7/F ArthaLand Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City, Philippines (*As amended on 29 June 2018*).

FOURTH – That the term for which said Corporation is to exist is FIFTY (50) years from the date and after the date of incorporation.

FIFTH – That the names, citizenship and residences of the incorporators are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila

JOSUE A. CAMBA, JR	Filipino	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila
CORAZON M. BEJASA	Filipino	30 Amethyst Street Greenheights Subd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF Resort Village, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SIXTH – That the number of directors of the Corporation shall be nine (9) and the names, citizenship and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-laws are as follows (*As amended on 30 March 2011 and 24 June 2011*):

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila
JOSUE A. CAMBA, JR	American	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila
CORAZON M. BEJASA	Filipino	30 Amethyst Street Greenheights Subd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF Resort Village, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Sixteen Million Two Hundred Fifty-Seven Thousand One Hundred Thirty-Five and 82/100 (₱3,016,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Seventy Million (₱70,000,000.00) of preferred shares consisting of 70,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share. (As amended on 27 June 2025)

The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

The shares of stock of the corporation are not subject to pre-emptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. (As amended on 07 September 2016)

EIGHT – That the amount of said capital stock, which has been actually subscribed, is ONE HUNDRED MILLION PESOS (₱100,000,000.00), Philippine currency, and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names set out after their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Urbancorp Investment Inc.	Filipino	999,995	₱99,999,500.00
Teodoro C. Borlongan	Filipino	1	100.00
Josue A. Camba, Jr.	American	1	100.00
Nida S. Santos	Filipino	1	100.00
Corazon M. Bejasa	Filipino	1	100.00
Dennis D. Decena	Filipino	1	100.00
		=====	=====
		1,000,000	₱100,000,000.00

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

<u>Name</u>	<u>Amount Paid</u>
Urbancorp Investment, Inc.	₱ 29,999,500.00
Teodoro C. Borlongan	100.00
Josue A. Camba, Jr.	100.00
Nida S. Santos	100.00
Corazon M. Bejasa	100.00
Dennis D. Decena	100.00
	=====
	₱ 30,000,000.00

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 NIDA S. SANTOS has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such treasurer she has been authorized to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of July 1994 at Makati, Metro Manila, Philippines.

(Sgd) TEODORO C. BORLONGAN

(Sgd) JOSUE A. CAMBA, JR.

(Sgd) CORAZON M. BEJASA

(Sgd) DENNIS D. DECENA

(Sgd) NIDA S. SANTOS

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) SS.

BEFORE ME, a Notary Public for and in Makati, Metro Manila, Philippines, this 21st of July 1994, personally appeared the following:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
TEODORO C. BORLONGAN	2250528	2.18.94/ Makati
JOSUE A. CAMBA, JR.	793308842	4.11.94/ Pasig
NIDA S. SANTOS	22516804	2.17.94/ Makati
CORAZON M. BEJASA	22520525	2.18.94/ Makati
DENNIS D. DECENA	22520528	2.18.94/Makati

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

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

Doc. No. 350
Page No. 71
Book No. IV
Series of 1994.

(SGD.) MA. ESMERALDA R. CUNANAN
Notary Public
Until December 31, 1995
PTR No. 1781153
Issued at Quezon City on January 13, 1994

DIRECTORS' CERTIFICATE
*(On the Amendment of the Articles of Incorporation
to Decrease the Authorized Capital Stock)*

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting the majority of the incumbent members of the Board of Directors and the 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, after having been duly sworn in accordance with law, hereby certify, as follows:

1. The Amended Articles of Incorporation hereto attached as **Annex A** is the full, true and complete copy of the Corporation's Articles of Incorporation and reflects the changes in its authorized capital stock as approved by at least the majority vote of the Board of Directors during the meeting held *via* remote communication¹ on **22 January 2025**, and by the stockholders representing more than sixty-seven percent (67%) of all outstanding capital stock of the Corporation entitled and qualified to vote at the duly called and convened Annual Stockholders' Meeting held on **27 June 2025** at the Diamond Room, 8/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City.

2. At the Annual Stockholders' Meeting on **27 June 2025**, stockholders representing more than sixty-seven percent (67%) of all outstanding common shares of the Corporation entitled and qualified to vote approved the amendment of Article SEVENTH of the Articles of Incorporation of the Corporation for purposes of decreasing its authorized capital stock by Philippine Pesos: Ten Million (₱10,000,000.00) with the cancellation 10,000,000 Preferred Shares Series with a par value of Philippine Pesos: One (₱1.00) per share.

3. The following resolution was thus approved by the stockholders:

*Amendment of Articles of Incorporation- Decrease of Authorized Capital Stock with
Cancellation of 10.0M Preferred Shares*

"RESOLVED, the authorized capital stock of the Corporation be, as it is hereby, decreased by ₱10,000,000.00 with the cancellation of 10,000,000 Preferred Shares Series C presently recorded as treasury shares.

"RESOLVED, FURTHER that the following amendment to Article Seventh of the Corporation's Articles of Incorporation be, as it is hereby, APPROVED and CONFIRMED:

"SEVENTH - That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Sixteen Million Two Hundred Fifty-Seven Thousand One Hundred Thirty-Five and 82/100 (₱3,016,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million

¹ In accordance with SEC Memorandum Circular No. 06, Series of 2020.

Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Seventy Million (₱70,000,000.00) of preferred shares consisting of 70,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

“The preferred shares shall have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

“The shares of stock of the corporation are not subject to pre-emptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.

“RESOLVED, FINALLY that the Management is authorized to effect modifications in language on the above amendment of the Corporation’s Articles of Incorporation to satisfy the requirements imposed by regulatory agencies that will approve the same.”

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4. The amendments made to Article SEVENTH of the Articles of Incorporation of the Corporation are outlined in the table below:

<u>Article</u>	<u>Current Provision</u>	<u>Proposed Amendment</u> (As approved by the Board of Directors on 22 January 2025 and by the Stockholders on 27 June 2025)
SEVENTH	<p>That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.</p> <p>The preferred shares shall have such features as the Board of Directors may prescribe, provided</p>	<p>That the authorized capital stock of the Corporation is Philippine Pesos: <u>Three Billion Sixteen Million Two Hundred Fifty-Seven Thousand One Hundred Thirty-Five and 82/100 (₱3,016,257,135.82)</u> divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: <u>Seventy Million (₱70,000,000.00) of preferred shares consisting of 70,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.</u> (As approved by the Board of Directors on 22 January 2025 and by the Stockholders on 27 June 2025)</p> <p>The preferred shares shall have such features as the Board of</p>

	<p>that, in no case shall such preferred shares be voting or participating.</p> <p>The shares of stock of the corporation are not subject to preemptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. <i>(As amended on 07 September 2016)</i></p>	<p>Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.</p> <p>The shares of stock of the corporation are not subject to preemptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. <i>(As amended on 07 September 2016)</i></p>
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[Signature page follows.]



IN WITNESS WHEREOF, we have hereunto set our hands on the date and the place indicated below.

RIVA KHRISTINE V. MAALA
Corporate Secretary/Secretary of the Stockholders' Meeting
Passport No. P4663090B
03 February 2020/DFA NCR East
TIN No. 910-340-737

ERNEST K. CUYEGKENG
Chairman of the Board/Chairman of the Stockholders' Meeting
Passport No. P7236847A
19 May 2018/DFA NCR South
TIN No. 101-265-572

JAIME C. GONZÁLEZ
Vice Chairman and President
Passport No. P5521740A
05 January 2018/DFA NCR East
TIN No. 171-457-049

RICARDO GABRIEL T. PO
Vice Chairman
Passport No. P5718395A
22 January 2018/DFA Manila
TIN No. 105-633-446

CORNELIO S. MAPA, JR.
Director/ Treasurer and EVP
Passport No. P0121239B
09 January 2019/DFA NCR Central
TIN No. 119-839-019

JAIME ENRIQUE Y. GONZALEZ
Director
Passport No. 7930871B
20 October 2021/DFA Manila
TIN No. 201-668-133

CHRISTOPHER PAULUS NICHOLAS T. PO
Director
Passport No. P6801389C
01 April 2024/DFA Manila
TIN No. 119-779-656

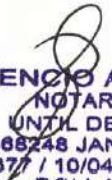
ANDRES B. STA. MARIA
Director
Passport No. P0668677B
14 February 2019/DFA NCR East
TIN No. 106-214-861

HANS B. SICAT
Independent Director
Passport No. P7018402B
19 June 2021/DFA Manila
TIN No. 214-849-441

DENISE LOREENA V. DE CASTRO
Independent Director
Passport No. P3081268B
14 October 2019/DFA NCR South
TIN No. 302-208-959

SUBSCRIBED AND SWORN to before me, this JUN 27 2025 in **Taguig City**, by the foregoing who each exhibited to me their competent evidence of identity as reflected below their respective names.

Doc. No. 425
Page No. See
Book No. 30
Series of **2025**.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2026
PTR # A-8368248 JAN. 2, 2025 TAGUIG CITY
IBP No. 461377 / 10/04/24 RSM (FOR YR. 2025)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028557
APRIL 18, 2023
APP. NO. 29 (2020-2026)

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, being the duly elected and incumbent Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation organized and existing under Philippine laws, 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. 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 or vice versa.


3. I am executing this Secretary's Certificate to attest to the truth of the foregoing and in compliance with the requirements of the Securities and Exchange Commission for the amendment of the Corporation's Articles of Incorporation.

SIGNED on the date and at the place indicated below.


RIVA KHRISTINE V. MAALA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this JUN 27 2025 in **Taguig City**, by **Riva Khristine V. Maala** who exhibited to me **Driver's License N01-05-000494** expiring on **02 May 2034** and issued by the **Department of Transportation, Land Transportation Office**.

Doc. No. 406
Page No. 87
Book No. 710
Series of **2025**.


GAUDENTIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2026
PTR # A-8369248 JAN. 2, 2025 TAGUIG CITY
IBP No. 461377 / 10/04/24 RSM (FOR YR. 2025)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028567
APRIL 19, 2023
APP. NO. 29 (2024-2026)



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. AS94007160

CERTIFICATE OF APPROVAL OF DECREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the decrease of capital stock of the

ARTHALAND CORPORATION

from P3,026,257,135.82 divided into 16,368,095,199 common shares of the par value of P0.18 each and 80,000,000 preferred shares of the par value of P1.00 each, to P3,016,257,135.82 divided into 16,368,095,199 common shares of the par value of P0.18 each and 70,000,000 preferred shares of the par value of P1.00 each, approved by majority of the Board of Directors on January 22, 2025 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on June 27, 2025 certified to by the Chairman and the Assistant Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Decrease of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto 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 March, Twenty Twenty-Six.

DONDIE Q. ESGUERRA

Director

Financial Analysis and Audit Department

CERTIFICATE OF DECREASE IN CAPITAL STOCK

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, constituting the majority of the Board of Directors and the Chairman and the Secretary of the Stockholders' Meeting of **ARTHALAND CORPORATION (the "Corporation")**, hereby certify that:

1. In compliance with Section 37 of the Revised Corporation Code, the amendment of the Articles of Incorporation of the Corporation to decrease its authorized capital stock was approved by the majority vote of its Board of Directors at the meeting held on **22 January 2025** via remote communication¹, and by the stockholders representing more than sixty-seven percent (67%) of all outstanding common shares of the Corporation entitled and qualified to vote at the duly called and convened Annual Stockholders' Meeting held on **27 June 2025** at the Diamond Room, 8/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City.

2. At the Annual Stockholders' Meeting where stockholders owning 3,727,670,057 common shares or 70.09% of the total outstanding common shares of the Corporation were present either in person or by proxy, the aforementioned decrease in the authorized capital stock was approved by the affirmative vote of stockholders owning 3,727,670,057 common shares representing more than two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation.

3. Notices of the 2025 Annual Stockholders' Meeting, which included in the agenda the approval of the foregoing decrease in the authorized capital stock of the Corporation, were published on 02 and 03 June 2025 in the Manila Standard and in the BusinessWorld, both newspapers in general circulation. These notices were also posted on their online platforms on the same dates. Copies of the Affidavits of Publication from the foregoing newspapers both dated 03 June 2025 are attached as **Annexes A and A-1** hereof.

4. As of **27 June 2025**, the authorized, subscribed, and paid-up capital stock of the Corporation are as follows:

Authorized Capital Stock

No. of Shares	Type of Shares	Par Value per Share	Amount (No. of Shares x Par Value)
16,368,095,199	Common Shares	₱0.18	₱2,946,257,135.82
<u>80,000,000</u>	<u>Preferred Shares</u>	<u>₱1.00</u>	<u>₱80,000,000.00</u>
TOTAL:			<u>₱3,026,257,135.82</u>

¹ In accordance with SEC Memorandum Circular No. 06, Series of 2020.

Subscribed and Paid-up Shares

Common Shares		Par Value per Share	Amount (No. of Shares x Par Value)
Common Shares	5,318,095,199	₱0.18	₱957,257,135.82
TOTAL:		5,318,095,199	₱957,257,135.82

Preferred Shares		Par Value per Share	Amount (No. of Shares x Par Value)
Preferred Shares Series A	12,500,000	₱1.00	₱12,500,000.00
<u>Preferred Shares Series C*</u>	<u>10,000,000</u>	<u>₱1.00</u>	<u>₱10,000,000.00</u>
Preferred Shares Series D	6,000,000	₱1.00	₱6,000,000.00
Preferred Shares Series E	14,000,000	₱1.00	₱14,000,000.00
Preferred Shares Series F	4,964,860	₱1.00	₱4,964,860.00
TOTAL:		47,464,860	₱47,464,860

*Treasury shares

5. Following the approval of the stockholders during the said Annual Stockholders' Meeting to decrease of the authorized capital stock of the Corporation in the amount of Philippine Pesos: Ten Million (₱10,000,000.00) preferred shares with a par value of Philippine Peso: One (₱1.00) and once approved by the Securities and Exchange Commission (SEC), the authorized, subscribed, and paid-up capital stock of the Corporation will thereafter be:

Authorized Capital Stock

No. of Shares	Type of Shares	Par Value per Share	Amount (No. of Shares x Par Value)
16,368,095,199	Common Shares	₱0.18	₱2,946,257,135.82
<u>70,000,000</u>	<u>Preferred Shares</u>	<u>₱1.00</u>	<u>₱70,000,000.00</u>
TOTAL:			<u>₱3,016,257,135.82</u>

Subscribed and Paid-up Shares

Common Shares		Par Value per Share	Amount (No. of Shares x Par Value)
Common Shares	5,318,095,199	₱0.18	₱957,257,135.82
TOTAL:		5,318,095,199	₱957,257,135.82

Preferred Shares		Par Value per Share	Amount (No. of Shares x Par Value)
Preferred Shares Series A	12,500,000	₱1.00	₱12,500,000.00

Preferred Shares Series D	6,000,000	<u>₱1.00</u>	₱6,000,000.00
Preferred Shares Series E	14,000,000	<u>₱1.00</u>	₱14,000,000.00
Preferred Shares Series F	4,964,860	<u>₱1.00</u>	₱4,964,860.00
TOTAL:	37,464,860		₱37,464,860

6. The purpose of the said decrease is to reflect the cancellation of the Preferred Shares Series C which are being held by the Corporation as treasury shares after they were redeemed on 27 June 2024 from the holders thereof pursuant to the *Prospectus* and *Offer Supplement* both dated as of 13 June 2019 in relation to its issuance in 2019 of the said Preferred Shares Series C. The said *Prospectus* and *Offer Supplement* stated that the Corporation has the option to redeem said shares at a price equal to the offer price plus any accrued and unpaid cash dividends due. Upon redemption, the 10,000,000 Preferred Shares Series C were recorded as treasury shares of the Corporation and thereafter, delisted from the Philippine Stock Exchange on 11 November 2024.

7. The details of the decrease with the names of the subscriber, their nationalities and their respective subscribed and paid-up capital are attached as **Annex “B”** and **“B-1”**.

8. There is no bonded indebtedness to be created, incurred, or increased as of the date of the Stockholders’ Meeting.

9. The foregoing proposed changes to the authorized capital stock of the Corporation comply with the requirements of Section 37 of the Revised Corporation Code of the Philippines.

10. This Certificate is issued in compliance with the requirements of the Securities and Exchange Commission for the foregoing decrease of the Corporation’s authorized capital stock.

[Signature page follows.]

IN WITNESS WHEREOF, we have hereunto set our hands on the date and at the place indicated below.



RIVA KRISTINE V. MAALA

Corporate Secretary/Secretary of the Stockholders' Meeting
Passport No. P4663090B
03 February 2020/DFA NCR East
TIN No. 910-340-737



ERNEST K. CUYEGKENG

Chairman of the Board/Chairman of the Stockholders' Meeting
Passport No. P7236847A
19 May 2018/DFA NCR South
TIN No. 101-265-572



JAIME C. GONZÁLEZ

Vice Chairman and President
Passport No. P5521740A
05 January 2018/DFA NCR East
TIN No. 171-457-049



RICARDO GABRIEL T. PO

Vice Chairman
Passport No. P5718395A
22 January 2018/DFA Manila
TIN No. 105-633-446



CORNELIO S. MAPA, JR.

Director/ Treasurer and EVP
Passport No. P0121239B
09 January 2019/DFA NCR Central
TIN No. 119-839-019

JAIME ENRIQUE Y. GONZALEZ

Director
Passport No. 7930871B
20 October 2021/DFA Manila
TIN No. 201-668-133



CHRISTOPHER PAULUS NICHOLAS T. PO

Director
Passport No. P6801389C
01 April 2024/DFA Manila
TIN No. 119-779-656

ANDRES B. STA. MARIA

Director
Passport No. P0668677B
14 February 2019/DFA NCR East
TIN No. 106-214-861



HANS B. SICAT

Independent Director
Passport No. P7018402B
19 June 2021/DFA Manila
TIN No. 214-849-441




DENISE LOREENA V. DE CASTRO

Independent Director
Passport No. P3081268B
14 October 2019/DFA NCR South
TIN No. 302-208-959

SUBSCRIBED AND SWORN to before me, this JUN 27 2025 in **Taguig City**, by the foregoing who each exhibited to me their competent evidence of identity as reflected below their respective names.

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Series of **2025**.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2026
PTR # A-6899248 JAN. 2, 2025 TAGUIG CITY
IBP No. 481377 / 10/04/24 RSM (FOR YR. 2025)
ROLL No. 41969
MCLE COMP. NO. VII No. 0028557
APRIL 19, 2023
APP. NO. 29 (2025-2026)