



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. CS201518815

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

CEMEX HOLDINGS PHILIPPINES, INC.
(Amending Article VII thereof)

copy annexed, adopted on April 2, 2019 by a majority vote of the Board of Directors and on October 16, 2019 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 Pasay City, Metro Manila, Philippines, this 27th day of February, Twenty Twenty.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

CEMEX HOLDINGS PHILIPPINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

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

CEMEX HOLDINGS PHILIPPINES, INC.

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

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, real or personal property of every kind and description (except land), including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in money or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned, and to assume or undertake or guarantee or secure loans; and to guarantee or provide a mortgage, pledge, or other security over all or part of its assets or provide financial support or accommodation to secure the whole or any part of the indebtedness and obligations of any of itself, its subsidiaries and/or affiliates, provided that it shall not engage either in the stock brokerage business or in the dealership of securities, of a financing company or lending investor, and in the business of an open-end investment company as a defined in RA 2629.

SECONDARY PURPOSES

1. To the extent permitted by law, to acquire by purchase, lease, contract, concession, or otherwise, any and all real and personal properties of every kind and description whatsoever (except land), which the Corporation may deem necessary or appropriate in connection with the conduct of the corporate business, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange, or otherwise dispose of the whole or any part thereof;

2. To borrow or raise money for not more than nineteen (19) lenders, including shareholders, necessary for any of the purposes of the Corporation, and from time to time, draw, make, accept, endorse, transfer, assign, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, to give guarantees and indemnities, to secure indebtedness of third persons or other secured persons, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets at any time held or owned by the Corporation, on such terms and conditions as the Board of Directors of the Corporation

or its duly authorized officers or agents shall determine and as may be permitted by law;

3. To manufacture, produce, purchase, sell, distribute, transport, conduct marketing without engaging in advertising, export and import of cement, aggregates, concrete, mortar, and any other building materials and any other products related to the cement industry, whether directly or indirectly;

4. To purchase or acquire, hold, assign, mortgage, pledge, and sell or otherwise dispose of shares of stock, receivables, bonds, securities, or other evidence of indebtedness issued or created by any other corporation, partnership, or company, whether domestic or foreign, and while the holder of any such share of stock, to exercise all the rights and privileges of ownership, including the right to vote without, however, engaging as a stock broker or dealer in securities;

5. To invest and deal with the money and properties of the Corporation in such manner as may, from time to time, be considered wise or expedient for the advancement of its interest and to sell, dispose, 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;

6. To aid in any manner, any corporation, association or trust estate, domestic or foreign, or any form or individual, in which any shares of stock or bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for the Corporation, directly or indirectly or through other corporations or otherwise;

7. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying out of any of the purposes of the Corporation;

8. To acquire or obtain from any government or authority, or any corporation, company, or partnership or person, such charter, contracts, franchise, privilege, exemption, license, or concession as may be conducive to any of the objects of the Corporation;

9. To own, license, operate, manage, develop, administer, hold, and protect intellectual and industrial properties;

10. To conduct research and development activities in the field of building materials;

11. To structure, issue, offer, and to conduct placement of shares and fixed or variable rate securities in capital markets both local and foreign;

12. In general, to perform all acts and things necessary, or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers and authorities conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations of like nature.

THIRD: That the place where the principal office of the Corporation is to be established is at at 8/F Petron Mega Plaza Building, 358 Sen Gil J. Puyat Avenue, Barangay Bel-Air, Makati City.

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after the date of the issuance of the certificate of incorporation.

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

Name	Nationality	Address
Pedro Jose Palomino		
Paul Vincent Arcenas		
Maria Virginia O. Eala		
Roberto Martin Javier		
Jannette Virata Sevilla		

SIXTH: That the number of directors of the Corporation shall be eight (8) and that the names, nationality, and residences of the Directors of the Corporation who are to serve until their successors are elected and qualified, as provided by the By-Laws are as follows, to wit: *(As approved by the Board of Directors on 22 March 2018 and the Stockholders on 6 June 2018)*

Name	Nationality	Address
Pedro Jose Palomino		
Paul Vincent Arcenas		
Maria Virginia O. Eala		
Roberto Martin Javier		
Vincent Paul Piedad		
Elvira Oquendo		
Jannette Virata Sevilla		

SEVENTH: That the authorized capital stock of the Corporation is Eighteen Billion Three Hundred Ten Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four Pesos (PhP18,310,395,454.00) in lawful money of the Philippines, divided into Eighteen Billion Three Hundred Ten Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four (18,310,395,454) common shares with par value of One Peso (PhP 1.00) per share. *(As approved by the Board of Directors on 2 April 2019 and the Stockholders on 16 October 2019)*

The holder of common shares shall not be entitled to pre-emptive rights to subscribe to any new issues of such common stock, nor dispositions of existing stocks, whether issued from its unissued capital or its treasury shares. *(As approved by the Board of Directors and the Stockholders on 7 March 2016)*

EIGHTH: That the amount of capital stock which has been actually subscribed is 376,000 common shares with par value of One Hundred Pesos (PhP 100.00) per share at the total issue value of Thirty Seven Million Six Hundred Thousand Pesos (PhP37,600,000.00). The following persons have

subscribed for the number of shares and the amount of capital stock set out after their respective names:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)
CEMEX ASIAN SOUTH EAST CORPORATION TIN:	Netherlands (incorporated in the Philippines)	375,993	37,599,300.00
Pedro Jose Palomino TIN:		1	100.00
Paul Vincent Arcenas TIN:		1	100.00
Maria Virginia O. Eala TIN No.		1	100.00
Roberto Martin Javier TIN:		1	100.00
Vincent Paul Piedad TIN:		1	100.00
Elvira Oquendo TIN:		1	100.00
Jannette Virata Sevilla TIN:		1	100.00
Total		376,000	37,600,000.00

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

Name	Nationality	Amount Paid-Up (Php)
CEMEX ASIAN SOUTH EAST CORPORATION TIN:	Netherlands (incorporated in the Philippines)	9,399,300.00
Pedro Jose Palomino TIN:		100.00
Paul Vincent Arcenas TIN:		100.00
Maria Virginia O. Eala TIN No.		100.00
Roberto Martin Javier TIN:		100.00
Vincent Paul Piedad TIN:		100.00
Elvira Oquendo TIN:		100.00
Jannette Virata Sevilla TIN:		100.00
Total		9,400,000.00

TENTH: That Vincent Paul Piedad has been elected by the subscribers as treasurer of the Corporation to act as such until his/her successor is duly elected and qualified in accordance with the By-Laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for

the benefit of the Corporation, all subscriptions paid in by the subscribers.

ELEVENTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

In connection with the initial public offering and initial listing of shares by the Corporation with the Philippine Stock Exchange, the corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with amendments to the Rules of the Exchange:

- (i) The corporation shall cause its existing stockholders who own an equivalent of at least ten per cent (10%) of the issued and outstanding shares of stock of the Corporation at the time of listing of such shares to refrain from selling, assigning or in any manner disposing of their shares for a period of Three Hundred Sixty Five (365) days after the listing of said shares;
- (ii) If there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within One hundred eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least Three Hundred Sixty Five (365) days from full payment of the aforesaid shares. *(As approved by the Board of Directors and the Stockholders on 7 March 2016)*

TWELFTH: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that name has been declared misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have set our hands this SEP 02 2015 at the City of Makati.

(Sgd.)

PEDRO JOSE PALOMINO
TIN:

(Sgd.)

PAUL VINCENT ARCENAS
TIN:

(Sgd.)

MARIA VIRGINIA O. EALA
TIN:

(Sgd.)

ROBERTO MARTIN JAVIER
TIN:

(Sgd.)

JANNETTE VIRATA SEVILLA
TIN:

SIGNED IN THE PRESENCE OF:

(Sgd.)

(Sgd.)

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for the City of Makati, on SEP 02 2015, personally appeared the following, who are satisfactorily proven to me their identity:

<u>Name</u>	<u>Identification Card</u>	<u>Official Issuing Agency</u>
Pedro Jose Palomino		
Paul Vincent Arcenas		
Maria Virginia O. Eala		
Roberto Martin Javier		
Jannette Virata Sevilla		

that they are the same persons who executed and voluntarily signed the foregoing Articles of Incorporation which they acknowledged before me as their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this SEP 02 2015 in City of Makati.

Sgd.
ATTY. JOSE C. SALVOSA
Commission No. M-289
Notary Public for Makati City
Until December 31, 2015
21st Flr. Philamlife Tower
8767 Paseo de Roxas, Makati City
Roll No. 52751
PTR No.4756096/06-Jan-2015,Makati City
IBP No. 977642/05-Jan-2015/Quezon City

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