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Basic Energy Corporation BSC

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	Amended Articles of Incorporation and Bylaws of Basic Energy Corporation Subsidiary
Report Period/Report Date	Sep 12, 2024

Description of the Disclosure

This is to notify the public of the amendments to the Articles of Incorporation and Bylaws of Mabini Energy Corporation (MEC) a subsidiary of Basic Energy Corporation (BSC).

BSC has been notified and received a copy of the SEC's Certificate of Amended Articles of Incorporation and Bylaws of MEC pertaining to the salient changes:

- Corporate Name - MEC has changed its name to RDG Wind Energy Corporation
- Change in Primary and Secondary Purpose
- Change in Term of Existence
- Decrease in number of Board
- Reclassification of Shares

For changes in Bylaws please refer to attached file.

Filed on behalf by:

Name	Dominique Pascua
Designation	Compliance Officer



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.: CS201117796

**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

RDG WIND ENERGY CORPORATION

**(Change of Corporate Name, Primary and Secondary Purpose, Term of Existence,
Decrease in the number of the Board and Reclassification of Shares)**

copy annexed, adopted on April 8, 2024 by majority vote of the Board of Directors and on May 15, 2024 by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 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 6th day of September, Two Thousand Twenty-Four.




DANIEL P. BABUYO
Assistant Director
Company Registration and Monitoring Department

REPUBLIC OF THE PHILIPPINES)
) S.S.



**DIRECTORS' CERTIFICATE
OF THE FURTHER AMENDMENT
OF THE AMENDED BY LAWS
AND AMENDED ARTICLES OF INCORPORATION
OF MABINI ENERGY CORPORATION**

We, the Chairman of the Board, the Corporate Secretary and the undersigned majority of the Board of Directors of the MABINI ENERGY CORPORATION (the "Corporation"), do hereby certify that in a regular meeting of the Board of Directors held via remote communication on April 8, 2024 in the at GM Building, 240 EDSA, Wack Wack Greenhills, Mandaluyong City, Metro Manila, 1555, where a quorum was present, the following resolutions were passed and approved, likewise attended by a quorum, and ratified by the affirmative vote of the Shareholders owning and representing at least two-thirds (2/3) of the outstanding capital stock present in the Shareholders' meeting held via remote communication on May 15, 2024 at GM Building, 240 EDSA, Wack Wack Greenhills, Mandaluyong City, Metro Manila, 1555:

"RESOLVED, AS IT IS HEREBY RESOLVED, that MABINI ENERGY CORPORATION (the 'Corporation') be hereby authorized to further amend its Articles of Incorporation, as follows:

- [i] Revision of Title

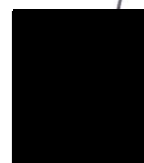
**AMENDED ARTICLES OF INCORPORATION
OF
RDG WIND ENERGY CORPORATION
Formerly: MABINI ENERGY CORPORATION**

- [ii] Revision First Article

FIRST: That the name of this Corporation shall be:

RDG WIND ENERGY CORPORATION

- [iii] Revision of Second Article, Primary Purpose
- [iv] Revision of Second Article, Secondary Purpose Sections 1, 3, 4, and 14
- [v] Deletion of Second Article, Secondary Purpose Section 2, 6, and 13



- [iv] Revision of Fourth Article

FOURTH: The Corporation shall have perpetual existence

- [iv] Revision of Sixth Article: Number of Directors

- [v] Revision of Seventh Article: Share Reclassification

RESOLVED, FURTHER, that the Corporation be hereby authorized to further amend its By-Laws, as follows:

- [i] Revision of Title

**AMENDED BY-LAWS
OF
RDG WIND ENERGY CORPORATION
Formerly: MABINI ENERGY CORPORATION**

- [ii] Revision of Article I, Sections 5 [Voting At Stockholders' Meeting], 6 [Quorum]
- [iii] Revision of Article II, Sections 1 [Election, Qualification and Powers], 5 [Regular and Special Meetings], and 9 [Other Committees]
- [iv] Deletion of Article II, Section 10 [Executive Committee]
- [v] Revision of Article III, Sections 1 [Enumeration], and 3 [Appointments]
- [viii] Deletion of Article III, Sections 5 [Vice-Chairman of the Board], 7 [Executive Vice-President] and 8 [Vice-President/ Assistant Vice-Presidents],
- [ix] Revision of Article IV [Advisory Board]
- [x] Revision of Article VI, Section 2 [Stock and Transfer Book]
- [xi] Revision of Article VIII [Corporate Seal]
- [xii] Revision of Article X [External Auditor]
- [xiii] Revision of Second Article, Primary Purpose
- [xiv] Revision of Second Article, Secondary Purpose Sections 1 and 4

[xv] Deletion of Second Article, Secondary Purpose Sections 2, 6 and 13

[xvi] Revision of Sixth and Seventh Article

RESOLVED, FURTHER, that any one (1) of the President, Corporate Secretary or any director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation and the By-laws of the Corporation, certified by a majority of the directors and the Corporate Secretary, to the Securities and Exchange Commission, to sign, execute and deliver any and all documents and deeds, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

RESOLVED, FINALLY, that any and all prior resolutions inconsistent with the foregoing are hereby modified and superseded, and all proper actions necessary to implement the foregoing resolutions be done immediately."

We hereby certify that the attached Amended By-Laws of the Corporation is a true and faithful reproduction of the Amended By-Laws of the Corporation as approved by a majority of the directors at the said meetings of the Board of Directors on April 8, 2024 and ratified by the affirmative vote of the Stockholders owning and representing at least 2/3 of the outstanding capital stock of the Corporation in their meeting held on May 15, 2024.

IN WITNESS WHEREOF, we have hereunto signed these presents on this _____ at _____, Philippines.

(This space is intentionally left blank. Signature page follows.)




OSCAR L. DE VENECIA, JR.

Chairman

TIN 


LUISITO V. POBLETE

Director


MARIA ROSETTE GERALDINE L. OQUIAS

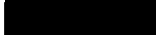
Director

TIN 


KIM S. JACINTO-HENARES


Director

TIN 


ANDRES B. REYES, JR.

Director

TIN 


CAMILO S. BITONG, JR.

Director

TIN 


ALBERTO V. RAMOS

Director

TIN 156-171-197

Certified by:

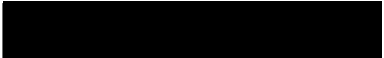

JULIANNE KHRISTINA B. BELTRAN

Corporate Secretary

TIN 

SUBSCRIBED AND SWORN TO before me this _____ in _____, by above-named persons with their respective Tax Identification Numbers.

Doc No. ____; *225*
Page No. ____; *46*
Book No. ____; *328*
Series of 2024;


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SCROLL No. G2179/04-26-2013
JEP NO. 374750/12-26-2023/Pasig City
PTR NO. MICT 10074525/01-02-2024/Makati City
MCLE Compliance No. VI-0020120/01-14-2025

AMENDED ARTICLES OF INCORPORATION
OF

RDG WIND ENERGY CORPORATION¹
Formerly: MABINI ENERGY CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY

FIRST: That the name of this Corporation shall be:

RDG WIND ENERGY CORPORATION²

SECOND: That the Primary and Secondary Purposes for which this Corporation is formed are:

PRIMARY PURPOSE

To engage in the business of exploration, development, utilization and production of renewable energy resources, such as but not limited to wind, solar, hydropower and other forms of renewable energy, **except for water resources harvested directly from source**, including **but not limited to: (i) develop, construct, own, operate, maintain, and rehabilitate power generation, co-generation and associated facilities, (ii) the sale of electric power generated therefrom, the procurement, acquisition, importation, construction, installation, erection, ownership, lease, operation, and maintenance of edifices, structures, facilities, materials, machinery and equipment, for or related to the generation and sale of electric power; and (iii) obtain, enter and perform any and all contracts, agreements and instruments and engage in any and all transactions as may be necessary or incidental to the foregoing purposes; Provided, That the Corporation shall comply with the provisions of Republic Act No. 9136, otherwise known as the Electric Power Industry Reform Act of 2001, Republic Act No. 9513, otherwise known as the Renewable Energy Act of 2008, and their implementing rules and regulations, including any amendments thereto.³**

¹ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

² As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

³ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

SECONDARY PURPOSES

1. To acquire concessions, grants, commissions or licenses or enter into contracts of association or other business arrangements for the establishment, administration, management and operation of projects and facilities involving the exploration, development, production, utilization, and generation of energy resources or its byproducts or as may be conducive to any of the objects of the Corporation.⁴
2. [Not used].⁵
3. To the extent permitted by applicable law, purchase, acquire, own, lease, sell and convey real properties, such as lands (except that the Corporation cannot own lands), buildings, factories, and warehouses machineries equipment, and personal properties as may be necessary or incidental to the conduct of the corporate business and to pay in cash shares of its capital stock, debentures and other evidences of indebtedness or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.⁶
4. To borrow or raise money from not more than nineteen (19) lenders, including its stockholders, necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness; obtain leverage and to support or carry out its objectives and purposes and/or arrange financing or equipment credit or any kind of assistance for its account from private lending institutions; 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 for money borrowed in the prosecution of its lawful business.
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 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 fit to accept.
6. [Not used].⁷
7. To aid in any manner any Corporation, association or trust estate, domestic or foreign, or any firm of individual in which any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for the Corporation, directly, or indirectly or through other Corporations or otherwise.
8. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm-out agreement, reciprocal concessions or cooperation, with any corporation,

⁴ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁵ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁶ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁷ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

association, partnership, syndicate, entity, person or governmental, 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.

9. To acquire, obtain from any governmental authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privilege, exemption, license and concessions as may be conducive to any of the objectives of the Corporation.
10. To establish and operate one or more branch offices or 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.
11. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation.
12. To conduct and transact any and all lawful business, and to do or cause to be done anyone 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 or the exercise of anyone or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.
13. **[Not used].**⁸
14. To do every other act or acts **necessary, desirable, incidental to or connected with the accomplishment of the purposes or the exercise of any of the power herein enumerated, or any part or parts thereof, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation,** provided, however, that the same is not in conflict with the law under which the Corporation is organized.⁹
(As Amended on November 26, 2019)

THIRD: The place where the principal office of the Corporation shall be established or located is at the GM Building, Florida St., Baranqav Wack Wack, Greenhills East, Mandaluyonq City. (As Amended on February 24, 2022)

FOURTH: The **Corporation shall have perpetual existence.**¹⁰

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

<u>Names</u>	<u>Nationality</u>	<u>Residence</u>
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⁸ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁹ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

¹⁰ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

Oscar C. De Venecia	Filipino	[REDACTED]
Oscar L. De Venecia, Jr.	Filipino	[REDACTED]
Ramon L. Mapa	Filipino	[REDACTED]
Jaime J. Martinez	Filipino	[REDACTED]
Ma. Florina M. Chan	Filipino	[REDACTED]

SIXTH: That the number of directors of said Corporation shall be **five (5)**¹¹ and that the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws are as follows: (As Amended on February 24, 2022)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Oscar C. De Venecia TIN [REDACTED]	Filipino	[REDACTED]
Francis C. Chua TIN [REDACTED]	Filipino	[REDACTED]
Ramon L. Mapa TIN [REDACTED]	Filipino	[REDACTED]
Oscar L. De Venecia, Jr. TIN [REDACTED]	Filipino	[REDACTED]
Ma. Florina M. Chan TIN [REDACTED]	Filipino	[REDACTED]
Dennis D. Decena TIN [REDACTED]	Filipino	[REDACTED]
Eduardo V. Manalac	Filipino	[REDACTED]

¹¹ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

TIN [REDACTED]

Jaime J. Martinez

Filipino

TIN [REDACTED]

Oscar S. Reyes

Filipino

TIN [REDACTED]

Gabriel R. Singson, Jr.

Filipino

TIN [REDACTED]

Isidoro O. Tan

Filipino

TIN [REDACTED]

SEVENTH: That the authorized capital stock of said Corporation is FIFTY MILLION PESOS (Php50,000,000.00) Philippine Currency **divided into FIFTY MILLION (50,000,000) shares, consisting of: (a) FORTY-NINE MILLION NINETEEN THOUSAND SIX-HUNDRED EIGHT (49,019,608) Common Shares with a par value of One Peso (Php1.00) per share or a total par value of FORTY-NINE MILLION NINETEEN THOUSAND SIX-HUNDRED EIGHT PESOS (Php49,019,608.00) and (b) NINE HUNDRED EIGHTY THOUSAND THREE HUNDRED NINETY-TWO (980,392) Preferred Shares with a par value of One Peso (Php1.00) per share or a total par value of NINE HUNDRED EIGHTY THOUSAND THREE HUNDRED NINETY-TWO PESOS (Php980,392.00).**

The Preferred Shares shall have no voting rights and shall be redeemable at the sole option of the Corporation, at the price and under such terms and conditions as may be determined by the Board of Directors. Preferred Shares are non-convertible to Common Shares and, upon redemption, shall be retired by the Corporation.

Holders of Preferred Shares shall have pre-emptive rights only in respect of additional issuance of new Preferred Shares based on such holder's proportionate shareholding percentage in all issued and outstanding Preferred Shares but shall not have any pre-emptive rights in respect of any issuance of any other class of shares.¹²

EIGHT: That the amount of said capital stock which has been actually subscribed is TWENTY MILLION PESOS (Php20,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>
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¹² As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

Basic Energy Corporation	Filipino	19,999,989	PhP 19,999,989.00
Oscar C De Venecia	Filipino	1	Php 1.00
Francis C Chua	Filipino	1	Php 1.00
Ramon L Mapa	Filipino	1	Php 1.00
Oscar L De Venecia Jr.	Filipino	1	Php 1.00
Ma. Florina M. Chan	Filipino	1	Php 1.00
Dennis D. Decena	Filipino	1	Php 1.00
Eduardo V. Manalac	Filipino	1	Php 1.00
Jaime J. Martinez	Filipino	1	Php 1.00
Oscar S. Reyes	Filipino	1	Php 1.00
Gabriel R. Singson, Jr.	Filipino	1	Php 1.00
Isidoro O. Tan	Filipino	1	Php 1.00
		20,000,000	PhP 20,000,000.00

NINTH: That the following persons have paid the following amounts opposite their respective names on the shares of capital stock for which they have subscribed, to wit:

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount Paid on Subscription</u>
Basic Energy Corporation	19,999,989	PhP 19,999,989.00
Oscar C De Venecia	1	Php 1.00
Francis C Chua	1	Php 1.00
Ramon L Mapa	1	Php 1.00
Oscar L De Venecia Jr.	1	Php 1.00
Ma. Florina M. Chan	1	Php 1.00
Dennis D. Decena	1	Php 1.00
Eduardo V. Manalac	1	Php 1.00
Jaime J. Martinez	1	Php 1.00
Oscar S. Reyes	1	Php 1.00
Gabriel R. Singson, Jr.	1	Php 1.00
Isidoro O. Tan	1	Php 1.00
		20,000,000 PhP 20,000,000.00

TENTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as required by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in the stock certificates issued by the Corporation.

ELEVENTH: Marietta V. Villafuerte has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, she has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

TWELFTH: That the Corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of August,

2011 at Makati City, Philippines.

(Sgd) **OSCAR C. DE VENECIA**

TIN [REDACTED]

(Sgd) **RAMON L. MAPA**

TIN [REDACTED]

(Sgd) **OSCAR L. DE VENECIA, JR.**

TIN [REDACTED]

(Sgd) **JAIME J. MARTIREZ**

TIN [REDACTED]

(Sgd) **FLORINA M. CHAN**

TIN [REDACTED]

Signed in the Presence of:

(Sgd) Corazon M. Bejasa

(Sgd) Angel P. Gahol

Republic of the Philippines)
MANDALUYONG CITY) S.S.

UNDERTAKING TO CHANGE NAME
(For Amendment of Corporate)

I, **LUISITO V. POBLETE**, legal age, Filipino, and resident of #6 A. Baretto St. Executive Village, BF Homes Paranaque City, after having been sworn to in accordance with law hereby depose and state:

That I am a **DIRECTOR** of **MABINI ENERGY CORPORATION**

Which is in the process of amending its corporate name with the Securities and Exchange Commission to **RDG WIND ENERGY CORPORATION**.

That I in behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that name has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby signed this affidavit this ____ day of ____ 2024 at **MANDALUYONG CITY**.

LUISITO V. POBLETE
Affiant

SUBSCRIBED AND SWORN to before this ____ day of ____ 2024 in **MANDALUYONG CITY** by the above-named person who exhibited to their

PASSPORT P12217368 VALID UNTIL 28 SEP 2031

Doc. No. 121;
Page No. 24;
Book No. 5;
Series of 2024.

JULIANNE KRISTINA B. BELTRAN
NOTARY PUBLIC FOR MANDALUYONG CITY
Until December 23, 2025
APPOINTMENT NO. 0695-24; Roll No. 84822
PTR No. MLA1545455, January 8, 2024, Manila City
IBP No. 333592, 328283; 12-24-23; Quezon City
MCLE Compliance No. N.A.
Admitted to the Bar: May 2, 2023
240 GM Bldg. EDSA Brgy. Wack Wack
Mandaluyong City
Tel No. (+632) 88301800
Email: jbbeltran@basicenergy.ph



COMPANY REGISTRATION AND MONITORING DEPARTMENT
AFFIDAVIT OF UNDERTAKING

I, BELTRAN, JULIANNE KHRISTINA BULAON, of legal age, Filipino and with address at AGUDO ST., BARANGAY 130 (1404), CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), on oath state that:

1. I am the Corporate Secretary/Authorized Representative of MABINI ENERGY CORPORATION, a corporation duly organized and existing under Philippine laws under SEC Registration No. CS201117796, with office address at GM BUILDING FLORIDA WACK-WACK GREENHILLS CITY OF MANDALUYONG, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR);
2. The Corporation has a pending application for amendment of Articles of Incorporation and/or By-laws with the Company Registration and Monitoring Department (CRMD);
3. One of the requirements for the processing of the said application is a Monitoring Clearance issued by the Compliance Monitoring Division (CMD) of the CRMD.
4. In view of the foregoing, the Corporation undertakes to comply with the Monitoring Clearance requirement immediately and pay the assessed fines and penalties, if any;
5. Consequently, the Corporation consents to the post-evaluation of its application for amendment and shall thereby comply with whatever directive the Commission may provide. Otherwise, the approved amendment to the Articles of Incorporation and/or By-laws may be deemed cancelled and the amount paid in relation thereto shall be forfeited in favor of the Commission.
6. I am authorized by the board of directors to execute this undertaking pursuant to a resolution duly approved at the regular/special meeting held on APRIL 8, 2024 at the principal office of the corporation.

I declare under the penalties of perjury, that these statements have been made in good faith, verified by me and I attest to the correctness and completeness of the declaration therein.

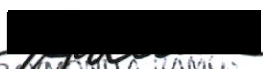

BELTRAN, JULIANNE KHRISTINA BULAON
Corporate Secretary/Authorized Representative

14 JUN 2024

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 20____ in
MAKATI CITY Philippines, affiant exhibiting to me
his/her _____ issued
on _____ at _____.

Doc.No. 99
Page No. 21
Book No. 348
Series of 2024

NOTARY PUBLIC


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
(UNTIL DECEMBER 31, 2025)
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 374750/12-26-2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCI E-Compliance No. VII-0020100/04-14-2022

Republic of the Philippines

) S.S.

SECRETARY'S CERTIFICATE

I, BELTRAN, JULIANNE KHRISTINA BULAON, legal age, a Filipino, and resident of AGUDO ST., BARANGAY 130 (1404), CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of MABINI ENERGY CORPORATION, a corporation duly registered with the Commission and in good standing, with principal office at GM BUILDING FLORIDA WACK-WACK GREENHILLS CITY OF MANDALUYONG, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR).


To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors/Trustees in a meeting held on April 08, 2024 and the Stockholders/Members in a meeting held on May 15, 2024 up to the date of filing of the application for amendment of Articles of Incorporation and/or By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or any claim by any person or group against the board of directors/trustees, individual director/trustee and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this ____ day of _____ 20 ____ at _____


BELTRAN, JULIANNE KHRISTINA BULAON
Corporate Secretary/Authorized Representative

SUBSCRIBED AND SWORN to before me on this ____ day of _____ 20 ____ in _____
affiant/s exhibited to me his/her Identification Documents/Government issued ID/s as follows:

Doc.No. 98
Page No. 21
Book No. 328
Series of 2024


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26 2013
BSP NO 374750/12-26 2023/Pasig City
PTR NO MKT 10074325/01-02-2024/Makati City
MCLE Compliance No. VI-0020109/01-14-2024

NOTARY PUBLIC



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Approved by majority of the Directors	08 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Subject of Amendment	Term of Existence

TO PERPETUAL

FROM 50

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Approved by majority of the Directors	08 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Subject of Amendment	Secondary Purpose

- TO
1. To acquire concessions, grants, commissions or licenses or enter into contracts of association or other business arrangements for the establishment, administration, management and operation of projects and facilities involving the exploration, development, production, utilization, and generation of energy resources or its byproducts or as may be conducive to any of the objects of the Corporation.
 2. [Deleted].
 3. To the extent permitted by applicable law, purchase, acquire, own, lease, sell and convey real properties, such as lands (except that the Corporation cannot own lands), buildings, factories, and warehouses machineries equipment, and personal properties as may be necessary or incidental to the conduct of the corporate business and to pay in cash shares of its capital stock, debentures and other evidences of indebtedness or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.
 4. To borrow or raise money from not more than nineteen (19) lenders, including its stockholders, necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness; obtain leverage and to support or carry out its objectives and purposes and/or arrange financing or equipment credit or any kind of assistance for its account from private lending institutions; 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 for money borrowed in the prosecution of its lawful business.

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 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 fit to accept.

6. [Deleted].

7. To aid in any manner any Corporation, association or trust estate, domestic or foreign, or any firm of individual in which any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for the Corporation, directly, or indirectly or through other Corporations or otherwise.

8. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm-out agreement, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, 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.

9. To acquire, obtain from any governmental authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privilege, exemption, license and concessions as may be conducive to any of the objectives of the Corporation.

10. To establish and operate one or more branch offices or 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.

11. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation.

12. To conduct and transact any and all lawful business, and to do or cause to be done anyone 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 or the exercise of anyone or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

13. [Deleted].

14. To do every other act or acts necessary, desirable, incidental to or connected with the accomplishment of the purposes or the exercise of any of the power herein enumerated, or any part or parts thereof, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, provided, however, that the same is not in conflict with the law under which the Corporation is organized.

(As Amended on November 26, 2019)

FROM

1. To acquire concessions, grants, commissions or licenses or enter into contracts of association or other business arrangements for the establishments, administration, management and operation of projects and facilities involving the exploration, development, production, utilization, generation and transmission, and distribution of energy resources or its byproducts.

2. To construct and maintain conduit, pipelines and tubes for public or private use or operation as well as for the Corporation, and to lay, rig, buy, lease, sell, and otherwise contract for, and op said conduits, pipelines and tubes as well as storage tanks, railways, tramways, and roadways, for the purpose of transporting and storing steam, hot water, hot brine, and other gases and other materials, substance and by products, and operate and manage a general pipeline and storage business.

3. To purchase, acquire, own, lease, sell and convey real properties, such as lands, buildings, factories, and warehouses machineries equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business and to pay in cash shares of its capital stock, debentures and other evidences of indebtedness or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.
4. 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; obtain leverage and to support or carry out its objectives and purposes and/or arrange financing or equipment credit or any kind of assistance for its account or for the account of its clients from private lending institutions; 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 for money borrowed in the prosecution of its lawful business.
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 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 fit to accept.
6. To engage in the business of hauling or transporting of goods, wares and merchandise of every class and description, belonging to or contracted by the Corporation and for this purpose to purchase, own and/or hire motor vehicles, containers, vans or other equipment tools or accessories as may be necessary to carry on the said business.
7. To aid in any manner any Corporation, association or trust estate, domestic or foreign, or any firm or individual in which any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for the Corporation, directly, or indirectly or through other Corporations or otherwise.
8. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm-out agreement, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, 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.
9. To acquire, obtain from any governmental authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privilege, exemption, license and concessions as may be conducive to any of the objectives of the Corporation.
10. To establish and operate one or more branch offices or 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.
11. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation.
12. To conduct and transact any and all lawful business, and to do or cause to be done anyone 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 or the exercise of anyone or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.
13. To carry on and enter into any business, undertaking, transaction, or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission agents, and in the course of such business, to draw, accept endorse acquire, and sell all or any negotiable or transferable instruments and securities, including debentures, bonds, notes and bills or exchange and other evidence of indebtedness
14. To do every other act or acts, incidental to or connected with the aforesaid business or powers, or any part or

parts thereof provided, however, that the same is not in conflict with the law under which the Corporation is organized. (As amended on November 26, 2019)

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Approved by majority of the Directors	08 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Subject of Amendment	Primary Purpose

TO To engage in the business of exploration, development, utilization, and production of renewable energy resources, such as but not limited to wind, solar, hydropower, and other forms of renewable energy, , except for water resources harvested directly from source, including but not limited to: (i) develop, construct, own, operate, maintain, and rehabilitate power generation, co-generation and associated facilities, (ii) the sale of electric power generated therefrom, the procurement, acquisition, importation, construction, installation, erection, ownership, lease, operation, and maintenance of edifices, structures, facilities, materials, machinery and equipment, for or related to the generation and sale of electric power; and (iii) obtain, enter and perform any and all contracts, agreements and instruments and engage in any and all transactions as may be necessary or incidental to the foregoing purposes; Provided, That the Corporation shall comply with the provisions of Republic Act No. 9136, otherwise known as the Electric Power Industry Reform Act of 2001, Republic Act No. 9513, otherwise known as the Renewable Energy Act of 2008, and their implementing rules and regulations, including any amendments thereto

FROM To engage in the business of exploration, development, utilization, and production of renewable energy resources, such as but not limited to wind, solar, hydropower, and other forms of renewable energy, including the application and operation of systems, technologies, and facilities for the generation, transmission, distribution, sale, and use of electricity and fuel generated from renewable energy resources.

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Approved by majority of the Directors	08 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Subject of Amendment	Features of Shares

TO That the authorized capital stock of said Corporation is FIFTY MILLION PESOS (Php50,000,000.00) Philippine Currency divided into FIFTY MILLION (50,000,000) shares, consisting of: (a) FORTY-NINE MILLION NINETEEN THOUSAND SIX-HUNDRED EIGHT (49,019,608) Common Shares with a par value of One Peso (Php1.00) per share or a total par value of FORTY-NINE MILLION NINETEEN THOUSAND SIX-HUNDRED EIGHT PESOS (Php49,019,608.00) and (b) NINE HUNDRED EIGHTY THOUSAND THREE HUNDRED NINETY-TWO (980,392) Preferred Shares with a par value of One Peso (Php1.00) per share or a total par value of NINE HUNDRED EIGHTY THOUSAND THREE HUNDRED NINETY-TWO PESOS (Php980,392.00).

The Preferred Shares shall have no voting rights and shall be redeemable at the sole option of the Corporation, at

the price and under such terms and conditions as may be determined by the Board of Directions. Preferred Shares are non-convertible to Common Shares and, upon redemption, shall be retired by the Corporation.

Holders of Preferred Shares shall have pre-emptive rights only in respect of additional issuance of new Preferred Shares based on such holder's proportionate shareholding percentage in all issued and outstanding Preferred Shares but shall not have any pre-emptive rights in respect of any issuance of any other class of shares.

FROM That the authorized capital stock of said Corporation is FIFTY MILLION PESOS (Php50,000,000.00) Philippine Currency and said capital stock is divided into FIFTY MILLION (50,000,000) common shares with a par value of One Pesos (Php 1.00) per share.

ORGANIZATIONAL DETAIL		TRN-R062024-CRMD00574N
Corporate Name	MABINI ENERGY CORPORATION	
Date of Approval by the Commission		
Approved by majority of the Directors	08 April 2024	
Approved by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024	
Subject of Amendment	Increase / Decrease in the number of the Board	

TO 5

FROM 7

ORGANIZATIONAL DETAIL		TRN-R062024-CRMD00574N
Corporate Name	MABINI ENERGY CORPORATION	
Date of Approval by the Commission		
Approved by majority of the Directors	08 April 2024	
Approved by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024	
Subject of Amendment	Change of Corporate Name	

TO RDG WIND ENERGY CORPORATION

FROM MABINI ENERGY CORPORATION

BY-LAWS

ORGANIZATIONAL DETAIL		TRN-R062024-CRMD00574N
Corporate Name	MABINI ENERGY CORPORATION	
Date of Approval by the Commission		

Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Approved by majority of the Directors	08 April 2024
Subject of Amendment	The Manner of Election or Appointment, Qualification, Functions, and the Term of Office of All Officers other than Directors/Trustees

TO ARTICLE III

SECTION 1

The officers of the Corporation shall be a Chairman of the Board, President, Treasurer, Assistant Treasurer, Corporate Secretary, Assistant Corporate Secretary. All the officers shall be elected by the Board of Directors except for the President need not be members of the Board. Any two (2) or more 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.

SECTION 3

The Board of Directors may also appoint from time to time officers other than the foregoing officers or key positions as they may deem proper, and may authorize any officer to appoint and remove agents of employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officers, subject however, to any special agreement as to the length of time of service

SECTION 5

[DELETED]

SECTION 7

[DELETED]

SECTION 8

[DELETED]

FROM ARTICLE III

SECTION 1

The officers of the Corporation shall be a Chairman of the Board, one or two Vice-Chairmen of the Board, President, Executive Vice-President, Senior Vice-President, such number of Vice Presidents and Assistant Vice-Presidents as the Board of Directors may determine, Treasurer, Assistant Treasurer, Corporate Secretary and Asst. Corporate Secretary. All the officers shall be elected by the Board of Directors except for the President need not be members of the Board.

SECTION 3

The Board of Directors may also appoint from time to time such Assistant Secretaries and Assistant Treasurers, and such other agents and employees of the Corporation as may be deemed proper, and may authorize any officer to appoint and remove agents of employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officers, subject however, to any special agreement as to the length of time of service

SECTION 5

Whenever the Chairman is absent, incapacitated, or otherwise unable to act such Chairman, the Board shall designate anyone of the Vice-Chairmen to preside at a meeting of the stockholders or of the Board of Directors, regular or special.

SECTION 7

The executive Vice-President shall be the Chief Operating Officer of the Corporation and shall be responsible for the day to day operations of the business of the Corporation and shall have such powers and shall perform such

duties as the Board of Directors or the President may assign from time to time. The Executive Vice-President shall report to the President. In case of absence or inability to of the President, the Executive Vice-President shall have the powers and shall discharge the duties of the President.

SECTION 8

The Senior Vice-President, Vice Presidents and the Assistant Vice-Presidents shall have such powers and perform such duties as the Board of Directors may, from time to time. prescribed and perform such other duties as may be prescribed by these By-Laws.

In the absence of or inability to act by the Executive Vice-President, the most Senior Vice-President shall perform and discharge the duties of the Executive Vice-President, in addition to his duties as such Senior Vice President, and in the absence or inability of the Senior Vice-President, any Vice-President designated by the President shall perform and discharge the duties of the Senior Vice-President in addition to his duties as Vice President.

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Approved by majority of the Directors	08 April 2024
Subject of Amendment	Others: Articles II , SECTION 1, II, SECTION 9, II, SECTION 10, IV, VI, SECTION 2 and X

TO

ARTICLE II , SECTION 1

The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled by its Board of Directors. The Board of Directors shall consist of five (5) members, but such number may be altered from time to time in accordance with law. The members of the Board of Directors shall be chosen by the stockholders of the Corporation entitled to vote in accordance with Law at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified

ARTICLE II, SECTION 9

The Board of Directors may create and organize the Board committees, namely: the Nominating Committee, the Compensation and Remuneration Committee and the Audit Committee, in accordance with applicable law and regulations. The Board of Directors may create and organize other committees, teams or groups with such powers and functions, as it may deem fit or necessary in the conduct of the business and affairs of the Corporation.

ARTICLE II, SECTION 10

[DELETED]

ARTICLE IV

Upon a resolution of the Board of Directors, there may be an Advisory Board composed of at least five (5) members to act as advisers to the Board of Directors, and to perform such other duties as the Board may from time to time prescribe. The Chairman of the Advisory Board shall be an ex- officio member of the Board of Directors. The members shall be appointed by the Board for a term which is co-terminus with the term of the Board of Directors electing them unless removed by the Board

ARTICLE VI, SECTION 2

Transfers of stock shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the Corporation is concerned until duly registered upon the stock and transfer book of the Corporation. Transfer of the stock shall be made by the holder in person or by his duly authorized attorney on surrender of the certificate or certificate representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Corporation. The Board of Directors may appoint some suitable bank or trust company, or any suitable person, firm or corporation to act as transfer agent to facilitate transfer by stockholders under such regulations as the Board of Directors may from time to time, prescribe. The stock and transfer book shall be kept open during each business day for the inspection of any

stockholder of the Corporation. Said book shall be closed fifteen (15) business days prior to each meeting of the stockholders, and during each period no stock may be transferred. The Board of Directors shall set the record dates for purposes of determining stockholders entitled to receive dividends, or entitled to notice of or to vote at any stockholders' meeting or any adjournment thereof, which shall be at least fifteen (15) business days prior to the date of such stockholders' meeting.

ARTICLE X

The external auditor of the Corporation for any ensuing year shall be appointed by the stockholders of the Corporation, upon recommendation of the Audit Committee, if created pursuant hereto, and upon approval thereof by the Board of Directors, at the regular stockholder's meeting or such special meeting of stockholders which may be called for the purpose. The external auditor shall examine, verify and report on the financial statements of the Corporation, in accordance with the applicable accounting and audit standards and systems prescribed by law

FROM

ARTICLE II , SECTION 1

The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled by its Board of Directors. The Board of Directors shall consists of seven (7) members, but such number may be altered from time to time in accordance with law. Of the seven (7) members of the Board of Directors, at least (2) members shall be independent directors, provided that the Board of Directors may choose to have more independent directors. The members of the Board of Directors shall be chosen by the stockholders of the Corporation entitled to vote in accordance with Law at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified. (As amended on February 24, 2022)

ARTICLE II, SECTION 9

The Board of Directors shall constitute and organize the Board committees, namely: the Nominating Committee, the Compensation and Remuneration Committee and the Audit Committee, in accordance with applicable law and regulations. The Board of Directors may create and organize other committees, teams or groups with such powers and functions, as it may deem fit or necessary in the conduct of the business and affairs of the Corporation.

ARTICLE II, SECTION 10

That an Executive Committee is created composed of four (4) members form the Board of Directors. The Executive Committee may act, by a majority of vote of all its members, on such specific matters within the competence of the Board, as may be delegated to it in the by-laws or by majority vote of the Board, except with respect to the (a) approval of any action for which shareholders' approval is also require; (b) by filing of vacancies of the Board; (C) amendment or repeal of by-laws or the adoption of newby-laws; (d) amendment or repeal of any resolution of the board which by its express terms is not amendable or repealable, and (3) distribution of cash dividend to the shareholders (As amended on February 24, 2022)

ARTICLE IV

There shall be an Advisory Board composed of at least five (5) members to act as advisers to the Board of Director, and to perform such other duties as the Board may from time to time prescribe. The Chairman of the Advisory Board shall be an ex- officio member of the Board of Directors. The members shall be appointed by the Board for a term which is co-terminus with the term of the Board of Directors electing them unless removed by the Board

ARTICLE VI, SECTION 2

Transfers of stock shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the Corporation is concerned until duly registered upon the stock and transfer book of the Corporation. Transfer of the stock shall be made by the holder in person or by his duly authorized attorney on surrender of the certificate or certificate representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Corporation. The Board of Directors may appoint some suitable bank or trust company, or any suitable person, firm or corporation to act as transfer agent to facilitate transfer by stockholders under such regulations as the Board of Directors may from to time, prescribe. The stock and transfer book shall be kept open during each business day for the inspection of any stockholder of the Corporation. Said book shall be closed fifteen (15) business days prior to each meeting of the stockholders, and during each period no stock may be transferred. The Board of Directors shall set the record dates for purposes of determining stockholders entitled to receive dividends, or entitled to notice of or to vote at any stockholders' meeting or any adjournment thereof, which shall be at least fifteen (15) business days prior to the date of such stockholders' meeting.

ARTICLE X

The external auditor of the Corporation for any ensuing year shall be appointed by the stockholders of the

Corporation, upon recommendation of the Audit Committee, and upon approval thereof by the Board of Directors, at the regular stockholder's meeting or such special meeting of stockholders which may be called for the purpose. The external auditor shall examine, verify and report on the financial statements of the Corporation, in accordance with the applicable accounting and audit standards and systems prescribed by law

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Approved by majority of the Directors	08 April 2024
Subject of Amendment	The Time, Place, and Manner of Calling and Conducting Regular or Special Meetings of the Directors/Trustees

TO The Board of Directors shall hold regular monthly meetings, at such time and place as the Board of Directors may prescribe. Special Meetings of the Board of Directors may be called by the Chairman, the President or by written request of two (2) directors. Notice of all regular and special meetings of the Board of Directors shall be mailed to each director at his last known post office address, or delivered to him personally, or left at his office, or transmitted by email, fax, telegraph or telephone at least two (2) days prior to the date fixed for the meeting. The meetings of the Board of Directors may be conducted through modern technologies such as, but no limited to teleconferencing and videoconferencing, which meeting shall be accorded the same validity and effect for the purpose of transacting business of the Corporation, as long as the director who is so taking part in said meeting can actively participate in the deliberations on matters taken up therein.

FROM The Board of Directors shall hold regular monthly meetings, at such time and place as the Board of Directors may prescribe. Special Meetings of the Board of Directors may be called by the Chairman, the President or by written request of two (2) directors. Notice of all regular and special meetings of the Board of Directors shall be mailed to each director at his last known post office address, or delivered to him personally, or left at his office, or transmitted by email, fax, telegraph or telephone at least two (2) days prior to the date fixed for the meeting. The meetings of the Board of Directors may be conducted through modern technologies such as, but no limited to teleconferencing and videoconferencing as long as the director who is taking part in said meeting can actively participate in the deliberations on matters taken up therein, provided that every director shall be so constructively present in at least 25% of the Regular Board meeting and shall physically attend at least twenty five percent (25%) of the regular board meetings, provided further that the total required attendance of every director shall be at least fifty percent (50%) of the regular Board meetings convened during his term.

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Approved by majority of the Directors	08 April 2024
Subject of Amendment	The Required Quorum in Meetings of Stockholders/Members

TO At any meeting of the stockholders, the holder of record for the time being of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, through remote communication, or in absentia in accordance with the rules and regulations issued by the Securities and Exchange Commission (SEC) governing participation and voting through remote communication or in absentia, shall constitute a quorum for the transaction of business, and in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall be held or to which it may have been adjourned, or any officer entitled to preside such meeting or to act as secretary thereof may adjourn such meeting for a period not exceeding twenty days.

FROM At any meeting of the stockholders, the holder of record for the time being of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business, and in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall be held or to which it may have been adjourned, or any officer entitled to preside such meeting or to act as secretary thereof may adjourn such meeting for a period not exceeding twenty days.

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024
Approved by majority of the Directors	08 April 2024
Subject of Amendment	The Form for Proxies of Stockholders/Members and the Manner of Voting Them

TO At every meeting of the stockholder of the Corporation, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. Every stockholder entitled to vote at any meeting of the stockholders may exercise its right to vote in person, by proxy, through remote communication, or in absentia in accordance with the rules and regulations issued by the Securities and Exchange Commission (SEC) governing participation and voting through remote communication or in absentia. Proxies shall be executed in writing by the stockholder himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be submitted to the Secretary at least ten (10) days prior to the date of the meeting. In any event, no proxy shall be valid and effective for a period longer than five (5) years.

FROM At every meeting of the stockholder of the Corporation, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation provided, however, that in the case of the election of the directors, every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of the stockholders may so vote by proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be submitted to the Secretary at least ten (10) days prior to the date of the meeting.

ORGANIZATIONAL DETAIL

TRN-R062024-CRMD00574N

Corporate Name	MABINI ENERGY CORPORATION
Date of Approval by the Commission	
Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024

Approved by majority of the Directors	08 April 2024
Subject of Amendment	Seal

TO The Corporate seal of the Corporation, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words;

 "RDG WIND ENERGY CORPORATION
2011
MAKATI, PHILIPPINES"

FROM The Corporate seal of the Corporation, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words;

 "BASIC GEOTHERMAL ENERGY CORPORATION
2011
MAKATI, PHILIPPINES"

ORGANIZATIONAL DETAIL		TRN-R062024-CRMD00574N
Corporate Name	MABINI ENERGY CORPORATION	
Date of Approval by the Commission		
Delegated by at least two-thirds (2/3) of the outstanding capital stock	15 May 2024	
Approved by majority of the Directors	08 April 2024	
Subject of Amendment	Change of Corporate Name	

TO RDG WIND ENERGY CORPORATION

FROM MABINI ENERGY CORPORATION



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
7907 Makati Avenue, Salcedo Village,
Bel-Air, Makati City, 1209

Date: June 09, 2024
Verification Reference No.: NV2406924
Name:
RDG WIND ENERGY CORPORATION
Name of Applicant: Oliver Villamor
Verifier: cmfurugganan
Processing Office: Main Office

Result: **Verification Approved**

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **60 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

Verifier Remarks:

Note to processor: For payment P200.00



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.: CS201117796

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

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

RDG WIND ENERGY CORPORATION

copy annexed, adopted on April 8, 2024 by majority vote of the Board of Directors and on May 15, 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 6th day of September, Two Thousand Twenty-Four.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

AMENDED BY-LAWS
OF
RDG WIND ENERGY CORPORATION
Formerly: MABINI ENERGY CORPORATION¹

ARTICLE I – MEETING

Section 1- **ANNUAL MEETINGS** - The annual meeting of the stockholders shall be held on every 31st day of May, at such time and place as the Board of Directors may fix during its meeting to be held prior to May of each year.

Section 2 - **SPECIAL MEETINGS** - Special Meetings of the stockholders may be called by the Chairman, or by order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the Chairman to order and call such special meetings whenever the stockholders of record of not less than one-fourth of outstanding capital stock of the Corporation shall in writing so request.

Section 3 - **NOTICE OF MEETING** - Notice of the time and place of holding any annual meeting, or any special meeting, of the stockholders, shall be given either by mailing the same enclosed in a postage prepaid envelope addressed to each stockholder of record entitled to vote at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, or by delivering the same to him in person, at least fifteen (15) days before the date set for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meetings and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish his last known post office address. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of the stockholders of the Corporation owning the required number of shares entitled to vote. No notice of any meeting need be published in any newspaper. The stockholders of the Corporation entitled to vote may, by unanimous consent in writing, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at a meeting held pursuant to such waiver shall be valid and binding.

Section 4 - **ORDER OF BUSINESS** The order of business of the annual meeting of the stockholders shall be as follows:

- a. Proof of the required notice of the meeting.
- b. Proof of the presence of a quorum
- c. Presentation and approval of minutes of previous meeting
- d. Presentation and approval of the Annual Report

¹ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

- e. Ratification of all acts of the Board of Directors and Management
- f. Unfinished business
- g. New Business
- h. Election of directors for ensuing year
- j. Appointment of External Auditors
- j. Other Matters
- k. Adjournment

The order of business to be followed at any regular meeting may be changed by vote of majority in the interest of the stockholders entitled to vote, present or represented at such meetings.

The order of business to be followed at any special meeting may be determined by the presiding officer or by vote of the majority in the interest of the stockholders entitled to vote, present or represented at such meeting.

Section 5 - VOTING AT STOCKHOLDERS' MEETING - At every meeting of the stockholder of the Corporation, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. Every stockholder entitled to vote at any meeting of the stockholders may exercise its right to vote in person, by proxy, through remote communication, or in absentia in accordance with the rules and regulations issued by the Securities and Exchange Commission (SEC) governing participation and voting through remote communication or in absentia. Proxies shall be executed in writing by the stockholder himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be submitted to the Secretary at least ten (10) days prior to the date of the meeting. In any event, no proxy shall be valid and effective for a period longer than five (5) years.

Section 6 - QUORUM - At any meeting of the stockholders, the holder of record for the time being of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, through remote communication, or in absentia in accordance with the rules and regulations issued by the Securities and Exchange Commission (SEC) governing participation and voting through remote communication or in absentia, shall constitute a quorum for the transaction of business, and in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall be held or to which it may have been adjourned, or any officer entitled to preside such meeting or to act as secretary thereof may adjourn such meeting for a period not exceeding twenty days.

ARTICLE II

BOARD OF DIRECTORS

Section 1-ELECTION, QUALIFICATION AND POWERS - The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled by its Board of Directors. The Board of Directors shall consist of five (5) members, but such number may be altered from time to time in accordance with law. The members of the Board of Directors

shall be chosen by the stockholders of the Corporation entitled to vote in accordance with Law at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified.²

Section 2 - **QUORUM** - The directors shall act only as a board and the individual directors shall have no power as such. A majority of the entire membership of the Board of Directors at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of a quorum so present shall be valid as a corporate act.

Section 3 - **PLACE OF MEETING AND OFFICES** - The Board of Directors shall have power to hold its meetings, at such place or places as may be designated by it from time to time, and to have one or more offices in or outside of the Philippines.

Section 4 - **ELECTION OF OFFICERS** - The Board of Directors shall meet as soon as may be practicable after the annual meeting of stockholders, and elect officers for the coming year.

Section 5 - **REGULAR AND SPECIAL MEETINGS** - The Board of Directors shall hold regular monthly meetings, at such time and place as the Board of Directors may prescribe. Special Meetings of the Board of Directors may be called by the Chairman, the President or by written request of two (2) directors. Notice of all regular and special meetings of the Board of Directors shall be mailed to each director at his last known post office address, or delivered to him personally, or left at his office, or transmitted by email, fax, telegraph or telephone at least two (2) days prior to the date fixed for the meeting. The meetings of the Board of Directors may be conducted through modern technologies such as, but no limited to teleconferencing and videoconferencing, which meeting shall be accorded the same validity and effect for the purpose of transacting business of the Corporation, as long as the director who is so taking part in said meeting can actively participate in the deliberations on matters taken up therein.³

Section 6 - **VACANCIES** - If any vacancy shall occur among the directors by death, resignation, or otherwise, such vacancy shall be filled by the remaining directors, if any, constituting a quorum at any meeting at which a quorum shall be present, if not, any such vacancy may also be filled by the stockholders entitled to vote by ballot, at any meeting or adjourned meeting held during such vacancy provided the notice of the meeting shall have mentioned the purpose thereof. In case of a vacancy in the Board, the remaining directors shall continue to act, but if any time their number is reduced to less than a quorum, a special meeting of the stockholders entitled to vote shall be called to fill up the vacancies.

Section 7 - **SPECIAL POWERS** - Without prejudice, to the general powers conferred by any preceding clause and the other powers conferred by the charter and by these By-Laws,

² As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

³ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

it is hereby expressly declared that the Board of Directors shall have the following powers:

- a) From time to time to make and change rules and regulations not inconsistent with these By-Laws, for the management of the Corporation's business and affairs.
- b) To develop, organize, and re-organize, monitor the implementation, of, and review from time to time the corporate and organizational structure of the Corporation and its wholly-owned and controlled subsidiaries, in line with the Corporation's vision and objectives;
- c.) To purchase or otherwise acquire for the Corporation any property, rights, privileges or franchises which the Corporation is authorized to acquire at such price and on such terms and conditions and for such consideration as the Board shall from time to time see fit;
- d.) At the discretion of the Board, to pay for any property, rights or franchises acquired by the Corporation or to discharge obligations of the Corporation, either wholly or partly in money or in stocks, bonds, debentures or other securities of the Corporation;
- e.) To create, make and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferrable instruments and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same;
- f.) To appoint any person or persons to act and hold in trust for the company, any property belonging to the Corporation, or in which it is interested, or for any other Amended By-Laws purpose, and to execute and do all such duties and things as may be requisite in relation to any such trust.
- g.) From time to time to provide for the management of the offices of the Corporation at home and abroad in such manner as the Board shall see fit, and particularly from time to time to delegate any of the powers of the Board 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 persons to be the agent of the Corporation with such powers (including the power to sub-delegate), and upon such terms as maybe deemed fit;
- h.) To grant options to directors, key officers and employees and other persons as compensation for exemplary services or other duties or services rendered to the Corporation which the Board may deem fit in accordance with law;
- i.) To prescribe from time to time the power and duties and fix the compensation of the officers, agents and employees of the Corporation in the management of its property and affairs where such powers and duties are not prescribed by these By-laws.

Section 8 - **COMPENSATION** - Directors as such, shall not receive any stated salary for their services, but by resolution of the Board of the Directors, a fixed sum and expenses of

attendance, if any, may be allowed for the attendance, if any, may be allowed for the at each regular or special meeting of the Board, provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. The Board of Directors may provide by resolution that a fixed sum and expenses of attendance, if any, may be allowed to the members of the Board committees and other special or standing committees created by the Board who attend regular or special meetings of such committees.

Section 9 - **OTHER COMMITTEES** - The Board of Directors may create and organize the Board committees, namely: the Nominating Committee, the Compensation and Remuneration Committee and the Audit Committee, in accordance with applicable law and regulations. The Board of Directors may create and organize other committees, teams or groups with such powers and functions, as it may deem fit or necessary in the conduct of the business and affairs of the Corporation.

Section 10 – [NOT USED]⁴

ARTICLE III

OFFICERS

Section 1-**ENUMERATION** - The officers of the Corporation shall be a Chairman of the Board, President, Treasurer, Assistant Treasurer, Corporate Secretary, Assistant Corporate Secretary. All the officers shall be elected by the Board of Directors except for the President need not be members of the Board. Any two (2) or more 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.⁵

Section 2 - **ELECTION, TERM AND VACANCIES** - Officers shall be elected by its new Board of Directors at the first meeting after its election. Every such officer so elected shall be subject to removal at any time by the Board of Directors, but all officers, unless removed shall hold office until their successors are duly elected and shall have qualified. If any vacancy shall occur among the officers of the Corporation, such vacancy shall be filled by the Board of Directors constituting a quorum.

Section 3 - **APPOINTMENTS** - The Board of Directors may also appoint from time to time officers other than the foregoing officers or key positions as they may deem proper, and may authorize any officer to appoint and remove agents of employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officers, subject however, to any special agreement as to the length of time of

⁴ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁵ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

service.⁶

Section 4 - **CHAIRMAN OF THE BOARD** - The Chairman of the Board shall preside at all meetings, regular or special, of the Stockholders and the Board of Directors. He shall (i) ensure that the meetings of the Board are held in accordance with these By-Laws, or as the Chairman may deem necessary; (ii) supervise the preparation of the agenda of the meetings of the Board, in coordination with the Corporate Secretary, taking into consideration the suggestions of Management and the Board; and (iii) maintain qualitative and timely lines of communication and information between the Board and Management.

Section 5 – **[NOT USED]**.⁷

Section 6 - **PRESIDENT** - The President as the Chief Executive Officer, shall have general supervision of the business, affairs and property of the Corporation, and over its several officers and employees. He shall see to it that all orders and resolutions of the Board of Directors are carried into effect, and shall execute contracts and other agreements as the ordinary business of the Corporation shall require. He shall have the usual powers and duties vested in the office of the President of the Corporation. The President shall report the Board of Directors.

Section 7 - **[NOT USED]**.⁸

Section 8 - **[NOT USED]**.⁹

Section 9 - **SECRETARY** - The Secretary who is a Filipino citizen and resident of the Philippines shall keep the minutes of all meetings of the stockholders of the Board of Directors and of all committees in a book or books kept for that purpose and shall furnish a copy of all such minutes to the President of the Corporation. In addition to the foregoing, the Secretary shall perform such other duties as the Board of Directors may time to time direct. He shall keep in safe custody the seal of the Company and, and when authorized by the Board of Directors shall affix such seal to any instrument requiring the same. The corporate seal of the Corporation so affixed shall always be attested by the signature of the Secretary or an Assistant Secretary. The Secretary shall have charged of the stock certificate book and such other books and papers as the Board of Directors may direct. He shall attend to the giving and serving of all notices. And he shall have such other powers and performs such other duties as pertain to his office, or as the Board of Directors may from time to time, prescribe. In the absence of the Secretary or his inability to act, the Assistant Secretary, as the Board may designate, shall have all the foregoing powers.

Section 10 - **ASSISTANT SECRETARY** - The Assistant Secretary shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe, and perform such other duties as may be prescribed by these By-Laws. In case of absence or inability to act of the Secretary, the Assistant Secretary, if qualified, shall have the powers and

⁶ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁷ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁸ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

⁹ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

discharge the duties of the Secretary.

Section 11-**TREASURER** - The Treasurer shall have charge of the funds, securities, receipts and disbursements of the Corporation. He shall deposit or cause to be deposited all the money or other valuable effects in the name and to the credit of the Corporation in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors may from time to time, designate. He shall render to the President or to the Board of Directors whenever required an account of the financial condition of the Corporation, and of all his transactions as Treasurer. As soon as may be after the close of each fiscal year, he shall make and submit to the Board of Directors a like report for such fiscal year. He shall keep correct book of account of all the business and transactions of the Corporation. In case of the absence of the Treasurer, or in his inability to act, the Assistant Treasurer, or if there be more than one, such Assistant Treasurer, as the Board of Directors may designate, shall have the foregoing powers and duties.

*Section 12 - **ASSISTANT TREASURER** - Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time, prescribe, and perform such other duties as may be prescribed by these By-Laws. In case of absence or inability to act of the Treasurer, the Assistant Treasurer, if qualified, shall have the powers and discharge the duties of the Treasurer.

ARTICLE IV

ADVISORY BOARD

Upon a resolution of the Board of Directors, there may be an Advisory Board composed of at least five (5) members to act as advisers to the Board of Directors, and to perform such other duties as the Board may from time to time prescribe. The Chairman of the Advisory Board shall be an ex- officio member of the Board of Directors.¹⁰

The members shall be appointed by the Board for a term which is co-terminus with the term of the Board of Directors electing them unless removed by the Board

ARTICLE V

AGREEMENTS, BANKS, DEPOSITARIES CHECKS AND DRAFTS

Section 1-**INVESTMENTS OR AGREEMENTS** - No investments of any character shall be made without approval of the Board of Directors and/or the stockholders in those cases required by law.

Section 2 - **BANKS, DEPOSITARIES, CHECKS AND DRAFTS** - All checks and drafts and all funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors may from time to time designate. The funds of the Corporation shall be disbursed by checks or drafts upon the authorized depositories of the Corporation, signed by such officer or such officers as the Board of Directors may from time to time direct. No checks shall be drawn or funds used for any purpose other than the corporate business of the

¹⁰ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

Corporation. Record shall be kept of the purpose and amount for which the checks are drawn.

ARTICLE VI

STOCKS AND THEIR TRANSFER

Section 1-CERTIFICATE OF STOCK - The Board of Directors shall provide for the issue and transfer of the capital stock of the Corporation and shall prescribe the form or forms of the certificate of stock. Every owner of duly paid stock of the Corporation shall be entitled to a certificate of stock certifying the number of shares owned by him. It shall be signed by the President and countersigned by the Secretary, or in his absence by the Assistant Secretary of the Corporation, and sealed with its Corporate seal; provided, however, that where any such certificate is signed by a transfer agent and/or by a registrar, the signatures of any such President, Secretary, or Assistant Secretary and the seal of the Corporation upon such certificate may be facsimiles, printed or engraved.

The certificates of stock of the Corporation of each form shall be issued in consecutive order, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued or upon some other proper record shall be entered the name of the person, firm or corporation owning the stock represented by such certificate, the number of shares in respect of which the certificate was issued, the date of such certificate and in case of cancellation, the date of the cancellation.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, or should there be no such stub shall be otherwise preserved, and no new certificates shall be issued, for exchanged or cancelled certificates, until the old certificate has been so cancelled and affixed or preserved.

Section 2 - STOCK AND TRANSFER BOOK - Transfers of stock shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the Corporation is concerned until duly registered upon the stock and transfer book of the Corporation. Transfer of the stock shall be made by the holder in person or by his duly authorized attorney on surrender of the certificate or certificate representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Corporation. The Board of Directors may appoint some suitable bank or trust company, or any suitable person, firm or corporation to act as transfer agent to facilitate transfer by stockholders under such regulations as the Board of Directors may from time to time, prescribe.¹¹

The stock and transfer book shall be kept open during each business day for the inspection of any stockholder of the Corporation. Said book shall be closed fifteen (15) business days prior to each meeting of the stockholders, and during each period no stock may be transferred.

The Board of Directors shall set the record dates for purposes of determining stockholders entitled to receive dividends, or entitled to notice of or to vote at any stockholders' meeting or any adjournment thereof, which shall be at least fifteen (15) business days prior to

¹¹ As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.

the date of such stockholders' meeting.

Section 3 - **LOST OR DESTROYED CERTIFICATES** The Board of Directors may direct a new certificate or certificates of stock to be issued in the place of any certificate or certificates therefore issued and alleged to have been lost, stolen or destroyed after due compliance with the Corporation Code.

Section 4 - **TRANSFERS, MORTGAGES AND PLEDGES** - Transferees, mortgages and pledges of stock of the Corporation, or of any interest therein shall promptly transfer the same, or register notice of their lien, upon the books of the Corporation, and their failure to do shall stop them from making any claim against the Corporation by reason of the issuance of another certificate in the name or to the order of the owner or registered holder of the original certificate, either because of the purported loss, theft, or destruction of the original certificate, or for any other reason.

ARTICLE VII

DIVIDENDS

Section 1-**DIVIDENDS** - Dividends shall be declared only from the surplus profit and shall be payable at such times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the Corporation, or both, as said Board of Directors shall determine. No dividends shall be declared that will impair the capital of the Corporation. Stock dividends shall be declared in accordance with the Corporation Law.

ARTICLE VIII

CORPORATE SEAL

The Corporate seal of the Corporation, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words;

****RDG WIND ENERGY CORPORATION**
2011
MAKATI, PHILIPPINES^^

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the thirty-first day of December of the same year.

ARTICLE X

THE EXTERNAL AUDITOR

The external auditor of the Corporation for any ensuing year shall be appointed by the stockholders of the Corporation, upon recommendation of the Audit Committee, **if created pursuant hereto**, and upon approval thereof by the Board of Directors, at the regular stockholder's meeting or such special meeting of stockholders which may be called for the purpose. The external auditor shall examine, verify and report on the financial statements of the Corporation, in accordance with the applicable accounting and audit standards and systems prescribed by law.¹²

ARTICLE XI

AMENDMENTS OF BY-LAWS

These By-Laws may be altered, amended, added to or repealed at any meeting of the stockholders owning/representing at least a majority of the outstanding capital stock and by majority of the Board of Directors. The stockholders may, by the vote or stockholders owning 2/3 of the outstanding capital stock of the Corporation, delegate to the Board of Directors, the powers to amend, repeal, alter or adopt new By-Laws; provided, however, that any power delegated to the Board of Directors to amend or repeal any By-Laws or to adopt new By-Laws shall be considered as revoked whenever the stockholders of the Corporation owning at least a majority of the outstanding capital stock of the Corporation shall so vote at a regular meeting, or a special meeting duly called for the purpose.

The foregoing By-Laws were adopted by the unanimous vote of the incorporators of the Corporation, at their first meeting held at Makati City, Philippines, on the 31 st day of August, 2011.

IN WITNESS WHEREOF, we the undersigned incorporators, present at said meeting and voting thereat in favor of the adoption of these By-Laws, have hereunto subscribed our names at Makati City, on the 31st day of August, 2011.

OSCAR C. DE VENECIA
TIN [REDACTED]

RAMON L. MAPA
TIN [REDACTED]

OSCAR L. DE VENECIA, JR.
TIN [REDACTED]

JAIME J. MARTIREZ
TIN [REDACTED]

MA. FLORINA M. CHAN
TIN [REDACTED]

¹² As approved by at least a majority vote of the Board of Directors in a meeting held on April 8, 2024 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation in a meeting held on May 15, 2024.