

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)
Aug 14, 2023
2. SEC Identification Number
36359
3. BIR Tax Identification No.
000-438-702-000
4. Exact name of issuer as specified in its charter
BASIC ENERGY CORPORATION
5. Province, country or other jurisdiction of incorporation
MAKATI CITY
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
UB 111 Paseo de Roxas Bldg., Paseo de Roxas Avenue, Legaspi Village, Makati City
Postal Code
1229
8. Issuer's telephone number, including area code
(+63) 7917-8118
9. Former name or former address, if changed since last report
Not applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	14,668,643,064
11. Indicate the item numbers reported herein
Item No. 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to



Basic Energy Corporation

BSC

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

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

Subject of the Disclosure

UPDATE/Amendment 8.14.2023 - Company's receipt of SEC approved Certificate of filing of By-Laws of Incorporation of BSC with approval date of 2 August 2023.

Amendments in the By-Laws

Background/Description of the Disclosure

Amendments to Sections 3, 5 and 6 of Article I of the Amended By-laws of the Corporation pertaining to the participation, voting and attendance for quorum purposes of Stockholders at the annual stockholder meetings via remote communication; and

Amendment to Article VIII of Amended By-laws to update the principal office address in the corporate seal of the Corporation.

UPDATE 8.31.2022: In the Annual Shareholders Meeting (ASM) of the Company held on August 31, 2022 at 3pm via virtual platform; The Shareholders, after presentation of the said amendments to the Bylaws of the Company; and upon further discussions with no other questions - moved to approve the said amendment to Article I Sections 3,5 and 6 as well as Article VIII of the Amended Bylaws.

Date of Approval by Board of Directors	Aug 12, 2022
Date of Approval by Stockholders	Aug 31, 2022
Other Relevant Regulatory Agency, if applicable	not applicable
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Aug 2, 2023
Date of Receipt of SEC approval	Aug 14, 2023

Amendment(s)

Article and Section Nos.	From	To
Article 1 Section 3	No change in Section Number; 1st Paragraph Retained	Addition of 2nd Paragraph - "A stockholder who cannot physically attend any meeting of stockholders may participate in such meeting through remote communications or other alternative mode of communication. The stockholder concerned shall notify the Corporate Secretary of his intention to participate in the meeting via remote communication, within three (3) business days prior to the meeting and the Corporate Secretary shall note such fact in the minutes of the meeting."
Article 1 Section 5	No change in Section Number; 1st Paragraph Retained	Addition of 2nd Paragraph - "In the election of directors of the Corporation, the stockholders may vote through remote communication."
Article 1 Section 6	No change in Section Number; 1st Paragraph Retained	Addition of 2nd Paragraph - "A stockholder who participate in the meetings of the stockholders through remote communication shall be deemed present for purposes of quorum at said meetings."
Article 8	Change in Corporate Seal Details - "BASIC ENERGY CORPORATION; SEC Reg. No. 36359; 1968; MAKATI, RIZAL, PHILIPPINES"	Updating/Amending Corporate Seal Details - "BASIC ENERGY CORPORATION; SEC Reg. No. 36359; 1968; MANDALUYONG CITY, METRO MANILA"

Rationale for the amendment(s)

Amendments proposed to Sections 3, 5 and 6 of Article 1 were done after a review of the Company's Bylaws to update its provisions with pertinent provisions of the Revised Corporation Code (RCC) particularly Sections 23 and 57 of the RCC.

Amendment/Update to Article 8 (Corporate Seal) is being made in relation to the Amendment to the Company's Amendment of Article 3 of its its Articles of Incorporation which changes its principal office address from Makati to Mandaluyong City. (as per Company Disclosure C02168-2022; ongoing amendment process for confirmation of Stockholders in Annual Stockholders Meeting to be held on August 31, 2022)

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Sep 30, 2022
Expected date of SEC approval of the Amended By-Laws	Nov 4, 2022

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

proposed amendments are for the convenience, efficiency and improvement of the Stockholder Meetings of the Company in relation to attendance/participation, voting and quorum determination.

No effects on operations and/or capital structure.

Other Relevant Information

UPDATE/Amendment 8.14.2023 - Company's receipt of SEC approved Certificate of filing of By-Laws of Incorporation of BSC with approval date of 2 August 2023.

UPDATE/Amendment 8.31.2022 - Updated to reflect date of approval of Stockholders during the Annual Stockholder's Meeting held on August 31, 2022; please refer to attached SEC Form 17-C

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. 36359

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

BASIC ENERGY CORPORATION

copy annexed, adopted on August 12, 2022 by majority vote of the Board of Directors and on August 31, 2022 by the vote of the stockholders owning or representing at least two-thirds 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, Philippines, this 2nd day of August, Twenty Twenty Three.


DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

JS/bds

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

3 6 3 5 9

Former Company Name

B A S I C E N E R G Y C O R P O R A T I O N

AMENDED TO:
New Company Name

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

G M B L D G. F L O R I D A S T., B A R A N G A Y
W A C K - W A C K G R E E N H I L L S E A S T
M A N D A L U Y O N G C I T Y

ZIP CODE

Company Email Address

bec@basicenergy.ph

COMPANY INFORMATION

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. ANGEL P. GAHOL

apgahol@basicenergy.ph

0920-9383647

Contact Person's Address

GM BUILDING, FLORIDA ST., BARANGAY WACK-WACK GREENHILLS EAST, MANDALUYONG CITY

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

**AMENDED
BY - LAWS**

OF

**BASIC ENERGY CORPORATION
(As Amended on October 23, 2020)**

ARTICLE 1 - MEETINGS

Section 1 - Annual Meetings. The annual meeting of the stockholders shall be every last Wednesday in the month of June or on such date and at such time and place as the Board of Directors may fix during its meeting to be held prior to June of each year.

Section 2 - Special Meetings. Special Meeting 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 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 the outstanding capital stock of the Corporation shall in writing so request.

Section 3 - Notice of Meetings. 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 on 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 shall be served upon or mailed to him, and if any stockholder shall fail to furnish such address, notices may be served to him by mail directed to him at his last known post office address. The notice of every special meeting shall be 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. A Stockholder who cannot physically attend any meeting of stockholders may participate in such meeting through remote communications or other alternative mode of communication. The stockholder concerned shall notify the Corporate Secretary of his intention to participate in the meeting via remote communication, within three (3) business days prior to the meeting and the Corporate Secretary shall not such fact in the minutes of the meeting. (As Amended on August 31, 2022)

Section 4 – Order of Business. The order of business of the annual meeting of the stockholders shall be as follows:

1. Proof of the required notice of the meeting.
2. Proof of the presence of a quorum.
3. Presentation and approval of minutes of previous meeting.
4. Presentation and approval of the Annual Report.
5. Ratification of all acts of the Board of Directors and Management.
6. Unfinished Business.
7. New Business
8. Election of directors for ensuing year.
9. Appointment of External Auditors.
10. Other Matters
11. 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 stockholders 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 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, provided that the proxy shall have been appointed in writing by the stockholder himself or 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 the election of directors of the Corporation, the stockholders may vote through remote communication. (As Amended on August 31, 2022)

Section 6 – Quorum. At any meeting of the stockholders, the holders of record for the time being of a majority of the stock of 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. A stockholder who participate in the meetings of the stockholders through remote communication shall be deemed present for purposes of quorum at said meetings. (As Amended on August 31, 2022)

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 eleven (11) members, but such number may be altered from time to time in accordance with law. Of the eleven (11) members of the Board of Directors, at least two (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 Director 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 be qualified.

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 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 the power to hold its meetings, at such place or places as may be designated by it from time to time, and to have one 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 places 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 not limited to, teleconferencing and videoconferencing as long as the director who is so taking part in said meeting can actively participate in the deliberations on matter taken up therein, provided that every director shall be so constructively present in at least twenty-five percent (25%) of the regular Board meetings 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.

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 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, 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 the 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 structures 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 franchise 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 transferable 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 may be 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 powers 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 of 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 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 the compensation therefor. 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 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.

Section 10 – Chairman Emeritus. The Board of Directors may, in its discretion, confer upon a former Chairman of the Board the honorary title of Chairman Emeritus, in recognition of his past distinguished services and contributions to the Corporation. The Chairman Emeritus shall function in advisory role of the Board of Directors, and may be invited to attend the meetings of the Board of Directors but shall not have the right to vote on matters submitted for decision or approval of the Board of Directors. The Chairman Emeritus may perform special official functions as may be assigned to him from time to time by the Chairman or the Board of Directors. (As Amended on October 23, 2020)

ARTICLE III

OFFICERS

Section 1 - Enumeration. The officers of the Corporation shall be a Chairman of the Board, one or two (2) 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 Assistant Corporate Secretary. All the officers shall be elected by the Board of Directors and except for the President, need not be members of the Board.

Section 2 - Election, Term and Vacancies. Officers shall be elected by the 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 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 service.

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

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 are carried into effect, and shall execute contracts and other agreements authorized by the Board and such

contracts and 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, but may delegate any of his powers to the Executive Vice President. He shall have the power to appoint all the necessary officers and employees of the Corporation, except the Executive Vice-President, Senior Vice-Presidents, Vice Presidents and Assistant Vice-President, the Treasurer, the Assistant Treasurer, the Corporate Secretary, the Assistant Corporate Secretary, and such officers who shall be appointed by the Board of Directors. The President shall report to the Board of Directors.

Section 7 - Executive Vice-President. 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 of the President may assign from time to time. The Executive Vice-President shall report to the President. In case of absence or inability to act of the President, the Executive Vice-President shall have the powers and shall discharge the duties of the President.

Section 8 - Vice-Presidents/Assistant Vice-Presidents. 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, prescribe and perform such other duties as may be prescribed by these By-Laws.

In the absence 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 shall perform and discharge the duties of the Senior Vice-President in addition to his duties as Vice-President.

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, from time to time direct. He shall keep in safe custody the seal of the company, 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 charge 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 perform 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, if qualified, 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 discharge the duties of the Secretary.

Section 11 – Treasurer. The Treasurer shall have charge of the funds, securities, receipts and other disbursements of the corporation. He shall deposit or cause to be deposited all 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 keep correct books 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. The 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 III - A

ADVISORY BOARD

There shall be an Advisory Board composed of at least five (5) members to act as adviser 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 IV

AGREEMENTS, BANKS, DEPOSITORIES, 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, Depositories, Checks and Drafts. All checks and draft 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 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 Corporation. Record shall be kept of the purpose and amount for which the checks are drawn.

ARTICLES V

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, or in his absence, by the Executive Vice-President and countersigned by the Secretary, or on 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, Executive Vice-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 - Sock and Transfer Book - Transfer 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 certificates representing the stock to be transferred. Every power of attorney or authority to transfer 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 such 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.

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 certificate 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 sock 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 so 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 certificated, or for any other reason.

ARTICLE VI

DIVIDENDS

(As amended on October 23, 2020)

Section 1 - Dividends. Dividends shall be declared only from the surplus profit and shall be payable at such time 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 VII
CORPORATE SEAL

The Corporate Seal of the Corporation, unless otherwise ordered by the Bureau of Directors, shall be circular in form and shall bear the words:

"BASIC ENERGY CORPORATION
SEC Reg No. 36359
1968
MANDALUYONG CITY, METRO MANILA"
(As Amended on August 31, 2022)

ARTICLE VIII

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 IX

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 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.

ARTICLE X

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 subscribed capital stock. The stockholders, may by required votes, 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 a majority of the stockholders 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 vote of the stockholders holding or representing more than a majority of all the subscribed capital stock at the first meeting of the stockholders of the said corporation in the City of Manila, Philippines, on the 18th day of October 1968.

IN WITNESS WHEREOF, we the undersigned stockholders, present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names and with the Chairman of the meeting and the Secretary of the same, do likewise with our signature attest.

(SGD.) JOSE C. DE VENECIA, SR (SGD.) ANTONIO C. DE VENECIA
CHAIRMAN SECRETARY

(SGD.) RAMON SAN JOSE, JR. (SGD.) AURORA V. SAN JOSE

(SGD.) FRANCISCO CALANGIAN (SGD.) AUGUSTO M. MACAM

SALVACION L. DE VENECIA
(Absent)



CERTIFICATE OF AMENDMENT OF THE AMENDED BY-LAWS

OF

BASIC ENERGY CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, the majority of the members of the Board of Directors and the Secretary of the special meeting of the Board of Directors held on August 12, 2022 and at the Annual Stockholders meeting held on August 31, 2022, of **BASIC ENERGY CORPORATION**, a domestic corporation duly licensed to do business in accordance with the laws of the Republic of the Philippines (hereinafter referred to as the "Corporation") held at its principal office at the UB 111 Paseo de Roxas Bldg., Paseo de Roxas Ave., Legaspi Village, Makati City, do hereby certify:

1. That at the special meeting of the Board of Directors held on August 12, 2022 and at the Annual Stockholders Meeting of the Corporation held on August 31, 2022, at least a majority of the members of the Board of Directors and the stockholders owning or representing at least 2/3 of the outstanding capital stock of the Corporation, approved and adopted, respectively, the following resolution approving the amendment to the Amended By-Laws:

*"RESOLVED, that **Basic Energy Corporation** (the 'Corporation') be hereby authorized to amend its Amended By-Laws, as follows:*

- a) A new paragraph to be added to Section 3, Article 1 of the Amended By-Laws on Notice of Meetings, as follows:

"A stockholder who cannot physically attend any meeting of stockholders may participate in such meeting through remote communications or other alternative mode of communication. The stockholder concerned shall notify the Corporate Secretary of his intention to participate in the meeting via remote communication, within three (3) business days prior to the meeting and the Corporate Secretary shall note such fact in the minutes of the meeting."

- b) A new paragraph to be added to Section 5 of Article 1 of the Amended By-Laws, on Voting at Stockholders Meetings, as follows:

"In the election of directors of the Corporation, the stockholders may vote through remote communication."

- c) A new paragraph to be added Section 6, Article I of the Amended By-Laws, as follows:

"A stockholder who participate in the meetings of the stockholders through remote communication shall be deemed present for purposes of quorum at said meetings."

- d) Amendment to Article VII of the Amended By-Laws on the Corporate Seal, as follows:

"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 ENERGY CORPORATION
SEC Reg. No. 36359
1968
Mandaluyong City, Metro Manila"

2. That the attached Amended By-Laws of the Corporation are the full, true and complete copies of the Amended By-Laws, as approved by at least the majority of the Board of Directors at its special meeting held on August 12, 2022, and at the Annual Stockholders Meeting representing at least 2/3 of the outstanding capital stock of the Corporation at the annual stockholders meeting held on August 31, 2022.

IN WITNESS WHEREOF, we have hereunto set our hands this ___ day of February, 2023 at Makati City.



RAMON F. VILLAVICENCIO
Chairman
TIN No. 108-075-232



MANUEL Z. GONZALEZ
Vice-Chairman
TIN No. 166-201-040


OSCAR L. DE VENECIA, JR.
Director
TIN No. 146-709-049


BEATRICE JANE L. ANG
Director
TIN No. 256-651-878


MA. ROSETTE GERALDINE L. OQUIAS
Director
TIN No. 159-045-582


RAMON L. MAPA
Director
TIN No. 134-164-377


JAIME J. MARTIREZ
Director
TIN No. 101-540-783


SUPASIT POKINJARURAS
Director
TIN No. 700-746-787

[REDACTED]
KIM S. JACINTO-HENARES
Director
TIN No. 123-102-974

[REDACTED]
REYNALDO D. GAMBOA
Director
TIN No. 211-544-787

[REDACTED]
ANDRES B. REYES, JR.
Director
TIN No. 123-390-549

[REDACTED]
ANGEL P. GAHOL
Corporate Secretary
TIN No. 123-535-748

SUBSCRIBED AND SWORN to before me, this 23 MAR 2023 day of February, 2023 in Makati City by the above-name persons with their respective Tax Identification Numbers.

WITNESS MY HAND AND SEAL on the date and at the place first above-written.

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Book No. 265
Series of 2023.

[REDACTED]
ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-077
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2024
5 KALAYAAN AVENUE EXTENSION
BARANGAY WEST REMBO 1215 MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 258534/01-02-2023/Pasig City
PTR NO. MKT 9562350/01-03-2023/Makati City
MCLE Compliance No. VII-0020180/04-14-2023

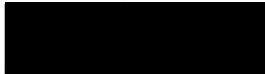
REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

SECRETARY CERTIFICATE

I, **ANGEL P. GAHOL**, of legal age, Filipino, with office address at UB 111 Paseo de Roxas Bldg., Paseo de Roxas Ave., Legaspi Village, Makati City, Metro Manila, being duly sworn, depose and state that:

1. I am the duly elected Corporate Secretary of Basic Energy Corporation (the Corporation), a publicly listed corporation duly organized and existing under and by virtue of the Republic of the Philippines with principal office at UB 111 Paseo de Roxas Avenue, Legaspi Village, Makati City, Metro Manila;
2. To the best of my knowledge, no action of proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.


Makati City, February 25, 2023.


ANGEL P. GAHOL
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this 25th day of February 2023 in Makati City, Metro Manila, affiant exhibiting to me his Tax Identification No. 123-534-748-000 and OSCA ID No. 7673-D issued on August 2, 2013 at Quezon City.

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NOTARY PUBLIC


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-077
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2024
5 KALAYAAN AVENUE EXTENSION
BARANGAY WEST REMBO 1215 MAKATI CITY
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