C03762-2024

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)
   Jun 4, 2024
2. SEC Identification Number
   12942
3. BIR Tax Identification No.
   000-104-320-000
4. Exact name of issuer as specified in its charter
   Marcventures Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
   Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
   4th Floor BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati City
   Postal Code
   1227

8. Issuer's telephone number, including area code
   +632 8831-4479
9. Former name or former address, if changed since last report
   -
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	3,014,820,305

11. Indicate the item numbers reported herein
    Item 9 Other Events

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 the Corporate Information Officer of the disclosing party.

Marcventures Holdings, Inc.
MARC

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
Amendments to By-Laws

Background/Description of the Disclosure
In line with Marcventures Holdings, Inc.'s ("MARC" or "MHI") initiatives to improve its corporate governance structure/s and processes, and to likewise better align it with its current practices, the Securities and Exchange Commission (SEC) circulars and issuances, and the Revised Corporation Code of the Philippines, the Board of Directors of Marcventures Holdings, Inc. ("MARC" or "MHI") during its meeting held today, June 27, 2022, unanimously resolved to approve the proposed amendments to the by-laws of MHI as presented.

Date of Approval by Board of Directors	Jun 27, 2022
Date of Approval by Stockholders	Jul 28, 2022
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Nov 15, 2023
Date of Receipt of SEC approval	Feb 14, 2024

Amendment(s)

Article and Section Nos.	From	To	
PLEASE SEE ATTACHED	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED	

Rationale for the amendment(s)
PLEASE SEE ATTACHED.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Aug 17, 2022
Expected date of SEC approval of the Amended By-Laws	Nov 15, 2023

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any
NONE
Other Relevant Information
Amended to provide copy of the Certificate of Amended By-laws from the Securities and Exchange Commission (SEC).

Filed on behalf by:

Name	Rommel Casipe
Designation	Co-Asst. Corporate Secretary

MHI Amended by Laws dated 29 May 2015

Article and Title	Section, Title and Provision	Proposed Revisions
I. Meeting of Shareholders	**Section 1.** The annual meeting of stockholders shall be held at the place of the principal office of the Company or at such other place therein as the Board of Directors may designate on the last Friday of May of each year. (Amended on June 29, 2012; and November 14, 2014)	**Section 1.** The annual meeting of the stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at the place of the principal office of the Company or at such other place therein as the Board of Directors may designate, on the last Friday of July of each year or at such other date as the Board of Directors may designate. It may also be held by remote communication or in absentia. (Amended on June 29, 2012; ~~and~~ on November 14, 2014; and on _____)
	Section 2. The special meetings of stockholders may be called by the President, or by order of the Board of Directors, wherever he or they shall deem it necessary, and it shall be the duty of the President to order and call such special meetings whenever the holders of record or not less the one-fourth of the outstanding capital stock of the Company shall in writing so request.	**Section 2.** The special meetings of the stockholders may be called by the Chairman, the President, or such other officer as the Board of Directors may designate, or by order of the Board of Directors, whenever the Board or such officer shall deem it necessary or proper. It shall also be the duty of the President or such other officer as the Board of Directors may designate to order and call such special meetings upon the written request of stockholders owning or representing not less the one-fourth (1/4) of the outstanding capital stock of the Company. (Amended on _____)
		Section 3. If, for any cause, the annual meeting of the stockholders shall not be held at the date fixed by these By-Laws or the election of the Board of Directors is not conducted at such meeting, the Directors then in office shall hold over until their successors shall have been duly elected and qualified. Such new election may be held at the postponed annual meeting or special meeting of

		stockholders duly called for the purpose. (Amended on _____)
	Section 3. At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to accumulate 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 by his duly authorized attorney. The instrument authorizing a proxy to act shall be submitted at least ten (10) days before the meeting Proxies shall be validated at least five (5) days before the meeting. At any meeting of stockholders, the holders of record for the time being of a majority of the stock of the Company then issued and outstanding represented in person and by proxy, shall constitute a quorum for the transaction of business, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion, and, in the absence of a quorum, the stockholders attending or represented at the time and place of which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to call such meeting to order or to act as secretary thereof, may adjourn such meeting, for a period not exceeding twenty days (Amended on October 28, 1997)	**Section 4.** At every meeting of the stockholders of the Company, every stockholder shall be entitled to one (1) vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to ~~ac~~cumulate his/her votes in accordance with the provisions of ~~the~~ law. ~~in such case made and provided~~. Every stockholder entitled to vote at any meeting of the stockholders may vote either in person or by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized representative or attorney-in-fact. The instrument authorizing a proxy to act shall be submitted at least ten (10) days before the meeting. Proxies shall be validated at least five (5) days before the meeting. A stockholder entitled to vote may also vote through remote communication or in absentia and shall be deemed present for purposes of quorum for the transaction of any lawful business. At any meeting of the stockholders, the holders of record for the time being of a majority of the stock of the Company then issued and outstanding represented in person and by proxy, shall constitute a quorum for the transaction of business, except on those matters which the laws of the Philippines require the affirmative vote of a greater proportion. In the absence of a quorum, the stockholders attending or represented at the time and place of which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled

		to call such meeting to order or to act as secretary thereof, may adjourn such meeting, for a period not exceeding twenty (20) days, or at any date and time such stockholders or any officer entitled to call such meeting to order or to act as secretary thereof may designate, or until such time a quorum shall be obtained. (Amended on October 28, 1997 and on _____)
	Section 4. Notice of the time and place of holding any annual meeting, or any special meeting of the stockholders shall be given either by posting the same enclosed in a postage prepaid envelope, addressed to such stockholder of record, al the address left by such stockholder with the Secretary of the Company, or at his last known post office address, or by delivering the same to him at least fourteen (14) days before the date for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meeting and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at 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 all the stockholders of the Company. No notice of any meeting need be published in any newspaper. A failure to give or any defect or irregularity in giving the notice of the annual meeting shall not affect or invalidate the actions or proceedings of such meeting. The stockholders of the Company 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 (Amended on October 28, 1997)	**Section 5.** Notice of the date, time and place of any annual or special meeting of the stockholders shall be given ~~either~~ by mail or by posting the same enclosed in a postage prepaid envelope, addressed to such stockholder of record, at the address left by such stockholder with the Secretary of the Company, or at his last known place of residence or business, or by delivering the same to him at least twenty-one (21) days before the date for such meeting, or by publication of the Notice of Meeting in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days; Provided that, the last publication of the Notice of Meeting (print and on-line) shall be made no later than twenty-one (21) days prior to the scheduled annual or special meeting. Every stockholder shall furnish the Secretary with the address at which notices of meeting and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at his last known place of residence or business address. The notice of every special meeting shall state briefly the agenda/objects of the meeting, and no other business shall

		be transacted at such meeting except by consent of all the stockholders of the Company. ~~No notice of any meeting need be published in any newspaper.~~ A failure to give or any defect or irregularity in giving the notice of the annual meeting shall not affect or invalidate the actions or proceedings of such meeting. The stockholders of the Company may by unanimous consent in writing waive notice of the date, 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. (Amended on October 28, 1997 and on _____)
	Section 5. The stockholders may, at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of the stockholders until the close of the next annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of the stockholders, or if his office shall become vacant, the meeting may appoint an inspector in his place.	~~**Section 6**. The stockholders may, at each annual meeting, appoint two (2) persons (who need not be stockholders) to act as inspectors of election at all meetings of the stockholders until the close of the next annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of the stockholders, or if his office shall become vacant, the Board of Directors may appoint an inspector in his place. (Amended on _____)~~
	Section 6. The order of business at the annual meeting of the stockholders shall be as follows: 1. Proof of the presence of a quorum 2. Proof of the required notice of the meeting 3. Reading of the minutes of previous meeting and action thereon 4. Report of the Board of Directors 5. Appointment of inspectors of elections 6. Election of directors for the ensuing year 7. Unfinished business	**Section 6.** The order of business at the annual meeting of the stockholders shall be as follows: 1. Call to Order 2. Certification of ~~the Presence of~~ Quorum 3. Proof of the Sending of Required Notice of the Meeting 4. ~~Reading of the Highlights and~~ Approval of the Minutes of the Previous Meeting ~~and action thereon~~ 5. Annual Report of Management

	8. New business 9. Adjournment The order of business to be followed at any meeting may be changed by a vote of a majority in interest of the stockholders present or represented at such meeting. 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 interest of the stockholders present or represented at such meeting.	6. Ratification and Approval of Acts of the Board of Directors and Management ~~7. Appointment of Inspectors of Elections~~ 7. Election of directors for the ensuing year 8. Appointment of the ~~Independent~~ External Auditor 9. Unfinished Business, as applicable 10. New Business, as applicable 11. Other Matters 12. Adjournment The order of business to be followed at any meeting may be changed by a vote of a majority in interest of the stockholders present or represented at such meeting. 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 interest of the stockholders present or represented at such meeting. (Amended on _____)
	Section 7. Closing of Transfer Books - The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed on a record date which shall be at least twenty (20) days preceding the date of any meeting of shareholders for purposes of determining the stockholders entitled to notice of and to vote at any such meeting. For all other acts or matters, such as the payment of any dividend, the allotment of rights, oi the change or conversion or exchange of capital stock, the record date may be fixed without closing the stock and transfer books for purposes of determining the stockholders entitled to receive payment of any such dividend, or to any such	**Section 7.** Closing of Transfer Books - The Board of Directors may, by resolution, direct that the stock and transfer books of the Company be closed on a record date which shall be at least twenty (20) days preceding the date of any meeting of shareholders for purposes of determining the stockholders entitled to notice of and to vote at any such meeting. For all other acts or matters, such as the payment of any dividend, the allotment of rights, or the change or conversion or exchange of capital stock, the record date may be fixed without closing the stock and transfer books for purposes of determining the stockholders entitled to receive payment of any such dividend, or to any such

	allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, among other things. In each such case, only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of or to vote at such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid " (Amended on October 28, 1997)	allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, among other things. In each such case, only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of or to vote at such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights as the case may be, notwithstanding any transfer of any stock on the books of the Company after such record date as aforesaid. (Amended on October 28, 1997 and on _____)
II. Board of Directors	**Section 1.** The corporate powers of the Company shall be exercised, its business conducted, and its property controlled by Its Board of Directors, who shall be chosen by the stockholders of the Company at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified.	**Section 1.** The corporate powers of the Company shall be exercised, its business conducted, and its property/ies held and controlled by its Board of Directors, who shall be chosen and elected by the stockholders of the Company at the annual meeting or at such special meeting duly called for such purpose and shall hold office for one (1) year and until their successors are elected and shall have qualified. (Amended on _____)
	Section 2. The directors shall act only as a Board, and the individual directors shall have no power as such. A majority 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 2.** The directors shall act only as a Board, and the individual directors shall have no power as such. A majority 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. The affirmative vote of a majority of those present shall be sufficient for the approval of any resolution save as may otherwise be required by law or these by-laws. (Amended on _____)
	Section 4. The Board of Directors shall meet as soon as	**Section 4.** The Board of Directors shall meet as soon as

	may be practicable after the annual meeting of the stockholders and elect officers for the ensuing year. The Board of Directors shall hold regular meetings at 4:30 of the third Monday of each month, or at such time and place as it may prescribe. Special meetings of the Board of Directors may be called by the President or by written request of any two directors. Notices of all regular and special meetings of the Board of Directors shall be mailed to each director al his last known post office address, or delivered to him personally, or left at his office at least one day previous to the date fixed for the meeting.	may be practicable after the annual meeting of the stockholders and elect officers for the ensuing year. Regular meetings of the Board of Directors shall be held ~~at 4:30pm every third Monday of each month at the principal office of the Company~~ at least once every quarter, whenever possible ~~or~~ at ~~any~~ the Company's principal place of business or any date, place, and time as the Board of Directors itself may fix or prescribe. It may also be held by remote communication or in absentia. Special meetings of the Board of Directors may be called by the President or by written request of any two (2) directors and shall be held at the principal office of the Company whenever possible or at such date, time and place as the Board of Directors itself may fix or prescribe. It may also be held by remote communication or in absentia. Board decisions or resolutions may also be done via referendum provided the same shall be subsequently ratified by the said Board. Notices of all regular and special meetings of the Board of Directors specifying the date, time and place of the meeting shall be emailed or mailed to each director at his last known place of residence or business, or delivered to him personally, or left at his office at least one (1) day previous to the date fixed for the meeting. (Amended on _____)
	Section 5. If any vacancy shall occur among the directors by death, resignation or otherwise, such vacancy may be filled by the remaining directors at any meeting at which	**Section 5.** If any vacancy shall occur among the directors for any reason, such vacancy may be filled by the majority vote of the remaining directors at any meeting at which a

	a quorum shall be present. Any such vacancy may also be filled by the stockholders by ballot at any meeting or adjourned meeting held during such vacancy, provided the notice of the meeting shall have mentioned such vacancy or expected vacancy. The stockholders at any such meeting may also, in case of like mention, accept the resignation of any director and fill the vacancy thereby caused for the unexpired term. In case of a vacancy in the Board, the remaining directors shall forthwith fill the vacancy or call a special meeting of the stockholders for that purpose.	quorum shall be present, and the Director so chosen or elected shall serve for the unexpired term. Any such vacancy may also be filled by the stockholders by ballot at any meeting or adjourned meeting held during such vacancy, provided the notice of the meeting shall have mentioned such vacancy or expected vacancy. The Director so chosen or elected shall serve for the unexpired term. (Amended on _____) ~~The stockholders at any such meeting may also, in case of like mention, accept the resignation of any director and fill the vacancy thereby caused for the unexpired term. In case of a vacancy in the Board, the remaining directors shall forthwith fill the vacancy or call a special meeting of the stockholders for that purpose.~~
	Section 6. A portion of the Company's annual net profits before tax shall be allocated as performance-based bonus to be distributed among the members of the Board of Directors, executive officers and consultants of the Company, as determined by the Board, provided that the total yearly compensation of Directors, as such directors duly approved by the vote of the stockholders representing at least majority of the outstanding capital stock, shall not exceed 10% of the net income before income tax of the Company during the proceeding year, in addition to any reasonable per diems that a Director may receive. (Amended on November 14, 2014).	**Section 6.** A portion of the Company's annual net profits before tax shall be allocated as performance-based bonus to be distributed among the members of the Board of Directors, executive officers and consultants of the Company, as determined by the Board, provided that the total yearly compensation of Directors, as such directors duly approved by the vote of the stockholders representing at least majority of the outstanding capital stock, shall not exceed 10% of the net income before income tax of the Company during the preceding year, in addition to any reasonable per diems that a Director may receive. (Amended on November 14, 2014 and on _____).
III. Executive Officers of the Company	**Section 1.** The Board of Directors shall elect a President, and at its option a Chairman of the Board, show shall be members of the Board of Directors, a Treasurer, and a	**Section 1.** The Board of Directors shall elect a President and, at its option, a Chairman of the Board, who shall both

	Secretary. It shall appoint one or more Vice Presidents, but only a Vice President who is also a member of the Board of Directors may be designated by it to perform all duties of the President in the absence or incapacity of the latter. There shall also be a General Manager, an Assistant Treasurer and an Assistant Secretary, all of whom shall be appointed by the Board of Director and need not be members of said Board The Board of Directors may create such other office as it may determine, appoint officers to fill such offices, and prescribe the duties of any officer, and may delegate to one or more officers any of the duties of any officer or officers.	be members of the Board of Directors, a Treasurer, and a Secretary. The Board of Directors shall appoint one or more Senior Vice Presidents or Vice Presidents. The Board of Directors shall also designate or appoint ~~one or more~~ a Senior Vice President ~~or Vice Presidents. At least a Vice President~~ who has adequate stature and authority in the Company ~~who is also a member of the Board of Directors who may be designated by the Board of Directors~~ to perform substantially all the duties of the President in the absence or incapacity of the latter or in the event there is a vacancy in the office of the President, and such other duties prescribed by the Board or the President. There may also be a ~~General Manager~~ Managing Head, an Assistant Treasurer and an Assistant Corporate Secretary/ies, all of whom shall be appointed by the Board of Directors and need not be members of said Board. The Board of Directors may create such other offices as it may determine to be necessary or proper, elect or appoint officers to fill such offices, and prescribe the duties of any officer, and may delegate to one or more officers any of the duties of any officer or officers. All officers elected or appointed by the Board shall hold office for one (1) year from the date of their election and until their successors are elected and qualified, unless any such officer is sooner removed by the Board of Directors. (Amended on _____)
	Section 2. Officers shall be elected by each new Board at	**Section 2**. Officers shall be elected by each new Board of

	the first meeting after its election Every officer other than the President and the Chairman of the Board who may only be removed or suspended for reasonable and just cause, 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 appointed. If any vacancy shall occur among the officers of the Company, such vacancy shall be filled by the Board of Directors.	Directors at its first meeting after the election of the new Board. Every officer other than the President and the Chairman who may only be removed or suspended for reasonable and just cause, shall be subject to removal at any time by the Board of Directors. All officers, unless removed by the Board of Directors, shall hold office for a period of one (1) year and until their successors are appointed or elected and qualified. If any vacancy shall occur among the officers of the Company, such vacancy shall be filled by the Board of Directors at its discretion (Amended on _____).
	Section 4. The Board of Directors shall from time to time prescribe the powers and duties and fix the compensation of the officers, agents, and employees of the Company in the management of its property and affairs where such powers and duties are not prescribed by the By-Laws.	**Section 4.** The Board of Directors shall from time to time prescribe the powers and duties, and fix the compensation of the senior officers or executives and agents~~, and employees~~ of the Company in the management of its property/ies and affairs where such powers and duties are not prescribed or delegated by the By-Laws. (Amended on _____)
	Section 5. The President shall be the chief executive officer of the Company In addition to such duties as may be. imposed on him by the Board of Directors, he shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors, and shall act as temporary Chairman at and call to order all meetings of the stockholders of the Company, He shall have general supervision of the business affairs and property of the Company, and over its several officers and employees. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall submit	**Section 5.** The President shall be the chief executive officer of the Company. In addition to such duties as may be imposed on him by the Board of Directors, he shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors, and shall act as temporary Chairman at and call to order all meetings of the stockholders of the Company. He shall have general control, supervision and management of the business affairs and properties of the Company, and over its several officers and employees.

	to the Board of Director as soon as may be after the close of each fiscal year, and to the stockholders of each annual meeting, a complete report of the operations of the Company for the. preceding year, and the state of its affairs, and he shall from time-to-time report to the Board of Directors all matters within his knowledge which the interests of the Company may require to be brought to their notice. He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors.	The President shall see that all orders and resolutions of the Board of Directors are duly executed and carried into effect. He shall submit to the Board of Directors as soon as practicable after the close of each fiscal year, and to the stockholders at each annual meeting, a complete report of the operations of the Company for the preceding year and the state of its affairs. He shall from time-to-time report to the Board of Directors all matters within his knowledge which the interests of the Company would require that it be brought to the attention or action of the Board of Directors. He shall have such authority and exercise such powers as may, from time to time, be conferred upon or delegated to him by the Board of Directors. He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors. (Amended on _____)
	Section 6. Each Vice-President 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 the absence or inability to act of the President, the Vice-President, or, if there be more than one, such Vice-President as the Board of Directors may designate for the purpose, shall have the powers, and discharge the duties of the President.	**Section 6.** Each Senior Vice-President or Vice-President 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 the absence or inability to act of the President or vacancy in the office of the President, the Senior Vice-President, or, if there be more than one, such Senior Vice-President ~~or Vice-President~~ as the Board of Directors may designate for the purpose, shall have the powers, and discharge the duties of the President. (Amended on _____)
	Section 7. The Chairman of the Board, whenever one shall be elected by the Board of Directors, shall preside at all	**Section 7.** The Chairman of the Board, whenever one shall be elected by the Board of Directors, shall preside at all

	meetings of the Board of Directors, and shall have such other duties as from time to time may be assigned to him by the Board of Directors.	meetings of the Board of Directors, and shall exercise such powers and have such other duties as from time to time may be assigned to him by the Board of Directors. (Amended on _____)
	Section 8. The Secretary 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 Company. In addition thereto, he 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, he shall affix such seal to any instrument requiring the same. The corporate seal of the Company so affixed shall always he 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 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 case of the absence of the Secretary, or of his inability to act, the Assistant Secretary or, if there be more than one, such assistant secretary as the Board of Directors may designate, shall have all the foregoing duties and powers.	**Section 8.** The Corporate Secretary shall keep the minutes of all the 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 Company. In addition thereto, he 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, he shall affix such seal to any instrument requiring the same. The corporate seal of the Company so affixed shall always be attested by the signature of the Corporate Secretary or an Assistant Corporate Secretary. The Corporate 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 case of the absence of the Corporate Secretary, or of his/her inability to act, or vacancy in the Office of the Corporate Secretary, the Assistant Corporate Secretary or, if there be more than one, such ~~a~~Assistant Corporate ~~s~~Secretary as the Board of Directors may designate, shall have all the foregoing duties and powers. (Amended on _____)

	Section 9. The Treasurer shall have charge of the funds, securities, receipts, and disbursements of the Company. He shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Company 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 of the Board of Directors whenever required an account of the financial condition of the Company and all of 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 books of accounts of all the business and transactions of the Company. In case of the absence of the Treasurer or 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 9.** The Treasurer shall have charge of the funds, securities, receipts, and disbursements of the Company. He shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Company 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 the Board of Directors whenever required an account of the financial condition of the Company and all of his transactions as Treasurer. As soon as practicable 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 books of accounts of all the business and transactions of the Company. In case of the absence of the Treasurer or his inability to act, or vacancy in the office of the Treasurer, the Assistant Treasurer, or any similar officer, or if there be more than one, such assistant treasurer or officer as the Board of Directors may designate, shall have the foregoing powers and duties. (Amended on _____)
	Section 10. The General Manager shall have the following powers and duties: a) To have and exercise general management over all of the affairs of the Company and the direction thereof, except those which are otherwise delegated in the By- Laws of the Company, and in conformity with existing agreements and contracts. b) To execute all orders and resolutions of the Board of Directors c) To have supervision over all the employees of the	**Section 10**. The ~~General Manager~~ Managing Head shall have the following powers and duties: a) To have and exercise general management over all of the affairs of the Company and the direction thereof, except those which are otherwise delegated in the By-Laws of the Company, the President, and in conformity with existing agreements and contracts. b) To execute all orders and resolutions of the Board of Directors. c) To have supervision over all the employees of the

	Company and the execution of their duties Subject to the approval of the President, the General Manager shall have the power to appoint, remove or suspend permanently or temporarily the employees of the Company, and to determine their duties and fix, and from time to time change, their salaries or emoluments, and to require security in such instances and in such amounts as he may see fit. d) In purchase raw materials, equipment and supplies as may be requisite or essential io the proper administration of the affairs of the Company, provided that Expenditures for capital investment in excess of Three Thousand Pesos (3,000.00) shall be made or incurred only with the prior approval of the Board of Directors. e) To submit budget, costs and other estimates at periodic intervals or when otherwise called upon to do so. f) To submit reports on current company affairs to the Directors at the regular monthly meeting, and special reports when called upon to do so. g) To report to the Board of Directors from time to time all matters within his knowledge which the interest of the Company may require to be brought to their notice. h) To conduct negotiations for the sale of products or property of the Company, provided that no contract for the sale thereof shall be signed on behalf of the Company unless previously approved by the Board of Directors.	Company and the execution of their duties. Subject to the approval of the President, the ~~General Manager~~ Managing Head shall have the power to appoint, remove or suspend permanently or temporarily the employees of the Company, and to determine their duties and fix, and from time-to-time change, their salaries or emoluments, and to require security in such instances and in such amounts as he may see fit. d) To purchase raw materials, equipment and supplies as may be requisite or essential to the proper administration of the affairs of the Company, provided that expenditures for capital investment in excess of the amount approved under the Company's approving authorities shall be made or incurred only with the prior approval of the Board of Directors. e) To submit budget, costs and other estimates at periodic intervals or when otherwise called upon to do so. f) To submit reports on current Company affairs to the Board of Directors at the regular ~~monthly~~ or special meeting, and special reports when called upon to do so. g) To report to the Board of Directors from time to time all matters within his knowledge where the interest of the Company would require that it be brought to the attention or action of the Board of Directors. h) To conduct negotiations for the sale of products or property of the Company, provided that no contract for the sale thereof shall be signed on behalf of the Company unless previously approved by the President or the Board of

		Directors pursuant to the Company's policies. (Amended on _____)
III-A. COMMITTEES	**Section 1.** Executive Committee. The Board of Directors may, by resolution or resolutions, passed by a majority of all its members, designate an executive committee composed of at least three (3) members. The members of the Executive Committee shall be members of the Board. Except as provided in Section 35 of the Corporation Code, the Executive Committee shall have and exercise such powers relative to the management of the business and affairs of the corporation as the Board of Directors may, from time to time, confer upon it. The Board of Directors shall have the power to change the members of the Executive Committee at any time, to fill vacancies therein, or dissolve such committee. A majority of the members of the Executive Committee shall determine its action and fix the time and place of its meeting unless the Board of Directors shall otherwise provide.	**Section 1.** Executive Committee. The Board of Directors may, by resolution or resolutions, passed by a majority of all its members, designate an executive committee composed of at least three (3) members. The members of the Executive Committee shall be members of the Board. Except as provided in Section 34 of the Revised Corporation Code of the Philippines, the Executive Committee shall have and exercise such powers relative to the management of the business and affairs of the corporation as the Board of Directors may, from time to time, confer upon it. The Board of Directors shall have the power to change the members of the Executive Committee at any time, to fill vacancies therein, or dissolve such committee. A majority of the members of the Executive Committee shall determine its action and fix the date, time and place of its committee meetings unless the Board of Directors shall otherwise provide. Executive Committee meetings may also be held by remote communication or in absentia. Executive Committee decisions or resolutions may also be done via referendum provided the same shall be subsequently ratified by the said committee. (Amended on _____)
		New Provision: **Section 3.** Other Committees. A majority of the members of the committee shall determine its action and fix the date,

		time and place of its committee meetings unless the Board of Directors shall otherwise provide. Committee meetings may also be held by remote communication or in absentia. Committee decisions or resolutions may also be done via referendum provided the same shall be subsequently ratified by the said committee. (Amended on _____)
IV. Agreements, Banks Depositaries, Checks and Drafts	**Section 1**. No investment of any funds of the Company in any project outside the business of the Company shall be made without the approval of the Board of Directors who shall have been previously authorized in a resolution by the affirmative vole of stockholders holding at least two-thirds of the shares in the Company entitled to vote at a stockholders' meeting called for the purpose.	**Section 1**. No investment of any funds of the Company in any project outside the business of the Company shall be made without the approval of the Board of Directors who shall have been previously authorized in a resolution by the affirmative vote of stockholders holding at least two-thirds (2/3) of the shares in the Company entitled to vote at a stockholders' meeting called for the purpose.
	Section 2. All checks and drafts and all funds of the Company shall be deposited in full as soon as possible after their receipt to the credit of the Company 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 Company shall be disbursed by checks or drafts upon the authorized depositories of the Company, signed by such officer or officers as the Board of Directors may from time to time direct.	**Section 2.** All checks and drafts and all funds of the Company shall be deposited in full as soon as possible after their receipt to the credit of the Company 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 Company shall be disbursed by checks or drafts upon the authorized depositories of the Company, signed by such officer or officers as the Board of Directors may from time to time designate, authorize, and direct. (Amended on _____)
V. Shares and their transfers	**Section 1.** The Board of Directors shall provide for the issue and transfer of the capital stock of the Company and shall prescribe the form of the certificates of stock. Every owner of the stock of the Company shall be entitled to a	**Section 1.** The Board of Directors shall provide for the issue and transfer of the capital stock of the Company and shall prescribe the form of the certificates of stock. Every owner of the stock of the Company shall be entitled to a

	certificate of stock certifying the number of shares owned by him. It shall be signed by the President or a Vice-President and countersigned by the Secretary or Assistant Secretary of the Company and sealed with its corporate seal. The certificates of stock shall be issued in consecutive order from certificate books of the Company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued 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 the case of cancellation, the date of cancellation. Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, and no new certificates shall be issued for exchanged or cancelled certificates until the old certificate has been cancelled or returned to its place in the certificate book, except in the cases provided for in Section 3 of this Article.	certificate of stock certifying the number of shares owned by him. It shall be signed by the President or at least a Senior Vice-President designated by the Board of Directors and countersigned by the Corporate Secretary or Assistant Corporate Secretary of the Company and sealed with its corporate seal. The certificates of stock shall be issued in consecutive order from certificate books of the Company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued 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 the case of cancellation, the date of cancellation. Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, and no new certificates shall be issued for exchanged or cancelled certificates until the old certificate has been cancelled or returned to its place in the certificate book, except in the cases provided for in Section 3 of this Article. (Amended on _____)
	Section 2. There shall be kept by the Secretary of the Company a book to be known as the "Stock and Transfer Book", containing the names, alphabetically arranged, of the stockholders of the Company, showing their places of residences, the number of shares of stock held by them respectively, and the time when they respectively became the owners thereof and the amounts paid thereon, as well as all other entries required by law. Transfers of stock shall be made only on the transfer books of the Company by the holder in person or by duly authorized attorney on surrender of the certificate or certificates representing the	**Section 2**. There shall be kept by the Corporate Secretary of the Company a book to be known as the "Stock and Transfer Book", containing the names, alphabetically arranged, of the stockholders of the Company, showing their places of residences, the number of shares of stock held by them respectively, and the time when they respectively became the owners thereof and the amounts paid thereon, as well as all other entries required by law. Transfers of stock shall be made only on the transfer books of the Company by the holder in person or by duly authorized attorney on surrender of the certificate or

	stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Company. The Board of Directors may appoint some suitable bank or trust company to facilitate transfer by stockholders under such regulations as the Board may from time to time prescribe.	certificates 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 Company. The Board of Directors may appoint some suitable bank or trust company to facilitate transfer by stockholders under such regulations as the Board may from time to time prescribe. (Amended on _____)
	Section 3. 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 or destroyed. The Board of Directors, when authorizing such issue of the new certificate or certificates, may require the owner of the stock represented by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock represented by such certificate alleged to have been destroyed, and the facts which tend to prove its loss or destruction. The Board of Directors shall also require him to give notice of such loss or destruction by publication or otherwise as it may direct, and cause the delivery to the Company of a bond with or without sureties in such sum as it may direct, or to indemnify the Company from any claim that may be against it by reason of the issue of such new certificate and against all other liability in the premises. The requirements of Republic Act No. 201 shall be followed.	**Section 3.** 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. The Board of Directors, when authorizing such issue of the new certificate or certificates, may require the owner of the stock represented by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock represented by such certificate alleged to have been lost, stolen, or destroyed, and the facts which tend to prove its loss or destruction. The Board of Directors shall also require him to give notice of such loss or destruction by publication or otherwise as it may direct, and cause the delivery to the Company of a bond with or without sureties in such sum as it may direct, or to indemnify the Company from any claim that may be against it by reason of the issue of such new certificate and against all other liability in the premises. The requirements of Republic Act No. 201 shall be followed. (Amended on _____)
VI. Dividends	The Board of Directors may declare dividends only from the surplus profits arising from the business of the	The Board of Directors may declare dividends only from the surplus profits arising from the business of the

	Company; Provided, however, that no stock or bond dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock then outstanding and entitled to vote, at the general meeting of the corporation or at a special meeting called for the purpose.	Company; Provided, however, that no stock or bond dividend shall be issued without the approval of stockholders representing not less than two-thirds (2/3) of all stock then outstanding and entitled to vote, at the general meeting of the corporation or at a special meeting called for the purpose.
VII. Amendments to By-Laws	These By-Laws or any of them may be amended or repealed at any regular meeting of the stockholders or special meeting duly called for that purpose.	At least a majority of the members of the Board of Directors and the owners of at least a majority of the outstanding capital stock, at a regular or special meeting duly called for the purpose, may amend or repeal the by-laws or adopt new by-laws. The owners of two-thirds (2/3) of the outstanding capital stock may delegate to the Board of Directors the power to amend or repeal the by-laws or adopt new by-laws: Provided, that any power delegated to the Board of Directors to amend or repeal the by-laws or adopt new by-laws shall be considered as revoked whenever stockholders owning or representing at least a majority of the outstanding capital stock shall so vote at a regular or special meeting in favor of the revocation. (Amended on _____)

Rationale for the amendment(s)

Article I, Section 1 - Changed the date of the annual stockholders' meeting ("ASM") from the last Friday of May to the last Friday of July; added the authority to hold the ASM by remote communication or in absentia.

Article I, Section 2 - Added the authority of the chairman or an officer delegated by the Board to call special meetings of stockholders.

Article I, Section 3 - Entirely new provision; Added a holdover provision for directors if board elections are not held during the ASM.

Article I, Section 4 - Added the authority of stockholders entitled to vote and attend the meeting through remote communication or in absentia.

Article 1, Section 5 - Added date as part of notice; Added that notice may be delivered to place of residence or by publication; notice must be given at least 21 days before meeting date.

~~Article 1, Section 6~~ – Deleted. It would be cumbersome to have the stockholders appoint the 2 election inspectors during the same meeting. The Company is in compliance with the SEC rules on the validation of proxies and tabulation of votes. The current SEC circular authorizes Management to determine the procedure for virtual stockholders' meetings.

Article I, Section 6 ~~7~~ - Amendments to the order of business during the ASM.

Article I, Section 7 8 - Amendment to correct the sentence structure.

Article II, Section 1 - Amendment to correct the sentence structure.

Article II, Section 2 - Clarified the sufficiency of the majority vote of the quorum to approve a board resolution.

Article II, Section 4 - Amendment to relax requirements for regular board meetings; Added authority to hold board meeting via remote communication or in absentia; Added authority of any two directors to call special meeting; board decisions may be done by referendum.

Article II, Section 5 - Amendment to correct sentence structure and add clarity; removed the need for stockholders to accept the resignation of a director.

Article II, Section 6 - Amendment to correct typographical error.

Article III, Section 1 - Added the position of Senior Vice President; Senior Vice President given the authority to be designated as officer-in-charge in case of vacancy of presidency; Added a term of 1 year from date of election for officers.

Article III, Section 2 - Amendment to correct the sentence structure.

Article III, Section 4 - Refined BOD's power and duty to fix the compensation of senior officers/executives; deleted the word "employees".

Article III, Section 5 – Amendment to clarify scope of the powers and duties of the President.

Article III, Section 6 - Amendment to include Senior Vice-President as officer; Increased requisite for officer-in-charge from Vice President to Senior Vice President.

Article III, Section 7 - Amendment to correct the sentence structure.

Article III, Section 8 - Amendment to correct the sentence structure.

Article III, Section 9 - Amendment to add grounds for Assistant Treasurer or other similar officer to be designated as treasurer.

Article III, Section 10 - Amendment to correct sentence structure; Amended the amount of capital investment expenses to require prior approval of the Board.

Article III-A, Section 1 - Amendment to reflect the Revised Corporation Code provision; added authority to hold Executive Committee meetings by remote communication or in absentia.

Article III-A, Section 3 - Entirely new provision; Added authority of the committee to fix the date, time, and place of its meetings; Added authority to hold meetings by remote communication or in absentia.

Article IV, Section 1 - Inserted in parenthesis the numerical figure "2/3".

Article IV, Section 2 - Amendment to correct sentence structure and clarify authority of the Board regarding bank depositaries, checks, and drafts.

Article V, Section 1 - Amendment to include authority of Senior Vice-President designated by the Board to sign a certificate of stock.

Article V, Section 2 - Amendment to clarify authority of Corporate Secretary in the provision.

Article V, Section 3 - Amendment to clarify that the provision also applies to lost and stolen stock certificates.

Article VI - Inserted in parenthesis the numerical figure "2/3".

Article VII - Amendment to clarify the procedure of amending the by-laws as reflected in the Revised Corporation Code.

COVER SHEET

1	2	9	4	2						

SEC Registration Number

M	A	R	C	V	E	N	T	U	R	E	S		H	O	L	D	I	N	G	S	,		I	N	C	.						
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(Company's Full Name)

U	N	I	T		4	-	3		4	T	H		F	L	R	.		B	D	O		T	O	W	E	R	S					
P	A	S	E	O		(	F	O	R	M	E	R	L	Y	:		C	I	T	I	B	A	N	K		C	E	N	T	E	R	)
8	7	4	1		P	A	S	E	O		D	E		R	O	X	A	S		M	A	K	A	T	I		C	I	T	Y		

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

MAILA G. DE CASTRO	8831-4479
Contact Person	Company Telephone Number

			SEC FORM 17C (Results of the Annual Stockholders' Meeting held on July 28, 2022)		
Month	*Day*	FORM TYPE		*Month*	*Day*
Fiscal Year				Annual Meeting	

N/A
Secondary License Type, If Applicable

Dept. Requiring this Doc.	Amended Articles Number/Section

	Total Amount of Borrowings	
Total No. of Stockholders	Domestic	Foreign
	nil	

To be accomplished by SEC Personnel concerned

File Number	LCU
Document I.D.	Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

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. ....**July 28, 2022**.....
Date of Report (Date of earliest event reported)

2. SEC Identification Number ....**12942**..... 3. BIR Tax Identification No. .. **000-104-320-000**..

4. .. **Marcventures Holdings, Inc**.....
Exact name of issuer as specified in its charter

5. .... **Metro Manila, Philippines**..... 6. [ ] (SEC Use Only)
Province, country or other jurisdiction of incorporation — Industry Classification Code:

7. ... **4th Floor BDO Towers Paseo, 8741 Paseo de Roxas, Makati City**.... **1227**.....
Address of principal office — Postal Code

8. ..... **+632 8831-4479**.....
Issuer's telephone number, including area code

9. .....**N/A**.....
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
..... **Common**.....	**3,014,820,305**.....

11. Indicate the item numbers reported herein: .....**Item No. 9 Other Events**.....

Item 9. Results of the 2022 Annual Stockholders' Meeting

We advise that during the Annual Stockholders' Meeting of **Marcventures Holdings, Inc.** (the **"Corporation"**) held on July 28, 2022, the following matters were approved:

(Please see attached)

SIGNATURES

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

..MARCVENTURES HOLDINGS,INC..... ..... July 28, 2022.....
Issuer Date

MAILA LOURDES G. DE CASTRO/ Co-Asst. Corporate Secretary
.....
Signature and Title*

* Print name and title of the signing officer under the signature.

MARCVENTURES
HOLDINGS INC.

July 28, 2022

Philippine Stock Exchange
9th Floor, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: **Results of Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors**

Gentlemen:

We advise that during the Annual Stockholders' Meeting of **Marcventures Holdings, Inc.** (the "**Corporation**") held on July 28, 2022, the following matters were approved:

1. Amendment of the By-Laws

   Article I, Section 1 - Changed the date of the annual stockholders' meeting ("ASM") from the last Friday of May to the last Friday of July; added the authority to hold the ASM by remote communication or *in absentia*.

   Article I, Section 2 - Added the authority of the chairman or an officer delegated by the Board to call special meetings of stockholders.

   Article I, Section 3 - Entirely new provision; Added a hold-over provision for directors if board elections are not held during the ASM.

   Article I, Section 4 (formerly Section 3) - Added the authority of stockholders entitled to vote to vote and attend the meeting through remote communication or *in absentia*.

   Article 1, Section 5 (formerly Section 4) - Added date as part of notice; Added that notice may be delivered to place of residence or by publication; notice must be given at least 21 days before meeting date.

   Article 1, Section 6 (formerly Section 5) – Amendment to delete provision on appointing 2 (two) persons to act as inspectors of election; Rationale: Election inspectors would typically take charge of validation of proxies and tabulation of votes which, in our current practice, is being handled by the Office of the Corporate Secretary and the transfer agent, and is subject to the rules of the Securities and Exchange Commission. It seems to be cumbersome to have the stockholders appoint the 2 election inspectors.

Article I, Section 6 - Amendments to the order of business during the ASM.

Article I, Section 7 - Amendment to correct the sentence structure.

Article II, Section 1 - Amendment to correct the sentence structure.

Article II, Section 2 - Clarified the sufficiency of the majority vote of the quorum to approve a board resolution.

Article II, Section 4 - Amendment to relax requirements for regular board meetings; Added authority to hold board meeting via remote communication or *in absentia*; Added authority of any two directors to call special meeting; board decisions may be done by referendum.

Article II, Section 5 - Amendment to correct sentence structure and add clarity; removed the need for stockholders to accept the resignation of a director.

Article II, Section 6 - Amendment to correct typographical error.

Article III, Section 1 - Added the position of Senior Vice President; Senior Vice President given the authority to be designated as officer-in-charge in case of vacancy of presidency; Added a term of 1 year from date of election for officers.

Article III, Section 2 - Amendment to correct the sentence structure.

Article III, Section 4 - refined BOD's power and duty to fix the compensation of senior officers/executives; deleted the word "employees".

Article III, Section 5 – Amendment to clarify scope of the powers and duties of the President.

Article III, Section 6 - Amendment to include Senior Vice-President as officer; Increased requisite for officer-in-charge from Vice President to Senior Vice President.

Article III, Section 7 - Amendment to correct the sentence structure.

Article III, Section 8 - Amendment to correct the sentence structure.

Article III, Section 9 - Amendment to add grounds for Assistant Treasurer or other similar officer to be designated as treasurer.

Article III, Section 10 - Amendment to correct sentence structure; Amended the amount of capital investment expenses to require prior approval of the Board.

Article III-A, Section 1 - Amendment to reflect the Revised Corporation Code provision; added authority to hold Executive Committee meetings by remote communication or *in absentia.*

Article III-A, Section 3 - Entirely new provision; Added authority of the committee to fix the date, time, and place of its meetings; Added authority to hold meetings by remote communication or *in absentia.*

Article IV, Section 1 - Inserted in parenthesis the numerical figure "2/3";

Article IV, Section 2 - Amendment to correct sentence structure and clarify authority of the Board regarding bank depositaries, checks, and drafts.

Article V, Section 1 - Amendment to include authority of Senior Vice-President designated by the Board to sign a certificate of stock.

Article V, Section 2 - Amendment to clarify authority of Corporate Secretary in the provision.

Article V, Section 3 - Amendment to clarify that the provision also applies to lost and stolen stock certificates.

Article VI - Inserted in parenthesis the numerical figure "2/3".

Article VII - Amendment to clarify the procedure of amending the by-laws as reflected in the Revised Corporation Code.

2. Election of the following Directors:

   For Regular Directors:
   a. Cesar C. Zalamea
   b. Marianne Regina T. Dy
   c. Michael L. Escaler
   d. Andrew Julian K. Romualdez
   e. Augusto C. Serafica, Jr.
   f. Ruby K. Sy
   g. Antony M. Te

   For Independent Directors:
   a. Carlos Alfonso T. Ocampo
   b. Kwok Yam Ian Chan

3. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2022-2023.

We further advise that during the Organizational Meeting of the Board of Directors held immediately after the stockholders' meeting, the following matters were acted upon:

1. Election of the following officers for the year 2022 to 2023 to serve as such until their successors are duly elected and qualified:

Cesar C. Zalamea	:	Chairman of the Board
Roberto V. San Jose	:	Corporate Secretary
Ana Maria A. Katigbak	:	Assistant Corporate Secretary/ Compliance Officer/ Corporate Information Officer
Maila G. De Castro	:	Co-Assistant Corporate Secretary/ Co-Compliance Officer/ Corporate Information Officer/ Data Privacy Officer/ Vice-President and Head of Legal
Rolando S. Santos	:	Officer-in-Charge
Rolando S. Santos	:	Treasurer/ Senior Vice-President for Finance and Administration
Reuben F. Alcantara	:	Senior Vice-President for Marketing/ Business Development and Strategic Planning
Deborra C. Ilagan	:	Vice-President for Human Resources and Administration
Dale A. Tongco	:	Vice-President for Controllership

2. Election of the following Committee Chairmen and Members for the year 2022 to 2023 to serve as such until their successors are duly elected and qualified:

   (a) Executive Committee ("Execom"):

Chairman:	Anthony M. Te *(Non-Executive Director)*
Members:	Kwok Yam Ian Chan *(Independent Director)*
	Carlos Alfonso T. Ocampo *(Independent Director)*
	Andrew Julian K. Romualdez *(Non-Executive Director)*

   (b) Audit, Governance, Oversight and Related Party Transaction Committee:

Chairman:	Carlos Alfonso T. Ocampo *(Independent Director)*
Members:	Augusto C. Serafica, Jr. *(Non-Executive Director)*
	Kwok Yam Ian Chan *(Independent Director)*

   (c) Nominations and Compensation Committee:

Chairman:	Cesar C. Zalamea
Members:	Augusto C. Serafica, Jr. *(Non-Executive Director)*
	Michael L. Escaler *(Non-Executive Director)*

(d) Investment Committee:

Chairman:	Augusto C. Serafica, Jr. *(Non-Executive Director)*
Member:	Carlos Alfonso T. Ocampo *(Non-Executive Independent Director)*
	Anthony M. Te *(Non-Executive Director)*

(e) Retirement Committee:

Chairman:	Augusto C. Serafica, Jr. *(Non-Executive Director)*
Member:	Carlos Alfonso T. Ocampo *(Independent Director)*
	Andrew Julian K. Romualdez (*Non-Executive Director)*

Very truly yours,

Maila G. De Castro
Co-Assistant Corporate Secretary

MARCVENTURES
HOLDINGS INC

Ref. No. MHI_LEG2022_CERT_028

CERTIFICATION

I, **Maila G. de Castro**, Co-Assistant Corporate Secretary of Marcventures Holdings Inc. (the "Corporation") with SEC Registration Number 12942, and with principal office at 4th Floor BDO Towers Paseo (formerly Citibank Center) 8741 Paseo de Roxas, Makati City, Philippines, on oath state:

1. That upon instructions of the Corporation's Management, I have caused this SEC Form 17-C (Results of the Annual Stockholders' Meeting held on July 28, 2022) to be prepared;

2. That I read and understood its contents which are true and correct to the best of my personal knowledge and/or based on records;

3. That the Corporation will comply with the requirements set forth in SEC Notice dated 24 June 2020 for a complete and official submission of reports and/or documents through electronic mail; and,

4. That I am fully aware that the documents filed online which require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

5. That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s.2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 28 2022 day of _____, 2022.

Maila G. de Castro
Co-Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 28 2022 day of _____, 2022, affiant exhibiting to me her valid identification, as follows:

NAME	VALID IDENTIFICATION	DATE and/or PLACE OF ISSUE
Maila G. de Castro	Driver's License No. N02-95-296472	expiring on 2026/10/18.

Doc. No. 71;
Page No. 16;
Book No. II;
Series of 2022.

Notary Public

MARJORIE A. SAN JUAN
Notary Public for Makati City;
Appt. No. M-135 until 6/30/2022 per B.M. No. 3735, 9/28/2021
Roll of Attorneys No. 71296
IBP Membership No. 177402; 02/[illegible]/2022
PTR No. [illegible] Makati City;
MCLE Compliance No. [illegible]; [illegible]/2018;
Pasig City

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. 12942

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

MARCVENTURES HOLDINGS, INC.

copy annexed, adopted on June 27, 2022 by majority vote of the Board of Directors and on July 28, 2022 by the vote of the stockholders owning or representing at 84.59% 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 15th day of November, Twenty Twenty Three.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

ED/bds

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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

ANA MARIA A. KATIGBAK

Contact Person

8831-4479

Company Telephone Number

1	2

Month

3	1

Day

Fiscal Year

Meeting

AMENDED BY-LAWS OF THE CORPORATION

FORM TYPE

0	5

Month

Day

Annual

N/A

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

AMENDED BY- LAWS

OF

MARCVENTURES HOLDINGS, INC.
(formerly AJO.net HOLDINGS, INC.)

ARTICLE I

MEETINGS OF STOCKHOLDERS

Section 1. The annual meeting of **the** stockholders **for the election of Directors and the transaction of such other business as may be proper** shall be held at the place of the principal office of the Company or at such other place therein as the Board of Directors may designate, on the last Friday of July of each year **or at such other date as the Board of Directors may designate. It may also be held by remote communication or in absentia.** (Amended on June 29, 2012; on November 14, 2014; **and as approved by the Board of Directors on June 27, 2022, and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 2. The special meetings of **the** stockholders may be called by **the Chairman,** the President, **or such other officer as the Board of Directors may designate,** or by order of the Board of Directors, whenever the Board or such officer shall deem it necessary **or proper. It** shall **also** be the duty of the President **or such other officer as the Board of Directors may designate** to order and call such special meetings **upon the written request of stockholders owning or representing** not less than one-fourth **(1/4)** of the outstanding capital stock of the Company. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 3. If, for any cause, the annual meeting of the stockholders shall not be held at the date fixed by these By-Laws or the election of the Board of Directors is not conducted at such meeting, the Directors then in office shall hold over until their successors shall have been duly elected and qualified. Such new election may be held at the postponed annual meeting or special meeting of stockholders duly called for the purpose. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)

Section 4. At every meeting of the stockholders of the Company, every stockholder shall be entitled to one **(1)** vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to **cumulate** his/her votes in accordance with the provisions of law.

Every stockholder entitled to vote at any meeting of the stockholders may vote **either in person or** by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized **representative or** attorney**-in-fact**. The instrument authorizing a proxy to act shall be submitted at least ten (10) days before

the meeting. Proxies shall be validated at least five (5) days before the meeting. **A stockholder entitled to vote may also vote through remote communication or in absentia and shall be deemed present for purposes of quorum for the transaction of any lawful business.**

At any meeting of **the** stockholders, the holders of record for the time being of a majority of the stock of the Company then issued and outstanding represented in person and by proxy, shall constitute a quorum for the transaction of business, except on those matters which the laws of the Philippines require the affirmative vote of a greater proportion. In the absence of a quorum, the stockholders attending or represented at the time and place of which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to call such meeting to order or to act as secretary thereof, may adjourn such meeting, for a period not exceeding twenty **(20)** days, **or at any date and time such stockholders or any officer entitled to call such meeting to order or to act as secretary thereof may designate, or until such time a quorum shall be obtained.** (Amended on October 28, 1997; **and as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 5. Notice of the **date,** time and place of any annual or special meeting of the stockholders shall be given **by mail or** by posting the same enclosed in a postage prepaid envelope, addressed to such stockholder of record, at the address left by such stockholder with the Secretary of the Company, or at his last known **place of residence or business,** or by delivering the same to him at least **twenty-one (21) days** before the date for such meeting, **or by publication of the Notice of Meeting in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days; Provided that, the last publication of the Notice of Meeting (print and on-line) shall be made no later than twenty-one (21) days prior to the scheduled annual or special meeting.**

Every stockholder shall furnish the Secretary with the address at which notices of meeting and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at his last known **place of residence or business** address.

The notice of every special meeting shall state briefly the **agenda/**objects of the meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders of the Company.

A failure to give or any defect or irregularity in giving the notice of the annual meeting shall not affect or invalidate the actions or proceedings of such meeting. The stockholders of the Company may by unanimous consent in writing waive notice of the **date,** 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. (Amended on October 28, 1997; **and as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 6. The order of business at the annual meeting of the stockholders shall be as follows:

1. **Call to Order**
2. **Certification** of Quorum
3. Proof of **the Sending** of Required Notice of the Meeting
4. **Approval** of the Minutes of the Previous Meeting
5. **Annual Report of Management**
6. **Ratification and Approval of Acts of the Board of Directors and Management**
7. **Election of Directors of the ensuing year**
8. Appointment of the External Auditor
9. Unfinished Business, **as applicable**
10. New Business, **as applicable**
11. **Other Matters**
12. Adjournment

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

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 interest of the stockholders present or represented at such meeting. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 7. Closing of Transfer Books - The Board of Directors may, by resolution, direct that the stock and transfer books of the **Company** be closed on a record date which shall be at least twenty (20) days preceding the date of any meeting of stockholders for purposes of determining the stockholders entitled to notice of and to vote at any such meeting.

For all other acts or matters, such as the payment of any dividend, the allotment of rights, or the change or conversion or exchange of capital stock, the record date may be fixed without closing the stock and transfer books for purposes of determining the stockholders entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, among other things.

In each such case, only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of or to vote at such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights as the case may be, notwithstanding any transfer of any stock on the books of the **Company** after such record date as aforesaid. (Amended on October 28, 1997; **and as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

ARTICLE II

BOARD OF DIRECTORS

Section 1. The corporate powers of the Company shall be exercised, its business conducted, and its property/**ies held and controlled** by its Board of Directors, who shall be chosen **and elected** by the stockholders of the Company at the annual meeting **or at such special meeting duly called for such purpose** and shall hold office for one **(1)** year and until their successors are elected and shall have qualified. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 2. The directors shall act only as a Board, and the individual directors shall have no power as such. A majority 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. **The affirmative vote of a majority of those present shall be sufficient for the approval of any resolution save as may otherwise be required by law or these by-laws. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 3. The Board of Directors shall have the power to hold its meetings, and to have one or more offices in and outside of the Philippine Islands, at such place or places as may be from time to time designated by it.

Section 4. The Board of Directors shall meet as soon as may be practicable after the annual meeting of the stockholders and elect officers for the ensuing year.

Regular meetings of the Board of Directors shall be held at least once every quarter, whenever possible at the Company's principal place of business or any date, place, and time as the Board of Directors itself may fix or prescribe. It may also be held by remote communication or in absentia.

Special meetings of the Board of Directors may be called by the President or by written request of any two **(2)** directors **and shall be held at the principal office of the Company whenever possible or at such date, time and place as the Board of Directors itself may fix or prescribe. It may also be held by remote communication or in absentia.**

Board decisions or resolutions may also be done via referendum provided the same shall be subsequently ratified by the said Board.

Notices of all regular and special meetings of the Board of Directors **specifying the date, time and place of the meeting** shall be **emailed or** mailed to each director at his last known **place of residence or business**, or delivered to him personally, or left at his office at least one **(1)** day previous to the date fixed for the meeting. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 5. If any vacancy shall occur among the directors **for any reason**, such vacancy may be filled by the **majority vote of** the remaining directors at any meeting at which a quorum shall be present, **and the Director so chosen or elected shall serve for the unexpired term.**

Any such vacancy may also be filled by the stockholders by ballot at any meeting or adjourned meeting held during such vacancy, provided the notice of the meeting shall have mentioned such vacancy or expected vacancy. **The Director so chosen or elected shall serve for the unexpired term. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 6. A portion of the Company's annual net profits before tax shall be allocated as a performance-based bonus to be distributed among the members of the Board of Directors, executive officers and consultants of the Company, as determined by the Board, provided that the total yearly compensation of Directors, as such directors duly approved by the vote of the stockholders representing at least majority of the outstanding capital stock, shall not exceed 10% of the net income before income tax of the Company during the **preceding** year, in addition to any reasonable per diems that a Director may receive. (Amended on November 14, 2014; **and as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022).**

ARTICLE III

EXECUTIVE OFFICERS OF THE COMPANY

Section 1. The Board of Directors shall elect a President and, at its option, a Chairman of the Board, **who** shall **both** be members of the Board of Directors, a Treasurer, and a Secretary.

The **Board of Directors** shall appoint one or more **Senior Vice Presidents** or Vice Presidents.

The **Board of Directors** shall **also designate or** appoint a **Senior Vice President** who **has adequate stature and authority in the Company** to perform **substantially** all **the** duties of the President in the absence or incapacity of the latter **or in the event there is a vacancy in the office of the President, and such other duties prescribed by the Board or the President.**

There **may** also be a **Managing Head**, an Assistant Treasurer and an Assistant **Corporate** Secretary/**ies,** all of whom shall be appointed by the Board of Directors and need not be members of said Board.

The Board of Directors may create such other office**s** as it may determine **to be necessary or proper, elect or** appoint officers to fill such offices, and prescribe the duties of any officer, and may delegate to one or more officers any of the duties of any officer or

officers.

All officers elected or appointed by the Board shall hold office for one (1) year from the date of their election and until their successors are elected and qualified, unless any such officer is sooner removed by the Board of Directors. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)

Section 2. Officers shall be elected by each new Board **of Directors at its first meeting after the election of the new Board.**

Every officer other than the President and the Chairman who may only be removed or suspended for reasonable and just cause, shall be subject to removal at any time by the Board of Directors. All officers, unless removed **by the Board of Directors**, shall hold office **for a period of one (1) year and** until their successors are appointed **or elected and qualified.**

If any vacancy shall occur among the officers of the Company, such vacancy shall be filled by the Board of Directors **at its discretion. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

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 Company as may be deemed proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors or his superior officer, subject, however, to any special agreement as to length of time of service.

Section 4. The Board of Directors shall from time to time prescribe the powers and duties, and fix the compensation of the **senior** officers **or executives and** agents of the Company in the management of its property/**ies** and affairs where such powers and duties are not prescribed **or delegated** by the By-Laws. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 5. The President shall be the chief executive officer of the Company. In addition to such duties as may be imposed on him by the Board of Directors, he shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors, and shall act as temporary Chairman at and call to order all meetings of the stockholders of the Company. He shall have general **control**, supervision **and management** of the business affairs and proper**ties** of the Company, and over its several officers and employees.

The President shall see that all orders and resolutions of the Board of Directors are **duly executed and** carried into effect. **He** shall submit to the Board of Director**s** as soon as practicable after the close of each fiscal year, and to the stockholders at each annual meeting, a complete report of the operations of the Company for the preceding year and the state of

its affairs.

He shall from time-to-time report to the Board of Directors all matters within his knowledge which the interests of the Company **would** require that it be brought to **the attention or action of the Board of Directors. He shall have such authority and exercise such powers as may, from time to time, be conferred upon or delegated to him by the Board of Directors.** He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 6. Each **Senior Vice-President or** Vice-President 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 the absence or inability to act of the President **or vacancy in the office of the President,** the **Senior** Vice-President, or, if there be more than one, such **Senior** Vice-President as the Board of Directors may designate for the purpose, shall have the powers, and discharge the duties of the President. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 7. The Chairman of the Board, whenever one shall be elected by the Board of Directors, shall preside at all meetings of the Board of Directors, and shall **exercise such powers and** have such other duties as from time to time may be assigned to him by the Board of Directors. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 8. The **Corporate** Secretary shall keep the minutes of all **the** 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 Company.

In addition thereto, he 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, he shall affix such seal to any instrument requiring the same.

The corporate seal of the Company so affixed shall always be attested by the signature of the **Corporate** Secretary or an **A**ssistant **Corporate S**ecretary. The **Corporate** 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 case of the absence of the **Corporate** Secretary, or of his**/her** inability to act, **or vacancy in the Office of the Corporate Secretary**, the Assistant **Corporate** Secretary or, if

there be more than one, such Assistant **Corporate** Secretary as the Board of Directors may designate, shall have all the foregoing duties and powers. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 9. The Treasurer shall have charge of the funds, securities, receipts, and disbursements of the Company. He shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Company 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 the Board of Directors whenever required an account of the financial condition of the Company and all of 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 books of accounts of all the business and transactions of the Company.

In case of the absence of the Treasurer or his inability to act, **or vacancy in the office of the Treasurer**, the Assistant Treasurer**, or any similar officer**, or if there be more than one, such assistant treasurer **or officer** as the Board of Directors may designate, shall have the foregoing powers and duties. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 10. The **Managing Head** shall have the following powers and duties:

a) To have and exercise general management over all of the affairs of the Company and the direction thereof, except those which are otherwise delegated in the By- Laws of the Company, **the President**, and in conformity with existing agreements and contracts.
b) To execute all orders and resolutions of the Board of Directors.
c) To have supervision over all the employees of the Company and the execution of their duties. Subject to the approval of the President, the **Managing Head** shall have the power to appoint, remove or suspend permanently or temporarily the employees of the Company, and to determine their duties and fix, and from time to time change their salaries or emoluments, and to require security in such instances and in such amounts as he may see fit.
d) To purchase raw materials, equipment and supplies as may be requisite or essential to the proper administration of the affairs of the Company, provided that expenditures for capital investment in excess of **the amount approved under the Company's approving authorities** shall be made or incurred only with the prior approval of the Board of Directors.
e) To submit budget, costs, and other estimates at periodic intervals or when otherwise called upon to do so.
f) To submit reports on current Company affairs to the **Board of** Directors at the regular **or special** meeting, and special reports when called upon to do so.
g) To report to the Board of Directors from time to time all matters within his knowledge where the interest of the Company **would** require **that it** be brought to **the attention or action of the Board of Directors.**
h) To conduct negotiations for the sale of products or property of the Company, provided

that no contract for the sale thereof shall be signed on behalf of the Company unless previously approved by the **President or the** Board of Directors pursuant to the Company's policies. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

ARTICLE III-A

COMMITTEES

Section 1. Executive Committee. The Board of Directors may, by resolution or resolutions, passed by a majority of all its members, designate an executive committee composed of at least three (3) members. **The members of the Executive Committee shall be members of the Board**. Except as provided in Section **34** of the **Revised Corporation Code of the Philippines**, the Executive Committee shall have and exercise such powers relative to the management of the business and affairs of the corporation as the Board of Directors may, from time to time, confer upon it.

The Board of Directors shall have the power to change the members of the Executive Committee at any time, to fill vacancies therein, or dissolve such committee. A majority of the members of the Executive Committee shall determine its action and fix the **date**, time, and place of its **committee** meetings unless the Board of Directors shall otherwise provide.

Executive Committee meetings may also be held by remote communication or in absentia. Executive Committee decisions or resolutions may also be done via referendum provided the same shall be subsequently ratified by the said committee. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)

Section 2. Other Committees. The Board of Directors may, by resolution or resolutions passed by the affirmative vote of at least a majority of all its members present, designate one or more committees, which, to the extent provided in said resolution or resolutions or in the Articles of Incorporation, shall have and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill the vacancies and to discharge any such committee either with or without cause.

Section 3. Other Committees. A majority of the members of the committee shall determine its action and fix the date, time, and place of its committee meetings unless the Board of Directors shall otherwise provide.

Committee meetings may also be held by remote communication or in absentia. Committee decisions or resolutions may also be done via referendum provided the same shall be subsequently ratified by the said committee. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a

majority of the outstanding capital stock on July 28, 2022)

ARTICLE IV

AGREEMENTS, BANKS DEPOSITARIES, CHECKS AND DRAFTS

Section 1. No investment of any funds of the Company in any project outside the business of the Company shall be made without the approval of the Board of Directors who shall have been previously authorized in a resolution by the affirmative vote of stockholders holding at least two-thirds **(2/3)** of the shares in the Company entitled to vote at a stockholders' meeting called for the purpose. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 2. All checks and drafts and all funds of the Company shall be deposited in full as soon as possible after their receipt to the credit of the Company 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 Company shall be disbursed by checks or drafts upon the authorized depositories of the Company, signed by such officer or officers as the Board of Directors may from time to time **designate**, **authorize**, and direct. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

ARTICLE V

SHARES AND THEIR TRANSFERS

Section 1. The Board of Directors shall provide for the issue and transfer of the capital stock of the Company and shall prescribe the form of the certificates of stock. Every owner of the stock of the Company shall be entitled to a certificate of stock certifying the number of shares owned by him. It shall be signed by the President or **at least** a **Senior** Vice-President **designated by the Board of Directors** and countersigned by the **Corporate** Secretary or Assistant **Corporate** Secretary of the Company and sealed with its corporate seal. The certificates of stock shall be issued in consecutive order from certificate books of the Company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued 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 the case of cancellation, the date of cancellation.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, and no new certificates shall be issued for exchanged or cancelled certificates until the old certificate has been cancelled or returned to its place in the certificate book, except in the cases provided for in Section 3 of this Article. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 2. There shall be kept by the **Corporate** Secretary of the Company a book

to be known as the "Stock and Transfer Book", containing the names, alphabetically arranged, of the stockholders of the Company, showing their places of residences, the number of shares of stock held by them respectively, and the time when they respectively became the owners thereof and the amounts paid thereon, as well as all other entries required by law. Transfers of stock shall be made only on the transfer books of the Company by the holder in person or by duly authorized attorney on surrender of the certificate or certificates 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 Company. The Board of Directors may appoint some suitable bank or trust company to facilitate transfer by stockholders under such regulations as the Board may from time to time prescribe. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

Section 3. 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.

The Board of Directors, when authorizing such issue of the new certificate or certificates, may require the owner of the stock represented by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock represented by such certificate alleged to have been **lost, stolen, or** destroyed, and the facts which tend to prove its loss or destruction.

The Board of Directors shall also require him to give notice of such loss or destruction by publication or otherwise as it may direct, and cause the delivery to the Company of a bond with or without sureties in such sum as it may direct, or to indemnify the Company from any claim that may be against it by reason of the issue of such new certificate and against all other liability in the premises. The requirements of Republic Act No. 201 shall be followed. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

ARTICLE VI

DIVIDENDS

The Board of Directors may declare dividends only from the surplus profits arising from the business of the Company; Provided, however, that no stock or bond dividend shall be issued without the approval of stockholders representing not less than two-thirds **(2/3)** of all stock then outstanding and entitled to vote, at the general meeting of the corporation or at a special meeting called for the purpose. **(as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)**

ARTICLE VII

CORPORATE SEAL

The Corporate Seal of the Company, unless otherwise ordered by the Board of Directors, shall be circular in form and shall have inscribed thereon the name of the Company, the year of its creation (1957) and the words "Corporate Seal".

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Company shall begin on the first day of January' in each year and end on the thirty first day of December of the same year. (As amended on September 2. 2010 and September 16, 2010)

ARTICLE IX

AMENDMENTS TO BY-LAWS

At least a majority of the members of the Board of Directors and the owners of at least a majority of the outstanding capital stock, at a regular or special meeting duly called for the purpose, may amend or repeal the by-laws or adopt new by-laws.

The owners of two-thirds (2/3) of the outstanding capital stock may delegate to the Board of Directors the power to amend or repeal the by-laws or adopt new by-laws: Provided, that any power delegated to the Board of Directors to amend or repeal the by-laws or adopt new by-laws shall be considered as revoked whenever stockholders owning or representing at least a majority of the outstanding capital stock shall so vote at a regular or special meeting in favor of the revocation. (as approved by the Board of Directors on June 27, 2022 and by the Stockholders owning/representing at least a majority of the outstanding capital stock on July 28, 2022)

ADOPTION

The foregoing By-Laws were adopted by the ACOJE OIL EXPLORATION AND DRILLING COMPANY OF THE PHILIPPINES by the affirmative vote of all the stockholders of said Company representing all the subscribed capital stock at the organizational meeting of the stockholders held on the 10th day of July 1957.

(Sgd.) MRS E. A. ZAMORA
Director

(Sgd.) JESUS S. CABARRUS
Director

(Sgd.) JACOB CABARRUS
Director

(Sgd.) RICARDO LEDESMA
Director

(Sgd.) L. L. RECIO
Director

(Sgd.) DEE K. CHIONG
Director

(Sgd.) L. W. SHANER
Director

(Sgd.) KARL LANDAHL
Stockholder

(Sgd.) CU CHING YAN
Stockholder

COUNTERSIGNED:

(Sgd) Illegible
SECRETARY

Reference no. MHI_LEG2022_SC_009

SECRETARY'S CERTIFICATE

I, **MAILA LOURDES G. DE CASTRO**, of legal age, Filipino, with office address at the 4th Floor BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati City after having been duly sworn under oath in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Co-Assistant Corporate Secretary of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at the 4th Floor BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court, tribunal, agency or forum 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.

IN WITNESS WHEREOF, I have hereunto set my hand this FEB 10 2023 day of _____ 2023 at Makati City.

MAILA LOURDES G. DE CASTRO
Co-Assistant Corporate Secretary

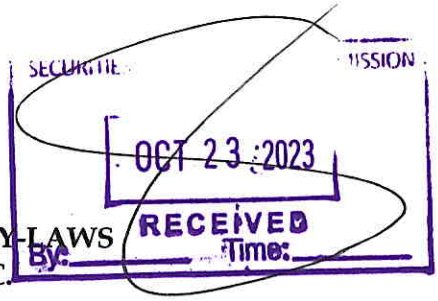
SUBSCRIBED AND SWORN to before me this _____ day of FEB 10 2023 _____ 2023 at Makati City, affiant exhibited to me her Driver's License No. [redacted] valid until [redacted]

Doc. No. 443;
Page No. 90;
Book No. 4;
Series of 2023.

ATTY. JOEL FERRER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (EXEMPT)
PTR NO. 9563564 / JAN. 03, 2023 / MAKATI CITY
IBP NO. 261994 / JAN. 03, 2023 / PASIG CITY
1107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY

Reference no. MHI_LEG2022_DC_001

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



DIRECTORS' CERTIFICATE
ON THE AMENDMENT OF THE AMENDED BY-LAWS OF MARCVENTURES HOLDINGS, INC.

We, the undersigned, being at least a majority of the members of the Board of Directors of **MARCVENTURES HOLDINGS, INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at the 4th Floor, BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati City, together with the Chairman of the Board and the Co-Assistant Corporate Secretary of the Corporation, do hereby certify that:

1. During the respective special meeting of the Board of Directors on June 27, 2022 and the Annual Stockholders' Meeting on July 28, 2022, both held at the principal office of the Corporation via remote communication, at least a majority of the Board of Directors, and stockholders owning and/or representing at least 2,550,300,997 shares or 84.59% of the outstanding capital stock of the Corporation, voted in favor of the following amendments to the Amended By-Laws of the Corporation:

   Article I, Section 1 - Changed the date of the annual stockholders' meeting ("ASM") from the last Friday of May to the last Friday of July; added the authority to hold the ASM by remote communication or *in absentia*.

   Article I, Section 2 - Added the authority of the chairman or an officer delegated by the Board to call special meetings of stockholders.

   Article I, Section 3 - Entirely new provision; Added a hold-over provision for directors if board elections are not held during the ASM.

   Article I, Section 4 (formerly Section 3) - Added the authority of stockholders entitled to vote to vote and attend the meeting through remote communication or *in absentia*.

   Article 1, Section 5 (formerly Section 4) - Added date as part of notice; Added that notice may be delivered to place of residence or by publication; notice must be given at least 21 days before meeting date.

   Article 1, Section 6 (formerly Section 5) – Amendment to delete provision on appointing 2 (two) persons to act as inspectors of election.

   Article I, Section 6 - Amendments to the order of business during the ASM.

   Article I, Section 7 - Amendment to correct the sentence structure.

   Article II, Section 1 - Amendment to correct the sentence structure.

   Article II, Section 2 - Clarified the sufficiency of the majority vote of the quorum to approve a board resolution.

Article II, Section 4 - Amendment to relax requirements for regular board meetings; Added authority to hold board meeting via remote communication or *in absentia;* Added authority of any two directors to call special meeting; board decisions may be done by referendum.

Article II, Section 5 - Amendment to correct sentence structure and add clarity; removed the need for stockholders to accept the resignation of a director.

Article II, Section 6 - Amendment to correct typographical error.

Article III, Section 1 - Added the position of Senior Vice President; Senior Vice President given the authority to be designated as officer-in-charge in case of vacancy of presidency; Added a term of 1 year from date of election for officers.

Article III, Section 2 - Amendment to correct the sentence structure.

Article III, Section 4 - Refined the Board of Directors' power and duty to fix the compensation of senior officers/executives; deleted the word "employees".

Article III, Section 5 – Amendment to clarify scope of the powers and duties of the President.

Article III, Section 6 - Amendment to include Senior Vice-President as officer; Increased requisite for officer-in-charge from Vice President to Senior Vice President.

Article III, Section 7 - Amendment to correct the sentence structure.

Article III, Section 8 - Amendment to correct the sentence structure.

Article III, Section 9 - Amendment to add grounds for Assistant Treasurer or other similar officer to be designated as treasurer.

Article III, Section 10 - Amendment to correct sentence structure; Amended the amount of capital investment expenses to require prior approval of the Board.

Article III-A, Section 1 - Amendment to reflect the Revised Corporation Code provision; added authority to hold Executive Committee meetings by remote communication or *in absentia.*

Article III-A, Section 3 - Entirely new provision; Added authority of the committee to fix the date, time, and place of its meetings; Added authority to hold meetings by remote communication or *in absentia.*

Article IV, Section 1 - Inserted in parenthesis the numerical figure "2/3".

Article IV, Section 2 - Amendment to correct sentence structure and clarify authority of the Board regarding bank depositaries, checks, and drafts.

Article V, Section 1 - Amendment to include authority of Senior Vice-President designated by the Board to sign a certificate of stock.

Article V, Section 2 - Amendment to clarify authority of Corporate Secretary in the provision.

Article V, Section 3 - Amendment to clarify that the provision also applies to lost and stolen stock certificates.

Article VI - Inserted in parenthesis the numerical figure "2/3".

Article VII - Amendment to clarify the procedure of amending the By-Laws as reflected in the Revised Corporation Code.

2. Attached hereto is a true and correct copy of the Amended By-Laws of the Corporation incorporating the foregoing amendments to the said Amended By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hand and affixed our signatures this _____ day of _____, _____ at Makati City

César C. Zalamea
TIN: [redacted]
Chairman/Director

Marianne Regina T. Dy
TIN: [redacted]
Director

Michael L. Escaler
TIN: [redacted]
Director

Andrew Julian K. Romualdez
TIN: [redacted]
Director

Augusto C. Serafica, Jr.
TIN: [redacted]
Director

Ruby K. Sy
TIN: [redacted]
Director

Anthony M. Te
TIN: [redacted]
Director

Kwok Yam Ian Chan
TIN: [redacted]
Independent Director

Carlos Alfonso T. Ocampo
TIN: [redacted]
Independent Director

CORPORATE SECRETARY

MAILA LOURDES G. DE CASTRO
TIN: [redacted]
Co-Asst. Corporate Secretary
Signature Over Printed Name

FEB 10 2023

SUBSCRIBED AND SWORN to before me this ____ day of _____, at _____ by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	ID	Date and Place Issued
Maila Lourdes G. De Castro	[redacted]	

NOTARY PUBLIC

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Book No. 4
Series of 2023.

ATTY. JOEL [illegible]ER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (EXEMPT)
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3107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY

Republic of the Philippines
Department of Finance
Securities and Exchange Commission

MONITORING SLIP

NAME OF CORP.	**MARCVENTURES HOLDINGS, INC.**	**SEC**	0000012942
PURPOSE:	CG Clearance		
DEPARTMENT:	**Corporate Governance and Finance Department**		
Date Received: 10 February 2023	Date Released: 13 February 2023	Processed/Verified by: R. Castro	

REMARKS:

We interpose no objection to the subject company's request for certificate of good standing insofar as the matters under the CGFD are concerned. However, this is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under circumstances.