



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

COMPANY REG. NO. 97869

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

DOMINION HOLDINGS, INC.
(Formerly: BDO LEASING AND FINANCE, INC.)

copy annexed, adopted on March 01, 2022 by majority vote of the Board of Directors and on April 20, 2022 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 18th day of July, Twenty Twenty Two.


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

BA/qba

AMENDED BY-LAWS
OF
DOMINION HOLDINGS, INC.
(formerly BDO Leasing and Finance, Inc)
(As amended during meetings of the Board of Directors held on March 1, 2022,
and the Stockholders held on April 20, 2022)

ARTICLE 1
OFFICES

Section 1. Offices. - The principal office of the Company shall be established or located in Metropolitan Manila. The Corporation may establish branches anywhere in the Philippines or abroad subject to compliance with applicable laws, rules and/or regulations. (As amended on August 25, 1983)

ARTICLE II
STOCKHOLDERS

Section 1. Annual Meeting. - That the annual meeting of the stockholders of the Company, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the Company or at such place in Metropolitan Manila (As amended on August 25, 1983) as may be fixed by the Board of Directors or the President and specified in the notice, on any day in April of every year as determined by the Board of Directors. (As re-amended on April 13, 2000)

Section 2. Notice of Annual Meeting. - Notice of the time and place of holding such annual meeting shall be served either personally or by mail upon the stockholders of record of the Company entitled to vote at such meeting not less than ten (10) days nor more than forty (40) days before the date fixed in such notice for the meetings; provided however, that in respect of stockholders not residing in the Philippines such notice shall be dispatched by registered airmail at least thirty (30) days prior to such meeting or by telegram dispatched at least fifteen (15) days prior to such meeting and confirmed by registered airmail letter. Such notice, if mailed, shall be directed, except as otherwise provided by law, to each stockholder to his post office address as it appears on the stock books of the Company.

Section 3. Special Meeting. - Special meeting of stockholders, unless otherwise provided by law, may be called at any time by the President and Secretary of the Company, or by the Secretary of the Company upon order of the Board of Directors or of the Executive Committee. The Secretary shall call a special meeting of stockholders whenever he is requested in writing to do so by holders of record of a majority of the capital stock of the Company entitled to vote at such meetings.

Section 4. Notice of Special Meetings. - Notice of each special meeting, unless otherwise provided by law, may be given as herein provided for giving notice of an annual meeting.

Section 5. Quorum. - At all meetings of stockholders, annual or special, other than meetings the quorum of which is fixed by law, in order to constitute a quorum, there shall be present either in person or by proxy the holders of record of the majority of the stock issued and

outstanding and entitled to vote; in the absence of a quorum, the holders of record of the majority of the shares present and entitled to vote may adjourn the meeting from time to time until a quorum shall be present, and no notice of such adjourned meeting shall be required.

Section 6. Voting. - Except otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock books of this Company, which vote may be given personally or by attorney or authorized in writing. The instrument authorizing as attorney or proxy to act shall be exhibited to the Secretary if he shall so request. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code.

ARTICLE III DIRECTORS

Section 1. Number of Qualifications. - The Board of Directors shall be composed of the number of members fixed in the Articles of Incorporation, subject to such change as may be determined by the stockholders in accordance with law. All directors shall be stockholders in their own right and shall be elected in accordance with the Corporation Law.

Section 2. Vacancies. - Vacancies occurring in the Board of Directors, occasioned by any cause other than removal, may be filled for the unexpired term by vote of a majority of the remaining directors, at any regular or special meeting of the Board. Directors may be removed and the vacancies so caused filled in accordance with law.

Section 3. Meetings. - There shall be a first meeting of the Board of Directors for organization, immediately after their election, of which meeting no notice shall be required. Thereafter, regular meetings may be held at such times and in such places, and upon such notice, if any, as the Board of Directors may by resolution prescribe. Special meetings of the Board may be called by the President or by written request of any three directors, upon at least one day's notice of the time and place of holding the same, given personally or by letter, telegram or telephone. Meetings may be held at any time and place without notice if all the directors are present or if those not present waive notice in writing before or after the meeting.

Section 4. Quorum. - The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the whole number of directors shall constitute a quorum for the transaction of business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act; but one or more directors present at the time and place for which a meeting shall have been called may adjourn any meeting from time to time until a quorum shall be present.

Section 5. Compensation. - Directors, as such, shall not receive any salary from their services, but for their attendance at each regular or special meeting of the Board of Directors, or of the Executive Committee, they shall receive an honorarium not exceeding P1,000.00 as may be fixed by the stockholders in a resolution. Nothing herein contained shall be construed to preclude any director from serving the Company in any other capacity and receiving compensation therefor.

Section 6. Executive Committee. - An Executive Committee, consisting of three members of the Board, may be created by the Board, to hold office for one year and/or until their respective successors shall be designated. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Company in all cases in which specific directions shall not have been given by the Board of Directors.

All actions of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board; provided that no rights of the third parties shall be affected by any such revision or alteration. Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for the purpose. Vacancies in the Executive shall be filled by the Board of Directors. A majority of the Committee shall be necessary to constitute a quorum, and in every case the affirmative vote of a majority of the members shall be necessary for the passage of any resolution. It shall adopt its own rules of procedure.

Section 7. Independent Directors. -

a. The Board of Directors shall have at least two independent directors.

Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgement in carrying out his responsibilities as director in any corporation that meets the requirements of Section 17.2 of the Securities Regulation Code and includes, among others, any person who:

- (i) Is not or has not been an officer or employee of the corporation, its subsidiaries or affiliates or related interests during the past three (3) years counted from the date of his election;
- (ii) Is not a director or officer of the related companies of the Corporation's majority stockholders;
- (iii) Is not a majority stockholder of the corporation, any of its related companies, or of its majority stockholders;
- (iv) Is not a relative within the fourth degree of consanguinity or affinity, legitimate or common-law of any director, officer or majority shareholder of the corporation or any of its related companies;
- (v) Is not acting as a nominee or representative of any director or a substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders;
- (vi) Has not been employed in any executive capacity by the corporation, any of its related companies or by any of its substantial shareholders within the last five (5) years;
- (vii) Is not retained as professional adviser, consultant, agent or counsel of the corporation, any of its related companies or any of its substantial shareholders within the last five (5) years, either personally or through his firm;
- (viii) Has not engaged and does not engage in any transaction with the corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial or insignificant.

b. When used in relation to a company subject to the requirements above:

- (i) Related interests shall mean individuals related to each other within the fourth degree of consanguinity or affinity, legitimate or common law, and two (2) or more corporations owned or controlled by a single individual or by the same family group or the same group of persons;
- (ii) Related company means another company which is: (a) its parent or holding company, (b) its subsidiary or affiliate; or (c) a corporation where the

- corporation or its majority stockholder owns such number of shares as to allow him to elect at least one (1) member of the board of directors or a partnership where such majority stockholder is a partner;
- (iii) Substantial shareholder means any person, natural or juridical, who is directly or indirectly the registered or beneficial owner of more than ten percent (10%) of any class of its equity security, or who owns such number of shares that will allow him to elect at least one (1) member of the board of directors of the corporation;
 - (iv) Majority stockholder or Majority shareholder means a person, whether natural or juridical, owning more than fifty percent (50%) of the voting stock of the corporation.
- c. An independent director shall have the following qualifications:
- (i) He shall have at least one (1) share of stock of the corporation;
 - (ii) He shall at least twenty-five (25) years of age at the time of his election or appointment;
 - (iii) He shall be at least a college graduate or have at least five (5) years experience in the business of the corporation;
 - (iv) He must have attended a special seminar for board of directors conducted or accredited by the BSP within six (6) months from date of his election;
 - (v) He shall possess integrity/probity; and
 - (vi) He shall be assiduous.
- d. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent director/s. He shall ensure that an independent director/s are elected during the stockholders' meeting¹.
- e. Specific slot/s for independent directors shall not be filled-up by unqualified nominees².
- f. In case of failure of election for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy³.
- g. In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the *Corporate Governance, Nomination and Compensation and Remuneration* Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office⁴.
- h. The foregoing provisions shall be further subject to such exemptions, rules and regulations herein existing or as may hereafter be issued by the Commission. (As amended by the Board of Directors on January 18, 2005, and ratified by the stockholders on February 22, 2005)⁵

¹ Formerly Article III, 7(g).

² Formerly Article III, 7(h).

³ Formerly Article III, 7(i).

⁴ Formerly Article III, 7(j).

⁵ Formerly Article III, 7(k).

Section 8. Nomination of Directors.⁶

- a. The evaluation of nominations of independent and regular directors shall be conducted by the *Corporate Governance, Nomination and Compensation and Remuneration Committee* ("the Committee") prior to a stockholder's meeting. All nominations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees⁷.
- b. All nominations for independent and regular directors shall be submitted in writing to the Corporate Secretary not earlier than forty (40) business days nor later than thirty (30) business days prior to the date of the regular or special meeting of stockholders for the election of directors.⁸
- c. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent and regular directors. The list shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, in accordance with law, or in such other reports the Corporation is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.⁹
- d. Only nominees whose names appear in the Final List of Candidates shall be eligible for election as either independent or regular directors. No other nomination shall be entertained after the expiration of the period for the submission of nominations prescribed in sub-paragraph b above, after which the Final List of Candidates shall be prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders'/memberships' meeting.¹⁰

**ARTICLE IV
OFFICERS**

Section 1. Designation, Election, and Removal. - The officers of the Company shall be a Chairman of the Board, a President, one or more Vice Presidents, one of whom may be designated Executive Vice President, a Treasurer, a Secretary and such other officers as shall from time to time be provided for by the Board of Directors. The Chairman of the Board, the President and Executive Vice President shall each be a director; other officers need not be directors nor stockholders.

Such officers shall be elected at the first meeting of the Board of Directors after the annual election of directors, and shall hold office for one year, and until their respective successors shall have been duly elected and qualified. They may be removed by the affirmative vote of a majority of the whole Board of Directors.

Section 2. Compensation. - The salary or compensation of all officers and agents elected or appointed by the directors shall be determined or authorized by the Board.

⁶ This is a new section.

⁷ Formerly Article III, 7(d) with amendments underscored.

⁸ This is a new provision.

⁹ Formerly Article III, 7(e) with amendments underscored.

¹⁰ Formerly Article III, 7(f) with amendments underscored.

Section 3. Chairman of the Board. - The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and of the stockholders. He shall exercise such powers as may be conferred upon him by the Board of Directors.

Section 4. The President. - The President shall be the chief executive officer of the Company. In the absence of the Chairman of the Board, he shall preside at all meetings of the stockholders and the Board of Directors. He shall have general charge, direction and supervision of the business and affairs of the Company. He shall from time to time make such reports of the affairs of the Company as the Board of Directors may require and shall annually present a report of the preceding year's business at the stockholders' meeting.

He shall sign all certificates of stock and all instruments to be executed on the part of the Company, except as otherwise provided by the By-Laws or by the Board of Directors or the Executive Committee. He shall do and perform such other duties as may be from time to time assigned to him by the Board of Directors.

Section 5. The Vice Presidents. - The Vice Presidents shall perform such duties as the President or the Board of Directors shall from time to time designate or require. In the absence or disability of the President, the Executive Vice President who shall also be a director, shall perform the duties of the latter.

Section 6. The Treasurer. - The Treasurer shall have the custody of all the funds and securities of the Company which may have come into his hands when necessary or proper, he shall endorse on behalf of the Company for collection, checks, notes and other obligation, and shall deposit the same to the credit of the Company in such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers for payment made to the company jointly with such other officer as may be designated by resolution of the Board of Directors; he may sign all checks made by the Company, and shall pay out and dispose of the same under the direction of the Board. Whenever required by the Board of Directors, he shall render a statement of his cash account. He shall enter regularly in the books of the Company to be kept by him for the purpose, full and accurate account of all moneys received and paid by him on account of the Company. He shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 7. The Secretary. - The Secretary, who must be a citizen and resident of the Philippines, shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the stockholders. He shall attend to the giving and serving of all notices of the Company. He shall have charge of such books and papers as the Board of Directors or the Executive Committee may direct, and shall perform all of the duties incident to the office of Secretary and such other duties as may be assigned to him by the Board of Directors or by the Executive Committee.

ARTICLE V CONTRACTS AND OBLIGATIONS

Section 1. No agreement, contract or obligation involving the payment of money or the credit or liability of the Company, shall be made without the approval of the Board of Directors, except by an office or agent who is generally or specifically (as the nature of the specific agreement, control or obligation requires) authorized by the Board of Directors, or the Executive Committee.

**ARTICLE VI
VOTING UPON STOCK HELD BY THE COMPANY**

Section 1. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority in behalf of the Company to attend and to act to vote at any meeting of the stockholders of any corporation in which the Company may hold stock, and at such meetings shall possess and may exercise any all rights and powers incident to the ownership of such stock, and which, as the owner thereof, the Company might have possessed and exercised if present. The Board of Directors, by resolution, from time to time, may confer like powers upon any person or persons, not necessarily directors or officers of the Company.

**ARTICLE VII
SHARES AND THEIR TRANSFERS**

Section 1. Subscribers for shares of stock shall not be required to pay any interest upon their unpaid subscriptions, except after the same shall have been called for payment and become delinquent.

Section 2. Certificates. - Each holder of stock shall be entitled to a stock certificate signed by the President and the Secretary of the Company certifying the class and number of shares owned by him and sealed by its corporate seal. All such certificates representing shares of a particular class shall be numbered and registered in the order in which they are issued and on the records of the Company there shall be entered the name of the person owning the shares represented by such certificates when issued, with the number of shares and the date thereof, and in case of cancellation, the date of the cancellation. Every certificate returned to the Company for the exchange or transfer of shares shall be cancelled, and no new certificate shall be issued upon the exchange or transfer of shares until the old certificates has been returned and cancelled.

Section 3. Transfers. - Transfers of shares shall be made only on the books of the Company on the surrender of the certificate or certificates for the shares properly endorsed. The transfer book may be closed by the Board of Directors for such period as may be deemed advisable previous to and on the day of any meeting of the stockholders, and for dividend purposes.

Section 4. No transfer or assignment of any share of the capital stock of the Company or any interest therein shall be made or permitted to be recorded in the books of the Corporation if such transfer or assignment shall reduce the ownership of Filipino citizens below any percentage required by any statute to be owned by such citizens as a condition to the pursuit of any of the corporate purposes or business of the Company.

Section 5. Addresses. - Every stockholder and transferee, and every attorney or proxy for any stockholder, shall furnish the Secretary with an address at which notice of meeting and all other notices from any officer of the Company may be served upon or mailed to him, and in default thereof, notice may be addressed to him either at his last known address or at the office of the Company.

**ARTICLE VIII
WAIVER OF NOTICE**

Section 1. Notice and Waivers Thereof. - Whenever under the provisions of these By-Laws notice is required to be given to any stockholder, director or officer, unless

otherwise provided such notice may be given personally or it may be given in writing by depositing the same in the post office or letter box in a post paid sealed envelope addressed to such stockholder, director or officer at such address as appears on the books of the Company, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Whenever any notice whatsoever is required to be given by law, or under the provisions of the Articles of Incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether executed before or after the time stated therein shall be deemed equivalent thereto.

**ARTICLE VIII-A
DISTRIBUTION OF DISPOSABLE NET EARNINGS**

Section 1. Distribution of Net Profits. - Out of the annual net profits from operations of the Corporation, after providing for reserves required by law or regulation to be maintained, the Board of Directors shall have the power and authority to:

- a) Declare dividends in such amounts and on such dates it may determine, to be paid to the holders of the outstanding capital stock of the Corporation;
- b) Distribute a portion not exceeding Fifteen Percent (15%) of such annual net profit among the directors, officers and/or employees of the Corporation, in such manner as may be recommended by the President and the Chairman of the Board of Corporation. (As amended on August 25, 1983)

**ARTICLE IX
CORPORATE SEAL**

Section 1. The common corporate seal, unless otherwise ordered by the Board of Directors, shall consist of a circular design on which is inscribed the words:

*"BDO LEASING AND FINANCE, INC.
As amended on July 30, 2007)*

Metropolitan Manila
(As amended on August 25, 1983)
1981"

**ARTICLE X
FISCAL YEAR**

Section 1. The fiscal year of the Company shall begin on the 1st day of January of each year and shall close on the 31st day of December.

**ARTICLE XI
AMENDMENT OF BY-LAWS**

Section 1. The By-Laws of the Company shall be subject to alteration, amendment, or repeal by a majority of the owners of the subscribed capital stock and likewise by a majority vote of the Board of Directors and may likewise be altered, amended, or repealed by the Board of Directors in the manner provided by law.

WE, the undersigned stockholders of PCI Leasing and Finance, Inc. constituting a majority of all the subscribed capital stock of the Company, have hereunto affixed our signatures and approval of the foregoing By-Laws of the Corporation, which By-Laws were adopted by the affirmative vote of the stockholders at the meeting of the stockholders held on March 11, 1981, at Quezon City, Philippines.

(Sgd.) _____
(T) MARIO D. CAMACHO
Stockholder

(Sgd.) _____
(T) FEDERICO C. GALANG
Stockholder

(Sgd.) _____
(T) DANILO M. CELESTIAL
Stockholder

(Sgd.) _____
(T) BENITO T. DELA CRUZ
Stockholder

(Sgd.) _____
(T) LEONIDES S. LERMA, JR.
Stockholder



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building PICC Complex, Roxas Boulevard
Pasay City, 1307

CORPORATE STATUS

Date: 20 June 2022
SEC Registration No.: 0000097869
Company Name : BDO LEASING AND FINANCE, INC.
Entity Type : Stock Corporation; FINANCING COMPANY, PUBLICLY-LISTED COMPANY
Printed By: CHRISTINE DENISSE M. NARIO

DEPARTMENT	STATUS	REMARKS	DATE
HEAD OFFICE			
CRMD			
CMD	Cleared		Jun 17 2022
CPRD	Cleared		Jun 17 2022
CFRD	Cleared		Jun 17 2022
FAAD	Cleared		Jun 17 2022
LU	Cleared		Jun 17 2022
CGFD	Cleared		Jun 17 2022
MSRD	Cleared		Jun 17 2022
EIPD	Cleared		Jun 17 2022
OGC	Cleared		Jun 17 2022
SOs			
SOs	Cleared		Jun 17 2022
EOs			
EOs	Cleared		Jun 17 2022