



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

COMPANY REG. NO. 4409

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

2GO GROUP, INC. Doing business under the names and styles of "2GO Travel", "2GO Freight", "2GO Supply Chain", "2GO Distribution", "ATS", "2GO", "2GO Together", "Superferry", "Superferry Travel and Leisure" and "Cebu Ferries" (Amending Article III thereof)

copy annexed, adopted on January 18, 2018 by majority vote of the Board of Directors and on April 5, 2018 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 a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 14th day of June, Twenty Eighteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended Articles of Incorporation

SEC Registration Number

0 0 0 0 0 4 4 0 9

Former Company Name

2 G O G R O U P , I N C .

AMENDED TO:
New Company Name

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

1 5 T H F L O O R , T I M E S P L A Z A B L D G .
U N A V E . C O R . T A F T E R M I T A , M A N I L A

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

Elmer B. Serrano

CONTACT PERSON INFORMATION

Email Address

elmer.serrano@mvgslaw.com

Telephone Number/s

(02)687-1195

Facsimile Number/s

(02)687-1197

Contact Person's Address

33rd Flr., The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

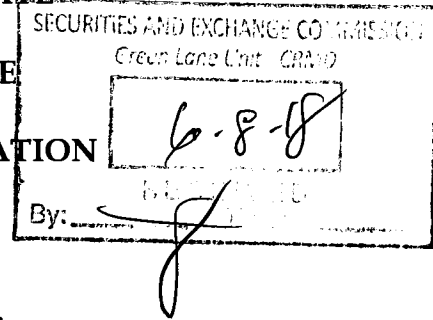
Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

DIRECTORS' CERTIFICATE
AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
2GO GROUP, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and majority of the Board of Directors of **2GO GROUP, INC.** (the **Corporation**) certify that at the meeting of the Board of Directors held on January 18, 2018 at the 3rd Floor of the Ecoplaza Building, Pasong Tamo Extension, Makati City, this amendment was unanimously approved, and at the special meeting of the shareholders of the Corporation called for the purpose of amending the Articles of Incorporation, held on April 5, 2018 at the Forbes Ballroom, Conrad Manila, Seaside Boulevard cor. Coral Way, Mall of Asia Complex, Pasay City, the following resolutions were approved and adopted by shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation:

"RESOLVED, that **2GO GROUP, INC.** (the **Corporation**) be authorized and empowered to change its principal address from the 15th Floor, Times Plaza Building, U.N. Avenue corner Taft Avenue, Ermita, Manila to the 8th and 9th Floor, Tower 1, DoubleDragon Plaza, EDSA corner Macapagal Avenue, Pasay City, and to amend the Third Article of its Articles of its Articles of Incorporation to effect this change:

THIRD: That the place where the principal office of the corporation is to be established or located is at 8th and 9th Floor, Tower 1, DoubleDragon Plaza, EDSA corner Macapagal Avenue, Pasay City.

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

A copy of the *amended* Articles of Incorporation embodying the foregoing amendment is here attached. We certify that the attached *amended* Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed these presents on this
APR 06 2023 at Pasig City, Philippines.



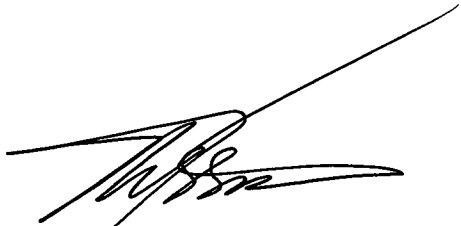
DENNIS A. UY
Chairman
Director
TIN 236-077-751



FRANCIS C. CHUA
Vice Chairman
Director
TIN 118-535-712



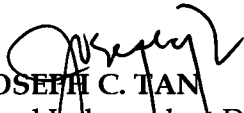
FRÉDERIC C. DYBUNCIO
President
Chief Executive Officer
Director
TIN 103-192-854



ELMER B. SERRANO
Corporate Secretary
Corporate Information Officer
Director
TIN 153-406-995



MA. CONCEPCION F. DE CLARO
Director
TIN 120-135-353



JOSEPH C. TAN
Lead Independent Director
TIN 441-206-192



RAUL CH. RABE
Independent Director
TIN 135-869-386



LAURITO E. SERRANO
Independent Director
TIN 102-097-361



CHRYSS ALFONSUS V. DAMUY
Director
TIN 913-898-959

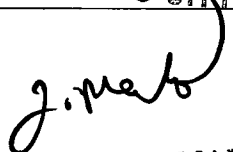
SUBSCRIBED AND SWORN to before me this APR 06 2019, affiants exhibiting to me competent proofs of their identity, to wit:

<u>Name</u>	<u>ID No./Date and Place of Issue</u>
DENNIS A. UY	TIN 236-077-751
FRANCIS C. CHUA	TIN 118-535-712
FREDERIC C. DYBUNCIO	TIN 103-192-854
ELMER B. SERRANO	TIN 153-406-995
MA. CONCEPCION F. DE CLARO	TIN 120-135-353
JOSEPH C. TAN	TIN 441-206-192
RAUL CH. RABE	TIN 135-869-386
LAURITO E. SERRANO	TIN 102-097-361
CHRYSS ALFONSUS V. DAMUY	TIN 913-898-959

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this APR 06 2019 at PASIG CITY

Doc. No. 055;
Page No. 12;
Book No. 11;
Series of 2018.


JEROME BRIAN T. MARCELO
Appointment No. 216 (2017-2018)
Notary Public for Pasig City
Until December 31, 2018
Attorney's Roll No. 69884
33rd Floor, The Orient Square
F. Ortigas, Jr. Road, Ortigas Center, Pasig City
PTR OR No. 3859419; 01.04.18; Pasig City
IBP OR No. 021152; 01.04.18; RSM

AMENDED ARTICLES OF INCORPORATION

OF

2GO GROUP, INC.

Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'

(Formerly "ATS CONSOLIDATED (ATSC), INC.

Doing business under the name and styles of 'ATS', '2Go', '2Go Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'")

KNOW ALL MEN BY THESE PRESENTS:

That, we, William L. Chiongbian, Virginia S. Chiongbian Alexander L. Chiongbian, James L. Chiongbian, and Pedro B. Uy Calderon, all citizens of the Philippines, married, of legal age, and all of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be

2GO GROUP, INC.

Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'

(As amended at the meeting of the Board of Directors and by the written assent of the Stockholders on 29 December 2011.)

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

PRIMARY PURPOSE

To engage in the business of operating steamships, motorboats, and other kinds of water crafts for the transportation of cargoes and passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; to act as agents of domestic or foreign shipping companies; to purchase, charter, hire, build, or otherwise acquire motor or steam or other ships or vessels, and to employ the same in conveyance and carriage of goods, wares, merchandise of every description, and of passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; and generally, to do

and perform all acts and things necessary or proper or incidental for the accomplishment of the foregoing purposes.

SECONDARY PURPOSES

To acquire by purchase, exchange, assignment, gift, or otherwise, and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, mortgage, pledge, and otherwise operate, enjoy, and dispose of personal properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, merchandising materials such as souvenirs, corporate gift items, and products bearing the corporate logos and brands, food and beverages, shares of capital stock, bonds, debentures, evidence of indebtedness, promissory notes, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, including securities, in corporations engaged in the following:

(As amended at the meeting of the Board of Directors on 09 December 2013 and the written assent of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 09 December 2013)

- (a) the business of air and land transportation, such as but not limited to transporting any and all kinds of goods, cargoes, and passengers; air and land freight forwarding; acting as a courier for mails, letters, and pouches; delivery and transfer of money remittances and equivalent, cargo, and personal effects of all kinds, domestic and international;
- (b) the business of warehousing and distribution; receiving (on consignment or otherwise), storing, selling, and distributing goods on commission or other basis; exporting, importing and/or otherwise dealing in goods, wares and merchandise of all classes and description; issuing warehouse receipts, certificates, and circulars (negotiable or otherwise) to a person's warehoused goods, wares, or merchandise with said corporation; making advances or loans secured by mortgage of or pledge of deposit warehouse receipts for the goods, wares, or merchandise stored in said corporation, or otherwise;
- (c) the business of container leasing and container yard management and operations;
- (d) the business of trucking, container handling, and trailer leasing;
- (e) the business of providing or furnishing any and all forms or types of services and facilities relating to placement or employment or crewing; the business of contracting, enlisting, recruiting Filipino professionals and skilled and unskilled workers for overseas work to maintain and operate an information bureau for the collection and supply information as to proposals for work and job opportunities available for unemployed labor (whether skilled or unskilled), business conditions, credit ratings, and other subjects of trade interest, and

otherwise; to carry on and conduct a general agency business; to act, and to appoint others to act, as general agent, special agent, broker, factor, representative, and commission merchant for individuals or firms, whether domestic or foreign; and/or

- (f) the business of establishing, maintaining and operating domestic and international pick-up and delivery service by air, land, and sea freight of any kind and nature, wherever bound, including storage, brokerage, forwarding, transportation, and/or allied services, including customizing inventory and cost management solutions to support domestic, import, and export oriented enterprises through an e-commerce ready system, which includes the following activities; all inclusive, Door-to-Door pick-up and delivery of goods, supply chain and management, and the loading into any carrier where the following are done: scanning, weighing, packing into containers and re-loading into any carrier of packages and bundled documents, confirmation of export documentation, and completion of manifests, which are then sent electronically to destination airport gateways to enable the customers to track their shipment's progress through the integrator's system over the internet and SMS - from pick-up to delivery;

While the owner, holder, or possessor of such securities, to exercise any and all rights, powers, and privileges of ownership or any other interest therein, including the right to vote on any proprietary or other interest on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held, and the right to receive, collect, and dispose of any and all dividends, interests, and income derived therefrom; Provided it shall not act as an investment bank or investment company or as a stockbroker or dealer of securities or as manager of fund portfolios or similar assets of such managed entities;

(As amended by a majority of the Board of Directors on 10 May 2005 and 10 June 2005 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 17 June 2005)

To conduct the business of rendering technical services requirement to customers nationwide for refrigerated marine container vans and related equipment or accessories, including, but not limited to, repair and maintenance, equipment rental and leasing, technical consultancy and training, selling of spare parts, components, and accessories, service contracting, and to act as service agent on behalf of the various domestic and foreign container manufacturers, with services not limited to performing warranty and non-warranty repair services, selling of service parts, components, and accessories, and consultancy services; and

To conduct and transact any and all lawful business, and to do, or cause to be done, any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable, or incidental to the accomplishment of the purposes or the exercise of any one of more of

the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(Amended at the respective meetings of the Board of Directors on 28 April 2011 and Stockholders on 22 June 2011)

THIRD: That the place where the principal office of the corporation is to be established or located is at **8th and 9th Floors, Tower 1, DoubleDragon Plaza, EDSA cor. Macapagal Avenue, Pasay City.**

(As amended by the Board of Directors on 18 January 2018 and approved by the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 5 April 2018)

FOURTH: That the term for which said corporation is to exist is extended to another fifty (50) years from and after the date of expiration of its first fifty (50) – year term.

(As amended on 28 January 1995)

FIFTH: That the names and residences, as well as the citizenships, of the incorporators of the said corporation are as follows:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

SIXTH: That the number of directors of said corporation shall be nine (9) and the names, citizenships, and residences of the directors of the corporation, who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

SEVENTH: That the authorized capital stock of the Corporation is Four Billion Seventy-Four Million Nine Hundred and Eight Thousand (₱4,074,908,000.00) Philippine currency, divided into: (a) Four Billion Seventy Million Three Hundred Forty-Three Thousand Six Hundred Seventy (4,070,343,670) common shares with a par value of One Peso (₱1.00) per share

and (b) Four Million Five Hundred Sixty-Four Thousand and Three Hundred Thirty (4,564,330) redeemable preferred shares with a par value of One Peso (₱1.00) per share.

The redeemable preferred shares shall have the following features:

- a. Non-voting - Holders of the redeemable preferred shares shall not have the right to vote, except on matters specified in Section 6 of the Philippines Corporation Code, with respect to which holders of non-voting shares shall nevertheless be entitled to vote on.
- b. Dividends - Holders of the redeemable preferred shares shall be entitled to receive dividends at the same rate as holders of common shares; provided, however, that dividends declared on the redeemable preferred shares shall first be paid before dividends are paid on the common shares.
- c. Redemption Privilege - Provided that the Corporation has, after such redemption, sufficient assets in its books to cover its debt and liabilities inclusive of capital stock, the Corporation may redeem the redeemable preferred shares at any time, from time to time, in whole or in part, as may be determined by the Corporation's Board of Directors, within a period not exceeding ten (10) years from the date of issuance thereof, at a price that may be determined by the Board of Directors, which shall not be lower than Six Pesos (₱6.00) per share. The Corporation shall redeem the redeemable preferred shares in the amount of at least Two Hundred Fifty Million Pesos (₱250,000,000.00) per calendar year, provided that the Corporation has, after such redemption, sufficient assets in its books to cover its debt and liabilities inclusive of capital stock.

In the event that the Corporation does not redeem the redeemable preferred shares in accordance with the preceding paragraph, the redeemable preferred shares may be exchanged by its holder with a bond to be issued by the Corporation in accordance with the pertinent provisions of the Corporation Code and the Securities Regulation Code, and such bond shall bear interest at the rate of 4% over the treasury bill rate prevailing at the time of the exchange.

- d. Preference in Liquidation - In the event of any dissolution or liquidation or winding up of the Corporation, whether voluntary or involuntary, except in connection with a merger or consideration, the holders of redeemable preferred shares shall be entitled to be paid in full both the par value of the shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of the common shares.
- e. Convertibility - Holders of redeemable preferred shares shall, at their option, have the right to convert every redeemable preferred share held into two (2) common shares of the Corporation, which option must be exercised on or before December 29, 2006 or within one hundred and twenty (120) days from the approval by the Securities and Exchange Commission of this convertibility feature, whichever occurs earlier.

James L. Chiongbian	City of Cebu	12	12,000.00
Pedro B. Uy Calderon	Samboan, Cebu	2	2,000.00
		-----	-----
	TOTAL	1,002	1,002,000.00

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

NAMES	RESIDENCE	CITIZENSHIP	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	Filipino	200,000.00
Virginia S. Chiongbian	Plaridel, Misamis Occ.	Filipino	40,000.00
Alexander L. Chiongbian	City of Cebu	Filipino	7,000.00
James L. Chiongbian	City of Cebu	Filipino	3,000.00
Pedro B. Uy Calderon	Samboan, Cebu	Filipino	1,000.00

	TOTAL		251,000.00

TENTH: That Virginia S. Chiongbian has been elected by the subscribers as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that as such treasurer, she has been authorized to receive for the Corporation and to issue receipts in its name for all subscriptions paid-in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on the 20th day of May 1949 in the City of Cebu, Philippines.

(Sgd.) WILLIAM L. CHIONGBIAN

(Sgd.) VIRGINIA S. CHIONGBIAN

(Sgd.) ALEXANDER L. CHIONGBIAN

(Sgd.) JAMES L. CHIONGBIAN

(Sgd.) PEDRO B. UY CALDERON

IN THE PRESENCE OF

(Sgd.) PEDRO CABUSAS

(Sgd.) FIDEL AUREA

ACKNOWLEDGMENT

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

On the 20th day of May 1949, A.D. before me a Notary Public in and for the city and province of Cebu, personally appeared:

William L. Chiongbian with Residence Certificate No. 531089 issued at Plaridel, Misamis Occidental, on 19 January 1949; Virginia S. Chiongbian with Residence Certificate No. 1133768 issued at Cebu City on 25 January 1949; Alexander L. Chiongbian with Residence Certificate No. A1119574 issued at Cebu City on 3 January 1949; Pedro B. Uy Calderon, with Residence Certificate No. A1112209 issued at Cebu City on 24 February 1949, all known to me and to me known to be the same persons whose names are subscribed and who executed the within instrument and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF I have hereinto set my hand and affixed my official seal the day and year last above written.

Doc. No. 104;
Page No. 83;
Book No. III;
Series of 1949.

(Sgd.) FELIX M. SUN
Notary Public
Until December 30, 1950

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


SECRETARY'S CERTIFICATE

I, **ELMER B. SERRANO**, Filipino, of legal age, with office address at 33rd Floor, The Orient Square, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the Corporate Secretary of **2GO GROUP, INC.** (the **Corporation**), a corporation duly organized and existing under the laws of the Philippines, with offices at the 8th Floor, Tower 1, DoubleDragon Plaza, EDSA Extension cor. Macapagal Avenue, Pasay City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation, as the respective duly elected or appointed directors or officers or vice versa of said corporations.


APR 25 2018 **IN WITNESS WHEREOF**, I have hereunto set my hand on this at Pasig City, Metro Manila.



ELMER B. SERRANO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 25 2018 in Pasig City, Metro Manila, affiant personally appeared and presented to me his Tax Identification Number 153-406-995.

Doc. No. 025;
Page No. 8;
Book No. 11;
Series of 2018.



CECILE DANICA C. GOTAMCO
Appointment No. 217 (2017-2018)
Notary Public for Pasig City
Until December 31, 2018
Attorney's Roll No. 69769
33rd Floor, The Orient Square
F. Ortigas, Jr. Road, Ortigas Center, Pasig City
PTR OR No. 3859422; 01.04.18; Pasig City
Lifetime IBP No. 002691; 05.13.17; RSM