

## 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)

Mar 25, 2022

2. SEC Identification Number

5213

3. BIR Tax Identification No.

000-917-916

4. Exact name of issuer as specified in its charter GMA Network, Inc.

- 5. Province, country or other jurisdiction of incorporation **Philippines**
- 6. Industry Classification Code(SEC Use Only)
- 7. Address of principal office

GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City Postal Code 1103

- 8. Issuer's telephone number, including area code (632) 8982-7777
- 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 7.500.000,000

Preferred Shares

3.364,692,000

Common Shares

11. Indicate the item numbers reported herein

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.



## GMA Network, Inc. GMA7

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 Disclosu	re	
Amendments to By-Lav	WS	
Background/Description	n of the Disclosure	
We wish to inform you	that our Board of Directors approved the amendments to our By-Laws today.	
Date of Approval by Board of Directors	Mar 25, 2022	
Date of Approval by Stockholders	N/A	
Other Relevant Regulatory Agency, if applicable		
Date of Approval by Relevant Regulatory Agency, if applicable	N/A	
Date of Approval by Securities and Exchange Commission	ТВА	
Date of Receipt of SEC approval	TBA	
Amendment(s)		
	Article and Section Nos.	From To
The attached Annex "A	" provides a summary of the approved changes in the By-Laws.	<b>.</b>
Rationale for the amend	ment(s)	
correct clerical errors by	nade pursuant to the Revised Corporation Code, to digitalize certain governance properties of the Revisions previously approved by the SEC and to amend and any and their functions. Please refer to Annex "A" for the reasons for the changes.	ocesses, to I update the list
The timetable for the effe	ectivity of the amendment(s)	
Expected date of filing the amendments to the By-Laws with the SEC	TBA	
Expected date of SEC approval of the Amended By-Laws	TBA	
Effect(s) of the amendme	ent(s) to the business, operations and/or capital structure of the Issuer, if any	
None		
Other Relevant Informate	ion	

Given that the Company's stockholders have delegated to the Board of Directors the authority to amend the By-Laws, the amendments shall become effective upon approval by the Securities and Exchange Commission (SEC). This matter will be presented to our stockholders at the annual stockholders meeting on May 18, 2022 as part of the resolutions of our Board for ratification.

We will submit the appropriate disclosure upon approval of the SEC of the amendment.

Filed on behalf by:

Name Designation Ayahl Ari Augusto Chio First Vice President

Article/Section	From	To	Reason
ARTICLE I NAME AND SEAL	E AND SEAL		
Section 1. Name	Unless and until otherwise	-No change-	
	changed in the manner		
	е		
	the corporation shall be		
	"GMA NETWORK, INC." (As		
	amended on August 4 and 9,		
ALL CONTROL OF THE PROPERTY OF	1995)		
Section 2. Seal	The seal of the corporation	-No change-	
	shall be circular in form and	C	
	shall bear the name of the		
	corporation around the		
	border and such other device		
	or inscription as the Board of		
	Directors shall determine. The		
	Board of Directors may		
	change the device or		
	inscription thereon at any		
	time and from time to time.		
ARTICLE II PRIN	ARTICLE II PRINCIPAL AND BRANCHES OFFICES	ICES	
Section 1.	The principal office of the	Amendment underscored below:	
Principal Office	corporation shall be at such		
	place in Metro Manila, as the	The principal office of the	This is for consistency with Article 13 of the
	Board of Directors may from	corporation shall be at the place	Revised Corporation Code which states that
	time to time select.	stated under the corporation's	the Articles of Incorporation should state
		Articles of Incorporation. (As	"The place where the principal office of the
		Amended on March 25, 2022)	corporation is to be located, which must be
***************************************			within the Philippines."

c s	<u>&gt;</u>		
Section 1. Place of Meeting	ARTICLE III STC	Offices	
All meetings of stockholders shall be held at such places in Metro Manila as the Board of Directors may fix from time to time. (As amended on August 4 and 9, 1995)	III STOCKHOLDERS	The Board of Directors may establish branch offices of the corporation at such other places, either within or without the Philippines, as the Board of Directors may determine and direct. The stock and transfer books shall at all times be kept at the principal office of the corporation in the Philippines.	
Amendment underscored below:  All meetings of stockholders shall be held in the principal office of the corporation as stated in the articles of incorporation, or if not practicable, in the city or municipality where such office		-No change-	
This is pursuant to Section 50 of the Revised Corporation Code which states that stockholders' "(M)eetings may be held in the principal office of the corporation as stated in the articles, or if not practicable, in the city or municipality where such office is located."			

		is located (As amended on March 25, 2022)	
Section 2. Annual Meeting	The annual meeting of the stockholders for the election	Amendment underscored below:	
	of directors and for the	The annual meeting of the	This is pursuant to Section 50 of the Revised
	transaction of such other	stockholders for the election of	Corporation Code which states that
	the meeting shall be held at	directors and for the	stockholders' "(M)eetings may be held in the
	such places within Metro	transaction of such other business as may come before	principal office of the corporation as stated in
	Manila as may be fixed by	the meeting shall be held at the	municipality where such office is located.
	the Board of Directors and on	principal office of the	,
	the third Wednesday of May	corporation, or if not	
	of each year at ten o'clock in	practicable, in the city or	
	the morning. If the election of	municipality where such office	
	directors shall not be held on	is located, on the third	
	the day designated for any	Wednesday of May of each	
	annual meeting or at any	year at ten o'clock in the	
	adjournment of such	morning. If the election of	
	meeting, the Board of	directors shall not be held on	
	Directors shall cause the	the day designated for any	
	election to be held at a special	annual meeting or at any	
	meeting or soon thereafter as	adjournment of such meeting,	
	the same may conveniently	the Board of Directors shall	
	meeting, the stockholders	a special meeting or soon	
	may elect the directors and	thereafter as the same may	
	transact other business as	conveniently be held. At such	
	stated in the notice of the	special meeting, the	
	meeting with the same force	stockholders may elect the	
	and effect as at any annual	directors and transact other	

	meeting duly called and held.	business as stated in the notice	
	(As amended on October 11, 2005)	of the meeting with the same force and effect as at any	
		annual meeting duly called	
		and held. (As amended on	
		October 11, 2005 and March 25, 2022)	
Section 3. Special Meeting	A special meeting of the stockholders may be called by	Amendment underscored below:	
	the Chairman of the Board at	A special meeting of the	In order to be consistent with SEC
	his discretion or by a majority	stockholders may be called by	Memorandum Circular No. 7 Series of 2021
	of the members of the Board	the Chairman of the Board at	which states that any number of
	of Directors or on the demand	his discretion or by a majority	shareholders that hold at least 10% of
	of the stockholders holding	of the members of the Board of	outstanding shares of a publicly listed
	the majority of the subscribed	Directors or on the demand of	company have the right to call for a special
	capital stock of the	the stockholders holding at	stockholders' meeting, whether in-person or
	corporation. (As amended on	least 10% of the outstanding	through remote communication.
	October 11, 2005)	shares of the Corporation, or	
		such number of percentage of	
		outstanding shares as may be	
		prescribed by law or regulation.	
		(as amended on October 11,	
		2005 and March 25, 2022)	
Section 3.a. –	Notice for annual meetings or	Amendment(s) underscored below:	
Notice of	special meetings of		
Meeting	stockholders may be sent by	Notice of annual meetings or	This is in order to digitize corporate and
	the Corporate Secretary by	special meetings of	governance practices and processes and to
	personal delivery, mail,	stockholders may be sent by the	comply with the provisions of the Revised
	telegraph or cable at least	Corporate Secretary by	Corporation Code, particularly Section 49
	fifteen (15) working days	personal delivery, mail,	which states that: written notice of regular
TOTAL TAXABLE PROPERTY OF THE	prior to the date of the	telegraph, cable or <u>electronic</u>	meetings shall be sent to all stockholders of

subject stated in the notice can be the special meetings, only matters shall state the place, date and general circulation. The notice deliberations at such meeting. meeting is called. In case of post office address or by of record at his last known meeting to each stockholder purpose hour of the meeting, and the publication in a newspaper of of for which the motions or

The requirement for notice to the meeting shall be deemed waived if the stockholder, in person or by proxy, shall be present thereat.

adjournment is taken. At the adjourned are announced at meeting if the time and place notice of the adjourned not be necessary to give any another time or place, it shall stockholders is adjourned to the meeting at which to which When reconvened the the meeting meeting, meeting the any of

written notice shall be sent to al shall be sent at least twenty-one stockholder of record to his last annual in a general circulation. For transmission regulation. period is provided in the law or regulation, period is required by law or meeting, mail address or by publication known post office or electronic stockholders, unless a different meetings, at least one (1) week (21) days prior to the date of the meetings, unless while for specia а the notice different

The notice shall state the place, date and hour of the meeting, and the purpose for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

The requirement for notice to the meeting shall be deemed waived if the stockholder, in person or by proxy, shall be present thereat.

record at least 21 days prior to meeting, unless a different period is required by law or regulation, and that for special meetings at least one (1) week written notice shall be sent to all stockholders, unless a different period is provided in the bylaws, law or regulation.

Section 5. Proxy	
y Any stockholder may in writing authorize any person or corporation to vote as the proxy of such stockholder at any meeting or meetings of the corporation; provided, however, that such authorization in writing must be filed with or presented to the corporation prior to any	these By-Laws which specify or relate to the powers of the stockholders or to action which may be taken by the stockholders at or in connection with meetings thereof shall be interpreted as referring to the holders of shares of stock of the corporation. If there is no quorum at any meeting, the stockholders present in person and by proxy at such meeting may adjourn from time to time to secure the attendance of a quorum and no notice of any such adjournment need be given.
No change-	

## Section 6. Voting

at any meeting, and entitled required quorum being present. Unless entitled to vote thereat, a person or by proxy and of stockholders present in provisions is made by statute, except in cases where other elections and all questions, stockholder. At all meetings voting right held by such one vote, in person or by stockholders be entitled to by such proxy, and shall state each ballot shall be signed by ballot. On a vote by ballot, any question need not be by to vote thereat, the vote on present in person or by proxy demanded by a stockholder resolved by the plurality vote proxy, for each share with every his name by his proxy if there the stockholders voting, or in Incorporation, law, each stockholder shall at Unless otherwise provided by the stockholders, by the meeting bу shall Articles law, of or all the of be

# Amendment(s) underscored below:

required by law, or demanded stockholders present in person, resolved by the plurality vote of provisions is made by statute, except in cases where other vote, in person, through remote stockholders be entitled to one every entitled to vote thereat, communication, in absentia, or Incorporation, or by the all elections and all questions, each share with voting right communication, in absentia, or law, each stockholder shall at Unless otherwise provided by by a stockholder present in quorum being present. Unless represented or by proxy and meetings of the stockholders, held by such stockholder. At all meeting, and entitled to vote be represented by proxy, tor represented communication, in absentia, or person,\_ through thereat, meeting the through by proxy at any vote Articles shall <u>o</u> on remote remote any of

In order to digitize corporate practices and processes.

Qualification the co	The	ARTICLE IV BOARD OF DIRECTORS	him.
	general management of	DIRECTORS	
***************************************	-No change to the first		On a vote by ballot, each ballot shall be signed by the stockholders voting, or in his name by his proxy if there by such proxy, and shall state the number of shares voted by him. (As amended on March 25, 2022)

 but if at any time their	
directors shall continue to act,	
the Board, the remaining	
term. In case of a vacancy in	
caused for the unexpired	
and fill the vacancy thereby	
the resignation of any director	
case of like mention, accept	
at such meeting may also, in	
stockholders entitled to vote	
such vacancy. The	
at any meeting held during	
stockholders entitled to vote	
may also be filled by the	
present. Any such vacancy	
which a quorum shall be	
directors at any meeting at	
filled by the remaining	
reason, such vacancy may be	
resignation, or for any other	
directors by reason of death,	
shall occur among the	
successors. If any vacancy	
qualification of their	
to serve until the election and	
stockholders entitled to vote	
elected annually by the	
one (1) share and who shall be	
stockholders holding at least	
directors who shall be	Office
vested in a Board of Nine (9)	and Term of

than quorum, the remaining directors shall forthwith call a special meeting of the stockholders entitled to vote for the purpose of filling up such vacancy. Any director so chosen to fill the vacancy shall serve for the unexpired term only. (As amended on October 11, 2005)

No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in or connected with any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged or connected:

(a) If he is an office, manager, director consultant, controlling person of, or the owner (either of record or

For correction/ re-instatement of the latest second paragraph (a) previously approved by the SEC:

(a) If he is an office, manager, director consultant, controlling person of, or the owner (either of record or beneficially) of 5% or more of any outstanding

This change was already stated in the Company's By-laws as approved by the Securities and Exchange Commission on April 20, 2007 and September 28, 2007. However, the same is not in the existing By-laws since it was the By-laws approved by the SEC in 2005, and not the By-laws approved by the SEC on September 28, 2007, that was inadvertently marked-up to reflect

may take into	another, the Board	the nominee of	beneficial owner, or	controlling person,	person is a	whether or not a	(a). In determining	person set forth in	nominee of any	that he is the	by a majority vote	faith, determines	judgment in good	exercise of its	(b) If the Board, in the	or	of the Corporation;	antagonistic to that	competitive or	determines to be	Board, by a	business which the	entity engaged in a	corporation or	shares of, any other	outstanding class of	or more of any	beneficially) of 10%
																						Corporation; xxx	antagonistic to that of the		by a majority vote, determines	in a business which the Board,	or more of any corporation or entity engaged	class of shares of, any other
																											approved by the SEC on May 16, 2012.	the subsequent amendments that
					_	_	_					_		_		_	_											were

(Last paragraph moved to 5th pan Section 1.a) (As May 18, 2007).	have indepen least tw the tota Board o is lesser (As ame 2005)	
(Last paragraph of Section 1 moved to 5th paragraph of Section 1.a) (As amended on May 18, 2007).	The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the total membership of the Board of Directors, whichever is lesser, as required by law. (As amended on October 11, 2005)	account such factors as business and family relationship. (As amended on April 10, 2006).

		Section 1.a Nomination of Directors	
Nominees to the Board of Directors, including	The Nomination Committee shall have the authority to promulgate and issue guidelines for the conduct of nominations.	For correction/ re-instatement of the following Section 1.a previously approved by the SEC in the By-laws:  Section 1.a Nomination of Directors - The Board of Directors shall constitute a Nomination Committee consisting of at least three (3) members, one of whom shall be an independent director.	
		This was already stated in the Company's By-laws as approved by the Securities and Exchange Commission on September 28, 2007. However, the same is not in the existing By-laws since it was the By-laws approved by the SEC in 2005, and not the By-laws approved by the SEC on September 28, 2007, that was inadvertently marked-up to reflect the subsequent amendments that were approved by the SEC on May 16, 2012.	

shall prepare a Final List of stockholders. the Nomination Committee the regular annual meeting of working days before the date of writing to the Nomination For the proper implementation candidates. of the nominees for directors shall review the qualifications stockholders' meeting or submitted to the Nomination for directors, which list shall be information about all nominees After such nomination process, nominations to the Board of and prepare a special meeting duly called for by the latter prior to the annual independent directors, shall be Candidates Directors at least thirty (30) Committee of the Board of Directors shall be submitted in The that purpose. Committee for consideration Nomination Committee foregoing, containing final list of

THE PROPERTY OF THE PROPERTY O		THE PARTY OF THE P	
	graph-	all be elected at the annockholder is present of directed of directed and all heads and all heads are shall heads.	Election of Directors
	-No change to the first	The directors of the	Section 2.
	amended on May 18, 2007).		
	stockholders meeting. (As		
	entertained or allowed on the		
	nominations shall be		•
	election as directors. No other		
	appear on the Final List of		
	Only nominees whose names		
	the nominee.		
	including any relationship with		
	identified in such report		
	nominee's name shall be		
	submitted a particular		
	Contestion of the little of the		
	Statement. The name of the		
	Information or Proxy		
	all stockholders through the		
	Exchange Commission and to		
	available to the Securities and		

the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes at the same principle among any number of candidates. (As amended on October 11, 2005)

For correction/ re-instatement of the following second to third paragraphs of Section 2 previously approved by the SEC in the Bylaws:

standard election procedures over the Company, the conduct exchange having made in accordance with the of election of directors shall be Securities Subject to existing laws, rules contained in the By-Laws Commission or regulations and any jurisdiction Exchange of the stock

This change was already stated in the Company's By-laws as approved by the Securities and Exchange Commission on September 28, 2007. However, the same is not in the existing By-laws since it was the By-laws approved by the SEC in 2005, and not the By-laws approved by the SEC on September 28, 2007, that was inadvertently marked-up to reflect subsequent amendments that were approved by the SEC on May 16, 2012.

Sec of 1		, , , , , , , , , , , , , , , , , , ,	
Section 3. Place of Meetings			
Place gs			
The Board of Directors may hold its meeting in the principal office or at such other places within or without the Republic of the Philippines as the Board may from time to time determine or as shall be specified or			
-No change-	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 vacancy. (As amended on May 18, 2007)	Chairman of the Meeting shall ensure that the independent directors is elected during the stockholders' meeting.  Specific slots for independent directors shall not be filed up by unqualified nominees.	It shall be the responsibility of the Chairman of the Meeting to inform all stockholders of the requirement of electing

Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding day not a legal holiday. (Delete: Notice of regular meetings need not be given.) (As amended on March 25, 2022).  Special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or President or by the person or persons calling the meeting, by advising him by word of mouth, by telephone, by		fixed in the respective notices		
Regular meetings of the Board such places and at such times such places and at such times to time by resolution determine. If tholiday at the place where the meeting is to be held, then the meeting which would on the next succeeding day shall be held at the same hour on the next succeeding day shall be held at the same hour on the next succeeding day which would otherwise be held on the next succeeding day shall be held at the same hour on the next succeeding day which would otherwise be held on that day shall be held at the same hour on the next regular meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or persons calling the meeting, by leaving notice of such meeting with him or at his mouth, by telephone, by		or waivers of notice thereof.		
such places and at such times as the Board shall from time to time by resolution determine. If the Board shall be a legal holiday at the place where the meeting shall be a legal which would on the next succeeding day shall be held at the same hour on the next succeeding day shall be held at the same hour on the next succeeding day on that day shall be held at the regular meetings need not be special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or persons calling the meeting or by leaving notice of such meeting with him or at his mouth, by telephone, by	Section 4. Meeting of the	Regular meetings of the Board of Directors shall be held at	Amendment(s) underscored below:	In order to comply with Section 52 of the Revised Corporation Code which states that
of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding day not a legal holiday. (Delete: Notice of regular meetings need not be given.) (As amended on March 25, 2022).  Special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or President or by the person or persons calling the meeting, by advising him by word of mouth, by telephone, by	Board	such places and at such times	Regular meetings of the Board	"Notice of regular or special meetings of
the Board shall from time as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding day not a legal holiday. (Delete: Notice of regular meetings need not be given.) (As amended on March 25, 2022).  Special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or President or by the person or persons calling the meeting, by advising him by word of mouth, by telephone, by		as the Board shall from time to	of Directors shall be held at	directors must be sent to every director at
time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding day not a legal holiday. (Delete: Notice of regular meetings need not be given.) (As amended on March 25, 2022).  Special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or President or by the person or persons calling the meeting, by advising him by word of mouth, by telephone, by		time by resolution determine.  If any day fixed for a regular	such places and at such times as the Board shall from time to	least two days prior to the scheduled meeting. The bylaws may not similarly
any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding day not a legal holiday. (Delete: Notice of regular meetings need not be given.) (As amended on March 25, 2022).  Special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or President or by the person or persons calling the meeting, by advising him by word of mouth, by telephone, by		meeting shall be a legal	time by resolution determine. If	stipulate for a shorter notice".
meeting shall be a legal holic at the place where the meeti is to be held, then the meeti which would otherwise be hon that day shall be held at a same hour on the nusucceeding day not a legal holiday. (Delete: Notice regular meetings need not given.) (As amended on May 25, 2022).  Special meetings of the Board Directors may be called at a time upon the request of the Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		holiday at the place where the	any day fixed for a regular	
at the place where the meeti is to be held, then the meeti which would otherwise be hour on that day shall be held at 1 same hour on the nucceeding day not a lesholiday. (Delete: Notice regular meetings need not given.) (As amended on Mai 25, 2022).  Special meetings of the Board Directors may be called at a time upon the request of 1 Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		meeting is to be held, then the	meeting shall be a legal holiday	
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holiday. (Delete: Notice regular meetings need not given.) (As amended on Mai 25, 2022).  Special meetings of the Board Directors may be called at a time upon the request of the Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		regular meetings need not be	succeeding day not a legal	
regular meetings need not given.) (As amended on Mai 25, 2022).  Special meetings of the Board Directors may be called at a time upon the request of the Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		given.	holiday. (Delete: Notice of	
given.) (As amended on Ma 25, 2022).  Special meetings of the Board Directors may be called at a time upon the request of a Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,				
Special meetings of the Board Directors may be called at a time upon the request of the Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		Special meetings of the Board	given.) (As amended on March	
Special meetings of the Board Directors may be called at a time upon the request of the Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		of Directors may be called at	<u>25, 2022).</u>	
Directors may be called at a time upon the request of the Board Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		the Chairman of the Board or	Special meetings of the Board of	
time upon the request of the Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		President or by the person or	Directors may be called at any	
Chairman of the Board President or by the person persons calling the meeting, advising him by word mouth, by telephone,		persons calling the meeting,		
persons calling the meeting, advising him by word mouth, by telephone,		by advising him by word of		
advising him by word mouth, by telephone,		telegraph of such meeting or		
mouth, by telephone,		by leaving notice of such	him by word	
		meeting with him or at his	by telephone,	

residence or usual place of business, or by mailing it, postage prepaid and addressed to him at his residence as it appears upon the books of the corporation. Non-receipt of any such notice shall not invalidate any business done at any meeting at which a quorum is present.

corporation. Non-receipt of any appears upon the books of the or by leaving notice of such transmission present. such notice shall not invalidate business, or by mailing it, residence or usual place of meeting with him or at his telegraph, meeting at which a quorum is to him at his residence as it postage prepaid and addressed business by <u>electronic</u> of such meeting done at any

Notice of regular or special meetings of directors must be sent to every director at least two days prior to the scheduled meeting, unless a different period is required by law or regulation. (As Amended on March 25, 2022)

If at any meeting of the Board of Directors however called or wherever held, all of the directors at the time in the Philippines shall be present or shall before or after the Meeting waive notice of such meeting by

of Directors however called or wherever held, all of the directors at the time in the

If at any meeting of the Board

Philippines shall be present or

shall before or after the Meeting waive notice of such

This amendment is being proposed for the reason stated above.

directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require
--

(b)		(a)	the hereinal Board o the follo	Section 6. The Board Powers have authorite these Board of the conferred	be give August
(b) Determine the declaration of	Corporation shall engage in the kinds of business comprised in the primary and secondary purposes of the Articles of Incorporation.	Determine the period, manner and conditions under which the	Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following powers:	The Board of Directors shall have such powers and authorities as are herein by these By-Laws or by statutes of the Philippines expressly conferred upon it.	be given. (As amended on August 12, 1985)
				-No change-	

person to be agents of the corporation with such powers (including the	ement nent and/ ppoint a	Special Committee or to any officer of the Corporation or	e curi	(g) Delegate, from time to time, when not prohibited by law, any of the powers of	defendant, in connection with the business of the Corporation.
	person to be agents of the corporation with such powers (including the	management agreement and/or to appoint any person to be agents of the corporation with such powers (including the	Special Committee or to any officer of the Corporation or agent, or management agreement and/or to appoint any person to be agents of the corporation with such powers (including the	course of the current businesses of the Corporation to any Committee or Special Committee or to any officer of the Corporation or agent, or management agreement and/or to appoint any person to be agents of the corporation with such powers (including the	(g) Delegate, from time to time, when not prohibited by law, any of the powers of the Board, in the course of the current businesses of the Corporation to any Committee or Special Committee or to any officer of the Corporation or agent, or management and/or to appoint any person to be agents of the corporation with such powers (including the

	Proceedings of the Executive  Committee shall be kept by
	Regular minutes of acts and
	attendance at said meetings.
	receive such compensation as
	Executive Committee shall
	quorum. Members of the
	any meeting shall constitute a
	majority of said committee at
	determine or authorize, and a
	Philippines as it may
	within or outside the
	may be held at such place
	government; its meetings
	prescribe rules for its
	Board. Such committee may
	between meetings of the full
	Board during the intervals
	exercise all powers of the
	Board of Directors, have and
	by law or by resolution of the
	may otherwise be provided
	committee shall, except as
	said Committee. Such
	appoint the Chairman of the
	members of the Board and
	members from among the
	committee of three (3)
	may create an executive
The state of the s	The Board of Directors
	P-1-0-0-0-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-

successor or successors to
such removal the stockholders may choose a
of Article IV and in case of any
Board of Directors pursuant
including any director or directors appointed by the
directors,
remove from office any
any
the
provisions of Section 1 of
subject, however, to the
for the unexpired term
of such remaining members
affirmative vote of a majority
fill the same by the
constituting a quorum, may
of Directors
remaining members of the
In case of any vacancies in the -No change-
amended on March 20, 1985.)
(As
shall act as the Secretary of the
the Corporate Secretary who

Minutes Board c	Section 9. Minutes	Compensation Compensation Compensation  directors, the receive and allcamount of not percent (10%) income before the company preceding compensation determined and among the direction deem proper distributed sens shall decide August 12, 1985	
Board of Directors shall be	Minutes of the meetings of the   -	Board shall scate yearly an more than ten of the net income tax of during the year. Such shall be apportioned apportioned actors in such Board may and shall be ui-annually as as the Board (Amended).	term.
	-No change-	the provision previously approved by the SEC in the By-laws:  As compensation of the directors, the Board shall receive and allocate yearly an amount of not more than Two and a Half Percent (2.5%) of the net income after income tax of the corporation during the preceding year. Of the said 2.5%, One Percent (1%) shall be allocated to the members of the Board of Directors to be distributed share and share alike. The remaining One and Half Percent (1.5%) shall be allocated to the members of the Executive Committee to be distributed share and share allocated share and share allocated to the members of the Executive Committee to be distributed share and share allocated a majority of the outstanding capital stock. (Amended on April 10, 2006).	
		This provision was already stated in the Company's 2006 and 2007 By-laws as approved by the Securities and Exchange Commission on April 20, 2007 and on September 28, 2007. However, the same is not contained in the existing By-laws because it was the By-laws approved by the SEC in 2005, and not the By-laws approved by the SEC on September 28, 2007, that was inadvertently marked-up to reflect subsequent amendments that were approved by the SEC on May 16, 2012.	

	kept and carefully preserved		
	as a record of the business		
	transacted at such meetings.		
	The minutes shall contain		
	such entries as may be		
	required by law.		
ARTICLE V OFFICERS	ICERS		
Section 1.	The Board of Directors shall	Amendment(s) underscored below:	
Designations	annually, at their first		
	meeting, elect a Chairman of	Section 1. Designations – The	Under Section 24 of the Revised Corporation
	the Board of Directors, a	Board of Directors shall	Code "corporate officers are only those
	President, Vice-Presidents,	armually, at their first meeting,	whose positions are particularly mentioned
	and a Secretary, and may also	elect the following officers:	or provided for in the by-laws", thus the
	from time to time appoint		existing officers of the Company other than
All Market on the second	such other officers and agents	1. Chairman of the Board	the Chairman/CEO, President/COO, Vice-
	as it may deem proper. The	of Directors	Presidents, Corporate Secretary and
	Board of Directors may create	2. Chief Executive Officer	Treasurer, need to be also listed in the By-
	such additional positions as it	3. President	laws.
	may consider proper. Except		
	the Chairman and President,	5. Chief Financial Officer	
	the other officers need not be	(please see Annex "A"	
	stockholders. Any two	for the powers and	
**************************************	officers, except those	duties of a Chief	
	incompatible with each other	Financial Officer)	
	may be held by the same	6. Chief Marketing Officer	
	person. The Secretary and the	(please see Annex "A"	
	Assistant Secretary, if any,	for the powers and	
		duties of a Chief	
	of the Philippines. Every	Financial Officer)	
	officer shall hold office only		

In order to be consistent with GMA's Revised Manual on Corporate Governance	Amendment underscored below: Section 2. Compensation - The salary or compensation of all officers and agents elected or appointed by the Directors, as may be recommended by the	Section 2. Compensation – The salary or compensation of all officers and agents elected or appointed by the Directors shall be fixed by the Board.	Section 2. Compensation
	(as amended on March 4, 2013, November 18, 2013 and March 25, 2022)		
	officer by death, removal, resignation or disability shall be filled by the Board of Directors.		
	hold office only during the pleasure of the Board of Directors, and all vacancies		
	same person. The Secretary and Assistant Secretary, if any, shall be residents and citizens of the Philippines. Every officer shall		
	stockholders. Any two offices, except those incompatible with each other, may be held by the		
	deem proper. Except the Chairman and President, the other officers need not be		
	The Board shall also from time to time appoint such other officers and agents as it may		

The Board of Directors the President may from to time prescribed the dand functions of the offi agents and employees of Company, and all officers employee of the compshall be subject to immediately the Board Directors with or with cause.  The Chairman of the Board Director and the shall be the General and of the stockhol at which he shall be the General Executive Officer and have the following possible and duties:  (a) Execute on be of the Corpora contracts		nts w	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall be the Chief Executive Officer and shall have the following powers and duties:  (a) Execute on behalf of the Corporation		contracts and	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be the Chief Executive Officer and shall have the following powers and duties:  (a) Execute on behalf		of the Corporation	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall be the Chief Executive Officer and shall have the following powers and duties:		(a) Execute on behalf	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall be the Chief Executive Officer and shall have the following powers		and duties:	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall be the Chief Executive Officer and shall		have the following powers	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present.  He shall be the Chief		Executive Officer and shall	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present.		He shall be the Chief	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders		at which he shall be present.	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall preside at all meetings of the		Board and of the stockholders	Directors
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board who must be a director shall		preside at all meetings of the	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.  The Chairman of the Board		who must be a director shall	Chairman of the
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.	 -No change-	The Chairman of the Board	Section 4.
The Board of Directors and the President may from time to time prescribed the officers, and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without		cause.	A THE
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of		Directors with or without	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate		removal by the Board of	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company		shall be subject to immediate	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and		employee of the company	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the		Company, and all officers and	
The Board of Directors and the President may from time to time prescribed the duties and functions of the officers,		agents and employees of the	
The Board of Directors and the President may from time to time prescribed the duties		and functions of the officers,	
The Board of Directors and the President may from time		to time prescribed the duties	
The Board of Directors and		the President may from time	
Compensation Committee, but not mandatorily required, shall be fixed by the Board. (As amended on March 4, 2013 and on March 25, 2022)	-No change-	The Board of Directors and	Section 3. Duties
not mandatorily required, shall be fixed by the Board. (As amended on March 4, 2013 and	on March 25, 2022)		
<u>Compensation Committee, but</u> <u>not mandatorily required</u> , shall be fixed by the Board. (As	amended on March 4, 2013 and		
<u>not mandatorily required, shall</u>	be fixed by the Board. (As		
Compensation Committee, but	not mandatorily required, shall		
	Compensation Committee, but		

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	t Vice-	he level of	employees	S;		kholders at	al report to	quest, and	s the latter	such other	of Directors	tion to the	of the	an annual	orporation;	id on behalf	ey in the	ts or sums	orders of	ory notes	exchange,	drafts, bills	signate, all	the Board	officials	tion with	in	ndorse and	to;		said
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		Section 5. President		, , ,	
		The			
(a) Oversee the day to day operations of the corporation; (b) As may be authorized by the Chairman/CEO or the Board of	In the absence of the Chairman of the Board/CEO, he shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall have the following powers and duties:	The President who is elected by the Board from among their members shall be the Chief Operating Officer.	time fix or delegate. (As amended on October 28, 2010.)	such other power and perform such other duties as the Board of Directors may from time to	President; Exercise
		No change			

(As amended on	time fix or delegate.	may from time to	Board of Directors	Chairman/CEO or	the	such other duties as	power and perform	(d) Exercise such other	of the Corporation;	name and on behalf	of money in the	payments or sums	and orders of	promissory notes	of exchange,	checks, drafts, bills	may designate, all	whom the Board	other officials	conjunction with	deliver, in	(c) Sign, endorse and	enter into;	Corporation may	the said	agreements which	contracts and	Corporation	on behalf of the	Directors, execute
	•	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,																												
					A A LONG AND A A A STATE OF THE A A A A A A A A A A A A A A A A A A A																									

	March 25, 2022)	4, 2013 and on	amended on March	fix or delegate. (As	from time to time	the President may	of Directors and/or	duties as the Board	perform such other	powers	(b) Exercise such other		responsibility.		7	Corporation t	departments of the	different	control over		(a) Exercise di	ţ	following powers and duties:	the Board and shall have the	<b>Presidents</b> Presidents shall be elected by	Section 6. Vice- Vice-Presidents - V	October 28, 2010)
to time fix or delegate.	President may from time		rch Board of Directors, the			(b) Exercise		ard responsibility.		and Corporation that may be	her departments of the	over the different	supervision and control	(a)	red	that and duties:	the   shall have the following powers	be elected by the Board and	the Assistant Vice-President shall	and Assistant Vice-Presidents and	direct Vice Presidents, Senior	Assistant Vice-Presidents	Assistant Vice-Presiden	the Vice-Presidents, Senior	by	Vice-   Amendment(s) underscored below:	
																		laws.	Treasurer, need to be also listed in the By-	Presidents, Corporate Secretary and	the Chairman/CEO, President/COO, Vice-	existing officers of the Company other than	or provided for in the by-laws", thus the	whose positions are particularly mentioned	Code "corporate officers are only those	Under Section 24 of the Revised Corporation	

		vouchers.	
		appropriate by	
		res	
		disbursements and	
		and see to it that all	
au au ann an		the Corporation,	
		books of account of	
		corresponding	
		of transaction in the	
		and accurate record	
		keep a complete	
		Corporation and	
		•	
		for, all the funds,	
		and be responsible	
		(a) Have custody of,	
		duffee	
		the board and he shall have	
		TIOIR Office at the preasure of	
		hold office at the placeur of	
		the Cornoration He shall	
		he may not be a stockholder of	
	C	by the Board of Directors and	er
	-No change-	The Treasurer shall be elected	Section 7.
	7022)		
	4, 2013 and on March 23,		
	(As attlended on March		
ATTENDED TO THE PERSON OF THE	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		A STATE OF THE PERSON NAMED IN COLUMN NAMED IN

or the President.	Board of Directors	prescribed by the	the law or	may be required by	such other duties as	generally perform	whatsoever, and	any source	Corporation from	moneys paid to the	receipts for all	(c) To receive and give	nis control.	may come under	Corporation which	belonging to the	valuables	bonds and similar	funds, securities,	all of the money,	Board of Directors,	time to time by the	designated from	banks as may be	corporation in such	credit of the	name of and to the	(b) Deposit in the
			napa pangangan panga																									

1	
Section Secretary	
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Secretary - The Secretary who shall be a citizen and resident of the Philippines, shall be elected by the Board of Directors and he may or may not be a stockholder of the corporation. He shall hold the office at the pleasure of the Board, and he shall perform the following duties:	(d) Render an annual statement showing the financial condition of the Corporation on the 30th day of June of each year and such other financial reports as the Board of Directors or the President may from time to time require.  The Treasurer may delegate the duties of the office to an Assistant Treasurer with the approval of the Board of Directors.
Assistant Corporate Secretary and Assistant Corporate Secretary and the Assistant Corporate Secretary shall be citizens and residents of the Philippines, shall be elected by the Board of Directors and they may or may not be a stockholder of the corporation. They shall hold the	
Under Section 24 of the Revised Corporation Code "corporate officers are only those whose positions are particularly mentioned or provided for in the by-laws", thus the existing officers of the Company other than the Chairman/CEO, President/COO, Corporate Secretary and Treasurer, need to be also listed in the By-laws.	

or stub es upon s; cause to be all notices, by law or by the of the ion, as well as	(d) Give, or cause to given, all notic required by law or by t By-Laws of t Corporation, as well	certificate of stock issued,		
on the stub upon upon se to be notices, wor by the of the	(d) Give, or cau given, all required by lav	certificate of		
on the stub upon upon se to be notices, vor by the	(d) Give, or cau given, all required by lav			
on the stub upon	(d) Give, or cau given, all	all the		
on the stub upon	(d) Give, or cau	countersign		
on		Fill and	(c)	
on	ADD CREATE CODY	`		
on	issurances:			
on	certificates	Corporation		
on	margin or	the		
	annotations	such seal of		
	corresponding	requiring		
ing the	issued, mak	documents		
of stock	the certificate	stamp on all		
tersign all	(c) Fill and countersign all	he shall		
		seal, which		
	Corporation;	corporate		
of the	such seal	the		
requiring	documents requiring	book and		
on all	shall stamp	and transfer		
which he	corporate seal	Keep a stock	(b)	
and the	transfer book			
ock and	(b) Keep a stock			
	stockholders;	stockholders		
d of the	Directors and	and of the		
e Board of	meetings of th	of Directors		
utes of all	(a) Keep full minutes of all	of the Board		
		all meetings		
		minutes of		
ll perform	Board, and they shall perform	Keep full	(a)	
tre of the	office at the pleasu			

	Aution So		
	such other		
	Perform	(e)	
	stockholders		
	and of the		
	Directors		
	the Board of		
	meetings of		
	notice of all		
	, as well as		
	Corporation		
	the		
2022).	By-Laws of		
2013 and on March 25,	law or by the		
amended on March 4,	required by		
Board of Directors. (As	notices,		
with the approval of the	given, all		
Corporate Secretary	cause to be		
office to an Assistant	Give, or	(d)	
delegate the duties of the			
Corporate Secretary may	issuances;		
President. The	upon		
of Directors or the	certificates		
prescribed by the Board	stub		
duties as may be	margin or		
(e) Perform such other	on the		
	annotations		
and of the stockholders;	ng		
the Board of Directors	correspondi		

Section9.If the office of the office of the officesVacanciesand of DelegationPresident, vacanesVacanesOfficesresignation, or constituting a qualification of the office of the o	
he Chairman, ice-President, Secretary t by death, therwise, the ctors, if still luorum, by a hay choose a ccessors who ice for the	prescribed by the Board of Directors or the President. The Secretary may delegate the duties of the office to an Assistant Secretary with the approval of the Board of Directors.
-No change-	

	par value of the shares of one
	the power to provide that the
	provided by law, including
	qualifications thereof fixed as
	powers, restrictions, and
	with the preferences, voting
	of stock of the same class,
	stock, and two or more series
	issue two or more classes of
	power from time to time to
	this corporation shall have the
	with the provisions of law,
-No change-	<b>Section 1.</b> Subject to and in accordance
	ANTICEE VI CENTILICATE OF STOCK
	prohibition of these By-Laws.
	covered by any express
	and such delegation is not
	of the Board concur therein
	officers, provided a majority
	time being to any other
	powers and duties for the
	Directors may delegate the
	sufficient, the Board of
	Directors may deem
	reason that the Board of
	Corporation or for any other
	absence of any officer of the
	In case of temporary
THE PARTY OF THE P	

		provide that stock certificate	
class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.  Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.  Each Certificate of stock shall be sealed with the corporate seal and signed by the President or a Vice-President and also by the Secretary or by an Assistant Secretary, provided, however, that the		Board of Directors may	
class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.  Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.  Each Certificate of stock shall be sealed with the corporate seal and signed by the President or a Vice-President and also by the Secretary, or by an Assistant Secretary,		provided, however, that the	
class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.  Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.  Each Certificate of stock shall be sealed with the corporate seal and signed by the President or a Vice-President and also by the Secretary or		by an Assistant Secretary,	
class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.  Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.  Each Certificate of stock shall be sealed with the corporate seal and signed by the President or a Vice-President		and also by the Secretary or	
class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.  Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.  Each Certificate of stock shall be sealed with the corporate seal and signed by the		President or a Vice-President	
class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.  Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.  Each Certificate of stock shall be sealed with the corporate		seal and signed by the	
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class or of the shares of any		other class or of any other	
		class or of the shares of any	

parties thereto, their
transfer, the names of the
to show the date for the
books of the corporation so as
have been recorded on the
obtained or the transfer shall
certificate shall have been
parties thereto, until such new
be valid, except between the
one. No such transaction shall
upon surrendering the old
be entitled to a new certificate
certificates. The indorsee shall
and delivery of the
Transfer of may be made by indorsment
Section 1. Transfer of shares of stock -No change-
ARTICLE VII
Secretary.
Secretary or an Assistant
President and also the
the President or Vice-
only the facsimile signature of
011
facsimile seal of the
shall be sealed with only the

	Section 2. Closing of Transfer Books or Fixing of Record Date	
adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, thirty five (35) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10)  working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record	For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any	surrender of any certificate the same shall be cancelled.
adjournment thereof or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, thirty five (35) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least twenty (20) days immediately preceding a special meeting. In lieu of closing the stock and	Amendment(s) underscored below: For the purpose of determining the stockholders entitled to notice of, or to vote at, any	
period, the stock and transfer book or membership book may be closed at least twenty (20) days for regular meetings and seven (7) days for special meeting." The record date of at least twenty one (21) days is consistent with the required number of days for notice of stockholders of record for a regular stockholders' meeting.	In order to be consistent with Section 49 of the Revised Corporation which states that "Unless the bylaws provide for a longer	

Section Holder Record	Secti	
ion 4. ler of	Section 3. Loss or mutilation	
The corporation shall be entitled to treat the holder of record of any share or shares of its capital stock as the holder in fact thereof for any	In case of loss, mutilation, or destruction of any certificate of shares of stock of the corporation, a duplicate certificate may be issued upon such terms as the Board of Directors may prescribe, in accordance with the Republic Act No. 201.	date which shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provide otherwise. (As amended on October 11, 2005).
-No change-	Amendment underscored below:  In case of loss, mutilation, or destruction of any certificate of shares of stock of the corporation, a duplicate certificate may be issued upon such terms as the Board of Directors may prescribe, in accordance with existing laws.	transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case be less than twenty-one (21) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provide otherwise. (As amended on October 11, 2005 and March 25, 2022)
	To reflect the presently governing law on the matter	

purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  Section 5. Sale of The unissued stock of the Unissued Stocks corporation may be offered for sale and sold in such quantities and at such times as the Board of Directors of the corporation may from time to time determine, and shall be sold upon such terms and conditions (not less than par) as may be determined by the Board of Directors and approved by the Securities and Exchange Commission.  Section  6. Treasury shares of the -No change-such issued and outstanding stock of the corporation as may be donated to the corporation or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or the Board of Directors or the		stockholders, as the case may	
purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  5. Sale of The unissued stock of the corporation may be offered for sale and sold in such quantities and at such times as the Board of Directors of the corporation may from time to time determine, and shall be sold upon such terms and conditions (not less than par) as may be determined by the Board of Directors and approved by the Securities and Exchange Commission.  6. Treasury shares of the corporation shall consist of such issued and outstanding stock of the corporation as may be donated to the corporation or otherwise acquired by it, and shall be held subject to disposal by the		Board of Directors or the	
purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  5. Sale of The unissued stock of the corporation may be offered for sale and sold in such quantities and at such times as the Board of Directors of the corporation may from time to time determine, and shall be sold upon such terms and conditions (not less than par) as may be determined by the Board of Directors and approved by the Securities and Exchange Commission.  6. Treasury shares of the corporation shall consist of such issued and outstanding stock of the corporation or otherwise corporation or otherwise		held subject to disposal by the	
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purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  The unissued stock of the corporation may be offered for sale and sold in such quantities and at such times as the Board of Directors of the corporation may from time to time determine, and shall be sold upon such terms and conditions (not less than par) as may be determined by the Board of Directors and approved by the Securities		and Exchange Commission.	
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purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  The unissued stock of the corporation may be offered for sale and sold in such quantities and at such times as the Board of Directors of		the corporation may from	
purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  The unissued stock of the corporation may be offered for sale and sold in such quantities and at such times		as the Board of Directors of	
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purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.  The unissued stock of the		····	Unissued Stocks
purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.	nge-	the	Section 5. Sale of
purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.		<b>8</b>	
purpose whatsoever and shall not be bound to recognize any equitable or other claimant therefore except as provided in		Section 1 of this Article.	
not be bound to recognize any		thorate over the required in	
purpose whatsoever and shall		not be bound to recognize any	
		purpose whatsoever and shall	

	vote nor participate in	
	corporation.	
RTICLE VIII E)	ARTICLE VIII EXECUTION OF INSTRUMENTS	
Section 1.	All checks and other orders	-No change-
	for the payment of money,	
	drafts, notes, bonds,	
	acceptances, contract, and all	
	other instruments, except as	
	may otherwise be provided in	
	these by-laws, or except as	
	may otherwise be provided	
	by a resolution of the Board of	
	Directors, shall be signed by	
	the President or a Vice-	
	President and by the	
	Treasurer or the Secretary.	
	The Board of Directors may	
	designate the person or	
	persons to execute any such	
	instruments on behalf of the	
	corporation by the facsimile	
	signature of such person or	
	persons as may be designated	
	by the Board of Directors or	
	by any officers to whom such	
	power of designation may	
Annual Asia Asia Asia Asia Asia Asia Asia Asia	have been delegated by the	

	ACTIVITY OF ADJUST OF OTHER
	corporation which shall
	Board of Directors of the
	quorum at any meeting of the
	determining the existence of a
	interested may be counted in
	corporation or who is so
	officer of such other
	who is also a director or
	director of the corporation
	other corporation, and any
	directors or officers of, such
	otherwise interested in or are
	corporation are pecuniarily or
	any of the directors of the
	invalidated by the fact that
	any way be affected or
	act of the corporation, shall in
	any other corporation and no
	between the corporation and
	contact or other transaction
-No change-	<b>Section 1.</b> In the absence of fraud, no -No change-
EGARDING DIRECTORS, OFFICERS AND EMPLOYEES	ARTICLE IX MISCELLANEOUS PROVISION REGARDING DIRECTORS, C
	corporation.
	with the facsimile seal of the
	instruments may be sealed
	provide that any such
	Board of Directors may
	Board of Directors, and the

Indemnification indemnity every director or of directors and officer, his heirs, executors officers and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		such contract or transaction or act.	
infication indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by	Section 2.	Company	-No change-
tors and	Indemnification	indemnify every director or	Ö
	of directors and	officer, his heirs, executors	
costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by	officers	and administrators against all	
reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		costs and expenses	
person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		reasonably incurred by such	
civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		person in connection with any	
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proceeding (other than in action by the Company) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		or investigative action, suit or	
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a party by reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		which he may be, or is, made	
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except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		officer of the Company,	
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adjudged in such action, suit or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		to which he shall be finally	
or proceeding to be liable for negligence or misconduct.  In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		adjudged in such action, suit	
In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		or proceeding to be liable for	
In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		negligence or misconduct.	
settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by		event of	
indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by			
provided only in connection with such matters covered by the settlement as to which the company is advised by			
with such matters covered by the settlement as to which the company is advised by		provided only in connection	
the settlement as to which the company is advised by		with such matters covered by	
is advised		the settlement as to which the	
		is advised	

determined that he is entitled of the director or officer to paragraph upon receipt of an provided for in the preceding authorized in the manner action, suit or proceedings as proceeding may be paid by aforementioned action, suit or August 12, 1985) repay such amount, unless it undertaking by or on behalf the final disposition of such the Company in advance of incurred in defending the members of the Board. adopted by a majority of the pursuant to determined and paid only by way of indemnity shall be breach of duty Company as authorized in to be indemnified by the director or officer. indemnified did not commit a counsel that the person to be Section. The costs and expenses The amount payable ultimately a resolution (Amended such

	ARTICLE XI AMENDMENT TO BY-LAWS	ARTICLE XI A
-No change-	All of the property of the corporation shall be liable for the just debts thereof but no holder of or subscriber for shares of the capital stock of the corporation shall as such be individually liable beyond the amount, if any, which may be due upon the share or shares of capital stock held or subscribed for by him.	Section 2.
-No change-	Dividends shall be declared only from the surplus profits of the corporation and shall be payable at such times and in such amounts as the Board of Directors shall determine, either in cash or in shares of the unissued stock of the company, or both, as said Board of Directors shall determine. No dividend which will impair the capital of the corporation shall be declared.	Section 1.
	ARTICLE X DIVIDENDS AND FINANCES	ARTICLE X D
	A Proposition of the Proposition	

	AKTICLE XII FISCAL YEAK
	A DITIOUR VITAGO AT ACTA
	regular or special meeting.
	corporation shall so vote at a
	stockholders of the
	whenever a majority of the
	considered as revoked
	new By-Laws shall be
	repeal any By-Laws or adopt
	of Directors to amend or
	power delegated to the Board
	provided by law and any
	Directors in the manner
	delegated to the Board of
	new By-Laws may be
	repeal the By-Laws or adopt
	power to amend, alter or
	provided, however, that the
	the same being made,
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	to such meeting, and any such
	laws shall be necessary prior
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## AMENDED BY-LAWS OF GMA NETWORK, INC.

### ARTICLE I NAME AND SEAL

**Section 1. Name** - Unless and until otherwise changed in the manner provided by law, the name of the corporation shall be "GMA NETWORK, INC." (As amended on August 4 and 9, 1995)

**Section 2. Seal** – The seal of the corporation shall be circular in form and shall bear the name of the corporation around the border and such other device or inscription as the Board of Directors shall determine. The Board of Directors may change the device or inscription thereon at any time and from time to time.

# ARTICLE II PRINCIPAL AND BRANCHES OFFICES

**Section 1. Principal Office.** – The principal office of the corporation shall be at the place stated under the corporation's Articles of Incorporation. (As amended on August 4 and 9, 1995 and March 25, 2022)

**Section 2. Other Offices** – The Board of Directors may establish branch offices of the corporation at such other places, either within or without the Philippines, as the Board of Directors may determine and direct. The stock and transfer books shall at all times be kept at the principal office of the corporation in the Philippines.

## ARTICLE III STOCKHOLDERS

**Section 1. Place of Meeting** - All meetings of stockholders shall be held <u>in</u> the principal office of the corporation as stated in the articles of incorporation, or <u>if not practicable</u>, in the city or municipality where such office is located (As amended on August 4 and 9, 1995 and March 25, 2022)

Section 2. Annual Meeting – The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held at the principal office of the corporation, or at any place in the city where the principal office of the Company is located, or if not practicable, in the city or municipality where such office is located, on the third Wednesday of May of each year at ten o'clock in the morning. If the election of directors shall not be held on the day designated for any annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting or soon thereafter as the same may conveniently be held. At such special meeting, the stockholders may elect the directors and transact other business as stated in the notice of the meeting with the same force and effect as at any annual meeting duly called and held. (As amended on October 11, 2005 and March 25, 2022)

**Section 3. Special Meeting** – A special meeting of the stockholders may be called by the Chairman of the Board at his discretion or by a majority of the members of the Board of Directors or on the demand of the stockholders holding at least 10% of the outstanding shares of the Corporation, or such number of percentage of outstanding shares as may be prescribed by law or regulation. (As amended on October 11, 2005 and March 25, 2022)

**Section 3.a. – Notice of Meeting** – Notice of annual meetings or special meetings of stockholders may be sent by the Corporate Secretary by personal delivery, mail, telegraph, cable or <u>electronic transmission</u> to each stockholder of record to his last known post office or <u>electronic mail</u> address or by publication in a general circulation. <u>For annual meetings</u>, the notice shall be sent at least twenty-one (21) days prior to the date of the meeting, unless a different period is required by law or regulation, while for special meetings, at least one (1) week written notice shall be sent to all stockholders, unless a different period is provided in the law or regulation.

The notice shall state the place, date and hour of the meeting, and the purpose for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

The requirement for notice to the meeting shall be deemed waived if the stockholder, in person or by proxy, shall be present thereat.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which

the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting. (As amended on October 11, 2005 and March 25, 2022)

**Section 4. Quorum** – The holders of a majority of the shares of the subscribed stock of the corporation outstanding, present in person or by proxy at any meeting of stockholders, shall constitute a quorum for the transaction of business, except as may otherwise specially be provided with respect to particular matters by applicable statutory provisions in force at the time of voting with respect to such matters. All provisions of these By-Laws which specify or relate to the powers of the stockholders or to action which may be taken by the stockholders at or in connection with meetings thereof shall be interpreted as referring to the holders of shares of stock of the corporation. If there is no quorum at any meeting, the stockholders present in person and by proxy at such meeting may adjourn from time to time to secure the attendance of a quorum and no notice of any such adjournment need be given.

Section 5. Proxy – Any stockholder may in writing authorize any person or corporation to vote as the proxy of such stockholder at any meeting or meetings of the corporation; provided, however, that such authorization in writing must be filed with or presented to the corporation prior to any meeting or meetings at which such proxy may act pursuant thereto and shall hold good until a written revocation of the same shall be filed with or presented to the corporation or until the same shall be superseded by another written authorization of later dates. Duly accomplished proxies must be submitted to the Office of the Corporate Secretary not later than seven (7) working days prior to the date of the stockholders' meeting. Validation of proxies shall be conducted by the Proxy Validation Committee at least five (5) working days prior to the date of the stockholders' meeting. (As amended on October 11, 2005)

**Section 6. Voting** – Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person, through remote communication, in absentia, or be represented by proxy, for each share with voting right held by such stockholder. At all meetings of the stockholders, all elections and all questions, except in cases where other provisions is made by statute, or by the Articles of Incorporation, shall be resolved by the plurality vote of stockholders present in person, through remote communication, in absentia, or represented by proxy and entitled to vote thereat, a quorum being present. Unless required by law, or demanded by a stockholder present in person, through remote communication, in absentia, or represented by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the

stockholders voting, or in his name by his proxy if there by such proxy, and shall state the number of shares voted by him. (As amended on March 25, 2022)

### ARTICLE IV BOARD OF DIRECTORS

Section 1. Qualification and Term of Office – The general management of the corporation shall be vested in a Board of Nine (9) directors who shall be stockholders holding at least one (1) share and who shall be elected annually by the stockholders entitled to vote to serve until the election and qualification of their successors. If any vacancy shall occur among the directors by reason of death, resignation, or for any other reason, such vacancy may be filled by the remaining directors at any meeting at which a quorum shall be present. Any such vacancy may also be filled by the stockholders entitled to vote at any meeting held during such vacancy. The stockholders entitled to vote at 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 continue to act, but if at any time their numbers be reduced to less than quorum, the remaining directors shall forthwith call a special meeting of the stockholders entitled to vote for the purpose of filling up such vacancy. Any director so chosen to fill the vacancy shall serve for the unexpired term only. (As amended on October 11, 2005)

No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in or connected with any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged or connected:

- (a) If he is an office, manager, director consultant, controlling person of, or the owner (either of record or beneficially) of 5% or more of any outstanding class of shares of, any other corporation or entity engaged in a business which the Board, by a majority vote, determines to be competitive or antagonistic to that of the Corporation; or
- (b) If the Board, in the exercise of its judgment in good faith, determines by a majority vote that he is the nominee of any person set forth in determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relationship. (As amended on April 10, 2006).

The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the total membership of the Board of Directors, whichever is lesser, as required by law. (As amended on April 10, 2006)

(Last paragraph of Section 1 moved to 5<sup>th</sup> paragraph of Section 1.a) (As amended on May 18, 2007)

**Section 1.a Nomination of Directors** – The Board of Directors – The Board of Directors shall constitute a Nomination Committee consisting of at least three (3) members, one of whom shall be an independent director.

The Nomination Committee shall have the authority to promulgate and issue guidelines for the conduct of nominations.

Nominees to the Board of Directors, including independent directors, shall be submitted to the Nomination Committee for consideration by the latter prior to the annual stockholders' meeting or special meeting duly called for that purpose.

The Nomination Committee shall review the qualifications of the nominees for directors and prepare a final list of candidates.

For the proper implementation of the foregoing, all nominations to the Board of Directors shall be submitted in writing to the Nomination Committee of the Board of Directors at least thirty (30) working days before the date of the regular annual meeting of stockholders.

After such nomination process, the Nomination Committee shall prepare a Final List of Candidates containing all information about all nominees for directors, which list shall be available to the Securities and Exchange Commission and to all stockholders through the Information or Proxy Statement. The name of the person or group of persons who submitted a particular nominee's name shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors. No other nominations shall be entertained or allowed on the floor during the annual stockholders meeting. (As amended on May 18, 2007).

**Section 2. Election of Directors** – The directors of the Corporation shall be elected by majority vote at the annual meeting of the stockholders at which a quorum is present. At each election for directors every stockholder shall have the

right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes at the same principle among any number of candidates. (As amended on October 11, 2005)

Subject to existing laws, rules and regulations of the Securities and Exchange Commission or any stock exchange having jurisdiction over the Company, the conduct of election of directors shall be made in accordance with the standard election procedures contained in the By-Laws.

It shall be the responsibility of the Chairman of the Meeting to inform all stockholders of the requirement of electing independent directors. The Chairman of the Meeting shall ensure that the independent directors is elected during the stockholders' meeting.

Specific slots for independent directors shall not be filed up by unqualified nominees.

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 vacancy. (As amended on May 18, 2007)

**Section 3. Place of Meetings** – The Board of Directors may hold its meeting in the principal office or at such other places within or without the Republic of the Philippines as the Board may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

**Section 4. Meeting of the Board** – Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding day not a legal holiday. (As Amended on March 25, 2022)

Special meetings of the Board of Directors may be called at any time upon the request of the Chairman of the Board or President or by the person or persons calling the meeting, by advising him by word of mouth, by telephone, by telegraph, by electronic transmission of such meeting or by leaving notice of such meeting with him or at his residence or usual place of business, or by mailing it, postage prepaid and addressed to him at his residence as it appears upon the books of the corporation. Non-receipt of any such notice shall not invalidate any business done at any meeting at which a quorum is present.

Notice of regular or special meetings of directors must be sent to every director at least two days prior to the scheduled meeting, unless a different period is required by law or regulation. (As amended on March 25, 2022)

If at any meeting of the Board of Directors however called or wherever held, all of the directors at the time in the Philippines shall be present or shall before or after the Meeting waive notice of such meeting by a writing filed with the Secretary of the corporation, or after any such meeting shall consent to the holding of the meeting and all action taken thereat, then any and all action taken at such meeting shall be legal and validly taken.

**Section 5. Quorum and Manner of Acting** – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. In the absence of a quorum, the directors present may adjourn any meeting from time to time until a quorum could be attained. Notice of any such adjourned meeting need not be given. (As amended on August 12, 1985)

**Section 6. Powers** – The Board of Directors shall have such powers and authorities as are herein by these By-Laws or by statutes of the Philippines expressly conferred upon it.

Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following powers:

- (a) Determine the period, manner and conditions under which the Corporation shall engage in the kinds of business comprised in the primary and secondary purposes of the Articles of Incorporation.
- (b) Determine the declaration of dividends out of profits or surplus.
- (c) Submit annually to the regular general meeting of the stockholders the Balance Sheet, Profit and Loss Statement, and Annual Report on the condition of the Corporation.
- (d) Call special meetings of stockholders.

- (e) Determine the time and manner of issuance of unissued stocks of the corporation.
- (f) Institute, maintain, defend, compromise or drop any litigation in which the Corporation or its officers may be interested as plaintiff or defendant, in connection with the business of the Corporation.
- (g) Delegate, from time to time, when not prohibited by law, any of the powers of the Board, in the course of the current businesses of the Corporation to any Committee or Special Committee or to any officer of the Corporation or agent, or management agreement and/or to appoint any person to be agents of the corporation with such powers (including the power of subdelegate), and upon such terms as may be deemed fit.

The Board of Directors may create an executive committee of three (3) members from among the members of the Board and appoint the Chairman of the said Committee. Such committee shall, except as may otherwise be provided by law or by resolution of the Board of Directors, have and exercise all powers of the Board during the intervals between meetings of the full Board. Such committee may prescribe rules for its government; its meetings may be held at such place within or outside the Philippines as it may determine or authorize, and a majority of said committee at any meeting shall constitute a quorum. Members of the Executive Committee shall receive such compensation as may be fixed by the Board for attendance at said meetings. Regular minutes of acts and proceedings of the Executive Committee shall be kept by the Corporate Secretary who shall act as the Secretary of the Executive Committee. (As amended on March 20, 1985)

**Section 7. Vacancy and Removal** – In case of any vacancies in the Board of Directors, the remaining members of the Board of Directors constituting a quorum, may fill the same by the affirmative vote of a majority of such remaining members for the unexpired term subject, however, to the provisions of Section 1 of Article IV.

The stockholders of the corporation may at any special meeting depose or remove from office any director or directors, including any director or directors appointed by the Board of Directors pursuant to the provisions of Section 1 of Article IV and in case of any such removal the stockholders may choose a successor or successors to hold office for the unexpired term.

Section 8. Compensation – As compensation of the directors, the Board shall receive and allocate yearly an amount of not more than Two and a Half Percent (2.5%) of the net income after income tax of the corporation during the preceding year. Of the said 2.5%, One Percent (1%) shall be allocated to the members of the Board of Directors to be distributed share and share alike. The remaining One and Half Percent (1.5%) shall be allocated to the members of the Executive Committee to be distributed share and share alike. As approve by the stockholders representing at least a majority of the outstanding capital stock. (Amended on April 10, 2006)

**Section 9. Minutes** – Minutes of the meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

## ARTICLE V OFFICERS

**Section 1. Designations** – The Board of Directors shall annually, at their first meeting, elect the following officers:

- 1. Chairman of the Board of Directors
- 2. Chief Executive Officer
- 3. President
- 4. Chief Operating Officer
- 5. <u>Chief Financial Officer</u> (please see Annex "A" for the powers and duties of a Chief Financial Officer)
- 6. <u>Chief Marketing Officer</u> (please see Annex "A" for the powers and duties of a Chief Marketing Officer)
- 7. <u>Executive Vice President</u> (please see Annex "A" for the powers and duties of an Executive Vice-President)
- 8. <u>Senior Vice-President</u> (please see Annex "A" for the powers and duties of a Senior Vice-President)
- 9. <u>First Vice-President</u> (please see Annex "A" for the powers and duties of a First Vice-President)
- 10. Vice-President, Senior Assistant Vice-President and Assistant Vice-President
- 11. <u>Division Head</u> (please see Annex "A" for the powers and duties of a Division Head)
- 12. Corporate Secretary and Assistant Corporate Secretary, and
- 13. Treasurer.

The Board shall also from time to time appoint such other officers and agents as it may deem proper. Except the Chairman and President, the other officers need not be stockholders. Any two offices, except those incompatible with each other, may be held by the same person. The Secretary and Assistant Secretary, if any, shall be residents and citizens of the Philippines. Every officer shall hold office only during the pleasure of the Board of Directors, and all vacancies occurring among such other officer by death, removal, resignation or disability shall be filled by the Board of Directors. (as amended on March 4, 2013, November 18, 2013 and March 25, 2022)

**Section 2. Compensation** - The salary or compensation of all officers and agents elected or appointed by the Directors, as may be recommended by the Compensation Committee, but not mandatorily required, shall be fixed by the Board. (as amended on March 4, 2013 and March 25, 2022)

**Section 3. Duties** - The Board of Directors and the President may from time to time prescribed the duties and functions of the officers, agents and employees of the Company, and all officers and employee of the company shall be subject to immediate removal by the Board of Directors with or without cause.

**Section 4. Chairman of the Board of Directors** – The Chairman of the Board who must be a director shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall be the Chief Executive Officer and shall have the following powers and duties:

- (a) Execute on behalf of the Corporation contracts and agreements which the said Corporation may enter into;
- (b) Sign, endorse and deliver, in conjunction with other officials whom the Board may designate, all checks, drafts, bills of exchange, promissory notes and orders of payments or sums of money in the name and on behalf of the Corporation;
- (c) Submit an annual report of the Corporation to the Board of Directors and at such other times as the latter may request, and an annual report to the stockholders at the annual meetings;
- (d) Appoint employees below the level of Assistant Vice-President; Exercise such other power and perform such other duties as the Board of Directors may from time to time fix or delegate. (As amended on October 28, 2010)

**Section 5. The President** – The President who is elected by the Board from among their members shall be the Chief Operating Officer.

In the absence of the Chairman of the Board/CEO, he shall preside at all meetings of the Board and of the stockholders at which he shall be present. He shall have the following powers and duties:

- (a) Oversee the day to day operations of the corporation;
- (b) As may be authorized by the Chairman/CEO or the Board of Directors, execute on behalf of the Corporation contracts and agreements which the said Corporation may enter into;
- (c) Sign, endorse and deliver, in conjunction with other officials whom the Board may designate, all checks, drafts, bills of exchange, promissory notes and orders of payments or sums of money in the name and on behalf of the Corporation;
- (d) Exercise such other power and perform such other duties as the Chairman/CEO or Board of Directors may from time to time fix or delegate. (As amended on October 28, 2010)

Section 6. Vice-Presidents, Senior Assistant Vice-Presidents and Assistant Vice-Presidents – Vice Presidents, Senior Assistant Vice-Presidents and Assistant Vice-Presidents shall be elected by the Board and shall have the following powers and duties:

- (a) Exercise direct supervision and control over the different departments of the Corporation that may be placed under their responsibility.
- (b) Exercise such other powers and perform such other duties as the Board of Directors, the Chairman and/or the President may from time to time fix or delegate. (As amended on March 4, 2013 and on March 25, 2022)

**Section 7. Treasurer** - The Treasurer shall be elected by the Board of Directors and he may not be a stockholder of the Corporation. He shall hold office at the pleasure of the Board and he shall have the following powers and duties

- (a) Have custody of, and be responsible for, all the funds, securities and bonds of the Corporation and keep a complete and accurate record of transaction in the corresponding books of account of the Corporation, and see to it that all disbursements and expenditures are evidenced by appropriate vouchers.
- (b) Deposit in the name of and to the credit of the corporation in such banks

as may be designated from time to time by the Board of Directors, all of the money, funds, securities, bonds and similar valuables belonging to the Corporation which may come under his control.

- (c) To receive and give receipts for all moneys paid to the Corporation from any source whatsoever, and generally perform such other duties as may be required by the law or prescribed by the Board of Directors or the President.
- (d) Render an annual statement showing the financial condition of the Corporation on the 30<sup>th</sup> day of June of each year and such other financial reports as the Board of Directors or the President may from time to time require.

The Treasurer may delegate the duties of the office to an Assistant Treasurer with the approval of the Board of Directors.

Section 8. <u>Corporate</u> Secretary and the <u>Assistant Corporate Secretary</u> – The <u>Corporate</u> Secretary and <u>the Assistant Corporate Secretary</u> shall be citizens and residents of the Philippines, shall be elected by the Board of Directors and <u>they</u> may or may not be a stockholder of the corporation. <u>They</u> shall hold the office at the pleasure of the Board, and <u>they</u> shall perform the following duties:

- (a) Keep full minutes of all meetings of the Board of Directors and of the stockholders;
- (b) Keep a stock and transfer book and the corporate seal, which he shall stamp on all documents requiring such seal of the Corporation;
- (c) Fill and countersign all the certificate of stock issued, making the corresponding annotations on the margin or stub certificates upon issuances;
- (d) Give, or cause to be given, all notices, required by law or by the By-Laws of the Corporation, as well as notice of all meetings of the Board of Directors and of the stockholders;
- (e) Perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may delegate the duties of the office to an Assistant Secretary with the approval of the Board of Directors. (As amended on March 4, 2013 and March 25, 2022)

**Section 9. Vacancies and Delegation of Offices** – If the office of the Chairman, President, Vice-President, Treasurer, or Secretary becomes vacant by death, resignation, or otherwise, the remaining directors, if still constituting a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

In case of temporary absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties for the time being to any other officers, provided a majority of the Board concur therein and such delegation is not covered by any express prohibition of these By-Laws.

### ARTICLE VI CERTIFICATE OF STOCK

**Section 1.** Subject to and in accordance with the provisions of law, this corporation shall have the power from time to time to issue two or more classes of stock, and two or more series of stock of the same class, with the preferences, voting powers, restrictions, and qualifications thereof fixed as provided by law, including the power to provide that the par value of the shares of one class or of the shares of any other class or of any other series within said class. This corporation shall also have the power from time to time to reduce its capital or capital stock in accordance with the provisions of law.

**Section 2.** Certificate for shares of stock of the corporation shall be of such form and device as the Board of Directors shall from time to time determine but each such certificate shall plainly show its number, the date of issuance, designation, if any, and class of series of shares for which it is issued, the stockholder to whom it is issued, and also the par value of the shares covered thereby.

**Section 3.** Each Certificate of stock shall be sealed with the corporate seal and signed by the President or a Vice-President and also by the Secretary or by an Assistant Secretary, provided, however, that the Board of Directors may provide that stock certificate shall be sealed with only the facsimile seal of the corporation and signed with only the facsimile signature of the President or Vice-President and also the Secretary or an Assistant Secretary.

### **ARTICLE VII**

**Section 1. Transfer of shares** – Transfer of shares of stock may be made by indorsment and delivery of the certificates. The indorsee shall be entitled to a new certificate upon surrendering the old one. No such transaction shall be valid, except between the parties thereto, until such new certificate shall have been obtained or the transfer shall have been recorded on the books of the corporation so as to show the date for the transfer, the names of the parties thereto, their addresses, and the number and class of the shares transferred. Upon such surrender of any certificate the same shall be cancelled.

Section 2. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, thirty five (35) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least twenty days (20) days immediately preceding a regular meeting, and at least seven (7) days immediately preceding a special meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case shall be less than twenty one (21) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provide otherwise. (As amended October 11, 2005 and on March 25, 2022)

**Section 3. Loss or mutilation** – In case of loss, mutilation, or destruction of any certificate of shares of stock of the corporation, a duplicate certificate may be issued upon such terms as the Board of Directors may prescribe, in accordance with existing laws. (As amended on March 25, 2022)

**Section 4. Holder of Record** – The corporation shall be entitled to treat the holder of record of any share or shares of its capital stock as the holder in fact thereof for any purpose whatsoever and shall not be bound to recognize any equitable or other claimant thereto, except as provided in Section 1 of this Article.

**Section 5. Sale of Unissued Stocks** – The unissued stock of the corporation may be offered for sale and sold in such quantities and at such times as the Board of Directors of the corporation may from time to time determine, and shall be sold upon such terms and conditions (not less than par) as may be determined by the Board of Directors and approved by the Securities and Exchange Commission.

**Section 6. Treasury Shares** – Treasury shares of the corporation shall consist of such issued and outstanding stock of the corporation as may be donated to the corporation or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or the stockholders, as the case may be. Such stock shall neither vote nor participate in dividends while held by the corporation.

## ARTICLE VIII EXECUTION OF INSTRUMENTS

**Section 1.** All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contract, and all other instruments, except as may otherwise be provided in these by-laws, or except as may otherwise be provided by a resolution of the Board of Directors, shall be signed by the President or a Vice-President and by the Treasurer or the Secretary. The Board of Directors may designate the person or persons to execute any such instruments on behalf of the corporation by the facsimile signature of such person or persons as may be designated by the Board of Directors or by any officers to whom such power of designation may have been delegated by the Board of Directors, and the Board of Directors may provide that any such instruments may be sealed with the facsimile seal of the corporation.

### **ARTICLE IX**

# MISCELLANEOUS PROVISION REGARDING DIRECTORS, OFFICERS AND EMPLOYEES

**Section 1.** In the absence of fraud, no contact or other transaction between the corporation and any other corporation and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation, and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or approve any such contract or transaction or act.

Section 2. Indemnification of directors and officers – The Company shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than in action by the Company) to which he may be, or is, made a party by

reason of his being or having been a director or officer of the Company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the company is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceedings as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized in this Section. (Amended August 12, 1985)

# ARTICLE X DIVIDENDS AND FINANCES

**Section 1.** Dividends shall be declared only from the surplus profits of the corporation and shall be payable at such times and in such amounts as the Board of Directors shall determine, either in cash or in shares of the unissued stock of the company, or both, as said Board of Directors shall determine. No dividend which will impair the capital of the corporation shall be declared.

**Section 2.** All of the property of the corporation shall be liable for the just debts thereof but no holder of or subscriber for shares of the capital stock of the corporation shall as such be individually liable beyond the amount, if any, which may be due upon the share or shares of capital stock held or subscribed for by him.

# ARTICLE XI AMENDMENT TO BY-LAWS

The By-Laws of the corporation may be altered, amended, added to or replaced at any meeting of the stockholders by the vote of the majority of the subscribed stock, and no notice of such proposed change in the by-laws shall be necessary prior to such meeting, and any such changes shall become operative immediately upon the same being made, provided, however, that the power to amend, alter or repeal the By-Laws or adopt new By-Laws may be delegated to the Board of Directors in the manner provided by law and any power delegated to the Board of Directors to amend or repeal any By-Laws or adopt new By-Laws shall be considered as revoked whenever a majority of the stockholders of the corporation shall so vote at a regular or special meeting.

## ARTICLE XII FISCAL YEAR

The Fiscal Year of the corporation starts on January  $1^{\rm st}$  and ends on December  $31^{\rm st}$  of each year.

### ANNEX "A" TO THE AMENDED BY-LAWS

**Chief Finance Officer** – The Chief Finance Officer who is elected by the Board shall be the Executive Vice-President. He shall have the following powers and duties:

- (a) Assist the President/COO on all strategic and tactical matters as they impact budget management, cost benefit analysis, forecasting needs and the securing of funding requirements;
- (b) Assist the President/COO in identifying new business opportunities and determining cost effectiveness of new programs/products and services;
- (c) Support the President/COO in implementing the mission of the organization and attaining its vision by identifying strategies;
- (d) Ensure the timely implementation of business/finance strategies through functional objectives;
- (e) Ensure the financial well-being of the Company by applying sound financial practices, processes, and finance/accounting services;
- (f) Analyze economic trends and relevant information/data and identify revenue opportunities;
- (g) Enforce operational efficiencies, cost reduction, systems enhancement;
- (h) Monitor financial performance by measuring and analyzing results, initiate corrective actions as needed, and minimizing the impact of variances;
- (i) Oversee the finance unit of the organization and ensure that all finance and accounting-related functions are carried out efficiently;
- (j) Develop and maintain systems of internal controls to safeguard financial assets and fixed assets of the organization;
- (k) Ensure that audit issues are resolved and compliance requirements are met;
- Oversee the management and coordination of all fiscal reporting activities for the organization including: organizational revenue/expense and balance sheet reports, reports to funding agencies, development and monitoring of organizational and contract/grant budgets;
- (m) Oversee the administration and financial reporting of the organization's Retirement Plan;
- (n) Evaluate and investigate cost-effective plans and other fringe benefits which the organization may officer employees and potential employees with the goal of attracting and retaining qualified individuals.

**Executive Vice-President** – The Executive Vice-President shall be elected by the Board and shall have the following powers and duties:

(a) Assist the Chairman & CEO and President & COO set the overall direction of the Company;

- (b) Collaboratively maps-out a comprehensive business management plan that is aligned with the strategic directions & objectives of the Company;
- (c) Formulate and execute strategic plans to drive growth and support the Network's overall direction by fostering strong relationships and managing projects from concept development to execution;
- (d) Communicate strategic plans to all Groups/ Departments and Divisions and solicit ideas on the best way of implementing and realizing the plan;
- (e) Oversee the daily operations of the Company and ensure that people, processes, and systems support the strategic direction as planned and approved;
- (f) Regularly review & monitor the overall performance of the organization by effectively driving the realization of strategic key actions, targets and measures of success along with all the resources needed;
- (g) Ensure that the overall organizational goals and plans are aligned to the current and future operational needs of the business while collaborating closely with senior executives;
- (h) Review the overall progress of the business plans, and exhaust all efforts to provide well-thought-of solutions to manage any risks or opportunities that may hinder the growth of the business but also the full development and performance of all employees;
- (i) Represent the company in all engagements necessary to build & maintain a strong & mutually beneficial partnerships with clients, other stakeholders;
- (j) Build and maintain collaborative partnerships with clients to ensure that commitments are delivered;
- (k) Manage all other resources to ensure that the Office of the EVP operates efficiently;
- (l) Keep well-informed of external competitive landscape, industry standards and developments, opportunities for expansion, and new opportunities; and
- (m) Perform all other responsibilities that may be assigned by the Chairman & CEO and/or President & COO.

**Chief Marketing Officer** – The Chief Marketing Officer who is elected by the Board shall have the following powers and duties:

- (a) Responsible for the Company's business growth and revenue generation by planning, developing, implementing and monitoring the overall business marketing strategy in line with the Company's business objectives, that gives the company a competitive advantage;
- (b) Develop and communicate the visions and mission of the Group and ensure that these are aligned with the Company's vision and mission;
- (c) Set the overall direction of the Group and ensure that this direction supports the Company's goals/ objectives;
- (d) Develop the structure of the Company's Sales and Marketing department, developing sales strategies and marketing campaign ideas and coordinating marketing efforts with the Company's financial and branding goals;
- (e) Oversee the Company's overall sales and marketing strategies;
- (f) Take lead in marketing and selling the free-to-air broadcast TV, radio and digital platforms of the Company, to generate as much revenues as possible from such platforms and its programs and to determine and recommend the optimum prices to be charged for such platforms in light of relevant circumstances;
- (g) Analyze revenue sources and provide direction on how sales and marketing could help generate the highest possible revenue for the Company;
- (h) Guide and monitor the performance objectives of direct reports ensuring that commitments are delivered on time;
- (i) Evaluate the performance of the Sales & Darketing Heads of the Group;
- (j) Oversee the daily operations of the Group and ensure that people, processes, and systems support the strategic direction as planned and approved;
- (k) Keep well-informed of the external competitive landscape, industry standards and developments, opportunities for revenue growth, and new markets; and
- (l) Perform all other responsibilities that may be assigned by the Chairman & Damp;

**Senior Vice-President** – Senior Vice-Presidents shall be elected by the Board and shall have the following powers and duties:

- (a) Develop and communicate vision and mission of the Group or Departments and ensure that these are aligned with the Network's vision and mission;
- (b) Set overall direction of the Group or Departments and ensures that this direction supports the Network's goals/objectives;
- (c) Formulate strategic plan/s that leads the Group or Departments in supporting the Network's overall direction, and promoting its long-term business sustainability;
- (d) Communicate strategic plan to Department/Division/Section Heads of the Group or Departments and solicits ideas on the best way of implementing and realizing the plan;
- (e) Guide and monitor the performance objectives of direct reports ensuring that commitments are delivered on time;
- (f) Evaluate the performance of Department/Division/Section Heads of the Group or Departments;
- (g) Oversee the daily operations of the Group or Departments and ensures that people, organization, processes, and systems support the strategic direction as planned and approved;
- (h) Participate as core group member in management committees that are created or commissioned to recommend effective action/s on various issues that pertain to the management of the organization;
- (i) Keep well-informed of external competitive landscape, industry standards and developments, opportunities for expansion, and new markets;
- (j) Manage all other resources to ensure that the Office of the SVP operates efficiently and
- (k) Performs all other responsibilities that may be assigned by the Executive Vice-President, the President & COO or the Chief Executive Officer.

**First Vice-President-** First Vice-Presidents shall be elected by the Board and shall have the following powers and duties:

- (a) Develop and communicate vision and mission of the Department and ensure that these are aligned with the Network's vision and mission;
- (b) Formulate strategic plan that leads the Department in supporting the Network's overall direction;
- (c) Sets overall direction of the Department and ensures that this direction supports the Network's goals/objectives;

- (d) Communicate strategic plan to Section/Division Heads of the Department and solicits ideas on the best way of implementing and realizing the plan;
- (e) Guide and monitor the performance objectives of direct reports ensuring that commitments are delivered on time;
- (f) Evaluate the performance of the Section and Division Heads of the Department;
- (g) Oversee the daily operations of the Department and ensure that people, processes and systems support the strategic direction as planned and approved;
- (h) Manage all other resources to ensure that the Office of the VP operates efficiently;
- (i) Keep well-informed of external competitive landscape, industry standards and developments, opportunities for expansion and new markets;
- (j) Perform all other responsibilities that may be assigned by the Executive Vice President, President & COO or the Chief Executive Officer.

**Division Head** –Division Heads shall be elected by the Board and shall have the following powers and duties:

- (a) Assist immediate superior/Department Head in communicating the vision and mission of the Organization and ensure that these are aligned with the Corporate vision and mission;
- (b) Develop performance objectives of the Division and ensure that these are aligned with the Department's objectives and support the Corporate objectives;
- (c) Work with immediate superior/Department Head in developing strategies that will facilitate attainment of commitments/deliverables;
- (d) Communicate operational plans and objections to Section Heads of the Division and solicit ideas on the best way of implementing and realizing the plan;
- (e) Guide Section Heads in formulating individual performance objectives and action plans to support Department Objectives and ensure timely implementation of approved objectives and plans;
- (f) Guide and monitor the performance objectives or direct reports ensuring that commitments are delivered on time;
- (g) Evaluate the performance of Section Heads of Divisions;
- (h) Oversee the daily operations of the Division and ensure that people, processes and systems including budgetary/logistics requirements are in place and operate efficiently;
- (i) Perform all other responsibilities that may be assigned by immediate superiors/Department Head.



## Windows Printer Test Page

You have correctly installed your KONICA MINOLTA PS BW Laser Class Driver on GINA.

#### PRINTER PROPERTIES

Submitted Time:

10:53:03 AM

Date:

4/8/2022

User Name:

GINA\Gina

Computer Name:

GINA

Printer Name:

Printer Model:

KONICA MINOLTA PS BW Laser Class Driver

Color Support:

Port Name(s):

192.168.0.17

Data Format:

RAW

Printer Share Name:

Printer Location:

Print Processor:

winprint

Comment:

Separator Page

Location:

OS Environment:

Windows x64

### PRINT DRIVER PROPERTIES

Driver Name:

KONICA MINOLTA PS BW Laser Class Driver

Driver Type:

Type 4 - User Mode

Driver Version:

10.0.15063.0

### ADDITIONAL PRINT DRIVER FILES

C:\WINDOWS\System32\DriverStore\FileRepository\prnkmcl2.inf\_amd64\_307402cc1b5656a2\kocl3-manifest.ini C:\WINDOWS\System32\DriverStore\FileRepository\prnkmcl2.inf\_amd64\_307402cc1b5656a2\kocl3-pipelineconfig.xml C:\WINDOWS\System32\DriverStore\FileRepository\ntprint.inf\_amd64\_c62e9f8067f98247\Amd64\PSCRIPT.NTF C:\WINDOWS\System32\DriverStore\FileRepository\ntprint.inf\_amd64\_c62e9f8067f98247\Amd64\PSCRPTFE.NTF C:\WINDOWS\System32\DriverStore\FileRepository\ntprint4.inf\_amd64\_0958c7cad3cd6075\Amd64\V3HostingFilter.dfl C:\WINDOWS\System32\DriverStore\FileRepository\ntprint4.inf\_amd64\_0958c7cad3cd6075\A...\V3HostingFilter-pipelineconfig.xml