



**Securities and Exchange Commission**  
Current Report Under Section 17 of the Securities Regulation Code ("SRC")  
and SRC Rule 17.2 (c) Thereunder

**SEC FORM 17-C**

1. **April 16, 2026**  
Date of Report
  
2. SEC Identification Number: **147212**
  
3. BIR Tax Identification No.: **000-323-228**
  
4. **International Container Terminal Services, Inc.**  
Name of issuer as specified in the charter
  
5. **Philippines**  
Country of Incorporation
  
6.  (SEC Use Only)  
Industry Classification Code:
  
7. **ICTSI Administration Building, Manila**  
**International Container Terminal, South**  
**Access Road, Manila 1012**  
Address of Principal Office
  
8. **+(632) 8245 4101**  
Registrant's Telephone Number
  
9. **Not Applicable**  
Former name or former address
  
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

**Titles of Each Class**

**Number of Shares Outstanding**

Common shares

**2,019,652,695**

11. Item number reported herein: **Item 9 – Other Events**

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Please see attached disclosure of INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. (ICTSI) to the Philippine Stock Exchange (PSE) and Securities and Exchange Commission (SEC).

**INTERNATIONAL CONTAINER  
TERMINAL SERVICES, INC.**

By:



**ARTHUR R. TABUENA**

Vice President, Global Investor Relations

# 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)  
Apr 16, 2026
  2. SEC Identification Number  
147212
  3. BIR Tax Identification No.  
000-323-228
  4. Exact name of issuer as specified in its charter  
International Container Terminal Services, Inc.
  5. Province, country or other jurisdiction of incorporation  
Manila, Philippines
  6. Industry Classification Code(SEC Use Only)
  7. Address of principal office  
ICTSI Administration Building, Manila International Container Terminal, South Access  
Road, Manila  
Postal Code  
1012
  8. Issuer's telephone number, including area code  
+632 82454101
  9. Former name or former address, if changed since last report  
Not applicable
  10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class                | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|------------------------------------|---|
| Common stock outstanding (current) | 2,019,652,695   |
11. Indicate the item numbers reported herein  
9

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



# International Container Terminal Services, Inc.

## ICT

**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**

<b>Subject of the Disclosure</b>
Amendment to the Company's By-Laws of International Container Terminal Services, Inc. (ICTSI)
<b>Background/Description of the Disclosure</b>
In a meeting of the Board of Directors of ICTSI held on March 16, 2026, the Board approved certain amendments to its By-Laws.
UPDATE: During the Annual Meeting of the Stockholders of ICTSI held on April 16, 2026, the Stockholders approved the said amendments to the Corporation's By-Laws

<b>Date of Approval by Board of Directors</b>	Mar 16, 2026
<b>Date of Approval by Stockholders</b>	Apr 16, 2026
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

**Amendment(s)**

Article and Section Nos.	From	To
Article 1, Section 1	(Please refer to the attachment)	(Please refer to the attachment)
Article 1, Section 2	(Please refer to the attachment)	(Please refer to the attachment)
Article 1, Section 3	(Please refer to the attachment)	(Please refer to the attachment)
Article 1, Section 4	(Please refer to the attachment)	(Please refer to the attachment)
Article 1, Section 5	(Please refer to the attachment)	(Please refer to the attachment)
Article 1, Section 8	(Please refer to the attachment)	(Please refer to the attachment)
Article 1, Section 9	(Please refer to the attachment)	(Please refer to the attachment)
Article II, Section 1	(Please refer to the attachment)	(Please refer to the attachment)
Article III, Section 3	(Please refer to the attachment)	(Please refer to the attachment)
Article III, Section 5	(Please refer to the attachment)	(Please refer to the attachment)
Article III, Section 6	(Please refer to the attachment)	(Please refer to the attachment)
Article III, Section 7	(Please refer to the attachment)	(Please refer to the attachment)
Article III, Section 8	(Please refer to the attachment)	(Please refer to the attachment)
Article IV, Section 1	(Please refer to the attachment)	(Please refer to the attachment)
Article IV, Section 2	(Please refer to the attachment)	(Please refer to the attachment)
Article IV, Section 4	(Please refer to the attachment)	(Please refer to the attachment)
Article IV, Section 5	(Please refer to the attachment)	(Please refer to the attachment)
Article IV, Section 6	(Please refer to the attachment)	(Please refer to the attachment)

Article IV, Section 7	(Please refer to the attachment)	(Please refer to the attachment)	
-	(Please refer to the attachment)	(Please refer to the attachment)	
Article VII, Section 1	(Please refer to the attachment)	(Please refer to the attachment)	

**Rationale for the amendment(s)**

The Committee considered the proposed amendments to be consistent with the objectives of encouraging participation of board members and promoting efficiency and practicality in good governance.

**The timetable for the effectivity 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 amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

None

**Other Relevant Information**

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**Filed on behalf by:**

<b>Name</b>	Arthur Tabuena
<b>Designation</b>	Vice President, Global Investor Relations

Amendment(s)

Article and Section Nos.	From	To
<b>Article 1, Section 1</b>	The annual meeting of the stockholders of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the Corporation at Metro Manila on the third Thursday of April 40 o'clock in the morning in each and every year, if said day is not a legal holiday, if a legal holiday on the following business day.	The annual meeting of the stockholders of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the Corporation <b><u>or if not practicable, in the city or municipality where the principal office of the Corporation is located or in any city or municipality in Metro Manila.</u></b> on the third Thursday of April in each and every year, if said day is not a legal holiday, if a legal holiday on the following business day.
		<b><u>In case of postponement of the annual meeting of Stockholders, written notice thereof and the reason therefore shall be sent to all Stockholders of record at least five (5) days prior to the date of the meeting, through mail or any mode of electronic communication.</u></b>
<b>Article 1, Section 2</b>	Notice of the time and place of holding each such annual meeting of stockholders shall be served either personally or by mail upon each stockholder of record of the Corporation entitled to vote at such meeting not less than ten (10) days before the date fixed for such meeting. If mailed, it shall be directed, except as otherwise provided by law, to each stockholder at his post office address as it appears on the stock and transfer books of the Corporation. <i>[As amended on March 14, 1997 by the Board of Directors and on April 17, 1997 by the stockholders].</i>	Notice of the time and <b><u>venue</u></b> of holding each such annual meeting of Stockholders shall be served <b><u>through personal service, mail, electronic or digital communication tool, or such other manner allowed by law or regulations</u></b> upon each stockholder of record of the Corporation entitled to vote at such meeting not less than ten (10) days before the date fixed for such meeting. If mailed, it shall be directed, except as otherwise provided by law, to each stockholder at his post office address as it appears on the stock and transfer books of the Corporation.
<b>Article 1, Section 3</b>	Special meeting of stockholders, unless otherwise provided by law, may be called at anytime by the Chairman of the Board and/or the President of the Corporation, <del>or by the Secretary of the Corporation on the order of the Board of</del>	Special meeting of stockholders, unless otherwise provided by law, may be called at anytime by the Chairman of the Board <b><u>or the President of the Corporation.</u></b> <b><u>The Secretary of the Corporation shall</u></b>

	<p>Directors. The Secretary shall call a special meeting of the stockholders whenever he is requested in writing so to do by holders of records of a majority of the subscribed capital stock of the Corporation entitled to vote at such meeting.</p>	<p><b><u>call a special meeting of the stockholders on the order of the Board of Directors or on written request by stockholders of record representing a majority of the Corporation's subscribed capital stock of the Corporation entitled to vote at such meeting.</u></b></p>
<p><b>Article 1, Section 4</b></p>	<p>Notice of each such special meeting, <del>unless provided by law, may be given as herein provided for giving notice of an annual meeting.</del></p>	<p>Notice of each such special meeting <b><u>shall be served through personal service, mail, electronic or digital communication tool, or such other manner allowed by law or regulations, to each stockholder of record of the Corporation entitled to vote at such meeting at least seven (7) days before the meeting. If mailed, it shall be directed, except as otherwise provided by law or regulations, to each stockholder at his post office address as it appears on the stock and transfer books of the Corporation.</u></b></p>
<p><b>Article 1, Section 5</b></p>	<p>At all meetings of stockholders, annual or special, other than meetings a quorum at which is fixed by law, in order to constitute a quorum there shall be present either in person or by proxy holders of record of a majority of the shares of the subscribed capital stock of the Corporation entitled to vote.</p>	<p>At all meetings of stockholders, annual or special, other than meetings a quorum at which is fixed by law, in order to constitute a quorum there shall be present, either in person, by proxy, <b><u>or through remote communication or in absentia</u></b>, holders of record of a majority of the shares of the subscribed capital stock of the Corporation entitled to vote.</p>
<p><b>Article 1, Section 8</b></p>	<p>In the election of directors and in voting on any question, which a vote by ballot is required by law, or is demanded by any stockholder, the voting shall be by ballot. <del>On all other questions the voting may be viva voce or by show of hands.</del></p>	<p>In the election of directors and in voting on any question, which a vote by ballot is required by law, or is demanded by any stockholder, the voting shall be by ballot. <b><u>Each stockholder entitled to vote may cast the vote in person, by proxy, or through remote communication or in absentia, electronically or otherwise, to which the number of shares he owns entitles him, for as many persons as are Directors to be elected, or he may give to one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same</u></b></p>

		<b><u>principle among as many candidates he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected.</u></b>
<b>Article 1, Section 9</b>	The Board of Directors, prior to the annual meeting of the stockholders each year, may appoint <del>two (2) inspectors of election to act at such annual meeting and at all other meetings of stockholders held during the ensuing year. In the event of the failure of the Board to make such appointment or if any inspector on election shall for any reason fail to attend and to act at such meeting, an inspector or inspectors of election, as the case may be, may be appointed by the Chairman of the meetings.</del> [As amended on 25 January 2007 by the Board of Directors and approved by the Stockholders on 19 April 2007]	The Board of Directors, prior to the annual meeting of the stockholders each year, may appoint <b><u>an independent party to count and/or validate the votes at the Stockholders' Meeting.</u></b>
<b>Article II, Section 1</b>	Certificates of stock shall be numbered and registered in the order in which they are issued and shall bear the signature <del>or the facsimile of the signature of the Chairman or president, and personally</del> countersigned by the Secretary or by an Assistant Secretary, and sealed with the seal of the corporation, <u>but where any such certificate is signed by a transfer agent or transfer clerk and by a registrar, the signature of any such Chairman or President, Secretary or Assistant Secretary and the seal of the Corporation upon such certificates may be facsimiles, engraved or printed.</u>	Certificates of stock shall be numbered and registered in the order in which they are issued and shall bear the signature of the <b><u>President or the Executive Vice President</u></b> , and countersigned by the Secretary or by an Assistant Secretary, and sealed with the seal of the corporation.
<b>Article III, Section 3</b>	The Board of Directors shall hold regular meetings <del>on the third week of each month at such time on such dates and at such places as the Board may prescribe, except that the organizational meeting of the Board of Directors shall be held immediately after the adjournment of the annual meeting of stockholders, and at such meeting the Board may elect and appoint officers of the Corporation. No notice shall be required for regular meetings of the Board.</del>	The Board of Directors shall hold regular meetings <b><u>once every quarter</u></b> at such time on such dates and at such places as the Board may prescribe, except that the organizational meeting of the Board of Directors shall be held immediately after the adjournment of the annual meeting of stockholders, and at such meeting the Board may elect and appoint officers of the Corporation.
<b>Article III, Section 5</b>	<del>Notice of any special meeting of the Board of Directors may be, served, not less than three (3) days before the date for such meeting, by oral, telegraphic or written communication stating the</del>	<b><u>Notice of regular and special meetings stating the date, time and venue of the meeting must be sent to every director at least two (2) days prior to the</u></b>

	<p><del>time and place thereof and, if by mail or telegraph, addressed to each member of the Board of Directors at his address as it appears on the books of the Corporation.</del></p>	<p><b><u>scheduled meeting by any means of communication. A director may waive this requirement, either expressly or impliedly.</u></b></p>
<p><b>Article III, Section 6</b></p>	<p>At any meetings of the Board of Directors, regular or special, majority of the directors provided in this By-Laws shall constitute a quorum for the transaction of business.</p>	<p>At any meetings of the Board of Directors, regular or special, majority of the directors provided in this By-Laws shall constitute a quorum for the transaction of business. <b><u>Directors can attend and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors cannot attend or vote by proxy at board meetings.</u></b></p>
<p><b>Article III, Section 7</b></p>	<p>Notwithstanding the general powers provided in Section 1 of this Article III and all the power granted by these by-laws, it is hereby expressly declared that the Board of Directors shall have the following powers:</p> <ul style="list-style-type: none"> <li>a. To purchase or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties rights, interests or privileges whatsoever deemed necessary or convenient for the Corporation's business, at such price and subject to such terms and conditions as it may deem proper or convenient.</li> <li>b. To invest the funds of the Corporation in any other corporation or business or for any purpose other than those for which it was organized, whenever in its judgment, the interest of the Corporation would thereby be promoted, subject to such stockholder approval or authorization as may be necessary under the law.</li> <li>c. To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in its judgment, the interest of the Corporation would thereby be promoted, subject to such stockholder authorization or approval as may be necessary under the law.</li> <li>d. To incur such indebtedness as it may deem necessary, subject to such stockholder approval or authorization as may be required by law and, for such purpose, to make and issue evidence of such indebtedness</li> </ul>	<p>Notwithstanding the general powers provided in Section 1 of this Article III and all the power granted by these by-laws, it is hereby expressly declared that the Board of Directors shall have the following powers:</p> <p style="text-align: center;">xxx</p> <ul style="list-style-type: none"> <li>j. To create, <b><u>as may be necessary, an Executive Committee, composed of four (4) members to be appointed by the Board which may act, by at least three (3) votes of all its members, on such specific matters within the competence of the board, as may be delegated to it on a majority vote of the board, except with respect to (1) approval of any action for which shareholders' approval is also required; (2) filling of vacancies in the board; (3) the amendment or repeal of the By-laws or the adoption of new By-laws; (4) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable; (5) a distribution of dividends to shareholders.</u></b></li> </ul>

including, without limitation, notes, deeds of trust, instruments or securities and/or to mortgage or otherwise encumber all or part of the properties and rights of the Corporation.

- e. Upon recommendation of the Chairman and the President and in accordance with the applicable provisions of these By-Laws, to determine and prescribe the qualifications, duties, term of office, compensation, remuneration, incentives and other benefits of officers and/or employees. Pursuant thereto, to appoint or elect or enter into contracts which such officers and/or employees, under such terms and conditions as the board may determine to be in the best interest of the Corporation.
- f. Upon recommendation of the Chairman and/or the President, to create other offices it may deem necessary and determine how such offices will be filled.
- g. With regard to shares issued in total or partial payment of debts contracted by the Corporation, for whatsoever properties it may have acquired or in payment of services rendered to the Corporation, to impose such conditions regarding the transfer of said shares as it may deem convenient; subject, however, to the limitations fixed by law.
- h. To prosecute, maintain, defend, compromise or abandon any law suit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and to settle all claims for or against the Corporation on such terms and conditions as it may deem fit.
- i. To determine whether any, and if any, what part of the surplus profits of the Corporation, arising from its business or retained earnings, available for declaration as dividends, shall be declared as dividends, subject to the provisions of law.
- j. ~~To create, by a resolution passed by a majority of all members of the Board and Executive Committee of five (5) members, majority of whom shall be members of the Board of Directors. Except as specifically limited by law or by the Board, a member of the Executive Committee may designate in writing an Alternate to represent him and vote at any meeting. Such Alternate need not be a members of the Board of Directors, provided that the other three (3) members of the Executive Committee present at any meeting of the Executive Committee are members of the Board. The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board which could lawfully~~

- k. To create, by resolution passed by a majority of all members of the Board, one or more standing or special committees of directors including a Compensation Committee, with such powers and duties as may be specified in the enabling resolution.

**l. To delegate powers and functions as it may deem appropriate to Board Committees, to the fullest extent permitted under the Revised Corporation Code and applicable rules and regulations, for the effective and efficient management, oversight, and operation of the Corporation's business.**

- m.** To appoint any person, corporation, association, partnership or entity duly organized and registered in accordance with the laws of the Republic of the Philippines, as general managers or management consultants or technical consultants, under such terms and conditions and for such compensation as the Board may determine.

- n.** To guarantee, for and on behalf of the Corporation, obligations of the other corporations in which it has lawful interest.

- o.** To appoint trustees who for the benefit of the Corporation, may receive and retain such properties as may belong to the Corporation or in which it has interest, and to execute such deeds and perform such acts as may be necessary to transfer the ownership of said properties to its trustee.

**p. To approve, whether through in-person meeting, remote communications or electronic mail, corporate actions provisionally and subject to subsequent ratification at the next Board meeting, when business exigencies require immediate action (ad referendum).**

	<p><del>be delegated in the management of the business and affairs of the Corporation. The Executive Committee shall act by the majority vote of all its members, namely, three of five, provided there is no dissenting vote or opposition from the other members. Among the powers to be delegated to the Executive Committee is the authority to approve expenditures up to one Hundred Thousand U.S. Dollars for any purchase or acquisition, provided that Capital Expenditures shall always be subject to Board approval. In case of any dissenting vote or opposition, the issue shall be presented to the Board of Directors for resolution. The Board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.</del></p> <p>k. To create, by resolution passed by a majority of all members of the Board, one or more standing or special committees of directors including a Compensation Committee, with such powers and duties as may be specified in the enabling resolution.</p> <p>l. To appoint any person, corporation, association, partnership or entity duly organized and registered in accordance with the laws of the Republic of the Philippines, as general managers or management consultants or technical consultants, under such terms and conditions and for such compensation as the Board may determine.</p> <p>m. To guarantee, for and on behalf of the Corporation, obligations of the other corporations in which it has lawful interest.</p> <p>n. To appoint trustees who for the benefit of the Corporation, may receive and retain such properties as may belong to the Corporation or in which it has interest, and to execute such deeds and perform such acts as may be necessary to transfer the ownership of said properties to its trustee.</p> <p>o. To enter into any transaction, obligation or contract and perform such acts and execute such deeds as it may deem essential for the proper administration of the Corporation's property, business and affairs or the accomplishment of any of the purposes for which the Corporation was organized.</p>	<p><b>g.</b> To enter into any transaction, obligation or contract and perform such acts and execute such deeds as it may deem essential for the proper administration of the Corporation's property, business and affairs or the accomplishment of any of the purposes for which the Corporation was organized.</p>
<p><b>Article III, Section 8</b></p>	<p>As compensation, the Board of Directors shall receive no more than two percent (2%) of the <del>profits obtained during the year after deducting therefrom general expenses, remunerations to officers and employees, depreciation on</del></p>	<p>As compensation, the Board of Directors shall receive <b><u>and allocate an amount of</u></b> no more than two percent (2%) of the <b><u>net income before income tax of the corporation during the preceding year.</u></b></p>

	<p><del>buildings, machineries, transportation units, furniture and other properties.</del> Such compensation shall be apportioned among the directors in such manner as the Board of Directors duly assembled as a Board, may deem proper.</p>	<p>Such compensation shall be <b><u>determined and</u></b> apportioned among the directors in such manner as the Board of Directors duly assembled as Board, may deem proper.</p> <p><b><u>The Remuneration Committee of the Board shall have the responsibility for recommending to the Board the fees, per diem allowance for attendance at meetings, and other compensation for directors. In discharging this duty, the Committee shall be guided by the objective of ensuring that the compensation should fairly pay directors for work required in a company of the Corporation's size and scope. No Director shall be involved in deciding their own remuneration during their incumbent terms.</u></b></p>
<p><b>Article IV, Section 1</b></p>	<p>The officers of the corporation shall be composed of the Chairman of the Board, the President, the Executive Vice President, the Treasurer, the Chief Finance Officer, the Secretary, the Chairman of the Executive Committee and such <del>Senior Operating Officers</del> as the Board may elect. All officers, except those who hold office by appointment or designation of the Board, shall serve for a period of one (1) year and may serve for an equal period as often as they are re-elected; Officers by appointment or designation shall serve the Corporation for the period provided for under their respective appointments or contracts. The Board of Directors, or the Executive Committee, may create such other offices as it may determine and appoint officers to fill such officers. The Board may fill vacancies in any office, delegate to one or more officers any of the duties of any officer or office provided they are not incompatible, and prescribe the duties of any officer.</p>	<p>The officers of the corporation shall be composed of the Chairman of the Board, the President, the Executive Vice President, <b><u>the Vice Presidents</u></b>, the Treasurer, the Chief Finance Officer, <b><u>the Chief Compliance Officer</u></b>, the Secretary, the Chairman of the Executive Committee and such other <b><u>key officers with a rank of at least Vice President</u></b>, as the Board may elect. All officers, except those who hold office by appointment or designation of the Board, shall serve for a period of one (1) year and may serve for an equal period as often as they are re-elected. Officers by appointment or designation shall serve the Corporation for the period provided for under their respective appointments or contracts. The Board of Directors, or the Executive Committee, may create such other offices as it may determine and appoint officers to fill such officers. The Board may fill vacancies in any office, delegate to one or more officers any of the duties of any officer or office provided they are not incompatible, and prescribe the duties of any officer.</p>

<p><b>Article IV, Section 2</b></p>	<p>The Chairman of the Board shall preside at all meetings of the Stockholders and of the Board of Directors. <del>The Chairman of the Board, jointly with the President, shall have general supervision, administration and management of the business of the Corporation. The Chairman of the Board may enter into contracts with the approval of the President binding the Corporation in accordance with the standards and guidelines prescribed by the Board of Directors. The Chairman of the Board may execute contracts approved by the Board of Directors or the Executive Committee. The Chairman of the Board and the President shall jointly establish general administrative and operating policies and guidelines. He shall perform other duties and functions as the Board may, from time to time assign.</del></p>	<p>The Chairman shall preside at all meetings of the Stockholders and of the Board of Directors. <b><u>He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.</u></b></p>
<p><b>Article IV, Section 4</b></p>	<p>The President shall, <del>jointly with the Chairman of the Board,</del> have general supervision, administration and management of the business of the Corporation. <del>He shall, with the approval of the Chairman of the Board,</del> appoint, suspend, and discharge subordinate officers and all employees and agents of the Corporation, prescribe their duties and determine their compensation, subject to the standards and guidelines prescribed by, and/or with the approval of the Board of Directors or the Executive Committee. <del>The President and the Chairman of the Board shall jointly establish</del> general administrative and operating policies and guidelines. The President shall exercise other powers and perform such other duties as the Board of Directors may from time to time fix or delegate, and perform all other duties incident to this office. <del>In the absence or incapacity of the President, any officer upon designation of the Board may execute contracts in the name of the Corporation.</del> The Chairman of the Board shall exercise the powers and functions of the President in the absence or incapacity of the President, unless such absence or incapacity is permanent in which case the Board of Directors shall elect a new President to serve the unexpired term.</p>	<p>The President shall have <b><u>the following functions:</u></b></p> <ul style="list-style-type: none"> <li><b>a. <u>To</u></b> exercise general supervision, administration and management of the business of the Corporation.</li> <li><b>b. <u>To</u></b> appoint, suspend, and discharge subordinate officers and all employees and agents of the Corporation and prescribe their duties and determine their compensation, subject to the standards and guidelines prescribed by, and/or with the approval of the Board of Directors or the Executive Committee.</li> <li><b>c. <u>To</u></b> establish general administrative and operating policies and guidelines.</li> <li><b>d. <u>To</u></b> exercise other powers and perform such other duties as the Board of Directors may from time to time fix or delegate.</li> <li><b>e. <u>To</u></b> perform all other duties incident to this office.</li> <li><b>f. <u>To</u></b> execute contracts in the name of the Corporation.</li> </ul> <p>The Chairman of the Board shall exercise the powers and functions of the President in the absence or incapacity of the President, unless such absence or incapacity is permanent in which case the Board of Directors shall elect a new President to serve the unexpired term.</p>

<p><b>Article IV, Section 5</b></p>	<p>The Executive Vice-President shall exercise the day-to-day functions of a General Manager. He shall exercise direct and active management in the business operations of the Corporation subject to the instructions of the Chairman of the Board and the President and the resolutions of the Board of Directors. He shall exercise active superintendence and see to it that their respective duties are properly performed.</p>	<p>The Executive Vice-President shall exercise the day-to-day functions of a General Manager. He shall exercise direct and active management in the business operations of the Corporation subject to the instructions of the Chairman of the Board and the President and the resolutions of the Board of Directors. He shall exercise active superintendence and see to it that their respective duties are properly performed.</p> <p><b><u>The Executive Vice President shall succeed the President during the absence, inability to act, or disqualification of the latter for any cause and shall assist the Board of Directors in all their duties and functions. The Executive Vice-President shall also have such powers and shall perform such duties as may from time to time be assigned by the Board of Directors or by the President.</u></b></p>
<p><b>Article IV, Section 6</b></p>	<p>The Treasurer shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation, and shall have the care and custody of all funds and securities of the Corporation and deposit such funds in the name of the Corporation in such bank or banks as the Board of Directors may designate, and he is authorized as provided herein below to sign all checks, drafts, notes, bills of exchange, orders for the payment of money, and any negotiable instruments of the Corporation, but no such instrument shall be signed in blank; he shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President; he shall at all reasonable times exhibit his books and accounts to any director, and also, provided the Board so orders, to any stockholder of the Corporation by such stockholder during business hours; and he shall give such bonds for the faithful performance of his duties as the Board of Directors may</p>	<p>The Treasurer shall <b><u>have the following duties:</u></b></p> <ul style="list-style-type: none"> <li><b>a. <u>To</u></b> keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation;</li> <li><b>b. <u>To</u></b> have the care and custody of, <b><u>and be responsible for,</u></b> all funds, <b><u>bonds,</u></b> and securities of the Corporation;</li> <li><b>c. <u>To</u></b> deposit in the name <b><u>and to the credit</u></b> of the Corporation in such bank or banks as the Board of Directors may designate, <b><u>all the moneys, funds, securities, bonds and similar valuable effects belonging to the Corporation which may come under the Treasurer's control,</u></b> and is authorized as provided herein below to sign all checks; drafts, notes, bills of exchange, orders for the payment of money, and any negotiable instruments of the Corporation, but no such instrument shall be signed in blank;</li> </ul>

	<p>determine, and he shall perform such other duties as may be incident to his office.</p>	<p><b>d. To</b> disburse the funds of the Corporation as may be ordered by the Board of Directors or the President;</p> <p><b>e. To,</b> at all reasonable times, exhibit the books and accounts to any director, and also, provided the Board so orders, to any stockholder of the Corporation by such stockholder during business hours;</p> <p><b>f. To render annual statements showing the financial condition of the Corporation and such other financial reports as the Board of Directors, the Chairman or the President may, from time to time, require;</b></p> <p><b>g. To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;</b></p> <p><b>h. To exercise such powers and perform such duties and functions as may be assigned to him by the President;</b></p> <p><b>i. To</b> give such bonds for the faithful performance of his duties as the Board of Directors may determine; and</p> <p><b>j. To</b> perform such other duties as may be incident to the office.</p>
<p><b>Article IV, Section 7</b></p>	<p>The Secretary, who must be a Filipino citizen and a resident of the Philippines, shall be ex-officio Secretary of the Board of Directors, and when required, of all other standing committees; <del>and attend to serving and giving all notices required by law or the By-Laws of the Corporation. He shall have the charge of the corporate seal, the stock certificate books and such other books, records and papers as the Board of Directors may direct; keep the stock and transfer book containing the names alphabetically arranged of all persons who are stockholders of the Corporation, showing their place of residence, the number of shares of stock held by them respectively, the time when they respectively became owners thereof, and the amount paid thereon, which book shall be open daily, during at least three business hours, for inspection by any director and/or any person authorized to inspect such books, and shall perform such other duties as may be incident to his office.</del></p>	<p>The Secretary, who must be a Filipino citizen and a resident of the Philippines, shall be ex-officio Secretary of the Board of Directors, and when required, of all other standing committees. <b><u>The Secretary shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the Corporation's formal actions and transactions, and shall have the following specific powers and duties:</u></b></p> <p><b>a. To</b> attend to the giving and serving of all notices of the Corporation required by law or these By-laws to be given;</p> <p><b>b. To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;</b></p>

		<p><b><u>c. To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books showing all shares of the Corporation subscribed, issued and transferred;</u></b></p> <p><b><u>d. To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by their signature all corporate documents requiring the same;</u></b></p> <p><b><u>e. To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;</u></b></p> <p><b><u>f. To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any and all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control; and</u></b></p> <p><b><u>g. To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.</u></b></p>
	No provision	<p><b><u>Article IV, Section 8</u></b></p> <p><b><u>The Chief Compliance Officer shall ensure compliance by the Corporation, its directors and officers with applicable laws, rules and regulations, and governance issuances of regulatory agencies. The Compliance Officer shall have the following duties:</u></b></p> <p><b><u>a. To ensure proper onboarding of new Directors (i.e. orientation on</u></b></p>

		<p><u>the Corporation's business, charter, Articles of Incorporation and By-laws, among others);</u></p> <p><b>b. <u>To monitor, review, evaluate and ensure the compliance by the Corporation, its officers and Directors with the relevant laws, the CG Code for PLCs rules and regulations and all governance issuances of regulatory agencies;</u></b></p> <p><b>c. <u>To report to the Board if violations are found and recommend the imposition of appropriate disciplinary action;</u></b></p> <p><b>d. <u>ensure the integrity and accuracy of all documentary submissions to regulators; and</u></b></p> <p><b>e. <u>To perform such other duties and functions as may be assigned to him by the Board of Directors.</u></b></p>
<p><b>Article VII, Section 1</b></p>	<p>The seal of this Corporation shall <del>consist of concentric circle within which shall be inscribed:</del></p> <p><del>INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.</del></p> <p><del>November 25, 1987</del></p> <p><del>Manila, Philippines</del></p>	<p>The seal of this Corporation shall <b><u>be determined by the Board of Directors.</u></b></p>