



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 147212

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

INTERNATIONAL CONTAINER TERMINAL
SERVICES, INC.

(Amending Article VII Reclassification of Shares)

copy annexed, adopted on March 16, 2026 by a majority vote of the Board of Directors and on April 16, 2026 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 4th day of June, Twenty Twenty-Six.

DONDIE Q. ESGUERRA
Director

Financial Analysis and Audit Department

AGG/ldsp



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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COMPANY REG. NO. 147212

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**INTERNATIONAL CONTAINER TERMINAL
SERVICES, INC.**

(Amending Articles II Primary & Secondary Purposes, IV (Term of Existence),
and VII Decrease of Authorized Capital Stock thereof)

copy annexed, adopted on March 16, 2026 by a majority vote of the Board of Directors and on April 16, 2026 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

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DONDIE Q. ESGUERRA
Director

Financial Analysis and Audit Department

AMENDED ARTICLES OF INCORPORATION
OF
INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That, WE, all of whom are of legal age, majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of said Corporation shall be:

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.

SECOND: That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To **engage, directly or indirectly, in** the business of providing and rendering general services incidental to and necessarily connected with the operation of port terminals in the Philippines and other countries, particularly, but not limited to, **the** management, operation and development of the Manila International Container Terminal and other terminals (**including inland logistics facilities or hubs**) which will involve:

(a) the handling of cargoes of all kinds, including those agricultural in nature such as fertilizers and pesticides;

(b) the operation of refrigerated warehousing facilities, warehousing complex, container storage and handling facilities, **pilotage, hauling, stevedoring, lightering, towing activities** and/or storing of cargo of all kinds; **and**

(c) the transportation of freight and other cargo handled by the company to and from port terminals in the Philippines to any part in the Philippines intended for delivery from abroad and/or shipment abroad as may be necessary or incidental thereto;

To acquire interests or invest in similar businesses.

To establish subsidiaries or affiliates in the Philippines or in any part of the world to carry on the aforementioned businesses as well as those incidental thereto, including the secondary business purposes of the Corporation as enumerated hereinbelow; and to guarantee the obligations of such subsidiaries or affiliates or any entity in which the Corporation has lawful interest. *(As amended by the Board of Directors on February 18, 2011 and approved by the Stockholders on April 14, 2022; and as further amended by the Board of Directors on March 16, 2026 and approved by the Stockholders on April 16, 2026)*

SECONDARY PURPOSE

(a) To reclaim and develop certain foreshore areas **and such other water bodies allowed by law**, and to introduce land improvements, to contract development, to subcontract, etc., to build structures, to operate dredges, earth moving equipment, **water vessels such as tug boats**, to operate, lease, purchase, sell mechanical equipment used for cargo handling such as automotive vehicles, gantry cranes, forklifts, cranes, transtainers and others, facilities for the repair, construction, cleaning of containers, maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute fresh water, to receive, handle, store transport cargoes, to operate a tank farm for liquid, such as chemicals, petroleum products and coconut oil, and to operate and manage oil bunkering facilities.

(b) To construct, purchase, take on lease or otherwise acquire and also to rent, lease, hypothecate and convey wharves, piers, docks, dry docks, basins, derricks, elevators, warehouse, stores, ships, trucks, and other vehicles, and other structures thereon or other premises deemed capable of being advantageously used in connection with the business of the Corporation and generally to carry on and undertake any and all business undertaking, transaction or operation commonly carried or undertaken by a port terminal and a stevedoring and brokerage concern.

(c) To carry out the primary purpose of the Corporation to acquire, make, operate, maintain, buy, sell, charter, deal in and with, own, lease, pledge and otherwise dispose of ships, vessels and boats and other transportation facilities of every nature and kind whatsoever, together with all materials, articles, tools, machineries and appliances entering into or suitable thereof, and together with engines, boilers, machineries and appurtenances thereto of all kinds.

(1) To engage in the business of public and private warehousing and all business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches, to issue certificates, warrants and receipts, negotiable or otherwise, to persons warehousing goods with the Corporation, and to make, negotiate, to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehouseman; to import and export products, goods, wares and merchandise for others, doing and performing all acts and things necessary, proper and convenient for the shipping, clearing and forwarding of said products, goods, wares and merchandise; to act as shipping brokers, forwarding agents, merchandise brokers;

(2) As well as in furtherance of and in conjunction with the general business of the Corporation, to purchase, acquire, hold, sell, lease, exchange, mortgage and otherwise deal in and with real and personal property, manufacturing, storage, landing and shipping sites, factories, warehouses, bodegas, wharves, piers, decks, pipe-lines, and such other properties, franchise, rights and facilities as may be reasonably necessary for the due and proper conduct of the business of the Corporation;

(3) To carry on transaction or operation and undertake any business, undertaking, commonly carried on or undertaken by promoters, concessionaries, contractors, commercial brokers and commission merchants as may be incidental or related to the foregoing premises;

(4) To apply for, obtain, register, lease or otherwise acquire and to hold, use, own, operate, mortgage, sell, assign, or otherwise dispose of any trademarks, tradenames, patents, inventions, improvements and processes used in connection with, or secured under letters patent of the United States or of other countries, or otherwise;

(5) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, Corporation or association, and conduct in any lawful manner the business as acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(6) To engage in general business/industry in the Philippines and any part of the world in all its phases and to that end, to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any other corporation or corporations, partnership or partnerships, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers if any so owned; and to manage the general business of such corporations, partnerships or associations, except management of funds, securities, portfolio and similar assets of the managed firm;

(7) Without limiting but in amplification of the foregoing powers to do and perform any other action and to exercise any and all powers which a juridical person could do and exercise now or hereafter under the law, and to that end to transact any other business, necessary to carry out the foregoing such business, or to enhance the value of the properties of the Corporation.

(As amended by the Board of Directors on March 16, 2026 and approved by the Stockholders on April 16, 2026)

THIRD: That the place where the principal office of the Corporation is to be located and established is in ICTSI Administration Building, Manila International Container Terminal, South Access Road, Manila 1012, Philippines. *(As amended by the Board of Directors on March 2, 2015 and approved by the Stockholders on April 16, 2015)*

FOURTH: That the term for which said Corporation is to exist is **perpetual**. *(As amended by the Board of Directors on March 16, 2026 and approved by the Stockholders on April 16, 2026)*

FIFTH: That the names and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
(1) ENRIQUE RAZON	Filipino	22 Navada Street, Greenhills, San Juan, Metro Manila
(2) ENRIQUE K. RAZON, JR.	Filipino	63 Celery Drive, Valle Verde V, Pasig, Metro Manila
(3) EDGARDO Q. ABESAMIS	Filipino	20 Wagner Street, Ideal Subdivision, Fairview, Quezon City, Metro Manila
(4) STEPHEN A. PARADIES	Filipino	5340 Amorsolo Street, Dasmaringas Village, Makati, Metro Manila
(5) REGINALDO L. HERNANDEZ	Filipino	No. 28 Osmena Street, Teoville Subdivision, Parañaque, Metro Manila
(6) JOSE C. IBAZETA	Filipino	195 Mariano Marcos Street, San Juan, Metro Manila
(7) ROGELIO C. SALAZAR, JR.	Filipino	21 Coconut Street, Valle Verde IV, Pasig, Metro Manila
(8) ROMEO C. DIMAYUGA	Filipino	44 Father Martinez Street, Quezon City, Metro Manila

SIXTH: That the number of directors of the said Corporation shall be seven (7) and that the names and residences of the directors of said Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: *(As amended by the Board of Directors on January 25, 2007 and approved by the Stockholders on March 7, 2007)*

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
(1) ENRIQUE RAZON	Filipino	22 Navada Street, Greenhills, San Juan, Metro Manila
(2) ENRIQUE K. RAZON, JR.	Filipino	63 Celery Drive, Valle Verde V, Pasig, Metro Manila
(3) EDGARDO Q. ABESAMIS	Filipino	20 Wagner Street, Ideal Subdivision, Fairview, Quezon City, Metro Manila
(4) STEPHEN A. PARADIES	Filipino	5340 Amorsolo Street, Dasmaringas Village, Makati, Metro Manila

(5) CARLOS T. SORIANO	American	No. 49 SMC Condominium, Celery Drive, Valle Verde V, Pasig City, Metro Manila
(6) EDUARDO J. SORIANO	Filipino	Unit 47 SMC Condominium, Celery Drive, Valle Verde V, Pasig City, Metro Manila
(7) JOSE C. IBAZETA	Filipino	195 Mariano Marcos Street, San Juan, Metro Manila
(8) ROGELIO C. SALAZAR, JR.	Filipino	21 Coconut Street, Valle Verde IV, Pasig, Metro Manila

SEVENTH: That the authorized capital stock of the said Corporation is **Four Billion Two Hundred Sixty Three Million One Hundred Ninety Seven Thousand Three Hundred Eighty One Pesos (P4,263,197,381.00)** divided into Four Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One (4,227,397,381) common shares with par value of One Peso (P1.00) per share and **Three Million Eight Hundred Thousand (3,800,000)** Preferred A Shares with par value of One Peso (P1.00) per share, Seven Hundred Million (700,000,000) Preferred B Shares with par value of One Centavo (P0.01) per share, **and Twenty Five Million (25,000,000) Preferred C Shares with par value of One Peso (P1.00) per share.**

The Preferred A Shares shall be non-voting except in cases expressly provided by law. The Board of Directors shall fix the dividend rates applicable to Preferred A Shares. The Preferred A Shares shall be convertible to common shares under such terms and conditions as may be provided by the Board. Preferred A Shares shall be redeemed at the option of the Corporation subject to the approval of the Board of Directors. Any Preferred A Shares to be redeemed shall be redeemed at the redemption price and under such terms and conditions as shall be determined by the Board.

The Preferred B Shares shall have full voting rights, and shall be issued only to Philippine Nationals. The Board of Directors shall fix the dividend rates applicable to the Preferred B Shares provided that such dividend rate shall not exceed 10% of the par value of such Preferred B Shares. The Preferred B Shares shall not be convertible to common shares. The Preferred B Shares shall be redeemed at the option of the Board of Directors at its issue price under such terms and conditions as may be provided by the Board. The Preferred B Shares which are redeemed shall not be considered retired and may be reissued by the Corporation. A holder of Preferred B Shares who wish to transfer such shares shall first notify the Corporation, and the Corporation shall have the right to designate a qualified Filipino National who shall the right to acquire such Preferred B Shares.

The Preferred C Shares shall be non-voting, non-cumulative, non-participating, without pre-emptive rights to any issuance of any class of shares, convertible to Common Shares, redeemable at such rate and under such terms as may be determined by the Board.

In the event of liquidation of the Corporation, Preferred Shares shall have preference over common shares in the distribution of the remaining assets of the Corporation after payment of all debts.

The above-mentioned conditions or summary thereof shall be printed in all certificates of stocks for Preferred Shares issued by the Corporation.

Stockholders shall have no pre-emptive rights in shares of stock which are issued by the Corporation. *(As amended by the Board of Directors on June 18, 2010 and approved by the Stockholders on August 11, 2010; as further amended by the Board of Directors on February 22, 2017 and approved by the Stockholders on April 20, 2017; and as further amended by the Board of Directors on March 16, 2026 and approved by the Stockholders on April 16, 2026)*

EIGHTH: That the amount of said authorized capital stock which has been actually subscribed is SIXTY MILLION PESOS (P60,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

	<u>NAME</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF SUBSCRIPTION</u>
(1)	ENRIQUE RAZON	Filipino	100 shares	P 100.00
(2)	ENRIQUE K. RAZON, JR.	Filipino	100 shares	100.00
(3)	EDGARDO Q. ABESAMIS	Filipino	100 shares	100.00
(4)	STEPHEN A. PARADIES	Filipino	100 shares	100.00
(5)	CARLOS T. SORIANO	American	100 shares	100.00
(6)	EDUARDO J. SORIANO	Filipino	100 shares	100.00
(7)	REGINALDO L. HERNANDEZ	Filipino	100 shares	100.00
(8)	JOSE C. IBAZETA	Filipino	100 shares	100.00
(9)	ROGELIO C. SALAZAR, JR.	Filipino	100 shares	100.00
(10)	ROMEO C. DIMAYUGA	Filipino	100 shares	100.00
(11)	E. RAZON INC. (ERI) (also known as METRO PORT SERVICES, INC.)	Filipino	28,049,600 shares	28,049,600.00
(12)	ANSCOR CONTAINER CORP. (ANSCORCON)	Filipino	28,049,400 shares	28,049,400.00
(13)	SEA-LAND ORIENT, LTD. (SEA-LAND)	Filipino	3,900,000 shares	3,900,000.00
	TOTAL		<u>60,000,000 shares</u> =====	<u>P 60,000,000.00</u> =====

No transfer of share of stock which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be printed in all the stock certificates to be issued by the Corporation. (As amended on February 22, 2017 by the Board of Directors and approved by the Stockholders on April 20, 2017)

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

<u>NAME</u>	<u>AMOUNT SUBSCRIBED</u>	<u>AMOUNT PAID IN</u>
(1) ENRIQUE RAZON	P 100.00	P 100.00
(2) ENRIQUE K. RAZON, JR.	100.00	100.00
(3) EDGARDO Q. ABESAMIS	100.00	100.00
(4) STEPHEN A. PARADIES	100.00	100.00
(5) CARLOS T. SORIANO	100.00	100.00
(6) EDUARDO J. SORIANO	100.00	100.00
(7) REGINALDO L. HERNANDEZ	100.00	100.00
(8) JOSE C. IBAZETA	100.00	100.00
(9) ROGELIO C. SALAZAR, JR.	100.00	100.00
(10) ROMEO C. DIMAYUGA	100.00	100.00
(11) E. RAZON, INC. (ERI) (also known as METRO PORT SERVICES, INC.)	28,049,600.00	28,049,600.00
(12) ANSCOR CONTAINER CORP. (ANSCORCON)	28,049,400.00	28,049,400.00
(13) SEA-LAND ORIENT, LTD. (SEA-LAND)	3,900,000.00	3,900,000.00
	_____	_____
TOTAL	60,000,000.00 =====	60,000,000.00 =====

TENTH: That JOSE C. IBAZETA has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is fully elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of November 1987.

(Sgd.)
ENRIQUE RAZON
TAN R257-J2926-A-0

(Sgd.)
JOSE C. IBAZETA
TAN 9094-229-K

(Sgd.)
ENRIQUE K. RAZON, JR.
TAN 9089-434-P

(Sgd.)
REGINALDO L. HERNANDEZ
TAN H6556-H0140-A-3

(Sgd.)
EDGARDO Q. ABESAMIS
TAN A1259-A0343-A-2

(Sgd.)
ROGELIO C. SALAZAR, JR.
TAN S4264-I2335-A-4

(Sgd.)
STEPHEN A. PARADIES
TAN 1437-004-9

(Sgd.)
ROMEO C. DIMAYUGA
TAN D5268-J1526-A-9

SIGNED IN THE PRESENCE OF:

(Sgd.) (*ILLEGIBLE*)

(Sgd.) (VIRGINIA H. MIRAFLORES)

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA)S.S.

At Makati, Metro Manila, this 25th day of November 1987 before me a Notary Public in and for the Municipality of Makati, Metro Manila, personally appeared the following persons who exhibited their Residence Certificates set out opposite their respective names:

<u>NAME</u>	<u>RES. CERT. NO.</u>	<u>PLACE/DATE OF ISSUE</u>
ENRIQUE RAZON	19302226	Makati, MM/3.31.87
ENRIQUE K. RAZON, JR.	6340909F	Makati, MM/3.03.87
EDUARDO G. ABESAMIS	6220330F	Makati, MM/2.19.87
STEPHEN A. PARADIES	6182327F	Makati, MM/1.29.87
REGINALDO L. HERNANDEZ	6261965	Paranaque/1.25.87
JOSE C. IBAZETA	6213834	Makati, MM/2.16.87
ROSELIO C. SALAZAR, JR.	6340212F	Makati, MM/3.3.87
ROMEO C. DIMAYUSA	6213864F	Makati, MM/2.16.87

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date and at the place first above written.

(Sgd.)

ARTURO S. DY
Notary Public

Until December 31, 1987

PTR # 002430 Jan. 6, 1987 Makati, MM

Doc No. 171;
Page No. 36;
Book No. VIII;
Series of 1987.