



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 15393

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

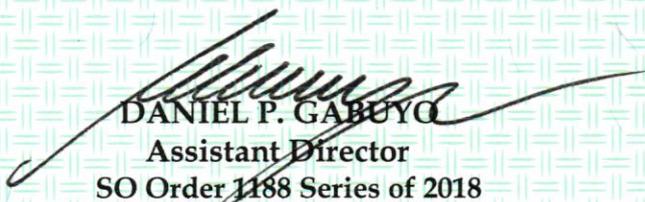
THIS IS TO CERTIFY that the Amended By-Laws of

HOUSE OF INVESTMENTS, INC.

copy annexed, adopted on November 25, 2022 by majority vote of the Board of Directors pursuant to the authority duly delegated to it by the stockholders owning at least two thirds (2/3) of the outstanding capital stock on June 2, 2003, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

This is a replacement Certificate in lieu of the Certificate of Filing of Amended By-Laws approved on June 13, 2024.

IN WITNESS WHEREOF, I have 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 3rd day of July, Twenty Twenty Four.


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

SD/bds

AMENDED BY LAWS

OF

HOUSE OF INVESTMENTS, INC.

(Formerly: HOUSE OF INVESTMENTS, INC. DOING BUSINESS ALSO UNDER THE NAMES OF HONDA CARS QUEZON CITY, HONDA CARS MANILA, HONDA CARS MARIKINA, HONDA CARS FAIRVIEW, HONDA CARS TANDANG SORA, HONDA CARS MARCOS HIGHWAY, ISUZU MANILA, ISUZU COMMONWEALTH, ISUZU GREENHILLS AND ISUZU LEYTE)

Article I

CERTIFICATE OF STOCK AND THEIR TRANSFER

Section 1. – Each stockholder shall be entitled to one or more certificates of stock showing the number of shares registered in his name. Certificate of stock shall be signed by the President or a Vice-President, or such other director as may be designated by the Board of Directors and countersigned by the Secretary or the Assistant Secretary of the company, and it shall be sealed with its corporate seal. The certificates of stock shall be issued in consecutive order and upon the stub of each certificate shall be entered the number of the certificate, date of issue, number of shares, name of the stockholders, address and such other pertinent data that may be necessary. The stub shall be signed by the stockholder upon issuance to him of the corresponding certificate and shall be considered, for all purposes of the corporation, as a valid receipt therefore from the stockholders. The necessary documentary stamps for each certificate of stock shall be borne by the stockholder, purchaser or transferee.

Section 2. – Every certificate surrendered for exchange or transfer shall be cancelled and affixed to the original stub in the certificate of book and no new certificate shall be issued unless and until the old certificates have been so cancelled and returned to the Corporation or the stock transfer agent, (as applicable). (As amended on November 25, 2022)

Section 3. - Certificates of stock may be sold, transferred or hypothecated by endorsement or separate deed, but the corporation shall not consider any transfer effective until the indorsed certificate is submitted for cancellation and a new one issued in the name of the transferee.

Section 4. - All certificates submitted for transfer to another name shall be marked “CANCELLED” by the Secretary or the stock transfer agent. (As amended on November 25, 2022)

Section 5. – Duplicate certificates of stock may be issued, in lieu of any certificate or certificates alleged to have been lost or destroyed, only upon compliance with the requirements of Section 72 of R.A. 11232. (As amended on November 25, 2022)

Section 6. - The stock transfer books of the Corporation shall not be closed for the purposes of annual or special meetings of the stockholders or for the purpose of the declaration and payment of dividends, but the Directors, by resolution, shall set a record date upon which the stock transfer agent of the Corporation shall take a record of all stockholders registered in its transfer book as of said record date, and the registered stockholders as of said record date shall be entitled to the dividend declared, as the case may be. (As amended on November 25, 2022)

Section 7. - The Stock Book or Register shall be available for inspection by any stockholder during office hours of the stock transfer agent. (As amended on November 25, 2022)

Section 8. – No interest shall run on unpaid subscriptions until delinquent.

ARTICLE II

STOCKHOLDERS' MEETING -----

Section 1. – Section 1. – The annual meetings of the stockholders of the Corporation shall be held in the principal office of the Corporation, at Makati, Metro Manila, Philippines, or, if not practicable, in the city where the said principal business office of the Company is located, on the second Friday of August. (as amended on December 3, 2003) (as further amended on November 25, 2022)

Section 2. – The special meetings of stockholders, for any purpose or purposes, may at any time be called at the principal office of the Corporation or, if not practicable, in the city where the said principal business office of the Company is located by any of the following: (a) majority members of the Board of Directors, at its own instance; (b) the President; or (c) by stockholders owning at least ten percent (10%) of the total issued and outstanding capital stock of the Corporation; provided, that such stockholders have continuously held such shares for at least one (1) year prior to the Corporate Secretary's receipt of such stockholders' written call for a special meeting and; provided further, that such call complies with the procedures and requirements set forth in relevant regulations. Such call shall state the purpose or purposes of the meeting, which must affect the legitimate interest of the stockholders, is germane to the stockholders' interest, and should not include the removal of any director. (As amended on November 25, 2022)

Section 3. – Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed by the Corporate Secretary to the registered post office address of each stockholder, or sent by cable, facsimile, electronic mail or other electronic means last known to the Secretary not less than twenty one (21) days prior to the date set for such regular meeting and at least one

(1) week before the date of any special meeting. Notice of a special meeting shall state the object or objects of the same. No failure or irregularity of notice of any meeting shall invalidate such meeting at which all the shareholders are present or represented by proxy and voting without protest. (As amended on November 25, 2022)

Section 4. - A quorum at any meeting of the stockholders shall consist of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion.

Section 5. - Stockholders may vote **in** all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and recorded at least ten (10) **calendar** days before the meeting and during such additional time as the Board of Directors may from time to time determine. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting. (as amended on December 3, 2003) (As further amended on November 25, 2022)

Stockholders may also vote through remote communication or in absentia, in which case, they shall be deemed present for purposes of quorum. Provided, however, that the votes are received by the Secretary before the Corporation finishes the tally of votes. (As amended on November 25, 2022)

Section 6. - **Each stockholder shall have the right to nominate any director who possess all of the qualifications and none of the disqualifications under this by-laws, the law or relevant regulations.**

At all elections of directors, there must be present, either in person or through remote communication or in absentia or through a representative authorized to act by written proxy, the owners of majority of the outstanding capital stock of the corporation. A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum.

The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. The corporation shall conform with the requirement to have such number of independent directors as may be required by law or regulations, and with the procedures for the nomination and election of independent directors as presented by law or regulations. (As amended on November 25, 2022)

No person shall be qualified or be eligible for nomination or election to the Board of Directors if he is engaged in any business that competes with or is antagonistic to that of the Corporation, its subsidiaries or affiliates, as may be determined by the Board of

Directors, in the exercise of its judgment in good faith, by at least a majority vote. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged.

- (i) If he is an employee, officer, manager or controlling person, or the owner (either of record or beneficially) of **at least** ten per cent (10%) or more of any outstanding class of shares, of any corporation (other than one in which the Corporation owns at least thirty per cent (30%) of the capital stock) or entity engaged in a business that the Board of Directors, by at least a majority vote, determines to be competitive or antagonistic to that of the Corporation or any of its subsidiaries or affiliates; or
- (ii) If he is an employee, officer, manager or controlling person, or the owner (either of record or beneficially) of **at least** ten per cent (10%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business **similar to that** of the Corporation or any of its subsidiaries or affiliates, when in the judgment of the Board of Directors, by at least a majority vote, the laws against combinations and restraint of trade shall be violated by such person's membership in the Board of Directors; or (As amended on November 25, 2022)
- (iii) If the Board of Directors, in the exercise of its judgment in good faith, determines by at least a majority vote, that he is a nominee of any person set forth in (i) and (ii) above.

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board of Directors may take into account such factors as business and family relationships.

For the proper implementation of this provision, all nominations for election of directors by the stockholders shall be submitted in writing to the President and the Secretary at the Corporation's principal place of business at least sixty (60) working days before the regular or special meeting of stockholders for the purpose of electing directors. (as amended on September 27, 2006)

ARTICLE III

DIRECTORS -----

Section 1. - The business and property of the company shall be managed by a Board of eleven (11) directors who shall be stockholders and who shall be elected annually by stockholders from among the stockholders as of the record date set by the Board of Directors for the purpose of such election, for the term of one year and shall serve until the election and acceptance of their duly qualified successors. (as amended on December 3, 2003)

Independent Directors shall be elected to the Board of Directors whenever required under Republic Act No. 8799, otherwise known as The Securities Regulation Code, or under any applicable law. The nomination and election of independent directors shall be conducted in accordance with Rule 38 of the Implementing Rules and Regulations of the Securities and Regulation Code, as may be amended from time to time.

An independent director is a person who, apart from shareholdings and fees received from the corporation, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with the exercise of independent judgment in carrying out the responsibilities as a director.

Independent directors must be elected by the shareholders present or entitled to vote in absentia during the election of directors.

A lead independent director shall be appointed among the independent directors in case the Chairperson is not independent from Management, such as when the position of the Chairperson and CEO is held by one person. (As amended on November 25, 2022)

Section 2. – If any vacancy shall occur among the directors by death, resignation or otherwise, such vacancy may be filled by the remaining directors at any meeting at which a quorum shall be present. In case of vacancy in the Board, the remaining directors shall continue to act, but if at any time their number be reduced to less than a quorum, the directors shall call a special meeting of the stockholders for the purpose of filling such vacancies.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting. (As amended on November 25, 2022)

Section 3. – Regular meetings of the Board of Directors shall be **held either in the Philippines or outside thereof as the Chairman or other presiding officer shall designate. Regular meetings of the Board of Directors shall be held either in person or by teleconference/videoconference, quarterly on the last Friday of every quarter or on such other day in the month as may be designated by the President or other presiding officer. Meetings may be held** at the principal office of the **Corporation** or at such place in **the Philippines or outside thereof as the President or other presiding officer shall designate.** With regard to teleconference/videoconference, the provision of SEC Memorandum Circular No. **6** (Series of **2020**), and other pertinent rules of the

Securities and Exchange Commission on the matter, as may be applicable from time to time, are hereby incorporated by way of reference. (as amended on September 27, 2006) (as further amended on November 25, 2022)

Notice of regular meetings stating the date, time and place of the meeting must be sent to every director or trustee at least two (2) days prior to the scheduled meeting by personal delivery, regular mail or electronic means at his/her last known residential or office address, or electronic mail address. (As amended on November 25, 2022)

Section 4. - Special meetings of the Board of Directors may be called by the Secretary upon order of the President or any two (2) members of the Board of Directors and notices shall be made **by personal delivery, regular mail or electronic means at his/her last known residential or office address, or electronic mail address at least two (2) days** before such special meeting, and the notice shall set the object and purpose of the same. A special meeting may be held either in person or by teleconference/videoconference. (as amended on September 27, 2006) (As further amended on November 25, 2022)

With regard to teleconference/ videoconference, the provisions of SEC Memorandum Circular No. 6 (Series of 2020), and other pertinent rules of the Securities and Exchange Commission on the matter, as may be applicable from time to time, are hereby incorporated by way of reference. (as amended on September 27, 2006) (As further amended on November 25, 2022)

Section 5. – Quorum – A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require any affirmative vote of greater proportion of the members.

Section 6. – Each of the members of the Board of Directors shall be paid per diems for every regular and special meeting attended in such amount as may be approved by resolution of the Board from time to time. **In no case shall the total yearly compensation of directors exceed ten percent (10%) of the net income before income tax of the corporation during the preceding year.** (As amended on July 17, 2014) (As further amended on November 25, 2022)

Any additional compensation, other than per diems, to be given to the members of the Board of Directors shall be subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. (As amended on November 25, 2022)

Section 7. - Officers of the **Corporation**, as provided in these by-laws, shall be elected by the Board of Directors at their first meeting after the election of the Directors. (As amended on November 25, 2022)

Section **8**. - Executive Committee

There shall be an Executive Committee composed of the Chairman of the **Board and at least two (2) members to be elected by the Board of Directors from among themselves**. The Executive Committee shall act by majority vote of all its members, on such specific matters within the competence of the board, as maybe delegated to it except with respect to: (As amended on November 25, 2022)

1. approval of any action which stockholders' approval is also required;
2. the filling of vacancies in the board;
3. the amendment or repeal of 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 amendable or repealable; and
5. distribution of cash dividends to the shareholders.

Section **9**. Ex-Officio Director

The Board **may** appoint as ex-officio director any one of the former Chairmen of the Board of the **Corporation**. He shall attend meetings of the Board but shall not have voting rights. (as amended on July 16, 2004) (As further amended on November 25, 2022)

Section **10**. Advisor/s to the Board

There shall be advisor/s to the Board to be appointed by the Board of Directors from time to time as may be necessary and expedient.

The Advisors to the Board shall attend meetings of the Board of Directors but without any right to vote therein, shall exercise such power, perform such functions and privileges as the Board of Directors may determine. (as amended on July 16, 2004)

Section **11**. – Committees

The Board of Directors shall constitute the following committees:

- (a) **Corporate Governance, Nomination and Related Party Transactions Committee – The Corporate Governance, Nomination and Related Party Transactions Committee shall have at least three (3) members, all of whom must be independent directors, including the Chairman.**

- It shall have such duties and responsibilities as may be provided in its charter and in the Company's Manual on Corporate Governance.
- (b) Remuneration Committee – The Remuneration Committee shall be composed of at least three (3) members, one of whom shall be independent. It is tasked with, among others, fixing the remuneration packages of corporate officers and directors.
- (c) Board Risk Oversight Committee – The Board Risk Oversight Committee shall be composed of at least three directors, majority of whom must be independent directors, including the Chairman. At least one member of the committee must have relevant thorough knowledge and experience on risk and risk management. It shall have such duties and responsibilities as may be provided in its charter and in the Company's Manual on Corporate Governance.
- (d) Audit Committee – The Audit Committee shall be composed of at least three properly qualified non-executive directors, the majority of whom, including the Chairman shall be independent. All committee members must have relevant background, knowledge and experience in the areas of accounting, auditing and finance. The Chairman of the Audit Committee shall not be a chairman of the Board or any other committees. The Audit Committee shall have such duties and responsibilities as may be provided in its charter and in the Company's Manual on Corporate Governance.

In addition, the Board of Directors may create other committees as it may consider necessary or advisable for the proper operation of the affairs of the corporation, with the powers to be determined by the Board of Directors. Once constituted, it may adopt and promulgate such rules and procedures for the transaction of any business that may properly come before them. (As amended on November 25, 2022)

ARTICLE IV

OFFICERS

Section 1. – The officers of this corporation shall be a Chairman of the Board, a Vice-Chairman of the Board, a President, Executive Vice President (s), one or more Vice President(s), Secretary, Treasurer and such other officers as the Board of Directors, from time to time shall create and elect. Any two or more officers except those the functions and duties of which are incompatible, may be held by one person. The officers shall hold office at the principal office of the company.

Section 2. – The Chairman of the Board shall preside at all meetings of the Board of Directors and the Stockholders.

Section 2.a. – The Vice Chairman of the Board shall perform all the duties of the Chairman of the Board in the latter’s absence or disability. He shall perform such other functions as the Board may assign to him/her from time to time.

Section 3. – The President shall be a stockholder and director of the Corporation and shall preside in the absence of the Chairman of the Board, at all meetings of the Board of Directors, and Stockholders of the company, and shall perform all such other duties that may be required of him by the Board of Directors. He shall sign contracts, or other instruments of the corporation as may be authorized by the Board of Directors.

Section 4. - The Executive Vice President (s) shall have the same qualifications as the President and in case of disability or in the absence of the President, that when so directed at other times, he shall assume such specific duties of the President as that official may properly assign to him in writing, or as may be required of him by the Board of Directors.

Section 4.a. – The **officers** shall perform such duties and functions as may be assigned from time to time by the President and/or the Board of Directors. (As amended on November 25, 2022)

Section 5. - The Secretary shall issue all notices of meetings of the Stockholders and Board of Directors; keep the minutes of all meetings of the Stockholders and Board of Directors; have charge of the corporate seal and records; and make such reports, and perform such other duties as are incident to his office, or may be required of him by the Board of Directors. (As amended on November 25, 2022)

Section 6. - The Treasurer shall have charge of all money of the corporation and shall keep regular books of account therefor. He shall sign or countersign such instruments as may require his signature; perform all duties incident to his office and render such accounts, reports, and statements as may be properly required of him by the Board of Directors. He shall deposit **or cause to be deposited** funds of the Corporation in such banking institution as may be designated by the Board from time to time, subject to withdrawal only upon checks and other written demands which shall be signed by the **signatories** designated by the Board of Directors. (As amended on November 25, 2022)

ARTICLE V

DIVIDENDS AND FINANCE

Section 1. - The **fiscal year** of the Company shall commence on the first day of January of each calendar year thereafter and shall close on the 31st day of December of each year. (As amended on November 25, 2022)

Section 2. – Dividends shall be declared only from the surplus profit and shall be payable at such time and in such manner and in such amounts as the Board of Directors shall determine. No dividends shall be declared which will impair the capital of the **Corporation**. (As amended on November 25, 2022)

Section 3. - Auditors shall be designated by the Board of Directors prior to the close of business in such fiscal year, who shall audit and examine the books of account of the company, and shall certify to the Board of Directors and the shareholders the annual balances of said books, which shall be prepared at the close of the said year under the direction of the Treasurer. No director or officer of the **Corporation**, and no firm or corporation of which such officer or Director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors. (As amended on November 25, 2022)

Section 4. - Inspection of Accounts by any member of the Board of Directors in person may be made at any and all times during business hours of the company, and such inspection may embrace all books, records and vouchers of the company.

Inspection of the books, accounts, and records of the company by the stockholders shall be limited to office hours of every business day.

Section 5. - The members of the Board of Directors shall receive as additional compensation an amount not exceeding five (5%) per cent of the net profits of the company before income taxes, to be distributed among them in the manner they see fit and equitable.

The Board of Directors is empowered to grant bonus to other officers and employees in such amount and at such time as it may fix and determine.

The balance of the net profits after providing for the different items hereinabove enumerated after taxes shall have been paid may be retained or distributed in accordance with the provisions of law.

ARTICLE VI

SEAL

Section 1. - The corporate seal of the company, unless otherwise ordered by the Board of Directors, shall be circular in form and bearing the words “HOUSE OF INVESTMENTS, INC.”

ARTICLE VII

AMENDMENTS

Section 1. - **The Board may amend the By-Laws or the repeal of all or part thereof, not in conflict with the laws of the Philippines, or with the Corporation's Amended Articles of Incorporation, at any time and from time-to-time, at any special or regular meeting of the Board if such power has been delegated to the Board of Directors by the affirmative votes of the holders of two-thirds (2/3) of the outstanding shares.** (As amended on November 25, 2022)

Section 2. - **The power delegated to the Board of Directors to make new or additional By-Law, and to amend or repeal the same or any part thereof, may be revoked by a majority vote of the outstanding capital stock of the Company at any regular or special meeting of the stockholders.** (As amended on November 25, 2022)

Section 3. - These by-laws shall take effect immediately after the approval of the stockholders.

CERTIFICATE OF APPROVAL

KNOW ALL MEN BY THESE PRESENTS:

That WE, the undersigned stockholders of the HOUSE OF INVESTMENTS, INC., a corporation organized and existing under the laws of the Philippines, representing more than two-thirds of all the subscribed capital stock of said corporation, have voted for the foregoing by-laws of said corporation, in a meeting of stockholders of said corporation this day duly held, whereby said by-laws were duly adopted by said corporation.

IN WITNESS WHEREOF, and in compliance with the requirements of the corporation law of the Philippines we sign these presents at Manila, Philippines, this 3rd day of June, 1959.
