



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

COMPANY REG. NO. CS201524712

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

WILCON DEPOT, INC.
doing business under the name and style of
WILCON DEPOT and WILCON HOME ESSENTIALS
(Amending Article VII thereof)

copy annexed, adopted on April 1, 2016 by a majority vote of the Board of Directors and 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, 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 Pasay City, Metro Manila, Philippines, this 15th day of November, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF

WILCON DEPOT, INC.
(Doing business under the name and style of
WILCON DEPOT and WILCON HOME ESSENTIALS)
(Formerly: WILCON DEPOT, INC.)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

WILCON DEPOT, INC.
(Doing business under the name and style of
WILCON DEPOT and WILCON HOME ESSENTIALS)
(Formerly: WILCON DEPOT, INC.)

SECOND: That the primary purpose of this Corporation is -

To engage in, conduct and carry on the business of trading, buying, selling, distributing, marketing, importing, exporting, exchanging or dealing, at wholesale and retail or in so far as may be permitted by law, all kinds of goods, commodities, wares, merchandise, machinery, equipment and products of every kind and description, including but not limited to home merchandise, appliances, doors and mouldings, home interior, furniture, outdoor living, automotives, electricals, building materials, tiles, paints and sundries, tools, hardware, houseware, sanitary wares and all kinds of construction materials; enter into lawful arrangement, contracts and agreements in pursuit of said activities for its own account as principal or in representative capacity as trader's or manufacturer's representative, merchandise broker, indentor, commission merchant, factors or agents and in general to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above purposes, or calculated, directly, to enhance the value of or render profitable, any of the Corporation's property or rights.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease (except financial leasing), sell and convey real properties, such as land, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in

cash, shares of its capital stock, debentures and other evidence of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.

2. To borrow or raise money from not more than nineteen (19) lenders including its stockholders necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, in which any shares of stock or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concessions, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privilege, exemption, license and concessions as may be conducive to any of the objects of the Corporation.

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

8. To distribute the surplus profits of the Corporation to the stockholders thereof in cash, in shares of stock of the Corporation in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation;

9. To guarantee, for and in behalf of the Corporation, obligations of other corporations or entities in which it has lawful interest; and

10. To conduct and transact any and all activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is at No. 90 E. Rodriguez Jr., Avenue, Ugong Norte, Quezon City.

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence
William T. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Rosy Chua Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Lorraine C. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Mark Andrew Y. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Careen Y. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City

SIXTH: That the number of directors of said Corporation is Seven (7), two (2) of whom shall be independent directors and the names, nationalities and residences of the Directors of the Corporation who are to serve until their successors are elected and qualified as provided in the by-laws, are as follows

Name	Nationality	Residence
William T. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Rosy Chua Belo	Filipino	90 E.Rodriguez Jr., Avenue

Amended Articles of Incorporation
 Wilcon Depot, Inc.

		Ugong Norte, Quezon City
Lorraine C. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Mark Andrew Y. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
Careen Y. Belo	Filipino	90 E.Rodriguez Jr., Avenue Ugong Norte, Quezon City
VACANT SEAT		
VACANT SEAT		

SEVENTH: That the authorized capital stock of the Corporation is **FIVE BILLION PESOS (Php5,000,000,000.00)** in lawful money of the Philippines, divided into **FIVE BILLION (5,000,000,000)** shares of common stock with a par value of **ONE PESO (P1.00)** each. (As amended at the meeting of the Board of Directors and stockholders' meeting held on April 01, 2016)

EIGHT: That the amount of said capital stock which has been actually subscribed is **FIFTY MILLION PESOS (P50,000,000.00)** and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
William T. Belo	Filipino	10,199,999	PhP 10,199,999.00
Rosy Chua Belo	Filipino	5,100,000	5,100,000.00
Lorraine C. Belo	Filipino	5,100,000	5,100,000.00
Mark Andrew Y. Belo	Filipino	5,100,000	5,100,000.00
Careen Y. Belo	Filipino	1	1.00
Wilcon Builders' Depot Inc. TIN – 221-252-819	Filipino	24,500,000	24,500,000.00
TOTAL		50,000,000	PhP 50,000,000.00

That pursuant to the Listing Rules of the Philippine Stock Exchange, Inc.:
 (1) existing shareholders of the Corporation who own an equivalent of at least ten percent (10%) of the issued and outstanding shares of stock of the company shall refrain from selling, assigning, or in any manner disposing of their shares for a period

of one hundred eighty (180) days after the listing of said shares, if the company meets the track record requirements, or three hundred sixty-five (365) days after listing of said shares, if the company is exempt from the track record requirements; and (2) if there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the IPO, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from full payment of the aforesaid shares.

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

<u>Name</u>	<u>Citizenship</u>	<u>Paid - up</u>
William T. Belo	Filipino	10,199,999.00
Rosy Chua Belo	Filipino	5,100,000.00
Lorraine C. Belo	Filipino	5,100,000.00
Mark Andrew Y. Belo	Filipino	5,100,000.00
Careen Y. Belo	Filipino	1.00
Wilcon Builders' Depot Inc. TIN – 221-252-819	Filipino	24,500,000.00
TOTAL		50,000,000.00

TENTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the 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 indicated in all the stocks certificates issued by the Corporation.

No shareholder of any class of shares shall have or otherwise be entitled to any pre-emptive right to subscribe to, purchase or receive any class of shares of the Corporation, or part thereof, whether issued from the unissued capital, increase in capital stock, treasury stock any securities convertible into stock of the Corporation. Any such shares may at any time be issued, sold or disposed of by the Corporation pursuant to the resolution of the Board of Directors, to such persons and upon such terms as the Board of Directors may deem proper, without first offering such shares to existing shareholders.

ELEVENTH: That **LORRAINE C. BELO** has been elected by the subscribers as treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid in by the subscribers.

TWELFTH: The Corporation hereby undertakes to change its corporate name as originally registered or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission in the event that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto set out hands this 10th day of December 15, 2015 at City of Pasig Philippines.

(SGD.) WILLIAM T. BELO
TIN- 103-980-359

(SGD.) ROSY CHUA BELO
TIN- 118-481-946

(SGD.) LORRAINE C. BELO
TIN- 909-719-029

(SGD.) MARK ANDREW Y. BELO
TIN- 220-546-117

(SGD.) CAREEN Y. BELO
TIN – 220-545-841

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
) S.S.

BEFORE ME, a Notary Public for Pasig City, Philippines, this 15th day of December 2015, personally appeared:

<u>Name</u>	Competent Evidence of Identity	Issued by
William T. Belo	TIN - 103-980-359	Bureau Of Internal Revenue
Rosy Chua Belo	TIN - 118-481-946	Bureau Of Internal Revenue
Lorraine C. Belo	TIN - 909-719-029	Bureau Of Internal Revenue
Mark Andrew Y. Belo	TIN - 220-546-117	Bureau Of Internal Revenue
Careen Y. Belo	TIN - 220-545-841	Bureau Of Internal Revenue

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

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

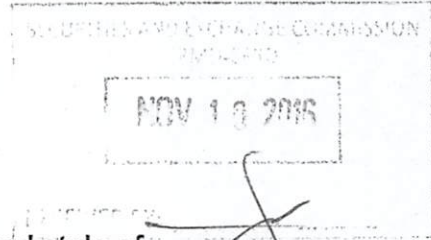
(SGD.) KAYE COLEEN LAMBINO-MALIMBAN
Notary for Pasig City
App No. 242(2014-2015) Until 12/31/2015
Roll of Attorney Nu.63250
IBP No.,.0988201/01/09/2015, Quezon City
PTR No. 0378846/01/20/2015 Pasig City
MCLE- Compliance Admitted to the Bar 2014
3014 Antel Global Corporate Center
Julia Vargas Avenue, Pasig City

Doc. No. 127;
Page No. 27;
Book No. IV;
Series of 2015.

DIRECTORS' CERTIFICATE

OF

WILCON DEPOT, INC.
(Doing business under the name and style of
WILCON DEPOT and WILCON HOME ESSENTIALS)
(Formerly: WILCON DEPOT, INC.)



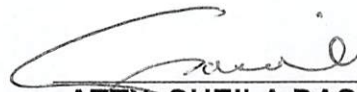
We, the undersigned majority members of the Board of Directors, the Chairman and the Secretary, do hereby certify that the Articles of Incorporation of **WILCON DEPOT, INC.** (Doing business under the name and style of **WILCON DEPOT and WILCON HOME ESSENTIALS**) (Formerly: **WILCON DEPOT, INC.**) (the "Corporation") was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a meeting held for that purpose at its principal office located at No. 90 E Rodriguez Jr., Avenue, Ugong Norte, Quezon City, on **April 01, 2016**, amending Article SEVENTH of the Articles of Incorporation thereof, as shown in the attached Amended Articles of Incorporation, such that **Article SEVENTH** of the Corporation's Articles of Incorporation shall read as follows:

SEVENTH: That the authorized capital stock of the Corporation is FIVE BILLION PESOS (PhP5,000,000,000.00) in lawful money of the Philippines, divided into FIVE BILLION (5,000,000,000) shares of common stock with a par value of ONE PESO (P1.00) each.

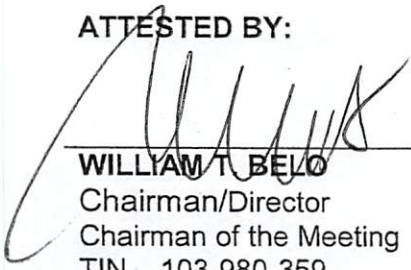
The above amendment was likewise approved by a majority of the Board of Directors of the Corporation at a meeting held on **April 01, 2016**.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of _____ 2016, at PASIG City, Philippines.


AUG 11 2016


ATTY. SHEILA PASICOLAN
Corporate Secretary
Secretary of the Meeting
TIN- 247-122-295

ATTESTED BY:




WILLIAM T. BELO
Chairman/Director
Chairman of the Meeting
TIN – 103-980-359




ROSY CHUA BELO
Director
TIN – 118-481-946



MARK ANDREW Y. BELO
Director
TIN- 220-546-117



LORRAINE . BELO CINCOCHAN
Director/President
TIN – 909-719-029



CAREEN Y. BELO
Director
TIN – 220-545-841

SIGNED IN THE PRESENCE OF:
