

CEO19065



REPUBLIC OF THE PHILIPPINES

**SECURITIES AND EXCHANGE COMMISSION**  
CEBU EXTENSION OFFICE  
Cebu City

**COMPANY REG. NO. CS200315877**

**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**

**METRO RETAIL STORES GROUP, INC.**

Doing business under the name and style of the following business names:

1. The Metro Gaisano 2. Metro Gaisano Pharmacy 3. Metro Gaisano Café 4. Super Metro Gaisano 5. Metro Ayala Center 6. Metro Plaza Store – Toledo 7. Metro Gaisano Express Mart 8. Tita Gwapa Supertinda 9. Metro Gourmet Dining 10. Metro Fresh 'n Easy 11. Metro Wholesalemart 12. Metro Market Market Department Store & Supermarket 13. Metro Alabang Department Store & Supermarket 14. Metro Hi-Per 15. Metro Gaisano Market 16. Metro Legazpi Dept. Store & Supermarket 17. Metro Lucena Department Store & Supermarket 18. Metro Angeles City Department Store & Supermarket 19. Metro Angeles City Pharmacy

(Formerly: VALUESHOP MARKET MARKET, INC.)

Doing business under the name and style of (i) Metro Market Market Department Store & Supermarket;

(ii) Metro Alabang Department Store & Supermarket)

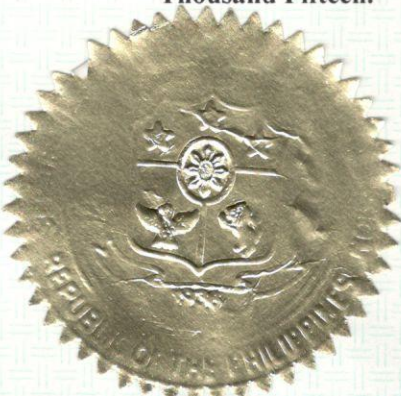
(Formerly: VALUESHOP MARKET MARKET, INC.)

(Amending Article VII and VIII of the amended articles of incorporation thereof)

copy annexed, adopted on April 13, 2015 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 at Cebu City, Philippines, this 2ND day of October, Two Thousand Fifteen.



  
LINDEZA ROGERO-GAVINO

Director

SEC CEBU OFFICE

10/2/2015 2:59:18 PM

# COVER SHEET

for Application at

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

SEC Registration Number

C S 2 0 0 3 1 5 8 7 7

S.E.C. Registration Number

Company Name

M E T R O R E T A I L S T O R E S G R O U P , I N C .

Doing business under the name and style of the following business names:

1. The Metro Gaisano
2. Metro Gaisano Pharmacy
3. Metro Gaisano Café
4. Super Metro Gaisano
5. Metro Ayala Center
6. Metro Plaza Store - Toledo
7. Metro Gaisano Express Mart
8. Tita Gwapa Supertinda
9. Metro Gourmet Dining
10. Metro Fresh 'n Easy
11. Metro Wholesale Mart
12. Metro Market Market Department Store & Supermarket
13. Metro Alabang Department Store & Supermarket
14. Mtero Hi-Per
15. Metro Gaisano Market
16. Metro Legazpi Dept. Store & Supermarket
17. Metro Lucena Department Store & Supermarket
18. Metro Angeles City Department Store & Supermarket
19. Metro Angeles City Pharmacy

[Formerly: VALUESHOP MARKET MARKET, INC. Doing business under the name and style of (i) Metro Market Market Department Store & Supermarket; (ii) Metro Alabang Department Store & Supermarket]

Principal Office (No./Street/Barangay/City/Town/Province)

V I C S A L B U I L D I N G C O R N E R O F C . D .  
S E N O & W . O . S E N O S T S . , G U I Z O

N O R T H R E C L A M A T I O N A R E A

M A N D A U E C I T Y , C E B U

Company's Telephone Number/s

2368390

Contact Person's Telephone Number

2368390

Company Telephone Number

ATTY. VINCENT E. TOMANENG

Contact Person

Contact Person's Address

Vicsal Bldg., corner of C.D. Seno and W.O. Seno Sts., Guizo, North Reclamation Area, Mandaue City, Cebu

### To be accomplished by CRMD Personnel

as

Date

Signature

Assigned Processor: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

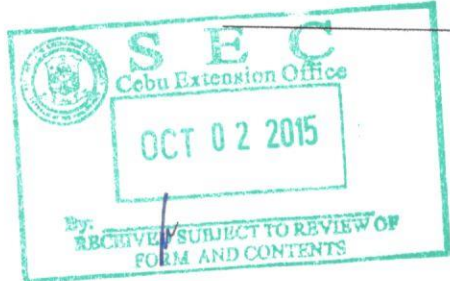
\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

- Forwarded to:
- Corporate and Partnership Registration Division
  - Green Lane Unit
  - Financial Analysis and Audit Division
  - Licensing Unit
  - Compliance Monitoring Division



*[Handwritten Signature]*

**FIFTH AMENDED  
ARTICLES OF INCORPORATION**

OF

**METRO RETAIL STORES GROUP, INC.**

**Doing business under the name and style of the following business names:**

1. The Metro Gaisano
2. Metro Gaisano Pharmacy
3. Metro Gaisano Cafe
4. Super Metro Gaisano
5. Metro Ayala Center
6. Metro Plaza Store - Toledo
7. Metro Gaisano Express Mart
8. Tita Gwapa Supertinda
9. Metro Gourmet Dining
10. Metro Fresh 'n Easy
11. Metro Wholesalmart
12. Metro Market Market Department Store & Supermarket
13. Metro Alabang Department Store & Supermarket
14. Metro Hi-Per
15. Metro Gaisano Marce
16. Metro Legazpi Dept. Store & Supermarket
17. Metro Lucena Department Store & Supermarket
18. Metro Angeles City Department Store & Supermarket
19. Metro Angeles City Pharmacy

(As amended by the Board of Directors and the Stockholders at their respective meetings both held on June 16, 2014)

[FORMERLY: VALUESHOP MARKET MARKET, INC.]

Doing business under the name and style of

- (i) Metro Market Market Department Store & Supermarket;
- (ii) Metro Alabang Department Store & Supermarket]

(As amended on March 26, 2012)

[FORMERLY: VALUESHOP MARKET MARKET, 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: The name of this corporation shall be:

**METRO RETAIL STORES GROUP, INC.**

Doing business under the name and style of the following business names:

1. The Metro Gaisano
2. Metro Gaisano Pharmacy
3. Metro Gaisano Cafe
4. Super Metro Gaisano
5. Metro Ayala Center
6. Metro Plaza Store - Toledo
7. Metro Gaisano Express Mart
8. Tita Gwapa Supertinda
9. Metro Gourmet Dining
10. Metro Fresh 'n Easy
11. Metro Wholesalmart
12. Metro Market Market Department Store & Supermarket
13. Metro Alabang Department Store & Supermarket
14. Metro Hi-Per
15. Metro Gaisano Market
16. Metro Legazpi Dept. Store & Supermarket
17. Metro Lucena Department Store & Supermarket
18. Metro Angeles City Department Store & Supermarket
19. Metro Angeles City Pharmacy

(As amended by the Board of Directors and the Stockholders at their respective meetings both held on June 16, 2014)

[FORMERLY: VALUESHOP MARKET MARKET, INC.]

Doing business under the name and style of

- (i) Metro Market Market Department Store & Supermarket;
- (ii) Metro Alabang Department Store & Supermarket]

(As amended on March 26, 2012)

[FORMERLY: VALUESHOP MARKET MARKET, INC.]

SECOND:

A. That the primary purpose of this corporation is:

To buy, sell, trade, deal in and deal with goods, wares and merchandise of every kind and description, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be

necessary or expedient in conducting the business of the corporation; and in general, to carry on the business of a supermarket and department store operator; and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees or otherwise. (As amended on February 28, 2004)

B. That the secondary purposes of this corporation are as follows:

1. To undertake, carry on and engage in the business of owning and operating restaurants, coffee shops, bakeshops, refreshment parlors, cocktail lounges, including the manufacture and processing of food products, and to offer such other services to the public in connection with the operation of restaurants and provision of catering services;

2. To engage in the business of a foreign exchange dealer and money changer. Provided, that the foreign currency transactions of the corporation shall be limited to ordinary money changing activity or "spot" foreign currency transaction. Provided further, that the corporation shall not engage in the business of being a commodity futures merchant/broker, or otherwise engage in financial derivatives activities such as foreign currency swaps, forwards, option or other similar instruments as defined under BSP Circular No. 102, Series of 1995. (As amended on May 4, 2007)

3. To engage in the business of owning and operating a pharmacy and to sell pharmaceuticals, drugs, medicines, medical equipment, and all other items related to the pharmacy business;

4. To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, hypothecate, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any corporations 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 evidence of indebtedness or securities of the Corporation or 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/or dispose of the interest, dividends and/or incomes arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any such stock so owned.

5. To apply for, obtain, register, purchase, lease or otherwise acquire, and to the extent authorized by law, to hold, use, own, operate, develop and introduce, sell, assign and otherwise dispose of any trademarks, tradenames, distinctive marks, patents, inventions, concessions, franchises, improvements and processes, used in connection with, or secured under letter patents of the Philippines, or other countries.



necessary or expedient in conducting the business of the corporation; and in general, to carry on the business of a supermarket and department store operator; and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees or otherwise. (As amended on February 28, 2004)

B. That the secondary purposes of this corporation are as follows:

1. To undertake, carry on and engage in the business of owning and operating restaurants, coffee shops, bakeshops, refreshment parlors, cocktail lounges, including the manufacture and processing of food products, and to offer such other services to the public in connection with the operation of restaurants and provision of catering services;

2. To engage in the business of a foreign exchange dealer and money changer. Provided, that the foreign currency transactions of the corporation shall be limited to ordinary money changing activity or "spot" foreign currency transaction. Provided further, that the corporation shall not engage in the business of being a commodity futures merchant/broker, or otherwise engage in financial derivatives activities such as foreign currency swaps, forwards, option or other similar instruments as defined under BSP Circular No. 102, Series of 1995. (As amended on May 4, 2007)

3. To engage in the business of owning and operating a pharmacy and to sell pharmaceuticals, drugs, medicines, medical equipment, and all other items related to the pharmacy business;

4. To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, hypothecate, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any corporations 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 evidence of indebtedness or securities of the Corporation or 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/or dispose of the interest, dividends and/or incomes arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any such stock so owned.

5. To apply for, obtain, register, purchase, lease or otherwise acquire, and to the extent authorized by law, to hold, use, own, operate, develop and introduce, sell, assign and otherwise dispose of any trademarks, tradenames, distinctive marks, patents, inventions, concessions, franchises, improvements and processes, used in connection with, or secured under letter patents of the Philippines, or other countries.



6. To raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officer or agents shall determine and as may be permitted by law;

7. To invest and deal with the monies or properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business properties and goodwill of the corporation or any part thereof at an opportune time to further the objectives of the corporation.

8. To guarantee, for and in behalf of the Corporation, obligations of other corporations or entities in which it has lawful interest, including its affiliated companies, and to secure the repayment of the obligations and liabilities of any such corporation, partnership, association in which the Corporation has an interest, including its affiliated companies, by mortgage, pledge, assignment, deed of trust or other encumbrances upon monies and properties of the Corporation.

9. To establish and operate one or more offices or agencies 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 and outside the Philippines, as may be permitted by local laws of this country or the host country.

*(As amended by the Board of Directors and the Stockholders at their respective meetings both held on June 16, 2014)*

C. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at the Vicsal Building, corner of C.D. Seno and W.O. Seno Streets, Guizo, North Reclamation Area, Mandaue City, Cebu, Philippines, and branch offices at such other places as the Board of Directors may, from time to time, determine or fix.

*(As amended by the Board of Directors and the Stockholders at their respective meetings both held on June 16, 2014)*

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 residences of the incorporators, are as follows:

Name	Nationality	Residence
Jack S. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City
Edward S. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City
Frank S. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City
Margaret G. Ang	Filipino	Sudlon, Maguikay, Mandaue City
Mary Irish D. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City

SIXTH: That the number of directors of said corporation shall be seven (7), with at least two (2) of whom shall be independent.

*(As amended by the Board of Directors and the Stockholders at their respective meetings both held on June 16, 2014)*

The names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
Jack S. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City
Edward S. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City
Frank S. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City
Margaret G. Ang	Filipino	Sudlon, Maguikay, Mandaue City
Mary Irish D. Gaisano	Filipino	Beverly Hills, Lahug, Cebu City

SEVENTH: That the authorized capital stock of the corporation is TEN BILLION PESOS (₱10,000,000,000.00) in lawful money of the Philippines divided into TEN BILLION (10,000,000,000) COMMON shares with the par value of ONE (₱1.00) peso per share.

Any and all issues of the Corporation's shares of any class except (i) issuance in connection with any public offering (initial or subsequent), (ii) the issuance, sale or other disposition of treasury shares, (iii) the issuance of shares for the purpose of exchanging shares for properties or assets to acquire properties or assets needed for the business of the Corporation, (iv) the issuance of shares for the purpose of raising funds for or financing the acquisition of properties or assets needed for the business of the Corporation, (v) the issuance of shares to shareholders in payment of shareholders' advances made for the purpose of financing the acquisition of properties or assets needed for the business of the Corporation, (vi) the issuance of shares in payment of a previously contracted debt, (vii) issues covered by the Corporation's stock option plans for its employees and officers, in either case whether such



issuance is made out of the unissued capital stock or in or from any increase in authorized capital stock, shall be subject to the stockholders' preemptive rights in accordance with law.

*(As amended by the Board of Directors and the Stockholders at their respective meetings both held on June 16, 2014, and further amended by the Board of Directors and the Stockholders at their respective meetings both held on April 13, 2015)*

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Citizenship	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Jack S. Gaisano	Filipino	1	1	1
Edward S. Gaisano	Filipino	1	1	1
Frank S. Gaisano	Filipino	1	1	1
Margaret G. Ang	Filipino	1	1	1
Mary Irish D. Gaisano	Filipino	1	1	1
Valueshop Stores, Inc.	Filipino	24,999,995	24,999,995	6,249,995
		-----	-----	-----
		25,000,000	₱25,000,000	₱6,250,000
		=====	=====	=====

That the Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "PSE") dated 6 June 2013 subject to any waiver or exemption that may be granted by the PSE in respect of such lock-up requirement.

*(As amended by the Board of Directors and the Stockholders at their respective meetings both held on April 13, 2015)*

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the 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 the stock certificates issued by the corporation.

TENTH: That EDWARD S. GAISANO has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the corporation manifest its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness Whereof, we have set our hands this 12<sup>th</sup> day of August 2003 at Cebu City, Philippines.

(SGD.) **JACK S. GAISANO**  
TIN: 150-044-515

(SGD.) **FRANK S. GAISANO**  
TIN: 150-044-507

(SGD.) **EDWARD S. GAISANO**  
TIN: 150-044-494

(SGD.) **MARGARET G. ANG**  
TIN: 150-044-477

(SGD.) **MARY IRISH D. GAISANO**  
TIN: 150-044-523

WITNESSES:

(SGD.) **ALJIM C. JAMANDRE**

(SGD.) **LUCILLE S. MALAZARTE**



## ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
 CEBU CITY  
 PHILIPPINES )S.S.

BEFORE ME, a Notary Public in and for CEBU CITY Philippines, this 12<sup>th</sup> day of August, 2003 personally appeared:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Date &amp; Place Issued</u>
Jack S. Gaisano	02167133	1.27.2003/Cebu City
Edward S. Gaisano	02167138	1.27.2003/Cebu City
Frank S. Gaisano	02167135	1.27.2003/Cebu City
Margaret G. Ang	02167139	1.27.2003/Cebu City
Mary Irish D. Gaisano	02167134	1.27.2003/Cebu City

all 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.

Doc. No. 130;  
 Page No. 27;  
 Book No. XI;  
 Series of 2003.

(Sgd.) VINCENT E. TOMANENG  
 NOTARY PUBLIC  
 UNTIL DECEMBER 31, 2004  
 PTR NO. 4471723  
 ISSUED ON/1-3-03/CEBU CITY  
 TIN 102-089-935



**TREASURER'S AFFIDAVIT**

REPUBLIC OF THE PHILIPPINES)  
CITY OF CEBU                    )  
PROVINCE OF CEBU            )S.S.

I, EDWARD S. GAISANO, being duly sworn, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the subscription has been paid, and received by me in cash property for the benefit and credit of the corporation.

This is also to authorize the Securities and Exchange Commission and Bangko Sentral Ng Pilipinas to examine and verify the deposit in the BANK OF THE PHILIPPINE ISLANDS, AYALA CENTER-CEBU in my name as Treasurer in Trust for the VALUESHOP MARKET MARKET, INC. in the amount of SIX MILLION TWO HUNDRED FIFTY THOUSAND PESOS (P6,250,000.00) representing the paid-up capital of the said corporation which is in the process of incorporation. This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the corporation. Should the deposit be transferred to another bank prior to or after incorporation, this will also serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the said paid-up capital.

In case the said paid-up capital is not deposited or withdrawn prior to the approval of the articles of incorporation, I, in behalf of the above named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.

(SGD.) **EDWARD S. GAISANO**  
Treasurer

SUBSCRIBED AND SWORN to before me this 12<sup>th</sup> day of August 2003 at Cebu City, Philippines, affiant exhibiting to me his Community Tax Certificate No. 02167138 issued at CEBU CITY on January 27, 2003.

Doc. No. 131;  
Page No. 28;  
Book No. XI;  
Series of 2003.

(SGD.) **VINCENT E. TOMANENG**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2004  
PTR NO. 4471723  
ISSUED ON/1-3-03/CEBU CITY  
TIN: 102-089-035



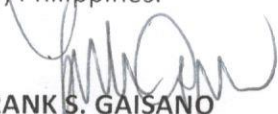
**DIRECTORS' CERTIFICATE**

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of **METRO RETAIL STORES GROUP, INC.** (the "Corporation"), hereto certify that the attached Fifth Amended Articles of Incorporation of the Corporation was duly amended by an affirmative vote of the majority of the members of the Board of Directors at a meeting held at its principal office on April 13, 2015, which was duly ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at its principal office, on April 13, 2015.

The amended provisions of the attached Fifth Amended Articles of Incorporation refer and pertain to:

1. Seventh Article - Expanding the exception on the applicability of the stockholders' preemptive rights to include issuance of shares in connection with any public offering (initial or subsequent); and
2. Eight Article – Adoption of the lock-up requirement as prescribed by the Philippine Stock Exchange, Inc.

**IN WITNESS WHEREOF**, we have hereunto set our hands this April 13, 2015 in Mandaue City, Philippines.

  
**FRANK S. GAISANO**  
Chairman of the Board  
TIN No. 150-044-515

  
**JACK S. GAISANO**  
Director  
TIN No. 150-044-507

  
**EDWARD S. GAISANO**  
Director  
TIN No. 150-044-494

  
**MARGARET G. ANG**  
Director  
TIN No. 150-044-477

Countersigned by:

  
**MARGARET G. ANG**  
Corporate Secretary  
TIN No. 150-044-477



