



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, 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.

(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)

copy annexed, adopted on March 30, 2020 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 02, 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.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 30th day of March, Twenty Twenty One.



SECURITIES AND EXCHANGE COMMISSION
A MV/qba


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

AMENDED BY LAWS

OF

HOUSE OF INVESTMENTS, INC.

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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 satisfactory proof of their loss is presented.

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 and attached to its corresponding stub whereon the following date shall be shown:

- a. To date when the shares were transferred
- b. To whom transferred
- c. No. of shares transferred
- d. Number or numbers of the new certificate or certificates

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 Republic Act No. 201.

Section 6. - No transfer of certificates shall be entered on the stock Register of the corporation within ten (10) days prior to any stockholders' meeting.

Section 7. - The Stock Book or Register shall be available for inspection by any stockholder during office hours of the corporation.

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

ARTICLE II

STOCKHOLDERS' MEETING -----

Section 1. – The annual meetings of the stockholders of this Company shall be held in the principal office of the Company, at Makati, Metro Manila, Philippines, on the third Friday of July. (as amended on December 3, 2003)

Section 2. – Special meetings of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the President and must be called upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.

Section 3. – Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than ten (10) days prior to the date set for such meeting, and if for a special meeting, such notice 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.

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 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) working 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)

Section 6. - Election of Directors shall be held at such annual meeting and shall be conducted in the manner provided by the Corporation Law of the Philippines and with such formalities and manner as the officer presiding at the meeting shall then and there determine and provide.

All nominations for the position of directors must be received by the Corporate Secretary at least ten (10) working days before the Annual Stockholders' Meeting. (as amended on December 3, 2003)

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 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 ten per cent (10%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business 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
- (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)

Section 7. - Order of business at the annual meeting and as far as possible at all other meetings of the stockholders, shall be as follows:

1. Calling the roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of any unapproved minutes
4. Reports of officers, annual and otherwise
5. Election of directors
6. Unfinished business
7. New business
8. Adjournment.

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)

With regard to independent directors, the SEC Memorandum Circular No. 16 (Series of 2002) on Guidelines on the Nomination and Election of Independent Directors, the pertinent implementing rules of the Securities Regulation Code and other existing laws, rules and regulations on the matter as may be applicable from time to time are hereby incorporated by way of reference. (as amended on July 16, 2004)

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.

Section 3. - The regular annual meeting of the Board of Directors shall be held without notice, at the principal office of the company or at such place in Metro Manila as a majority of the Directors may designate immediately after the annual meeting of the stockholders of the company. With regard to teleconference/videoconference, the provision of SEC Memorandum Circular No. 15 (Series of 2001), 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)

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 in the most convenient manner not less than twenty-four (24) hours 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 at any place designated by the call within Metro Manila. If any member of the Board outside of Metro Manila at the time of notice is required to be sent, the service of notice upon any person of sufficient discretion in his residence or in his office will be sufficient compliance. (as amended on September 27, 2006)

With regard to teleconference/videoconference, the provisions of SEC Memorandum Circular No. 15 (Series of 2001), 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)

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. (As amended on July 17, 2014)

Section 7. - Officers of the Company, as provided in these by-laws, shall be elected by the Board of Directors at their first meeting after the election of the Directors.

Section 8. - The order of business at any regular or special meeting of the Board of Directors shall be:

1. Call the roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers
5. Unfinished business
6. New business
7. Adjournment

Section 9. - Executive Committee

There shall be an Executive Committee composed of the Chairman of the Board and four (4) other members, at least three (3) of whom shall be members of the Board of Directors, to be appointed by the Board. 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:

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 10. Ex-Officio Director

The Board shall appoint as ex-officio director any one of the former Chairmen of the Board of the Company. He shall attend meetings of the Board but shall not have voting rights. (as amended on July 16, 2004)

Section 11. 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 12. - Committees

The Board of Directors may create such other committees, appointing their members and defining the duties and powers of such committees. Once constituted, it may adopt and promulgate such rules and procedures for the transaction of any business that may properly come before them.

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 vice President (s) shall perform such duties and functions as may be assigned from time to time by the President and/or the Board of Directors.

Section 5. - The Secretary shall issue all notices of regular 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; sign, with the President, such instruments as may require such signature; 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.

Section 6. - The Treasurer shall have charge of all money of the corporation and shall keep regular books of account therefore. 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 funds of the corporation in such banking institution in Metro Manila 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 officers designated by the Board of Directors.

ARTICLE V

DIVIDENDS AND FINANCE

Section 1. - The Fiscal Year of the Company shall commence with the opening of business and on the first day of January of each calendar year thereafter and shall close on the 31st day of December of each year.

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 company.

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 company, 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.

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. - These by-laws may be amended, repealed or altered, in whole or in part, by a majority vote of the entire outstanding stock of the company at any regular meeting of the shareholders, or at any special meeting where such action has been announced in the call and notice of such meeting.

Section 2. - The Board of Directors may adopt additional rules in harmony with the foregoing by-laws and their amendments, but not alter, modify or repeal the foregoing by-laws and their amendments.

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.