



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 1177

**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

GLOBE TELECOM, INC.

[Amending Articles III & VII by reclassification of 31,000,000 unissued common shares with par value of P50.00 per share and 90,000,000 unissued voting preferred shares with par value of P5.00 per share to 40,000,000 non-voting preferred shares with par value of P50.00 per share.]

copy annexed, adopted on February 10, 2014 and April 07, 2014 by majority vote of the Board of Directors and on April 08, 2014 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 5th day of June, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

P W 0 0 0 0 1 1 7 7
S.E.C. Registration Number

G L O B E T E L E C O M , I N C .

3 2 N D S T R E E T C O R N E R 7 T H A V E N U E ,
B O N I F A C I O G L O B A L C I T Y ,
T A G U I G C I T Y

(Business Address : No. Street City / Town / Province)

Atty. Kathryn Paz Consuelo M. Alfelor
Contact Person

848-0114
Company Telephone Number

Month Day
Fiscal Year

Amended Articles of Incorporation
FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

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AMENDED ARTICLES OF INCORPORATION

OF

GLOBE TELECOM, INC.

(Formerly GMCR, INC.)

S.E.C. Reg. No. 1177

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippine Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be:

GLOBE TELECOM, INC.

SECOND: That the purpose for which the Corporation is formed, is to carry on the business insofar as the same may be now or hereafter permitted by law, of transmitting and receiving, for itself and for others, communications of every kind, news, music, messages, instruction, entertainment, pictures, advertising, light, and energy in any form, by means of electricity, electromagnetic waves, or any other kind of energy, force, vibrations or impulses, whether conveyed by wires, radiated through space, or transmitted through any other medium, to supply facilities for such purposes; and to charge and receive compensation therefor by tolls and charges.

To purchase, hold, operate, use, convey, lease, rent, mortgage, encumber, or otherwise deal in such real and personal property in any part of the Philippine Islands, or elsewhere as the purposes for which the Corporation is formed may permit, and as may be convenient or necessary for the transaction of the lawful business of the Corporation.

To purchase, apply for, register, or otherwise acquire and to hold, use, manufacture under, or in any manner dispose of and in any manner deal with and contract with reference to letters patent, patent rights, patented processes, designs, copyrights, trademarks, tradenames, labels, brands, and similar rights and privileges, or any interest therein, granted or recognized by, or existing under the laws of the United States, of any state or territory thereof, or of any foreign country.

To enter into, make, perform, and carry out contracts of every description with any person, partnership, firm, associations, corporation, private, public, or municipal, or body politic, and with the government of the United States, or of any state or territory thereof, or with any foreign government.

To conduct its business in other states, territories, and possessions of the United States, and in foreign countries; to have one or more offices, hold directors' and stockholders' meeting, and keep the books of the corporation outside of the Philippine Islands, except as may be otherwise provided by law.

To acquire by purchase, underwriting, contract or otherwise, to hold for investment or otherwise, to sell, exchange, mortgage, pledge, or otherwise dispose of, and generally to deal in and with any and all kinds of securities issued or created in any part of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governmental divisions or subdivisions, or by any organizations or entities whatsoever, and to pay for the same by issuing its own securities in exchange therefor, or by any other lawful means of payment; to exercise any and all rights, powers, and privileges or individual ownership or interest in respect to do such securities, including the right to vote thereon; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of such securities, and to aid by loan, subsidy guaranty or evidences of interest therein. The term "securities" shall, without limitation of the generality thereof, be deemed to include all stocks, shares, certificates of participation, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, or other instruments representing rights to receive, purchase or subscribed for the same, or representing any other rights or interests therein or in any property or assets.

To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; Provided, that the corporation shall not use any of its funds or property for the purchase of its own share of capital stock when such use would cause any impairment of the capital of the corporation; and provided, further, that shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.

To purchase, or otherwise acquire the whole or any part of the property, assets, business, franchise, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any persons, business, firm, association, corporation, or organization, and to pay for the same or any part of combination thereof in cash, property, shares of stock, bonds, debentures, notes and other obligations of this corporation, or by undertaking and assuming the whole or any part of the liabilities of the whole or any of the property and assets so acquired or purchase, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

Insofar as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage, or combine into this corporation, any other corporation, association or business, wherever formed, for objects similar, analogous, or subsidiary to any of the objects or purposes of this corporation, or for carrying on any business capable of being conducted so as directly or indirectly to benefit this corporation; and to form, establish, and bring out, and assist in the formation or establishment of any such corporation or association, and to acquire, hold and deal in shares of stock, or any other interest therein.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any object or purposes in or about its business or affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale and other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

In the furtherance of the objects or purposes of the corporation to guarantee the obligation of this or any other corporation, individual, partnership, associations, or combination whatsoever, and the payment of dividends or interest on any shares of stock, bonds, debentures or other securities or obligations of this or any other individuals, partnerships, association, corporation or combination whatsoever, whenever, in the judgment of the board of directors, proper or necessary for the business of the corporation.

To do in the Philippine Islands, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes of attainment of anyone or more of the objects herein enumerated or incidental to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment or attainment of any of the objects or purposes herein before enumerated, not inconsistent with the laws of the Philippine Islands, and to execute from time to time such general or special powers of attorney to such persons as the board of directors may approve, granting to such persons all powers either in the Philippine Islands or in any other country, state or locality, which the board of directors may deem proper, and to revoke such powers of attorney whenever the board of directors may deem proper.

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation, and generally, the corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by the laws of the Philippine Islands, or of any country, state or territory in which it does business or owns property, to corporations of the character of this corporation; Provided, however, that the corporation shall not in the Philippine Islands, or in any state, territory, or country, carry on any business, or exercise any powers, except such as may be permitted or authorized by the law of the Philippine Islands and of the respective states, territories, or countries.

THIRD: That the place where the principal office of the Corporation is to be established or located is at 32nd Street corner 7th Avenue, Bonifacio Global City, Taguig City. (As Amended by the Board of Directors on April 7, 2014 and the Stockholders on April 8, 2014)

FOURTH: That the corporate life of said corporation is fifty years from and after the date of incorporation and is extended for another fifty (50) years from and after the 16th day of January 1985, the date of expiration of the original term of fifty years for which it was incorporated.

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

<u>NAME</u>	<u>NATIONALITY</u>	<u>WHOSE RESIDENCE IS AT</u>
R.J. Harrison	American	418 Kneedler Building, Manila
H.M. Cavender	American	Port Area, Manila
John W. Craig	American	Pureza, Sampaloc, Manila
Robert Janda	American	National City Bank Bldg., Manila
Mariano Conde	Filipino	National City Bank Bldg., Manila

SIXTH: That the number of directors of said Corporation shall be eleven (11) and the names and residences of said Directors who are to serve until their successors are elected and qualified as provided for in the By-Laws are as follows, to wit:

<u>NAME</u>	<u>WHOSE RESIDENCE IS AT</u>
R.J. Harrison	418 Kneedler Building, Manila
H.M. Cavender	Port Area, Manila
John W. Craig	Pureza, Sampaloc, Manila
Robert Janda	National City Bank Bldg., Manila
Mariano Conde	National City Bank Bldg., Manila

SEVENTH: That the authorized capital stock of the Corporation is Ten Billion Two Hundred Forty Six Million Seven Hundred Eighteen Thousand Six Hundred Fifty (Php 10,246,718,650), Philippine Currency, consisting of One Hundred Forty Eight Million Nine Hundred Thirty Four Thousand Three Hundred Seventy Three (148,934,373) Common Shares with a par value of Php 50.00 per share; One Hundred Sixty Million (160,000,000) Voting Preferred Shares with a par value of Php 5.00 per share; and Forty Million (40,000,000) Non-Voting Preferred Shares with a par value of Php 50.00 per share.

COMMON SHARES

All common shares of stock of the Corporation shall enjoy the same rights and privileges. Common shares may be owned or subscribed by or transferred to any person, partnership, association or corporation regardless of nationality, provided, that, at anytime at least 60% of the outstanding capital stock shall be owned by citizens of the Philippines or by partnerships, associations or corporation 60% of the voting stock or voting power of which is owned and controlled by citizens of the Philippines.

VOTING PREFERRED SHARES

The Voting Preferred Shares shall have the following features:

Par Value:

Php 5.00 per share

Dividend Rate:

The rate to be determined by the Board of Directors at the time of Issue.

Convertible to Common Share:

One Voting Preferred Share is convertible to one Common Share starting at the end of the 10th year of the Issue Date at a price to be determined by the Board of Directors at the time of Issue which shall not be less than the market price of the Common Share less the par value of the Voting Preferred Share.

Call Option:

Exercisable any time by the Corporation starting at the end of the 5th year from Issue Date at a price to be determined by the Board of Directors at the time of Issue.

Eligibility of Investors:

Only Filipino citizens or corporations or partnerships wherein 60% of the voting stock or voting power is owned by Filipino citizens.

Other Features:

With voting rights;
Cumulative and non-participating;
Preference as to dividends and in the event of liquidation;
No preemptive right to any share issue of the Corporation, and subject to yield protection in case of change in tax laws.

NON-VOTING PREFERRED SHARES

The Non-Voting Preferred Shares may be issued from time to time in one or more series. The Board of Directors is hereby authorized to adopt resolutions authorizing the issuance of one or more series for such number of shares to constitute each series and relative rights and preferences of such series as it may deem beneficial to the Corporation. The resolution thus adopted shall be recorded with the Securities and Exchange Commission. Subject to any commitment contained in a prior issued series, the resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series:

Par Value:

Php 50.00 per share

Dividends:

The rate to be determined by the Board of Directors at the time of issue which may be fixed or

variable. The Board of Directors shall prescribe the cumulation or non-cumulation of dividends, the date or dates of cumulation or accrual but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series, the conditions and restrictions, if any, on the payment of dividends. The Non-Voting Preferred Shares shall not participate in dividends declared as regards any other class of Shares.

Voting Rights:

The Non-Voting Preferred Shares shall have no right to vote except on all corporate matters where the law grants such voting right.

Liquidation Preference:

In the event of liquidation, the Non-Voting Preferred Shares shall rank ahead of the Common Shares and equally with the Voting Preferred Shares. The Board of Directors shall prescribe the amount which shares of such series shall be entitled to receive in the event of any liquidation, dissolution or winding up of the Corporation, which shall not exceed the consideration received therefore plus accrued and unpaid dividends thereon nor be less than the par value thereof.

Redemption:

The Non-Voting Preferred Shares shall be redeemable at the option of the Corporation at such times and price(s) as may be determined by the Board of Directors at the time of issue, which price may not be less than the par value thereof plus accrued dividends. Any shares redeemed or purchased by the Corporation shall be recorded as treasury stock and may be re-issued in the future. The Board of Directors shall determine the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series.

Pre-emptive Rights:

The Non-Voting Preferred Shares shall not have any pre-emptive rights over any sale or issuance of any share in the Corporation's capital stock.

Eligibility of Investors:

The Non-Voting Preferred Shares may be owned or subscribed by or transferred to any person, partnership, association or corporation regardless of nationality, provided, that, at anytime, at least 60% of the outstanding capital stock of the Corporation shall be owned by citizens of the Philippines or by partnerships, associations, entities or corporations 60% of the capital stock of which is owned and controlled by citizens of the Philippines or as may be required for the Corporation to comply with applicable nationality restrictions prescribed by law.

Other Features:

The Non-Voting Preferred Shares shall have such other terms and conditions, preferences, rights, restrictions and qualifications not be inconsistent herewith, as may be determined by the Board of Directors.

Any and all issues of the Corporation's stocks, except as otherwise specified in this Article Seventh and issues covered by the Corporation's Stock Option Plans for its employees and executives; limited issues of 16 Million Common shares (*or less*) in one or more offerings other than rights issues, or issuances of Non-Voting Preferred Shares, or private placements to finance the capital projects of the Corporation, or issues in the form of common shares or as underlying common shares for Philippine Depository Receipts (PDRs), American Depository Shares (ADSs), or issues of other forms of securities to comply with the 30% public ownership of the common stock of the Corporation as required by Public Telecommunications Policy Act of the Philippines, shall be subject to the stockholders' preemptive rights in accordance with law.

Such amount of any treasury stock of the Corporation, including stocks of the Corporation acquired by it after the issue thereof, as the Board of Directors from time to time may deem wise, but not exceeding in any calendar year an aggregate of two percent (2%) of the total authorized capital stock of the Corporation for that year, may be issued or sold at any time or times to any person, corporation or association, whether or not a stockholder of the Corporation, including officers or employees of the Corporation, for such consideration in money as the Board of Directors may determine, without prior offer of the same to the stockholders of the Corporation, and no stockholder shall be entitled as a matter of right to subscribe for, purchase, or receive any part of such issue of sale of such capital stock of the Corporation or shall have any preemptive or preferential right to subscribe for or purchase the same.

No transfer of stock or interest which will 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 stock certificates issued by the Corporation.

(As Amended by the Board of Directors on 10 February 2014 and the Stockholders on 08 April 2014.)

EIGHTH: That the amount of said capital stock which has been actually subscribed is THREE THOUSAND TWO HUNDRED FIFTY FIVE (3,255) shares, and the following persons have subscribed for the number of shares of capital stock and paid in full therefor the amounts set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
R.H. Harrison	Manila, P.I.	3,251	P 325,100.00
H.M. Cavender	Manila, P.I.	1	100.00
John W. Craig	Manila, P.I.	1	100.00
Robert Janda	Manila, P.I.	1	100.00
Mariano Conde	Manila, P.I.	1	100.00
T o t a l		<u>3,255</u>	<u>P 325,500.00</u>

NINTH: That the following persons have paid, in full payment of the shares of capital stock for which they have subscribed, the amounts set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>AMOUNT PAID IN SUBSCRIPTION</u>
R.H. Harrison	Manila, P.I.	P 325,100.00
H.M. Cavender	Manila, P.I.	100.00
John W. Craig	Manila, P.I.	100.00
Robert Janda	Manila, P.I.	100.00
Mariano Conde	Manila, P.I.	100.00

TENTH: That H.M. Cavender 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 the Corporation to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 15th day of January 1935.

(Sgd) R.H. HARRISON
(Sgd) H.M. CAVENDER
(Sgd) JOHN W. CRAIG
(Sgd) ROBERT JANDA
(Sgd) MARIANO CONDE

IN THE PRESENCE OF:

(Sgd) CIPRIANO B. CASTRO
(Sgd) JUSTO CONDE