



Ayala Corporation
Makati Central PO Box 1444
Makati City 1254 Philippines

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26 August 2014

Securities and Exchange Commission
SEC Building, Mandaluyong City

Attention: Director Vicente Graciano P. Felizmenio, Jr.
Director, Markets & Securities Regulation Department

Philippine Stock Exchange, Inc.
3/F Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Philippine Dealing and Exchange Corporation
37/F Tower 1, The Enterprise Center
6766 Ayala Ave cor. Paseo de Roxas, Makati City

Attention: Ms. Vina Vanessa S. Salonga
Head, Issuer Compliance and Disclosure Department

Gentlemen:

Please be informed that the Securities and Exchange Commission (SEC) approved on 22 August 2014 the: (1) amendment to the Third Article of our Articles of Incorporation stating our specific principal office address in compliance with the SEC Memorandum Circular No. 6, series of 2014; and (2) amendment to Section 2, Article III of our By-Laws allowing our Board of Directors to hold a meeting in a place in Metro Manila other than in our principal office.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Solomon M. Hermosura'.

SOLOMON M. HERMOSURA
General Counsel and Corporate Secretary

*Copy enclosed for PSE and PDEX:
SEC Certificates of Filing of Amended Articles of Incorporation and Amended By-Laws dated 22 August 2014*



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 34218

**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

AYALA CORPORATION
[Amending Article III thereof.]

copy annexed, adopted on March 10, 2014 by majority vote of the Board of Directors and on April 11, 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 Corporate 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 22nd day August, Twenty Fourteen.



GERARDO F. DEL ROSARIO
Officer-In-Charge

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

AYALA CORPORATION

(SEC Reg. No. 34218)

KNOW ALL MEN BY THESE PRESENTS:

WE, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a corporation in accordance with the laws of the Philippines: and

BY THESE PRESENTS CERTIFY:

FIRST – That the name of the said Corporation is:

“AYALA CORPORATION”

SECOND – That the purpose for which said Corporation is formed are as follows:

PRIMARY

To take over, carry on, undertake and acquire the business, assets and goodwill of the general partnership known as Ayala y Compania (Ayala and Company) and to assume all the obligations and liabilities of the said partnership, actual and contingent.

SECONDARY

(1) To deal, engage and transact, directly or indirectly, all forms of business and mercantile acts and transactions concerning all kinds of real and personal property, movables, semi-movables, goods, wares, chattels, chose in action, tangible and intangible property, technical and industrial equipment and machines, personal and real rights, commercial papers and documents, securities, evidences of indebtedness or representatives of value or other forms of obligations, services, and all things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals;

(2) To borrow or raise money or funds for the purpose of the corporation, and in pursuance thereof, to issue any mortgages, hypothecations, deeds of trust, debentures, bonds, liens or obligations of the corporation, either at par, premium or discount, secured by all or any part of the undertakings, revenues, rights, and properties of the corporation and to exchange or vary from time to time any such securities;

(3) To carry on a general mercantile and commercial business, buying or otherwise acquiring, holding, importing, and selling and otherwise disposing, and dealing in goods, wares, merchandise or anything of any nature, natural or artificial, which or may become an article of commerce;

(4) To act as financial, commercial or general agent or factor to undertake the general management or administration of the business, properties and affairs of any person, partnership, firm, company, corporation or association in carrying on, either within or without the Philippines, any transaction or negotiation of any business of fire, life marine, or accidental insurance, shipping, air,

water, or land passenger and/or freight transportation, maritime, commercial, manufacturing or other business of any nature whatsoever and while so acting as such agent, factor or manager, to perform such as, enter into such contracts and obligations and carry on such transactions as shall tend to promote the best interest of the corporation and of those it represents;

(5) To do a general business as commission merchant, selling agent and factor and conduct, manage and operate the general business of importers and exporters, to make such contracts as may from time to time be required to be made; to deal or traffic in, negotiate, acquire, keep and dispose of commercial or other papers;

(6) To make, produce, manufacture, or to aid in the making, production or manufacturing of any article or articles of any kind whatsoever, or to subject such thing to any process or treatment for the purpose of enhancing its value;

(7) To acquire for itself or in behalf of others, by purchase, or otherwise dispose of the stocks, bonds, debentures, certificates, or other securities of any corporation, domestic or foreign, or other bonds or other obligations and evidences of indebtedness, of any person or persons, in the same manner and extent as judicial person might, could or would do, and while owner or holder of such stocks, bonds or other securities, to exercise all the rights, powers and privileges appurtenant thereto;

(8) To apply for, obtain, register, lease, license, purchase or otherwise acquire, and to hold, use, own, operate, sell, assign, or otherwise dispose of any trade mark, trade names, trade secrets, formulae, patents, inventions, copyrights, improvements and processes used in connection with or secured under letters, patents, copyrights, domestic or foreign;

(9) Directly or indirectly, to buy, sell, rent, manufacture, install, use, operate and generally deal in and with machines, mechanisms, devices, apparatus, inventions, gadgets, equipment, and all kinds and types of technical and industrial improvements known to and within the commerce of man;

(10) To make, enter into, execute, ratify, confirm, sign, undertake and perform contracts or any and all kinds and descriptions with any person, firm or corporation, whether governmental, public or private, without limit as to amount and conditions, including but not by way of limitation, contracts creating rights, encumbrances, liens, easements, servitudes and other privileges respecting any of the property of any kind owned by the corporation; and

(11) To do all such other things and acts as are necessarily or impliedly included, incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and indirectly, to enhance the value of or render profitable any business of the corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any of the laws of the Philippines now or hereafter existing, and provided further that the funds of the corporation invested for one purpose shall not be diverted for another purpose except in accordance with Section 17-1/2 of the Corporation Law, as amended.

THIRD. - That the place where the principal office of the corporation is located is at 32F to 35F, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, Metro Manila, Philippines but it may be establish branch offices in any part of the Philippines or in such other places outside the Philippines as may be approved by the Board of Directors. (As Amended on 11 April 2014)

FOURTH. - That the term for which said corporation is to exist is fifty (50) years from the date of incorporation.

FIFTH - That the names and residences of the incorporators of the said corporation, and their nationalities, are the following:

Names	Residences	Nationalities
Enrique Zobel	Forbes Park, Makati, Park	Filipino
Jaime Zobel de Ayala	-do-	Filipino
Miguel Ortigas	-do-	Filipino
Salvador J. Lorayes	107 Pasadena, Pasay City	Filipino
Javier J. Nepomuceno	Forbes Park, Makati, Rizal	Filipino

SIXTH - That the number of directors of said corporation shall be seven (7) 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: (As amended on 15 December 1990 by the Board of Directors and by the written assent of at least 2/3 of the stockholders submitted on or before 15 January 1990)

Names	Residences
Mercedes Z. McMicking	Espalter 10, Madrid 9, Spain
Fernando Zobel de Ayala	Fortuny 14, Madrid 4, Spain
Enrique Zobel	Forbes Park, Makati, Rizal
Jaime Zobel de Ayala	Forbes Park, Makati, Rizal
Alfonso Zobel de Ayala Jr.	Maria de Molina 12, Madrid 6, Spain

SEVENTH - That the authorized capital stock of the Corporation is FIFTY SIX BILLION TWO HUNDRED MILLION PESOS (P56,200,000,000.00), Philippine Currency, consisting of Nine Hundred Million (900,000,000) common shares with a par value of P50.00 per share and Three Hundred Ten Million (310,000,000) preferred shares classified into Twelve Million (12,000,000) preferred "A" shares with a par value of P100.00 per share, Fifty Eight Million (58,000,000) preferred "B" shares with a par value of P100.00 per share, Forty Million (40,000,000) preferred "C" shares with a par value of P100.00 per share, and Two Hundred Million (200,000,000) voting preferred shares with a par value of P1.00 per share. (As amended on 18 April 2011.)

Common Shares

Ownership Restrictions

The common shares may be owned or subscribed by or transferred to any person, partnership, association or corporation regardless of nationality, provided that at any time at least 60% of the outstanding capital stock shall be owned by citizens of the Philippines or by partnerships, associations or corporations 60% of the voting stock or voting power of which is owned and controlled by citizens of the Philippines.

Pre-emptive Rights

Any and all issues of the Corporation's common stocks, except as otherwise specified in this Article Seventh, shall be subject to the pre-emptive rights of holders of common shares pro rata based on the number of outstanding common shares held by the shareholders.

Any and all issues of the voting preferred shares, except as otherwise specified in this Article Seventh, shall be subject to the pre-emptive rights of holders of common shares and voting preferred shares.

shares pro rata based on the number of common shares and voting preferred shares held by the shareholders.

Holders of common shares shall have no pre-emptive rights to issues of common shares covered by the Corporation's Stock Option Plans for its employees and officers, to issues of common shares in exchange for properties needed for corporate purposes and to issues or re-issues of treasury shares or redeemed preferred shares. Holders of voting preferred shares shall have pre-emptive rights to issues of voting preferred shares only and shall have no pre-emptive rights to any and all issues of any other class of shares and to issues or re-issues of redeemed voting preferred shares. (As amended on April 16, 2010)

One Hundred Million (100,000,000) unissued common shares of the Corporation (the "Carved-out Shares") as of the date of approval of the Securities and Exchange Commission are reserved or allocated for issuance, in one or more transactions or offerings, to raise cash to acquire properties or assets needed for the business of the Corporation, or in payment of a debt contracted prior to the issuance of Carved-out Shares. The issuance of all or any part of the Carved-out Shares is not subject to any pre-emptive right by any shareholder. (As amended on 19 April 2013)

Preferred Shares

The preferred "A" shares shall have the following features, rights and privileges:

- a) Issues value to be determined by the Board of Directors at the time of issuance of shares;
- b) Divided rate to be determined by the Board of Directors at the time of the issuance of the shares;
- c) Cumulative in payment of current dividends as well as any unpaid back dividends;
- d) Non-convertible into common shares;
- e) Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of the dividend at the rate specified at the time of issuance;
- f) Non-participating in any other or further dividends beyond those specifically payable on the shares;
- g) Non-voting except in those cases specifically provided by law;
- h) No pre-emptive rights to any issue of shares, common or preferred; and
- i) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of the issuance of the shares. (As amended on April 14, 2010)

The Preferred "B" shares shall have the following features, rights and privileges:

- a) Issue value to be determined by the Board of Directors at the time of issuance of the shares;
- b) Dividend rate to be determined by the Board of Directors at the time of issuance of the shares and declaration thereof to be determined by the Board;

- c) Cumulative in payment of current dividends as well as any unpaid back dividends;

- d) Non-convertible into common shares;
- e) Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of the dividend at the rate specified at the time of issuance;
- f) Non-participating in any other or further dividends beyond that specifically payable on the shares;
- g) Non-voting except in those cases specifically provided by law;
- h) No pre-emptive rights to any issue of shares, common or preferred; and
- i) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of the issuance of the shares. (As amended on April 7, 2006)

The Preferred "C" shares shall have the following features, rights and privileges:

- a) Issue value to be determined by the Board of Directors at the time of issuance of the shares;
- b) Dividend rate to be determined by the Board of Directors at the time of issuance of the shares and declaration thereof to be determined by the Board;
- c) Cumulative in payment of current dividends as well as any unpaid back dividends;
- d) Non-convertible into common shares;
- e) Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of dividend at the rate specified at the time of issuance;
- f) Non-participating in any other or further dividends beyond that specifically payable on the shares;
- g) Non-voting except in those cases specifically provided by law;
- h) No pre-emptive rights to any issue of shares, common or preferred; and
- i) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of the issuance of the shares. (As amended on 18 April 2011.)

The voting preferred shares shall have the following features, rights and privileges:

- a) Issue value to be determined by the Board of Directors at the time of issuance of the shares;
- b) Dividend rate to be determined by the Board of Directors at the time of issuance of the shares and declaration thereof to be determined by the Board;
- c) Cumulative in payment of current dividends as well as any unpaid back dividends;
- d) Non-convertible into common shares;

- e) Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of the dividend at the rate specified at the time of issuance;
- f) Non-participating in any other or further dividends beyond that specifically payable on the shares;
- g) Voting;
- h) With pre-emptive rights only in respect of any issue of voting preferred shares as provided in this Article Seventh; and
- i) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of the issuance of shares. (As amended on April 16, 2010)

The preferred shares may be re-issued when fully redeemed.

EIGHT - That the amount of said capital stock which has been actually subscribed is NINETEEN MILLION NINE HUNDRED EIGHTY THOUSAND AND FIVE HUNDRED SEVENTY PESOS (P 19,980,570.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Names	No. of Shares	Amount Subscribed
J.R. McMicking	409	4,090.00
Mercedes Z. McMicking	810,873	8,108,730.00
Consuelo Z. Alger	173,405	1,734,050.00
Gloria Z. de Padilla	173,405	1,734,050.00
Fernando Zobel de Ayala	173,407	1,734,070.00
Enrique Zobel	208,953	2,089,530.00
Jaime Zobel de Ayala	165,855	1,658,550.00
Ma. Victoria Z. de Vallejo-Nagera	145,874	1,458,740.00
Alfonso Zobel de Ayala Jr.	145,876	1,458,760.00
Total	1,998,057	P19,980,570.00

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

Names	Amount Paid
J.R. McMicking	4,090.00
Mercedes Z. McMicking	8,108,730.00
Consuelo Z. Alger	1,734,050.00
Gloria Z. de Padilla	1,734,050.00
Fernando Zobel de Ayala	1,734,070.00
Enrique Zobel	2,089,530.00
Jaime Zobel de Ayala	1,658,650.00
Ma. Victoria Z. de Vallejo-Nagera	1,458,740.00
Alfonso Zobel de Ayala Jr.	1,458,760.00
Total	P19,980,570.00

TENTH - That Mr. Javier J. Nepomuceno has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor has been duly elected and qualified in accordance with the by-laws, and that such Treasurer, he has been authorized to receive for the Corporation all the subscriptions paid in by the subscribers to receipt in its name for the same.

ELEVENTH - That no transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books, and this restriction shall be indicated in all its stock certificates.

IN WITNESS WHEREOF, we assigned this instrument of incorporation at Makati, Rizal, Philippines, this December 31, 1967.

(s/t) ENRIQUE ZOBEL

(s/t) JAIME ZOBEL DE AYALA

(s/t) MIGUEL ORTIGAS

(s/t) SALVADOR J. LORAYEZ

(s/t) JAVIER J. NEPOMUCENO

Signed in the Presence of:

(Sgd) F.V. CACHUELA

(Sgd) OSCART T. LLAMAS

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) SS.
PROVINCE OF RIZAL)

At Makati, Rizal, Philippines, this December 31, 1967, personally came and appeared before me:

Mr. Enrique Zobel, with Residence Certificate Nos. A-6331601 and B-743387, both issued at Makati, Rizal on January 11 and February 28, 1967, respectively;

Mr. Jaime Zobel de Ayala, with Residence Certificate Nos. A-6331604 and B-743388, both issued at Makati, Rizal on January 11 and February 28, 1967, respectively;

Mr. Miguel Ortigas, with Residence Certificates Nos. A-6331737 and B-743386, both issued at Makati, Rizal on January 11 and April 14, 1967, respectively;

Mr. Salvador J. Lorayes, with Residence Certificates Nos. A-6331608 and B-743376, both issued at Makati, Rizal on January 11 and February 28, 1967, respectively;

Mr. Javier J. Nepomuceno, with Residence Certificates Nos. A-6331725 and B-743382, both issued at Makati, Rizal, on January 11 and February 28, 1967, respectively

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

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal on the date and at the place above-written.

(Sgd) SILVERIO F. AQUINO
Notary Public
Until December 31, 1967

Doc. No. 522;
Page No. 106;
Book No. II;
Series of 1967.



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

Company Reg. No. 34218

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL MEN BY THESE PRESENTS:

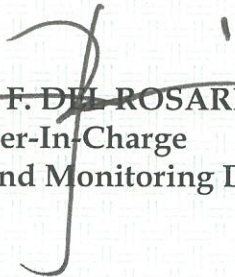
This is to certify that the Amended By-Laws of

AYALA CORPORATION

copy annexed, adopted on March 10, 2014 by the Board of Directors pursuant to the authority duly delegated to it by the stockholders of at least two-thirds of the outstanding capital stocks on May 18, 1989, certified by a majority of the Board of Directors and countersigned by the Secretary of the Corporation, was approved by the Commission on this date, pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

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 22nd the day of August, Twenty Fourteen.




GERARDO F. DEL ROSARIO
Officer-In-Charge
Company Registration and Monitoring Department

AMENDED BY-LAWS
OF
AYALA CORPORATION
(SEC Reg. No. 34218)

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ARTICLE I
CORPORATE CAPITAL AND SHARES

Section 1 – The authorized capital of the Corporation shall be as provided in the Articles of Incorporation. (As Amended on 07 May 1976)

The stockholders of the Corporation shall have preferred right to subscribe to all new issues of its stocks in the event of issue of additional shares of stock or of any increase in capital.

Section 2 – Each stockholder who has fully paid his subscription shall be entitled to a certificate or certificates setting forth the number of shares of stock the Corporation registered in his name in the books thereof. Each stock certificate shall be numbered, shall bear the signatures of the President and the Secretary and the seal of the Corporation, and shall be issued in numerical order from the stock certificate book. No certificate shall be issued for fractional shares.

Section 3 – A stock certificate may be transferred, sold, assigned or pledged by written endorsement on the back and the delivery thereof by the transferor to the transferee, but the Corporation shall continue to consider the person in whose name the certificate was issued as thereof, until such certificate shall have been surrendered to the Secretary for cancellation and replace by a new certificate in the name of the transferee.

Section 4 - All certificates so surrendered to the Secretary shall be marked by him with the word "CANCELLED" and the date of cancellation and shall forthwith be attached to the corresponding stub of the stock certificate book.

Section 5 – Duplicate of lost or destroyed certificates or new certificates to replace said lost or destroyed certificates, may be issued in accordance with the requirements of existing laws, more particularly, R.A. No. 201 (Now Section 73 of the Corporation Code).

Section 6 – No transfer may be recorded in the stock and transfer book on the dates of stockholders' meetings and within five (5) working days from the Record Date to enable the Corporation to prepare the list of stockholders entitled to vote, but the said stock and transfer book shall be open to inspection by any stockholders any time during office hours. (As amended on 01 December 2003).

ARTICLE II

INVESTMENT OF CORPORATE CAPITAL

Section 1 – The funds of the Corporation other than the sums necessary for current expenses shall be invested as may be directed by the Board of Directors in accordance with the Articles of Incorporation and subject to the limitations provided by existing laws.

Section 2 – All cash of the Corporation shall be deposited in its name in such banks and credit institutions as the Board of Directors may designate.

ARTICLE III

OF THE MEETINGS

Section 1 – The General Meeting, duly constituted, represents the entire body of stockholders and its decisions in matters proper for deliberation by it are binding upon absenting or dissenting stockholders.

Section 2 – General Meetings may be regular or special, and shall be held at the offices of the Corporation or at any place in Metro Manila designated by the Board of Directors. Regular meetings shall be held annually on any date in April of each year as may be determined by the Board of Directors. Special General Meetings may be held at any time by resolution of the Board of Directors or at the request of stockholders representing at least one-third of the subscribed and outstanding capital, setting forth the purpose of such meeting in the notice. (As Amended on 10 March 2014).

Section 3 - Regular or special meeting of stockholders shall be called by written or printed notice. The notice shall be sent to each stockholder by personal delivery or by mail, postal or electronic, addressed to the physical or electronic or e-mail address of the stockholder registered in the books of the Corporation, at least fifteen (15) business days advance of the date for which the meeting is called. The notice shall be deemed to have been given at the time when delivered personally or deposited in the Makati City Post Office, or sent electronically or by e-mail and addressed as herein provided. (As amended on 18 April 2011.)

Notice of regular or special meeting shall contain, in addition to the date, hour and place of the meeting, a statement of the matters to be transacted at the meeting, and no business other than that specified in the call shall be transacted at such meeting. The notice of the stockholders' meeting shall also set the date, time and place of the validation of proxies, which in no case, shall be less than five (5) business days prior to the annual stockholders' meeting. (As amended on 18 April 2011.)

The Corporation may also provide information or documents to a stockholder by e-mail or by posting the information or documents on the website of the Corporation or another electronic network; provided that, a separate notice is given to the stockholder of such posting. In case the Corporation provides information or documents by electronic posting, the information or documents shall be deemed delivered or given upon the later of (i) the posting of the information or documents or (ii) the giving of a separate notice to the stockholders of such specific posting. (As amended on 18 April 2011.)

The Corporation shall give notice and provide information or documents electronically, as provided above, only to stockholders who have consented to receive notices, information or documents by e-mail or electronic transmission. A stockholder shall be deemed to have consented to receiving notices, information or documents electronically if he has provided an e-mail or electronic address to

the Corporation and he has not notified the Corporation in writing that he requires notices, information or documents to be given to him in physical paper form. (As amended on 18 April 2011.)

Section 4 – Regular General Meetings and duly called special meetings shall be constituted and pass resolutions provided over one-half of the stock is present or represented except in cases where the Corporation Law requires a greater number. In the absence of a sufficient number necessary to constitute a quorum, another meeting shall be called within the ten days next following, and on the day at the hour designated, regardless of the number of shares present or represented, the meeting shall be constituted and shall pass resolutions, without prejudice to the provisions of the next following section and of the Corporation Law.

Section 5 – For the election of directors, it is necessary for one-half plus one of the subscribed shares of stock be present or represented.

Section 6 – Any stockholder entitled to vote may be represented by proxy at any regular or special stockholders' meetings. Proxies shall be in writing and signed and in accordance with the existing laws, rules and regulations of the Securities and Exchange Commission, Duly accomplished proxies must be submitted to the office of the Corporate Secretary not later than seven (7) business days prior to the date of the stockholders' meeting. Validation of proxies shall be conducted by the Proxy Validation Committee at least five (5) business days prior to the date of the stockholders' meeting. (As amended on 18 April 1997).

Section 7 – Each share of stock entitled the person in whose name it is registered in the books of the Corporation to one vote, provided the conditions as regards payment subject to which it was issued have been complied with.

Section 8 – The election of Directors shall be by ballot and each stockholder entitled to vote may cast the vote to which the number of share he owns entitles him, for as many persons as are to be elected as Directors, or he may give to one candidate as many votes as, the number of Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected.

The Chairman shall appoint two tellers to supervise the election of Directors who shall hold office during the year following the date of their appointments. No candidate for the office of Director may hold office of the teller.

Section 9 – At the Regular General Meetings, Board of seven (7) Directors shall be elected who shall hold office for the term of one (1) year or until their successors shall have been elected and qualified.

Section 10 – All stockholders' meeting shall be presided by the Chairman of the Board, or in his absence, by the Chairman of the Executive Committee, or in his absence, by the President, and in case the latter is also absent, by the senior Director, or by the oldest if several became Directors on the same date.

The minutes of the stockholders' meetings shall be signed by the Secretary, with the approval of the Chairman of the meeting.

Section 11 – For the transaction of business at the regular stockholders' meetings, the following order shall be observed:

1. Roll Call of Stockholders;
2. Reading of Call;

3. Reading of minutes of preceding meeting
4. Balance Sheets and Annual Reports of officers;
5. Unfinished business
6. New business:
 - a. Ratification of amendment of By-Laws, if any;
 - b. Ratification of all the acts and resolutions of the Executive Committee and the Board of Directors
 - c. Any other new business
7. Appointment of Tellers
8. Election of Directors
9. Election of Auditor and fixing of remuneration thereof
10. Adjournment

ARTICLE IV

OF THE BOARD OF DIRECTORS

Section 1 – The Board of Directors is the supreme authority in matters of governance and managing the regular and ordinary business of the Corporation. Within their chartered authority, the directors acting as a board have the fullest powers to regulate the concerns of the Corporation according to their best judgment. It shall be the Board's responsibility to promote and adhere to the principles and best practices of corporate governance and to foster the long-term success of the Corporation and secure its sustained competitiveness in the global environment in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders.

The Board of Directors shall have seven (7) member who shall be elected by the Corporation's stockholders entitled to vote at the annual meeting, and shall hold office for one year and until their successors are elected and qualified in accordance with these By-Laws.

As a corporation publicly listed in the Philippine Stock Exchange (PSE), the Corporation shall conform with the requirement to have an independent director or such number of independent directors as may be required by law and with the procedures for the nomination and election of independent directors as prescribed by law or regulations. (As amended on 06 March 2009).

Section 2 – No person shall be elected nor be competent to hold the office of Director of this Corporation unless at least one (1) share of stock of the Corporation shall stand in his name in the books of the Corporation at the time of his election.

Section 3 – No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged.

- a. If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any corporation (other than one in which the Corporation owns at least 30% of the capital stock) engaged in a business which the Board, by at least three-fourths (3/4) vote, determines to be competitive or antagonistic to that of the Corporation, or
- b. If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board,

by at least three-fourths (3/4) vote, the laws against combinations in restraint of trade shall be violated by such persons membership in the Board of Directors; or

- c. If the Board, in the exercise of its judgment in good faith, determines by at least three-fourths (3/4) vote that he is the nominee of any person set forth in (a) or (b).

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

For the proper implementation of this provision, all nominations for election of Directors by the stockholders shall be submitted in writing to the Board of Directors at least thirty (30) business days before the date of the regular meeting. (As amended on 01 December 2003).

Section 4 – Independent Director. An independent director shall hold no interests or relationships with the Corporation that may hinder their independence from the Corporation or Management which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

An independent director shall submit to the Corporate Secretary a letter of confirmation stating that he holds no interests affiliated with the corporation, management or controlling shareholder at the time of his election or appointment and/or re-election as a director. (As amended on 01 December 2003).

Section 5 – In case any vacancy or vacancies should occur on the Board of Directors during the period between two annual meetings due to death, resignation or other causes, the remaining Directors, if still constituting a quorum, may fill said vacancies by election from among the stockholders, and the stockholders so elected shall act as members of said Board until the new Board of Directors is elected.

Section 6 – The Board of Directors shall designate the days when it shall meet in regular session, but it shall meet at least once every quarter. It may be convened in special session by the Chairman or at the request of three (3) Directors.

Section 7 – A majority of the Directors shall constitute a quorum for the holding of a meeting and any resolution by a majority of the quorum duly convened in session shall be valid as a corporate act.

Section 8 - The Board of Directors shall have the following duties, powers and attributes, in addition to those assigned to it by the Corporation Law and other sections of these By-Laws:

- a. Determine the period, manner and conditions under which the Corporation shall engage in the kinds of businesses comprised in Article II of the Articles of Incorporation;
- b. Determine the manner in which the corporate capital shall be invested, subject to the provisions of Article II of these By-Laws;
- c. Make rules for the internal regulation of the company;
- d. Create committees and other bodies it may deem advantageous and necessary in running the affairs of the Corporation, as well as appoint advisory directors who can participate in board deliberations but whose functions shall strictly be advisory and are non-voting; appoint Executive Vice President, Senior Vice President, Vice Presidents and Assistant Vice Presidents, who need not necessarily be members of the Board of Directors,

Attorneys-in-Fact, Managers, Assistant Managers, Assistant Secretaries and Legal Counsel for the Corporation, Members of the Proxy Validation Committee, and fix their duties and powers; (As Amended on 18 April 1997).

- e. Determine the creation of branches, agencies, office departments of any class, under the conditions it may deem convenient;
- f. Decide as to the safekeeping of the funds of the Corporation, open current accounts, fixed deposit accounts and savings accounts with any bank authorized to operate in the Philippines and/or abroad;
- g. Approve the budgets and general expense accounts of the Corporation each quarter;
- h. Fix annually the percentage to be written off on all capital expenditures of the Corporation such as buildings, furniture and fixtures, etc. and determine the distribution of profits and dividends.
- i. Submit annually to the regular General meeting of stockholders the Balance Sheet, Profit and Loss Statement and Annual Report on the condition of the Corporation;
- j. Call special meetings;
- k. Authorize any other person or persons it may deem fit, aside from the Chairman of the Executive Committee, to purchase, sell, or mortgage the real or personal properties of the Corporation;
- l. Authorize any other person or persons it may deem fit, aside from the Chairman of the Executive Committee, to cancel mortgages or pledges executed as securities for loans and bonds when the mortgages have been repaid to the Corporation and when the bonds have been cancelled;
- m. Determine the time and manner of issuance of unissued stocks of the Corporation;
- n. Fix, upon the recommendation of the Chairman of the Executive Committee, the budget of administration expenses;
- o. Determine the manner and conditions under which employees of the Corporation shall be granted pensions, retirement gratuity or life insurance protection;
- p. Institute, maintain, defend, compromise or drop any litigation in which the Corporation or its officers may be interested in as plaintiff or defendant in connection with the business of the Corporation and grant extension of time for the payment or settlement of any indebtedness in favor of the Corporation;
- q. Settle any doubts that may arise relative to the interpretation of these By-Laws and supply any omissions, reporting thereon to the stockholders' General Meeting for such action as it may see fit to take.

Section 9 – Directors and officers may borrow money from the Corporation subject to such terms and conditions that the Board of Directors will approve by special resolution on a unanimous vote.

At the next succeeding General meeting of stockholders, the directors and officers of the Corporation shall submit for confirmation any loan or obligation granted to any member of the Board of Directors or officers of the Corporation during the past fiscal year.

Section 10 – The corporate signature required for contracts, powers of attorney, etc., of all kinds shall be that of the Chairman of the Executive Committee alone, or that of any other person or persons that the Board may designate.

Checks and orders of payment shall be signed by the Chairman of the Executive Committee, or by the President, or by the Treasurer, or by the persons or persons that the Board may designate.

Section 11 - The Chairman of the Board of Directors shall have the following powers:

- a. To preside at all of stockholders' meetings and meetings of the Board of Directors;
- b. To cast the deciding vote in case of a tie in the stockholders' meetings or in the Board of Directors' meetings;
- c. To exercise such other powers which are given him by these By-Laws.

In the absence of the Chairman, the Vice Chairman shall automatically take his place as Acting Chairman of the Board of Directors.

Section 12 – The Chairman of the Executive Committee is the legal representative of the Corporation and has powers:

- a. To execute the resolutions of the stockholders' General Meetings, of the Board of Directors and of the Executive Committee;
- b. To sign, in accordance with said resolutions, such contracts, instruments and powers of attorney as may be necessary;
- c. To represent the Corporation and vote at the stockholders' meetings all stocks owned by the Corporation in other corporations or companies.

Likewise, the Chairman of the Executive Committee shall manage the business of the Corporation and shall have the following additional powers and duties:

- d. Prepare semi-annually the budget of administration expenses;
- e. Appoint and discharge the employees occupying the positions authorized by the Board of Directors or by the Executive Committee;
- f. Supervise the accounting and cash and sign, with the President and the Treasurer, the Balance Sheet, Profit and Loss Statement and Annual Reports.
- g. Attend to the correspondence and sign receipts for incoming monies.

With the consent of the Board of Directors, the Chairman of the Executive Committee may delegate to any of the officers of the Corporation any and all powers granted him under this section, provided, however, that such delegation shall not divest the Chairman of the authority to exercise the same powers.

Any delegation of powers made by the Chairman of the Executive Committee pursuant to the provisions of the next preceding paragraph should likewise be submitted for ratification and confirmation at the next General meeting of stockholders.

Section 13 – The Executive Committee composed by its Chairman and Vice-Chairman and three (3) members elected and appointed to the same by the Board shall exercise any of the powers and attributes, allowable by law, of the Board of Directors during the intervening period between the Board's meetings, and shall report all resolutions adopted by it to the Board of Directors at the first meeting that the latter may subsequently hold.

The Executive Committee shall meet on such days as may be designated by its Chairman, and the presence of three (3) members of the Committee in any meeting shall constitute a quorum and any resolution adopted by this quorum duly convened in session shall be valid as a corporate act. (As amended by the stockholders on 01 February 1974).

Section 14 – The Chairman of the Board and the Chairman of the Executive Committee shall receive such remuneration as may be fixed by the Board of Directors each year, aside from that which each one as Director may be entitled to receive.

Section 15 – During the absence or illness of the Chairman of the Executive Committee, the Vice Chairman shall automatically assume his place as Acting Chairman of the Executive Committee and, in absence of both, the Board of Directors shall designate, who, among its members, shall act as Acting Chairman of the Executive Committee.

Section 16 – The President shall have the powers which may be delegated to him by the Chairman of the Executive Committee, with the consent of the Executive Committee.

Any delegation of powers by the Chairman of the Executive Committee to the President should also be submitted for ratification and confirmation by the stockholders pursuant to the provisions of the last paragraph of Section 10 of this Article.

In the absence of the President, the Acting President, shall be, in this order of precedence, (a) The Chairman of the Executive Committee and (b) the Chairman of the Board of Directors.

Section 17 – The Treasurer or a Vice President so appointed by the Board of Directors shall have custody of the funds, credit instruments and documents of the Corporation and shall furnish bond, conditioned on the faithful performance of this duties, in a sum to be fixed by the Board of Directors.

Section 18 – It shall be the duty of the Secretary to prepare and keep the minutes of all meetings of the Board of Directors and stockholders and attend to the correspondence and files of the Corporation, to sign, jointly with the President, all stock certificates, keep and affix the Corporate seal, record all transfers of stock and cancellations and keep all stock certificates transferred, likewise, keep a list in alphabetical order of all stockholders of the Corporation and of their residences and the shares owned by each, and to perform all other duties which may be assigned to him by the Board of Directors.

Section 19 – In case of illness or absence of any officer of the Company, he shall be temporarily replaced by any other officer that the Chairman of the Executive Committee may designate.

Section 20 – Directors sanctioning transactions not authorized on these By-Laws or by statute shall be held personally and jointly liable therefor.

Section 21 - Each director shall be entitled to receive from the Corporation, pursuant to a resolution of the Board of Directors, fees and other compensation for his services as director. The Board of Directors shall have the sole authority to determine the amount, form and structure of the fees and other compensation of the directors. In no case shall the total yearly compensation of

directors exceed one percent (1%) of the net income before income tax of the Corporation during the preceding year.

The compensation and remuneration committee of the Board of Directors shall have the responsibility of recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the committee shall be guided by the objective of ensuring that the level of compensation should fairly pay directors for work required in a company of the Corporation's size and scope. (As amended on 18 April 2011.)

ARTICLE V

OF MANAGEMENT

Section 1 – Management stands as the locus of decision-making for the day-to-day affairs of the Corporation. It determines the Corporation's activities by putting the Corporation's targets in concrete terms and by formulating the basic strategies for achieving these targets.

Section 2 – Management is primarily accountable to the Board of Directors for the operations of the Corporation. As part of its accountability, it is also obligated to provide the Board with complete, adequate information on the operations and affairs of the Corporation in a timely manner. (As amended on 01 December 2003).

ARTICLE VI

OF THE AUDITS

Section 1 – At each regular General Meeting held, the stockholders shall elect the person or persons who are to audit the accounts of the Corporation until the next regular Annual Meeting.

Section 2 – No person shall be deemed ineligible to the office of the auditor because he is a stockholder of the Corporation, but said office is incompatible with the office of the Director of the Corporation.

Section 3 – It shall be the duty of the Auditor to audit the books of account of the Corporation whenever he shall see fit, and to report on the annual balance sheet, which later shall be published jointly with his report and for this purpose, all books of accounts, vouchers and other documents of the Corporation relating to its financial administration shall be placed at his disposal when he requests it.

Section 4 – A copy of the balance sheet and the report shall be filed in the offices of the Corporation ten (10) days in advance of the date on which the General Meeting is held and shall be open for inspection by the stockholders.

Section 5 – The auditor shall receive such remuneration as the General Meeting electing him may determine.

Section 4 – The Fiscal year and closing of the books of the Corporation shall be on the 31st day of December of each year. (As amended on 14 March 1983).

ADOPTED this 26th day of January 1968 at Makati, Rizal.

(s/t) **J.R. MCMICKING**

(s/t) **ENRIQUE ZOBEL**

(s/t) **JAIME ZOBEL DE AYALA**

(s/t) **SALVADOR J. LORAYES**

(s/t) **JAVIER J. NEPOMUCENO**

**MERCEDES Z. MCMICKING
CONSUELO ZOBEL ALGER
GLORIA ZOBEL DE PADILLA
FERNANDO ZOBEL DE AYALA
MA. VICTORIA Z. DE VALLEJO-NAGERA
ALFONSO ZOBEL DE AYALA PFITZ
By: AYALA SECURITIES CORPORATION
(Attorney-in-Fact)**

By: ENRIQUE ZOBEL
Chairman, Executive Committee