



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

COMPANY REG. CS200251064

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended Articles of Incorporation of the

MEDILINES DISTRIBUTORS INCORPORATED
(Amending Articles II, IV and VII thereof)

copy annexed, adopted on July 2, 2021 by a majority vote of the Board of Directors and 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 said board was approved by the Commission on this date pursuant to the provisions of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No 11232, approved on February 20, 2019, and copies thereof are filed with the Commission.

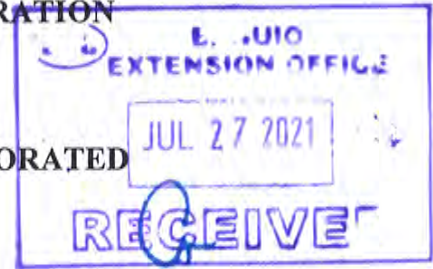
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuer or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at 3/F Newtown Square, #42 Navy Base Road, Baguio City, Philippines, this **27th day of July, Two Thousand Twenty One.**

FOR THE COMMISSION:


REGINA MAY M. CAJOCOM - DE GUZMAN
Director
Baguio Extension Office

AMENDED ARTICLES OF INCORPORATION
OF
MEDILINES DISTRIBUTORS INCORPORATED



Know All Men By These Presents:

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

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

MEDILINES DISTRIBUTORS INCORPORATED

SECOND: A. That the primary purpose of this corporation is

PRIMARY PURPOSE

Establish, conduct, and maintain the business of trading and/or distribution by purchasing, acquiring, importing, marketing, trading, distributing, selling, exporting, or otherwise do business in all kinds of goods, products, merchandise, medicines, supplies, compounds, machinery, equipment, apparatus, appliances, instruments, or other lawful objects of commerce of all kinds and description for medical, pharmaceutical, hospital, dental, laboratory, radiological, scientific, therapeutic, cosmetic, general and miscellaneous purposes and engage in such activities as to accomplish the same including to act as representative or agent, upon consignment or indents orders in any other representative capacity or be under distributorship or other arrangement for natural or juridical persons and entities, whether domestic or foreign; **and to perform all acts necessary for the furtherance of its primary purpose including, but without limitation, to guarantee obligations of and act as surety for, the loans and obligations of its subsidiaries, affiliates or associates, and/or to secure the same by mortgage, pledge on any assets of the corporation as may be authorized by the corporation's Board of Directors provided the same is considered beneficial to the corporation, without operating as a lending or financing corporation.** *(As amended on 02 July 2021 by at least a majority of the Board of Directors and the Stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation)*

SECONDARY PURPOSES

1. To purchase, acquire, hold, sell, lease, exchange, mortgage or otherwise deal in real and personal property, and to build, acquire, lease, and/ or mortgage buildings and offices as may be necessary or useful to carry out the objects and purposes of the corporation;

2. 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 shares of capital 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 upon directly or indirectly;

3. To borrow or raise money for any of the purposes of the corporation, and from time to time to draw, make, accept, endorse, execute, and issue bonds, debentures, notes, drafts, acceptances, bills of exchange, warrants and other negotiable and non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible or intangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, negotiate, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

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

5. To buy, acquire, invest, hold, sell, dispose or otherwise deal in stocks, bonds, notes, drafts, debentures, acceptances, bills of exchange, commercial papers, warrants or other negotiable securities of other companies, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

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

7. To acquire or obtain from the Government of the Philippines or any other sovereign, state or authority, national, local or otherwise, or any corporation, company, partnership or person such charter, franchise, concessions, licenses, contracts, grants, decrees, rights, privileges, patents, trademarks, licenses, exemption, works and business concerns and undertaking as may be necessary and conducive to any of the objects or purposes of the corporation;

8. To conduct its business and maintain branch offices both within and outside the Philippines and any foreign countries and places and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal properties therein up to the extent that the same may be permissible under their respective laws;

9. To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, conducive, desirable, or incidental to the accomplishment of the purposes or the exercise of any one or more of the purposes herein enumerated or which may be conveniently carried on in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation; provided that nothing shall be done in connection with any of the above objects which is prohibited by any law of the Philippines now or hereafter in force;

10. To invest in other companies and enter into joint venture agreement with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest in carry out its primary purpose;

11. To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipment, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce, except the manufacture of food and cosmetics;

12. To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with or jointly with, any individual, association or corporation;

13. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of the corporation and its stockholders.


The foregoing clauses shall each be construed as purposes, object and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the corporation by the laws of the Philippines or otherwise; nor shall the enumeration of one thing to be deemed to exclude another, although it is of like nature, not expressed. (As amended on 02 July 2021 by at least a majority of the Board of Directors and the Stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation)


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

THIRD: That the place where the principal office of the corporation is to be established is at No. 07 Pioneer Street corner Sheridan Street, Brgy. Highway Hills, Mandaluyong City. *(As amended on 14 July 2003 and on 05 January 2011)*

FOURTH: That the term for which the corporation is to exist **shall be perpetual unless the Securities and Exchange Commission issues a certificate providing otherwise.** *(As amended on 02 July 2021 by at least a majority of the Board of Directors and the Stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation)*

FIFTH: That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence
Joaquina Mapue	Filipino	
Rosalito Nucum	American	

Venustiano Ludeña	Canadian	
Ruby Lacuna	Filipino	
Cesar L. Cronologia	Filipino	

SIXTH: That the number of directors of the Corporation shall be seven, five of whom shall also be the incorporators enumerated above, all of whom shall serve until their successors are elected and qualified as provided by the By-Laws. The other two directors are left vacant to be appointed after incorporation and shall also serve until their successors are elected and qualified as provided by the By-Laws.

SEVENTH: That the authorized capital stock of the corporation is One Billion Pesos (₱1,000,000,000.00) in lawful money of the Philippines, divided into Four Billion (4,000,000,000) Common Shares with par value of Twenty Five Centavos (₱0.25) per share. *(As amended on 21 January 2013, 12 April 2018 and 02 July 2021 by at least a majority of the Board of Directors and the Stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation)*

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation.

In connection with the initial public offering and listing of the Corporation's shares on the Philippine Stock Exchange, Inc. ("PSE"), the Corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the PSE as may be amended from time to time in accordance with the amendments to the rules of the PSE:

- (i) **Except as allowed under the existing rules and regulations of the PSE, the Corporation shall cause its existing stockholders who own an equivalent of at least ten percent (10%) of the issued and outstanding shares of stock of the Corporation at the time of the listing of such shares to refrain from selling, assigning, or in any manner disposing of their shares for a period of one hundred eighty (180) days after the listing of said shares;**
- (ii) **If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the offering period of the shares, and the transaction price is lower than that of the offer price in the initial public offering, all shares availed of shall be subject to a lock-**

up period of at least three hundred sixty five (365) days from full payment of the aforesaid shares.

(As amended on 02 July 2021 by at least a majority of the Board of Directors and the Stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation)

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Joaquina Mapue	Filipino	232	Php 232,000.00	Php58,000.00
Rosalito Nucum	American	80	Php 80,000.00	Php20,000.00
Venustiano Ludena	Canadian	80	Php 80,000.00	Php20,000.00
Ruby Lacuña	Filipino	4	Php 4,000.00	Php1,000.00
Cesar L. Cronologia	Filipino	4	Php 4,000.00	Php1,000.00
TOTAL		400	Php400,000.00	Php100,000.00

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

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

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

In Witness Whereof, we have hereunto set our hand this 4 day of July, 2002 at Quezon City.

(SGD.)
JOAQUINA MAPUE

(SGD.)
ROSALITO NUCUM

(SGD.)
VENESTIANO LUDENA

(SGD.)
RUBY LACUÑA


(SGD.)
CESARIO R. CRONOLOGIA

WITNESSES:

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY)S.S

BEFORE ME, a Notary Public in and for PASIG CITY, personally appeared the following:

Name	CTC No.	Date/ Place Issued
Joaquina Mapue Rosalito Nucum Venustiano Ludena Ruby Lacuña Cesar L. Cronologia		

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

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

Doc. No. 865;
Page No. 73;
Book No. 63;
Series of 2002.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.



SECRETARY'S CERTIFICATE

I, EMMANUEL F. GEMZON, of legal age, Filipino, and with office address at No. 07 Pioneer Street corner Sheridan Street Barangay Highway Hills, Mandaluyong City, after being sworn according to law, hereby certify that:

1. I am the Corporate Secretary of **MEDILINES DISTRIBUTORS INCORPORATED** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at No. 07 Pioneer Street corner Sheridan Street Barangay Highway Hills, Mandaluyong City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

[Signature page follows]

JUL 14 2021

IN WITNESS WHEREOF, I have hereunto set my hand this _____ in Makati City,
Metro Manila.

EMMANUEL F. GEMZON
Corporate Secretary

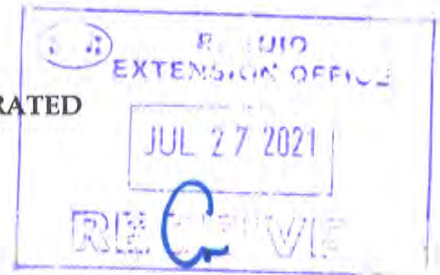
JUL 14 2021

SUBSCRIBED AND SWORN to before me this _____ at Makati City,
Metro Manila affiant exhibiting to me his Driver's License No. _____

Doc. No. 174 ;
Page No. 36 ;
Book No. III ;
Series of 2021.

MARIA KARINA S. KAPUNAN
Appointment No. M-265
Notary Public for Makati City
Until December 30, 2020
Liberty Center- Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 71701
PTR No. 65367-9/Makati City/01-05-2021
IBP No. 137528/Makati City/01-05-2021
MCLE Compliance No. VI-0024615/4-10-2019
Extended until 12/31/2021

**DIRECTORS' CERTIFICATE
MEDILINES DISTRIBUTORS INCORPORATED**

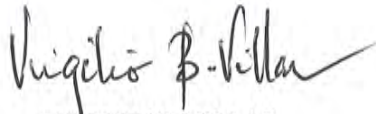


KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Corporate Secretary, and majority of the members of the Board of Directors of **MEDILINES DISTRIBUTORS INCORPORATED** (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to **ARTICLE II**, **ARTICLE IV**, and **ARTICLE VII** reflecting (a) the change in par value from One Thousand Pesos (Php1,000.00) per share to Twenty Five Centavos (Php0.25) per share and (b) the increase in authorized capital stock from Four Hundred Million Pesos (Php400,000,000.00) divided into Four Hundred Thousand (400,000) common shares with par value of (Php1,000.00) per share, to One Billion Pesos (Php1,000,000,000.00) divided into Four Billion (4,000,000,000) common shares with par value of Twenty Five Centavos (Php0.25) per share, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 02 July 2021 at the principal office of the Corporation and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 02 July 2021 at the principal office of the Corporation.

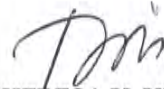
[Signature page follows]

IN WITNESS WHEREOF, we have hereunto signed this Directors' Certificate this
JUL 14 2021 in MAKATI CITY City.



VIRGILIO VILLAR
Chairman and Director

[Redacted]



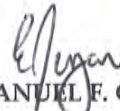
MA. THERESA V. VILLAR
Director

[Redacted]



JOAQUINA MAPUE
Director


[Redacted]



EMMANUEL F. GEMZON
Director and Corporate Secretary

[Redacted]

SUBSCRIBED AND SWORN to before me this JUL 14 2021 affiants exhibiting to me the following government-issued IDs:

Name	Government ID	Date and Place of Issue
Virgilio Villar		
Ma. Theresa V. Villar		
Joaquina Mapue		
Emmanuel F. Gemzon		

Doc. No. 172 ;
Book No. 36 ;
Page No. III ;
Series of 2021.

MARIA NARINAY RAPONA
Appointed No. M-285
Notary Public for Makati City
Until December 30, 2020
Liberty Center- Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 71701
PTR No. 8535718/Makati City/01-05-2021
IBP No. 137929/Quezon City/01-05-2021
MCLE Compliance No. VI-0024615/4-10-2019
Extended until 12/31/2021