



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. No. AS095-002283

**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

DMCI HOLDINGS, INC.
(Amending Articles III & VII thereof)

copy annexed, adopted on May 15, 2014 by a majority vote of the Board of Directors and on August 5, 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 18th day of September, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION
OF

DMCI HOLDINGS, INC

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

DMCI HOLDINGS, INC.

SECOND: That the purpose for which the said corporation is formed are:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay thereon in whole or in part, in cash or by exchanging therefor, stocks bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness, or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers of any stock so owned, without however engaging in dealership in securities or in stock brokerage business. To aid either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any share of stock, or any bond, debenture, evidence of indebtedness or other security whereof are held by this corporation or in which it shall have interest, and to do any act designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation or in which it, at that time, may be interested.

SECONDARY PURPOSE

1. To purchase, acquire, own, use, hold, sell and convey, exchange, lease, mortgage, and take options to real properties such as lands, buildings,

As amended at the special meeting of the Board of Directors and Stockholders both held on June 22, 1995.

factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the 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 interest 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;

4. To carry on and manage the general business of any company. In no case, however, shall the Corporation manage the funds, securities, portfolios and similar assets of such managed entities.

5. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

6. To enter into lawful arrangement for sharing profits, union of interest, utilization or farmout agreement, reciprocal concession, or corporation, 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 purposes of this corporation;

7. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

8. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

9. To distribute the surplus profits of the corporation to the stockholders thereof in cash and in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

10. To conduct and transact any and all lawful business, and 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, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at **3rd Floor Dacon Building, 2281 Don Chino Roces Avenue, Makati City, 1231.** *(As amended by the Board of Directors on April 3, 2014 and by the stockholders on August 5, 2014.)*

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

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

Name	Nationality	Residence
David M. Consunji	Filipino	4688 Pasay Road Dasmariñas Village Makati, Metro Mla.
Isidro A. Consunji	Filipino	7 Bauhinia St. cor. Instia Road South Forbes, Makati City
Jorge A. Consunji	Filipino	7 Socorro St. Magallanes Village, Makati, Metro Manila
Antonio G. Bernas	Filipino	103 Neptune St. Bel Air, Makati
Cristina C. Gotianun	Filipino	1296 Gladiola St. Dasmariñas Village, Makati, Metro Manila

SIXTH: That the number of directors of said corporation shall be NINE (9) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
David M. Consunji	Filipino	4688 Pasay Road Dasmariñas Village Makati, Metro Manila

Isidro A. Consunji	Filipino	7 Bauhinia St. cor. Instia Road South Forbes, Makati City
Jorge A. Consunji	Filipino	7 Socorro St. Magallanes Village, Makati, Metro Manila
Victor A. Consunji	Filipino	Ritz Tower, Ayala Avenue Makati, Metro Manila
Ma. Edwina C. Laperal	Filipino	4688 Pasay Road Dasmariñas Village Makati, Metro Manila
Cristina C. Gotianun	Filipino	1296 Gladiola St. Dasmariñas Village Makati, Metro Manila
Antonio G. Bernas	Filipino	103 Neptune Street Bel Air, Makati, M.M.
Herbert M. Consunji	Filipino	7 Bernabe Street South Admiral Village Parañaque, Metro Manila
Jesus R. Ferrer	Filipino	1881 Pres. Quirino Ave. Ext., Pandacan, Manila

SEVENTH: That the authorized capital stock of said Corporation is **Twenty Billion Pesos (P20,000,000,000.00), Philippine Currency, divided into Nineteen Billion Nine Hundred Million (19,900,000,000) common shares**, and One Hundred Million (100,000,000) preferred shares, both of the par value of One Peso (PHP1.00) per share. *(As amended by the Board of Directors on May 15, 2014 and by the stockholders on August 5, 2014.)*

No holder of the stock of the Corporation shall be entitled as of right to subscribe to and/or purchase any additional or increased stock of any class, whether now or hereinafter authorized or obligations convertible into stocks of any class or classes whatsoever, whether now or hereinafter authorized, and whether issued for cash, property of services.

The preferences, privileges and voting powers of each class of shares and the restrictions and qualifications thereof shall be as follows:

A. COMMON SHARES

1. Issuance

From time to time, common shares may be issued for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

2. Dividends

Stock and cash dividends may be declared and paid on common shares from time to time out of the unrestricted retained earnings of the Corporation legally available for payment of dividends, provided that dividends on the preferred shares shall first be paid and satisfied by the Corporation. The Board of Directors shall, however, have the power from time to time to fix and determine and to vary the amount of the working capital of the Corporation, and to direct the use and disposition of any surplus of the Corporation in accordance with law.

3. Voting

All common shares are voting shares.

B. PREFERRED SHARES

1. Issuance

Preferred shares may be issued by the Board of Directors for such amount (not less than par) and purpose or purposes as shall be determined by the Board of Directors.

2. Dividends

Preferred shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, dividends at a rate or rates to be determined by the Board of Directors upon their issuance.

(a) Cumulative

Dividends on preferred shares are cumulative from and after the date of issue of such shares. Accrued but unpaid dividends shall compound at the dividend rate applicable during the succeeding dividend period until fully paid. No dividends shall be declared or issued on the common shares nor shall any common shares be purchased, retired or otherwise acquired by the Corporation, unless full cumulated dividends on the preferred shares for all past dividend periods shall have been declared and paid by the Corporation.

(b) Non-Participating

Preferred shares shall not be entitled to receive any other or further dividends of any kind whatsoever beyond that specifically payable thereon.

3. Non-Voting

Preferred shares shall not be entitled to vote except in those cases specifically provided by law.

Names	Nationality	No. Of Shares Subscribed	Amount Subscribed
David M. Consunji	Filipino	1,000	1,000
Isidro A. Consunji	Filipino	1,000	1,000
Jorge A. Consunji	Filipino	1,000	1,000
Victor A. Consunji	Filipino	1,000	1,000
Ma. Edwina C. Laperal	Filipino	1,000	1,000
Cristina C. Gotlanun	Filipino	1,000	1,000
Antonio G. Bernas	Filipino	1,000	1,000
Herbert M. Consunji	Filipino	1,000	1,000
Jesus R. Ferrer, Jr.	Filipino	1,000	1,000
Dacon Corporation	Filipino	1,000	1,000
DMCI Retirement Plan	Filipino	9,990,000	9,990,000

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

Names	No. Of Shares Subscribed	Amount Paid-Up
David M. Consunji	1,000	1,000
Isidro A. Consunji	1,000	1,000
Jorge A. Consunji	1,000	1,000
Victor A. Consunji	1,000	1,000
Ma. Edwina C. Laperal	1,000	1,000
Cristina C. Gotlanun	1,000	1,000
Antonio G. Bernas	1,000	1,000
Herbert M. Consunji	1,000	1,000

Names	Nationality	No. Of Shares Subscribed	Amount Subscribed
David M. Consunji	Filipino	1,000	1,000
Isidro A. Consunji	Filipino	1,000	1,000
Jorge A. Consunji	Filipino	1,000	1,000
Victor A. Consunji	Filipino	1,000	1,000
Ma. Edwina C. Laperal	Filipino	1,000	1,000
Cristina C. Gotlanun	Filipino	1,000	1,000
Antonio G. Bernas	Filipino	1,000	1,000
Herbert M. Consunji	Filipino	1,000	1,000
Jesus R. Ferrer, Jr.	Filipino	1,000	1,000
Dacon Corporation	Filipino	1,000	1,000
DMCI Retirement Plan	Filipino	9,990,000	9,990,000

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

Names	No. Of Shares Subscribed	Amount Paid-Up
David M. Consunji	1,000	1,000
Isidro A. Consunji	1,000	1,000
Jorge A. Consunji	1,000	1,000
Victor A. Consunji	1,000	1,000
Ma. Edwina C. Laperal	1,000	1,000
Cristina C. Gotlanun	1,000	1,000
Antonio G. Bernas	1,000	1,000
Herbert M. Consunji	1,000	1,000

Jesus R. Ferrer	1,000	1,000
Dacon Corporation	1,000	1,000
DMCI Retirement Plan	9,990,000	4,096,000

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Cristina C. Gotianun has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 22nd day of February, 1995 at Makati, Philippines.

(SGD.)
DAVID M. CONSUNJI

(SGD.)
ISIDRO A. CONSUNJI

(SGD.)
ANTONIO G. BERNAS

(SGD.)
JORGE A. CONSUNJI

(SGD.)
CRISTINA C. GOTIANUN

SIGNED IN THE PRESENCE OF:

[Signature]

[Signature]

ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public in abd for Manila, Philippines, this 3rd day of March, 1995, personally appeared:

Name	Res. Cert. No.	Date & Place Issued
David M. Consunji	2800425	Jan. 23, 1995/Manila
Isidro A. Consunji	2613716	Jan. 13, 1995/Manila
Jorge A. Consunji	2800423	Jan. 23, 1995/Manila
Antonio G. Bernas	4649335	Jan. 20, 1995/Manila
Cristina C. Gotlanun	6509784	Feb. 13, 1995/Manila

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

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

(SGD.)
NOTARY PUBLIC

Mano S. Paganpa

Doc. No. 249;
Page No. 31;
Book No. III;
Series of 1995.

AFFIDAVIT OF UNDERTAKING

KNOW ALL MEN BY THESE PRESENTS:

I, **ISIDRO A. CONSUNJI**, of legal age, Filipino citizen and with office address at the 3rd Floor Dacon Building, Don Chino Roces Avenue, Makati City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the President and Chief Executive Officer of **DMCI HOLDINGS, INC.**, a corporation duly organized in accordance with Philippine law, with principal office at the 3rd Floor Dacon Building, Don Chino Roces Avenue, Makati City (the "**Company**").
2. The Company is increasing its authorized capital stock from Six Billion Pesos (Php6,000,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, to Twenty Billion Pesos (Php20,000,000,000.00) divided into Nineteen Billion Nine Hundred Million (19,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, by way of a common stock dividend of Ten Billion Six Hundred Twenty One Million Nine Hundred Seventy Six Thousand (10,621,976,000) common shares amounting to Ten Billion Six Hundred Twenty One Million Nine Hundred Seventy Six Thousand Pesos (Php10,621,976,000.00), to be paid from the Company's unrestricted retained earnings as of December 31, 2013 (the "**Stock Dividend**").
3. In the event that the retained earnings of the Company at year-end is not sufficient to cover the Stock Dividend, I, on behalf of the Company, hereby undertake to replace any deficiency with another form of payment allowable by the Securities and Exchange Commission.
4. I am executing this Affidavit to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, this Affidavit has been signed this day of
AUG 14 2014


ISIDRO A. CONSUNJI
Affiant
TIN 100-985-420

~~SUBSCRIBED~~ AND SWORN TO BEFORE ME, a Notary Public for and in the
City of MANILA, Philippines, this AUG 14 2014, affiant who is
personally known to me and whose identity I have confirmed through his
_____ issued/expiring on _____, bearing the affiant's photograph
and signature.

Doc. No. 114;
Page No. 8;
Book No. 10;
Series of 2014.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 9042371, 1/02/2014, Q.C.
ROLL OF ATTORNEY NO. 25103

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


SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **NOEL A. LAMAN**, of legal age, Filipino, with office address at 5th Floor The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, after having been sworn in accordance with law, depose and state that:

1. I am the Corporate Secretary of **DMCI HOLDINGS, INC.**, a corporation duly organized in accordance with Philippine law, with principal office at the 3rd Floor Dacon Building, 2281 Don Chino Roces Avenue, Makati City (the "Company").
2. The Company is increasing its authorized capital stock from Six Billion Pesos (Php6,000,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, to Twenty Billion Pesos (Php20,000,000,000.00) divided into Nineteen Billion Nine Hundred Million (19,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, by way of a common stock dividend of Ten Billion Six Hundred Twenty One Million Nine Hundred Seventy Six Thousand (10,621,976,000) common shares amounting to Ten Billion Six Hundred Twenty One Million Nine Hundred Seventy Six Thousand Pesos (Php10,621,976,000.00), to be distributed to stockholders at a ratio of four (4) common shares for every one (1) common shares held as of the record date (the "Stock Dividend").
3. As the ratio for the distribution of the Stock Dividend is four (4) common shares for every one (1) common share held, the same will not result in any fractional shares.

IN WITNESS WHEREOF, I have hereunto set my hand this AUG 18 2014 day of August 2014 at Makati City.



NOEL A. LAMAN
Corporate Secretary
TIN 104-112-228

SUBSCRIBED AND SWORN TO BEFORE ME, Notary Public for and in the City of Makati, Philippines, this AUG 18 2014 day of August 2014, affiant who is personally known to me and whose identity I have confirmed through his Passport No. EA0004475 issued at Manila on November 10, 2009, bearing the affiant's photograph and signature, and who showed to me his Community Tax Certificate No. 02259051 issued at Makati City on February 10, 2014.

Doc. No. 5;
Page No. 2;
Book No. VI;
Series of 2014.



JOHN DAVID C. ATANACIO
Apprentice No. M-517
Notary Public for Makati City
Until December 31, 2014
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 4225101; 01-02-2014; Makati City
IBP No. 947574; 01-02-2014; Pangasinan Chapter
Roll No. 62236

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

SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **NOEL A. LAMAN**, of legal age, Filipino, with office address at 5th Floor The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, after having been sworn in accordance with law, depose and state that:

1. I am the Corporate Secretary of **DMCI HOLDINGS, INC.**, a corporation duly organized in accordance with Philippine law, with principal office at the 3rd Floor Dacon Building, 2281 Don Chino Roces Avenue, Makati City (the "**Company**").
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 Company as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this AUG 18 2014 day of August 2014 at Makati City.


NOEL A. LAMAN
Corporate Secretary
TIN 104-112-228

SUBSCRIBED AND SWORN TO BEFORE ME, Notary Public for and in the City of Makati, Philippines, this AUG 18 2014 day of August 2014, affiant who is personally known to me and whose identity I have confirmed through his Passport No. EA0004475 issued at Manila on November 10, 2009, bearing the affiant's photograph and signature, and who showed to me his Community Tax Certificate No. 02259051 issued at Makati City on February 11, 2014.

Doc. No. 6 ;
Page No. 3 ;
Book No. VI ;
Series of 2014.



JOHN DAVID C. ATANACIO
Appointment No. M-517
Notary Public for Makati City
Until December 31, 2014
Castillo Laman Tun Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 4225101; 01-02-2014; Makati City
IBP No. 947574; 01-02-2014; Pangasinan Chapter
Roll No. 62236

DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE AMENDED ARTICLES OF INCORPORATION

OF

DMCI HOLDINGS, INC.



We the undersigned, the Chairman and Secretary of the Stockholders' meeting held on August 5, 2014, and majority of the members of the Board of Directors of DMCI HOLDINGS, INC. (the "Company") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Company.

The amendments are:

First, in Article III, to indicate the complete principal address of the Company as 3rd Floor Dacon Building, 2281 Don Chino Roces Avenue, Makati City, 1231; and

Second, in Article VII, to increase the authorized capital stock of the Company from Six Billion Pesos (Php6,000,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, to Twenty Billion Pesos (Php20,000,000,000.00) divided into Nineteen Billion Nine Hundred Million (19,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share.


We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on August 5, 2014 and by the Board of Directors at its meetings held on April 3, 2014 and May 15, 2014, at the Company's principal office.

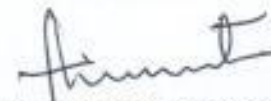
IN WITNESS WHEREOF, we have hereunto set our hands on this 14 day of August 2014 at DACON CITY.

AUG 14 2014


DAVID M. CONSUNJI
Chairman of the Stockholders' Meeting
TIN 113-322-093


ISIDRO A. CONSUNJI
Director
TIN 100-985-420

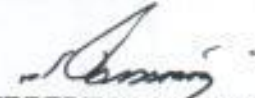

NOEL A. LAMAN
Secretary of the Stockholders' Meeting
TIN 104-112-228

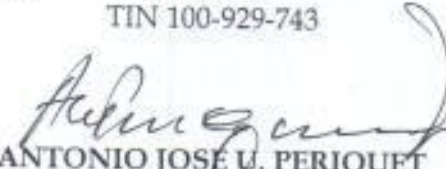

CESAR A. BUENAVENTURA
Director
TIN 121-507-656

JORGE A. CONSUNJI
Director
TIN 110-929-728

VICTOR A. CONSUNJI
Director
TIN 100-985-438


MA. EDWINA C. LAPERAL
Director
TIN 100-929-743


HERBERT M. CONSUNJI
Director
TIN 110-929-710


ANTONIO JOSE U. PERIQUET
Independent Director
TIN 203-006-677


HONORIO REYES-LAO
Independent Director
TIN 125-401-609

AUG 14 2014

DEZON CO. SUBSCRIBED AND SWORN to before me this 14 day of AUGUST 2014 at _____, affiants having exhibited to me their proof of identification as follows:

Name	Competent Proof of Identification	Place of Issue / Date of Issue or Expiry
David M. Consunji		
Isidro A. Consunji		
Cesar A. Buenaventura		
Jorge A. Consunji		
Ma. Edwina C. Laperal		
Victor A. Consunji		
Herbert M. Consunji		
Antonio Jose U. Periquet		
Honorio Reyes-Lao		
Noel A. Laman	Passport No. EA0004475	Manila / Nov. 10, 2009

Doc. No. 44
Page No. 8
Book No. 8
Series of 2014.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 9042371, 1/02/2014, Q.C.
ROLL OF ATTORNEY NO. 25103



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City
MARKETS AND SECURITIES REGULATION DEPARTMENT

August 18, 2014

DMCI HOLDINGS, INC.
3rd Floor, DACON Building
2281 Don Chino Roces Ave.
Makati City

Attention: **MR. ISIDRO A. CONSUNJI**
President

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your company's application for registration of the amendments in the Articles of Incorporation which pertains to the following:

- a. Article III, to indicate the complete principal address of the company as 3rd Floor Dacon Building, 2281 Don Chino Roces Avenue, Makati City; and;
- b. Article VII, to increase the authorized capital stock from Six Billion Pesos (P6,000,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with par value of One Peso ((1.00) per share, to Twenty Billion Pesos (P20,000,000,000.00) divided into Nineteen Billion Nine Hundred Million (19,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with par value of One Peso ((1.00) per share.

We do not interpose any objection to your application provided that once the application has been approved, the company shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or become effective.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIMONIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED

AFFIDAVIT OF UNDERTAKING

KNOW ALL MEN BY THESE PRESENTS:

I, **ISIDRO A. CONSUNJI**, of legal age, Filipino citizen and with office address at the 3rd Floor Dacon Building, Don Chino Roces Avenue, Makati City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the President and Chief Executive Officer of **DMCI HOLDINGS, INC.**, a corporation duly organized in accordance with Philippine law, with principal office at the 3rd Floor Dacon Building, Don Chino Roces Avenue, Makati City (the "Company").
2. The Company is increasing its authorized capital stock from Six Billion Pesos (Php6,000,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, to Twenty Billion Pesos (Php20,000,000,000.00) divided into Nineteen Billion Nine Hundred Million (19,900,000,000) common shares and One Hundred Million (100,000,000) preferred shares both with a par value of One Peso (Php1.00) per share, by way of a common stock dividend of Ten Billion Six Hundred Twenty One Million Nine Hundred Seventy Six Thousand (10,621,976,000) common shares amounting to Ten Billion Six Hundred Twenty One Million Nine Hundred Seventy Six Thousand Pesos (Php10,621,976,000.00), to be paid from the Company's unrestricted retained earnings as of December 31, 2013 (the "Stock Dividend").
3. In the event that the retained earnings of the Company at year-end is not sufficient to cover the Stock Dividend, I, on behalf of the Company, hereby undertake to replace any deficiency with another form of payment allowable by the Securities and Exchange Commission.
4. I am executing this Affidavit to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

AUG 14 2014 IN WITNESS WHEREOF, this Affidavit has been signed this day of


ISIDRO A. CONSUNJI

Affiant

TIN 100-985-420

~~SUBSCRIBED~~ AND SWORN TO BEFORE ME a Notary Public for and in the City of _____, Philippines, this ~~_____~~ **AUG 14 2014** affiant who is personally known to me and whose identity I have confirmed through his _____ issued/ expiring on _____, bearing the affiant's photograph and signature.

Doc. No.
Page No.
Book No.
Series of 2014.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 9042371, 1/02/2014, Q.C.
ROLL OF ATTORNEY NO. 25103