AMENDED
ARTICLES OF INCORPORATION

OF

TUBIG PILIPINAS HOLDINGS INC.

(Formerly: Coal Asia Holdings Incorporated)

KNOW ALL MEN BY THESE PRESENTS:

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

THAT WE HEREBY CERTIFY THAT:

FIRST: The name of this corporation shall be:

TUBIG PILIPINAS HOLDINGS INC.
(As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

SECOND: A. **The primary purpose of this corporation is:**

1. To engage in the business of holding companies engaged in the business of water distribution , supply, sewage, septage and bulk supply, and their related activities; (As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

B. The secondary purpose of the corporation is to:

SECONDARY PURPOSE

1.To carry on the general business of operating, managing, maintaining and rehabilitating waterworks, sewerage, and sanitation systems and services, specifically, for the distribution, supply and sale of potable water; the provision of sewerage and sanitation systems; the maintenance, development, repair and upgrading of water and wastewater facilities including water supply, treatment, distribution of water, sewerage and sanitation, metering and leakage control, customer service and billing; the construction, maintenance and operation of all necessary and convenient buildings, structures, dams, reservoirs, conduits, aqueducts, tunnels, purification plants, water mains, pipes, pumping stations, machineries, sanitary sewerages and other waterworks and the acquisition, lease, occupation or use of land rights of way and easement therein;

the provision of allied and ancillary services; and undertaking such other activities incidental to the foregoing; (As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

2. To act as holding company for, and/or to carry on directly or indirectly, the business of generating energy derived from geothermal, nuclear including the use of small modular reactors (SMRs), natural gas, hydroelectric new and renewable energy including but not limited to utility scale ground solar farms, floating solar farms and rooftop solar power, wind farms for onshore and offshore, biomass and biogas power systems, and energy generation and other viable sources of power, for lighting and power purposes and whole selling the electric power to any corporation, public electric utilities and electric cooperatives and for carrying on of all necessary and convenient buildings, structures, machinery, sub-stations, transmission lines, poles, wires and other things and devices, and to acquire and hold water and flowage rights and to acquire, lease, hold, occupy or use land rights of way and easement therein; buying, selling, brokering, marketing or aggregating electricity to end-users; to provide power generation, electricity trading and electricity supply services to distribution utilities and other entities, including but not limited to, electric cooperatives to install, build, own, lease, maintain or operate power generation facilities, using renewable energy; and to engage in any and all acts which may be necessary, or convenient, in the furtherance of such power generation services to develop, construct, own, lease and operate electricity generation and/or distribution, and/or hydropower plants or related businesses; to engage in build-operate-transfer arrangements with the government, its branches, agencies and instrumentalities, and any non-government entity; act as consultants, contractors or principals in the business of developing, constructing, operating, repairing and maintaining of hydropower plants and systems and other power-generating or converting stations and in the manufacture, operation and repair of associated mechanical and electrical equipment; to carry on the general business of manufacture, generation, and/or transmission of electric power in accordance with existing laws, rules and regulations; and to carry on all business necessary or incident to all the foregoing; to purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories, and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, including the importation of plants, machineries, equipment, and any and all implements necessary, desirable and required for the corporation's power generation, distribution, transmission systems and other matters related to but not confined to energy related businesses; to engage, operate and maintain water and electric facilities or make the necessary undertakings for the distribution of such facilities to consumers, and in relation thereto, engage in other allied services and business necessary for the conduct and maintenance of the above projects; to engage in the business of agriculture, plantations of any kind, farms, indoor farming, aquaculture, and akin industries and activities; Watershed conservation, forestry, and all other allied industries and activities; to engage in the business of generating of electricity and distribution of the same through waste energy with agricultural waste and commercial/residential and waste, and all other waste to energy power systems."; (As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

3. To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

4. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise, with any person or company engaging in or about to engage in any business or transaction which the Corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the Corporation;

5. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds warrants, options, voting trust certificates, trust certificate, bonds, mortgages, debentures, trust receipts, notes and other certificates, obligations, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business;

6. To engage in the business of manufacturing, processing, assembling, and/or fabricating and exporting, importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, properties of every kind, class and description, whether natural or artificial which may become articles of commerce, and in connection therewith, to act as indentor, principal or agent, manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons;

7. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, notes receivable, checks, drafts, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, checks, drafts, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money;

8. To act as manufacturer's representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign;

9. To act as managers, managing agents of administrators of corporations, partnerships, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities;

10. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas, works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad and equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment and any and all kinds of machinery, apparatus, instruments, fixtures and appliance;

11. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all, the whole or any part thereof; to purchase, drill for or otherwise by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works; and water systems for supplying water and water power for any and all uses and purpose;

12. To engage in the hotel, resorts, gaming, casino, entertainment and akin industries and business activities; to provide travelers with shelter, food, refreshment, and similar services and goods, offering on a commercial basis things that are customarily furnished within households but unavailable to people on a journey away from home;

13. To engage in general construction business including the constructing, enlarging, repairing, or engaging in any work upon buildings, houses & condominium, roads, plants, bridges, piers, waterworks, railroads & other structures except locally funded public works and defense related structures.;

14. To engage in business involving and promoting cryptocurrency, bitcoin and other digital assets; media, communication, marketing and related businesses and activities; (As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

15. To engage in the business of bulk water supply, retail water distribution, water treatment, septage and/or supply which involves the construction, manufacturing, supplying, operating and maintaining equipment, facilities and sewage system, and supply of chemicals that may be used for water treatment or supply such as but not limited to purification, desalination, reverse osmosis and wastewater treatment;

16.To do other acts and things, necessary, desirable or appropriate for the attainment of these purposes. (As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

AND IN FURTHERANCE OF THE FOREGOING PURPOSES-

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity or person, such charters, franchises, licenses, permits, patents, trademarks, trade secrets, inventions, copyrights, or other

rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation.

2. To purchase, acquire, hold, lease, sell, and convey such real and personal properties which are necessary for the conduct of the corporate business.

3. To borrow or raise money necessary to meet the financial requirements of the Corporation by the issuance of bonds, promissory notes and 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, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business.

4. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances.

5. To purchase, acquire, hold, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom.

6. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purpose and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by the Corporation under the New Corporation Code and other applicable statutes of the Republic of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established or located is at 3rd Floor, JTKC Centre, 2155 Pasong Tamo, Makati City.

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

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

Name	Nationality	Address
1. DEXTER Y. TIU	Filipino	3rd JTKC Centre, 2155 Pasong Tamo, Makati City
2. JAIME T. ANG	Filipino	214 E. Rodriguez St., Addition Hills, San Juan City
3. ALEXANDER Y. TIU	Filipino	130 Amorsolo Mansion, 130 Amorsolo St., Legaspi Village, Makati City
4. GERTIM G. CHUAHIONG	Filipino	31 Guava St., Malabon City
5. ERIC Y. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon City

SIXTH: That the number of directors of said corporation shall be seven 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	Address
1. DEXTER Y. TIU	Filipino	3rd JTKC Centre, 2155 Pasong Tamo, Makati City
2. JAIME T. ANG	Filipino	214 E. Rodriguez St., Addition Hills, San Juan City
3. ALEXANDER Y. TIU	Filipino	130 Amorsolo Mansion, 130 Amorsolo St., Legaspi Village, Makati City
4. GERTIM G. CHUAHIONG	Filipino	31 Guava St., Malabon City
5. ERIC Y. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon City

SEVENTH: That the authorized capital stock of said corporation is ***THIRTEEN BILLION PESOS (P13,000,000,000.00), Philippine Currency, and said capital stock is divided into ONE HUNDRED THIRTY BILLION (130,000,000,000) shares of stock with a par value of TEN CENTAVOS (P0.10)*** **each**. (As amended by the majority vote of the Board of Directors during the Special Meeting held on 22 December 2025 and by 2/3 vote of the Stockholders during the Special Stockholders' Meeting held on 11 February 2026, at Makati City, Metro Manila)

No stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.

The Board of Directors may, from time to time, grant stock options, issue warrants or enter into stock purchase reciprocal investments, private placements, joint ventures, or similar agreements for purposes necessary or desirable for the corporation and allocate, issue, sell or otherwise transfer, convey or dispose of shares of stock of the corporation of a class or classes and to such persons or entities to be determined by the Board, including, but not limited, to employees, officers and directors of the corporation.

These provisions shall be printed in all stock certificates of the corporation.[1]

EIGHTH: That at least twenty five percent (25%) of the authorized capital stock has been subscribed and at least twenty five percent (25%) of the total subscription has been paid in shares of stock as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid-up Php
DEXTER Y. TIU	Filipino	640,000,000	640,000,000.00	640,000,000.00
JAIME T. ANG	Filipino	640,000,000	640,000,000.00	640,000,000.00
ALEXANDER Y. TIU	Filipino	640,000,000	640,000,000.00	640,000,000.00
GERTIM G. CHUAHIONG	Filipino	640,000,000	640,000,000.00	640,000,000.00
ERIC Y. ROXAS	Filipino	640,000,000	640,000,000.00	640,000,000.00
	Total	3,200,000,000	3,200,000,000.00	3,200,000,000.00

NINTH: That no transfer of stock or interest which would reduce the stock 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 the stock certificates issued by the corporation.

TENTH: That ERIC Y. ROXAS has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such Treasurer, has been authorized to receive for the corporation, and to issue in its name receipts for all subscriptions paid in by the 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 hands, this ___ day of ______________ at Makati City.

DEXTER Y. TIU
TIN 106-218-920
Original signed

JAIME T. ANG
TIN 108-881-845
Original signed

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[1] As amended and approved during the separate meetings of the Board of Directors and Stockholders both held on ______________________.

ALEXANDER Y. TIU
TIN 106-218-904
Original signed

GERTIM G. CHUAHIONG
TIN 100-810-789
Original signed

ERIC Y. ROXAS
TIN 106-207-301
Original signed

SIGNED IN THE PRESENCE OF :

________________________ ________________________

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
) S.S.

BEFORE ME, a Notary Public in and for the City of Makati this 28 May 2012, personally appeared:

DEXTER Y. TIU	106-218-920
JAIME T. ANG	108-881-845
ALEXANDER Y. TIU	106-218-904
GERTIM G. CHUAHIONG	100-810-789
ERIC Y. ROXAS	106-207-301

they have satisfactorily proven to me their identity through their respective IDs, and that they are the same persons who executed and voluntarily signed the foregoing Articles of Incorporation which they acknowledged before me as their free and voluntary act and deed.

The foregoing Articles of Incorporation consisting of eight (8) pages including the page on which this acknowledgement is written, has been signed on the left margin of each and every page by the parties and the witnesses.

WITNESS MY HAND AND SEAL, this 28 May 2012 in the City of Makati.

Doc. No. 79;
Page No. 16;
Book No. X;
Series of 2012.

ATTY. DWIGHT M. GALLARITA