



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 4409

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

2GO GROUP, INC.

Doing business under the names and styles of "2GO Travel", "2GO Freight", "2GO Supply Chain", "2GO Distribution", "ATS", "2GO", "2GO Together", "Superferry", "Superferry Travel and Leisure" and "Cebu Ferries"
(Amending Articles VI and VII thereof)

copy annexed, adopted on August 9, 2023 and June 26, 2025 by a majority vote of the Board of Directors and on November 6, 2023 and July 21, 2025 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 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 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 11th day of January, Twenty Twenty-Six.

DONDIE Q. ESGUERRA

Director

Financial Analysis and Audit Department

AMENDED ARTICLES OF INCORPORATION
OF
2GO GROUP, INC.

Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'

(Formerly "ATS CONSOLIDATED (ATSC), INC.
Doing business under the name and styles of 'ATS', '2Go', '2Go Together',
'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'")

KNOW ALL MEN BY THESE PRESENTS:

That, we, William L. Chiongbian, Virginia S. Chiongbian Alexander L. Chiongbian, James L. Chiongbian, and Pedro B. Uy Calderon, all citizens of the Philippines, married, of legal age, and all of whom are residents 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 corporation shall be

2GO GROUP, INC.

Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'

(As amended at the meeting of the Board of Directors and by the written assent of the Stockholders on 29 December 2011.)

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

PRIMARY PURPOSE

To engage in the business of operating steamships, motorboats, and other kinds of water crafts for the transportation of cargoes and passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; to act as agents of domestic or foreign shipping companies; to purchase, charter, hire, build, or otherwise acquire motor or steam or other ships or vessels, and to employ the same in conveyance and carriage of goods, wares, merchandise of every description, and of passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; and generally, to do and perform all acts and things necessary or proper or incidental for the accomplishment of the foregoing purposes.

SECONDARY PURPOSES

To acquire by purchase, exchange, assignment, gift, or otherwise, and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, mortgage, pledge, and otherwise operate, enjoy, and dispose of personal properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, merchandising materials such as souvenirs, corporate gift items, and products bearing the corporate logos and brands, food and beverages, shares of capital stock, bonds, debentures, evidence of indebtedness, promissory notes, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, including securities, in corporations engaged in the following:

(As amended at the meeting of the Board of Directors on 09 December 2013 and the written assent of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 09 December 2013)

- (a) the business of air and land transportation, such as but not limited to transporting any and all kinds of goods, cargoes, and passengers; air and land freight forwarding; acting as a courier for mails, letters, and pouches; delivery and transfer of money remittances and equivalent, cargo, and personal effects of all kinds, domestic and international;
- (b) the business of warehousing and distribution; receiving (on consignment or otherwise), storing, selling, and distributing goods on commission or other basis; exporting, importing and/or otherwise dealing in goods, wares and merchandise of all classes and description; issuing warehouse receipts, certificates, and circulars (negotiable or otherwise) to a person's warehoused goods, wares, or merchandise with said corporation; making advances or loans secured by mortgage of or pledge of deposit warehouse receipts for the goods, wares, or merchandise stored in said corporation, or otherwise;
- (c) the business of container leasing and container yard management and operations;
- (d) the business of trucking, container handling, and trailer leasing;
- (e) the business of providing or furnishing any and all forms or types of services and facilities relating to placement or employment or crewing; the business of contracting, enlisting, recruiting Filipino professionals and skilled and unskilled workers for overseas work to maintain and operate an information bureau for the collection and supply information as to proposals for work and job opportunities available for unemployed labor (whether skilled or unskilled), business conditions, credit ratings, and other subjects of trade interest, and otherwise; to carry on and conduct a general agency business; to act, and to appoint others to act, as general agent, special agent, broker, factor, representative, and commission merchant for individuals or firms, whether domestic or foreign; and/ or
- (f) the business of establishing, maintaining and operating domestic and international pick-up and delivery service by air, land, and sea freight of any kind

and nature, wherever bound, including storage, brokerage, forwarding, transportation, and/or allied services, including customizing inventory and cost management solutions to support domestic, import, and export oriented enterprises through an e-commerce ready system, which includes the following activities; all inclusive, Door-to-Door pick-up and delivery of goods, supply chain and management, and the loading into any carrier where the following are done: scanning, weighing, packing into containers and re-loading into any carrier of packages and bundled documents, confirmation of export documentation, and completion of manifests, which are then sent electronically to destination airport gateways to enable the customers to track their shipment's progress through the integrator's system over the internet and SMS - from pick-up to delivery;

While the owner, holder, or possessor of such securities, to exercise any and all rights, powers, and privileges of ownership or any other interest therein, including the right to vote on any proprietary or other interest on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held, and the right to receive, collect, and dispose of any and all dividends, interests, and income derived therefrom; Provided it shall not act as an investment bank or investment company or as a stockbroker or dealer of securities or as manager of fund portfolios or similar assets of such managed entities;

(As amended by a majority of the Board of Directors on 10 May 2005 and 10 June 2005 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 17 June 2005)

To conduct the business of rendering technical services requirement to customers nationwide for refrigerated marine container vans and related equipment or accessories, including, but not limited to, repair and maintenance, equipment rental and leasing, technical consultancy and training, selling of spare parts, components, and accessories, service contracting, and to act as service agent on behalf of the various domestic and foreign container manufacturers, with services not limited to performing warranty and non-warranty repair services, selling of service parts, components, and accessories, and consultancy services; and

To enter into suretyship agreements and to issue corporate guarantees in order to secure any debt, obligation, or loan of any subsidiary or corporation in which the company has lawful interests, in whatever may be necessary or incidental to the business of the company, and to mortgage, pledge, or encumber the properties and assets of the company for the stated purposes;

(As amended at the respective meetings of the Board of Directors on 19 March 2019 and Stockholders on 11 April 2019)

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 of 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.

(Amended at the respective meetings of the Board of Directors on 28 April 2011 and Stockholders on 22 June 2011)

THIRD: That the place where the principal office of the corporation is to be established or located is at 8th and 9th Floors, Tower 1, DoubleDragon Plaza, EDSA cor. Macapagal Avenue, Pasay City.

(As amended by the Board of Directors on 18 January 2018 and approved by the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 5 April 2018)

FOURTH: That the corporation shall have perpetual existence.

(As amended at the respective meetings of the Board of Directors on 19 March 2019 and Stockholders on 11 April 2019)

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

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

SIXTH: That the number of directors of said corporation shall be six (6) and the names, citizenships, and residences of the directors of the corporation, who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

(As amended and approved by a majority of the Board of Directors on 9 August 2023 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 6 November 2023)

SEVENTH: That the authorized capital stock of the Corporation is Four Billion Seventy Million Three Hundred Forty Thousand Philippine Pesos (Php4,070,340,000.00), divided into Four Million Seventy Thousand Three Hundred Forty (4,070,340) common shares, each with a par value of One Thousand Pesos (P1,000.00) per share.

(As amended and approved by a majority of the Board of Directors on 26 June 2025 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 21 July 2025)

That the issuance, sale, and transfer of shares to persons or entities not qualified under the Philippine Laws, whether such issuance, sale, or transfer is voluntary or otherwise, shall not be recognized nor registered in the books of the Corporation.

That in the event that the Corporation shall find that a stockholder is not qualified, or has in any manner lost his qualifications to own such stock, the Corporation, through its Corporate Secretary, shall notify the disqualified stockholder to transfer his shares in the Corporation to a qualified person within one (1) business day from receipt of notice, failing which, the Corporation may acquire the shares into treasury, subject to other requirements under the Corporation Code. If the corporation has no sufficient unrestricted retained earnings or is unwilling to acquire the shares, the Corporation, through its Board of Directors, shall have the right to designate any qualified and willing person to purchase the shares of the disqualified stockholder within such time as the Board may fix, at book value per share, as reflected in the latest audited financial statements of the Corporation. If at the time of the disqualification, the shares of the Corporation are already listed in the Philippine Stock Exchange, the purchase price shall be fixed at the then prevailing market value of such shares. For purposes of this provision, the prevailing market price of the shares of the Corporation is the price in the Philippine Stock Exchange on the last trading day immediately preceding the date of purchase. Upon payment or tender of payment of the shares to the disqualified stockholder, the Secretary of the Corporation shall be considered as the Attorney-In-Fact of the disqualified stockholder and shall have full authority to transfer the shares of the Corporation to the purchaser designated by the Board without need of further authorization from the disqualified stockholder. The disqualified stockholder, upon demand, shall surrender to the Corporation the certificates of stock, duly endorsed, for cancellation. The failure of the disqualified stockholder to surrender the certificates shall not, however, prevent the transfer from being registered in the books of the Corporation.

No holder of stock of the Corporation shall have any pre-emptive right to subscribe to and/or purchase any stock of the Corporation, including any additional or increased stock of any class, whether now or hereafter authorized.'

(As amended and approved by a majority of the Board of Directors on 27 April 2006 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 25 May 2006)

EIGHT: That the amount of capital stock which has been actually subscribed is ONE MILLION TWO THOUSAND PESOS (P1,002,000.00) and the following persons have subscribed for the number of shares and amounts of capital stock set out after their respective names.

NAMES	RESIDENCE	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	800	800,000.00
Virginia S. Chiongbian	Plaridel, Misamis Occ.	160	160,000.00
Alexander L. Chiongbian	City of Cebu	28	28,000.00

James L. Chiongbian	City of Cebu	12	12,000.00
Pedro B. Uy Calderon	Samboan, Cebu	2	2,000.00
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	TOTAL	1,002	1,002,000.00

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

NAMES	RESIDENCE	CITIZENSHIP	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	Filipino	200,000.00
Virginia S. Chiongbian	Plaridel, Misamis Occ.	Filipino	40,000.00
Alexander L. Chiongbian	City of Cebu	Filipino	7,000.00
James L. Chiongbian	City of Cebu	Filipino	3,000.00
Pedro B. Uy Calderon	Samboan, Cebu	Filipino	1,000.00
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	TOTAL		251,000.00

TENTH: That Virginia S. Chiongbian has been elected by the subscribers as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that as such treasurer, she has been authorized to receive for the Corporation and to issue receipts in its name for all subscriptions paid-in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on the 20th day of May 1949 in the City of Cebu, Philippines.

(Sgd.) WILLIAM L. CHIONGBIAN

(Sgd.) VIRGINIA S. CHIONGBIAN

(Sgd.) ALEXANDER L. CHIONGBIAN

(Sgd.) JAMES L. CHIONGBIAN

(Sgd.) PEDRO B. UY CALDERON

IN THE PRESENCE OF

(Sgd.) PEDRO CABUSAS

(Sgd.) FIDEL AUREA

ACKNOWLEDGMENT

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

On the 20th day of May 1949, A.D. before me a Notary Public in and for the city and province of Cebu, personally appeared:

William L. Chiongbian with Residence Certificate No. 531089 issued at Plaridel, Misamis Occidental, on 19 January 1949; Virginia S. Chiongbian with Residence Certificate No. 1133768 issued at Cebu City on 25 January 1949; Alexander L. Chiongan with Residence Certificate No. A1119574 issued at Cebu City on 3 January 1949; Pedro B. Uy Calderon, with Residence Certificate No. A1112209 issued at Cebu City on 24 February 1949, all known to me and to me known to be the same persons whose names are subscribed and who executed the within instrument and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF I have hereinto set my hand and affixed my official seal the day and year last above written.

Doc. No. 104;
Page No. 83;
Book No. III;
Series of 1949.

(Sgd.) FELIX M. SUN
Notary Public
Until December 30, 1950