

SUMMARY OF AMENDMENTS

SECTION / ARTICLE	BY-LAWS AMENDMENTS
Section 3, Article I	<p>Section 3: PRINCIPAL PLACE OF BUSINESS</p> <p>The principal place of business of the Foundation shall be located in <u>Unit 2D Torre De Salcedo Condominium, 184 Salcedo St., Legaspi Village, Makati City [As approved by the Members and the Board of Trustees at the Special Meeting held on January , 2026.]</u>.</p>
Section 1, Article II	<p>b. REGULAR MEMBERS</p> <p>Regular members are:</p> <p>a) Those who are corporate members of the Founder Member.</p> <p>a.1 Members under this category shall not be assessed by the FOUNDATION in addition to the PANA annual contribution to the FOUNDATION. However, voluntary contribution and/or donations by such members given from time to time to the FOUNDATION shall be accepted by the FOUNDATION but shall not create any privilege and/or rights in favor of such members.</p> <p>a.2 Members under the category shall be entitled to vote when electing the Board of Trustees, amending the FOUNDATION'S By-Laws, among others.</p> <p>a.3 Members under this category shall be entitled to use and/or avail themselves of the facilities, service and research materials of the FOUNDATION.</p>
Section 1, Article II	<p>c. SPECIAL MEMBERS</p> <p>Special members are:</p> <p>a) Those persons preferably from but not limited to member-associations of the Philippine Board of Advertising, the Academy and other sectors when they are nominated and invited by the FOUNDATION Board of Trustees to membership and upon acceptance of membership by them.</p> <p>a.1 Members under this category shall not be assessed any dues by the FOUNDATION. However, they may voluntarily offer contributions and/or donations to</p>

	<p>the FOUNDATION but shall not create any privilege and/or rights in favor of such matters.</p> <p>a.2 Members under this category shall not be entitled to vote except when elected to the Board of Trustees.</p> <p>a.3 Members under this category shall be entitled to use and/or avail themselves of the facilities, service and research materials of the FOUNDATION.</p>
<p>Section 3, Article II</p>	<p>c. Notice of Meetings.</p> <p><u>In both annual and special meetings of the membership, a written notice of such meeting stating the place, the date, and the hour of such meeting, the agenda shall be sent to the members by personal delivery or by mail at the address or by electronic mail in the FOUNDATION'S records at least ten (10) working days before the date set for the meeting. [As approved by the Members and the Board of Trustees at the Special Meeting held on January , 2026.]</u></p> <p>A member representative who personally attends an annual or special meeting of members and registers his attendance shall be deemed to have waive notice of such meeting.</p> <p>d. <u>Conduct of meeting</u></p> <p><u>All meetings of the members may be held at the principal office of the Foundation or at any place as may be designated in the notice of the meeting. The Foundation may allow the members or their designated proxies to participate in such meetings through remote communication in addition to physical attendance that shall allow the members the reasonable opportunities to participate and to allow the protection and promotion of their rights.</u></p> <p><u>Remote communication means the transfer of data between two or more devices not located at the same site, which includes, videoconferencing, teleconferencing, computer conferencing, audio conferencing, or other alternative modes of communication. Teleconferencing is the holding of a conference among people remote from one another by means of telecommunication devices such as telephone or computer terminals. It refers to an interactive group communication (three or more people in two or more locations) through an electronic medium. In general terms,</u></p>

	<p><u>teleconferencing can bring people together under one roof even though they are separated by hundred miles. Videoconferencing is the holding of a conference among people in remote locations by means of transmitted audio and video signals. Computer conferencing is teleconferencing supported by one or more computers. Audio conferencing is a conference in which people at different locations speak to each other via telephone or Internet connections. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p> <p><u>Members may vote in person or by proxy in all meetings of members. Proxies shall be in writing, signed by the member and filed before the scheduled meeting with the Corporate Secretary or by accomplishing and submitting the online proxy form provided by the Corporate Secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time unless earlier revoked by the member. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p>
<p><i>Section 1, Article III</i></p>	<p>The Board shall be composed of elected eleven (11) members as follows:</p> <ol style="list-style-type: none"> 1. Eight (8) members to be elected by the regular members from among themselves; and 2. Three (3) members to be elected by the regular members from the special members of the FOUNDATION. <p><u>The Board of Trustees shall have the authority to establish policies, approve major transactions, adopt internal rules and regulations, and make decisions necessary for the proper management and attainment of the purposes of the Foundation, subject to the limitations imposed by law and these By-Laws. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p> <p><u>All the members of the Board of Trustees of the FOUNDATION shall not receive compensation or remuneration for their services to the FOUNDATION [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p>

<p><i>Section 3, Article III</i></p>	<p>Section 3: Meeting of the Board of Trustees</p> <p>Regular meetings of the Board of Trustees shall be held at such time and place as may be determined by the Board at its organizational meeting or any subsequent meeting provided that such meeting shall not be less than once every quarter of the year. Special meetings may be called by the Securities and Chairman or upon request of at least five (5) Trustees addressed to the Secretary of the Board. <u>For the convenience of Trustees, the Corporation may issue their own internal procedures embodying the mechanisms for participation in meetings and voting through remote communication or in absentia in addition to physical attendance, as enumerated and defined in the preceding sections that allow them reasonable opportunities to participate and to allow the protection and promotion of the trustees' rights. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p> <p><u>In all meetings of the Board, written or personal notice shall be given by mail, messenger, electronic mail or phone calls to each Trustee at his or her recorded address, e-mail address, and phone number at least ten (10) working days before the meeting. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p>
<p><i>Section 2, Article VII</i></p>	<p>Section 2: <u>No part of the net income or asset of the FOUNDATION shall belong to or inure to the benefit of any member, organizer, officer, or any specific person. . [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p>
<p><i>Section 3, Article VII</i></p>	<p>Section 3: <u>The level of administrative expenses of the FOUNDATION shall, on an annual basis, not exceed thirty percent (30%) of the total expenses for the taxable year. That not more than thirty percent (30%) of donations and gifts for the taxable year shall be used for administration purposes. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p>
<p><i>Section 6, Article VII</i></p>	<p>Section 6: <u>The books, accounts and other records of the FOUNDATION may be examined, checked and verified at any reasonable hour or any business day by representatives or agents of concerned governmental agencies. [As approved by the Members and the Board of Trustees at the Special Meeting held on January __, 2026.]</u></p>

Section 7, Article VII

Section 7: In the event of dissolution, the assets of the FOUNDATION would be distributed to another accredited NGO organized for similar purpose or purposes, or to the State for public purpose or purposes or would be distributed by a competent court of justice to another accredited NGO to be used in such manner as in the judgment of said court shall best accomplish the general purpose for which the dissolved corporation was organized [As approved by the Members and the Board of Trustees at the Special Meeting held on January , 2026.].