



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

COMPANY REG. NO. CS201811119

**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

FIGARO COFFEE GROUP INC.
(Amending Article II Primary Purpose thereof)

copy annexed, adopted on October 21, 2021 by majority vote of the Board of Directors and by 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 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 22nd day of October, Twenty Twenty One.


GERARDO E. DEL ROSARIO
Director
Company Registration and Monitoring Department

ED/lds

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended Articles of
Incorporation

SEC Registration Number

C S 2 0 1 8 1 1 1 1 9

Former Company Name

FIGARO COFFEE GROUP, INC.

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town)Province

NO. 33 MAYON STREET,
BRGY. MALAMIG, MANDALUYONG CITY
METRO MANILA, PHILIPPINES

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

SIGRID VON D. DE JESUS

sigs dm@yahoo.com

0917-8832172

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division (CPRD)
- Green Lane Unit (GL)
- Financial Analysis and Audit Division (FAAD)
- Licensing Unit (LU)
- Compliance Monitoring Division (CMD)

REPUBLIC OF THE PHILIPPINES)
) SS.

MAKATI CITY

DIRECTORS CERTIFICATE



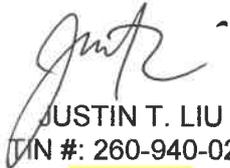
KNOW ALL MEN BY THESE PRESENTS:

We the undersigned Directors and Assistant Corporate Secretary of **FIGARO COFFEE GROUP, INC.** (hereinafter the Corporation”), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the Second Article are true and correct and was approved by the affirmative vote of at least a majority of the members of the Directors and the vote of the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting especially called for such purpose, held on 21 October 2021 at the Corporation’s principal office at 116 East Main Avenue, Phase V, SEZ Laguna Technopark, Biñan, Laguna.

-Signature Page Follows-

OCT 22 2021

In witness whereof, we have hereunto signed this Certificate this _____ day of October 2021 at _____, Philippines.

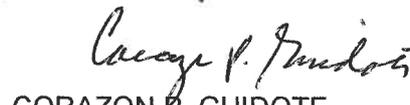

JUSTIN T. LIU
TIN #: 260-940-024
Chairman


MICHAEL STEPHEN T. LIU
TIN #: 917-847-251


BRIAN GREGORY T. LIU
TIN #: 917-848-212


DIVINA GRACIA G. CABULOY
TIN #: 911-359-526


SENE L. MAGTOTO
TIN #: 113-397-994


CORAZON P. GUIDOTE
TIN #: 107-044-646


MICHAEL T. BARRET
TIN #: 225-075-480


HECTOR VILLANUEVA
TIN #: 102-762-204


SIGRID VON D. DE JESUS
TIN #: 183-465-792

Certified by:

A handwritten signature in black ink, appearing to read 'Sigrid Von D. De Jesus', written in a cursive style.

SIGRID VON D. DE JESUS
Assistant Corporate Secretary
TIN #: 183-465-792

SUBSCRIBED AND SWORN to before me this OCT 22 2021 day of MAKATI CITY, 2021 in MAKATI CITY, by the above-named persons who exhibited to me competent proof of identity.

Name	Government ID No.	Expiry Date
JUSTIN T. LIU	260-940-024	N/A
MICHAEL STEPHEN T. LIU	917-847-251	N/A
BRIAN GREGORY T. LIU	917-848-212	N/A
DIVINA GRACIA CABULOY	115-596-687	N/A
SEKEN L. MAGTOTO	113-397-994	N/A
CORA GUIDOTE	107-044-646	N/A
HECTOR L. VILLANUEVA	102-762-204	N/A
MIKE BARRET	225-075-480	N/A
SIGRID VON D. DE JESUS	183-465-792	N/A

Doc No. 34 ;
Page No. 16 ;
Book No. 181 ;
Series of 2021.


ATTY. GEORGE DAVID D. SITON
NOTARY PUBLIC
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-382- UNTIL DEC. 31, 2021
ROLL NO. 68402/ MCLE COMPLIANCE NO. VI 0021936/3-2-2019
IBP O.R No. 2374859- LIFETIME MEMBER MAY. 8, 2017
PTR No. 8532058- JAN 04, 2021- MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST. MAKATI CITY

AMENDED ARTICLES OF INCORPORATION

OF

FIGARO COFFEE GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, and a majority of whom are 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 this corporation shall be:

FIGARO COFFEE GROUP, INC.

SECOND: That the primary purposes 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 or obligations of any corporation or corporations, association or associations, joint ventures, incorporated or otherwise, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money 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, 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 and privileges of ownership, including all voting powers of any stock so owned; to carry on, provide support and manage the general business of any corporation, company, association or joint venture; to exercise such powers, acts or functions as may be essential or necessary to carry out the purpose stated herein; and to guarantee for and in behalf of the Corporation obligations of other corporations or entities in which it has lawful interest in.

(As approved by the Board of Directors on 31 March 2021 and the stockholders on 31 March 2021. As further approved by the Board of Directors on 21 October 2021 and the stockholders on 21 October 2021.)

SECONDARY PURPOSES

1. To purchase, acquire, lease, sell and convey machinery, 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 evidence of indebtedness, or 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 evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or levy 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 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;
4. 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 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.
5. To enter into any lawful arrangement for sharing of 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 purposes of this Corporation;
6. 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;
7. To establish and operate one or more branch offices or agencies and to carry on any of 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; and

8. To conduct and transact any and all lawful business activity, 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.

THIRD: That the place where the principal office of the corporation is to be established or located is at 116 East Main Avenue, Phase V, SEZ Laguna Technopark, Biñan, Laguna.

(As approved by the Board of Directors on 31 March 2021 and the stockholders on 31 March 2021.)

FOURTH: That the term for 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 are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Justin T. Liu	Filipino	#24 Buchanan Street North Greenhills, San Juan Metro Manila, 1503
Michael Stephen T. Liu	Filipino	#24 Buchanan Street North Greenhills, San Juan Metro Manila, 1503
Brian Gregory T. Liu	Filipino	#24 Buchanan Street North Greenhills, San Juan Metro Manila, 1503
Nelia T. Liu	Filipino	#24 Buchanan Street North Greenhills, San Juan Metro Manila, 1503
Sigrid Von D. De Jesus	Filipino	#15 Narra Street Violago Homes Phase 3 Visayas Ave., Quezon City 1107

SIXTH: That the number of directors of said corporation shall be **Nine (9)** and the names, nationalities and residences of the first directors of the Corporation are as follows:

Name	Nationality	Residence
Justin T. Liu	Filipino	#24 Buchanan St. North Greenhills, San Juan Metro Manila, 1503
Michael Stephen T. Liu	Filipino	#24 Buchanan St. North Greenhills, San Juan Metro Manila, 1503
Brian Gregory T. Liu	Filipino	#24 Buchanan St. North Greenhills, San Juan Metro Manila, 1503
Nelia T. Liu	Filipino	#24 Buchanan St. North Greenhills, San Juan Metro Manila, 1503
Sigrid Von De Jesus	Filipino	#15 Narra St. Violago Homes Phase 3 Visayas Ave., Quezon City 1107

(As approved by the Board of Directors on 31 March 2021 and the stockholders on 31 March 2021).

SEVENTH: That the authorized capital stock of the corporation is SIX HUNDRED SIXTY MILLION (Php660,000,000) Philippine currency, and said capital stock is divided into SIX BILLION SIX HUNDRED MILLION (6,600,000,000) shares with a par value of TEN CENTAVOS (Php0.10) per share.

The holder of shares shall not be entitled to pre-emptive rights to subscribe to any new issues of stock, nor dispositions of existing stocks, whether issued from its unissued capital or its treasury shares.

In connection with the Initial Public Offering and initial listing of shares by the Corporation with the Philippine Stock Exchange, the Corporation shall strictly comply with the lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with amendments to the Rules of the Exchange.

(As approved by the Board of Directors on 31 March 2021 and the stockholders on 31 March 2021. As further approved by the Board of Directors on 09 September 2021 and the stockholders on 09 September 2021.)

EIGHTH: That the amount of said capital stock which has been actually subscribed is THIRTY SEVEN MILLION FIVE HUNDRED THOUSAND FIVE HUNDRED PESOS (Php37,500,500), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares	Amount Subscribed
Justin T. Liu	Filipino	1	100
Michael Stephen T. Liu	Filipino	1	100
Brian Gregory T. Liu	Filipino	1	100
Nelia T. Liu	Filipino	1	100
Sigrid Von D. De Jesus	Filipino	1	100
Carmetheus Holdings, Inc. TIN No. 007-253-862	Filipino	375,000	37,500,000
TOTAL		375,005	Php37,500,500

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

Name	Amount Paid
Justin T. Liu	100
Michael Stephen T. Liu	100
Brian Gregory T. Liu	100
Nelia T. Liu	100
Sigrid Von D. De Jesus	100
Carmetheus Holdings, Inc.	9,375,000
TOTAL	Php9,375,500

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 Brian Gregory Liu has been elected by the subscribers as 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, and to issue in its name, receipts for all subscriptions paid by the subscribers.

IN WITNESS THEREOF, we have hereunto set our hands, this 06 June 2018
at Makati City, Metro Manila, Philippines.

Sgd.
JUSTIN T. LIU
TIN #: 260-940-024

Sgd.
MICHAEL STEPHEN T. LIU
TIN #: 917-847-251

Sgd.
BRIAN GREGORY T. LIU
TIN #: 917-848-212

Sgd.
NELIA T. LIU
TIN #: 115-596-687

Sgd.
SIGRID VON D. DE JESUS
TIN #: 183-465-792

Signed in the presence of:

Sgd.
DIVINA GRACIA C. CABREIRA

Sgd.
MICHAEL T. BARRET

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S. S.

BEFORE ME, a Notary Public in and for Makati Philippines, this 06 June 2018, personally appeared:

Name	Driver's License/ Passport No.	Valid Until
Justin T. Liu	<u>N02-99-392-417</u>	<u>20 January 2022</u>
Michael Stephen T. Liu	<u>EB9044615</u>	<u>02 September 2018</u>
Brian Gregory T. Liu	<u>NO1-04-002307</u>	<u>10 February 2019</u>
Nelia T. Liu	<u>P1663970A</u>	<u>17 January 2022</u>
Sigrid Von D. De Jesus	<u>EC0994338</u>	<u>02 May 2019</u>

all known to me and by me known to be the same persons who executed the foregoing Articles of Incorporation of Figaro Coffee Group, Inc., and who 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 this 06 June 2018 at Makati, Metro Manila, Philippines.

Doc. No. 312;
 Page No. 64;
 Book No. 59;
 Series of 2018.

SGD.
 ATTY. RAYMOND A. RAMOS
 COMMISSION No. M-277
 NOTARY PUBLIC FOR MAKATI CITY
 UNTIL 31 DECEMBER 2018
 NO.15 J.P. RIZAL ST. EXTN. COR.TANGUILE ST.
 COMEMBO, MAKATI CITY
 SC No. 62179/04-26-2013
 IBP No. 022957/01-04-2018/Pasig City
 PTR No. MKT-6614620, 01-03-2018/MAKATI CITY
 MCLE COMPLIANCE NO. V-0004514/10-31-2014