

CS201811119

SEC Registration Number

FIGARO COFFEE GROUP, INC.

(Company's Full Name)

116 EAST MAIN AVE. PHASE V-SEZ  
LAGUNA TECHNO PARK, BINAN, LAGUNA  
4034

(Business Address: No. Street City/Town/Province)

Sigrid Von D. De Jesus

(Contact Person)

0917-8832172

(Company Telephone Number)

06 30  
Month Day  
(Fiscal Year)

SEC FORM 17-C

(Form Type)

N/A

Month Day  
(Annual Meeting)

N/A

(Secondary License Type, If Applicable)

SEC-MSRD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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## Securities and Exchange Commission

Current Report Under Section 17 of the Securities Regulation Code ("SRC")  
and SRC Rule 17.2 (c) Thereunder

### SEC FORM 17-C

1. **11 May 2023**  
Date of Report
2. SEC Identification Number:  
**CS201811119**
3. BIR Tax Identification No.:  
**010-061-026-000**
4. Name of issuer as specified in the charter **FIGARO COFFEE GROUP, INC.**
5. **Philippines**  
Country of Incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. **116 East Main Ave., Phase V- SEZ,**  
**Laguna Technopark, Binan, Laguna**  
Address of Principal Office **4034**  
Postal Code
8. **(632) 8812-17-18**  
Registrant's Telephone Number
9. **N/A**  
Former name or former address
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

#### **Titles of Each Class**

#### **Number of Shares Outstanding and Amount of Debt Outstanding**

Common Shares

5,468,455,298

11. Item number reported                      Item 9 – N/A

Please be informed that the Board of Directors ("Board") of the Company, in its regular meeting held today, 11 May 2023, approved the following matters:

(1) the Quarterly Report for the quarterly period ended 31 March 2023 of FCG and Subsidiary, Figaro Coffee Systems, Inc.;

(2) to support the proposed increase in the authorized capital stock of the Company, the issuance of the first series of the preferred shares to be designated as Preferred Shares Series 2023-1 (the "Preferred Shares"), which shall have the following features: (i) holders of the Preferred Shares shall have voting rights; (ii) shall earn cumulative dividends at a rate of 1% per annum of the subscription price; (iii) shall have no preemptive rights and shall be non-participating; and (iv) shall be redeemed at the discretion of the Company; and

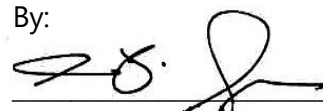
(3) in relation to the said issuance of the Preferred Shares, the subscription of and issuance to, Camerton, Inc. of Eight Billion Five Hundred Million (8,500,000,000) Preferred Shares at the subscription price of Two Centavos (PHP 0.02) per share or for a total subscription price of One Hundred Seventy Million Pesos (PHP170,000,000.00), with an initial paid-up amount of Forty Two Million Five Hundred Thousand Pesos (PHP42,500,000.00) in cash. The said Preferred Shares will not be applied for listing in the Exchange.

As previously disclosed by the Company, the Board, in its meeting held on 19 April 2023, approved the amendments to the Company's Articles of Incorporation to increase its authorized capital stock from Php660,000,000.00, consisting of 6,600,000,000 common shares with par value of Php0.10 per share, to Php1,340,000,000 divided into: (a) Php1,155,000,000.00 worth of common shares consisting of 11,550,000,000 common shares with par value of Php0.10 per share; and (b) Php185,000,000.00 worth of preferred shares consisting of 9,250,000,000 preferred shares with par value of Php0.02 per share.

The foregoing increase in the Company's authorized capital stock will be presented to the Company's shareholders at the Special Stockholders' Meeting set on 06 June 2023 to secure the approval of the shareholders of the amendments to the Company's Articles of Incorporation reflecting the proposed increase in authorized capital stock, as well as (i) the authority of the Board to determine: (a) the features of the preferred shares (whether voting or non-voting) at each issuance of preferred shares, (b) the frequency of issuance of preferred shares (which may be issued in one or more series), (c) the preference as to redemption, dividends and other preferences for each issuance of preferred shares; and (ii) the delegation to FCG's Management the power and authority to implement the proposed amendments and to determine the terms of the increase in FCG's authorized capital stock, including (a) the subscription to support the increase which subscription may be made by related and/or non-related parties of FCG, (b) the issuance of shares to the said subscriber, (c) the filing of an application for increase in authorized capital stock with the Securities and Exchange Commission, and (d) such other acts and deeds as shall be necessary to implement the foregoing proposed amendments.

**FIGARO COFFEE GROUP, INC.**

By:



**LOWELA L. CONCHA**

Corporate Secretary