



Figaro Coffee Group, Inc.
116 East Main Avenue, Phase V, SEZ, Laguna Technopark, Binan, Laguna

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

Please be advised that the Special Meeting of the stockholders of **Figaro Coffee Group, Inc.** (the "**Company**" or "**FCGI**") will be conducted **online on 06 June 2023, Tuesday, at 3:30 PM.** Stockholders who wish to participate in the proceedings may do so by signing on at the following URL address <https://us02web.zoom.us/j/84122565322?pwd=TUxFK2xhbK5VbEtxamJKZG5ZY3JDUT09>.

The Chairman will conduct the online meeting from the principal place of business of the Company at 116 East Main Avenue, Phase V, SEZ, Laguna Technopark, Binan, Laguna.

The following shall be the agenda of the meeting:

- I. Call to Order
- II. Proof of Service of Notice
- III. Certification of Presence of Quorum
- IV. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 9 December 2022
- V. Ratification of Matters Approved and Taken by FCGI's Management and Board of Directors from 9 December 2022 to date of Special Stockholders' Meeting
- VI. Approval of the Subscription and Issuance of, and Listing with the Philippine Stock Exchange ("PSE") of, the 820,268,295 Common Shares Issued to Monde Nissin Corporation, and Delegation to FCGI's Management the Power and Authority to Execute, Submit, and File the Listing Application with the PSE and Secure the PSE Listing Approval
- VII. Approval of Amendments to the Articles of Incorporation to Increase the Authorized Capital Stock of FCGI and Delegation to FCGI's Management the Power and Authority to Implement the Proposed Amendments and to Determine the Terms of the Increase in FCGI's Authorized Capital Stock (Including the Subscription to Support the Increase which Subscription may be made by Related and/or Non-Related Parties of FCGI and Issuance of Shares to the said Subscriber)
- VIII. Other Matters

The Board of Directors has set **17 May 2023**, as the record date for the determination of stockholders entitled to notice of and to vote at the Special Stockholders' Meeting.

Given the current circumstances and in order to ensure the safety and welfare of our stockholders in light of the COVID-19 situation, the Company will dispense with the physical attendance of stockholders at the meeting. Consequently, attendance will only be by remote communication, with voting being accomplished in absentia through the Company's online voting system at URL address: <https://www.figaro.ph/investors> or through the Chairman of the meeting, as proxy.

Stockholders intending to participate by remote communication should pre-register with the Company via FCGI's Online Registration and Voting System (ORV System) at URL address: <https://www.figaro.ph/investors> during the given registration period and in any case, no later than 5 p.m. of **30 May 2023**.

Following such pre-registration and subject to validation procedures, stockholders may vote either electronically via the ORV System, no later than 5 p.m. of **02 June 2023** or submit duly accomplished proxies on or before 5 p.m. of **26 May 2023** to the Office of the Corporate Secretary c/o Picazo Buyco Tan Fider & Santos Law Office, Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City and/or by email to mggo@picazolaw.com or kgpimentel@picazolaw.com. Validation of proxies is set on **02 June 2023** at 6:00 pm.

The detailed rules and procedures for participating in the meeting through remote communication and for casting their votes in absentia are set forth in the Information Statement.

The Company is not soliciting proxies.


LOWELA CONCHA
Corporate Secretary