

CS 201811119

SEC Registration Number

FIGARO COFFEE GROUP, INC.

(Company's Full Name)

116 EAST MAIN AVE. PHASE V - SEZ
LAGUNA TECHNOPARK, 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 No. of Stockholders

Total Amount of Borrowings
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. **19 April 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
8. **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 special meeting held today, April 19, 2023, approved the following matters:

(i) the setting of the Special Stockholders' Meeting ("SSM") to be conducted on 06 June 2023, Tuesday, at 3:30PM via remote communication through zoom videoconference, with the record date being set on 17 May 2023.

(ii) the agenda items for the SMM on 06 June 2023, as follows:

- 1) Call to Order;
- 2) Certification of Notice and Determination of Existence of Quorum;
- 3) Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 09 December 2022;
- 4) Ratification of Acts and Proceedings of the Board of Directors, the Board Committees, and FCG's Management from 09 December 2022 to date of the SSM;
- 5) 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 the Delegation to FCG's Management the Power and Authority to Execute, Submit and File the Listing Application with the PSE and Secure the PSE Listing Approval;
- 6) Approval of the Amendments to the Articles of Incorporation to Increase the Authorized Capital Stock of FCG and 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 the Subscription to Support the Increase which Subscription may be made by Related and/or Non-Related Parties of FCG and Issuance of Shares to the said Subscriber;
- 7) Other Matters;
- 8) Adjournment

(iii) the amendments to the Company's Articles of Incorporation to increase the authorized capital stock of FCG, with the following details, including the delegation of authority:

- 1) the increase in the authorized capital stock of the Company from Php660,000,000 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 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 worth of preferred shares consisting of 9,250,000,000 preferred shares with par value of Php0.02 per share;
- 2) 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. The preferred shares shall not have any pre-emptive rights over other issuances or re-issuance of preferred or common shares;
- 3) the subscription to the preferred shares (which may be voting or non-voting) in the amount of Php170,000,000 at the subscription price of Php0.02 per share; the initial paid-up amount of Php42,500,000, which may be made by a related party or non-related party subscriber/s, in order to support the said increase in authorized capital stock and to meet the requirements of the Securities and Exchange Commission ("SEC"); and the execution of the Subscription Agreement with the subscriber/s under the terms and conditions which Management deems beneficial to the Company;

4) 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 SEC, 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