



FIGARO COFFEE GROUP, INC.
(FCGI)

2023 SPECIAL STOCKHOLDERS MEETING

REQUIREMENTS AND PROCEDURE
FOR VOTING ELECTRONICALLY IN ABSENTIA AND PARTICIPATION
VIA REMOTE COMMUNICATION

Figaro Coffee Group, Inc. (“FCG” or the “Company”) shall be conducting its Special Stockholders Meeting (SSM) on Tuesday, 06 June 2023, via remote communication. In this regard, stockholders of record as of 17 May 2023 shall be entitled to attend, participate and vote in the SSM, in accordance with the procedure outlined below:

ELECTRONIC VOTING OR VOTING IN ABSENTIA

1. Stockholders who would like to vote via remote communication or in absentia shall register at https://us02web.zoom.us/webinar/register/WN_mqu7uEAlQqGbtQPROJ8hJw#/registration from 20 May 2023 to 30 May 2023 until 5:00PM.

Stockholders may register at the registration portal by providing the following requirements:

- a. Individual Stockholders
 - i. Valid Identification Cards with their full name, address and birthdate.
 - ii. Valid email address and active mobile number
 - iii. Latest photograph
- b. Stockholders with Joint Accounts
 - i. A scanned copy of an authorization letter signed by the other stockholders, indicating who among them is authorized to cast the vote for the account.
 - ii. Valid identification cards, valid email address, landline and active mobile number for the authorized stockholder.
- c. Uncertificated Stockholders/ Broker’s Account
 - i. Certification from their brokers attesting to the number of shares they are holding.
 - ii. Valid identification cards, valid email address, landline and active mobile number for the authorized stockholder.
- d. Corporate Stockholders
 - i. Corporate Name
 - ii. Address
 - iii. Valid Email Address
 - iv. Active Mobile Number
 - v. Scanned copy of the Notarized Secretary Certificate or Board Resolution authorizing the representative of the corporation to cast the vote.
 - vi. Latest photograph with full face visible of the representative.

VALID IDS: Drivers License, Passport, Unified Multi-Purpose ID (UMID) GSIS, PRC, Senior Citizen ID

Annex A: Requirements and Procedure for Voting Electronically in Absentia and Participation via remote communication

2. Submitted requirements by the stockholders shall be validated by the Stock Transfer Agent (STA) of the Corporation. The stockholder will receive an email containing the link to join the meeting. The corporate email that will be used to send emails to the stockholders is fcgasm_registration@figaro.ph
3. The stockholder may then download the Voting Form at the FCG website through the following link: [to follow] The accomplished voting form shall be submitted no later than 5:00PM on 02 June 2023 to the Office of the Corporate Secretary c/o Picazo Buyco Tan Fider & Santos Law Office, Penthouse, Liberty Center, 104 HV Dela Costa St., Salcedo Village Makati City and/or by email to mggo@pizacolaw.com or kgpimentel@picazolaw.com to be able to cast his/her vote in all the matters included in the agenda of the Corporation.

Registered stockholders shall only be allowed to vote until 02 June 2023 @ 5:00PM. The votes shall be considered cast for all the shares of the stockholder.

4. The stockholders who register and vote via remote communication or in absentia are deemed to have given their permission to the collection, use, transfer, disclosure, sharing, storage, and other forms of processing by the Corporation or any relevant third party, of the personal data they have provided. The processing of the stockholders' personal data shall be used for the purpose of voting via remote communication or in absentia during the SSM, including for any reason necessary or incidental hereto.

VOTING BY PROXY

The Stockholders of the Corporation may also vote by completing the Proxy Form downloadable at the FCG website through the following link: [to follow]

The duly accomplished and signed Proxy Form shall be submitted by the stockholder on or before 26 May 2023, until 5:00PM to the Office of the Corporate Secretary c/o Picazo Buyco Tan Fider & Santos Law Office, Penthouse, Liberty Center, 104 HV Dela Costa St., Salcedo Village Makati City and/or through electronic mail to mggo@pizacolaw.com or kgpimentel@picazolaw.com.

For the purpose of validation, the Stockholder must include the following in transmitting the completed and signed Proxy Form:

- a. Full name of the contact person;
- b. Landline/Mobile number of the contact person;
- c. Scanned copy of valid government-issued ID of the stockholder and his/her appointed proxy (if not the Chairman of the Corporation); and
- d. For Corporate Stockholders, in addition to the above, scanned copy of the Secretary's Certificate or Board Resolution authorizing the representative to act as the proxy.

TABULATION OF VOTES

Thereafter, the Office of the Corporate Secretary shall tabulate the votes cast via remote communication, in absentia and by proxy. The results shall be confirmed by the Corporation's independent auditors, R.S. Bernaldo & Associates.

The total votes made via remote communication in absentia or by proxy, as well as the number of shares represented by the same, shall be announced during the SSM.

VALID IDS: Drivers License, Passport, Unified Multi-Purpose ID (UMID) GSIS, PRC, Senior Citizen ID

Annex A: Requirements and Procedure for Voting Electronically in Absentia and Participation via remote communication

**PARTICIPATION IN THE 2023 SPECIAL STOCKHOLDERS MEETING
THROUGH REMOTE COMMUNICATION**

1. Stockholders who intend to participate in the Special Stockholders Meeting remotely may register using the link provided on the Corporation's website at [to follow] 20 May to 30 May 2023 , until 5:00PM.
2. To register, stockholders need to accomplish the requirements as stated above (section I) , depending on the type of ownership.
3. Upon registration, the stockholder will receive an email confirmation and a link which will be used to log in and view the 2023 Special Stockholders Meeting livestream via Zoom, which may be accessed through a web browser or via Zoom mobile application.
4. Only shareholders who have notified the Office of the Corporate Secretary upon registration of their intention to participate in the meeting by remote communication will receive the link for the Special Stockholders Meeting.
5. The Stockholders who have not voted via remote communication , in absentia, or have not submitted their proxies within the periods set in these Procedures, may still attend and vote during the SSM, provided that (a) they register and attending the SSM no later than 02 June 2023 using the following link : https://us02web.zoom.us/webinar/register/WN_mqu7uEAlQqGbtQPROJ8hJw#/registration (b) they have submitted the requirements for registration under Part I (1) depending on the type of ownership within the prescribed period; and (c) they are duly validated as stockholders of record. Upon validation, the stockholder will be provided with the link to log in and view the SSM livestream via zoom, which may be accessed through a web browser or via Zoom mobile application.

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