



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, 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 VII thereof)

copy annexed, adopted on April 19, 2023 and May 11, 2023 by a majority vote of the Board of Directors and on June 6, 2023 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 14th day of July, Twenty Twenty Three.


GERARDO E. DEL ROSARIO
Director

Company Registration and Monitoring Department

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 there for 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, Binan, 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 areas follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Justin T. Liu	Filipino	
Michael Stephen T. Liu	Filipino	
Brian Gregory T. Liu	Filipino	
Nelia T. Liu	Filipino	
Sigrid Von D. De Jesus	Filipino	

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	
Michael Stephen T. Liu	Filipino	
Brian Gregory T. Liu	Filipino	
Nelia T. Liu	Filipino	
Sigrid Von De Jesus	Filipino	

(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 **ONE BILLION THREE HUNDRED FORTY MILLION PESOS (Php1,340,000,000.00)** Philippine currency, and said capital stock is divided into **(a) One Billion One Hundred Fifty Five Million Pesos (Php1,155,000,000.00) worth of common shares consisting of Eleven Billion Five Hundred Fifty Million (11,550,000,000) common shares with par value of Ten Centavos (Php0.10) per share; and (b) One Hundred Eighty Five Million Pesos Php185,000,000.00 worth of preferred shares consisting of Nine Billion Two Hundred Fifty Million (9,250,000,000) preferred shares with par value of Two Centavos (Php0.02) per share.**

The Board of Directors of the Corporation shall 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), and (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.

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. As further approved by the Board of Directors on 11 May 2023 and by the stockholders on 05 June 2023.)

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
[REDACTED]

Sgd.
MICHAEL STEPHEN T. LIU
TIN#: [REDACTED]

Sgd.
BRIAN GREGORY T. LIU
TIN#: [REDACTED]

Sgd.
NELIA T. LIU
TIN # [REDACTED]

Sgd.
SIGRID VON D. DE JESUS
TIN # [REDACTED]

Signed in the presence of:

Sgd.
DIVINA GRACIA C. CABREIRA
TIN #: [REDACTED]

Sgd.
MICHAEL T. BARRET
TIN #: [REDACTED]

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.



**DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
FIGARO COFFEE GROUP, INC.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the members of the Board of Directors and the Corporate Secretary of **FIGARO COFFEE GROUP, INC.** (the "Company"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation embodying the underscored amendments to the Articles of Incorporation of said Corporation are true and correct and was approved by the affirmative vote of the majority of the members of the Board of Directors at their meetings held on 19 April 2023 and 11 May 2023, and by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company at their meeting held on 06 June 2023 via remote communication pursuant to SEC Memorandum Circular No. 6, Series of 2020.

The amended provisions of the attached Articles of Incorporation refer to the following Article:

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION THREE HUNDRED FORTY MILLION PESOS (Php1,340,000,000.00) Philippine currency, and said capital stock is divided into (a) One Billion One Hundred Fifty Five Million Pesos (Php1,155,000,000.00) worth of common shares consisting of Eleven Billion Five Hundred Fifty Million (11,550,000,000) common shares with par value of Ten Centavos (Php0.10) per share; and (b) One Hundred Eighty Five Million Pesos (Php185,000,000.00) worth of preferred shares consisting of Nine Billion Two Hundred Fifty Million (9,250,000,000) preferred shares with par value of Two Centavos (Php0.02) per share.

The Board of Directors of the Corporation shall 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), and (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.

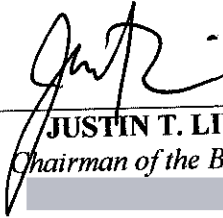
The holder of shares shall not be entitled to pre-emptive rights to subscribe any new issues of stock, nor dispositions of existing stocks, whether issued from its unissued capital or its treasury shares.

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 the amendments to the Rules of the Exchange.

– SIGNATURE PAGE FOLLOWS –

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Increase of Capital Stock this day of June 2023 in Makati City, Philippines.

JUN 14 2023




JUSTIN T. LIU
Chairman of the Board
[Redacted]



MICHAEL STEPHEN T. LIU
Director
[Redacted]



BRIAN GREGORY T. LIU
Director
[Redacted]



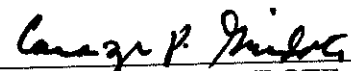
DIVINA GRACIA G. CABULOY
Director/President
[Redacted]



SIGRID VON B. DE JESUS
Director
[Redacted]



MICHAEL T. BARRET
Director
[Redacted]



CORAZON P. GUIDOTE
Independent Director
[Redacted]



HECTOR V. VILLANUEVA
Independent Director
[Redacted]



SENE L. MATOTO
Independent Director
[Redacted]



LOWELA L. CONCHA
Corporate Secretary
[Redacted]

JUN 14 2023.

SUBSCRIBED AND SWORN TO before me this
affiants exhibiting to me the following:

in MAKATI CITY

Name	Government ID	Date and Place of Issuance
Justin T. Liu	[REDACTED]	09 Feb 2018 – DFA Manila
Michael Stephen T. Liu	[REDACTED]	09 Feb 2018 – DFA Manila
Brian Gregory T. Liu	[REDACTED]	24 Jan 2019 - Manila
Senen L. Matoto	[REDACTED]	19 Nov 2020 – DFA NCR South
Corazon P. Guidote	[REDACTED]	Sept 2018 – LTO Quezon City
Hector V. Villanueva	[REDACTED]	11 July 2019 – DFA NCR South
Lowela L. Concha	[REDACTED]	05 March 2020 – LTO Quezon City
Divina Gracia G. Cabuloy	[REDACTED]	07 Sept 2018 – DFA NCR East
Michael T. Barret	[REDACTED]	19 Sept 2022 – LTO Manila
Sigrid Von D. De Jesus	[REDACTED]	24 May 2022 – LTO Quezon City

Doc. No. 473 ;
Page No. 96 ;
Book No. I ;
Series of 2023.

San Diego
DANICA MARIE D. SAN DIEGO
Appointment No. M-036
Notary Public for Makati City
Until December 31, 2024
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 81587
PTR No. 9573250/Makati City/01-07-2023
IBP No. 260990/Makati City/01-05-2023
MCLE Exempted-Admitted to the bar in 2022

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **LOWELA L. CONCHA**, of legal age, Filipino, with address at 6 Dimasalang St., Real Village, Proj, 8 Quezon City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **FIGARO COFFEE GROUP, INC.** (the "Company"), a corporation duly organized and existing under and by virtue of Philippines laws, with principal office address at 116 East Main Avenue, Phase V-SEZ, Laguna Technopark, Biñan, Laguna, Philippines; and
2. To the best of my knowledge, no action or proceeding has been filed or is before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Company as its duly elected and/or appointed directors or officers or vice versa.

JUN 14 2023

IN WITNESS WHEREOF, I have executed this Secretary's Certificate this ___ day of June 2023, in Makati City, Philippines.




LOWELA L. CONCHA
Corporate Secretary

JUN 14 2023 MAKATI CITY

SUBSCRIBED AND SWORN TO before me this _____ in _____, affiant exhibiting her **LTO License LD.** with No. _____ issued on **05 March 2020** at _____.

Doc. No. 471 ;
Page No. 96 ;
Book No. 1 ;
Series of 2023.


DANICA MARIE D. SAN DIEGO
Appointment No. M-036
Notary Public for Makati City
Until December 31, 2024
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 81587
PTR No. 9573250/Makati City/01-07-2023
IBP No. 260990/Makati City/01-05-2023
MCLE Exempted-Admitted to the bar in 2023