

**MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING
of**

FIGARO CULINARY GROUP, INC.

Held on 5 November 2025 at 2:00PM

via videoconference

<https://us02web.zoom.us/j/86315002251?pwd=KGC2Se7FbCDiaC7NZ64fuAO0bjATHA.1>

Stockholders	No. of Shares Present/Represented	Percentage of Ownership
1. Camerton, Inc.	11,401,148,995 ¹	81.62
2. Carmetheus Holdings, Inc.	375,000,000	2.68
3. Brian Gregory T. Liu	1	0.00
4. Michael Stephen T. Liu	1	0.00
5. Sigrid Von D. De Jesus	1	0.00
6. Michael T. Barret	1	0.00
7. Divina Gracia G. Cabuloy	1	0.00
8. Justin T. Liu	1	0.00
9. Corazon P. Guidote	1	0.00
10. Senen L. Matoto	1	0.00
11. Hector R. Villanueva	1	0.00
TOTAL	11,776,149,004	84.30%

PRESENT:

Jerry S. Liu	-	Chairman Emeritus
Justin T. Liu	-	Chairman/Director
Michael Stephen T. Liu	-	Director
Brian Gregory T. Liu	-	Director
Senen L. Matoto	-	Independent Director
Corazon P. Guidote	-	Independent Director
Hector R. Villanueva	-	Independent Director
Divina Gracia G. Cabuloy	-	President/CEO/Director
Sigrid Von D. De Jesus	-	Director
Michael T. Barret	-	Director

ALSO PRESENT:

Lowela L. Concha	-	Corporate Secretary
Sigrid Von D. De Jesus	-	Assistant Corporate Secretary
Jose Petronio D. Español III	-	Chief Finance Officer
Marilou R. Roca	-	Chief Accounting Officer

Representatives from Picazo Buyco Tan Fider, Santos, and Dee

Representatives from De Jesus & Teofilo, CPAs

Representatives from PNB-TBG (Stock Transfer Agent)

¹ Includes the 8,500,000,000 Preferred Shares Series 2023-1 of Camerton, Inc.

PROCEEDINGS OF THE MEETING

I. CALL TO ORDER

The Chairman, Justin T. Liu, called the meeting to order and presided over the same. The Corporate Secretary, Lowela L. Concha, recorded the minutes of the meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary conducted certain procedural matters. The stockholders confirmed and stated for the record that (i) they are participating in the meeting through the use of mobile phone with videoconferencing capabilities, (ii) they can completely and clearly hear all other participants in the meeting, and (iii) they have received the agenda and all materials for the meeting.

Thereafter the Corporate Secretary certified that notices of the meeting were sent to all the directors of the Corporation and that there was a quorum to transact business.

III. APPROVAL OF MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON 18 DECEMBER 2024

Mr. Justin T. Liu stated that the first item on the agenda is the approval of the minutes of the annual meeting of the stockholders held on 18 December 2024. He further stated that a copy of the minutes was made available to all stockholders of record, together with the Definitive Information Statement and has been uploaded to the Corporation's website.

The stockholders thereafter cast their votes. With stockholders owning or representing 11,776,149,004 shares equivalent to approximately 84%, or more than a majority of the entire outstanding voting stock of the Corporation, voting in favor of the approval of the minutes, as confirmed by the Corporate Secretary, the stockholders approved the minutes of the Annual Stockholders' Meeting held on 18 December 2024.

IV. RATIFICATION/APPROVAL OF THE ACTS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND MANAGEMENT FROM 18 DECEMBER 2024 TO THE DATE OF THE SPECIAL STOCKHOLDER'S MEETING

The next agenda item, as explained by Mr. Justin T. Liu, is the ratification of the acts of the Board of Directors, Board Committees, and Management of the Corporation from 18 December 2024 to date including those set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange ("PSE").

Among the acts of the Board of Directors, Board Committees, and Management which are for ratification in addition to those disclosed in the Corporation's audited financial statements, are the following: (i) All material resolutions adopted by the Board and duly reported by the Corporation to the SEC and PSE through the filing of SEC Form 17-C, as well as those covered by minutes of board meetings which are available for inspection at the offices of the Corporation; (ii) All other resolutions adopted by the Board in the ordinary course of business; (iii) All resolutions adopted by the Board Committees; and (iv) All other acts executed by the Management in the exercise of their functions in the regular and ordinary course of business of the Corporation.

The stockholders owning or representing 11,776,149,004 shares equivalent to approximately 84%, or more than a majority of the entire outstanding voting stock of the Corporation, approved the ratification of the acts of the Board of Directors, Board Committees, and Management of the Corporation from 18 December 2024 to date including those set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the SEC and PSE.

V. APPOINTMENT OF NEW EXTERNAL AUDITORS

The final agenda item, as noted by Mr. Liu, relates to the appointment of the new external auditors for the Fiscal Year 2025. The approval of the stockholders is being sought for the appointment of De Jesus & Teofilo, CPAs as the new external auditor of the Corporation, subject to the condition that De Jesus Teofilo, CPAs receives a Category "A" SEC accreditation.

Subsequently, there was a proposal, as noted by Mr. Liu, to have such appointment of external auditor approved by the stockholders. The stockholders owning or representing 11,776,149,004 shares equivalent to approximately 84%, or more than a majority of the entire

outstanding voting stock of the Corporation, approved the appointment of De Jesus & Teofilo, CPAs as the external auditor of the Corporation, subject to the condition that De Jesus Teofilo, CPAs receives a Category "A" SEC accreditation. Mr. Liu observed that, considering that more than a majority of the entire outstanding voting stock of the Corporation voted in favor of this matter, the appointment of De Jesus Teofilo, CPAs as the external auditor of the Corporation was thus approved by the stockholders, subject to the condition that De Jesus Teofilo, CPAs receives a Category "A" SEC accreditation.

Mr. Barret then facilitated the discussion on the questions received via email regarding the change in the Corporation's external auditor.

Mr. Barret raised the first question received: what prompted the Corporation to change its external auditor. In response, Mr. Español explained that the appointment of the new external auditor, De Jesus & Teofilo, CPAs, is in line with best practices in corporate governance, particularly the implementation of auditor rotation. He emphasized that the decision was undertaken to strengthen transparency and accountability in the Corporation's financial reporting, consistent with established governance standards.

A follow-up question was then addressed regarding whether there were any disagreements with the previous auditor. Mr. Español clarified that the Corporation has not had any material disagreements with its former external auditor concerning accounting matters or financial disclosures during the relevant audit periods or any subsequent interim period. He further noted that R.S. Bernaldo and Associates, the previous auditor, does not hold any shareholdings in the Corporation nor any right, whether legally enforceable or otherwise, to nominate persons or subscribe for the Corporation's securities.

Lastly, Mr. Barret presented the question of whether the change in external auditor had been duly disclosed to the relevant regulators such as the SEC and PSE. He confirmed that the change of external auditor was properly disclosed to the PSE and was filed with the SEC through SEC Form 17-C on 7 October 2025.

VI. OTHER MATTERS

The Chairman noted that there were no other matters which the stockholders seek to be addressed. Mr. Liu stated that, if there are questions on the part of any stockholder, an email may be sent to info@figaro.ph and the Corporation will endeavor to answer the questions via email.

VII. ADJOURNMENT

There being no other matters to be discussed, the meeting was, upon motion made and duly seconded, adjourned.

[Signature page follows]

Certified Correct:


LOWELA L. CONCHA
Corporate Secretary

Attested by:


JUSTIN T. LIU
Chairman

Minutes Read and Approved:



MICHAEL STEPHEN T. LIU



BRIAN GREGORY T. LIU



DIVINA GRACIA G. CABULOY



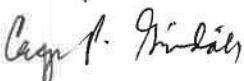
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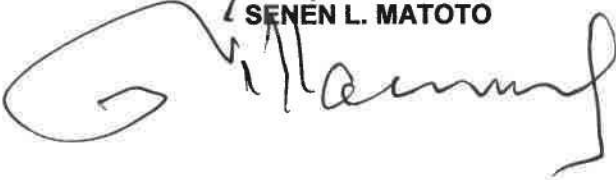
MICHAEL T. BARRET



SENEN L. MATOTO



CORAZON P. GUIDOTE



HECTOR R. VILLANUEVA