



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. 86335

**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

MONDE NISSIN CORPORATION
(Amending Article VI thereof)

copy annexed, adopted on **October 1, 2012** by a majority vote of the Board of Directors and 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 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.

This certificate is a replacement of the certificate signed by Officer-in-Charge **FERDINAND B. SALES** on December 14, 2012, which erroneously stated Amending Article VII instead of Articles VI.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 18th day of December, Two Thousand Twelve.




FERDINAND B. SALES
Officer-in-Charge

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION
OF
MONDE NISSIN CORPORATION
(Formerly: Monde Denmark Nissin Biscuit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE, MAJORITY OF WHOM ARE CITIZENS AND RESIDENTS 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 SAID CORPORATION SHALL BE:
" **MONDE NISSIN CORPORATION** " (*As amended on 3/8/99*).
- SECOND.- THAT THE PURPOSE FOR WHICH THE SAID CORPORATION IS FORMED ARE AS FOLLOWS:

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKAGING, SERVICING, REPACKING, ASSEMBLING OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE SUCH AS BUT NOT LIMITED TO CANDIES, CONFECTIONARIES, BISCUITS, CAKES AND OTHER FOODS, DRUGS AND COSMETICS;

SECONDARY PURPOSES

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF IMPORTING, EXPORTING, BUYING, SELLING, TRADING, OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE;

TO ACT AS INDENTOR, FACTOR, MANUFACTURER'S REPRESENTATIVE, COMMERCIAL BROKER, COMMISSION AGENT, DISTRIBUTOR AND IN ANY OTHER REPRESENTATIVE CAPACITY FOR DOMESTIC AND FOREIGN COMPANIES EXCEPT INSURANCE;

TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN OR REGISTER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADENAMES, TRADEMARKS, INVENTIONS, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD IN RELATION TO ITS BUSINESS;

TO INVEST AND DEAL WITH THE MONEY AND PROPERTY OF THE CORPORATION IN SUCH MANNER AS MAY FROM TIME TO TIME BE CONSIDERED WISE OR EXPEDIENT FOR THE ADVANCEMENT OF THE BUSINESS, PROPERTY AND GOODWILL OF THE CORPORATION OR ANY PART THEREOF, FOR SUCH CONSIDERATION AND UNDER SUCH TERMS AND CONDITIONS AS IT SHALL BE FIT TO ACCEPT TO THE EXTENT ALLOWED BY LAW; AND IN GENERAL,

TO DO ALL SUCH OTHER THINGS WHICH ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE MENTIONED OBJECT WHICH MAY BE CONVENIENTLY CARRIED ON IN CONNECTION THEREIN, OR WHICH MAY BE CALCULATED DIRECTLY OR INDIRECTLY, TO ENHANCE THE VALUE OR RENDER PROFITABLE ANY BUSINESS OR PROPERTY OF THE CORPORATION. PROVIDED, HOWEVER, THAT NOTHING SHALL BE DONE IN CONNECTION WITH ANY OF THE ABOVE MENTIONED OBJECT WHICH IS PROHIBITED BY ANY LAWS OF THE PHILIPPINES NOW OR WHICH MAY HEREINAFTER BE IN FORCE.

THIRD.- THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE MUNICIPALITY OF STA. ROSA, PROVINCE OF LAGUNA, PHILIPPINES; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES;

FOURTH.- THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST IS FIFTY (50) YEARS, FROM AND AFTER THE DATE OF ITS INCORPORATION;

FIFTH.- THAT THE NUMBER OF DIRECTORS OF SAID CORPORATION SHALL BE SEVEN (7) WHO ARE TO SERVE UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT THE NAMES, CITIZENSHIP AND ADDRESSES OF THE INCORPORATORS WHO ARE AT THE SAME TIME THE INCORPORATING DIRECTORS OF SAID CORPORATION ARE AS FOLLOWS:

NAME	CITIZENSHIP	ADDRESS
BETTY ANG		
ANG CHAN ENG		
GUADALUPE T. ANG		
DAVID ANG		
RAMON RAGANAS		
LETICIA C. RAGANAS		
EUSEBIO BRIGADO		

SIXTH.- THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (PhP 12,000,000,000.00), AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED TWENTY MILLION (120,000,000) SHARES WITH THE PAR VALUE OF ONE HUNDRED PESOS (PhP 100.00) EACH.

(As amended on April 4,1989; further amended on June 15,1992; further amended on September 1,1998; further amended on November 14, 2005 and further amended on October 1,2012).

SEVENTH.- THAT THE AMOUNT OF CAPITAL STOCK WHICH HAVE BEEN ACTUALLY SUBSCRIBED AND PAID FOR ARE TWO MILLION EIGHT HUNDRED THOUSAND PESOS AND SEVEN HUNDRED THOUSAND PESOS, PHILIPPINE CURRENCY, RESPECTIVELY; AND THAT THE FOLLOWING PERSONS HAVE ACTUALLY SUBSCRIBED AND PAID FOR THE NUMBER OF SHARES SET OUT AFTER THEIR RESPECTIVE NAMES, TO WIT:

NAME	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID
BETTY ANG		11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG		4,000	400,000.00	100,000.00
GUADALUPE T. ANG		4,000	400,000.00	100,000.00
JAMES ANG YIOK TECK		2,000	200,000.00	50,000.00
DAVID ANG		2,000	200,000.00	50,000.00
RAMON RAGANAS		1,200	120,000.00	30,000.00
LETICIA C. RAGANAS		1,200	120,000.00	30,000.00
EUSEBO BRIGADO		1,200	120,000.00	30,000.00
AGUSTIN YIAN		1,200	120,000.00	30,000.00
TOTALS		28,000	P2,800,000.00	P 700,000.00
		Vvvvvv	vvvvvvvvvvvvvvvv	vvvvvvvvvv

EIGHT.- THAT ANG CHAN ENG HAS BEEN ELECTED BY THE SUBSCRIBERS NAMED IN THE SAID ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TRESURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS ON THIS 14TH DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

SIGNED	SIGNED	SIGNED	SIGNED	SIGNED
ANG CHAN ENG	GUADALUPE T. ANG	RAMON RAGANAS	LETICIA C. RAGANAS	EUSEBIO BRIGADO
INCORPORATOR	INCORPORATOR	INCORPORATOR	INCORPORATOR	INCORPORATOR

SIGNED IN THE PRESENCE OF:

SIGNED	SIGNED	SIGNED	AND	SIGNED
BETTY ANG	DAVID ANG	AGUSTIN YIAN		JAMES ANG YOK TECK
INCORPORATOR	INCORPORATOR			

REPUBLIC OF THE PHILIPPINES } s.s.
CITY OF MANILA

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED THE FOLLOWING INCORPORATORS/ SUBSCRIBERS WITH THEIR RESPECTIVE RESIDENCE CERTIFICATES, TO WIT:

NAME
ANG CHAN ENG
GUADALUPE T. ANG
BETTY ANG
RAMON RAGANAS
LETICIA C. RAGANAS
EUSEBIO BRIGADO
AGUSTIN YIAN
DAVID ANG
JAMES ANG YIOK TECK

ALL KNOWN TO ME AND TO ME KNOWN AS THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO (2) PAGES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGEMENT AND THEY ACKNOWLEDGED TO ME THAT THE SAME IS THEIR OWN FREE AND VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE HEREINABOVE FIRST WRITTEN.

DOC. NO. 352 ; PAGE NO. 72 ;

BOOK NO. XXX ; SERIES OF 1979.

MANUEL T. UY
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

REPUBLIC OF THE PHILIPPINES } s.s.
CITY OF MANILA

PTR NO. CT015 2740L
JANUARY 2, 1979, MANILA
TAN: U5549-A1046-A-7

TREASURER'S AFFIDAVIT

ANG CHAN ENG, HAVING BEEN DULY SWORN TO IN ACCORDANCE WITH LAW, DEPOSE AND SAYS:

THAT ON THIS ABOVE-MENTIONED DATE, HE WAS DULY ELECTED BY THE SUBSCRIBERS NAMED IN THE FOREGOING ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION, AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION, THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

THAT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF FOURTEEN MILLION PESOS (P14,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED (P100.00) EACH, TWO MILLION EIGHT HUNDRED THOUSAND PESOS WORTH OF SHARES HAD BEEN ACTUALLY SUBSCRIBED AND OF SAID SUBSCRIPTION, SEVEN HUNDRED THOUSAND PESOS, (P700,000.00), PHILIPPINE CURRENCY, IN CASH, HAD BEEN ACTUALLY PAID IN TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

THAT AT LEAST TWENTY PERCENT OF THE TOTAL AUTHORIZED CAPITAL STOCK HAD BEEN ACTUALLY SUBSCRIBED AND AT LEAST TWENTY-FIVE PERCENT OF SAID SUBSCRIPTION, HAD BEEN ACTUALLY PAID FOR TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

AFFIANT, FURTHER SAYETH NAUGHT.

ANG CHAN ENG
TREASURER-IN-TRUST

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES, ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS

MANUEL T. UY
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980
PTR NO. CT015 2740L
JANUARY 2, 1979, MANILA
TAN: U5549-A1046-A-7

DOC. NO. 353

PAGE NO. 72

BOOK NO. XXX

SERIES OF 1979.

MONDE NISSIN CORPORATION
DIRECTORS' CERTIFICATE
On
AMENDMENT OF ARTICLES OF INCORPORATION



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned majority of the Board of Directors, the Chairman and the Secretary of the stockholders' meeting of **MONDE NISSIN CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Balibago, Sta. Rosa, Laguna, do hereby certify that the "*Amended Articles of Incorporation of MONDE NISSIN CORPORATION*" attached hereto, is a true and correct copy of the Articles of Incorporation of said Corporation, as amended in accordance with the provisions of Section 16 of the Corporation Code and as approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock and majority of the Board of Directors at a special meeting held at the principal office of the Corporation on October 1, 2012.

The amendment pertains to Article Sixth as follows:

"SIXTH.- THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (Php 12,000,000,000.00), AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED TWENTY MILLION (120,000,000) SHARES OF THE PAR VALUE OF ONE HUNDRED PESOS (Php 100.00) EACH."

IN WITNESS WHEREOF, we have hereunto set our hands this October 1, 2012

Handwritten signature of Hartono Kweefanus in black ink.

Hartono Kweefanus
Director / Chairman of the
Stockholders' meeting

[Redacted]

Handwritten signature of Hoediono Kweefanus in black ink.

Hoediono Kweefanus
Director

[Redacted]

Handwritten signature of Betty Ang in black ink.

Betty Ang
Director

[Redacted]

Handwritten signature of Ira Susanti in black ink.

Ira Susanti
Director

[Redacted]

Handwritten signature of Henry Soesanto in black ink.

Henry Soesanto
Director

[Redacted]

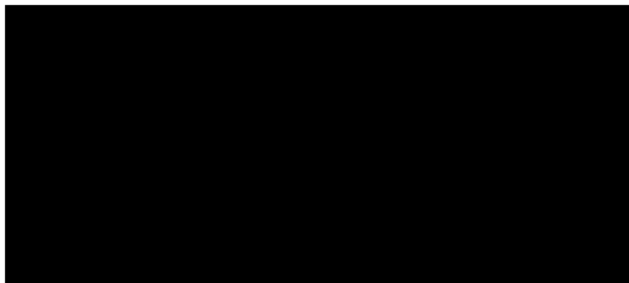
Certified correct by:

Handwritten signature of Suzanne S. King in black ink.

Suzanne S. King
Secretary of the Stockholders' meeting

SUBSCRIBED AND SWORN TO before me this OCT - 3 2012 at City of Manila,
affiants exhibiting to me their Community Tax Certificate / passports numbers ; date issued ; place issued as
follows:

Betty Ang
Hartono Kweefanus
Hoediono Kweefanus
Ira Susanti
Henry Soesanto
Suzanne S. King



Known to me to be the same persons who executed the foregoing Directors' Certificate, and they
acknowledged to me that the same is their own free and voluntary act and deed.


IN WITNESS WHEREOF, I have hereunto set my hand and caused my notarial seal to be affixed
on this OCT - 3 2012, at Manila City, Philippines.

Doc. No. 269;

Page No. 5;

Book No. 206;

Series of 2012


ATTY. MANUEL T. UY
Notary Public
Until December 31, 2012
ATTY.# 24400 ; IBP # 04989
PTR # 0326173 ; 1/2/2012 ; Manila