



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, 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 Articles II Primary and Secondary Purposes, III, IV (term of existence),
V, & VI Reclassification of Shares and by adding new provision designated as
Article IX thereof)

copy annexed, adopted on March 01, 2021 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 7th day of April, Twenty Twenty One.


DANIEL P. GABUYO
Assistant Director

SO Order 1188 Series of 2018



CERTIFICATE OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Acting Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **MONDE NISSIN CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines, with principal office at Felix Reyes St., Barangay Balibago, Santa Rosa, Laguna, Philippines, do hereby certify that

1. The attached Amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of MONDE NISSIN CORPORATION (the "Corporation"), as amended by at least a majority of the members of the Board of Directors at a meeting held at Felix Reyes St., Bry. Balibago, Sta Rosa, Laguna, Philippines on March 1, 2021 and ratified by stockholders representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation through their affirmative vote at the special stockholders meeting held at the same venue or principal office of the Corporation on March 1, 2021 (the "Amendments").

2. The Amendments particularly refer to -

(a) **Second Article, Primary Purpose** - to include (i) "noodles" in the articles of commerce that the Corporation may manufacture, process, service, package, re-package, import, export, buy, sell, trade, or otherwise deal in; and (ii) to enable the Corporation "to perform all acts necessary for the furtherance of its primary purpose including, but without limitation, to guarantee obligations of and act as surety for, the loans and obligations of its subsidiaries, affiliates or associates, and/or to secure the same by mortgage, pledge on any assets of the Corporation as may be authorized by the Corporation's board of directors provided the same is considered beneficial to the Corporation, without operating as a lending or financing corporation";

(b) **Second Article, First Paragraph under Secondary Purposes**- to remove from the secondary purposes of the Corporation the power to guarantee obligations and repayment of loans or otherwise lends its credit to other entities (*i.e.*, non-subsidiaries, non-affiliates and non-associates);

(c) **Second Article, Penultimate Paragraph** - to specify as among the incidental powers of the Corporation, the power "to borrow or raise money or funds for the business purposes of the Corporation and in pursuance thereof, to issue mortgages, pledges, bonds or obligations of the Corporation, secured by all or part of the undertakings, revenues, rights or properties of the Corporation";

(d) **Second Article, Last Paragraph** - to specify Sections 35, 39, 40, and 41 of the Revised Corporation Code of the Philippines as among the express powers of the Corporation;

(e) **Third Article** – to incorporate minor revisions to the language of the Third Article which revisions do not alter its tenor (*i.e.*, replacing “and” with “but it” and “exigencies” with “demand”);

(f) **Fourth Article** – to amend the term of corporate existence from fifty (50) years to a “perpetual corporate term unless the Securities and Exchange Commission issues a certificate providing otherwise”;

(g) **Fifth Article** – to increase the number of directors of the Corporation from seven (7) to nine (9) and to remove from Arran Investment Pte. Ltd.’s (“Arran”) the right to nominate a director;

(h) **Sixth Article** – to:

(i) amend (without increasing or decreasing) the authorized capital stock of the Corporation, such that the authorized number of shares, as amended, shall be: (a) Twenty Billion Four Hundred Million (20,400,000,000) Common Shares with a par value of fifty centavos (₱0.50) per share and (b) Three Billion Six Hundred Million (3,600,000,000) Preferred Shares classified into (i) Four Hundred Million (400,000,000) Preferred “A” Shares with a par value of ₱1.00 per share, (ii) Eight Hundred Million (800,000,000) Preferred “B” Shares with a par value of ₱1.00 per share, and (ii) Two Billion Four Hundred Million (2,400,000,000) Preferred “C” shares with a par value of twenty-five centavos (₱0.25) per share;


(ii) provide the features, rights and privileges of Preferred “A” Shares, Preferred “B” Shares and Preferred “C” Shares; and

(iii) remove (a) Arran’s entitlement to pre-emptive right with respect to any issuance of shares by MNC and how Arran may exercise said entitlement, (b) the limitations placed on the Sponsors with respect to the disposal of their shares, including an enumeration of specific instances when Sponsors may dispose of their respective shares in the Corporation; (c) Arran’s right to transfer some or all of its shares to its affiliates; and (d) the requirement for new shareholders to execute a Deed of Adherence to the Investor Rights Agreement dated April 12, 2019 by and among the Corporation, Arran and certain shareholders of the Corporation; and

(i) **Ninth Article** – to incorporate the lock-up requirement prescribed by the rules and regulations of the Philippine Stock Exchange.

IN WITNESS WHEREOF, this Certificate has been signed by the following officers and directors of the Corporation on the date and at the place stated hereinafter.


HENRY SOESANTO

Acting Chairman of the Board/Director



MONICA DARMONO

Director

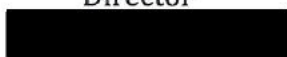


HELEN G. TIU

Corporate Secretary/Director

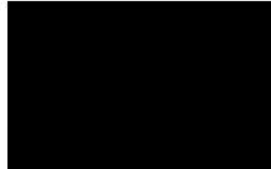


DAVID JOHN NICOL

Director



REPUBLIC OF THE PHILIPPINES)
 QUEZON CITY, METRO MANILA) SS.

SUBSCRIBED AND SWORN TO before me, a Notary Public for and in Quezon City, Philippines, this March 2, 2021, affiants exhibiting to me their respective competent evidence of identity as follows:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Place & Date of Issue</u>
Henry Soesanto		N/A
Monica Darmono		N/A
David John Nicol		N/A
Helen Go Tiu		N/A

WITNESS MY HAND AND SEAL at the place and on the date above written.

Doc. No. 417;
 Page No. 87;
 Book No. _____;
 Series of 2021.


ATTY. GARNY-LUISA S. ALEGRE
 Notary Public of Quezon City
 Commission No. NP-035 (2021 - 2022)
 IBP No. 120608 /11-16-2020
 Roll No. 53666/Albay
 PTR No. 02573252/1-04-2021/Parañaque City
 MCLE No. VII-0002539/2-24-2020
 Banawe, Quezon City

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 THE CORPORATION SHALL BE "MONDE NISSIN CORPORATION" (AS AMENDED ON 3/8/99).

SECOND. — A. THAT THE PURPOSE FOR WHICH THE SAID CORPORATION IS FORMED ARE AS FOLLOWS:

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKAGING, SERVICING, REPACKING, ASSEMBLING, IMPORTING, EXPORTING, BUYING, SELLING, TRADING OR OTHERWISE DEALING IN (ON WHOLESALE BASIS AND TO THE EXTENT ALLOWED UNDER PHILIPPINE LAW, ON RETAIL BASIS) ALL KIND OF GOODS, WARES AND MERCHANDISES, WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE SUCH AS BUT NOT LIMITED TO **NOODLES**, CANDIES, CONFECTIONARIES, BISCUITS, CAKES AND OTHER FOODS, DRUGS AND COSMETICS; AND IN RELATION OR INCIDENTAL THERETO, TO PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN OR HAVE REGISTERED, LETTERS PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADE NAMES, TRADEMARKS, INVENTIONS AND OTHER INTELLECTUAL PROPERTIES, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD; 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, SECURITIES AND OTHER FINANCIAL PRODUCTS; AND TO PERFORM ALL ACTS NECESSARY FOR THE FURTHERANCE OF ITS PRIMARY PURPOSE INCLUDING, BUT WITHOUT LIMITATION, TO GUARANTEE OBLIGATIONS OF AND ACT AS SURETY FOR , THE LOANS AND OBLIGATIONS OF ITS SUBSIDIARIES, AFFILIATES OR ASSOCIATES, AND/OR TO SECURE THE SAME BY MORTGAGE, PLEDGE ON ANY ASSETS OF THE CORPORATION AS MAY BE AUTHORIZED BY THE CORPORATION'S BOARD OF DIRECTORS PROVIDED THE SAME IS CONSIDERED BENEFICIAL TO THE CORPORATION, WITHOUT OPERATING AS A LENDING OR FINANCING CORPORATION.

SECONDARY PURPOSES

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 CONDUCIVE TO THE ATTAINMENT OF THE ABOVE MENTIONED OBJECTS 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 (INCLUDING TO BORROW OR RAISE MONEY OR FUNDS FOR THE BUSINESS PURPOSES OF THE CORPORATION AND IN PURSUANCE THEREOF, TO ISSUE MORTGAGES, PLEDGES, BONDS OR OBLIGATIONS OF THE CORPORATION, SECURED BY ALL OR PART OF THE UNDERTAKINGS, REVENUES, RIGHTS OR PROPERTIES 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.

THAT THE CORPORATION SHALL HAVE THE EXPRESS POWERS OF A CORPORATION AS PROVIDED UNDER SECTIONS 35, 39, 40, 41 OF THE REVISED CORPORATION CODE OF THE PHILIPPINES, AS THE SAME MAY BE AMENDED FROM TIME TO TIME.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on March 1, 2021 and by stockholders representing at least two thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on March 1, 2021)

THIRD. THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN FELIX REYES ST., BARANGAY BALIBAGO CITY OF SANTA ROSA, LAGUNA; BUT IT MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE DEMANDS OF ITS BUSINESSES. *(As Amended on April 5, 2014.)*

(As approved by at least a majority of the members of the Board of Directors of the Corporation on March 1, 2021 and by stockholders representing at least two thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on March 1, 2021)

FOURTH. — THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST SHALL BE PERPETUAL UNLESS THE SECURITIES AND EXCHANGE COMMISSION ISSUES A CERTIFICATE PROVIDING OTHERWISE;

(As approved by at least a majority of the members of the Board of Directors of the Corporation on March 1, 2021 and by stockholders representing at least two thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on March 1, 2021)

FIFTH. THAT THE NUMBER OF DIRECTORS OF SAID CORPORATION SHALL BE NINE (9) 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:

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

(As approved by at least a majority of the members of the Board of Directors of the Corporation on March 1, 2021 and by stockholders representing at least two thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on March 1, 2021)

SIXTH. THAT THE AUTHORIZED CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (PHP12,000,000,000.00), CONSISTING OF TWENTY BILLION FOUR HUNDRED MILLION (20,400,000,000) COMMON SHARES WITH A PAR VALUE OF FIFTY CENTAVOS (P0.50) PER SHARE AND THREE BILLION SIX HUNDRED MILLION (3,600,000,000) PREFERRED SHARES CLASSIFIED INTO FOUR HUNDRED MILLION (400,000,000) PREFERRED "A" SHARES WITH A PAR VALUE OF P1.00 PER SHARE, EIGHT HUNDRED MILLION (800,000,000) PREFERRED "B" SHARES WITH A PAR VALUE OF P1.00 PER SHARE, AND TWO BILLION FOUR HUNDRED MILLION (2,400,000,000) VOTING PREFERRED "C" SHARES WITH A PAR VALUE OF TWENTY-FIVE CENTAVOS (P0.25) PER SHARE.

(A) THE PREFERRED "A" SHARES SHALL HAVE THE FOLLOWING FEATURES, RIGHTS AND PRIVILEGES:

1. ISSUE VALUE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF ISSUANCE OF SHARES;
2. DIVIDEND RATE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF THE ISSUANCE OF THE SHARES;
3. CUMULATIVE WITH RESPECT TO PAYMENT OF DIVIDENDS (CURRENT DIVIDENDS AS WELL AS ANY UNPAID BACK DIVIDENDS);
4. NON-CONVERTIBLE INTO COMMON SHARES;
5. PREFERENCE OVER HOLDERS OF COMMON STOCK IN THE DISTRIBUTION OF CORPORATE ASSETS IN THE EVENT OF DISSOLUTION AND LIQUIDATION OF THE CORPORATION AND IN THE PAYMENT OF DIVIDENDS AT THE RATE SPECIFIED AT THE TIME OF ISSUANCE;
6. NON-PARTICIPATING IN ANY OTHER OR FURTHER DIVIDENDS BEYOND THAT SPECIFICALLY PAYABLE ON THE PREFERRED "A" SHARES;
7. NON-VOTING EXCEPT IN THOSE CASES SPECIFICALLY PROVIDED BY LAW;
8. NO PREEMPTIVE RIGHTS TO ANY ISSUE OF SHARES, COMMON OR PREFERRED; AND
9. REDEEMABLE AT THE OPTION OF THE CORPORATION UNDER SUCH TERMS THAT THE BOARD OF DIRECTORS MAY APPROVE AT THE TIME OF THE ISSUANCE OF THE SHARES.

(B) THE PREFERRED "B" SHARES SHALL HAVE THE FOLLOWING FEATURES, RIGHTS AND PRIVILEGES:

1. ISSUE VALUE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF ISSUANCE OF SHARES;
2. DIVIDEND RATE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF THE ISSUANCE OF THE SHARES;
3. CUMULATIVE WITH RESPECT TO PAYMENT OF DIVIDENDS (CURRENT DIVIDENDS AS WELL AS ANY UNPAID BACK DIVIDENDS);
4. NON-CONVERTIBLE INTO COMMON SHARES;
5. PREFERENCE OVER HOLDERS OF COMMON STOCK IN THE DISTRIBUTION OF CORPORATE ASSETS IN THE EVENT OF DISSOLUTION AND LIQUIDATION OF THE CORPORATION AND IN THE PAYMENT OF DIVIDENDS AT THE RATE SPECIFIED AT THE TIME OF ISSUANCE;
6. NON-PARTICIPATING IN ANY OTHER OR FURTHER DIVIDENDS BEYOND THAT SPECIFICALLY PAYABLE ON THE PREFERRED "B" SHARES;
7. NON-VOTING EXCEPT IN THOSE CASES SPECIFICALLY PROVIDED BY LAW;
8. NO PREEMPTIVE RIGHTS TO ANY ISSUE OF SHARES, COMMON OR PREFERRED; AND
9. REDEEMABLE AT THE OPTION OF THE CORPORATION UNDER SUCH TERMS THAT THE BOARD OF DIRECTORS MAY APPROVE AT THE TIME OF THE ISSUANCE OF THE SHARES.

(C) THE VOTING PREFERRED "C" SHARES SHALL HAVE THE FOLLOWING FEATURES, RIGHTS AND PRIVILEGES:

1. ISSUE VALUE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF ISSUANCE OF SHARES;
2. DIVIDEND RATE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF THE ISSUANCE OF THE SHARES;
3. CUMULATIVE WITH RESPECT TO PAYMENT OF DIVIDENDS (CURRENT DIVIDENDS AS WELL AS ANY UNPAID BACK DIVIDENDS);
4. NON-CONVERTIBLE INTO COMMON SHARES;
5. PREFERENCE OVER HOLDERS OF COMMON STOCK IN THE DISTRIBUTION OF CORPORATE ASSETS IN THE EVENT OF DISSOLUTION AND LIQUIDATION OF THE CORPORATION AND IN THE PAYMENT OF DIVIDENDS AT THE RATE SPECIFIED AT THE TIME OF ISSUANCE;
6. NON-PARTICIPATING IN ANY OTHER OR FURTHER DIVIDENDS BEYOND THAT SPECIFICALLY PAYABLE ON THE PREFERRED "C" SHARES;
7. VOTING;
8. NO PREEMPTIVE RIGHTS TO ANY ISSUE OF SHARES, COMMON OR PREFERRED; AND
9. REDEEMABLE AT THE OPTION OF THE CORPORATION UNDER SUCH TERMS THAT THE BOARD OF DIRECTORS MAY APPROVE AT THE TIME OF THE ISSUANCE OF THE SHARES.

(D) ONCE A PARTICULAR CLASS OF PREFERRED SHARES IS FULLY REDEEMED, SUCH PREFERRED SHARES MAY BE RE-ISSUED BY THE CORPORATION WITH THE SAME ORIGINAL FEATURES, RIGHTS AND PRIVILEGES AS THOSE OF THE PARTICULAR CLASS OF PREFERRED SHARES THAT HAD BEEN FULLY REDEEMED AS PROVIDED ABOVE IN THESE ARTICLES EXCEPT THAT –

1. THE RE-ISSUE VALUE SHALL BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF THE RE-ISSUANCE OF THE PREFERRED SHARES;
2. DIVIDEND RATE TO BE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF THE RE-ISSUANCE OF THE SHARES;
3. PREFERENCE OVER HOLDERS OF COMMON STOCK IN THE DISTRIBUTION OF CORPORATE ASSETS IN THE EVENT OF DISSOLUTION AND LIQUIDATION OF THE CORPORATION AND IN THE PAYMENT OF DIVIDENDS AT THE RATE SPECIFIED AT THE TIME OF RE-ISSUANCE; AND
4. REDEEMABLE AT THE OPTION OF THE CORPORATION UNDER SUCH TERMS THAT THE BOARD OF DIRECTORS MAY APPROVE AT THE TIME OF THE RE-ISSUANCE OF THE SHARES.

SHARES OF CAPITAL STOCK OF THE CORPORATION MAY BE ISSUED AND SOLD BY THE CORPORATION FOR SUCH LAWFUL CONSIDERATION NOT LESS THAN THE PAR VALUE THEREOF AS THE BOARD OF DIRECTORS IN ITS DISCRETION SHALL DETERMINE. THE OWNERSHIP OF SHARES OF CAPITAL STOCK OF THE CORPORATION SHALL NOT ENTITLE THE OWNER THEREOF TO ANY RIGHT TO SUBSCRIBE FOR OR TO PURCHASE OR TO HAVE OFFERED TO HIM FOR SUBSCRIPTION OR PURCHASE, ANY UNISSUED OR RE-ISSUED STOCK OF ANY CLASS, ANY ADDITIONAL SHARES OF ANY CLASS TO BE ISSUED BY REASON OF ANY INCREASE OF THE AUTHORIZED CAPITAL STOCK OF ANY CLASS OF THE CORPORATION, OR ANY SECURITIES CONVERTIBLE INTO STOCK OF THE CORPORATION.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on March 1, 2021 and by stockholders representing at least two thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on March 1, 2021)

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
EUSEBIO BRIGADO		1,200	120,000.00	30,000.00
AGUSTIN YIAN		1,200	120,000.00	30,000.00
TOTALS		28,000	P 2,800,000.00	P 700,000.00
		vvvvvvv	vvvvvvvvvv	vvvvvvvv

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 TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

NINTH. IN CONNECTION WITH THE INITIAL PUBLIC OFFERING AND INITIAL LISTING OF SHARES BY THE CORPORATION WITH THE PHILIPPINE STOCK EXCHANGE ("PSE"), THE CORPORATION SHALL STRICTLY COMPLY WITH THE FOLLOWING LOCK-UP REQUIREMENTS PRESCRIBED BY THE RULES AND REGULATIONS OF THE PSE AS MAY BE AMENDED FROM TIME TO TIME IN ACCORDANCE WITH THE AMENDMENTS TO THE RULES OF THE PSE:

- (i) EXCEPT AS ALLOWED UNDER THE EXISTING RULES AND REGULATIONS OF THE PSE, THE CORPORATION SHALL CAUSE ITS EXISTING STOCKHOLDERS WHO OWN AN EQUIVALENT OF AT LEAST TEN PER CENT (10%) OF THE ISSUED AND OUTSTANDING SHARES OF STOCK OF THE CORPORATION AT THE TIME OF LISTING OF SUCH SHARES TO REFRAIN FROM SELLING, ASSIGNING OR IN ANY MANNER DISPOSING OF THEIR SHARES FOR A PERIOD OF ONE HUNDRED EIGHTY (180) DAYS AFTER THE LISTING OF SAID SHARES;
- (ii) IF THERE IS ANY ISSUANCE OR TRANSFER OF SHARES (I.E., PRIVATE PLACEMENTS, ASSETS FOR SHARES SWAP OR A SIMILAR TRANSACTION OR INSTRUMENTS WHICH LEAD TO ISSUANCE OF SHARES (I.E., CONVERTIBLE BONDS, WARRANTS OR A SIMILAR INSTRUMENT) DONE AND FULLY PAID FOR WITHIN ONE HUNDRED EIGHTY (180) DAYS PRIOR TO THE START OF THE OFFERING PERIOD, AND THE TRANSACTION PRICE IS LOWER THAN THAT OF THE OFFER PRICE IN THE INITIAL PUBLIC OFFERING, ALL SHARES AVOIDED OF SHALL BE SUBJECT TO A LOCK-UP PERIOD OF AT LEAST THREE HUNDRED SIXTY FIVE (365) DAYS FROM FULL PAYMENT OF THE AFORESAID SHARES.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on March 1, 2021 and by stockholders representing at least two thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on March 1, 2021)

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

SIGNED
ANG CHAN ENG
INCORPORATOR

SIGNED
GUADALUPE T. ANG
INCORPORATOR

SIGNED
RAMON RAGANAS
INCORPORATOR

SIGNED
LETICIA C. RAGANAS
INCORPORATOR

SIGNED
EUSEBIO BRIGADO
INCORPORATOR

SIGNED IN THE PRESENCE OF

SIGNED
BETTY ANG

SIGNED
DAVID ANG

SIGNED
AGUSTIN YIAN

AND

SIGNED
JAMES ANG YOK
TECK

INCORPORATOR

INCORPORATOR

ACKNOWLEDGMENT

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

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

<u>NAME</u>	<u>TAX NO.</u>	<u>NUMBER</u>	<u>ISSUED AT AND ON</u>
ANG CHAN ENG			
GUADALUPE T. ANG			
BETTY ANG			
RAMON RAGANAS			
LETICIA C. RAGANAS			
EUSEBIO BRIGADO			
AGUSTIN YIAN			
DAVID ANG			
JAMES ANG YOK TECK			

ALL KNOWN TO ME AND TO ME KNOWN TO BE THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO (2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGMENT 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 WHEREIN ABOVE FIRST WRITTEN.

Doc. No. 352;
Page No. 72
Book No. XXX;
Series of 1979.

(SGD.) MANUEL T. UY
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980
PTR NO. CT1015 2740L
JANUARY 2, 1979, MANILA
TAN:U5549-A1046-A-7

SECRETARY's CERTIFICATE

I, HELEN GO TIU, of legal age, Filipino, being the duly elected and qualified Corporate Secretary of **MONDE NISSIN CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at the 21st Flr., 6750 Ayala Office Tower, Ayala Avenue, Bgy. San Lorenzo, City of Makati, under oath, hereby depose and certify that --

1. The following is a list of stockholders on March 1, 2021 and details of their respective equity holdings in the Corporation before the approval by the Securities and Exchange Commission ("SEC") of the reduction of the par value of the Corporation's common shares of stock from One Peso (P1.00) to Fifty Centavos (P0.50) per share, hereinafter the "Stock Split":

SHAREHOLDINGS BEFORE THE STOCK SPLIT

Name of Shareholder	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid-up (Php)
Hartono Kweefanus		2,107,122,300	2,107,122,300.00	2,107,122,300.00
Betty Ang		1,632,960,000	1,632,960,000.00	1,632,960,000.00
Henry Soesanto		907,316,896	907,316,896.00	907,316,896.00
My Crackers, Inc.		614,305,748	614,305,748.00	614,305,748.00 ¹
Hoediono Kweefanus		474,162,300	474,162,300.00	474,162,300.00
Eveline Darmono		382,948,800	382,948,800.00	382,948,800.00
Monica Darmono		382,948,800	382,948,800.00	382,948,800.00
Anna Roosdiana Darmono		382,948,800	382,948,800.00	382,948,800.00
James Ang Yok Teck		190,530,000	190,530,000.00	190,530,000.00
Daniel Ang		54,531,000	54,531,000.00	54,531,000.00
Ramon Raganas		40,734,000	40,734,000.00	40,734,000.00
Cynthia Ang		13,797,000	13,797,000.00	13,797,000.00
Adrian Foo Qijing		100	100.00	100.00
David John Nicol		1	1.00	1.00
Helen G. Tiu		1	1.00	1.00
Delfin L. Lazaro		1	1.00	1.00
Nina A. Aguas		1	1.00	1.00
TOTAL		7,184,305,748	7,184,305,748.00	7,184,305,748.00

¹ exclusive of the additional paid-in capital (APIC) of Php1,204,039,266.08.

2. The following is a list of stockholders and details of their respective shareholdings in the Corporation upon the approval by the SEC of the Stock Split:

SHAREHOLDINGS AFTER THE STOCK SPLIT

Name of Shareholder	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid-up (Php)
Hartono Kweefanus		4,214,244,600	2,107,122,300.00	2,107,122,300.00
Betty Ang		3,265,920,000	1,632,960,000.00	1,632,960,000.00
Henry Soesanto		1,814,633,792	907,316,896.00	907,316,896.00
My Crackers, Inc.		1,228,611,496	614,305,748.00	614,305,748.00 ²
Hoediono Kweefanus		948,324,600	474,162,300.00	474,162,300.00
Eveline Darmono		765,897,600	382,948,800.00	382,948,800.00
Monica Darmono		765,897,600	382,948,800.00	382,948,800.00
Anna Roosdiana Darmono		765,897,600	382,948,800.00	382,948,800.00
James Ang Yok Teck		381,060,000	190,530,000.00	190,530,000.00
Daniel Ang		109,062,000	54,531,000.00	54,531,000.00
Ramon Raganas		81,468,000	40,734,000.00	40,734,000.00
Cynthia Ang		27,594,000	13,797,000.00	13,797,000.00
Adrian Foo Qijing		200	100.00	100.00
David John Nicol		2	1.00	1.00
Helen G. Tiu		2	1.00	1.00
Delfin L. Lazaro		2	1.00	1.00
Nina A. Aguas		2	1.00	1.00
TOTAL		14,368,611,496	7,184,305,748.00	7,184,305,748.00

[Signature Page Follows]

² exclusive of APIC of Php1,204,039,266.08.

IN WITNESS WHEREOF, I have hereunto set my hand on the date and at the place stated below.

Tiu, Helen Go
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Quezon City, Metro Manila) S.S.

SUBSCRIBED AND SWORN TO before me this 3rd day of March, 2021 at the place stated above, affiant exhibiting to me her [REDACTED] issued by the [REDACTED] and her [REDACTED]

Doc. No. 426 ;
Page No. 87 ;
Book No. 1 ;
Series of 2021.

ATTY. GARNY-LUISA S. ALEGRE
Notary Public of Quezon City
Commission No. NP-035 (2021 – 2022)
IBP No. 120608 /11-16-2020
Roll No. 53666/Albay
PTR No. 02573252/1-04-2021/Parañaque City
MCLE No. VII-0002539/2-24-2020
Banawe, Quezon City

SECRETARY'S CERTIFICATE

I, HELEN GO TIU, of legal age, Filipino citizen, with address at the 21st Flr., 6750 Ayala Office Tower, 6750 Ayala Avenue, Makati City, Philippines, after having been duly sworn in accordance with law, hereby depose and say that -

1. I am the duly elected and qualified Corporate Secretary of **MONDE NISSIN CORPORATION**, a corporation duly organized, existing under and by virtue of the laws of the Republic of the Philippines with principal place of business at Felix Reyes St, Barangay Balibago City, Santa Rosa, Laguna, Philippines (the "Corporation").

2. To the best of my knowledge, as of the date hereof, no action or proceeding has been filed or is pending before any Philippine 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 Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand on the date and at the place stated below.




Tiu, Helen Go
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Makati City, Metro Manila) S.S.

SUBSCRIBED AND SWORN TO before me this **3rd day of March 2021** at the place stated above, affiant exhibiting to me her [REDACTED] issued by the [REDACTED] and her [REDACTED]

Doc. No. 439 :
Page No. 89 :
Book No. 1 :
Series of 2021.




MARION NERISSE D. KHO
Notary Public for Makati City
Appointment No. M-316 until Dec. 31, 2020
Roll of Attorneys. No. 72076
PTR No. 8121389MG • 01/06/20 • Makati City
IBP No. 102358 • 01/03/20 • Makati Chapter
MCLE Compliance No. VI-0019319 • 3/25/2019
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

→ extended until June 30 2021 per B.M. No. 3745
→ PTR No. 853488; 01/06/21; Makati
→ IBP No. 134944; 01/12/21; Makati