

**REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION**
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. 0000086335

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended Articles of Incorporation of the

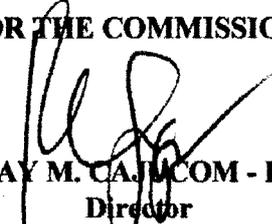
MONDE NISSIN CORPORATION
(Amending Articles V & VI thereof)

copy annexed, adopted on April 12, 2019 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 Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No 11232, approved on February 20, 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.

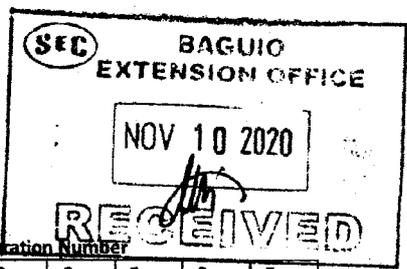
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at 3/F Newtown Square, #42 Navy Base Road, Baguio City, Philippines, this 10th day of November, Two Thousand Twenty.

FOR THE COMMISSION:


REGINA MAY M. CAJICOM - DE GUZMAN
Director
Baguio Extension Office

/gri

SEC Baguio Extension Office
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COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
Amendment to the Articles of Incorporation

Amendment to the By-Laws

SEC Registration Number
0 0 0 0 0 8 6 3 3 5

Former Company Name

M O N D E N I S S I N C O R P O R A T I O N

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

F E L I X R E Y E S S T . , B A L I B A G O ,
C I T Y O F S A N T A R O S A , L A G U N A

COMPANY INFORMATION

Company Email Address **Company's Telephone Number/s** **Mobile Number**
www.mondenissin.com 888109207 N/A

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person **Email Address** **Telephone Number/s** **Mobile Number**
Atty. Jamie Katrina F. Chan jfchan@picazolaw.com 88880999 09178571155

Contact Person's Address

Picazo Buyco Tan Fider & Santos, Penthouse, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, 1227 Makati City, Metro Manila, Philippines

To be accomplished by CRMD Personnel

Assigned Processor: _____ **Date** 11/10 **Signature**

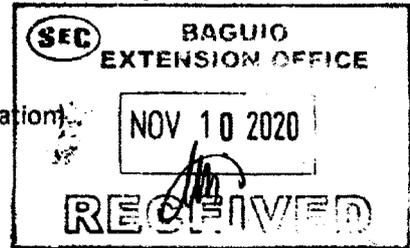
Document I.D. _____

Received by Corporate Filing and Records Division (CFRD)
Forwarded to: _____

- Corporate and Partnership Registration Division (CPRD) _____
- Green Lane Unit (GL) _____
- Financial Analysis and Audit Division (FAAD) _____
- Licensing Unit (LU) _____
- Compliance Monitoring Division (CMD) _____

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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 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.

SECONDARY PURPOSES

TO GUARANTEE OBLIGATIONS AND REPAYMENT OF LOANS OR OTHERWISE LEND ITS CREDIT TO OTHER ENTITIES (INCLUDING AFFILIATES AND SUBSIDIARIES) AND TO SECURE THE SAME BY MORTGAGE, SURETY, GUARANTEE, PLEDGE AND/OR OTHER LOANS ON ANY OF THE ASSETS OF THE CORPORATION PROVIDED THE SAME IS CONSIDERED BENEFICIAL TO THE CORPORATION, WITHOUT OPERATING AS A LENDING OR FINANCING CORPORATION;

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, PROVIDED, HOWEVER, THAT NOTHING

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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.

B. THAT THE CORPORATION SHALL HAVE THE EXPRESS POWERS OF A CORPORATION AS PROVIDED UNDER SECTION 36 OF THE CORPORATION 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 October 25, 2014 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 October 25, 2014).

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; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES. *(As Amended on April 5, 2014.)*

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:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
BETTY ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
ANG CHAN ENG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
GUADALUPE T. ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
DAVID ANG	FILIPINO	C10 U-TEX, MARIKINA, METRO MANILA
RAMON RAGANAS	FILIPINO	1353 BF MA. GUERRERO STREET, TONDO, MANILA
LETICIA C. RAGANAS	FILIPINO	1353 BF MA. GUERRERO STREET, TONDO, MANILA
EUSEBIO BRIGADO	FILIPINO	2 ESPERANZA STREET, NOVALICHES, QUEZON CITY

For as long as Arran Investment Pte. Ltd. ("Arran") holds 353,225,800 (after the appropriate adjustment in the event of any share dividend or split or reverse share split, combination, consolidation or reclassification of the Shares) Shares, held as either Investor Note or Shares (on a Fully Diluted Basis) ("Minimum Securities") pursuant to the Investor Rights Agreement dated April 12, 2019 (the "Agreement") among the Corporation, Arran, and certain shareholders of the Corporation listed in Schedule 1 of the Agreement (the "Sponsors"), Arran may, from time to time, nominate to and remove from with or without cause, subject to and in accordance with the provisions of the Revised Corporation Code as the same may be amended from time to time, the Board one (1) director, and upon removal, nominate another person in his place.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on April 12, 2019 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 April 12, 2019).

SIXTH. THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (PhP12,000,000,000.00) AND SAID CAPITAL STOCK IS DIVIDED INTO TWELVE BILLION (12,000,000,000) SHARES WITH THE PAR VALUE OF ONE PESO (PhP1.00) EACH.

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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 April 12, 2019 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 April 12, 2019).

The following provisions are incorporated pursuant to the terms of the Investor Rights Agreement dated April 12, 2019 among the Corporation, Arran, and the Sponsors, and shall be effective only during the effectivity of said Investor Rights Agreement and in accordance with the terms thereof:

I. ISSUANCE OF EQUITY SECURITIES

(a) If the Corporation proposes to issue any equity securities in the capital of the Corporation (other than an issuance of Shares to Arran pursuant to the exercise by Arran of its Conversion Right¹) (the "Relevant Securities"), no such Relevant Securities will be so issued unless Arran has first been given an opportunity, which shall remain open for not less than 20 Business Days (the last date being the "End Date"), to subscribe, at the same time and on the same terms, for its Relevant Entitlement. Such opportunity shall be offered to Arran by notice in writing from the Corporation and, if the Corporation proposes to issue such Relevant Securities with a corresponding proportion of bonds, loan notes or other debt instruments ("Other Securities"), the notice shall include the relevant terms and conditions of the issuance of Other Securities (the "New Issue Notice"). The New Issue Notice shall also specify the Relevant Entitlement of Arran and the place and time at which the subscription is to be completed.

The above paragraph I(a) shall be without prejudice to the authority of the Board to grant to shareholders other than Arran ("Other Shareholders") preemptive right with respect to any issuance of securities in the capital of the Corporation (other than an issuance of Shares to Arran pursuant to the exercise by Arran of its Conversion Right) on a case to case basis, provided that the pre-emptive rights granted to Arran under the above paragraph I(a) shall be respected.

"Relevant Entitlement" shall mean such percentage of the Relevant Securities (with a corresponding proportion of Other Securities, where relevant) as equates to Arran's pro rata share of the Securities (on a Fully Diluted Basis²) in issue immediately prior to the issuance of the Relevant Securities.

(b) If Arran wishes to subscribe for any or all of its Relevant Entitlement, it shall give notice in writing to the Corporation on or before the End Date, failing which Arran shall be deemed to have declined to subscribe for any of its Relevant Entitlement in connection with the New Issue Notice. Any notice given by Arran pursuant to this clause shall be irrevocable.

(c) If by 5.00 p.m. on the End Date, there remain any Relevant Securities for which Arran has not committed to subscribe pursuant to I(b) above, then such Relevant Securities (together with the corresponding proportion of Other Securities, where relevant) may be issued on a pro-rata basis to existing shareholders of the Corporation who have subscribed for their Relevant Entitlement, and if any Relevant Securities are still unallocated after this process, then the Board may allocate any remaining Relevant Securities to such persons (who may or may not be existing shareholders in the

¹ Defined under the Agreement as the right of the investor to convert all or part of the Investor Note into fully paid Shares

² Under the Agreement, "Fully Diluted Basis" means calculated on the assumption that all securities then capable of being issued on the exercise of conversion rights, options, warrants, notes and other contractual rights have been issued, irrespective of whether or not such rights are then exercisable.

and shall be jointly and severally liable with the Sponsor Transferee under the Agreement as if it were still a party to the Agreement in respect of the Shares transferred by it.

(iii) Without prejudice to paragraph (ii) of this sub-clause, for the period commencing on the date of the Agreement and ending on the date which is the earlier of: (1) the date on which Arran holds less than 247,258,100 Shares (on a Fully Diluted Basis); and (2) the date falling 18 months after the date of the Listing⁹, the Sponsors shall not Dispose of any Shares which would result in a Change of Control¹⁰ other than as part of a Listing. If the Agreement terminates upon a Listing and provided no Change of Control itself has occurred as part of the Listing the Sponsors shall separately undertake to Arran for the period commencing on the date of the Listing and ending on the date which is the earlier of: (x) the date on which Arran holds less than 247,258,100 Shares (on a Fully Diluted Basis); and (y) the date falling 18 months after the date of a Listing, not to Dispose of any Shares where such Disposal would result in a Change of Control.

(b) Transfers by Arran

Arran may transfer some or all of its Shares to an Arran Transferee¹¹ at any time by giving not less than five (5) Business Days prior written notice to the Sponsors (copied to the Corporation), provided that:

(i) Arran also transfers the Convertible Note to such Affiliate in accordance with the terms of the Convertible Note Instrument;

(ii) the Arran Transferee shall first have entered into a Deed of Adherence;

(iii) If the Arran Transferee that is not GIC (Ventures) Pte. Ltd. ceases to be Controlled¹² by GIC (Ventures) Pte. Ltd., the relevant Arran Transferee shall prior to such cessation transfer all the Shares held by it to Arran or to another Arran Transferee in accordance with and as permitted by the Agreement; and

(iv) following a transfer of Shares to an Arran Transferee in accordance with this clause, Arran shall remain as a party to the Agreement and shall be jointly and severally liable with the Arran Transferee under the Agreement as if it were still a party to the Agreement in respect of the Shares transferred by it.

The Investor Transferee to whom Securities are transferred in accordance with the above shall comply with the terms of the Agreement.

⁹ Under the Agreement, "Listing" means the initial public offering of any of the Corporation's shares to the main board of The Philippine Stock Exchange becoming effective (in accordance with the Listing Rules). "Listing Rules" means the rules of The Philippine Stock Exchange, for the time being in force.

¹⁰ Under the Agreement, "Change of Control" means a transaction or series of transactions which results in the Sponsors collectively holding less than 50.1 percent. of the Shares (on a Fully Diluted Basis) in the Corporation.

¹¹ Under the Agreement, "Arran Transferee" means any of (a) GIC (Ventures) Pte. Ltd.; or (b) any person Controlled by GIC (Ventures) Pte. Ltd. (excluding any investee or portfolio company thereof).

¹² Under the Agreement, "Control" means: (a) when used in respect of or in connection with the Corporation and the Group, the possession, directly or indirectly, of more than 50 percent of the voting rights in respect of any meeting of the shareholders of a corporation; and (b) when used in respect of or in connection with any person other than the Corporation and the Group, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting rights, by contract or otherwise, and "Controls", "Controlled" and "Controlling" shall be construed accordingly.

III. NEW SHAREHOLDER

No shares in the capital of the Corporation shall be issued to, or Disposed of to, a person who is not already a party to the Agreement (a "New Shareholder") and the directors of the Corporation shall not enter the New Shareholder in the register of members of the Corporation unless, in the case of the issuance or Disposal of Shares, the New Shareholder has executed and delivered a Deed of Adherence, provided that:

(a) any director who acquires a Share solely for the purpose of qualifying as a director shall not be required to execute and deliver a Deed of Adherence;

(b) any person (other than an Affiliate of Arran) who acquires less than five percent of the total issued share capital of the Corporation (on a Fully Diluted Basis) from time to time from Arran shall not be required to execute and deliver a Deed of Adherence;

(c) any person who holds Shares as of the date of the Agreement and which is not a Sponsor shall not be required to execute and deliver a Deed of Adherence as a consequence of them being issued or acquiring Shares from time to time; and

(d) any New Shareholder who acquires shares from a shareholder who is not a Sponsor under the Agreement or Arran (a "Non-Sponsor Shareholder") shall only be required to execute and deliver a Deed of Adherence if such New Shareholder acquires five percent (5.0%) or more of the total issued share capital of the Corporation (on a Fully Diluted Basis) from such Non-Sponsor Shareholder.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on April 12, 2019 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 April 12, 2019).

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:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>	<u>AMOUNT PAID</u>
BETTY ANG	FILIPINO	11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG	FILIPINO	4,000	400,000.00	100,000.00
GUADALUPE T. ANG	FILIPINO	4,000	400,000.00	100,000.00
JAMES ANG YIOK TECK	FILIPINO	2,000	200,000.00	50,000.00
DAVID ANG	FILIPINO	2,000	200,000.00	50,000.00
RAMON RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
LETICIA C. RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
EUSEBIO BRIGADO	FILIPINO	1,200	120,000.00	30,000.00
AGUSTIN YIAN	FILIPINO	1,200	120,000.00	30,000.00
TOTALS		28,000	P 2,800,000.00	P 700,000.00
		vvvvvvv	vvvvvvvvvvv	vvvvvvvvv

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

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 [Signature]

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.

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 RAGANAS INCORPORATOR	SIGNED C. EUSEBIO BRIGADO INCORPORATOR
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SIGNED BETTY ANG INCORPORATOR	SIGNED DAVID ANG INCORPORATOR	SIGNED AGUSTIN YIAN	SIGNED IN THE PRESENCE OF AND	SIGNED JAMES ANG YOK TECK
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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	1033-886-1	2655303-N	MARIKINA, METRO MANILA/2.2.79
GUADALUPE T. ANG	1033-886-1	2655301-N	MARIKINA, METRO MANILA/2.2.79
BETTY ANG	7533; 823-6	2655250	MARIKINA, METRO MANILA/2.2.79
RAMON RAGANAS	R2621-O1533-A-3	6742322	MANILA/1.26.79
LETICIA C. RAGANAS	R2621-K2538-1-0	5207821	MANILA/1.30.79
EUSEBIO BRIGADO	4458-741-8	032114727-N	MANILA/3.29.79
AGUSTIN YIAN	Y5220-H0252-A-0	5207818	MANILA/1.30.79
DAVID ANG	1034-044-6	2660658	MARIKINA, METRO MANILA/2.17.79
JAMES ANG YOK TECK	A5255-F2734-A-2	2660683	MARIKINA, METRO MANILA/2.27.79

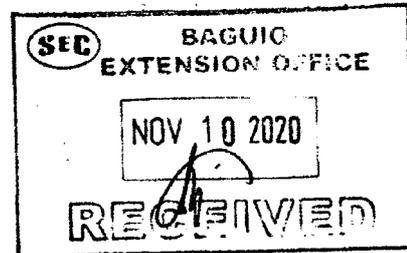
ALL KNOWN TO ME AND TO ME KNOWN TO BE THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO (2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGMENT AND THEY ACKNOWLEDGED TO ME THAT THE SAME IS THEIR OWN FREE AND VOLUNTARY ACT AND DEED.

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

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

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

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Veritas
AM



CERTIFICATE OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned 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 address at Felix Reyes St., Barangay Balibago, Santa Rosa, Laguna, Metro Manila, Philippines do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the underscored amendments to the Fifth (5th) and Sixth (6th) Articles of the Articles of Incorporation of the Corporation and more specifically,

(a) the Fifth Article of the Articles of Incorporation of the Corporation -- to reflect the right of Arran Investment Pte. Ltd. ("Arran") to : ~~nominate~~ a director to the Board pursuant to the Investor Rights Agreement dated April 12, 2019 (the "Agreement") by and among the Corporation, Arran and certain shareholders of the Corporation (the "Sponsors"); and

(b) the Sixth Article of the Articles of Incorporation of the Corporation -- to reflect the conditions to the transfer of the shares of the Corporation by Arran and the Sponsors;

is a true and correct copy and was approved by (A) at least a majority of the members of the Board of Directors at a special meeting held at its principal place of business on April 12, 2019, at which a quorum was present and acting throughout, and (B) by stockholders owning or representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation through their affirmative vote at a special stockholders' meeting held on April 12, 2019 at the principal place of business of the Corporation.

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.

HARTONO KWEEFANUS
Chairman of the Board

BETTY ANG
President & Director

HELEN G. TIU
Corporate Secretary

HENRY SOESANTO
Executive Vice President & Director

MONICA DARMONO
Director

HOEDIONO KWEEFANUS
Director

DANIEL ANG
Director

Countersigned By:

HARTONO KWEEFANUS
Chairman of the Stockholders' Meeting

HELEN G. TIU
Corporate Secretary

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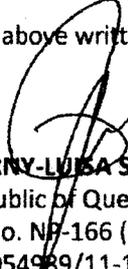
REPUBLIC OF THE PHILIPPINES)
 QUEZON CITY, METRO MANILA) SS.

SUBSCRIBED AND SWORN TO before me, a Notary Public on April 12, 2019 at the place stated above affiants exhibiting to me their respective Tax Identification Nos. and passport details as follows:

<u>Name</u>	<u>TIN No.</u>	<u>Passport No. ("PP")</u>	<u>Passport Place & Date of Issue</u>
Hartono Kweefanus	431-865-353	C0190113	KBRI Singapura; 8/29/2018
Hoediono Kweefanus	432-516-425	X675190	Jakarta PUSAT; 9/4/2018
Betty Ang	100-573-637	PP# P0722036B	DFA NCR East; 2/19/2019
Henry Soesanto	100-574-508	PP# B1748926	KBRI Manila; 11/26/2016
Monica Darmono	424-838-837	PP # B1748925	KBRI, Manila; 11/28/2016
Daniel Ang	105-620-103	PP # P5951044A	DFA NCR East; 2/8/2018
Helen Go Tiu	116-284-194	PP# P2544650A	DFA NCR East; 4/1/2017

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

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ATTY. GARRY-LUISA S. ALEGRE
 Notary Public of Quezon City
 Commission No. NP-166 (2019 – 2020)
 IBP No. 054989/11-19-2018
 Roll No. 53666/Albay
 PTR No. 1711830/1-04-2019/Parañaque City
 MCLE No. VI-0001367
 Banawe, Quezon City

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