

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

Ground Floor. Secretariat Building, PICC City Of Pasay, Metro Manila

COMPANY REG. NO. 0000086335

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 April 12, 2019 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 day of September, Twenty Nineteen.

DANIEL P. GABUYO
Assistant Director

SO Order 1188 Series of 2018

BA/qba

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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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 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:

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 (PhP12,000,000,000.00) AND SAID CAPITAL STOCK IS DIVIDED INTO <u>TWELVE BILLION</u> (12,000,000,000) SHARES WITH THE PAR VALUE OF <u>ONE PESO (PhP1.00)</u> EACH.

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).

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	AMO	DUNT SUBSCRIBED	AN	MOUNT PAID
BETTY ANG		11,200	Þ	1,120,000.00	₽	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		vvvvvvvvvvv		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.

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

SIGNED
ANG CHAN ENG
INCOPPORATOR

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 INCORPORATOR SIGNED DAVID ANG INCORPORATOR

SIGNED **AGUSTIN YIAN** AND

SIGNED JAMES ANG YOK TECK

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:

NUMBER ISSUED AT AND ON NAME TAX NO. 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. <u>72</u> 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 --

on April 12, 2019

1. The following is a list of stockholders, 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 shares of stock from One Hundred Pesos (P100.00) to One Peso (P1.00), hereinafter the "Stock Split":

SHAREHOLDINGS BEFORE THE STOCK SPLIT

Name of Shareholder	Nationality	No. of Shares	Amount Subscribed (Php)	Amount Paid-up (Php)
		Subscribed		
Hartono Kweefanús		(21,071,223	2,107,122,300.00	2,107,122,300.00
Betty Ang ▼		16,329,600	1,632,960,000.00	1,632,960,000.00
Hoediono Kweefanus		4,741,623	474,162,300.00	474,162,300.00
Henry Soesanto		9,073,169	907,316,900.00	907,316,900.00
Eveline Darmono		3,829,488	382,948,800.00	382,948,800.00
Monica Darmono		3,829,488	382,948,800.00	382,948,800.00
Anna Roosdiana		3,829,488	382,948,800.00	382,948,800.00
Darmono				100
James Ang Yok Teck		1,905,300	190,530,000.00	190,530,000.00
Daniel Ang		545,310	54,531,000.00	54,531,000.00
Ramon Raganas		407,340	40,734,000.00	40,734,000.00
Cynthia Ang		137,970	13,797,000.00	13,797,000.00
Adrian Foo Qijing		1,	100.00	100.00
TOTAL		65,700,000	6,570,000,000.00	6,570,000,000.00

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:

FG 70.182

SHAREHOLDINGS AFTER 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
Hoediono Kweefanus		474,162,300	474,162,300.00	474,162,300.00
Henry Soesanto		907,316,900	907,316,900.00	907,316,900.00
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
TOTAL		6,570,000,000	6,570,000,000.00	6,570,000,000.00

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

\$ 32. of

Tiu, Helen Go Corporate Secretary

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

SUBSCRIBED AND SWORN TO before me this 2nd day of August 2019 at the place stated above, affiant exhibiting to me her issued by

above, affiant exhibiting to me her the

and

Doc. No. <u>200</u>; Page No. <u>4|</u>; Book No. <u>3</u>; Series of 2019. ATTY. GARTY-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



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 Sixth (6th) Article of the Articles of Incorporation of the Corporation:

- (a) to change the par value per share from One Hundred Pesos (P100:00) to One Peso (P1.00);
- (b) to remove pre-emptive right with respect to any unissued stock 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;

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.

HARTOND KWEEFANUS
Chairman of the Board

Ila, Helle Jo

HELEN G. TIU

Corporate Secretary

President & Director

HENRY SOESANTO
Executive Vice President & Director

MONICA DARMONO

Director

HOEDIDNO KWEEFANUS

Director

DANIEL AN

Director

Countersigned By:

HARTÓNO KWEEFANUS

Chairman of the Stockholders' Meeting

HELEN G. TIU

Corporate Secretary

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

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

Name

TIN No.

Passport No. ("PP")

Passport Place & Date of Issue

Hartono Kweefanus Hoediono Kweefanus Betty Ang Henry Soesanto Monica Darmono Daniel Ang Helen Go Tiu



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

Doc. No. 471; Page No. 96; Book No. VII; Series of 2019.

JAMIE KATRINA F. CHAN
Appointment No. M-223
Notary Public for Makati City
Until December 31, 2019
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll No. 70089
PTR No. 7339297/Makati City/01-06-2019
IBP No. 060469/PPLM/01-03-2019

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, 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 stock corporation duly organized, existing under and by virtue of the laws of the Republic of the Philippines with address 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)
City of Makati, Metro Manila) S.S.

SUBSCRIBED AND SWORN TO before me this April 12, 2019 at the City of Makati, affiant exhibiting to me her

and her

Doc. No. <u>470;</u> Page No. <u>95;</u> Book No. <u>VII</u>;

Series of 2019.

Appointment No. M-223

Notary Fublic for Makati City Until December 31, 2019

Liberty Center-Picczo Law 104 H.V. Dela Costa Street, Maketi City. . . Roll No. 79089

PTR No. 7339297/Makell City/01-06-2019 IBP No. 060469/PPLM/01-03-2019