

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

COMPANY REG. NO. CS200825089

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

NORTH STAR MEAT MERCHANTS INC.

from P250,000,000.00 divided into 1,000,000,000 shares of the par value of P0.25 each, to P625,000,000.00 divided into 2,500,000,000 shares of the par value of P0.25 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on November 2, 2021 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

GERARDO P DEL ROSARIO

Director

Company Registration and Monitoring Department

MAJ/ioo

Original

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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CERTIFICATE OF INCREASE OF THE AUTHORIZED CAPITAL STOCK OF NORTH STAR MEAT MERCHANTS, INC.



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors of NORTH STAR MEAT MERCHANTS, INC. ("the "Corporation"), the Chairman and Corporate Secretary thereof, do hereby certify that:

I. INCREASE OF AUTHORIZED CAPITAL STOCK

The Corporation, on 02 November 2021, by affirmative vote of at least a majority of the members of its Board of Directors and affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation, has approved the increase in the authorized capital stock of the Corporation of from TWO HUNDRED FIFTY MILLION PESOS (₱250,000,000.00) divided into ONE BILLION (1,000,000,000) shares with par value of TWENTY-FIVE CENTAVOS (₱0.25) per share, to SIX HUNDRED TWENTY-FIVE MILLION PESOS (₱625,000,000.00) divided into TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) shares with par value of TWENTY-FIVE CENTAVOS (₱0.25) per share.

II. COMPLIANCE WITH LAW

At the special meeting of the Board of Directors held on 02 November 2021 at its principal office, the increase in authorized capital stock of the Corporation from TWO HUNDRED FIFTY MILLION PESOS (\$\mathbb{P}\$250,000,000.00) divided into ONE BILLION (1,000,000,000) shares with par value of TWENTY-FIVE CENTAVOS (\$\mathbb{P}\$0.25) per share, to SIX HUNDRED TWENTY-FIVE MILLION PESOS (\$\mathbb{P}\$625,000,000.00) divided into TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) shares with par value of TWENTY-FIVE CENTAVOS (\$\mathbb{P}\$0.25) per share was approved by the affirmative vote of at least a majority of the directors.

At the special meeting of the stockholders of the Corporation held on the same date, at the principal office of the Corporation, the abovementioned increase in authorized capital stock was approved by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation.

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The requirements of Section 37 and 42 of the Revised Corporation Code of the Philippines have been complied with.

III. AMOUNT OF INCREASE

The amount of increase in the authorized capital stock of the Corporation is THREE HUNDRED SEVENTY-FIVE MILLION PESOS (\$\mathbb{P}\)375,000,000.00) consisting of ONE BILLION FIVE HUNDRED MILLION (1,500,000,000) shares with a par value of TWENTY-FIVE CENTAVOS (\$\mathbb{P}\)0.25) per share.

IV. SUBSCRIPTION TO AND PAYMENT ON THE CAPITAL INCREASE

The requirement that at least 25% of the amount of the capital increase must be subscribed and at least 25% of the amount subscribed must be paid up have been complied with through the stock dividends declared and approved by the Board of Directors and the stockholders and paid out of the Corporation's retained earnings as of 14 June 2021, as follows:

Subscriber	Shares Subscribed	Amount Subscribed (in Php)	Amount Paid Up (in Php)	Mode of Payment
Pietra Angolare Holdings	536,000,000	134,000,000.00	134,000,000.00	Stock
Inc.				Dividend
Golden MJTF Holdings	383,992,000	95,998,000.00	95,998,000	Stock
				Dividend
Anthony Mark O. Ng	28,000,000	7,000,000.00	7,000,000	Stock
				Dividend
Angeles F. Tiron	4,000,000	1,000,000.00	1,000,000	Stock
				Dividend
Charie S. Salli	4,000,000	1,000,000.00	1,000,000	Stock
				Dividend
Andre Rose Segaya	4,000,000	1,000,000.00	1,000,000	Stock
				Dividend
Miguel Jerrald Tan Jr	8,000	2,000.00	2,000	Stock
				Dividend
TOTAL	960,000,000	240,000,000.00	240,000,000.00	

BONDED INDEBTEDNESS

No bonded indebtedness has been incurred, created or increased by the Corporation as a result of the increase in the authorized capital stock.

VI. ACTUAL INDEBTEDNESS

As of 02 November 2021, the Corporation has incurred a total indebtedness of \$\mathbb{P}\$1,562,645,000.

VII. SHARES REPRESENTED AT THE MEETING

Stockholders owning FOUR HUNDRED EIGHTY MILLION (480,000,000) common shares comprising 100% of the outstanding capital stock of the Corporation were present or represented at the special stockholders' meeting held on 02 November 2021. The stockholders present or represented at the said meeting were as follows:

Stockholders	Type of Shares	No. of Shares Subscribed	Amount Subscribed and Paid-up	Percentage Ownership	
Pietra Angolare Holdings Inc.	Common	268,000,000	67,000,000.00	55.83%	
Golden MJTF Holdings	Common	191,996,000	47,999,000.00	40.00%	
Anthony Mark O. Ng	Common	14,000,000	3,500,000.00	2.92%	
Angeles F. Tiron	Common	2,000,000	500,000.00	0.42%	
Charie S. Salli	Common	2,000,000	500,000.00	0.42%	
Andre Rose Segaya	Common	2,000,000	500,000.00	0.42%	
Miguel Jerrald I. Tan Jr.	Common	4,000	1,000.00	0.00%	
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TOTAL		480,000,000	₽ 120,000,000.00	100.00%	

VII. STOCKHOLDERS' VOTE

Stockholders owning FOUR HUNDRED EIGHTY MILLION (480,000,000) common shares comprising 100% of the outstanding capital stock of the Corporation voted in favor of the said increase in the authorized capital stock of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, we have hereunto signed these presents on this DEC 13 2021 at QUEZON CITY , Philippines.

ANTHONY MARKO. NG Chairman/President and Director

man/President and Direct

MIGUEZ JERRALD I. TAN JR.

Director and Treasurer TIN 273-195-788

ANGELES F. TIRON

TIN 244-175-968

ANDRE ROSE SEGAYA

Director TIN 452-322-377

CHARTE S. SALLI
Director and Corporate Secretary
TIN 244-176-091

DEC 1 3 2021

the City of Calmants exhi follows:	biting to me their Passp	orts bearing serial numbers,
Name	Passport/TIN	Date/Place Issued
ANTHONY O. NG		
MIGUEL JERRALD TAN. JR.		
ANGELES F. TIRON		
ANDRE ROSE SEGAYA		
CHARIE S. SALLI		

Known to me to be the same persons who executed the foregoing Certificate of Increase of Capital Stock 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 at 13 2021 OUEZON CITOtty, Philippines.

Doc. No. 200, Page No. 55; Book No. 2021.

NOTARY PUBLIC

ATTY. TOMAS B. BAGA, JR.

NOTARY PUBLIC

UNTIL DECEMBER 31, 2021

ADM. NO. NP-017 (2020-2021)

ATTYS. ROLL NO. 13003

IBP NO. 156177/2-5-2021

PTR NO. CP 0624050, 1/19/21 COT.

MCLE NO. VI-0026822

RCM BLDG. TIMOG COR. PANAY AVE. Q.C.

SECRETARY'S CERTIFICATE

I, Charie S. Salli, of legal age, Filipino, with office address at13 Judge Juan Luna St., San Francisco Del Monte, Quezon City, Corporate Secretary of NORTH STAR MEAT MERCHANTS, INC. ('the Corporation'), a corporation organized and existing under the laws of the Philippines, with principal offices at RM.#3 2nd Flr. Florete Bldg. II, Magsaysay Road, Luna St. La Paz, Iloilo City, under oath, do hereby state that:

At the Regular Meeting of the Board of Directors of the Corporation held on June 14, 2021, at which meeting a quorum was present and acting throughout, the following resolution was unanimously approved:

"WHEREAS, as of December 31, 2020, North Star Meat Merchant's Inc. (the 'Corporation'), has appropriated retained earnings in the total amount of Three Hundred Twenty Million Pesos (Php320,000,000.00), which was appropriated to fund its business expansion and the cost of budgeted capital expenditure (CAPEX) items and other improvement projects of the Corporation expected to be completed until the year 2021 (the 'Appropriation');

WHEREAS, of the Appropriation, the amount of Three Hundred Twenty Million Pesos (Php320,000,000.00) needs to be reversed by reason of the completion of the CAPEX and other improvement projects for which the said amount was appropriated;

WHEREAS, the detailed schedules showing the Appropriation and the amount to be reversed were presented to the Board of Directors of the Corporation at its meeting held on June 14, 2021;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation approves, as it so hereby approves, the reversal of previously appropriated retained earnings, in the total amount of Three Hundred Twenty Million Pesos (Php320,000,000.00)."

The resolution above quoted is a true and correct excerpt of the proceedings at which the same was passed, and has not been revoked, cancelled, amended or modified in any way, and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have signed this Secretary's Certificate this ____ day of _ 2021 at DUEZON CITY

Corporate Secretary TIN 244-176-091

MUN 1 5 2021

SUBSCRIBED AND SWORN to before me this ____ day of

2021 at

affiant exhibiting to me her Philippine Passport No.

issued on

, as competent evidence of her identity.

Doc. No. Page No.

Book No. Series of 2021.

SECRETARY'S CERTIFICATE

- I, CHARLIE S. SALLI, of legal age, Filipino, with office address at 13 Judge Juan Luna St., San Francisco Del Monte, Quezon City, after having been duly sworn to in accordance with law, depose and state that:
- I am the duly appointed Corporate Secretary of NORTH STAR MEAT MERCHANTS, INC. (the "Corporation"), a corporation organized and existing under the laws of the Philippines, with principal offices at the Florete Bldg. II, Magsaysay Road, Luna St. La Paz, Iloilo City.
- The accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to ARTICLE II, ARTICLE IV, ARTICLE VI, ARTICLE VII and ARTICLE IX reflecting (a) the additional purposes of the Corporation, (b) the change in term of the Corporation from a term of Fifty (50) years to a perpetual term to conform to the Revised Corporation Code of the Philippines, (c) the increase in the number of directors from Five (5) to Nine (9), (d) the increase in the authorized capital stock of the Corporation from Two Hundred Fifty Million Pesos (#250,000,000.00) divided into One Billion (1,000,000,000) shares with par value of Twenty-Five Centavos (20.25) per share, to Six Hundred Twenty-Five Million Pesos (\$\mathbb{P}\$625,000,000.00) divided into Two Billion Five Hundred Million (2,500,000,000) shares with par value of Twenty-Five Centavos (20.25) per share, subject to the approval by Securities & Exchange Commission ("SEC") of the increase in authorized capital stock and corresponding amendment of the Amended Articles of Incorporation, (e) that shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation, (f) that the Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and Small, Medium and Emerging Board of The Philippine Stock Exchange, Inc., subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement, and (g) deletion of certain conditions related to the transfer of shares, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors of the Corporation at its meeting held on November 2, 2021 at the principal office of the Corporation, during which a quorum was present and acting throughout.
- 3. The accompanying copy of the Amended By-Laws of the Corporation, embodying the underscored (i) amendments to ARTICLE I Section 2, Section 4, deletion of ARTICLE I Section 3, paragraph 4, insertion of a new ARTICLE I Section 5; (ii) amendments to ARTICLE II Section 1, Section 2, Section 3, Section 4, Section 6, Section 7, Section 8; (iii) amendments to ARTICLE III Section 1, Section 3, Section 4, Section 5, Section 8, insertion of a new ARTICLE III Section 9; (iv) insertion of a new ARTICLE IV; (v) renumbering of the original ARTICLE IV to ARTICLE V, ARTICLE V to ARTICLE V to ARTICLE VI, ARTICLE VII, ARTICLE VIII to ARTICLE VIII to ARTICLE IV of the Corporation's By-Laws; (vi) amendments to new ARTICLE V Section 1, insertion of a new ARTICLE V Section 2, renumbering of the original ARTICLE V Section 2 to ARTICLE V Section 3, amendments to new ARTICLE V Section 3, Section 4 and Section 5; and (vii) amendments to new ARTICLE IX of the Corporation's By-Laws, are true and correct and were also approved by the affirmative vote of at least a majority of the members of the Board of Directors of the Corporation at its meeting held on November 2, 2021 at the principal office of the Corporation, during which a quorum was present and acting throughout.
- 4. At the meeting of the Board of Directors held on November 2, 2021 at the principal office of the Corporation, during which a quorum was present and acting throughout, at least a majority of the members of the Board of Directors of the Corporation, by affirmative vote, also authorized the Corporation to declare stock dividends, and to issue Nine Hundred Sixty Million (960,000,000) common shares at a subscription price of Two Hundred Forty Million Pesos (P240,000,000.00) from the increase in authorized capital stock, such subscription to be fully paid by way of stock dividends to be paid out of the retained earnings of the Corporation as of June 14, 2021.
- 5. At the special stockholders' meeting held on the same date and place mentioned above, at which meeting shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the aforementioned approvals were ratified by the stockholders owning or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation.
- 6. Prior to the shareholders' approval of the increase in authorized capital stock of the Corporation and the stockholders' meeting, the following were the stockholders of the Corporation with their respective stockholdings:

Stockholders	Nationality	Type of Shares	No. of Shares Subscribed	Amount Subscribed and Paid-up	Percentage Ownership
Pietra Angolare Holdings Inc.	Filipino	Common	268,000,000	67,000,000.00	55.83%

Stockholders	Nationality	Type of Shares	No. of Shares Subscribed	Amount Subscribed and Paid-up	Percentage Ownership
Golden MJTF Holdings	Filipino	Common	191,996,000	47,999,000.00	40.00%
Anthony Mark O. Ng	Filipino	Common	14,000,000	3,500,000.00	2.92%
Angeles F. Tiron	Filipino	Common	2,000,000	500,000.00	0.42%
Charie S. Salli	Filipino	Common	2,000,000	500,000.00	0.42%
Andre Rose Segaya	Filipino	Common	2,000,000	500,000.00	0.42%
Miguel Jerrald Tan Jr	Filipino	Common	4,000	1,000.00	0.00%

TOTAL			480,000,000	₽ 120,000,000.00	100.00%

7. The following stockholders are entitled to stock dividends based on their respective outstanding shares and the stock dividends are allocated in accordance with the following distribution:

Stockholders	Nationality	Type of Shares	No. of Shares Subscribed	Amount Subscribed and Paid-up	Percentage Ownership
Pietra Angolare Holdings Inc.	Filipino	Common	536,000,000	134,000,000.00	55.83%
Golden MJTF Holdings	Filipino	Common	383,992,000	95,998,000.00	40.00%
Anthony Mark O. Ng	Filipino	Common	28,000,000	7,000,000.00	2.92%
Angeles F. Tiron	Filipino	Common	4,000,000	1,000,000.00	0.42%
Charie S. Salli	Filipino	Common	4,000,000	1,000,000.00	0.42%
Andre Rose Segaya	Filipino	Common	4,000,000	1,000,000.00	0.42%
Miguel Jerrald Tan Jr	Filipino	Common	8,000	2,000.00	0.00%

TOTAL			960,000,000	₽ 240,000,000.00	100.00%

- 8. The allocation of the stock dividends as indicated in the list of stockholders of record in item 6 above and in the Certificate of Increase is in proportion to the shareholdings present or represented as of the meeting held on 02 November 2021, when the dividend declaration was approved. There are no fractional shares resulting from the declaration of the stock dividends.
- 9. The stock dividends to be allocated among the shareholders shall be taken out of the unrestricted retained earnings of the Corporation as of December 31, 2020, as provided in the Reconciliation of Retained Earnings attached hereto as <u>Annex "A"</u>.
- 10. Subsequently, after the shareholders' approval of the increase in authorized capital stock of the Corporation, the following table shows the stockholders of the Corporation with their respective resulting total stockholdings:

Stockholders	Nationality	Type of Shares	No. of Shares Subscribed	Amount Subscribed and Paid-up	Percentage Ownership
Pietra Angolare Holdings Inc.	Filipino	Common	804,000,000	201,000,000.00	55.83%
Golden MJTF Holdings	Filipino	Common	575,988,000	143,997,000.00	40.00%
Anthony Mark O. Ng	Filipino	Common	42,000,000	10,500,000.00	2.92%
Angeles F. Tiron	Filipino	Common	6,000,000	1,500,000.00	0.42%
Charie S. Salli	Filipino	Common	6,000,000	1,500,000.00	0.42%
Andre Rose Segaya	Filipino	Common	6,000,000	1,500,000.00	0.42%
Miguel Jerrald Tan Jr	Filipino	Common	12,000	3,000.00	0.00%
	•		***********	************	
TOTAL			1,440,000,000	₽ 360,000,000.00	100.00%

- 11. I further certify that to the best of my knowledge, no action or proceeding has been filed or is pending before any 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 or appointed directors or officers or vice versa.
- The foregoing is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF Charge signed this Secretary's Certificate this 1 3 2021

Chaute St. Salli
Corporate Secretary
TID 246.176-1812021

QUEZON CITATED AND SWORN to before me this __day of _____ 2021 at _____ as competent evidence of her identity.

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Book No. XXVII
Series of 2021.

ATTY. TOMAS B. BACA, JR.

NOTARY PUBLIC
UNTIL DECEMBER 31, 2021
ADM. NO. NP-017 (2020-2021)
ATTYS. ROLL NO. 13903
IBP NO. 156177/2-5-2021
PTR NO. CP 0624050, 1/19/21 COT.

MCLE NO. VI-0028822
RCM BLDG. TIMOG COR. PANAY AVE. Q.C.

REPUBLIC OF THE PHILIPPINES)

) S.S.

TREASURER'S AFFIDAVIT

- I, MIGUEL JERRALD I. TAN JR., Filipino, of legal age, and with address at 49 H Boston St., Brgy. Immaculate Concepcion, Cubao, Quezon City, Philippines, after having been duly sworn to in accordance with law depose and state that:
- I am the duly appointed Treasurer of NORTH STAR MEAT MERCHANTS, INC. 1 (the "Corporation"), a corporation organized and existing under the laws of the Philippines, with principal offices at the Florete Bldg. II, Magsaysay Road, Luna St. La Paz, Iloilo City.
- As such Treasurer, I am duly authorized to receive for and in the name of the Corporation all payments for subscription to the increase in the Corporation's authorized capital stock from Two Hundred Fifty Million Pesos (P250,000,000.00) divided into One Billion (1,000,000,000) shares with par value of Twenty-Five Centavos (\$\mathbb{P}\$0.25) per share, to Six Hundred Twenty-Five Million Pesos (£625,000,000.00) divided into Two Billion Five Hundred Million (2,500,000,000) shares with par value of Twenty-Five Centavos (₽ 0.25) per share.
- Out of the Three Hundred Seventy-Five Million Pesos (#375,000,000.00) increase in the 3. authorized capital stock of the Corporation, the Nine Hundred Sixty Million (960,000,000) common shares at a subscription price of Twenty-Five Centavos (P0.25) per share, or a total subscription price of Two Hundred Forty Million Pesos (#240,000,000.00) has been paid for by the existing shareholders of the Corporation by way of stock dividends to be paid out of the unrestricted retained earnings of the Corporation as of June 14, 2021.
- The Corporation has sufficient retained earnings to cover said Two Hundred Forty Million Pesos (#240,000,000.00) worth of dividends, which amount has been set aside for that purpose.

WITNESS WHEREOF, I have hereunto set my hand on this

MIGUEL JERRALD I. TAN JR. Treasurer

TIN 273-195-788

SUBSCRIBED AND SWORN to before me this 18 1022

masig City, Metro Manila,

affiant personally appeared and presented to me his

Doc. No. 210 Page No. 44 Book No.

Series of 2022.

VICTOR ENRICE Appointment No

Notan

Until December 31, 2021 (Extended until June 30, 2022 SC En Banc B.M. No. 3795)

Attorneys Roll No. 74263 33rd Floor The Orient Square

F. Ortigas Jr. Road, Ortigas Center, Pasig City PTR Receipt No. 8131810; 01.05.22; Pasig City IBP Receipt No. 171903; 01.04.22; RSM

MCLE Compliance VII - 0003136; 4.25.2025