



THE
**Figaro
Coffee
Group**

Figaro Coffee Group, Inc.FCG

**PSE Disclosure Form 4-30 - Material Information/TransactionsReferences: SRC Rule 17
(SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure	
Signing of Subscription Agreement between Figaro Coffee Group, Inc. and Camerton, Inc.	
Background/Description of the Disclosure	
<p>At the meeting of the Board of Directors ("Board") of Figaro Coffee Group, Inc. (the "Company" or "FCG") held on 19 April 2023, the Board approved the amendments to the Company's Articles of Incorporation ("AOI") to increase its authorized capital stock from Php660,000,000.00, consisting of 6,600,000,000 common shares with par value of Php0.10 per share, to Php1,340,000,000 divided into: (a) Php1,155,000,000.00 worth of common shares consisting of 11,550,000,000 common shares with par value of Php0.10 per share; and (b) Php185,000,000.00 worth of preferred shares consisting of 9,250,000,000 preferred shares with par value of Php0.02 per share. To support the said proposed increase in authorized capital stock of the Company, the Board, at its meeting on 11 May 2023, approved the issuance of the first series of the preferred shares to be designated as Preferred Shares Series 2023-1, and the subscription of and issuance to, Camerton, Inc. ("Subscriber") of 8,500,000,000 Preferred Shares Series 2023-1 at the subscription price of Php0.02 per share or for a total subscription price of Php170,000,000.00, with an initial paid-up amount of Php42,500,000.00 in cash. Subsequently, at the special meeting of the Company's stockholders on 6 June 2023, FCG's stockholders approved the aforementioned amendments to the Company's AOI to increase the authorized capital stock, and the said issuance to the Subscriber of the Preferred Shares Series 2023-1.</p> <p>In relation thereto, please be informed that the Company and the Subscriber have executed on 14 June 2023, the Subscription Agreement, for the issuance to, and subscription by, the Subscriber of 8,500,000,000 Preferred Shares Series 2023-1 (the "Subscription") at a subscription price of Php0.02 per share, or a total subscription price of Php170,000,000.00, with an initial paid-up amount of Php42,500,000.00 in cash, with the balance to be paid upon demand of, and under the terms determined, by the Company's Board. The Subscription is subject to and is conditional on the approval by the Securities and Exchange Commission of the application for the aforesaid increase in authorized capital stock of the Company.</p> <p>As previously disclosed, the said Preferred Shares Series 2023-1 will not be applied for listing in the Exchange.</p>	
Other Relevant Information	
Please see attached SEC Form 17-C.	
For reference, please see PSE Circular Nos. C02903-2023 dated April 20, 2023, C02944-2023 dated April 24, 2023, C03723-2023 dated May 12, 2023, C03929-2023 dated May 16, 2023, and C04473-2023 dated June 7, 2023, for the relevant disclosures of the Company.	
Filed on behalf by:	
Name	Jose Petronio Vicente III Español
Designation	Treasurer, Chief Finance Officer, Chief Risk Officer