

DEL MONTE PHILIPPINES, INC.
(the "Company" or "DMPI")

**MINUTES OF THE JOINT SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND STOCKHOLDERS**

By Videoconference

DATE: Tuesday, 7 December 2021

TIME: 10:30 a.m.

PRESENT:
Please see attached Record of Attendance.

Action by

1. PROOF OF NOTICE OF THE MEETING AND EXISTENCE OF QUORUM

Notices of the meeting were sent to all stockholders of record and to all the directors, and all the stockholders and directors have notified the Corporate Secretary in advance of their intention to participate in the meeting through remote communication.

The Chairman instructed Mr. Ungson to make a roll call in accordance with SEC Memorandum Circular No. 6, Series of 2020. Mr. Ungson made such roll call and each of the stockholders, directors, and other attendees confirmed his/her full name, position, and location, that he/she could clearly hear and see the other attendees, and that he/she received the notice(s) and agenda of the meeting and the materials beforehand; and specified the device being used, as set out in Annex "A".

Mr. Ungson confirmed and noted the participants and certified that a quorum existed for the transaction of business by the Board and by the stockholders.

2. APPROVAL OF MINUTES OF PREVIOUS MEETINGS

Upon motion duly made and seconded, the stockholders approved the following minutes:

- a. Minutes of the Special Meeting of the Stockholders held on 7 July 2021;
- b. Minutes of the Special Meeting of the Stockholders held on 19 April 2021; and
- c. Minutes of the Joint Special Meeting of the Board of Directors and Stockholders held on 5 February 2021.

3. PROPOSED AMENDMENT OF THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF DIRECTORS TO EIGHT

Management proposed to the stockholders and directors that the number of directors be increased from seven (7) to eight (8). However, after some discussion and upon motion duly made and seconded, the directors and the stockholders unanimously agreed to increase the number of directors to nine (9) instead and approved the following resolutions:

RESOLVED, That the amendments below to Article Six of the Amended Articles of Incorporation of the Corporation be approved:

SIXTHLY: That the number of directors of said Corporation shall be ~~seven~~ **nine (79)**¹ and that the names and residences of all directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows, to wit: * * *

RESOLVED FINALLY, that the President, Corporate Secretary, Treasurer and other officers of the Corporation be, as they are hereby, authorized and empowered, to do any and all acts necessary and proper to give the foregoing resolutions force and effect.

4. **APPROVAL OF AND AUTHORIZATIONS FOR THE COMPANY'S LONG TERM INCENTIVE PLAN AND APPLICATION WITH THE SECURITIES AND EXCHANGE COMMISSION FOR EXEMPTION FROM REGISTRATION, AS MAY BE NECESSARY**

Upon motion duly made and seconded, the stockholders unanimously approved the following resolutions:

RESOLVED, That **DEL MONTE PHILIPPINES, INC.'s** (the **Corporation**) Long Term Incentive Plan (**LTIP**) be approved;

RESOLVED FURTHER, That the filing of all such necessary applications and requests with relevant government agencies such, as but not limited to, a request for exemption from registration of securities with the Securities and Exchange Commission, and the performance of such acts as may be necessary or desirable in connection with such applications and requests, be authorized; and

RESOLVED FINALLY, That any two (2) of the following directors/officers be authorized to jointly sign, execute and deliver any and all such documents as may be necessary or desirable in connection with the filing of the applications and requests mentioned in the immediately preceding paragraph, and to take any and all actions and to otherwise act as designated and authorized signatories of the Corporation for these purposes, under such terms and conditions as they may deem beneficial to the Corporation:

Name	Position
Joselito D. Campos, Jr.	Director, President and Chief Executive Officer
Edgardo M. Cruz, Jr.	Director
Luis F. Alejandro	Chief Operating Officer
Parag Sachdeva	Treasurer and Chief Financial Officer

¹ As amended on February 20, 1991, June 8, 1981, March 30, 1993, May 1, 1996, July 21, 2014, and December 6, 2017; and further amended on December 7, 2021.

5. APPROVAL/RATIFICATION OF APPOINTMENT OF EXTERNAL AUDITORS

Upon motion duly made and seconded, the stockholders unanimously approved the re-appointment of SyCip Gorres Velayo & Co. as external auditor for the fiscal year ending on 30 April 2022.

6. CONSIDERATION OF SUCH OTHER MATTERS AS MAY PROPERLY COME DURING THE MEETING

a. Authorized Filer for Securities and Exchange Commission

Upon motion duly made and seconded, the Board unanimously approved

RESOLVED, that the Board of Directors of **DEL MONTE PHILIPPINES, INC.** (the "**Corporation**") authorize, as it hereby authorize, the designation of **Antonio Eugenio S. Ungson**, the Corporation's Corporate Secretary and Chief Legal Counsel, and **Katherine Joy F. de Jesus-Lagazo**, the Corporation's Director-Corporate Legal & Compliance, to represent the Corporation and act for it in the submission of reportorial requirements to the Securities and Exchange Commission (SEC) through the Online Submission Tool (OST); and perform such acts or deeds as he may be required to perform under the circumstances for the purpose of submitting the reportorial requirements of the SEC through the OST.

RESOLVED, further that the Board of Directors of the Corporation authorize, as it hereby authorize, the persons named in **Annex "A"** of this Certificate to be designated as **Authorized Filers** on behalf of the Corporation, to submit reportorial requirements of the Corporation to the SEC through the OST; and perform such acts or deeds as they may be required to perform under the circumstances for the purpose of submitting said reportorial requirements.

Annex "A"

DEL MONTE PHILIPPINES, INC.

AUTHORIZED FILERS

Antonio Eugenio S. Ungson
Katherine Joy F. de Jesus-Lagazo
Emil Rey I. Balaleng
Jimmy M. Coloma
Karyl Jill P. Gonzales

b. Participation in Meetings through Remote Communications

Upon motion duly made and seconded, the Board unanimously ratified the exercise by the stockholders of their right to vote through remote communication, pursuant to SEC Memorandum Circular No. 06-2020.

7. CONCLUSION

The Chairman then asked if there were any other questions or matters for discussion from the stockholders and directors. There being no other questions or business, the Chairman declared the meeting closed and thanked everyone for their attendance.

APPROVED:



ROLANDO C. GAPUD
Chairman

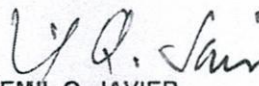
JOSELITO D. CAMPOS, JR.
Director, President, and CEO

EDGARDO M. CRUZ, JR.
Director and Asst. Corporate Secretary



CORAZON S. DE LA PAZ-BERNARDO
Independent Director

JOSE T. PARDO
Independent Director



EMIL Q. JAVIER
Independent Director

GODFREY E. SCOTCHBROOK
Independent Director

Certified Correct:



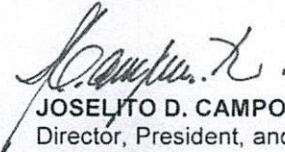
ANTONIO EUGENIO S. UNGSON
Corporate Secretary

7. CONCLUSION

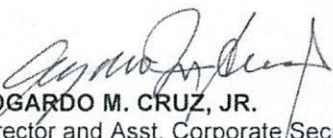
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APPROVED:

ROLANDO C. GAPUD
Chairman



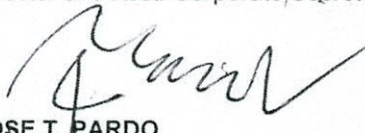
JOSELITO D. CAMPOS, JR.
Director, President, and CEO



EDGARDO M. CRUZ, JR.
Director and Asst. Corporate Secretary



CORAZON S. DE LA PAZ-BERNARDO
Independent Director



JOSE T. PARDO
Independent Director

EMIL Q. JAVIER
Independent Director



GODFREY E. SCOTCHBROOK
Independent Director

Certified Correct:



ANTONIO EUGENIO S. UNGSON
Corporate Secretary

RECORD OF ATTENDANCE

DEL MONTE PHILIPPINES, INC.
7 December 2021

DIRECTORS AND STOCKHOLDERS PRESENT:

STOCKHOLDER/DIRECTOR	SHARES OF STOCK HELD
Central American Resources, Inc. represented by Joselito D. Campos, Jr.	2,433,668,397 Common Shares
SEA Diner Holdings (S) Pte Ltd represented by Jason Michael Rosenblatt	363,651,600 Common Shares
Rolando C. Gapud	1 Common Share
Joselito D. Campos, Jr.	1 Common Share
Edgardo M. Cruz, Jr.	1 Common Share
Corazon S. de la Paz-Bernardo	1 Common Share
Jose T. Pardo	1 Common Share
Emil Q. Javier	1 Common Share
Godfrey E. Scotchbrook	1 Common Share
Total Number of Shares Present	2,797,320,004

**TOTAL NUMBER OF SHARES
ISSUED AND OUTSTANDING**

2,797,320,004

ALSO PRESENT:

Antonio Eugenio S. Ungson
Luis F. Alejandro
Parag Sachdeva
Ignacio C.O. Sison
Katherine Joy F. de Jesus-Lagazo

Annex "A"

Name of Attendee	Position	Location	Device Used
<i>Directors/Corporate Secretary</i>			
Mr. Rolando C. Gapud	Chairman of the Board	Bangkok, Thailand	Laptop
Mr. Joselito D. Campos, Jr.	Director, President, and CEO	Alabang, Muntinlupa City	Laptop
Mr. Edgardo M. Cruz, Jr.	Director and Asst. Corporate Secretary	Quezon City	Laptop
Ms. Corazon de la Paz-Bernardo	Independent Director	Makati City	Laptop
Mr. Jose T. Pardo	Independent Director	Alabang, Muntinlupa City	Laptop
Dr. Emil Q. Javier	Independent Director	Los Baños, Laguna	Laptop
Mr. Godfrey E. Scotchbrook	Independent Director	Hong Kong	Laptop
Mr. Antonio E. S. Ungson	Corporate Secretary	Taguig City	Laptop
<i>By Invitation</i>			
Mr. Jason Michael Rosenblatt	Shareholder Representative/ Board Observer	Singapore	Laptop
Mr. Luis F. Alejandro	Chief Operating Officer	Taguig City	Laptop
Mr. Parag Sachdeva	Treasurer and Chief Financial Officer	Taguig City	Laptop
Mr. Ignacio C. O. Sison	DMPL Chief Corporate Officer	Taguig City	Laptop
Ms. Katherine Joy F. de Jesus-Lagazo	Director, Corporate Legal and Compliance	Taguig City	Laptop